

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
Honorable Ernest M. Robles

**FINAL APPLICATION OF DAVIS WRIGHT
TREMAINE LLP, AS DEBTORS' COUNSEL,
FOR FEES AND EXPENSE
REIMBURSEMENT FOR THE PERIOD
FEBRUARY 14, 2020 THROUGH
SEPTEMBER 4, 2020; DECLARATION OF
HOPE LEVY-BIEHL**

Date: December 16, 2020
Time: 10:00 a.m.
Place: Courtroom 1568
255 East Temple Street
Los Angeles, California 90012-3300



I. INTRODUCTION

Davis Wright Tremaine LLP (“DWT”) served as special healthcare counsel to Verity Health System of California, Inc. (“VHS”), a California nonprofit public benefit corporation, and the above-captioned sixteen affiliated entities, debtors and debtors in possession (the “Debtors”), in these jointly administered chapter 11 cases (the “Cases”).

Between February 14, 2020 and September 4, 2020 (the “Final Application Period”), DWT worked closely with the Debtors and its bankruptcy counsel to, among other things: (i) obtain approval of the sale of St. Francis Medical Center, St. Vincent Medical Center, Seton Medical Center, and Seton Coastside; (ii) prepare and submit notices and requests for approval of the sale of St. Francis Medical Center to Prime Healthcare Inc. and/or one of its newly formed affiliates and AHMC Healthcare Inc. and/or one of its newly formed affiliates, and facilitate the on-going Attorney General review approval process; (iii) support the Debtors in the seller-side regulatory work implicated by the hospital sales, including assisting buyers in the preparation of various change of ownership applications and interfacing with regulators and reviewing and overseeing ongoing requests for information from the buyers; (iv) negotiate settlements with the Medicare and Medi-Cal programs in support of the sale of St. Francis Medical Center and Seton Medical Center; (v) address various day-to-day operational and compliance matters for the Debtors’ hospitals; (vi) coordinate with outside counsel and internal resources on various pending litigation, contractual and operational matters; and (vii) provide support on health care regulatory matters that arise in the context of the sale transactions and the Chapter 11 cases.

As demonstrated below, the accumulated skill and background of the DWT’s partners, counsel, associates and paraprofessionals have worked to the advantage of the Debtors and their estates.

Based on the foregoing, the Debtors respectfully request that the Court grant this *Final Application of Davis Wright Tremaine LLP, as Debtors’ Counsel, for Fees and Expense Reimbursement for the Period of February 14, 2020 Through September 4, 2020* (the “Final Application”).

A. DWT's Appointment As Counsel To The Debtors

On April 6, 2020, Dentons US LLP, counsel for Debtor, filed the *Application of Debtors to Employ Davis Wright Tremaine LLP as Special Healthcare Counsel Pursuant to 11 U.S.C. § 327(e)* [Docket No. 4437] ("Employment Application"). On June 3, 2020, the Court entered its *Order Approving Application of Debtors to Employ Davis Wright Tremaine LLP as Special Healthcare Regulatory Counsel* [Docket No. 4668] ("Employment Order"), authorizing the Debtors to employ DWT as its counsel as of February 14, 2020.

B. Fees And Expenses Sought By DWT

DWT files this Final Application seeking an order from this Court allowing compensation for services rendered and expenses in the total amount of \$1,027,511.19, comprising fees of \$1,011,878.25 and expenses of \$2,967.69 incurred during the Final Application Period, and fees of \$12,665.25 incurred after September 4, 2020 in preparing this Final Application. As detailed below, DWT has been paid \$735,758.01 of this amount, and is owed \$291,753.18.

DWT has filed four monthly fee applications to date: *First Monthly Fee Application for the Period of February 14, 2020 – April 30, 2020* [Docket No. 4831]; *Second Monthly Fee Application for the Period of April 6, 2020 – May 31, 2020* [Docket No. 4956]; *Third Monthly Fee Application for the Period of June 1, 2020 – July 31, 2020* [Docket No. 5570]; and *Fourth Monthly Fee Application for the Period of August 1, 2020 – September 4, 2020* [Docket No. 6113].

Before filing its Third Monthly Fee Application, DWT became aware that the billing rates for some of its attorneys had not been updated to reflect the billing rate listed in its Employment Application. As a result, DWT updated the billing rate and recalculated the fees disclosed in its First and Second Monthly Fee Applications. DWT determined it was owed an additional \$1,454.19, and requested 80 percent of these additional fees as part of the submission of its Third Fee Application. In preparing this final application, DWT also identified an additional \$7,447.33 in fees that were not included in the monthly applications but should have been included following the rate adjustment referenced above. The original fees as filed in the First and Second Monthly Fee Applications and the revised recalculations are as follows:

Application Fees as Filed in First and Second Monthly Fee Applications	Revised Fees as Filed in Third Monthly Fee Application	Revised Recalculated Fee	Difference Between Revised Recalculated Fee and Revised Fees as Filed in Third Monthly Fee Application
First Application Fees: \$304,035.25 80%: \$243,228.20	\$304,471.53 80%: \$243,577.22	\$314,710.80 80%: \$251,768.64	(\$10,239.27) (\$8,191.420)
Second Application Fees: \$134,006.85 80%: \$107,205.48	\$135,388.31 80%: 108,310.65	\$134,458.20 80%: \$107,566.56	\$930.11 \$744.09
			(\$7,447.33)

Around August 2020, DWT received a check in the amount of \$60,807.05 from Verity Health System, corresponding to the 20 percent holdback amount of its First Monthly Fee Application. Since DWT has not filed any interim fee application, the amount corresponding to this check has been deposited in a trust account pending approval of this Final Application.

DWT also seeks payment in the amount of \$11,513.25 relating to fees incurred after September 4, 2020 in preparing this Final Application.

More specifically, the amount of fees sought, paid and remaining due DWT are as follows:

Breakdown Of Amounts Paid And Remaining Amount Owed
February 14, 2020 – September 4, 2020

Application Period Feb. 14, 2020 – Sept. 4, 2020	DWT 80% Fees / 100% Costs Paid	DWT 80% Fees Unpaid¹	20% Holdback Paid	20% Holdback Unpaid²
First Monthly Fee Application (Feb. 14, 2020 – April 30, 2020)	\$243,593.87	\$7,447.33	\$60,807.05	\$2,135.11
Second Monthly Fee Application (April 6, 2020 – May 31, 2020)	\$107,488.12			\$26,891.64
Third Monthly Fee Application (June 1, 2020 – July 31, 2020)	\$323,868.97	\$0		\$80,063.01
Fourth Monthly Fee Application (August 1, 2020 – September 4, 2020)	\$0	\$130,072.00		\$32,478.84
Paid to DWT	\$674,950.96		\$60,807.05	
Owed to DWT		\$137,519.33		\$141,568.60
Fees incurred after September 4, 2020 in preparation of Final Application, Owed to DTW	\$12,665.25			
Total Paid to DWT	\$735,758.01			
Total Owed to DWT	\$291,753.18			
Total Requested in Final Application	\$1,027,511.19			

C. Guidelines Pursuant To Which This Final Application Has Been Prepared

DWT submits this Final Application in accordance with the Employment Order, the Fee Procedures Order, the United States Trustee Guidelines for Reviewing Applications for

¹ The amount of \$7,447.33 remains unpaid as a result of the recalculation of the fees submitted in the First and Second Fee Applications. DWT has not yet received any payment relating to its Fourth Monthly Fee Application.

² The 20% Holdback amounts for the First and Second Monthly Fee Applications are being calculated based on the recalculation of the fees submitted in the First and Second Fee

Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 331 (“UST Guidelines”), and the Local Bankruptcy Rules of the United States Bankruptcy Court for the Central District of California (“LBR”).

II. DETAILED REVIEW OF COMPENSATION REQUEST

A. Fees Sought And Reimbursement Of Expenses Incurred By DWT As Set Forth In DWT’s Final Application

DWT seeks allowance of compensation in a total amount of \$1,027,511.19, comprising fees of \$1,011,878.25 and expenses of \$2,967.69 incurred during the Final Application Period, and fees of \$12,665.25 incurred after September 4, 2020 in preparing this Final Application, and authorization for payment of \$291,753.18, as outlined in Section I.B. above.

DWT has reduced its fees, as appropriate, and/or in accordance with its agreement with the Debtors, including providing a 10 percent discount on hourly billing rates.

B. Summary of Hours and Fees

The following fees have been incurred in the Debtors’ cases:

Summary of Hours And Fees For Verity Health System of California, Inc. February 14, 2020 – September 4, 2020

Debtor	Hours	Fees
Verity Health System of California, Inc.	1,684.5	\$1,011,878.25
TOTAL	1,684.5	\$1,011,878.25

Summary of Hours And Fees For Verity Health System of California, Inc. Incurred after September 4, 2020 in preparation of Final Application

Debtor	Hours	Fees
Verity Health System of California, Inc.	32.2	\$12,665.25
TOTAL	32.2	\$12,665.25

C. Professionals And Hourly Rates

The names of all of the attorneys and paraprofessionals who have been responsible for providing services to the Debtors, their rates, the total number of hours spent on the case and the

Applications, therefore there is a \$2,135.11 difference between the 20% Holdback amount that was paid to DWT as a result of its First Monthly Fee Application and the recalculated amount.

total fees charged as a result of services they provided to the Debtors for the Final Application Period are attached hereto as **Exhibit A**.

In general, tasks were allocated among the professionals and paraprofessionals based upon their comparative expertise, taking into consideration the knowledge and experience of DWT's professionals and paraprofessionals. DWT represented the Debtors as effectively and efficiently as possible during the Final Application Period.

Resumes on the background and qualifications of each of the attorneys who rendered services to the Debtors during the Final Application Period are attached collectively hereto as **Exhibit B**.

D. Previously Paid Compensation

As already noted, DWT has been paid a total of \$735,758.01, and is owed a total of \$291,753.18, totaling \$1,027,511.19 for the Final Application Period.

E. Project Billing

During the Final Application Period, the Firm worked diligently and efficiently in representing Debtors in these Chapter 11 Cases. When recording its time during this Final Application Period, the Firm placed all time entries for fees into one of four categories, which consisted of: (1) Bankruptcy Matter; (2) Asset Disposition; (3) Business Operations; and (4) Litigation. The specific categories into which the Firm placed its time entries are set forth below. DWT has attached as **Exhibit C** a Chart specifying the hours and fees incurred by each Category.

Category	Description of Category
Bankruptcy Matter (Matter 3)	Review and support of Bankruptcy Counsel in various matters, including in the preparation and finalization of the plan of liquidation and related disclosure statement and in various pending health plan matters, as well as preparing and filing employment and fee applications for DWT.
Asset Disposition (Matter 6)	Work on the sale of St. Francis Medical Center and Seton Medical Center, including facilitating the on-going Attorney General review process, the licensure and certification change in ownership process and various operational matters implicated by the hospital sales.

Category	Description of Category
Business Operations (Matter 10)	Research, analysis and counsel on various healthcare day-to-day operational and compliance matters, including those matters historically managed and overseen by in-house counsel.
Litigation (Matter 18)	Providing support on ongoing litigation matters, including participating in case strategy, reviewing pleadings, evaluating subpoenas, and monitoring ongoing case activity with litigation counsel and internally.

During the course of DWT's representation of the Debtors during the Final Application Period, DWT performed the services described in this Final Application and the time and descriptions of services, attached as **Exhibits D, E, F & G**. Because certain services may relate to one or more category, services arguably pertaining to one category may, in fact, be included in another category.

F. Fees Incurred After September 4, 2020

In accordance with *the Notice of Date by which Professionals Are Required to File Final Fee Applications and Notice of Hearing of Final Fee Applications* [Docket No. 6063], DWT may request additional fees and expenses incurred after September 4, 2020 in preparing the Final Application. Therefore, DWT also seeks payment in the amount of \$12,665.25 relating to fees incurred after September 4, 2020 in preparing this Final Application, as described in the invoices attached as **Exhibit H**.

III. REVIEW AND CERTIFICATION

A. Client Review

DWT has previously provided the Debtors with copies of the four *Monthly Fee Applications* for the Final Application Period, and is providing to the Debtors this *Final Application*. DWT has not filed any interim fee applications to date.

B. Certification of Counsel

Attached herewith is the Declaration of Hope Levy-Biehl, certifying, on behalf of DWT that:

- she has read this Final Application;

- the compensation requested is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under Title 11;
- at all relevant times, to the best of her knowledge, information, and belief, formed after reasonable inquiry, DWT has been a disinterested person as that term is defined in § 101(14) of the Bankruptcy Code and has not represented or held an interest adverse to the interest of the Debtors;
- neither DWT nor any partner of DWT has any agreement or understanding of any kind or nature to divide, pay over or share any portion of the fees or expenses to be awarded to DWT with any other person or attorney except as among the partners and employees of DWT;
- to the best of her knowledge, information, and belief, formed after reasonable inquiry, no time has been billed to the Debtors outside the scope of work authorized by the Order authorizing employment of the Firm as enhanced, from time to time, upon the request of Debtors following the transition of its in-house legal department; and
- to the best of her knowledge, information and belief, formed after reasonable inquiry, the compensation and expense reimbursement sought herein is in conformity with the LBR and the Guidelines of the Office of the United States Trustee.

IV. DESCRIPTION OF SERVICES

Because all work in this case is highly integrated, and because the attached Monthly Statements explain in detail all the work performed by DWT, DWT has identified and will describe the key services provided by DWT during the Final Application Period. Those services included the following:

A. work collaboratively with co-counsel to obtain approval and ultimately close on the sale of St. Francis Medical Center, St. Vincent Medical Center and Seton Medical Center;

B. prepare and submit notices and requests to the Attorney General's office for approval of the sale of St. Francis Medical Center to Prime Healthcare Inc. and/or one of its newly formed

1 affiliates and Seton Medical Center to AHMC Healthcare Inc. and/or one of its newly formed
2 affiliates and facilitate the on-going Attorney General review process;

3 C. support the Debtors in the seller-side regulatory work³ implicated by the hospital
4 sales, including assisting buyers in the preparation of various change of ownership applications,
5 interfacing with regulators and reviewing and overseeing ongoing diligence efforts;

6 D. negotiate settlements with the Medicare and Medi-Cal programs to resolve any
7 potential successor liability in the transfer of the Medicare and Medi-Cal provider agreements to
8 the respective buyers;

9 E. address various day-to-day operational and compliance matters for the Debtors'
10 hospitals;

11 F. coordinate with outside counsel and internal resources on various pending litigation,
12 contractual and operational matters; and

13 G. provide health care regulatory and other support on matters that arise in the context
14 of the sale and ultimate wind-down of the Debtors' operations.

15 More specifically, the work performed by DWT during the Final Application Period
16 included the following.

17 **A. The Sale Of St. Francis Medical Center and Seton Medical Center**

18 The Firm's attorneys worked extensively with co-counsel to the Debtors to obtain approval
19 of the sale of St. Francis Medical Center and Seton Medical Center from the Bankruptcy Court. Our
20 attorneys assisted with various components of the post-signing and pre-closing negotiations,
21 including facilitating information sharing and on-going diligence with the buyers and providing
22 input, drafting support and negotiations on the interim management agreements and sale/leaseback
23 arrangements.

24 The Firm's attorneys worked diligently for months helping to ensure a timely and efficient
25 close on the sale of St. Francis Medical Center and Seton Medical Center. These detailed efforts

26
27 ³ As referenced below, DWT jointly represented AHMC in the change of ownership process
28 implicated for the pending Seton Medical Center sale, working collaboratively with both the
buyer and seller to ensure the timely submission and review of these filings. The Firm billed the
Debtors and AHMC separately for the work performed for them respectively.

1 required the Firm's attorneys, working in connection with the Debtors, their financial advisors,
2 Bankruptcy counsel to the Debtors and various buyer representatives, to prepare and update
3 regulatory and closing checklists, to participate in and support various transition services and
4 workstreams and to participate in numerous weekly transition, closing and operational calls. The
5 Firm's attorneys meet with these parties at least weekly to ensure a smooth transition of operations.

6 **B. Attorney General Approval Process**

7 The Firm's attorneys prepared extensive notices and requests for approval of the sale of St.
8 Francis Medical Center to Prime Healthcare Inc. and the sale of Seton Medical Center to AHMC
9 Healthcare Inc. to the California Attorney General. In addition to preparing voluminous records in
10 support of the application, Firm attorneys were primarily responsible for interfacing with the
11 Attorney General's office, responding to questions and otherwise facilitating the review and
12 ultimate approval of the sales by the Attorney General's office. Firm attorneys also supported
13 Bankruptcy counsel in its efforts to expedite the review and approval process and to negotiate
14 conditions acceptable to both Prime and AHMC, including, without limitation, participating in
15 discussions with representatives from the Attorney General's office and supporting Bankruptcy
16 Counsel to the Debtors with the corresponding pleadings.

17 **C. Regulatory Change in Ownership Process**

18 The Firm's attorneys have been intimately involved in the regulatory and operational
19 matters necessary to successfully transition the Debtors' hospitals to the respective buyers. The
20 Firm's attorneys have coordinated with government agency personnel, including the California
21 Department of Public Health and the Board of Pharmacy, to support and facilitate the change of
22 ownership process. Similarly, the Firm's attorneys have coordinated with Prime on matters relating
23 to the regulatory and change of ownership process resulting for the prospective sale of St. Francis
24 Medical Center. The Firm has jointly represented AHMC in the change of ownership process
25 implicated for the pending Seton Medical Center sale, working collaboratively with both the buyer
26 and seller to ensure the timely submission and review of these filings (with the buyer and seller
27 each paying their own fees for this work).

D. Transfer of the Medicare and Medi-Cal Provider Agreements

The Firm's attorneys dedicated significant effort to reach negotiated agreements to transfer the Debtors' Medicare and Medi-Cal provider agreements to Prime and AHMC. The Firm's attorneys worked collaboratively with Debtors' bankruptcy counsel to: (i) negotiate the terms of the transfer of the Medicare provider agreement with counsel to Prime and AHMC (both in-house and external), the Office of Regional Counsel for the United States Department of Health & Human Services and the United States Department of Justice; and (ii) negotiate the terms of the transfer of the Medi-Cal provider agreement with counsel to Prime and AHMC (both in-house and external), the California Department of Health Care Services ("DHCS") and the attorney from the California Attorney General's office who represented DHCS.

E. Operational And Compliance Matters For the Debtors' Hospitals

During this Final Application Period, Debtors faced multiple complex healthcare regulatory issues in their day-to-day operations, for which the Firm provided substantial advice and assistance. These matters included advising and helping address multiple patient-specific regulatory matters, governance matters, as well as various transitional operations issues (*e.g.*, vendor agreements, medical records retention, compliance with Medicare requirements, and licensing, accreditation, and compliance issues).

The Firm's work with respect to regulatory operations matters included, among other things: analysis of and advice on (a) options and required notifications relating to various hospital events; (b) certain arrangements between and among Debtors' hospitals and various other providers for compliance purposes; (c) multiple billing and reimbursement issues; (d) survey and certification requirements; and (e) various licensure matters.

The Firm supported the Debtor hospitals as they navigated the current public health pandemic, helping to negotiate a deal with the State of California to provide COVID-19 services at both Seton Medical Center and St. Vincent Medical Center. The Firm advised the Debtor hospitals on operational matters implicated by the public health pandemic, including reviewing policies and procedures and consulting and advising on numerous different COVID-19 matters as they arose.

1 **F. Coordinating with Outside Counsel and Internal Resources**

2 Upon the transition of the Debtors' general counsel and other in-house attorneys, the
3 Firm took on an expanded role addressing matters previously handled by in-house counsel
4 before the end of their employment and as requested and directed by the Debtors, with a
5 continued focus and emphasis on health care regulatory matters. This work included
6 coordinating, consulting and collaborating with Debtors executives, leadership and corporate
7 boards on different facets of the Debtors business. The Firm worked extensively with co-counsel
8 from Dentons, Bartko Zankel Bunzel, Pachulski Stang Ziehl & Jones, and Nelson Hardiman to
9 collaborate and support the work done by these firms, including, without limitation,
10 participating in case strategy, reviewing pleadings, evaluating subpoenas, and monitoring
11 ongoing case activity and discovery and resolution strategies. Firm attorneys participated in
12 regular calls and strategic planning regarding various different health plan and payor
13 contracting, payment and other matters and supported outside labor counsel with pending
14 human resource and litigation matters. The Firm attorneys worked closely with Nelson
15 Hardiman as its attorneys assisted with chief-compliance-officer-type functions and
16 responsibilities for the Debtors' hospitals, with Firm attorneys participating in regular
17 compliance calls and helping to resolve complaints, investigations or compliance matters.

18 **G. Health Care Regulatory and Other Support on Wind-Down Activities**

19 Firm Attorneys provided ongoing support to Debtors in anticipation of its ultimate wind-
20 down, including advising on various governance and non-profit matters and reviewing and assisting
21 with the Plan of Liquidation and corresponding disclosure schedules. The Firm supported
22 bankruptcy counsel in its discussions and negotiations with various stakeholders and creditors
23 leading up to the effective date of the Plan of Liquidation.

24 **V. COSTS AND SUMMARY OF EXPENSES**

25 The total costs and expenses incurred during the Final Application Period for which DWT
26 seeks reimbursement is \$2,967.69.

27 The amounts of expenses incurred by DWT was \$365.67 for the First Monthly Fee
28 Application (February 14 – April 30, 2020), \$282.64 for the Second Monthly Fee Application (April

6, 2020 – May 31, 2020), \$2,162.74 for the Third Monthly Fee Application (June 1, 2020 – July 31, 2020), and \$156.64 for the Fourth Monthly Fee Application (August 1, 2020 – September 4, 2020).

To assist the Court in reviewing DWT’s request for reimbursement of the expenses incurred in connection with its representation of the Debtors during the Final Application Period, DWT’s accounting procedures for the general categories of costs and expenses for which it seeks reimbursement by this Final Application are described in the Declaration attached hereto. Those charges are:

Cost Description	Billed Costs
Conference call service	\$26.25
Delivery services/Messenger	\$214.50
Conference call service	\$164.85
Delivery services/Messenger	\$465.73
Professional services	\$1,927.45
Westlaw (billed at cost) computerized legal research	\$69.58
Westlaw (billed at cost) computerized legal research	\$99.33
	\$2,967.69

VI. LEGAL ARGUMENT

In determining the amount of allowable fees under § 330, courts are to be guided by the same “general principles” as are to be applied in determining awards under the federal fee-shifting statutes, with “some accommodation to the peculiarities of bankruptcy matters.” *Burgess v. Klenske (In re Manoa Finance Co.)*, 853 F.2d 687, 691 (9th Cir. 1988) (factors in *Kerr v. Screen Extras Guild, Inc.*, 526 F.2d 67, 70 (9th Cir. 1975) are now “considered subsumed within the lodestar and cannot serve as independent bases for an upward adjustment”); *see Meronk v. Arter & Hadden, LLP (In re Meronk)*, 249 B.R. 208, 213 (B.A.P. 9th Cir. 2000) (reiterating that *Manoa Finance* is the controlling authority and characterizing the factor test identified in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974) as an “obsolete laundry list” now subsumed within more refined analyses), *aff’d*, 24 F. App’x 737 (9th Cir. 2001).

The Supreme Court has evaluated the lodestar approach and endorses its usage. In *Hensley v. Eckerhart*, 461 U.S. 424 (1983), a civil rights case, the Supreme Court held that while the *Johnson*

1 factors might be considered in setting fees, the lodestar amount subsumed many of those factors.
2 *Hensley*, 461 U.S. at 434, n.9. The following year, another civil rights case, *Blum v. Stenson*, 465
3 U.S. 886 (1984), provided the so-called lodestar calculation: “The initial estimate of a reasonable
4 attorney’s fee is properly calculated by multiplying the number of hours reasonably expended on
5 the litigation times a reasonable hourly rate. Adjustments to that fee then may be made as necessary
6 in the particular case.” *Blum*, 465 U.S. at 888 (citation omitted).

7 Then, in 1986, the Supreme Court more explicitly indicated that the factors relevant to
8 determining fees should be applied using the lodestar approach, rather than an ad hoc approach.
9 While holding that the attorney’s fee provision of the Clean Air Act, 42 U.S.C. § 7401, *et seq.*, *ad*
10 *hoc* application of the factors set forth in *Johnson* and thus *Kerr*, stating that “the lodestar figure
11 includes most, if not all, of the relevant factors constituting a ‘reasonable’ attorney’s fee.”
12 *Pennsylvania v. Del. Valley Citizens’ Council for Clean Air*, 478 U.S. 546, 563-66 (1986); *see also*
13 *Blanchard v. Bergeron*, 489 U.S. 87, 94 (1989) (“[W]e have said repeatedly that the initial estimate
14 of a reasonable attorney’s fee is properly calculated by multiplying the number of hours reasonably
15 expended on the litigation times a reasonable hourly rate.”) (internal quotation marks omitted).

16 While the lodestar approach is the primary basis for determining fee awards under the
17 federal fee-shifting statutes and Bankruptcy Code, some of the *Johnson/Kerr* factors, previously
18 applied in an ad hoc fashion, can still apply in calculating the appropriate hourly rate to use under
19 the lodestar approach. *In re Buckridge*, 367 B.R. 191, 202 (C.D. Cal. 2007) (“[A] court is permitted
20 to adjust the lodestar up or down using a multiplier based on the criteria listed in § 330 and its
21 consideration of the *Kerr* factors not subsumed within the initial calculations of the lodestar.”); *see*
22 *also Dang v. Cross*, 422 F.3d 800, 812 (9th Cir. 2005) (court may “adjust the lodestar amount after
23 considering other factors that bear on the reasonableness of the fee”); *Unsecured Creditors’ Comm.*
24 *v. Puget Sound Plywood, Inc.*, 924 F.2d 955, 960 (9th Cir. 1991) (“Although *Manoa* suggests that
25 starting with the ‘lodestar’ is customary, it does not mandate such an approach in all cases Fee
26 shifting cases are persuasive, but due to the uniqueness of bankruptcy proceedings, they are not
27 controlling.”).

1 DWT respectfully submits that the hourly rates for its attorneys and paraprofessionals are
2 reasonable and appropriate in the relevant community and in view of the circumstances of this case
3 and have been beneficial to the estate and the Debtors. By this Final Application, DWT requests
4 that the Court approve the allowance of compensation and the reimbursement of expenses during
5 the Final Application Period. The full scope of the services provided and the related expenses
6 incurred are fully described herein and/or in the attached Billing Statements, Exhibits D – H. All
7 services for which DWT requests compensation were performed for or on behalf of the Debtors.

8 The professional services and related expenses for which DWT requests allowance of
9 compensation and reimbursement of expenses were rendered and incurred in connection with this
10 case in the discharge of DWT's professional responsibilities as attorneys for the Debtors in these
11 Chapter 11 cases. DWT's services were necessary and beneficial to the Debtors and their estates,
12 creditors and other parties in interest.

13 In accordance with the factors enumerated in § 330, the amount requested by DWT is fair
14 and reasonable given (a) the complexity of the case, (b) the time expended, (c) the nature and extent
15 of the services rendered, (d) the value of such services, and (e) the costs of comparable services
16 other than in a case under the Bankruptcy Code.

17 Therefore, for the reasons set forth above, DWT respectfully submits that the foregoing
18 establishes that DWT's requested fees and expenses are reasonable and appropriate and should be
19 approved by this Court.
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VII. CONCLUSION

In summary, DWT requests entry of an Order awarding fees of \$1,027,511.19, comprising fees of \$1,011,878.25 and expenses of \$2,967.69 incurred during the Final Application Period, and fees of \$12,665.25 incurred after September 4, 2020 in preparing this Final Application, of which \$735,758.01 has been paid and \$291,753.18 remains unpaid, and authorizing payment of the balance of fees incurred.

DATED this 3rd day of November, 2020.

Davis Wright Tremaine LLP
Attorneys for Chapter 11 Debtors and Debtors In
Possession

By /s/ Mary Haas
Mary Haas, CA State Bar No. 149770
Hope Levy-Biehl, CA State Bar No. 198433

DECLARATION OF HOPE LEVY-BIEHL

I, Hope Levy-Biehl, declare as follows.

1. I am a partner with the law firm of Davis Wright Tremaine LLP, as Debtors' counsel, (the "Firm" or "DWT"), attorneys of record for Verity Health System of California, Inc., and its sixteen affiliates, debtors and debtors in possession in these procedurally consolidated cases. I am also the billing attorney for DWT with regard to this matter. The following is within my personal knowledge, and if called upon as a witness, I could and would testify competently with respect thereto. I am submitting this declaration in support of *Davis Wright Tremaine LLP's Final Application for Fees and Expense Reimbursement for the period February 14, 2020 through September 4, 2020* (the "Final Application").

2. DWT seeks allowance of fees totaling \$1,027,511.19, comprising fees of \$1,011,878.25 and expenses of \$2,967.69 for the period between February 14, 2020, and September 4, 2020 (the "Final Application Period"), and payment in the amount of \$12,665.25 relating to fees incurred after September 4, 2020 in preparing this Final Application, of which \$735,758.01 was paid in accordance with the Monthly Fee Applications, and of which \$291,753.18 remains unpaid.

3. In addition, because the Debtors are nonprofit institutions serving a charitable mission, DWT provided a 10% discount on all standard hourly billing rates. This resulted in a fee reduction just in excess of \$100,000.

4. As explained in the Final Application, the Firm has received \$735,758.01 and is owed \$291,753.18 on account of the fees and expenses incurred during the Final Application Period.

5. On behalf of DWT, I certify that:

- I have read this Final Application;
- the compensation requested is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under Title 11;
- at all relevant times, to the best of my knowledge, information, and belief, formed after reasonable inquiry (as described in my declaration supporting the Firm's application for employment, and as supplemented by this declaration), DWT has been a disinterested person as that term is defined in § 101(14) of the Bankruptcy

Code and has not represented or held an interest adverse to the interest of the Debtors;

- neither DWT nor any partner of DWT has any agreement or understanding of any kind or nature to divide, pay over or share any portion of the fees or expenses to be awarded to DWT with any other person or attorney except as among the partners and employees of DWT;
- to the best of my knowledge, information, and belief, formed after reasonable inquiry, no time has been billed to the Debtors outside the scope of work authorized by the Order authorizing employment of the Firm as enhanced, from time to time, upon the request of Debtors following the transition of its in-house legal department; and
- to the best of my knowledge, information and belief, formed after reasonable inquiry, the compensation and expense reimbursement sought herein is in conformity with the LBR and the Guidelines of the Office of the United States Trustee.

6. As of the filing of this Final Application, I am aware of the following connections between DWT, its attorneys, and its employees and the potentially interested parties identified in DWT's Employment Application that have arisen since the date of that application: Creditor Workday, Inc. is a DWT client as of October 2020.

7. DWT, in its representation of the Debtors, has worked diligently to support their health care regulatory needs, including working extensively on the sale of the Debtors' hospitals, preparing and submitting notices and requests to the Attorney General's office for approval of the sale of St. Francis Medical Center and Seton Medical Center, supporting the Debtors in the seller-side regulatory work implicated by the hospital sales, negotiating settlements with the Medicare and Medi-Cal programs to resolve any potential successor liability in the transfer of the hospitals' provider agreements, addressing various day-to-day operational and compliance matters for the Debtors, and coordinating with outside counsel and internal resources on various pending litigation, contractual and operational matters. The foregoing services included services from lawyers at DWT

1 who specialize in health care regulatory, transactional, antitrust and nonprofit and tax exempt
2 organization related work.

3 8. In the ordinary course of its business, the Firm keeps a record of all time expended
4 by its professionals and para-professionals in the rendering of professional services on a
5 computerized billing system as follows: At or near the time the professional services are rendered,
6 attorneys and other professionals of the Firm either (1) record in writing on a time sheet the
7 client/matter name or number, the duration of time expended, and a description of the nature of the
8 services performed, or (2) input the time record, including the client/matter number, duration of
9 time expended, a description of the nature of the services performed directly into the Firm's
10 computer billing system. For the professionals who record their time using written time sheets, the
11 information contained in the time sheets is then transcribed into the Firm's computer billing system.
12 The Firm's computer billing system keeps a record of all time spent on a client/matter, the
13 professional providing the services and a description of the services rendered. The Firm's computer
14 billing system computes the time expended by each professional by the respective professional's
15 billing rate (or, in this case, the professionals' discounted billing rate) to calculate the amount of the
16 fee associated. The Firm conducts its business in reliance on the accuracy of such business records.

17 9. At any time a reimbursable charge is incurred on behalf of a client, employees of the
18 Firm keep a written record of the file number for which the charges were expended and a brief
19 description of the nature of the expense. These records are also transcribed into the computer system
20 which, together with the records of time spent providing professional services, are transcribed onto
21 monthly bills.

22 10. I have reviewed the Firm's Monthly Statements for chapter 11 services rendered in
23 connection with its representation of the Debtors in this case during the Final Application Period, a
24 copy of each of which Statements is attached to this Declaration as Exhibits D – G.

25 11. It is the Firm's usual practice to allocate work and assignments in an efficient manner
26 to achieve an effective result. As demonstrated in Final Application, the practice has been followed
27 in this case.

12. Attached as Exhibit A hereto is a list of attorneys and professionals who have been responsible for providing services to the Debtors, their rate, total number of hours spent on the case and total fees charge. Attached as Exhibit B hereto are the Resumes of all attorneys who have worked on the case. Exhibit C consists of separate charts for each Debtor incurring fees, itemizing the hours and fees incurred for the Debtor in the four categories. As already noted, Exhibits D – G consist of Fee and Costs Statements, for each of the four monthly periods, between February 14, 2020 and September 4, 2020. Exhibit H consists of Fees and Cost Statements for fees incurred after September 4, 2020 in preparing this Final Application.

13. I have reviewed the requirements of Local Bankruptcy Rule 2016-1 (“Rule 2016”). The Final Application complies with Rule 2016.

14. I participated in preparing, am familiar with, and have read the Final Application. To the best of my knowledge, information and belief, the facts in the Final Application are true and correct.

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

Executed this 3rd day of November, 2020.

/s/ Hope Levy-Biehl
HOPE LEVY-BIEHL

EXHIBIT A

Name	Title	Hourly Rate	BilledHours	BilledAmount
Allen, Darby	Counsel	\$535.00	10.5	\$5,055.75
Andrawis, Michaela	Associate Attorney	\$450.00	6.6	\$2,673.00
VanSlavens, Melanie	Associate Attorney	\$395.00	1.7	\$604.35
Carroll, Betsy	Contract Partner	\$635.00	3.6	\$2,057.40
Chan, Christina	Contract Partner	\$585.00	1.2	\$702.00
Correa, Lyra	Associate Attorney	\$500.00	10.7	\$4,815.00
Diaz, Dennis	Equity Partner	\$885.00	0.6	\$477.90
Farber, Jason A.	Equity Partner	\$865.00	0.3	\$233.55
Forsyth, Caitlin	Associate Attorney	\$540.00	19.4	\$9,730.80
Greene, Adam	Equity Partner	\$860.00	2.9	\$2,244.60
Haas, Mary M.	Equity Partner	\$780.00	0.6	\$421.20
Hanson, Jessica	Paralegal	\$255.00	6.6	\$1,514.70
Hoag, Joseph P.	Counsel	\$550.00	1	\$517.00
Homchick, Robert G.	Equity Partner	\$875.00	3.1	\$2,441.25
Johnson, Christine	Associate Attorney	\$555.00	367.5	\$183,566.25
Keene, Gavin	Associate Attorney	\$385.00	9.6	\$3,326.40
Keville, Jordan	Contract Partner	\$735.00	92.8	\$61,504.80
Keville, Terri	Equity Partner	\$890.00	4.3	\$3,444.30
Lawson, David	Counsel	\$550.00	0.5	\$247.50
Levy-Biehl, Hope	Contract Partner	\$735.00	852.4	\$572,057.85
Maas, David	Counsel	\$515.00	29.1	\$13,487.85
Maffia, Tyler	Associate Attorney	\$495.00	2	\$891.00
Maughn, Ryan David	Contract Partner	\$525.00	1.6	\$756.00
McCullough, Hugh	Equity Partner	\$705.00	9.6	\$6,204.00
Meltebeke, Marisa K.	Counsel	\$640.00	163.4	\$95,430.40
Morales, Ana	Paralegal	\$325.00	2.3	\$672.75
Neves, Nara	Paralegal	\$340.00	43.1	\$13,188.60
Nicholson, Dayna	Counsel	\$695.00	20.9	\$13,072.95
Romney, Adam	Equity Partner	\$690.00	0.5	\$310.50
Swedlow, Miriam	Associate Attorney	\$435.00	1.7	\$665.55
Tom, Jean	Equity Partner	\$760.00	9.3	\$6,688.00
VanLeuven, Joseph M.	Equity Partner	\$650.00	0.5	\$292.50
Williams, Rebecca L.	Equity Partner	\$795.00	2.5	\$1,788.75
Wu, William	Associate Attorney	\$420.00	2.1	\$793.80
Total			1684.5	\$1,011,878.25

EXHIBIT B



Darby Allen

COUNSEL

Seattle

T 206.622.3150

F 206.757.7700

E darbyallen@dwt.com

Education

J.D., University of Houston Law Center, 2010, magna cum laude
Business Development Editor,
Houston Journal of Health Law and Policy

B.S., Biology, University of Texas at Austin, 2006

Admitted to Practice

Texas, 2010

Washington, 2018

I simplify the regulatory landscape so my clients can focus on the important things – like curing cancer.

Darby Allen focuses her practice on the healthcare industry, advising health systems and large physician groups on a wide spectrum of healthcare regulatory matters. Darby's breadth of experience with healthcare providers allows her to consider the spectrum of regulatory issues in play even with seemingly small questions. She has a particular interest in helping clients understand complex Medicare and Medicaid billing and reimbursement rules.

Darby has extensive experience with the Stark Law and federal and state anti-kickback laws, including structuring compliant physician arrangements and representing clients in civil and administrative enforcement matters. Darby also has defended clients in False Claims Act cases and state Medicaid investigations, and regularly assists clients with internal investigations, self-disclosures, and Medicare and Medicaid audit responses.

Practice Highlights

Complex internal investigations

Assisting healthcare providers with investigating suspected billing errors and non-compliance with fraud and abuse laws to assess merit of allegations, design corrective action, and make disclosures to state and federal governments.

Physician relationships

Helping hospitals and health systems implement compliant physician arrangements such as employment, hospital-based physician agreements, and joint ventures for specialty services.

Medicare and Medicaid reimbursement

Navigating the complex world of Medicare and Medicaid reimbursement to help clients get paid for the high-quality, valuable services they provide to patients.

Experience

Audits, Investigations, and Appeals

Provider-based status for hospital departments

Assisted multi-hospital health system conduct internal compliance review of provider-based departments and designed disclosure strategy. (2018-2019)

Provider-based status for hospital departments*

Drafted ALJ hearing requests appealing denial of provider-based status for two hospital departments resulting in grant of provider-based status. (2016)

Fraud investigations for Medicaid providers*



Represented several Medicaid providers in fraud investigations totaling over \$150 million by the Texas Health and Human Services Commission's OIG, resulting in return of payment hold funds and favorable settlements. (2011-2016)

Commercial payor dispute*

Convinced Aetna's Special Investigations Unit to withdraw overpayment demand of \$2.6 million related to billing for a hospital E&M service on the same day as chemotherapy administration. (2016)

Billing and Reimbursement

Medicare and Medicaid reimbursement and billing rules

Advising healthcare providers on Medicare and Medicaid billing rules for physician services, hospital services, and ancillary services. (Ongoing)

Medicare coverage issues and facility licensure requirements*

Advised cardiac catheterization lab management company on Medicare coverage issues and facility licensure requirements for diagnostic and therapeutic cardiac and peripheral catheterization procedures and cardiac device implant procedures performed in a freestanding clinic. (2010-2016)

Transactions and Physician Arrangements

Service line joint venture

Represented hospital in developing new obstetrics service line as a joint venture with another health system pursuant to a strategic alliance agreement.

Physician compensation arrangements

Working with fair market value consultants to design physician compensation arrangements, including consideration of in-demand specialties, disproportionate call burdens, and incremental expense reimbursement in physician recruitment arrangements. (Ongoing)

Physician employment and service agreements*

Served as outside general counsel for multihospital system advising on physician employment and service agreements, including cardiovascular service line co-management agreement and hospital-based physician coverage agreements. (2014-2017)

Compliance review of physician arrangements*

Conducted compliance review of physician arrangements with hospitals and surgery centers and assisted client with best practices improvements. (2016)

* Denotes prior experience

Memberships & Affiliations

- American Health Lawyers Association, 2010-present
- Washington State Society of Healthcare Attorneys, 2017-present
- Texas Bar Association, Health Law Section, 2010 -present
- Washington Medical Legal Partnership Advisory Board Member, 2017-present

Background

- Associate, 2010-2017; Summer Associate, 2009 – Baker & Hostetler LLP, Houston



- Claims and Litigation Intern, Houston Methodist, Houston, 2008

Insights

"Happiness Is a Warm Blanket: The Stark Law COVID-19 Blanket Waivers," Davis Wright Tremain Webinar, 04.08.20

CMS Finalizes Hospital Pricing Transparency Rule, 11.27.19

Sprint Regulations: Value-Based Stark Exception and AKS Safe Harbors, 10.28.19

Co-presenter, "Healthcare Year in Review," 31st Annual Health Law Conference, UT Law, Houston, 03.28.19

2019 Healthcare Regulatory and Compliance Seminar, Davis Wright Tremain, Los Angeles, 02.13.19

"Provider-Based Status," 2018 American Health Lawyers Association Fraud and Compliance Forum, American Health Lawyers Association, Baltimore, 09.28.18

2018 Health Care Regulatory and Compliance Seminar, Davis Wright Tremain, Los Angeles, 02.13.18

"Commercial Payer Overpayment Disputes" chapter in the American Health Lawyers Association's Health Care Provider and Supplier Audits Practice Guide, First Edition, 2015



Michaela Bantilan Andrawis

ASSOCIATE

Los Angeles

T 213.633.6800

F 213.633.6899

E michaelaandrawis@dwt.com

Education

J.D., Loyola University Chicago
School of Law, 2013
Certificate in Health Law

Beazley Institute of Health Law &
Policy Fellow, 2011-2012

Barry & Angela Richards Labor
Law Award, 2012

Member, Annals of Health Law,
2011-2012

Executive Director of Initiatives,
Health Law Society, 2011-2012

B.A., Psychology, University of
California, Los Angeles, 2007

Admitted to Practice

California, 2014

Implementing innovative strategies is fun for me, helpful to my clients, and beneficial to their patients.

Michaela Bantilan Andrawis focuses her practice on the healthcare industry. She regularly provides guidance to healthcare providers on regulatory matters such as California licensure requirements, behavioral health, Medicare and Medicaid coverage, reimbursement, Stark and anti-kickback laws, financial relationships between providers, peer review and credentialing, and corporate and medical staff governance.

Michaela is experienced in counseling healthcare organizations regarding operational issues and regulatory compliance, and works with clients to provide practical and effective resolutions. She has reviewed numerous policies, rules and regulations, bylaws, and other procedural documents, and assists clients in their interpretation and implementation.

Michaela also advises on corporate and transactional matters. She represents hospitals, health systems, medical groups, and other healthcare providers in mergers and acquisitions, affiliations, joint ventures, and financing transactions. She conducts due diligence of transaction-related healthcare regulatory and compliance issues, and drafts transaction documents, including corporate governance documents, professional and administrative service agreements, and noncompetition agreements.

Practice Highlights

Medical staff guidance

Counseling clients regarding credentialing, medical staff complaints, corrective action, and all aspects of peer review hearings.

Financial relationships with physicians

Advising clients on best practices for physician professional service agreements and medical director agreements, and assisting clients with internal investigations of marketing and sales practices involving physicians and other providers to provide strategic, compliant solutions.

Corporate governance

Advising boards of healthcare clients on conflict of interest issues, performance oversight responsibilities, and strategic planning.

Experience

Pacific Cardiovascular Associates sale to Fresenius

M&A counsel to Pacific Cardiovascular in the formation of an MSO and sale of a majority interest to Fresenius Medical Care. (2016)

Pacific Market International, LLC



Represented company in strategic acquisition of Formation Brands. (2016)

Swedish Health System

Represented Swedish Health System's Swedish Cancer Institute in the acquisition of the chemo infusion division of Pacific Gynecology Specialists. (2016)

Sale and recapitalization of Community Psychiatry

M&A counsel to Community Psychiatry in formation of MSO and its sale and recapitalization with New Harbor Capital. (2015)

Memberships & Affiliations

- Los Angeles County Bar Association
- Philippine American Bar Association
- American Health Lawyers Association
- California Society for Healthcare Attorneys

Background

- Legal Intern, Children's Hospital of Los Angeles, Office of General Counsel, Los Angeles, 2013
- Legal Intern, Presence Health, Office of Legal Affairs, Chicago, 2012
- Law Clerk, SmithAmundsen LLC, Chicago, 2012
- Legal Intern, S&P Law Firm, Beijing, 2011

Insights

"What ONC and CMS Final Rules Mean for Hospitals," GNYHA Webinar, 07.07.20

What the ONC and CMS Final Rules For Interoperability Mean for Data Exchange and Patient Access to Health Information, 04.06.20

What the ONC and CMS Final Rules For Interoperability Mean for Data Exchange and Patient Access to Health Information, 04.06.20

CMS Finalizes Hospital Pricing Transparency Rule, 11.27.19

M.D. Phone Home: New Legislation Expands Telemedicine in Washington, 03.31.16

"Medicare and Telemedicine: New Payments on the Horizon," Health eSource, American Bar Association, Vol. 25 No. 3, Jan. 2016

New California Laws Affecting Outpatient Surgery Settings Go Into Effect January 1, 2016, 12.28.15

Assembly Bill 792: Removing the Term "Avoid Speculation" from California's Statute for Investments of Nonprofit Public Benefit Corporations, 08.11.15

Hold the Phone! Washington Adopts Telemedicine Parity Law, 04.30.15

Good News: California Extends Its Medical Data Breach Notification Requirement From 5 to 15 Days, 10.13.14

"Maintaining Privacy: Navigating HIPAA in Health App Implementation," American Academy of Orthopaedics Surgeons Annual Meeting, 2014

"Lessons from Canada's Equalization Regime: Examining America's Intergovernmental Efforts to Achieve Accessible Health Care Coverage Through Medicaid," 21 Annals Health L. Advance Directive 139, 2012



Betsy Carroll

PARTNER

Los Angeles

T 213.633.6800

F 213.633.6899

E betsycarroll@dwt.com

Education

J.D., Santa Clara University
School of Law, 2004, magna cum
laude
Order of the Coif

B.A., History, Stanford University,
2001

Admitted to Practice

California, 2004

U.S. District Court Eastern District
of California

U.S. Court of Appeals 9th Circuit

U.S. District Court Northern District
of California

U.S. District Court Central District
of California

U.S. District Court Southern
District of California

I'm dedicated to helping my clients build and protect positive workplaces.

Betsy Carroll takes a problem-solving approach to employment litigation, helping clients facing claims of discrimination, harassment, and other workplace matters to get to the bottom of the facts and develop a strategic and efficient path forward. Offering nearly 15 years of employment litigation experience, Betsy brings a strong foundation in the law and a deep desire to help her clients in every case--allowing clients to rest assured that they have been heard, understood, and have an advocate in their corner.

Betsy cares deeply about issues relating to diversity and inclusion in the workplace and seeks out opportunities to work with clients who share this priority. Betsy collaborates with clients to develop thoughtful and innovative training programs that engage and motivate employees to promote a positive workplace.

Practice Highlights

Employment litigation

Representing clients in industries including healthcare, entertainment, financial services, and technology; in employment litigation in state and federal trial and appellate courts, arbitration, and administrative agencies; with emphasis on equal-employment opportunity, employee privacy, and wage and hour matters.

Employment counseling

Consulting with employers to help them comply with wage and hour laws, prevent discrimination and harassment in the workplace, and manage other sensitive employment topics such as workforce reductions, accommodations, privacy rights, and performance reviews. Providing workplace trainings and conducting workplace investigations into matters including harassment, discrimination, and retaliation.

Employment law support in corporate transactional matters

Providing employment law support in corporate transactional matters, with a focus on healthcare, hospitality, consumer products, and technology industry companies. Conducts due diligence reviews of employment policies and records; drafts employment agreements that meet business goals and at the same time comply with state and federal employment laws; and helps prepare merger agreements.

Experience



Castro v. Bank of America, N.A.

Defended Bank of America against age and disability discrimination claims brought by a former manager who had been discharged for bullying the employees who reported to her. Obtained summary judgment on behalf of the client and individual defendants. (2018)

Abad v. The Walt Disney Company

Defended Disney in a case alleging gender and pregnancy discrimination by a former marketing employee who resigned her employment and alleged constructive termination. Obtained summary judgment on behalf of the client. (2017)

Rowell v. Sony Pictures Entertainment Inc. and CBS Corporation

Successfully defended Sony Pictures and CBS on claims for discrimination and retaliation under state and federal law brought by an longtime actor who had appeared on a televised soap opera. The District Court dismissed, with prejudice, all but one claim, which later was dismissed voluntarily by plaintiff. The case currently is on appeal. Plaintiff then appealed the dismissal of her claims to the 9th Circuit, which subsequently affirmed dismissal on appeal. (2018)

Zuniga v. The Walt Disney Company

Defended Disney in a case alleging disability discrimination. A former employee alleged that she could no longer report to her supervisor due to stress and anxiety and requested a new position. Although she was given paid time to find a new job, she filed a lawsuit alleging failure to accommodate. Obtained summary judgment. (2017)

Asia Fowler V. Cedars Sinai Medical Center

Defended Cedars-Sinai Medical Center in action alleging violation of Labor Code section 432.7 and the Investigative Consumer Reporting Agencies Act ("ICRA"), California Civil Code section 1786, et seq. Obtained summary judgment as to all claims as well as a California Court of Appeal decision affirming the trial court ruling. (2014)

Dennis v. Beachwood Services

Defended entertainment production company in claims alleging race discrimination, harassment, and violation of public policy. Summary judgment granted on all claims. (2014)

Giron v. Walt Disney Pictures

Obtained unanimous defense verdict in a sexual harassment case after eight-day jury trial. Prior to trial, the Davis Wright Tremaine team secured summary judgment as to the corporate defendants as to all discrimination claims. (L.A. Cnty. (Cal.) Sup. Ct. 2012, 2013)

Estrella v. Merrill Lynch, Pierce, Fenner & Smith, Inc.

Defended company and four financial analysts in case alleging sexual harassment, constructive discharge and retaliation. Former employee-plaintiff dropped all charges without settlement, and court ordered complaint to be sealed. (S.D. Cnty. (Cal.) Sup. Ct. 2012)

WebQuest, Inc. v. Lupe Fuentes, LLC

Won judgment following bench trial on behalf of WebQuest in breach of contract case alleging defendants failed to indemnify plaintiff in copyright lawsuit arising from content provided by defendants. (L.A. Cnty. (Cal.) Sup. Ct. 2012)

Background

- Module Leader, School of Business and Law, National University of Ireland, Maynooth, Co. Kildare, Ireland, 2010
- Litigation Associate, Bingham McCutchen LLP, Silicon Valley Office, East Palo Alto, Calif., 2004-2009



- Clinical Law Student, Workers' Rights Program, East San Jose Community Law Center, San Jose, Calif., 2002-2003
- Legal Intern, Civil Rights Section, State of Ohio, Office of the Attorney General, Columbus, Ohio, 2002

Insights

Quoted in "When Employees Become Activists," Society for Human Resource Management, 06.29.20

USDOL Publishes Temporary Regulations Interpreting FFCRA, 04.09.20

"Proactively Addressing COVID-19 in the Workplace, Part 2," Davis Wright Tremaine Webinar, 03.24.20

On the Coronavirus Front Line: Legal Issues for Healthcare Providers, 03.13.20

"Proactively Addressing COVID-19 in the Workplace," Davis Wright Tremaine Webinar, 03.10.20

California Local Ordinances Update: Mid-Year Minimum Wage Increases, 07.24.19

Attention California Employers: Mid-Year Update On Training, Posters, and Notices, 05.08.19

California Court of Appeal Expands Reporting Time Pay to Include Employer's Call-In Policy, 02.25.19

9th Circuit Significantly Restricts Permissible Contents of FCRA Disclosure Forms – *Gilberg v. California Check Cashing Stores LLC*, 02.12.19

Hire With Less Risk: Limits On Employment Candidate Inquiries In California, 01.31.19

Changes to Minimum Wage Laws in 2019 Will Affect Nonexempt and White Collar Employees, as Well as Commissioned Inside Salespeople, 12.17.18

California Adopts Significant New Legislation in Wake of Women's Movement, 10.03.18



Christina Y. Chan

PARTNER

Seattle

T 206.622.3150

F 206.757.7700

E christinachan@dwt.com

Education

J.D., Northwestern University
School of Law, 2011, cum laude
Order of the Coif

Senior Articles Editor,
Northwestern University Law
Review

B.S., Economics, Mathematics,
University of Washington, 2007,
magna cum laude

Christina Chan is a corporate attorney with a focus on mergers and acquisitions, equity financings, and other significant business transactions. She has significant experience counseling technology companies ranging from early-stage companies to global organizations in a variety of transactions including sell-side, buy-side, joint ventures, strategic investments, and equity financings. Christina also has extensive experience managing deals in the healthcare and health tech industry.

Admitted to Practice

Washington, 2011

Experience

Technology

Cloudability Inc.

Represented Cloudability Inc., a cloud-based financial management tool, in its acquisition by Apptio Inc., a technology business management software. (2019)

Acquisitions for Expedia Group

Represented Expedia Group in the acquisition of two startup technology companies, Pillow and ApartmentJet, which are businesses that help owners of multifamily properties and property management companies to manage short-term rental properties and to rent out vacant units. (2018)

Acquisition for Microsoft

Represented Microsoft in the acquisition of Deis, a business focused on building and contributing open source technologies for developers and operators to build and run applications. (2017)

Acquisitions and dispositions for Microsoft Corporation

Strategic Investments, acquisitions and dispositions of technology businesses and assets, including preferred stock investment in Uber Technologies. (2015)

Marlin Equity Partners

Representation of private equity firm in acquisition of LiveOps Cloud Platform, a provider of SaaS-based cloud contact center and customer service solutions. (2015)

Debt refinancing of privately held technology company



Represented a privately held company in their refinancing of its credit facilities. (2012)

Sale of business for Blueview Technologies, Inc.

Representation of BlueView Technologies, Inc. in its acquisition by Teledyne RD Instruments, Inc. (2012)

Joint venture for Microsoft

Represented Microsoft in a healthcare IT joint venture with GE, creating Caradigm. (2012)

Healthcare and Healthcare Technology

Collaborative Alliance for Nursing Outcomes (CALNOC)

Represented CALNOC, the leading source for nursing-sensitive quality indicators for ambulatory settings, in its acquisition by Press Ganey, a healthcare company that offers performance analytics and strategic advisory solutions. (2019)

Affiliation of Seattle Children's Research Institute

Represented Seattle Children's Research Institute in an affiliation with the Center for Infectious Disease Research (CIDR) to create the largest pediatric infectious diseases research organization in the United States. (2018)

Acquisition for Kadlec Regional Medical Center

Acquisition of Northwest Orthopaedic Sports Medicine and surgery center. (2017)

SightLife affiliation with Lions Eye Bank

M&A counsel to SightLife in charitable combination with The Northeast Pennsylvania Lions Eye Bank. (2016)

Virginia Mason affiliation with Yakima Valley Memorial Hospital Association

Counsel to Virginia Mason in affiliation with Yakima Valley Memorial Hospital. (2015)

Virginia Mason

Strategic preferred equity financing of corporate wellness company. (2015)

Sale of Emergency Certifications

M&A counsel to Emergency Certifications in stock sale to Career Step, a portfolio company of Revelstoke Capital Partners. (2015)

Sale of business for MultiCare Health System

Sale of MultiCare Consulting Services. (2014)

SightLife acquisition of Ocular Systems

M&A counsel to SightLife in acquiring the assets of cornea processor and medical device company. (2014)

Spinoff of Pack4U

M&A counsel to Catalyst Healthcare Ltd. in the cross-border recapitalization and spinoff of Pack4U Corp., a high-tech central fill pharmacy, to management and Monarch Capital. (2014)



Other Major Transactions

Classic Accessories, Inc. sale to CID Capital, LLC

Represented family owned business in sale to private equity fund. (2016)

Pacific Market International, LLC

Representation of company in equity investment by Endeavour Capital and in related strategic acquisition of Formation Brands. (2016)

Northrim BanCorp, Inc. acquisition of Alaska Pacific Bancshares, Inc.

Represented Northrim BanCorp, Inc. in their acquisition of Alaska Pacific Bancshares, Inc. (2014)

Stock sale of POP, Inc.

Sale of digital agency to Advance Publications, Inc. (2013)

Acquisition for Starbucks

Acquisition of Bay Bread, LLC. (2012)

Acquisition for Bristol Bay Native Corporation

Represented Bristol Bay Native Corp. in acquisition. (2012)

Background

- Judicial Extern, Hon. Martin C. Ashman, U.S. District Court, Northern District of Illinois, Chicago, 2010
- Summer Associate, Davis Wright Tremain, Seattle, 2009 and 2010

Insights

New Washington Law Requires Advance Notice to the Attorney General for Certain Healthcare Transactions, 05.07.19

Delaware Formally Adopts Proposed Statutory Amendments Governing Mergers Following the Completion of a Tender Offer, 07.29.14

New SEC Guidance Regarding Social Media; Proposed Clarifications to Delaware Law for Mergers Following a Tender Offer; Change in SEC Notice Procedures for Granting Confidential Treatment Requests, 05.13.14

SEC Approves New Corporate Governance Listing Standards for Compensation Committees and Advisers, 02.27.13

New Guidance from the Securities and Exchange Commission on MD&A Disclosures of Smaller Financial Institutions, 05.11.12

Comment, "Support for the First Line of Defense: Physician Immunity During a Public Health Crisis," Northwestern University Law Review



Lyra Correa

ASSOCIATE

Washington, D.C.

T 202.973.4200

F 202.973.4499

E lyracorrea@dwt.com

Education

B.A., University of Maryland, 2008
Dean's List, 2005-2007

J.D., University of Maryland
School of Law, 2014
Research Assistant, Centers for
Health & Homeland Security

Admitted to Practice

District of Columbia, 2019
Maryland

Languages

Tagalog

Lyra Correa assists clients with health information privacy and security issues and compliance. Lyra has worked with clients across a wide range of privacy and security situations, from breach response and regulatory investigations to every day counseling on health information privacy impacting their operations.

Lyra also helps clients with other privacy matters related to European privacy laws, student privacy issues, internet and mobile privacy issues, and the development and review of internal privacy and security programs.

Before joining DWT, Lyra worked at the Department of Health and Human Services (DHHS) Office for Civil Rights on HIPAA matters and within a hospital system compliance department on privacy issues. This experience has helped Lyra understand the perspective of both the client and regulator, giving her a unique position to better gauge how clients can minimize their risks and attain compliance with the laws that affect them.

Practice Highlights

Breach response

Helped clients of varying sizes in both healthcare and other industries in responding to and remediating a breach, including addressing complaints from the Department of Health and Human Services – Office for Civil Rights, the Irish Data Protection Commission, and various other U.S. state regulators.

HIPAA compliance

Assisted various clients in the implementation of HIPAA compliance programs, including the review of business associate agreements and the development of a HIPAA-compliant privacy and security program.

General privacy and security counseling

Counseled clients in complying with the HIPAA Privacy and Security Rules, as well as other security standards including PCI-DSS, HiTRUST, and NIST. Also assisted clients in developing website privacy policies and counseling clients on other applicable privacy laws, such as GDPR, COPPA, and FERPA.

Experience

Breach response*

Assisted hospital system in responding to health information breaches, including addressing complaints to patients and the Office for Civil Rights. (2014-2016)

HIPAA compliance*

Assisted hospital system with the implementation of HIPAA compliance program. Developed and implemented privacy policies regarding Business Associates and HIPAA breaches. Advised compliance and privacy officers, as well as hospital executives, on HIPAA and HITECH compliance. (2014-2016)

* Denotes prior experience

Memberships & Affiliations



- National Contract Management Association, 2014-2016
- Health Care Compliance Association, 2014-2016

Background

- Contract Specialist, Centers for Medicare and Medicaid Services, Department of Health and Human Services, Baltimore, 2016-2018
- Corporate Compliance Analyst, 2015-2016; Corporate Compliance Specialist, 2014-2015 – University of Maryland Medical System, Baltimore
- Health Information Privacy Extern, Office for Civil Rights, Department of Health and Human Services, Washington, D.C., 2014

Insights

What the ONC and CMS Final Rules For Interoperability Mean for Data Exchange and Patient Access to Health Information, 04.06.20

What the ONC and CMS Final Rules For Interoperability Mean for Data Exchange and Patient Access to Health Information, 04.06.20

Help Is on the Way for Telehealth: Loosened HIPAA Enforcement, 03.30.20

Help Is on the Way for Telehealth: Loosened HIPAA Enforcement, 03.30.20

"Nagging HIPAA Issues That Just Don't Go Away," 29th National HIPAA Summit, Arlington, Va., 03.04.20

Healthcare in the AI Crosshairs, 12.13.19

Healthcare in the AI Crosshairs, 12.12.19

The DWT HIPAA Audit Toolkits – A Cost-Effective Answer to Meeting the Challenges of HIPAA, 05.28.19

HHS Reinterprets (and Significantly Lowers) Annual Penalty Caps for HIPAA Violations, 04.30.19

HIPAA Small Breach Notifications Due March 1, 02.26.19

2019 Healthcare Regulatory and Compliance Seminar, Davis Wright Tremaine, Los Angeles, 02.13.19

Co-author, "Is the Sky Falling? GDPR Implications in the U.S.," Compliance Today, September 2018



Dennis S. Diaz

PARTNER

Los Angeles

T 213.633.6800

F 213.633.6899

E dennisdiaz@dwt.com

Education

J.D., University of California, Los Angeles, School of Law

B.A., University of California, Santa Barbara, with honors

Admitted to Practice

California, 1980

Dennis Diaz is a healthcare regulatory and transactional lawyer. Known for his results-oriented approach, Dennis is sought out to handle disputes and defend enforcement actions brought by healthcare regulatory agencies; lead internal client reviews, investigations, and audits to assess healthcare regulatory risk and implement corrective actions; and structure provider and hospital-physician transactions. Healthcare providers often call on him to solve difficult regulatory problems that are not mainstream or 'cookie-cutter,' saying that Dennis is a "terrific practitioner" who is "knowledgeable, practical, and fully understands the healthcare regulatory environment." (Chambers client quotes, 2019 and 2016.)

Best Lawyers of America named Dennis Los Angeles' Administrative and Regulatory Lawyer of the Year in 2017 for his successful dealings with healthcare regulatory agencies, and he has been recognized consistently over the years by Chambers and Best Lawyers of America as one of California's leading healthcare lawyers. Dennis has taught courses in Health Law at the University of Southern California Gould School of Law and at Loyola Law School in Los Angeles.

Dennis has represented large multi-hospital provider organizations, independent hospitals, medical groups, ambulatory surgery centers, accountable care organizations, clinically integrated networks, and other healthcare organizations. He also has served as principal outside counsel and compliance counsel for community hospitals and medical groups. His depth of knowledge extends to issues of healthcare fraud and abuse, anti-kickback, Stark, false claims, civil money penalties, third-party payor reimbursement (including Medicare and Medicaid), billing and coding, licensing, certification, accreditation, provider operations, and compliance.

Practice Highlights

Internal investigations

Led internal investigations of multi-hospital systems and independent hospitals to evaluate and correct healthcare regulatory and fraud and abuse violations, including Stark, anti-kickback and billing/coding issues, and state licensing, arising from physician transactions and hospital operations.

Negotiations with healthcare regulatory agencies

Represented multi-hospital systems, hospitals, and large medical groups in successfully defending actions and negotiating settlements with federal and state healthcare regulatory agencies involving alleged violations of various healthcare regulatory laws, including Stark (including voluntary disclosures under the SRDP), anti-kickback, licensing, and billing/coding. Government agencies have included DOJ, DHHS, CMS and the OIG, CDPH, and CDMHC, having successfully reduced potential fines and penalties to healthcare providers by millions of dollars.

Healthcare business transactions

Advised hospital systems and other healthcare providers on the healthcare regulatory aspects of business transactions, including corporate restructurings, mergers, acquisitions, affiliations, and joint ventures; on physician gainsharing and value-based purchasing programs; and oversaw the revamping of hundreds of hospital system contracts with physicians and medical groups to meet federal and state regulatory requirements.



Experience

Voluntary disclosures of potential Stark violations to the government

Led internal investigation and review of physician arrangements and made voluntary disclosures of potential Stark violations to CMS, on behalf of multi-hospital systems and community hospitals.

Formation of accountable care organization (ACO)

Lead counsel for multi-state hospital system in formation of an accountable care organization and application to participate in the Medicare Shared Savings Program (MSSP).

Audit and internal regulatory and compliance review for 12-hospital system

Led internal audit and compliance review of all financial relationships with physicians to evaluate and recommend corrective action for compliance with Stark and anti-kickback laws.

Audit and internal regulatory and compliance review for community hospital

Led internal audit and compliance review of all financial relationships with physicians to evaluate and recommend corrective action for compliance with Stark and anti-kickback laws.

Audit and internal regulatory and compliance review for two-hospital system

Led internal audit and compliance review of all financial relationships with physicians to evaluate and recommend corrective action for compliance with Stark and anti-kickback laws.

Compliance and regulatory counsel for California hospitals

Primary outside healthcare regulatory and compliance counsel for multiple California hospitals.

Healthcare regulatory and compliance review for multi-hospital system

Due diligence and healthcare regulatory review and representation of a multi-hospital system in a \$100 million hospital asset acquisition.

Hospital homeless patient discharge litigation for Southern California hospital

Resolution of high-profile lawsuits brought by the Los Angeles City Attorney and patients against a Southern California hospital in connection with homeless patient discharges. Defense of patient discharge litigation against a community hospital.

Reimbursement and billing disputes for large medical groups

Representation of multiple medical groups in multimillion-dollar billing and reimbursement disputes with major health plans.

Structuring of clinics for multiple hospital systems; community hospitals

Advice in the structuring of hospital-physician clinic models for multiple hospital systems and community hospitals.

Memberships & Affiliations

- American Health Lawyers Association

Professional Recognition



- Named one of "America's Leading Lawyers for Business" in Health Care (California) by Chambers USA, 2010-2020
- Named one of the country's 12 "Outstanding Hospital Lawyers" by Nightingale's Healthcare News, 2007
- Selected by Best Lawyers as Los Angeles' "Lawyer of the Year" in Administrative/Regulatory Law, 2017
- Named one of the "Best Lawyers in America" in Health Care Law by Best Lawyers, 2010-present
- Selected to, "Top Rated Lawyers Guide to Health Care Law," Corporate Counsel
- Highest rating (AV) by peers – Martindale-Hubbell Legal Rating Service

Background

- Adjunct Professor of Law, Health Law, University of Southern California Gould School of Law
- Adjunct Professor of Law, Health Law, Loyola University School of Law
- Lecturer, Health Care Law for Managers and Entrepreneurs, University of California, Irvine - Executive MBA Program
- Partner, Sonnenschein Nath & Rosenthal LLP
- Staff Counsel, Office of General Counsel, U.S. Department of Health and Human Services, Washington, D.C.

Insights

Davis Wright Tremain Recognized by Chambers USA for Industry-Leading Excellence in Key Practice Areas, 04.28.20

Davis Wright Tremain Recognized by Chambers as One of the Country's Leading Law Firms for Business, 05.29.19

2019 Healthcare Regulatory and Compliance Seminar, Davis Wright Tremain, Los Angeles, 02.13.19

Davis Wright Tremain Recognized by Chambers as One of the Country's Leading Law Firms for Business, 05.07.18

2018 Health Care Regulatory and Compliance Seminar, Davis Wright Tremain, Los Angeles, 02.13.18

Chambers USA Recognizes More Than 100 Davis Wright Tremain Lawyers as Leaders in Their Fields, 08.03.17

2017 Health Care Regulatory and Compliance Update, Davis Wright Tremain Seminar, Los Angeles, 03.08.17

Eighteen DWT Attorneys Named 2017 "Lawyers of the Year" by Best Lawyers, 08.15.16

Materiality Matters: SCOTUS Rules on FCA Implied Certification, 06.20.16

Chambers USA Recognizes Davis Wright Tremain LLP in 33 Practice Areas and Names 89 Attorneys "Leading Lawyers for Business", 05.27.16

"2016 Health Care Regulatory and Compliance Update," Davis Wright Tremain, Los Angeles, 02.24.16

Tick, Tock, Shock: CMS Provides Welcome Guidance in the Final Regulation for 60-Day Rule, 02.12.16



Jason A. Farber

PARTNER

Seattle

T 206.622.3150

Chair, Healthcare M&A

F 206.757.7700

Co-chair, Health Law Practice

M 206.604.0399

E jasonfarber@dwt.com

Education

J.D., Boston College Law School,
1993, cum laude
Order of the Coif

B.A., English, Trinity College,
1990, with honors

Admitted to Practice

Washington, 1994

Michigan, 1993

Jason Farber focuses on mergers and acquisitions, joint ventures, and other business transactions.

He is chair of the Healthcare M&A group, which assists business leaders in transactions that are transforming the healthcare industry, such as hospital mergers and affiliations, private equity-backed management services organization (MSO) restructurings of medical groups, ambulatory surgery joint ventures, and transactions in healthcare technology.

Jason also has a broad-based M&A practice in emerging industries such as digital media and mobile content and services, as well as manufacturing and distribution. He has particular experience with private equity, auction processes, profit-nonprofit transactions and directors' duties in transactions. He also is a frequent speaker on topics related to mergers and acquisitions.

Experience

Healthcare M&A

Investment in Exer Urgent Care

M&A counsel to Providence Health & Services in its third round investment in Exer Urgent Care alongside a private equity investor. (2019)

L.A. Downtown Medical Center acquisition of Silver Lake Medical Center

M&A counsel to L.A. Downtown Medical Center in its acquisition of Silver Lake Medical center following the bankruptcies of Promise and Success Healthcare. (2019)

Sonic Healthcare acquisition of Aurora Diagnostics

M&A counsel to Sonic Healthcare in its \$540 million acquisition of Aurora Diagnostics from Summit Partners and KRG Capital Partners. (2019)

Collaboration between Providence St. Joseph Health and One Medical Group

M&A counsel to Providence St. Joseph Health in joint venture with One Medical Group. (2019)

Launch of Generic Drug Manufacturing Company

Counsel to Providence St. Joseph Health in establishment of joint venture nonprofit, generic drug company, Civica Rx. (2018)



Kadlec Regional Medical Center acquisition of Orthopedic practice and ASCs

M&A counsel to Kadlec in acquisition of Northwest Orthopedic & Sports Medicine and related ambulatory surgery centers. (2017)

Merger of equals for Puget Sound Institute of Pathology PLLC

M&A counsel to Puget Sound Institute of Pathology in merger with CellNetix Labs and Pathology. (2017)

Sonic Healthcare acquisition of VantagePoint

M&A counsel to Sonic affiliate Physician's Automated Laboratory in acquisition of the laboratory assets of VantagePoint Holdings and its affiliates. (2017)

Swedish Cancer Institute acquisition of Pacific Gynecology Specialists, P.C.

M&A counsel to Sonic affiliate Physician's Automated Laboratory in acquisition of the laboratory assets of VantagePoint Holdings and its affiliates. (2017)

Pacific Cardiovascular Associates sale to Fresenius

M&A counsel to Pacific Cardiovascular in the formation of an MSO and sale of a majority interest to Fresenius Medical Care. (2016)

Saint Alphonsus Health System acquisitions

M&A counsel to Saint Alphonsus in the acquisition of three MRI businesses and sale of interests in two partnerships. (2016)

SightLife affiliation with Lions Eye Bank

M&A counsel to SightLife in charitable combination with The Northeast Pennsylvania Lions Eye Bank. (2016)

Western Healthconnect affiliation with Institute for Systems Biology

M&A counsel to Western Healthconnect in its affiliation with Institute for Systems Biology, a nonprofit biomedical research institution.

Providence Health & Services Strategic Alliance

M&A counsel to Providence Health & Services, Oregon, in strategic alliance with PeaceHealth. (2015)

Collaboration between Providence and Walgreens

Counsel to Providence Health & Services in joint venture to operate express care centers in Walgreens stores in Washington and Oregon. (2015)

Sale and recapitalization of Community Psychiatry

M&A counsel to Community Psychiatry in formation of MSO and its sale and recapitalization with New Harbor Capital. (2015)

Sale of Emergency Certifications

M&A counsel to Emergency Certifications in stock sale to Career Step, a portfolio company of Revelstoke Capital



Partners. (2015)

Clinically integrated network joint venture for Physicians Insurance

M&A counsel to Physicians Insurance a Mutual Company in its strategic investment in a clinically integrated network co-founded with The Polyclinic and Premera Blue Cross. (2015)

Sale and Recapitalization of West Dermatology

M&A counsel to West Dermatology, a medical practice and related MSO with over 20 locations in three states, in its sale and recapitalization with Enhanced Equity Funds. (2014)

Spinoff of Pack4U

M&A counsel to Catalyst Healthcare Ltd. in the cross-border recapitalization and spinoff of Pack4U Corp., a high-tech central fill pharmacy, to management and Monarch Capital. (2014)

Oroville joint venture

M&A counsel to Oroville Hospital in skilled nursing facility joint venture with EmpRes Health Care. (2014)

Swedish affiliation with Kadlec

M&A counsel to Providence affiliate Western HealthConnect in becoming the sole member of Kadlec Regional Medical Center in Richland, Washington. (2014)

Affiliation with PacMed

M&A counsel to Providence affiliate Western HealthConnect in becoming the sole member of Pacific Medical Center dba PacMed Clinics. (2014)

SightLife acquisition of Ocular Systems

M&A counsel to SightLife in acquiring the assets of cornea processor and medical device company. (2014)

Highline Pathology affiliation with CellNetix

M&A counsel to Highline Pathology in combination of pathology groups. (2014)

Providence affiliation with St. John's Health Center

M&A counsel to Providence Health System-Southern California in becoming the sole member of St. John's Health Center and acquiring all of the Santa Monica real estate from Sisters of Charity of Leavenworth Health System. (2014)

Olympia Medical Center merger with Alecto

M&A counsel in three mergers to transfer hospital and medical office building to Alecto Healthcare. (2013)

FUJIFILM Holdings tender offer and merger

Local counsel in \$995 million acquisition of SonoSite, Inc. (2012)



Physicians Insurance RRG acquisition

M&A counsel in acquisition of RRG management companies. (2012)

Acquisition of Medical Billing Solutions

M&A counsel to acquirer of medical billing company. (2011)

Bristol-Myers-Squibb tender offer and merger

Local counsel in \$885 million acquisition of ZymoGenetics, Inc. (2010)

Providence affiliation with Oregon hospital

Providence Health System, Oregon, in its affiliation with Willamette Falls Medical Center. (2009)

Madrona Medical Group affiliation

Sale of assets to and affiliation with PeaceHealth. (2008)

Other Transactions

Sale of Harebrained Holdings

M&A counsel to Harebrained Holdings in its sale to Paradox. (2018)

HasOffers Series A financing

Representation of HasOffers in \$9.4 million Series A financing. (2013)

POP, Inc. stock sale of digital agency

Sale of digital agency to Advance Publications, Inc. (2013)

Smashing Ideas Inc. merger of digital agency

F-Reorganization of S corporation followed by merger with a subsidiary of Bertelsmann/Random House in an auction process. (2011)

Snakcorp Holdings sale of snack food business

Sale of subsidiaries, Snack Alliance and Nalley's Canada Limited, in an auction process to a private equity-backed producer and distributor of private label seasoned snack foods. (2010)

AdApp, Inc. dba HasOffers tax-free split-off

Split-off of affiliate marketing software company. (2010)

Seattle Times Company sale of newspapers

Sale of Blethen Maine Newspapers, a group of three daily and additional weekly newspapers. (2009)

Acquisition for Trimble Navigation

Acquisition of GPS distributor. (2008)



Winona Capital stock acquisition

Acquisition of Barter Optical and Dragon Optical. (2008)

Amdocs acquisition of QPass

Represented Amdocs, a provider of software and services for billing, CRM, and OSS systems, in its acquisition of QPass, which provides infrastructure for electronic payments. (2006)

Memberships & Affiliations

- Corporate Act Revision Committee, Washington State Bar Association, 2014-present
- Partnership and LLC Law Committee, Washington State Bar Association, 2006-present
- Board and Audit Committee Member, Washington Vaccine Association
- Former President, Mercer Island Boys & Girls Club
- American Bar Association, 1993-present

Professional Recognition

- The 2020 annual "H. Stewart Tremaine Award" for superb ability to collaborate with others with the highest quality of legal representation, Davis Wright Tremaine
- "Best Lawyers in America" in Mergers & Acquisitions Law by Best Lawyers, 2010-present
- "Washington Rising Stars," Thomson Reuters, 2003-2006, 2008

Insights

New Washington Law Requires Advance Notice to the Attorney General for Certain Healthcare Transactions, 05.07.19

"2015 Health Care Regulatory and Compliance Update," J.W. Marriott at LA Live, Los Angeles, 02.19.15

Highly Experienced Employment Attorney Kathy Dent Joins Davis Wright Tremaine LLP in Portland, 01.14.15

Surviving the AG Conversion Process: Tips for Nonprofit Hospitals, 07.23.14

"Joint Operating and Management Agreements: The Nuts and Bolts," American Health Lawyers Association 2011 Annual Meeting, Boston, 06.28.11

How to Make the Most of Your Nonprofit Hospital Merger or Acquisition, 09.08.10



Caitlin Forsyth

ASSOCIATE

Portland

T 503.241.2300

F 503.778.5299

E caitlinforsyth@dwt.com

Education

J.D., University of Washington
School of Law, 2014, with honors
Order of the Coif

Managing Submissions Editor,
Washington Journal of Law,
Technology and Arts

National Health Law Moot Court
Team

President, University of
Washington Student Health Law
Organization

B.A., Biology, University of San
Diego, 2010, magna cum laude
Trustees Scholar

Honors distinction

Rapid responsiveness is important to my clients, so it's important to me.

Caitlin Forsyth focuses her practice on the healthcare industry, regularly providing guidance to healthcare providers on a wide spectrum of regulatory matters, including changes of ownership; federal and state licensure requirements; state health information privacy laws; Medicare and Medicaid coverage, reimbursement, and compliance; telemedicine; and other regulatory matters.

Caitlin also serves as general regulatory counsel for several clinical, molecular, and toxicology laboratories. She provides advice on an array of issues including: regulatory laws (e.g., CLIA, HIPAA, Stark, Anti-kickback, False Claims Act), billing and reimbursement, state law distinctions, government guidance (OIG Fraud Alerts and Advisory Opinions), documentation requests (particularly Medicare Comprehensive Error Rate Testing (CERT) audits), and phlebotomy/specimen collection.

Admitted to Practice

Washington, 2014

Practice Highlights

Regulatory compliance-focused due diligence

Advised on the acquisition of a number of clinical, molecular, and pathology laboratories by advising on the regulatory compliance health of the target business. Advised on the acquisition of a number of clinical, molecular, and pathology laboratories by advising on the regulatory compliance health of the target business.

Changes of ownership

Tackled the various regulatory filings required when licensed, certified, and payer-contracted healthcare providers undergo changes of ownership.

Memberships & Affiliations

- American Bar Association
- American Health Lawyers Association
- Washington State Society for Healthcare Attorneys
- King County Bar Association

Background

- Legal Intern, Children's Hospital, Seattle, 2013-2014
- Research Assistant, Professor Sallie Sanford, University of Washington School of Law, Seattle, 2013-2014
- Legal Intern, MultiCare Health System, Tacoma, Wash., 2013
- Law Clerk, U.S. Attorney's Office, Western District of Washington, Seattle, 2013



- Legal Intern, Washington State House of Representatives, Office of Program Research, Olympia, Wash., 2013 and 2012
- Research Assistant, Professor Anne Mastroianni, University of Washington School of Law, Seattle, 2012-2013
- Research Assistant, Seattle Institute for Biomedical and Clinical Research, Seattle, 2010-2011

Insights

Hollywood Reopening Developments: LA Health Department and Industry Guilds Weigh In, 06.15.20

Gov. Newsom Announces Guidelines for Reopening Hollywood, 06.08.20

LA County Directives for Restarting Entertainment Production, 05.14.20

Widespread COVID-19 Testing Required to Lift Social Distancing Restrictions, But Supply and Timing Challenges Persist, 04.15.20

First Guilty Plea Under 2018 Eliminating Kickbacks in Recovery Act, 02.03.20

Sprint Regulations: EHR and Cybersecurity Proposals, 10.29.19

Sprint Regulations: EHR and Cybersecurity Proposals, 10.28.19

CMS Primary Cares Initiative: Much Promise/Many Challenges, 05.15.19

Lights, Camera, Action!: HIPAA Enforcement for Camera Crews on Hospital Premises, 11.02.18

Lights, Camera, Action!: HIPAA Enforcement for Camera Crews on Hospital Premises, 11.01.18

2018 Health Care Regulatory and Compliance Seminar, Davis Wright Tremain, Los Angeles, 02.13.18

"Around the Firm," Davis Wright Tremain Pro Bono Report, 2016



Adam H. Greene

PARTNER

Washington, D.C.

T 202.973.4200

F 202.973.4499

E adamgreene@dwt.com

Education

J.D., The George Washington University, 2000

The George Washington International Law Review

M.P.H., The George Washington University, 2000
Concentration in Epidemiology

B.A., Biology, The Johns Hopkins University, 1997

Admitted to Practice

District of Columbia, 2001

I love to hear that I have made health privacy law interesting and understandable.

Adam Greene specializes in health information privacy and security laws, using his experience as a former regulator to help clients understand how they can permissibly leverage their health data, bring their information security programs into compliance with the HIPAA Security Rule, and respond to potential breach incidents. He works with healthcare providers, health plans, cloud services providers, health IT companies, and financial institutions to navigate HIPAA and the patchwork of other federal and state health information laws. His work ranges from applying health information laws to new technologies, such as AI and machine learning, to working with organizations to analyze complex privacy and security incidents involving health data under federal and state breach notification laws.

Before joining DWT, Adam worked on HIPAA and the HITECH Act at the U.S. Department of Health and Human Services in its Office of General Counsel and Office for Civil Rights. He drafted and negotiated the first HIPAA financial settlement agreements on behalf of the government, and assisted with implementing the HITECH Act and drafting the first HIPAA Breach Notification Rule. He also advised the Department on applying HIPAA to a variety of technologies, such as texting, cloud computing, and national health information exchange.

Practice Highlights

Thought leader in health information privacy and security

Adam has been ranked as one of the "Top 10 Influencers in Health InfoSec" and one of the "50 Top Healthcare IT Experts". He has provided hundreds of presentations, serves on a number of advisory boards, and is frequently quoted in the news on privacy and security matters. He helps his clients navigate the newest challenges through his leadership, credibility, and experience.

Privacy and security compliance policies

Works with clients to create comprehensive privacy and security policies that are operational and consistent with regulators' expectations. Works with clients to bring their policies and procedures to the next compliance level.

Digital bridge

Serves as outside counsel to central participants in the Digital Bridge project, a public-private initiative to automate information exchange between healthcare providers and public health agencies on a national level. Assists the project with applying privacy and security laws, as the program scales from a pilot to a national program.

Experience

Health information privacy counseling

Assisting a variety of healthcare providers and health plans on complex day-to-day health information privacy challenges, such as designating as an affiliated covered entity, hybrid entity, and organized healthcare arrangement under HIPAA,



sharing information between the provider side and group health plan to improve care and reduce costs, providing access in response to both patient and third-party requests under HIPAA and state law, and structuring complex transactions involving de-identified information. Clients include some of the top healthcare systems in the country, small health providers, vision and dental plans, group health plans, and service providers of every size and type. (Ongoing)

Business associate compliance

Working with a range of business associates, including top cloud services providers, startup and midsize health information technology companies, and financial institutions on creating or refining privacy and security programs to comply with HIPAA and unique state law requirements, such as the Texas Medical Records Act and the California Confidentiality of Medical Information Act. (Ongoing)

Information security compliance

Working with covered entities' and business associates' information security staff to enhance their information security programs to comply with HIPAA's unique documentation requirements and the HHS Office for Civil Rights' (OCR's) particular expectations. (Ongoing)

Health-related apps

Assisting app developers with understanding if their app falls outside of HIPAA and to comply with other relevant laws, such as the FTC Act and the California Confidentiality of Medical Information Act. (Ongoing)

Breach response

Regularly assisting covered entities and business associates with applying the HIPAA Breach Notification Rule and other HIPAA and state reporting requirements to understand reporting requirements for privacy incidents, security incidents, and "breaches." (Ongoing)

Regulatory investigation

Assisting organizations with responding to federal and state health information regulators, such as the OCR and the California Attorney General, in regulatory investigations in a manner that reduces the risk of financial enforcement. (Ongoing)

Mock OCR desk audit

Conducting mock HIPAA OCR privacy and security desk audits of covered entities and business associates to recreate the experience of going through an OCR audit and measuring the extent that certain policies and documents meet OCR expectations. (Ongoing)

DWT HIPAA Privacy Audit Toolkit

Authored and launched the HIPAA Privacy Audit Toolkit, a comprehensive HIPAA privacy self-assessment tool now in use by healthcare systems such as The Johns Hopkins Health System, Memorial Sloan-Kettering Cancer Center, and Seattle Children's Hospital. (Ongoing)

Memberships & Affiliations

- American Bar Association
- American Health Lawyers Association
- Health Care Compliance Association
- Healthcare Information and Management Systems Society (HIMSS) (Fellow)
- International Association of Privacy Professionals (IAPP) (Education Advisory Board)



- Editorial Advisory Board, Report on Patient Privacy
- Editorial Advisory Board, Healthcare Info Security
- Board of Advisors, Privacy+Security Forum
- Co-Chair, HIPAA Summit

Professional Recognition

- Selected to "Acritas Stars – independently rated lawyers," Thomson Reuters, 2020
- Named as one of "America's Leading Lawyers for Business" in Privacy & Data Security: Healthcare (Nationwide) by Chambers USA, 2019-2020; Listed as a "Notable Practitioner" in Privacy & Data Security: Healthcare (Nationwide) by Chambers USA, 2018
- Named as one of "America's Leading Lawyers for Business" in Privacy & Data Security: Healthcare – USA by Chambers Global, 2020

Background

- Senior Health Information Technology and Privacy Specialist, Office for Civil Rights, U.S. Department of Health and Human Services, Washington, D.C., 2010-2011
- Attorney, Office of the General Counsel, U.S. Department of Health and Human Services, Washington, D.C., 2006-2010
- Health Care Attorney, Powers Pyles Sutter & Verville PC, Washington, D.C., 1999-2006

Insights

Co-presenter, "Identifying and Remediating Information Blocking Practices," Heath Care Compliance Association, 10.15.20

Top HHS "Information Blocking" Regulatory Compliance Challenges, 10.05.20

"How New Regulations on Information Blocking Change Everything About Managing Patient Information," Davis Wright Tremaine Webinar, 09.15.20

Top HHS "Information Blocking" Regulatory Compliance Challenges, 09.14.20

New Toolkit from Davis Wright Tremaine Helps Clients Comply with Federal Rules on Blocking of Electronic Health Information, 09.02.20

"What ONC and CMS Final Rules Mean for Hospitals," GNYHA Webinar, 07.07.20

Quoted in "HHS Hopes to Tackle Long-Stalled Regulatory Tasks," Gov Info Security, 07.02.20

Quoted in "Privacy Rights During a Pandemic & Beyond," Washington Lawyer, July/August 2020

Quoted in "Telehealth App Breach Spotlights Privacy, Security Risks," Gov Info Security, 06.10.20

Podcast, "Marti Arvin, Adam Greene and Joan Podleski on COVID-19 Disclosure Issues," Compliance Perspectives, The Compliance & Ethics Blog, 06.04.20

Quoted in "What To Do When Vendors Fail," Renal & Urology News, 05.14.20

Moderator, "COVID-19 Privacy and Security Issues: An Expert Discussion," IAPP Summit Sessions, 05.13.20



Mary H. Haas

PARTNER

Los Angeles

T 213.633.6800

F 213.633.6899

E maryhaas@dwt.com

Education

J.D., The Catholic University of
America, Columbus School of Law,
1990

Student Editor-in-Chief, Journal of
Contemporary Health Law & Policy

Recipient, American Jurisprudence
Award in Contracts

B.A., History, University of
Michigan, 1987

With nearly 30 years of commercial litigation experience, Mary maintains a broad and diverse litigation practice handling a wide variety of breach of contract, fraud, and corporate governance matters. She has extensive experience in real property litigation, including easements, slander of title, and boundary disputes. As an experienced creditor's rights lawyer, Mary is also masterful in handling recalcitrant debtors, enforcing multi-million dollar judgments and utilizing pre-judgment remedies such as writs of attachment and security agreements. Mary is a "lawyer's lawyer", with a practice supporting entertainment companies, financial institutions, healthcare providers, and real estate companies. She is seen as a trusted advisor who is sought out for guidance and strategies from both her clients and colleagues on how best to handle complex litigation issues.

Admitted to Practice

California, 1990

U.S. District Court Central District
of California, 1990

U.S. District Court Eastern District
of California, 1990

U.S. District Court Northern District
of California, 1990

U.S. District Court Southern
District of California

Practice Highlights

Represented a large media company in a breach of distribution agreement dispute

Successfully represented a large communications company in an employee
discrimination case; unanimous defense verdict

Represented a consortium of mental healthcare providers in a dispute involving the
rollout and implementation of a medical billing software system

Represented outdoor advertising agencies in zoning disputes with county and state
agencies

Handled several enforcement of judgment actions totaling millions of dollars, including
foreclosure and bankruptcy work

Experience

Real Estate Litigation

Aghchay v. Philbert Trust et al.

Defended property owner against quiet title action by neighbor seeking an easement by necessity over a 500-acre parcel as well claims for trespass, and diversion of surface waters. After a six-day bench trial, complete defense verdict and was awarded attorney's fees. (2016)

Blanco v. County of Santa Barbara, et. al.

Representing property owner in writ petition and declaratory relief action seeking permits from county to complete construction of residence and enforcement of right of way easement rights. (Ongoing)

Easement litigation

Defending property owner against claims brought by neighbor for breach and interference of driveway easement. (Ongoing)

Contractor dispute

Defended nonprofit theater company against claims brought by its contractor; handled multi-day arbitration. (2017)



Enforcement of Judgments/Creditor's Rights

Wimbledon Financing Master Fund v. David Bergstein, et al.

Enforcing \$8 million out-of-state judgment entered against multiple California residents. (Ongoing)

Red Lion Hotels Franchising, Inc. v. First Capital Real Estate Investments, LLC

Representing Red Lion as creditor in enforcement of over \$1 million judgment obtained in Washington. (Ongoing)

Toyo Tire & Rubber Co., Ltd v. Doublestar Dong Feng Tyre Co.

Represented U.S. tire manufacturer in efforts to collect a \$1.6 million contempt order against Chinese tire company. (2018)

Roadrunner Transportation Services, Inc. v. Tarwater

Represented Roadrunner as creditor in enforcement of over \$400,000 judgment. (2018)

Freestone Capital Partners v. MKA Real Estate Opportunity Fund

Represented Freestone in a multi-jurisdictional matter involving the enforcement of written guarantees exceeding \$32 million indebtedness. Obtained summary judgment against the two individual guarantors who resided in California. (2012)

Healthcare Litigation

Confidential representation of hospital board

Representing board of hospital in dispute with medical group, including advising on board governance matters, vendor relationships, and public records requests. (Ongoing)

Weissman v. Cooperative of American Physicians, Inc., et al.

Represented members of the board of trustees of Mutual Protection Trust (MPT) in writ of mandamus proceedings brought by terminated members of Cooperative of American Physicians (CAP), seeking reinstatement to the organization and board of trustees. The court denied the writ petition and subsequent action. On appeal. (2017)

Confidential representation of blood bank

Successfully defended blood bank against claims of infectious blood products. (2017)

Entertainment Litigation

Film finance litigation

Representing lender in a breach of distribution agreement dispute for failing to pay the purchase price after produced, completed, and delivered the agreed upon programming. (Ongoing)

Memberships & Affiliations

- Vice Chair, Head of Legal Committee and Board of Trustees, Westside Neighborhood School, 2004-2009
- Board Member, Los Angeles Chapter, Association of Business Trial Lawyers, 2012-2016
- Merit Selection Panel Attorney Member, U.S. District Court Central District of California, 2017-present

Professional Recognition

- Named one of the "Best Lawyers in America" in Commercial Litigation by Best Lawyers, 2021
- Named one of the "Most Influential Women Attorneys," Los Angeles Business Journal, 2019



- Selected to "Southern California Super Lawyers," Thomson Reuters, 2007-2010

Insights

L.A. Business Journal Names Julie Capell and Mary Haas Two of the City's Most Influential Women Attorneys, 04.16.19

1st Circuit Limits Secured Lender's Right to Post-Petition Interest by Applying Flexible Standard, 04.17.14

"New Value" Plans Require Competitive Bidding, Says 7th Circuit, 02.15.13

California Supreme Court Broadens Borrower Fraud Defense to Written Loan Agreements, 01.18.13

"What Women Want....And Can They Have It?" Speaker, Beverly Hills Bar Association, 12.06.12

"When the Check's NOT in the Mail: Addressing Reimbursement Issues," Health Care Webinar Series, 07.15.10



Jessica D. Hanson

PARALEGAL

Portland

T 503.241.2300

F 503.778.5299

E JessicaHanson@dwt.com

Education

B.A., Criminology, Southern
Oregon University, 1998

Jessica Hanson joined DWT in 2016. She brings more than 10 years of employment litigation experience and excels in Equal Employment Opportunity Commission (EEOC) and Bureau of Labor and Industries (BOLI) charge defense. Jessica also has experience in medical malpractice defense general litigation.

Jessica's areas of focus include:

Overseeing discovery, including electronic, complex database, and on-site document collection

Managing vendor relationships in conducting electronic discovery

Preparing chronologies and timeline of events

Assisting with all aspects of motion practice, including preparing exhibits and supporting declarations for complex briefs

Experience with trial preparation, including witness preparation, pretrial submissions, working with courtroom personnel, preparing exhibits, and providing courtroom technical support

Memberships & Affiliations

- Oregon Paralegal Association, 2013-2016

Professional Recognition

- Best of Schwabe Award (Employee recognition for excellent customer service), 2003

Background

- Paralegal, Employment Group at Schwabe Williamson & Wyatt, 2009- 2016
- Legal Assistant, Employment Group at Schwabe Williamson & Wyatt 2001 - 2009



Joseph P. Hoag

COUNSEL

Seattle

T 206.622.3150

F 206.757.7700

E josephhoag@dwt.com

Education

J.D., Harvard Law School, 2009
Executive Editor, Harvard Journal
of Law and Public Policy

President, Harvard Student
Chapter, J. Reuben Clark Law
Society

Research Assistant, Professor
Guhan Subramanian, Corporate
Law

B.S., Psychology, Brigham Young
University, 2005, magna cum
laude
Dean's List

Golden Key Honor Society

Court Appointed Special Advocate
(CASA), Utah State Courts

Admitted to Practice

Washington

U.S. Court of Appeals 7th Circuit

U.S. Court of Appeals 9th Circuit

U.S. District Court Western District
of Washington

U.S. District Court Eastern District
of Washington

I guide clients through the employment law morass so they can focus on what matters most: growing their businesses.

Joseph Hoag's mission is to help clients solve their employment law problems, whether that means advising clients in technical areas like background checks and occupational safety and health, or representing clients in court or administrative hearings. Joseph works hard to understand his clients' concerns and how those concerns fit within the larger picture. "If my clients' lives are not easier after talking with me, I have failed."

Joseph represents clients in myriad employment claims, including discrimination, retaliation, failure to accommodate, and wrongful termination. He has achieved success for his clients at all levels of state and federal litigation, from prevailing in dispositive motions and successfully defending those victories in state and federal courts of appeals, to successfully defending clients in bench or jury trials. Joseph has extensive, nationwide experience counseling and representing clients with regard to occupational safety and health laws and interactions with federal OSHA and state agencies like Washington State DOSH and Cal-OSHA. Joseph has also developed a specialized, nationwide practice regarding employment background checks and the complex, technical, and unintuitive obligations imposed by overlapping federal, state, and local laws.

Practice Highlights

Employment litigation

Advocates for clients, from single plaintiff to class actions; successfully achieves client litigation goals, whether that be resolving disputes early and on favorable terms, or prevailing in litigation, including in dispositive motions, jury trials, and appeals in federal and state courts.

Occupational safety and health

Nationwide OSHA practice; has advised and represented clients in over 100 separate matters involving federal or state occupational safety and health agencies.

Fair Credit Reporting Act/Background checks

Advises regarding and helps establish employment background check programs that comply with the current quagmire of federal, state, and municipal background check obligations.

Experience

Nationwide advice regarding OSHA compliance



Advising clients in warehousing, healthcare, construction, aerospace, technology, and other industries regarding compliance with OSHA, WISHA, Cal/OSHA, and other State-Plan equivalent regulations and in response to agency inquiries and inspections. Resolved numerous safety citation and whistleblower charges on conditions favorable to clients, including complete dismissals. (Ongoing)

Class action defense victory on appeal

Prevailed by unanimous 9th Circuit decision on multi-named plaintiff class action brought by former managers alleging employer breached contract obligation to pay bonuses. *Sampson et al v. JELD-WEN, Inc.*, No. 16-35015, 9th Circuit Court of Appeals. (2018)

Secured summary judgment in ERISA class action

Secured summary judgment for class of employee "Traveler" workers who had a portion of their pension contributions improperly withheld by the local pension plan without providing any benefit. Secured order requiring pension plan to disburse all unlawfully retained withholdings, plus the earnings thereon, and received award of attorneys' fees. *Lehman v. Nelson et al*, No. 2:13-cv-01835-RSM, Federal District Court for the Western District of Washington. (2018)

Secured summary judgment in ERISA pending class action

Represented class representative, a "Traveler" worker who had portion of his pension contributions unjustly withheld by the local pension plan, without providing any benefit. Secured decision holding that Defendants breached their fiduciary duties in failing to transfer the withheld pension contributions to the Traveler's Home Fund, as required by ERISA. Class certification is pending. *Norris v. Mazzola, et al.*, No. 15-cv-04962-JSC, Federal District Court for the Northern District of California. (2017)

Successful defense of favorable summary judgment decision on appeal

Successfully defended summary judgment decision. Washington State Court of Appeals, Division 1, unanimously affirmed dismissal of multiple retaliation claims and their associated theories. *Smith v. Sonitrol*, No. 74265-5-1, Washington State Court of Appeals, Division 1. (2016)

Full defense verdict at discrimination, hostile work environment, and negligent supervision trial

Obtained full defense verdict at six day jury trial where plaintiff, an employee of nineteen years, alleged sexual orientation discrimination, harassment, and negligent supervision of employees. *Smith v. Sonitrol*, No. 14-2-02828-6, Snohomish County Superior Court. (2015)

Summary judgment dismissal in putative class action alleging unpaid bonuses

Prevailed on summary judgment motion against four defendants alleging wrongful withholding of contractually guaranteed bonus payments. Plaintiffs had brought a putative class action on behalf of all similarly situated managers in multiple production plants across Washington state. Case is currently on appeal. *Sampson et al v. JELD-WEN, inc.*, No. 1:15-cv-03025-SAB, Federal District Court for the Eastern District of Washington. (2015)

Dismissal of all claims as a discovery sanction

Pursued and obtained dismissal of multiple claims, including disability discrimination, breach of contract, and wage/hour law violations, as a discovery sanction, which decision was upheld by the 9th Circuit. *Wangari v. Integrated Living Services*, No. 2:12-cv-1066-RAJ, Federal District Court for the Western District of Washington (2014), affirmed by *Wangari v. Integrated Living Services*, No. 15-35039, 9th Circuit Court of Appeals. (2015)

Dismissal of discrimination and retaliation claims

Secured judgment on the pleadings dismissing all claims stemming from alleged whistleblowing of workplace safety



violations. *Kelley v. Gray & Osborne, Inc.*, No. 13-2-15995-3, King County Superior Court. (2013)

Memberships & Affiliations

- Board Member and Secretary, MS Helping Hands – The Donor Closet
- Former Board Member, Excel Public Charter School

Background

- Extern, Hon. Ronald B. Leighton, Federal District Court for the Western District of Washington, Tacoma, Wash., 2010
- Judicial Clerk, Justice James M. Johnson, Washington State Supreme Court, Olympia, Wash., 2009-2010
- Extern, U.S. Attorney's Office, District of Massachusetts, Criminal Division, Boston, 2007
- Summer Intern, U.S. Department of Justice, Criminal Division, Office of Policy and Legislation, Washington, D.C., 2007

Insights

OSHA Issues Guidance on Face Coverings, Surgical Masks, and Respirators in the Workplace, 06.29.20

OSHA Issues New Interim Guidance Regarding When Worker COVID-19 Infection Must Be Recorded as a Work-Related Illness, 06.05.20

"Reopening: Returning to the Workplace & Employment-Related Issues," Davis Wright Tremaine Webinar, 05.05.20

Rolling Reopening: Planning for Employment-Related Issues, 04.16.20

"Proactively Addressing COVID-19 in the Workplace, Part 2," Davis Wright Tremaine Webinar, 03.24.20

CDC Issues New Guidance for Seattle Area Businesses, Recommends Workplace Screening, 03.12.20

DWT Coronavirus Labor Safety Advisory Cited in Nation's Restaurant News, 02.04.20

Coronavirus: Key Tools in Employers' Safety and Health Toolboxes, 01.31.20

Prison Re-Entry Assistance Program Educates Employers, 2019

Annual Employee Benefits Seminar and Employment Law Seminar, Davis Wright Tremaine, Seattle, 10.30.19

"DOSH [Washington Division of Occupational Safety and Health]—What's It Up To, And Where's It Going?" Washington Self-Insurers Association, Seattle, 09.13.19

WA Supreme Court: Public Accommodation Employers are Now Strictly Liable for Employees' Discriminatory Conduct Toward Non-Employees, 02.14.19



Robert G. Homchick

PARTNER

Seattle

T 206.622.3150

F 206.757.7700

E roberthomchick@dwt.com

Education

J.D., University of Notre Dame
Law School, 1982, summa cum
laude

B.A., University of Puget Sound,
1979, summa cum laude

Admitted to Practice

District of Columbia, 2013

Washington, 1983

As a healthcare regulatory attorney, Bob Homchick counsels clients in areas such as physician self-referral (i.e., the federal Stark Law and its state law counterparts), regulatory compliance, and fraud and abuse. Bob also regularly represents hospitals, physicians, ancillary services providers, and others in a wide variety of transactional matters including mergers, acquisitions and affiliations, and the formation and operation of joint ventures. His extensive experience includes the development and implementation of compliance programs, defending providers in government audits, investigations, administrative proceedings and litigation, including qui tam False Claims Act lawsuits.

Bob regularly speaks and writes on a variety of health law regulatory topics.

Practice Highlights

Works with hospitals, physician groups, and academic medical centers to resolve Stark Law and anti-kickback issues arising out of physician relationships, organizational structures, and joint ventures

Advises clients in the formation or acquisition of new entities, the restructuring of existing entities, and creation of alliances or other integration initiatives

Advocates directly with state and federal regulatory agencies on behalf of providers and other clients

Directs internal investigations of compliance issues and advises clients regarding corrective action and the voluntary disclosure processes

Represents both physician groups and hospitals in practice and service line acquisitions, co-management agreements, and other integration strategies

Works with providers, managers, and private equity funds in connection with the formation of specialized joint ventures (i.e., stereotactic radiosurgery, intraoperative monitoring, nuclear medicine, wound care and various types of imaging)

Assists providers, investors and creditors in assessing the regulatory risks of mergers, acquisitions, affiliations or investments

Serves as an expert witness on healthcare regulatory and compliance issues

Memberships & Affiliations

- Chair, Program Committee American Health Lawyers Association Fraud and Compliance Forum
- Past Member, Board of Directors, American Health Lawyers Association
- Past Chair, Practice Group on Fraud and Abuse, Self-Referrals and False Claims, American Health Lawyers Association
- Past Chair, Health Law Section, Washington State Bar Association
- Past President, Western District of Washington, Federal Bar Association

Professional Recognition



- Named as one of "America's Leading Lawyers for Business" in Healthcare (Washington) by Chambers USA, 2020
- Received the "John M. Davis Award for Outstanding Legal Expertise," Davis Wright Tremaine, 2017
- Named Fellow of the American Health Lawyers Association, 2016
- Named the "Seattle Best Lawyers Health Care Lawyer of the Year" for 2012 by Woodward/White
- Named one of the "Best Lawyers in America" in Health Care Law by Best Lawyers, 2001-present
- Selected to "Washington Super Lawyers," Thomson Reuters, 2004-2020
- Named as one of "155 Top Lawyers" by Seattle Magazine and Seattle Business Monthly, 2007
- Recipient of the "Patricia Meador Leadership Award," Practice Group on Fraud and Abuse, Self-Referrals and False Claims, American Health Lawyers Association, 2009

Insights

"The Underbelly of the CARES Act: Certifications and False Claims Act Risks," Pratt's Government Contracting Law Report,, August 2020

Podcast, "Effects of COVID-19 on Healthcare Valuation - Part 1," Buy-In, Horne Healthcare, 06.15.20

Davis Wright Tremaine Recognized by Chambers USA for Industry-Leading Excellence in Key Practice Areas, 04.28.20

The Underbelly of the CARES Act: Certifications and False Claims Act Risks, 04.14.20

"Happiness Is a Warm Blanket: The Stark Law COVID-19 Blanket Waivers," Davis Wright Tremaine Webinar, 04.08.20

The Other Half of the Stark Sprint Regulations - Valuable (but Not Value-Based) Proposals, 10.28.19

Supreme Court Overturns Disproportionate Share Hospital Payment Policy and Limits CMS Use of Subregulatory Guidance, 06.11.19

CMS Primary Cares Initiative: Much Promise/Many Challenges, 05.15.19

New Washington Law Requires Advance Notice to the Attorney General for Certain Healthcare Transactions, 05.07.19

Co-presenter, "Healthcare Year in Review," 31st Annual Health Law Conference, UT Law, Houston, 03.28.19

2019 Healthcare Regulatory and Compliance Seminar, Davis Wright Tremaine, Los Angeles, 02.13.19

"Physician Compensation: What Makes This So Complicated?" Fraud and Compliance Forum, American Health Lawyers Association, Baltimore, 09.27.18



Christine P. Johnson

ASSOCIATE

Los Angeles

T 213.633.6800

F 213.633.6899

E christinejohnson@dwt.com

Education

J.D., University of Southern California, Gould School of Law, 2012

Editor-in-Chief, Southern California Interdisciplinary Law Journal

MSPH, Health Policy and Management, Harvard School of Public Health, 2007

B.A., English, Public Policy, Duke University, 2001
Dean's List

Admitted to Practice

California, 2012

Christine Johnson is a member of DWT's healthcare practice group where she concentrates her practice on the regulatory and operational concerns of healthcare organizations and their subsidiaries, including health systems, hospitals, pharmacies, physician groups, ambulatory surgery centers, laboratories, skilled nursing and assisted living facilities, behavioral health, and substance abuse providers, among other healthcare providers.

Christine has particular experience with hospital and multi-state pharmacy changes in ownership. Christine also has worked closely with private equity firms and real estate investment trusts (REITs) on health entity acquisitions and is particularly skilled at helping these companies understand and address regulatory challenges associated with contemplated acquisitions. Christine also has in-depth experience with Medicare and Medicaid enrollment, certification, and reimbursement-related issues.

Practice Highlights

Board of pharmacy accusations

Represented a number of different hospital pharmacies, including a hospital pharmacy at a large academic medical center, in California Board of Pharmacy accusations. Successfully demonstrated mitigation efforts by the pharmacies and navigated stipulated settlements to allow hospital pharmacies to retain their hospital pharmacy and sterile compounding permits.

Provider operations

Help providers, particularly hospitals and pharmacies, achieve patient care and business objectives by assisting with licensure of new/updated services lines or locations, and assessing state and federal regulations related to scope-of-practice, staffing, and contemplated initiatives.

Medicare and Medicaid enrollment and reimbursement

Assist providers in navigating Medicare and Medicaid enrollment and reimbursement to help clients stay open and receive reimbursement.

Experience

Hospital bankruptcy and sale*

Served as part of a team providing regulatory counsel to a large health system in its Chapter 11 bankruptcy case, the largest hospital bankruptcy in U.S. history. Involved corporate and regulatory support for the system's day-to-day operations as well as extensive regulatory work on the sale of the system's six hospitals, including counsel regarding California attorney general conditions and approval process. (2018-2020)

Hospital sale*

Part of a team which served as lead regulatory counsel for the \$235 million sale of two Verity Health System hospitals—O'Connor Hospital and Saint Louise Regional Hospital—to Santa Clara County. (2019)



Regulatory compliance*

Assisted academic medical center with analysis of billing and reimbursement rules for specialized service. (2019)

Regulatory compliance*

Revised and drafted new policies for an addiction treatment facility for compliance with new California statutes and Department of Health Care Services requirements. (2019)

Regulatory compliance*

Assisted an ambulatory surgery center with drafting a plan of correction and passing a revisit survey by the State Agency for purposes of Medicare certification. (2019)

Healthcare operations*

Provided counseling to a public company in connection with its employee wellness center, including analyzing use of ancillary care providers and corporate practice of medicine issues. (2017-2018)

Hospice sale*

Represented seller in the sale of two hospices. (2018)

Healthcare operations*

Provided counseling to a large medical group regarding the scope of practice of advanced practice and ancillary providers. (2016-2017)

Licensure*

Worked closely with California and federal regulatory agencies to obtain new licenses—including 15 pharmacy permits—and maintain Medicare and Medi-Cal enrollment when an academic medical center created a health system. (2017)

Regulatory compliance*

Part of a team that assisted a not-for-profit health system to assess its revenue cycle operations and identify areas of improvement. (2016-2017)

Health system acquisition*

Part of a team that represented a national for-profit health system in its 2015 purchase of a public university's health system, including two hospital facilities and an affiliated medical group. (2015)

Regulatory compliance*

Part of a team that provided regulatory counsel to a real estate investment trust in connection with its \$630 million acquisition of a portfolio of senior housing communities in nine states. (2015)

Hospital acquisition/licensure*

Obtained licensure for a 209-bed hospital as part of an acquisition by a for-profit health system. (2014)

Pharmacy permits/regulatory compliance/licensure*



Obtained California Board of Pharmacy permits for four pharmacies as part of an acquisition of a national provider of specialty pharmacy, pharmacy management, pharmacy benefits management, and third-party administrator services. Provided regulatory counsel regarding pharmacy permits for pharmacies in 30 states as part of the transaction. (2014)

Regulatory compliance/licensure*

Obtained licensure, Medicare and Medi-Cal enrollment, and a California pharmacy permit for a 145-bed hospital as part of a change in ownership. Advised the hospital regarding regulatory matters related to licensure and the addition of hospital services and clinics. (2013)

* Denotes prior experience

Memberships & Affiliations

- American Health Lawyers Association
- American Society for Pharmacy Law

Professional Recognition

- Selected to "Southern California Rising Stars" in Health Care, Thomson Reuters, 2018-2020
- Named one of the "Top Women Attorneys in Southern California," Thomson Reuters, 2019

Background

- Attorney, Nelson Hardiman, LLP, Los Angeles, 2018-2020
- Associate, McDermott Will & Emery, LLP, Los Angeles, 2012-2018
- Training Manager, Center for Health Training, Oakland, Calif., 2007-2009
- Reporter and Editor, Advisory Board Company, Washington, D.C., 2002-2005



Gavin Keene

ASSOCIATE

Seattle

T 206.622.3150

F 206.757.7700

E gavinkeene@dwt.com

Education

J.D., University of Washington
School of Law, 2018
Chief Online Editor, Washington
Law Review

Philip C. Jessup International Law
Moot Court Team

CALI Award for Excellence in
Legal Analysis, Research and
Writing

B.A., Philosophy, Seattle
University, 2014
University Honors Program
President's List

I believe the best lawyers see themselves as architects, designing effective strategies that are built to last.

Gavin is an associate in Davis Wright Tremain's nationally recognized healthcare practice. He helps physicians, hospitals, health systems, and other private entities navigate the complexities of healthcare regulation and enforcement. In particular, he offers advice on general regulatory compliance, fraud and abuse, provider contracting, corporate and medical staff governance issues, and other emerging issues in digital privacy and telemedicine.

Gavin brings a strong legal writing background to the firm, having served on the executive board of Washington Law Review, the University of Washington School of Law's flagship legal journal, and as a legal writing fellow during law school. Prior to joining the firm, Gavin worked in the Washington State Attorney General's office.

Admitted to Practice

Washington, 2018

Background

- Legal Intern, 98point6 Inc., Seattle, 2017-2018
- Law Clerk, UW Division, Washington State Attorney General's Office, Seattle, 2017
- Research Assistant, Dean Patricia Kuszler and Professor Anna Mastroianni, University of Washington School of Law, Seattle, 2017
- Legal Extern, Washington State Hospital Association, Seattle, 2016
- Law Clerk, California Medical Association, Sacramento, Calif., 2015
- Legal Intern, Van Dyke Law Group, Truckee, Calif., 2013

Insights

Co-author, "Be Mindful of Strict Referral Laws," For the Record, 06.23.20

Sprint Regulations: EHR and Cybersecurity Proposals, 10.29.19

Sprint Regulations: EHR and Cybersecurity Proposals, 10.28.19

"Undermining VAWA's 'Nonreport' Option: A Call for the Proper Storage of Anonymous Rape Kits," Washington Law Review, January 2018



Jordan Keville

PARTNER

Los Angeles

T 213.633.6800

F 213.633.6899

E JordanKeville@dwt.com

Education

J.D., Loyola Law School, Los Angeles, 2001

Order of the Coif

St. Thomas More Honors Society

B.A., English and Anthropology,
University of California, Santa Barbara, 1998
Highest Honors

Phi Beta Kappa

Admitted to Practice

California, 2001

Being a healthcare attorney is not for everyone, but it is for me, and I use that to my advantage.

Jordan B. Keville helps clients navigate the complex maze of statutes and regulations that set the rules which healthcare providers must follow to participate in most government healthcare programs. Jordan's work includes proactively assisting organizations and individuals to enroll in, and remain in good standing with, the Medicare, Medicaid, and federal 340B drug discount programs. He also has extensive experience assisting healthcare providers respond to and repudiate allegations from government agencies that they have run afoul of certain rules, whether by dealing directly with the agencies through negotiations, representing clients in available administrative appeals, or challenging adverse agency decisions in either state or federal court. On a more forward-looking basis, Jordan advises clients on maximizing reimbursement and revenue-stream opportunities afforded by certain government healthcare programs, including specialized Medicare payments for disproportionate share hospitals and for facilities that operate graduate medical education programs.

Practice Highlights

Lead counsel in Kaiser Foundation Hospitals v. Sebelius

Which resulted in a published appellate decision finding that the Centers for Medicare and Medicaid Services had inappropriately denied a group of hospitals significant Medicare reimbursement in connection with training resident physicians.

Compliance audits

Helped numerous clients through initially adverse compliance audit determinations concerning Medicare, Medicaid, and the 340B program, and continuing participation in those programs, as well as helping those clients post-audit by formulating strategies to maximize compliance with program rules.

Change of ownership transactions

Routinely serves a role in major change of ownership transactions for institutional providers by helping ensure those providers satisfy the extensive requirements imposed on new owners of facilities to appropriately enroll with Medicare and/or Medicaid.

Experience

Kaiser Foundation Hospitals v. Sebelius*

Represented numerous hospitals within a healthcare system in a challenge to determination of the Centers for Medicare and Medicaid Services concerning the facilities' respective entitlement to additional Medicare reimbursement for cost incurred in training medical residents. The United States Court of Appeals for the District of Columbia ruled in favor of the hospitals in a published decision. (2013)

Developmental Services Network v. Douglas*

Represented an entity that provides services to the developmentally disabled in challenging a significant reduction rates paid to that category of providers for services rendered to beneficiaries of California's Medi-Cal program. In a ruling



partially favorable to the provider, the United States Court of Appeals for the 9th Circuit reaffirmed that the State of California may not implement Medi-Cal payment reductions without first obtaining approval from the federal agency that oversees Medicaid. (2011)

California Hospital Association v. Maxwell-Jolly*

Represented a state hospital association in an action on behalf of its members to challenge the methodology the State of California used to calculate Medi-Cal reimbursement for distinct part skilled nursing facility services. A California Court of Appeal ruled that the challenged methodology was unlawful and should be recalculated. (2010)

Mission Hospital Regional Medical Center v. Shwery*

Represented a coalition of California hospitals in challenging a limitation on the rates paid to facilities for inpatient services rendered to Medi-Cal beneficiaries. A California Court of Appeal ruled in a published decision that the rate limitation was invalid because it was adopted without the State of California following certain procedures mandated by federal Medicaid law. (2008)

* Denotes prior experience

Professional Recognition

- Named as one of the "Best Lawyers in America" in Health Care Law by Best Lawyers, 2018-present
- Recognized as a Southern California Rising Star by Super Lawyers, 2009
- Recognized as an Outstanding Young Healthcare Lawyer by Nightingale Healthcare News, 2008

Background

- Partner, Hooper, Lundy & Bookman, PC, Los Angeles, California, August 2001-October 2016

Insights

"COVID 19 and Telehealth in California and Washington," Davis Wright Tremain Webinar, 03.26.20

HRSA Addresses Federal 340 Drug Discount Program Compliance Issues Affected by COVID-19, 03.23.20

"COVID-19 and Telehealth: Emerging Federal Issues," Davis Wright Tremain Webinar, 03.18.20

On the Coronavirus Front Line: Legal Issues for Healthcare Providers, 03.13.20

Supreme Court Overturns Disproportionate Share Hospital Payment Policy and Limits CMS Use of Subregulatory Guidance, 06.11.19

Hospitals Subject to New Standards for Documenting 340B Program Eligibility, 05.31.19

2019 Healthcare Regulatory and Compliance Seminar, Davis Wright Tremain, Los Angeles, 02.13.19

2018 Health Care Regulatory and Compliance Seminar, Davis Wright Tremain, Los Angeles, 02.13.18

"Across the Firm," Davis Wright Tremain Pro Bono Report, 2017

New Exclusion Rule on the Horizon, 03.13.17

2017 Health Care Regulatory and Compliance Update, Davis Wright Tremain Seminar, Los Angeles, 03.08.17

Modernization? SAMHSA Falls Short in Updating 42 C.F.R. Part 2, 02.17.17



Terri D. Keville

PARTNER

Los Angeles

T 213.633.6800

F 213.633.6899

E terrikeville@dwt.com

Education

J.D., University of Southern
California Law School, 1992
Order of the Coif

Articles Editor, Southern California
Law Review

Graduate Studies, Philosophy,
California State University,
Northridge, 1974

B.A., Philosophy, University of
Pennsylvania, 1972

Admitted to Practice

California

U.S. Supreme Court

U.S. Court of Appeals 9th Circuit

U.S. Court of Appeals 1st Circuit

U.S. District Court Central District
of California

U.S. District Court Northern District
of California

I have worked to earn long-term client relationships by being proactive and pragmatic.

Terri Keville focuses on helping her healthcare provider clients avoid and minimize healthcare operations problems and disputes, so they can reduce their legal risks and costs. When litigation cannot be avoided, Terri's litigation practice emphasizes case-dispositive motions and appeals.

Terri advises clients on the full range of medical staff matters, including credentialing; peer review; and medical staff bylaws, rules, and policies. Terri's practice also focuses on confidentiality of medical information (HIPAA and CMIA)—including for media clients dealing with healthcare content; consent, including end-of-life issues; emergency care requirements (EMTALA); and clinical research.

Terri has defended hospitals, medical staffs, and physician groups against claims by individual physicians for wrongful exclusion involving complex issues of alleged disability discrimination, substance abuse, peer-review duties and procedural rights, and the interplay of those elements with physician employment or partnership agreements. Terri has made new, favorable law for California healthcare organizations in cases involving physician peer review, Medicare and ERISA preemption, and California's Unfair Competition Law. In 2014, Best Lawyers named Terri Health Care Lawyer of the Year for Los Angeles.

Practice Highlights

Patient care

Advises numerous hospital clients such as Dignity Health and Huntington Hospital on complex peer-review and patient-care issues, including dealing with impaired and disruptive practitioners; sexual harassment and sexual misconduct allegations against medical staff members; clashing medical groups and medical staff factions; and difficult end-of-life decision-making, including family conflicts.

Bylaw and policy creation

Assists hospitals and their medical staffs with drafting and amending medical staff bylaws, rules and regulations, and policies to ensure they are effective and up-to-date.

Peer review

Serves as a hearing officer or legal advisor in peer review hearing proceedings for multiple healthcare providers.

Experience

Peer Review Litigation

Ellison v. Sequoia Health Services

Represented hospital board of directors in internal appellate review proceeding that led to termination of a medical staff physician for lying on his application; both the trial court and the court of appeal upheld the hospital board's decision. 183



Cal. App. 4th 1486 (2010)

Connor v. Long Beach Memorial Medical Center*

Obtained dismissal of physician's wrongful peer review lawsuit, and award of attorneys' fees, by prevailing on anti-SLAPP motion. (L.A. Cnty. (Cal.) Super. Ct. 2008)

Blau v. Northridge Hospital Medical Center*

Prevailed in mandamus action and on appeal by a physician challenging his exclusion from the hospital for disruptive behavior. (Cal. App. 1st Dist. Div. 5 2007)

Blau v. Catholic Healthcare West*

Obtained dismissal of physician's damages action for alleged wrongful exclusion from the defendant hospital, and affirmance on appeal, because the physician had failed to exhaust his internal administrative remedies. (Cal. App. 2d Dist. Div. 1 2003)

Amicus Curiae Representation

Fahlen v. Sutter Central Valley Hospitals

Submitted amicus curiae brief to the California Supreme Court on behalf of three California hospital systems, on whether a physician who has been the subject of adverse action after a completed hospital peer review proceeding must exhaust his/her administrative mandamus remedies and prevail before the doctor can sue the hospital under California's whistleblower statute for healthcare workers. (2014)

El-Attar v. Hollywood Presbyterian Medical Center

Submitted amicus curiae brief to the California Supreme Court on behalf of healthcare providers in high-profile case concerning the authority of hospital governing boards in peer review matters. The court decided in favor of the hospital, ruling that the hospital board was authorized to appoint the hearing officer and the judicial review committee. 56 Cal. 4th 976 (2013)

Sorrell v. IMS Health Inc.

Submitted amicus brief in the U.S. Supreme Court in support of First Amendment rights of marketers and advertisers against Vermont statute requiring "opt-in" for any use of prescriber-identifiable data regarding prescription drug information. The Court held 6-3 that the state cannot restrict commercial speech for being too persuasive. Read the amicus brief. (U.S. 2011)

Mileikowsky v. West Hills Hospital Medical Center

Represented Catholic Healthcare West and Tenet Healthcare as amici curiae in support of West Hills Hospital in California Supreme Court case involving the authority of hearing officers in medical staff peer review hearings. 45 Cal. 4th 1259 (Cal. 2009)

Kibler v. Northern Inyo County Local Hospital District*

Represented Catholic Healthcare West and the Regents of the University of California as amici curiae in support of the hospital district in this California Supreme Court case involving applicability of California's anti-SLAPP law to hospital peer review proceedings; the Supreme Court cited our brief in its opinion holding that the anti-SLAPP statute does protect peer review. 39 Cal. 4th 192 (2006)

Medical Staff of Sharp Memorial Hospital v. Superior Court (Pancoast)*



Represented the California Hospital Association (CHA) as amicus curiae in support of the hospital in a writ proceeding. The Court of Appeal quoted Terri's CHA brief in ordering the trial court to vacate its ruling requiring reinstatement of a medical staff physician, and recognized the hospital's legal authority to summarily suspend the physician based upon potential danger to unidentified patients. 121 Cal. App. 4th 173 (2004)

* Denotes prior experience

Memberships & Affiliations

- Vice Chair, Substance Use Disorders and Mental Health (SUDMH) Interest Group (previously Task Force), 2014; SUDMH Interest Group Liaison to Health Law Section Policy Committee, 2018-present; Member, Medical Legal Partnership Work Group, 2018-present – Health Law Section, American Bar Association
- Member; President, March 2004-March 2005 – California Society for Healthcare Attorneys
- Vice Chair, Oct. 2014-Sept. 2015; Member, Oct. 2011-Sept. 2015 – California State Bar Health Law Committee
- President, 2008-2012; Board of Directors, 2005-present – Friends of the Los Angeles County Law Library
- Co-chair, Joint Committee on Biomedical Ethics, Los Angeles County Medical Association and Los Angeles County Bar Association
- Executive Committee, Appellate Courts Section; Past Member and Co-chair, Bioethics Committee, 2000-2002; Member, Healthcare Law Section – Los Angeles County Bar Association
- State Appellate Judicial Evaluation Committee, Los Angeles County Bar Association, 2019-2022
- Conflict Resolution and Clinical-Setting Mediation Certification, The Center for Conflict Resolution in Healthcare LLC
- American Health Lawyers Association
- Women in Health Administration Southern California
- California Public Protection and Physician Health, Attorney Advisory Group

Professional Recognition

- Selected by Best Lawyers as Los Angeles' "Lawyer of the Year" in Health Care, 2014
- Named one of the "Best Lawyers in America," in Health Law by Best Lawyers, 2007-present
- Named one of "America's Leading Lawyers for Business" in Health Care (California) by Chambers USA, 2007-2020
- Selected to "Southern California Super Lawyers" by Thomson Reuters in Health Care, 2004-2020; in Appellate, 2004-2020; in Business Litigation, 2004-2020
- Named in Who's Who in America, 2006-present
- Named in Who's Who in American Law, 2005-2011
- Named in Who's Who of American Women, 2007, 2010

Insights

Hollywood Reopening Developments: LA Health Department and Industry Guilds Weigh In, 06.15.20

Gov. Newsom Announces Guidelines for Reopening Hollywood, 06.08.20

LA County Directives for Restarting Entertainment Production, 05.14.20

Davis Wright Tremain Recognized by Chambers USA for Industry-Leading Excellence in Key Practice Areas, 04.28.20

Davis Wright Tremain Recognized by Chambers as One of the Country's Leading Law Firms for Business, 05.29.19

HHS Reinterprets (and Significantly Lowers) Annual Penalty Caps for HIPAA Violations, 04.30.19

"The Role of the Hearing Officer in a Peer Review Hearing," University of California Los Angeles School of Public Health, 04.12.19

"Shining the Light on the Client: Mediating Directly with the Parties in Healthcare," ABA Section of Dispute Resolution Spring Conference, Minneapolis, 04.11.19

"EMTALA: Legal Requirements Hospital Physicians Need to Know and Meet," Straub Medical Center, Honolulu, 03.29.19

Hard-Fought Win for Client Who Chose to Withdraw Medical Care from Spouse, 2018



Lights, Camera, Action!: HIPAA Enforcement for Camera Crews on Hospital Premises, 11.01.18

Davis Wright Tremain Recognized by Chambers as One of the Country's Leading Law Firms for Business, 05.07.18



David A. Lawson

ASSOCIATE

Seattle

T 206.622.3150

F 206.757.7700

E davidlawson@dwt.com

Education

J.D., Harvard Law School, 2008
Online Executive Editor, Journal of
Law and Technology

Predatory Lending
Prevention/Consumer Protection
Clinic

M.Mus., Violin, University of
Washington, 2004

B.A., Violin, University of
Washington, 1999, magna cum
laude

Dean's Medal, Arts

Phi Beta Kappa

Concertmaster, University
Symphony

Admitted to Practice

Washington, 2013

District of Columbia, 2010

New York, 2009

Languages

French, German

I love my practice because I get to help my clients make our community a better place.

David Lawson helps organizations and companies navigate the worlds of tax exemption, charitable programs, and philanthropy. His practice includes tax advice for tax-exempt organizations; corporate governance; compliance with solicitation and charitable trust rules; and business transactions involving nonprofits and nonprofit healthcare, with a special focus on emerging issues at the intersection of charity and technology. David has represented publicly traded companies involved in philanthropy; hospitals and medical research organizations; universities; arts organizations and museums, private foundations; and trade associations.

David has helped clients resolve several seemingly insurmountable governance and management issues, and successfully completed dozens of complex transactions ranging from spinoffs of multimillion-dollar programs and multiparty mergers to hospital joint ventures. He has successfully handled several major IRS examinations and state attorney general investigations, and has a decade of experience working collaboratively with federal and state regulators that supervise tax-exempt and nonprofit organizations. He enjoys finding innovative ways to allow his clients to accomplish their charitable, not-for-profit, and philanthropic goals.

Practice Highlights

Business transactions

Designing, structuring, and successfully implementing a variety of complex business transactions involving nonprofit organizations, including mergers, consolidations, reorganizations, spinoffs, redomestications, transfers of operating programs, joint ventures, and nonprofit/for-profit collaborations.

Governance matters

Assisting nonprofit organizations and corporate foundations in achieving their governance goals, including in-person board training and Q&A sessions; advice on potential conflict of interest situations; legal counseling with respect to strategic decisions and options; review and revision of bylaws and corporate policies and procedures; and timely counseling when urgent governance issues arise.

Executive compensation

Helping boards and compensation committees of tax-exempt organizations design and implement procedures for setting and approving executive compensation that establish a "rebuttable presumption" of reasonableness under the federal tax law rules in order to protect the organization, its executives, and board members.

Experience



Assist publicly traded companies with federal and 50-state compliance for online charitable sales promotions

Provides advice to publicly traded companies to ensure that major, long-term nationwide online charitable sales promotions are structured and operated such that they satisfy federal tax laws as well as all state laws governing such promotions, while minimizing overhead expense. (Ongoing)

Procedures for rebuttable presumption of reasonableness for tax exempt organizations

Assists boards of tax-exempt organizations, their compensation committees, and human resources departments with designing and implementing procedures for approving executive compensation to create a "rebuttable presumption" of reasonableness under the federal tax law "excess benefit" rules in order to protect the organization, its executives, and board members. (Ongoing)

Solve longstanding tax exemption issue for organization

Assisted tax-exempt organization in successfully navigating unusual IRS and state-law processes to achieve permanent resolution of a unique, decades-old structural issue that jeopardized the organization's tax-exempt status.

Tax advice with respect to major transactions involving tax-exempt organizations

Provides advice to executives and corporate counsel of major tax-exempt organizations on tax-exemption, federal tax, and state corporate law implications of restructuring transactions, mergers, asset sales, and spinoffs. (Ongoing)

Memberships & Affiliations

- Tax Section, American Bar Association
- Nonprofit Corporations Subcommittee, Business Law Section, Washington State Bar Association
- Tax Section, Washington State Bar Association
- King County Bar Association
- Tax Section, District of Columbia Bar Association
- Member of the Board of Directors, Wayfind

Background

- Associate, Caplin & Drysdale, Chartered, Washington, D.C., 2010-2012
- Associate, Fried, Frank, Harris, Shriver & Jacobson LLP, Washington, D.C., 2008-2010

Insights

"Making Sure Your Disaster Relief Isn't a Disaster: How Nonprofits and Employers Can Provide Relief in Response to the COVID-19 Crisis," Davis Wright Tremaine Webinar, 05.14.20

"Surviving the Pandemic: Using Endowment and Restricted Charitable Funds in the COVID-19 Crisis," Davis Wright Tremaine Webinar, 05.07.20

Washington and New York Take Emergency Action to Permit Electronic Meetings, 04.27.20

Hosting Nonprofit Board and Membership Meetings Under COVID-19 Restrictions, 04.01.20

Nonprofits Involved in Campaign Activity in Washington Must Now Disclose Major Donors to the PDC, 12.18.18

"Nonprofits in the Digital Age," Davis Wright Tremaine Seminar, Seattle, 10.18.16

IRS Implements New Notice Requirement for Section 501(c)(4) Organizations: Many Organizations Must File by Sept. 6, 2016, 08.08.16

"Nonprofits in the Digital Age," Davis Wright Tremaine Seminar, San Francisco, 03.24.16

"Nonprofits in the Digital Age," Davis Wright Tremaine Seminar, New York, N.Y., 03.09.16

Changing the Changes: 2015 Revisions to the New York Nonprofit Revitalization Act of 2013, 01.14.16



IRS Proposes New Rules for Substantiating Charitable Contribution Deductions: What Every Charity Needs to Know, 10.07.15

IRS Blesses Private Foundation Mission-Related Investing: Implications for the Charitable Sector, 09.29.15



Hope R. Levy-Biehl

PARTNER

Los Angeles

T 213.633.6800

F 213.633.6899

E hopelevybiehl@dwt.com

Education

J.D., University of California, Los Angeles, School of Law, 1998

B.A., Communication Studies, University of California, Los Angeles, 1995, cum laude

Admitted to Practice

California, 1998

Hope R. Levy-Biehl is a member of the firm's healthcare practice group where she helps healthcare providers and suppliers navigate regulatory compliance, licensure and certification, payment, enrollment, and operational issues. Hope works with hospitals, laboratories, pharmacies, and other providers and suppliers, managing day-to-day operations and addressing the corresponding legal issues that arise.

Her experience includes analyzing and evaluating due diligence findings, and structuring business transactions to address the myriad compliance challenges faced by healthcare providers while minimizing delays or interruptions in operations or payment. Hope has handled complex Medicare disputes before the Provider Reimbursement Review Board and proactively advises clients on a wide range of healthcare payment and fraud and abuse matters.

Hope frequently advises clients on state and federal requirements governing the protection, privacy, and security of health information. She performs initial assessments and develops compliance and training programs and strategies for healthcare providers. She regularly assists clients in investigating and analyzing potential breach events, developing and implementing mitigation strategies, and complying with applicable reporting requirements.

She has also become a "go-to" practitioner for businesses looking to understand their obligations in developing compliance strategies that address new legal and regulatory requirements.

Practice Highlights

Lead regulatory counsel to Verity Health System of California

Served as lead regulatory counsel for Verity Health System in all facets of its Chapter 11 bankruptcy case, including in the sale of its five hospitals and the dissolution of its foundations. Led a team of attorneys who prepared a comprehensive application for approval from the California Office of the Attorney General for the proposed sale of the assets of St. Francis Medical Center, St. Vincent Medical Center, and Seton Medical Center.

Advice on cutting-edge regulatory and legal developments

Represented a number of hospitals in analyzing and evaluating long-awaited draft guidance issued by the CMS regarding co-located hospitals, including through the submission of comments and collaboration with stakeholders and trade associations in evaluating the implications. Advises providers and other businesses on new legal and regulatory developments as they arise, including those impacting businesses that transact with data from California consumers and who are evaluating their obligations under the CCPA.

Counsel and advice to hospitals

Helped hospitals review and revise their discharge planning process and worked with hospital leadership to identify the different options and considerations available to them, implementing strategies that balance the regulatory and legal environment while being sensitive to the needs of specialized patient populations.

Experience



Administrative litigation*

Successfully appealed and settled administrative appeals involving hospital privacy incidents.

Hospital certification*

Worked collaboratively with CMS on behalf of a hospital to ensure the hospital could maintain its general acute care certification in the face of a question about whether it met the "primarily engaged" standard.

Hospital operations*

Helped a California independent hospital system develop a toolkit to address various discharge challenges, including those involving unrepresented and homeless patients as well as payment for extended hospital stays.

Hospital system bankruptcy and dissolution*

Served as lead regulatory counsel to a large health system in its Chapter 11 bankruptcy case, the largest hospital bankruptcy in U.S. history. In addition to corporate and regulatory support for the system's day-to-day operations, the matter entailed seeking California Attorney General approval for the sale of three of the hospitals to a prospective for-profit operator and extensive negotiations and settlements with the Medicare and Medi-Cal programs.

* Denotes prior experience

Professional Recognition

- Named as one of the "Best Lawyers in America" by Best Lawyers, 2017, 2019
- Selected to "Southern California Super Lawyers" in Health Care, Thompson Reuters, 2020
- Selected to "Southern California Rising Stars" in Health Care, Thomson Reuters, 2006-2012
- Recognized as a "Hospital licensing and regulatory specialist, The Legal 500

Background

- Partner, 2018-2019; Regulatory Department Chair, 2018-2019, Nelson Hardiman LLP, Los Angeles
- Partner, 1998-2018; Regulatory Department Chair, 2015-2018; HIPAA Compliance Committee Chair; Hooper, Lundy and Bookman PC, Los Angeles
- Adjunct Professor, LMU Loyola Law School, Los Angeles, 2009, 2014

Insights

California Healthcare Duo Moves to Davis Wright Tremaine, Deepening National Industry Team, 02.19.20

Presenter, "Reimbursement & Compliance: Year in Review," Institute on Medicare and Medicaid Payment Issues, AHLA, 03.20.19

"Regulatory Sprint to Coordinated Care," In-House Round Table Discussion, 01.17.19

"Licensure and Medicare/Medi-Cal Enrollment: The Basics for Navigating the Regulatory Maze," In-House Training, 03.01.18

"2018 Inpatient and Outpatient Prospective Payment System Final Rules," Baker Health Care 2017, Las Vegas, 11.02.17

"Fiscal Year 2018 IPPS/OPPS Legislative and Regulatory Update," HFMA Southern California Chapter Fall Conference, Glendale, Calif., 09.11.17

Contributor, "California Hospital Survey Manual," California Hospital Association, 08.01.17

"Hospital-Physician Practice Acquisitions in the Wake of Health Care Reform," AHLA Health Care Reform Educational Task Force (Webinar), 04.26.17

"Health Information Privacy and Security," CHA Hospital Compliance Seminar, Sacramento, Calif., 02.15.17

"How the Regulatory Environment Impacts the Deal," South Florida Hospital and Healthcare Association, Ft. Lauderdale, Fla., 9.11.15



"How to Correct Common Defects in Your Business Associate Agreements," The Vantage Group (Webinar), 05.20.15

"HIPAA/HITECH Update: The Rules Have Changed Again!" CSHA Annual Meeting and Spring Seminar, Newport, Calif., 04.12.13



David Maas

COUNSEL

Seattle

T 206.622.3150

F 206.757.7700

E davidmaas@dwt.com

Education

J.D., Northwestern University
School of Law, 2011, cum laude
Senior Articles Editor, Articles
Review Board, Journal of Criminal
Law and Criminology

Teaching Assistant, Legal Writing
and Negotiation

Joan Carmel Matlaw Scholar

B.A., Philosophy, Pomona College,
2006

Semester Abroad, Oxford
University

Academic All-American, Cross
Country and Track & Field

David Maas concentrates his practice on antitrust, class action, and complex commercial litigation. He represents plaintiffs and defendants across a broad spectrum of industries, including healthcare, technology, financial services, energy and natural resources, pharmaceuticals, manufacturing, and retail. David has handled cases or government investigations involving antitrust law, tax, securities laws, product liability, and the False Claims Act, along with consumer class action matters.

David also provides antitrust counseling to clients in connection with mergers, acquisitions, and affiliations. He serves as antitrust counsel to associations and joint ventures. David has assisted clients in various industries, including healthcare and technology, with investigations by federal and state antitrust enforcement authorities.

Admitted to Practice

Washington, 2016

Illinois, 2011

U.S. District Court Northern District
of Illinois, 2012

U.S. District Court Southern
District of Illinois, 2014

U.S. Court of Appeals 7th Circuit,
2015

U.S. District Court Western District
of Washington, 2017

U.S. Court of Appeals 9th Circuit,
2019

Experience

Chamber of Commerce v. City of Seattle

Representing Rasier LLC, a subsidiary of Uber Technologies Inc., in a federal antitrust lawsuit challenging Seattle's first-of-its-kind ordinance authorizing for-hire drivers who are independent contractors to unionize, and compelling ride-referral companies to collectively bargain with those unions. The district court initially granted a preliminary injunction but later dismissed the suit based on the city's defense of state-action antitrust immunity under *Parker v. Brown*, 317 U.S. 341 (1943). The 9th Circuit enjoined the ordinance pending appeal and then reversed on the merits (9th Cir. 2018). The case will continue in the trial court. (Ongoing)



Conklin v. University of Washington School of Medicine et al.

Representing medical school and healthcare providers in antitrust litigation related to the admissions process for a fellowship program. (W.D. Wash Ongoing)

Representing corporation and its officers in dispute over joint venture

Representing national corporation and its president in litigation in multiple state and federal courts in dispute with joint-venture partner over alleged mismanagement of corporation, breach of fiduciary duty, self-dealing, and negligence. Successfully granted summary judgment after dismissal for lack of jurisdiction; defeated motion for appointment of receiver; and defeated multiple motions for preliminary injunctions. (W.D. Wash., E.D. Wash., King Cnty. (Wash.) Super Ct. Ongoing)

Response to FTC investigation regarding healthcare joint venture

Antitrust counsel to large healthcare organization in California currently responding to a civil investigative demand issued by the FTC regarding a joint operating company the organization plans to create with another healthcare organization. (Ongoing)

State of Washington v. CHI Franciscan Health et al.

Representing multispecialty clinic in antitrust enforcement action brought by the Washington Attorney General's Office. (W.D. Wash. Ongoing)

Tax litigation

Represent healthcare and technology companies in tax litigation before the Washington Board of Tax Appeals and in state courts. (Ongoing)

3B Medical, Inc. v. ResMed, Inc.

Represented home healthcare provider in antitrust case alleging exclusive dealing with respect to sleep apnea products. (M.D. Fla. 2017)

Boehm et al. v. Getty Images (US), Inc. et al.

Represented the world's leading provider of stock photography in copyright infringement lawsuit and arbitration with two contributing photographers regarding Getty Images' licensing of their images. (W.D. Wisc. & AAA 2017)

Alcaras v. Hatteras Yachts*

Represented manufacturer of yachts in breach of contract case arising from sale of a multimillion dollar yacht. Obtained summary judgment on all of plaintiffs' claims. (2015)

Blaum v. Triad Isotopes, Inc., et al.*

Represented supplier of radiopharmaceuticals in antitrust and qui tam False Claims Act case brought by competitor related to alleged bid-rigging in procurement of contract for provision of radiopharmaceuticals to county hospital system. Obtained dismissal of all antitrust and state law tortious interference claims. (2015)

Cox v. Sherman Capital*

Represented group of asset holding companies in putative class action asserting claims under the Racketeer Influenced and Corrupt Practices Act, along with numerous other state and federal claims. Defeated class certification. (2015)



Med. Mutual v. Eli Lilly*

Represented pharmaceutical company in putative class action alleging violations of the Racketeer Influenced and Corrupt Organizations Act and various statute consumer fraud statutes related to manufacture and sale of testosterone replacement therapy drugs. Court dismissed plaintiffs' RICO claims. (2015)

Structured settlement industry cases*

Represented JGWPT Holdings, Inc. in putative class action asserting claims under the Racketeer Influenced and Corrupt Organizations Act relating to acquisition of rights to future income streams. Successfully obtained transfer of case to Northern District of Illinois and obtained reversal from 7th Circuit of order remanding case to Southern Illinois state court. (2015)

Maxwell v. First Analysis Corporation*

Represented largest minority shareholder in a private corporation in a breach of contract and shareholder oppression case against the company and its controlling majority shareholder. Case settled after successful summary judgment motion and bench trial on remaining claims. (2014)

Pro bono Fair Housing dispute for tenant with disabilities*

Represented tenant with disabilities pro bono in Fair Housing and discrimination dispute related to procurement of modifications to common elements and exceptions to association's rules and regulations. Negotiated favorable resolution for client. (2014)

Zahran v. Bank of America, et al.*

Successfully compelled arbitration of all claims against national credit card issuer, including counts under Fair Credit Reporting Act. (2014)

Commercial arbitration*

Represented bank and affiliated brokerage in parallel AAA and FINRA arbitrations brought by borrower on large credit facility collateralized by operating units that were converted into shares in a public REIT when the value of the units dropped below the minimum required by the loan covenants. Successfully resolved both actions after piercing the borrower's asserted privileges with respect to communications with his counsel and accountant regarding the credit facility. (2013)

Pirard v. Mortgage Electronic Registration Services, et al.*

Obtained dismissal with prejudice of antitrust claims against Mortgage Electronic Registration Service and numerous MERS member banks. (2013)

Smith v. AmeriGas Propane, L.P.*

Represented AmeriGas in wrongful death case arising from fire that occurred when decedent got into car accident with propane tanks in a vehicle. Obtained highly favorable settlement before summary judgment. (2013)

Unclaimed property audit and lawsuit*

Represented Fortune 500 company in lawsuit against the state of Delaware challenging the legality of administrative action in connection with state's concurrent audit of company for compliance with escheat laws. Case was successfully resolved. (2013)

Fray v. LVNV*



Represented consumer debt asset holding company in putative class action under the Fair Debt Collection Practices Act and state consumer protection statute. Obtained dismissal with prejudice of all claims. (2012)

* Denotes prior experience

Memberships & Affiliations

- Equip for Equality Kids Campaign, Board Member, 2012-2014

Professional Recognition

- Selected to "Washington Rising Stars," Thomson Reuters, 2017-2019
- Selected to "Illinois Rising Stars," Thomson Reuters, 2014-2015

Background

- Associate, Reed Smith LLP, Chicago, 2011-2015
- Student Advocate, MacArthur Justice Center Clinic, Chicago, 2009-2011
- Civil Rights Litigation Team Extern, Equip for Equality, Chicago, 2011
- Summer Associate, Reed Smith LLP, 2010
- Judicial Extern, Hon. Judge Virginia M. Kendall, Chicago, 2010
- Summer Associate, Keller Rohrback, LLP, Seattle, 2009

Insights

How to Avoid Antitrust Problems When Working Together to Defeat COVID-19, 03.25.20

Updated Vertical Merger Guidelines Suggest Increased Scrutiny of Vertical Mergers, 01.17.20

Robust Antitrust Compliance Programs May Help Companies Avoid Criminal Antitrust Charges, 07.16.19

FTC Examines Antitrust Immunity for Healthcare Deals, 07.03.19

New Washington Law Requires Advance Notice to the Attorney General for Certain Healthcare Transactions, 05.07.19

Co-author, "When Providers Merge, Is Kaiser a Competitor?" CPI Antitrust Chronicle, May 2019

FTC Announces 2019 HSR Filing Thresholds, 02.19.19

New CFIUS Regulations Target More Foreign Investments for Review, 09.26.18

Co-author, "Increased Antitrust Enforcement Targets Human Resources Practices," American Hospital Association, 09.11.18

Co-author, "A Market All Its Own: Medicare Advantage as a Separate Product Market in the DOJ's Case Against the Aetna-Humana Merger," Healthcare Antitrust, Settlements, and the Federal Trade Commission, Research in Law and Economics, Volume 28, Emerald Publishing Limited, 2018

Co-author, "Where Art Thou, Efficiencies? The Uncertain Role of Efficiencies in Merger Review," Competition, the Official Publication of the Antitrust, UCL and Privacy Section; California Lawyers Association, Winter 2017-2018

New HSR Filing Thresholds Take Effect February 28, 2018, 02.05.18



Tyler Maffia

ASSOCIATE

San Francisco

T 415.276.6500

F 415.276.6599

E tylermaffia@dwt.com

Education

J.D., University of California, Davis School of Law, 2015

Staff Editor, Business Law Journal, 2013-2014

Board Member, 2012-2015;
Co-chair, 2013-2014 – King Hall Legal Foundation

B.A., Psychology, University of California, Los Angeles, 2009

B.A., Psychology, University of California, Los Angeles, 2009

Admitted to Practice

California, 2015

Preventing employment concerns from becoming employment problems - that's what I'm here for.

Tyler Maffia concentrates his practice on labor and employment issues. He brings unique experience and knowledge regarding unfair labor practices and representation matters, having served as an attorney with the National Labor Relations Board before joining the firm.

Practice Highlights

Labor advice

Guides employers through election petitions, unfair labor practice proceedings, grievances, and bargaining.

Employment advice

Navigates employers through federal, state, and local employment laws.

Memberships & Affiliations

- Labor and Employment Law Section, American Bar Association, 2016-2018
- National LGBT Bar Association, 2014-2015, 2018
- Contributing Editor, The Developing Labor Law

Background

- Attorney-Advisor, National Labor Relations Board, Washington, D.C., 2015-2018
- Research Assistant, Professor Lisa Pruitt, University of California, Davis School of Law, Davis, Calif., 2013-2015
- Extern, California Agricultural Labor Relations Board, 2014
- Law Clerk, Lenahan, Lee, Slater Pearce, and Majernik, Sacramento, Calif., 2014
- Extern, California Department of Fair Employment and Housing, 2013

Insights

Oakland Provides Right to Recall for Recently Laid-Off Hospitality Workers, 07.22.20

San Francisco Provides Right to Reemployment for Recently Laid-Off Employees, 07.06.20

Bay Area Counties Now Requiring Face Coverings, 06.29.20

COVID-19 Emergency Paid Sick Leave Has Come to Bay Area, 05.26.20



"California Reopening: Returning to the Workplace & Employment-Related Issues," Davis Wright Tremain Webinar, 05.13.20
San Francisco Employees With Medical Reimbursement Accounts Can Now Access Funds for Necessities During COVID-19, 05.01.20

Executive Order Provides California Food Sector Workers With COVID-19 Supplemental Paid Sick Leave, 04.17.20

Gov. Newsom Signs Executive Order Clarifying Cal-WARN, 03.20.20

NLRB Issues Final Rule Restoring Direct and Immediate Control Standard for Joint Employers, 03.13.20



Ryan D. Maughn

PARTNER

Portland

T 503.241.2300

F 503.778.5299

E ryanmaughn@dwt.com

Education

J.D., Suffolk University Law
School, 2009, cum laude
Academic Leadership Scholarship

Transnational Law Review - Staff,
2007-2008; Editorial Board,
2008-2009

Dean's List, 2005-2009

LPS Best Oral Advocate Award,
2005-2006

B.S., University of Oregon, 1998

Admitted to Practice

Oregon, 2009

Ryan Maughn is a Portland-based corporate and transactional attorney, focusing his practice on mergers, acquisitions, restructurings, and other business transactions, with a particular focus on mergers and acquisitions in the healthcare, food and beverage, insurance, and technology industries. He also frequently acts as principal outside counsel to emerging and established company clients, advising them on matters such as formation, financings, corporate governance, joint ventures, and commercial contracting.

Experience

Ajinomoto Health & Nutrition

M&A counsel to Ajinomoto Health & Nutrition in its acquisition of 50.1% of More Than Gourmet. (2019)

Providence Health Plan

Represented Providence Health Plan in the acquisition of Performance Health Technology Ltd. (2019)

Sonic Healthcare acquisition of Aurora Diagnostics

M&A counsel to Sonic Healthcare in its \$540 million acquisition of Aurora Diagnostics from Summit Partners and KRG Capital Partners. (2019)

Craft Brew Alliance Inc.

Represented CBA in the acquisition of Appalachian Mountain Brewery. (2018)

Hardwoods Distribution Inc.

Represented Hardwoods (TSX: HWD), through its subsidiary, Rugby Holdings LLC, in an asset acquisition of certain assets from Atlanta Hardwood Corporation. (2018)

Harebrained Schemes

Represented Harebrained Schemes in its sale to Paradox Interactive AB (publ). (2018)



King Estate Winery

Represented King Estate Winery in the sale of its Acrobat brand. (2018)

SeSequential-Pacific Biodiesel LLC

Represented SeSequential-Pacific Biodiesel in its sale to Crimson Renewable Energy L.P. (2018)

TriWest Capital Partners

Represented TriWest Capital Partners in the acquisition of California Trusframe LLC. (2018)

W.B. Sprague Company Inc.

Represented W.B. Sprague Company Inc. in the acquisition of Complete Pest Prevention. (2018)

W.B. Sprague Company Inc.

Represented W.B. Sprague Company Inc. in the acquisition of Revolution Pest Solutions. (2018)

W.B. Sprague Company Inc.

Represented W.B. Sprague Company Inc. in the acquisition of Service Pro Corp. (2018)

Wilson Daniels Wholesale

Represented Wilson Daniels Wholesale in the acquisition of Galaxy Wine Company. (2018)

Acquisition of business for Hardwoods Distribution Inc.

Represented Hardwoods (TSX: HWD) in the acquisition, through its subsidiary, Rugby Holdings LLC, of Downes & Reader Hardwood Company Inc., a distributor of hardwood lumber products. (2017)

Ajinomoto North America Inc.

Stock acquisition of Cambrooke Therapeutics Inc. (2017)

Series A financing for startup

Represented bike-share system startup company in \$12 million Series A financing led by premier Silicon Valley venture capitalists. (2017)

Sonic Healthcare acquisition of VantagePoint

M&A counsel to Sonic affiliate Physician's Automated Laboratory in acquisition of the laboratory assets of VantagePoint Holdings and its affiliates. (2017)

West Coast Coffee Company Inc.

Represented West Coast Coffee Company Inc. in the sale of the company to Farmer Bros. Co. for \$13.5 million. (2017)

Acquisition of business for Hardwoods Distribution Inc.

Represented Hardwoods (TSX: HWD) in the acquisition of Rugby Architectural Building Products, a distributor of architectural building products with more than 30 locations around the U.S. (2016)



Adaugeo Healthcare Solutions

Represented Adaugeo Healthcare Solutions in asset acquisition of medical practice. (2016)

Sale of Emerald Services Inc.

Represented Emerald Services, Inc. in the sale of the company to Safety-Kleen Systems Inc., a subsidiary of Clean Harbors Inc. (2016)

W.B. Sprague Company, Inc.

Represented W.B. Sprague Company Inc. in stock acquisition of pest management business. (2016)

Acquisition of business for The Partners Group, Ltd

Represented The Partners Group, Ltd. in multiple asset acquisitions. (2015)

Sale of business for Ventana Wellness, P.C.

Represented the shareholders of Ventana Wellness, P.C. in a sale of the business. (2015)

Sale of business for Waltz Sheridan Crawford, Inc.

Represented the shareholders of Waltz Sheridan Crawford, Inc. in a sale of the business to AssuredPartners. (2015)

Acquisition of business for Rodda Paint

Represented Rodda Paint in its asset acquisition from Kelly Moore Paints. (2014)

Sale of business for Endeavour Capital

Represented private equity firm Endeavour Capital and co-investors in the sale of hot oil services business, Little Red Services, Inc. to Arctic Slope Regional Corporation. (2014)

Sale of assets for City of Hercules

Represented the City of Hercules in the sale of Hercules Municipal Utility. (2014)

Acquisition of business for New Seasons Markets

Represented New Seasons Markets, an Endeavour Capital portfolio company, in its acquisition of multi-store grocer New Leaf Community Markets. (2013)

Edison Commercial Energy Services

Represented Edison Commercial Energy Services in the acquisition of SoCore Energy, a Chicago based solar project development company. (2013)

Stock sale of POP, Inc.

Sale of digital agency to Advance Publications, Inc. (2013)

Auction and sale of Williams Controls, Inc.

Represented Williams Controls, Inc., a global manufacturer of electronic engine and throttle controls serving the heavy



truck and heavy equipment industry, in its auction and \$125 million sale to Curtiss-Wright Corporation. (2012)

Equity offering for Bridgetown Natural Foods, LLC

Represented Bridgetown Natural Foods, LLC in equity offering. (2012)

Initial public offering for HomeStreet, Inc.

Represented HomeStreet in its \$100 million initial public offering. (2012)

Memberships & Affiliations

- American Health Lawyers Association, Business Law and Governance Practice Group
- Multnomah Bar Association, Young Lawyers Section
- Oregon State Bar, Business Law Section

Professional Recognition

- Selected to "Oregon Rising Stars," Thomson Reuters, 2014-2015, 2017-2019

Background

- Pro Bono Counsel, Mercy Corps, Portland, Ore., 2009
- Summer Associate, Davis Wright Tremain LLP, Portland, Ore., 2008
- Judicial Clerk, Hon. Elspeth B. Cypher, Massachusetts Appeals Court, Boston, 2007
- Paralegal, Forrester Research, Inc., Cambridge, Mass., 2005-2009

Insights

Davis Wright Tremain Promotes Six to Partner, 01.07.19

Davis Wright Tremain Assists Ajinomoto North America With Ongoing Expansion, 11.21.17

Current SEC Guidance for "Emerging Growth Companies" Seeking to Take Advantage of JOBS Act, 05.30.12



Hugh McCullough

PARTNER

Seattle

T 206.622.3150

F 206.757.7700

Deputy Chair, Litigation Practice

E hughmccullough@dwt.com

Education

J.D., Northwestern University
School of Law, cum laude
Senior Articles Editor,
Northwestern University Law
Review

Dean's List

Philip C. Jessup Moot Court

B.A., History and Political Science,
Kansas State University

Always ready.

Hugh McCullough advises clients in litigations and transactions involving bankruptcy, the payments industry, and secured financings. He regularly helps clients with matters that never reach a courtroom, but in cases requiring litigation, he has argued and won in the Washington Supreme Court, the 9th Circuit Court of Appeals, and federal courts around the country.

Admitted to Practice

New York

Washington

U.S. Court of Appeals 9th Circuit

U.S. District Court Northern District
of New York

U.S. District Court Eastern District
of New York

U.S. District Court Eastern District
of Washington

U.S. District Court Southern
District of New York

U.S. District Court Western District
of Washington

Practice Highlights

Secured financing

Negotiates, structures, and secures financings in and out of bankruptcy. Advises clients on debtor-in-possession financing orders and cash-collateral orders, and represents financial institutions in troubled loans and out-of-court workouts.

Payments industry

Regularly advises clients in the payments industry on litigations and bankruptcies, including card issuers and payment processors in connection with the bankruptcies of an airline, several retailers, and a manufacturer of consumer products. Also helps card issuers and payment processors protect their rights.

Bankruptcy sales, fraudulent transfer and fiduciary duty litigation

Represents debtors, creditors, and bidders in bankruptcy and receivership sales, and represents plaintiffs and defendants in connection with fraudulent transfer and fiduciary duty litigation. Also defends professionals unfairly accused of acting improperly in connection with bankruptcy cases.

Experience



In re Giga Watt Inc.

Represented several creditors in connection with the bankruptcy of Giga Watt, a cryptocurrency mining operation. (2019)

Hospitality corporation representation

Representing hospitality corporation in connection with defaulting franchisees. (Ongoing)

In re Heritage Home Group LLC, et al.

Represented a bank in connection with the bankruptcy of a furniture company. (2019)

In re Kennewick Public Hospital District

Represented a party-in-interest in connection with the Chapter 9 bankruptcy of a public hospital district. (2018)

In re Mattress Firm, Inc.

Represented a financial institution in connection with a retailer with outlets across the United States. (2018)

Minie vs. Selene Finance L.P. et al.

Represented large financial institution defending claims asserted against it, including alleged violations of Washington's Consumer Protection Act and the federal Real Estate Settlement Procedures Act, as well as claims for alleged breach of contract and alleged negligent misrepresentations. Settled favorably for client. (2019)

In re Peninsula Airways, Inc.

Represented party-in-interest in connection with an airline bankruptcy, and subsequent Section 363 sale of assets. (2019)

In re Toys "R" Us, Inc., et al.

Represented a financial institution with respect to bankruptcy of retailer. (2018)

In re Door to Door Storage, Inc.

Represented a bank in connection with reorganization of a Washington company. (2017)

In re Gregg Appliances, Inc. et al.

Represented the issuer of a private-label credit card in connection with the bankruptcy of an appliance retailer. (2017)

In re Limited Stores Co., et al.

Represented a financial institution with respect to bankruptcy of clothing retailer. (2017)

In re Quantum Fuel Systems Technologies Worldwide, Inc.

Represented the successful acquirer of certain assets of Quantum, which produced alternative fuel systems for commercial and industrial use. (2016)

In re Sports Authority Holdings, Inc., et al.

Represented landlords in connection with the Chapter 11 case of a national sporting-goods retailer. (2016)



In re THQ, Inc., et al.

Represented technology company in the Chapter 11 bankruptcy of game publisher THQ, Inc. and its affiliates. (2016)

Barkley v. JPMorgan Chase Bank, N.A.

After obtaining summary judgment for client, briefed and argued appeal to the Washington Court of Appeals, resulting in a favorable decision published as *Barkley v. Greenpoint Mortgage Funding, Inc.*, 190 Wn. App. 58 (2015), which the Washington Supreme Court declined to review. (2016)

OneWest Bank N.A. v. Erickson

Successfully defended client against claims that its deed of trust on property was unenforceable under Washington law; briefed and argued case in the Washington Supreme Court, resulting in a favorable opinion (published as 185 Wn.2d 43) reversing a ruling from the Court of Appeals. (2016)

In re RS Legacy Corp. f/k/a RadioShack Corp., et al.

Successfully defended client against avoidance claims asserted by the liquidating trustee for creditors of RadioShack. (2016)

Wells Fargo Bank, N.A. v. Redden Marine Supply, Inc.

Represented a multi-national seafood business in the acquisition of certain assets of Redden Marine Supply. (2016)

In re Edra D. Blixseth

Represented Chapter 7 trustee for the bankruptcy estate of Edra D. Blixseth, a former owner of the Yellowstone Mountain Club in Montana. (2015)

In re City of Stockton

Representation of creditor in connection with the Chapter 9 bankruptcy case of Stockton, Calif. (2015)

In re Dungeness Development Associates, Inc.

Representation of a creditor in a case commenced as an involuntary Chapter 7 petition. (2015)

In re Exide Technologies

Successfully defended supplier against preference claims asserted by battery manufacturer. (2015)

In re GT Advanced Technologies Inc., et al.

Representation of landlord in the bankruptcy of a supplier for products used in smart phones. (2015)

In re KSL Media, Inc., et al.

Defended a client against a substantial preference claim. (2015)

In re Source Home Entertainment, LLC, et al.

Representation of publisher in connection with the bankruptcy of a major wholesale distributor. (2015)

In re Altrec, Inc.



Representation of bidder for assets of sporting equipment company, which included negotiation of substantial post-bankruptcy financing agreement. (2014)

In re Idaho Bancorp

Representation of bidder for assets of an Idaho bank. (2014)

In re LLS America, LLC

Representation of various defendants in fraudulent transfer actions commenced against them by the bankruptcy estate. (2014)

Stellar J Corp. v. Applied Filter Technology, Inc., et al.

Representation of lender in intercreditor dispute. (2014)

In re AES Eastern Energy, L.P.

Representation of an electrical system operator in the Chapter 11 bankruptcy case of AES Eastern and its affiliates. (2013)

In re American Airlines, Inc., et al.

Representation of clients in the Chapter 11 bankruptcy case of American Airlines, Inc., and its affiliates. (2013)

In re Cascade Ag Services, Inc.

Representation of bidder in Section 363 sale of assets of agricultural products manufacturer. (2013)

In re Dewey & LeBoeuf LLP

Advice to equipment lessor on an objection to the lessor's claim and a threatened preference action. (2013)

In re Dynegy Holdings, Inc., et al.

Representation of an electrical system operator in the Chapter 11 bankruptcy case of Dynegy Holdings, Inc., and its affiliates. (2013)

In re Lindquist

Representation of landlord in the Chapter 11 case of a tenant's guarantor. (2013)

In re TC Global, Inc.

Representation of bidder for assets of TC Global, Inc., which operated Tully's cafes. (2013)

In re Borders Group, Inc., et al.

Representation of Seattle's Best Coffee LLC in the Chapter 11 bankruptcy case of Borders Group, Inc. and its affiliates. (2012)

In re Consolidated Meridian Funds

Representation of investors in the consolidated Meridian Fund bankruptcy cases. (2012)



In re Evergreen Gaming Corp., et al.

Representation of Grant Thornton Limited as receiver and foreign representative in Chapter 15 cases involving several operating casinos in Washington. (2012)

In re MF Global, Inc., et al.

Representation of various parties with claims against large defunct commodities firm. (2012)

In re Snokist Growers

Representation of growers with claims against bankrupt fruit distributor. (2012)

In re Circuit City Stores, Inc., et al.

Representation of major publishing company in a preference action brought by the Circuit City liquidating trust. (2011)

In re ITI Internet Services, Inc.

Representation of financial institution in the Chapter 7 bankruptcy of a credit card processor. (2011)

Sterling Savings Bank v. Detroit Auto Works Inc.

Representation of landlord in connection with receivership in eastern Washington. (2011)

Ellis v. JPMorgan Chase Bank, N.A.

Representation of financial institution in a dispute over a refinancing loan. (2010)

In re CIT Group, Inc., et al.

Representation of major technology company with financing contracts with affiliates of CIT Group in connection with the CIT Group bankruptcy. (2010)

In re PLVTZ, Inc., et al.

Representation of newspaper publisher in a preference action brought by the Chapter 7 trustee for PLVTZ. (2010)

In re Pope & Talbot, Inc., et al.

Representation of various Canadian companies in preference actions brought by the Chapter 7 trustee for Pope & Talbot. (2010)

Metropolitan Mortgage & Securities Co. v. Nationwide Life Insurance Company

Representation of financial institution in a dispute over a settlement agreement. (2010)

In re Delta Air Lines, Inc., et al.*

Representation of Delta Air Lines, Inc. and its affiliates in their Chapter 11 cases. (2009)

In re Frontier Airlines Holdings, Inc., et al.*

Representation of Frontier Airlines and its affiliates in their Chapter 11 cases. (2009)



In re Lehman Brothers Holdings Inc., et al.

Representation of major regional independent system operator in connection with Lehman's Chapter 11 cases. (2009)

In re Lyondell Chemical Company, et al.*

Representation of major secured creditor of Lyondell Chemical Company and its affiliates in one of the largest debtor-in-possession financings on record. (2009)

In re WCI Communities, Inc., et al.*

Representation of secured creditor of homebuilder WCI Communities and its affiliates in their Chapter 11 cases. (2009)

* Denotes prior experience

Memberships & Affiliations

- American Bankruptcy Institute
- Member, Board of Directors, Turnaround Management Association, Pacific Northwest Chapter
- Board Member, 2016-present; President, Board of Directors, 2016-2018 – Consumer Education and Training Services (CENTS)
- Member, Amicus Brief Committee, Washington State Bar Association, 2014-2016

Professional Recognition

- Selected for "11th Annual Turnaround Award: Materials Deal of the Year (Under \$250MM)" for 363 Sale of Quantum Technologies by The M&A Advisor, 2017
- Named one of the "Best Lawyers in America" in Bankruptcy and Creditor Debtor Rights by Best Lawyers, 2017; named in Insolvency and Reorganization Law, 2017
- Listed as "Up and Coming" in Bankruptcy/Restructuring (Washington) by Chambers USA, 2016-2018; Received "Band 2" ranking, 2019-2020
- Lawyers Alliance for New York 2008 Cornerstone Award for outstanding pro bono legal service (member of Davis Polk & Wardwell team led by John Fouhey)
- Selected to "Washington Super Lawyers," Thomson Reuters, 2013-2015

Background

- Associate, Credit, Insolvency and Restructuring, Davis Polk & Wardwell, New York, N.Y.
- Law Clerk, Craft Fridkin & Rhyne LLC, Kansas City, Mo.

Insights

Davis Wright Tremain Recognized by Chambers USA for Industry-Leading Excellence in Key Practice Areas, 04.28.20

"Understanding the Basics of Bankruptcy and Bankruptcy Terminology," Webinar, Lorman Education Services, 02.26.20

"Enforceability of Prepayment Premiums, Late Fees, and Default-Rate Interest," Davis Wright Tremain CLE, Seattle, 01.29.20

"Ultra Petroleum Aftermath: Make-Whole and No-Call Provisions in Bankruptcy," Webinar, Lorman Education Services, 10.15.19

"Hot Transactional Topics Including How to Manage Dispute Resolution in Your Deals, Dealing with Startups and Managing for Bankruptcy Risks," Davis Wright Tremain CLE, Bellevue, Wash., 10.10.19

"Blockchain and Bankruptcy," 2019 Turnaround Management Association Cross-Border Conference, Portland, Ore., 10.04.19

"Understanding UCC Article 9 Foreclosures," Webinar, Lorman Education Services, 01.22.15, 07.27.15, 11.17.15, 01.31.17, 07.19.17, 01.31.18, 07.30.18, 03.20.19, and 07.25.19

Davis Wright Tremain Recognized by Chambers as One of the Country's Leading Law Firms for Business, 05.29.19

Decision of the 9th Circuit Court of Appeals in Garvin v. Cook Investments NW, Case No. 18-35119 (9th Cir. May 2, 2019), 05.15.19



9th Circuit Considers Availability of Bankruptcy to Cannabis-Related Businesses, 01.03.19

"Bankruptcy Risks and Ways to Address Them," Davis Wright Tremain CLE, Stamford, Conn., 10.16.18

Davis Wright Tremain Recognized by Chambers as One of the Country's Leading Law Firms for Business, 05.07.18



Marisa Meltebeke

COUNSEL

Portland

T 503.241.2300

F 503.778.5299

E marisameltebeke@dwt.com

Education

LL.M., Taxation, University of
Washington School of Law, 2010,
Graduated first in the class

J.D., University of Washington
School of Law, 2009, with honors

B.A., History, Minor in Spanish,
Oregon State University, 2003,
OSU Honors College

B.S., Political Science, Oregon
State University, 2003,
OSU Honors College

Admitted to Practice

Washington, 2016

Oregon, 2010

With tax law, the details matter. Good thing I'm a stickler.

Marisa Meltebeke helps her clients navigate the complex system of state and federal law regulating nonprofit organizations and private philanthropy. A tax-exempt organizations specialist, Marisa regularly works with a wide range of private nonprofit and governmental entities, helping them capitalize on the benefits of their tax-exempt status, as well as advises on nonprofit corporate compliance and governance matters. She is committed to finding straightforward and workable solutions to the unique challenges faced by tax-exempt organizations.

Marisa has represented hospitals and health systems, private family and company foundations, arts and educational organizations, nonprofit advocacy groups, tax-exempt trade associations, and companies and individuals involved in philanthropy. On any given day, Marisa may help an organization understand and comply with the federal tax law limitations on its lobbying and political campaign activities; advise on fundraising compliance; or work on forming and qualifying a new public charity or social welfare organization with the IRS.

Practice Highlights

Nonprofit corporate transactions

Assisting with the design and implementation of a variety of nonprofit corporate transactions, including hospital mergers and acquisitions requiring attorney general approval; collaborations involving both for-profit and nonprofit participants; and internal restructurings involving the redistribution of assets and activities among affiliated entities.

Community foundation counseling

Advising on myriad legal issues frequently encountered by active community foundations, including the maintenance and operation of donor advised funds, proper management and stewardship of donor-restricted gifts (including endowment spending restrictions), and structuring effective fiscal sponsorship arrangements and grantmaking programs.

Tax planning and compliance

Advising on the design, implementation, and maintenance of tax-driven organizational structures involving exempt organizations, such as taxable subsidiaries wholly owned by an exempt parent; use of supporting organizations for purposes of asset protection and preservation of public charity status; and single-parent and multiparent exempt title holding companies.

Experience

Procedures for rebuttable presumption of reasonableness for tax exempt organizations

Assists boards of tax-exempt organizations, their compensation committees, and human resources departments with designing and implementing procedures for approving executive compensation to create a "rebuttable presumption" of reasonableness under the federal tax law "excess benefit" rules in order to protect the organization, its executives, and board members. (Ongoing)

Background



- Summer Associate, Davis Wright Tremaine, Portland, Ore., 2008-2009
- Student Attorney, University of Washington Low Income Taxpayer Clinic, Seattle, 2008-2009
- Judicial Clerk, Lane County Circuit Court, Eugene, Ore., 2007
- Paralegal, Hooton Wold & Okrent, LLP, Beaverton, Ore., 2004-2006

Insights

"Making Sure Your Disaster Relief Isn't a Disaster: How Nonprofits and Employers Can Provide Relief in Response to the COVID-19 Crisis," Davis Wright Tremaine Webinar, 05.14.20

Alcohol Beverage Suppliers, Charitable Promotions, and Commercial Co-Venturers, 05.13.20

"Surviving the Pandemic: Using Endowment and Restricted Charitable Funds in the COVID-19 Crisis," Davis Wright Tremaine Webinar, 05.07.20

Relief Available to Nonprofits Under the CARES Act, 04.01.20

2019 Healthcare Regulatory and Compliance Seminar, Davis Wright Tremaine, Los Angeles, 02.13.19

Nonprofits Involved in Campaign Activity in Washington Must Now Disclose Major Donors to the PDC, 12.18.18

"Nonprofits in the Digital Age," Davis Wright Tremaine Seminar, Seattle, 10.18.16

IRS Implements New Notice Requirement for Section 501(c)(4) Organizations: Many Organizations Must File by Sept. 6, 2016, 08.08.16

"2016 Health Care Regulatory and Compliance Update," Davis Wright Tremaine, Los Angeles, 02.24.16

IRS Proposes New Rules for Substantiating Charitable Contribution Deductions: What Every Charity Needs to Know, 10.07.15

IRS Blesses Private Foundation Mission-Related Investing: Implications for the Charitable Sector, 09.29.15

Directors of Nonprofit Held Financially Liable for Relying on Incompetent Officers and Lack of Oversight, 03.06.15



Ana Luisa Morales

PARALEGAL

Los Angeles

T 213.633.6800

F 213.633.6899

E analuisamoraless@dwt.com

Education

Paralegal Certificate, University of California, Irvine, 1998

A.A., Irvine Community College, 2006

Ana Luisa Morales has over 18 years of experience in employment and commercial litigation. She assists attorneys by managing all aspects of cases from inception through trial.

Practice Highlights

Managing cases and preparing for and attending trials

Designing structure of Relativity database to organize and maintain client documents, perform document reviews, and perform document productions

Drafting discovery requests, interrogatories, notices of deposition, and deposition subpoenas, and preparing document productions and privilege logs

Preparing trial exhibits, trial exhibit binders, and witness binders for trial team

Responsible for implementing and setup of trial satellite offices for trial teams

Maintaining effective communications with court personnel prior, during, and after trial procedures

Memberships & Affiliations

- Los Angeles Paralegal Association ("LAPA"), 2013-present

Professional Recognition

- Recognized by Public Counsel while at Paul Hastings for pro bono work performed on behalf of U-Visa clients (successfully obtained several U-Visa certifications)

Background

- Senior Paralegal, Foley & Lardner, LLP, Los Angeles, 2012-2013
- Senior Paralegal, Paul Hastings LLP, Los Angeles, 2004-2012
- Senior Paralegal, Bingham McCutchen, LLP, Los Angeles, 2004
- Senior Paralegal, Bartel, Droste & Gee, Newport Beach, Calif., 2003-2004
- Senior Paralegal, O'Melveny & Myers, Newport Beach, Calif., 2002-2003
- Senior Paralegal, Pillsbury Winthrop, LLP, Costa Mesa, Calif., 1996-2002



Nara M. Neves

PARALEGAL

Seattle

T 206.622.3150

F 206.757.7700

E naraneves@dwt.com

Education

Advanced Paralegal Certificate,
Edmonds Community College,
2000

Bachelor of Law, Federal
University of Bahia, Brazil, 1999

Languages

Portuguese

Nara Neves has been working as a litigation paralegal since 2001. She has been responsible for the case management of a variety of litigation cases, including intellectual property, antitrust, commercial, real estate, and response to subpoenas issued by federal agencies and offices of the state attorneys general, and she has extensive experience with all phases of the litigation process.

Practice Highlights

Manages deadlines and general organization of case files and task assignments for better team productivity

Performs research and analysis of state and federal court rules for deadlines and requirements for filing of pleadings and coordinates court filings

Coordinates collection and management of large volumes of documents for review and production in connection with discovery requests and subpoenas, including e-discovery

Coordinates deposition scheduling and assists with preparation of depositions, including research of documents for use as deposition exhibits

Proofreads and cite checks briefs

Manages all aspects of trial preparation and provides assistance during trial

Background

- Litigation Paralegal, Graham & Dunn PC, Seattle, 2008-2011
- Litigation Paralegal, Heller Ehrman LLP, Washington, D.C., 2007-2008
- Litigation Paralegal, Heller Ehrman LLP, Seattle, 2001-2007
- Immigration Paralegal, Law Offices of Cynthia Klein, Bellevue, Wash., 2000-2001



Dayna Nicholson

COUNSEL

Los Angeles

T 213.633.6800

F 213.633.6899

E daynanicholson@dwt.com

Education

J.D., Georgetown University Law Center, 2003, cum laude

M.P.H., Johns Hopkins University, Bloomberg School of Public Health, 2003

B.S., Business Administration, Pepperdine University, 1993

Admitted to Practice

California, 2003

Healthcare providers send me their problems so they can focus on their patients.

Dayna Nicholson delivers clear and accurate assessments of the healthcare legal landscape in the context of each client's unique situation, supporting them as they innovate and improve patient care. Dayna collaborates with hospitals, medical staff, ancillary providers, medical groups, clinical labs, medical device retailers, and other players in the healthcare space to identify and implement solutions to common and complex legal hurdles.

Dayna's practice focuses on operations, regulatory compliance, peer review and credentialing, and corporate and medical staff governance. Her experience also extends to patient information privacy (including data breaches), appeals of state-issued administrative penalties, Medicare and Medi-Cal certification, and emergency-care requirements. She is similarly well-versed in state and federal licensing and accreditation requirements, as well as the roles and concerns of an organization's leadership, including medical directors and chief medical officers; credentialing and peer-review committees; individual reviewers; and support staff.

Memberships & Affiliations

- Board Member and Past President, Women in Health Administration of Southern California
- Chair, Executive Committee, Health Law Section of the Los Angeles County Bar Association, Los Angeles County Bar Association
- American Health Lawyers Association
- Health Law Section, American Bar Association
- California State Bar
- California Society for Health Care Attorneys
- Executive Committee Member, The Johns Hopkins University's Los Angeles Alumni Chapter

Professional Recognition

- Pro Bono Champion, American Health Lawyers Association, 2014
- Selected to "Southern California Rising Stars," Thomson Reuters, 2007, 2009, and 2013

Background

- Associate, Pepper Hamilton, LLP, Los Angeles, 2013-2016
- Associate, Norton Rose Fulbright, Los Angeles, 2003-2013
- Summer Associate, Norton Rose Fulbright, Los Angeles, 2002
- Summer Associate/Law Clerk, Duane Morris, LLP, Washington, D.C., 2001-2002

Insights



L.A. Business Journal Names Dayna Nicholson and Diana Palacios Two of the City's Most Influential Women Attorneys, 04.27.20
HHS Reinterprets (and Significantly Lowers) Annual Penalty Caps for HIPAA Violations, 04.30.19
2019 Healthcare Regulatory and Compliance Seminar, Davis Wright Tremaine, Los Angeles, 02.13.19
Hard-Fought Win for Client Who Chose to Withdraw Medical Care from Spouse, 2018
Lights, Camera, Action!: HIPAA Enforcement for Camera Crews on Hospital Premises, 11.01.18
Public Still Must Be Kept Private Under HIPAA, 05.16.17
2017 Health Care Regulatory and Compliance Update, Davis Wright Tremaine Seminar, Los Angeles, 03.08.17
Modernization? SAMHSA Falls Short in Updating 42 C.F.R. Part 2, 02.17.17
Substance Use Disorder Information: Comments Wanted on Significant Proposed Part 2 Rule, 01.23.17
"Data Breaches: Avoidance, Investigation and Remediation," 13th Annual Healthcare Compliance Symposium, 10.06.16
"Healthcare Information Exchanges from the Stone Age to Digital Age," IAPP Privacy, Security and Risk Conference, 09.30.15
"Beam It Up Safely: Navigating Data Privacy and Security in Telemedicine's Uncharted Territory", 09.17.15



Adam D. Romney

PARTNER

Seattle

T 206.622.3150

F 206.757.7700

E adamromney@dwt.com

Los Angeles

T 213.633.6800

F 213.633.6899

Education

J.D., University of Colorado Law School, 2005

B.A., Political Science, French, University of Utah, 2001, cum laude

Admitted to Practice

Washington, 2013

California, 2009

Adam Romney is a partner at Davis Wright Tremain and works from the firm's Seattle and Los Angeles offices. He supports healthcare providers on a variety of issues including:

Complex healthcare regulatory, reimbursement, and compliance matters

Telemedicine services and technology issues

Clinically integrated networks, ACOs, bundled payments, and other innovative payment models

Adam is a member of the Washington State Telemedicine Collaborative and has worked for the Office of the General Counsel at the U.S. Department of Health and Human Services and the Office of Medicare Hearing and Appeals. He also worked as a legislative staffer specializing in Medicare and Medicaid issues.

Experience

Regulatory and reimbursement counsel for hospitals and health systems

Counsels hospitals and health systems on complex regulatory, reimbursement, and compliance issues involving all aspects of Medicare participation and payment; Medicaid fee-for-service and waiver programs; state licensing; and other areas.

Clinically integrated networks and accountable care organizations

Counsels organizations that contract with health plans, self-insured plans, the Medicare Shared Savings Program, or state Medicaid programs to provide integrated services and accept risk-based payment.

Other innovative payment systems

Provides advice to providers and health plans regarding structures and models for innovative payment models, including bundled payments, gainsharing, pay for performance, and other alternative payment models.

Hospital telemedicine departments

Advises hospitals on regulatory and compliance matters associated with their telemedicine service lines such as telestroke, telehospitalist, tele-ICU, primary care, case management, behavioral health, nutrition, and others.

Virtual professional staffing companies

Assists organizations who offer professional telemedicine staffing for virtual physicians, nurse practitioners, psychologists, social workers, therapists, nutritionists, and others.

Telemedicine technology vendors

Works with companies who provide software and mobile solutions to allow other healthcare organizations to offer telemedicine services to patients in their markets.



Deep expertise in telemedicine

Works with accrediting organizations on the development of telemedicine accreditation programs and is a frequent speaker at local and national telemedicine events.

Memberships & Affiliations

- American Bar Association
- American Health Lawyers Association
- Washington State Society of Healthcare Attorneys
- Health Care Financial Management Association
- Health Care Compliance Association

Background

- Associate, Caplan & Earnest LLC, Boulder, Colo.
- Office of Medicare Hearings and Appeals; Office of General Counsel – U.S. Dept. of Health & Human Services
- Staff member for U.S. Congressman Jim Matheson (Utah 2nd)

Insights

CARES Act Funding and Support for Telehealth, 04.07.20

CARES Act Funding and Support for Telehealth, 04.07.20

"COVID 19 and Telehealth in California and Washington," Davis Wright Tremaine Webinar, 03.26.20

"COVID-19 and Telehealth: Emerging Federal Issues," Davis Wright Tremaine Webinar, 03.18.20

CMS Finalizes Hospital Pricing Transparency Rule, 11.27.19

Sprint Regulations: Value-Based Stark Exception and AKS Safe Harbors, 10.28.19

New Washington Law Requires Advance Notice to the Attorney General for Certain Healthcare Transactions, 05.07.19

2019 Healthcare Regulatory and Compliance Seminar, Davis Wright Tremaine, Los Angeles, 02.13.19

Mentioned in "Bloomberg Law Launches New Health Care Practice Innovation Board," Bloomberg BNA, 06.26.17

A Draft Won't Do: OCR Settles with CardioNet \$2.5m for Failing to Finalize Policies and Procedures, 05.01.17

New Exclusion Rule on the Horizon, 03.13.17

2017 Health Care Regulatory and Compliance Update, Davis Wright Tremaine Seminar, Los Angeles, 03.08.17



Miriam Ricanne Swedlow

ASSOCIATE

Seattle

T 206.622.3150

F 206.757.7700

E miriamswedlow@dwt.com

Education

J.D., University of Washington
School of Law, 2016, with honors
Health Law Concentration

VP of Judges, Moot Court Honor
Board

Executive Articles Editor,
Washington Journal of Law,
Technology, and the Arts

President, Jewish Student Legal
Association

Student Liaison, Cardozo Society,
WSBA Jewish Minority Bar
Association

MAMAS Mother Attorneys
Mentoring Association of Seattle

Student Health Law Organization

B.S., Nursing, University of
Washington School of Nursing,
2001, cum laude
Sigma Theta Tau

Quarterly Dean's List

Annual Dean's List

Admitted to Practice

Washington, 2016

Practice Highlights

EMTALA

Frequently presents on the federal EMTALA law and has extensive experience advising hospitals on minimizing EMTALA complaints as well as defending against EMTALA surveys and Notice of Findings.

Investigations

Has worked on multiple complex government enforcement proceedings and investigations against healthcare providers.

Antitrust

Provides counsel and litigation defense in healthcare antitrust matters, including defending a clinically integrated network in an FTC investigation, Certificate of Need opposition and defense, and defense of antitrust claims brought by the government.

Professional Recognition

- Sigma Theta Tau (Nursing Honor Society)

Whether in scrubs or a suit, I am first and foremost an advocate.

A self-proclaimed "healthcare nerd," Miriam Swedlow works with health systems, hospitals, and healthcare professionals, helping them to navigate the complex federal and state regulatory framework and find solutions that allow them to focus on providing exceptional care to patients. Miriam's nursing background gives her the ability to see issues through both a legal and clinical lens. Her fluency in clinical matters and her ability to see things from her client's perspective allow her to develop solutions that work in the real world.

Miriam has experience with regulatory and litigation matters, including alternative payment models, physician contracting and compensation, False Claims Act, Anti-Kickback, Stark Law, EMTALA, peer review and quality improvement committees, medical staff privileging and complaints, professional licensing and complaints, certificate of need, and healthcare antitrust.



- Coordinator, Seattle Hebrew Academy Annual Fundraiser, 2009-2015
- Board Member, Menachem Mendel Seattle Cheder, 2003 - 2005
- Volunteer, Friends of Seward Park

Background

- Judicial Clerk, Hon. John H. Chun, King County Superior Court, Seattle, 2015
- Summer Associate, Davis Wright Tremaine, Seattle, 2015
- Legal Clerk, Chernick, Moen & Greenstreet, Seattle, 2014-2016
- Charge Nurse / Staff Nurse, Family Birth Center, St. Francis Hospital, Federal Way, Wash., 2006- 2013; 2002- 2005
- Staff Nurse, Family Birth Center, Evergreen Hospital, Kirkland, Wash., 2005

Insights

What the ONC and CMS Final Rules For Interoperability Mean for Data Exchange and Patient Access to Health Information, 04.06.20

What the ONC and CMS Final Rules For Interoperability Mean for Data Exchange and Patient Access to Health Information, 04.06.20

New Exclusion Rule on the Horizon, 03.13.17

New Year, New Possibilities: OIG Final Rule Amends Beneficiary Inducement Rules, 01.13.17

"Bundles of Bundles": CMS Announces New Mandatory Bundled Payment Programs for Heart Attack, Heart Surgery, and Hip and Femur Fractures, 01.06.17

"But I Found It First! Life Science Company Seeks SCOTUS Review Over Patent Eligibility of Natural Discoveries," Washington Journal of Law, Technology & Arts Blog, 04.13.16

"SCOTUS Will Determine Fate of Legal Falsity Under the FCA," Washington Journal of Law, Technology & Arts Blog, 01.04.16

"The Woolly-Mammoth in the Room: The Patentability of Animals Brought Back from Extinction Through Cloning and Genetic Engineering," Washington Journal of Law, Technology & Arts, Volume 11, Issue 3, Fall 2015

"SCOTUS Teva Ruling: Big Splash with Little Impact," Washington Journal of Law, Technology & Arts Blog, 07.27.15

"Guided Into the Wilderness: FDA's Guidance on Mobile Medical Apps Leaves Many Unanswered Questions," Washington Journal of Law, Technology & Arts Blog, 04.17.15

"The Hidden StingRay Within the Murky Waters of Surveillance," Washington Journal of Law, Technology & Arts Blog, 01.23.15

"Apple Inc. Pushes the Supreme Court to Move on Patent Claim Construction Review," Washington Journal of Law, Technology & Arts Blog, 11.10.14



Jean L. Tom

PARTNER

San Francisco

T 415.276.6500

F 415.276.6599

Co-chair, Attorneys of Color Affinity Group

E jeantom@dwt.com

Education

J.D., Yale Law School, 2002
Articles Editor, Yale Human Rights
and Development Law Journal

Francis Wayland Prize in
Negotiation

B.A., Social Studies, Harvard
University, 1996, magna cum
laude
Phi Beta Kappa

Admitted to Practice

New York, 2003

California, 2015

Languages

Mandarin, French

I have the privilege of advising people and organizations that are changing the world.

As a trusted advisor to philanthropists and mission-driven organizations, Jean Tom recognizes that the success of social change efforts often depends on sound legal counsel. Nonprofits are regulated by a complex array of corporate, tax, and other regulatory regimes at the international, federal, state, and local levels. Jean provides practical advice that helps clients navigate these legal thickets so they can focus on mission and achieving social impact. Nonprofits are also increasingly partnering with for-profit organizations and investors in novel ways as they seek new revenue streams and innovative means of achieving their goals. Such opportunities require careful counseling to ensure regulatory and tax compliance. Jean has the perspective and experience to guide clients through the legal complexities so they can capitalize on these new opportunities.

Jean's clients are a diverse mix of philanthropists, social entrepreneurs, public charities (advocacy organizations, universities, museums, social service organizations), private foundations (family foundations, community foundations and corporate foundations), social welfare organizations, and trade associations. Her clients focus on fields ranging from education to social, racial, and economic justice; health, scientific research and innovation; arts and culture; environmental conservation, religion, and animal welfare. Among Jean's clients are NoVo Foundation, the ASPCA, Sierra Club, The Conference Board, KQED and the University of California, as well as a number of West Coast hospital systems.

Jean counsels her clients on all aspects of a nonprofit organization's life cycle, from entity choice and formation through dissolution, and on complex organizational structuring and transactions (forming subsidiaries, establishing relationships with affiliates, structuring joint ventures, and exploring and carrying out mergers and acquisitions). She also advises clients on grantmaking, corporate governance (bylaws, board fiduciary duties, conflicts of interest), executive compensation, corporate sponsorships and commercial co-ventures, political intervention and lobbying, and program-and mission-related investments. Jean also enjoys serving as general counsel to her clients, tackling issues as they arise and connecting clients with capable colleagues in other parts of the firm to assist with issues spanning employment, intellectual property, technology, privacy, immigration, and real estate.

A frequent speaker on matters pertaining to nonprofits, Jean has also represented organizations in connection with attorney general investigations and before the California Franchise Tax Board and the Internal Revenue Service.

Practice Highlights

Customized private foundation trainings



Design custom trainings and webinars for private foundation Board members, officers and program staff on issues ranging from lobbying and political campaign intervention to the self-dealing rules and the public support test.

Executive compensation advice

Assist boards of tax-exempt organizations, their compensation committees, in-house counsel, and human resources departments with designing and implementing procedures for approving executive compensation to create a "rebuttable presumption" of reasonableness under the federal tax law "excess benefit" rules in order to protect the organization, its executives, and board members.

Revision of charitable-use restrictions for university client through cy pres

Negotiated changes in charitable use restrictions on university endowment funds imposed by historic gift documents with state attorney general and pursued successful cy pres proceedings in state court.

Memberships & Affiliations

- Board of Directors, Giffords Law Center Against Gun Violence, 2019
- Committee on Tax Exempt Organizations, American Bar Association
- Committee on Nonprofit Organizations, New York City Bar Association
- Member, Magistrate Judge Merit Selection Committee, Eastern District of New York, 2011-2015
- Director, Center for Community Change, 2013-2016
- Director, Neighbors Together, 2009-2014
- Director, The Lower Eastside Girls Club of New York, 1999-2005
- Coro Fellow in Public Affairs, Coro New York Leadership Center, 1996-1997

Professional Recognition

- Selected to "New York Rising Stars" in Non-Profit Law, 2013
- Named to "The Legal 500 U.S. Edition," for Finance/Not-for-Profit, 2013, 2014

Background

- Counsel, 2013-2015; Associate, 2003-2012 – Patterson Belknap Webb & Tyler LLP, New York, N.Y.
- Law Clerk, Hon. Raymond J. Dearie, U.S. District Court, Brooklyn, N.Y., 2002-2003
- Legal Intern, East Bay Community Law Center, Berkeley, Calif., 2000

Insights

"Surviving the Pandemic: Using Endowment and Restricted Charitable Funds in the COVID-19 Crisis," Davis Wright Tremaine Webinar, 05.07.20

Accessing Charitable Endowment Funds to Address Critical Needs During COVID-19, 04.17.20

Form 990 and Other IRS Tax Deadlines Pushed Back Until July 15, 2020, 04.14.20

Providing COVID-19 Disaster Relief: A Legal Field Guide for Charitable Organizations, 04.01.20

Can We Use Charitable Funds More Broadly During the Crisis? Dealing With Donor Restrictions on Use in the Time of COVID-19, 04.01.20

Startup Promotes Access to Water, 2019

2019 Healthcare Regulatory and Compliance Seminar, Davis Wright Tremaine, Los Angeles, 02.13.19

"Tax Reform: What Does it Mean for My Nonprofit," BMP Connecting Communities Conference, San Francisco, 01.17.18

"Managing and Avoiding Conflicts of Interest," 2017 Not-for-Profit Organizations Conference, San Francisco, 05.25.17

"Crowdfunding," Western Conference on Tax Exempt Organizations, Los Angeles, 12.02.16

"A Twenty-Year Prospective: Exempt Organizations Through 2036," Western Conference on Tax Exempt Organizations, Los



Angeles, 12.02.16

"Nonprofits in the Digital Age," Davis Wright Tremain Seminar, Seattle, 10.18.16



Joseph M. VanLeuven

PARTNER

Portland

T 503.241.2300

F 503.778.5299

E joevanleuven@dwt.com

Education

J.D., University of Michigan Law School, 1982, cum laude

B.A., History, Reed College, 1978
Phi Beta Kappa

Admitted to Practice

Oregon, 1982

U.S. District Court District of Oregon, 1982

U.S. Court of Appeals 9th Circuit, 1988

In insolvency matters, cost/benefit analysis guides my approach: net money is always the object.

Joe VanLeuven is a debtor-creditor lawyer. He helps clients enforce and collect loans and other debts, buy distressed assets, protect their rights in bankruptcies, and structure loans and transactions to minimize bankruptcy risks.

He has experience with a broad range of industries and types of collateral, including some that present unique issues, such as film finance, dairies, food processors, trademarks, aircraft, and franchise restaurants.

Practice Highlights

Credit recovery

Represent banks and asset-based lenders in loan collection, enforcement, and restructuring, in and out of bankruptcy.

M&A

Represent clients in a wide variety of M&A transactions in financial distress situations and bankruptcies, ranging from asset purchases, assumption and assignment of contracts, and sales of businesses, with a recent focus on intellectual property such as trademarks, IP licenses, and internet-related assets.

Transactional advice

Provide bankruptcy advice in complex transactions, financings and licensing deals, and advise clients caught-up in customer, vendor and landlord bankruptcies.

Experience

East West Tea Company

One of the principal outside counsel for manufacturer of "Yogi Tea," advising and coordinating multiple engagements including trademark, tax, real estate, and general litigation. (Ongoing)

Washington Potato Company

Lead the team defending Washington Potato Company in "business divorce" litigation filed by J.R. Simplot Company arising from their joint ownership of companies that operate a half-dozen large vegetable processing plants in Oregon, Washington, and Idaho. Defeated Simplot's claims on summary judgment.

Amazon

Represented Amazon Studios in respect to treatment of multiple licensing and distribution agreements in The Weinstein Company and affiliates' bankruptcy cases and sale of assets.

Enforcement of Chinese mediation award



Sued in Oregon to enforce Chinese mediation award, resulting in judgment against Chinese defendant who resides in Oregon.

Te Velde Dairies

Represented primary lender in large dairy receivership and bankruptcy.

Fisher Farms

Represented lender in obtaining a receiver and liquidating a large commercial nursery in Oregon which secures a \$16 million loan.

Dairies

Represented lenders in several dairy bankruptcies and workouts.

Aircraft foreclosures

Represented lenders in multiple aircraft repossessions and foreclosures.

In re Nortel Networks, Inc.

Represented Microsoft in successful bid for block of internet address numbers in Delaware bankruptcy sale.

Memberships & Affiliations

- Instructor, "Asset Sales in Bankruptcy," Lorman Education Services CLE, 2009
- Instructor on the topics of Chapter 12 bankruptcy, agricultural liens and forbearance agreements, Western School of Agriculture Lending, Reno, Nev. July 2006 & 2007

Professional Recognition

- Selected by Best Lawyers as Portland's "Lawyer of the Year" in Bankruptcy and Creditor Debtor Rights / Insolvency and Reorganization Law, 2016
- Selected to "Oregon Super Lawyers," Thomson Reuters, 2006, 2011-2020
- Named one of the "Best Lawyers in America" in Bankruptcy and Creditor-Debtor Rights Law, by Best Lawyers, 2010-present

Insights

Oregon Passes Sweeping Law to Protect Real Property and Residential Secured Borrowers, 07.09.20

9th Circuit Narrowly Construes "Insiders" and, in Controversial Decision, Declines to Reverse Bankruptcy Appellate Panel, 02.11.16

Twelve Davis Wright Tremaine LLP Attorneys Named 2016 "Lawyers of The Year" by Best Lawyers, 08.17.15

1st Circuit Limits Secured Lender's Right to Post-Petition Interest by Applying Flexible Standard, 04.17.14

"New Value" Plans Require Competitive Bidding, Says 7th Circuit, 02.15.13

California Supreme Court Broadens Borrower Fraud Defense to Written Loan Agreements, 01.18.13

9th Circuit Issues Important Post-Stern Opinion, 12.05.12

"An Intentionally Tough Law": Employment Rights Lost by "Responsibly Connected" Individuals When Their PACA-Licensed Companies Became Insolvent, 10.05.12

Two Recent Decisions From Courts of Appeals Address Important Intellectual Property Issues in Bankruptcy, 07.11.12

11th Circuit Issues New TOUSA Decision, Upholds Finding That Upstream Guarantees Were Fraudulent Transfers, 05.16.12

Important Court Decision Addresses Scope of Successor Liability Releases in Bankruptcy Asset Sales, 04.18.12

Author, "Providers as Creditors," Chapter 12, Health Law in Oregon, Oregon State Bar publication, 2011



Melanie VanSlavens

ASSOCIATE

Portland

T 503.241.2300

F 503.778.5299

E MelanieVanSlavens@dwt.com

Education

J.D., Indiana University Maurer School of Law, 2016, cum laude
Sherman Minton Moot Court Quarterfinalist

Notes Editor, Indiana Journal of Global and Legal Studies

Best in Class, Legal Research and Writing

M. Ed., Marian University, 2011

B.A., International Studies/Political Science, University of Oregon, 2009

Dean's Honors and Scholarship

Study Abroad: Senegal

Melanie VanSlavens is a corporate and transactional attorney, with a focus on the restaurant, food and beverage, and technology industries. She represents companies and investors in equity financing, mergers and acquisitions, private tender offers, corporate restructurings, and other complex strategic transactions. Melanie also regularly represents emerging and established companies—including family-owned businesses—in various industries, advising them on matters such as formation, corporate governance, and general commercial matters.

Admitted to Practice

Oregon, 2016

Experience

Asset acquisition for automated machine learning platform

Represented buyer in asset acquisition of technology company. (2018)

Equity investment for fast casual restaurant

Represented a San Francisco based fast casual restaurant in minority equity investment by private investor. (2018)

Financing for sustainable restaurant group

Represented Portland-based restaurant group in a Series A financing. (2018)

Minority investment for brewery

Represented Texas-based brewery and entertainment company in a minority equity investment in the company. (2018)

Strategic acquisition of digital marketing company

Represented Portland-based digital marketing agency in majority control sale to national marketing and communications agency. (2018)

Private equity investment for fast casual restaurant concept

Represented consumer-focused private equity fund in significant investment in fast casual restaurant concept. (2017)



Private equity investment for fast-casual pizza restaurant

Represented a high-growth, fast-casual pizza restaurant company in private equity investment with secondary liquidity. (2017)

Private equity investment for restaurant group

Represented Arizona-based restaurant group in connection with restructuring and growth-oriented private equity investment. (2017)

Voodoo Doughnut

Represented Voodoo Doughnut in investment and strategic partnership transaction with San Francisco-based Fundamental Capital. (2017)

Memberships & Affiliations

- Program Committee, Friends of the Children, 2017-present

Insights

"I Want to be a B Corp": What This Means and What to Consider Before Stepping Into the World of Benefit Corporations, 07.06.20

"Understanding Your Capital Structure," Project W Webinar, 05.27.20



Rebecca L. Williams

PARTNER

Seattle

T 206.622.3150

F 206.757.7700

Chair, Health Information Practice

E beckywilliams@dwt.com

Education

J.D., Loyola University Chicago
School of Law, 1986

Dean's List each semester

Editor, Women's Law Reporter

B.S.N., Nursing, Duke University,
1981, magna cum laude

Admitted to Practice

Washington, 1998

Illinois, 1986

First I work out the rules - then I figure out how to play the game.

Rebecca L. Williams, RN, JD, is a nationally recognized authority on HIPAA, health information privacy, and data breach response. As a registered nurse with hands-on experience in hospital and other healthcare environments, she brings a practical perspective to her practice.

From initial development of HIPAA compliance programs to one-off questions to government investigations, Becky works with HIPAA covered entities and business associates to safeguard health information while keeping their businesses running efficiently. She also works side-by-side with clients in developing new technologies, including artificial intelligence and machine learning, consistent with HIPAA compliance. Becky assists her clients in preparing for and responding to data breaches, with a goal of recovering as quickly as possible while complying with breach notification and other regulatory requirements.

Becky represents: healthcare providers; financial institutions and payment processors; cloud service providers; business associates; AI and technology developers; and health plans and plan sponsors.

Becky is a frequent national speaker, is an author of numerous publications, including a contributing author of the HIPAA Portability, Privacy & Security Manual, published by the Employee Benefits Institute of America (a Thomson Reuters imprint), and regularly is quoted in the media.

Practice Highlights

Recognized expertise

Named one of the "Best Lawyers in America" in Health Care Law by Woodward/White and a "Best Lawyer" in Seattle. Co-chairs DWT's Health Information Practice. Regularly addresses cutting-edge issues related to health information privacy.

HIPAA

Practical advice stems from working with HIPAA since HIPAA was born, plus a deep knowledge of the healthcare industry. Negotiated so many business associate agreements for both covered entities and business associates that she can negotiate with herself in her sleep. By understanding both sides, the negotiation process shortens, saving time, money, and aggravation for clients.

Incident response

Walks clients through data breaches involving health information including assisting with determination of a reportable breach, provision of notification, documentation, and response to government investigation. Practical experience alleviates at least some of the pain.

Develops effective HIPAA compliance strategies and counsels healthcare provider and health plan clients, as well as healthcare vendors and third party administrators, on addressing ongoing HIPAA issues

Structures arrangements - and develops implementing documents such as contracts, terms of use, bylaws, policies, and procedures



- for electronically sharing health information

Assists clients in responding to data breaches, including providing notification of breaches and addressing mitigation efforts

Represents hospitals and health systems in EHR provisioning, including providing physicians with subsidized technology - often called EHR donations – to promote electronic data sharing in compliance with Anti-Kickback Statute, Stark Law, and tax-exemption requirements

Identifies whether an entity is a covered entity or business associate and develops structures for complying with HIPAA

Provides guidance with respect to risk analyses and risk management

Develops privacy, security, and breach notification policies and procedures and related documents, including notices of privacy practices and authorizations

Drafts and negotiates business associate contracts from both a covered entity and business associate perspective

Advises a variety of clients in addressing compliance issues, conducting internal investigations, and developing corrective action plans

Creates innovative methods for alternative uses of health information

Advises hospitals, health systems, and others in the healthcare industry in resolving Stark Law and Anti-Kickback Statute issues including those arising out of organizational structures, physician relationships, and vendor agreements

Memberships & Affiliations

- Co-Chair, Sub-workgroup on Enforcement – Workgroup for Electronic Data Interchange (WEDI), Strategic National Implementation Project
- Chair, Sub-workgroup on Preemption, WEDI
- Vice Chair, Health Information and Technology Practice Group, American Health Lawyers Association, 2004-2010
- Legal Aspects of Health Information Exchange Task Force, Health Information and Management Systems Society
- Secretary, Trustee; Executive Committee Member – Villa Academ, 2009-2015
- Trustee, 2001-2009; Executive Committee Member, 2006 – American Lung Association of the Northwest
- Washington State Society of Healthcare Attorneys
- American Bar Association

Professional Recognition

- Named as one of the "Best Lawyers in America" in Health Care Law by Best Lawyers, 2005-present; "Best Lawyers in the Pacific Northwest," 2015-2016; "Best Lawyers in Washington," 2015; "Best Attorneys in Washington," 2013-2015; "Top Lawyers in the Puget Sound Region," 2012
- Selected to "Women in the Law" by Best Lawyers, 2017-2019
- Named a "Best Lawyer in Seattle" by Seattle Metropolitan magazine
- Listed in "Who's Who in America," "Who's Who Among Women" and "Who's Who in Law"

Background

- Worked as an attorney for several major national law firms focusing on health law
- Worked as a registered nurse at Children's Memorial Hospital, Chicago; at St. Jude's Hospital, Vieux Fort, St. Lucia; and in home health and physician practice settings

Insights

Help Is on the Way for Telehealth: Loosened HIPAA Enforcement, 03.30.20

Help Is on the Way for Telehealth: Loosened HIPAA Enforcement, 03.30.20

On the Coronavirus Front Line: Legal Issues for Healthcare Providers, 03.13.20

"Proactively Addressing COVID-19 in the Workplace," Davis Wright Tremain Webinar, 03.10.20

Love Thy AI: CMS Embraces Emerging Technology With Health Outcomes Challenge, 12.18.19



Love Thy AI: CMS Embraces Emerging Technology With Health Outcomes Challenge, 12.18.19

To Accept CMPs or Not to Accept CMPs?, 11.05.19

The DWT HIPAA Audit Toolkits – A Cost-Effective Answer to Meeting the Challenges of HIPAA, 05.28.19

Panelist, "Data Breach and Privacy Class Action Litigation," 15th Annual Conference on Litigating Class Actions, Law Seminars International, Seattle, 05.10.19

Governor Signs Expanded Washington State Data Breach Law, 05.09.19

HHS Reinterprets (and Significantly Lowers) Annual Penalty Caps for HIPAA Violations, 04.30.19

Panelist, "Update on the Washington State Privacy Bill," Future of Privacy Forum, Seattle, 04.18.19



William Wu

ASSOCIATE

Seattle

T 206.622.3150

F 206.757.7700

E williamwu@dwt.com

Education

M.P.A., Global Policy Studies and
Advanced Policy & Economic
Analysis, Columbia University
School of International and Public
Affairs, 2020, with highest honors
CHEN Family Foundation Scholar

Vice President, Empowering Asian
Women

J.D., University of Virginia School
of Law, 2017

Pro Bono Service Award, 2015,
2017

Phi Alpha Delta

John Bassett Moore Society of
International Law

Virginia Law and Business Society

Asian-Pacific American Law
Students Association

MCom, Accounting and
Commercial Law, University of
Sydney, 2005

LL.B., Criminal Investigation, East
China University of Political
Science and Law, 2002

Admitted to Practice

Washington, 2020

New York, 2018

Languages

Mandarin

Experience

FinTech and crypto acquisition*

Represented Franklin Templeton in connection with an acquisition of a blockchain company. (2019)

General counseling*

Provided corporate advice to clients in the healthcare and tech industry. (2019)



PE investment in tech*

Represented a PE fund in connection with an equity investment in a mobile application company. (2019)

Healthcare transaction*

Represented a PE fund in connection with a sale of a series of portfolio companies in the healthcare industry. (2018)

*Denotes experience prior to joining Davis Wright Tremaine

Memberships & Affiliations

- Asian Bar Association of Washington, 2020-present
- Secretary, Seattle Chinese Bar Association, 2019-present
- American Bar Association, 2017-present
- Phi Alpha Delta, 2016
- CPA Australia, 2012

Background

- Associate, Dechert LLP, New York, 2017-2019
- Assistant Vice President, Corporate Investment Banking & Markets, Bank of America Merrill Lynch N.A., Beijing, 2012-2014
- Senior Associate, Corporate & Investment Banking, J.P. Morgan, Hong Kong and Beijing, 2008-2012
- Senior Analyst, J.P. Morgan, Sydney, 2007-2008
- Portfolio Administrator, Australian Wealth Management, Sydney, 2006-2007

EXHIBIT C

Matter Number	MatterName	Billed Fees	Billed Costs	Total Billed Amount
0115205.000003	Bankruptcy Matter	\$53,388.60	\$240.75	\$53,629.35
0115205.000006	Asset Disposition	\$731,691.45	\$2,627.61	\$734,319.06
0115205.000010	Business Operations	\$204,994.80	\$99.33	\$205,094.13
0115205.000018	Litigation	\$21,803.40	\$0.00	\$21,803.40
Total		\$1,011,878.25	\$2,967.69	\$1,014,845.94

EXHIBIT D



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

March 26, 2020
Invoice #6711579

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	1,989.00
Less Courtesy Discount	(198.90)
Adjusted Total Fees	1,790.10
Total Current Costs	0.00
Total Amount Due This Invoice	\$ 1,790.10

PROFESSIONAL FEES RENDERED:

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
02/23/20	H. McCullough	0.20	141.00	Correspondence with J. Farber et al. regarding engagement by debtor in bankruptcy
02/24/20	H. Levy-Biehl	0.50	367.50	Work on Verity fee application and engagement; exchange emails, calls with Dentons re same
02/24/20	H. McCullough	0.80	564.00	Call with Mr. Moe regarding employment application; correspondence with Mr. Moe and others regarding employment application
02/25/20	H. McCullough	1.30	916.50	Draft employment application for Davis Wright Tremain
TOTAL		2.80	\$1,989.00	

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

TIMEKEEPER SUMMARY			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
PARTNER			
Levy-Biehl, H.	0.50	\$735.00	\$367.50
McCullough, H.	2.30	\$705.00	\$1,621.50
Total for Partner	2.80		\$1,989.00
TOTAL	2.80		\$1,989.00

TOTAL AMOUNT DUE THIS INVOICE	\$	1,790.10
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To ensure proper credit to your account,
please include remittance with your payment.



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

April 30, 2020
Invoice #6721242

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	3,700.50
Total Current Costs	0.00

Total Amount Due This Invoice	\$ 3,700.50
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PROFESSIONAL FEES RENDERED:

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
03/10/20	H. Levy-Biehl	0.90	661.50	Review and revise DWT employment application
03/11/20	H. Levy-Biehl	0.60	441.00	Review and analyze DWT connections and disclosures; work on fee app
03/11/20	H. McCullough	0.40	282.00	Correspondence with colleagues regarding employment application
03/12/20	H. McCullough	0.70	493.50	Draft employment application to incorporate additional information from review of potential connections
03/22/20	H. Levy-Biehl	0.50	367.50	Work on fee application
03/23/20	H. McCullough	0.10	70.50	Correspondence with H. Levy-Biehl regarding application for employment
03/29/20	H. Levy-Biehl	1.10	808.50	Work on fee application
03/30/20	H. Levy-Biehl	0.40	294.00	Continue working on fee app
03/31/20	H. McCullough	0.40	282.00	Correspondence with Ms. Levy-Biehl regarding employment application
TOTAL		5.10	\$3,700.50	

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

TIMEKEEPER SUMMARY			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
PARTNER			
Levy-Biehl, H.	3.50	\$735.00	\$2,572.50
McCullough, H.	1.60	\$705.00	\$1,128.00
Total for Partner	5.10		\$3,700.50
TOTAL	5.10		\$3,700.50

TOTAL AMOUNT DUE THIS INVOICE	\$	3,700.50
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920 Fifth Avenue
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Federal ID # 91-0839480
DWT.COM

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

May 20, 2020
Invoice #6726688

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	1,057.50
Less Agreed Upon Discount	(105.75)
Total Current Costs	0.00

Total Amount Due This Invoice	\$	951.75
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PROFESSIONAL FEES RENDERED:

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
04/02/20	H. McCullough	0.20	141.00	Correspondence with Mr. Moe and others regarding employment application
04/03/20	H. McCullough	0.80	564.00	Correspondence with Mr. Moe and others regarding employment application
04/05/20	H. McCullough	0.30	211.50	Correspondence with Mr. Moe and others regarding employment application
04/06/20	H. McCullough	0.20	141.00	Correspondence with Mr. Moe and others regarding application for employment of Davis Wright Tremaine
TOTAL		1.50	\$1,057.50	

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

TIMEKEEPER SUMMARY			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
PARTNER			
McCullough, H.	1.50	\$705.00	\$1,057.50
Total for Partner	1.50		\$1,057.50
TOTAL	1.50		\$1,057.50

TOTAL AMOUNT DUE THIS INVOICE	\$	951.75
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F 206.757.7700
Federal ID # 91-0839480
DWT.COM

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

June 11, 2020
Invoice #6731899

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	5,211.50
Less Agreed Upon Discount	(521.15)
Total Current Costs	26.25

Total Amount Due This Invoice	\$	4,716.60
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OUTSTANDING INVOICES FOR THIS MATTER AS OF: JUNE 11, 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	1,790.10	1,332.72	07/23/20	457.38
6721242	04/30/20	3,700.50	2,883.60	07/23/20	816.90
6726688	05/20/20	951.75	696.60	07/23/20	255.15
6739934	07/14/20	9,895.95	0.00		9,895.95
6746320	08/10/20	11,669.70	0.00		11,669.70
Previous Balance Total					23,095.08
6731899 (This Invoice)	06/11/20	4,716.60			4,716.60
Total Due This Matter					\$27,811.68

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 # 6731899
Page 2 of 4

PROFESSIONAL FEES RENDERED:

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
05/07/20	N. Neves	0.40	136.00	Review rules relating to fee application (.3); review court's website for template of fee application (.1)
05/08/20	N. Neves	0.40	136.00	Conference with Mr. Moe regarding template form for fee application (.2); retrieve application for fee application from court docket for use as a template (.2)
05/13/20	N. Neves	1.90	646.00	Draft fee application (1.0); retrieve and analyze invoices in support of fee application (.7); emails with accounting department following up on report of invoices and time entries per timekeeper in support of fee application (.2)
05/14/20	N. Neves	0.30	102.00	Emails with L. Abdoll following up on report of invoices for fee application (.2); email with H. Levy-Biehl regarding draft fee application for review (.1)
05/15/20	N. Neves	1.30	442.00	Continue work on draft of fee application (.9); draft notice of fee application (.4)
05/17/20	N. Neves	1.20	408.00	Finalize draft of fee application (.4); finalize draft of notice (.5); email with H. Levy-Biehl regarding requirements for service and deadlines to file applications (.3)
05/18/20	H. Levy-Biehl	0.50	367.50	Review and revise initial fee application
05/19/20	H. McCullough	0.20	141.00	Correspondence with H. Levy-Biehl regarding request for interim compensation
05/22/20	N. Neves	2.30	782.00	Review spreadsheet of summary of fees and costs provided by accounting department in support of motion for fees (.7); email with L. Abdoll following up on summary spreadsheet including May invoices (.1); review May invoices for redactions (.3); review attorneys' edits to proposed redactions to invoices (.4); email with accounting regarding changes to invoices (.2); make edits to monthly fee application and notice per attorneys' comments (.6)
05/27/20	N. Neves	0.80	272.00	Review revised spreadsheet of fees and costs and revised invoices for accuracy (.7); prepare exhibits in support of motion for monthly fee application (.2)
05/28/20	H. Levy-Biehl	0.30	220.50	Review and finalize fee application
05/28/20	H. McCullough	0.20	141.00	Correspondence with N. Neves and others regarding interim fee application
05/28/20	N. Neves	2.20	748.00	Finalize drafts of monthly fee application and notice per revised invoices
05/29/20	H. McCullough	0.30	211.50	Review interim fee application for submission to court
05/29/20	N. Neves	0.50	170.00	Coordinate with accounting to make changes to invoices for submission with monthly fee application (.2); update exhibits in support of monthly fee application per changes to invoices (.3)
05/31/20	H. Levy-Biehl	0.20	147.00	Finalize first fee application
05/31/20	H. McCullough	0.20	141.00	Correspondence with colleague regarding interim fee application

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



Invoice # 6731899
Page 3 of 4

TOTAL	13.20	\$5,211.50
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COSTS:

<u>NARRATIVE</u>	<u>AMOUNT</u>
VENDOR: COURTCALL LLC INVOICE#: SANCJ200430 DATE: 4/30/2020	26.25
Conference call service - COURTCALL LLC - 04/25/2020, CONFERENCE CALL- HOPE LEVY-BIEHL - US BANKRUPTCY COURT / HONORABLE ERNEST ROBLES, per Hope Levy-Biehl - 06 - 013	
TOTAL COSTS	\$26.25

TIMEKEEPER SUMMARY			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
PARTNER			
Levy-Biehl, H.	1.00	\$735.00	\$735.00
McCullough, H.	0.90	\$705.00	\$634.50
Total for Partner	1.90		\$1,369.50
PARALEGAL			
Neves, N.	11.30	\$340.00	\$3,842.00
Total for Paralegal	11.30		\$3,842.00
TOTAL	13.20		\$5,211.50

TOTAL AMOUNT DUE THIS INVOICE	\$	4,716.60
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REMITTANCE

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

June 11, 2020
Invoice #6731899

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

\$4,716.60

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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	\$ 4,741.01
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<u>Invoice</u>	<u>Date</u>	<u>Initial 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					25,7P8P7
6739934 (This Invoice)	07/14/20	9,895.95			9,895.95
Total Due This Matter					\$P5,KPPP5

To ensure proper credit to your account,
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Client Name: Verity Health System
Firm Matter Number: 0115205.000003
DWT Attorney: Hope Levy-Biehl



Invoice # 6739934
Page P of 1

Bv. FGOA. NA: FGOVGVNDG/GR

<u>DATG</u>	<u>TIMGYGBGV</u>	<u>E. ovo</u>	<u>AM. ONT</u>	<u>NAVATISG</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 5 of 1

<u>DATE</u>	<u>TIMING/REASON</u>	<u>E. OVO</u>	<u>AM. ONT</u>	<u>NAVVATISG</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. Abdo 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
T. TA:		246/	\$2,4416/	

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



Invoice # 6739934
Page g of 1

TIMG YGGGV QD MMVAJ			
<u>Timekeeper</u>	<u>E ours</u>	<u>Vate</u>	<u>Amount</u>
BAVTNGV			
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 Bartner	2/61/		\$K,84161/
C. 0 NOG			
Meltebeke, M.	0.80	\$640.00	\$512.00
Total for Counsel	/61/		\$12P61/
BAVA: GUA:			
Neves, N.	8.20	\$340.00	\$2,788.00
Total for BaraleLal	761/		\$P,K7761/
T. TA:	2461/		\$2/,44161/

T. TA: AM. 0NT D0GTE IOINS. ICG \$ 4,741611



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

T. TA: AM. ONT D0GTE IOINS. ICG

\$4,741~~641~~

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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 #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

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 # 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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please include remittance with your payment.

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 PSZJ 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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please include remittance with your payment.

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**

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



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

September 24, 2020
Invoice #6755014

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	20,070.00
Less Agreed Upon Discount	(2,007.00)
Total Current Costs	0.00

Total Amount Due This Invoice	\$ 18,063.00
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OUTSTANDING INVOICES FOR THIS MATTER AS OF: SEPTEMBER 24, 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	1,790.10	1,332.72	07/23/20	457.38
6721242	04/30/20	3,700.50	2,883.60	07/23/20	816.90
6726688	05/20/20	951.75	696.60	07/23/20	255.15
6731899	06/11/20	4,716.60	3,739.65	08/17/20	976.95
6739934	07/14/20	9,895.95	0.00		9,895.95
6746320	08/10/20	11,669.70	0.00		11,669.70
6757365	09/24/20	2,841.75	0.00		2,841.75
Previous Balance Total					26,913.78
6755014 (This Invoice)	09/24/20	18,063.00			18,063.00
Total Due This Matter					\$44,976.78

PROFESSIONAL FEES RENDERED:

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



Invoice # 6755014
Page 2 of 5

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
08/01/20	H. Levy-Biehl	1.60	1,176.00	Review and analyze objections to plan
08/02/20	H. Levy-Biehl	0.90	661.50	Telephone call with H. Kevane, T. Moyron, S. Maizel re HealthNet objection and related payor contacting matters and analysis re same
08/04/20	H. Levy-Biehl	0.90	661.50	Work on response to Health Net objection to plan; follow up with H. Kevane, T. Moyron re same
08/06/20	H. Levy-Biehl	0.40	294.00	Review additional plan objections
08/06/20	N. Neves	0.30	102.00	Emails with H. Levy-Biehl and C. Smith regarding status of monthly fee report and interim fee application; review court docket for potential deadline for interim fee application
08/07/20	H. Levy-Biehl	1.00	735.00	Participate in call with H. Kevane, T. Moyron, M. Schweitzer, J. Schlant to review Applecare objection and related matters
08/08/20	H. Levy-Biehl	1.10	808.50	Work on fee application (0.80); Review further timeline for rejecting contracts and follow up with T. Moyron re same; review United stipulation (0.30)
08/09/20	H. McCullough	0.20	141.00	Correspondence with H. Levy-Biehl and others regarding fee applications
08/12/20	H. Levy-Biehl	3.80	2,793.00	Observe BK hearing on sale of SFMC, AG conditions and plan of liquidation (3.5) review order approving 7th MTR; follow up with H. Kevane re same (.3)
08/12/20	N. Neves	1.00	340.00	Draft third monthly fee application; review invoices for privilege information; emails with L. Abdool and J. Meek following up on report for exhibit in support of fee application and payments for second monthly fee application
08/13/20	N. Neves	0.90	306.00	Finalize draft of third monthly fee application; gather exhibits in support of same
08/14/20	N. Neves	0.20	68.00	Emails regarding check received relating to payment of second monthly application
08/17/20	H. McCullough	0.30	211.50	Review draft of third interim fee application
08/17/20	N. Neves	0.40	136.00	Make edits to third monthly application to reflect check received in connection with second monthly application
08/19/20	H. Levy-Biehl	2.10	1,543.50	Review PSZJ status chart and participate in weekly call; follow up with P. Chadwick re same (1.3) work on fee applications (.8)
08/20/20	H. Levy-Biehl	0.70	514.50	Continue to work on fee apps and exchange emails re same (.2) prepare summary of ongoing regulatory work (.5)
08/20/20	H. McCullough	0.30	211.50	Correspondence with H. Levy-Biehl and others regarding third interim fee application

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



Invoice # 6755014
Page 3 of 5

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
08/20/20	N. Neves	3.20	1,088.00	Review application to employ Davis Wright Tremaine for list of rates for main timekeepers (.2); review invoices submitted for accuracy of rates and calculate adjusted rates to match application to employ Davis Wright Tremaine (.9); review descriptions in invoices for accuracy of total billed time (1.2); coordinate with C. Smith for changes in invoices for submission of third application (.4); emails with E. Martinez following up on changes to rates, time billed and descriptions for submission of third monthly fee application (.4); discussion with H. Levy-Biehl regarding issue of billing rates (.1)
08/21/20	H. Levy-Biehl	0.90	661.50	Review prior analysis of collection efforts and pursuit of payor claims; participate in call with P. Chadwick, H. Kevane, S. Kahn, S. Muller, R. Hernandez, P. McGovern re same (.9)
08/21/20	H. McCullough	0.10	70.50	Correspondence with E. Martinez and others regarding fee application
08/24/20	H. Levy-Biehl	0.80	588.00	Review correspondence re Nant settlement (.1) review Integrity stipulation (.1) review open insurance matters and exchange emails re same (.3) exchange emails re HealthNet mediation (.1) review considerations for post-effective date governance (.2)
08/24/20	H. McCullough	0.20	141.00	Correspondence regarding fee application
08/24/20	N. Neves	0.10	34.00	Follow up with E. Martinez on updated invoices for monthly fee application
08/25/20	H. Levy-Biehl	3.20	2,352.00	Finalize fee application; exchange emails re same (.4); Telephone call with P. Chadwick, R. Adcock, S. Maizel, C. Johnson re post-effective date transition matters and RO reporting; follow up with J. Davis re same (.4) Review proposed board presentation; work on same (.2) review and analyze order re proposed modifications to the plan (.2) review regulatory notice requirements in light of liquidating trust and plan effective date changes (.2) prepare for and participate in call with Liquidating Trustee and team (1.6) review correspondence re SVMC Medicare settlement and exchange internal emails re same (.2)
08/25/20	H. McCullough	0.10	70.50	Correspondence with H. Levy-Biehl and others regarding fee application
08/25/20	N. Neves	6.50	2,210.00	Review updated invoices prepared by accounting and make further revisions (1.3); follow up with accounting on revised invoices relating to first and second monthly applications to calculate revised fees based on updated attorneys' rates (.4); calculate differential rate for fees in first and second monthly applications based on updated invoices (1.3); make edits to third monthly application (.8); prepare reports of timekeeper billable hour and matter fees and cost charges in support of third monthly application (2.1); make arrangements for filing of third monthly application (.6)

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



Invoice # 6755014
Page 4 of 5

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
08/26/20	H. Levy-Biehl	1.60	1,176.00	Participate in weekly PSZJ call (.6) prepare for and participate in leadership call with R. Adcock, P. Chadwick, D. Galfus, T. Moyron, S. Maizel, N. Koffroth (1.0)
08/26/20	H. McCullough	0.10	70.50	Correspondence with Mr. Moe and others regarding fee application
08/28/20	H. McCullough	0.20	141.00	Correspondence with H. Levy-Biehl and others regarding payment from client
08/28/20	N. Neves	0.30	102.00	Emails regarding check received and filing of interim fee (.1); update tracking chart of checks received (.2)
08/30/20	H. Levy-Biehl	0.90	661.50	Telephone call with P. Chadwick, T. Schroeder re final cost reports and related matters (.6) work on insert for board presentation (.3)
TOTAL		34.30	\$20,070.00	

TIMEKEEPER SUMMARY			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
PARTNER			
Levy-Biehl, H.	19.90	\$735.00	\$14,626.50
McCullough, H.	1.50	\$705.00	\$1,057.50
Total for Partner	21.40		\$15,684.00
PARALEGAL			
Neves, N.	12.90	\$340.00	\$4,386.00
Total for Paralegal	12.90		\$4,386.00
TOTAL	34.30		\$20,070.00

TOTAL AMOUNT DUE THIS INVOICE \$ **18,063.00**

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REMITTANCE

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

September 24, 2020
Invoice #6755014

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	\$18,063.00
PRIOR OUTSTANDING BALANCE	\$26,913.78
TOTAL AMOUNT DUE	\$44,976.78

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

September 24, 2020
Invoice #6757365

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	3,157.50
Less Agreed Upon Discount	(315.75)
Total Current Costs	0.00

Total Amount Due This Invoice	\$ 2,841.75
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OUTSTANDING INVOICES FOR THIS MATTER AS OF: SEPTEMBER 24, 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	1,790.10	1,332.72	07/23/20	457.38
6721242	04/30/20	3,700.50	2,883.60	07/23/20	816.90
6726688	05/20/20	951.75	696.60	07/23/20	255.15
6731899	06/11/20	4,716.60	3,739.65	08/17/20	976.95
6739934	07/14/20	9,895.95	0.00		9,895.95
6746320	08/10/20	11,669.70	0.00		11,669.70
6755014	09/15/20	18,393.75	0.00		18,393.75
Previous Balance Total					42,465.78
6757365 (This Invoice)	09/24/20	2,841.75			2,841.75
Total Due This Matter					\$45,307.53

PROFESSIONAL FEES RENDERED:

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



Invoice # 6757365
Page 2 of 3

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
09/01/20	H. Levy-Biehl	0.30	220.50	Review correspondence re audited financials for SVMC and follow-up with client re same (.3)
09/02/20	H. Levy-Biehl	3.70	2,719.50	Review PSZJ status chart and participate in weekly call re same (1.1) further review and analyze board resolution and governance matters; telephone call with M. Garms re same; review licensing guidelines re appointment of hospital administrator and propose updated language to resolution in light of same (1.1) draft summary of pending transition matters for LT (.4) discussion with M. Garms, C. Keyser, N. Koffroth, M. Meltebeke re corporate resolutions and related matters (.2) review board dec and exchange further emails re same (.9)
09/03/20	H. McCullough	0.10	70.50	Correspondence with H. Levy-Biehl regarding future work
09/04/20	H. Levy-Biehl	0.20	147.00	Exchange emails re SCAN matter
TOTAL		4.30	\$3,157.50	

TIMEKEEPER SUMMARY			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
PARTNER			
Levy-Biehl, H.	4.20	\$735.00	\$3,087.00
McCullough, H.	0.10	\$705.00	\$70.50
Total for Partner	4.30		\$3,157.50
TOTAL	4.30		\$3,157.50

TOTAL AMOUNT DUE THIS INVOICE	\$	2,841.75
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REMITTANCE

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

September 24, 2020
Invoice #6757365

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	\$2,841.75
PRIOR OUTSTANDING BALANCE	\$42,465.78
TOTAL AMOUNT DUE	\$45,307.53

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EXHIBIT E



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

March 26, 2020
Invoice #6711578

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	24,165.50
Less Courtesy Discount	(2,416.55)
Adjusted Total Fees	21,748.95
Total Current Costs	0.00
Total Amount Due This Invoice	\$ 21,748.95

PROFESSIONAL FEES RENDERED:

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
02/14/20	H. Levy-Biehl	0.70	514.50	Review/revise Seton motion
02/17/20	H. Levy-Biehl	0.80	588.00	Continue to review/revise Seton motion and exchange emails re same
02/18/20	H. Levy-Biehl	1.80	1,323.00	Begin analyzing options for Seton and exchange emails re same; review E. Paul comments to motion; review and analyze Wipfli initial review
02/19/20	H. Levy-Biehl	2.60	1,911.00	Preliminary discussion with Larry Blitz to brainstorm re options; TCF E. Paul, T. del Junco, L. Blitz; further analyze options in light of same, including review of questionnaire ; work on Plan B for Seton telephone call with E. Paul, S. Maizel, M. Zeefe re Seton motion; exchange emails re records retention and follow up with CDPH re same

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
02/20/20	H. Levy-Biehl	1.60	1,176.00	Call with E. Paul, T. del Junco, M. Pfeiffer, P. Chadwick, L. Blitz re SNF questionnaire; review BOP offsite storage requirements; exchange emails re same; telephone call with L. Seargent re same and re CDPH questions re storage and analyze options in light of same
02/21/20	H. Levy-Biehl	0.20	147.00	Review correspondence re DEA registration and update tracker re same
02/21/20	C. Forsyth	1.00	540.00	Work on Seton tracker of required regulatory notices
02/23/20	H. Levy-Biehl	1.20	882.00	Participate in call with R. Adcock, E. Paul, T. del Junco, L. Blitz; follow up discussion with E. Paul re same; further discussion with L. Blitz re project, staffing and timing; telephone call with M. Pfeiffer re options for Coastsides
02/23/20	C. Forsyth	1.00	540.00	Prepare tracker of regulatory notices for Seton
02/24/20	H. Levy-Biehl	4.60	3,381.00	Exchange emails re auction, contract terminations and transition and wind-down matters and begin analyzing same; analyze options for subacute; telephone call with T. del Junco to review same; research and draft summary of SNF resident transfer process; telephone call with L. Blitz re findings from initial review
02/24/20	C. Forsyth	0.30	162.00	Prepare tracker of regulatory notices for Seton
02/25/20	J. Keville	0.50	367.50	Conference with H. Levy-Biehl regarding strategies for ensuring transfer of long-term care patients to other facilities in the event of a hospital
02/25/20	H. Levy-Biehl	3.60	2,646.00	Work on Seton plan, options and timeline; review Project Phoenix emails and related documents; exchange emails with L. Blitz re same; participate in status call with R. Adcock, E. Paul, M. Pfeiffer, T. del Junco, T. Armada, L. Blitz, Dentons re same; review tentative re APA
02/26/20	H. Levy-Biehl	2.90	2,131.50	Review updates from L. Blitz and exchange further emails re same; analyze options for partial Seton and draft email re same; analyze record retention issues and telephone call with S. Spich at CDPH OLS re same; draft emails re same; review developments re qualified bidders; review updated Seton motion
02/26/20	C. Forsyth	0.80	432.00	Prepare tracker of regulatory notices for Seton tracker; conference with H. Levy-Biehl regarding same
02/27/20	H. Levy-Biehl	4.80	3,528.00	Meet with E. Paul to review/analyze Project Phoenix developments and time line; work on related matters; review status of SF dietary matter and exchange emails re same; prepare for AG application and review prior submission in light of same; prepare time line for Plan B actions next week; status call with Wipfli; follow-up calls with L. Blitz, E. Paul
02/28/20	M. Meltebeke	1.70	1,088.00	Analyze background materials regarding prior transactions and AG submissions
02/28/20	C. Forsyth	5.20	2,808.00	Draft CDPH, CMS, DHCS and other notice letters for of Seton Medical Center
TOTAL		35.30	\$24,165.50	

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TIMEKEEPER SUMMARY			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
PARTNER			
Keville, J.	0.50	\$735.00	\$367.50
Levy-Biehl, H.	24.80	\$735.00	\$18,228.00
Total for Partner	25.30		\$18,595.50
COUNSEL			
Meltebeke, M.	1.70	\$640.00	\$1,088.00
Total for Counsel	1.70		\$1,088.00
ASSOCIATE			
Forsyth, C.	8.30	\$540.00	\$4,482.00
Total for Associate	8.30		\$4,482.00
TOTAL	35.30		\$24,165.50

TOTAL AMOUNT DUE THIS INVOICE	\$	21,748.95
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Verity Health System
Rich Adcock
601 S. Figueroa Street
Suite 4050
Los Angeles, CA 90017
richadcock@verity.org

April 30, 2020
Invoice #6721241

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	90,526.50
Total Current Costs	75.97

Total Amount Due This Invoice	\$ 21,7148 9
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<u>DATO</u>	<u>TIMO OGOP</u>	<u>KRHPE</u>	<u>AMRHNT</u>	<u>NAPPATIUG</u>
03/01/20	H. Levy-Biehl	0.70	514.50	Work on notices; review commentary on PPT report; exchange further emails
03/02/20	H. Levy-Biehl	3.10	2,278.50	Review updated Seton motion communications; review board resolution and Dentons memo; follow up with L. Blitz re report and communication plan
03/03/20	H. Levy-Biehl	0.90	661.50	Review updated Seton motion and exchange emails re same; communicate with E. Paul, T. del Junco, L. Blitz
03/04/20	H. Levy-Biehl	2.20	1,617.00	Review status of transactions and related considerations; follow up with client re Noridian developments following SGM failed sale and exchange emails re same and AG outreach; brainstorm about AG application for St. Francis and conference with M. Meltebeke, J. Tom re same; telephone call with E. Paul re developments with Seton
03/04/20	J. Tom	2.10	1,596.00	Review prior transaction documents; call with H. Levy-Biehl and M. Meltebeke regarding same; respond to question on approval period for changing manager
03/04/20	M. Meltebeke	0.90	576.00	Prepare for and participate in conference call regarding contemplated transaction and related AG submission

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<u>DATE</u>	<u>TIME CODE</u>	<u>KRHPE</u>	<u>AMRHNT</u>	<u>NAPPAIUO</u>
03/05/20	H. Levy-Biehl	1.80	1,323.00	Review and analyze AG process for hospital management agreements and exchange emails re same; review SGM briefing; review and analyze AG approval requirements for management agreement and 2015 conditions re same; work on AG application overview materials
03/05/20	J. Tom	0.20	152.00	Attention to AG notice issues
03/05/20	M. Meltebeke	2.50	1,600.00	Analyze statutory and regulatory guidance regarding nonprofit hospital transaction for purposes of determining notice requirements and related timing constraints; prepare correspondence regarding same
03/08/20	H. Levy-Biehl	0.80	588.00	Review Seton open compliance matters
03/08/20	J. Tom	0.10	76.00	Correspond with Ms. Levy-Biehl on Seton transaction
03/09/20	H. Levy-Biehl	3.30	2,425.50	Review and analyze deal considerations with C. Chan; work on AG related matters and exchange emails re same; telephone call with L. Compton, C. Johnson re deal and regulatory developments
03/10/20	H. Levy-Biehl	4.60	3,381.00	Review draft APAs and related correspondence; prepare for and participate in deal status call; review correspondence to AG; begin preparing disclosure correspondence; research governmental authority to partner with Seton and pay lease or related expenses and conference with E. Paul re same; listen in to San Mateo County hearing; review preliminary research re nursing home resident rights
03/10/20	J. Tom	0.70	532.00	Confer with M. Meltebeke and H. Levy-Biehl on Seton deal
03/10/20	M. Meltebeke	2.70	1,728.00	Evaluate AG submission requirements in light of contemplated asset dispositions
03/10/20	C. Forsyth	2.30	1,242.00	Research and analysis of California law re LTC residents consent to discharge and/or transfer
03/11/20	H. Levy-Biehl	6.80	4,998.00	Work on letter to AG re shortened time for review on Seton transaction; triage open matters and follow up with E. Paul re same; work on AG application and conference with internal team re same; participate in call re payor contracts; review San Mateo County guidance re LTC facilities and telephone call with E. Paul, P. Chadwick re same; Wipfli update call
03/11/20	J. Tom	0.90	684.00	Review documents; call with H. Levy-Biehl and M. Meltebeke to discuss Seton AG Notice
03/11/20	M. Meltebeke	6.50	4,160.00	Evaluate prior AG submission and prepare revisions in light of contemplated Seton disposition; evaluate working draft of APA for purposes of preparing AG notice
03/11/20	C. Forsyth	1.30	702.00	Research and analysis of notice and consent requirements for nursing facilities transferring or discharging residents
03/12/20	H. Levy-Biehl	2.90	2,131.50	Review updated COVID-19 guidance and exchange emails re same; further review/update letter to AG re expedited review; review L. Blitz updates; review AG discretion in engaging consultant; telephone call with leadership team re options for surge options for St. Francis; work on schedules and exchange emails re same

<u>DATE</u>	<u>TIME CODE</u>	<u>KRHPE</u>	<u>AMRHNT</u>	<u>NAPPAUO</u>
03/13/20	H. Levy-Biehl	4.40	3,234.00	Work on AG application for Seton; conference with M. Meltebeke re same; telephone call with M. Hung re waiver and related CHOW and regulatory matters; work on Seton disclosures; review state documents; review CHHS proposal and participate in calls re same
03/13/20	M. Meltebeke	2.20	1,408.00	Evaluate requirements for AG notice and coordinate next steps
03/14/20	H. Levy-Biehl	5.40	3,969.00	Review and comment on state proposed agreements for Seton and St. Vincent; exchange emails re same; telephone call with E. Paul re same; review and comment on AHMC IMA
03/15/20	H. Levy-Biehl	5.80	4,263.00	Participate in working call to review state agreement for Seton and exchange emails; further review/revise same; work on disclosures to AHMC
03/15/20	C. Forsyth	2.00	1,080.00	Research and analysis of hospital licensing and Medicare certification rules implicated by interim management agreements
03/16/20	H. Levy-Biehl	5.20	3,822.00	Work on disclosures and exchange emails, calls re same; exchange further emails re Seton deal with state and related considerations; telephone call with E. Paul, P. Chadwick, D. Galfus to review IMA; make further revisions to same
03/17/20	H. Levy-Biehl	7.20	5,292.00	Participate in standing Project Phoenix call; work on disclosures; follow up with Seton team re same; call with Verity, Dentons, AHMC teams to review APA, IMA; call with E. Ramirez, D. Drake, L. Eppright-Simmons re program flex considerations
03/18/20	H. Levy-Biehl	6.40	4,704.00	Continue to work on AHMC disclosures; review and comment on updated CDPH agreement with CHHS; call with E. Paul, T. Moyron, S. Maizel, state regulatory attorney re same; further review of updates to state agreements
03/18/20	M. Meltebeke	2.60	1,664.00	Evaluate prior submission and updated documentation for proposed AG submission
03/19/20	H. Levy-Biehl	3.60	2,646.00	Review updated agreement between state and Seton and exchange emails re same; work on AHMC disclosures; telephone call with V. Lluvido re RAC reviews at Seton; review and propose revisions to emergency motion
03/19/20	M. Meltebeke	2.00	1,280.00	Evaluate and prepare correspondence regarding status of AG notice and coordinate next steps
03/20/20	H. Levy-Biehl	1.50	1,102.50	Work on AHMC related disclosures and exchange emails re same; review updated proposed order for state transaction and exchange emails re same; participate in telephonic hearing re state agreements
03/21/20	H. Levy-Biehl	3.20	2,352.00	Review and analyze updated AHMC agreements, review Medicare reassignment rule and guidance and exchange further emails re same APA and IMA; work on AG application
03/23/20	H. Levy-Biehl	2.40	1,764.00	Review OSHA complaint and response and propose revisions to same; telephone call with E. Paul; review AHMC updates and call M. Hung re same; further discussion with M. Hung re open regulatory matters
03/23/20	J. Hoag	0.40	220.00	Advise regarding response to Cal/OSHA pertaining to COVID-19 employee complaint

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please include remittance with your payment.

<u>DATO</u>	<u>TIMQ 0050P</u>	<u>KRHPE</u>	<u>AMRHNT</u>	<u>NAPPATIUG</u>
03/24/20	H. Levy-Biehl	3.80	2,793.00	Participate in call with Verity team to review AHMC deal documents and related matters; work on side letter and telephone call with E. Paul re same; telephone call with J Moe, K. Murphy re litigation matters; review SF compliance matters; work on updated language for APA, IMA re provider agreements
03/24/20	M. Meltebeke	0.60	384.00	Evaluate materials regarding contemplated sale of Seton and previous sale transactions
03/25/20	C. Chan	0.50	292.50	Advise on revisions to representation
03/25/20	H. Levy-Biehl	4.70	3,454.50	Review open St. Francis matters and begin working on disclosure letter; begin analyzing St. Vincent start-up considerations and telephone call with M. Pfeifer re same; review and propose revisions to Seton OSHA response; exchange emails with L. Kresge re same; review updated draft of Seton APA and exchange further emails re same
03/26/20	C. Chan	0.70	409.50	Advise on billing representation and warranty
03/26/20	H. Levy-Biehl	5.40	3,969.00	Work on response to final AHMC comments on APA, IMA and exchange emails re same; calls, emails to M. Hung re same; participate in Project Phoenix update call; follow up with St. Francis re surge plans; work on AG submission and consult with M. Meltebeke re same; participate in call with Verity, AHMC to review final items
03/26/20	M. Meltebeke	0.50	320.00	Evaluate and coordinate next steps for AG notice
03/27/20	H. Levy-Biehl	1.70	1,249.50	Exchange further emails re finalizing AHMC agreements and review same; telephone call with L. Compton, C. Johnson re St. Francis related disclosures; begin working on same; review AG notice requirements for sale of nonprofit assets
03/29/20	H. Levy-Biehl	0.50	367.50	Work on disclosures for St. Francis and review open items re same; telephone call with M. Rose re possible purchase of St. Francis Medical Center
03/30/20	H. Levy-Biehl	3.10	2,278.50	Work on disclosure items for St. Francis and exchange various emails, calls re same; review St. Vincent and Seton sales motion
03/31/20	H. Levy-Biehl	4.10	3,013.50	Work on disclosure letter and review emails, additional information re same; review status of Medicare review of prior SGM CHOWs and exchange emails with T. Shroeder re same; review/analyze AG notice requirements and exchange emails re same
03/31/20	J. Tom	0.20	152.00	Send information on Section 5913 Notice to H. Levy-Biehl; analyze motion
TRTAS		V498 1	\$21, 318.1	

CRETEL

<u>CRET CRDO</u>	<u>DOECPISTIRN</u>	<u>AMRHNT</u>
PS	Professional services	37.45
WLR	Westlaw (billed at cost) computerized legal research	38.52
TRTAS CRETE		\$938.9

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TIMQ 0050P EHMMAPO			
<u>Time6eeYer</u>	<u>Kours</u>	<u>Pate</u>	<u>Amount</u>
5APTNQP			
Chan, C.	1.20	\$585.00	\$702.00
Levy-Biehl, H.	95.50	\$735.00	\$70,192.50
Tom, J.	4.20	\$760.00	\$3,192.00
Total for Sartner	V11821		\$9,1k781
CRHNEOS			
Hoag, J.	0.40	\$550.00	\$220.00
Meltebeke, M.	20.50	\$640.00	\$13,120.00
Total for Counsel	41821		\$Vp,p. 181
AEER CIATO			
Forsyth, C.	5.60	\$540.00	\$3,024.00
Total for Associate	3871		\$p,14. 81
TRTAS	V498 1		\$21,. 3181

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\$ 21,7148 9



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

May 20, 2020
Invoice #6726687

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	191,070.00
Less Agreed Upon Discount	(19,107.00)
Total Current Costs	289.70

Total Amount Due This Invoice	\$ 21, 7 4, 81.
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<u>DATE</u>	<u>TIMRLRR9RS</u>	<u>: PK\$O</u>	<u>AMP KNT</u>	<u>NA55ATIHR</u>
04/01/20	H. Levy-Biehl	1.60	1,176.00	Further update disclosure letter and exchange emails re samer; review and analyze options for AG in light of St. Vincent sale hearing developments and exchange further emails in light of same
04/02/20	H. Levy-Biehl	1.10	808.50	Exchange further emails re information for disclosure letter; update same; review St. Vincent sales order; review COVID guidance for provisions in support of AG waiver
04/03/20	H. Levy-Biehl	0.50	367.50	SFMC AG: Work on AG application and exchange emails re same and re St. Francis transaction time line
04/04/20	H. Levy-Biehl	0.50	367.50	Participate in call with state, E Paul, P. Chadwick, Dentons re Seton and St. Vincent agreements
04/05/20	H. Levy-Biehl	0.90	661.50	Communicate with client, Dentons re St. Vincent licensing matters; review management agreement re same
04/06/20	H. Levy-Biehl	0.60	441.00	SFMC AG: Work on AG app
04/06/20	J. Tom	0.70	532.00	Confer with M. Meltebeke and H. Levy-Biehl on preparing AG Notices for St. Francis and Seton transactions

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<u>DATE</u>	<u>TIMELINE</u>	<u>PKS</u>	<u>AMOUNT</u>	<u>DESCRIPTION</u>
04/06/20	M. Meltebeke	2.50	1,600.00	Evaluate status of AG notice for St. Francis sale and coordinate next steps
04/07/20	H. Levy-Biehl	4.10	3,013.50	SFMC AG: Work on AG applications; telephone call with M. Marabeke to work on same; review Prime APA; telephone call with S. Chan re Seton, St. Francis sales; exchange emails with G. Gertler, Dentons re same
04/07/20	H. Levy-Biehl	0.50	367.50	Prepare for and participate in Cain status call
04/07/20	M. Meltebeke	5.40	3,456.00	Evaluate and confer regarding status of AG notice for St. Francis Medical Center and coordinate next steps; update prior AG notice
04/08/20	H. Levy-Biehl	3.60	2,646.00	SFMC AG: Work on AG application; telephone call with N. Nguyen, M. Meltebeke re same; follow up with E. Paul re same; review motions for approval for Prime transaction; follow up with S. Chan re same; call with Prime team, Dentons to review options for AG review of SFMC sale, process and timeline
04/08/20	H. Levy-Biehl	1.60	1,176.00	Review/analyze Foundation self-dealing issue raised by AG and exchange emails re same; work on board resolutions and exchange emails, call with M Garms re same; review status of St. Francis CHOW applications and telephone call with C. Johnson re same;
04/08/20	J. Tom	2.40	1,824.00	Analyze self-dealing issue under CA Corp Code presented by Chan Soon-Shiong Foundation's purchase of St. Vincents; review AG's Objections; draft analysis and send to H. Levy-Biehl
04/08/20	M. Meltebeke	4.20	2,688.00	Prepare for and participate in conference call with Verity and with other parties regarding AG notice and related matters; prepare AG submission and coordinate collection of information and supporting materials
04/09/20	H. Levy-Biehl	1.00	735.00	Participate in telephone St. Francis sales hearing; telephone call with L. Eppright-Simmons
04/09/20	H. Levy-Biehl	2.30	1,690.50	SFMC AG: Work on AG submission for St. Francis and review and analyze documents for same
04/09/20	M. Meltebeke	4.70	3,008.00	Prepare AG notice regarding contemplated St. Francis Medical Center sale
04/10/20	H. Levy-Biehl	1.90	1,396.50	Review tentative; research process for relinquishing license; participate in telephone St. Vincent sale hearing; draft letter to CDPH and exchange further emails re same;
04/10/20	H. Levy-Biehl	1.30	955.50	SFMC AG: work on AG submission
04/10/20	M. Meltebeke	3.50	2,240.00	Prepare AG Notice regarding contemplated St. Francis Medical Center sale
04/13/20	H. Levy-Biehl	6.10	4,483.50	SFMC AG: Review HSR submission and additional information in support of AG filing; work on same; telephone call with J. Richlin, G. Gertler, C. Olson, M. Meltebeke, C. Johnson re AG application, waiver and timeline
04/13/20	M. Meltebeke	10.00	6,400.00	Prepare AG notice regarding contemplated St. Francis Medical Center transaction
04/13/20	C. Johnson	2.60	1,443.00	Call with G. Gertler and others regarding Prime AG filing and change of ownership process; call with C. Olson regarding change of ownership process; legal analysis of updated licenses and permits; prepare change of ownership information to transmit to buyer

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<u>DATE</u>	<u>TIMELINE</u>	<u>PKSO</u>	<u>AMPKNT</u>	<u>NASATIHR</u>
04/14/20	H. Levy-Biehl	7.60	5,586.00	SFMC AG: Coordinate intro meeting with Prime, AG; work on AG application
04/14/20	H. Levy-Biehl	3.10	2,278.50	Participate in Cain status call; work on CHOW submissions and further analyze open items re same; telephone call with L. Eppright-Simmons re COVID developments and flex considerations; follow up with S Vivona at CDPH, client re relinquishing of St. Vincent license; telephone call with M. Kwok
04/14/20	M. Meltebeke	8.20	5,248.00	Prepare AG Notice
04/14/20	C. Johnson	5.70	3,163.50	Legal analysis of Prime AG letter; correspondence with C. Olson (Prime counsel) regarding change of ownership process; correspondence with C. Doan (Prime in-house counsel) regarding seller side pharmacy permit application information; legal analysis regarding Prime redline of AG conditions; prepare change of ownership information for buyer and send to C. Doan ; revise charity care policy narrative for AG application
04/15/20	H. Levy-Biehl	0.70	514.50	Exchange further emails with S. Vivona at CDPH re cancellation of St. Vincent license; follow up with Verity, Dentons, counsel to purchaser re same
04/15/20	H. Levy-Biehl	9.60	7,056.00	SFMC AG: Participate in call with Cain, R. Adcock, T. Moyron re AG submission; continue drafting/revising AG notice and exhibits and exchange emails re same; participate in call with S. Chan, T. Ibanez, G. Gertler, J. Richlin, S. Maizel, T. Moyron, M. Meltebeke re AG review of St. Francis transaction
04/15/20	J. Tom	0.20	152.00	Confer with M. Meltebeke on AG filing
04/15/20	R. Williams	2.30	1,828.50	Preparation of business associate agreement
04/15/20	M. Meltebeke	6.80	4,352.00	Prepare AG notice regarding contemplated St. Francis Medical Center sale
04/15/20	L. Correa	1.90	950.00	Prepare a business associate agreement for the Verity/Prime deal
04/15/20	C. Johnson	3.70	2,053.50	Correspondence with C. Doan regarding change of ownership information requests, including responding to buyer's information requests regarding Medicare enrollment and hospital license applications
04/16/20	H. Levy-Biehl	9.40	6,909.00	SFMC AG: Finalize AG submission and exhibits; draft cover letter; exchange emails, calls re same; follow up with G. Gertler re HSR and AG submission; exchange further emails, call with G. Gertler re waiver request;
04/16/20	R. Williams	0.20	159.00	Continued preparation of business associate agreement
04/16/20	M. Meltebeke	7.40	4,736.00	Prepare AG Notice
04/16/20	D. Nicholson	0.40	278.00	Email correspondence with H. Levy-Biehl regarding review of CPR and resource allocation policies; review same
04/16/20	L. Correa	0.60	300.00	Revise the business associate agreement to incorporate requirements under California law
04/16/20	C. Johnson	9.30	5,161.50	Return call from Noridian regarding cost reporting year; prepare change of ownership applications information and transmit to C. Doan at Prime; correspondence with G. Boden regarding signature pages; legal analysis of checklist
04/16/20	M. VanSlavens	1.70	671.50	Review AG submission notice for redactions

<u>DATE</u>	<u>TIMELINE</u>	<u>PKSO</u>	<u>AMPKNT</u>	<u>NASATIHR</u>
04/17/20	H. Levy-Biehl	6.20	4,557.00	Telephone call with R. Adcock, S. Maizel, T. Moyron re waiver request to AG and revise same; work on logistics for finalizing St. Francis AG submission; work on waiver request; draft letter to HSR for Verity; exchange various emails with S. Chan
04/17/20	H. Levy-Biehl	2.90	2,131.50	Exchange emails with M. Goldstone at Prime re various diligence issues and review same; review open St. Francis CHOW questions and conference with C. Johnson re same; review SFMC resource allocation/CPR code policies and conference with D. Nicholson re same
04/17/20	M. Meltebeke	5.00	3,200.00	Evaluate and respond to correspondence and requests regarding AG submission for St. Francis; prepare AG notice for Seton
04/17/20	D. Nicholson	4.50	3,127.50	Review policies regarding CPR for COVID patients and allocation of ventilators; prepare legal analysis regarding same
04/17/20	L. Correa	0.10	50.00	Review email correspondence from H. Levy-Biehl regarding the draft business associate agreement
04/17/20	C. Johnson	6.40	3,552.00	Call Noridian audit support regarding cost reporting year issue; prepare change of ownership information, including tissue bank information, radioactive materials license information, and HS 215as; analysis regarding status of blood bank permit
04/18/20	H. Levy-Biehl	0.60	441.00	SFMC AG: Exchange further emails, calls re SFMC clinics; finalize waiver letter to S. Chan
04/18/20	M. Meltebeke	0.20	128.00	Evaluate correspondence regarding AG submissions and next steps
04/18/20	D. Nicholson	0.70	486.50	Finalize and circulate analysis of policies
04/18/20	C. Johnson	1.20	666.00	Further correspondence with C. Doan regarding change of ownership applications
04/19/20	H. Levy-Biehl	0.30	220.50	Review and analyze disclosure of sensitive payment information in context of pending sales
04/19/20	D. Maas	0.50	257.50	Review materials from H. Levy-Biehl and provide analysis of antitrust issues and proposed approach for compliance
04/20/20	H. Levy-Biehl	1.20	882.00	SFMC AG: Telephone call with Prime, MWE, Dentons team re AG related developments; exchange further emails with S. Chan; review expert agreement
04/20/20	H. Levy-Biehl	4.10	3,013.50	Further analyze disclosure of payor information and follow up with client re same; exchange further emails re diligence and contracting questions; review AHMC APA and timeline and exchange further emails re same; review various CHOW matters and exchange emails re same
04/20/20	M. Meltebeke	3.00	1,920.00	Prepare AG submission related to contemplated Seton sale; participate in conference call regarding pending St. Francis Medical Center submission
04/20/20	C. Johnson	7.30	4,051.50	Correspondence with C. Doan at Prime regarding change of ownership applications; call with L. Wang, buyer's counsel, regarding hospital license application; call with C. Doan regarding status of applications; prepare CHOW-related documents, including signature pages and other licensing forms

<u>DATE</u>	<u>TIMELINE</u>	<u>PKSO</u>	<u>AMPKNT</u>	<u>NA55ATIHR</u>
04/21/20	H. Levy-Biehl	2.20	1,617.00	Participate in Cain weekly status call; follow up with J. Maloney re meeting options for AG; telephone call with R. Adcock re contract access issues; work on same; work on Seton AG submission and exchange further emails re same; review withdrawal of KPC bid for Seton
04/21/20	M. Meltebeke	8.80	5,632.00	Prepare AG notice
04/21/20	C. Johnson	4.60	2,553.00	Further correspondence regarding change of ownership filings with hospital contacts and with C. Doan, including tissue banks and hospital licenses
04/22/20	H. Levy-Biehl	11.10	8,158.50	Work on Seton AG application; exchange emails, gather information in support of same; participate in Seton sale hearing; HSR call with R. Adcock, P. Chadwick, Dentons team; follow up discussion re AG timeline for Seton; call to M. Hung re same; telephone call with R. Adcock, P. Chadwick, H. Kevane, D Maas re payor agreements and antitrust considerations; telephone call with M. Hung re AHMC's inserts for AG submission
04/22/20	D. Maas	0.50	257.50	Participate in Verity-SFMC & Prime Contract Review call with team to discuss strategy for antitrust compliance given Prime conduct and requests for information and documents
04/22/20	M. Meltebeke	9.90	6,336.00	Prepare AG submission in connection with contemplated sale of Seton facilities
04/22/20	C. Johnson	8.60	4,773.00	Answer diligence/CHOW-related questions from buyer; call with E. Cook regarding Medicare CHOW filings; call with Noridian regarding cost reporting year issue; confirm the accuracy AHMC's proposed redlined AG conditions with the APA schedule and Sept. 2019 conditions issued in the SGM transaction; review client accommodations analysis before sending to purchaser; legal analysis regarding blood bank requirements for trauma centers and analysis of existing contract with Red Cross; compare AHMC's conditions with the SGM conditions and provide summary of differences
04/23/20	H. Levy-Biehl	5.60	4,116.00	Initial call with P. Osborne to review COVID funding and Seton deal; further analyze same; work on Seton AG application; exchange further emails re HSR follow-up
04/23/20	M. Meltebeke	6.30	4,032.00	Prepare AG submission for contemplated sale of Seton Medical Center
04/23/20	C. Johnson	1.80	999.00	Draft change of ownership information for AHMC transaction; review updated schedule and redline for AHMC AG submission
04/24/20	H. Levy-Biehl	4.60	3,381.00	Review patient level data request form Prime and exchange further emails re same; review emails and settlement considerations for CMS resolution; participate in call with S. Maizel, T. Moyron, E. Levey, A. Belgrove re possible global CMS settlement; participate in call re Prime related diligence requests; work on Seton AG submission and enclosures and exchange various emails re same
04/24/20	D. Maas	0.30	154.50	Communications with Ms. Levy-Biehl regarding antitrust compliance and issues with Prime's approach
04/24/20	M. Meltebeke	3.70	2,368.00	Prepare AG submission for contemplated Seton sale

<u>DATR</u>	<u>TIMRLRR9RS</u>	<u>: PKSO</u>	<u>AMPKNT</u>	<u>NA55ATIHR</u>
04/24/20	C. Johnson	4.20	2,331.00	Review schedules regarding SFMC transaction; prepare change of ownership information requests related to sale of SMC/SMCC
04/25/20	H. Levy-Biehl	0.50	367.50	Work on AG application and exhibits; exchange emails re same
04/25/20	M. Meltebeke	0.30	192.00	Evaluate correspondence regarding AG submission for Seton Medical Center sale
04/26/20	H. Levy-Biehl	2.50	1,837.50	Finalize AG narrative and cover letter for Seton
04/26/20	M. Meltebeke	2.00	1,280.00	Evaluate correspondence regarding AG submission; evaluate and provide feedback regarding supporting exhibits
04/27/20	H. Levy-Biehl	0.80	588.00	SFMC AG: Telephone call with G. Gertler re advanced payments and waiver discussions; review correspondence re same; analyze S. Chan correspondence and info request
04/27/20	H. Levy-Biehl	4.40	3,234.00	Finalize AG narrative, exhibits and cover letter for Seton transaction; exchange various emails re same; participate in call with R. Adcock, P. Chadwick, D. Galfus, T. Moyron re timing on AHMC and related matters
04/27/20	M. Meltebeke	3.00	1,920.00	Prepare AG notice with respect to contemplated Seton sale
04/27/20	C. Johnson	4.30	2,386.50	Update change of ownership information to give to AHMC for SMC transaction; correspondence with C. Doan and S. Kopp regarding signature page for radioactive materials license transfer
04/28/20	H. Levy-Biehl	3.60	2,646.00	Participate in Cain weekly call; work on CHOW process for Seton; exchange further emails with S. Chan; review and propose revisions to letter to Supervisor Thomas re SFMC research funding; telephone call with R. Adcock, P. Chadwick, S. Maizel, T. Moyron; review updated Medicare settlement figures from BRG and exchange emails re same
04/28/20	C. Johnson	2.30	1,276.50	Correspondence with T. Ahn regarding updating information for purposes of hospital license change of ownership information; gather information for SMC change of ownership filings
04/29/20	H. Levy-Biehl	3.60	2,646.00	Exchange emails re Seton revalidation; participate in call with Verity legal re info requests and clean team considerations; exchange further emails re same; follow up with SFMC re information requests; review timing of Seton CHOW submissions; further discussion with Dentons team re Prime developments
04/29/20	C. Johnson	0.80	444.00	Legal analysis of requirements for community report filing and revalidation filing
04/30/20	H. Levy-Biehl	2.70	1,984.50	Review DHCS proposed settlement agreement and propose revisions re same;; review APA and propose revisions in light of same; participate in call with Dentons, BRG re same; review AG expert agreement and timeline

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Cp or cS

Cp or CpDR

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<u>CP or CPDR</u>	<u>DROCS I9 TIP N</u>	<u>AMP KNT</u>
CFCALL	Conference call service	101.15
ODS	Delivery services/Messenger	188.55
TP TAE CP OTO		\$, UV8.

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9A5TNRS			
Levy-Biehl, H.	114.90	\$735.00	\$84,451.50
Tom, J.	3.30	\$760.00	\$2,508.00
Williams, R.	2.50	\$795.00	\$1,987.50
Total for 9artner	2, . 8.		\$UWk18 .
CP K NCRE			
Maas, D.	1.30	\$515.00	\$669.50
Meltebeke, M.	94.90	\$640.00	\$60,736.00
Nicholson, D.	5.60	\$695.00	\$3,892.00
Total for Counsel	2. 28.		\$347, V18.
AOOP CIATR			
Correa, L.	2.60	\$500.00	\$1,300.00
Johnson, C.	62.80	\$555.00	\$34,854.00
VanSlavens, M.	1.70	\$395.00	\$671.50
Total for Associate	318.		\$p37U, 48.
TP TAE	, UV8.		\$2V27 1. 8 .

TP TAE AMP KNT DKRT: IOINHP ICR \$ 21, 7, 4, 8.



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

June 11, 2020
Invoice #6731898

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	114,365.50
Less Agreed Upon Discount	(11,436.55)
Total Current Costs	256.39

Total Amount Due This Invoice	\$ 4,716.00
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<u>Invoice</u>	<u>Date</u>	<u>UriPinal Amount</u>	<u>/aymentsLCredits</u>	<u>Bast /ayment</u>	<u>Amount Due</u>
6711578	03/26/20	21,748.95	16,906.68	07/23/20	4,842.27
6721241	04/30/20	90,602.47	70,665.97	07/23/20	19,936.50
6726687	05/20/20	172,252.70	131,710.58	07/23/20	40,542.12
6739935	07/14/20	110,024.64	0.00		110,024.64
6746321	08/10/20	132,944.05	0.00		132,944.05
/revious 3alance Total					7,616,690.6
6731898 (This Invoice)	06/11/20	103,185.34			103,185.34
Total Due This Matter					\$044,105.00g

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



Invoice # 6731898
Page g of 4,

/HUFRRGGUNABFRRGHRNDRHRDJ

<u>DATR</u>	<u>TIMR8RR/RH</u>	<u>: US HG</u>	<u>AMUS NT</u>	<u>NAHHATIER</u>
04/06/20	H. Levy-Biehl	0.40	294.00	Review Seton updates for same; participate in internal call re same
04/13/20	H. Levy-Biehl	0.70	514.50	Telephone call with M. Goldstone re St. Francis operations and structure; review file re same; telephone call to S. Vivona at CDPH
04/18/20	H. Levy-Biehl	0.60	441.00	Exchange emails re SFMC CHOW applications and open questions; telephone call with H. Kevane re payor agreements for St. Francis
05/01/20	H. Levy-Biehl	0.70	514.50	Prepare updated BAA for AHMC transaction; review QAF figures and exchange further emails re same; review options for seller side 855
05/01/20	C. Johnson	1.80	999.00	Correspondence with T. Ahn regarding information requests (0.5); correspondence with C. Doan regarding SMC change of ownership applications (0.5); prepare 855A seller side applications for SFMC (0.8)
05/04/20	H. Levy-Biehl	4.80	3,528.00	Review correspondence to/from Prime; review and analyze FTC correspondence; consider options for document sharing for Seton; call with G. Tuss re Seton pharmacy matter; review additional information request from P. Dalton for SFMC and responsive documents re same; exchange emails for lease extensions/renewal options for hospital-based clinics; review status of CHOW related filings; review final opposition to CNA motion
05/04/20	D. Maas	1.30	669.50	Communications with Ms. Levy-Biehl regarding antitrust issues with Prime transaction (.5); call with Mr. Libowsky regarding antitrust review by FTC and strategy for navigating voluntary access letter from Mr. Wiegand (.8)
05/04/20	C. Johnson	5.00	2,775.00	Correspondence with T. Ahn regarding information needed for change of ownership applications (0.6); draft 855A seller side applications for SFMC (3.0); prepare documentation requested by Noridian related to cost-reporting issue (1.4)
05/05/20	H. Levy-Biehl	6.10	4,483.50	Participate in weekly call with Cain and team; work on response to AG info request and exchange emails re same; participate in call with Prime team, Dentons; follow up discussion with G. Gertler; call with Prime, Verity teams to review S. Aleman letter; debrief with Verity, Dentons, BRG
05/05/20	D. Maas	1.40	721.00	Communications with Ms. Levy-Biehl and Dentons team regarding response to AG information request in connection with state antitrust review and research and summarize state law requirements for confidentiality treatment
05/05/20	C. Johnson	0.20	111.00	Correspondence with T. Ahn regarding change of ownership application;

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



Invoice # 6731898
Page 7 of 4,

<u>DATE</u>	<u>TIME/RR/RH</u>	<u>: US HG</u>	<u>AMOUNT</u>	<u>NAHATIER</u>
05/06/20	H. Levy-Biehl	5.60	4,116.00	Review/analyze various disclosure items; review prior AG submissions and follow up with J. Chesley re same; work on information request from AG; telephone call with G. Gertler; review G. Gertler correspondence to S. Maizel and S. Maizel response to same; telephone call with J. Chesley, T. Moyron; review and analyze use of provider relief funds and finalize email re same
05/06/20	D. Maas	0.30	154.50	Communications with Ms. Levy-Biehl regarding AG and FTC approval process
05/06/20	C. Johnson	2.90	1,609.50	Draft seller side 855As for SFMC and transmit to SFMC contacts for execution and filing (2.0); correspondence with C. Doan regarding same (0.4); legal analysis regarding filings related to SFMC's termination of Medicare enrollment (0.5)
05/07/20	H. Levy-Biehl	1.50	1,102.50	Review various emails re information and diligence requests; review prior DOCHS transactional documents
05/07/20	H. Levy-Biehl	3.20	2,352.00	SFMC AG: work on responses to various information requests; exchange emails re same; telephone call with D. Drake to review SFMC COVID response and implications; draft insert to AG re same
05/07/20	D. Maas	0.20	103.00	Communications with Ms. Levy-Biehl, Ms. Moyron, and Mr. Libowsky regarding AG submission
05/07/20	C. Johnson	0.40	222.00	Review pre-closing filings required by SMC APA
05/08/20	H. Levy-Biehl	2.40	1,764.00	SFMC AG: exchange further emails re response to AG re COVID; review documents in response to JD Healthcare request; finalize materials for DAG M. Lee; prepare for and participate in call with Prime, Verity, Dentons and AG to review SFMC transaction
05/08/20	H. Levy-Biehl	4.10	3,013.50	Review claims history and exchange emails with K. Chapman re same; telephone call with T. Moyron; review transition planning issues raised by Prime and analyze options in light of same; participate in call with SFMC team, P. Chadwick re same; exchange further emails with S. Chan; telephone call with T. Moyron, S. Lebowsky
05/08/20	D. Maas	0.70	360.50	Assist Ms. Levy-Biehl with AG submission, including confidential treatment of portions of submission
05/08/20	C. Johnson	1.70	943.50	Draft correspondence to Noridian regarding cost reporting year end date issue
05/09/20	H. Levy-Biehl	0.90	661.50	Work on response to information request and exchange further emails re same; review and propose edits to Seton AG supplemental response
05/09/20	J. Hoag	0.40	220.00	For Seton Medical Center, analyze client correspondence with Cal/OSHA and Cal/OSHA inquiry letters, and provide initial analysis
05/10/20	D. Maas	0.50	257.50	Antitrust review of materials for sharing with Prime per Ms. Levy-Biehl

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



Invoice # 6731898
Page 0 of 4,

<u>DATR</u>	<u>TIMR8RR/RH</u>	<u>: US HG</u>	<u>AMUS NT</u>	<u>NAHHATIER</u>
05/11/20	H. Levy-Biehl	5.50	4,042.50	Review status of open items per Prime's request; work on same; participate in Seton/AHMC leadership call; review updated information re Prime info request and document review; telephone call with SFMC team re same; telephone call with S. Sharrer; update spreadsheet re same; telephone call with S. Chan, J. Toma, D. Eldon, T. Moyron, S. Maizel; review correspondence re cost report year ends; telephone call with S. Lebowsky; telephone call with R. Adcock, P. Chadwick, T. Moyron, S. Maizel, C. Montgomery, D. Galfus re plan of liquidation and related considerations
05/11/20	C. Johnson	1.40	777.00	Prepare change of ownership seller-side information for SMC applications
05/12/20	H. Levy-Biehl	7.60	5,586.00	Participate in weekly status call; telephone call with R. Adcock re Seton contracting matters; review/propose revisions to Noridian correspondence re cost report year ends; review and analyze options for Seton agreements and exchange emails re same; review and analyze options for risk pool resolution and participate in call with H. Kevane, R. Adcock, P. Chadwick, T. Moyron, J. Schlant. Dr, Schweitzer re same; draft response to Prime request for additional information; review ex parte application re bids
05/12/20	D. Maas	0.60	309.00	Review materials and communicate with Ms. Levy-Biehl regarding materials to share with Prime for integration planning
05/12/20	C. Johnson	6.30	3,496.50	Legal analysis regarding correspondence received from Noridian regarding SFMC seller-side change of ownership filings (0.4); follow up with SMC contact regarding change of ownership information requests (0.2); legal analysis regarding San Mateo Health Commission agreement documentation (0.5); send correspondence to J. Morken at Noridian regarding year end date cost reporting issue (0.5); call with C. Olson, Prime outside counsel regarding logistics of closing / regulatory approvals (0.1); review physician agreements to ensure no competitively sensitive information is released if uploaded to datasite (5.1)
05/13/20	H. Levy-Biehl	4.30	3,160.50	Continue working on information requests from Prime and exchange emails re same; continue working on private payor disclosure and confidentiality matters; telephone call with T. Moyron, S. Maizel, A. Ruda, J. Richlin, G. Gertler re AG and related matters; follow up discussion with G. Gertler re same
05/13/20	C. Johnson	4.10	2,275.50	Legal analysis of SFMC physician agreements in clean room for upload to dataroom
05/14/20	H. Levy-Biehl	4.10	3,013.50	Telephone call with L. Compton, C. Johnson re compliance updates; call with Verity, Dentons team re POL; follow up discussion with T. Moyron, N. Koffroth re AG objection to ex parte application; review and analyze additional correspondence from Scott Chan and exchange emails re same; telephone call with J. Moe; review and analyze options for contract disclosures and exchange further emails re same

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



Invoice # 6731898
Page . of 4,

<u>DATE</u>	<u>TIME/RR/RH</u>	<u>: US HG</u>	<u>AMOUNT</u>	<u>NAHATIER</u>
05/14/20	D. Maas	0.30	154.50	Communications with Ms. Levy-Biehl and review of contracts for antitrust and contractual compliance in sharing with Prime
05/14/20	M. Meltebeke	0.20	128.00	SFMC AG Notice: evaluate follow up requests related to AG notice and request for consent
05/14/20	C. Johnson	3.50	1,942.50	Legal analysis regarding compliance-related inquiries from Prime related to SFMC (1.0); legal analysis regarding physician agreements being moved out of clean room (2.5)
05/15/20	H. Levy-Biehl	1.70	1,249.50	Review updated spreadsheets for rad onc and cardiology service lines at SFMC and exchange further emails re same; work on response to S. Chan correspondence; exchange emails re same; review AG opposition to ex parte application and response from 2005s
05/15/20	C. Johnson	2.60	1,443.00	Correspondence regarding change of ownership applications for SMC and creation of sharefile site for exchange of files (0.5); correspondence with American College of Trauma Surgeons regarding change of ownership process (0.5); legal analysis regarding outstanding information for change of ownership application (1.6)
05/17/20	C. Johnson	1.00	555.00	Legal analysis of physician contracts from clean room
05/18/20	H. Levy-Biehl	3.90	2,866.50	SFMC AG: Follow up with S. Chan re Prime interviews; work on response to S. Chan letter; exchange emails re FTC review; telephone call with M. Garms; further review resolutions in light of same; exchange emails re hearing on ex parte motion and options in light of same
05/18/20	H. Levy-Biehl	2.60	1,911.00	Review additional information request from Prime on HR matters and exchange further emails re same; participate in Prime/Verity transition call; exchange emails re Noridian inquiry and Medicare timeline; prepare for and participate in Seton call with AHMC; follow up re CHOW timeline and status of CHOW applications
05/18/20	D. Maas	0.10	51.50	Communications with Ms. Levy-Biehl regarding antitrust review by California AG
05/18/20	M. Meltebeke	1.60	1,024.00	SFMC AG Notice: evaluate and prepare correspondence regarding proposed responsive materials to follow-up requests
05/18/20	C. Johnson	0.70	388.50	Legal analysis regarding information received from Los Angeles EMT and Los Angeles County Counsel (0.6); correspondence with C. Doan regarding trauma certificate CHOW requirements (0.1)
05/19/20	H. Levy-Biehl	5.10	3,748.50	Exchange further emails re disclosure of payor and employee information in context of sale and further analyze same; telephone call with M. Pfeiffer; continue analyzing responses to information requests and follow-up with labor counsel re same; telephone call with H. Kevane re same; review and analyze antitrust and confidentiality considerations in light of same; telephone call with J. Chesley re transaction and AG updates and plan of liquidation; review letter to AG re confidentiality

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



Invoice # 6731898
Page K of 4,

<u>DATE</u>	<u>TIME/RR/RH</u>	<u>: US HG</u>	<u>AMOUNT</u>	<u>NAHATIER</u>
05/19/20	H. Levy-Biehl	0.30	220.50	SFMC AG: work on response to S. Chan 5/14/20 letter and exchange emails re same
05/19/20	D. Maas	0.10	51.50	Review proposed consents for counterparties to contracts potentially being shared with Prime and provide feedback to H. Levy-Biehl
05/19/20	C. Johnson	3.50	1,942.50	Legal analysis regarding obligations under APA for SFMC to disclose certain records and for purchaser to maintain custody of SVMC and SVDC patient records (2.0); prepare seller-side information for hospital license application (1.5)
05/20/20	H. Levy-Biehl	2.70	1,984.50	Review status of CHOW filings and process; review updated correspondence to AG re confidentiality of bids; review and revise CMS and DHCS settlements; review labor/employment analysis of disclosure of personal information
05/20/20	H. Levy-Biehl	0.20	147.00	SFMC AG: Work on response to S. Chan correspondence; exchange further emails re same 1254-
05/20/20	C. Johnson	3.20	1,776.00	Correspondence with T. Ahn regarding additional change of ownership-related requests (1.5); legal analysis regarding QAF payments as contemplated in APA (1.7)
05/21/20	H. Levy-Biehl	5.50	4,042.50	Continue to work on DHCS and CMS settlement agreements and exchange emails re same; work on resolutions and minutes related to AG request for clarification; follow up with J. Davis re same; review motion to dismiss; review and analyze additional information requests from Prime; participate in call with F. Sze, S. Maizel, T. Moyron to review DHCS settlement agreements and related matters
05/21/20	D. Maas	1.50	772.50	Review documents for disclosure to Prime for potential antitrust and compliance and communicate with H. Levy-Biehl regarding strategy for disclosure
05/21/20	C. Johnson	6.70	3,718.50	Prepare seller side forms for change of ownership applications (5.0); legal review of subacute contracts for submission to buyer (1.0); answer requests for information related to Medicare settlement agreement (0.7)
05/22/20	H. Levy-Biehl	2.20	1,617.00	telephone call with R. Adcock, P. Chadwick, D. Galfus, S. Maizel, T. Moyron, C. Montgomery re AG proposed stipulation on confidentiality; telephone call with D. Eldon, T. Moyron, S. Maizel re same; further debrief and analyze options in light of same; work on response to AG; continue analyzing options and considerations for confidentiality in accordance with SFMC bid procedures
05/22/20	C. Johnson	2.90	1,609.50	Draft seller side forms for hospital license application
05/25/20	H. Levy-Biehl	1.00	735.00	Review reply brief for ex parte motion re confidentiality (0.30); Participate in litigation update call; telephone call with T. Moyron, N. Koffroth re liquidating trust and plan (0.70)
05/25/20	D. Maas	0.30	154.50	Review draft clean team agreement from H. Levy-Biehl and provide feedback

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



Invoice # 6731898
Page 5 of 4,

<u>DATE</u>	<u>TIME/RR/RH</u>	<u>: US HG</u>	<u>AMOUNT</u>	<u>NAHATIER</u>
05/26/20	H. Levy-Biehl	4.70	3,454.50	Participate in weekly Cain status call; follow up discussion with R. Adcock, P. Chadwick, T. Moyron, S. Maizel re SFMC board meeting; work on open CHOW related matters; participate in Seton call; review additional information requested from S. Chan for Seton and work on response in light of same
05/26/20	D. Maas	3.70	1,905.50	Communications with H. Levy-Biehl regarding strategy for releasing contracts to Prime and conduct analysis of contracts to determine need for consent and/or clean team treatment
05/26/20	M. Meltebeke	4.40	2,816.00	Evaluate director and officer requirements for VHS, Seton, and SFMC per California law and current Bylaws and prepare related correspondence
05/27/20	H. Levy-Biehl	3.70	2,719.50	Prepare for and participate in Ex Parte hearing on confidentiality of AG submission; debrief with internal Verity team re same; review Medline opposition; review and comment on updated DHCS settlement for St. Francis and CMS global settlement; finalize letter and attachments to S. Chan in response to 5/14 letter; exchange further emails with J. Richlin re same;
05/27/20	C. Johnson	2.00	1,110.00	Prepare seller-side change of ownership application information
05/28/20	H. Levy-Biehl	2.70	1,984.50	exchange further emails re information and transition related requests; exchange further emails with S. Chan; work on response to AG questions re Seton; further review Prime summary re charity care and exchange emails re same; review Prime press release
05/28/20	D. Maas	0.10	51.50	Communications with Ms. Levy-Biehl regarding antitrust compliance in connection with sharing contracts and information with Prime
05/28/20	M. Meltebeke	0.20	128.00	Evaluate and respond to correspondence regarding corporate governance matters
05/28/20	C. Forsyth	0.90	486.00	Review physician contracts to approve moving out of the clean room
05/28/20	C. Johnson	0.90	499.50	Legal analysis of SFMC physician contracts for purposes of moving from clean room
05/28/20	J. Hanson	3.50	892.50	Legal analysis of physician contracts for purpose of moving out of the clean room
05/29/20	H. Levy-Biehl	3.70	2,719.50	Further review press release and exchange emails re same; review and analyze open pending information requests from Prime; telephone call with A. Ruda, S. Sherrer to review CBA negotiations and related matters; review updated charity care numbers from BRG and exchange further emails re same; follow up with S. Chan; review status of Seton CHOW filings and related matters with C. Johnson; telephone call with T. Moyron, N. Koffroth
05/29/20	C. Forsyth	0.80	432.00	Review physician contracts for purpose of releasing from clean room

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



Invoice # 6731898
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<u>DATR</u>	<u>TIMR8RR/RH</u>	<u>: US HG</u>	<u>AMUS NT</u>	<u>NAHHATIER</u>
05/29/20	C. Johnson	0.50	277.50	Legal analysis regarding physician contracts for purposes of moving from clean room; legal analysis regarding steps to closing
05/29/20	M. Swedlow	1.70	739.50	Legal analysis of physician contracts for purpose of moving out of clean room
05/29/20	J. Hanson	3.10	790.50	Legal analysis of physician contracts for purpose of moving out of the clean room
05/30/20	H. Levy-Biehl	1.90	1,396.50	Exchange further emails with S. Chan re AG application and public hearing for St. Francis; review and analyze open information requests and exchange further emails re same
05/31/20	M. Meltebeke	2.30	1,472.00	Prepare memorandum regarding streamlining of post-sale governance
05/31/20	C. Johnson	3.00	1,665.00	Legal analysis of physician contracts for purposes of move to clean room
TUTAB		4560,	\$4407K. 0 ,	

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<u>NAHHATIER</u>	<u>AMUS NT</u>
VENDOR: WESTERN MESSENGER INVOICE#: 1226637 DATE: 4/29/2020	79.08
Delivery services/Messenger - WESTERN MESSENGER - 04/27/2020, MESSENGER AND COURT SERVICES - PICK UP AT DAVIS WRIGHT S.F. AND DELIVER TO CALIFORNIA DEPT OF JUSTICE 455 GOLDEN GATE AVE -, per Huey Kwan - 09 - 112	
VENDOR: WESTERN MESSENGER INVOICE#: 1226637 DATE: 4/29/2020	46.31
Delivery services/Messenger - WESTERN MESSENGER - 04/28/2020, MESSENGER AND COURT SERVICES - PICK UP FROM DAVIS WRIGHT S.F. AND DELIVER TO CALIFORNIA DEPT OF JUSTICE 455 GOLDEN GATE AVENUE -, per Huey Kwan - 09 - 112	
VENDOR: APEX LEGAL SERVICES INVOICE#: 59482 DATE: 5/8/2020	131.00
Delivery services/Messenger - APEX LEGAL SERVICES - 04/28/2020, MESSENGER & COURT SERVICES - PHIL DALTON 28140 BRALDWOOD DRIVE RANCHO PALOS VERDES CALIF 90275 - DELIVERY / 1 BANKER BOX, per Hope Levy-Biehl - 06 - 013	
TUTAB CUGTG	\$g. K09

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



Invoice # 6731898
Page 9 of 4,

TIMR8RR/RH GS MMAHY			
<u>Timekeeper</u>	<u>: ours</u>	<u>Hate</u>	<u>Amount</u>
/ AHTNRH			
Levy-Biehl, H.	94.40	\$735.00	\$69,384.00
Total for /artner	900,		\$K917600 ,
CUS NGRB			
Hoag, J.	0.40	\$550.00	\$220.00
Maas, D.	11.10	\$515.00	\$5,716.50
Meltebeke, M.	8.70	\$640.00	\$5,568.00
Total for Counsel	g, 0,		\$441 , 00 ,
AGGUCIATR			
Forsyth, C.	1.70	\$540.00	\$918.00
Johnson, C.	54.30	\$555.00	\$30,136.50
Swedlow, M.	1.70	\$435.00	\$739.50
Total for Associate	. 50,		\$7415900 ,
/ AHABRVAB			
Hanson, J.	6.60	\$255.00	\$1,683.00
Total for /aralePal	K0K,		\$41K670 ,
TUTAB	4560,		\$44007K. 0 ,

TUTABAMUS NT DS RT: IGINEUICR

\$ 4,716. 00



REMITTANCE

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

June 11, 2020
Invoice #6731898

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

Invoice for Fees and Costs

TUTABAMUS NT DS RT: IGINEUICR

\$4,716.00



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

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	\$ 44, 7 16.06
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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</u>	<u>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						1,375,114.14
6739935 (This Invoice)	07/14/20	110,024.64				110,024.64
Total Due This Matter						\$943,986.15

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please include remittance with your payment.

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



Invoice # 6739935
Page 1 of 41

/ROFESSIONA2 FEES RENDERED:

<u>DATE</u>	<u>TIMEYEE/ER</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



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<u>DATE</u>	<u>TIMEYEE/ER</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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Firm Matter Number: 0115205.000006
DWT Attorney: Hope Levy-Biehl



Invoice # 6739935
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<u>DATE</u>	<u>TIMEYEE/ER</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)

Client Name: Verity Health System
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<u>DATE</u>	<u>TIMEYEE/ER</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)

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<u>DATE</u>	<u>TIMEYEE/ER</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 transaction s(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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Page 8 of 41

<u>DATE</u>	<u>TIMEYEE/ER</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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<u>DATE</u>	<u>TIMEYEE/ER</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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<u>DATE</u>	<u>TIMEYEE/ER</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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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>TIMEYEE/ER</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
TOTA2		4K0., ,	\$4117110.5,	

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	
TOTA2 COSTS	\$1, .83

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



Invoice # 6739935
Page 44 of 41

TIMEYEE/ER SUMMARg			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
/ARTNER			
Levy-Biehl, H.	99.70	\$735.00	\$73,279.50
Maughn, R.	1.60	\$525.00	\$840.00
Total for /artner	4, 4.9,		\$86,743.5,
COUNSE2			
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	96.1,		\$1, 7, 83.5,
ASSOCIATE			
Johnson, C.	50.50	\$555.00	\$28,027.50
Total for Associate	5, .5,		\$1K7, 18.5,
TOTA2	4K0., ,		\$411,710.5,

TOTA2 AMOUNT DUE THIS INVOICE \$ **44, 7, 16.06**

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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

TOTA2 AMOUNT DUE THIS INVOICE

\$44, 7 16.06

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

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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 #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	\$ 1, 69 7700
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S GTVTANDINE INRS ICHWFS : T2IV MATTH AVS fg AGE GVT 1096060					
<u>Invoice</u>	<u>Date</u>	<u>\$ riPinal Amount</u>	<u>/aymentsLCredits</u>	<u>Bast /ayment</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
/revious 5alance Total					130913600
6746321 (This Invoice)	08/10/20	132,944.05			132,944.05
Total Due This Matter					\$, 13916K00

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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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/ : S FHMS NAB FHM: HNDH HDG

<u>DATH</u>	<u>TIMHBN/H</u>	<u>2 S G: V</u>	<u>AMS GNT</u>	<u>NA: : ATIRH</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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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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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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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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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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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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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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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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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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<u>DATH</u>	<u>TIM#BHH/H</u>	<u>ZSG: V</u>	<u>AMS GNT</u>	<u>NA: : ATIRH</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
TS TAB		6640.00	\$17,004.70	

Cs vrv

<u>NA: : ATIRH</u>	<u>AMS GNT</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	
TS TABCS VTV	\$19,647.00

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



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TIMEBILLED: VGMMA: Y			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
/A: TNH			
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 /artner	110.40		\$319,160.00
CS GNVB			
Maas, D.	1.80	\$515.00	\$927.00
Nicholson, D.	4.20	\$695.00	\$2,919.00
Total for Counsel	6.00		\$, 987,000.00
AWS CIATH			
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	110.60		\$109,116.00
TS TAB	664.00		\$179,470.00

TS TABAMS GNT DGHT2 IV INRS ICH

\$ 1, 69 770.00



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

TS TABAMS GNT DGHT2 IV INRS ICH

\$1, 69 7700U

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

September 24, 2020
Invoice #6755013

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	104,127.00
Less Agreed Upon Discount	(10,412.70)
Total Current Costs	57.31

Total Amount Due This Invoice	\$ 18,0063 6
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OUTSTANDING INVOICES FOR THIS MATTER AS OF: SEPTEMBER 24, 2020					
<u>Invoice</u>	<u>Date</u>	<u>Original Amount</u>	<u>Payments</u>	<u>Credits</u>	<u>Net Payment</u>
6711578	03/26/20	21,748.95	16,906.68		07/23/20
6721241	04/30/20	90,602.47	70,665.97		07/23/20
6726687	05/20/20	172,252.70	131,710.58		07/23/20
6731898	06/11/20	103,185.34	81,968.47		08/17/20
6739935	07/14/20	110,024.64	0.00		
6746321	08/10/20	132,944.05	0.00		
Previous Balance Total					821,731.37
6755013 (This Invoice)	09/24/20	93,771.61			
Total Due This Matter					\$428,2053.68

PROFESSIONAL FEES RENDERED:

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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>
08/01/20	H. Levy-Biehl	0.70	514.50	Further review and analyze various transition matters and document retention and sharing matters; exchange emails re same (.5) review draft bill of sale and exchange emails re same (.2)
08/02/20	H. Levy-Biehl	1.60	1,176.00	Review outstanding issues on SFMC sale and brainstorm with T. Moyron re same; call with R. Adcock, P Chadwick, D. Galfus, S. Maizel, T. Moyron re same; review further AG submission in context of possible sale/leaseback disclosures
08/03/20	H. Levy-Biehl	7.10	5,218.50	Telephone call with C. Doan re medical staff and CHOW matters; continue to work on same (.8) telephone call with R. Adcock re closing matters (.2) prepare for and participate in Seton transition call (.4) follow-up with G. Tuss, DAG re pharmacy settlement (.1) telephone call with Verity, Prime leadership re IT implementation and closing timeline (.5) telephone call with G. Gertler re MPT issues; further analyze options and exchange emails re same; further review AG submissions and HSR submissions (1.2) follow up internal call re same (.2) work on closing related matters (1.3) participate in internal closing call (.5) review AHMC APA and purchaser approved conditions; participate in call with AHMC, Dentons re same; debrief with Dentons team re same; exchange further emails re same (1.3) telephone call with T. Moyron, M. Garms, S. Maizel re real estate/APA matters (.4) follow-up call with T. Moyron, S. Maizel, R. Adcock, D. Galfus (.2)
08/03/20	D. Maas	0.30	154.50	Assess antitrust issue and provide feedback to Ms. Levy-Biehl
08/03/20	D. Nicholson	0.30	208.50	St. Francis: Email correspondence with H. Levy-Biehl and Ms. Pfeiffer regarding status of joint credentialing agreement with Prime and other Medical Staff items (0.1); follow-up email with H. Levy-Biehl regarding hospitals sharing primary source verification documents (0.2)
08/03/20	C. Johnson	0.50	277.50	Participate in internal Verity closing call (0.5)
08/03/20	G. Keene	0.50	192.50	Identify expiring Seton Medical Center registrations

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
08/04/20	H. Levy-Biehl	8.40	6,174.00	Call with MWE, Dentons re MPT and title insurance matters; exchange further emails re options for deed and analyze same (.6) participate in call with J. Richlin, H. Kevane re Health Net objection and timeline for rejecting payor contracts; follow up with H. Kevane re same (.7) participate in Prime closing call (.4) follow up on closing items (.3) analyze options for payor contract rejection and corresponding timeline and exchange emails re same (.4) participate in labor call (.1) review updated employee authorization and exchange further emails re same (.2) review IMAs and participate in call re lockboxes in light of same (1.0) telephone call with T. Moyron re discussion with constituents (.3) telephone call with A. Ruda, L. Compton to review Seton HR matters; exchange further emails re same; telephone call with R. Adcock re same (.8) continue analyzing options for medical staff credentialing at SFMC; telephone call with D. Nicholson re same; follow up with M. Pfeiffer, C. Doan re same; work on information sharing agreement (2.9) telephone call with T. Moyron, S. Maizel, H. Kevane re SFMC payor agreement rejection (.4) review updated Journey Forward pamphlet and exchange emails re same (.3)
08/04/20	D. Nicholson	0.90	625.50	St. Francis: Email and call with H. Levy-Biehl regarding peer review sharing arrangement with Centinela Hospital (0.4); identify templates for same and provide to H. Levy-Biehl with comments regarding necessary revisions (0.5)
08/04/20	C. Johnson	1.30	721.50	Prepare for call regarding items needed for pharmacy transition (0.5); participate in SFMC closing checklist call (0.4); call Noridian regarding EDI-related issues (0.4)
08/05/20	J. Keville	0.80	588.00	Analyze purchasing of 340B drugs after principal asset transfer
08/05/20	H. Levy-Biehl	6.90	5,071.50	Continue to work on medical staff information sharing arrangement; exchange emails re same (.4) continue to analyze AG implications for deeding of property to MPT; internal discussion re same (.5) review and analyze Prime payroll related requests and exchange emails re same (.2) participate in AHMC closing call; review status of HPSM discussions (.5) call with R. Adcock (.3) participate in call with J. Richlin, P. Chadwick, T. Moyron re timeline for close and AG resolution (.3) participate in call re pharmacy transition matters; further debrief with C. Johnson re same and re outstanding closing and CHOW relating items and timing (.8) participate in Verity internal closing call (.2) review and analyze responses to plan objections and corresponding declarations and confirmation brief and implicaitons re same (2.4) continue to review and analyze closing and transition matters and exchange emails re same (.5) review and analyze Prospect objection to emergency AG motion; participate in call with Dentons, Prime team re same (.8)

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
08/05/20	J. Tom	0.20	152.00	Analyze H. Levy-Biehl's question on need for AG approval of deeding property to third party
08/05/20	C. Johnson	4.80	2,664.00	Participate in call related to SFMC pharmacy operations (0.5); participate in SMC closing checklist call (0.5); legal analysis regarding AG enforcement actions (1.0); participate in internal Verity call regarding closing items (0.2); legal analysis related to pharmacy issues (inventory, 340B requirements, among others) (1.4); revise lease back agreement (1.2)
08/06/20	H. Levy-Biehl	4.00	2,940.00	Further analyze options for MPT direct deed; exchange emails re same; telephone call with Prime, Dentons team re same (1.0) Prime closing call (.6) review BK filings (.2) analyze timing for rejection of Seton contracts and applicable IMA provisions and exchange emails re same; telephone call with H. Kevane re same (.6) review AHMC closing documents and open items (.4) review updated DHCS settlement agreement for Seton, make further revisions re same and exchange further emails re same (.6) review updated licensing schedule and exchange further emails re same(.3) review/analyze various Prime closing items and communication requests (.3)
08/06/20	C. Johnson	6.20	3,441.00	Participate in closing checklist call (0.5); participate in call regarding property deed for SFMC (0.3); prepare for and participate in call with Noridian regarding additional of clearinghouse (1.0); send summary regarding same (0.9); revise leaseback agreement (1.0); update SFMC schedule 1.7(b) and transmit to buyer's counsel (1.5); correspondence with CDPH regarding tube registration not yet received (1.0)
08/07/20	J. Keville	0.80	588.00	Analyze compliance implications of SMC and SFMC continuing to purchase 340B drugs after asset transfer (.40); review and analyze proposed licensing agreement extension, communicate with client regarding same (.40)
08/07/20	H. Levy-Biehl	4.70	3,454.50	Participate in call with R. Adcock, P. Chadwick, T. Moyron, S. Maizel, J. Richlin, K. Bhatia re closing items and timing (.5) internal closing call to review considerations re same (.3) review PSZJ status chart and participate in weekly call to review same (.4) review AG opposition and analyze response to same (.2) telephone call with T. Armada re various transition matters (.3) telephone call with G. Tuss re BOP stipulation and timing of sale; follow up with M. Hung re same (.3) participate in AHMC closing call (.3) review patient trust matter at Seton and conference with J. Keville re same (.2) participate in call with T Moyron, P. Chadwick, R. Adcoc; debrief with R. Adcock re same (.5) Verity internal closing call (.3) review and analyze open transition matters and exchange emails re same (.9) review order re Prospect filing and exchange emails re same (.2) further internal discussions about SFMC real estate considerations (.3)

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
08/07/20	C. Johnson	3.70	2,053.50	Participate in closing checklist call (0.2); participate in internal Verity call (0.2); review APA regarding disclosure letter requirements (0.5); review APA regarding property ownership for AHMC/SMC transaction (2.0); legal analysis regarding pharmacy-related transition issues for SFMC (0.8)
08/07/20	G. Keene	1.20	462.00	Revise Seton Medical Center license schedule
08/08/20	J. Keville	0.10	73.50	Analyze impact of change of ownership on GME slots
08/08/20	H. Levy-Biehl	1.30	955.50	Review draft closing statements (.2) review and propose revisions to sale/leaseback and IMA for SFMC (.4) review and analyze Prime request for S-10 amendment and exchange emails re same (.3) further review Prime employee information request and exchange emails re same (.4)
08/09/20	H. Levy-Biehl	2.50	1,837.50	Participate in call with R. Adcock, P. Chadwick, T. Moyron, A. Ruda, S. McCandless re employee data; follow up with J. Richlin re same (.5) telephone call with A. Ruda re status of sales and open HR matters (.3) review response to AG objection and prepare insert re same; exchange emails re same (1.7)
08/09/20	C. Johnson	0.50	277.50	Legal analysis regarding disclosure letter and current status of issues described
08/10/20	H. Levy-Biehl	7.50	5,512.50	Review Prime disclosure letter and status of open items; participate in call with Prime, MWE re same (1.3) prepare for and participate in AHMC operations transfer call (.5) work on transition and closing matters; exchange emails re same (1.6) participate in SFMC pharmacy transition calls (.3) participate in internal closing call; debrief with S. Maizel re DHCS settlement in light of same; follow up with AHMC re same (.7) review open IMA items and exchange emails re same (.6) participate in Prime closing call (.6) internal call to review IMA/SLA (.4) participate in Prime operations transfer call (1.0) participate in AHMC closing call (.5)
08/10/20	L. Correa	1.30	650.00	Review and revise the Interim Management Agreement business associate agreement
08/10/20	C. Johnson	8.40	4,662.00	Participate in call regarding pharmacy operations transition for SFMC (0.3); legal analysis regarding side disclosure letter for SFMC (0.3); prepare for and participate in internal verity call (0.7); circulate revisions regarding sale leaseback agreement for SFMC (0.5); participate in SFMC closing checklist call (0.5); participate in Verity compliance call (0.7); participate in call regarding IMA and sale leaseback agreement (0.5); participate in SMC closing checklist call (0.5); participate in SFMC side disclosure letter discussion call with G. Gertler (0.5); analysis and correspondence regarding various closing items (3.9)

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
08/11/20	H. Levy-Biehl	8.70	6,394.50	Participate in Cain closing call (.3) review AHMC, DHCS comments on settlement agreement and exchange further emails re same (.3) review sale/leaseback/IMA and exchange emails re same (.2) participate in call re inventory and supplies (.3) review MDS agreement and exchange emails with R. Hernandez re same (.3) exchange emails re licensure status at SFMC and impact of CHOW on ongoing CDPH work (.2) participate in Prime closing call (.4) work on closing items; conference with C. Johnson re same (2.1) participate in Seton closing call (.4) review transition billing matters and review Medicare regulations re same (.2) review and analyze request to disclose information to subcontracted service provider and exchange emails re same (.5) participate in internal closing call (.4) review and analyze BK tentative rulings (.9) participate in internal call re disclosure of employee information and further analyze same; exchange further emails re same (1.3) participate in internal insurance call (.4) participate in insurance call with AHMC (.3) review TSA agreements and related developments (.6)
08/11/20	C. Johnson	8.10	4,495.50	Participate in SFMC closing checklist call (0.4); participate in SMC closing checklist call (0.4); prepare for and participate in Verity internal call (0.5); legal analysis regarding outstanding lease payments for physician experiencing hardship (2.0); legal analysis of changes to IMA and sale leaseback (2.0); prepare for closing by following on up various items (2.8)
08/12/20	H. Levy-Biehl	2.20	1,617.00	Work on closing matters; exchange internal emails and emails with buyers re same (.6) participate in AHMC closing call (.5) review status of Prime hired employees and follow-up with S. Chan re same (.3) participate in Prime closing call (.5) debrief with T. Moyron re hearing and related matters (.3)
08/12/20	C. Johnson	4.10	2,275.50	Review final changes to sale lease back, interim management agreement for SFMC (1.0); prepare for and participate in internal Verity call (0.3); participate in SFMC closing checklist call (0.2); participate in AHMC closing checklist call (0.2); prepare for and participate in Verity compliance call (1.0); complete various tasks related to closing (1.4)

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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>
08/13/20	H. Levy-Biehl	5.30	3,895.50	Participate in Verity internal closing call (.3) exchange emails re EMTALA at SFMC (.2) review latest turn of TSAs, schedules and emails re same; participate in call re same; review updated AHMC TSA and exchange emails re same (1.4) review closing statements, work on final closing matters and exchange emails re same; conference with C. Johnson re same (1.3) participate on Prime closing call (.4) participate in AHMC closing call (.4) participate in second Prime closing call (.4) participate in call with Prime operations team re EMTALA finding and next steps (.5) follow up call to S. Chan re Prime hiring and APA (.2) telephone call with T. Moyron re status of closure and related matters (.2)
08/13/20	C. Johnson	3.70	2,053.50	Participate in internal Verity call (0.3); participate in SFMC closing checklist call (0.3); review Board of Pharmacy settlement with SMC (0.2); participate in AHMC closing checklist call (0.5); participate in call regarding physician overdue rent for SMC (0.4); complete various tasks related to closing (2.0)
08/14/20	H. Levy-Biehl	0.90	661.50	Exchange further emails re closing and impact on deal room; review timeline for post-closing filings; telephone call with C. Doan, C. Johnson re same (.6) review medical staff matters with D. Nicholson (.3)
08/14/20	C. Johnson	2.80	1,554.00	Perform post-closing items including correspondence with C. Doan related to Medicare filings
08/17/20	H. Levy-Biehl	1.60	1,176.00	Exchange emails re SFMC employees and Prime hired employees; follow up with S. Chan re same (.2) review and analyze effective date issues for Seton sale; conference with C. Johnson re same; exchange emails re same (.4) review and analyze open transition matters; telephone call with R. Adcock, P. Chadwick re same (.7) telephone call with R. Hernandez, C. Johnson re AHMC billing for Medicare purposes (.3)
08/17/20	C. Johnson	2.00	1,110.00	Legal analysis regarding closing date for SMC sale (0.9); participate in compliance call regarding hand off matters (0.8); call with R. Hernandez regarding billing hand off (0.3)
08/18/20	H. Levy-Biehl	2.60	1,911.00	Review and analyze timing for 855 CHOW date and exchange emails re same (.2) work on various CHOW transition matters; exchange emails re same (.4) exchange emails re Conifer arrangement at SFMC (.2) review DHCS settlements in context of EHR appeals; exchange emails with F. Sze, P. Chadwick re same (.6) review correspondence from AG re Prime hired employees and further analyze options in light of same (.6) follow up with T. Connor, P. Chadwick re lockbox related matters and review emails with BoA re same (.2) telephone call with T. Moyron re transition related matters (.4)

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
08/19/20	H. Levy-Biehl	1.70	1,249.50	Review open Prime transition items and work on same (.5) exchange emails re antitrust and employee email matters; further analyze same; participate in call with M. Garms, P. Chadwick, T. Moyron re same (.7) exchange emails re lockbox accounts and Medicare reassignment rule (.2) telephone call with A. Ruda re employee files and related matters (.3)
08/19/20	C. Johnson	1.20	666.00	Participate in final Verity compliance call (0.8); perform closing-related and transition matters (0.4)
08/20/20	H. Levy-Biehl	4.70	3,454.50	Participate in call with P. Chadwick, R. Adcock, C. Montgomery, T. Moyron, T. Connor and rev cycle team re sweeps (.5) further review IMA and APA re same; exchange emails re same (1.6) participate in call with M. Garms, C. Montgomery, R. Adcock, P. Chadwick (.5) review and analyze Prime correspondence with AG and supporting documentation re hired employees; exchange emails re same (.3) review and analyze disclosure of LOA information and exchange emails re same (.2) work on post-closing transition items; exchange emails re same; follow up with T. Armada, M. Hung re same (.5) further review disclosure of non-hired employee emails and exchange emails re same (.2) telephone call with A. Ruda, R. Adcock, P. Chadwick re employee files, record retention and production issues (.7) review hotline complaint and exchange emails re same (.2)
08/20/20	C. Johnson	2.70	1,498.50	Legal analysis of APA regarding compliance-related records (2.0); legal analysis regarding ongoing work (0.7)
08/21/20	H. Levy-Biehl	1.40	1,029.00	Exchange further emails re IMAs and payment terms; internal discussion with Verity, Dentons team re same; exchange further emails re same (.9) follow up discussion with Verity, BRG, Dentons re employee files and considerations (.3) exchange emails re SFMC pending claims for reimbursement and related considerations (.2)
08/21/20	C. Johnson	0.60	333.00	Legal analysis regarding USP (0.2); legal analysis regarding matters related to closing (0.4)
08/22/20	H. Levy-Biehl	0.30	220.50	Review SFMC underpayment data and exchange emails re same
08/24/20	H. Levy-Biehl	3.50	2,572.50	Review and analyze updated spreadsheet from J. Duong; participate in call with P. Chadwick, H. Kevane, S. Kahn, S. Mueller, J. Duong re same; follow up with S. Muller re same; telephone call with M. Garms re same; draft email re same; exchange further emails with J. Richlin re same; (1.5) call with R. Hernandez, S. Muller, S. Kahn, P. Simpson re SFMC appeals process; further analyze SAC spreadsheets and related information (1.6) exchange further emails re ordering drugs and supplies during IMA (.2) review FCC approvals and follow up with C. Johnson re same (.2)

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
08/25/20	H. Levy-Biehl	2.50	1,837.50	Telephone call with S. Kahn re payor underpayments and SAC related work; further analyze same (.4) exchange emails re lockbox transition; review status of license transfer and lockbox transfer with C. Johnson; follow up with P. Chadwick re same (.5) telephone call with S. Kahn, S. Muller, R. Hernandez, C. Bastos, P. Chadwick to review SFMC AR and SAC claims; follow up emails, calls with J. Richlin at Prime re same; telephone call with J. Duong, J. Richlin re same; review updated spreadsheet from J. Duong (1.4) review S. Chan request and exchange further emails re same (.2)
08/25/20	C. Johnson	6.00	3,330.00	Call with R. Adcock, P. Chadwick and others regarding wind down (0.3); legal analysis of filings needed related to change to sole officer (3.0); prepare for and participate in call with C. Doan to discuss time line for issuance of licenses for SFMC (0.5); correspondence with C. Doan regarding FCC authorizations and CDPH licensure-related requests (1.0); call FCC regarding effective dates of radio station licenses (1.2)
08/26/20	H. Levy-Biehl	2.60	1,911.00	Review and analyze Prime request for data from Conifer in context of APA (.2) follow up with J. Duong, R. Hernandez re post-closing billing; follow up with J. Richlin same (.2) exchange emails with J. Richlin, SAC re SFMC claims (.1) review resident trust fund matter with J. Keville; follow up with M. Hung, T. Armada r same (.4) telephone call with A. Ruda, E. Tilman K. Chapman re HR and related matters at SFMC (1.0) exchange emails re drug supplies at Seton and SFMC and further analyze same; telephone call with A. Armada re same; calls, emails to J. Boden re same (.7)
08/26/20	C. Johnson	1.20	666.00	Legal analysis regarding change in PIC issues and Verity responsibility under IMA
08/27/20	H. Levy-Biehl	3.10	2,278.50	Telephone call with M. Hung, T. Armada, J. Keville re AHMC transition issues (.4) review pharmacy ordering matter; exchange emails re same (.4) telephone call with P. Chadwick, C. Johnson to review various closing/transition items; work on same (.9) telephone call with A. Ruda, S. Sharrer, P. Chadwick, M. Pfeiffer re ongoing HR information access and support requirements in transition; follow up with A. Ruda, S. Sherrer re same (1.4)
08/27/20	C. Johnson	2.00	1,110.00	Call with P. Chadwick and H. Levy-Biehl regarding patient monies accounting (0.5); call with C. Doan regarding same (0.5); review information needed for liquidating trustee for regulatory purposes; participate in compliance call (1.0)

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



Invoice # 6755013
Page 6g of 62

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
08/28/20	H. Levy-Biehl	2.30	1,690.50	Review and analyze Alliant request for authorization to release employee information; exchange emails re same (.3) exchange further emails with J. Richlin re underpaid claims data (.1) telephone call with T. Moyron, M. Garms, S. Maizel, P. Chadwick, R. Adcock re review employee email questions (.5) follow up discussion with R. Adcock (.1) telephone call with R. Hernandez (.2) telephone call with S. Chan and exchange further emails re same (.2) work on transition matters (.6) review OSHA materials from Seton and exchange emails re same (.2) review EMTALA POC (.1)
08/28/20	C. Johnson	0.50	277.50	Summarize filing information for SFMC, SMC, SVMC, and SVDC related to change in hospital administrator and CEO
08/30/20	C. Johnson	2.00	1,110.00	Legal analysis regarding post-closing activities and filings remaining filings
08/31/20	H. Levy-Biehl	1.50	1,102.50	Work on transition matters (.2) prepare for and participate in call with J. Richlin, S. McCandless re non-hired employee emails (.7) analyze request for employee pre-authorization data; follow up with Alliant re same (.2) review Dentons analysis re substantially all hires and exchange further emails re same (.4)
TOTA9		6753g	\$6g4,6203g	

COSTS:

<u>NARRATIVE</u>	<u>AMOUNT</u>
Westlaw (billed at cost) computerized legal research Jun 2 2020 Per H. Levy-Biehl	15.53
Westlaw (billed at cost) computerized legal research Jun 16 2020 Per H. Levy-Biehl	15.53
VENDOR: COURTCALL LLC INVOICE#: SANCJ200807 DATE: 8/7/2020	26.25
Conference call service - COURTCALL LLC - 08/02/2020, CONFERENCE CALL- HOPE LEVY - BIEHL - US BANKRUPTCY COURT (LOS ANGELES) HONORABLE ERNEST M. ROBLES, per Hope Levy-Biehl - 06 - 013	
TOTA9 COSTS	\$7036

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



Invoice # 6755013
Page 66 of 62

TIMEKEEPER SUMMARY			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
PARTNER			
Keville, J.	1.70	\$735.00	\$1,249.50
Levy-Biehl, H.	89.60	\$735.00	\$65,856.00
Tom, J.	0.20	\$760.00	\$152.00
Total for Partner	163g		\$ 0,2703g
COUNSEL			
Maas, D.	0.30	\$515.00	\$154.50
Nicholson, D.	1.20	\$695.00	\$834.00
Total for Counsel	63g		\$1553g
ASSOCIATE			
Correa, L.	1.30	\$500.00	\$650.00
Johnson, C.	62.30	\$555.00	\$34,576.50
Keene, G.	1.70	\$385.00	\$654.50
Total for Associate	. 73g		\$87,5563g
TOTA9	6753g		\$64,6203g

TOTA9 AMOUNT DUE THIS INVOICE	\$ 18,0063 6
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REMITTANCE

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

September 24, 2020
Invoice #6755013

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	\$18,006.36
PRIOR OUTSTANDING BALANCE	\$821,737.37
TOTAL AMOUNT DUE	\$428,205.37

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

September 24, 2020
Invoice #6757364

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	10,877.00
Less Agreed Upon Discount	(1,087.70)
Total Current Costs	0.00

Total Amount Due This Invoice	\$ 18,018.30
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OUTSTANDING INVOICES FOR THIS MATTER AS OF: SEPTEMBER 24, 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	21,748.95	16,906.68	07/23/20	4,842.27
6721241	04/30/20	90,602.47	70,665.97	07/23/20	19,936.50
6726687	05/20/20	172,252.70	131,710.58	07/23/20	40,542.12
6731898	06/11/20	103,185.34	81,968.47	08/17/20	21,216.87
6739935	07/14/20	110,024.64	0.00		110,024.64
6746321	08/10/20	132,944.05	0.00		132,944.05
Previous Balance Total					321,879.70
6757364 (This Invoice)	09/24/20	9,789.30			9,789.30
Total Due This Matter					\$331,669.00

PROFESSIONAL FEES RENDERED:

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



Invoice # 6757364
Page 2 of 4

<u>DATE</u>	<u>TIMESEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
09/01/20	A. Greene	0.80	688.00	Analysis regarding applicability of HIPAA and California law to disclosure of pre-authorization information from business associate of old group health plan to business associate of new group health plan
09/01/20	H. Levy-Biehl	2.50	1,837.50	Review SFMC APA discussion of employee matters; participate in internal call with Dentons, Verity teams re same (.7) analyze disclosure of prior authorization information and exchange emails re same; telephone call with R. Adcock re same (1.4) review options for dismissing Medicare appeals in light of CMS settlements and exchange emails re same (.4)
09/01/20	L. Correa	0.50	250.00	Prepare email correspondence to H. Levy-Biehl regarding the disclosure of information from SFMC's TPA to Prime's TPA
09/01/20	C. Johnson	1.50	832.50	Draft request list of information needed for change of information filings (0.5); perform post closing tasks (1.0)
09/02/20	H. Levy-Biehl	0.20	147.00	Exchange further emails with S. Chan, J. Richlin and internal Verity/Dentons team re SFMC employees
09/02/20	M. Meltebeke	0.90	576.00	Evaluate and respond to correspondence regarding contemplated amendments; participate in conference call regarding same
09/02/20	C. Johnson	1.70	943.50	Compliance recall re Navex data (1.0); correspondence with C. Doan and others regarding patient monies accounting (0.7)
09/03/20	H. Levy-Biehl	0.40	294.00	Exchange further emails re disbursements from client trust accounts and further analyze same (.3) review data re SFMC employees (.1)
09/03/20	M. Meltebeke	0.30	192.00	Participate in conference call regarding nonprofit dissolution matters
09/04/20	H. Levy-Biehl	3.00	2,205.00	Review status of Navex archive review and exchange various emails re same (.3) exchange emails re SFMC employees hired; review information from J. Si; telephone call with J. Si; exchange further emails, calls with J. Richlin re same; review Prime correspondence to S. Chan re same (1.3) review and analyze SFMC email migration questions; initial call with S. Sherrer re same; follow up discussion re same (.5) review pharmacy invoices and telephone call with J. Richlin re same and re correspondence to S. Chan (.5) telephone call with S. Chan; draft follow-up email in light of same (.4)
09/04/20	M. Meltebeke	0.30	192.00	Evaluate and respond to correspondence regarding nonprofit dissolution
09/04/20	C. Johnson	4.90	2,719.50	Legal analysis of Navex data for purpose of reviewing data provided is consistent with Asset Purchase Agreement (2.5); perform post-closing matters (2.4)
TOTAL		K, 6 .	\$K. 80, , 6 .	

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



Invoice # 6757364
Page 3 of 4

TIMESEEPER SUMMARY			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
PARTNER			
Greene, A.	0.80	\$860.00	\$688.00
Levy-Biehl, H.	6.10	\$735.00	\$4,483.50
Total for Partner	7.90		\$5,171.50
COUNSEL			
Meltebeke, M.	1.50	\$640.00	\$960.00
Total for Counsel	1.50		\$960.00
ASSOCIATE			
Correa, L.	0.50	\$500.00	\$250.00
Johnson, C.	8.10	\$555.00	\$4,495.50
Total for Associate	8.60		\$4,745.50
TOTAL	18.00		\$10,877.00

TOTAL AMOUNT DUE THIS INVOICE	\$ 18,018.00
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REMITTANCE

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

September 24, 2020
Invoice #6757364

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	\$18,018.
PRIOR OUTSTANDING BALANCE	\$3218.769
TOTAL AMOUNT DUE	\$3318.196 9

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EXHIBIT F



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

March 26, 2020
Invoice #6711577

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	4,521.00
Less Courtesy Discount	(452.10)
Adjusted Total Fees	4,068.90
Total Current Costs	0.00
Total Amount Due This Invoice	\$ 4,068.90

PROFESSIONAL FEES RENDERED:

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
02/14/20	H. Levy-Biehl	0.90	661.50	Call, emails to OSHA re discovery; review materials re alleged incident at Seton; telephone call with L. Sanfillippo; update report re same
02/18/20	H. Levy-Biehl	0.70	514.50	Review conflict of interest materials and exchange emails with L. Compton re same
02/19/20	H. Levy-Biehl	0.60	441.00	Review documents from L. Sanfilippo and exchange emails re same; analyze AB 72 applicability and exchange emails re same
02/19/20	M. Andrawis	0.90	405.00	Research California law and draft summary of California law created under AB 72 and an analysis of whether it applies to a hospital's capitation contract
02/20/20	H. Levy-Biehl	0.20	147.00	Finalize email re AB 72

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
02/21/20	H. Levy-Biehl	1.00	735.00	Review updated COI materials and exchange emails with L. Compton re same review and analyze matter involving discharge instructions and exchange emails re same review/analyze generator shut down event and exchange calls, emails with L. Kresge re same
02/25/20	H. Levy-Biehl	1.30	955.50	Review/revise OCR materials and follow up with L. Compton re same
02/26/20	H. Levy-Biehl	0.30	220.50	Review and analyze open compliance matters and exchange emails with L. Compton re same
02/27/20	H. Levy-Biehl	0.60	441.00	Review open compliance matters and telephone call with L. Compton re same; exchange emails re OCR inquiry
TOTAL		6.50	\$4,521.00	

TIMEKEEPER SUMMARY			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
PARTNER			
Levy-Biehl, H.	5.60	\$735.00	\$4,116.00
Total for Partner	5.60		\$4,116.00
ASSOCIATE			
Andrawis, M.	0.90	\$450.00	\$405.00
Total for Associate	0.90		\$405.00
TOTAL	6.50		\$4,521.00

TOTAL AMOUNT DUE THIS INVOICE	\$	4,068.90
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Verity Health System
Rich Adcock
601 S. Figueroa Street
Suite 4050
Los Angeles, CA 90017
richadcock@verity.org

April 30, 2020
Invoice #6721240

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	8,158.50
Total Current Costs	0.00

Total Amount Due This Invoice	\$ 8,158.50
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PROFESSIONAL FEES RENDERED:

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
03/02/20	H. Levy-Biehl	0.10	73.50	Follow up with OSHA, K. Chapman re status of appeal
03/04/20	H. Levy-Biehl	0.60	441.00	Review Seton investigation report; telephone call with S. Acquisto re same; update same
03/05/20	H. Levy-Biehl	1.80	1,323.00	Review and revise updated memo to SFMC medical staff and physician COI related materials; review work distribution in light of change in compliance personnel; review Seton update re infusion services and exchange emails with T. Ahn re same; review status of privacy investigation and edit notice letters in light of same
03/06/20	H. Levy-Biehl	1.10	808.50	Review program flex request for Seton and exchange further emails re same; outreach to OSHA re resolution of citation and prepare for pre-hearing conference; exchange emails with T. Tran, client re same
03/09/20	H. Levy-Biehl	0.80	588.00	Work on Seton compliance matters; Exchange further emails re discharge instruction matter and corrective actions in light of same; participate in pre-hearing call with ALJ Clemons, Ms. Tran in OSHA matter; draft follow-up letter to ALJ Clemons in light of same

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
03/10/20	H. Levy-Biehl	0.30	220.50	Review prior OSHA abatement submissions and update proof of abatement in light of same
03/13/20	H. Levy-Biehl	0.10	73.50	Review Seton proposed submission to CDPH and exchange emails re same
03/15/20	H. Levy-Biehl	0.50	367.50	Review and propose revisions to OCR submission re complaint from AGA
03/16/20	H. Levy-Biehl	0.40	294.00	Exchange further emails re OCR submission; emails to/from St.Francis team re COVID related flexibility
03/20/20	H. Levy-Biehl	0.90	661.50	Review updated state developments on COVID-19 and analyze impact on St. Francis flex in light of same; exchange emails and call with SFMC team re same; review Seton BOP related correspondence and exchange emails re same
03/23/20	H. Levy-Biehl	0.10	73.50	Work on abatement for CalOSHA
03/24/20	H. Levy-Biehl	0.80	588.00	Exchange emails with ALJ and OSHA attorney re abatement update; work on same
03/29/20	H. Levy-Biehl	0.20	147.00	Review and analyze COVID related questions and exchange emails re same
03/30/20	J. Keville	1.60	1,176.00	Analyze frequency override considerations and draft email to Ms. Paul re same
03/30/20	H. Levy-Biehl	0.90	661.50	Telephone call with L. Eppright-Simmons re flex and bed reclassifications at SFMC as part of COVID response; exchange further emails re COVID information sharing; review latest EO and exchange emails re same; review litigation updates
03/31/20	H. Levy-Biehl	0.90	661.50	Exchange emails re Seton provision of dialysis services and related waiver considerations; exchange emails re SNF admissions and review CDPH guidance re same; follow up with CAHF re AFL related complications
TOTAL		11.10	\$8,158.50	

TIMEKEEPER SUMMARY			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
PARTNER			
Keville, J.	1.60	\$735.00	\$1,176.00
Levy-Biehl, H.	9.50	\$735.00	\$6,982.50
Total for Partner	11.10		\$8,158.50
TOTAL	11.10		\$8,158.50

TOTAL AMOUNT DUE THIS INVOICE	\$	8,158.50
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Verity Health System
Rich Adcock
601 S. Figueroa Street
Suite 4050
Los Angeles, CA 90017
richadcock@verity.org

May 20, 2020
Invoice #6726686

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	10,664.00
Less Agreed Upon Discount	(1,066.40)
Total Current Costs	0.00

Total Amount Due This Invoice	\$ 21,274.
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95P FROCP NAE FRRO5 RNDRS RD\$

<u>DATR</u>	<u>TIMRLRR9RS</u>	<u>: PK50</u>	<u>AMP KNT</u>	<u>NA55ATIHR</u>
04/01/20	H. Levy-Biehl	0.80	588.00	Continue review/analysis of LTCH discharge issues; review and comment on St. Francis flex request
04/01/20	C. Forsyth	0.30	162.00	Review San Mateo County website for COVID-19 guidelines on hospital discharge to skilled nursing facilities
04/02/20	H. Levy-Biehl	1.10	808.50	Review updated CDPH SNF placement guidance and exchange emails re same; review and analyze consent issues, exchange emails with E. Paul and follow up with L. Seargent re same; review documentation in response to 2017 fall incident and exchange emails re same
04/03/20	J. Keville	1.00	735.00	Analyze CMS waivers related to reducing health care provider paperwork in response to COVID-19 pandemic
04/03/20	H. Levy-Biehl	0.20	147.00	Review updated CMS LTC COVID guidance and follow up with Seton team re same
04/04/20	J. Keville	0.70	514.50	Review and analyze new CMS waiver policies on hospital verbal order and medical record requirements; draft e-mail to H. Levy-Biehl regarding same

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<u>DATE</u>	<u>TIMELINE</u>	<u>PK50</u>	<u>AMPKNT</u>	<u>NASSTIHR</u>
04/06/20	H. Levy-Biehl	0.60	441.00	Telephone call with L. Seargent re consent issues; follow up with E. Paul re same; exchange further email correspondence re St. Francis OSHA appeal
04/20/20	H. Levy-Biehl	0.20	147.00	Review updated CDPH crisis standard of care guidance and exchange emails with client re same
04/23/20	H. Levy-Biehl	1.30	955.50	Initial call with P. Osborne re CHA grant agreement; follow up discussion with P. Osborne, J. Tannenbaum at BRG re various disaster related funding sources
04/23/20	D. Allen	0.70	374.50	Communication with H. Levy-Biehl concerning FEMA, PPE reimbursement, and Provider Relief funds for Seton, analysis of same
04/28/20	H. Levy-Biehl	0.80	588.00	Review and analyze CHA agreement and funding considerations; analyze community benefit report requirements; telephone call with M. Pfeifer re same
04/28/20	J. Tom	0.70	532.00	Analyze St. Vincent's filing a Community Benefits Report for 2019; correspond with H. Levy-Biehl regarding same
04/28/20	D. Allen	1.60	856.00	Review and analyze impact of state contract for Daly City campus on CHA funding
04/29/20	H. Levy-Biehl	0.50	367.50	Telephone call with CHA re grant program; exchange further emails re same
04/30/20	H. Levy-Biehl	0.40	294.00	Further review and analyze community benefit plan requirements
04/30/20	J. Tom	0.20	152.00	Review and respond to H. Levy-Biehl's questions on community benefit report for St. Vincent's
04/30/20	D. Allen	3.90	2,086.50	Research and analysis concerning impact of state contract for Seton Daly City campus on Provider Relief Funds
04/30/20	M. Meltebeke	1.00	640.00	Evaluate and respond to correspondence regarding nonprofit hospital reporting obligations for state and federal tax purposes
04/30/20	D. Lawson	0.50	275.00	Email response to M. Meltebeke regarding community benefit reporting
TP TAE		U84 .	\$U. 188V4 .	

TIMRLRR9R5 QKMMAS3			
<u>Time0ee6er</u>	<u>: ours</u>	<u>5ate</u>	<u>Amount</u>
9A5TNR5			
Keville, J.	1.70	\$735.00	\$1,249.50
Levy-Biehl, H.	5.90	\$735.00	\$4,336.50
Tom, J.	0.90	\$760.00	\$684.00
Total for 9artner	Y4 .		\$81k7. 4 .
CPKNORE			
Allen, D.	6.20	\$535.00	\$3,317.00
Meltebeke, M.	1.00	\$640.00	\$640.00
Total for Counsel	74k.		\$p12, 74 .
ACCP CIATR			
Forsyth, C.	0.30	\$540.00	\$162.00
Lawson, D.	0.50	\$550.00	\$275.00
Total for Associate	. 4k.		\$Vp74 .
TP TAE	U84 .		\$U. 188V4 .

TP TAE AMP KNT DKRT: IOINHPICR

\$ 21, 2748.



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

June 11, 2020
Invoice #6731896

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	28,571.50
Less Agreed Upon Discount	(2,857.15)
Total Current Costs	0.00

Total Amount Due This Invoice	\$ 4, 716. 00
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US TGTANDINV INEUCRGFUT: IG MATTRH AGUFJ 2 NR 6674g4g					
<u>Invoice</u>	<u>Date</u>	<u>UriPinal Amount</u>	<u>/aymentsLCredits</u>	<u>Bast /ayment</u>	<u>Amount Due</u>
6711577	03/26/20	4,068.90	3,255.12	07/23/20	813.78
6721240	04/30/20	8,158.50	6,654.80	07/23/20	1,503.70
6726686	05/20/20	9,597.60	7,723.80	07/23/20	1,873.80
6739936	07/14/20	64,359.00	0.00		64,359.00
6746323	08/10/20	62,916.30	0.00		62,916.30
/revious 3alance Total					6067 990 5
6731896 (This Invoice)	06/11/20	25,714.35			25,714.35
Total Due This Matter					\$6, 175g080

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



Invoice # 6731896
Page 4 of 9

/HUFRRGUNABFRRGHRNDRHRDJ

<u>DATR</u>	<u>TIMRKRR/RH</u>	<u>: US HG</u>	<u>AMUS NT</u>	<u>NAHHATIER</u>
05/01/20	H. Levy-Biehl	0.30	220.50	Further review/analyze community benefit/CHNA requirements and exchange emails re same
05/01/20	D. Allen	2.50	1,337.50	Review and analyze funding issues
05/01/20	M. Meltebeke	0.30	192.00	Evaluate and respond to correspondence regarding community benefit reporting and CHNA requirements
05/03/20	D. Allen	0.50	267.50	Prepare final analysis of stimulus and other funding issues
05/04/20	H. Levy-Biehl	0.50	367.50	Review Verity Brandify agreement and exchange emails re same; continue analyzing St. Vincent CHNA requirements and exchange emails re same
05/04/20	M. Meltebeke	1.50	960.00	Evaluate and prepare correspondence regarding CHNA reporting requirements and potential consequences for reporting failures
05/05/20	H. Levy-Biehl	0.80	588.00	Review additional information about St. Vincent CHNA and exchange further emails re same; continue analyzing provider grant funds and interplay with other revenue sources
05/05/20	M. Meltebeke	0.90	576.00	Evaluate and respond to correspondence regarding community benefit and CHNA requirements
05/06/20	D. Allen	0.50	267.50	Discussion of various funding sources and implication of contract with the State at Seton Medical Center on FEMA and Provider Relief Funds
05/07/20	D. Diaz	0.60	531.00	Work on medical director contract
05/07/20	H. Levy-Biehl	0.20	147.00	Review requirements for Verity GC and exchange emails re same
05/07/20	M. Meltebeke	0.30	192.00	Evaluate and respond to correspondence regarding General Counsel requirements under the VHS Bylaws
05/08/20	H. Levy-Biehl	0.30	220.50	Exchange emails re Foundation matters; review COVID funding considerations at Seton and exchange emails re same
05/08/20	D. Allen	0.30	160.50	Analyze follow up questions on State contract funding interplay with FEMA and Provider Relief Funds
05/09/20	H. Levy-Biehl	0.30	220.50	Review OSHA correspondence and documentation re Seton and exchange emails re same
05/10/20	H. Levy-Biehl	1.30	955.50	Telephone call with T. Armada, S. Acquisto re COVID testing and related matters; review write-up re same; review OSHA medical records request and analyze options in light of same
05/11/20	H. Levy-Biehl	2.70	1,984.50	Review and analyze updated report from S. Acquisto at Seton; telephone call with C. Forsythe re same; participate in call with BRG team re access to provider relief funds; exchange emails re litigation related matters; review OSHA materials and telephone call with L. Sanfillipo, J. Berk, L. Kresge, J. Hoag re same; follow up discussions with T. Armada, S. Acquisto, C. Forsythe re updated information and considerations for outreach to CDPH

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



Invoice # 6731896
Page 0 of 9

<u>DATE</u>	<u>TIMRKR/RH</u>	<u>: US HG</u>	<u>AMUS NT</u>	<u>NAHATIER</u>
05/11/20	D. Allen	0.50	267.50	Prepare for and phone call concerning interplay of State contract at Seton Medical Center with various CARES Act funds and FEMA funds
05/11/20	C. Forsyth	2.20	1,188.00	Research and analysis of hospital and laboratory reporting obligations; teleconference with H. Levy-Biehl and client regarding same
05/13/20	H. Levy-Biehl	0.30	220.50	Review and analyze parking agreement issues and exchange emails with K. Chapman re same
05/13/20	J. Hoag	0.20	110.00	Respond to questions regarding late signature and production of Cal/OSHA-required employer logs
05/14/20	H. Levy-Biehl	1.60	1,176.00	Telephone call with P. Chadwick; exchange emails re parking lot developments at SFMC; review board dec; exchange emails re pending litigation; exchange further emails re third party production of payor contracts; review Seton info request and exchange emails with L. Sanfillipo, J. Berk re same
05/15/20	H. Levy-Biehl	2.80	2,058.00	Prepare for and participate in VHS board meeting
05/18/20	H. Levy-Biehl	1.30	955.50	Review Seton HRSA audit findings and POC and exchange emails re same; telephone call with K. Chapman re options for parking lot at SFMC; review breach notification letter in light of same
05/20/20	J. Keville	0.20	147.00	E-mail exchange with H. Levy-Biehl concerning review of clinical trial agreement
05/20/20	H. Levy-Biehl	1.10	808.50	Review and analyze emails and open matters; exchange emails re subpoena response; telephone call with J. Mesa at Titan Legal re same; telephone call with K. Chapman; calls, email to M. Child, attorney for defendant Embassy Suites in subpoena matter
05/21/20	J. Keville	0.30	220.50	Review draft clinical trial agreement
05/21/20	H. Levy-Biehl	0.90	661.50	Exchange emails re pending litigation and review status re same; call to M. Child re subpoena in Embassy Suites matter; exchange further emails with E. Tillman, K. Chapman re same
05/22/20	J. Keville	1.30	955.50	Review and analyze proposed clinical trial agreement
05/22/20	T. Keville	0.20	178.00	Analyze issues and formulate strategy regarding appropriate time for retention of clinical trial records
05/22/20	H. Levy-Biehl	0.10	73.50	Follow up with defense counsel re subpoena in Vasquez v. Embassy Suites case
05/23/20	J. Keville	0.40	294.00	Work on proposed revisions to draft clinical trial agreement
05/24/20	J. Keville	0.60	441.00	Make proposed revisions/comments to draft clinical trial agreement
05/26/20	J. Keville	0.20	147.00	Review H. Levy-Biehl comments/questions on revised clinical trial agreement

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



Invoice # 6731896
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<u>DATE</u>	<u>TIME/RR/RH</u>	<u>: US HG</u>	<u>AMOUNT</u>	<u>NAHATIER</u>
05/26/20	H. Levy-Biehl	2.10	1,543.50	Review and analyze various pending litigation matters and exchange emails re same; review and evaluate corporation considerations for plan of liquidation; conference with M. Meltebeke re same; review Seton report to CDPH; review COVID study agreement for SFMC
05/27/20	J. Keville	2.30	1,690.50	Work on revisions to draft Clinical Study Agreement; e-mail exchange with H. Levy-Biehl regarding same
05/27/20	H. Levy-Biehl	1.90	1,396.50	Further review and revise Seton and SFMC COVID and research related contracts and exchange emails re same; analyze plan of dissolution considerations and participate in working call with Verity, Dentons team re same; review subpoena for records of MC; exchange emails with J. Chesley re trade name questions for SVMC
05/28/20	J. Keville	0.40	294.00	Review plasma contract addendum
05/28/20	H. Levy-Biehl	1.20	882.00	Telephone conference with E. Paul to review GC transition plan and work; further analyze options for plan of liquidation
05/29/20	J. Keville	1.00	735.00	Review and analyze proposed addendum to blood product contract
05/29/20	H. Levy-Biehl	2.50	1,837.50	Participate in call with E. Paul, labor counsel to review open matters and transition plan; telephone call with K. Chapman to review pending litigation matters; telephone call with P. Chadwick, R. Adcock to review various open items; review VMF/VMG term sheet and follow up internally and with counsel to VMG re same; review VMF/VMG dissolution term sheet and exchange emails re same
05/30/20	J. Keville	1.10	808.50	Review and analyze Vitalant blood services agreement, FDA policy on COVID-19 convalescent blood plasma
05/31/20	J. Keville	0.40	294.00	Review proposed new Vitalant agreement, COVID-19 plasma addendum
TUTAB		. g08g	\$457, 160 g	

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



Invoice # 6731896
Page , of 9

TIMRKR/RH GS MMAHY			
<u>Timekeeper</u>	<u>: ours</u>	<u>Hate</u>	<u>Amount</u>
/ AHTNRH			
Diaz, D.	0.60	\$885.00	\$531.00
Keville, J.	8.20	\$735.00	\$6,027.00
Keville, T.	0.20	\$890.00	\$178.00
Levy-Biehl, H.	22.20	\$735.00	\$16,317.00
Total for /artner	060g		\$40g, 00g
CUS NGRB			
Allen, D.	4.30	\$535.00	\$2,300.50
Hoag, J.	0.20	\$550.00	\$110.00
Meltebeke, M.	3.00	\$640.00	\$1,920.00
Total for Counsel	10 g		\$. 700g 0 g
AGGUCIATR			
Forsyth, C.	2.20	\$540.00	\$1,188.00
Total for Associate	40g		\$67550g
TUTAB	. g08g		\$457, 160 g

TUTABAMUS NT DS RT: IGINEUICR

\$ 4, 716. 00



REMITTANCE

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

June 11, 2020
Invoice #6731896

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

Invoice for Fees and Costs

TUTABAMUS NT DS RT: IGINEUICR

\$4,716.00



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

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	\$ 4,716.00
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U S T G T A N D I N V I N E U I C R G F U H T : I G M A T T R H A G U F J 2 g P / , 7 L Q L O					
<u>Invoice</u>	<u>Date</u>	<u>UriBinal Amount</u>	<u>3ayments9Credits</u>	<u>gast 3ayment</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
3previous 5alance Total					8176,00
6739936 (This Invoice)	07/14/20	64,359.00			64,359.00
Total Due This Matter					\$/147 0100L

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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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<u>DATR</u>	<u>TIMRYRR3RH</u>	<u>: US HG</u>	<u>AMUS NT</u>	<u>NAHHATIER</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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Client Name: Verity Health System
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DWT Attorney: Hope Levy-Biehl



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Page 1 of .

<u>DATE</u>	<u>TIMRYR3RH</u>	<u>: US HG</u>	<u>AMUS NT</u>	<u>NAHHATIER</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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Invoice # 6739936
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<u>DATE</u>	<u>TIMRYR3RH</u>	<u>: US HG</u>	<u>AMUS NT</u>	<u>NAHHATIER</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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Firm Matter Number: 0115205.000010
DWT Attorney: Hope Levy-Biehl



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<u>DATE</u>	<u>TIMRYR3RH</u>	<u>: US HG</u>	<u>AMUS NT</u>	<u>NAHHATIER</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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please include remittance with your payment.

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



Invoice # 6739936
Page 4 of .

<u>DATE</u>	<u>TIMMYR3RH</u>	<u>: US HG</u>	<u>AMUS NT</u>	<u>NAHHATIER</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 8 of .

<u>DATR</u>	<u>TIMRYR3RH</u>	<u>: US HG</u>	<u>AMUS NT</u>	<u>NAHHATIER</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)

TUTAg /0.00 \$8/6/000

TIMRYR3RH G5 MMAHP			
<u>Timekeeper</u>	<u>: ours</u>	<u>Hate</u>	<u>Amount</u>
3AHTNRH			
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 3artner	4,00		\$, 86, 4000
CUS NGRg			
Meltebeke, M.	4.90	\$640.00	\$3,136.00
Nicholson, D.	0.20	\$695.00	\$139.00
Total for Counsel	600		\$17,86000
AGGUCIATR			
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	1.00		\$1074K. 000
TUTAg	/0.00		\$8/6/000

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Firm Matter Number: 0115205.000010
DWT Attorney: Hope Levy-Biehl



Invoice # 6739936
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TUTAg AMUS NT DS RT: IGINE UICR

\$ 4, 716. 000



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

TUTAg AMUS NT DS RT: IGINEUICR

\$4,716.00



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 \$ **1, 0. 100**

U S T G T A N D I N V I N E U I C R G F U H T : I G M A T T R H A G U F 2 A S V S G T . 0 6 , 0 , 0					
<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					50,035.70
6746323 (This Invoice)	08/10/20	62,916.30			62,916.30
Total Due This Matter					\$ 01, 000.00

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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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PHUFRGGUNAL FRRGHRNDRHRD2

<u>DATR</u>	<u>TIMR8RRPRH</u>	<u>: US HG</u>	<u>AMUS NT</u>	<u>NAHHATIER</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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Invoice # 6746323
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<u>DATE</u>	<u>TIMR8RRPRH</u>	<u>: US HG</u>	<u>AMUS NT</u>	<u>NAHHATIER</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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<u>DATE</u>	<u>TIMR8RRPRH</u>	<u>: US HG</u>	<u>AMUS NT</u>	<u>NAHHATIER</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>TIME/RRPRH</u>	<u>: US HG</u>	<u>AMOUNT</u>	<u>NAHATIER</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>TIMR8RRPRH</u>	<u>: US HG</u>	<u>AMUS NT</u>	<u>NAHHATIER</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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DWT Attorney: Hope Levy-Biehl



Invoice # 6746323
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<u>DATE</u>	<u>TIMBERPRH</u>	<u>: US HG</u>	<u>AMOUNT</u>	<u>NAHATIER</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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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>TIME/RRPRH</u>	<u>: US HG</u>	<u>AMOUNT</u>	<u>NAH/HATIER</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
Page 9 of . 0

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>US HG</u>	<u>AMOUNT</u>	<u>NAHATIER</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		9K70	\$19005700	

<u>TIMEKEEPER'S NAME</u>			
<u>Timekeeper</u>	<u>ours</u>	<u>Rate</u>	<u>Amount</u>
PAHTNRH			
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	3, 70		\$1. 6 05700
CUS NGRL			
Meltebeke, M.	4.20	\$640.00	\$2,688.00
Nicholson, D.	7.20	\$695.00	\$5,004.00
Total for Counsel	. . 70		\$509, 700
AGGUCIATR			
Correa, L.	2.00	\$500.00	\$1,000.00
Forsyth, C.	0.20	\$540.00	\$108.00
Total for Associate	, 7 0		\$. 6 03700
TOTAL	9K70		\$19005700

TOTAL AMOUNT DUE TO: IGINUICR

\$ 1, 0. 1700

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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: \$1,017.00

\$1,017.00

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

September 24, 2020
Invoice #6755012

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	25,771.00
Less Agreed Upon Discount	(2,577.10)
Total Current Costs	99.33

Total Amount Due This Invoice	\$ 18,108.18
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3. TOTAL DUE THIS MATTER					
Invoice	Date	3 rd Final Amount	Payments/Credits	past Payment	Amount Due
6711577	03/26/20	4,068.90	3,255.12	07/23/20	813.78
6721240	04/30/20	8,158.50	6,654.80	07/23/20	1,503.70
6726686	05/20/20	9,597.60	7,723.80	07/23/20	1,873.80
6731896	06/11/20	25,714.35	20,880.36	08/17/20	4,833.99
6739936	07/14/20	64,359.00	0.00		64,359.00
6746323	08/10/20	62,916.30	0.00		62,916.30
6757363	09/24/20	6,986.25	0.00		6,986.25
Previous : balance Total					/P8,119.11
6755012 (This Invoice)	09/24/20	23,293.23			23,293.23
Total Due This Matter					\$/99,718.87

HV3 FG003 NAG FG00V GNDGV@R

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



Invoice # 6755012
Page 1 of 9

<u>DATE</u>	<u>TIMES</u>	<u>VO</u>	<u>NT</u>	<u>NAVATIS</u>
08/01/20	R. Homchick	0.30	262.50	Email exchange with H. Levy-Biehl regarding regulatory analysis of proposed amendment of payment terms
08/01/20	T. Keville	0.20	178.00	Analyze issues and formulate strategy regarding options and next steps to evaluate and address concerns about medical staff matter
08/01/20	J. Keville	0.20	147.00	Review correspondence regarding agreement for Seton Medical Center to provide services to California prison inmates
08/01/20	H. Levy-Biehl	0.30	220.50	Review status of pending contract renewals and new contracts and exchange emails re same
08/01/20	D. Nicholson	0.50	347.50	Review and analyze documents and work on strategy in Seton medical staff matter
08/01/20	D. Nicholson	0.30	208.50	Work on strategy in St. Francis/Moosa matter
08/02/20	H. Levy-Biehl	0.30	220.50	Review correspondence re SVDC and work on response request re same
08/03/20	H. Levy-Biehl	0.40	294.00	Telephone call with ALJ Clemons, Ms. Tran in OSHA matter; exchange further emails re proof of payment
08/03/20	M. Meltebeke	0.70	448.00	Prepare correspondence requesting waiver of audit requirement for St. Vincent Dialysis Center
08/04/20	H. Levy-Biehl	0.30	220.50	Telephone call with L. Fernandez, A. Ruda, R Adcock, P. Chadwick re Seton HR matters
08/04/20	A. Romney	0.20	138.00	Review California Attorney General letter
08/04/20	M. Meltebeke	0.30	192.00	Prepare and confer regarding audit wavier letter for SVDC
08/06/20	J. Keville	0.40	294.00	Review HRSA policy on changes of ownership for 340B covered entities
08/07/20	J. Keville	0.20	147.00	Work on reply to Attorney General brief
08/07/20	J. Keville	1.10	808.50	Analyze options for change in practice re Seton DP/NF patient trust accounts
08/07/20	H. Levy-Biehl	1.00	735.00	Work on open compliance matters (.5) follow up with ALJ Clemons, T. Tran re resolution of OSHA appeal and order (.2) review pending Seton HR matters and exchange emails re same (.3)
08/08/20	H. Levy-Biehl	0.60	441.00	Work on open compliance matters and exchange emails with L. Compton re same
08/09/20	J. Keville	0.30	220.50	Review Medicare policies regarding how changes of ownership impact GME/IME payments
08/10/20	J. Keville	0.80	588.00	Review Social Security representative payee policies in connection with Seton DP/NF patient trust accounts
08/10/20	H. Levy-Biehl	0.30	220.50	Review OSHA order; exchange further emails with ALJ Clemons, T. Tran, client re same
08/10/20	M. Meltebeke	0.40	256.00	Evaluate and respond to correspondence regarding nonprofit corporate governance matters
08/11/20	J. Keville	1.00	735.00	Draft e-mail explaining process to modify SSA representative payee

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



Invoice # 6755012
Page 8 of 9

<u>DATG</u>	<u>TIMESGGHV</u>	<u>E3. VO</u>	<u>AM3. NT</u>	<u>NAVVATISG</u>
08/11/20	J. Keville	0.50	367.50	Review and analyze proposed amendment to contract between Seton Medical Center and San Francisco Medi-Cal managed care organization
08/11/20	H. Levy-Biehl	0.60	441.00	Review Seton physician lease matters and review correspondence re same; exchange emails re same (.3) review Vitalant addendum and exchange emails with T. Ahn re same (.3)
08/12/20	T. Keville	0.40	356.00	Review and analyze EMTALA citation, including cover letter and 2567 form; analyze issues and formulate strategy regarding response
08/12/20	J. Keville	1.40	1,029.00	Assess Seton Medical Center's options for resident trust funds
08/12/20	H. Levy-Biehl	2.90	2,131.50	Further review BOP stipulation and follow up with G. Tuss re same (.2) review additional information about patient trust monies at Coastside; conference with J. Keville re same (.3) compliance call with L. Compton, C. Johnson (.5) review EMTALA survey findings; analyze same and related COVID waivers; analyze options with t. Keville; further debrief with M. Pfeifer, R. Adcock re same (1.9)
08/12/20	M. Meltebeke	0.10	64.00	Correspondence regarding status of SVDC waiver request
08/13/20	J. Keville	0.30	220.50	Review correspondence on various pending contracts
08/13/20	H. Levy-Biehl	1.90	1,396.50	Telephone call with G. Tuss re BOP settlement; further review/revise settlement and exchange further emails re same (.5) review COVID case and applicable reporting standards; telephone conference with K. Chapman, M. Pfeiffer re same (.5) telephone call with T. Armada, D. Leibenson, C. Johnson re outstanding Seton lease question; follow up with R. Adcock re same (.5) review request from CDPH re 2019 reported event and exchange emails with T. Thompson re same; telephone conference with S. Acquisto re same (.4)
08/13/20	D. Nicholson	0.10	69.50	Email with Ms. Levy-Biehl regarding status of inquiries related to Medical Staffs of Seton and St. Francis
08/14/20	D. Nicholson	0.70	486.50	Seton Medical Center: review most recent correspondence regarding status of privileging matters and provide update to H. Levy-Biehl
08/14/20	D. Nicholson	0.50	347.50	St. Francis Medical Center: Email to R. Barton (medical staff attorney) regarding status of medical staff matters; provide update regarding same to H. Levy-Biehl
08/17/20	H. Levy-Biehl	1.40	1,029.00	Review and revise transition memo re patient JL; follow up with L. Compton, C. Johnson re same and open compliance matters; review updated 2020 work plan
08/17/20	D. Nicholson	0.10	69.50	St. Francis: email correspondence from J. Lean at Procopio (Medical Staff attorney) regarding status of medical staff matters
08/18/20	H. Levy-Biehl	0.30	220.50	Review prior claim re COVID business interruption and related correspondence and exchange emails with T. Connor, P. Osbourne re same

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



Invoice # 6755012
 Page P of 9

<u>DATG</u>	<u>TIMESGGHGV</u>	<u>E3. VO</u>	<u>AM3. NT</u>	<u>NAVVATISG</u>
08/19/20	J. Keville	0.70	514.50	Telephone conference with H. Levy-Biehl, Ms. Corpuz of Seton Medical Center regarding Seton Coastsides DP/NF patient trust account; review list of patient accounts
08/19/20	H. Levy-Biehl	1.50	1,102.50	Review status of Coastsides patient trust fund matter with J. Keville; follow up with T. Armada re same (.2) work on open compliance matters; exchange emails re same; participate in compliance call with L. Compton, C. Johnson re same (1.1) review correspondence to AG's office re SVDC audited financials; follow up with Dentons re same (.2)
08/19/20	M. Meltebeke	0.30	192.00	Evaluate and respond to correspondence regarding SVDC waiver request
08/20/20	J. Keville	1.10	808.50	Review patient-specific information for individuals for whom Seton Coastsides is holding money in trust
08/20/20	H. Levy-Biehl	0.90	661.50	Follow up with G. Tuss re BOP stipulation (.1) exchange messages with L. Sanfillipo (.1) review USPTO correspondence; follow-up with G. Higgins re same (.2) review and analyze rights and obligations to notify employees of possible COVID exposure; exchange emails re same (.5)
08/20/20	T. Maffia	2.00	990.00	Research required state and local responses to possible COVID-positive employee in Daly City
08/21/20	J. Keville	0.80	588.00	Review correspondence from client related to patient trust account at Seton Coastsides
08/24/20	J. Keville	0.30	220.50	Review updated information concerning Seton Coastsides DP/NF patient trust accounts
08/25/20	J. Keville	0.20	147.00	Analyze options for Seton Coastsides patient trust funds
08/26/20	J. Keville	0.70	514.50	Strategize regarding how to handle Seton Coastsides DP/NF patient trust account post-CHOW
08/26/20	H. Levy-Biehl	0.80	588.00	Work on open compliance matters; telephone call with L. Compton re same; draft email re same
08/27/20	J. Keville	0.70	514.50	Telephone conference with Ms. Hung of AHMC, et al. regarding Seton Coastsides patient trust account issue
08/27/20	H. Levy-Biehl	1.60	1,176.00	Work on open compliance matters; telephone call with L. Compton, C. Johnson re same
08/27/20	H. Levy-Biehl	0.20	147.00	Work on letter to J. Toma re audited financials for SVDC; exchange emails re same
08/28/20	J. Keville	1.10	808.50	Update and revise chart concerning Seton Coastsides DP/NF patient trust account
08/28/20	H. Levy-Biehl	0.80	588.00	Prepare for and participate in call with P. Chadwick, S. Sherrer, A. Ruda, E. Tillman re various employee transition matters
08/28/20	M. Meltebeke	0.80	512.00	Finalize and submit audit waiver request on behalf of SVDC
08/31/20	H. Levy-Biehl	0.20	147.00	Exchange emails re employee transition matters

T3 TAg **8900** **\$17,000/00**

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



Invoice # 6755012
 Page 7 of 9

C3 oror

NAVATISG

AM3 . NT

Westlaw (billed at cost) computerized legal research Jul 2 2020 Per J. Keville 34.23
 Westlaw (billed at cost) computerized legal research Jul 7 2020 Per J. Keville 65.10

T3 TAg C3 OTO

\$0088

TIMGGHGV Q MMAVY			
<u>Timekeeper</u>	<u>E ours</u>	<u>Vate</u>	<u>Amount</u>
HAVTNGV			
Homchick, R.	0.30	\$875.00	\$262.50
Keville, J.	11.80	\$735.00	\$8,673.00
Keville, T.	0.60	\$890.00	\$534.00
Levy-Biehl, H.	16.30	\$735.00	\$11,980.50
Romney, A.	0.20	\$690.00	\$138.00
Total for Hartner	106LB		\$17,111.00
C3 . NOGg			
Meltebeke, M.	2.60	\$640.00	\$1,664.00
Nicholson, D.	2.20	\$695.00	\$1,529.00
Total for Counsel	P6LB		\$8,083.00
AOO8 CIATG			
Maffia, T.	2.00	\$495.00	\$990.00
Total for Associate	10BB		\$990.00
T3 TAg	89BB		\$17,111.00

T3 TAg AM3 . NT D. GTE IOINS3 ICG

\$ 18,108.00



REMITTANCE

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

September 24, 2020
Invoice #6755012

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

Invoice for Fees and Costs

T3 TAg AM3 . NT D. GTE IOINS3 ICG	\$18,108 6 8
HVI3 V 3 . TOTANDINU : AgANCG	\$/P8,1L9 6 1
T3 TAg AM3 . NT D. G	\$/99,7LB 6 7

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

September 24, 2020
Invoice #6757363

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	7,762.50
Less Agreed Upon Discount	(776.25)
Total Current Costs	0.00

Total Amount Due This Invoice	\$ 18,016.
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OUTSTANDING INVOICES FOR THIS MATTER AS OF: SEPTEMBER 3283434

<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	8,158.50	6,654.80	07/23/20	1,503.70
6726686	05/20/20	9,597.60	7,723.80	07/23/20	1,873.80
6731896	06/11/20	25,714.35	20,880.36	08/17/20	4,833.99
6739936	07/14/20	64,359.00	0.00		64,359.00
6746323	08/10/20	62,916.30	0.00		62,916.30
6755012	09/15/20	23,028.63	0.00		23,028.63
Previous Balance Total					9, , 873, 64
6757363 (This Invoice)	09/24/20	6,986.25			6,986.25
Total Due This Matter					\$911879. 62.

PROFESSIONAL FEES RENDERED:

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



Invoice # 6757363
Page 3 of 7

<u>DATE</u>	<u>TIMESEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
09/01/20	H. Levy-Biehl	2.10	1,543.50	Work on open compliance matters; exchange emails with L. Compton re same
09/01/20	M. Meltebeke	0.30	192.00	Evaluate correspondence from Registry of Charitable Trusts approving SVDC's audit waiver request
09/02/20	J. Keville	0.10	73.50	Review correspondence concerning SVMCM Medicare termination date
09/02/20	H. Levy-Biehl	1.30	955.50	Telephone call with L. Compton, C. Johnson to review historic compliance data and open compliance matters; further review same (1.1) review SVMC and SVDC terminating 855s; follow up with C. Johnson re same (.2)
09/03/20	J. Keville	0.40	294.00	E-mail exchange with Mr. Connor of Verity Health System regarding Seton patient trust account
09/03/20	H. Levy-Biehl	5.90	4,336.50	Prepare for and participate in call with CMS re SVMC settlement (.4) prepare for and participate in VHS board meeting (2.5) work on meeting minutes and other post-board meeting matters; exchange further emails re same (2.2) participate in call with R. Adcock, Dentons team, M. Maltebeke re initial entity dissolutions in anticipation of plan effective date; follow up discussion with R. Adcock re same; follow up with M. Garms re same (.8)
09/04/20	H. Levy-Biehl	0.50	367.50	Work on minutes from 9/3 board meeting; exchange further emails re SVMC settlement with CMS
TOTAL		946.4	\$K8K136 4	

TIMESEEPER SUMMARY			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
PARTNER			
Keville, J.	0.50	\$735.00	\$367.50
Levy-Biehl, H.	9.80	\$735.00	\$7,203.00
Total for Partner	946.4		\$K8 K46 4
COUNSEL			
Meltebeke, M.	0.30	\$640.00	\$192.00
Total for Counsel	46.4		\$9, 364
TOTAL	946.4		\$K8K136 4

TOTAL AMOUNT DUE THIS INVOICE \$ **18 016.**

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REMITTANCE

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

September 24, 2020
Invoice #6757363

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	\$18,018.
PRIOR OUTSTANDING BALANCE	\$9,873.64
TOTAL AMOUNT DUE	\$91189.62

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EXHIBIT G



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

April 30, 2020
Invoice #6721262

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

Invoice for Fees and Costs

Total Current Fees	2,205.00
Total Current Costs	0.00

Total Amount Due This Invoice	\$ 2,205.00
--------------------------------------	--------------------

PROFESSIONAL FEES RENDERED:

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
03/09/20	H. Levy-Biehl	0.20	147.00	Review current litigation summary and emails re same
03/12/20	H. Levy-Biehl	2.50	1,837.50	Review litigation spreadsheet and participate in call/meeting with J. Moe, E. Tilman, A. Ruda, L. Fernandez, K. Chapman, S Sherr
03/16/20	H. Levy-Biehl	0.30	220.50	Participate in call with R. Adcock, E. Paul, S. Sherer, P. Chadwick, A. Ruda re pending mediation matter
TOTAL		3.00	\$2,205.00	

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

TIMEKEEPER SUMMARY			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
PARTNER			
Levy-Biehl, H.	3.00	\$735.00	\$2,205.00
Total for Partner	3.00		\$2,205.00
TOTAL	3.00		\$2,205.00

TOTAL AMOUNT DUE THIS INVOICE	\$	2,205.00
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Federal ID # 91-0839480
DWT.COM

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

June 11, 2020
Invoice #6731895

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

Invoice for Fees and Costs

Total Current Fees	1,249.50
Less Agreed Upon Discount	(124.95)
Total Current Costs	0.00

Total Amount Due This Invoice	\$ 1,124.55
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OUTSTANDING INVOICES FOR THIS MATTER AS OF: JUNE 11, 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
6739937	07/14/20	8,882.10	0.00		8,882.10
6746324	08/10/20	1,786.05	0.00		1,786.05
Previous Balance Total					11,109.15
6731895 (This Invoice)	06/11/20	1,124.55			1,124.55
Total Due This Matter					\$12,233.70

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

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



Invoice # 6731895
Page 2 of 3

PROFESSIONAL FEES RENDERED:

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>NARRATIVE</u>
04/24/20	H. Levy-Biehl	0.30	220.50	Exchange emails re Bay Area v. Boss matter
04/28/20	H. Levy-Biehl	1.10	808.50	Review emails, information submitted in response to subpoena in BOSS v Boss matter; telephone call with S. Kahn re same
04/30/20	H. Levy-Biehl	0.10	73.50	Review emails re litigation and insurance coverage
05/01/20	H. Levy-Biehl	0.20	147.00	Exchange emails re mediation
TOTAL		1.70	\$1,249.50	

TIMEKEEPER SUMMARY			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
PARTNER			
Levy-Biehl, H.	1.70	\$735.00	\$1,249.50
Total for Partner	1.70		\$1,249.50
TOTAL	1.70		\$1,249.50

TOTAL AMOUNT DUE THIS INVOICE	\$	1,124.55
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please include remittance with your payment.



REMITTANCE

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

June 11, 2020
Invoice #6731895

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

\$1,124.55

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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	\$	4,447.10
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<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					7,369.95
6739937 (This Invoice)	07/14/20	8,882.10			8,882.10
Total Due This Matter					\$66,881.5

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please include remittance with your payment.

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



Invoice # 6739937
Page 7 of g

/E0 FVUJ0 NAJ FWU EVNDVEVDH

<u>DATV</u>	<u>TIMVKW/VE</u>	<u>Ro OEU</u>	<u>AM0 ONT</u>	<u>NAEEATIGV</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 litigaiton 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 8 of 8

<u>DATE</u>	<u>TIME/VE</u>	<u>ROEU</u>	<u>AMOUNT</u>	<u>NAEATIGV</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 Medical litigation (.2)
06/29/20	H. Levy-Biehl	0.10	73.50	Exchange emails re S case and related strategies
TOTAL		637.	\$9,4591 .	

<u>TIME/VE</u> <u>UMMAE2</u>			
<u>Time/Week</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
/AETNVE			
Carroll, B.	3.60	\$635.00	\$2,286.00
Levy-Biehl, H.	9.30	\$735.00	\$6,835.50
Total for /artner	679.		\$9,676B.
/AEAJVS AJ			
Morales, A.	2.30	\$325.00	\$747.50
Total for /aralePal	7B.		\$pgpB.
TOTAL	637.		\$9,4591 .

TOTAL AMOUNT DOWNTURNING ICV

\$ 4,447B.



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

TO TAJ AMO ONT DOV TRIUINGO ICV

\$4,447.16.

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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 #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	\$ 1,69. 00
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U S T G T A N D I N V I N E U I C R G F U H T : I G M A T T R H A G U F 2 A S V S G T 10, g0g0					
<u>Invoice</u>	<u>Date</u>	<u>UriPinal Amount</u>	<u>/aymentsLCredits</u>	<u>Bast /ayment</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
/revious Salance Total					3,097.01
6746324 (This Invoice)	08/10/20	1,786.05			1,786.05
Total Due This Matter					\$11,88K0.

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

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



Invoice # 6746324
Page g of 8

/HUFRRG UNAB FRRG HRNDRHRD2

<u>DATR</u>	<u>TIMR4RR/RH</u>	<u>: US HG</u>	<u>AMUS NT</u>	<u>NAHHATIER</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
TUTAB		g70	\$1,39K700	

<u>TIMR4RR/RH GS MMAHY</u>			
<u>Timekeeper</u>	<u>: ours</u>	<u>Hate</u>	<u>Amount</u>
<u>/AHTNRH</u>			
Levy-Biehl, H.	2.70	\$735.00	\$1,984.50
Total for /artner	g70		\$1,39K700
TUTAB	g70		\$1,39K700

TUTABAMUS NT DS RT: IGINEUICR

\$ 1,69. 700



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

TUTABAMUS NT DS RT: IGINEUICR

\$1,69. 00

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

September 15, 2020
Invoice #6755011

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

Invoice for Fees and Costs

Total Current Fees	7,791.00
Less Agreed Upon Discount	(779.10)
Total Current Costs	0.00

Total Amount Due This Invoice	\$ 18,000.00
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. OTUTANDINS ING. ICVUF. E TRIUMATTVE AU. FHU: TVMPVE 0B82, 2,					
<u>Invoice</u>	<u>Date</u>	<u>ri4inal Amount</u>	<u>: aymentsgCredits</u>	<u>/ast : ayment</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
6746324	08/10/20	1,786.05	0.00		1,786.05
: revious Palance Total					008196 7
6755011 (This Invoice)	09/15/20	7,011.90			7,011.90
Total Due This Matter					\$058.9867

: E. FVUJ. NA/FVUJEVNDVEVDH

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



Invoice # 6755011
Page 2 of 9

<u>DATV</u>	<u>TIMWKV: VE</u>	<u>R. OEU</u>	<u>AM. ONT</u>	<u>NAEEATIGV</u>
08/03/20	H. Levy-Biehl	0.20	147.00	Exchange emails re pending litigation matters and subpoenas
08/05/20	H. Levy-Biehl	0.30	220.50	Review status of various pending litigation matters and exchange emails re same
08/06/20	H. Levy-Biehl	0.70	514.50	Review and analyze new case developments and exchange emails re same; telephone call with R. Adcock re same; telephone call with J. Moe re same
08/13/20	H. Levy-Biehl	0.20	147.00	Review emails re pending litigation matters and subpoenas
08/14/20	H. Levy-Biehl	0.40	294.00	Telephone call with L. Fernandez re open litigation and discovery matters
08/17/20	H. Levy-Biehl	0.30	220.50	Review memo in Thompson matter; exchange emails re same
08/19/20	H. Levy-Biehl	0.20	147.00	Review and analyze discover notice; follow up with E. Paul re same
08/20/20	H. Levy-Biehl	0.30	220.50	Review various litigation updates and investigation findings and exchange emails re same
08/21/20	H. Levy-Biehl	2.40	1,764.00	Review SGM side disclosure letter, notes and joint defense agreement; review pending SGM discovery request; telephone call with E. Paul, S. Martin, T. Moyron re same; follow up discussion with T. Armada re same (2.1) review Hellton correspondence re SFMC contract related discovery; review list of assumed contracts in light of same (.3)
08/24/20	H. Levy-Biehl	0.20	147.00	Review pending and new subpoenas and litigation matters exchange emails re same
08/25/20	H. Levy-Biehl	0.80	588.00	Review OCH settlement with DHCS and pending Medi-Cal litigation; telephone call with F. Sze, S. Maizel re same; follow up discussion with F. Sze re litigation summary memo (.6) review subpoena request and exchange further emails re same (.2)
08/26/20	H. Levy-Biehl	2.10	1,543.50	Telephone call with S. Martin, E. Paul, T. Moyron re SGM counterclaim (.9) ; follow up with J. Boden, M. Pfeifer re pending discovery; review materials from M. Pfeifer in light of same; further discussions with T. Armada, K. Brown re same (1.2)
08/27/20	H. Levy-Biehl	0.60	441.00	Telephone call to T. Yang re OSHPD work for SFMC; further analyze materials and exchange emails with S. Martin re same; telephone call with J. Boden re prior USP write-ups
08/28/20	H. Levy-Biehl	1.40	1,029.00	Work on discovery responses; follow up with S. Martin re same; exchange further emails re same
08/30/20	H. Levy-Biehl	0.20	147.00	Exchange further emails re OSHPD projects at SVMC and related discovery
08/31/20	H. Levy-Biehl	0.30	220.50	Exchange emails re lit holds and waiver requests
T. TA/		0, 6,	\$18,306 ,	

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



Invoice # 6755011
 Page L of 9

TIMWKW: VE UBMMAEY			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
: AETNVE			
Levy-Biehl, H.	10.60	\$735.00	\$7,791.00
Total for : artner	0, 67,		\$18,306 ,
T. TA/	0, 67,		\$18,306 ,

T. TA/ AM. ONT DOVTRIUNG. ICV	\$	18,006,
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REMITTANCE

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

September 15, 2020
Invoice #6755011

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

Invoice for Fees and Costs

T. TA/ AM. ONT DOVTRIUNG. ICV	\$18,006,
: EI. E . OTUTANDINS PA/ANCV	\$008,196 7
T. TA/ AM. ONT DOV	\$058,986 7

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

September 24, 2020
Invoice #6757362

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

Invoice for Fees and Costs

Total Current Fees	882.00
Less Agreed Upon Discount	(88.20)
Total Current Costs	0.00

Total Amount Due This Invoice	\$	18, 63
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. OTUTANDINS ING. ICWUF. E TRIUMATTVE AU. FHU: TVMPVE B24B3B3					
<u>Invoice</u>	<u>Date</u>	<u>. riginal Amount</u>	<u>: ayments/Credits</u>	<u>Last : ayment</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
6746324	08/10/20	1,786.05	0.00		1,786.05
6755011	09/15/20	7,011.90	0.00		7,011.90
: revious Balance Total					964 2705
6757362 (This Invoice)	09/24/20	793.80			793.80
Total Due This Matter					\$984, 8015

: E. FVUJ. NAL FVUJEVNDVEVDH

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

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



Invoice # 6757362
 Page B of ,

<u>DATV</u>	<u>TIMVKW: VE</u>	<u>R. OEU</u>	<u>AM. ONT</u>	<u>NAEEATIGV</u>
09/01/20	H. Levy-Biehl	0.30	220.50	Exchange emails re status of pending labor code requests and litigation defense matters
09/03/20	H. Levy-Biehl	0.40	294.00	Discussion with F. Sze re pending OCH Medi-Cal appeals and position; exchange further emails re same (.2) review Sorto correspondence and exchange further emails re same (.2)
09/04/20	H. Levy-Biehl	0.50	367.50	Review updated discovery response and exchange emails re same
T. TAL		903	\$66803	

<u>TIMVKW: VE UmmMAEY</u>			
<u>Timekeeper</u>	<u>Rours</u>	<u>Eate</u>	<u>Amount</u>
: AETNVE			
Levy-Biehl, H.	1.20	\$735.00	\$882.00
Total for : artner	903		\$66803
T. TAL	903		\$66803

T. TAL AM. ONT DOVTRIUNG. ICV \$ **18, 063**



REMITTANCE

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

September 24, 2020
Invoice #6757362

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

Invoice for Fees and Costs

T. TAL AM. ONT DOVTRIUNG. ICV	\$18, 063
: EI. E . OTUTANDINS PALANCV	\$964 27085
T. TAL AM. ONT DOV	\$984, 8015

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EXHIBIT H



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

October 30, 2020
Invoice #6766591

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	3,107.00
Less Agreed Upon Discount	(310.70)
Total Current Costs	0.00

Total Amount Due This Invoice	\$ 18,063.00
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U S T G A N D I N V I N E U I C R G F U H T : I G M A T T R H A G U F P U C T U B R H . 0 8 1 0 1 0					
<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	1,790.10	1,332.72	07/23/20	457.38
6721242	04/30/20	3,700.50	2,883.60	07/23/20	816.90
6726688	05/20/20	951.75	696.60	07/23/20	255.15
6731899	06/11/20	4,716.60	3,739.65	08/17/20	976.95
6755014	09/24/20	18,063.00	0.00		18,063.00
6757365	09/24/20	2,841.75	0.00		2,841.75
Previous Balance Total					1,899.30
6766591 (This Invoice)	10/30/20	2,796.30			2,796.30
Total Due This Matter					\$16,810.31

4 H U F R G G U N A / F R R G H R N D R H R D P

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 # 6766591
Page 1 of 1

<u>DATE</u>	<u>TIME/RR4RH</u>	<u>: US HG</u>	<u>AMOUNT</u>	<u>NAHATIER</u>
09/11/20	H. Levy-Biehl	0.20	147.00	Exchange emails re final fee application and analyze options and timeline re same
09/11/20	H. McCullough	0.30	211.50	Correspondence with colleagues regarding final fee application
09/11/20	N. Neves	1.00	340.00	Review court docket for notice and declaration of service in connection with Davis Wright Tremain's second monthly fee application (.2); review notice to file final application (.2); emails with H. McCullough and H. Levy-Biehl regarding filing of monthly application and final fee application (.2); conference with Mr. Moe following up on notice for monthly fee application and list of names for conflicts in connection with final fee application (.2); coordinate with docketing for deadlines on final fee application (.2)
09/18/20	H. Levy-Biehl	0.20	147.00	Work on and exchange emails re final fee app
09/21/20	N. Neves	1.10	374.00	Draft fourth monthly fee application (.5); emails with C. Smith following up on August invoices for fee application and revised set of invoices for final fee application (.2); update spreadsheet of fees and costs relating to four monthly fee application and final fee application (.4)
09/23/20	N. Neves	1.00	340.00	Review invoices to attach in support of fourth monthly application (.8); emails with C. Smith and H. Levy-Biehl to coordinate September invoices and review of August invoices (.2)
09/24/20	H. Levy-Biehl	0.80	588.00	Work on Aug/Sep fee application
09/24/20	H. McCullough	0.20	141.00	Correspondence with N. Neves and others regarding interim fee application
09/24/20	N. Neves	1.40	476.00	Review September invoices to attach in support of fourth monthly application (.3); emails with C. Smith following up on corrections (.1); draft fourth monthly fee application (.9); emails with team regarding finalizing monthly application for production (.1)
09/25/20	H. McCullough	0.10	70.50	Correspondence with N. Neves and others regarding interim fee application
09/25/20	N. Neves	0.80	272.00	Finalize fourth monthly fee application (.4); assemble exhibits in support of same (.2); make arrangements to file fourth monthly fee application (.2)
TOTAL		, 30	\$, 80, 300	

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



Invoice # 6766591
 Page . of L

TIMR7RR4RH G5 MMAH5			
<u>TimeKeeYer</u>	<u>: ours</u>	<u>Hate</u>	<u>Amount</u>
4AHTNRH			
Levy-Biehl, H.	1.20	\$735.00	\$882.00
McCullough, H.	0.60	\$705.00	\$423.00
Total for 4artner	93k0		\$98 Op300
4AHA/RVA/			
Neves, N.	5.30	\$340.00	\$1,802.00
Total for 4arale2al	p3 O		\$98k01300
TUTA/	, 390		\$. 890, 300

TUTA/ AMUS NT DS RT: IGINEUICR	\$	18 063 O
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 please include remittance with your payment.



REMITTANCE

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

October 30, 2020
Invoice #6766591

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

Invoice for Fees and Costs

TUTA/ AMUS NT DS R T: IGINEUICR	\$18,063.00
4HIUH US TGTANDINV BA/ANCR	\$1,899.00
TUTA/ AMUS NT DS R	\$16,164.00

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Anchorage | Bellevue | Los Angeles | New York
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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 of California
Attn: Peter Chadwick, Responsible Officer
c/o Berkeley Research Group, LLC
1800 M Street NW, Second Floor
Washington, DC 20036

October 31, 2020
Invoice #6767074

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	9,685.50
Less Agreed Upon Discount	(968.55)
Total Current Costs	0.00

Total Amount Due This Invoice	\$ 8,716.95
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OUTSTANDING INVOICES FOR THIS MATTER AS OF: OCTOBER 31, 2020

Invoice	Date	Original Amount	Payments/Credits	Last Payment	Amount Due
6711579	03/26/20	1,790.10	1,332.72	07/23/20	457.38
6721242	04/30/20	3,700.50	2,883.60	07/23/20	816.90
6726688	05/20/20	951.75	696.60	07/23/20	255.15
6731899	06/11/20	4,716.60	3,739.65	08/17/20	976.95
6755014	09/24/20	18,063.00	0.00		18,063.00
6757365	09/24/20	2,841.75	0.00		2,841.75
6766591	10/30/20	2,796.30	0.00		2,796.30

Previous Balance Total	26,207.43
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6767074 (This Invoice)	10/31/20	8,716.95			8,716.95
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Total Due This Matter	\$34,924.38
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PROFESSIONAL FEES RENDERED:

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



Invoice # 6767074
Page 2 of 4

DATE	TIMEKEEPER	HOURS	AMOUNT	NARRATIVE
10/02/20	N. Neves	1.80	612.00	Draft final fee application (1.3); assemble exhibits in support of same (.4); emails with N. Cain regarding conflict check for final fee application (.1)
10/05/20	H. McCullough	0.10	70.50	Correspondence with N. Neves and others regarding final fee application
10/06/20	N. Neves	0.30	102.00	Coordinate with J. Meek to allocate amounts in check received in payment of third monthly fee application
10/09/20	N. Neves	1.30	442.00	Review revised invoices submitted with first and second monthly applications for accuracy (.9); emails with C. Smith and E. Martinez regarding discrepancy in invoices and report provided by accounting (.2); email with P. Meek regarding allocation of amount received from court for payment of second monthly fee application (.2)
10/14/20	N. Neves	0.30	102.00	Emails with C. Smith following up on discrepancy in invoices and report provided by accounting
10/18/20	H. Levy-Biehl	1.20	882.00	Review and revise final fee application
10/19/20	N. Neves	0.20	68.00	Emails with C. Smith following up on review of invoices in support of final fee application
10/20/20	N. Neves	1.80	612.00	Review report from analytics group relating to fees and costs to date in support of final application for fees (.8); emails with analytics regarding changes to report (.2); review calculations of fees and costs for final fee application (.8)
10/21/20	N. Neves	0.90	306.00	Make edits to final application for fees
10/23/20	N. Neves	4.70	1,598.00	Make edits to final application for fees and declaration in support (1.4); review updated report of fees and costs provided by analytics in support of final application for fees (.7); emails with L. Abdool and C. Smith following up on same and additional information in connection with final fee application (.3); prepare calculations regarding fees for final fee application (.9); assemble exhibits in support of final fee application (1.2); emails with Mr. Moe regarding procedures for final fee application (.1); emails with conflict check department regarding conflict checks in connection with same (.1);
10/24/20	H. McCullough	0.80	564.00	Review and revise final fee application
10/27/20	H. Levy-Biehl	0.90	661.50	Work on final fee application (.9)
10/27/20	H. McCullough	0.50	352.50	Correspondence with H. Levy-Biehl and others regarding final fee application
10/27/20	N. Neves	1.30	442.00	Cite check final fee application
10/28/20	N. Neves	0.90	306.00	Make edits to final fee application (.7); emails with H. Levy-Biehl regarding same (.2)
10/29/20	H. Levy-Biehl	1.00	735.00	Work on final DWT final fee application and declaration for same
10/29/20	H. McCullough	0.30	211.50	Correspondence with N. Neves and others regarding fee application
10/29/20	N. Neves	0.40	136.00	Retrieve pleadings and documents for attorney review in connection with final fee application

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



Invoice # 6767074
Page 3 of 4

DATE	TIMEKEEPER	HOURS	AMOUNT	NARRATIVE
10/30/20	H. Levy-Biehl	0.90	661.50	Work on final Verity fee application; exchange internal emails re same
10/30/20	H. McCullough	0.20	141.00	Correspondence with H. Levy-Biehl and others regarding filing of final fee application
10/30/20	N. Neves	2.00	680.00	Proofread final application (1.2); assemble exhibits in support of same (.6); emails regarding request of supplemental fees relating to preparation of fee application (.2)
TOTAL		21.80	\$9,685.50	

TIMEKEEPER SUMMARY			
Timekeeper	Hours	Rate	Amount
PARTNER			
Levy-Biehl, H.	4.00	\$735.00	\$2,940.00
McCullough, H.	1.90	\$705.00	\$1,339.50
Total for Partner	5.90		\$4,279.50
PARALEGAL			
Neves, N.	15.90	\$340.00	\$5,406.00
Total for Paralegal	15.90		\$5,406.00
TOTAL	21.80		\$9,685.50

TOTAL AMOUNT DUE THIS INVOICE \$ **8,716.95**

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please include remittance with your payment.



REMITTANCE

Verity Health System of California
Attn: Peter Chadwick, Responsible Officer
c/o Berkeley Research Group, LLC
1800 M Street NW, Second Floor
Washington, DC 20036

October 31, 2020
Invoice #6767074

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	\$8,716.95
PRIOR OUTSTANDING BALANCE	\$26,207.43
TOTAL AMOUNT DUE	\$34,924.38

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

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

November 3, 2020
Invoice #6767208

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	1,280.00
Less Agreed Upon Discount	(128.00)
Total Current Costs	0.00

Total Amount Due This Invoice	\$ 18,063
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. OTUTANDINS ING. ICVUF. E TRIUMATTVE AU. FHN. GVM: VE P80303					
<u>Invoice</u>	<u>Date</u>	<u>riBinal Amount</u>	<u>2ayments4Credits</u>	<u>gast 2ayment</u>	<u>Amount Due</u>
6711579	03/26/20	1,790.10	1,332.72	07/23/20	457.38
6721242	04/30/20	3,700.50	2,883.60	07/23/20	816.90
6726688	05/20/20	951.75	696.60	07/23/20	255.15
6731899	06/11/20	4,716.60	3,739.65	08/17/20	976.95
6755014	09/24/20	18,063.00	0.00		18,063.00
6757365	09/24/20	2,841.75	0.00		2,841.75
6766591	10/30/20	2,796.30	0.00		2,796.30
2previous : alance Total					0/803L0P
6767208 (This Invoice)	11/03/20	1,152.00			1,152.00
Total Due This Matter					\$0L8P, 70P

2E. FVUU. NAg FVUUEVNDVEVDH

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please include remittance with your payment.

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



Invoice # 6767208
Page 0 of P

<u>DATV</u>	<u>TIMVSW2VE</u>	<u>R. OEU</u>	<u>AM. ONT</u>	<u>NAEEATIGV</u>
11/01/20	H. Levy-Biehl	0.40	294.00	Work on final fee application
11/01/20	N. Neves	1.10	374.00	Make edits to final application to include reference to time billed after September 4 in preparing fee application (.6); prepare additional exhibits in support of final fee application (.2); emails with Mr. Moe following up on declaration in support of final fee application (.1); emails with H. Levy-Biehl regarding finalizing fee application for filing (.2)
11/02/20	N. Neves	1.80	612.00	Recalculate fees owed for work in preparation of fee application (.3); make edits to final fee application (.5); proofread same (.5); assemble additional exhibits in support of fee application (.3); emails with conflict check department following up on conflict searches (.1); emails with Mr. Moe following up on declaration in support of final fee application (.1)

T. TAg P03 \$180K363

TIMVSW2VE U0MMAEY			
<u>Timekeeper</u>	<u>Rours</u>	<u>Eate</u>	<u>Amount</u>
2AETNVE			
Levy-Biehl, H.	0.40	\$735.00	\$294.00
Total for 2artner	303		\$07963
2AEAgVS Ag			
Neves, N.	2.90	\$340.00	\$986.00
Total for 2araleBal	063		\$7K/63
T. TAg	P03		\$180K363

T. TAg AM. ONT DOVTRIUNG. ICV \$ 18, 063



REMITTANCE

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

November 3, 2020
Invoice #6767208

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

Invoice for Fees and Costs

T. TAg AM. ONT DOVTRIUING. ICV	\$18, 063
2EI. E . OTUTANDINS : AgANCV	\$0/8318P
T. TAg AM. ONT DOV	\$0L8, 78P