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9 Attorneys for Chapter 11 Debtor and Debtor
10 In Possession

11 **UNITED STATES BANKRUPTCY COURT**
12 **SOUTHERN DISTRICT OF CALIFORNIA**

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

14 In re:
15
16 BORREGO COMMUNITY
17 HEALTH FOUNDATION,
18 Debtor and Debtor In Possession.

Case No. 22-02384
Chapter 11 Case
(Voluntary Petition Filed September 12,
2022)

**DENTONS US LLP'S EIGHTEENTH
MONTHLY FEE APPLICATION FOR
ALLOWANCE AND PAYMENT OF
INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FEBRUARY 1, 2024
THROUGH FEBRUARY 14, 2024**

Judge: Hon. Laura S. Taylor

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1 CSD 1143 (04/28/96)

2 **UNITED STATES BANKRUPTCY COURT**
3 **SOUTHERN DISTRICT OF CALIFORNIA**

4 DEBTOR: Borrego Community
5 Health Foundation

PETITION DATE: September 12, 2022

6 CASE NO.: 22-02384

7 **MONTHLY FEE APPLICATION SUMMARY**

8 APPLICANT: Dentons US LLP

REPRESENTING: Debtor

9 **ORDER APPROVING EMPLOYMENT:** Docket No. 292

CATEGORIES	February 1, 2024 – February 14, 2024 (APPLICATION PERIOD)	
	HOURS	AMOUNT REQUESTED
Case Administration	1.30	\$915.85
Asset Disposition	0.50	\$315.00
Fee / Employment Applications	1.00	\$630.00
Other Contested Matters (excl. assumption/rejection motions)	1.40	\$882.00
Board of Directors Matters	0.50	\$349.00
Claims Administration and Objections	0.30	\$206.00
Plan and Disclosure Statement (incl. Business Plan)	9.80	\$7,131.40
TOTAL:	14.80	\$10,429.25

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MONTHLY FEE APPLICATION

Dentons US LLP (the “Firm”) submits its *Eighteenth Monthly Fee Application for Allowance and Payment of Interim Compensation and Reimbursement of Expenses for the Period February 1, 2024 – February 14, 2024* for services rendered during the chapter 11 case (this “Case”) of the above-captioned debtor (the “Debtor”) for the Debtor. In support of the foregoing application (the “Application”), the Firm respectfully represents as follows:

1. The Firm is bankruptcy counsel to the Debtor. The Firm hereby applies to the Court for allowance and payment of interim compensation for services rendered and reimbursement of expenses incurred during the period of February 1, 2024 – February 14, 2024 (the “Application Period”).

2. The Firm billed a total of \$10,429.25 in fees and \$0.00 expenses during the Application Period. The total fees represent 14.80 hours expended during the period covered by this Application. These fees and expenses break down as follows:

Application Period	Fees	Expenses	Total
February 1, 2024 – February 14, 2024	\$10,429.25	\$0.00	\$10,429.25

3. Accordingly, the Firm seeks allowance of interim compensation in the amount of a total of \$8,242.40 at this time. This total is comprised as follows: \$8,343.40 (80% of the fees for services rendered), plus \$0.00 (100% of the expenses incurred).

4. Attached as **Exhibit “1”** hereto is the name of each professional who performed services in connection with these cases during the period covered by this Application and the hourly rate for each such professional. Attached hereto as **Exhibit “2”** are the detailed time and expense statements for the Application Period.

DENTONS US LLP
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1 5. The Firm has served a copy of this Application on the Office of the
2 United States Trustee (the “U.S. Trustee”), the Debtor, counsel to the Debtor, counsel
3 to the Patient Care Ombudsman, and counsel to the Official Committee of Unsecured
4 Creditors appointed in this Case. The Application was mailed by first class mail,
5 postage prepaid, on or about March 28, 2024. Notice of the filing of this Application
6 was served on the foregoing parties as well as any party who has requested special
7 notice in this Case as of the date of the Notice. The Notice was mailed by first class
8 mail, postage prepaid, on or about March 28, 2024.

9 6. Pursuant to this Court’s *Order On Debtor’s Notice Of Motion And*
10 *Motion for Entry Of An Order Establishing Procedures For Monthly Payment Of*
11 *Fees And Expense Reimbursement* entered on December 15, 2022 (the “Order
12 Establishing Monthly Fee Procedures”) [Docket No. 299], the Debtor is authorized
13 to make the payment requested herein without a further hearing or order of this Court
14 unless an objection to this Application is filed with the Court and served upon the
15 Notice Parties within ten (10) calendar days after the date of mailing of the Notice of
16 this Application. If such an objection is filed, the Debtor is authorized to pay 80%
17 of the uncontested fees and 100% of the uncontested expenses without further order
18 of the Court. If no objection is filed, the Debtor is authorized to pay 80% of all fees
19 requested in the Application and 100% of the uncontested expenses without further
20 order of the Court.

21 7. The interim compensation and reimbursement of expenses sought in this
22 Application is not final. Upon the conclusion of this Case, the Firm will seek fees
23 and reimbursement of the expenses incurred for the totality of the services rendered
24 in this Case. Any interim fees or reimbursement of expenses approved by this Court
25 and received by the Firm (along with any retainer) will be credited against such final
26 fees and expenses as may be allowed by this Court.

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1 **WHEREFORE**, the Firm respectfully requests that the Debtor pay
2 compensation to the Firm as requested herein pursuant to and in accordance with the
3 terms of the Order Establishing Monthly Fee Procedures.

4 Dated: March 28, 2024

DENTONS US LLP
SAMUEL R. MAIZEL
TANIA M. MOYRON

7 By /s/ Tania M. Moyron
Tania M. Moyron

8 Attorneys for the Chapter 11 Debtor and
9 Debtor In Possession

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DENTONS US LLP
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(213) 623-9300

EXHIBIT “1”

**(Summary of Hours by Professional for
Application Period February 1, 2024 – February 14, 2024)**

Name of Professional	Title	Hours	Rate	Total Billed
Samuel R. Maizel	Partner	2.60	\$800.00	\$2,080.00
Tania M. Moyron	Partner	3.90	\$800.00	\$3,120.00
Robert Richards	Partner	0.20	\$800.00	\$160.00
Casey Doherty, Jr.	Counsel	0.20	\$657.00	\$131.40
Rebecca M. Wicks	Senior Managing Associate	7.60	\$630.00	\$4,788.00
Samantha Ruben	Associate	.30	\$499.50	\$149.85
Total:		14.80		\$10,429.25

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EXHIBIT “2”

**(Detailed Time and Expense Statements for
Application Period February 1, 2024 – February 14, 2024)**

DENTONS US LLP
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(213) 623-9300



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dentons.com

Borrego Community Health Foundation
Douglas B. Habig
587 PALM CANYON DR, SUITE 208
BORREGO SPRINGS CA 92005
United States

March 19, 2024

Invoice No. 2735541

Client: 15810746

Payment Due Upon Receipt

Total This Invoice	\$ 10,429.25
Amounts Received, Available to Apply Against Current or Future Invoices	100,000.00
Amount Due	\$ 10,429.25

Please return this page with your payment

In the case of mail deliveries to:

SNR Denton US LLP
8000 Sears Tower
Chicago, IL 60606

OR

In the case of overnight deliveries to:

SNR Denton US LLP
Attention: Accounting
233 South Wacker Drive
Chicago, IL 60604-6404

Payment by wire transfer/ACH should be sent to:

Citi Private Bank
227 W Monroe, Chicago, IL 60606
ABA Transit # 271070801
Account # 0801051693
Account Name: Dentons US LLP
Swift Code: CITIUS33
Reference Invoice # and/or client matter #

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:

S. Maizel
at 1 213 623 9300

Borrego Community Health Foundation
Douglas B. Habig
587 PALM CANYON DR, SUITE 208
BORREGO SPRINGS CA 92005
United States

March 19, 2024

Invoice No. 2735541

For Professional Services Rendered through February 14, 2024:

Matter: 15810746-000002
Postpetition

B110 - Case Administration

Date	Timekeeper	Hours	Amount	Task	Narrative
02/01/24	R. Wicks	0.10	63.00	B110	Correspond with T. Moyron and S. Maizel regarding Travelers settlement and outstanding tasks.
02/01/24	T. Moyron	0.30	240.00	B110	Correspondence regarding pending issues including Travelers Settlement and open items.
02/02/24	R. Wicks	0.10	63.00	B110	Correspond with B. Richards regarding KCC engagement letter for liquidating trustee.
02/06/24	T. Moyron	0.50	400.00	B110	Participate in call with I. Lee, S. Rinaldi, S. Maizel, et al., regarding pending issues, including working plan and timing on effective date.
02/07/24	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.
02/08/24	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.
02/14/24	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.
	Subtotal	1.30	915.85		

B130 - Asset Disposition

Date	Timekeeper	Hours	Amount	Task	Narrative
02/01/24	R. Wicks	0.10	63.00	B130	Correspond with K. Martinez regarding release of Wells Fargo lien.
02/05/24	R. Wicks	0.10	63.00	B130	Correspond with CJ Pease regarding release of Wells Fargo liens.

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 Matter: 15810746-000002
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Date	Timekeeper	Hours	Amount	Task	Narrative
02/06/24	R. Wicks	0.10	63.00	B130	Call K. Martinez regarding Wells Fargo lien release.
02/09/24	R. Wicks	0.10	63.00	B130	Analyze correspondence with K. Martinez regarding Wells Fargo lien release.
02/09/24	R. Wicks	0.10	63.00	B130	Correspond with CJ Pease regarding Wells Fargo lien release.
	Subtotal	0.50	315.00		

B160 - Fee/Employment Applications

Date	Timekeeper	Hours	Amount	Task	Narrative
02/01/24	R. Wicks	0.40	252.00	B160	Prepare Hooper Lundy notice of rate change.
02/05/24	R. Wicks	0.30	189.00	B160	Review deadlines for final fee applications under confirmation order.
02/05/24	R. Wicks	0.10	63.00	B160	Correspond with T. Reid regarding final fee application.
02/06/24	R. Wicks	0.10	63.00	B160	Analyze correspondence with J. Kearney and S. Maizel regarding final fee applications.
02/07/24	R. Wicks	0.10	63.00	B160	Analyze correspondence with J. Kearney regarding final fee application.
	Subtotal	1.00	630.00		

B190 - Other Contested Matters (excl. assumption/rejection motions)

Date	Timekeeper	Hours	Amount	Task	Narrative
02/01/24	R. Wicks	0.30	189.00	B190	Analyze chapter 11 plan for authority to resolve and settle litigation without further court order.
02/01/24	R. Wicks	0.10	63.00	B190	Prepare motion to approve Travelers settlement.
02/02/24	R. Wicks	0.10	63.00	B190	Analyze correspondence from J. Sokol regarding Travelers settlement.
02/02/24	R. Wicks	0.20	126.00	B190	Correspond with T.Moyron and S. Maizel regarding Travelers settlement and requirements for Court approval under the plan.

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Date	Timekeeper	Hours	Amount	Task	Narrative
02/02/24	R. Wicks	0.20	126.00	B190	Call with T. Moyron regarding Travelers settlement and KCC engagement letter.
02/02/24	R. Wicks	0.10	63.00	B190	Correspond with I. Lee regarding approving Travelers settlement post effective date.
02/05/24	R. Wicks	0.20	126.00	B190	Correspond with T. Moyron and S. Maizel regarding Travelers settlement.
02/05/24	R. Wicks	0.10	63.00	B190	Correspond with J. Sokol regarding Travelers settlement.
02/13/24	R. Wicks	0.10	63.00	B190	Analyze correspondence with J. Sokol and T. Moyron regarding Travelers settlement.
	Subtotal	1.40	882.00		

B260 - Board of Directors Matters

Date	Timekeeper	Hours	Amount	Task	Narrative
02/01/24	S. Maizel	0.10	80.00	B260	Review and respond to emails re S. Hansberger resignation.
02/07/24	S. Maizel	0.10	80.00	B260	Review and respond to emails re compensation for board members.
02/07/24	R. Wicks	0.10	63.00	B260	Analyze correspondence with I. Lee regarding board compensation.
02/13/24	R. Wicks	0.20	126.00	B260	Analyze local rule related to insider compensation.
	Subtotal	0.50	349.00		

B310 - Claims Administration and Objections

Date	Timekeeper	Hours	Amount	Task	Narrative
02/01/24	S. Maizel	0.10	80.00	B310	Review and respond to email re Iron Mountain invoices.
02/04/24	R. Wicks	0.10	63.00	B310	Analyze correspondence with I. Lee and S. Maizel regarding HRSA claim.
02/06/24	R. Wicks	0.10	63.00	B310	Analyze correspondence from J. Morrow regarding insurance claim.
	Subtotal	0.30	206.00		

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B320 - Plan and Disclosure Statement (incl. Business Plan)

Date	Timekeeper	Hours	Amount	Task	Narrative
02/02/24	R. Richards	0.20	160.00	B320	Review revisions to KCC engagement letter for the liquidating trust and reply regarding same.
02/02/24	R. Wicks	0.20	126.00	B320	Correspond with I. Lee, S. Rinaldi, T. Moyron, et al regarding effective date.
02/02/24	R. Wicks	0.30	189.00	B320	Prepare comments to KCC engagement letter for Liquidating Trustee.
02/02/24	T. Moyron	0.80	640.00	B320	Correspondence with R. Wicks, R. Richards, et al., regarding KCC agreement (.3); call with R. Wicks regarding KCC agreement and Travelers (.1); analyze issues related to Travelers settlement and plan (.2); analyze I. Lee, et al., emails re effective date (.2).
02/05/24	R. Wicks	0.10	63.00	B320	Analyze correspondence with S. Rinaldi, T. Moyron, et. al regarding independent contractor agreements.
02/06/24	R. Wicks	0.60	378.00	B320	Call with T. Moyron, S. Maizel, I. Lee, CJ Pease, et. al regarding effective date.
02/06/24	R. Wicks	0.10	63.00	B320	Analyze correspondence from T. Cazares and T. Moyron regarding flow of funds memorandum.
02/06/24	R. Wicks	0.10	63.00	B320	Analyze correspondence from S. Maizel to J. Garfinkle regarding effective date distributions.
02/06/24	R. Wicks	0.10	63.00	B320	Analyze correspondence from S. Maizel to D. Wessel regarding effective date distributions.
02/06/24	R. Wicks	0.10	63.00	B320	Analyze correspondence from S. Maizel to S. Zuber regarding effective date distributions.
02/06/24	S. Maizel	1.00	800.00	B320	Zoom conference with T. Moyron and Ankura re effective date issues and post-confirmation work (.6); review and respond to effective date issues (.4).
02/07/24	R. Wicks	0.10	63.00	B320	Analyze correspondence with D. Wessel regarding effective date payment.
02/07/24	R. Wicks	0.10	63.00	B320	Analyze correspondence with S. Zuber regarding effective date payment.

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Date	Timekeeper	Hours	Amount	Task	Narrative
02/07/24	R. Wicks	0.10	63.00	B320	Analyze correspondence with J. Garfinkle regarding effective date payment.
02/07/24	R. Wicks	0.10	63.00	B320	Review tentative ruling regarding motion to extend exclusivity.
02/07/24	R. Wicks	0.10	63.00	B320	Correspond with S. Maizel regarding notice of withdrawal of exclusivity motion.
02/07/24	S. Maizel	0.50	400.00	B320	Review and respond to emails re confirmation issues.
02/07/24	T. Moyron	0.50	400.00	B320	Analyze I. Lee emails regarding condition precedent checklist and board compensation and attention to related matters.
02/08/24	R. Wicks	0.50	315.00	B320	Prepare notice of withdrawal of exclusivity motion.
02/08/24	R. Wicks	0.10	63.00	B320	Analyze correspondence with S. Rinaldi and T. Moyron regarding independent contractor agreements.
02/08/24	T. Moyron	0.30	240.00	B320	Correspond with S. Rinaldi regarding independent contractor agreement (.2); analyze independent contractor agreement (.1).
02/09/24	R. Wicks	0.10	63.00	B320	Correspond with T. Moyron regarding withdrawal of exclusivity motion.
02/13/24	R. Wicks	0.30	189.00	B320	Finalize and file notice of withdrawal of motion to extend exclusivity.
02/13/24	R. Wicks	0.10	63.00	B320	Analyze correspondence with T. Moyron and S. Rinaldi regarding independent contractor agreement.
02/13/24	R. Wicks	0.30	189.00	B320	Prepare revisions to independent contractor agreement.

Borrego Community Health Foundation
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Date	Timekeeper	Hours	Amount	Task	Narrative
02/13/24	T. Moyron	1.50	1,200.00	B320	Conference call with S. Maizel re pending issues (.2); call with Ankura, S. Maizel re pending issues, including employment agreement, DHCS wire instructions and other issues (.3); correspond S. Rinaldi re follow up items (.2); analyze updated independent contractor agreement and redline (.2); prepare email to S. Rinaldi re same (.1); correspond with S. Maizel re engagement agreement (.1) and analyze same (.1); correspond with D. Wessel, et al., re DHCS wire instructions (.2) and review plan in connection therewith (.1).
02/13/24	C. Doherty, Jr.	0.20	131.40	B320	Review and respond to emails regarding liquidating trust language.
02/13/24	S. Maizel	0.70	560.00	B320	Telephone conference with T. Moyron re confirmation related issues (.2); zoom conference with Ankura, etc. re same (.3); review and respond to emails re same (.2).
02/13/24	S. Maizel	0.10	80.00	B320	Review and respond to email from D. Wesel re payments to DHCS.
02/14/24	R. Wicks	0.30	189.00	B320	Correspond with T. Moyron, C. Doherty, et al regarding notice of effective date.
02/14/24	R. Wicks	0.20	126.00	B320	Analyze correspondence with T. Moyron, S. Rinaldi, S. Golden, et al regarding notice of effective date.
	Subtotal	9.80	7,131.40		

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Maizel	\$ 800.00	2.60	\$ 2,080.00
T. Moyron	\$ 800.00	3.90	\$ 3,120.00
R. Richards	\$ 800.00	0.20	\$ 160.00
C. Doherty, Jr.	\$ 657.00	0.20	\$ 131.40
R. Wicks	\$ 630.00	7.60	\$ 4,788.00
S. Ruben	\$ 499.50	<u>0.30</u>	<u>\$ 149.85</u>
Totals		14.80	\$ 10,429.25

Borrego Community Health Foundation
Matter: 15810746-000002
Invoice No.: 2735541

March 19, 2024

SUMMARY OF AMOUNT DUE BY TASK CODE

Task Code	Task Code Name	Fees
B110	Case Administration	915.85
B130	Asset Disposition	315.00
B160	Fee/Employment Applications	630.00
B190	Other Contested Matters (excl. assumption/rejection motions)	882.00
B260	Board of Directors Matters	349.00
B310	Claims Administration and Objections	206.00
B320	Plan and Disclosure Statement (incl. Business Plan)	7,131.40
	Total This Matter	\$10,429.25

Borrego Community Health Foundation March 19, 2024
Invoice #: 2735541

COMBINED TOTALS

Total Hours		14.80
Fee Total, all Matters	\$	10,429.25
		<hr/>
Invoice Total, all Matters	\$	<u>10,429.25</u>
Amounts Received, Available to Apply Against Current or Future Invoices		100,000.00
Amount Due	\$	10,429.25



of 17
 SNR Denton US LLP
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 Los Angeles, California 90017-5704

snrdenton.com

Borrego Community Health Foundation
 Douglas B. Habig
 587 PALM CANYON DR, SUITE 208
 BORREGO SPRINGS CA 92005
 United States

March 19, 2024

Client #: 15810746

Statement of Account

According to our records, as of March 19, 2024, the amounts shown below are outstanding.
 If your records are not in agreement with ours, please call us. Thank you.

<u>Date</u>	<u>Invoice No.</u>	<u>Invoice Amount</u>	<u>Payments/ Adjustments</u>	<u>Total</u>
09/30/23	2672266	\$ 98,005.95	(\$ 78,499.76)	\$ 19,506.19
10/31/23	2679858	\$ 129,875.45	(\$ 104,020.36)	\$ 25,855.09
11/30/23	2687822	\$ 135,695.10	(\$ 108,877.08)	\$ 26,818.02
12/14/23	2712257	\$ 115,857.35	(\$ 92,685.88)	\$ 23,171.47
01/31/24	2722918	\$ 91,006.10	\$ 0.00	\$ 91,006.10
02/29/24	2729514	\$ 98,930.99	\$ 0.00	\$ 98,930.99
03/19/24	2735541	\$ 10,429.25	\$ 0.00	\$ 10,429.25
Total Outstanding Invoices				<u>\$ 295,717.11</u>
Credits On Account				\$ 100,000.00

Questions should be directed to:
 S. Maizel
 at 1 213 623 9300

Federal Tax I.D. Number 36-1796730