

<p>Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address</p> <p>Daniel A. Lev (CA Bar No. 129622) daniel.lev@gmlaw.com Greenspoon Marder LLP 333 South Grand Avenue, Suite 3400 Los Angeles, California 90071-1406 Telephone: 213.626.2311 Facsimile: 954.771.9264</p> <p><input type="checkbox"/> <i>Movant(s) appearing without attorney</i> <input checked="" type="checkbox"/> <i>Attorneys for Howard M. Ehrenberg, Chapter 11 Trustee</i></p>	<p>FOR COURT USE ONLY</p>
<p align="center">UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION</p>	
<p>In re:</p> <p>BEVERLY COMMUNITY HOSPITAL ASSOCIATION, dba BEVERLY HOSPITAL, a nonprofit public benefit corporation,</p> <p align="right">Debtor(s)</p> <p><input checked="" type="checkbox"/> Affects all Debtors <input type="checkbox"/> Affects Beverly Community Hospital Association <input type="checkbox"/> Affects Montebello Community Health Services, Inc. <input type="checkbox"/> Affects Beverly Hospital Foundation</p>	<p>Case No. 2:23-bk-12359-SK Chapter 11 Jointly administered with: Case No. 2:23-bk-12360-SK Case No. 2:23-bk-12361-SK</p> <p align="center">DECLARATION THAT NO PARTY REQUESTED A HEARING ON MOTION</p> <p align="center">LBR 9013-1(o)(3)</p> <p align="center">[No Hearing Required]</p>

1. I am the ☐ Movant(s) or ☒ attorney for Movant(s) or ☐ employed by attorney for Movant(s).
2. **On: November 1, 2023**, Movant(s) filed a motion entitled: Chapter 11 Trustee's Application for Order Authorizing Employment of Locke Lord As Special Health Care Counsel; Declaration of David S. Kupetz in Support Thereof and As to Disinterestedness [Docket No. 854]
3. A copy of the motion and notice of motion is attached hereto.
4. **On November 1, 2023**, Movant(s) served a copy of ☐ the notice of motion or ☒ the motion and notice of motion on required parties using the method(s) identified on the Proof of Service of the notice of motion.
5. Pursuant to LBR 9013-1(o), the notice of motion provides that the deadline to file and serve a written response and request for a hearing is 14 days after the date of service of the notice of motion, plus 3 additional days if served by mail, or pursuant to F.R.Civ.P. 5(b)(2)(D) or (F).



6. More than 17 days have passed since Movant(s) served the notice of motion.
7. I checked the docket for this bankruptcy case and/or adversary proceeding, and no response and request for hearing was timely filed.
8. No response and request for hearing was timely served on Movant(s) via Notice of Electronic Filing, or at the street address, email address, or facsimile number specified in the notice of motion.
9. Based upon the foregoing, and pursuant to LBR 9013-1(o), a hearing is not required.

Movant(s) requests that the court grant the motion and enter an order without a hearing.

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

Date: November 21, 2023

/s/ Daniel A. Lev

Signature

Daniel A. Lev

Printed name

Howard M. Ehrenberg, Chapter 11 Trustee
Howard.Ehrenberg@Gmlaw.Com
1875 Century Park East, Suite 1900
Los Angeles, California 90067
Telephone: 213.626.2311
Facsimile: 954.771.9264

Chapter 11 Trustee

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA, LOS ANGELES DIVISION

In re
BEVERLY COMMUNITY HOSPITAL
ASSOCIATION, dba BEVERLY HOSPITAL,
a nonprofit public benefit corporation,¹
Debtor.

Case No. 2:23-bk-12359-SK

Chapter 11

Jointly administered with:

Case No. 2:23-bk-12360-SK
Case No. 2:23-bk-12361-SK

**CHAPTER 11 TRUSTEE'S
APPLICATION FOR ORDER
AUTHORIZING EMPLOYMENT OF
LOCKE LORD LLP AS SPECIAL
HEALTH CARE COUNSEL;
DECLARATION OF DAVID S. KUPETZ
IN SUPPORT THEREOF AND AS TO
DISINTERESTEDNESS**

[No Hearing Required unless requested.]

- ☒ Affects all Debtors
- ☐ Affects Beverly Community Hospital Association
- ☐ Affects Montebello Community Health Services, Inc.
- ☐ Affects Beverly Hospital Foundation

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Beverly Community Hospital Association d/b/a Beverly Hospital (6005), Montebello Community Health Services, Inc. (3550), and Beverly Hospital Foundation (9685). The mailing address for the Debtors is 309 W. Beverly Boulevard, Montebello, California 90640.
EDM 55841203v1

**TO THE HONORABLE SANDRA KLEIN, UNITED STATES BANKRUPTCY JUDGE,
THE DEBTORS, AND ALL OTHER PARTIES ENTITLED TO NOTICE:**

Howard M. Ehrenberg (the “Trustee”), the duly appointed, qualified, and acting chapter 11 trustee for the estates of the jointly administered debtors Beverly Community Hospital Association, dba Beverly Hospital, a nonprofit public benefit corporation (“Beverly Community”), Montebello Community Health Services, Inc. (“Montebello Health”), and Beverly Hospital Foundation (“Beverly Foundation”) (collectively and interchangeably, the “Debtor” or “Debtors”), hereby submits his “Chapter 11 Trustee’s Application for Order Authorizing Employment of Locke Lord LLP As Special Health Care Counsel; Declaration of David S. Kupetz in Support Thereof and as to Disinterestedness” (the “Application”), under sections 327, 328, 330, and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Local Bankruptcy Rule 2014-1, pursuant to which the Trustee seeks an order of this Court authorizing the employment of Locke Lord LLP (“Locke Lord”), to act as special health care counsel, effective as of October 9, 2023, and represents as follows:

1. On April 19, 2023 (the “Petition Date”), the Debtors each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code. On May 10, 2023, the Office of the United States Trustee (the “OUST”) appointed an official committee of unsecured creditors;

2. On August 7, 2023, the Debtors caused to be filed their “Notice of Motion and Motion for Entry of An Order (I) Authorizing the Sale of Substantially all of the Debtors’ Assets Free and Clear of All Liens, Claims, and Encumbrances; to White Memorial Medical Center d/b/a Adventist Health White Memorial Free and Clear; (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (III) Granting Related Relief” (the “Sale Motion”) [Docket No. 638]. The Sale Motion sought, among other things, approval of that certain “Asset Purchase Agreement” (the “APA”), dated as of August 7, 2023, by and between Beverly

1 Community and Montebello Health, as sellers, and White Memorial Medical Center d/b/a Adventist
2 Health White Memorial (“AHWM”), as buyer;

3 3. On August 18, 2023, the Court entered its “Order (A) Authorizing the Sale of
4 Debtors’ Assets to Purchaser Free and Clear of Liens, Claims, Interests, and Other Interests; (B)
5 Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases Related
6 Thereto; and (C) Granting Related Relief” (the “Sale Order”) [Docket No. 718] granting the Sale
7 Motion, approving the APA, and authorizing the Debtors’ proposed sale to AHWM pursuant to 11
8 U.S.C. §§ 105(a), 363, and 365, Rules 2002, 6004, 6006, 9007, and 9014 of the Federal Rules of
9 Bankruptcy Procedure, and Rules 6004-1 and 9013-1 of the Local Bankruptcy Rules for the Central
10 District of California;

11 4. On September 7, 2023, the Debtors caused to be filed their “Notice of Closing
12 of Sale to White Memorial Medical Center d/b/a Adventist Health White Memorial” [Docket No. 789]
13 pursuant to which, among other things, the Debtors reported that, pursuant to Section 1.3 of the APA,
14 the Closing (as defined in the APA) of the sale to AHWM occurred on September 6, 2023 (the
15 “Closing Date”), with an Effective Time (as defined in the APA) of 12:01 a.m. (Pacific Time) on
16 September 7, 2023; and

17 5. On September 11, 2023, U.S. Bank Trust Company, National Association, as
18 Master Trustee (“U.S. Bank”) caused to be filed “U.S. Bank Trust Company, National Association,
19 As Master Trustee’s Emergency Request for Status Conference and Order to Show Cause Why A
20 Chapter 11 Trustee Should Not Be Appointed” (the “OSC”) [Docket No. 791]. The OSC was granted
21 by the Court pursuant to its “Order Directing the Appointment of A Chapter 11 Trustee and Setting
22 Hearing and Briefing Schedule on Fee Applications” entered on September 13, 2013 [Docket No.
23 803]. On September 15, 2023, the OUST filed its “Notice of Appointment of Chapter 11 Trustee”
24 [Docket No. 811] pursuant to which Howard M. Ehrenberg was appointed chapter 11 trustee for the
25 Debtors’ jointly administered estates. On September 15, 2023, the OUST filed its “Application for
26 Order Approving Appointment of Trustee and Fixing Bond” [Docket No. 813]. On September 15,
27 2023, the Court entered its “Order Approving the Appointment of A Chapter 11 Trustee” [Docket No.
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1 815]. As a result of the foregoing, Howard M. Ehrenberg became the duly appointed, qualified, and
2 acting chapter 11 trustee for the Debtors' jointly administered estates, and he continues to act in this
3 capacity.

4 6. Pursuant to an order of the Court entered on October 17, 2023 [Docket No.
5 845], the Court approved the Trustee's employment of the firm in which he is a member, Greenspoon
6 Marder LLP, as the Trustee's general bankruptcy counsel. Greenspoon Marder LLP does not have
7 health care law expertise of the type that the Trustee is seeking to access for the benefit of the estate
8 through employment of Locke Lord pursuant to this special counsel Application.

9 7. The Trustee is seeking to employ Locke Lord to advise and represent the
10 Trustee as special health care counsel. In accordance with the Trustee's instructions, Locke Lord will
11 advise, assist, and represent the Trustee with regard to pending, anticipated, and future arising health
12 care matters and related issues and bankruptcy law issues at the intersection of health care law and
13 bankruptcy law, including, without limitation, claims and defenses of health care payors involving
14 issues of recoupment and setoff, evaluating and addressing proofs of claim of state and federal health
15 care agencies, and with regard to regulatory and other health care matters.

16 8. The Trustee has agreed to an engagement letter, subject to Court approval of
17 this Application, which was signed and entered into between the Trustee and Locke Lord as of October
18 9, 2023 (the "Engagement Letter"). A true and correct copy of the Engagement Letter is attached to
19 the Declaration of David S. Kupetz attached to this Application. With regard to use of cash collateral
20 to pay fees and expenses of Locke Lord, U.S. Bank Trust Company National Association, as Master
21 Trustee and secured creditor representative ("Master Trustee") has consented to an initial budget of
22 \$25,000 for Locke Lord to identify pending and potential future health care law and related issues
23 facing the estate and preliminarily evaluate certain of those issues. The Trustee anticipates that budgets
24 to be presented to the Master Trustee going forward will include amounts for payment of services to
25 be rendered by Locke Lord as the Trustee's special counsel.

26 9. Locke Lord proposes to charge its normal and customary standard hourly rates.
27 The attorneys currently expected to be principally responsible for this matter, and their respective
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1 hourly billing rates effective as of January 1, 2023, are as follows: Tammy Ward Woffenden (\$805),
2 Ashley Wheelock (\$775), Katherine Culbertson (\$545), and David S. Kupetz (\$1,025). Information
3 regarding Locke Lord's health care practice and bios for these attorneys are attached hereto,
4 collectively, as Exhibit 2.

5 10. Locke Lord understands and agrees to accept employment on grounds that its
6 fees may be awarded only by application to and approval by this Court after notice and a hearing.
7 Locke Lord is familiar with the Bankruptcy Code and the Bankruptcy Rules, the Local Bankruptcy
8 Rules and the United States Trustee Guidelines, and will comply with them.

9 11. Locke Lord has not been paid a monetary retainer.

10 12. Locke Lord does not hold or represent any interest adverse to the interest of the
11 estate with respect to the matters for which Locke Lord is to be employed or in any other regard.

12 13. Locke Lord has carefully reviewed its records and has determined that no conflict
13 exists in connection with these estates and is a disinterested person with regard to these cases as that
14 term is defined in the Bankruptcy Code. Specifically, Locke Lord has determined that it does not and
15 has not represented anyone with any interests adverse to the estates. Locke Lord does represent U.S.
16 Bank and some of its affiliates in various matters, but has engaged in no such representation with regard
17 to these bankruptcy estates. Further, and as set forth in the declaration of David S. Kupetz, annexed to
18 the Application, Locke Lord represents no creditor or other party in these chapter 11 cases and has no
19 interest adverse to the Debtors or their estates. Therefore, to the best of the Trustee's knowledge,
20 information and belief, Locke Lord is a disinterested person in these chapter 11 cases as that term is
21 defined by the Bankruptcy Code.

22 14. The Trustee believes and is satisfied from the Declaration of David S. Kupetz
23 annexed to the Application that the employment of Locke Lord by the Trustee as special health care
24 counsel would be in the best interest of the estates.

25 15. Pursuant to Local Bankruptcy Rule 2014-1(b)(2), the proposed employment of
26 Locke Lord as special counsel has been noticed to all parties in interest.

16. Locke Lord is being employed pursuant to 11 U.S.C. §§ 327 and 328(a). As noted, Locke Lord has agreed to be employed with compensation to be paid only upon application to, and approval by, the Court after notice and a hearing. More specifically, Locke Lord reserves the right to seek payment of its fees and expenses incurred in the representation of the Trustee from the bankruptcy estates pursuant to duly-noticed fee applications, to be set no more frequently than every 120 days. Locke Lord will, pursuant to 11 U.S.C. §§ 330 and 331, apply to the Court for allowance of such fees and costs which application will be heard upon notice to the Debtors, counsel for the Debtors, the Office of the United States Trustee, creditors, and all parties that have requested special notice, unless the Court approves other procedures for payment of interim fees. All fee and expense reimbursements requested by Locke Lord, including but not limited to, any amounts paid on an interim basis, shall remain subject to final review and approval by the Court, after notice and a hearing.

WHEREFORE, the Trustee requests that an order be entered authorizing, pursuant to 11 U.S.C. §§ 327 and 328(a), and in accordance with Fed. R. Bankr. P. 2014(a) and Loc. Bankr. R. 2014-1(b)(1), the employment of Locke Lord on the terms stated herein, as of October 9, 2023.

Dated: October 19, 2023

Respectfully submitted,

By: 

Howard M. Ehrenberg
Chapter 11 Trustee

APPROVED AS TO FORM AND CONTENT:

Locke Lord LLP

by: 

David S. Kupetz

DECLARATION OF DAVID S. KUPETZ

I, David S. Kupetz, declare and state as follows:

1. I am an attorney at law, duly qualified and licensed to practice before this Court.

I am a partner of Locke Lord LLP ("Locke Lord"), proposed special health care counsel for Howard M. Ehrenberg (the "Trustee"), the duly appointed, qualified, and acting chapter 11 trustee for the estates of the jointly administered debtors Beverly Community Hospital Association, dba Beverly Hospital, a nonprofit public benefit corporation ("Beverly Community"), Montebello Community Health Services, Inc. ("Montebello Health"), and Beverly Hospital Foundation ("Beverly Foundation") (collectively and interchangeably, the "Debtor" or "Debtors").

2. I make this declaration in support of the "Chapter 11 Trustee's Application for Order Authorizing Employment of Locke Lord LLP As Special Health Care Counsel; Declaration of David S. Kupetz in Support Thereof" (the "Application"), to act as the Trustee's special health care counsel, effective as of October 9, 2023. I have personal knowledge of the facts stated in this Declaration, and if called to testify, I could and would, without waiver of any applicable privilege, testify that the facts stated in this declaration are true and correct to the best of my knowledge and information.

3. I am employed by Locke Lord and am one of the attorneys that will be primarily responsible for the representation of the Trustee in this case. I am authorized to make this declaration on behalf of Locke Lord in support of this Application.

4. The Trustee is seeking to employ Locke Lord as his special health care counsel, effective as of October 9, 2023, by the foregoing Application. Under the Application, the Trustee seeks to employ Locke Lord to render services with regard to health care matters and related issues and bankruptcy law issues at the intersection of health care law and bankruptcy law, including, without limitation, claims and defenses of health care payors involving issues of recoupment and setoff, and evaluating and addressing proofs of claim of state and federal health care agencies, and with regard to other regulatory and health care matters.

1 5. Locke Lord, its partners, counsel, and associates are experienced in health care
2 matters and related issues and bankruptcy law issues at the intersection of health care law and
3 bankruptcy law, including, without limitation, claims and defenses of health care payors involving
4 issues of recoupment and setoff, and evaluating and addressing proofs of claim of state and federal
5 health care agencies, and with regard to other regulatory and health care matters. Locke Lord has
6 extensive experience representing creditors, creditors' committees, debtors, trustees, and others in
7 cases under the Bankruptcy Code. Locke Lord, its partners, counsel, and associates are therefore well
8 qualified to provide advice and representation sought by the Trustee as special health care counsel in
9 these bankruptcy cases.

10 6. Locke Lord proposes to charge its normal and customary standard hourly rates
11 in these cases. The attorneys currently expected to be principally responsible for this matter, and their
12 respective hourly billing rates effective as of January 1, 2023, are as follows: Tammy Ward Woffenden
13 (\$805), Ashley Wheelock (\$775), Katherine Culbertson (\$545), and David S. Kupetz (\$1,025).
14 Information regarding Locke Lord's health care practice and bios for these attorneys are attached
15 hereto, collectively, as Exhibit 2.

16 7. To my knowledge and information, neither I, Locke Lord, nor its partners,
17 counsel, or associates represent or have any connection with the Debtors, any creditors, or other parties
18 in interest in these jointly administered cases, their respective attorneys or accountants, the United
19 States Trustee or any person employed in the Office of the United States Trustee.

20 8. Locke Lord has carefully reviewed its records and has determined that no
21 conflict exists in connection with these estates and is a disinterested person with regard to these cases
22 as that term is defined in the Bankruptcy Code. Specifically, Locke Lord has determined that it does
23 not and has not represented anyone with any interests adverse to the estates. Locke Lord does represent
24 U.S. Bank and some of its affiliates in various matters, but has engaged in no such representation with
25 regard to these bankruptcy estates. Further, Locke Lord represents no creditor or other party in these
26 chapter 11 cases and has no interest adverse to the Debtors or their estates.

1 9. Based on Locke Lord's investigation and review of its records, I determined
2 that no potential or actual conflicts of interest exist and that Locke Lord does not represent any party
3 or person holding a claim or adverse interest against the Debtors, and I have therefore concluded that
4 Locke Lord is "disinterested" as that term is defined in 11 U.S.C. § 101(14). Neither I, Locke Lord,
5 nor its partners, counsel, or associates have any interest adverse to the Debtors or their estates.

6 10. Neither I, Locke Lord, nor its partners, counsel, or associates have any pre-
7 petition claim against the Debtors or their estates.

8 11. Neither I, Locke Lord, nor its partners, counsel, or associates were an investor
9 of the Debtors or their estates.

10 12. Locke Lord has not in the past represented, nor does Locke Lord in the future
11 plan to represent, any related debtors or principals of the Debtors, unless so authorized by the
12 Bankruptcy Court.

13 13. Locke Lord has no connections with the Debtors or their estates.

14 14. Locke Lord is not and was not an equity security holder or an insider of the
15 Debtors or their estates.

16 15. Locke Lord is not and was not, at any time, an investment banker for any
17 security of the Debtors or their estates, or an attorney for any security of the Debtors or their estates.

18 16. Locke Lord has no interest materially adverse to the interests of the estates or
19 of any class of creditors or equity security holders, for any reason of any direct or indirect relationship
20 to, connection with, or interest in, the Debtors or their estates or an investment banker for any security
21 of the Debtors, or for any other reason.

22 17. No partner, counsel, associate, of counsel attorney, or other employee of Locke
23 Lord is a relative or employee of the United States Trustee or a United States Bankruptcy Judge.

24 18. Locke Lord has received no retainer or other form of compensation.

25 19. Locke Lord and its attorneys are familiar with the Bankruptcy Code, the Federal
26 Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, and United States Trustee Guideline No.
27 18, and shall comply with them.

1 20. The Trustee has agreed to an engagement letter, subject to Court approval of
2 the foregoing Application, which was signed and entered into between the Trustee and Locke Lord as
3 of October 9, 2023. A true and correct copy of the Engagement Letter is attached hereto as Exhibit 1.

4 21. Notice of this Application has been concurrently provided to the Debtors, all
5 known creditors, all parties requesting special notice, and the Office of the United States Trustee.

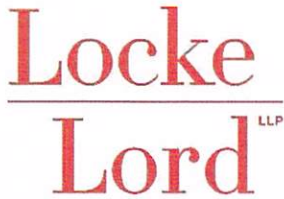
6 22. I declare under penalty of perjury under the laws of the United States of
7 America that the foregoing is true and correct to the best of my knowledge, information and belief.

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9 Executed on November 1, 2023 at Los Angeles, California

10 _____

11 David S. Kupetz
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EXHIBIT 1



300 S. Grand Avenue, Suite 2600
Los Angeles, CA 90071
Telephone: 213-485-1500
Fax: 213-485-1200
www.lockelord.com

David Kupetz
Direct Telephone: 213-687-6774
Direct Fax: 213-341-6774
david.kupetz@lockelord.com

October 6, 2023

Howard M. Ehrenberg
Chapter 11 Trustee for Beverly Community Hospital
Association, Montebello Community Health Services,
Inc., and Beverly Hospital Foundation
1875 Century Park East, Suite 1900
Los Angeles, CA 90067
Email: howard.ehrenberg@gmlaw.com

Re: Agreement and Instructions for Legal Services

Dear Howard:

We are pleased that you have asked our Firm to serve as special health care counsel to represent you as bankruptcy trustee for Beverly Community Hospital Association, Montebello Community Health Services, Inc., and Beverly Hospital Foundation ("you" or the "Client"). This letter will confirm our agreement with you and instructions regarding the Client's engagement of this Firm and will describe the terms and basis on which our Firm will provide legal services to the Client.

Our experience has been that it is mutually beneficial to set forth at the outset of our representation the role and responsibilities of both our law firm and our client. Accordingly, we submit for your approval the following provisions governing our engagement. If you are in agreement, please sign the enclosed copy of this letter in the space provided below. If you have any questions about these provisions, or if you would like to discuss possible modifications, do not hesitate to call. Again, we are pleased to have the opportunity to represent the Client.

Client. Our client in this matter will be the Client, although we shall be entitled to act on the instructions of any of your apparently authorized employees or agents and to rely on any information provided to us by such employees and agents. Our representation does not encompass any other individual or entity, other than the Client, and does not include representation of other affiliates, relatives, agents, or other representatives of the Client. Thus, our representation of the Client in this matter will not give rise to any conflict of interest in the event other clients of the Firm are adverse to any of such individuals or entities.

Instructions and Scope of Representation. We understand that the Firm's employment and compensation in this engagement is subject to approval of the bankruptcy court presiding over the jointly administered bankruptcy cases (the "Cases") of Beverly Community Hospital Association (dba Beverly Hospital), Montebello Community Health Services, Inc., and Beverly

Howard M. Ehrenberg, Trustee
October 6, 2023
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Hospital Foundation (collectively, the "Debtors"). Accordingly, employment and fee applications with regard to the Firm's retention and compensation will be filed in the Debtors' Cases.

We will be engaged to advise and represent the Client as special health care counsel. Initially, we understand that the interim budget and secured lender consent is limited to \$25,000 to allow us to identify and review pending and anticipated health care matters and related issues and to develop a task list. We agree that these initial services will be limited to \$25,000 and that we will subsequently discuss and agree to further services to be rendered by the Firm as the Client's special health care counsel.

Client Responsibilities. The Client agrees to cooperate fully with us and to provide promptly all information known or available to it relevant to our representation. Without such information, we may not be able to represent the Client adequately. The Client also agrees to pay our statements for services and expenses in accordance with the paragraph titled "Fees and Expenses" below. The Client agrees to review our drafts carefully to ensure that they are accurate and in accordance with your instructions and requirements. It is important that you let us know if you think that they are inaccurate, that something additional needs to be included or if any of the drafts are unclear or otherwise need to be amended.

You will also be available to attend meetings, conferences, hearings and other proceedings (if necessary) on reasonable notice, and stay fully informed on all developments relating to this matter. You shall not ask us to do any act or take any step which we consider to be improper, unreasonable or unprofessional, nor mislead us in any way in relation to any aspect of this matter.

Opinions and Beliefs. Since the outcome of legal matters is subject to factors that cannot always be foreseen, such as the uncertainties and risks inherent in the legal process, it is understood that we have made no promises or guarantees to you concerning the outcome of this or any other matter and cannot do so.

Communications. I will be the attorney primarily responsible for this representation. When questions or comments arise about our services, staffing, billing, or other aspects of our representation, please contact me. It is important that the Client is satisfied with our services and responsiveness at all times. We will correspond with the Client by sending all notices and other documents to you by post, email or facsimile, using the contact details the Client provides to us. We use email extensively, but as you are aware email is not fully secure and may be intercepted by third parties. Unless the Client advises us otherwise in writing, we understand that it agrees to our use of email for correspondence regarding instructions both with the Client and third parties. In keeping with information security best practices for confidentiality, the Firm recommends encrypting all sensitive data you send to us.

By signing below, the Client expressly grants permission to share information with the Client's accountants, tax preparers, investment advisors, investment bankers, and bankers. Absent this consent, we may not be able to do so.

Fees and Expenses. Our fees will be based primarily on the amount of time we spend in dealing with a matter and the billing rate for each attorney and legal assistant devoting time to the matter. We currently anticipate that Tammy Woffenden and Ashley Wheelock will likely render the substantial majority of services in this matter. Tammy's current ordinary hourly billing rate is \$805.

Howard M. Ehrenberg, Trustee
October 6, 2023
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Ashley's current ordinary hourly billing rate is \$775. My current ordinary billing rate is \$1,025 per hour. Our time is generally measured in one tenth of an hour increments. These rates do not include any VAT, taxes, or similar charges which will be added to the statement, if applicable. These billing rates are subject to change from time to time, typically annually, in January of each year. Please feel free at any time to ask for our current rates.

As indicated above, the principal basis for computing our fees will be the time spent on the matter by various lawyers multiplied by their individual hourly rates. However, as we discussed, the Client understands that in a matter of this kind it may be appropriate to take into account in establishing our fees additional factors, such as the complexity of the work, the efficiency with which it is accomplished, the extent to which we may be foregoing other client opportunities in order to satisfy the Client's requirements, and the nature of the results that we ultimately achieve on the Client's behalf. We will discuss any such special factors with you whenever we believe it is appropriate to do so.

In addition to our fees, the Client will also be billed for disbursements and other charges incurred in performing services, such as photocopying, messenger and overnight delivery, computerized research, videotape recording, travel (including parking, airfare, lodging, meals, and ground transportation), long distance telephone, facsimile transmissions, court costs, and filing fees. To the extent we directly provide any of these services, such as photocopying, we reserve the right to adjust the amount we charge. In the course of our engagement, it may be necessary for us to arrange for third parties to provide goods or services for the Client's account (such as for local counsel, expert witnesses, and consultants, deposition costs and investigation costs). The Client agrees that in each such case the Client will pay directly their fees and expenses and authorize us to make arrangements to have those parties bill the Client directly. The Client also agrees that it will reimburse us promptly (and separately from our normal invoice procedure, if we determine, in our discretion, separate billing is appropriate) for any such fees and expenses we pay on the Client's behalf.

No retainer is being required with regard to this engagement.

Statements normally will be rendered monthly for work performed and expenses recorded on our books during the previous month. Payment is due within 30 days of receipt of our statement. If any statement remains unpaid for more than 90 days, subject to the paragraph titled "Termination of Engagement" below, we may suspend performing services for the Client until arrangements satisfactory to us have been made for payment of outstanding statements and the payment of future fees and expenses.

It is not possible to give a realistic estimate of the total charges, as the fees and costs relating to this matter are not easily predictable. Any good faith estimate we have provided is based upon the limited information we presently have. We have made no commitment to the Client concerning the maximum fees and costs that will be necessary to resolve or complete this matter. It is also expressly understood that payment of the Firm's fees and costs is in no way contingent on the ultimate outcome of the matter.

Responses to Subpoenas and Similar Requests. If the Firm is required to respond to a subpoena or other formal request for records or other information relating to a representation, or to testify by deposition or otherwise concerning the representation, in each case in any litigation or claim

Howard M. Ehrenberg, Trustee
October 6, 2023
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between you and a third party in which our representation becomes a subject of inquiry in discovery (a "Request"), the Firm will first, to the extent permitted by applicable law, consult with you to determine whether you wish the Firm to comply with the Request or to resist it, if there is a basis for doing so. You agree to reimburse the Firm for its reasonable time and expense incurred in responding to any Request, including time and expense incurred in reviewing documents, appearing at depositions or hearings, and otherwise addressing issues raised by the Request.

Termination of Engagement. Our relationship is based upon mutual consent and you may terminate our representation at any time, with or without cause, by notifying us. The Client's termination of our services will not affect its responsibility for payment of fees for legal services rendered and for other charges incurred before termination and in connection with an orderly transition of the matter.

Similarly, we may withdraw from the representation, with or without cause, subject to the rules of professional conduct for the jurisdictions in which we practice. There are several types of conduct or circumstances that may require or permit us to withdraw from representing a client, including for example, nonpayment of fees or costs, misrepresentation or failure to disclose material facts, fundamental disagreements, and a conflict of interest with another client. We try to identify in advance and discuss with the Client any situation that may lead to our withdrawal and, if withdrawal ever becomes necessary, we will give the Client written notice of our withdrawal. If we elect to withdraw for any reason, we will be entitled to be paid for all services rendered and charges accrued on the Client's behalf prior to the date of withdrawal.

If a court's permission is required for withdrawal from the representation, we will promptly apply for such permission, and you agree to cooperate in such application, including, where applicable, by engaging successor counsel in the matter.

Conclusion of Representation; Retention and Disposition of Documents and Materials. Unless previously terminated, our representation of you will automatically terminate upon the earlier of (a) our sending you our final statement for services rendered in this matter or (b) upon our completion of the specific services that you have retained us to perform. Subsequent statements sent to collect expenses and/or unpaid fees, and/or the state of accounting/business records or client lists at the Firm, shall not determine or extend the attorney-client relationship. If you later retain us, and we agree, to perform further or additional services, our attorney-client relationship will be revived, subject to these and any supplemental terms of engagement.

Following termination, any otherwise non-public information the Client supplied to us which is retained by us will be kept confidential in accordance with applicable rules of professional conduct. At the Client's request, its papers and property will be returned to it promptly. We may retain Firm files including, for example, electronic records, Firm administrative records, time and expense reports, personnel and staffing materials, and credit and accounting records; and internal lawyers' work product such as drafts, notes, internal memoranda, and legal and factual research, including investigative reports prepared by or for the internal use of lawyers. All documents retained by the Firm will be transferred to the person responsible for administering our records retention program. For various reasons, including the minimization of unnecessary storage expenses, we reserve the right to, and typically do, without asking for your permission, destroy or otherwise dispose of any such documents or other materials retained by us five years after the termination of the

Howard M. Ehrenberg, Trustee
October 6, 2023
Page 5

engagement. You agree to such destruction. If you would like to maintain in your own files certain documents, we suggest that promptly following the completion of the matter, you request that we send you copies of these documents for your own files. Further, should you request to transfer your files to another law firm, we will send all property and/or files as requested, subject to the receiving firm's payment for all relevant costs including retrieval, review, and shipping of the files.

Post-Engagement Matters. The Client has provided instructions and is engaging the Firm to provide legal services in connection with a specific matter. After completion of the matter, changes may occur in the applicable laws or regulations that could have an impact upon the Client's future rights and liabilities. Unless the Client specifically engages us after completion of the matter to provide additional advice on issues arising from the matter, the Firm has no continuing obligation to advise the Client with respect to future legal developments.

Conclusion. I hope this letter covers all relevant points, but please let me know as soon as possible if you require clarification.

Please sign, date and return the enclosed copy of this letter. We very much look forward to working with you on this matter.

Very truly yours,



David S. Kupetz

Agreed and accepted:

Howard M. Ehrenberg, Chapter 11 Trustee for the Debtors

By: 

Date: October 9, 2023

EXHIBIT 2

Locke
Lord

Health Care

Who Are We?

- ***Provider and Payor Expertise*** – Locke Lord’s Health Care Practice is comprised of attorneys with deep experience handling legal matters faced by health industry participants that deliver care as well as those that engage in managed care and health insurance — representing clients in multistate and federal regulatory matters and transactions.
- ***Cutting Edge Capabilities and Matters*** – Health reform and the health industry’s commitment to achieve the Quadruple Aim have spurred the industry to pursue novel strategic alignment arrangements, made “partners” of former business adversaries and led to joint ventures that involve both insurance risk transfer and health care delivery. We are well positioned to guide our clients on all such matters and have enjoyed developing cutting edge initiatives and new business models for our health industry clients and their investors.
- ***Full Service Solution*** – Locke Lord is a premier full-service law firm that has earned a solid reputation for complex litigation, regulatory and transactional work on behalf of clients in important and growing industry sectors around the world. The Health Care Practice works collaboratively with our colleagues across many specialties to provide our clients with a one-stop, full service solution.

Representative Health Care Experience

We represent health industry businesses in regulatory matters, transactions and litigation. Our lawyers have extensive experience in multistate and federal regulatory compliance, deal work, including private equity investment, M&A, joint ventures and other strategic alliances, government relations, enforcement matters and litigation. Our clients range from health care providers and facilities, health insurers and managed care organizations, health industry intermediaries and health information technology companies to investors and strategic buyers.

We regularly assist our clients in structuring their strategic initiatives, whether they are mergers, investments or joint ventures or are designed to achieve revenue cycle management, value-based care models, physician or dental practice management, population health or chronic care management.

Representative Health Care Experience

Our clients include:

- For-profit and nonprofit hospitals and health systems
- Managed care organizations (MCOs) and national, regional and state-based health insurers offering ACA Marketplace plans, other commercial HMO and PPO plans, Medicare Advantage plans, Medicaid managed care plans and administrative services only plans
- Physician practices and practice management companies
- Dental practices and practice management companies
- Accountable Care Organizations
- Integrated delivery systems and other risk-bearing intermediaries
- Long-term care and senior living facilities
- Home health agencies and hospices
- Laboratories
- Pharmacies
- Ambulatory surgery centers
- Population health management (PHM) and chronic care management companies
- Health and wellness companies
- Health information exchanges
- Health information technology companies
- Durable medical equipment providers
- PBMs, TPAs and other health industry intermediaries
- Private equity firms investing in health care related companies

Representative Health Care Experience

Key Capabilities:

- Licensure and scope of practice; accreditation and certification
- Managed care and health insurance regulation
- Change of ownership or control submissions and regulatory proceedings
- Fraud and abuse (including federal and state anti-kickback, self-referral and false claims)
- Corporate practice of medicine in "friendly" physician models
- HIPAA and state privacy, security and data breach
- Telemedicine and telehealth
- Health information technology
- Protection of intellectual property (e.g., patent, trademark and copyright) assets integral to our health care clients' operations
- Medicaid and Medicare reimbursement
- Managed Medicaid program compliance
- Medicare Advantage program compliance
- Payor and provider contract development and alignment strategies
- Nonprofit, tax-exempt issues
- Patient safety
- Government audits and investigations
- Litigation and government enforcement actions
- Corporate matters
- Mergers and acquisitions
- Strategic joint ventures
- Vendor contracting and outsourcing
- Enterprise risk management
- Government relations



Tammy Ward Woffenden

Partner

AUSTIN

512-305-4776

twoffenden@lockelord.com

Tammy Ward Woffenden focuses her practice on transactional and regulatory health law issues. She routinely works with clients on navigating complex state and federal laws, regulations and policy and advises clients on mergers and acquisitions in the health care industry.

Mergers and Acquisitions of Health Care Entities

Tammy has worked on both the transactional and regulatory sides of mergers and acquisitions involving a variety of health care providers, including individual hospitals and large hospital systems, pharmacies, home health agencies, hospice, assisted living facilities, intermediate care facilities, durable medical equipment suppliers, laboratories, mobile health units, therapy clinics and rehabilitation agencies, individual providers and group practices, and other businesses that transact business in the health care industry.

HIPAA/HITECH

Tammy advises covered entities (both providers and health plans), business associates and subcontractors on matters relating to the Health Information Portability and Accountability Act (HIPAA), Health Information Technology for Economic and Clinical Health (HITECH) Act and implementing regulations.

Fraud and Abuse

Tammy advises clients on state and federal fraud and abuse laws, including the Anti-Kickback Act and Stark. From this perspective, she has assisted clients with developing compliance and training programs; investigating and analyzing reported incidents; and analyzing contractual arrangements, transactions, partnerships and joint venture arrangements.

State and Federal Licensing, Certification, and Permitting

Tammy advises clients regarding initial and licensure renewals, change of ownership and other updates affecting licensure status, responding to agency actions, such as licensure deficiencies and corrective action plans, and general compliance with licensure requirements. Tammy has handled licensure matters for a variety of health care providers, including individual hospitals and large hospital systems, pharmacies, home health agencies, hospice, assisted living facilities, intermediate care facilities, durable medical equipment suppliers, laboratories, mobile health units, therapy clinics and rehabilitation agencies, and individual providers and group practices. She also has experience with state and federal requirements regarding nurse practitioners, including state scope of practice and supervision.

EDUCATION

J.D., with honors, The University of Texas School of Law, 2006

B.A., English, with high honors, The University of Texas at Austin, 1998

ADMISSIONS

Texas, 2006

PROFESSIONAL AFFILIATIONS

Member, American Bar Association

- Council Member-At-Large, Health Law Section (2021-2023)

Member, American Health Lawyers Association

Member, International Association of Privacy Professionals

Member, Austin Bar Association

- Served on Council for Health Law Section (2011-2013)



Ashley Wheelock

Partner

AUSTIN

512-305-4860

ashley.wheelock@lockelord.com

Ashley Wheelock concentrates her practice on transactional and regulatory health care matters. Ashley is adept in mergers, acquisitions, joint ventures, reorganizations, formations of new professional entities and employment contract negotiations in the health care sector. Her practice also includes assisting health care providers and organizations with dealings involving telemedicine and telehealth, licensing, accreditation, credentialing, reimbursement, privacy, data breaches and federal and state agency investigations.

Ashley regularly represents private equity firms and other health care industry companies in complex mergers, acquisitions and other investment arrangements. Ashley's experience includes overseeing all pre-closing matters, such as due diligence efforts and change of ownership ("CHOW") licensing analyses. Ashley also advises health care companies on post-closing matters, including Medicare and Medicaid enrollment issues and day-to-day operational considerations.

Ashley counsels covered entities and business associate clients with respect to Health Insurance Portability and Accountability Act (HIPAA) compliance and other state data protection laws. Ashley also offers previous experience in advising health care clients on the permissibility of performing various business functions in off-shore locations under federal and state law.

Ashley offers extensive experience in compliance with health care laws, including:

- Health Insurance Portability and Accountability Act (HIPAA)
- Centers for Medicaid and Medicare Services (CMS) guidelines
- Patient Protection and Affordable Care Act (ACA)
- Anti-Kickback Statute
- Stark Law
- Federal Drug Administration (FDA) rules and regulations

EDUCATION

J.D., magna cum laude,
Tulane University Law
School, 2013

B.A., Psychology &
American Studies, The
College of William &
Mary, 2009

ADMISSIONS

Louisiana, 2013
Texas, 2016

PROFESSIONAL AFFILIATIONS

Member, American Health
Lawyers Association
Member, State Bar of
Texas Health Law Section
Member, American Bar
Association, Health Law
Section

- Vice Chair of Marketing
and Technology
Committee (2022-
2023)



Katherine E. Culbertson

Associate

CHICAGO
312-443-0256

katherine.culbertson@lockelord.com

Katherine Culbertson is an associate of the Firm's Bankruptcy, Restructuring and Insolvency Practice Group. Katherine concentrates her practice on loan enforcement, bankruptcy, restructuring and insolvency matters and related litigation and counseling. Katherine advises debtors, secured and unsecured creditors, investors and other parties-in-interest in all aspects of complex corporate restructurings.

Prior to joining the Firm, she was a Judicial Clerk for the Hon. Brian D. Lynch in the U.S. Bankruptcy Court, Western District of Washington.

EDUCATION

J.D., magna cum laude,
Seattle University School
of Law, 2021
B.A., cum laude, Political
Science, Washington State
University, 2017

ADMISSIONS

Washington
Illinois

PROFESSIONAL AFFILIATIONS

Member, American
Bankruptcy Institute
Member, International
Women's Insolvency and
Restructuring
Member, Turnaround
Management Association



David S. Kupetz

Partner

LOS ANGELES
213-687-6774

david.kupetz@lockelord.com

EDUCATION

J.D., UC College of the
Law, San Francisco, 1986

B.A., University of
California, Santa Barbara,
1983

ADMISSIONS

California

David Kupetz has more than 35 years of experience in distressed transactions, crisis avoidance consultation, workouts, restructurings, reorganizations, bankruptcies, receiverships, assignments for the benefit of creditors, creditor rights, and other non-bankruptcy insolvency solutions and related transactions and litigation.

David represents debtors (in restructurings and workouts and in chapter 11 reorganization cases), secured creditors, unsecured creditors' committees, assignees for the benefit of creditors, buyers/sellers of businesses/assets in distressed circumstances and other entities in insolvency and bankruptcy situations.

He works across industries, including finance and financial services, consumer goods, franchises, manufacturing, retail, health care, hospitality and technology, media, and telecommunications.

David's many articles on bankruptcy-related subjects have been published in local and national publications. He is the author of the Collier Handbook for Creditors' Committees and served as the author of Collier Commercial Bankruptcy Forms for many years.

David is a frequent lecturer on reorganization and other insolvency topics.

David's representative experience includes:

- Represented assignees, distressed businesses, creditors and buyers in hundreds of assignments for the benefit of creditors
- Represented numerous debtors in possession, secured creditors, unsecured creditors' committees, and other parties in chapter 11 cases.
- Represented debtors, creditors and creditor groups in numerous out-of-court debt restructuring, forbearance, recapitalization, extension and forgiveness arrangements
- Represented various local public entities in out-of-court negotiations with creditors, workouts and restructurings that have allowed them to avoid Chapter 9 and represented other government entities and creditors in connection with Chapter 9 cases
- Worked with numerous buyers implementing acquisitions through Chapter 11 cases, assignments for the benefit of creditors, and foreclosures.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is 1875 Century Park East, Suite 1900, Los Angeles, CA 90067.

A true and correct copy of the foregoing document entitled (*specify*): **CHAPTER 11 TRUSTEE'S APPLICATION FOR ORDER AUTHORIZING EMPLOYMENT OF LOCKE LORD LLP AS SPECIAL HEALTH CARE COUNSEL; DECLARATION OF DAVID S. KUPETZ IN SUPPORT THEREOF AND AS TO DISINTERESTEDNESS** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (date) November 1, 2023 I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- **Megan M Adeyemo** madeyemo@grsm.com, asoto@grsm.com
- **David E Ahdoot** dahdoot@bushgottlieb.com, kprestegard@bushgottlieb.com
- **Joseph M Ammar** ammar@millercanfield.com
- **Scott E Blakeley** seb@blakeleyllp.com, ecf@blakeleyllp.com
- **Joseph P Buchman** jbuchman@bwsllaw.com, gmitche@bwsllaw.com
- **Adrian Butler** abutler@bushgottlieb.com
- **Augustus Curtis** augustus.t.curtis@usdoj.gov
- **Howard M Ehrenberg (TR)** ehrenbergtrustee@gmlaw.com, ca25@ecfcbis.com; C123@ecfcbis.com; howard.ehrenberg@ecf.courtdrive.com; Karen.Files@gmlaw.com
- **David K Eldan** David.Eldan@doj.ca.gov
- **Amanda N Ferns** afern@fernslaw.com, mmakalintal@fernslaw.com
- **Alan W Forsley** alan.forsley@flpllp.com, awf@fklawfirm.com, awf@fl-lawyers.net, addy@flpllp.com
- **John-Patrick M Fritz** jpf@lnbyg.com, JPF.LNBYB@ecf.inforuptcy.com
- **Evelina Gentry** evelina.gentry@akerman.com, rob.diwa@akerman.com
- **Evan Gershbein** ECFpleadings@kccllc.com
- **Faisal Gill** fgill@glawoffice.com
- **Steven T Gubner** sgubner@bg.law, ecf@bg.law
- **Melissa Hamill** melissa.hamill@doj.ca.gov
- **Hallie Dale Hannah** hallie@hannahlaw.com
- **Brian T Harvey** bharvey@buchalter.com, IFS_filing@buchalter.com; dbodkin@buchalter.com
- **Stella A Havkin** stella@havkinandshrago.com, shavkinesq@gmail.com
- **Robert M Hirsh** rhirsh@lowenstein.com
- **Mark S Horoupian** mark.horoupian@gmlaw.com, mhoroupian@ecf.courtdrive.com; cheryl.caldwell@gmlaw.com; karen.files@gmlaw.com
- **Darryl Jay Horowitz** dhorowitz@ch-law.com, bkass@ch-law.com
- **David I Horowitz** david.horowitz@kirkland.com, keith.catuara@kirkland.com; terry.ellis@kirkland.com; elsa.banuelos@kirkland.com; ivon.granados@kirkland.com
- **Sonja Hourany** sonja.hourany@quinngroup.net, kadele@wglp.com; lbracken@wglp.com; shourany@ecf.courtdrive.com
- **Eric P Israel** eisrael@danninggill.com, danninggill@gmail.com; eisrael@ecf.inforuptcy.com
- **Quinn Scott Kaye** kaye@millercanfield.com
- **Nicholas A Koffroth** nkoffroth@foxrothschild.com, khoang@foxrothschild.com
- **Alexandria Lattner** alattner@sheppardmullin.com, ehwalters@sheppardmullin.com
- **Daniel A Lev** daniel.lev@gmlaw.com, cheryl.caldwell@gmlaw.com; dlev@ecf.courtdrive.com
- **Marc A Levinson** MALevinson@orrick.com, borozco@orrick.com, casestream@ecf.courtdrive.com
- **Ron Maroko** ron.maroko@usdoj.gov
- **David M Medby** dmedby@lawgarcia.com, jmobley@lawgarcia.com
- **Joshua M Mester** jmester@jonesday.com

- **Elissa Miller** elissa.miller@gmlaw.com, emillersk@ecf.courtdrive.com;cheryl.caldwell@gmlaw.com
- **Kenneth Miskin** Kenneth.M.Miskin@usdoj.gov
- **Kelly L Morrison** kelly.l.morrison@usdoj.gov
- **Tania M Moyron** tania.moyron@dentons.com, rebecca.wicks@dentons.com;kathryn.howard@dentons.com;derry.kalve@dentons.com;glenda.spratt@dentons.com;DOCKET.GENERAL.LIT.LOS@dentons.com
- **Alan I Nahmias** anahmias@mbn.law, jdale@mbn.law
- **Jennifer L Nassiri** JNassiri@sheppardmullin.com
- **Neli Nima Palma** neli.palma@doj.ca.gov
- **Valerie Bantner Peo** vbantnerpeo@buchalter.com
- **Thomas Phinney** tphinney@ffwplaw.com, akieser@ffwplaw.com;docket@ffwplaw.com
- **Christopher E Prince** cprince@lesnickprince.com, jmack@lesnickprince.com;cprince@ecf.courtdrive.com;jnavarro@lesnickprince.com
- **Dean G Rallis** drallis@hahnlawyers.com, jevans@hahnlawyers.com;drallis@ecf.courtdrive.com;jevans@ecf.courtdrive.com
- **William M Rathbone** wrathbone@grsm.com, sdurazo@grsm.com
- **Michael B Reynolds** mreynolds@swlaw.com, kcollins@swlaw.com
- **Russell W Reynolds** rreynolds@ch-law.com, bkassst@ch-law.com
- **Jason E Rios** jrios@ffwplaw.com, docket@ffwplaw.com
- **Mary H Rose** mrose@buchalter.com, marias@buchalter.com;docket@buchalter.com
- **Kenneth N Russak** krussak@knrlaw.com, krussak@russaklaw.com
- **Nathan A Schultz** nschultzesq@gmail.com
- **Olivia Scott** olivia.scott3@bclplaw.com
- **Zev Shechtman** zs@DanningGill.com, danninggill@gmail.com;zshechtman@ecf.inforuptcy.com
- **Howard Steinberg** steinbergh@gtlaw.com, pearsaltt@gtlaw.com;NEF-BK@gtlaw.com;howard-steinberg-6096@ecf.pacerpro.com
- **Andrew Still** astill@swlaw.com, kcollins@swlaw.com
- **Tamar Terzian** tterzian@hansonbridgett.com, sandra@terzlaw.com
- **Jacob Unger** junger@jacobungerlaw.com
- **United States Trustee (LA)** ustpregion16.la.ecf@usdoj.gov
- **Mark J Valencia** mvalencia@vclitigation.com
- **Emilio Eugene Varanini** emilio.varanini@doj.ca.gov
- **Kevin Walsh** kevin.walsh@gtlaw.com, kevin-walsh-3952@ecf.pacerpro.com
- **Kenneth K Wang** kenneth.wang@doj.ca.gov, Richard.Waldow@doj.ca.gov
- **Sharon Z. Weiss** sharon.weiss@bclplaw.com, raul.morales@bclplaw.com,REC_KM_ECF_SMO@bclplaw.com
- **Roye Zur** rzur@elkinskalt.com, cavila@elkinskalt.com;lwageman@elkinskalt.com;1648609420@filings.docketbird.com

☐ Service information continued on attached page.

2. SERVED BY UNITED STATES MAIL:

On (date) November 1, 2023, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

The Honorable Sandra R. Klein
U.S. Bankruptcy Court
Roybal Federal Building
255 E. Temple Street, Suite 1582
Los Angeles, CA 90012

Ron Maroko
Office of the United States Trustee
915 Wilshire Blvd., Ste 1850
Los Angeles, CA 90017

☐ Service information continued on attached page.

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (date) _____, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page.

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

November 1, 2023	Cheryl Caldwell	/s/Cheryl Caldwell
<i>Date</i>	<i>Printed Name</i>	<i>Signature</i>

1 Daniel A. Lev (CA Bar No. 129622)
daniel.lev@gmlaw.com
2 Mark S. Horoupian (CA Bar No. 175373)
mark.horoupian@gmlaw.com
3 Elissa D. Miller (CA Bar No. 120029)
elissa.miller@gmlaw.com
4 **Greenspoon Marder LLP**
1875 Century Park East, Suite 1900
5 Los Angeles, California 90067
Telephone: 213.626.2311
6 Facsimile: 954.771.9264

7 Attorneys for Howard M. Ehrenberg, Chapter 11 Trustee

8 **UNITED STATES BANKRUPTCY COURT**
9 **CENTRAL DISTRICT OF CALIFORNIA, LOS ANGELES DIVISION**
10

11 In re
12 BEVERLY COMMUNITY HOSPITAL
ASSOCIATION, dba BEVERLY HOSPITAL,
13 a nonprofit public benefit corporation,¹

14 Debtor.
15
16
17
18

Case No. 2:23-bk-12359-SK,

Chapter 11

Jointly administered with:

Case No. 2:23-bk-12360-SK

Case No. 2:23-bk-12361-SK

**NOTICE OF CHAPTER 11 TRUSTEE'S
APPLICATION FOR ORDER
AUTHORIZING EMPLOYMENT OF
LOCKE LORD LLP AS SPECIAL
HEALTH CARE COUNSEL**

[No Hearing Required unless requested.]

- 19 ☒ Affects all Debtors
20 ☐ Affects Beverly Community Hospital
21 Association
22 ☐ Affects Montebello Community Health
Services, Inc.
23 ☐ Affects Beverly Hospital Foundation
24
25
26
27

28 ¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Beverly Community Hospital Association d/b/a Beverly Hospital (6005), Montebello Community Health Services, Inc. (3550), and Beverly Hospital Foundation (9685). The mailing address for the Debtors is 309 W. Beverly Boulevard, Montebello, California 90640.

1 **TO THE HONORABLE SANDRA KLEIN, UNITED STATES BANKRUPTCY JUDGE,**
2 **THE DEBTORS, AND ALL OTHER PARTIES ENTITLED TO NOTICE:**

3 **PLEASE TAKE NOTICE** that, concurrently herewith, Howard M. Ehrenberg (“the
4 Trustee”), the duly appointed, qualified, and acting chapter 11 trustee for the estates of the jointly
5 administered debtors Beverly Community Hospital Association, dba Beverly Hospital, a nonprofit
6 public benefit corporation (“Beverly Community”), Montebello Community Health Services, Inc.
7 (“Montebello Health”), and Beverly Hospital Foundation (“Beverly Foundation”) (collectively and
8 interchangeably, the “Debtor” or “Debtors”), has caused to be filed his “Chapter 11 Trustee’s
9 Application for Order Authorizing Employment of Locke Lord LLP As Special Health Care
10 Counsel; Declaration of David S. Kupetz in Support Thereof and as to Disinterestedness” (the
11 “Application”), pursuant to which the Trustee seeks an order of this Court authorizing the
12 employment of Locke Lord LLP (“Locke Lord”), to act as special health care counsel, effective as
13 of October 9, 2023.

14 **PLEASE TAKE FURTHER NOTICE** that the Application is based on the
15 following:

16 1. On April 19, 2023 (the “Petition Date”), the Debtors each filed a voluntary
17 petition for relief under chapter 11 of title 11 of the United States Code. On May 10, 2023, the Office
18 of the United States Trustee (the “OUST”) appointed an official committee of unsecured creditors;

19 2. On August 7, 2023, the Debtors caused to be filed their “Notice of Motion
20 and Motion for Entry of An Order (I) Authorizing the Sale of Substantially all of the Debtors’ Assets
21 Free and Clear of All Liens, Claims, and Encumbrances; to White Memorial Medical Center d/b/a
22 Adventist Health White Memorial Free and Clear; (II) Authorizing the Assumption and Assignment
23 of Certain Executory Contracts and Unexpired Leases, and (III) Granting Related Relief” (the “Sale
24 Motion”) [Docket No. 638]. The Sale Motion sought, among other things, approval of that certain
25 “Asset Purchase Agreement” (the “APA”), dated as of August 7, 2023, by and between Beverly
26 Community and Montebello Health, as sellers, and White Memorial Medical Center d/b/a Adventist
27 Health White Memorial (“AHWM”), as buyer;

1 3. On August 18, 2023, the Court entered its “Order (A) Authorizing the Sale
2 of Debtors’ Assets to Purchaser Free and Clear of Liens, Claims, Interests, and Other Interests; (B)
3 Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases Related
4 Thereto; and (C) Granting Related Relief” (the “Sale Order”) [Docket No. 718] granting the Sale
5 Motion, approving the APA, and authorizing the Debtors’ proposed sale to AHWM pursuant to 11
6 U.S.C. §§ 105(a), 363, and 365, Rules 2002, 6004, 6006, 9007, and 9014 of the Federal Rules of
7 Bankruptcy Procedure, and Rules 6004-1 and 9013-1 of the Local Bankruptcy Rules for the Central
8 District of California;

9 4. On September 7, 2023, the Debtors caused to be filed their “Notice of Closing
10 of Sale to White Memorial Medical Center d/b/a Adventist Health White Memorial” [Docket No.
11 789] pursuant to which, among other things, the Debtors reported that, pursuant to Section 1.3 of
12 the APA, the Closing (as defined in the APA) of the sale to AHWM occurred on September 6, 2023
13 (the “Closing Date”), with an Effective Time (as defined in the APA) of 12:01 a.m. (Pacific Time)
14 on September 7, 2023; and

15 5. On September 11, 2023, U.S. Bank Trust Company, National Association, as
16 Master Trustee (“U.S. Bank”) caused to be filed “U.S. Bank Trust Company, National Association,
17 As Master Trustee’s Emergency Request for Status Conference and Order to Show Cause Why A
18 Chapter 11 Trustee Should Not Be Appointed” (the “OSC”) [Docket No. 791]. The OSC was
19 granted by the Court pursuant to its “Order Directing the Appointment of A Chapter 11 Trustee and
20 Setting Hearing and Briefing Schedule on Fee Applications” entered on September 13, 2013
21 [Docket No. 803]. On September 15, 2023, the OUST filed its “Notice of Appointment of Chapter
22 11 Trustee” [Docket No. 811] pursuant to which Howard M. Ehrenberg was appointed chapter 11
23 trustee for the Debtors’ jointly administered estates. On September 15, 2023, the OUST filed its
24 “Application for Order Approving Appointment of Trustee and Fixing Bond” [Docket No. 813]. On
25 September 15, 2023, the Court entered its “Order Approving the Appointment of A Chapter 11
26 Trustee” [Docket No. 815]. As a result of the foregoing, Howard M. Ehrenberg became the duly
27 appointed, qualified, and acting chapter 11 trustee for the Debtors’ jointly administered estates, and
28 he continues to act in this capacity.

GREENSPOON MARDER LLP
1875 CENTURY PARK EAST, SUITE 1900
LOS ANGELES, CALIFORNIA 90067
TEL 213.626.2311 • FAX 954.771.9264

1 **PLEASE TAKE FURTHER NOTICE** that the Trustee wishes to employ the
2 law firm of Locke Lord LLP, as special health care counsel.

3 **PLEASE TAKE FURTHER NOTICE** that, in accordance with the Trustee's
4 instructions, Locke Lord will advise, assist, and represent the Trustee with regard to pending,
5 anticipated, and future arising health care matters and related issues and bankruptcy law issues at
6 the intersection of health care law and bankruptcy law, including, without limitation, claims and
7 defenses of health care payors involving issues of recoupment and setoff, evaluating and addressing
8 proofs of claim of state and federal health care agencies, and with regard to regulatory and other
9 health care matters.

10 **PLEASE TAKE FURTHER NOTICE** that the Trustee proposes, upon the granting
11 of the Application, to employ Locke Lord as his special health care counsel. The attorneys currently
12 expected to be principally responsible for this matter, and their respective hourly rates effective as
13 of January 1, 2023, are as follows: Tammy Ward Woffenden (\$805), Ashley Wheelock (\$775),
14 Katherine Culbertson (\$545), and David S. Kupetz (\$1,025).

15 **PLEASE TAKE FURTHER NOTICE** that Locke Lord understands and agrees to
16 accept employment on grounds that its fees may be awarded only by application to and approval by
17 this Court after notice and a hearing. Locke Lord is familiar with the Bankruptcy Code and the
18 Bankruptcy Rules, the Local Bankruptcy Rules and the United States Trustee Guidelines, and will
19 comply with them.

20 **PLEASE TAKE FURTHER NOTICE** that Locke Lord has not been paid a
21 monetary retainer.

22 **PLEASE TAKE FURTHER NOTICE** that Locke Lord has carefully reviewed its
23 records and has determined that no conflict exists in connection with these estates and is a
24 disinterested person with regard to these cases as that term is defined in the Bankruptcy Code.
25 Specifically, Locke Lord has determined that it does not represent and has not represented anyone
26 with any interests adverse to the estates. Locke Lord does represent U.S. Bank and some of its
27 affiliates in various matters, but has engaged in no such representation with regard to these
28 bankruptcy estates. Further, and as set forth in the declaration of David S. Kupetz, annexed to the

1 Application, Locke Lord represents no creditor or other party in these chapter 11 cases and has no
2 interest adverse to the Debtors or their estates. Therefore, to the best of the Trustee's knowledge,
3 information and belief, Locke Lord is a disinterested party in the Debtors' chapter 11 cases as that
4 term is defined by the Bankruptcy Code.

5 **PLEASE TAKE FURTHER NOTICE** that the Trustee is satisfied from the
6 Declaration of David S. Kupetz annexed to the Application that the employment of Locke Lord by
7 the Trustee as special health care counsel would be in the best interest of the estates.

8 **PLEASE TAKE FURTHER NOTICE** that, pursuant to Local Bankruptcy Rule
9 2014-1(b)(2), the proposed employment of Locke Lord has been noticed to all parties in interest.

10 **PLEASE TAKE FURTHER NOTICE** that Locke Lord is being employed
11 pursuant to 11 U.S.C. §§ 327 and 328(a). As noted, Locke Lord has agreed to be employed with
12 compensation to be paid only upon application to, and approval by, the Court after notice and a
13 hearing. More specifically, Locke Lord reserves the right to seek payment of its fees and expenses
14 incurred in the representation of the Trustee from the bankruptcy estates pursuant to duly-noticed
15 fee applications, to be set no more frequently than every 120 days. Locke Lord will, pursuant to 11
16 U.S.C. §§ 330 and 331, apply to the Court for allowance of such fees and costs which application
17 will be heard upon notice to the Debtors, counsel for the Debtors, the Office of the United States
18 Trustee, creditors, and all parties that have requested special notice, unless the Court approves other
19 procedures for payment of interim fees. All fee and expense reimbursements requested by Locke
20 Lord, including but not limited to, any amounts paid on an interim basis, shall remain subject to final
21 review and approval by the Court, after notice and a hearing.

22 **PLEASE TAKE FURTHER NOTICE** that, as a result, the Trustee requests that an
23 order be entered authorizing, pursuant to 11 U.S.C. §§ 327 and 328(a), and in accordance with Fed.
24 R. Bankr. P. 2014(a) and Loc. Bankr. R. 2014-1(b)(1), the employment of Locke Lord on the terms
25 stated herein, as of October 9, 2023, the date services were first rendered.

26 **PLEASE TAKE FURTHER NOTICE** that if you wish to receive a copy of the
27 Application, you may obtain a copy by requesting one in writing from the Trustee's general counsel,
28 Greenspoon Marder, LLP ("GM") whose contact is on the top right corner of the first page of this

GREENSPOON MARDER LLP
1875 CENTURY PARK EAST, SUITE 1900
LOS ANGELES, CALIFORNIA 90067
TEL 213.626.2311 • FAX 954.771.9264

1 Notice or the Trustee's proposed special health care counsel, Locke Lord LLP, 300 S. Grand Avenue,
2 Suite 2600, Los Angeles, CA 90071, Attention: David S. Kupetz, telephone number (213) 687-6674,
3 facsimile number (213) 341-6774; email david.kupetz@lockelord.com. The Application will be
4 promptly provided upon written request.

5 **PLEASE TAKE FURTHER NOTICE** that, pursuant to Local Bankruptcy Rule
6 2014-1(b)(3), if you wish to object to the Trustee's employment of Locke Lord, you must file a
7 written objection and request for a hearing, in the form required by Local Bankruptcy Rule 9013-
8 1(f)(1), no later than fifteen (14) days from the date of service of this notice, or seventeen (17) days
9 if you receive this notice by mail.

10 **PLEASE TAKE FURTHER NOTICE** that you must file your objection and
11 request with the Clerk of the United States Bankruptcy Court located at 255 East Temple Street, Los
12 Angeles, California 90012, and serve your objection upon GM & Locke Lord at the addresses
13 indicated above. If any such response is timely received, counsel for the Trustee will set a hearing
14 date on the Application and send out notice thereof. No hearing will be held if no response and
15 request for a hearing is received.

16 **PLEASE TAKE FURTHER NOTICE** that the failure to file an objection to the
17 Application may be deemed by the Court as your consent to the relief requested therein. If you do
18 not oppose the Application, you need not take any further action.

19 DATED: November 1, 2023

GREENSPOON MARDER LLP

20
21 By: /s/ Elissa D. Miller

Elissa D. Miller

22 Attorneys for Howard M. Ehrenberg, Chapter 11
Trustee

23 Date of Mailing: November 1, 2023
24
25
26
27
28

GREENSPOON MARDER LLP
1875 CENTURY PARK EAST, SUITE 1900
LOS ANGELES, CALIFORNIA 90067
TEL 213.626.2311 • FAX 954.771.9264

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is 1875 Century Park East, Suite 1900, Los Angeles, CA 90067.

A true and correct copy of the foregoing document entitled (*specify*): **NOTICE OF CHAPTER 11 TRUSTEE'S APPLICATION FOR ORDER AUTHORIZING EMPLOYMENT OF LOCKE LORD LLP AS SPECIAL HEALTH CARE COUNSEL** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (date) November 1, 2023 I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- **Megan M Adeyemo** madeyemo@grsm.com, asoto@grsm.com
- **David E Ahdoot** dahdoot@bushgottlieb.com, kprestegard@bushgottlieb.com
- **Joseph M Ammar** ammar@millercanfield.com
- **Scott E Blakeley** seb@blakeleyllp.com, ecf@blakeleyllp.com
- **Joseph P Buchman** jbuchman@bwslaw.com, gmitche@bwslaw.com
- **Adrian Butler** abutler@bushgottlieb.com
- **Augustus Curtis** augustus.t.curtis@usdoj.gov
- **Howard M Ehrenberg (TR)** ehrenbergtrustee@gmlaw.com, ca25@ecfcbis.com; C123@ecfcbis.com; howard.ehrenberg@ecf.courtdrive.com; Karen.Files@gmlaw.com
- **David K Eldan** David.Eldan@doj.ca.gov
- **Amanda N Ferns** afern@fernslaw.com, mmakalintal@fernslaw.com
- **Alan W Forsley** alan.forsley@flpllp.com, awf@fklawfirm.com, awf@fl-lawyers.net, addy@flpllp.com
- **John-Patrick M Fritz** jpf@lnbyg.com, JPF.LNBYB@ecf.inforuptcy.com
- **Evelina Gentry** evelina.gentry@akerman.com, rob.diwa@akerman.com
- **Evan Gershbein** ECFpleadings@kccllc.com
- **Faisal Gill** fgill@glawoffice.com
- **Steven T Gubner** sgubner@bg.law, ecf@bg.law
- **Melissa Hamill** melissa.hamill@doj.ca.gov
- **Hallie Dale Hannah** hallie@hannahlaw.com
- **Brian T Harvey** bharvey@buchalter.com, IFS_filing@buchalter.com; dbodkin@buchalter.com
- **Stella A Havkin** stella@havkinandshrago.com, shavkinesq@gmail.com
- **Robert M Hirsh** rhirsh@lowenstein.com
- **Mark S Horoupian** mark.horoupian@gmlaw.com, mhoroupian@ecf.courtdrive.com; cheryl.caldwell@gmlaw.com; karen.files@gmlaw.com
- **Darryl Jay Horowitz** dhorowitz@ch-law.com, bkasst@ch-law.com
- **David I Horowitz** david.horowitz@kirkland.com, keith.catuara@kirkland.com; terry.ellis@kirkland.com; elsa.banuelos@kirkland.com; ivon.granados@kirkland.com
- **Sonja Hourany** sonja.hourany@quinngroup.net, kadele@wgllp.com; lbracken@wgllp.com; shourany@ecf.courtdrive.com
- **Eric P Israel** eisrael@danninggill.com, danninggill@gmail.com; eisrael@ecf.inforuptcy.com
- **Quinn Scott Kaye** kaye@millercanfield.com
- **Nicholas A Koffroth** nkoffroth@foxrothschild.com, khoang@foxrothschild.com
- **Alexandria Lattner** alattner@sheppardmullin.com, ehwalters@sheppardmullin.com
- **Daniel A Lev** daniel.lev@gmlaw.com, cheryl.caldwell@gmlaw.com; dlev@ecf.courtdrive.com
- **Marc A Levinson** MAlvinson@orrick.com, borozco@orrick.com, casestream@ecf.courtdrive.com
- **Ron Maroko** ron.maroko@usdoj.gov
- **David M Medby** dmedby@lawgarcia.com, jmoble@lawgarcia.com
- **Joshua M Mester** jmester@jonesday.com
- **Elissa Miller** elissa.miller@gmlaw.com, emillersk@ecf.courtdrive.com; cheryl.caldwell@gmlaw.com

- **Kenneth Miskin** Kenneth.M.Miskin@usdoj.gov
- **Kelly L Morrison** kelly.l.morrison@usdoj.gov
- **Tania M Moyron** tania.moyron@dentons.com, rebecca.wicks@dentons.com; kathryn.howard@dentons.com; derry.kalve@dentons.com; glenda.spratt@dentons.com; DOCKET.GENERAL.LIT.LOS@dentons.com
- **Alan I Nahmias** anahmias@mbn.law, jdale@mbn.law
- **Jennifer L Nassiri** JNassiri@sheppardmullin.com
- **Neli Nima Palma** neli.palma@doj.ca.gov
- **Valerie Bantner Peo** vbantnerpeo@buchalter.com
- **Thomas Phinney** tphinney@ffwplaw.com, akieser@ffwplaw.com; docket@ffwplaw.com
- **Christopher E Prince** cprince@lesnickprince.com, jmack@lesnickprince.com; cprince@ecf.courtdrive.com; jnavarro@lesnickprince.com
- **Dean G Rallis** drallis@hahnlawyers.com, jevans@hahnlawyers.com; drallis@ecf.courtdrive.com; jevans@ecf.courtdrive.com
- **William M Rathbone** wrathbone@grsm.com, sdurazo@grsm.com
- **Michael B Reynolds** mreynolds@swlaw.com, kcollins@swlaw.com
- **Russell W Reynolds** rreynolds@ch-law.com, bkasst@ch-law.com
- **Jason E Rios** jrios@ffwplaw.com, docket@ffwplaw.com
- **Mary H Rose** mrose@buchalter.com, marias@buchalter.com; docket@buchalter.com
- **Kenneth N Russak** krussak@knrlaw.com, krussak@russaklaw.com
- **Nathan A Schultz** nschultzesq@gmail.com
- **Olivia Scott** olivia.scott3@bclplaw.com
- **Zev Shechtman** zs@DanningGill.com, danninggill@gmail.com; zshechtman@ecf.inforuptcy.com
- **Howard Steinberg** steinbergh@gtlaw.com, pearsallt@gtlaw.com; NEF-BK@gtlaw.com; howard-steinberg-6096@ecf.pacerpro.com
- **Andrew Still** astill@swlaw.com, kcollins@swlaw.com
- **Tamar Terzian** tterzian@hansonbridgett.com, sandra@terzlaw.com
- **Jacob Unger** junger@jacobungerlaw.com
- **United States Trustee (LA)** ustpreion16.la.ecf@usdoj.gov
- **Mark J Valencia** mvalencia@vclitigation.com
- **Emilio Eugene Varanini** emilio.varanini@doj.ca.gov
- **Kevin Walsh** kevin.walsh@gtlaw.com, kevin-walsh-3952@ecf.pacerpro.com
- **Kenneth K Wang** kenneth.wang@doj.ca.gov, Richard.Waldow@doj.ca.gov
- **Sharon Z. Weiss** sharon.weiss@bclplaw.com, raul.morales@bclplaw.com, REC_KM_ECF_SMO@bclplaw.com
- **Roye Zur** rzur@elkinskalt.com, cavila@elkinskalt.com; lwageman@elkinskalt.com; 1648609420@filings.docketbird.com

☐ Service information continued on attached page.

2. SERVED BY UNITED STATES MAIL:

On (date) November 1, 2023, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☒ Service information continued on attached page.

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (date) November 1, 2023, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☒ Service information continued on attached page.

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

<u>November 1, 2023</u>	<u>Cheryl Caldwell</u>	<u>/s/Cheryl Caldwell</u>
<i>Date</i>	<i>Printed Name</i>	<i>Signature</i>

SERVICE LIST (via First Class Mail)

Description	CreditorName	CreditorNoticeName	Address1	Address2	Address3	City	State	Zip
TOP 30	Abbott Laboratories Inc	Nathan Scott	100 Abbot Park Road			Abbot Park	IL	60064
TOP 30	Advantis Medical Staffing	Elayne Goldmane	13155 Noel Road Suite 300			Dallas	TX	75240
Counsel for Advantis Medical Staffing	Akerman LLP	Evelina Gentry and Anthony D. Sbardellati	601 West Fifth Street, Suite 300			Los Angeles	CA	90071
TOP 30	Allied Universal Security Services	Moises Rodriguez	161 Washington St Suite 600			Conshohocken	PA	19428
TOP 30	Arthrex, Inc	Carla Pitcher	2825 Airview Boulevard			Kalamazoo	MI	49002
Office of the Attorney General of the United States	Attorney General of the United States	U.S. Department of Justice	950 Pennsylvania Avenue, NW			Washington	DC	20530-0001
TOP 30	Boston Scientific Corp	Kathleen Homsab	300 Boston Scientific Way			Marlborough	MA	01752-1234
Counsel for Sodexo	Brown McGarry Nimeroff LLC	Jami B. Nimeroff	Two Penn Center, Suite 610	1500 John F. Kennedy Boulevard		Philadelphia	PA	19102
Counsel for United Nurses Associations of California/Union of Health Care Professionals	Bush Gottlieb, A Law Corporation	David E. Ahdoot, Kirk M. Prestegard and Adrian R. Butler	801 North Brand Boulevard	Suite 950		Glendale	CA	91203
TOP 30	California Department Of Health Care	Tomas J. Aragon	1501 Capitol Avenue, Suite 4510			Sacramento	CA	95814
California Department of Health Care Services	California Department of Health Care Services	Jennifer Kent, Director	1501 Capitol Avenue, Suite 4510			Sacramento	CA	95814
California Department of Public Health	California Department of Public Health	Stephanie Spich	PO Box 997377 MS 0500			Sacramento	CA	95899-7377
California Secretary of State	California Secretary of State		1500 11th Street			Sacramento	CA	95814
California State Board of Pharmacy	California State Board of Pharmacy		1625 North Market Boulevard			Sacramento	CA	95834
California Statewide Communities Development Authority	California Statewide Communities Development Authority	Chair	1100 K Street, Suite 101			Sacramento	CA	95814
California Statewide Communities Development Authority	California Statewide Communities Development Authority	James Hamill	1700 N. Broadway, Suite 405			Walnut Creek	CA	94596
Center for Medicare and Medicaid Services	Center for Medicare and Medicaid Services	Steven Chickering, the Associate Regional Administrator	90 - 7th Street, Suite 5-300			San Francisco	CA	94103-6706
TOP 30	Cepheid Inc.	Susan Jose	904 E Caribbean Dr			Sunnyvale	CA	94089
TOP 30	Cloudwave	Loraine Sarno	100 Crowley Dr.			Marlborough	MA	01752
TOP 30	Constellation New Energy-Gas	Zachary Kecyzkecy	9400 Bunsen Parkway Suite 100			Louisville	KY	40220
Counsel to the Official Committee of Unsecured Creditors	Dentons US LLP	Tania M. Moyron, Samuel R. Maizel and Rebecca M. Wicks	601 South Figueroa Street, Suite 2500			Los Angeles	CA	90017-5704
Department of Health Care Services	Department of Health Care Services	Tanya Homman, Chief of Provider Enrollment Division	MS 4704, P.O. Box 997412			Sacramento	CA	95899-7412
Employment Development Dept.	Employment Development Dept.		722 Capitol Mall, M/C 92E			Sacramento	CA	95814
TOP 30	First Financial Holdings Llc	Ricardo Oseguera	750 The City Drive South, Suite 300			Orange	CA	92868
TOP 30	Huntington Technology Finance	Brent McQueen	2285 Franklin Road			Bloomfield Hills	MI	48302
IRS	Internal Revenue Service	Attn Susanne Larson	31 Hopkins Plz Rm 1150			Baltimore	MD	21201
IRS	Internal Revenue Service	Centralized Insolvency Operation	P.O. Box 7346			Philadelphia	PA	19101-7346
IRS	Internal Revenue Service	Centralized Insolvency Operation	2970 Market St			Philadelphia	PA	19104
IRS	Internal Revenue Service		300 North Los Angeles Street			Los Angeles	CA	90012
IRS	Internal Revenue Service		600 Arch Street			Philadelphia	PA	19101
Counsel to Medline Industries, LP	Lowenstein Sandler LLP	Robert M. Hirsh and Phillip Khezri	1251 Avenue of the Americas			New York	NY	10020
TOP 30	Medical Information Technology, Inc	Goretti Medeiros	7 Blue Hill River Road			Canton	MA	02021
TOP 30	Medline Industries Inc	Brent Fogel	Three Lakes Drive			Northfield	IL	60093
TOP 30	Medstar Anesthesia Services Inc	Robert Resnick	9251 Wedgewood St			Temple City	CA	91780
National Association of Attorneys General	National Association of Attorneys General		1850 M Street NW, 12th Floor			Washington	DC	20036
TOP 30	Noridian Healthcare Solutions, LLC	Theresa Pachel	900 42nd Street S			Fargo	ND	58103
Attorney General of California	Office of the Attorney General	Emilio Varanini, Supervising Deputy Attorney General	455 Golden Gate Ave., Suite 11000			San Francisco	CA	94102
Attorney General of California	Office of the Attorney General	Neli Palma and Melissa Hamill	1300 I Street P.O. Box 944255			Sacramento	CA	94244-2550
Attorney General of California	Office of the Attorney General	Roma Patel, Deputy Attorney General	300 South Spring Street, Suite 7505			Los Angeles	CA	90013-1230
Office of the Attorney General of California	Office of the Attorney General of California	Consumer Law Section	Attn Bankruptcy Notices	455 Golden Gate Ave., Suite 11000		San Francisco	CA	94102
Deputy General Counsel to California	Office of the California Attorney General	Department of Justice	Kenneth K. Wang	300 South Spring Street, Suite 1702		Los Angeles	CA	90013
Department of Health Care Services	Office of the California Attorney General	Department of Justice						

SERVICE LIST (via First Class Mail)

Description	CreditorName	CreditorNoticeName	Address1	Address2	Address3	City	State	Zip
Office of the CA Attorney General	Office of the California Attorney General	Department of Justice	Jennifer Kim	300 South Spring Street, Floor 9		Los Angeles	CA	90013
TOP 30	Outset Medical Inc	Andy Rabon	3052 Orchard Drive			San Jose	CA	95134
TOP 30	Philips Healthcare	Jose Rivera	222 Jacobs Street			Cambridge	MA	02141
Interested Party	Ready Refresh	Blue Triton Brands, Inc.	P.O. Box 30139			College Station	TX	77842
Counsel for California Statewide Communities Development Corporation dba CSDA	Richards, Watson & Gershon	Stephen D. Lee	350 South Grand Avenue, 37th Floor			Los Angeles	CA	90071
TOP 30	Shiftwise	Jennifer Folds	200 SW Market Street Suite 700			Portland	OR	97201
Proposed Counsel to the Official Committee of Unsecured Creditors	Sills Cummis & Gross P.C.	Andrew Sherman and Boris Mankovetskiy	One Riverfront Plaza			Newark	NJ	07102
TOP 30	Sodexo Inc & Affiliates	Luis Lunalluna	9801 Washingtonian Boulevard			Gaithersburg	MD	20878
State of California Employment Development Department	State of California Employment Development Department	Bankruptcy Group MIC 92E	P. O. Box 826880			Sacramento	CA	94280-0001
TOP 30	Stryker Endoscopy	Joe Gallinatti	5900 Optical Ct			San Jose	CA	95138
TOP 30	Stryker Instruments	Donovan Reiley	4100 E. Milham Road			Kalamazoo	MI	49001
TOP 30	Stryker Orthopedics	Trent Zaks	325 Corporate Drive			Mahwah	NJ	07430
U.S. Department of Health & Human Services	U.S. Department of Health & Human Services	Alex M. Azar II, Secretary	200 Independence Avenue, S.W.			Washington	DC	20201
U.S. Department of Health and Human Services	U.S. Department of Health and Human Services	Angela M. Belgrove, Assistant Regional Counsel	Office of the General Counsel, Region IX	90 7th Street, Suite 4-500		San Francisco	CA	94103-6705
United States Attorney's Office	United States Attorneys Office	Central District of California	312 North Spring Street	Suite 1200		Los Angeles	CA	90012
United States Attorney's Office	United States Attorneys Office	Northern District of California	150 Almaden Boulevard	Suite 900		San Jose	CA	95113
U.S. Department of Health and Human Services, among other agencies and departments of the United States	United States Department of Justice	Civil Division	Augustus T. Curtis	P.O. Box 875	Ben Franklin Station	Washington	DC	20044-0875
United States Attorney General	United States Department of Justice	Ben Franklin Station	P. O. Box 683			Washington	DC	20044
Office of the United States Trustee	United States Trustee	Peter C. Anderson	Office of the UST/DOJ	915 Wilshire Blvd., Suite 1850		Los Angeles	CA	90017
Chambers	USBC Central District of California	Hon. Sandra R. Klein	Edward R. Roybal Federal Building and U.S. Courthouse	255 East Temple Street, Suite 1582		Los Angeles	CA	90012

SERVICE LIST (via Electronic Mail)

Description	CreditorName	CreditorNoticeName	Email
TOP 30	Abbott Laboratories Inc	Nathan Scott	nathan.scott@abbott.com
TOP 30	AHMC Healthcare Inc.	Maan-Huei Hung	Maanhuei.Hung@ahmchealth.com ; Scott.Turpel@ahmchealth.com
Counsel for Advantis Medical Staffing	Akerman LLP	Evelina Gentry and Anthony D. Sbardellati	evelina.gentry@akerman.com
TOP 30	Allied Universal Security Services	Moises Rodriguez	moises.rodriguez@aus.com
Attorneys for the City of Montebello	Alvarez-Glasman & Colvin	Stephen T. Owens and Christy M. Garcia	sowens@agclawfirm.com ; cgarcia@agclawfirm.com
TOP 30	Arthrex, Inc	Carla Pitcher	Carla.Pitcher@arthrex.com
TOP 30	Axis Spine Llc	DD Mate	dmate@axisspineco.com
TOP 30	Baxter Healthcare Corp	Yolieth Bazan Matamoros	yolieth_bazan@baxter.com
Counsel to Baxter Healthcare Corporation	Blakeley LC	Scott E. Blakeley	SEB@BlakeleyLC.com
Counsel for Sodexo	Brown McGarry Nimeroff LLC	Jami B. Nimeroff	jnimeroff@bmnlawyers.com
Counsel to Proposed DIP Lender	Bryan Cave Leighton Paisner LLP	Eric S. Prezant	eric.prezant@bcplaw.com
Counsel to Proposed DIP Lender	Bryan Cave Leighton Paisner LLP	Vanessa Sunshine and Sharon Weiss	vanessa.sunshine@bcplaw.com ; sharon.weiss@bcplaw.com
Counsel for United Nurses Associations of California/Union of Health Care Professionals	Bush Gottlieb, A Law Corporation	David E. Ahdoot, Kirk M. Prestegard and Adrian R. Butler	dahdoot@bushgottlieb.com ; kprestegard@bushgottlieb.com ; abutler@bushgottlieb.com
TOP 30	California Department Of Health Care	Tomas J. Aragon	D'Andria.Lewis@dhcs.ca.gov ; Christine.Oguro@dhcs.ca.gov
California Department of Public Health	California Department of Public Health	Stephanie Spich	stephanie.spich@cdph.ca.gov
California Statewide Communities Development Authority	California Statewide Communities Development Authority	James Hamill	jhamill@cseda.org
TOP 30	Cepheid Inc.	Susan JoseF	Accounts.Receivable@cepheid.com
TOP 30	Cloudwave	Loraine Sarno	lsarno@insightinvestments.com
Counsel to the Official Committee of Unsecured Creditors	Dentons US LLP	Tania M. Moyron, Samuel R. Maizel and Rebecca M. Wicks	tania.moyron@dentons.com ; samucl.maizel@dentons.com ; rebecca.wicks@dentons.com
Counsel for Medico Professional Linen Service and American Textile Maintenance	Elkins Kalt Weintraub Reuben Gartside LLP	Roye Zur	rzur@elkinskalt.com
TOP 30	First Financial Holdings Llc	Ricardo Oseguera	roseguera@ffequipmentleasing.com ; collections@ffequipmentleasing.com ; bwright@ffequipmentleasing.com
Counsel to Indenture Trustee	Greenberg Traurig, LLP	Colleen Murphy, Kevin Walsh	Colleen.Murphy@gtlaw.com ; Kevin.Walsh@gtlaw.com ; chris.marks@gtlaw.com
DIP Lender	Hilco Real Estate	Attn Gary C. Epstein, Ryan Lawlor, Neil Aaronson and Robert Lubin	gepstein@hilcoglobal.com ; rlawlor@hilcoglobal.com ; NAaronson@hilcoglobal.com ; RLubin@hilcoglobal.com
TOP 30	Huntington Technology Finance	Brent McQueen	brent.a.mcqueen@huntington.com
Counsel to Stalking Horse Purchaser	Jones Day	Joshua M. Mester and Catherine A. Ehrgott	jmester@jonesday.com ; cehrgott@JonesDay.com
TOP 30	Keenan and Associates	Eric Rodriguez	erodriguez@keenan.com
Counsel for Portage Point Partners, LLC, Triple P Securities, LLC, and Triple P RTS, LLC	Kirkland & Ellis LLP	David I. Horowitz	David.Horowitz@kirkland.com
Counsel for Portage Point Partners, LLC, Triple P Securities, LLC, and Triple P RTS, LLC	Kirkland & Ellis LLP	Ryan Blaine Bennett, P.C.	ryan.bennett@kirkland.com
Counsel for Hanmi Bank	Law Office of Nathan A. Schultz, P.C.	Nathan A. Schultz, Esq.	nschultzesq@gmail.com
Counsel to Medline Industries, LP	Lowenstein Sandler LLP	Robert M. Hirsh and Phillip Khezri	pkhezri@lowenstein.com
TOP 30	Medical Information Technology, Inc	Goretti Medeiros	gmedeiros@meditech.com
TOP 30	Medical Solutions LLC	Ruben Ramirez	Nick.Rudman@medicalsolutions.com ; brian.koenig@kolvyjessen.com
TOP 30	Medline Industries Inc	Brent Fogel	bfogel@medline.com
TOP 30	Medstar Anesthesia Services Inc	Robert Resnick	robert.amedinc@gmail.com
TOP 30	Nixon Peabody Llp	Jennifer O'Neal	dgerardi@nixonpeabody.com
TOP 30	Noridian Healthcare Solutions, LLC	Theresa Pachel	JE-ERS@noridian.com
TOP 30	Office of Inspector General (OIG)	Nicole Caucci	Nicole.Caucci@oig.hhs.gov
Attorney General of California	Office of the Attorney General	Emilio Varanini, Supervising Deputy Attorney General	Emilio.Varanini@doj.ca.gov

Description	CreditorName	CreditorNoticeName	Email
Attorney General of California	Office of the Attorney General	Neli Palma and Melissa Hamill	Neli.Palma@doj.ca.gov ; Melissa.Hamill@doj.ca.gov
Attorney General of California	Office of the Attorney General	Roma Patel, Deputy Attorney General	Roma.Patel@doj.ca.gov
Office of the Attorney General of California	Office of the Attorney General of California	Consumer Law Section	Scott.Chan@doj.ca.gov
Deputy General Counsel to California Department of Health Care Services	Office of the California Attorney General	Department of Justice	Kenneth.Wang@doj.ca.gov
TOP 30	Philips Healthcare	Jose Rivera	jose.rivcra@philips.com
TOP 30	Private Attorney General Act (PAGA)	Jarrold Salinas	jarrod@phoenixclassaction.com
Counsel for California Statewide Communities Development Corporation dba CSDA	Richards, Watson & Gershon	Stephen D. Lee	slee@rwglaw.com
TOP 30	Shiftwise	Jennifer Folds	jennifer.folds@medefis.com
Proposed Counsel to the Official Committee of Unsecured Creditors	Sills Cummis & Gross P.C.	Andrew Sherman and Boris Mankovetskiy	asherman@sillscummis.com ; bmankovetskiy@sillscummis.com
TOP 30	Sodexo Inc & Affiliates	Luis Lunalluna	LuisLunalluna@beverly.org
TOP 30	Stryker Endoscopy	Joe Gallinatti	joe.gallinatti@stryker.com
TOP 30	Stryker Instruments	Donovan Reiley	donovan.reiley@stryker.com
TOP 30	Stryker Orthopedics	Trent Zaks	TrentZaks@stryker.com
U.S. Department of Health and Human Services, among other agencies and departments of the United States	United States Department of Justice	Civil Division	augustus.t.curtis@usdoj.gov
Office of the United States Trustee	United States Trustee	Peter C. Anderson	hatty.yip@usdoj.gov ; Michael.Joncs4@usdoj.gov
Indenture Trustee	US Bank NA	Christopher H. Gehman Vice President, Global Corporate Trust Services	christopher.gehman@usbank.com

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is 1875 Century Park East, Suite 1900, Los Angeles, CA 90067.

A true and correct copy of the foregoing document entitled: **DECLARATION THAT NO PARTY REQUESTED A HEARING ON MOTION [LBR 9013-1(o)(3)]** will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On *(date)* November 21, 2023, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☒ Service information continued on attached page.

2. SERVED BY UNITED STATES MAIL:

On *(date)* _____, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page.

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL *(state method for each person or entity served)*: Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on *(date)* _____, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page.

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

November 21, 2023	Cheryl Caldwell	/s/ Cheryl Caldwell
<i>Date</i>	<i>Printed Name</i>	<i>Signature</i>

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):

- **Megan M Adeyemo** madeyemo@grsm.com, asoto@grsm.com
- **David E Ahdoot** dahdoot@bushgottlieb.com, kprestegard@bushgottlieb.com
- **Joseph M Ammar** ammar@millercanfield.com
- **Scott E Blakeley** seb@blakeleyllp.com, ecf@blakeleyllp.com
- **Joseph P Buchman** jbuchman@bwsllaw.com, gmitchell@bwsllaw.com
- **Adrian Butler** abutler@bushgottlieb.com
- **Augustus Curtis** augustus.t.curtis@usdoj.gov
- **Howard M Ehrenberg (TR)** ehrenbergtrustee@gmlaw.com, ca25@ecfcbis.com; C123@ecfcbis.com; howard.ehrenberg@ecf.courtdrive.com; Karen.Files@gmlaw.com
- **David K Eldan** David.Eldan@doj.ca.gov
- **Amanda N Ferns** afern@fernsllaw.com, mmakalintal@fernsllaw.com
- **Alan W Forsley** alan.forsley@flpllp.com, awf@fkllawfirm.com, awf@fl-lawyers.net, addy@flpllp.com
- **John-Patrick M Fritz** jpf@lnbyg.com, JPF.LNBYB@ecf.inforuptcy.com
- **Evelina Gentry** evelina.gentry@akerman.com, rob.diwa@akerman.com
- **Evan Gershbein** ECFpleadings@kccllc.com
- **Faisal Gill** fgill@glawoffice.com
- **Steven T Gubner** sgubner@bg.law, ecf@bg.law
- **Melissa Hamill** melissa.hamill@doj.ca.gov
- **Hallie Dale Hannah** hallie@hannahlaw.com
- **Brian T Harvey** bharvey@buchalter.com, IFS_filing@buchalter.com; dbodkin@buchalter.com
- **Stella A Havkin** stella@havkinandshrago.com, shavkinesq@gmail.com
- **Robert M Hirsh** rhirsh@lowenstein.com
- **Mark S Horoupian** mark.horoupian@gmlaw.com, mhoroupian@ecf.courtdrive.com; cheryl.caldwell@gmlaw.com; karen.files@gmlaw.com
- **Darryl Jay Horowitz** dhorowitz@ch-law.com, bkasst@ch-law.com
- **David I Horowitz** david.horowitz@kirkland.com, keith.catuara@kirkland.com; terry.ellis@kirkland.com; elsa.banuelos@kirkland.com; ivon.granados@kirkland.com
- **Sonja Hourany** sonja.hourany@quinngroup.net, kadele@wgllp.com; lbracken@wgllp.com; shourany@ecf.courtdrive.com
- **Eric P Israel** eisrael@danninggill.com, danninggill@gmail.com; eisrael@ecf.inforuptcy.com
- **Quinn Scott Kaye** kaye@millercanfield.com
- **Nicholas A Koffroth** nkoffroth@foxrothschild.com, khoang@foxrothschild.com
- **David S Kupetz** David.Kupetz@lockelord.com, mylene.ruiz@lockelord.com
- **Alexandria Lattner** alattner@sheppardmullin.com, ehwalters@sheppardmullin.com
- **Daniel A Lev** daniel.lev@gmlaw.com, cheryl.caldwell@gmlaw.com; dlev@ecf.courtdrive.com
- **Marc A Levinson** MAlvinson@orrick.com, borozco@orrick.com, casestream@ecf.courtdrive.com
- **Ron Maroko** ron.maroko@usdoj.gov
- **David M Medby** dmedby@lawgarcia.com, jmobley@lawgarcia.com
- **Joshua M Mester** jmester@jonesday.com
- **Elissa Miller** elissa.miller@gmlaw.com, emillersk@ecf.courtdrive.com; cheryl.caldwell@gmlaw.com
- **Kenneth Miskin** Kenneth.M.Miskin@usdoj.gov
- **Kelly L Morrison** kelly.l.morrison@usdoj.gov
- **Tania M Moyron** tania.moyron@dentons.com, rebecca.wicks@dentons.com; kathryn.howard@dentons.com; derry.kalve@dentons.com; glenda.spratt@dentons.com; DOCKET.GENERAL.LIT.LOS@dentons.com
- **Alan I Nahmias** anahmias@mbn.law, jdale@mbn.law
- **Jennifer L Nassiri** JNassiri@sheppardmullin.com
- **Neli Nima Palma** neli.palma@doj.ca.gov
- **Valerie Bantner Peo** vbantnerpeo@buchalter.com
- **Thomas Phinney** tphinney@ffwplaw.com, akieser@ffwplaw.com; docket@ffwplaw.com
- **Thomas J Polis** tom@polis-law.com, paralegal@polis-law.com; r59042@notify.bestcase.com
- **Christopher E Prince** cprince@lesnickprince.com, jmack@lesnickprince.com; cprince@ecf.courtdrive.com; jnavarro@lesnickprince.com

- **Dean G Rallis** drallis@hahnlawyers.com, jevans@hahnlawyers.com;drallis@ecf.courtdrive.com;jevans@ecf.courtdrive.com
- **William M Rathbone** wrathbone@grsm.com, sdurazo@grsm.com
- **Michael B Reynolds** mreynolds@swlaw.com, kcollins@swlaw.com
- **Russell W Reynolds** rreynolds@ch-law.com, bkasst@ch-law.com
- **Jason E Rios** jrios@ffwplaw.com, docket@ffwplaw.com
- **Mary H Rose** mrose@buchalter.com, marias@buchalter.com;docket@buchalter.com
- **Kenneth N Russak** krussak@knrlaw.com, krussak@russaklaw.com
- **Nathan A Schultz** nschultzesq@gmail.com
- **Olivia Scott** olivia.scott3@bclplaw.com
- **Zev Shechtman** zs@DanningGill.com, danninggill@gmail.com;zshechtman@ecf.inforuptcy.com
- **Howard Steinberg** steinbergh@gtlaw.com, pearsallt@gtlaw.com;NEF-BK@gtlaw.com;howard-steinberg-6096@ecf.pacerpro.com
- **Andrew Still** astill@swlaw.com, kcollins@swlaw.com
- **Tamar Terzian** tterzian@hansonbridgett.com, ssingh@hansonbridgett.com
- **Jacob Unger** junger@jacobungerlaw.com
- **United States Trustee (LA)** ustpregion16.la.ecf@usdoj.gov
- **Mark J Valencia** mvalencia@vclitigation.com
- **Emilio Eugene Varanini** emilio.varanini@doj.ca.gov
- **Kevin Walsh** kevin.walsh@gtlaw.com, kevin-walsh-3952@ecf.pacerpro.com
- **Kenneth K Wang** kenneth.wang@doj.ca.gov, Richard.Waldow@doj.ca.gov
- **Sharon Z. Weiss** sharon.weiss@bclplaw.com, raul.morales@bclplaw.com,REC_KM_ECF_SMO@bclplaw.com
- **Roye Zur** rzur@elkinskalt.com, cavila@elkinskalt.com;lwageman@elkinskalt.com;1648609420@filings.docketbird.com