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6 *Proposed Counsel for the Official Committee of*
7 *Unsecured Creditors of Verity Health System of*
8 *California, Inc., et al.*

9 **UNITED STATES BANKRUPTCY COURT**
CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION

10 In re:
11 VERITY HEALTH SYSTEM OF CALIFORNIA,
12 INC., *et al.*,
13 Debtors and Debtors In Possession.

Lead Case No. 18-20151
Chapter 11 Cases
Hon. Ernest M. Robles

**APPLICATION OF OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS UNDER 11 U.S.C. § 1103
AND FED. R. BANKR. P. 2014 AND
5002, FOR ORDER AUTHORIZING
RETENTION AND EMPLOYMENT OF
MILBANK, TWEED, HADLEY &
M^cCLOY LLP AS COUNSEL,
EFFECTIVE AS OF SEPTEMBER 14,
2018**

[No Hearing Required Unless Requested
Pursuant to Local Bankruptcy Rule 2014-1]

14 Affects:

- 15 All Debtors
16 Verity Health System of California, Inc.
17 Saint Louise Regional Hospital
18 St. Francis Medical Center
19 St. Vincent Medical Center
20 Seton Medical Center
21 O'Connor Hospital Foundation
22 Saint Louise Regional Hospital
23 Foundation
24 St. Francis Medical Center of
25 Lynwood Foundation
26 St. Vincent Foundation
27 St. Vincent Dialysis Center, Inc.
28 Seton Medical Center Foundation
 Verity Business Services
 Verity Medical Foundation
 Verity Holdings, LLC
 De Paul Ventures, LLC
 De Paul Ventures - San Jose
Dialysis, LLC

Debtors and Debtors In Possession.



1 The Official Committee of Unsecured Creditors (the “Committee”) of Verity Health System
2 of California, Inc. and each of its affiliated Debtors and Debtors in Possession (collectively, the
3 “Debtors”) in the above-captioned jointly administered chapter 11 cases (the “Cases”), hereby
4 submits this retention application (the “Application”) for the entry of an order, substantially in the
5 form attached hereto as Exhibit A, authorizing the Committee to retain and employ Milbank, Tweed,
6 Hadley & McCloy LLP (“Milbank”) as counsel for the Committee, effective as of September 14,
7 2018, pursuant to section 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as
8 amended, the “Bankruptcy Code”), Rules 2014 and 5002 of the Federal Rules of Bankruptcy
9 Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules for the Central
10 District of California (the “Local Rules”). In support of the Application, the Committee submits
11 submits the declaration of Gregory A. Bray, a partner in Milbank’s Financial Restructuring Group,
12 attached hereto as Exhibit B (the “Bray Declaration”) and the declaration of Michael Strollo of the
13 Pension Benefit Guaranty Corporation, a member of the Committee, attached hereto as Exhibit C
14 (the “Strollo Declaration”), each of which is incorporated herein by reference. In further support of
15 the Application, the Committee respectfully represents as follows:

16 **Background**

17 1. On August 31, 2018 (the “Petition Date”), each of the Debtors filed with this
18 Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On August 31, 2018,
19 the Court entered an order consolidating these Cases for joint administration.

20 2. The Debtors continue to operate their businesses and manage their properties
21 as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee
22 or examiner has been appointed in these Cases.

23 3. On September 17, 2018, pursuant to section 1102 of the Bankruptcy Code, the
24 Office of the United States Trustee for the Central District of California (the “U.S. Trustee”)
25 appointed the Committee, which consists of the following nine members: (i) Aetna Life Insurance
26 Company; (ii) Allscripts Healthcare, LLC; (iii) California Nurses Association; (iv) Iris Lara;
27 (v) Medline Industries, Inc.; (vi) Pension Benefit Guaranty Corporation; (vii) SEIU United
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1 Healthcare Workers West; (viii) Sodexo Operations, LLC; and (ix) St. Vincent IPA Medical
2 Corporation. On September 14, 2018, the Committee duly selected Milbank as counsel to represent
3 it during the pendency of these Cases.

4 4. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(b)
5 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this
6 Court pursuant to 28 U.S.C. §§ 1408 and 1409.

7 **Retention of Milbank**

8 **A. Services to Be Provided by Milbank**

9 5. The Committee respectfully submits that it will be necessary to employ and
10 retain Milbank pursuant to section 1103(a) of the Bankruptcy Code to render the following services,
11 among others, as directed by the Committee:

- 12 (a) participate in in-person and telephonic meetings of the Committee and any
13 subcommittees formed thereby, and otherwise advise the Committee with
14 respect to its rights, powers, and duties in these Cases;
- 15 (b) assist and advise the Committee in its consultations, meetings, and
16 negotiations with the Debtors and all other parties in interest regarding the
17 administration of these Cases;
- 18 (c) assist the Committee in analyzing the claims asserted against and interests
19 asserted in the Debtors, and in negotiating with the holders of such claims and
20 interests, and bringing, or participating in, objections or estimation
21 proceedings with respect to such claims or interests;
- 22 (d) assist with the Committee's review of the Debtors' schedules of assets and
23 liabilities, statement of financial affairs and other financial reports prepared by
24 the Debtors, and the Committee's investigation of the acts, conduct, assets,
25 liabilities, and financial condition of the Debtors and of the historic and
26 ongoing operation of their businesses;
- 27 (e) assist the Committee in its analysis of, and negotiations with, the Debtors or
28 any third party related to, among other things, financings, asset disposition
transactions, compromises of controversies, and assumption or rejection of
executory contracts and unexpired leases;
- (f) assist the Committee in its analysis of, and negotiations with, the Debtors or
any third party related to, the negotiation, formulation, confirmation, and
implementation of a chapter 11 plan or plans for the Debtors, and all
documentation related thereto;

- 1
- 2 (g) assist and advise the Committee with respect to its communications with the
3 general creditor body regarding significant matters in these Cases;
- 4 (h) respond to inquiries from individual creditors as to the status of, and
5 developments in, the Cases;
- 6 (i) represent the Committee at all hearings and other proceedings before the
7 Court and such other courts or tribunals, as appropriate;
- 8 (j) review and analyze all complaints, motions, applications, orders, and other
9 pleadings filed with the Court, and advise the Committee with respect to its
10 position thereon and the filing of any response thereto;
- 11 (k) assist the Committee in preparing pleadings and applications, and pursuing or
12 participating in adversary proceedings, contested matters, and administrative
13 proceedings as may be necessary or appropriate in furtherance of the
14 Committee's interests and objectives; and
- 15 (l) perform such other legal services as may be necessary or as may be requested
16 by the Committee in accordance with the Committee's powers and duties as
17 set forth in the Bankruptcy Code.

18 6. The Committee believes that Milbank possesses extensive knowledge and
19 expertise in the areas of law relevant to these Cases, and that Milbank is well qualified to represent
20 the Committee. In selecting its counsel, the Committee sought counsel with experience in
21 representing creditors' committees in large chapter 11 cases and other debt-restructuring scenarios.
22 Milbank has such experience, having represented a number of creditors' committees in significant
23 cases under chapter 11 of the Bankruptcy Code. Specifically, Milbank has represented (or is
24 representing) official creditors' committees in the following chapter 11 cases of national
25 significance, among others: In re FirstEnergy Solutions Corp., Case No. 18-50757 (AMK) (Bankr.
26 N.D. Ohio); In re TK Holdings Inc., Case No. 17-11375 (BLS) (Bankr. D. Del); In re Breitburn
27 Energy Partners LP, Case No. 16-11390 (SMB) (Bankr. S.D.N.Y.); In re Alpha Natural Resources,
28 Inc., Case No. 15-33896 (KRH) (Bankr. E.D. Va.); In re Arcapita Bank B.S.C.(c), Case No. 12-
11076 (SHL) (Bankr. S.D.N.Y.); In re Eastman Kodak Co., Case No. 12-10202 (ALG) (Bankr.
S.D.N.Y.); In re The Great Atlantic & Pacific Tea Company, Inc., Case No. 10-24549 (RDD)
(Bankr. S.D.N.Y.); In re Local Insight Media Holdings, Inc., Case No 10-13677 (KG) (Bankr. D.

1 Del.); In re Idearc Inc., Case No. 09-31828 (BJH) (Bankr. N.D. Tex.); In re Sea Launch Company,
2 L.L.C., Case No. 09-12153 (BLS) (Bankr. D. Del.); In re Charys Holding Company, Inc., Case No.
3 08-10289 (BLS) (Bankr. D. Del.); In re Lehman Brothers Holdings Inc., Case No. 08-13555 (JMP)
4 (Bankr. S.D.N.Y.); In re VI Acquisition Corp., Case No. 08-10623 (KG) (Bankr. D. Del.); In re
5 Anvil Knitwear, Inc., Case No. 06-12345 (ALG) (Bankr. S.D.N.Y.); In re Winn-Dixie Stores, Inc.,
6 Case No. 05-03817 (JAF) (Bankr. M.D. Fla.); In re Refco Inc., Case No. 05-60006 (RDD) (Bankr.
7 S.D.N.Y.); In re Internet Corp., Case No. 04-67597 (MBM) (Bankr. E.D. Mich.); In re RCN
8 Corporation, Case No. 04-13638 (RDD) (Bankr. S.D.N.Y.); In re Maxxim Medical Group, Inc.,
9 Case No. 03-10438 (PJW) (Bankr. D. Del.); In re Fleming Companies, Inc., Case No. 03-10945
10 (MFW) (Bankr. D. Del.); In re Enron Corp., Case No. 01-16034 (AJG) (Bankr. S.D.N.Y.); In re
11 Pacific Gas & Electric Co., Case No. 01-30923 (Bankr. N.D. Cal.); In re Safety-Kleen Corp., Case
12 No. 00-2303 (PJW) (Bankr. D. Del.); In re Brazos Sportswear, Inc., Case No. 99-00142 (PJW)
13 (Bankr. D. Del.); In re Hvide Marine Inc., Case No. 99-3024 (PJW) (Bankr. D. Del.); and In re
14 Johns-Manville Corp., Case No. 82-11656 (BRL) (Bankr. S.D.N.Y.).

15 7. In addition, Milbank has extensive experience in matters relating to the
16 healthcare industry, corporate finance, sales of assets, and pension issues, all capabilities that may be
17 important in determining and maximizing the assets and fixing the liabilities of the Debtors. Such
18 expertise and experience will enable the Committee to react quickly and to function efficiently and
19 effectively in these Cases.

20 **B. Disclosure Concerning Conflicts of Interest**

21 8. To the best of the Committee's knowledge, information and belief, based on
22 and except as otherwise set forth in the annexed Bray Declaration, a copy of which is attached hereto
23 as Exhibit B, Milbank does not have any connection with or represent any other entity having an
24 adverse interest to the Debtors, their creditors or any other party in interest, or their respective
25 attorneys or accountants. The Bray Declaration also sets forth, pursuant to Bankruptcy Rule
26 2014(a), to the best of Mr. Bray's knowledge, Milbank's connections with the Debtors, known
27 creditors, other known parties in interest, their respective attorneys and accountants, the United
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1 States Trustee for Region 16, and any person employed in the Central District of California office of
2 the United States Trustee. To the best of the Committee’s knowledge and subject to the Bray
3 Declaration, Milbank represents no other entity in connection with these Chapter 11 Cases, is a
4 “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code, and does
5 not hold or represent any interest adverse to the Committee with respect to the matters upon which it
6 is to be employed.

7 9. The Committee believes that the employment of Milbank as counsel on the
8 terms set forth in this Application is appropriate and in the best interests of the unsecured creditor
9 body that the Committee represents. The Committee has reviewed the Bray Declaration, including
10 the description of Milbank’s connections with the parties in interest set forth therein, and has no
11 objection to any matter set forth therein. The Committee thus seeks an order approving Milbank’s
12 engagement by the Committee on the terms set forth therein and in this Application.

13 10. Because of the legal services that may be necessary in these Cases, and the
14 fact that the nature and extent of such services are not known at this time, the Committee believes
15 that the employment of Milbank for the Committee’s purposes would be appropriate and in the best
16 interests of the unsecured creditor body that the Committee represents.

17 **C. Effective Date of Retention**

18 11. The Committee requests that Milbank’s retention be approved effective as of
19 Friday, September 14, 2018—the date Milbank was selected as Committee counsel and began
20 substantive work on the Committee’s behalf. The Committee believes retention effective as of
21 September 14, 2018 is appropriate in view of the nature of these Cases and the Committee’s
22 immediate and urgent need for the provision of legal services upon its formation and selection of
23 counsel.¹

24 **D. Compensation of Milbank**

25 12. Milbank intends to apply to the Court for payment of compensation and
26 reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code,

27 _____
28 ¹ Before filing this application, Milbank wanted to run a comprehensive conflict check and, therefore, had to wait for the Debtors to provide a list of known creditors and parties in interest.

1 the Bankruptcy Rules, the “*Guidelines for Reviewing Applications for Compensation and*
2 *Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*
3 *Effective as of November 1, 2013*” (the “Revised UST Guidelines”), Local Bankruptcy Rule 2016-1,
4 and final approval of the Bankruptcy Court, and subject further to the right of the debtor-in-
5 possession to object to any interim or final application for approval of compensation filed by
6 Milbank.

7 13. Subject to the Court’s approval, Milbank will be compensated for its services
8 to the Committee at its standard hourly rates, which are based on each professionals’ level of
9 experience, plus reimbursement of the actual and necessary expenses that Milbank incurs in
10 accordance with the ordinary and customary rates which are in effect on the date the services are
11 rendered. At present, the standard hourly rates charged by Milbank range from \$1,100 to \$1,465 for
12 partners, \$1,080 to \$1,250 for of counsel, \$450 to \$1,030 for associates and senior attorneys, and
13 \$200 to \$355 for legal assistants. These hourly rates are subject to periodic firm-wide adjustments in
14 the ordinary course of Milbank’s business, notice of which adjustments shall be provided to the
15 Debtors and the U.S. Trustee. Milbank will maintain detailed, contemporaneous records of time and
16 any necessary costs and expenses incurred in connection with the rendering of the legal services
17 described above, and will be reimbursed for such costs and expenses in conformity with the Revised
18 UST Guidelines and the Local Rules.

19 14. Milbank will endeavor to staff as efficiently as possible, only engaging
20 professionals beyond a limited core team of attorneys for specific, discrete issues as warranted and in
21 consultation with the UCC.

22 **Relief Requested**

23 15. By this Application, the Committee respectfully requests entry of the Order
24 authorizing the employment and retention of Milbank as attorneys for the Committee, effective as of
25 September 14, 2018, pursuant to section 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014
26 and 5002, and Local Rule 2014-1.

Basis for Relief

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2 16. The Committee respectfully requests that the Court authorize retention of
3 Milbank as its attorneys pursuant to section 1103(a) of the Bankruptcy Code, which provides that a
4 committee appointed under section 1102 of the Bankruptcy Code:

5 [M]ay select and authorize the employment by such committee of one
6 or more attorneys, accountants, or other agents, to represent or perform
7 services for such committee.

8 11 U.S.C. § 1103(a).

9 17. Bankruptcy Rule 2014(a) requires that an application for retention include:

10 [S]pecific facts showing the necessity for the employment, the name of
11 the [firm] to be employed, the reasons for the selection, the
12 professional services to be rendered, any proposed arrangement for
13 compensation, and, to the best of the applicant’s knowledge, all of the
14 [firm’s] connections with the debtor, creditors, any other party in
15 interest, their respective attorneys and accountants, the United States
16 trustee, or any person employed in the office of the United States
17 trustee.

18 Fed. R. Bankr. P. 2014(a).

19 18. The Committee submits that for all the reasons stated above and in the Bray
20 Declaration, the retention of Milbank as counsel to the Committee is warranted. Further, as stated in
21 the Bray Declaration, Milbank is a “disinterested person” within the meaning of section 101(14) of
22 the Bankruptcy Code and does not hold or represent an interest adverse to the Debtors’ estates and
23 has no connection to the Debtors, their creditors or their related parties except as may be disclosed in
24 the Bray Declaration. Accordingly, the retention of Milbank as counsel to the Committee should be
25 approved.

1 **Notice**

2 19. No trustee or examiner has been sought or appointed in these Cases. Notice
3 of this Application has been given to counsel to the Debtors, the U.S. Trustee and all other parties
4 that have requested receipt of notices in these Cases. In light of the relief requested, the Committee
5 submits that no other or further notice need be provided.

6 **No Prior Request**

7 20. No previous request for the relief sought herein has been made to this or any
8 other court.

9 **Memorandum of Points and Authorities**

10 21. In accordance with Local Rule 9013-1(c)(4), no memorandum of points and
11 authorities will be filed in connection herewith. The Committee respectfully reserves the right to file
12 a brief in reply to any objection to this Application.

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1 WHEREFORE, the Committee respectfully requests that the Court enter an order, in
2 the form attached hereto as Exhibit A, (a) authorizing the Committee to retain Milbank effective as
3 of September 14, 2018; and (b) granting such further relief as is just and proper.

4 Dated: Los Angeles, California

5 October 17, 2018

6 MILBANK, TWEED, HADLEY & M^cCLOY LLP.

7 By: Gregory A. Bray

8 By: /s/ Gregory A. Bray
9 GREGORY A. BRAY
10 MARK SHINDERMAN
11 JAMES C. BEHRENS

12 *Proposed Counsel for the Official Committee of*
13 *Unsecured Creditors of Verity Health System of*
14 *California, Inc., et al.*

EXHIBIT A

Proposed Order

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6 *Proposed Counsel for the Official Committee of*
7 *Unsecured Creditors of Verity Health System of*
8 *California, Inc., et al.*

9 **UNITED STATES BANKRUPTCY COURT**
CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION

10 In re:
11 VERITY HEALTH SYSTEM OF CALIFORNIA,
12 INC., *et al.*,
13 Debtors and Debtors In Possession.

Lead Case No. 18-20151

Chapter 11 Cases

Hon. Ernest M. Robles

**ORDER UNDER 11 U.S.C. § 1103 AND
FED. R. BANKR. P. 2014 AND 5002,
AUTHORIZING RETENTION AND
EMPLOYMENT OF MILBANK,
TWEED, HADLEY & M^cCLOY LLP AS
COUNSEL TO OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS, EFFECTIVE AS OF
SEPTEMBER 14, 2018**

[No Hearing Required Unless Requested
Pursuant to Local Bankruptcy Rule 2014-1]

14 Affects:

- 15 All Debtors
- 16 Verity Health System of California, Inc.
- 17 Saint Louise Regional Hospital
- 18 St. Francis Medical Center
- 19 St. Vincent Medical Center
- 20 Seton Medical Center
- 21 O'Connor Hospital Foundation
- 22 Saint Louise Regional Hospital
Foundation
- 23 St. Francis Medical Center of
Lynwood Foundation
- 24 St. Vincent Foundation
- 25 St. Vincent Dialysis Center, Inc.
- 26 Seton Medical Center Foundation
- 27 Verity Business Services
- 28 Verity Medical Foundation
- Verity Holdings, LLC
- De Paul Ventures, LLC
- De Paul Ventures - San Jose
Dialysis, LLC

Debtors and Debtors In Possession.

1 Upon the Application, dated October 17, 2018 (the “Application”), the Official
2 Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned chapter 11
3 cases of Verity Health System of California, Inc. and each of its affiliated debtors and debtors in
4 possession (collectively, the “Debtors”), for an order authorizing the Committee to retain and
5 employ Milbank, Tweed, Hadley & M^cCloy LLP (“Milbank”) as counsel for the Committee,
6 effective as of September 14, 2018, pursuant to section 1103(a) of title 11 of the United States Code,
7 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”), Rules 2014 and 5002 of the Federal
8 Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy
9 Rules for the Central District of California (the “Local Rules”); and the Court having reviewed the
10 Application and considered the Declaration of Gregory A. Bray, dated October 17, 2018 (the “Bray
11 Declaration”), in connection with the Application; and the Court having jurisdiction to consider the
12 Application and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the
13 Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b);
14 and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and
15 proper notice of the Application having been provided, and it appearing that no other or further
16 notice need be provided; and the Court having determined that the legal and factual bases set forth in
17 the Application and the Bray Declaration establish just cause for the relief granted herein and that
18 Milbank represents no interest adverse to the Debtors’ estates or to any class of creditors or equity
19 security holders in the matters upon which Milbank is to be engaged and Milbank is disinterested
20 within the meaning of 11 U.S.C. § 101(14); and upon all of the proceedings had before the Court,
21 and after due deliberation and sufficient cause appearing therefor, it is hereby

22 **ORDERED, ADJUDGED AND DECREED that:**

- 23 1. The Application is granted, effective as of September 14, 2018.
- 24 2. Milbank’s employment is necessary and is in the best interest of the Debtors’
25 estates, creditors, and other parties in interest, and Milbank’s hourly rates for its paralegals and
26 attorneys set forth in the Bray Declaration are reasonable.

1 3. Pursuant to section 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014
2 and 5002 and Local Rule 2014-1, the Committee is authorized to employ and retain Milbank as
3 counsel for the Committee, effective as of September 14, 2018, on the terms set forth in the
4 Application and the Bray Declaration, as provided herein.

5 4. Milbank shall be compensated for fees and reimbursed for reasonable and
6 necessary expenses and shall file interim and final fee applications for allowance of its compensation
7 and expenses pursuant to sections 330 and 331 of the Bankruptcy Code and in accordance with the
8 Bankruptcy Rules, Local Bankruptcy Rule 2016-1, the “*Guidelines for Reviewing Applications for*
9 *Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger*
10 *Chapter 11 Cases Effective as of November 1, 2013*”, and any other order of the Court.

11 5. In connection with any increases in Milbank’s rates, as set forth in paragraph
12 13 of the Application, Milbank shall file a supplemental declaration with this Court and provide ten
13 business days’ notice to the United States Trustee and the Debtors prior to filing a fee statement or
14 fee application reflecting an increase in such rates. The supplemental declaration shall set forth the
15 requested rate increases, explain the basis for the requested rate increases in accordance with section
16 330(a)(3)(F) of the Bankruptcy Code and certify that the Committee has consented to the requested
17 rate increases. The United States Trustee retains all rights to object to any rate increase on all
18 grounds including, but not limited to, the reasonableness standard provided for in section 330 of the
19 Bankruptcy Code, and all rates and rate increases are subject to review by the Court.

20 6. The terms and conditions of this order shall be immediately effective and
21 enforceable upon its entry.

22 7. To the extent the Application is inconsistent with this Order, the terms of this
23 Order shall govern.

24 8. The Court shall retain jurisdiction to hear and determine all matters arising
25 from the implementation of this order.

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1 Dated: Los Angeles, California

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3 _____, 2018

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HONORABLE ERNEST M. ROBLES
UNITED STATES BANKRUPTCY JUDGE

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EXHIBIT B
Bray Declaration

1 GREGORY A. BRAY (Bar No. 115367)
gbray@milbank.com
2 MARK SHINDERMAN (Bar No. 136644)
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Hon. Ernest M. Robles

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 De Paul Ventures - San Jose
Dialysis, LLC

Debtors and Debtors In Possession.

DECLARATION OF GREGORY A. BRAY IN SUPPORT OF APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS UNDER 11 U.S.C. § 1103 AND FED. R. BANKR. P. 2014 AND 5002, FOR ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF MILBANK, TWEED, HADLEY & M^cCLOY LLP AS COUNSEL, EFFECTIVE AS OF SEPTEMBER 14, 2018

[No Hearing Required Unless Requested Pursuant to Local Bankruptcy Rule 2014-1]

1 GREGORY A. BRAY, under penalty of perjury, declares:

2 1. I am a partner in the Financial Restructuring Group of the firm of Milbank,
3 Tweed, Hadley & McCloy LLP ("Milbank"), proposed counsel to the Official Committee of
4 Unsecured Creditors (the "Committee") of Verity Health System of California, Inc. and certain of its
5 affiliates that are Debtors and Debtors in Possession (collectively, the "Debtors") in these chapter 11
6 cases (the "Cases").

7 2. I submit this Declaration pursuant to section 1103(b) of title 11 of the United
8 States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code"), and Rules 2014 and
9 5002 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), in support of the
10 Application, dated October 17, 2018 (the "Application"),² of the Committee, seeking authorization
11 for the employment and retention of Milbank as counsel to the Committee, effective as of September
12 14, 2018.

13 3. Unless otherwise stated in this Declaration, I have knowledge of the facts set
14 forth herein and, if called as a witness, I would testify thereto.³

15 **Background**

16 4. On August 31, 2018 (the "Petition Date"), each of the Debtors filed with this
17 Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On August 31, 2018,
18 the Court entered an order consolidating these Cases for joint administration.

19 5. The Debtors continue to operate their businesses and manage their properties
20 as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee
21 or examiner has been appointed in these Cases.

22 6. On September 17, 2018, pursuant to section 1102 of the Bankruptcy Code, the
23 Office of the United States Trustee for the Central District of California (the "U.S. Trustee")
24 appointed the Committee, which consists of the following nine members: (i) Aetna Life Insurance
25 Company; (ii) Allscripts Healthcare, LLC; (iii) California Nurses Association; (iv) Iris Lara;

26 ² Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Application.

27 ³ Certain of the disclosures set forth herein relate to matters not within my personal knowledge, but rather within
28 the personal knowledge of other attorneys and employees at Milbank, and are based on information provided by
them to me.

1 (v) Medline Industries, Inc.; (vi) Pension Benefit Guaranty Corporation; (vii) SEIU United
2 Healthcare Workers West; (viii) Sodexo Operations, LLC; and (ix) St. Vincent IPA Medical
3 Corporation. On September 14, 2018, the Committee duly selected Milbank as counsel to represent
4 it during the pendency of these Cases.

5 **Qualifications of Milbank**

6 7. Milbank is an international law firm with its principal office located at
7 28 Liberty Street, New York, New York 10005, and with other offices located in Washington, D.C.,
8 Los Angeles, London, Frankfurt, Munich, Singapore, Hong Kong, Beijing, São Paulo, Seoul and
9 Tokyo. Milbank possesses extensive knowledge and expertise in the areas of law relevant to these
10 Cases, and Milbank is well qualified to represent the Committee. Specifically, Milbank has
11 significant experience in representing creditors' committees in significant chapter 11 cases and
12 financial and operational restructuring scenarios. Specifically, Milbank has represented (or is
13 representing) official creditors' committees in the following chapter 11 cases of national
14 significance, among others: In re FirstEnergy Solutions Corp., Case No. 18-50757 (AMK) (Bankr.
15 N.D. Ohio); In re TK Holdings Inc., Case No. 17-11375 (BLS) (Bankr. D. Del.); In re Breitburn
16 Energy Partners LP, Case No. 16-11390 (SMB) (Bankr. S.D.N.Y.); In re Alpha Natural Resources,
17 Inc., Case No. 15-33896 (KRH) (Bankr. E.D. Va.); In re Arcapita Bank B.S.C.(c), Case No. 12-
18 11076 (SHL) (Bankr. S.D.N.Y.); In re Eastman Kodak Co., Case No. 12-10202 (ALG) (Bankr.
19 S.D.N.Y.); In re The Great Atlantic & Pacific Tea Company, Inc., Case No. 10-24549 (RDD)
20 (Bankr. S.D.N.Y.); In re Local Insight Media Holdings, Inc., Case No 10-13677 (KG) (Bankr. D.
21 Del.); In re Idearc Inc., Case No. 09-31828 (BJH) (Bankr. N.D. Tex.); In re Sea Launch Company,
22 L.L.C., Case No. 09-12153 (BLS) (Bankr. D. Del.); In re Charys Holding Company, Inc., Case No.
23 08-10289 (BLS) (Bankr. D. Del.); In re Lehman Brothers Holdings Inc., Case No. 08-13555 (JMP)
24 (Bankr. S.D.N.Y.); In re VI Acquisition Corp., Case No. 08-10623 (KG) (Bankr. D. Del.); In re
25 Anvil Knitwear, Inc., Case No. 06-12345 (ALG) (Bankr. S.D.N.Y.); In re Winn-Dixie Stores, Inc.,
26 Case No. 05-03817 (JAF) (Bankr. M.D. Fla.); In re Refco Inc., Case No. 05-60006 (RDD) (Bankr.
27 S.D.N.Y.); In re Internet Corp., Case No. 04-67597 (MBM) (Bankr. E.D. Mich.); In re RCN
28

1 Corporation, Case No. 04-13638 (RDD) (Bankr. S.D.N.Y.); In re Maxxim Medical Group, Inc.,
2 Case No. 03-10438 (PJW) (Bankr. D. Del.); In re Fleming Companies, Inc., Case No. 03-10945
3 (MFW) (Bankr. D. Del.); In re Enron Corp., Case No. 01-16034 (AJG) (Bankr. S.D.N.Y.); In re
4 Pacific Gas & Electric Co., Case No. 01-30923 (Bankr. N.D. Cal.); In re Safety-Kleen Corp., Case
5 No. 00-2303 (PJW) (Bankr. D. Del.); In re Brazos Sportswear, Inc., Case No. 99-00142 (PJW)
6 (Bankr. D. Del.); In re Hvide Marine Inc., Case No. 99-3024 (PJW) (Bankr. D. Del.); and In re
7 Johns-Manville Corp., Case No. 82-11656 (BRL) (Bankr. S.D.N.Y.).

8 8. In addition, Milbank has extensive experience in matters relating to the
9 healthcare industry, corporate finance, sales of assets, and pension issues, all capabilities that may be
10 important in determining and maximizing the assets and fixing the liabilities of the Debtors. Such
11 expertise and experience will enable the Committee to react quickly and to function efficiently and
12 effectively in these Cases.

13 **Services to Be Rendered**

14 9. The Committee respectfully submits that it will be necessary to employ and
15 retain Milbank pursuant to section 1103(a) of the Bankruptcy Code to render the following services,
16 among others, as directed by the Committee:

- 17 (a) participate in in-person and telephonic meetings of the Committee and any
18 subcommittees formed thereby, and otherwise advise the Committee with
19 respect to its rights, powers, and duties in these Cases;
- 20 (b) assist and advise the Committee in its consultations, meetings, and
21 negotiations with the Debtors and all other parties in interest regarding the
22 administration of these Cases;
- 23 (c) assist the Committee in analyzing the claims asserted against and interests
24 asserted in the Debtors, and in negotiating with the holders of such claims and
25 interests and bringing, or participating in, objections or estimation
26 proceedings with respect to such claims or interests;
- 27 (d) assist with the Committee's review of the Debtors' schedules of assets and
28 liabilities, statement of financial affairs, and other financial reports prepared
by the Debtors, and the Committee's investigation of the acts, conduct, assets,
liabilities, and financial condition of the Debtors, and of the historic and
ongoing operation of their businesses;

- 1 (e) assist the Committee in its analysis of, and negotiations with, the Debtors or
2 any third party related to, among other things, financings, asset disposition
3 transactions, compromises of controversies, and assumption or rejection of
4 executory contracts and unexpired leases;
- 5 (f) assist the Committee in its analysis of, and negotiations with, the Debtors or
6 any third party related to, the negotiation, formulation, confirmation, and
7 implementation of a chapter 11 plan or plans for the Debtors, and all
8 documentation related thereto;
- 9 (g) assist and advise the Committee with respect to its communications with the
10 general creditor body regarding significant matters in these Cases;
- 11 (h) respond to inquiries from individual creditors as to the status of, and
12 developments in, the Cases;
- 13 (i) represent the Committee at all hearings and other proceedings before the
14 Court and such other courts or tribunals, as appropriate;
- 15 (j) review and analyze all complaints, motions, applications, orders, and other
16 pleadings filed with the Court, and advise the Committee with respect to its
17 position thereon and the filing of any response thereto;
- 18 (k) assist the Committee in preparing pleadings and applications, and pursuing or
19 participating in adversary proceedings, contested matters, and administrative
20 proceedings as may be necessary or appropriate in furtherance of the
21 Committee's interests and objectives; and
- 22 (l) perform such other legal services as may be necessary or as may be requested
23 by the Committee in accordance with the Committee's powers and duties as
24 set forth in the Bankruptcy Code.

25 10. Subject to Court approval of the Application, Milbank is willing to serve as
26 the Committee's counsel and to perform the services described above. In addition to the usual
27 oversight role of Committee counsel, Milbank expects to work with the Debtors and its counsel to
28 allocate responsibility for various tasks in order to avoid duplication of effort and to move these
cases forward as quickly, harmoniously and efficiently as possible. The Committee may, from time
to time, request that Milbank undertake specific matters beyond the scope of the responsibilities set
forth above. Milbank may, in its discretion, undertake any such specific matters.

Milbank's Disinterestedness

1
2 11. Milbank does not represent and will not represent any entity, other than the
3 Committee, in matters related to these Cases.

4 12. To the best of my knowledge and except as otherwise set forth herein, the
5 partners, counsel, associates and employees of Milbank: (i) do not have any connection with the
6 Debtors, their known creditors, other known or potential parties in interest, their respective attorneys
7 or accountants or other professionals, the U.S. Trustee or any person employed in such office of the
8 U.S. Trustee, any United States Bankruptcy Judge or District Judge for the Central District of
9 California or the Clerk of the Bankruptcy Court for the Central District of California or any person
10 employed by the office of such Clerk; and (ii) do not represent any other entity having an adverse
11 interest in connection with these Chapter 11 Cases.

12 13. In connection with its proposed retention by the Committee in these Cases,
13 Milbank searched its client database to determine whether it had any relationships with the following
14 entities which, to the knowledge of Milbank based upon information provided to Milbank by the
15 Debtors or reflected in public filings made by the Debtors, may be parties in interest in these Cases:

- 16 (a) the Debtors and non-Debtor affiliates;
17 (b) Committee members and their professionals;
18 (c) the Debtors' prepetition and postpetition secured creditors, advisors and
19 counsel;
20 (d) holders of the Debtors' equity;
21 (e) current and recent directors and officers of the Debtors;
22 (f) the Debtors' proposed professionals and ordinary course professionals;
23 (g) the Debtors' fifty largest unsecured creditors;
24 (h) the Debtors' insurers;
25 (i) the top 500 vendors and suppliers to the Debtors;
26 (j) parties relating to significant litigation with the Debtors; and
27
28

1 (k) other potentially material parties in interest, as identified on the list provided
2 by the Debtors or appearing in these Cases on the Petition Date or shortly
3 thereafter.

4 15. In connection with the search referenced in paragraph 14 above, Milbank
5 searched (i) each of the names set forth in (x) several separate lists of parties in interest provided by
6 the Debtors (the “Debtors’ Interested Party List”)⁴ and (y) the names of entities and persons
7 identified in other filings made by the Debtors in these Cases, including their list of creditors and
8 “first-day” pleadings; and (ii) the names of other known or potential parties in interest based upon
9 information provided to Milbank by the Debtors or information that was otherwise publicly
10 available. A list of the names of each of the entities searched is attached hereto as Schedule 1 and
11 incorporated herein.

12 16. Milbank also made a general inquiry to all partners and employees of the firm
13 requesting disclosure of any relationship with (a) any Bankruptcy Judge or District Judge in the
14 Central District of California, (b) anyone employed by the Office of the Clerk of the Bankruptcy
15 Court for the Central District of California, or (c) any trustee, attorney or staff employed by the
16 office of the U.S. Trustee. Additionally, Milbank requested disclosure by all partners and
17 employees, to the best of their knowledge, of any claims held against, or equity interest in, any of the
18 Debtors, whether any Milbank employee is or was a director, officer or general partner of the
19 Debtors or a relative of a director, officer or general partner of the Debtors, and whether any
20 Milbank employee has any connections to certain other key parties in interest, including the
21 members of the Committee and the Debtors’ prepetition secured parties.

22 17. To the extent that such searches indicated that Milbank has or had a
23 relationship with any such entity within the last three years, the identity of such entity, and
24
25

26 ⁴ Milbank did not perform any independent diligence with respect to the accuracy of the Debtors’ initial list of interested
27 parties. However, upon information and belief, a number of the parties included on the Debtors’ Interested Party List are
28 not actually parties in interest in these chapter 11 cases, as they are not creditors of the Debtors or no longer hold claims
against the Debtors. Nonetheless, in the interest of consistency, Milbank’s connections with such parties, if any, are
being disclosed herein.

1 Milbank's relationship therewith, are set forth on Schedule 2 attached hereto and incorporated
2 herein.

3 18. With the exception of an affiliate of Verizon Wireless 660108, one of the
4 Debtors' top 500 vendors, discussed below, no single client of Milbank listed on Schedule 2
5 accounted for more than 1% of Milbank's gross revenues for the years ending December 31, 2016 or
6 December 31, 2017. For each of the years ending December 31, 2016 and December 31, 2017, the
7 client affiliate of Verizon Wireless 660108 accounted for more than 1% but less than 2% of
8 Milbank's gross revenue for such year.

9 19. A conflicts search was conducted with respect to all members of the
10 Committee. To the extent that such searches indicated that Milbank has or had a relationship with
11 any such entity within the last three years, the identity of such entity, and Milbank's relationship
12 therewith, is set forth on Schedule 2 attached hereto.

13 20. From time to time, Milbank interacts with certain of the professional firms
14 that have been or are proposed to be employed by the Debtors or other parties in these Cases and that
15 may be rendering advice to other parties in interest in these Cases. Except as may be set forth on
16 Schedule 2 attached hereto, to the best of my knowledge, Milbank has not represented any of the law
17 firms set forth on Schedule 1 during the three-year period prior to the date hereof. In connection
18 with unrelated matters, certain of the financial advisors and investment bankers who are or are
19 proposed to be retained in these Cases have been retained by Milbank or Milbank's clients.

20 21. To the best of my knowledge, during the three-year period prior to the date
21 hereof, Milbank did not represent any of the Debtors or their respective officers or directors.

22 22. The Debtors have numerous relationships and creditors. Consequently,
23 although every reasonable effort has been made to discover and eliminate the possibility of any
24 connection or conflict, including the efforts outlined above, Milbank is unable to state with certainty
25 which of its clients or such clients' affiliated entities hold claims or otherwise are parties in interest
26 in these Cases. If Milbank discovers any information that is contrary or pertinent to the statements
27 made herein, Milbank will promptly disclose such information to the Court on notice to such
28

1 creditors and to the U.S. Trustee and such other creditors or other parties in interest as may be
2 required under noticing procedures applicable in these Cases. To the extent it ever becomes
3 necessary, the Committee may engage separate conflicts counsel, as is customary in large chapter 11
4 cases.

5 **Professional Compensation**

6 23. As of the date of this Declaration, Milbank has received no compensation for
7 its work on behalf of the Committee.

8 24. Subject to the Court's approval, Milbank will be compensated for its services
9 to the Committee at its standard hourly rates, which are based on each professionals' level of
10 experience, plus reimbursement of the actual and necessary expenses that Milbank incurs in
11 accordance with the ordinary and customary rates which are in effect on the date the services are
12 rendered. At present, the standard hourly rates charged by Milbank range from \$1,100 to \$1,465 for
13 partners, \$1,080 to \$1,250 for of counsel, \$450 to \$1,030 for associates and senior attorneys, and
14 \$200 to \$355 for legal assistants. These hourly rates are subject to periodic firm-wide adjustments in
15 the ordinary course of Milbank's business, notice of which adjustments shall be provided to the
16 Debtors and the U.S. Trustee. Milbank will maintain detailed, contemporaneous records of time and
17 any necessary costs and expenses incurred in connection with the rendering of the legal services
18 described above, and will be reimbursed for such costs and expenses in conformity with the Revised
19 UST Guidelines and the Local Rules.

20 25. Milbank will endeavor to staff as efficiently as possible, only engaging
21 professionals beyond a limited core team of attorneys for specific, discrete issues as warranted and in
22 consultation with the UCC.

23 26. The hourly rates set forth herein are the firm's standard hourly rates for work
24 of this nature. These rates are set at a level designed to compensate Milbank for the work of its
25 attorneys and legal assistants and to cover fixed and routine overhead expenses. It is the firm's
26 policy to charge its clients for all disbursements and expenses incurred in the rendition of services.
27 These disbursements and expenses include, among other things, costs for telephone and facsimile
28

1 charges, photocopying, travel, business meals, computerized research, messengers, couriers, postage,
2 witness fees and other fees related to trials and hearings.

3 27. Milbank intends to apply to the Court for payment of compensation and
4 reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code,
5 the Bankruptcy Rules, the Revised UST Guidelines, Local Bankruptcy Rule 2016-1, and final
6 approval of the Bankruptcy Court, and subject further to the right of the debtor-in-possession to
7 object to any interim or final application for approval of compensation filed by Milbank.

8 28. Other than as set forth above, there is no proposed arrangement between the
9 Committee and Milbank for compensation to be paid in these Cases. Milbank has no agreement
10 with any other entity to share any compensation received, nor will any be made, except as permitted
11 under section 504(b)(1) of the Bankruptcy Code.

12 29. The proposed employment of Milbank is not prohibited by or improper under
13 Bankruptcy Rule 5002. To the best of my knowledge, no attorney or employee at the firm is related
14 to any United States Bankruptcy Judge or District Court Judge for the Central District of California
15 or to the United States Trustee for such district or any employee in the office thereof.

16 30. Milbank is carrying on further inquiries of its partners, counsel and associates
17 with respect to the matters contained herein. Milbank will file supplemental declarations regarding
18 this retention as and if any additional relevant information comes to its attention.

19 **Statement Regarding U.S. Trustee Guidelines**

20 31. The following information is provided in response to the request for additional
21 information set forth in Paragraph D.1. of the Revised UST Guidelines:

22
23 **Question:** Did you agree to any variations from, or alternatives to, your standard
or customary billing arrangements for this engagement?

24 **Response:** No.

25 **Question:** Do any of the professionals included in this engagement vary their rate
26 based on the geographic location of the bankruptcy case?

27 **Response:** No.
28

1 Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing is true and correct
2 to the best of my knowledge and belief.

3

4 Executed on October 17, 2018

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By: 

Gregory A. Bray

Partner

Milbank, Tweed, Hadley & McCloy LLP

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Schedule 1

Connections to Potential Parties in Interest

Party Name	Relationship to Milbank¹
Abbott Laboratories Formerly St. Jude	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
ABM	Potential affiliate of former client on matters unrelated to the Debtors or the Chapter 11 Cases
Access Telecomm formerly Access Communications	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
Aetna	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
Allscripts Healthcare LLC	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
American Red Cross	Former client on matters unrelated to the Debtors or the Chapter 11 Cases
Arrow International	Current client on matters unrelated to the Debtors or the Chapter 11 Cases
AT&T	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
Baxter Healthcare	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
Bayer Healthcare	Affiliate of current client on matters unrelated to the Debtors or the Chapter 11 Cases
Becton Dickinson	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
Berkshire Hathaway Homestate Insurance Company	Affiliate of former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
Biotronik Inc	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases

¹ A “current client” is an entity for which there are, as of the date hereof, active matters on which Milbank is engaged; a “former client” is an entity for which there were no active matters as of the date hereof, but there may in the future be active matters. Use of the word “potential” before such designations signifies entities for which Milbank was unable to determine whether the similarities of names was a coincidence or whether the party in interest is related to a client in Milbank’s databases. Milbank does not represent any “potential” clients in matters related to the Cases. Please note that the identification of a party in interest on this Schedule 1 is not an admission of a conflict, disabling or otherwise.

Blue Cross	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
California Attorney General	The spouse of a current Milbank attorney working on these Chapter 11 Cases, James C. Behrens, is employed as Deputy Attorney General in the Natural Resources Law Section of the Office of the California Attorney General and is not currently engaged in any matters related these Chapter 11 Cases
Cardinal Health	Current client on matters unrelated to the Debtors or the Chapter 11 Cases
Carefusion 2200 Inc	Potential affiliate of former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
Central Point Partners LLC	Potential affiliate of former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
Cigna Insurance	Current client on matters unrelated to the Debtors or the Chapter 11 Cases
City National Bank	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
Deloitte Touche LLP	Current client on matters unrelated to the Debtors or the Chapter 11 Cases
Elsevier Inc.	Potential affiliate of current client on matters unrelated to the Debtors or the Chapter 11 Cases
GE Healthcare	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
GE Healthcare Financial Services Inc.	Affiliate of former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
Houlihan Lokey	Current client on matters unrelated to the Debtors or the Chapter 11 Cases
Johnson & Johnson Health SYS/71023	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
Johnson & Johnson Healthcare	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
Konica Minolta	Current client on matters unrelated to the Debtors or the Chapter 11 Cases
Laboratory Corporation of America Holdin	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases

Level 3 Communications LLC	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
Linkedin Corporation	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
Medline Industries, Inc.	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
Medtronic USA Inc.	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
Microsoft Licensing Gp	Affiliate of former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
Office Depot	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
Pfizer Inc.	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
PricewaterhouseCoopers LLP	Current client on matters unrelated to the Debtors or the Chapter 11 Cases
Qiagen Inc.	Former client on matters unrelated to the Debtors or the Chapter 11 Cases
Randstand	Potential affiliate of former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
Ropes Gray LLP	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
Southern California Edison POB 300	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
U.S. Bank, National Association	Current client on matters unrelated to the Debtors or the Chapter 11 Cases
Uhs Universal Hospital Services Inc	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
United Healthcare	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases
University of Southern California	Former client of current Milbank attorney at prior employer on matters unrelated to the Debtors or the Chapter 11 Cases

Vector Resources, Inc./ DBA Vector USA	Potential affiliate of current client on matters unrelated to the Debtors or the Chapter 11 Cases
Veolia Environmental Svcs	Current client on matters unrelated to the Debtors or the Chapter 11 Cases
Verizon Wireless 660108	Current client on matters unrelated to the Debtors or the Chapter 11 Cases
Wells Fargo Bank	Current client on matters unrelated to the Debtors or the Chapter 11 Cases
Wolters Kluwer Health, Inc.	Affiliate of current client on matters unrelated to the Debtors or the Chapter 11 Cases

Schedule 2

List of Parties Searched

A And S Services DbA Brian G Palma
AAF International
Abbott Laboratories Formerly St Jude
Abbott Vascular
ABC Agueros Builders Company Inc.
Abiomed Inc.
ABM
ABM Electrical Power Services LLC
ABO Pharmaceuticals
Access Telecomm Formerly Access
Communications
ACCO Engineered Systems /Corporation
ACELL Inc.
ACME Security Systems
Acumed LLC
Adamari Zavala by and Through His
Guardian Ad Litem, Adanesne Quinones
Advanced Bionics, LLC
Advanced Chemical Technology Inc.
Advanced Practice Strategies Inc.
Aesculap Inc.
Aetna
Aetna Life Insurance Company
Ag Lynwood LLC
Ahart, Alan M.
Aida Iniguez
Albert, Theodor C.
Alchemy Worldwide LLC
Alcon Laboratories Inc. /951125
Alevio LLC
ALLCare Medical Group
Allen Bookatz, M.D.
Allied Universal Security Services DbA U
Allsafe Lock and Key
Allscripts Healthcare, LLC
Allscripts LLC
Ally Bank
Alphatec Spine Inc.
Alston and Bird LLP
Alta Medical Specialties
Altamed
Altamed Health Services (The)
Altsearch Recruitment Consultants Corp
Am Red Cross
Ambu Inc.
American Blue Cross
American Red Cross
AMO USA / Advanced Medical Optics Inc.
Amy Kato
Anderson, Percy
Andrew Napolitano
Andrew Pines
Anesthesia Care Consultants Inc.
Angio Dynamics
Anita Chou
Anthem Blue Cross
Anthony Armada
Apogee Consulting Group
AppleCare
Appelcare Medical Group - St Francis
Appelcare Medical Management, LLC
Applied Medical
Arent Fox
Arezou Minooee, M.D.
Argon Medical Devices, Inc.
ARJO Inc.
Arrow International Inc. / 60519
Arthrex Inc.
Arup Laboratories Inc.
Ascend Clinical LLC
ASD Healthcare
Atlantic Biologicals Corp.
Atricure Inc.
ATT
ATT Interstate Dedicated Private
Automac Parking, Inc.
Axion Health Inc.
AYA Healthcare Inc.
B E Smith Inc.
Baby Boy Arencibia
Baby Bullet
Back In Five LLC
Baker Donelson Bearman Caldwell and
Berk
Ballard Spahr
Barash, Martin R.
Barlow Respiratory Hospital
Bason, Neil W.
Bauer, Catherine E.
Bausch & Lomb - Surgical Div.
Baxalta US Inc. Formerly Baxter Bioscience
Baxter Healthcare Corp.
Baxter Healthcare/IV Sys All Facilities
Bay Area Hospitalists Inc.
Bay Cities Produce Co., Inc.
Bay Relations Inc.
Bayer Healthcare DbA Bayer Corporation
Beckman Coulter Inc. /10164

Becton Dickinson 100921
Belfor USA Group Inc.
Belhorn, Scott
Berkeley Research Group, LLC (BRG)
Berkeley Search Consultants Formerly
Mana
Berkshire Hathaway Homestate Insurance
Company
Bernal, Jesus G.
Bethenia Watson
Beyond Consulting Solutions Inc.
Bill Ma
Bill Schafferly
Bio Rad Lab / 9740
Biocomposites Inc.
Biofire Diagnostics LLC
Biomerieux / 500308
Biomet Microfixation
Biotronik Inc.
Bioventus LLC
Birotte Jr., Andre
Blood Systems Inc.
Blue Cross of Ca
Blue Mountain Capital
Bluebond, Sheri,
BMC Landscape Management DbA Sani
Group BMC
Bob Merritt Mee Sook Cho
Boston Scientific Corp.
Brand, Julia W.
Brosko, Marion
Brown Rudnick LLP
Brulia, Elizabeth
Bullet Express LLC
C R Bard Inc. / 75767
Caine Brothers & Company, Inc.
Calif Radiographics Inc.
California Hospital Medical Center
California Nurses Association (CNA)
California Statewide Communities
Development Authority
Call to Action LLC
Calscan Medical Enterprises Inc.
Campus Laundry DbA Oceanside Laundry
LLC
Canadian Travel Nurses
Capbran Holdings LLC
Capital Brands Distribution LLC
Capital Brands LLC
Capstone Law
Capuchin Franciscan Order
Cardinal Health
Cardinal Health Pharm
Cardinal Health Pharmacy Solutions
Cardiovascular Systems, Inc.
Care 1st Health Plan
Carefusion 2200 Inc.
Carefusion Solutions/Pyxis Products
Carlton Fields Jordan Burt Pa
Carney, Cormac J.
Carolina Denia Alvarado
Carrier Corporation
Carroll, Peter H.
Carter, David O.
Castle Construction Services Inc.
CDW Government Inc.
Centers for Medicare & Medical Services
Cochlear Americas
Centinel Spine Inc.
Central Admixture Pharmacy Services, Inc.
Central Health MSO Inc.
Central Point Partners LLC
Cep America (Dr Michael C Stephen)
Cepheid Inc.
Cerner Health Services Inc. Formerly Siem
Change Healthcare Formerly EMDeon
Change Healthcare LLC Formerly
McKesson
Charles B. Patton
Cheng Leo MD
Chipman Relocations Corp.
Chris Bannerman
Christobel Selecky
Christopher J. Marrocco
Christopher Steele
Cigna Insurance
Cintas 053
Ciox Health LLC
Citiguard Inc.
City National Bank
City of Gilroy
City of Lynwood Water
CKR Interactive dba C K R Group Inc.
Clarkson, Scott C.
Clinicomp Intl Inc.
Co. Architects
Coast Environmental Duct Cleaning Inc.
Cochlear Americas
Codeworks (Juliana A. Green)
Coloplast Corporation
Compression Therapy Concepts
Compspec
Conifer Value Based Care LLC
Conmed Corporation
Conmed Linvatec Corporation
Connection dba More Direct Inc.
Constellation Newenergy Inc.
Cook Medical Inc.

Cope Health Solutions
Core Group (The) dba TCG Builders Inc.
Corporate Security Service, Inc.
County Of Los Angeles/ I.H.P.
Covidien LP
Cristobel Selecky
Cryolife Inc.
CSI General Contracting Inc.
Curtis Millage
Cutwright, P. Elaine
Dabuekke Dabbs
Daniel Lemay, M.D.
Daniel Vue
Dannielle Dabbs
Datex Ohmeda Inc.
David Ayala
David Friedberg
David Pullman
David Razi, M.D.
Davis William Dean dba ASC Solutions
LLC
De Paul Ventures - San Jose, ASC LLC
De Paul Ventures LLC
De Paul Ventures San Jose ASC
De Paul Ventures San Jose Dialysis
Deborah Rawls
Dejan Markovic
Deloitte Touche LLP
Delta Dental Ca.
Denia Carolina Alvarado
Dentons US, LLP
Department of Health Care Services
Depuy Synthes Limited
Depuy Synthes Sales Inc. / Anspach Europe
Depuy Synthes Sales, Inc.
Derek Drake
Dessert Bullet LLC
Diagnostica Stago, Inc.
Diana Echeverry-Frank
Diane Nguyen
Diasol Inc.
Diasorin Inc.
Dignity Health
Dion and Sons Inc.
Domingo C. Barrientos, M.D., Inc.
Donald, Monique
Donovan, Thomas B.
Douglas Segal
Dr. Patrick Soon-Shiong
Dugic, Tim
Dundon Advisers
DVA Renal Healthcare Inc.
East End Transfer & Storage Inc.
Eduardo Gil De Rubio
Eduardo Vazquez
Edward Kwon MD Inc.
Edwards Lifesciences LLC
Eftekhari Hossein MD
EHR Hitech Incentive Payment Center Db
Eisner Pediatric and Family Medical
Elekta Inc. /404199
Elite Anesthesia Medical Group Inc.
Elsevier Inc.
Elsbeth Delaney-Paul
Emergency Physician Associates
Emile Landscaping
Endologix, Inc.
EOS Healthcare
Equinix Inc.
Erbe USA Inc.
Ernest Agatstein
Etsuko Kato
Eurofins VRL Los Angeles LLC dba VRL
Eur.
Exactech Inc.
Exclusive Medical Solutions Inc.
Execuforce LLC
Experian Health Formerly Passport Health
Fairbank, Valerie B.
Farah Amin
Fastsigns San Mateo
Fernando Lopex
FFF Enterprises Inc.
First Security Services dba First Alarm
First String Healthcare Inc. (The)
Fischer, Dale S.
Fitzgerald, Michael W.
Flexcare LLC
Floraterra Landscape Management Db
City
Florencio Zabala
Fluke Electronics
Franck Echeverry
Fresenius USA Inc. /3936
Fritter & Schulz
FTG Builders Inc.
Gallup Inc.
Garbis, Marvin J.
Gardens Women's Center, Inc.
Ge Healthcare
Ge Healthcare Financial Services Inc.
Gee, Dolly M.
General Devices LLC
Genetic Disease Branch
Geraldine Calley
Getinge USA Sales LLC
GHC of Daly City LLC dba St. Francis
Convalescent Pavilion
Giannirakis, Maria D.

Gibson, Dunn & Crutcher LLP
Glaukos Corporation
Gonzales-Nate Carmen MD
Gonzalez, Mary Ellen
Good, Amy
Grainger/810122663
Gray Bryan Lee
Greg Owens Construction Inc.
GRM Information Management Srvs LLC
GSSI Inc.
Guadalupe Vazquez
Guilford, Andrew J.
Gutierrez, Philip S.
Gwen M. Allen, M.D.
Haemonetics Corporation
Halyard Sales LLC / Previously Kimberly
Hammel Green and Abrahamson Inc.
Hanh Nguyen-Clark, M.D.
Harbor UCLA Medical Center
Hatter Jr., Terry J.
Health Care Logistics Inc.
Healthcare Appraisers, Inc.
Healthcare Cost Solutions Inc.
Healthcare Equipment Finance
Healthcare LS
Healthcare Transformation, LLC
Heathnow Administrative Services
Helmer Scientific Dba Helmer Inc.
Henry Schein Inc.
Herdman, Justin E. (Us Attorney)
Heritage 21st Century dba Heritage Trans
Heritage Provider Network (Regal Medical
Group)
Herzog Surgical Inc.
Hill Rom Co Inc. /643592
Hodges Mace LLC
Hologic Inc.
Home Sweet Home
Homeland Housewares LLC
Hooper Lundy Bookman PC
Hope Lloyr
Hospital Assoc. of So. Ca.
Hospital Consortium of San Mateo
Houle, Mark D.
Houlihan Lokey
House Ear Clinic, Inc.
Hovertech International
HSS Inc.
Huff, Marilyn L.
Hugh P. Fulmer
Huntington Technology Finance Inc. Forerl
HYE Quality Home Health Corp
Idea Consulting Group, Inc.
Immucor Inc.
Infomercial Consulting Corp.
Instrumentation Laboratory Company Dba
W
Integra Lifesciences Corp
Integrity Healthcare
Interventional Anesthesia & Pain
Interventional Neuroradiology Inc.
Interventional Radiology Coverage Inc.
Intranerve LLC
Iris Hernandez
Iris Lara
ISO Med Inc.
Ivonne Engelman
Ivory Taylor
J L and J Inc.
J. Omega
JA Neurodiagnostics Medical Serv.
Jack Krouskup
Jackie Gonzalez
Jagan Bansal
Jagdeep Tung, M.D.
James Barber
James Pieri
Jamie Viramontes
Jarmaine Johns
Jasmine Aragon
Jasmone Young
JD Supplies
Jeffer Mangels Butler and Mitchell LLP
Jensen Partners
Jeremy Orvik
Jet Medical Electronics, Inc.
Jimmie Stephens
JK Hand and Associates Inc.
John F. Ferrelli
John Henry Velyvis, M.D.
Johnson & Johnson Health Care Systems,
Inc.
Johnson & Johnson Health Sys/71023
Johnson Healthcare
Johnson, Wayne
Jones Day
Jose F. Torreblanca
Jose Spiwak
Josefina Robles
Joseph Hill Velva Stephens
K.N. Solomon Mbagwu, M.D.
Vivian Arencibia
K.N. Solomon, M.D.
Kackkrouskap
Kand Medical Inc.
Kanique Thomas
Karl Storz Endoscopy America
Karl Thursby

Kaufman, Victoria S.
KCI USA
Keller, William D.
Kentec Medical, Inc.
Kforce Inc. and Subsidiaries Formerly KFO
Kim Pardini-Kiely
Kimberlina Whettam and Associates Inc.
Kizyma Electric
Klausner, R. Gary
Klein, Sandra R.
Kone Inc.
Konica Minolta
Kronos Inc.
Kronstadt, John A.
Kurtzman Carson Consultants
Kwan, Robert N.
Laboratory Corporation of America Holding
Landmark Anesthesia Medical Group
Sabri Malek, M.D.
Language Line Services
Layton Construction Company LLC
Learn Speech Pathology
Leejoe Pllickal, M.D.
Leon Cheung
Leonel A Hunt MD A Medical Corporation
Level 3 Communications LLC
Lew, Ronald S.W.
Liberty Fire Systems Inc.
Life Gas DbA Linde Gas North America
LLC
Lighthouse Management Group
Lil House Mary Care
Lindsey Chow Country Villa Los Feliz
Healthcare Center
Linkedin Corporation
Lisa Johnson
Lisa Swain
Lloyd W. Stephens
Loeb, Helayne
Lord, Abbett & Co. LLC
Los Angeles County Tax Collector
Los Angeles Department of Water and
Power
Lowe, Sharon V.
Lowman, Catherine
Lucien Alexandre, M.D.
Luminex Corporation
Lusle Buckbinder
Lydia Barrios
Lyn Hamilton
M Modal Services, Ltd.
Ma Leyba
Macro Helix LLC dba Mckesson Corp
Managed Care Support Systems LLC
Maneesh Bansal, M.D.
Manuel Chavira
Manuel Gutierrez
Marc S. Schwartz, M.D.
Maria Ponte
Maria Zavala
Mariana Juarez
Marillac Insurance Company Ltd.
Marshall, Consuelo B.
Masimo Americas Inc.
Maslon LLP
Massoud Shahidi, M.D.
Matheson Tri Gas
Matras, David M.
Maxim Staffing Solutions
Maximino Correa
Maxine Anderson MD Inc.
Maxx Health Inc.
McDermott Will & Emery LLP
McDermott, Daniel M.
McKesson Corporation
McKesson Technologies Inc.
MD Insider Inc.
MD Ranger Inc.
Med Data Incorporated
Med El Corporation
Med One Capital Funding LLC dba IPA
One
Med Source Travelers/Agr. Funding Inc.
Medacta USA Inc.
Medhat Seif M.D. Inc.
Medical Couriers, Inc.
Medical Data Exchange
Medical Data Systems, Inc.
Medical Electronics Inc.
Medical Physics Consulting Services, Inc.
Medical Solutions, Inc.
Medical Staffing Solutions Inc.
Medicity
Mediclean Linen and Laundry Inc.
Mediscan Staffing Services dba Cross Cou
Medivators Inc.
Medline Industries, Inc.
Medpartners Him LLC
Medtronic USA Inc.
Mercer US Inc.
Merit Med Systems Inc.
Michael Jiminez Jose Spiwak
Michael Silao, M.C.
Michael Tolwin, M.D.
Microsoft Licensing Gp.
Microtek Medical Inc.
Mike Fayfel
Mim Software Inc.

Mimedx Group, Inc.
Mintz Levin Cohn Ferris Glovsky and
Popeo
Mircosoft
Mizuho Orthopedic Systems, Inc.
Mjpaia, Inc. C/O Mark J. Paone
Montanez, Lizette
Montgomery Corp
Mox Networks LLC
MSD USA
Mund, Geraldine
Musculoskeletal Transplant
Myunk Soo Han
Naleleo' Nalani Lee
Nam Nguyen
Nant Capital LLC
Nantworks LLC
Naraghi Fred MD Db a Fred F Naraghi MS
Naraghi Robert MD Inc.
Narinder S. Batra
NBS Medical Management Inc.
Neogenomics Laboratories Inc.
NFS
Noble Williams
North Highland Company LLC The
Northfield Medical Inc.
Northfield Medical LLC
Nthrive Solutions Inc. Formerly Medassets
NTT Data Services LLC Formerly Dell
Mark
Nutriblast LLC
Nutriliving LLC
Nuvasive Inc.
Nuvectra Corporation
Nuveen Asset Management
O.L. Robinson, M.D.
O'Connor Health Center I
Obstetrix Medical Group of Ca
OConnor Building, LLC
OConnor Health Center 1
O'Connor Hospital
O'Connor Hospital Foundation
O'Connor Hospital, San Jose
Office Depot
Office of Statewide Health Planning
Office Resources dba Marine Resources Co.
Old Republic Insurance Company
Olguin, Fernando M.
Olympus America Inc. /Tx.
Olympus Financial Services
Omnicare Medical Group
Oncoteam
Onelegacy
Onpoint Healthcare Solutions Inc.

Opsgenie Inc.
Optum360 LLC
Organogenesis Inc.
Ortho Clinical Diagnostics Inc.
Ortho Development Corporation
Ortho Engineering Inc.
Osiris Therapeutics, Inc.
Osteomed LP
Otero, S. James
Otis Elevator Company
Outside GC Ca LLP
Oxford Immunotec /Oxford Diagnostic Labo
Pacific Cardiovas/C/O Naoum B Baladi
Pacific Gas Electric POB 997300
Pacific Litho, LLC
Pacific Medical LLC
Paradigm Spine LLC
Paragon 28, Inc.
Paragon Mechanical Inc.
Parlution Medical LLC
Parts Source
Pascale-Sonia Roy
Patricia Ofelia Reyes-Hernandez
Patton, Tiiara
Paul H Yoshino MD Inc.
Paul Ma
Pediatric and Family Medical Center, Inc.
Pediatrix Medical Group California
Pension Benefit Guaranty Corporation
(PBGC)
Penumbra, Inc.
People 2.0 Global LLC
Petro-Analytical Inc.
Pfizer Inc.
Philips Healthcare
Philips Healthcare/100355
Phillips, Virginia A.
Photon Physics Services Inc.
PICC RNS (Kathy Kimbrough)
Ponce Ramirez
Praxair
Pre Employ Com Inc.
Precision Dynamics Corp
Pregerson, Dean D.
Premier
Premier Brain and Spine Institute Inc.
Premier Healthcare Solutions, Inc.
Pricewaterhouse Coopers LLP
Prodigy Health Supplier Corp
Progressive Medical Inc.
Prolacta Bioscience Inc.
Providence Medical Institute Corp
Providence Medical Technology
Q Centrix LLC

Qiagen Inc.
Quadramed Corporation
Ramiro De La Herran
Ran Ok Ma
Randstad F A/Randstad North American, LP
Rayon X Engineering, LLC
Readyrefresh dba Nestle Waters North Ame
Real, Manuel L.
Regal Medical Group
Regents of UC UCLA Immunogenetics
Center
Retirement Plan for Hospital Employees
Reza Modyogil
Reza Mostofi
RF Macdonald Co.
Rhonda Butler
Riblet, Robin L.
Ricardo Ayala
Richard Caron
Richard G. Adcock
Richard Navarro
Richard W. Crane
Richelle Rawls
Rick A. Friedman, M.D.
Rightsourcing Inc. dba Comforce Technical
Rippy, Derrick
RMB Inc.
RN Network Inc.
Robert F. Kennedy Medical Center
Robert Half Management Resources
Robert Mahan
Robles, Ernest M.
Roche Diagnostics Corp
Rodney Wong
Ropes & Gray LLP
Rosa Carcamo
Rotenberg and Sze LLP
Royal West Development Inc.
RPHE Plan
RTI Surgical Inc. Formerly Rti Biologics
Russell, Barry
Rxinnovate Consulting LLC (Brain Mansfie
Saenz, Anita
Safe Chain Solutions, LLC
Saffarian Amir
Sagewell Healthcare Benefits Trust
Saint Louise Regional Hospital
Saint Louise Regional Hospital Foundation
Saint Louise Regional Hospital, Gilroy
Saltzman, Deborah J.
Salvatora Danna, M.D.
Samuel S Im MD Inc.
San Jose Water Co.
San Martin De Porres Medical Clinic
San Mateo County Sheriff
Sandie Arnott Firmly Lee Buffington Tax C
Sang Young Ma
Santa Clara Family Health Plan
Sayzorn Stephens
Schaper Company, Inc.
Schwalb Consulting LLC
Seaspine Sales LLC
SEIF Medhat Inc.
SEIU United Healthcare Workers West
Selna, James V.
Seoul Medical Group
Sergio Robles
Seton Emergency Physicians Inc.
Seton Medical Center
Seton Medical Center Coastside Campus
Seton Medical Center Foundation
Seton Medical Center, Daly City
SF Engineering Services Inc.
SF Surgical Services
Shah Tariq MD
Shamrock Surgical
Shared Imaging LLC
Sharp Electronics Corp
Sheridan Group Corp The
Shields for Families, Inc.
Shiftwise
Shirley Stephens-Shepard
Siemens Healthcare Diag fka Bayer
Siemens Medical Solutions USA, Inc.
Significant Cleaning Services
Simmons, Patrick
Sinthia Cortes
Sirtex Medical, Inc.
Skowron, Sharon
Smith and Nephew Endoscopy
Smith Nephew Inc.
Smith Nephew, Inc.
Smith, Erithe A.
Smith, William E.
Smiths Medical ASD Inc.
Snyder, Christina A.
So Cal Gas Co.
Sodexo
Sodexo (Biomed Services)
Sodexo CTM (Biomed Srvs)
Sodexo CTM LLC
Sodexo Operations, LLC
Sodexo, Inc. & Affiliates (Dietary Srvs)
Sofie Co.
Sonia Ayala
Sonniah Ahinasi
Sonson, Christopher
Sophia Holley-Horton

Sourcehov Healthcare Inc. Formerly Deliver
Southern California Crossroads
Southern California Edison POB 300
Specialtycare Miss Services, LLC
Spector LLC
Spectranetics Corporation
Spertus Landes and Umhofer LLP
Spinal Elements Inc.
Spinal USA, LLC
Spinalgraft Technologies LLC
Spine Access Inc.
Spine Wave, Inc.
Spineart USA, Inc.
Sport, Orthopedic & Rehabilitation
Associates
Sports Medical Management
Squire Patton Boggs
SRC Medical
St Francis Lynwood Med. Plaza, LP
St Francis Radiology Medical Group
St Louise Medical Staff Services
St. Francis Medical Center
St. Francis Medical Center of Lynwood
Foundation
St. Francis Medical Center, Lynwood
St. Vincent De Paul Ethics Corporation
St. Vincent Dialysis Center, Inc.
St. Vincent Foundation
St. Vincent Independent Physicians
Association
St. Vincent IPA Medical Corporation
St. Vincent Medical Center
St. Vincent Medical Center, Los Angeles
Stanford Hospital and Clinics
Stationary Engineers Local 39 Trust Defined
Benefit Plan
Staton, Josephine L.
Staywell Company (The) LLC
Stericycle Environmental Solutions
Stericycle Inc. /40290
Steris Corporation/Pa.
Steris Instrument Management Service Inc.
Sterling National Bank/First Call Nursing
Steven Sharrer
Stinnett Group LLP The
Stryker Communications
Stryker Corporation
Stryker Endoscopy
Stryker Orthopedics
Stryker Sales Corp/70119
Stryker Sustainability Solutions
Stuart Wolf
Suman Patel N. M.D.
Sun Clinical Laboratories
Sunquest Information Systems Inc.
Supplyworks
Surgical Information Systems, Inc.
Susan Chan Chow
Sutter Health
Swinerton Builders
Synermed / Att: Finance
Sysco Los Angeles Inc.
Sysmex America Inc.
Takethia Smith
TALX Corporation
Tanya Lara
Tao Nguyen
Taylor Communications fka Standard Regis
Tchaka Shepard
TCPRINCE LLC
Team Ortho Dba West Medical Inc.
Teletracking Technologies Inc.
Teresa Cannon William Chow
Terry Belmont
Terumo Medical Corp
Thayer, Cynthia
The Barlow Hospital
The Outsource Group
The Vanguard Group, Inc.
Thomas Hazelhurst, M.D.
University Of Southern California
Thompson, Sherri
Tighe, Maureen A.
Tirso Del Junco Jr.
Titan Spine, LLC
Todd Schroeder
Tornier Inc.
Total Renal Care, Inc.
Totalmed Staffing, Inc.
Touchpoint Support Services
Toyon Associates Inc.
Tractmanager Inc.
Transamerica
Transtate Equipment Company Inc.
Tri Anim Health Services Inc.
Triad Isotopes Inc.
Triage Consulting Grp Inc.
TRL Systems, Inc.
U.S. Bank, National Association
UHS Surgical Services Inc.
UHS Universal Hospital Services Inc.
Ulrich Medical USA Inc.
Ultra Solutions
UMB Bank National Association
United Healthcare
Universal Air Conditioning Company, Inc.
Universal Hospital Services Inc.
Universal Metro Inc.

University Healthcare Alliance
US Foods Inc.
Valley Presbyterian Hospital
Van De Poel Levy Arneal and Serot LLP
Van Dermyden Maddux Law Corp
Van Eck Associates Corporation
California Public Finance Authority
Vara, Andy
Vector Resources, Inc./ dba Vector USA
Velyvis John MD
Veolia Environmental Svcs.
Verathon Inc.
Verge Solutions LLC dba Verge Health
Verity Business Services
Verity Health System of California
Verity Health System Retirement Plan A
Verity Holdings LLC
Verity Medical Foundation
Verizon Wireless 660108
Vholdings Mob, LLC
Vituity Formerly Cep America California
Vizient Inc.
Vyair Medical Inc.
Vyne Medical formerly White Stone Group
Waheed Wahidi
Wallace, Mark S.
Waller Lansden Dortch & Davies LLP
Walter, John F.

Weaver, John
Weinberg Roger & Rosen
Well Care Congregate Living Health
Wells Fargo Bank
West Coast Medical Resources, Inc.
Whaley, Robert H.
Wilburn Duroseau, M.D.
Wilburn P. Buroseau, M.C.
William T Long MD Inc. a CA Prof Med
Co.
William T. Long, M.D.
Wilson, Stephen V.
Wl Gore Assoc. Inc.
Wolf Stuart, M.D.
Wolters Kluwer Health, Inc.
Workday, Inc.
Wright Ii, Otis D.
Wu, George H.
Yeji Shin
York Risk Services Group
Young, William G.
Youthology Research Institute LLC
Yun, Scott J.
Zimmer US Inc.
Zimmer USA
Zive, Gregg W.
Zoll Medical Corporation
Zurzolo, Vincent P.

EXHIBIT C

Stollo Declaration

1 GREGORY A. BRAY (Bar No. 115367)
gbray@milbank.com
2 MARK SHINDERMAN (Bar No. 136644)
mshinderman@milbank.com
3 JAMES C. BEHRENS (Bar No. 280365)
jbehrens@milbank.com
4 MILBANK, TWEED, HADLEY & M^cCLOY LLP
2029 Century Park East, 33rd Floor
5 Los Angeles, CA 90067
Telephone: (424) 386-4000/Facsimile: (213) 629-5063
6

7 *Proposed Counsel for the Official Committee of*
8 *Unsecured Creditors of Verity Health System of*
9 *California, Inc., et al.*

10 **UNITED STATES BANKRUPTCY COURT**
11 **CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION**

12 In re:
13 VERITY HEALTH SYSTEM OF CALIFORNIA,
14 INC., *et al.*,
15 Debtors and Debtors In Possession.

Lead Case No. 18-20151

Chapter 11 Cases

Hon. Ernest M. Robles

**DECLARATION OF MICHAEL
STROLLO IN SUPPORT OF
APPLICATION OF OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS UNDER 11 U.S.C. § 1103
AND FED. R. BANKR. P. 2014 AND
5002, FOR ORDER AUTHORIZING
RETENTION AND EMPLOYMENT OF
MILBANK, TWEED, HADLEY &
M^cCLOY LLP AS COUNSEL,
EFFECTIVE AS OF SEPTEMBER 14,
2018**

[No Hearing Required Unless Requested
Pursuant to Local Bankruptcy Rule 2014-1]

16 Affects:

- 17 All Debtors
18 Verity Health System of California, Inc.
19 Saint Louise Regional Hospital
20 St. Francis Medical Center
21 St. Vincent Medical Center
22 Seton Medical Center
23 O'Connor Hospital Foundation
24 Saint Louise Regional Hospital
25 Foundation
26 St. Francis Medical Center of
27 Lynwood Foundation
28 St. Vincent Foundation
 St. Vincent Dialysis Center, Inc.
 Seton Medical Center Foundation
 Verity Business Services
 Verity Medical Foundation
 Verity Holdings, LLC
 De Paul Ventures, LLC
 De Paul Ventures - San Jose
Dialysis, LLC

Debtors and Debtors In Possession.

1 1. I am Michael Strollo, Supervisory Financial Analyst at the Pension Benefit
2 Guaranty Corporation, a member of the Official Committee of Unsecured Creditors (the
3 “Committee”) of Verity Health System of California, Inc. and certain of its affiliates that are Debtors
4 and Debtors in Possession (collectively, the “Debtors”) in these chapter 11 cases (the “Cases”).

5 2. I am authorized to make this Declaration pursuant to section 1103(b) of title
6 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”), and
7 Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), in
8 support of the Application, dated October 17, 2018 (the “Application”),⁶ of the Committee, seeking
9 authorization for the employment and retention of Milbank, Tweed, Hadley & M^cCloy LLP
10 (“Milbank”) as counsel to the Committee, effective as of September 14, 2018.

11 3. I submit this declaration in support of the Application, pursuant to the
12 *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed*
13 *under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013*
14 (the “Revised UST Guidelines”), which were adopted by the Executive Office for United States
15 Trustees under 28 U.S.C. § 586(a)(3). Except as otherwise noted, all facts in this Declaration are
16 based on my personal knowledge of the matters set forth herein, information gathered from my
17 review of relevant documents and information supplied to me by Milbank.

18 4. I am informed by counsel that ¶ D.2. of the Revised UST Guidelines requests
19 that any application for employment of an attorney under 11 U.S.C. §§ 327 or 1103 to be
20 accompanied by a verified statement from the client that addresses the following:

21
22 (i) The identity and position of the person making the verification. The person ordinarily
23 should be the general counsel of the debtor or another officer responsible for
24 supervising outside counsel and monitoring and controlling legal costs.

25 (ii) The steps taken by the client to ensure that the applicant’s billing rates and material
26 terms for the engagement are comparable to the applicant’s billing rates and terms for
27

28 ⁶ Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Application.

1 other non-bankruptcy engagements and to the billing rates and terms of other
2 comparably skilled professionals.

3 (iii) The number of firms the client interviewed.
4

5 (iv) If the billing rates are not comparable to the applicant's billing rates for other
6 nonbankruptcy engagements and to the billing rates of other comparably skilled
7 professionals, the circumstances warranting the retention of that firm.

8 (v) The procedures the client has established to supervise the applicant's fees and
9 expenses and to manage costs. If the procedures for the budgeting, review and
10 approval of fees and expenses differ from those the client regularly employs in
11 nonbankruptcy cases to supervise outside counsel, explain how and why. In addition,
12 describe any efforts to negotiate rates, including rates for routine matters, or in the
13 alternative to delegate such matters to less expensive counsel.
14

15 **The Committee's Selection of Counsel**

16 5. Following its formation, the Committee interviewed four law firms to
17 represent the Committee as lead bankruptcy counsel in these chapter 11 cases. After interviewing
18 each of these firms, the Committee found Milbank to be uniquely qualified to represent the
19 Committee. Milbank has a long history of representing official committees in chapter 11
20 proceedings, including most recently in the chapter 11 cases of In re FirstEnergy Solutions Corp.,
21 Case No. 18-50757 (AMK) (Bankr. N.D. Ohio); In re TK Holdings Inc., Case No. 17-11375 (BLS)
22 (Bankr. D. Del.); In re Breitburn Energy Partners LP, Case No. 16-11390 (SMB) (Bankr. S.D.N.Y.);
23 In re Alpha Natural Resources, Inc., Case No. 15-33896 (KRH) (Bankr. E.D. Va.); In re Arcapita
24 Bank B.S.C.(c), Case No. 12-11076 (SHL) (Bankr. S.D.N.Y.); In re Eastman Kodak Co., Case No.
25 12-10202 (ALG) (Bankr. S.D.N.Y.); In re The Great Atlantic & Pacific Tea Company, Inc., Case
26 No. 10-24549 (RDD) (Bankr. S.D.N.Y.); and In re Lehman Brothers Holdings Inc., Case No. 08-
27 13555 (JMP) (Bankr. S.D.N.Y.); and has particular expertise in matters related to the healthcare
28

1 industry. See, e.g., In re 21st Century Oncology Holdings, Inc., Case No. 17-22770 (RDD) (Bankr.
2 S.D.N.Y.) (counsel to ad hoc group of prepetition lenders); California Proton Treatment Center,
3 LLC, Case No. 17-10477 (LSS) (Bankr. D. Del.) (counsel to lenders and subsequent new owners); In
4 re PhyCor Inc., Case No. 02-40278 (PCB) (Bankr. S.D.N.Y.) (counsel to official committee of
5 unsecured creditors); In re MedPartners Provider Networks, Inc., Case No. 99-19256 (BR) (Bankr.
6 C.D. Cal.) (counsel to debtor in possession); In re Unison Health Care Corp., Case No. 98-06583
7 (GBN) (Bankr. D. Ariz.) (counsel to official committee of unsecured creditors). Therefore, on the
8 basis of Milbank's broad based, deep, and directly applicable skill set, the Committee has decided to
9 retain Milbank.

10 **Rate Structure**

11 6. Milbank has informed the Committee that its rates for bankruptcy
12 representations are comparable to the rates Milbank charges for bankruptcy and non-bankruptcy
13 representations across the country. Further, Milbank has informed the Committee that its hourly
14 rates are subject to periodic adjustments (typically in January of each year) to reflect economic and
15 other conditions. Milbank has advised me that they will inform the Committee in advance of any
16 such adjustments to their existing rate structure. Further, I have been specifically advised by
17 Milbank that, pursuant to ABA Formal Ethics Opinion 11-458, "periodic, incremental increases in a
18 lawyer's regular hourly billing rates are generally permissible if such practice is communicated
19 clearly to and accepted by the client at the commencement of the client-lawyer relationship and any
20 periodic increases are reasonable under the circumstances." I have also been specifically advised by
21 Milbank that, pursuant to ABA Formal Ethics Opinion 11-458, "the client need not agree to pay the
22 modified fee to have the lawyer continue the representation." To the extent Milbank seeks to make
23 any such adjustment to its rate structure, the Committee expressly reserves the right to reject any
24 such modification to the extent the Committee deems it unreasonable.

25 **Cost Supervision**

26 7. The Committee recognizes that it is their responsibility to closely monitor the
27 billing practices of their counsel to ensure the fees and expenses paid by the estate remain consistent
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Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on October 17, 2018

By: 
Michael Strollo, on behalf of PENSION BENEFIT
GUARANTY CORPORATION

*Authorized Committee Member and Committee Co-
Chair*

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:

2029 Century Park E, 33rd Floor, Los Angeles, CA 90067.

A true and correct copy of the foregoing document entitled (*specify*): **APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS UNDER 11 U.S.C. § 1103 AND FED. R. BANKR. P. 2014 AND 5002, FOR ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF MILBANK, TWEED, HADLEY & MCCLOY LLP AS COUNSEL, EFFECTIVE AS OF SEPTEMBER 14, 2018** 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*) October 17, 2018, 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*) October 17, 2018, 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*) October 17, 2018, 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.

October 17, 2018 Ricky Windom
Date Printed Name

/s/ Ricky Windom
Signature

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