

Henry C. Kevane (CA Bar No. 125757)  
Shirley S. Cho (CA Bar No. 192616)  
Steven J. Kahn (CA Bar No. 76933)  
PACHULSKI STANG ZIEHL & JONES LLP  
150 California Street, 15<sup>th</sup> Floor  
San Francisco, CA 94111  
Telephone: 415/263-7000 / Facsimile: 415/263-7010  
E-mail: hkevane@pszjlaw.com  
scho@pszjlaw.com

Samuel R. Maizel (CA Bar No. 189301)  
Tania M. Moyron (CA Bar No. 235736)  
DENTONS US LLP  
601 South Figueroa Street, Suite 2500  
Los Angeles, California 90017-5704  
Telephone: 213/623-9300 / Facsimile: 213/623-9924  
Email: samuel.maizel@dentons.com  
tania.moyron@dentons.com

Attorneys for 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 ASC, 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

**STIPULATION AMONG DEBTORS,  
CREDITORS' COMMITTEE AND AETNA  
LIFE INSURANCE COMPANY FOR  
RESOLUTION OF PLAN OBJECTION**

**[RELATED TO DOCKET NOS. 4993, 4997]**

**Hearing Date/Time**

Date: August 12, 2020

Time: 10:00 a.m. (Pacific Time)

Place: Courtroom 1568, 255 E. Temple Street  
Los Angeles, CA 90012



1820151200803000000000028

This Stipulation is made and entered into, as of the latest date reflected in each Party's (defined below) signature block below, by and among the chapter 11 debtors and debtors in possession (collectively, the "Debtors"), in the above-captioned jointly-administered Chapter 11 cases, Case No. 2:18-bk-20151-ER (the "Chapter 11 Cases"), the Official Committee of Unsecured Creditors (the "Committee"), and Aetna Life Insurance Company for itself and its affiliated entities (collectively, "Aetna"),<sup>1</sup> with reference to the following facts and recitals. The Debtors, the Committee and Aetna are referred to collectively herein as the "Parties," and individually as a "Party."

### RECITALS

1. On August 31, 2018 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.*, as amended (the "Bankruptcy Code").

2. On September 17, 2018, the Office of the United States Trustee appointed the Committee in the Chapter 11 Cases [Docket No. 197.]

3. On July 2, 2020, the Debtors filed the *Second Amended Joint Chapter 11 Plan of Liquidation (Dated July 2, 2020) of the Debtors, the Prepetition Secured Creditors, and the Committee* [Docket No. 4993] (the "Plan").<sup>2</sup> The Plan has been approved for dissemination to creditors pursuant to the *Order Granting Joint Motion for an Order Approving: (I) Proposed Disclosure Statement; (II) Solicitation and Voting Procedures; (III) Notice and Objection Procedures for Confirmation of Amended Joint Plan; (IV) Setting Administrative Claims Bar Date and (V) Granting Related Relief*, entered by the Bankruptcy Court on July 2, 2020 [Docket No. 4997] (the "Disclosure Statement Order"). A hearing to consider confirmation of the Plan is scheduled for August 12, 2020, at 10:00 a.m. PDT (the "Confirmation Hearing").

4. Verity Holdings, LLC ("Holdings"), and Aetna are parties to that certain *Guarantee*

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<sup>1</sup> Aetna includes, among other direct and indirect affiliates, Aetna, Inc., Aetna Life Insurance Company, Aetna Health of California, Inc., and Aetna Health Management, LLC.

<sup>2</sup> Unless otherwise defined in this Stipulation, a capitalized term used herein shall have the meaning set forth in the Plan.

1 *Agreement* dated as of January 1, 2017 made by Holdings as guarantor in favor of Aetna (the  
2 “Guarantee”). Pursuant to the Guarantee, Holdings agreed to guarantee the obligations of Bay Area  
3 Surgical Management, LLC, and certain other defendants (collectively, the “Judgment Parties”) to  
4 Aetna in connection with a monetary award entered in favor of Aetna on April 14, 2016, in certain  
5 litigation commenced by Aetna on February 2, 2012, against the Judgment Parties in the Superior  
6 Court for the County of Santa Clara. Holdings executed the Guarantee in favor of Aetna in  
7 connection with a January 2017 investment transaction (the “Investment”) between Holdings and the  
8 Judgment Parties, among other parties and entities. Holdings asserts that it may have certain rights  
9 to avoid and recover transfers made or obligations incurred by Holdings prior to the Petition Date in  
10 connection with the Investment or under the Guarantee. Aetna disputes any liability to the Debtors  
11 on account of any such transfers made or obligations incurred.

12 5. Aetna has filed a proof of claim against Holdings pursuant to the Guarantee in the  
13 amount of \$13,865,935.73 that has been assigned claim number 3223 (the “Aetna/Holdings Claim”).  
14 The Aetna/Holdings Claim consists of \$13,333,333 in outstanding principal due as of the Petition  
15 Date, plus \$532,602.73 on account of accrued interest through the Petition Date. Holdings asserts  
16 that it may have certain grounds to object to the allowance of the Aetna/Holdings Claim. Aetna  
17 disputes any basis to disallow all or any part of the Aetna/Holdings Claim.

18 6. Aetna and certain of the Debtors are parties to certain hospital services, participation  
19 or provider agreements under which the applicable Debtor provides covered medical services to  
20 members enrolled in certain health care benefit plans offered or administered by Aetna in exchange  
21 for reimbursement in the amounts and at the times set forth in such agreements (collectively, the  
22 “Aetna Agreements”). Each of Aetna and the applicable Debtor may, from time to time, assert that  
23 the amount of contractual reimbursement due under the applicable Aetna Agreement has either been  
24 overpaid or underpaid (referred to collectively as the “Variances”). In connection with the  
25 Variances, Aetna has asserted general unsecured claims for the prepetition overpayments, *see, e.g.*,  
26 Claim Nos. 3226, 3227, 3228, 3231, 3232, 3249, 4795, 4796, 4797, 8045 (collectively, the  
27 “Prepetition Overpayment Claims”), and filed requests for payment of administrative expenses for  
28 the post-petition overpayments (collectively, the “Post-Petition Overpayment Claims”). *See, e.g.*,

Docket Nos. 3272 and 5163. For purposes of this Stipulation, Variances include the Prepetition Overpayment Claims and the Post-Petition Overpayment Claims.

7. Aetna has informally raised certain objections to confirmation of the Plan (“Aetna Objections”) and the Debtors and Aetna have agreed to extend, from time to time, the deadline for Aetna to file a Confirmation Objection pursuant to the Disclosure Statement Order, which this Court has granted. *See* Docket Nos. 5283 and 5300. The Debtors believe that the Plan meets the applicable requirements for confirmation under the Bankruptcy Code and dispute that Aetna has any grounds to oppose confirmation.

8. In order to avoid the delay and expense that would be associated with the filing of a formal Aetna Objection, and/or further proceedings to object to the Aetna/Holdings Claim or seek the avoidance and recovery of pre-petition transfers made or obligations incurred by Holdings to Aetna, the Parties have agreed to make the modifications to the Plan set forth in this Stipulation (the “Aetna Modifications”).

9. The Parties further agree that the Aetna Modifications may be implemented by a revision made to a possible further amended Plan or, if no further amended Plan is filed prior to the Confirmation Hearing, by a specific provision added to the Confirmation Order, in either case in the form attached hereto as **Exhibit 1**.

### STIPULATION

In consideration of the terms and conditions set forth in this Stipulation, the Parties hereby agree that:

1. The Aetna/Holdings Claim shall be deemed amended and superseded to assert a claim in the fixed, reduced amount of \$6,366,000.00 (“Aetna/Holdings Amended Claim”). The Aetna/Holdings Amended Claim shall be an allowed General Unsecured Claim under Class 8 of the Plan and shall not be subject to reconsideration, objection, reduction, increase, counterclaim, subordination, offset or recoupment, and shall be deemed allowed without necessity of any further filings or amendments, including any proof of claim.

2. The Debtors and the Estates shall be deemed to have waived and released any Causes of Action against Aetna in connection with the Investment and/or the Guarantee, and any such

Causes of Action shall neither be vested in the Liquidating Trust nor constitute Liquidating Trust Assets. Notwithstanding the foregoing, and for the avoidance of doubt, this Stipulation does not affect, and each Party acknowledges and agrees that Aetna, the Debtors and the Estates have reserved (i) any rights or defenses under any Aetna Agreement, (ii) any rights or defenses to pursue or recover any Variances, and (iii) any rights relating to assumption, assignment or rejection of any Aetna Agreement pursuant to Section 365 (subject to any prior order of the Bankruptcy Court).

3. Notwithstanding anything to the contrary in the Plan or the Confirmation Order (a) Aetna's defenses of setoff or recoupment under, and subject to the provisions of, the Aetna Agreements shall not be impaired, and nothing in the Plan or Confirmation Order shall prevent Aetna from asserting any defense, counterclaim, or offset against any claims brought against it to the extent that such defense, counterclaim, or offset would otherwise be available to Aetna under applicable law, *provided that*, Aetna acknowledges and agrees that the substantive consolidation of the Estates pursuant to Section 7.2 of the Plan shall not be construed to permit Aetna to exercise any defenses of setoff or recoupment under the Aetna Agreements as if the Debtors were a unitary entity, and (b) Section 10.2(b) of the Plan shall not apply to any Claims asserted by Aetna, including the Aetna/Holdings Amended Claim, the Prepetition Overpayment Claims and the Post-Petition Overpayment Claims.

4. Aetna agrees that it will not oppose confirmation of the Plan and accepts the treatment of the Aetna/Holdings Amended Claim proposed by the Plan, as modified by the Plan Modifications set forth in this Stipulation.

5. The Bankruptcy Court shall retain jurisdiction over any dispute related to the enforcement or implementation of this Stipulation.

Dated: August 3, 2020

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Steven J. Kahn

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Name: Steven J. Kahn  
*Co-Counsel for the Debtors and Debtors in Possession*

MCGUIREWOODS LLP

Dated: August 3, 2020

Name: Payam Khodadadi

*Counsel for Aetna Life Insurance Company for  
itself and Its Affiliated Entities*

MILBANK LLP

Dated: August 3, 2020

*Mark Shinderman* JCB

Name: Mark Shinderman

*Counsel for the Committee*

PACHULSKI STANG ZIEHL & JONES LLP  
ATTORNEYS AT LAW  
LOS ANGELES, CALIFORNIA

# **EXHIBIT 1**

**Exhibit 1**

Aetna Modifications

Aetna Resolution. On [Date], the Debtors filed the *Stipulation Among Debtors, Creditors' Committee and Aetna Life Insurance Company for Resolution of Plan Objection* [Docket No. \_\_\_\_] (the "Aetna Stipulation"). A capitalized term used in this paragraph has the meaning set forth in the Aetna Stipulation. Based on the Aetna Stipulation, for good cause shown and after reasonable notice, the Court approves the resolution of the Aetna Objections to the Plan as follows. The Aetna/Holdings Amended Claim shall be an allowed General Unsecured Claim under Class 8 of the Plan in the amount of \$6,366,000.00 and shall not be subject to reconsideration, objection, reduction, increase, counterclaim, subordination, offset or recoupment, and shall be deemed allowed without necessity of any further filings or amendments, including any proof of claim. The Debtors and the Estates shall be deemed to have waived and released any Causes of Action against Aetna in connection with the Investment and/or the Guarantee, and any such Causes of Action shall neither be vested in the Liquidating Trust nor constitute Liquidating Trust Assets. Notwithstanding the foregoing, Aetna, the Debtors and the Estates shall continue to have: (a) any rights or defenses under any Aetna Agreement, (b) any rights or defenses to pursue or recover any Variances, and (c) any rights relating to assumption, assignment or rejection of any Aetna Agreement pursuant to Section 365 (subject to any prior order of the Bankruptcy Court). Notwithstanding anything to the contrary in the Plan or the Confirmation Order (i) Aetna's defenses of setoff or recoupment under, and subject to the provisions of, the Aetna Agreements shall not be impaired, and nothing in the Plan or Confirmation Order shall prevent Aetna from asserting any defense, counterclaim, or offset against any claims brought against it to the extent that such defense, counterclaim, or offset would otherwise be available to Aetna under applicable law, provided, that, the substantive consolidation of the Estates pursuant to Section 7.2 of the Plan shall not be construed to permit Aetna to exercise any defenses of setoff or recoupment under the Aetna Agreements as if the Debtors were a unitary entity, and (ii) Section 10.2(b) of the Plan shall not apply to any Claims asserted by Aetna, including the Aetna/Holdings Amended Claim, the Prepetition Overpayment Claims and the Post-Petition Overpayment Claims.



## 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:  
**10100 Santa Monica Boulevard, 13<sup>th</sup> Floor, Los Angeles, California 90067**

A true and correct copy of the foregoing document entitled (*specify*): **STIPULATION AMONG DEBTORS, CREDITORS' COMMITTEE AND AETNA LIFE INSURANCE COMPANY FOR RESOLUTION OF PLAN OBJECTION** 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*) **August 3, 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*) \_\_\_\_\_, 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*) \_\_\_\_\_, 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.

August 3, 2020  
\_\_\_\_\_  
*Date*

Mary de Leon  
\_\_\_\_\_  
*Printed Name*

/s/ Mary de Leon  
\_\_\_\_\_  
*Signature*

## **ADDITIONAL SERVICE LIST**

### **MAILING INFORMATION FOR ADVERSARY CASE NO. 2:18-bk-20151-ER**

#### **1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (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
- Jacob Beiswenger jbeiswenger@omm.com, jacob-beiswenger-5566@ecf.pacerpro.com;swarren@omm.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, mceriale@shumaker.com
- Stephen F Biegenzahn efile@sfblaw.com
- Karl E Block kblock@loeb.com, jvazquez@loeb.com;ladocket@loeb.com;kblock@ecf.courtdrive.com
- J Scott Bovitz bovit@bovitz-spitzer.com
- Dustin P Branch branchd@ballardspahr.com, carolod@ballardspahr.com;hubenb@ballardspahr.com
- Michael D Breslauer mbreslauer@swsslaw.com,  
wyones@swsslaw.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@mrlp.com,  
bankruptcy@mrlp.com;camhihr98234@notify.bestcase.com;echun@mrlp.com;jkissinger@mrlp.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 lcisz@nixonpeabody.com, jzic@nixonpeabody.com
- Leslie A Cohen leslie@lesliecohenlaw.com, jaime@lesliecohenlaw.com;olivia@lesliecohenlaw.com
- Marcus Colabianchi mcolabianchi@duanemorris.com
- Kevin Collins kevin.collins@btlaw.com, Tabitha.davis@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 b davidoff@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
- Kerry L Duffy kduffy@bzbm.com, cchou@bzbm.com
- Anthony Dutra adutra@hansonbridgett.com

---

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

- 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, cynthia.gomez@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
- John-Patrick M Fritz jpf@lnbyb.com, JPF.LNBYB@ecf.inforuptcy.com
- Eric J Fromme efromme@tocounsel.com, stena@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;ksherry@nelsonhardiman.com;mmarkwell@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@wghlawyers.com, pj@wghlaw.com;jmartinez@wghlawyers.com;Meir@virtualparalegalservices.com
- Barbara R Gross barbara@bgross.law, luz@bgross.law
- David M. Guess guessd@gtlaw.com
- Anna Gumport agumport@sidley.com
- Mary H Haas maryhaas@dwt.com, melissastrobeldwt.com;laxdocket@dwt.com
- Craig N Haring charing@blankrome.com, arc@blankrome.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 rhirsh@lowenstein.com
- Florice Hoffman fhoffman@socal.rr.com, floricehoffman@gmail.com
- Lee F Hoffman leehoffmanjd@gmail.com, lee@fademlaw.com
- Marshall J Hogan mhogan@swlaw.com, knestuk@swlaw.com
- Michael Hogue hoguem@gtlaw.com, SFOLitDock@gtlaw.com;navarrom@gtlaw.com
- Matthew B Holbrook mholbrook@sheppardmullin.com, amartin@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
- Virginia Hoyt scif.legal.bk@scif.com
- Brian D Huben hubenb@ballardspahr.com, carolod@ballardspahr.com
- Joan Huh joan.huh@cdtfa.ca.gov
- Carol A Igoe cigoe@calnurses.org, ttschneaux@calnurses.org
- Benjamin Ikuta bikuta@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

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This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

- 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, lsegura@sheppardmullin.com
- Gerald P Kennedy gerald.kennedy@procopio.com, kristina.terlaga@procopio.com;calendaring@procopio.com;efile-bank@procopio.com
- Payam Khodadadi pkhodadadi@mcguirewoods.com, dkiker@mcguirewoods.com
- Christian T Kim ckim@dumas-law.com, ckim@ecf.inforuptcy.com
- Jane Kim jkim@kellerbenvenuti.com
- Monica Y Kim myk@lnbrb.com, myk@ecf.inforuptcy.com
- Benjamin R King bking@loeb.com, karnote@loeb.com;ladocket@loeb.com;bking@ecf.courtdrive.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;gmccoy@bushgottlieb.com
- Jolene E Kramer bankruptcycourtntices@unioncounsel.net, jkramer@unioncounsel.net
- David S Kupetz dkupetz@sulmeyerlaw.com, dperez@sulmeyerlaw.com;dperez@ecf.courtdrive.com;dkupetz@ecf.courtdrive.com
- Jeffrey S Kwong jsk@lnbyb.com, jsk@ecf.inforuptcy.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, tiffany.davenport@usdoj.gov
- Kerri A Lyman klyman@steptoe.com, #-FirmPSDocketing@Steptoe.com;nmorneault@Steptoe.com
- Tracy L Mainguy bankruptcycourtntices@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
- Lloyd S Mann lmann@mannzarpas.com
- Alvin Mar alvin.mar@usdoj.gov, dare.law@usdoj.gov
- Craig G Margulies Craig@MarguliesFaithlaw.com, Vicky@MarguliesFaithlaw.com;Helen@MarguliesFaithlaw.com;Angela@MarguliesFaithlaw.com
- Kevin Meek kmeek@robinskaplan.com, kevinmeek32@gmail.com;kmeek@ecf.inforuptcy.com
- Hutchison B Meltzer hutchison.meltzer@doj.ca.gov, Alicia.Berry@doj.ca.gov
- John J Menchaca (TR) jmenchaca@menchacacpa.com, ca87@ecfbis.com;igaeta@menchacacpa.com
- Christopher Minier becky@ringstadlaw.com, arlene@ringstadlaw.com
- John A Moe john.moe@dentons.com, glenda.spratt@dentons.com
- Susan I Montgomery susan@simontgomerylaw.com, assistant@simontgomerylaw.com;simontgomerylawecf.com@gmail.com;montgomerysr71631@notify.bestcase.com
- Monserrat Morales Monsi@MarguliesFaithLaw.com, Vicky@MarguliesFaithLaw.com;Helen@marguliesfaithlaw.com;Angela@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;kathryn.howard@dentons.com;Sonia.martin@dentons.com;Isabella.hsu@dentons.com;lee.whidden@dentons.com;Jacqueline.whipple@dentons.com
- Alan I Nahmias anahmias@mbnlawyers.com, jdale@mbnlawyers.com

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This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

- 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 shedoesbklaw@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
- John R OKeefe jokeefe@metzlewis.com, slohr@metzlewis.com
- Matthew J Olson olson.matthew@dorsey.com, stell.laura@dorsey.com
- Scott H Olson solson@vedderprice.com, scott-olson-  
2161@ecf.pacerpro.com,ecfsfdocket@vedderprice.com,nortega@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@foxrothschild.com, khoang@foxrothschild.com
- R Gibson Pagter gibson@ppilawyers.com, ecf@ppilawyers.com;pagterr51779@notify.bestcase.com
- Paul J Pascuzzi ppascuzzi@ffwplaw.com, docket@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 steven.polard@ropers.com, calendar-  
lao@ropers.com;melissa.tamura@ropers.com;anthony.arriola@ropers.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
- Jeffrey M. Reisner jreisner@steptoe.com, #-  
FirmPSDocketing@Steptoe.com;klyman@steptoe.com;nmoreault@Steptoe.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, docket@ffwplaw.com
- Julie H Rome-Banks julie@bindermlalter.com
- Mary H Rose mrose@buchalter.com
- Douglas B Rosner drosner@goulstonstorrs.com
- Gregory A Rougeau grougeau@brlawsf.com
- Megan A Rowe mrowe@dsrhealthlaw.com, lwestoby@dsrhealthlaw.com
- Gregory M Salvato gsalvato@salvatolawoffices.com,  
calendar@salvatolawoffices.com;jboufadel@salvatolawoffices.com;gsalvato@ecf.inforuptcy.com
- Nathan A Schultz nschultz@goodwinlaw.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

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This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

- Mark Shinderman mshinderman@milbank.com, dmuhrez@milbank.com;dlbatie@milbank.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@slolp.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 M Toma james.toma@doj.ca.gov, teresa.depaz@doj.ca.gov
- Gary F Torrell gtorrell@health-law.com
- United States Trustee (LA) ustpreion16.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
- Rebecca J Winthrop rebecca.winthrop@nortonrosefulbright.com, diana.cardenas@nortonrosefulbright.com
- Jeffrey C Wisler jwisler@connollygallagher.com, dperkins@connollygallagher.com
- Neal L Wolf nwolf@hansonbridgett.com, lchappell@hansonbridgett.com
- Claire K Wu ckwu@sulmeyerlaw.com,  
mviramontes@sulmeyerlaw.com;ckwu@ecf.courtdrive.com;ckwu@ecf.inforuptcy.com
- Steven D Wyllie steven.wyllie@nlrb.gov
- Hatty K Yip hatty.yip@usdoj.gov, hatty.k.yip@usdoj.gov
- Andrew J Ziaja aziaja@leonardcarder.com,  
sgroff@leonardcarder.com;msimons@leonardcarder.com;lbadar@leonardcarder.com
- Rose Zimmerman rzimmerman@dalycity.org