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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 EIGHTEENTH MONTHLY  
FEE APPLICATION FOR ALLOWANCE  
AND PAYMENT OF INTERIM  
COMPENSATION AND REIMBURSEMENT  
OF EXPENSES FOR THE PERIOD OF  
FEBRUARY 1, 2020 – FEBRUARY 29, 2020**



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 February 1, 2020 – February 29, 2020 (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 \$261,678.67 in fees and expenses during the Application Period. The total fees represent 237.70 hours expended during the period covered by this Application. These fees and expenses break down as follows:

Period	Fees	Expenses	Total
February 1 - 29, 2020	\$250,681.00 <sup>1</sup>	\$10,997.67	\$261,678.67

4. Accordingly, the Firm seeks allowance of interim compensation in the amount of a total of \$211,542.47 at this time. This total is comprised as follows: \$200,544.80 (80% of the fees for services rendered) plus \$10,997.67 (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)	\$471,645.44	100% of fees and 100% of expenses
Tenth (June 1 - 30, 2019)	\$474,050.57	100% of fees and 100% of expenses
Eleventh (July 1 - 31, 2019)	\$271,998.66	100% of fees and 100% of expenses
Twelfth (Aug. 1 - 31, 2019)	\$536,987.22	100% of fees and 100% of expenses

<sup>1</sup> Milbank has voluntarily reduced its fees by 6.5% (i.e., \$17,382.00). The \$250,681.00 amount is net of this 6.5% reduction.

Thirteenth (Sept. 1 - 30, 2019)	\$568,863.65	80% of fees and 100% of expenses
Fourteenth (Oct. 1 - 31, 2019)	\$694,058.75	80% of fees and 100% of expenses
Fifteenth (Nov. 1 - 30, 2019)	\$401,399.26	80% of fees and 100% of expenses
Sixteenth (Dec. 1 - 31, 2019)	\$334,173.04	80% of fees and 100% of expenses
Seventeenth (Jan. 1 - 31, 2020)	\$0.00	
<b>Total Paid to the Firm to Date</b>	<b>\$8,246,369.36</b>	

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

<b>Application Period</b>	<b>Amount</b>	<b>Description</b>
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)	\$0.00	
Tenth (June 1 - 30, 2019)	\$0.00	
Eleventh (July 1 - 31, 2019)	\$0.00	
Twelfth (Aug. 1 - 31, 2019)	\$0.00	
Thirteenth (Sept. 1 - 30, 2019)	\$137,350.70	20% of fees
Fourteenth (Oct. 1 - 31, 2019)	\$166,926.30	20% of fees
Fifteenth (Nov. 1 - 30, 2019)	\$98,011.90	20% of fees
Sixteenth (Dec. 1 - 31, 2019)	\$80,490.30	20% of fees
Seventeenth (Jan. 1 - 31, 2020)	\$410,983.15	100% of fees and 100% of expenses
<b>Total Owed to the Firm to Date</b>	<b>\$893,762.35</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

1 of this Application will be given by counsel for the Debtors pursuant to the terms of the Interim  
2 Compensation Order (defined below).

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

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

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

20  
21 Dated: March 27, 2020

MILBANK LLP

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

25 Counsel for the Official Committee of  
26 Unsecured Creditors of Verity Health System of  
27 California, Inc., et al.  
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**EXHIBIT A**  
**SUMMARY OF HOURS BY PROFESSIONAL**  
**(FEBRUARY 1, 2020 – FEBRUARY 29, 2020)**

<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	\$1,615.00	2.00	\$0.00
Robert Liubicic	Litigation Partner	\$1,615.00	0.40	\$0.00
Mark Shinderman	Financial Restructuring Partner	\$1,615.00	84.90	\$137,113.50
Total			87.30	\$137,113.50

<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	30.60	\$38,250.00
Total			30.60	\$38,250.00

<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	\$870.00	12.50	\$10,875.00
James Behrens	Financial Restructuring Associate	\$1,035.00	55.50	\$57,442.50
Mackenzie Gansert	Litigation Associate	\$625.00	2.40	\$0.00
Jeff Snyder	Financial Restructuring Associate	\$625.00	11.20	\$7,000.00
Total			81.60	\$75,317.50

<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>
Jacqueline Brewster	Legal Assistant	\$300.00	13.80	\$0.00
Ishmael Taylor-Kamara	Legal Assistant	\$320.00	9.80	\$0.00
Charmaine Thomas	Legal Assistant	\$320.00	12.20	\$0.00
Ricky Windom	Legal Assistant	\$340.00	2.00	\$0.00
Jenifer Gibbs	Case Manager	\$365.00	0.40	\$0.00
Total			38.20	\$0.00

Professionals	Blended Rate <sup>2</sup>	Total Hours	Total Compensation
Partners and Counsel	\$1,487.39	117.90	\$175,363.50
Associates	\$923.01	81.60	\$75,317.50
Paraprofessionals and Non-Legal Staff	\$0.00	38.20	\$0.00
<b>Blended Rate for All Timekeepers</b>	\$1,054.61		
<b>Blended Rate for Attorneys Only</b>	\$1,256.55		
<b>Total Fees Incurred</b>		<b>237.70</b>	<b>\$250,681.00<sup>3</sup></b>

<sup>2</sup> Blended rate calculation includes hours for attorneys and paralegals whose time was written off as part of Milbank's 6.5% voluntary reduction.

<sup>3</sup> Milbank has voluntarily reduced its fees by 6.5% (i.e., \$17,382.00). The \$250,681.00 amount is net of this 6.5% reduction.

**EXHIBIT B**  
**SUMMARY OF HOURS BY TASK**  
**(FEBRUARY 1, 2020 – FEBRUARY 29, 2020)**

<b>Billing Code</b>	<b>Activity</b>	<b>Hours</b>	<b>Discounted Fees</b>
44393.00003	Asset Analysis and Recovery	7.20	\$4,921.00
44393.00004	Asset Disposition	27.10	\$37,186.50
44393.00005	Assumption and Rejection of Leases and Contracts	1.40	\$1,449.00
44393.00006	Avoidance Action Analysis	0.60	\$969.00
44393.00008	Business Operations	1.30	\$1,345.50
44393.00009	Case Administration	24.60	\$1,668.50
44393.00012	Employee Benefits	7.90	\$9,701.50
44393.00013	Employment and Fee Applications	2.40	\$2,484.00
44393.00014	Employment and Fee Application Objections	1.00	\$1,035.00
44393.00015	Financing and Cash Collateral	31.20	\$21,685.00
44393.00016	Hearings (Preparation and Attendance)	6.00	\$9,516.00
44393.00017	Litigation	112.20	\$137,776.00
44393.00018	Committee Meetings & Communications with Members	6.30	\$8,782.50
44393.00020	Communications with Committee Advisors	2.40	\$3,412.00
44393.00021	Meetings & Communications with Creditors	0.40	\$646.00
44393.00022	Communications with Debtors	4.70	\$7,068.50
44393.00025	Plan and Disclosure Statement	0.20	\$207.00
44393.00028	Relief from Stay and Adequate Protection	0.80	\$828.00
<b>Total</b>		<b>237.70</b>	<b>\$250,681.00<sup>4</sup></b>

<sup>4</sup> Milbank has voluntarily reduced its fees by 6.5% (i.e., \$17,382.00). The \$250,681.00 amount is net of this 6.5% reduction.



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**EXHIBIT C**  
**DETAIL OF TIME ENTRIES**  
**(FEBRUARY 1, 2020 – FEBRUARY 29, 2020)**

MILBANK LLP

Description of Legal Services

Ending February 29, 2020

44393.00003 Verity - OCUC: Asset Analysis and Recovery

Date	Description	Hours	Name
2/6/2020	Internal emails regarding MOB (.30).	0.30	Shinderman, Mark
2/11/2020	Internal emails regarding stipulations (.30).	0.30	Shinderman, Mark
2/12/2020	Correspond with M. Shinderman and counsel for Verity MOB and Verity MOB II re stipulations extending challenge deadlines (.4); revise draft stipulations (.5).	0.90	Achamallah, Alexandra
2/13/2020	Revised proposed orders and proofs of service for stipulations with Verity MOB and Verity MOB II extending challenge deadlines.	0.60	Achamallah, Alexandra
2/14/2020	Correspond with M. Shinderman and counsel for Verity MOB and Verity MOB II re draft stipulations extending challenge deadlines.	0.50	Achamallah, Alexandra
2/14/2020	Internal emails and calls regarding MOB (.40).	0.40	Shinderman, Mark
2/18/2020	Prepare stipulations with Verity MOB and Verity MOB II extending challenge deadlines and proposed orders for filing (.5).	0.50	Achamallah, Alexandra
2/19/2020	Finalize and supervise filing and service of stipulations with Verity MOB and Verity MOB II extending challenge deadlines.	1.30	Achamallah, Alexandra

MILBANK LLP

Description of Legal Services

Ending February 29, 2020

44393.00004 Verity - OCUC: Asset Disposition

Date	Description	Hours	Name
2/3/2020	Analyze LOIs for SFMC (1.70).	1.70	Shinderman, Mark
2/4/2020	Call with potential buyer (.30). Calls with T. Moyron (Dentons) regarding sale, KERP, updates (.40). Follow up regarding sale, appeals (.80).	1.50	Shinderman, Mark
2/6/2020	Analyze St. Vincent's status report (.20). Analyze LOI summary/update (.40).	0.60	Shinderman, Mark
2/7/2020	Analyze LOIs for SVMC (1.2). Consider issues regarding SVMC shutdown (.40).	1.60	Shinderman, Mark
2/10/2020	Email with FTI regarding sale effort and next steps (.40).	0.40	Shinderman, Mark
2/11/2020	Email with creditor regarding sales motion (.40). Analyze next steps/game plan (.90).	1.30	Shinderman, Mark
2/12/2020	Prepare for and call with secured creditors regarding sale process and appeals (.70). Analyze LOIs (.60). Calls with potential bidders and other parties in interest (.50).	1.80	Shinderman, Mark
2/14/2020	Analyze supplemental LOI (.30).	0.30	Shinderman, Mark
2/17/2020	Outline approach to secured creditors (.50).	0.50	Shinderman, Mark
2/18/2020	Review new sale issues (.6).	0.60	O'Donnell, Dennis C.
2/18/2020	Call to secured creditors (.20).	0.20	Shinderman, Mark
2/19/2020	Email FTI regarding sales (.20). Emails regarding Seton sales (.30). Internal email regarding cure costs for executory contracts (.30). Analyze sale process (.90).	1.70	Shinderman, Mark
2/20/2020	Review and summarize the Debtors' status report re: closure of St. Vincent.	0.40	Behrens, James C.

MILBANK LLP

Description of Legal Services

Ending February 29, 2020

44393.00004 Verity - OCUC: Asset Disposition

Date	Description	Hours	Name
2/20/2020	Review new sale order form (1.1); internal email re same (.4); review sale issues (1.2).	2.70	O'Donnell, Dennis C.
2/20/2020	Analyze APA regarding deposit (.40).	0.40	Shinderman, Mark
2/21/2020	Emails with Dentons team and Milbank team re: sale issue.	0.50	Behrens, James C.
2/21/2020	Review new sale order form (1.1); internal email re same (.1).	1.20	O'Donnell, Dennis C.
2/21/2020	Review and revise bid procedures/proposed order (.40). Emails with Dentons team regarding rejection/cure claims (.40).	0.80	Shinderman, Mark
2/22/2020	Analyze options/approach regarding sale (.40). Emails with Milbank and FTI teams regarding potential offers/approaches (.40).	0.80	Shinderman, Mark
2/23/2020	Review and summarize Debtors' reply to UnitedHealthcare's limited objection to Debtors' bid procedures motion (0.3); internal email re: same (0.2).	0.50	Behrens, James C.
2/23/2020	Review new sale order form (1.1); internal email re same (.4).	1.50	O'Donnell, Dennis C.
2/24/2020	Review and revise FTI sale report (.30).	0.30	Shinderman, Mark
2/25/2020	Analyze tentative bid (.30). Emails and calls regarding bid process (.40). Call with SGM regarding bid (.20). Outline for court regarding sale process (.60). Review Seton issues (.60).	2.10	Shinderman, Mark
2/26/2020	Communicate with Milbank team and Committee re: bid procedures order.	0.60	Behrens, James C.
2/26/2020	Email with FTI regarding bidders (.40).	0.40	Shinderman, Mark

MILBANK LLP

Description of Legal Services

Ending February 29, 2020

44393.00004 Verity - OCUC: Asset Disposition

Date	Description	Hours	Name
2/28/2020	Email regarding potential buyers (.40). Call with SGM regarding bid (.30).	0.70	Shinderman, Mark

MILBANK LLP

Description of Legal Services

Ending February 29, 2020

44393.00005 Verity - Assumption and Rejection of Leases and Contracts

Date	Description	Hours	Name
2/6/2020	Review and summarize the Debtors' motion to reject agreement with St. Vincent IPA.	0.80	Behrens, James C.
2/25/2020	Review and summarize the Debtors' motion to reject agreement with Blue Shield.	0.60	Behrens, James C.

MILBANK LLP

Description of Legal Services

Ending February 29, 2020

44393.00006 Verity - OCUC: Avoidance Action Analysis

Date	Description	Hours	Name
2/12/2020	Review integrity information (.60).	0.60	Shinderman, Mark

MILBANK LLP

Description of Legal Services

Ending February 29, 2020

44393.00008 Verity - OCUC: Business Operations

Date	Description	Hours	Name
2/3/2020	Review and summarize patient care ombudsman's report.	1.30	Behrens, James C.



MILBANK LLP

Description of Legal Services

Ending February 29, 2020

44393.00009 Verity - OCUC: Case Administration

Date	Description	Hours	Name
2/3/2020	Update UCC email list.	0.40	Behrens, James C.
2/10/2020	Email regarding lenders and meetings (.20).	0.20	Shinderman, Mark
2/18/2020	Update internal calendars.	0.40	Behrens, James C.
2/25/2020	Update internal calendars.	0.50	Behrens, James C.

MILBANK LLP

Description of Legal Services

Ending February 29, 2020

44393.00012 Verity - OCUC: Employee Benefits and Pensions

Date	Description	Hours	Name
2/13/2020	Communicate with J. Snyder re: KEIP/KERP issues.	0.50	Behrens, James C.
2/13/2020	Summarize debtors' motion to amend KEIP and KERP (2.0); internal email re: same (.5).	2.50	Snyder, Jeff
2/14/2020	Call/email with Unions (.30); Analyze KEIP motion and supplement and impact (1.10). Emails with S. Alberts (Dentons) regarding Union Settlement (.30).	1.70	Shinderman, Mark
2/18/2020	Email re: KEIP/Kerp (.8).	0.80	O'Donnell, Dennis C.
2/24/2020	Call with SEIU regarding payments (.20).	0.20	Shinderman, Mark
2/25/2020	Call with unions (.30).	0.30	Shinderman, Mark
2/26/2020	Follow up regarding union issues (.40). Outline KEIP/CCO issues (.60). Email regarding KEIP/KERP (.40). Email with SEIU (.20).	1.60	Shinderman, Mark
2/28/2020	Comment on SEIU analysis (.30).	0.30	Shinderman, Mark

MILBANK LLP

Description of Legal Services

Ending February 29, 2020

44393.00013 Verity - OCUC: Employment and Fee Applications

Date	Description	Hours	Name
2/23/2020	Review January time entries for privileged information and conformity with applicable requirements.	2.40	Behrens, James C.

MILBANK LLP

Description of Legal Services

Ending February 29, 2020

44393.00014 Verity - OCUC: Employment and Fee Application Objections

Date	Description	Hours	Name
2/3/2020	Review and summarize the Debtors' motion to employ Bartko Zankel.	0.80	Behrens, James C.
2/4/2020	Review KCC invoice for December.	0.20	Behrens, James C.

MILBANK LLP

Description of Legal Services

Ending February 29, 2020

44393.00015 Verity - OCUC: Financing and Cash Collateral

Date	Description	Hours	Name
2/1/2020	Revise 9th Circuit Reply Brief, to shorten (1.9); internal email re: same (.4)	2.30	O'Donnell, Dennis C.
2/2/2020	Revise 9th Circuit Reply Brief, to shorten (1.8); internal email re: same (.6)	2.40	O'Donnell, Dennis C.
2/5/2020	Review Ninth Circuit appeal issues.	2.50	Behrens, James C.
2/11/2020	Review Ninth Circuit issues (.5); internal email re: same (.3).	0.80	O'Donnell, Dennis C.
2/12/2020	Address Ninth Circuit argument request (.8); internal email re: same (.6); review new SGM filings (.40).	1.80	O'Donnell, Dennis C.
2/27/2020	Review CCO Objection issues (.7); internal email re: same (.6)	1.30	O'Donnell, Dennis C.
2/28/2020	Review cash collateral issues (2.1); internal communications re: same (1.3).	3.40	Behrens, James C.
2/28/2020	Review CCO Objection issues (.9); review CCO (.7); review potential Objection (.7); internal email re: same (.4).	2.70	O'Donnell, Dennis C.
2/28/2020	Review and revise stipulations regarding CCO (.50). Email comments regarding draft CCOs (.40).	0.90	Shinderman, Mark

MILBANK LLP

Description of Legal Services

Ending February 29, 2020

44393.00016 Verity - OCUC: Hearings (Preparation and Attendance)

Date	Description	Hours	Name
2/10/2020	Outline and prepare for court (3.20).	3.20	Shinderman, Mark
2/25/2020	Review tentative ruling re: bid procedures order.	0.30	Behrens, James C.
2/26/2020	Calls and emails with counsel for SGM and Debtors regarding court, SGM (1.90). Court appearance (.60).	2.50	Shinderman, Mark

MILBANK LLP

Description of Legal Services

Ending February 29, 2020

44393.00017 Verity - OCUC: Litigation

Date	Description	Hours	Name
2/3/2020	Internal communications re: requirements for appeal briefing.	0.30	Behrens, James C.
2/3/2020	Internal emails regarding litigation & appeals regarding SGM (.70). Review and revise draft and supplements regarding reference (1.80). Internal calls and emails regarding opposition (.80).	3.30	Shinderman, Mark
2/4/2020	Review SGM complaint/stay/withdrawal issues (1.1); internal email re: same (.3)	1.40	O'Donnell, Dennis C.
2/4/2020	Outline argument regarding jury trials (.60).	0.60	Shinderman, Mark
2/5/2020	Review arguments re: withdrawal of the reference.	2.10	Behrens, James C.
2/5/2020	Review SGM complaint/stay/withdrawal issues (1.1); internal email re: same (.4)	1.50	O'Donnell, Dennis C.
2/5/2020	Review jury trial issues and reference (.40). Analyze SGM filing regarding stay of adversary action and research arguments made (3.9). Review and revise master list of issues (.30).	4.60	Shinderman, Mark
2/5/2020	Review debtors' opposition to motion to withdraw the reference (.40); call with J. Behrens re same (.10).	0.50	Snyder, Jeff
2/6/2020	Draft and circulate joint status reports to be filed in adversary proceedings 19-1165 and 19-1166 (2.2); review background materials re the Committee's Emergency Motion to Intervene in adversary proceeding 20-1001 (.3); correspond with J. Behrens re same (.2).	2.70	Achamallah, Alexandra
2/6/2020	Review and summarize SGM's reply regarding SGM's motion to stay the Debtors' adversary proceeding (1.8); draft motion to intervene (3.9); internal communications re: same (0.5).	6.20	Behrens, James C.

MILBANK LLP

Description of Legal Services

Ending February 29, 2020

44393.00017 Verity - OCUC: Litigation

Date	Description	Hours	Name
2/6/2020	Review SGM complaint/stay/withdrawal issues (1.1); research re: same (.8); internal email re: same (.4)	2.30	O'Donnell, Dennis C.
2/6/2020	Meet with R. Liubicic regarding status, plan (.20). Call with T. Moyron (Dentons) regarding intervention and SGM (.30). Review and revise status report (.20). Analyze SGM brief for emergency motion (1.90). Internal email directing filing of intervention motion and arguments (.40).	3.00	Shinderman, Mark
2/7/2020	Revise and re-circulate joint status reports for adversary proceedings 19-1165 and 19-1166 (1.1); correspond with J. Behrens re the Committee's Emergency Motion to Intervene in adversary proceeding 20-1001 (.3).	1.40	Achamallah, Alexandra
2/7/2020	Draft motion to intervene.	2.40	Behrens, James C.
2/7/2020	Review SGM briefing and intervention issues.	1.20	O'Donnell, Dennis C.
2/7/2020	Emails regarding next steps (.40). Call re tort damages (.40). Call regarding approach/status (.30). Review docket (.30). Review and revise emergency motion (.90). Review and revise pleading regarding SGM (.90). Review SGM reply (.40).	3.60	Shinderman, Mark
2/9/2020	Revise and file the Committee's Emergency Motion to Intervene in adversary proceeding 20-1001.	2.40	Achamallah, Alexandra
2/10/2020	Serve Committee's Emergency Motion to Intervene in adversary proceeding 20-1001 (.3); correspond with opposing counsel and R. Liubicic re joint status reports for adversary proceedings 19-1165 and 19-1166 (.5).	0.80	Achamallah, Alexandra
2/10/2020	Review new SGM filings (.80); internal email re: same (.6).	1.40	O'Donnell, Dennis C.



MILBANK LLP

Description of Legal Services

Ending February 29, 2020

44393.00017 Verity - OCUC: Litigation

Date	Description	Hours	Name
2/10/2020	Analyze tentative ruling (.30).	0.30	Shinderman, Mark
2/11/2020	Pre-court call regarding strategy (.20). Meet with SGM's counsel (.20). Prepare for and attend court regarding SGM stay motion (4.60).	5.00	Shinderman, Mark
2/12/2020	File and serve joint status reports for adversary proceedings 19-1165 and 19-1166 (.6); coordinate CourtCall lines for telephonic status conference set for February 19, 2020 (.5).	1.10	Achamallah, Alexandra
2/12/2020	Outline end game (.40).	0.40	Shinderman, Mark
2/12/2020	Summarize and circulate SGM reply re withdrawal of the reference (1.00).	1.00	Snyder, Jeff
2/13/2020	Review new SGM filings (.70); internal email re: same (.4).	1.10	O'Donnell, Dennis C.
2/14/2020	Communicate with J. Snyder re: SGM's opening appeal brief.	0.90	Behrens, James C.
2/14/2020	Review new SGM filings (1.0); internal email re: same (.6).	1.60	O'Donnell, Dennis C.
2/14/2020	Supplement analysis regarding withdrawal of reference (.70). Analyze SGM's opening brief and outline (2.80).	3.50	Shinderman, Mark
2/14/2020	Summarize recent filings and circulate (2.30); call with J. Behrens re opening brief summary (.20); summarize & circulate SGM's opening appellate brief (4.70).	7.20	Snyder, Jeff
2/15/2020	Review pleadings in main case and adversary proceeding related to SGM's motion to stay adversary proceeding (2.8); draft emergency motion to intervene re: SGM's motion to stay adversary proceeding (4.8); review and revise same per comments from M. Shinderman (2.2).	9.80	Behrens, James C.

MILBANK LLP

Description of Legal Services

Ending February 29, 2020

44393.00017 Verity - OCUC: Litigation

Date	Description	Hours	Name
2/16/2020	Review and revise emergency motion to intervene re: SGM's motion to stay adversary proceeding.	3.90	Behrens, James C.
2/17/2020	Call re sale and send update (.70). Outline litigation issues (.40). Research regarding argument for withdrawal of the reference (1.80). Outline SGM issues (.30).	3.20	Shinderman, Mark
2/18/2020	Update case calendar pursuant to Order Continuing Status Conference in adversary proceedings 19-1165 and 19-1166 (.3).	0.30	Achamallah, Alexandra
2/18/2020	Review SGM email (.8).	0.80	O'Donnell, Dennis C.
2/18/2020	Review approaches to issues (.90). Email regarding update (.30). Research key cases (.80). Analyze reply brief (1.20).	3.20	Shinderman, Mark
2/19/2020	Detailed analysis of appeal issues (3.2); draft email to M. Shinderman re: same (0.5);	3.70	Behrens, James C.
2/19/2020	Outline SGM appeal (.60). Outline argument for withdrawal of the reference (2.80). Email with T. Moyron (Dentons) regarding SGM appeals (.30).	3.70	Shinderman, Mark
2/20/2020	Detailed analysis of SGM's motion to dismiss and motion to strike (3.1); draft email to M. Shinderman re: same (0.5); review and summarize the Debtors' response to SGM's request to augment the record on appeal (0.5).	4.10	Behrens, James C.
2/20/2020	Review new SMG appeal filings (.8); internal email re same (.4).	1.20	O'Donnell, Dennis C.

MILBANK LLP

Description of Legal Services

Ending February 29, 2020

44393.00017 Verity - OCUC: Litigation

Date	Description	Hours	Name
2/20/2020	Analyze motion to dismiss and slapp motion (1.30). Analyze further motion to withdraw the reference and need to supplement the record (1.50). Research regarding core issues (1.30). Research regarding divestiture, slapp litigation (1.60). Call with T. Moyron (Dentons) regarding appeals and reference (.40).	6.10	Shinderman, Mark
2/21/2020	Email with other parties to litigation regarding next steps, issues (.30). Review and revise reply and comments (1.30).	1.60	Shinderman, Mark
2/22/2020	Call with SGM re: litigation and sale issues (.20). Review and revise reply (.40). Call with SGM re: litigation and sale issues (.30). Call with P. Ricotta (Mintz) re: litigation and sale issues (.30).	1.20	Shinderman, Mark
2/24/2020	Review and revise pleading (.30). Analyze new pleadings (.30). Outline issues regarding appeal, reference (.80).	1.40	Shinderman, Mark
2/27/2020	Review and summarize SGM's response to the Debtors' motion to file a surreply with regard to SGM's motion to withdraw the reference.	0.90	Behrens, James C.
2/28/2020	Outline response to motion to dismiss and research SLAPP motion (.90).	0.90	Shinderman, Mark

MILBANK LLP

Description of Legal Services

Ending February 29, 2020

44393.00018 Verity- OCUC Committee Meetings& Communications with Members

Date	Description	Hours	Name
2/2/2020	Draft detailed agenda for weekly Committee call.	0.40	Behrens, James C.
2/3/2020	Prepare for weekly UCC call (0.3); attend call (0.3); draft email update to UCC (0.4).	1.00	Behrens, James C.
2/3/2020	Prepare for weekly UCC call (.3); lead call (.3).	0.60	Shinderman, Mark
2/10/2020	Prepare for and lead UCC call (.40).	0.40	Shinderman, Mark
2/14/2020	Prepare for and participate in weekly FTI planning call (.70). Email to UCC regarding update (.30).	1.00	Shinderman, Mark
2/17/2020	Email committee update (.30).	0.30	Shinderman, Mark
2/23/2020	Draft detailed agenda for weekly Committee call.	0.50	Behrens, James C.
2/24/2020	Prepare for weekly Committee call (0.2); attend call (0.3).	0.50	Behrens, James C.
2/24/2020	Prepare for and lead call with UCC (.70).	0.70	Shinderman, Mark
2/26/2020	Email update to committee (.50). Respond to UCC member inquiries regarding sale, SGM (.40).	0.90	Shinderman, Mark

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Description of Legal Services

Ending February 29, 2020

44393.00020 Verity - OCUC: Communications with Committee Advisors

Date	Description	Hours	Name
2/7/2020	Email updates to FTI and team (.30).	0.30	Shinderman, Mark
2/10/2020	Pre-call with FTI (.20).	0.20	Shinderman, Mark
2/11/2020	Internal emails regarding update (.30).	0.30	Shinderman, Mark
2/21/2020	Weekly FTI/Milbank call (0.4); follow-up emails with FTI and Dentons (0.4).	0.80	Behrens, James C.
2/21/2020	Prepare for and lead weekly call with FTI (.60).	0.60	Shinderman, Mark
2/24/2020	Meet with J. Behrens regarding projects (.20).	0.20	Shinderman, Mark

MILBANK LLP

Description of Legal Services

Ending February 29, 2020

44393.00021 Verity - OCUC: Meetings & Communications with Creditors

Date	Description	Hours	Name
2/3/2020	Emails with creditors re: case status (.40).	0.40	Shinderman, Mark

MILBANK LLP

Description of Legal Services

Ending February 29, 2020

44393.00022 Verity - OCUC: Communications with Debtors

Date	Description	Hours	Name
2/4/2020	Emails with Debtors regarding pleadings (.30).	0.30	Shinderman, Mark
2/5/2020	Email debtors regarding update and ideas (.30).	0.30	Shinderman, Mark
2/10/2020	Call with Debtors regarding hearing, sale (.70).	0.70	Shinderman, Mark
2/21/2020	Telephone conference with Dentons and Milbank teams re: appeals and other outstanding issues.	0.90	Behrens, James C.
2/21/2020	Prepare outline of issues to discuss with debtors (.40). Prepare for and call with debtors regarding SGM appeals, withdrawal of the reference, Seton sale (.70).	1.10	Shinderman, Mark
2/24/2020	Email debtor regarding sale issues (.30).	0.30	Shinderman, Mark
2/26/2020	Call with debtors regarding appeals, SGM, other items (.80). Follow up with debtors regarding court (.30).	1.10	Shinderman, Mark

MILBANK LLP

Description of Legal Services

Ending February 29, 2020

44393.00025 Verity - OCUC: Plan and Disclosure Statement

Date	Description	Hours	Name
2/3/2020	Review and summarize the Court's tentative ruling re: exclusivity.	0.20	Behrens, James C.



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Description of Legal Services

Ending February 29, 2020

44393.00028 Verity - OCUC: Relief from Stay and Adequate Protection

Date	Description	Hours	Name
2/21/2020	Review tentative ruling regarding Sanford motion for relief from stay (0.3); communicate with J. Moe (Dentons) re: same (0.2).	0.50	Behrens, James C.
2/24/2020	Communicate with J. Moe (Dentons) re: Sanford and Capizzi motions for relief from stay.	0.30	Behrens, James C.

**EXHIBIT D**  
**SUMMARY OF EXPENSES**  
**(FEBRUARY 1, 2020 – FEBRUARY 29, 2020)**

<b>DISBURSEMENTS</b>	<b>AMOUNT</b>
Court/Clerical Services	\$546.25
Express Mail	\$70.05
Lexis	\$1,710.00
Outside Reproduction	\$7,051.15
Printing	\$262.80
Telephone	\$53.43
Westlaw	\$1,303.99
<b>TOTAL DISBURSEMENTS</b>	<b><u>\$10,997.67</u></b>

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**EXHIBIT E**  
**DETAIL OF EXPENSES**  
**(FEBRUARY 1, 2020 – FEBRUARY 29, 2020)**

MILBANK LLP

Ending February 29, 2020

COURT/CLERICAL SERVICES

Date	Description	Amount	Name
12/22/2019	COURT/CLERICAL SERVICES --VENDOR: EXPRESS NETWORK Court services to USDC Hon. Fischer on 12/18/2019	63.50	Aalberts, Beth A.
12/22/2019	COURT/CLERICAL SERVICES --VENDOR: EXPRESS NETWORK Court services US District court on 12/19/2019	28.00	Aalberts, Beth A.
1/10/2020	COURT/CLERICAL SERVICES --VENDOR: EXPRESS NETWORK Court services on 1/6/20 U.S. District Court	57.00	Aalberts, Beth A.
1/17/2020	COURT/CLERICAL SERVICES --VENDOR: EXPRESS NETWORK Court services on 1/16/2020 US District Court	213.00	Brennand, Camela
1/17/2020	COURT/CLERICAL SERVICES --VENDOR: EXPRESS NETWORK Court services on 1/17/2020 USBC Central District	64.00	Garcia, Alice Benita
1/31/2020	COURT/CLERICAL SERVICES --VENDOR: EXPRESS NETWORK Court service on 1/30/20 to USDC Roybal Building	56.00	Aalberts, Beth A.
1/31/2020	COURT/CLERICAL SERVICES --VENDOR: EXPRESS NETWORK Court services 01/28/20 USDC Roybal Building	64.75	Aalberts, Beth A.

MILBANK LLP

Ending February 29, 2020

EXPRESS MAIL

Date	Description	Amount	Name
12/18/2019	EXPRESS MAIL LOS ANGELES CA	15.88	Behrens, James C.
1/6/2020	EXPRESS MAIL LOS ANGELES CA	16.97	Achamallah, Alexandra
1/16/2020	EXPRESS MAIL LOS ANGELES CA	18.81	Behrens, James C.
1/17/2020	EXPRESS MAIL LOS ANGELES CA	18.39	Achamallah, Alexandra

MILBANK LLP

Ending February 29, 2020

LEXIS

Date	Description	Amount	Name
2/14/2020	LEXIS Snyder,Jeff	1710.00	Snyder, Jeff

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Ending February 29, 2020

OUTSIDE REPRODUCTION

Date	Description	Amount	Name
1/22/2020	OUTSIDE REPRODUCTION - - VENDOR: RECORD PRESS INC SUBMITTING BOUND HARD COPIES OF BRIEF AND EXCERPTS TO NINTH CIRCUIT COURT	6524.66	Shinderman, Mark
2/25/2020	OUTSIDE REPRODUCTION - - VENDOR: RECORD PRESS INC PRINTING, BINDING, AND DELIVERY OF HARD COPIES OF OUR NINTH CIRCUIT REPLY PER THE COURT'S INSTRUCTIONS	526.49	Shinderman, Mark

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Ending February 29, 2020

PRINTING

Date	Description	Amount	Name
2/4/2020	PRINTING	14.00	Taylor-Kamara, Ishmael
2/4/2020	PRINTING	61.60	La Office Services
2/4/2020	PRINTING	13.10	Aalberts, Beth A.
2/5/2020	PRINTING	0.40	Batie, Denise L.
2/5/2020	PRINTING	11.40	Esposito, Debra
2/5/2020	PRINTING	3.80	Taylor-Kamara, Ishmael
2/10/2020	PRINTING	14.30	Batie, Denise L.
2/10/2020	PRINTING	6.30	Aalberts, Beth A.
2/10/2020	PRINTING	1.00	Achamallah, Alexandra
2/12/2020	PRINTING	6.80	Aalberts, Beth A.
2/18/2020	PRINTING	1.70	Behrens, James C.
2/19/2020	PRINTING	3.70	Batie, Denise L.
2/19/2020	PRINTING	12.10	Aalberts, Beth A.
2/20/2020	PRINTING	4.40	Batie, Denise L.
2/20/2020	PRINTING	15.70	Behrens, James C.
2/24/2020	PRINTING	13.20	Batie, Denise L.
2/25/2020	PRINTING	0.50	Batie, Denise L.
2/25/2020	PRINTING	0.20	Behrens, James C.
2/27/2020	PRINTING	71.00	Aalberts, Beth A.
2/27/2020	PRINTING	0.10	Behrens, James C.
2/28/2020	PRINTING	7.50	Batie, Denise L.



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Ending February 29, 2020

TELEPHONE

Date	Description	Amount	Name
1/3/2020	TELEPHONE LOOPUP	2.74	Behrens, James C.
1/6/2020	TELEPHONE LOOPUP	5.38	Behrens, James C.
1/10/2020	TELEPHONE LOOPUP	0.38	Behrens, James C.
1/22/2020	TELEPHONE LOOPUP	0.57	Behrens, James C.
1/27/2020	TELEPHONE LOOPUP	0.30	Behrens, James C.
1/27/2020	TELEPHONE LOOPUP	6.74	Behrens, James C.
2/26/2020	TELEPHONE - - VENDOR: COURTCALL LLC TELEPHONIC COURT APPEARANCE AT USBC-C.D. CALIFORNIA	35.00	Shinderman, Mark
2/27/2020	TELEPHONE SAN DIEGO CA BEHRENS,JAMES 4436	2.32	Behrens, James C.

MILBANK LLP

Ending February 29, 2020

WESTLAW

Date	Description	Amount	Name
2/6/2020	WESTLAW BEHRENS,JAMES	387.00	Behrens, James C.
2/7/2020	WESTLAW BEHRENS,JAMES	122.00	Behrens, James C.
2/8/2020	WESTLAW BEHRENS,JAMES	529.99	Behrens, James C.
2/19/2020	WESTLAW BEHRENS,JAMES	265.00	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 EIGHTEENTH MONTHLY FEE APPLICATION FOR ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD OF FEBRUARY 1, 2020 – FEBRUARY 29, 2020** 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*) March 27, 2020, 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*) March 27, 2020, 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*) March 27, 2020, 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.

March 27, 2020  
*Date*

James C. Behrens  
*Printed Name*

/s/ James C. Behrens  
*Signature*

**SERVICE LIST**

(Via NEF)

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