

MARY HAAS (CA State Bar No. 149770)
HOPE LEVY-BIEHL (CA State Bar No. 198433)
DAVIS WRIGHT TREMAINE LLP
865 South Figueroa Street, 24th Floor
Los Angeles, California 90017-2566
Telephone: (213) 633-6800
Fax: (213) 633-6899
Email: MaryHaas@dwt.com
HopeLevyBiehl@dwt.com

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

Judge: Hon. Ernest M. Robles

**DAVIS WRIGHT TREMAINE LLP'S
THIRD MONTHLY FEE
APPLICATION FOR ALLOWANCE
AND PAYMENT OF INTERIM
COMPENSATION AND
REIMBURSEMENT OF EXPENSES
FOR THE PERIOD OF JUNE 1, 2020
THROUGH JULY 31, 2020**



1 1. Davis Wright Tremaine LLP (the “Firm”) submits its Third Monthly Fee
2 Application (the “Application”) for Allowance and Payment of Interim Compensation and
3 Reimbursement of Expenses for the Period of June 1, 2020 through July 31, 2020 (the
4 “Application Period”) for work performed for Verity Health System of California, Inc. and the
5 above-referenced affiliated debtors (collectively, the “Debtors”), in the above-captioned chapter
6 11 bankruptcy cases (the “Cases”). In support of the Application, the Firm respectfully
7 represents as follows:

8 2. The Firm is special healthcare regulatory counsel to the Debtors, as authorized in
9 accordance with the *Order Approving Application of Debtors to Employ Davis Wright Tremaine*
10 *LLP, as Special Healthcare Regulatory Counsel* [Docket No. 4668]. The Firm hereby applies to
11 the Court for allowance and payment of interim compensation for services rendered and
12 reimbursement of expenses incurred during the Application Period.

13 3. The Firm recently became aware that the billing rates for some of its attorneys
14 had not been updated to reflect the billing rate listed in its *Application to Employ Davis Wright*
15 *Tremaine LLP As Special Healthcare Regulatory Counsel* (“Application”) [Docket No. 4437].
16 The Firm has updated the billing rate and recalculated the fees disclosed in the First and Second
17 Monthly Fee Applications [Dockets Nos. 4831 and 4956, respectively] in accordance with the
18 billing rates in its Application. The original and revised fees have been recalculated as follows:

Filed Application Fees	Revised Fees	Difference
First Application Fees:		
\$304,035.25	\$304,471.53	(\$436.28)
80%: \$243,228.20	80%: \$243,577.22	(\$349.02)
Second Application Fees:		
\$134,006.85	\$135,388.31	(\$1,381.46)
80%: \$107,205.48	80%: 108,310.65	(\$1,105.17)

23 4. As a result of the recalculation, the Firm is owed an additional \$1,454.19. We
24 are requesting 80% of these additional fees as part of this submission.

5. The Firm billed a total of \$402,477.79 in fees and expenses during the Application Period. The total fees represent 678.6 hours expended during the period covered by this Application. These fees and expenses break down as follows:

Period	Fees	Expenses	Total
June 1, 2020 – July 31, 2020	\$400,315.05	\$2,162.74	\$402,477.79

6. Accordingly, the Firm seeks allowance of interim compensation in the amount of a total of \$323,868.97 at this time. This total is comprised as follows: \$321,706.23 (80 percent of the fees for services rendered, in the amount of \$320,252.04, plus \$1,454.19 owed to the Firm) plus \$2,162.74 (100 percent of the expenses incurred).

7. For the postpetition period, the Firm has been paid to date as follows:

Application Period	Amount	Description
First (February 14, 2020 – April 30, 2020)	\$243,593.87	80 percent of fees and 100 percent of expenses
Second (April 6, 2020 – May 31, 2020)	\$107,488.12	80 percent of fees and 100 percent of expenses
Total Paid to the Firm to Date	\$351,081.99	80 percent of fees and 100 percent of expenses

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

Application Period	Amount	Description
First (February 14, 2020 – April 30, 2020)	\$0	80 percent of fees and 100 percent of expenses
Second (April 6, 2020 – May 31, 2020)	\$0	80 percent of fees and 100 percent of expenses
Total Owed to the Firm to Date	\$0	80 percent of fees and 100 percent of expenses

9. 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 for each such professional. Attached hereto as **Exhibit B** are the detailed time and expense statements for the Application Period.

1 10. The Firm has served a copy of this Application on the Office of the United States
2 Trustee, the Debtors, counsel to the Debtors, and counsel to the Official Committee of
3 Unsecured Creditors (the “Committee”) appointed in this case. The Application was mailed by
4 first-class mail, postage prepaid, on or about August 26, 2020. Notice of the filing of this
5 Application will be served on the foregoing parties as well as any party who has requested
6 special notice in this chapter 11 cases as of the date of the Notice.

7 11. Pursuant to this *Court’s Order Authorizing Interim Fee Procedures* [Docket No.
8 661], as amended by the *Amended Order on Debtor’s Motion Establishing Procedures for*
9 *Monthly Payment of Fees and Expense Reimbursement* [Docket No. 826], the Debtors are
10 authorized to make the payment requested herein without a further hearing or order of this Court
11 unless an objection to this Application is filed with the Court and served upon the Notice Parties
12 within ten (10) calendar days after the date of mailing of the Notice of this Application. If such
13 an objection is filed, the Debtors are authorized to pay 80 percent of the uncontested fees and
14 100 percent of the uncontested expenses without further order of the Court. If no objection is
15 filed, the Debtors are authorized to pay 80 percent of all fees requested in the Application and
16 100 percent of the uncontested expenses without further order of the Court.

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

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26 ///

DWT'S PROFESSIONALS/PARAPROFESSIONALS**JUNE 1, 2020 - JULY 31, 2020**

Name	Title	Hourly Rate	Total Billed Hours	
Andrawis, Michaela	Associate Attorney	\$450.00	5.7	\$2,308.50
Carroll, Betsy	Contract Partner	\$635.00	3.6	\$2,057.40
Correa, Lyra	Associate Attorney	\$500.00	6.3	\$2,835.00
Farber, Jason A.	Equity Partner	\$865.00	0.3	\$233.55
Forsyth, Caitlin	Associate Attorney	\$540.00	1.3	\$631.80
Greene, Adam	Equity Partner	\$860.00	2.1	\$1,625.40
Haas, Mary M.	Equity Partner	\$780.00	0.6	\$421.20
Homchick, Robert G.	Equity Partner	\$875.00	2.8	\$2,205.00
Johnson, Christine	Associate Attorney	\$555.00	180	\$89,910.00
Keene, Gavin	Associate Attorney	\$385.00	7.9	\$2,737.35
Keville, Jordan	Contract Partner	\$735.00	66.8	\$44,188.20
Keville, Terri	Equity Partner	\$890.00	3.5	\$2,803.50
Levy-Biehl, Hope	Contract Partner	\$735.00	312.2	\$206,520.30
Maas, David	Counsel	\$515.00	16.4	\$7,601.40
Maughn, Ryan David	Contract Partner	\$525.00	1.6	\$756.00
McCullough, Hugh	Equity Partner	\$705.00	0.8	\$507.60
McCullough, Hugh	Equity Partner	\$705.00	0.9	\$571.05
Meltebeke, Marisa K.	Counsel	\$640.00	29.2	\$16,819.20
Morales, Ana	Paralegal	\$325.00	2.3	\$672.75
Neves, Nara	Paralegal	\$340.00	18.9	\$5,783.40
Nicholson, Dayna	Counsel	\$695.00	11.9	\$7,443.45
Romney, Adam	Equity Partner	\$690.00	0.3	\$186.30
Tom, Jean	Equity Partner	\$760.00	0.6	\$410.40
VanLeuven, Joseph M.	Equity Partner	\$650.00	0.5	\$292.50
Wu, William	Associate Attorney	\$420.00	2.1	\$793.80
Total:			678.6	\$400,315.05

JUNE 1, 2020 - JULY 31, 2020

ClientMatterNumber	Matter Name	Billed Hours	Billed Fees	Billed Expenses
0115205.000003	Bankruptcy Matter	42.6	\$21,351.15	\$214.50
0115205.000006	Asset Disposition	413.1	\$241,020.45	\$1,948.24
0115205.000010	Business Operations	205	\$127,275.30	\$0.00
0115205.000018	Litigation	17.9	\$10,668.15	\$0.00
Total		678.6	\$400,315.05	\$2,162.74



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920 Fifth Avenue
Suite 3300
Seattle, WA 98104-1610
T 206.622.3150
F 206.757.7700
Federal ID # 91-0839480
DWT.COM

Verity Health System
Adcock, Rich
601 S. Figueroa Street
Suite 4050
Los Angeles, CA 90017
richadcock@verity.org

July 14, 2020
Invoice #6739934

Matter Name: Bankruptcy Matter
Firm Matter Number: 0115205.000003
DWT Attorney: Hope Levy-Biehl (hopelevybiehl@dwt.com)

Invoice for Fees and Costs

Total Current Fees	10,995.50
Less Agreed Upon Discount	(1,099.55)
Total Current Costs	0.00

Total Amount Due This Invoice	\$	9,895.95
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OUTSTANDING INVOICES FOR THIS MATTER AS OF: JULY 14, 2020

<u>Invoice</u>	<u>Date</u>	<u>Original Amount</u>	<u>Payments/Credits</u>	<u>Last Payment</u>	<u>Amount Due</u>
6711579	03/26/20	1,665.90	1,332.72	07/23/20	333.18
6721242	04/30/20	3,604.50	2,883.60	07/23/20	720.90
6726688	05/20/20	870.75	696.60	07/23/20	174.15
6731899	06/11/20	4,668.00	3,739.65	08/17/20	928.35
6746320	08/10/20	11,669.70	0.00		11,669.70
Previous Balance Total					13,826.28
6739934 (This Invoice)	07/14/20	9,895.95			9,895.95
Total Due This Matter					\$23,722.23

To ensure proper credit to your account,
please include remittance with your payment.

Client Name: Verity Health System
Firm Matter Number: 0115205.000003
DWT Attorney: Hope Levy-Biehl



Invoice # 6739934
Page 2 of 5

PROFESSIONAL FEES RENDERED:

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
06/01/20	H. McCullough	0.30	211.50	Correspondence with H. Levy-Biehl and others regarding fee application
06/01/20	N. Neves	2.20	748.00	Make changes to invoices in support of monthly fee application per comments; finalize monthly fee application and exhibits in support; emails and conference with Mr. Moe and Ms. Howard following up on filing and service of monthly fee application; review procedures for filing of application for compensation; email with M. Haas regarding filing application
06/02/20	H. McCullough	0.20	141.00	Correspondence with H. Levy-Biehl and others regarding fee application
06/02/20	N. Neves	0.70	238.00	Make edits to fee application per comments; coordinate with M. Haas and S. Parson for filing of fee application; emails with Mr. Moe regarding final fee application for filing
06/03/20	H. McCullough	0.10	70.50	Correspondence with N. Neves and others regarding submission of interim fee application
06/03/20	N. Neves	0.80	272.00	Coordinate for filing of monthly fee application
06/11/20	H. Levy-Biehl	1.40	1,029.00	Review updated plan of liquidation and emails re same (1.2) participate in call re plan of liquidation and related insurance matters (.2)
06/12/20	H. Levy-Biehl	0.50	367.50	Participate in call with R. Adcock, BRG, Dentons teams re committee discussions on plan and next steps
06/15/20	H. Levy-Biehl	1.40	1,029.00	Telephone call with T. Moyron re plan of liquidation and related matters; review updated plan and participate in call with Dentons, Ropes re same; exchange further emails re same
06/15/20	M. Meltebeke	0.80	512.00	Prepare for and participate in conference call regarding Registry of Charitable Trust matter and coordinating next steps
06/19/20	H. Levy-Biehl	0.20	147.00	Telephone call with S. Toplitsky re possible GME work
06/19/20	N. Neves	0.80	272.00	Draft second monthly fee application (.6); coordinate with C. Smith for exhibits in support of monthly fee application (.1); coordinate with word processing to prepare draft of first interim fee application (.1)
06/22/20	H. Levy-Biehl	0.60	441.00	Further analyze plan of liquidation options for nonprofit foundations and telephone call with M. Meltebeke re same
06/22/20	N. Neves	1.30	442.00	Finalize monthly fee application; prepare exhibits in support of monthly fee application; review invoices for privilege content; review court docket for notice of hearing on monthly fee application
06/23/20	H. Levy-Biehl	1.30	955.50	Continue analyzing dissolution options and considerations with M. Meltebeke; telephone call with Dentons team, R. Adcock re same (1.0) review prior AG correspondence re Seton foundation and exchange further emails re same (.3)

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Client Name: Verity Health System
Firm Matter Number: 0115205.000003
DWT Attorney: Hope Levy-Biehl



Invoice # 6739934
Page 3 of 5

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
06/24/20	H. Levy-Biehl	1.00	735.00	Review Ropes comments on liquidation plan and participate on call with Ropes, Dentons team re same (.3) work on May fee application (.4) further review plan of liquidation and implications for charitable foundations and exchange emails re same (.3)
06/24/20	N. Neves	0.30	102.00	Make edits to second monthly fee application per comments
06/25/20	H. Levy-Biehl	1.40	1,029.00	Further review and analyze historic Foundation documents and participate in call with R. Fuller, M. Meltebeke, L. Compton re same
06/25/20	H. McCullough	0.20	141.00	Correspondence with N. Neves and others regarding fee application
06/25/20	J. Tom	0.20	152.00	Question cy pres and dissolution
06/25/20	N. Neves	1.70	578.00	Emails with C. Smith regarding correcting invoice in support of second monthly fee application; update second monthly fee application to reflect revised fees and comments; update exhibits in support of same; file second monthly fee application; emails with Mr. Moe and Ms. Howard regarding preparing notice of filing of second monthly fee application
06/26/20	H. McCullough	0.10	70.50	Correspondence with N. Neves and others regarding application for payment of compensation
06/26/20	N. Neves	0.40	136.00	Review Aderant tool for reports in connection with interim fee application (.3); e-mail with L. Abdoos regarding same (.1)
06/28/20	H. Levy-Biehl	0.70	514.50	review Omnibus response to ISO disclosure statement and exchange emails re same
06/29/20	H. Levy-Biehl	0.40	294.00	Review PSZJ analysis re Aetna and private payor rights
06/30/20	H. Levy-Biehl	0.50	367.50	Participate in weekly update call with PSZJ re risk plan and health plan matters
TOTAL		19.50	\$10,995.50	

Client Name: Verity Health System
Firm Matter Number: 0115205.000003
DWT Attorney: Hope Levy-Biehl



Invoice # 6739934
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TIMEKEEPER SUMMARY			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
PARTNER			
Levy-Biehl, H.	9.40	\$735.00	\$6,909.00
McCullough, H.	0.90	\$705.00	\$634.50
Tom, J.	0.20	\$760.00	\$152.00
Total for Partner	10.50		\$7,695.50
COUNSEL			
Meltebeke, M.	0.80	\$640.00	\$512.00
Total for Counsel	0.80		\$512.00
PARALEGAL			
Neves, N.	8.20	\$340.00	\$2,788.00
Total for Paralegal	8.20		\$2,788.00
TOTAL	19.50		\$10,995.50

TOTAL AMOUNT DUE THIS INVOICE	\$	9,895.95
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REMITTANCE

Verity Health System
Adcock, Rich
601 S. Figueroa Street
Suite 4050
Los Angeles, CA 90017

July 14, 2020
Invoice #6739934

Matter Name: Bankruptcy Matter
Firm Matter Number: 0115205.000003
DWT Attorney: Hope Levy-Biehl (hopelevybiehl@dwt.com)

Invoice for Fees and Costs

TOTAL AMOUNT DUE THIS INVOICE

\$9,895.95

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920 Fifth Avenue
Suite 3300
Seattle, WA 98104-1610
T 206.622.3150
F 206.757.7700
Federal ID # 91-0839480
DWT.COM

Verity Health System
Adcock, Rich
601 S. Figueroa Street
Suite 4050
Los Angeles, CA 90017
richadcock@verity.org

July 14, 2020
Invoice #6739935

Matter Name: Asset Disposition
Firm Matter Number: 0115205.000006
DWT Attorney: Hope Levy-Biehl (hopelevybiehl@dwt.com)

Invoice for Fees and Costs

Total Current Fees	122,226.50
Less Agreed Upon Discount	(12,222.65)
Total Current Costs	20.79

Total Amount Due This Invoice	\$ 110,024.64
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OUTSTANDING INVOICES FOR THIS MATTER AS OF: JULY 14, 2020

<u>Invoice</u>	<u>Date</u>	<u>Original Amount</u>	<u>Payments/Credits</u>	<u>Last Payment</u>	<u>Amount Due</u>
6711578	03/26/20	21,133.35	16,906.68	07/23/20	4,226.67
6721241	04/30/20	88,313.47	70,665.97	07/23/20	17,647.50
6726687	05/20/20	164,565.80	131,710.58	07/23/20	32,855.22
6731898	06/25/20	102,396.49	81,968.47	08/17/20	20,428.02
6746321	08/10/20	134,192.80	0.00		134,192.80
Previous Balance Total					209,350.21
6739935 (This Invoice)	07/14/20	110,024.64			110,024.64
Total Due This Matter					\$319,374.85

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Client Name: Verity Health System
Firm Matter Number: 0115205.000006
DWT Attorney: Hope Levy-Biehl



Invoice # 6739935
Page 2 of 12

PROFESSIONAL FEES RENDERED:

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
06/01/20	H. Levy-Biehl	6.30	4,630.50	Review and analyze VMG/VMF transaction; telephone call with R. Maughn re same; participate in weekly AHMC transaction call; review status of BOP settlement and follow-up with DAG G. Tuss re same; participate in call with T. Moyron, S. Maizel, A. Ruda, S. Lebowsky, D. Maas re pending Prime information requests and responses; follow up discussion with M. Pfeiffer, P. Chadwick, T. Passion re same; prepare for and participate in weekly Prime transition call; telephone call with G. Gertler; follow up discussion with E. Ramirez, K. Chapman, T. Pasion re options for automac agreement and next steps
06/01/20	R. Maughn	0.90	472.50	Analyze the terms of contract related to asset transfers and related matters; various communications regarding the same; conference with VMG's counsel regarding the asset transactions
06/01/20	D. Maas	0.70	360.50	Prepare for and participate in call with H. Levy-Biehl and Verity team to discuss strategy and compliance for Prime information requests
06/01/20	D. Nicholson	0.30	208.50	Provide legal analysis to H. Levy-Biel regarding best practices for sharing credentialing files in the course of a transaction
06/01/20	C. Johnson	1.00	555.00	Legal analysis regarding indemnification provisions in IMSA
06/02/20	H. Levy-Biehl	2.70	1,984.50	Observe 9th circuit argument; exchange further emails with S. Chan re open items for AG review process and work on same; telephone call with P. Maxcy, R. Maughn re VMF/VMG dissolution and related matters; analyze options in light of same
06/02/20	R. Maughn	0.70	367.50	Conference with attorney Maxcy and H. Levy-Biel regarding the asset transactions and dissolution; various communications regarding the same
06/03/20	H. Levy-Biehl	5.80	4,263.00	Review and analyze open Prime requests; participate in call with J. Richlin, G. Gertler re same; telephone call with T. Moyron, N Koffroth re follow-up with S. Chan and AG's office; exchange further emails re same; further analyze options for clean team consultant participation in JOM meetings; telephone call with R. Adcock, D. Galfus, H. Kevane re same; follow up with G. Tuss, DAG for BOP re settlement and reconsideration in Seton accusation matter; participate in call with Dentons, BRG re VMF/VMG winddown; review updated schedules to Prime APA and exchange emails re same
06/03/20	D. Maas	0.60	309.00	Review AR materials and assess ways to share with Prime in compliance with antitrust laws
06/04/20	H. Levy-Biehl	0.80	588.00	Continue to work on Prime and AHMC information requests and exchange emails re same (.6) review historical VMG/VMF materials and exchange emails with E. Paul, M. Melnick re same (.2)

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Client Name: Verity Health System
Firm Matter Number: 0115205.000006
DWT Attorney: Hope Levy-Biehl



Invoice # 6739935
Page 3 of 12

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
06/04/20	D. Maas	0.70	360.50	Review materials for antitrust compliance for sharing with Prime and correspond with Ms. Levy-Biehl
06/05/20	H. Levy-Biehl	6.50	4,777.50	Review and analyze options for updates to Prime schedules and participate in call with M. Garms, T. Moyron re same (.7) review impact evaluation report and deal breaker letter and exchange emails re same (2.4) coordinate public hearing notices and exchange further emails re same (.3) exchange further emails re pending Prime information requests and options for JOMs and participate in call with H. Kevane re same (.4) review updated POL and corresponding timeline and workstreams and participate in call with client, Dentons, BRG re same; (1.5) telephone call with E. Paul, E. Paul, T. Moyron, P. Maxy re VMG/VMF (.5) exchange emails with client re information requests from AHMC and further analyze options in light of same (.4) review Prime mark-up of DHCS settlement agreement and exchange emails re same (.3)
06/05/20	M. Meltebeke	2.60	1,664.00	Evaluate and compare proposed AG conditions and prepare related correspondence
06/06/20	H. Levy-Biehl	0.90	661.50	Continue reviewing and analyzing JD healthcare report and proposed conditions and exchange emails re same (.2) follow-up with M. Hung re information requests and applicability of antitrust guidelines (.3) review BCPI letter and exchange emails with M. Schweitzer re same (.4)
06/06/20	M. Meltebeke	1.00	640.00	Evaluate and compare proposed AG conditions and prepare related correspondence
06/07/20	H. Levy-Biehl	0.60	441.00	Review and analyze open requests for information from Prime, AHMC and AG's office and exchange emails re same; review status of CMS settlement agreement and exchange email re same
06/08/20	H. Levy-Biehl	5.90	4,336.50	Exchange further emails re VMG dissolution and related matters (.2) work on response letter to S. Chan for Seton transaction and exchange various emails re same (1.5) prepare for and participate in AHMC weekly transition call (.5) telephone call with R. Adcock (.1) review and address open Seton requests for information and exchange emails re same (1.5) review AG impact evaluation report, exchange emails re notice of SFMC public hearing and follow up with S. Chan re same (.8) prepare for and participate in SFMC transition call (.8) telephone call with P. Chadwick re impact report and associated reporting and review notice in light of same (.5)
06/08/20	D. Maas	0.60	309.00	Review materials for antitrust compliance for sharing with Seton and correspond with Ms. Levy-Biehl
06/08/20	M. Meltebeke	0.40	256.00	Evaluate and respond to correspondence regarding Seton AG Notice and included supporting documentation
06/08/20	C. Johnson	3.50	1,942.50	Review quality management-related items in response to requests from buyer

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Client Name: Verity Health System
Firm Matter Number: 0115205.000006
DWT Attorney: Hope Levy-Biehl



Invoice # 6739935
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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
06/09/20	H. Levy-Biehl	2.90	2,131.50	Prepare for and participate in weekly update call with Pechulski team (1.1) analyze disclosure of PHI to clean team consultant and exchange emails re same (.4) work on response to S. Chan re Seton sale (.3 review and evaluate further information and documents requested by AHMC (.2) review pleadings and tentative on Medline, 1113 motions (.4) review email summary of plan related ask for committee and participate in call with client re same (.5)
06/09/20	H. Levy-Biehl	4.30	3,160.50	SFMC AG: Prepare for and participate in call with R. Adcock, P. Chadwick, J. Schlant, T. Moyron, S. Maizel re JD Healthcare supplement request and deal breaker letter; draft same
06/09/20	D. Maas	0.90	463.50	Review materials for antitrust compliance for sharing with Prime and correspond with Ms. Levy-Biehl
06/09/20	C. Johnson	1.80	999.00	Legal analysis regarding quality management requests from AHMC (0.6); draft and send response to CA Board of Pharmacy related to change of permit filing (1.2)
06/10/20	H. Levy-Biehl	4.50	3,307.50	Telephone calls with M. Schweitzer. H. Kevane re Angeles IPA meeting and developments with clean team and options for new agreements (.5) exchange emails internally and with Prime team re same (.3); exchange emails re updated schedules to Prime APA and analyze same (.2) participate in Verity hearing on 1113 and Medline matters (1.2) review and analyze additional Prime information requests and exchange emails re same (.6) review DMH contract for SFMC and exchange emails with M. Carpinteyro re same (.3) review and response to information requests for Seton (.2) work on respond to additional information request from S. Chan (.1) exchange emails re contract designation and related considerations and participate in call with J. Richlin, G. Gertler, C. Olson, T. Moyron, N. Koffroth, P. Chadwick re same (.5) prepare for and participate in weekly telephone call with Verity/Dentons/BRG teams (.6)
06/10/20	H. Levy-Biehl	1.80	1,323.00	SFMC AG: Further review and revise deal breaker letter and exchange emails regarding same; review community benefit updates for same (1.1); exchange further emails coordinating publication of notices regarding hearing (.3); further review Prime deal breaker letter and related updates (.4)
06/10/20	C. Johnson	2.40	1,332.00	Update licensure schedule (0.5); correspondence with S. Kopp regarding same (0.5); legal analysis regarding filings related to SFMC change in CEO and Administrator (0.4); legal analysis of proposed filings regarding same (1.0)

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Client Name: Verity Health System
Firm Matter Number: 0115205.000006
DWT Attorney: Hope Levy-Biehl



Invoice # 6739935
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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
06/11/20	H. Levy-Biehl	2.20	1,617.00	Exchange further emails with S. Chan re deal breakers; follow up with Prime team re same and re cultural interest programs and safeguards at SFMC; further review programs at SFMC in light of same (.7) exchange further emails re updates to schedules and call with C. Johnson re same (.2) exchange further emails re VMG dissolution and review release requirements (.3) further analyze request for employee and plan benefit information and exchange emails re same (.5) follow up with G. Tuss re BOP resolution; exchange emails with E. Tuckman re same (.2) review CHOW, licensing and AG status with C. Johnson (.3)
06/11/20	M. Meltebeke	1.40	896.00	Evaluate and prepare summary regarding comparison of previous, current and proposed conditions related to SFMC AG notice
06/11/20	C. Johnson	5.60	3,108.00	Correspondence with SMC contacts regarding change in PIC (1.6); correspondence with C. Doan at Prime regarding tissue bank signature requests (1.0); correspondence with C. Olson, Prime regulatory counsel, regarding FCC licenses (1.0); update schedule 1.7(b) (2.0)
06/12/20	H. Levy-Biehl	2.90	2,131.50	Finalize letter to S. Chan addressing open questions for Seton application and exchange emails and review bid history in light of same (2.2) exchange emails re risk pool admin claims (.2) review DHCS settlement updates and Medicare appeals status and related supporting documentation from BRG and exchange emails re same (.5)
06/12/20	D. Maas	0.70	360.50	Communications with Ms. Levy-Biehl regarding antitrust compliance during asset transfer process and provide guidance regarding sharing competitively sensitive information
06/12/20	C. Johnson	2.80	1,554.00	Correspondence regarding change in administrator and change in CEO filings for CDPH for SMC (1.5); call regarding new PIC at SMC (0.3); update closing checklists (1.0)
06/15/20	H. Levy-Biehl	5.30	3,895.50	Review and analyze open requests for information for Seton (.3) review Seton CMS settlement and exchange emails re same (.4) telephone call with M. Kwok, C. Johnson re physician contracting and change in admin at Seton (.4) participate in weekly Seton transition call (.8) review Seton accusation and draft settlement; telephone call with G. Tuss, DAG re settlement of same; exchange calls, emails with M. Yasavoulia re same (.9) analyze options for Medi-Cal settlement and exchange further emails re same; telephone conference with F. Sze re same (1.0) review open Prime transition matters and prepare for and participate in call re same (1.5)

Client Name: Verity Health System
Firm Matter Number: 0115205.000006
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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
06/15/20	C. Johnson	4.60	2,553.00	Prepare for and participate in call with M. Kwok regarding physician contracts at SMC and change in administrator (0.5); review quality committee minutes for purposes of datasite posting (2.2); correspondence with analyst at CAP in response to requests from CAP related to Prime's filing of change of ownership documentation (0.6); legal analysis of requests from former SMC PIC related to Board of Pharmacy accusation (0.5); correspondence with C. Doan at Prime regarding tissue bank filing signatures (0.2); legal analysis of update from C. Doan at Prime related to Board of Pharmacy requests and fulfill requests from C. Doan (0.6)
06/16/20	H. Levy-Biehl	2.80	2,058.00	Participate in weekly Cain status call and review correspondence in light of same (.6) exchange emails re Seton AG hearing and coordinate publication and related logistics re same (.8) follow up with S. Chan re IOI for Seton (.1) review status of Prime and Seton CHOW process and time line and exchange emails re same (.7) review SEIU and UNAC information requests and related correspondence (.6)
06/16/20	C. Johnson	6.40	3,552.00	Update closing checklists (2.0); call to discuss compliance issues (1.5); draft Joint Commission notices (0.5); correspondence with A. Schlick regarding FCC filings (0.2); correspondence with C. Olson at McDermott regarding update to Schedule 2.11 (0.4); review schedules for SFMC and SMC transactions (1.0); correspondence with C. Doan regarding update to sterile compounding address for temporary permit application as identified by J. Boden (0.3); draft response to citation for trash for R. Adcock (0.5)
06/17/20	H. Levy-Biehl	5.40	3,969.00	Review SFMC CMS agreement, consult with C. Johnson re same and exchange emails re same (.6) prepare for and participate in weekly update call with P. Chadwick, M. Schweitzer, S. Mueller, H. Kevane, S. Kahn (1.2) review Seton AG notice translations and exchange emails re same and public hearing logistics (.2) follow up discussion with P. Chadwick (.2) exchange further emails re DHCS settlement and review pleadings from DHCS in light of same (.3) review union add re Prime transaction (.1) analyze options for MOB leases and conference with B. Homchick re same (.4) review DHCS objection (.1) participate in VHS legal call (1.0) analyze risk pool related information requests and consult with D. Maas re same; exchange further emails re same (1.1) review correspondence to Prospect (.2)
06/17/20	C. Johnson	2.40	1,332.00	Review draft settlement agreement for SFMC and SVMC (1.4); review status of CHOW filings for SFMC and SMC (1.0)

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
06/18/20	H. Levy-Biehl	4.90	3,601.50	Participate in internal prep call for discussion with DHCS (.5) video conference with DHCS; debrief with internal team re same Review (1.1) exchange further emails re lease extensions and review updated template re same (.4) follow up re request for employee information at Seton (.1) exchange further emails re Seton AG hearing publication and coordinate same (.5) review status of physician contracts and leaess and follow up with T. Armada, D. Leibenson re same (.7) exchange further emails re trauma contract assignment and review prior agreements re same (.2) exchange further emails re employee information requests (.2) participate in call re risk sharing agreement requested info and review same (1.2)
06/18/20	D. Maas	3.90	2,008.50	Prepare for and participate in call with team regarding upcoming call with Prime regarding managed care contracting (1.2); follow up review of materials for use at meeting for antitrust compliance (2.7)
06/19/20	H. Levy-Biehl	0.60	441.00	SFMC AG: participate in AG meeting prep via blue jeans
06/19/20	H. Levy-Biehl	2.30	1,690.50	Call with M. St. James, T. Moyron, S. Maizel re treatment of foundations in plan of liquidation; review and analyze prior correspondence and exchange emails re same (1.1) review updated risk/capitation information from S. Mueller and Dr. Schweitzer and call with D. Maas to review same (.6) review press release re SFMC (.1) review CHOW status and open information requests and further analyze same (.4) follow up with G. Tuss re resolution of BOP matter (.1)
06/19/20	D. Maas	3.50	1,802.50	Review proposed materials for use at meeting with Prime and provide feedback on version for clean room and redacted version for broader distribution (2.6); communications with H. Levy-Biehl, Ms. Muller and team regarding preparation for meeting (.9)
06/19/20	M. Meltebeke	0.70	448.00	Evaluate proposed conditions related to Seton Attorney General notice
06/19/20	C. Johnson	4.90	2,719.50	Legal analysis of HPSM-related summaries and for purposes of diligence responses to AHMC (0.5); legal analysis of updated quality management information for purposes of diligence responses (1.0); draft lease extensions (3.4)
06/20/20	H. Levy-Biehl	0.50	367.50	Review and analyze open diligence requests; follow up with S. Chan, N. Nguyen re Seton public hearing logistics
06/20/20	D. Maas	0.60	309.00	Review materials requested by Seton for diligence and antitrust compliance and provide feedback to H. Levy-Biehl
06/21/20	H. Levy-Biehl	0.40	294.00	Work on closing checklists

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DWT Attorney: Hope Levy-Biehl



Invoice # 6739935
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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
06/22/20	H. Levy-Biehl	3.40	2,499.00	Review JD Healthcare evaluation report for Seton and proposed conditions; participate in weekly transition call with AHMC team; (.8) review Prospect correspondence and exchange further emails re same (.3) prepare for and participate in call to prep for meeting re risk pool agreements (.3) prepare for and participate in weekly Prime transition call (.5) review transcript from SFMC SGM hearing and follow up with R. Adcock re same (.3) review and analyze Prime employee information request (.2) telephone call with M. Kwok re open Seton matters (.7) review real estate transfer issues with C. Johnson (.3)
06/22/20	D. Maas	0.50	257.50	Prepare for and participate in call regarding managed care contracting
06/22/20	M. Meltebeke	2.20	1,408.00	Evaluate federal tax and state nonprofit corporate considerations of contemplated liquidation of foundations
06/22/20	C. Johnson	6.50	3,607.50	Draft lease extensions (3.0); legal analysis regarding lease assignments to Verity Holdings LLC (0.5); update closing checklists (1.2); call with J. Jackson regarding status of PIC filings (0.3); correspondence regarding Quality Committee meeting minutes and rehab referrals (1.0); analyze the next filing needed related to change in PIC (0.5)
06/23/20	H. Levy-Biehl	3.10	2,278.50	Participate in weekly call with Cain call (.3) analyze open diligence type items for SFMC and exchange emails re same (.2) participate in Pechulski update call re risk arrangements and related litigation (1.0) participate in weekly labor call and exchange emails renegotiations in light of same (.6) exchange emails with T. Shroeder re claim denials for SVMC, OCH and SLRH (.2) review/analyze Seton impact evaluation report and potential deal breakers (.8)
06/23/20	D. Maas	0.90	463.50	Close review for antitrust compliance of additional requests from Prime regarding managed care contracting and proposed responses
06/23/20	M. Meltebeke	3.60	2,304.00	Evaluate federal tax and state nonprofit corporate law considerations of liquidations of Foundations; evaluate plan of liquidation in light of same
06/23/20	C. Johnson	3.50	1,942.50	Finalize closing checklists (1.0); legal analysis regarding SVMC, OCH, and SLRH NPI status (1.0); correspondence with Business Radio Licensing regarding radio station transfers (1.5)

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Invoice # 6739935
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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
06/24/20	H. Levy-Biehl	5.40	3,969.00	Further review JD Healthcare report and proposed Seton conditions and possible deal breakers; telephone call with M. Hung re same (1.1) review pending Medi-Cal appeals in context of Medi-Cal settlement; exchange emails re same (.3) telephone contract with T. Moyron, N. Koffroth re new/amended SFMC, AHMC contracts (.2) prepare for and participate in weekly Verity, Dentons, BRG call (1.0) prepare for and participate in call with T. Armada, Dr. Gerard; follow up with T. Armada re same (.6) review and analyze pending Prime information requests re employees; follow up with J. Richlin, G. Gertler re same; telephone call with G. Gertler re same (.5) coordinate logistics and other matters re AG hearing and exchange emails re same (.3) draft Seton AHMC deal breaker letter (1.4)
06/24/20	M. Meltebeke	1.50	960.00	Evaluate proposed dissolution of hospitals and foundations under the bankruptcy plan of dissolution and California law
06/24/20	C. Johnson	0.60	333.00	Correspondence with H. Hanasik regarding SMC Joint Commission notice
06/25/20	H. Levy-Biehl	2.90	2,131.50	Call with G. Gertler to review pending employee requests and further analyze same (.5) Work on Seton deal breaker letter; exchange emails re same (1.6) Review GME issue and consult with J. Keville re same, exchange emails re same (.8)
06/25/20	H. Levy-Biehl	2.00	1,470.00	SFMC AG: Work on logistics for AG SFMC hearing; exchange emails re same; participate in BlueJeans meeting with AG re same; communicate with R. Adcock re same; Review Prime filing re AG conditions and exchange emails re same
06/25/20	M. Meltebeke	4.70	3,008.00	Analyze treatment of Foundations and Foundation assets under charitable trust law and the Bankruptcy Court's Plan of Liquidation
06/25/20	C. Johnson	4.50	2,497.50	Draft physician agreement extensions (2.5); correspondence with M. Pfeiffer and C. Doan regarding application for IV satellite pharmacy (1.0); follow up on information needed for CHOW applications for SMC (1.0)
06/26/20	H. Levy-Biehl	0.40	294.00	Exchange further emails re Prime and AHMC information requests (.2) review SVMC CMS settlement related developments and exchange emails re same (.2)
06/26/20	H. Levy-Biehl	6.60	4,851.00	SFMC AG: Prepare for and participate in AG hearing
06/26/20	D. Maas	0.20	103.00	Communications with Ms. Levy-Biehl regarding antitrust compliance for information sharing in connection with Seton sale
06/26/20	M. Meltebeke	1.20	768.00	Analyze treatment of Foundations and Foundation assets under charitable trust law and the Bankruptcy Court's Plan of Liquidation

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
06/29/20	H. Levy-Biehl	3.40	2,499.00	prepare for and participate in Seton transition call (.8) telephone call with A. Ruda, L. Fernandez re employee data requests; review union RFIs in light of same; exchange emails re same (.8) exchange further emails re pending Seton payor contracting and other follow-up items (.3) participate in Blue Jeans test run with AHMC, Seton; exchange further emails and coordinate same (.6) prepare for and participate in Prime transition call (.7) exchange further emails re foundation dissolution timing and related matters (.2)
06/30/20	H. Levy-Biehl	2.20	1,617.00	Participate in weekly Cain update call (.3) follow up discussion with R. Adcock re Seton AG hearing and prep; follow up with T. Ahn, T. Armada to prepare for same; further coordinate logistics with S. Chan for same (.8) participate in weekly labor call (.5) analyze Prime information requests and SFMC payor contracts and import of NDAs and waivers and exchange emails re same (.6)
06/30/20	D. Maas	0.80	412.00	Review proposed managed care contracting materials for sharing with Prime in light of consents and communicate with H. Levy-Biehl regarding antitrust compliance plan for information sharing
TOTAL		186.00	\$122,226.50	

COSTS:

<u>NARRATIVE</u>	<u>AMOUNT</u>
Vendor: FED EX ERS Invoice#: 704324192 Date: 6/19/2020 - - Outside delivery service - -	20.79
FED EX ERS - 06/15/20 Delivery to Chan, Scott, California State Dept Of Just	
TOTAL COSTS	\$20.79

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Client Name: Verity Health System
Firm Matter Number: 0115205.000006
DWT Attorney: Hope Levy-Biehl



Invoice # 6739935
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TIMEKEEPER SUMMARY			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
PARTNER			
Levy-Biehl, H.	99.70	\$735.00	\$73,279.50
Maughn, R.	1.60	\$525.00	\$840.00
Total for Partner	101.30		\$74,119.50
COUNSEL			
Maas, D.	14.60	\$515.00	\$7,519.00
Meltebeke, M.	19.30	\$640.00	\$12,352.00
Nicholson, D.	0.30	\$695.00	\$208.50
Total for Counsel	34.20		\$20,079.50
ASSOCIATE			
Johnson, C.	50.50	\$555.00	\$28,027.50
Total for Associate	50.50		\$28,027.50
TOTAL	186.00		\$122,226.50

TOTAL AMOUNT DUE THIS INVOICE	\$ 110,024.64
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REMITTANCE

Verity Health System
Adcock, Rich
601 S. Figueroa Street
Suite 4050
Los Angeles, CA 90017

July 14, 2020
Invoice #6739935

Matter Name: Asset Disposition
Firm Matter Number: 0115205.000006
DWT Attorney: Hope Levy-Biehl (hopelevybiehl@dwt.com)

Invoice for Fees and Costs

TOTAL AMOUNT DUE THIS INVOICE

\$110,024.64

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Portland | San Francisco | Seattle | Washington, D.C.

920 Fifth Avenue
Suite 3300
Seattle, WA 98104-1610
T 206.622.3150
F 206.757.7700
Federal ID # 91-0839480
DWT.COM

Verity Health System
Adcock, Rich
601 S. Figueroa Street
Suite 4050
Los Angeles, CA 90017
richadcock@verity.org

July 14, 2020
Invoice #6739936

Matter Name: Business Operations
Firm Matter Number: 0115205.000010
DWT Attorney: Hope Levy-Biehl (hopelevybiehl@dwt.com)

Invoice for Fees and Costs

Total Current Fees	71,510.00
Less Agreed Upon Discount	(7,151.00)
Total Current Costs	0.00

Total Amount Due This Invoice	\$	64,359.00
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OUTSTANDING INVOICES FOR THIS MATTER AS OF: JULY 14, 2020

<u>Invoice</u>	<u>Date</u>	<u>Original Amount</u>	<u>Payments/Credits</u>	<u>Last Payment</u>	<u>Amount Due</u>
6711577	03/26/20	4,068.90	3,255.12	07/23/20	813.78
6721240	04/30/20	8,318.50	6,654.80	07/23/20	1,663.70
6726686	05/20/20	9,654.75	7,723.80	07/23/20	1,930.95
6731896	06/11/20	26,100.45	20,880.36	08/17/20	5,220.09
6746323	08/10/20	62,916.30	0.00		62,916.30
Previous Balance Total					72,544.82
6739936 (This Invoice)	07/14/20	64,359.00			64,359.00
Total Due This Matter					\$136,903.82

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Client Name: Verity Health System
Firm Matter Number: 0115205.000010
DWT Attorney: Hope Levy-Biehl



Invoice # 6739936
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PROFESSIONAL FEES RENDERED:

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
06/01/20	J. Keville	1.50	1,102.50	Review proposed new blood services agreement and related COVID-19 convalescent blood plasma addendum; draft e-mail to H. Levy-Biehl regarding same
06/02/20	J. Keville	0.30	220.50	Work on draft Vitalant blood services agreement and related COVID-19 convalescent blood plasma addendum
06/02/20	H. Levy-Biehl	3.10	2,278.50	Continue to analyze options for parking at SFMC and exchange emails re same; review and analyze status of different litigation and subpoena matters and follow up with E. Tillman re same; review updated correspondence from Automac and analyze options in light of same; participate in call with K. Chapman, defense counsel in ANC litigation; review and comments on Seton plasma agreement; review incident report from Seton
06/03/20	J. Keville	0.80	588.00	Work on Vitalant Blood Services Agreement and related COVID-19 convalescent blood plasma addendum
06/03/20	H. Levy-Biehl	0.90	661.50	Exchange further emails re production in worker's comp case; review and further update Vitalant agreements and exchange emails with T. Ahn re same; review and analyze disclosures in response to criminal subpoenas and BZBM analysis re same; review background on O'Halloran case and exchange emails with K. Chapman re same
06/04/20	J. Keville	1.60	1,176.00	Work on blood services agreement and addendum; review additional clinical trial agreements
06/04/20	H. Levy-Biehl	1.60	1,176.00	Review and update Vitalant agreement and exchange emails with Seton team re same (.5) review and analyze Gianelli production and exchange emails re same (.4) review O'Halloran case summary and exchange further emails re same (.2) review/analyze further Automac developments (.1) exchange emails re Sarto litigation and review background re same (.2) review SV trademark matter and exchange emails with Ropes re same (.2)
06/04/20	M. Andrawis	3.30	1,485.00	Research parking space requirements under federal law, California hospital licensing statutes and regulations, and the City of Lynwood local zoning rules (2.6); draft summary analysis of whether Saint Francis Medical Center is required to expand its current parking lot to include additional parking spaces based on legal research (0.7)
06/05/20	J. Keville	1.60	1,176.00	Review and revise three additional clinical trial agreements involving St. Francis Medical Center; e-mail exchange with H. Levy-Biehl regarding same
06/05/20	H. Levy-Biehl	0.20	147.00	Exchange further emails re production in GN matter
06/07/20	J. Keville	0.20	147.00	E-mail exchange with H. Levy-Biehl regarding revisions to clinical trial agreements
06/07/20	H. Levy-Biehl	1.50	1,102.50	Review open contracting matters and exchange emails re same (.3) work on legal responsibilities memo/matrix (1.2)

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
06/08/20	J. Keville	1.40	1,029.00	Finalize revisions to Saint Francis Medical Center clinical trial agreements; e-mail exchange with H. Levy-Biehl regarding same
06/08/20	H. Levy-Biehl	0.90	661.50	Further review/analyze options for SVDC audit and exchange emails re same (.3) review/propose revisions to clinical trial agreements, exchange emails re same and telephone call with D. Gruner re same (.6)
06/08/20	M. Meltebeke	1.20	768.00	Evaluate California Registry of Charitable Trusts filing requirements and potential exceptions
06/11/20	J. Keville	0.60	441.00	Review and analyze other party's proposed modifications to clinical trial agreement
06/11/20	H. Levy-Biehl	1.60	1,176.00	Review San Mateo County attestation and exchange emails with R. Adcock, T. Armada re same (.3) analyze developments with SFMC parking and options, review historic contracts and telephone call with K. Chapman re same (.9) review SVDC matter with M. Meltebeke (.2) exchange emails re prior security incidents and review same (.2)
06/11/20	M. Meltebeke	0.30	192.00	Evaluate next steps regarding Registry of Charitable Trusts and audit issue
06/12/20	J. Keville	0.20	147.00	Review laboratory services agreement
06/12/20	H. Levy-Biehl	0.90	661.50	Review change in admin/CEO and new PIC for Seton and exchange emails, calls re same (.4) review updated information re Automac and exchange emails re same (.5)
06/15/20	M. Haas	0.60	468.00	Review release language in parking agreement and confer with H. Levy Biehl about interpretation issues and prepare email regarding same
06/15/20	H. Levy-Biehl	0.10	73.50	Further analyze options for SFMC parking
06/16/20	R. Homchick	0.20	175.00	Email from H. Levy-Biehl regarding unilateral lease extensions
06/16/20	J. Keville	1.10	808.50	Review proposed revisions to Blood Services Agreement and Addendum from Vitalant; e-mail exchange with H. Levy-Biehl regarding same
06/16/20	H. Levy-Biehl	3.60	2,646.00	Review compliance tracker and analyze open matters; telephone conference with L. Compton, C. Johnson to review/analyze same (2.4) review HPPD citation and exchange emails and follow-up re same; call with HP code enforcement re same and further analyze options in light of same (1.0) exchange further emails re SV trademark matter (.2)
06/17/20	R. Homchick	1.10	962.50	Review background information on MOB lease extensions (.2); conference with H. Levy-Biehl regarding regulatory issues and options (.2); notes to file (.1); review response from client regarding lease extensions (.1); analysis of options (.3); draft email to H. Levy-Biehl regarding unilateral amendment and termination options (.2)

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Client Name: Verity Health System
Firm Matter Number: 0115205.000010
DWT Attorney: Hope Levy-Biehl



Invoice # 6739936
Page 4 of 9

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
06/17/20	J. Keville	1.60	1,176.00	Analyze immunity provisions in statutes referenced in new language in blood services agreement with Vitalant (.80); e-mail exchange with H. Levy-Biehl regarding Vitalant's proposed modification to contract addendum (.40); draft e-mail to Ms. Ahn of Seton Medical Center regarding blood services agreement (.40)
06/17/20	J. Keville	0.40	294.00	E-mail exchange with H. Levy-Biehl concerning Board of Pharmacy accusation matter; review correspondence regarding same
06/17/20	H. Levy-Biehl	0.90	661.50	Exchange emails with E. Ramirez re EMTALA survey at SFMC (.1) exchange calls, emails re Seton BOP matter with Seton and counsel for Martha Yasavolian and review file re same (.5) review draft VMF release and exchange further emails re same (.3)
06/17/20	G. Keene	0.80	308.00	Legal analysis of Ground Leases between St. Francis Medical Center and Pacific Medical Buildings
06/18/20	J. Keville	2.00	1,470.00	Review proposed laboratory services agreement between Seton Medical Center and WestPac Labs; e-mail exchange with Mr. Hofer of Gould and Hahn regarding Board of Pharmacy accusation, e-mail exchange with H. Levy-Biehl regarding same
06/18/20	H. Levy-Biehl	0.50	367.50	Exchange emails, calls with counsel to M. Yasavolian re BOP matter; review motion for continuance in light of same; follow up with client re same (.5)
06/18/20	M. Meltebeke	1.80	1,152.00	Evaluate California Attorney General filing requirements and potential arguments for waiving financial audit requirement
06/18/20	C. Johnson	4.70	2,608.50	Legal analysis regarding requirements for MOON and California outpatient observation notices (1.0); draft transmittal regarding same and discuss with L. Compton for purposes of compliance call (1.7); analysis of leases in extension periods and draft related templates for further extensions (2.0)
06/18/20	G. Keene	4.50	1,732.50	Legal analysis of Ground Leases between St. Francis Medical Center and Pacific Medical Buildings
06/19/20	H. Levy-Biehl	0.30	220.50	Telephone call with K. Chapman to review parking lot options in light of PMB meetings and agreements
06/19/20	G. Keene	0.90	346.50	Legal analysis of Ground Leases between St. Francis Medical Center and Pacific Medical Buildings
06/21/20	J. Keville	0.20	147.00	Review pharmacy contract
06/22/20	J. Keville	1.60	1,176.00	Review and revised proposed Laboratory Services Agreement between SFMC and WestPac Labs
06/22/20	J. Keville	1.50	1,102.50	Review and analyze proposed extension of bioethics consulting agreement between Seton Medical Center and Santa Clara University
06/22/20	H. Levy-Biehl	0.40	294.00	Review and analyze medical staff matter and exchange emails re same

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please include remittance with your payment.

Client Name: Verity Health System
Firm Matter Number: 0115205.000010
DWT Attorney: Hope Levy-Biehl



Invoice # 6739936
Page 5 of 9

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
06/22/20	A. Romney	0.30	207.00	Telephone call with M. Meltebeke regarding accounting and cost reporting obligations of dialysis facilities
06/22/20	M. Meltebeke	1.60	1,024.00	Evaluate potential waiver of audit requirement for St. Vincent Dialysis Center
06/23/20	J. Keville	0.70	514.50	E-mail exchange with H. Levy-Biel regarding Seton Board of Pharmacy matter
06/23/20	H. Levy-Biehl	1.20	882.00	Review correspondence in pending Seton BOP matter; telephone call with G. Tuss re same (.4) review pending employee disciplinary matters and telephone call with A. Ruda, R. Adcock re same (.8)
06/24/20	A. Greene	0.40	344.00	Analyze request from law enforcement for confirmation under death under HIPAA
06/24/20	J. Keville	0.40	294.00	E-mail exchange with H. Levy-Biehl regarding legal review of pending contracts
06/24/20	J. Keville	0.40	294.00	Review materials related to Board of Pharmacy accusation
06/24/20	H. Levy-Biehl	1.40	1,029.00	Telephone call with L. Fernandez re Seton pharmacy matter (.5) telephone call with B. Hahn re pending Seton BOP matter (.3) review and analyze FBI request for records (.3) review pending contracts for renewal at SFMC and exchange emails re same (.3)
06/25/20	A. Greene	0.60	516.00	Draft analysis of disclosure to FBI under California Confidentiality of Medical Information Act
06/25/20	J. Keville	1.80	1,323.00	Work on review of multiple proposed contracts/contract extensions involving Saint Francis Medical Center
06/25/20	J. Keville	1.80	1,323.00	Analyze issue concerning Medicare graduate medical education payments raised by Prime in connection with acquisition transaction
06/25/20	H. Levy-Biehl	1.40	1,029.00	Review and further analyze disclosure to FBI and follow up with K. Chapman re same (.5); Exchange further emails re VMG release and dissolution (.1) Review termination language and exchange emails with A. Ruda re same (.2) Review and analyze open compliance matters and exchange emails with L. Compton, G. Geyer re same (.6)
06/26/20	J. Keville	1.20	882.00	Review various contracts for Saint Francis Medical Center
06/26/20	H. Levy-Biehl	0.50	367.50	Review additional correspondence and emails re Automac (0.10); Review and revise physician agreement extension documents (0.20) follow up with L. Compton on open compliance matters (.2)
06/26/20	L. Correa	0.10	50.00	Review email correspondence from H. Levy-Biehl regarding the subpoena
06/26/20	C. Johnson	5.10	2,830.50	Draft physician agreement extensions (3.5); prepare for and participate in call with G. Geyer and others regarding MOON/OON distribution (1.6)
06/27/20	J. Keville	2.70	1,984.50	Review and analyze grant contract between Saint Francis Medical Center and First Five LA (1.2); review and analyze contract between County of Los Angeles and Saint Francis Medical Center concerning Medi-Cal mental health services (1.5)

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Client Name: Verity Health System
Firm Matter Number: 0115205.000010
DWT Attorney: Hope Levy-Biehl



Invoice # 6739936
Page 6 of 9

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
06/28/20	J. Keville	1.40	1,029.00	Draft legal assessment of contract between SFMC and LA County of Medi-Cal Mental Health Services, including proposed Amendment 5 to the contract (.70); review and analyze agreement between SFMC and Shield for Families, including proposed 2020 extension thereto (.70)
06/28/20	H. Levy-Biehl	0.90	661.50	Review various SFMC contract amendments and exchange emails with M. Carpinteyro re same (.5); review and propose further revisions to physician agreement extensions; follow up with M. Kwok re same (.4)
06/29/20	R. Homchick	0.80	700.00	Email from C. Johnson regarding physician office leases and COVID 19 financial hardships (.2); analysis of Stark issues, blanket waivers and SMC's options (.4); draft email response to C. Johnson regarding physician lease extension (.2)
06/29/20	J. Keville	0.70	514.50	E-mail exchange with H. Levy-Biehl regarding grant contract between First Five LA and SFMC
06/29/20	J. Keville	1.20	882.00	Review and analyze proposed renewal to CHOUER grant agreement between SFMC and LA County
06/29/20	J. Keville	0.80	588.00	Review and analyze companion non-disclosure agreement to Adaptive Research clinical trial agreement
06/29/20	H. Levy-Biehl	1.20	882.00	Exchange further emails re Seton physician lease and services agreements (.3) Call with G. Tuss re pharmacy resolution (.2) continue to review and work through open compliance matters and exchange emails re same (.4) review MDS BAA and exchange further emails re same (.3)
06/29/20	C. Johnson	9.80	5,439.00	Update lease extensions (7.3); draft physician agreement extensions; update lease extensions (1.5); legal analysis regarding lease extension in light of COVID difficulties for physician (1.0);
06/30/20	J. Keville	0.50	367.50	Review and analyze proposed extension to Abbot Rapid Diagnostics Informatics licensing agreement
06/30/20	J. Keville	0.30	220.50	Draft e-mail to H. Levy-Biehl regarding non-disclosure agreement accompanying proposed clinical trial arrangement with Global Coalition for Adaptive Research
06/30/20	J. Keville	1.40	1,029.00	Review and analyze California state laws governing payment to health care providers for services rendered to prison inmates
06/30/20	H. Levy-Biehl	5.10	3,748.50	Exchange emails re state services agreement at Seton and options re same; analyze reimbursement considerations for payment for services rendered to inmates and state services agreement and exchange further emails re same (1.2) further analyze physician agreement extensions and consult with C. Johnson re same; review changes from Dr. Gerard and further revise letter re same (1.0) review various pending SFMC agreements and extensions and follow up with M. Carpinteyro re same (.4) review open compliance matters in preparation for compliance call; participate in same (1.9) telephone call with L. Fernandez re Seton lab matter and further analyze same (.6)

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Client Name: Verity Health System
Firm Matter Number: 0115205.000010
DWT Attorney: Hope Levy-Biehl



Invoice # 6739936
Page 7 of 9

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
06/30/20	D. Nicholson	0.20	139.00	Discuss CA requirements regarding data breach reporting with H. Levy-Biehl
06/30/20	L. Correa	0.60	300.00	Review and revise the VHS Compliance Capsule guidance
06/30/20	C. Forsyth	1.10	594.00	Analysis of the state's termination rights in Seton Medical Center's contract with the State of California
06/30/20	C. Johnson	9.00	4,995.00	Make final revisions to physician lease extensions (1.0); make final revisions to physician extension agreements; prepare for and participate in compliance call regarding matters at SFMC and SMC (1.0); draft and revise physician extension agreements (7.0)
TOTAL		109.10	\$71,510.00	

TIMEKEEPER SUMMARY			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
PARTNER			
Greene, A.	1.00	\$860.00	\$860.00
Haas, M.	0.60	\$780.00	\$468.00
Homchick, R.	2.10	\$875.00	\$1,837.50
Keville, J.	31.90	\$735.00	\$23,446.50
Levy-Biehl, H.	28.20	\$735.00	\$20,727.00
Romney, A.	0.30	\$690.00	\$207.00
Total for Partner	64.10		\$47,546.00
COUNSEL			
Meltebeke, M.	4.90	\$640.00	\$3,136.00
Nicholson, D.	0.20	\$695.00	\$139.00
Total for Counsel	5.10		\$3,275.00
ASSOCIATE			
Andrawis, M.	3.30	\$450.00	\$1,485.00
Correa, L.	0.70	\$500.00	\$350.00
Forsyth, C.	1.10	\$540.00	\$594.00
Johnson, C.	28.60	\$555.00	\$15,873.00
Keene, G.	6.20	\$385.00	\$2,387.00
Total for Associate	39.90		\$20,689.00
TOTAL	109.10		\$71,510.00

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Client Name: Verity Health System
Firm Matter Number: 0115205.000010
DWT Attorney: Hope Levy-Biehl



Invoice # 6739936
Page 8 of 9

TOTAL AMOUNT DUE THIS INVOICE	\$	64,359.00
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REMITTANCE

Verity Health System
Adcock, Rich
601 S. Figueroa Street
Suite 4050
Los Angeles, CA 90017

July 14, 2020
Invoice #6739936

Matter Name: Business Operations
Firm Matter Number: 0115205.000010
DWT Attorney: Hope Levy-Biehl (hopelevybiehl@dwt.com)

Invoice for Fees and Costs

TOTAL AMOUNT DUE THIS INVOICE

\$64,359.00

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DWT.COM

Verity Health System
Adcock, Rich
601 S. Figueroa Street
Suite 4050
Los Angeles, CA 90017
richadcock@verity.org

July 14, 2020
Invoice #6739937

Matter Name: Litigation
Firm Matter Number: 0115205.000018
DWT Attorney: Hope Levy-Biehl (hopelevybiehl@dwt.com)

Invoice for Fees and Costs

Total Current Fees	9,869.00
Less Agreed Upon Discount	(986.90)
Total Current Costs	0.00

Total Amount Due This Invoice	\$	8,882.10
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OUTSTANDING INVOICES FOR THIS MATTER AS OF: JULY 14, 2020

<u>Invoice</u>	<u>Date</u>	<u>Original Amount</u>	<u>Payments/Credits</u>	<u>Last Payment</u>	<u>Amount Due</u>
6721262	04/30/20	2,205.00	1,764.00	07/23/20	441.00
6731895	06/11/20	1,124.55	899.64	08/17/20	224.91
6746324	08/10/20	1,786.05	0.00		1,786.05
Previous Balance Total					2,451.96
6739937 (This Invoice)	07/14/20	8,882.10			8,882.10
Total Due This Matter					\$11,334.06

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Client Name: Verity Health System
Firm Matter Number: 0115205.000018
DWT Attorney: Hope Levy-Biehl



Invoice # 6739937
Page 2 of 4

PROFESSIONAL FEES RENDERED:

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
06/03/20	B. Carroll	1.90	1,206.50	Correspondence with team regarding subpoena response (0.4); review documents for production in response to subpoena (0.7); draft correspondence to team regarding completeness of records, possible privilege issues, and custodian declaration (0.8)
06/03/20	A. Morales	0.40	130.00	Set up Dropbox link for transmittal of client materials and provide credentials regarding same
06/04/20	B. Carroll	0.60	381.00	Review documents for subpoena response
06/04/20	A. Morales	0.60	195.00	Download client materials and prepare share link for access by B. Carroll
06/05/20	B. Carroll	1.00	635.00	Strategy regarding response to subpoena
06/05/20	A. Morales	1.00	325.00	Prepare materials for production to Ready Copy Service (.70); sent materials via Dropbox link (.30)
06/08/20	H. Levy-Biehl	0.60	441.00	Review status of pending subpoenas; review Sarto case history and summary and participate in call re same
06/09/20	B. Carroll	0.10	63.50	Submit Custodian of Records declaration for Giannelli subpoena
06/09/20	H. Levy-Biehl	0.50	367.50	Review litigation updates on pending cases (.3); further review Sort case analysis and follow up with J. Moe re BK implications (.2)
06/10/20	H. Levy-Biehl	1.10	808.50	Review pending litigation matters and telephone call with J. Moe re same (0.80); Review Sanford complaint and exchange emails with M. Schweitzer, L. Fernandez re same (0.30)
06/10/20	A. Morales	0.30	97.50	Provide declaration of custodian of records to copy service
06/11/20	H. Levy-Biehl	0.80	588.00	Review and analyze memo re Robles litigation and participate in mediation prep call re same
06/15/20	H. Levy-Biehl	0.70	514.50	Review Robles memo and mediation considerations (.1) exchange emails re subpoena response process and pending subpoenas (.2) review Sarto case summary and exchange emails with L. Fernandez re same (.4)
06/16/20	H. Levy-Biehl	0.60	441.00	Review status of pending litigation and subpoena responses; exchange emails re same
06/17/20	H. Levy-Biehl	0.20	147.00	Review subpoena updates
06/18/20	H. Levy-Biehl	1.20	882.00	Call with A. Ruda, L. Fernandez, R. Adcock, E. Paul re pending litigation and related strategies (.5) telephone call with S. Kahn, H. Kevane, R. Adcock, P. Chadwick re CHP/SMG matter (.7)
06/20/20	H. Levy-Biehl	0.20	147.00	Review litigation and claims updates and exchange emails re same
06/22/20	H. Levy-Biehl	1.60	1,176.00	review and analyze Iniguez case (.5) exchange emails re new DLSE claims and related matters (.2) review pleadings and correspondence re Verity litigation and exchange emails re same (.6) review and analyze recommendations from FWC and exchange emails re same (.3)

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Client Name: Verity Health System
Firm Matter Number: 0115205.000018
DWT Attorney: Hope Levy-Biehl



Invoice # 6739937
Page 3 of 4

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
06/23/20	H. Levy-Biehl	1.00	735.00	Review and analyze CNA litigation and correspondence and analyze related considerations (.7) review memo re SGM vacature (.3)
06/24/20	H. Levy-Biehl	0.70	514.50	Call with A. Ruda, R. Adcock, Dentons team re CNA case and related strategies (.5) review emails re status of Medi-Cal litigation (.2)
06/29/20	H. Levy-Biehl	0.10	73.50	Exchange emails re S case and related strategies
TOTAL		15.20	\$9,869.00	

TIMEKEEPER SUMMARY			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
PARTNER			
Carroll, B.	3.60	\$635.00	\$2,286.00
Levy-Biehl, H.	9.30	\$735.00	\$6,835.50
Total for Partner	12.90		\$9,121.50
PARALEGAL			
Morales, A.	2.30	\$325.00	\$747.50
Total for Paralegal	2.30		\$747.50
TOTAL	15.20		\$9,869.00

TOTAL AMOUNT DUE THIS INVOICE	\$	8,882.10
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REMITTANCE

Verity Health System
Adcock, Rich
601 S. Figueroa Street
Suite 4050
Los Angeles, CA 90017

July 14, 2020
Invoice #6739937

Matter Name: Litigation
Firm Matter Number: 0115205.000018
DWT Attorney: Hope Levy-Biehl (hopelevybiehl@dwt.com)

Invoice for Fees and Costs

TOTAL AMOUNT DUE THIS INVOICE

\$8,882.10

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Federal ID # 91-0839480
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Verity Health System
Adcock, Rich
601 S. Figueroa Street
Suite 4050
Los Angeles, CA 90017
richadcock@verity.org

August 10, 2020
Invoice #6746320

Matter Name: Bankruptcy Matter
Firm Matter Number: 0115205.000003
DWT Attorney: Hope Levy-Biehl (hopelevybiehl@dwt.com)

Invoice for Fees and Costs

Total Current Fees	12,728.00
Less Agreed Upon Discount	(1,272.80)
Total Current Costs	214.50

Total Amount Due This Invoice	\$ 11,669.70
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OUTSTANDING INVOICES FOR THIS MATTER AS OF: AUGUST 10, 2020

<u>Invoice</u>	<u>Date</u>	<u>Original Amount</u>	<u>Payments/Credits</u>	<u>Last Payment</u>	<u>Amount Due</u>
6711579	03/26/20	1,665.90	1,332.72	07/23/20	333.18
6721242	04/30/20	3,604.50	2,883.60	07/23/20	720.90
6726688	05/20/20	870.75	696.60	07/23/20	174.15
6731899	06/11/20	4,668.00	3,739.65	08/17/20	928.35
6739934	07/14/20	9,895.95	0.00		9,895.95
Previous Balance Total					12,052.53
6746320 (This Invoice)	08/10/20	11,669.70			11,669.70
Total Due This Matter					\$23,722.23

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Client Name: Verity Health System
Firm Matter Number: 0115205.000003
DWT Attorney: Hope Levy-Biehl



Invoice # 6746320
Page 2 of 5

PROFESSIONAL FEES RENDERED:

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
07/01/20	H. Levy-Biehl	1.60	1,176.00	Continue to review/analyze options for Foundation funds; telephone call with S. Maizel, T. Moyron, N. Koffroth re same (.5) participate in call with H. Kevane, M. Schweitzer, P. Chadwick, J. Schlant re Omnicare settlement (.5) review tentative on disclosure statement (.2) telephone call with J. Emerson re Nant, Masimo transaction and related matters and further analyze same (.4)
07/02/20	N. Neves	4.10	1,394.00	Draft first interim fee application (3.4); assemble exhibits in support of same (.7)
07/06/20	H. Levy-Biehl	0.80	588.00	Call with R. Adcock, P. Chadwick, J. Emerson, H. Kevane, T. Moyron, S. Maizel re various payor contracting and assumption/rejection considerations
07/07/20	H. Levy-Biehl	1.70	1,249.50	Participate in call with PSZJ weekly call (.5) telephone call with E. Paul to review pending GC and legal matters (.8) telephone call with R. Adcock re various pending legal matters (.4)
07/08/20	H. Levy-Biehl	0.60	441.00	Telephone call with H. Kevane, S. Kahn, T. Moyron, P. Chadwick re Aetna related considerations (.6)
07/09/20	H. Levy-Biehl	0.10	73.50	Review post-effective date staffing plan
07/10/20	H. Levy-Biehl	0.20	147.00	Telephone call with T. Moyron re plan and liquidating trust timeline and related matters
07/10/20	N. Neves	0.20	68.00	Coordinate with T. Miller to retrieve exhibits in support of interim fee application
07/13/20	H. McCullough	0.10	70.50	Correspondence with H. Levy-Biehl and others regarding fee applications
07/14/20	H. Levy-Biehl	1.80	1,323.00	Review update on PSZJ matters and participate in weekly call re same (1.2) participate in call to review Aetna/BASM matters (.4) exchange further emails re LT and timeline (.2)
07/15/20	H. Levy-Biehl	0.20	147.00	Review updates re pending payor matters
07/16/20	H. Levy-Biehl	0.70	514.50	Review plan and transition matters; follow up with P. Chadwick re same; telephone call with K. Chapman; telephone call with N. Nguyen
07/20/20	H. Levy-Biehl	0.80	588.00	Work on interim fee application
07/20/20	N. Neves	0.70	238.00	Review first monthly fee application for amount due in connection with check received from Verity; emails with Mr. Meek regarding same; review court docket for declaration of service and notice relating to Davis Wright Tremaine's second monthly fee application; email with H. Levy-Biehl following up on comments to first interim fee application
07/21/20	H. Levy-Biehl	0.70	514.50	Review and analyze status of payor disputes and resolutions and emails re same
07/22/20	H. Levy-Biehl	1.00	735.00	Prepare for and participate in PSZJ update call re various payor and risk sharing matters (.8) telephone call with F. Sze (.2)

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Client Name: Verity Health System
Firm Matter Number: 0115205.000003
DWT Attorney: Hope Levy-Biehl



Invoice # 6746320
Page 3 of 5

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
07/22/20	N. Neves	3.50	1,190.00	Review court docket for previous filings of interim applications to use as template; make edits to Davis Wright Tremaine's first interim application per comments; prepare exhibits in support of first interim application
07/23/20	H. McCullough	0.30	211.50	Correspondence with M. Neves and others regarding fee application
07/23/20	N. Neves	0.50	170.00	Emails with H. McCullough and H. Levy-Biehl regarding edits to first interim application and running conflicts in connection with same; research court docket for creditor matrix and service lists in connection for updated conflicts check
07/24/20	H. McCullough	0.20	141.00	Correspondence with Mr. Moe and others regarding fee applications
07/24/20	N. Neves	0.90	306.00	Review case files for list of names for updated conflict checks in connection with first interim application; emails with Mr. Moe regarding same and procedures to file first interim application
07/27/20	H. McCullough	0.20	141.00	Correspondence with N. Neves regarding fee application
07/27/20	N. Neves	0.80	272.00	Review court docket for notice of hearing on interim application and notice of monthly application; review rules relating to filing of interim application; email to H. Levy-Biehl and H. McCullough summarizing call with Mr. Moe on requirements for interim application
07/29/20	H. Levy-Biehl	1.40	1,029.00	Prepare for and participate in PSJ update call on payor and risk share matters (.9) review and analyze employee transition matters (.2) review PCO report (.3)
TOTAL		23.10	\$12,728.00	

COSTS:

<u>NARRATIVE</u>	<u>AMOUNT</u>
VENDOR: APEX LEGAL SERVICES INVOICE#: 59837 DATE: 6/29/2020	214.50
Delivery services/Messenger - APEX LEGAL SERVICES - 06/17/2020, MESSENGER AND COURT SERVICES- VERITY HEALTH SYSTEM -JESSICA M. DAVIS 601 S. FIGUEROA ST SUITE 405 LOS ANGELES CALIF 90017 / 13 BOXES - 455 POUNDS, per Hope Levy-Biehl - 06 - 013	
TOTAL COSTS	\$214.50

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Client Name: Verity Health System
Firm Matter Number: 0115205.000003
DWT Attorney: Hope Levy-Biehl



Invoice # 6746320
Page 4 of 5

TIMEKEEPER SUMMARY			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
PARTNER			
Levy-Biehl, H.	11.60	\$735.00	\$8,526.00
McCullough, H.	0.80	\$705.00	\$564.00
Total for Partner	12.40		\$9,090.00
PARALEGAL			
Neves, N.	10.70	\$340.00	\$3,638.00
Total for Paralegal	10.70		\$3,638.00
TOTAL	23.10		\$12,728.00

TOTAL AMOUNT DUE THIS INVOICE	\$	11,669.70
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REMITTANCE

Verity Health System
Adcock, Rich
601 S. Figueroa Street
Suite 4050
Los Angeles, CA 90017

August 10, 2020
Invoice #6746320

Matter Name: Bankruptcy Matter
Firm Matter Number: 0115205.000003
DWT Attorney: Hope Levy-Biehl (hopelevybiehl@dwt.com)

Invoice for Fees and Costs

TOTAL AMOUNT DUE THIS INVOICE

\$11,669.70

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Portland | San Francisco | Seattle | Washington, D.C.

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Suite 3300
Seattle, WA 98104-1610
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F 206.757.7700
Federal ID # 91-0839480
DWT.COM

Verity Health System
Adcock, Rich
601 S. Figueroa Street
Suite 4050
Los Angeles, CA 90017
richadcock@verity.org

August 10, 2020
Invoice #6746321

Matter Name: Asset Disposition
Firm Matter Number: 0115205.000006
DWT Attorney: Hope Levy-Biehl (hopelevybiehl@dwt.com)

Invoice for Fees and Costs

Total Current Fees	145,574.00
Less Agreed Upon Discount	(14,557.40)
Total Current Costs	1,927.45

Total Amount Due This Invoice	\$ 132,944.05
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OUTSTANDING INVOICES FOR THIS MATTER AS OF: AUGUST 10, 2020

<u>Invoice</u>	<u>Date</u>	<u>Original Amount</u>	<u>Payments/Credits</u>	<u>Last Payment</u>	<u>Amount Due</u>
6711578	03/26/20	21,133.35	16,906.68	07/23/20	4,226.67
6721241	04/30/20	88,313.47	70,665.97	07/23/20	17,647.50
6726687	05/20/20	164,565.80	131,710.58	07/23/20	32,855.22
6731898	06/25/20	102,396.49	81,968.47	08/17/20	20,428.02
6739935	07/14/20	110,024.64	0.00		110,024.64
Previous Balance Total					185,182.05
6746321 (This Invoice)	08/10/20	132,944.05			132,944.05
Total Due This Matter					\$318,126.10

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Client Name: Verity Health System
Firm Matter Number: 0115205.000006
DWT Attorney: Hope Levy-Biehl



Invoice # 6746321
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PROFESSIONAL FEES RENDERED:

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
07/01/20	H. Levy-Biehl	2.90	2,131.50	Status/check in call with P. Chadwick re pending transaction and operations related matters (1.0) review NPI matters and exchange emails re same (.3) review and analyze union data requests and related correspondence and emails (.3) review outstanding information requests and exchange further emails re same (1.0) prepare for Seton AG hearing and exchange emails re same (.1) review DHCS comments to settlement agreements for Seton, status of settlements generally and exchange further emails re same (.2)
07/01/20	D. Maas	0.40	206.00	Antitrust compliance with information sharing regarding payer information
07/01/20	C. Johnson	6.50	3,607.50	Correspondence with V. Lluvido regarding correspondence received from Medi-Cal related to electronic billing enrollment (0.3); legal analysis of request from Prime related to private payor enrollment and NPIs (1.0); draft additional physician extension letters; correspondence with S. Walker at Radio Business Licensing regarding signature forms (4.7); correspondence with C. Doan at Prime regarding various change of ownership matters (0.5)
07/02/20	H. Levy-Biehl	2.30	1,690.50	Prep call with A. Ruda, L. Fernandez re disclosure of protected information to Prime (.3) telephone call with J. Richlin, G. Gertler, A. Ruda, L. Fernandez (.4) review and analyze options for additional requested financial data and support and exchange further emails re same (.7) review and analyze workforce and related transition matters (.2) participate in Blue Jeans trial with hospital team (.5) exchange emails re union negotiations and closing timeline (.2)
07/02/20	C. Johnson	2.70	1,498.50	Finalize last group of physician extension agreements; prepare Medicare terminations for SVMC and SVDC
07/03/20	H. Levy-Biehl	2.40	1,764.00	Participate in call with United re agreements for Seton (.2) review and analyze employee data requests; exchange internal emails re same; telephone call with A. Ruda, L. Fernandez, T. Moyron, S. Albert, S. McCandless re same; follow up discussion with R. Adcock re same (1.3) coordinate logistics for Seton AG hearing; exchange emails with Seton team, S. Chan re same; review letters of support and related materials (.9)
07/06/20	H. Levy-Biehl	4.50	3,307.50	Prepare for and participate in Seton AG hearing (3.2) prepare for and participate in weekly Prime transition call (.4) participate in call with Verity, AHMC teams with counsel to Cigna re assumption of agreements (.2) review San Mateo sick leave ordinance; participate in call re same (.7)

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Client Name: Verity Health System
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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
07/06/20	C. Johnson	2.80	1,554.00	Legal analysis of Legal Entity Contract between SFMC and LA Dept. of Mental Health for purposes of determining confidentiality provisions (1.0); correspondence with J. Richlin at Prime and others regarding same (1.3); call with C.Doan at Prime regarding status of change of ownership applications (0.5)
07/07/20	J. Keville	1.40	1,029.00	Analyze claims assertion from CMS regarding SVMC post-closing payments
07/07/20	H. Levy-Biehl	3.40	2,499.00	Review and analyze Medicare IP matter for SVMC and exchange further emails re same; participate internal call to review same (1.0) follow up with DAG G. Tuss re resolution of Seton pharmacy matter; exchange further emails with counsel to PIC re same (.3) participate in Seton transition call (.8) participate in labor call (.4) telephone call with CMS re settlements and SVMC; follow up discussion with S. Maizel, T. Moyron, P. Chadwick re same (.6) follow up with S. Chan reopen questions for Seton and SFMC and further review same (.3)
07/07/20	C. Johnson	3.80	2,109.00	Legal analysis regarding FCC licenses at SMC based on question from AHMC and preparation of FCC filing documents (1.5); call with C. Olson regarding Medi-Cal enrollments for purposes of Medi-Cal settlement agreement (0.2); compile documents in response to AG request (0.5); review various operational questions and contract-related requests from T. Ahn and others (1.6)
07/08/20	H. Levy-Biehl	4.20	3,087.00	Review correspondence from S. Chan re Prime conditions and exchange further emails re same; follow up with Seton, S. Chan, AHMC re culturally sensitive program offerings at Seton (1.0) listen in to court hearing on 1113 matters (1.0) participate in weekly Verity, Dentons exec call (.7) telephone call with Seton, Verity, AHMC teams re union strategies (.3) analyze cost report timing issues and follow up with P. Chadwick re same (.2) work on open CHOW related matters and exchange emails re same (.3) exchange emails with J. Richlin re various open matters (.2) review SVMC settlement proposal and BRG support for same (.2) review Prime comments to DHCS settlement agreement and exchange further emails re same (.3)
07/08/20	C. Johnson	4.50	2,497.50	Participate in compliance call; review seismic retrofitting-related contracts for analysis regarding IP ownership; analysis of change of ownership related information requests
07/08/20	G. Keene	0.70	269.50	Legal review of Seton Medical Center patient transfer agreement and memorandum of understanding
07/09/20	J. Keville	0.70	514.50	Review Medicare policies on changes to, permissible length of, cost reporting periods

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
07/09/20	H. Levy-Biehl	4.70	3,454.50	telephone call with P. Chadwick, T. Moyron, M. Garms, S. Maizel re TSA/IMA related matters (.7) review options and Medicare provisions for long cost reporting period (.2) review and analyze JD Healthcare request for contracts (.2) coordinate TPA discussion with Prime; review proposed agenda; participate in call with BZBM and Alliant re same (1.1) further review and analyze additional employee information request and exchange emails re same (.2) review CJR audit information from CMS (.2) participate in AHMC CBA call with AHMC, Verity (.3) continue to work through open information and access issues (.3) follow-up call with A. Belgrove, E. Levey, S. Maizel, T. Moyron, P. Chadwick re SVMC settlement; further analyze options and debrief with S. Maizel, T. Moyron in light of same (1.1) exchange further emails with S. Chan re additional requested information; review Prime correspondence re same (.4)
07/09/20	D. Maas	0.50	257.50	Communications with Ms. Levy-Biehl regarding antitrust compliance for Prime consultant
07/09/20	C. Johnson	5.30	2,941.50	Call Noridian regarding voluntary termination for SVDC and SVMC (0.7); finalize draft terminations (1.0); gather information related to department of mental health contract based on requests from C. Doan at Prime (2.4); make filings related to FCC radio station licenses (1.0); update lease extension for Peninsula Allergy Association (0.2)
07/10/20	H. Levy-Biehl	2.70	1,984.50	Exchange emails with G. Gertler, S. Maizel re medical staff bylaws (.2) prepare for and participate in call with Verity, Prime labor and TPAs re sharing of employee information (1.0) follow up discussion with T. Moyron, R. Adcock re options for benefits (.2) telephone call with T. Armada, M. Felt, C. Johnson re pending seismic projects and considerations; review contract summary re same (.7) further gather outstanding information from S. Chan and exchange emails re same (.4) exchange emails with E. Tuckman re HPSM amendment; review same (.2)
07/10/20	D. Maas	0.20	103.00	Attention to antitrust compliance for Prime consultant engagement
07/10/20	C. Johnson	1.50	832.50	Review Swinerton Agreements and prepare for call regarding seismic retrofitting-related agreements (1.0); participate in call with T. Armada and others regarding seismic-related contracts (0.5)
07/12/20	H. Levy-Biehl	1.50	1,102.50	Work on DHCS settlement agreement; review prior drafts and version for same;
07/13/20	J. Farber	0.20	173.00	Joinder

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
07/13/20	H. Levy-Biehl	6.40	4,704.00	Review further comments to DHCS settlement agreement from G. Gertler and exchange emails re same (.2) participate in AHMC transition call (1.0) work on closing related matters; telephone call with P. Chadwick re same; exchange emails re same (1.1) review and propose further edits to employee information release and exchange emails re same; participate in call with Prime team re same; work through logistics with M. Pfeiffer and N. Nguyen; telephone call with A. Ruda and exchange further emails re same (2.2) review closing items and status of settlements with CMS and DHCS and follow up with P. Chadwick re same (.2) review and analyze options for benefits in context of APA (.3) participate in Prime transition call (.5) work on consultant disclosure matters (.4) telephone call with S. Maizel, E. Levey, A. Belgrove, T. Moyron, re CMS settlement; debrief with S. Maizel, T. Moyron re same (.5)
07/13/20	L. Correa	1.90	950.00	Review and revise the draft authorization for potential employees (1.2); prepare analysis regarding the applicability of the Confidentiality of Medical Information Act and Health Insurance Portability and Accountability Act on requests for employee records (.7)
07/13/20	C. Johnson	7.70	4,273.50	Legal analysis regarding Board of Pharmacy proposed stipulated settlement in the context of hospital license application (1.5); update extension agreement for radiology group to reflect requested terms (1.0); draft and send correspondence to Dentons team regarding seismic retrofitting issue (1.0); review APA between Prime and SFMC regarding employee benefits (2.5); review Prime APA in context of revised DHCS Settlement Agreement and QAF payment obligations (1.7);
07/13/20	W. Wu	2.10	882.00	Draft a Joinder Agreement
07/14/20	J. Farber	0.10	86.50	review joinder agreement
07/14/20	H. Levy-Biehl	4.20	3,087.00	Continue to review and analyze employee disclosure options and authorization requirements; consult with A. Greene re same; further update authorization in light of same; follow up emails, call with J. Richlin re same (1.3) further review QAF provisions in APA in context of DHCS settlement and exchange emails re same (.4) review and respond to requests for information about contract access and analyze same (.4) review AHMC assumed contracts; telephone call with P. Venuitti re same; follow up with AHMC team re same (.8) review closing checklists and exchange emails re same (.5) review/revise joinder for QAF/DSH consultants and exchange emails with client, Prime re same (.8)
07/14/20	L. Correa	0.50	250.00	Determine the necessity of 42 CFR Part 2 and Health Insurance Portability and Accountability Act on the release of employee records
07/14/20	C. Johnson	1.30	721.50	Review closing checklists for SFMC and SMC and provide revisions regarding same

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
07/15/20	H. Levy-Biehl	4.00	2,940.00	Analyze TSA and related transition matters; telephone conference with P. Chadwick, B. Buchas re same; further analyze options in light of same (.8) exchange further emails with C. Doan re data sharing and clean team; update same (.2) prepare for and participate in weekly Verity leadership call (.8) follow up with S. Chan re publication of notices and open items (.2) review and analyze additional employee information requests and exchange emails re same (.7) review updated settlement language and financial information for CMS settlements; participate in call with E. Levey, A. Belgrove, S. Maizel re same; debrief with S. Maizel; exchange further internal emails in light of same (1.3)
07/15/20	C. Johnson	3.50	1,942.50	Call Noridian EDI support services to inquire whether dual clearinghouses are allowed (0.5); review Medicare Claims Processing Manual regarding same and draft summary (0.5); correspondence with C. Doan regarding LA DMH contract requests and request from Prime regarding power of attorney for Cardinal agreement (1.5); send Joint Commission notice for SFMC (0.5); correspondence with CDPH regarding change in administrator filing (0.5)
07/16/20	H. Levy-Biehl	3.80	2,793.00	Review emails and related correspondence in support of 1113 motions for Seton (.3) analyze closing items and work on same (.2) multiple telephone call with S. Chan re extension for SFMC conditions; internal emails and discussion re same; various telephone calls, emails with client, J. Richlin re same (1.4) telephone call with E. Levey, A. Belgrove, S. Maizel re CMS settlement (.2) further review/update employee authorization for release of benefits information (.2) exchange further emails re payor/provider consent for release of agreements (.2) review and analyze AG conditional approval and exchange further emails re same (1.3)
07/16/20	L. Correa	1.10	550.00	Revise the employee authorization; prepare analysis regarding Prime's obligations for substance use disorder and other sensitive medical records
07/16/20	C. Johnson	4.10	2,275.50	Draft MOON summary for compliance team (0.5); gather tissue bank-related information for AHCM applications (1.0) review Attorney General conditions for SFMC transaction and associate Prime filings and letters regarding same (2.6)
07/17/20	H. Levy-Biehl	3.80	2,793.00	Prepare for and participate in Prime/SFMC closing checklist call (.7) work on closing related matters and telephone call with N. Nguyen re same; follow up with C. Johnson re same (.8) participate in AHMC/Seton closing call (.8) further review CMS settlement options; exchange emails; participate in call with A. Belgrove, E. Levey, S. Maizel re same (.4) participate in call with J. Richlin, G. Gertler, S. Maizel, T. Moyron, R. Adcock (.6) exchange further emails with S. Chan re Seton employees (.2) finalize employee authorization and exchange emails to J. Richlin re same (.3)

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
07/17/20	L. Correa	0.10	50.00	Review and analyze email correspondence from A. Greene and H. Levy-Biehl regarding 42 CFR Part 2
07/17/20	C. Johnson	5.80	3,219.00	Participate in SFMC closing checklist call (0.5); participate in SMC closing checklist call (0.5); legal review of SMC Affiliation Agreement with City College of SF Nursing (1.8); participate in call regarding SFMC AG conditions (0.5); prepare for and participate in compliance call regarding SFMC and SMC (1.5); further legal analysis regarding AG conditions (0.5); correspondence with C. Olson regarding IMSA (0.5)
07/20/20	H. Levy-Biehl	1.10	808.50	Review open contracting and transition matters and exchange emails re same; exchange further emails re SFMC employee authorization; exchange emails re CMS settlement
07/20/20	H. Levy-Biehl	6.10	4,483.50	Work on redline for AG conditions and exchange email re same (.7); review and propose revisions to updated CMS settlement and exchange emails re same; telephone call with R. Adcock, P. Chadwick, D. Galfus, S. Maizel, T. Moyron to further review same; additional discussions with S. Maizel, R. Adcock re same (3.5) prepare for and participate in AHMC operations call; work on follow-up items re Seton closing (.8) exchange further emails re SFMC employee release form (.4) participate in Prime transition call (.4) review pending information requests and exchange emails re same (.3)
07/20/20	C. Johnson	3.60	1,998.00	Update redline showing AG conditions versus Prime's acceptance of conditions (1.5); prepare responses to requests from C. Doan and draft correspondence with hospital contacts regarding requests from CDPH (2.1)
07/21/20	H. Levy-Biehl	3.00	2,205.00	Prepare for and participate in Prime closing call (.5) follow up with M. Carpinteyro, J. Richlin re contracting matters during transition (.2) review status of state services agreement for Seton and exchange emails re same (.2) work on open deal and closing matters and exchange emails re same (.6) review Prime correspondence re burdensome conditions (.2) review authorization for employees offered jobs and exchange emails re same; exchange emails with A. Ruda re same (.4) telephone call with S. Maizel, E. Levey, A. Belgrove re CMS settlement; further revise same (.9)
07/21/20	C. Johnson	1.80	999.00	Participate in closing call for SFMC (0.4); review letter from Prime to AG regarding AG conditions (0.7); correspondence with C. Olson, Prime outside counsel, regarding closing items regarding timing of Medicare enrollment submission (0.7)

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
07/22/20	H. Levy-Biehl	6.70	4,924.50	Exchange further emails re employee authorizations and TPA meeting; review cover email and supporting documents and exchange further emails re same; participate in call with Dentons team re same (1.0) review updated settlement agreements and exchange emails re same; propose further revisions to DHCS agreement for SFMC and exchange emails re same (1.7) participate in internal closing call (.6) participate in Seton closing call (.4) exchange further emails re IME/GME at SFMC (.3) follow up with H. Kevane re health plan assignment related matters (.1) participate in call with Prime, Dentons, R. Adcock, P. Chadwick re AG process (.4) participate in call re pharmacy data transfer (.4) telephone call with E. Levey, A. Belgrove, S. Maizel re CMS settlement and related GME considerations; exchange further emails re same (.5) participate in call with T. Moyron, N. Koffroth, A. Ruda, L. Fernandez, S. McCandless re employee release matters; follow up calls, emails with M. Pfeiffer, T. Moyron, A. Ruda re same (1.0) work on open CHOW and transition related matters (.3)
07/22/20	C. Johnson	3.70	2,053.50	Participate in internal closing call (0.5); correspondence with C. Doan regarding status of Board of Pharmacy permit applications (1.0); participate in closing checklist call for AHMC (0.2); gather information related to requests from Prime related to office of civil rights and CDPH (2.0)
07/23/20	H. Levy-Biehl	4.20	3,087.00	Participate in call with labor counsel, Dentons, R. Adcock, P. Chadwick; debrief with R. Adcock re same (1.2) review CHOW status and related questions with C. Johnson; further analyze options in light of same (.4) participate in Prime closing call (.4) continue working on open CHOW and transition related matters and exchange emails re same (.8) call to M. Hung, E. Tuckman re ATT; exchange further emails re same (.2) review request for Verity postings and exchange emails re same (.2) review updated CMS settlement; telephone call with A. Belgrove, E. Levey re same (.7) exchange emails with Prime re possible AG compromise; review AG submission in light of same (.3)
07/23/20	C. Johnson	4.60	2,553.00	Participate in closing checklist call for SFMC (0.4); legal analysis regarding requests related to electronic billing from Prime (1.0); participate in compliance call (1.0); legal analysis regarding maternal fetal medicine agreements and various issues related to physician contracting post-bankruptcy and during interim management period (1.2); further correspondence with C. Doan regarding CHOW-related requests (1.0)
07/24/20	R. Homchick	0.70	612.50	Email exchange with H. Levy-Biehl regarding physician contracting during transition period (.2); conference call with C. Johnson regarding physician contracting during interim period and amendment of physician services agreement in hold over status (.5)

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
07/24/20	J. Keville	0.40	294.00	E-mail exchange with H. Levy-Biehl regarding extending cost reporting period for St. Vincent Medical Center
07/24/20	H. Levy-Biehl	4.50	3,307.50	Telephone call with P. Chadwick, R. Adcock re record retention and transition issues; further consider options re same (.4) analyze contracting issues in context of IMA (.5) participate in Seton transition call (.3) participate in internal closing call (.5) follow up discussion with T. Moyron (.2) review union correspondence re employee authorization and exchange further emails re same (.2) review updated draft Medicare settlement and options for long cost reporting periods and exchange emails re same (.7) further work on closing matters; telephone call with R. Westhoff re same (.8) telephone call with T. Moyron, J. Richlin to review AG status, deal timeline and employee matters; debrief with T. Moyron further re same (.9)
07/24/20	D. Nicholson	1.80	1,251.00	Call with Dr. del Junco and Ms. Pfeiffer regarding situation involving Dr. Moosa; email correspondence with Ms. Pfeiffer and Dr. Anderson regarding same; further review medical staff complaints and corresponding medical directorship agreement; email correspondence with R. Barton (Medical Staff Counsel) regarding same
07/24/20	M. Andrawis	2.40	1,080.00	Review California law, The Joint Commission standards, and the St. Francis Medical Center's Medical Staff Bylaws regarding delegation of credentialing
07/24/20	C. Johnson	6.40	3,552.00	Participate in closing checklist call with AHMC (0.5); participate in internal Verity call (0.5); further legal analysis regarding MFM agreement and contracts during interim management period (1.7); further correspondence with hospital contacts and C. Doan regarding requests for information (1.0); update DEA powers of attorney for SFMC and SMC and correspondence with legal counsel regarding same (1.5); legal analysis regarding interim management period for both transactions (1.2)
07/25/20	H. Levy-Biehl	1.50	1,102.50	Call with M. Garms, T. Moyron, P. Chadwick re TSA (.4) analyze Medi-Cal overpayment determination for OCH and exchange emails re same (.2) work on various closing related matters and exchange emails re same (.9)
07/26/20	J. Keville	0.20	147.00	Telephone conference with H. Levy-Biehl regarding GME "naive" hospitals
07/26/20	H. Levy-Biehl	3.50	2,572.50	Telephone call with S. Maizel, T. Moyron to review pending DHCS, CMS settlements (.4) participate in call with Dentons, BRG, Cain re SFMC real property related matters and analyze same (.7) analyze options for ongoing Medi-Cal disputes in light of prior and pending Medi-Cal settlements; exchange emails with F. Sze re same (.4) work on Medi-Cal settlement for Seton (.3) exchange further emails re response to employee authorization (.3) telephone call with T. Moyron re GME requirements; review same; follow up with T. Moyron, D. Eldan re same; follow up discussion with J. Richlin, T. Moyron re same (1.4)

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07/26/20	D. Maas	0.40	206.00	Review materials from H. Levy-Biehl and provide antitrust advice regarding sharing of information
07/26/20	C. Johnson	0.70	388.50	Participate internal call regarding SFMC ownership
07/27/20	H. Levy-Biehl	6.40	4,704.00	Review updated settlement agreement from DHCS for SFMC and exchange emails re same; review Prime redline re same; telephone call with G. Gertler (1.2) participate in call with Verity, BRG, Dentons teams to review QAF matters; participate in follow-up call re same (.8) work on closing related matters (.6) prepare for and participate in Seton operations transition call (.4) participate in call with R. Adcock, P. Chadwich, T. Moyron, N. Koffroth, AHMC team to review ATT matters (.3) participate in internal Verity closing call (.3) review joint credentialing agreement and exchange emails re same (.2) exchange emails re AG conditions at SFMC and review pleadings and exchange emails re same (1.6) participate in Prime operations call (.5) review final CMS settlement agreement and telephone call with S. Maizel, E. Levey, A. Belgrove re same; debrief with S. Maizel re same; exchange further emails with AHMC, S. Maizel re same (.5)
07/27/20	D. Nicholson	0.80	556.00	Review Joint Credentialing Agreement and provide initial comments on same (0.5); call with R. Barton (Medical Staff counsel) regarding Saint Francis/Dr. Moosa (0.3)
07/27/20	C. Johnson	6.60	3,663.00	Participate in internal closing checklist call (0.3); review DHCS settlement agreement with SMC and make revisions (1.5); prepare for and participate in compliance call regarding SFMC and SMC (1.0); review motion for bankruptcy court related to SFMC and confirm dates (1.5); review attorney general approval for SMC (2.3)
07/28/20	T. Keville	0.20	178.00	Analyze peer review confidentiality issues arising from proposed joint credentialing agreement among parties to the transaction
07/28/20	H. Levy-Biehl	6.00	4,410.00	Prepare for and participate in call with Prime, MPT, Cain, Verity and Dentons re SFMC real property (.8) review and analyze Seton AG conditions (1.4) participate in Prime closing call (.4) further review/revise Seton Medi-Cal settlement; exchange emails re same (.8) participate in weekly labor call (.5) review status of AHMC contract assignments and exchange emails with H. Kevane re same (.4) review joint credentialing agreement; exchange emails re same (.2) review scheduling order in AG matter; exchange emails, participate in call with Verity, BRG team re same; further analyze implications re same (1.0) telephone call with G. Gertler re MPT developments and considerations (.3) review motion for reconsideration (.2)
07/28/20	D. Nicholson	1.20	834.00	Further review and revise Joint Credentialing Agreement

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Client Name: Verity Health System
Firm Matter Number: 0115205.000006
DWT Attorney: Hope Levy-Biehl



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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
07/28/20	C. Johnson	4.50	2,497.50	Call with MPT regarding property (0.7); participate in SFMC closing checklist call (0.5); further legal analysis regarding AG conditions for AHMC (1.5); review sale leaseback agreement and interim management services agreement (1.3); review California law related to pharmacy permits for purposes of sublease (0.8)
07/29/20	H. Levy-Biehl	3.20	2,352.00	Review WSJ article and correspondence to Prospect and exchange emails re same (.2) listen in on 1113 hearing (.5) participate in Seton closing call (.4) participate in call re lockbox transfers with Bank of America (.3) participate in internal closing call and exchange further emails re same (.4) review status of CHOW matters and exchange emails re same (.3) review updated scheduling order; internal call with Verity, Dentons, BRG team re same; further debrief with R. Adcock re same (1.1)
07/29/20	C. Johnson	5.10	2,830.50	Finalize CDPH 709 (client accommodations analysis and send to C. Doan) (1.0); participate in closing checklist call (0.5); participate in internal Verity call (0.5); update licensing schedules (1.5); review interim management agreement and sale leaseback agreement (1.6)
07/30/20	H. Levy-Biehl	2.60	1,911.00	Participate in Prime closing call (.8) review options for AG conditions at Seton and exchange emails re same (.2) exchange emails re SEIU at SFMC (.1) telephone call with G. Gertler re real property and title insurance issues; further analyze and consider same; draft follow-up email re same (1.2) review Prime post-employment offer authorization (.1) review updated Medi-Cal settlement and emails re same (.2)
07/30/20	D. Maas	0.30	154.50	Assess antitrust compliance issue regarding information sharing and provide feedback to H. Levy-Biehl
07/30/20	C. Johnson	7.40	4,107.00	Participate in closing checklist call (0.7); review SFMC and SMC APAs for provisions regarding litigation, receivables and records-related provisions (3.0); legal analysis regarding various change of ownership and closing deliverables (2.2); legal analysis regarding AG provisions for SFMC in context of property acquisition (1.5)
07/30/20	G. Keene	0.80	308.00	Identify expiring SFMC registrations for C. Johnson

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Client Name: Verity Health System
Firm Matter Number: 0115205.000006
DWT Attorney: Hope Levy-Biehl



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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
07/31/20	H. Levy-Biehl	6.90	5,071.50	Telephone call with A Ruda, P. Chadwick re employee transition matters (.6) review further CMS and DHCS settlement developments and exchange emails with S. Maizel re same (.4) further analyze options related to MPT; exchange emails re same; further discussion with G. Gertler re same (.6) review AHMC contract designation list and exchange further emails with E. Tuckman, M. Hung, H. Kevane re same (.2) telephone call with C. Johnson to review closing items (.2) AHMC closing call (.5) review and analyze various Prime requests and exchange emails re same (.7) participate in closing call (.3) review and analyze EDI options; draft email analysis re same (.7) participate in call with Prime team re IT, supply chain matters; debrief with T. Moyron, P. Chadwick re same (.7) review and revise joint credentialing agreement; conference with D. Nicholson re same (.5) participate in internal call re IT implementation (.4) follow up discussions (x2) with T. Moyron to discuss strategy and next steps (.7) telephone conference with J. Richlin, T. Moyron (.4)
07/31/20	D. Nicholson	0.40	278.00	Email correspondence and call with H. Levy-Biehl regarding comments and strategy related to Joint Credentialing Agreement
07/31/20	C. Johnson	7.00	3,885.00	Legal analysis of APA for SMC for certain provisions (2.0); participate in internal Verity call (0.3); legal analysis regarding IMAs for purposes of medical staff governance (2.0); review leaseback for SFMC (1.0); correspondence with hospitals regarding expired licenses, update schedules regarding same (1.0); further legal analysis related to logistics of closing, including such items as clearinghouse additions for Prime (0.7)
07/31/20	G. Keene	0.20	77.00	Calculate "money handled" amounts for C. Johnson
TOTAL		227.10	\$145,574.00	

COSTS:

<u>NARRATIVE</u>	<u>AMOUNT</u>
VENDOR: Christine Johnson INVOICE#: 4208128107101408 DATE: 7/10/2020	1,890.00
Professional Fees - C Johnson - 06 - 013 07/09/2020 - FCC Filing	
VENDOR: COURTCALL LLC INVOICE#: SANCJ200714 DATE: 7/14/2020	37.45
Conference call service - COURTCALL LLC - 07/14/2020, CONFERENCE CALL- HOPE LEVY-BIEHL - US BANKRUPTCY COURT (LOS ANGELES) HONORABLE ERNEST M. ROBLES, per Hope Levy-Biehl - 06 - 013	
TOTAL COSTS	\$1,927.45

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Client Name: Verity Health System
Firm Matter Number: 0115205.000006
DWT Attorney: Hope Levy-Biehl



Invoice # 6746321
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TIMEKEEPER SUMMARY			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
PARTNER			
Farber, J.	0.30	\$865.00	\$259.50
Homchick, R.	0.70	\$875.00	\$612.50
Keville, J.	2.70	\$735.00	\$1,984.50
Keville, T.	0.20	\$890.00	\$178.00
Levy-Biehl, H.	106.50	\$735.00	\$78,277.50
Total for Partner	110.40		\$81,312.00
COUNSEL			
Maas, D.	1.80	\$515.00	\$927.00
Nicholson, D.	4.20	\$695.00	\$2,919.00
Total for Counsel	6.00		\$3,846.00
ASSOCIATE			
Andrawis, M.	2.40	\$450.00	\$1,080.00
Correa, L.	3.60	\$500.00	\$1,800.00
Johnson, C.	100.90	\$555.00	\$55,999.50
Keene, G.	1.70	\$385.00	\$654.50
Wu, W.	2.10	\$420.00	\$882.00
Total for Associate	110.70		\$60,416.00
TOTAL	227.10		\$145,574.00

TOTAL AMOUNT DUE THIS INVOICE	\$	132,944.05
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REMITTANCE

Verity Health System
Adcock, Rich
601 S. Figueroa Street
Suite 4050
Los Angeles, CA 90017

August 10, 2020
Invoice #6746321

Matter Name: Asset Disposition
Firm Matter Number: 0115205.000006
DWT Attorney: Hope Levy-Biehl (hopelevybiehl@dwt.com)

Invoice for Fees and Costs

TOTAL AMOUNT DUE THIS INVOICE

\$132,944.05

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Anchorage | Bellevue | Los Angeles | New York
Portland | San Francisco | Seattle | Washington, D.C.

920 Fifth Avenue
Suite 3300
Seattle, WA 98104-1610
T 206.622.3150
F 206.757.7700
Federal ID # 91-0839480
DWT.COM

Verity Health System
Adcock, Rich
601 S. Figueroa Street
Suite 4050
Los Angeles, CA 90017
richadcock@verity.org

August 10, 2020
Invoice #6746323

Matter Name: Business Operations
Firm Matter Number: 0115205.000010
DWT Attorney: Hope Levy-Biehl (hopelevybiehl@dwt.com)

Invoice for Fees and Costs

Total Current Fees	69,907.00
Less Agreed Upon Discount	(6,990.70)
Total Current Costs	0.00

Total Amount Due This Invoice	\$ 62,916.30
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OUTSTANDING INVOICES FOR THIS MATTER AS OF: AUGUST 10, 2020

<u>Invoice</u>	<u>Date</u>	<u>Original Amount</u>	<u>Payments/Credits</u>	<u>Last Payment</u>	<u>Amount Due</u>
6711577	03/26/20	4,068.90	3,255.12	07/23/20	813.78
6721240	04/30/20	8,318.50	6,654.80	07/23/20	1,663.70
6726686	05/20/20	9,654.75	7,723.80	07/23/20	1,930.95
6731896	06/11/20	26,100.45	20,880.36	08/17/20	5,220.09
6739936	07/14/20	64,359.00	0.00		64,359.00
Previous Balance Total					73,987.52
6746323 (This Invoice)	08/10/20	62,916.30			62,916.30
Total Due This Matter					\$136,903.82

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Client Name: Verity Health System
Firm Matter Number: 0115205.000010
DWT Attorney: Hope Levy-Biehl



Invoice # 6746323
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PROFESSIONAL FEES RENDERED:

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
07/01/20	J. Keville	1.10	808.50	Work on review of various St. Francis Medical Center contracts
07/01/20	H. Levy-Biehl	1.10	808.50	Exchange further emails with M. Carpinteyro regarding Abbott Lab agreements (.2) review open contracting matters (.2) exchange further emails re discharge planning and patient choice (.2) telephone call with K. Chapman, J. Oviedo regarding medical record/registration mix-up and related considerations; review correspondence regarding same (.5)
07/02/20	J. Keville	1.30	955.50	Strategize regarding various contracting matters
07/02/20	J. Keville	0.10	73.50	E-mail exchange with H. Levy-Biehl regarding Board of Pharmacy accusation
07/02/20	H. Levy-Biehl	5.20	3,822.00	Exchange emails regarding Arizona tax assessment and review correspondence regarding same (.2); follow up with G. Tuss regarding BOP resolution (.2); further review/analyze Seton services agreement and exchange emails regarding same (.3); exchange emails regarding LA Care CAP and review same (.5); coordinate details for Seton public hearing and exchange emails with T. Ahn, S. Chan regarding same (.2); further analyze potential privacy incident with FJL and telephone call, emails with G. Geyer regarding same (.4); work on open compliance matters and telephone call with M. Kwok regarding same (.7); telephone call with R. Hernandez, P. McGovern regarding vendor collection arrangements; review and analyze spreadsheet regarding same (.6); telephone call with T. Ahn, N. Haslund regarding Vitalant contractual matter and analyze options in light of same (1.5); review SFMC contract requests and exchange emails with M. Carpinteyro regarding same (.6)
07/02/20	C. Forsyth	0.20	108.00	Analyze contractual provision permitting termination with 30 days' advance notice
07/03/20	J. Keville	1.60	1,176.00	Analyze options for responding to Vitalant's attempt to terminate blood services agreement
07/03/20	H. Levy-Biehl	2.10	1,543.50	Participate in call with T. Armada (.3); further review and analyze options for Vitalant; call, email to Vitalant re same (.5); work on open contract extensions and exchange emails regarding same (.4); prepare tracker of open legal issues and work on same (.9)
07/04/20	J. Keville	0.40	294.00	Review and analyze ventilator loan agreement for SFMC
07/06/20	J. Keville	0.20	147.00	Review correspondence related to various pending Verity contracts

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
07/06/20	H. Levy-Biehl	3.30	2,425.50	Prepare for and participate in call with T. Connor, S. Mueller, P. Chadwick, T. Passion regarding LA Care CAP and related considerations (.5); continue to work on open compliance and legal matters and exchange emails regarding same (1.6); exchange emails regarding pending employee matter (.2); further view and update Vitalant addendum and exchange emails regarding same (.6); review SVMC trademark consent and follow up with RG, Dentons, R. Adcock, P. Chadwick regarding same (.4)
07/06/20	L. Correa	0.10	50.00	Review and analyze email correspondence from H. Levy-Biehl regarding Verity's potential disclosures for research
07/07/20	J. Keville	1.40	1,029.00	Review and analyze proposed contract between Seton and Health Net concerning treatment of California prisoners
07/07/20	H. Levy-Biehl	2.30	1,690.50	Work on open compliance and legal matters; exchange further emails with G. Geyer, L. Compton re same (.9) complete Section 111 portal registration (.2) telephone conference with L. Compton, G. Geyer re same (.6) analyze options for Seton Healthnet agreement; telephone call with J. Keville re same; exchange emails re same (.6)
07/08/20	J. Keville	0.50	367.50	Review and analyze updated version of contract for Seton to treat California prisoners
07/08/20	J. Keville	0.50	367.50	Review motion for continuance of hearing in Seton Board of pharmacy matter
07/08/20	H. Levy-Biehl	3.30	2,425.50	Exchange further emails re Seton Healthnet agreement for San Quentin inmates and consider options in light of same (.3) review BOP settlement agreement for pharmacy matter and exchange emails re same; telephone call with DAG G. Tuss re same; follow up with counsel to PIC re same (1.2) review additional information for LA Care CAP and exchange emails re same (.2) participate in compliance call with L. Compton, C. Johnson; continue to work on open compliance matters (1.6)
07/08/20	L. Correa	1.40	700.00	Prepare analysis regarding the potential ways for Verity to disclose PHI for research
07/09/20	J. Keville	0.40	294.00	Review revised version of proposed contract under which Seton will provide services to California prisoners
07/09/20	H. Levy-Biehl	2.00	1,470.00	Review and analyze RBO reporting obligations and participate in call with S. Mueller, T. Connor, P. Chadwick, T. Pasion re same; review additional supporting documentation from S. Muller, T. Pasion, T. Conner; participate in call with LA Care in light of same (.9) further analyze options for Vitalant agreement and telephone call with Vitalant team re same (.4) review correspondence in AG v. Tomahawk Builders and related SFMC PMK request; telephone call with K. Chapman, J. Oviedo re same (.3) review updated HR developments and exchange emails re same (.2) review and propose revisions to summary to CDPH on attempted suicide case (.2)
07/09/20	L. Correa	0.10	50.00	Prepare email correspondence to H. Levy-Biehl regarding disclosures for research under HIPAA

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DWT Attorney: Hope Levy-Biehl



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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
07/10/20	J. Keville	0.70	514.50	Telephone conference with Seton Medical Center personnel, H. Levy-Biehl regarding proposed contract for providing services to California prisoners
07/10/20	H. Levy-Biehl	1.80	1,323.00	Follow up calls, emails with G. Tuss at BOP re Seton pharmacy settlement; telephone call with B. Hahn, counsel to former Seton PIC re same; review continuance materials and analyze updates to settlement proposal (.6) telephone call with T. Armada, T. Ahn, J. Keville re HealthNet agreement for San Quentin patients and options re same (.4) review and analyze CMS correspondence re COVID reporting and exchange further emails re same (.2) telephone call with T. Armada, Dr. Grady, Dr. Antonini, Ginger re medical staff matters (.4) review and propose revisions on compliance capsule re snooping (.2)
07/13/20	A. Greene	0.20	172.00	Review and reply to email from H. Levy-Biehl regarding potential signature options for authorization
07/13/20	H. Levy-Biehl	0.50	367.50	Further analyze Seton pharmacy settlement matters and follow up with G. Tuss re same (.2) review and evaluate various contract extension and amendment matters and exchange emails re same (.3)
07/14/20	A. Greene	0.50	430.00	Review and reply to email from H. Levy-Biehl regarding use of social security numbers (0.2); teleconference with H. Levy-Biehl regarding same (0.3)
07/14/20	J. Keville	1.10	808.50	Review and revise latest version of contract for Seton Medical Center to provide services to California prisoners
07/14/20	J. Keville	1.10	808.50	Review and revise draft patient transfer agreement
07/14/20	H. Levy-Biehl	0.30	220.50	Review agreement re SVMC trademarks and exchange further emails re same
07/14/20	M. Meltebeke	0.30	192.00	Confer with California Attorney General regarding reporting status of St. Vincent Dialysis Center
07/15/20	J. Keville	0.50	367.50	Work on proposed patient transfer agreement for Seton Medical Center
07/15/20	T. Keville	0.70	623.00	Analyze issues and formulate strategy regarding physician at Seton Medical Center who has been the subject of review (.3); analyze issues and formulate strategy regarding same (.2); review and analyze related information (.2)
07/15/20	H. Levy-Biehl	1.60	1,176.00	Review and analyze open medical staff matters at Seton and SFMC; telephone conference with D. Nicholson, T. Keville re same (.7) work on open compliance matters (.5) follow up re status of VMG dissolution; exchange further emails re same (.4)
07/15/20	D. Nicholson	0.50	347.50	Prepare for and participate in teleconference with H. Levy-Biehl and T. Keville to discuss new Medical Staff issues arising at St. Francis and Seton Medical Centers
07/16/20	J. Keville	0.20	147.00	E-mail exchange with H. Levy-Biehl regarding additional legal analysis on various issues
07/16/20	J. Keville	1.30	955.50	Work on proposed contract for Seton Medical Center to treat California prisoners

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
07/16/20	T. Keville	0.40	356.00	Review and analyze additional information from client re physician matters; analyze issues and formulate strategy regarding options and next steps
07/16/20	H. Levy-Biehl	3.40	2,499.00	Work on open compliance matters and exchange emails re same (1.1) review and analyze patient trust matter and exchange emails re same (.3) review and propose further edits to contract for San Quentin patients; exchange further emails re same (1.5) follow up with G. Tuss re settlement for Seton; review draft stipulation re same (.2) telephone call with M. Kwok (.3)
07/16/20	D. Nicholson	0.60	417.00	Review information received from H. Levy-Biehl regarding St. Francis physician matters (0.5); email to E. Muellenberg at Polsinelli (Medical Staff attorney) regarding same (0.1)
07/16/20	D. Nicholson	0.30	208.50	Review information received from H. Levy-Biehl regarding Seton physician matters (0.3)
07/17/20	A. Greene	0.20	172.00	Draft email to H. Levy-Biehl regarding scope of 42 C.F.R. part 2
07/17/20	J. Keville	1.30	955.50	Work on agreement concerning Seton's treatment of California prisoners
07/17/20	T. Keville	0.60	534.00	Review and analyze additional information and documentation about physician matters
07/17/20	H. Levy-Biehl	1.90	1,396.50	Telephone call with G. Tuss re pharmacy settlement and timing for license relinquishment (.2) review change in admin emails for Seton and follow up with C. Johnson, R. Adcock re same (.2) work on open compliance matters; telephone call with L. Compton, C. Johnson re same (1.4) follow up with D. Nicholson re pending medical staff matters (.1)
07/17/20	D. Nicholson	0.80	556.00	Call with E. Muellenberg at Polsinelli regarding SFMC physician matters; (0.3); provide summary of discussion to H. Levy-Biehl (0.2); receive and review Medical Director Agreement (0.3)
07/18/20	J. Keville	0.50	367.50	Review correspondence concerning various contracts for St. Francis Medical Center that require legal review/approval
07/19/20	J. Keville	0.20	147.00	Analyze issue concerning Seton holding patient funds
07/20/20	A. Greene	0.20	172.00	Draft email to H. Levy-Biehl regarding changes to 42 C.F.R. part 2 and impact on draft of consent form
07/20/20	J. Keville	1.00	735.00	Analyze laws related to distinct part SNF unit holding patient funds in trust accounts
07/20/20	J. Keville	0.40	294.00	E-mail exchange with H. Levy-Biehl regarding Vitalant convalescent blood plasma addendum
07/20/20	H. Levy-Biehl	0.60	441.00	Exchange emails re open compliance matters (0.20); Telephone K. Chapman, L. Compton re ongoing matter involving patient JL; debrief with L. Compton in light of same (0.40)
07/20/20	L. Correa	0.30	150.00	Confer with H. Levy-Biehl regarding Prime's obligations under 42 CFR Part 2 for employee data

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Client Name: Verity Health System
Firm Matter Number: 0115205.000010
DWT Attorney: Hope Levy-Biehl



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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
07/21/20	J. Keville	0.50	367.50	Telephone conference with H. Levy-Biehl regarding patient monies at Seton Coastsides
07/21/20	J. Keville	1.50	1,102.50	Work on various contracting matters for Seton and St. Francis
07/21/20	H. Levy-Biehl	2.40	1,764.00	Exchange further emails re VMF record access (.1) work on open compliance matters (.6) work on open Seton and SFMC contracting matters and exchange emails re same; conference with J. Keville re same (1.4) review event write-up for Seton and exchange further emails re same (.3)
07/21/20	D. Nicholson	0.30	208.50	Review additional information received from H. Levy-Biehl regarding Seton physician matters
07/21/20	L. Correa	0.10	50.00	Review and analyze email correspondence from A. Greene and H. Levy-Biehl regarding the recent changes to 42 CFR Part 2
07/22/20	J. Keville	2.20	1,617.00	Review and revise Amendment 3 to agreement between SFMC Foundation and Verity Health System concerning CHOEUR services (.80); review and analyze proposed extension of Stryker equipment maintenance agreement (.70); review and analyze proposed amendment to LA County OCS agreement (.70)
07/22/20	J. Keville	1.00	735.00	Analyze SFMF claim for unpaid parking fees
07/22/20	J. Keville	0.20	147.00	Review correspondence concerning termination date for St. Vincent Medical Center Medicare enrollment
07/22/20	H. Levy-Biehl	0.10	73.50	Follow up with G. Tuss re BOP settlement
07/23/20	J. Keville	0.70	514.50	E-mail exchanged with H. Levy-Biehl, Ms. Carpinteyro of SFMC regarding Stryker equipment maintenance contract
07/23/20	J. Keville	0.70	514.50	E-mail exchange with Ms. Carpinteyro of St. Francis Medical Center regarding LA County Children's Counseling Center Agreement
07/23/20	H. Levy-Biehl	3.00	2,205.00	Telephone call with A. Ruda, L. Fernandez re HR compliance related matters and approach to same (.5) work on open compliance matters; participate in weekly compliance check in call (2.3) follow up with DAG G. Tuss re Seton settlement (.1) exchange further emails with K. Chapman re fall event at Coastsides (.1)
07/23/20	J. VanLeuven	0.50	325.00	Telephone conference with M. Meltebeke; review bankruptcy files and draft language for letter to attorney general regarding bankruptcy financial reports
07/23/20	M. Meltebeke	3.90	2,496.00	Prepare request for waiver of independent audit requirement for St. Vincent Dialysis Center
07/23/20	D. Nicholson	0.50	347.50	Review Joint Credentialing Agreement and provide guidance to M. Andrawis regarding conducting analysis of same
07/23/20	D. Nicholson	0.50	347.50	Email correspondence with H. Levy-Biehl and client regarding need additional information, including St. Francis Medical Staff Bylaws (0.3), review Bylaws (0.2)

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Client Name: Verity Health System
Firm Matter Number: 0115205.000010
DWT Attorney: Hope Levy-Biehl



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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
07/24/20	J. Keville	1.20	882.00	E-mail exchange with Ms. Carpinteyro of SFMC regarding Stryker equipment services agreement (.40); e-mail exchange with H. Levy-Biehl regarding parking fee dispute (.20); e-mail exchange with Ms. Carpinteyro of SFMC regarding LA County Children's Counseling Services Agreement (.20); e-mail exchange with Ms. Ahn of Seton Medical Center concerning agreement for treatment of California prisoners (.40)
07/24/20	J. Keville	1.00	735.00	Telephone conference with Ms. Corpuz of Seton Medical Center and Mr. Conner of Verity Health system regarding distinct part nursing facility holding patient funds in a trust account
07/24/20	H. Levy-Biehl	1.50	1,102.50	Prepare for and participate in call with Dr. del Junco, M. Pfeiffer, D. Nicholson re medical staff matters at SFMC (.8) telephone call with L. Compton re Seton lab update (.2) follow up calls, emails with Dr. Alexander, D. Nicholson (.5)
07/25/20	J. Keville	0.20	147.00	Analyze contracting matters
07/25/20	H. Levy-Biehl	0.80	588.00	Work on various compliance matters; exchange emails with L. Compton re same
07/25/20	D. Nicholson	0.30	208.50	Receive and review information regarding concerns related to SFMC physician matters
07/26/20	J. Keville	0.70	514.50	Work on amendment to CHOEUR services agreement (.40); e-mail exchange with H. Levy-Biehl regarding Seton Coastsides DP/NF patient trust accounts (.30).
07/27/20	J. Keville	0.50	367.50	E-mail exchange with Ms. Carpinteyro regarding Stryker equipment services agreement (.30); review correspondence regarding agreement for Seton Medical Center to provide services for California prisoners (.20)
07/27/20	J. Keville	0.70	514.50	Draft e-mail to Ms. Carpinteyro of Saint Francis Medical Center concerning unpaid parking fees
07/27/20	J. Keville	0.30	220.50	E-mail exchange with Ms. Carpinteyro of SFMC regarding Stryker equipment maintenance service contract
07/27/20	H. Levy-Biehl	1.30	955.50	Follow-up with G. Tuss re Seton settlement and review same (.2) work on open compliance matters; telephone call with L. Compton, C. Johnson re same (1.1)
07/28/20	J. Keville	1.30	955.50	E-mail exchange with Ms. Ahn of Seton Medical Center concerning contract to provide services to California prisoners; review Health Net responses to proposed changes to agreement
07/28/20	J. Keville	0.30	220.50	E-mail exchange with Ms. Carpinteyro of SFMC regarding parking fees owed
07/28/20	T. Keville	0.20	178.00	Plan to obtain information re physician matters
07/28/20	H. Levy-Biehl	1.40	1,029.00	Work on open compliance matters; exchange emails with L. Compton re same (.2) telephone call with K. Chapman re HR matter (.2) review and analyze STEMI correspondence (.2) telephone call with A. Ruda (.8)
07/28/20	D. Nicholson	0.20	139.00	Confer with T. Keville regarding reaching out to B. Phillips (Seton Medical Center, Medical Staff counsel)

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please include remittance with your payment.

Client Name: Verity Health System
Firm Matter Number: 0115205.000010
DWT Attorney: Hope Levy-Biehl



Invoice # 6746323
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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
07/28/20	D. Nicholson	0.10	69.50	Email to R. Barton (Saint Francis Medical Staff Counsel) requested information on physician matters
07/29/20	T. Keville	0.40	356.00	Review and analyze information about pending physician matters and formulate strategy regarding next steps; email correspondence with counsel to medical staff re same
07/29/20	J. Keville	0.40	294.00	E-mail exchange with Ms. Carpinteyro of SFMC concerning demand letter on unpaid parking expense
07/29/20	J. Keville	0.50	367.50	Review and analyze Health Net response to DWT's proposed edits to agreement concerning treatment of prisoners
07/29/20	H. Levy-Biehl	2.00	1,470.00	Work on open compliance matters; exchange emails re same (.7); weekly compliance call with L. Compton (.8); telephone call with J. Keville regarding open contracting matters (.2); telephone call with D. Nicholson regarding medical staff matters (.3)
07/29/20	D. Nicholson	0.80	556.00	Call with R. Barton (attorney) regarding Medical Staff issues at Saint Francis Medical Center
07/29/20	D. Nicholson	0.70	486.50	Confer with T. Keville regarding next steps in obtaining information regarding Seton physician (0.1); email correspondence with B. Phillips (Medical Staff attorney) regarding same (0.1); additional review of documents received from H Levy-Biehl regarding situation (0.5)
07/30/20	J. Keville	1.50	1,102.50	Work on agreement concerning Seton Medical Center treating California inmates
07/30/20	H. Levy-Biehl	2.30	1,690.50	Work on open compliance and operational matters (0.9); participate in call with A. Ruda, P. Chadwick, R. Adcock, T. Moyron regarding investigation and resolution (0.3); review Health Net edits to agreement; telephone call with T. Armada, T. Ahn, J. Keville re same; follow up with Dentons re options for same; review updated draft agreement (1.1)
07/30/20	J. Tom	0.40	304.00	Review and respond to H. Levy-Biehl's questions about AG notice regarding transfer of real estate to investor at closing
07/31/20	J. Keville	1.00	735.00	Work on agreement concerning Seton Medical Center treating California prison inmates (.50); review and analyze confidentiality agreement between SFMC and Global Coalition for Adaptive Research (.50)
07/31/20	T. Keville	1.00	890.00	Review and analyze information provided by client about issues concerning physician; telephone conference with Medical Staff counsel Brock Phillips and D. Nicholson regarding background, recent events, etc.; analyze issues and formulate strategy regarding additional information needed from client, options, and next steps
07/31/20	H. Levy-Biehl	0.60	441.00	Telephone call with L. Fernandez, S. Acquisto re elder abuse investigation; review and propose revisions to report re same; telephone call with L. Kriege re same (.6)

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Client Name: Verity Health System
Firm Matter Number: 0115205.000010
DWT Attorney: Hope Levy-Biehl



Invoice # 6746323
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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
07/31/20	D. Nicholson	0.90	625.50	Prep for and participate in, call with B. Phillips (Med Staff attorney at Seton) (0.6), further review of documents and correspondence regarding same (0.3)
07/31/20	D. Nicholson	0.70	486.50	Call with R. Barton (Saint Francis Medical Staff counsel) regarding additional information on various open matters; provide summary of same to H. Levy-Biehl
TOTAL		95.90	\$69,907.00	

TIMEKEEPER SUMMARY			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
PARTNER			
Greene, A.	1.10	\$860.00	\$946.00
Keville, J.	32.20	\$735.00	\$23,667.00
Keville, T.	3.30	\$890.00	\$2,937.00
Levy-Biehl, H.	44.80	\$735.00	\$32,928.00
Tom, J.	0.40	\$760.00	\$304.00
VanLeuven, J.	0.50	\$650.00	\$325.00
Total for Partner	82.30		\$61,107.00
COUNSEL			
Meltebeke, M.	4.20	\$640.00	\$2,688.00
Nicholson, D.	7.20	\$695.00	\$5,004.00
Total for Counsel	11.40		\$7,692.00
ASSOCIATE			
Correa, L.	2.00	\$500.00	\$1,000.00
Forsyth, C.	0.20	\$540.00	\$108.00
Total for Associate	2.20		\$1,108.00
TOTAL	95.90		\$69,907.00

TOTAL AMOUNT DUE THIS INVOICE

\$ 62,916.30

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REMITTANCE

Verity Health System
Adcock, Rich
601 S. Figueroa Street
Suite 4050
Los Angeles, CA 90017

August 10, 2020
Invoice #6746323

Matter Name: Business Operations
Firm Matter Number: 0115205.000010
DWT Attorney: Hope Levy-Biehl (hopelevybiehl@dwt.com)

Invoice for Fees and Costs

TOTAL AMOUNT DUE THIS INVOICE

\$62,916.30

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Anchorage | Bellevue | Los Angeles | New York
Portland | San Francisco | Seattle | Washington, D.C.

920 Fifth Avenue
Suite 3300
Seattle, WA 98104-1610
T 206.622.3150
F 206.757.7700
Federal ID # 91-0839480
DWT.COM

Verity Health System
Adcock, Rich
601 S. Figueroa Street
Suite 4050
Los Angeles, CA 90017
richadcock@verity.org

August 10, 2020
Invoice #6746324

Matter Name: Litigation
Firm Matter Number: 0115205.000018
DWT Attorney: Hope Levy-Biehl (hopelevybiehl@dwt.com)

Invoice for Fees and Costs

Total Current Fees	1,984.50
Less Agreed Upon Discount	(198.45)
Total Current Costs	0.00

Total Amount Due This Invoice	\$	1,786.05
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OUTSTANDING INVOICES FOR THIS MATTER AS OF: AUGUST 10, 2020

<u>Invoice</u>	<u>Date</u>	<u>Original Amount</u>	<u>Payments/Credits</u>	<u>Last Payment</u>	<u>Amount Due</u>
6721262	04/30/20	2,205.00	1,764.00	07/23/20	441.00
6731895	06/11/20	1,124.55	899.64	08/17/20	224.91
6739937	07/14/20	8,882.10	0.00		8,882.10
Previous Balance Total					9,548.01
6746324 (This Invoice)	08/10/20	1,786.05			1,786.05
Total Due This Matter					\$11,334.06

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Client Name: Verity Health System
Firm Matter Number: 0115205.000018
DWT Attorney: Hope Levy-Biehl



Invoice # 6746324
Page 2 of 3

PROFESSIONAL FEES RENDERED:

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
07/10/20	H. Levy-Biehl	0.60	441.00	Telephone call with A. Ruda, L. Fernandez, J. Moe, T. Moyron, E. Paul re LH litigation and related strategies; follow up discussion with R. Adcock re same; follow up discussion with A. Ruda, L. Fernandez, J. Moe, T. Moyron
07/14/20	H. Levy-Biehl	0.40	294.00	Review various litigation case updates and exchange emails re same
07/15/20	H. Levy-Biehl	0.30	220.50	Review new litigation matter; exchange further emails re same and re litigation holds
07/23/20	H. Levy-Biehl	0.30	220.50	Review status of pending litigation and subpoena requests; exchange emails re same
07/24/20	H. Levy-Biehl	0.20	147.00	Exchange emails re litigations updates
07/27/20	H. Levy-Biehl	0.20	147.00	Exchange emails re pending Medi-Cal appeals and upcoming EHR mediation
07/29/20	H. Levy-Biehl	0.20	147.00	Review pending litigation and subpoena matters; exchange emails re same (.2)
07/31/20	H. Levy-Biehl	0.50	367.50	Prepare for and participate in litigation strategy call re post-closing litigation management
TOTAL		2.70	\$1,984.50	

<u>TIMEKEEPER SUMMARY</u>			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
PARTNER			
Levy-Biehl, H.	2.70	\$735.00	\$1,984.50
Total for Partner	2.70		\$1,984.50
TOTAL	2.70		\$1,984.50

TOTAL AMOUNT DUE THIS INVOICE \$ **1,786.05**

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REMITTANCE

Verity Health System
Adcock, Rich
601 S. Figueroa Street
Suite 4050
Los Angeles, CA 90017

August 10, 2020
Invoice #6746324

Matter Name: Litigation
Firm Matter Number: 0115205.000018
DWT Attorney: Hope Levy-Biehl (hopelevybiehl@dwt.com)

Invoice for Fees and Costs

TOTAL AMOUNT DUE THIS INVOICE

\$1,786.05

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