The Post-Effective Date Debtors and the Liquidating Trustee (the "Liquidating Trustee") of the VHS Liquidating Trust (the "Liquidating Trust"), established pursuant to the Modified Second Amended Joint Chapter 11 Plan of Liquidation (Dated July 2, 2020) of the Debtors, the Prepetition Secured Creditors, and the Committee [Docket No. 5466] (the "Plan")¹ confirmed by the order [Docket No. 5504] (the "Confirmation Order") entered August 14, 2020, and that certain Liquidating Trust Agreement, dated as of September 5, 2020 [Docket No. 6043], hereby submit this Post Confirmation Status Report, pursuant to the Plan, Confirmation Order, the Order Continuing Postconfirmation Status Conference [Docket No. 6455], and Rule 3020-1(b) of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Central District of California.

I.

#### INTRODUCTION

On September 4, 2020 (the "Effective Date"), the Plan became effective as set forth in the notice filed with this Court. *See* Docket No. 6044. On or about the Effective Date, as set forth in more detail below, the Debtors substantially consummated the Plan, distributing substantially all of their assets—approximately \$495 million of net distributable value—to (i) the bond trustees on account of their allowed secured claims, (ii) other creditors to the extent of their allowed secured claims, (iii) creditors that held, as of the Effective Date, allowed administrative or priority claims, (iv) the Liquidating Trust to establish the various reserves and funds required under the Plan and approved by this Court, pursuant to the Confirmation Order, (v) holders of allowed employee claims, (vi) holders of allowed capitation refund claims, and (vii) the Post-Effective Date Debtors to establish the Operating Account for the Post-Effective Date Debtors required under the Plan and approved by this Court, pursuant to the Confirmation Order. A summary of the payments and distributions made on the Effective Date, or shortly thereafter, are as follows:

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<sup>&</sup>lt;sup>1</sup> Unless otherwise defined herein, all capitalized terms have the definitions set forth in the Plan.

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Payments to Bond Trustees (Secured Claims)	\$ 370,349,799
Payments to Other Secured Creditors	2,444,750
Payment of Allowed Administrative/Priority Claims	8,031,440
Payments to Liquidating Trustee	88,579,441
Total Payments on Effective Date	\$ 469,405,430
Payment of Allowed Administrative Claims between Plan Confirmation and	
Effective Date	16,138,075
Payment of Allowed Employee and Capitation Claims after Effective Date	6,936,399
Funding of Post-Effective Date Debtors Operating Budget	2,500,000
Total Payments under Plan on or about Effective Date	\$ 494,979,904

A summary of the distributions to the Liquidating Trust for various reserves required by the Plan are as follows:

		]	Payments to Liquidating Frustee on fective Date
Class	Designation / Description		
2.1B	Administrative Claims (Section 15.3)	\$	63,678,100
2.2	Professional Claims (Section 7.9)		14,087,293
2.3	Statutory Fees (Section 7.9)		603,270
7.8	Funding of LT Administration Account		3,500,000
1A	Priority Non-Tax Claims		3,710,778
	Subtotal	\$	85,579,441

In addition to the foregoing, on the Effective Date, the Debtors transferred to the Liquidating Trust approximately \$3 million as a reserve to ensure the Post-Effective Date Debtors could adequately pay the self-insured retention ("SIR") on various insured claims, if required to do so. The Post-Effective Date Debtors have made SIR payments, and there was approximately \$1.0 million in the SIR reserve as of March 31, 2025.

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## SCHEDULE OF DEBTS, CLAIMS, AND PAYMENTS

The Post-Effective Date Debtors and the Liquidating Trustee respectfully provide further disclosure and detail below concerning the amount that has been paid to each class of Claims designated under the Plan:

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

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		Claims per Plan	Professional Fees & Stub Interest	Total Net Paydown Prior- to/On Effective Date	Total Net Paydown Post- Eff Date	Remaining Claims
Class	Description	+	+	-	-	=
1B	Secured PACE Tax Financing Claims	\$ 42,700,000	S -	\$ (42,700,000)	S -	S -
2	Secured 2017 Revenue Notes Claims	42,000,000	143,464	(42,143,464)	-	-
3	Secured 2015 Revenue Notes Claims	160,000,000	237,192	(160,237,192)	-	-
4	Secured 2005 Revenue Bond Claims	259,445,000	9,053,992	(125,971,722)	(142,280,689)	246,581
5	Secured MOB I Financing Claims	46,363,096	307,685	(46,670,781)		
6	Secured MOB II Financing Claims	20,061,919	79,612	(20,141,532)	-	-
7	Secured Mechanics Lien Claims	2,444,750		(2,444,750)		-
8	General Unsecured Claims	tbd	-	-	-	-
9	Insured Claims	tbd			-	
10	2016 Data Breach Claims	n/a	-		-	
11	Subordinated General Unsecured Claims	n/a			-	-
12	Interests	n/a	-		-	-
Subtota	ls -	\$ 573,014,765	\$ 9,821,946	\$ (440,309,441)	\$ (142,280,689)	\$ 246,581

As of March 31, 2025, the Liquidating Trust has paid more than \$142.2 million of the 2005 Bonds Diminution Claim since the Effective Date.

In addition to the classes of claims and interests designated by the Plan, the Plan also required payment of various Administrative Claims, Professional Claims, Statutory Fees, and Priority Tax Claims. A summary of these payments are set forth below.

#### A. FILED AND ORDINARY COURSE ADMINISTRATIVE CLAIMS

Section 15.3 of the Plan established an Administrative Claims Reserve. The Post-Effective Date Debtors initially estimated that Administrative Claims to be filed by the Administrative Claims Bar Date would total approximately \$14,024,133, and ordinary course Administrative Claims would total approximately \$38,725,294. Additionally, the Nonrefundable Deposit, in the amount of \$30,000,000, was reserved for the SGM Sale disputed escrow. Consequently, the total Administrative Claims Reserve pursuant to 15.3 was \$82,749,427. See Docket No. 5468, Ex. D, at 1-2. Pursuant to the express terms of the Confirmation Order, the Court approved the establishment of the Administrative Claims Reserve, in the amount of \$52,749,427, as the sole source of payment for the aggregate amount of all allowed Administrative Claims (not including the Nonrefundable Deposit, which has been released, in part, to the Trust, pursuant to the Settlement Agreement (defined *infra*), and is to be disbursed as set forth in the Confirmation Order and Plan). See Confirmation Order, ¶ 24 at 36; Memorandum of Decision Granting Motion to Authorize Liquidating Trustee to Undertake Final Distribution Program for Administrative Claimants [Docket No. 6515] at 5-6.

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On the Effective Date, the Debtors transferred \$63,678,100 to the Liquidating Trust to create the reserves required by the Confirmation Order. Prior to the transfer of the foregoing funds to the Liquidating Trust on the Effective Date, (i) \$8,723,794 of claims were paid, (ii) there were additional reserves of \$2,799,840 in the Administrative Claims Reserve based on resolution of Plan objections, and (iii) \$13,147,374 was paid on the Effective Date to various Holders of Administrative Claimants. Since the Effective Date, the Liquidating Trust has paid approximately \$29.8 million to Holders of Administrative Claims allowed after the Effective Date for total payments to Administrative Claimants of approximately \$51.7 million.

Since the Effective Date, the amount of the ordinary course Administrative Claims that have been asserted is higher than anticipated, including employee benefit claims and out-of-network claims. At the beginning of the distribution process there was approximately \$6,065,915 in the Administrative Claims Reserve account. The Trust has reserved the entire cash balance available and has made initial distributions per the "Final Distribution Program" approved by the Court on June 15, 2021 [Docket No. 6523]. The Trust has received significant returned payments and has issued stop-payments on uncashed checks over 90 days old related to the distribution. The Trust has commenced processing a second and final distribution, in regard to which approximately 4.9% of payments were distributed in late October 2023. The Trust will continue the process of tracking down the claimants who did not cash payments from either distribution.

#### В. SGM ACTION SETTLEMENT

On April 22, 2021, the Post-Effective Date Debtors and the Liquidating Trustee, on the one hand, and SGM and parties in the SGM Action, on the other, entered into a settlement agreement (the "Settlement Agreement") resolving all claims and litigation in the SGM Action. See In re Verity Health System of California, Inc. (Case No. 2:20-cv-00631) (C.D. Cal.) Docket Nos. 95; 98. Pursuant to the Settlement Agreement and related stipulated order, the Liquidating Trustee disbursed (i) \$5 million, plus interest in the amount of \$595,160.66, to the KPC Parties (as defined in the Settlement Agreement), and (ii) the balance of the Nonrefundable Deposit to the Liquidating Trust. See Id.; Bankruptcy Docket No. 6474; 6484.

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#### C. PROFESSIONAL CLAIMS

For the Professional Claims not yet fixed and Allowed by the Court prior to or on the Effective Date, the Plan established a Professional Claim Reserve. See Plan, § 7.9(b) at 50. On the Effective Date, the Debtors transferred \$14.1 million to the Liquidating Trust to fund the Professional Claim Reserve. On December 17, 2020, the Court entered orders [Docket Nos. 6332, 6333] (the "Final Compensation Orders") awarding fees and expenses to Holders of Professional Claims through the Effective Date. Thereafter, payments in the amount of approximately \$2,887,682, were made prior to December 31, 2020, in accordance with the Final Compensation Orders.

#### STATUTORY FEES AND PRIORITY TAX CLAIMS D.

Approximately \$34,618 of California taxes have been paid post-Effective Date, including \$25,505 of California franchise taxes and \$9,113 of additional sales taxes. The Liquidating Trust finalized the final known tax claim of \$64,368 with the California Department of Tax and Fee Administration. The Post-Effective Date Debtors are currently working with California, Oregon, and Louisiana regarding disputed claim amounts and a potential excise tax assessment under section 4960 of the IRC.

The Post -Effective Date Debtors are not aware of any tax liabilities accrued post-Effective Date.

#### Ε. DISPUTED UNCLASSIFIED CLAIMS AND DISPUTED CLASS 1A CLAIMS

The Disputed Unclassified Claims and Disputed Class 1A Claims Reserve contains funds to pay Disputed Unclassified Claims and Disputed Class 1A Claims once such Claims are allowed. On the Effective Date, the Debtors paid \$2.2 million to Medline, Cardinal, US Foods, and Cochlear Americas, on account of § 503(b)(9) Claims. On the Effective Date, the Debtors transferred \$3,710,778 into the Disputed Unclassified Claims and Disputed Class 1A Claims Reserve. Since the Effective Date, \$2.4 million has been paid to Holders of § 503(b)(9) Claims from this reserve. All § 503(b)(9) claims have now been satisfied, leaving an excess reserve of \$161,678.

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III.

PROJECTIONS CONCERNING ABILITY TO COMPLY WITH TERMS OF THE PLAN

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with a hearing on the motion set for June 25, 2025.

Since the Effective Date, the Post-Effective Date Debtors, the Liquidating Trustee, and the Responsible Officer (collectively, the "Estate Professionals") have conducted the following activities in accordance with the Plan: (i) dissolved certain entities; (ii) performed services under the Interim Agreements and Transition Services Agreements; (iii) disposed of Marillac; (iv) resolved rejection of certain transition services Executory Agreements; (v) analyzed various categories of Claims; (vi) prepared Plan projections; (vii) prepared 990 filings for all Debtor entities dated July 31, 2020 and July 31, 2021; (viii) completed wind-down of the Debtors' IT systems; (ix) substantially completed the transfer to storage in accordance with the Document Retention Order of approximately 111,330 cubic feet of physical documents and an additional twelve terabytes of electronic data; (x) largely finalized the termination and transition of the Debtors' various retirement plans, including completing audits, filing final 5500s, and transferring virtually all assets under the various VMF 401k plans and Verity Health Defined Contribution Plans, and (xi) resolved the SGM Action; and (xii) filed a motion to obtain court approval of the recharacterization of certain allegedly restricted funds, and now negotiating with the Office of the

The Post-Effective Date Debtors have filed almost all the debtor entities final tax returns. Those final returns on extension, will be filed before their respective due dates. Certificates of dissolution have been filed for all debtor entities. To date, the Post-Effective Debtors have spent an excess of \$13.2 million in support of the Interim Agreements, the Transition Services Agreements, and wind-down, including \$5.4 million in payroll or independent contractor costs, more than \$2.0 million in pharmacy and IT systems costs in support of the Interim Agreements, and \$3.7 million in post-Effective Date professional fees. The Post-Effective Date Debtors anticipate spending an additional \$1.4 million of accrued funds, dependent on recoveries, to complete the wind-down of the Post-Effective Date Debtors.

Attorney General of the State of California over the disposition of those and other restricted funds,

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In addition, the Liquidating Trust has spent approximately \$14.7 million in the implementation of the Plan (on an accrual basis), including the collection of outstanding accounts receivable, pursuing claims for underpayments against the health plans, pursuing reimbursement for COVID expenditures, pursuing litigation against SGM, Integrity, and Blue Mountain, and adjudicating and satisfying claims against the Estates. The Liquidating Trust anticipates it will spend an additional \$3.2 million of accrued funds, dependent on recoveries, to fulfill its remaining obligations under the Plan and has completed securing this funding with the 2005 Bondholders regarding these efforts.

## IV.

#### **PENDING LITIGATION**

The Liquidating Trust and the Liquidating Trustee were or are parties to three separate actions: (i) Grobstein v. United States Trustee, Case No. 2:21-cv-07371 (C.D. Cal.) (the "Trustee Fees Litigation"); (ii) VHS Liquidating Trust v. MultiPlan Corp., et al., Case No. CGC-21-594966 (San Francisco Cty. Sup. Ct.) (the "MultiPlan Litigation"); (iii) VHS Liquidating Trust v. Blue Cross Blue Shield Association, et al., Case No. RG21106600 (Alameda Cty. Sup. Ct.) (the "Blue Cross Litigation"); and (iv) Rachel Oden v. Richard Adcock, et al., Case No. 2:24-cv-07430-CV-RAO (the "Oden Complaint," and collectively, with the Trustee Fees Litigation, the Multiplan Litigation and the Blue Cross Litigation, the "Outstanding Litigation"). As set forth below, the status of the Outstanding Litigation is as follows:

On September 6, 2023, the Liquidating Trustee filed the Trustee Fees Litigation, seeking payment of approximately \$9.8 million in allegedly overpaid quarterly fees to the Office of the United States Trustee (the "UST"). The UST requested a stay in October 2023, pending the decision of the United States Supreme Court in the case of *United States Trustee v. John Q. Hammons Fall* 2006, LLC. Oral argument occurred in Hammons on January 9, 2024. Based on the Supreme Court's decision in *Hammons*, the Liquidating Trustee filed a *Notice of Voluntary Dismissal* Without Prejudice on June 25, 2024.

The MultiPlan Litigation was filed in September 2021 in San Francisco County Superior Court alleging that MultiPlan's repricing tools for out-of-network services caused health plans that

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used MultiPlan's products to underpay providers such as Verity. The case was briefly stayed pending arbitration by the insurer defendants, who were subsequently dismissed by the Liquidating Trust after the parties entered into settlement agreements. On January 11, 2024, the Liquidating Trust filed its first amended complaint against the MultiPlan defendants, alleging that MultiPlan orchestrated an antitrust conspiracy in violation of California's Cartwright Act and Unfair Competition law. MultiPlan filed a demurrer which the trial court sustained without leave to amend on August 9, 2024. The Liquidating Trust plans to file a notice of appeal.

The Blue Cross Litigation was filed in Alameda County Superior Court in July 2021. The Liquidating Trust alleges that the defendant Blue Cross and Blue Shield health insurance companies violated the California Cartwright Act and California Unfair Competition Law, as well as other antitrust laws, by entering into unlawful agreements to reduce the reimbursements paid to healthcare providers, including Verity, and simultaneously forcing Verity and others to pay the defendants more to provide health insurance to their employees. On June 5, 2023, the court overruled the defendants' second demurrer and denied their second motion to strike. The parties are currently engaged in discovery and at the recent October 2, 2024 case management conference, the court set a trial date of August 24, 2026.

On August 30, 2024, Rachel Oden, on behalf of herself and others similarly situated, filed a Class Action Complaint in the United States District Court for the Central District of California, Case No. 2:24-cv-07430-CV-RAO, amended January 31, 2025. In her now First Amended Class Action Complaint (the "Oden Complaint"), Rachel Oden alleges that the Daughters of Charity Health System ("DOCHS") improperly operated the DOCHS pension and profit sharing plan (the "Pension Plan") as a "Church Plan" when it should have been an ERISA Plan, further alleging that if the Pension Plan had been operated as ERISA Plan, the Pension Plan would have been fully funded. Rachel Oden asserts that members of the Verity Board of Directors (the "Directors") and members of the Verity Health System Benefits Administration Committee (the "Committee Members") breached their fiduciary duties by failing to take action against the DOCHS, and Verity itself, relating to the alleged underfunding of the Pension Plan during the time it was operated by the DOCHS. More specifically, Rachel Oden asserts that the Directors and Committee Members

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should have sued the DOCHS on its alleged underfunding of the Pension Plan and/or should have sued Verity for Verity's alleged failure to fully fund the underfunded Pension Plan after Verity took over the Pension Plan.

Rachel Oden has named nine Directors and nine Committee Members. So far, only three of the Committee Members have been served with the Summons and Complaint. The other 15 Directors and Committee Members can be served on or after April 30, 2025, pursuant to a Stipulation executed by the Plaintiff and the three current Defendants.

The three Committee Members responded to the Complaint by filing a Motion seeking referral of the Oden Complaint to the Bankruptcy Court for adjudication so that the Bankruptcy Court can determine whether the Verity Plan of Liquidation prohibits the Oden Complaint from proceeding, including because the Oden Complaint has been filed in violation of the injunction and exculpation provisions in the Plan, and also filed in violation of the Settlement Agreement with the Pension Benefit Guaranty Corporation that is part of the Plan.

The Referral Motion is currently scheduled for hearing on April 11, 2025.

V.

## **ESTIMATED DATE OF FINAL DECREE**

The Court confirmed the Plan fifty-five months ago. Given that substantially all the Debtors' assets were transferred on the Effective Date, and approximately \$495 million of net distributable value was distributed on the Effective Date, the Estate Professionals submit that the Plan was substantially consummated on the Effective Date. There is outstanding litigation against various third parties that will continue through 2025. Consequently, it is premature, at this point, to estimate a date of a final decree.

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Dated: April 4, 2025 DENTONS US LLP Samuel R. Maizel

Tania M. Moyron

By: /s/ Tania M. Moyron
TANIA M. MOYRON

Attorneys for the Post Effective Date Debtors and Special Counsel to the Liquidating Trustee

DENTONS US LLP 601 SOUTH FIGUEROA STREET, SUITE 2500 LOS ANGELES, CALIFORNIA 90017-5704 213 623 9300 1

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#### PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this case. My business address is Suite 2500, 601 South Figueroa Street, Los Angeles, California 90017-5704.

A true and correct copy of the document entitled (*specify*): <u>POST CONFIRMATION STATUS REPORT</u> 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 Local Rules, the foregoing document will be served by the court via NEF and hyperlink to the document. On April 4, 2025, I checked the CM/ECF docket for this case and determined that the following person/s is/are on the Electronic Mail Notice List to receive NEF transmission, including.

Paul J. Laurin Barnes & Thornburg LLP 2029 Century Park East Ste 300 Los Angeles, CA 90067-6018

Marshall J. Hogan Michael B. Reynolds Andrew Still Snell & Wilmer LLP 600 Anton Boulevard, Suite 1400 Costa Mesa, CA 92626

Steven D. Jerome Snell & Wilmer LLP 1 East Washington, Suite 2700 Phoenix, AZ 85004

Melissa W. Jones David E. Lemke Waller Lansden Dortch & Davis, LLP 511 Union Street, Suite 2700 Nashville, TN 37219

Rebecca J. Winthrop Norton Rose Fulbright US LLP 555 South Flower Street, 41st Floor Los Angeles, CA 90071

Keith P. Banner Brian L. Davidoff Greenberg Glusker 1900 Avenue of the Stars, 21st Floor Los Angeles, CA 90067

Richard H. Golubow Winthrop Golubow Hollander, LLP 1301 Dove Street, Suite 500 Newport Beach, CA 92660 Counsel for 3M Corp. T: 310 284 3880 / F: 310 284 3894 E: plaurin@btlaw.com

Counsel for AHMC Healthcare, Inc., Blue Shield of CA Promise Health Plan fka Care1st Health Plan, CA Physicians' Service dba Blue Shield of CA, T: 714 427 7000 / F: 714 427 7799

Counsel for AHMC Healthcare, Inc. T: 602 382 6000 / F: 602 382 6080 E: sjerome@swlaw.com

E: mhogan/mreynolds/astill@swlaw.com

Counsel for Ally Bank T: 615 244 6380 / F: 615 244 6804 E: david.lemke@wallerlaw.com

Counsel for AT&T Corp., AT&T Services, Inc. & affiliates T: 213 892 9346 / F: 213 892 9494 E: rebecca.winthrop@nortonrosefulbright.com

Counsel for Abbott Rapid Diagnostics Informatics, Inc. T: 310 553 3610 / F: 310 553 0687 E: kbanner/bdavidoff@greenbergglusker.com

Counsel for Anupam Aditi, Anil Jain, Roseann Gonzalez, Catherine Wolferd T: 949 720 4100 / F: 949 720 4111

E: rgolubow@wghlawyers.com

Payam Khodadadi McGuireWoods LLP 1800 Century Park East, 8th Floor Los Angeles, CA 90067

Barry A. Chatz Saul Ewing Arnstein & Lehr LLP 161 North Clark Street, Suite 4200 Chicago, IL 60601

Kevin H. Morse Clark Hill PLC 130 East Randolph Street, Suite 3900 Chicago, IL 60601

Mark D. Plevin Crowell & Moring LLP 275 Battery Street, Suite 2300 San Francisco, CA 94111

Bryan L. Ngo 650 Town Center Drive, Suite 1530 Costa Mesa, CA 92626

Susan I. Montgomery Law Office of Susan I. Montgomery 1100 Glendon Avenue, 15th Floor Los Angeles, CA 90024

Mark A. Neubauer Carlton Fields, LLP 2029 Century Park East, Suite 1200 Los Angeles, CA 90067-2913

Christopher M. Kiernan Talkov Law Corp. 2900 Adams Street, Suite C225 Riverside, CA 92504

Latonia Williams Shipman & Goodwin LLP One Constitution Plaza Hartford, CT 06103

Matthew A. Gold Argo Partners 12 West 37th Street, 9th Floor New York, NY 10018 Counsel for Aetna Life Insurance Co., Aetna, Inc. & Its Affiliated Entities

T: 310 396 3415 / F: 310 315 8241 E: pkhodadadi@mcguirewoods.com

Counsel for Alcon Vision, LLC, Bausch Health US, LLC T: 312 876 6670 / F: 312 876 6241

E: barry.chatz@saul.com

Counsel for Alcon Vision, LLC, Shared Imaging, LLC

T: 312 985 5556 / F: 312 517 7593

E: kmorse@clarkhill.com

Counsel for Alignment Health Plan, Medimpact Healthcare Systems

T: 415 986 2800 / F: 415 986 2827 E: mplevin@plevinturner.com

Counsel for All Care Medical Group, Inc. T: 714 839 3800 / F: 714 795 2995

E: bngo@fortislaw.com

Counsel for All Care Medical Group, Inc., AppleCare Medical Group, AppleCare Medical Group St. Francis, Inc., AppleCare Medical Group, Inc., AppleCare Medical Management, LLC

T: 310 556 8900 / F: 310 556 8905 E: susan@simontgomerylaw.com

Counsel for Angeles IPA, St. Vincent IPA Medical Corp.

T: 310 843 6300 / F: 310 843 6301 E: mneubauer@carltonfields.com

Counsel for Annapolis Consulting Group, Inc., TCI Holdings, Inc.

T: 951 888 3300 / F: 949 260 0613 E: ckiernan@theryanfirm.com

Counsel for AppleCare Medical Group, AppleCare Medical Group, Inc., AppleCare Medical Management, LLC, St. Francis Inc., UnitedHealthcare Insurance Co.

T: 860 251 5037 / F: 860 251 5218

E: lwilliams@goodwin.com

Counsel for Argo Partners T: 213 643 5445 / F: 212 643 6401 E: courts@argopartners.net David K. Eldan Hutchison B. Meltzer Kenneth K Wang State of California Dept. of Justice 300 South Spring Street, Suite 1702 Los Angeles, CA 90013

Kerry L Duffy Bartko Zankel Bunzel & Miller One Embarcadero Center, Suite 800 San Francisco, CA 94111

Lee F. Hoffman Law Office of B.J. Fadem & Associates 111 West Saint John Street, Suite 700 San Jose, CA 95113

Julie H. Rome-Banks Binder Malter Harris & Rome-Banks LLP 2775 Park Avenue Santa Clara, CA 95050

David B. Shemano 1801 Century Park East, Suite 2500 Los Angeles, CA 90067

Christopher A. Minier Ringstad & Sanders LLP 3070 Bristol Street, Suite 640 Costa Mesa, CA 92626

Gregory A. Rougeau Brunetti Rougeau LLP 400 Montgomery Street, Suite 1000 San Francisco, CA 94104

Kevin M. Eckhardt 16474 Sunset Boulevard Pacific Palisades, CA 90272

Robert A. Rich Hunton Andrews Kurth LLP 200 Park Avenue New York, NY 10166

Eric J. Fromme Scott Schoeffel Adam G. Wentland Theodora Oringher PC 535 Anton Boulevard, 9th Floor Costa Mesa, CA 92626-7109 Counsel for Attorney General for the State of California, California Dep't of Health Care Services T: 213 269 6041 / F: 916 731 2145 E: david.eldan/hutchison.meltzer/Kenneth.wang @doj.ca.gov

Special Counsel T: 415 956 1900 / F: 415 956 1152 E: kduffy@bartkolaw.com

Counsel for Anthony Barajas, Sydney Thomson T: 408 280 1220 / F: 408 971 9940 E: leehoffmanjd@gmail.com

Counsel for Bay Area Surgical Management, LLC T: 408 295 1700 E: julie@bindermalter.com

Counsel for Bayer Healthcare LLC, Jarmaine Johns, Iris Lara, Tanya Llera, Ernesto Madrigal, Waheed Wahidi T: 310 492 5033

E: dshemano@shemanolaw.com

Counsel for Belfor USA Group, Inc. T: 949 851 7450 E: cminier@go2.law

Counsel for Bio-Medical Applications of California, Inc., Diem Anh Cao, Gregory Armand Spectra Laboratories T: 415 291 8426

E: grougeau@brlawsf.com

Counsel for C.R. Bard, Inc., Eurofins VRL, Inc., Smith & Nephew, Inc.
T: 704 819 0976 / F: 213 532 2020

T: 704 819 0976 / F: 213 532 2020 E: kevin.eckhardt@gmail.com

Counsel for C.R. Bard, Inc., Eurofins VRL, Inc., Smith & Nephew, Inc.

T: 213 532 2000

E: rrich2@huntonak.com

Counsel for CHHP Holdings II, LLC, CPH Hospital Management, LLC, Eladh, L.P., Gardena Hospital L.P. T: 714 549 6200 / F: 714 549 6201 E: efromme/awentland@tocounsel.com

Allison R. Axenrod Claims Recovery Group LLC 92 Union Avenue Cresskill, NJ 07626

Joan Huh CA Department of Tax and Fee Admin. 450 N Street, MIC:82 Sacramento, CA 95814

Jacob Beiswenger O'Melveny & Myers LLP 400 South Hope Street, 18th Floor Los Angeles, CA 90019

Kyrsten Skogstad California Nurses Ass'n Legal Dep't 155 Grand Avenue Oakland, CA 94612

Stephen D. Lee Richards, Watson & Gershon 350 South Grand Avenue, Suite 3700 Los Angeles, CA 90071

Debra Riley Allen Matkins Leck Gamble Mallory & Natsis 600 West Broadway, 27th Floor San Diego, CA 92101-0903

Daniel Varon The Zalkin Law Firm, PC 10590 W Ocean Air Drive, Suite 125 San Diego, CA 92130

Andy J. Epstein 20211 Spectrum Irvine, CA 92618

Matthew J. Olson Dorsey & Whitney LLP 167 Hamilton Avenue, Suite 200 Palo Alto, CA 94301

Elan S. Levey Federal Building, Suite 7516 300 North Los Angeles Street Los Angeles, CA 90012

Counsel for CRG Financial LLC T: 201 266 6988 / F: 201 266 6985 E: allison@claimsrecoveryllc.com

Counsel for California Dep't of Tax & Fee Administration T: 916 323 3250 / F: 916 323 3387 E: joan.huh@cdtfa.ca.gov

Counsel for California Governor's Office of Emergency Services

T: 213 430 6000 / F: 213 430 6407 E: jbeiswenger@omm.com

Counsel for California Nurses Ass'n T: 510 273 2200 / F: 510 663 4822 E: kskogstad@calnurses.org

Counsel for California Statewide Communities **Development Authority** T: 213 626 8484 / F: 213 626 0078 E: slee@rwglaw.com

Counsel for California Statewide Communities **Development Authority** T: 619 235 1520 / F: 619 233 1158 E: driley@allenmatkins.com

Counsel for Cindy Campbell T: 858 259 3011 E: daniel@zalkin.com

Counsel for Renee Elizabeth Capizzi, Rosa Carcamo, Ivonne Engelman T: 619 846 7369 / F: 866 212 7227 E: taxcpaesq@gmail.com

Counsel for Care Ambulance Service, Inc. T: 650 843 2744 / F: 650 618 1913 E: olson.matt@dorsey.com

Counsel for Centers for Medicare & Medicaid Services, Federal Communications Commission, Pension Benefit Guaranty Corp., U.S. Dep't of Health & Human Services, United States of America

T: 213 894 3997 / F: 213 894 7819

E: elan.levey@usdoj.gov

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Leslie A. Berkoff Moritt Hock & Hamroff LLP 400 Garden City Plaza Garden City, NY 11530

Lawrence J. Hilton
One LLP

4000 MacArthur Boulevard, East Tower, Suite 500

Newport Beach, CA 92660

J. Scott Bovitz Bovitz & Spitzer 1100 Wilshire Boulevard, Suite 2403 Los Angeles, CA 90017-1961

Marcus Colabianchi Duane Morris LLP One Market Plaza, Spear Street Tower, Suite 2200 San Francisco, CA 94105-1127

Jeffrey C. Wisler Connolly Gallagher LLP 1000 West Street, Suite 1400 Wilmington, DE 19801

Richard J. Reynolds Burke Williams & Sorensen LLP 1851 East 1st Street, Suite 1550 Santa Ana, CA 92705

Rose Zimmerman City of Daly City, City Attorney 333 90th Street Daly City, CA 94015

David I. Horowitz
David A. Klein
Kirkland & Ellis LLP
333 South Hope Street
Los Angeles, CA 90071

Peter J. Benvenutti

Jane Kim Keller Benvenutti Kim LLP 425 Market Street, 26th Floor San Francisco, CA 94105

Chane Buck Jones Day 555 South Flower Street, 50th Floor Los Angeles, CA 90071 Counsel for Centinel Spine LLC T: 516 873 2000 / F: 516 873 2010 E: lberkoff@moritthock.com

Counsel for Cerner Corp., Maxim Healthcare Services, Inc.

T: 949 502 2876 / F: 949 258 5081

E: Ihilton@onellp.com

Counsel for Children's Hospital Los Angeles

T: 213 346 8300 / F: 213 928 4174 E: bovitz@bovitz-spitzer.com

Counsel for Chubb Companies T: 415 957 3000 / F: 415 591 1400 E: mcolabianchi@duanemorris.com

Counsel for Cigna Healthcare of California, Inc., Llife Insurance Co. of North America

T: 302 888 6258

E: jwisler@connollygallagher.com

Counsel for City of Daly City T: 949 863 3363 / F: 949 863 3350 E: jwisler@connollygallagher.com

Counsel for City of Daly City T: 650 991 8122 / F: 650 991 5759 E: rzimmerman@dalycity.org

Counsel for Conifer Health Solutions, LLC T: 213 680 8400 / F: 213 680 8500 E: david.horowitz/david.klein@kirkland.com

Counsel for County of San Mateo
T: 415 496 6723 / F: 510 834 2410
E: pbenvenutti/jkim@kellerbenvenutti.com

Courtesy NEF

T: 213 243 2649 / F: 213 243 2539

E: Chane.b46@gmail.com

Michael G. Fletcher Frandzel Robins Bloom & Csato LC 1000 Wilshire Boulevard, 19th Floor Los Angeles, CA 90017-2427

Matthew B. Holbrook Sheppard Mullin Richter & Hampton 650 Town Center Drive, 10th Floor Costa Mesa, CA 92626

William E. Ireland Haight Brown & Bonesteel 555 South Flower Street, 45th Floor Los Angeles, CA 90071

Meredith King Higgs Fletcher & Mack 401 West A Street, Suite 2600 San Diego, CA 92101

David S. Kupetz Locke Lord LLP 300 South Grand Avenue, Suite 2600 Los Angeles, CA 90071

Mary H. Rose Buchalter PC 1000 Wilshire Boulevard, Suite 1500 Los Angeles, CA 90017

Gary F. Torrell Hooper, Lundy & Bookman, P.C. 1875 Century Park East, Suite 1600 Los Angeles, CA 90067

Jason Wallach Gipson Hoffman & Pancione 1901 Avenue of the Stars, 11th Floor Los Angeles, CA 90067

Kirsten A Worley Higgs Fletcher & Mack 401 West A Street, Suite 2600 San Diego, CA 92101-7913

Claire K. Wu Pillsbury Winthrop Shaw Pittman LLP 725 South Figueroa Street, 36th Floor Los Angeles, CA 90017

Michael S. Winsten Winsten Law Group 28 Calle Castillo San Clemente, CA 92673 Courtesy NEF

T: 323 852 1000 / F: 323 651 2577 E: mfletcher@frandzel.com

Courtesy NEF

T: 714 513 5100 / F: 714 513 5130 E: mholbrook@sheppardmullin.com

Courtesy NEF

T: 213 542 8000 / F: 213 542 8100

E: wireland@hbblaw.com

Courtesy NEF

T: 619 236 1551 / F: 619 696 1410

E: mking@fsl.law

Courtesy NEF

T: 213 687 6744 / F: 213 341 6744 E: david.kupetz@lockelord.com

Courtesy NEF

T: 213 891 5727 / F: 213 896 0400

E: mrose@buchalter.com

Courtesy NEF

T: 310 551 8103 / F: 310 551 8181 E: gtorrell@hooperlundy.com

Courtesy NEF

T: 310 556 4660 / F: 310 556 8945

E: jwallach@ghplaw.com

Courtesy NEF

T: 619 236 1551 / F: 619 696 1410

E: worleyk@higgslaw.com

Courtesy NEF

T: 213 488 7100 / F: 213 629 1033 E: claire.wu@pillsburylaw.com

Counsel for DaVita Inc.

T: 949 418 1083 / F: 949 429 3500

E: mike@winsten.com

Phillip K. Wang Rimon Law, P.C. 423 Washington Street, Suite 600 San Francisco, CA 94111

Louis J. Cisz, III Nixon Peabody LLP One Embarcadero Center, 32nd Floor San Francisco, CA 94111

Gerald P. Kennedy Procopio 525 B Street, Suite 2200 San Diego, CA 92101

Shawn C. Groff Mollie Simons Andrew J. Ziaja Leonard Carder, LLP 1999 Harrison Street, Suite 2700 Oakland, CA 94612

Joseph D. Frank 325 North LaSalle Street, Suite 625 Chicago, IL 60654

Alan I. Nahmias Mirman & Bubman & Nahmias LLP 21860 Burbank Boulevard, Suite 360 Woodland Hills, CA 91367

James C. Behrens Alexandra Achamallah Daniel Denny Milbank LLP 2029 Century Park East, 33rd Floor Los Angeles, CA 90067

John Mark Jennings Lisa M. Peters Kutak Rock LLP 5 Park Plaza, Suite 1500 Irvine, CA 92614

Keith C. Owens Michael A. Sweet Joseph Shickich Robert N. Amkraut Trey A. Monsour Fox Rothschild LLP 10250 Constellation Boulevard, Suite 900 Los Angeles, CA 90067 Counsel for Delta Dental of California T: 415 968 2002 E: pwang@strategylaw.com

Counsel for El Camino Hospital, El Camino Medical Associates, P.C. T: 415 984 8320 / F: 415 984 8300 E: lcisz@nixonpeabody.com

Counsel for Emerald Textiles, Emerald Textiles, LLC T: 619 238 1900 / F: 619 515 3202 E: gerald.kennedy@procopio.com

Counsel for Engineers & Scientists of CA Local 20, IFPTE T: 510 272 0169 / F: 510 272 0174 E: aziaja/msimons/sgroff@leonardcarder.com

Counsel for Experian Health fka Passport Health Communications Inc., Experian Health, Inc. T: 312 276 1400 / F: 312 276 0035 E: jfrank@fgllp.com

Counsel for Experian Health fka Passport Health Communications Inc., Experian Health, Inc. T: 818 995 2555 / F: 818 451 4620 E: anahmias@mbn.law

Counsel for FTI Consulting, Inc., Howard Grobstein Liquidating Trustee, Official Committee of Unsecured

Creditors
T: 424 386 4000 / F: 213 892 4736
E: jbehrens/aachamallah/ddenny@milbank.com

Counsel for GE HFS, LLC
T: 949 417 0999 / F: 949 417 5394

E: johnmark.jennings/lisa.peters@kutakrock.com

Counsel for GRM Information Management Services Inc., Messiahic Inc. d/b/a PayJunction, Microsoft Corp., Swinerton Builders, nThrive Solutions, Inc. fka Medassets T: 310 598 4150

E: kowens/msweet/jshickich/ramkraut/tmonsour @foxrothschild.com Sheila Gropper Nelson 456 Montgomery Street, Suite 1300

San Francisco, CA 94104

Gary D. Underdahl

ASK LLP

2600 Egan Woods Drive, Suite 400

Eagan, MN 55121

Barbara R. Gross

Barbara R. Gross, Attorney at Law

420 Spruce Street, Suite B San Diego, CA 92103

Cristina E. Bautista

William B. Freeman

Katten Muchin Rosenman LLP 515 South Flower Street, Suite 1000

Los Angeles, CA 90071-2212

Levi Reuben Uku

Law Offices of Levi Reuben Uku

1055 West 7th Street, Suite 3300

Los Angeles, CA 90017

Craig G. Margulies

Monserrat Morales

Margulies Faith LLP 16030 Ventura Boulevard, Suite 470

Encino, CA 91436

Gregory Kaden

Douglas B. Rosner

Goulston & Storrs PC

400 Atlantic Avenue

Boston, MA 02110

Michael D. Breslauer

401 B Street, Suite 1200

San Diego, CA 92101

Megan A. Rowe

Daponde Simpson Rowe PC

500 Capitol Mall, Suite 2260

Sacramento, CA 95814

Craig N. Haring

Christopher J. Petersen

Blank Rome LLP

2029 Century Park East, 6th Floor

Los Angeles, CA 90067

Counsel for Golden GatePerfusion Inc.

T: 415 362 2221

E: shedoesbklaw@aol.com

Counsel for Howard Grobstein, Trustee, Verity Health

System of California, Inc.

T: 651 406 9665 / F: 651 406 9676

E: gunderdahl@askllp.com

Counsel for Barbara R. Gross

T: 619 782 9233

E: barbara@bgross.law

Counsel for Health Net of California, Inc.

T: 213 788 7450 / F: 213 788 7380

E: cristina.bautista/bill.freeman@kattenlaw.com

Counsel for Sophia Holly-Horton

T: 213 385 0193 / F: 213 385 0576

E: levireuben@gmail.com

Counsel for Hooper Healthcare Consulting LLC

T: 818 705 2777 / F: 818 705 3777

E: craig/monsi@marguliesfaithlaw.com

Counsel for Humana Inc. and its affiliates

T: 617 482 1776 / F: 617 574 4112

E: drosner@goulstonstorrs.com

Counsel for Hunt Spine Institute, Inc.

T: 619 238 4804

E: mbreslauer@swsslaw.com

Interested Party

T: 916 840 5607 / F: 916 840 2299

E: mrowe@dsrhealthlaw.com

Counsel for Infor (US), Inc.

T: 424 239 3481 / F: 424 239 3434

E: charing/chris.petersen@blankrome.com

Mariam Danielyan Law Office of Mariam Danielyan 100 North Brand Boulevard, Suite 3 Glendale, CA 91203

Anna Kordas Jones Day 250 Vesey Street New York, NY 10281

Joseph Corrigan Iron Mountain Information Mgmt., LLC One Federal Street Boston, MA 02111

Steven M. Berman Shumaker, Loop & Kendrick, LLP 101 E Kennedy Boulevard, Suite 2800 Tampa, FL 33602

Gary E. Klausner Monica Y. Kim Jeffrey S. Kwong Levene Neale Bender Yoo & Brill 10250 Constellation Boulevard, Suite 1700 Los Angeles, CA 90067

Christopher E. Prince Lesnick Prince & Pappas LLP 315 West 9th Street, Suite 705 Los Angeles, CA 90015

Ivan L. Kallick Manatt, Phelps & Phillips, LLP 11355 West Olympic Boulevard, 6th Floor Los Angeles, CA 90064

Emily P. Rich Jolene E. Kramer Tracy L. Mainguy Weinberg Roger & Rosenfeld 1001 Marina Village Parkway, Suite 200 Alameda, CA 94501

Anthony Dutra Neal L. Wolf Hanson Bridgett LLP 425 Market Street, 26th Floor San Fransciso, CA 94105 Counsel for Aida Iniguez, Francisco Iniguez T: 818 291 6470 / F: 818 291 6205 E: md@danielvanlawoffice.com

Counsel for Integrity Healthcare, LLC, Verity Health System of California, Inc. T: 212 326 3795

E: akordas@jonesday.com

Counsel for Iron Mountain Information Management, LLC T: 617 535 4744 / F: 617 451 0409

E: bankruptcy2@ironmountain.com

Counsel for KForce, Inc. T: 813 229 7600 / F: 813 229 1660 E: sberman@shumaker.com

Counsel for KPC Global Medical Center of San Mateo County, LLC, Jacob Nathan Rubin (Health Care Ombudsman), Strategic Global Management, Inc.

T: 310 229 3360 / F: 310 229 1244

E: gek/myk/jsk@Inbyg.com

Counsel for Kaiser Foundation Hospitals T: 213 291 8984 / F: 213 463 6596 E: cprince@lesnickprince.com

Interested Party T: 310 312 4000 E: ikallick@manatt.com

Counsel for Lynn C. Morris, Hilda L. Daily, Noe Guzman, SEIU United Healthcare Workers West, Stationary Engineers Local 39, Stationary Engineers Local 39 H&W Trust Fund, Stationary Engineers Local 39 Pension Trust Fund

T: 510 337 1001 / F: 510 337 1023 E: erich/jkramer/bankruptcycourtnotices @unioncounsel.net

Counsel for Local Initiative Health Authority for Los Angeles County, dba L.A. Care Health Plan, San Jose Medical Group, Inc., Sports, Orthopedic & Rehabilitation Assoc.

T: 415 777 3200 / F: 415 541 9366 E: adutra/nwolf@hansonbridgett.com Paul R. Glassman Fred Neufeld Stradling Yocca Carlson & Rauth 10100 Santa Monica Boulevard, Suite 1400 Los Angeles, CA 90067

Kyra E. Andrassy Smiley Wang-Ekvall, LLP 3200 Park Center Drive, Suite 250 Costa Mesa, CA 92626

Benjamin Ikuta Hodes Milman, LLP 9210 Irvine Center Drive Irvine, CA 92618

Lauren A. Deeb Nelson Mullins Riley & Scarborough 19191 South Vermont Avenue, Suite 900 Torrance, CA 90502

Jeffrey Garfinkle Buchalter PC 18400 Von Karman Avenue, Suite 800 Irvine, CA 92612

Michael S. Held Hunton & Williams LLP 1445 Ross Avenue, Suite 3700 Dallas, TX 75202-2799

Michael Hogue Greenberg Traurig LLP 4 Embarcadero Center, Suite 3000 San Francisco, CA 94111

Anna Gumport
Matthew E. Linder
Dennis M. Twomey
John Patrick White
Sidley Austin LLP
555 West 5th Street, Suite 4000
Los Angeles, CA 90013

Michael St. James St. James Law 155 Montgomery Street, Suite 1004 San Francisco, CA 94104-4115

M. Douglas Flahaut Arent Fox, LLP 555 West 5th Street, 48th Floor Los Angeles, CA 90013 Counsel for Long Beach Memorial Medical Center, Premier, Inc. T: 424 214 7021 / F: 424 214 7010 E: pglassman/fneufeld@stradlinglaw.com

Counsel for MGH Painting, Inc., Transplant Connect, Inc. T: 714 445 1000 / F: 714 445 1002 E: kandrassy@raineslaw.com

Counsel for Bill Ma T: 949 640 8222 / F: 949 336 8114 E: bikuta@hml.law

Counsel for McKesson Corp., McKesson Technologies, Inc. n/k/a Change Health Care Technologies, LLC T: 424 221 7400 / F: 424 221 7499 E: lauren.deeb@hoganlovells.com

Counsel for McKesson Corp. T: 949 760 1121 / F: 949 720 0182 E: jgarfinkle@buchalter.com

Counsel for Medecision, Inc. T: 214 468 3334 / F: 214 740 7130 E: mheld@jw.com

Counsel for Medical Anesthesia Consultants Medical Group, Inc., RightSourcing, Inc., Workday, Inc. T: 415 655 1300 / F: 415 707 2010 E: hoguem@gtlaw.com

Counsel for Medical Office Buildings of California, LLC T: 415 655 1300 / F: 415 707 2010 E: agumport@sidley.com

Counsel for Medical Staff of Seton Medical Center T: 415 391 7566 / F: 415 391 7568

E: ecf@stjames-law.com

Counsel for Medline Industries, Inc. T: 213 443 7559 / F: 213 629 7401 E: df@echoparklegal.com

Robert M. Hirsh Lowenstein Sandler LLP 1251 Avenue of the Americas New York, NY 10020

David M. Guess Greenberg Traurig, LLP 18565 Jamboree Road, Suite 500 Irvine, CA 92612

Nathan A Schultz Law Office of Nathan A. Schultz PC 10621 Craig Road Traverse City, MI 49686

Patrick J. Mulligan Breesler, Amery & Ross PC 2001 Park Place, Suite 1500 Birmingham, AL 35203

Mitchell D. Cohen Scott Olson Vedder Price 275 Battery Street, Suite 2464 San Francisco, CA 94111

Lloyd S. Mann 15233 Ventura Boulevard, Suite 714 Sherman Oaks, CA 91403

Shawn M. Christianson Valerie Bantner Peo Buchalter PC 425 Market Street, Suite 2900 San Francisco, CA 94105

Sabrina L Streusand Streusand Landon Ozburn Lemmon LLP Spyglass Point, Suite 320 1801 South MoPac Expressway Austin, TX 78746

Bruce Bennett Jones Day 555 South Flower Street, 50th Floor Los Angeles, CA 90071

R. Gibson Pagter, Jr.
Pagter & Perry Isaacson, APLC
525 North Cabrillo Park Drive, Suite 104
Santa Ana, CA 92701

Counsel for Medline Industries, Inc. T: 212 262 6700 / F: 212 262 7402 E: robert.hirsh@nortonrosefulbright.com

Counsel for Medtronic USA, Inc., NTT DATA Services
Holding Corp.
T: 049 732 6500 / E: 049 732 6501

T: 949 732 6500 / F: 949 732 6501 E: dguess@buchalter.com

Counsel for Microsoft Corp., Swinerton Builders

T: 310 429 7128

E: nschultzesq@gmail.com

Counsel for Musculoskeletal Transplant Foundation

T: 205 820 8235 / F: 205 719 5000 E: pmulligan@bressler.com

Counsel for NFS Leasing Inc. T: 415 749 9500 / F: 415 749 9502 E: scott.olson@bclplaw.com

Counsel for NHP/PMB St. Francis Lynwood Medical Plaza, LLC

T: 818 789 0510 / F: 818 789 0518 E: Lmann@themannlaw.com

Counsel for NTT Data Services, LLC, Oracle America, Inc.

T: 415 227 0900 / F: 415 227 0770 E: cmcintire/vbantnerpeo@buchalter.com

Counsel for NTT Data Services, LLC T: 512 236 9900 / F: 512 236 9904 E: streusand@slollp.com

Counsel for NantHealth, Inc., Nantworks, LLC, The Purchaser, Verity MOB Financing II LLC, Verity MOB Financing LLC

T: 213 489 3939 / F: 213 243 2539 E: bbennett@jonesday.com

Counsel for Princess & Kehau Naope, Quest Diagnostics, Inc.

T: 714 541 6072 / F: 714 541 6897 E: gibson@ppilawyers.com Cecelia Valentine National Labor Relations Board, Region 21 321 North Spring Street, 10th Floor Los Angeles, CA 90012

Steven D. Wyllie National Labor Relations Board 11500 West Olympic Boulevard, Suite 600 Los Angeles, CA 90035

Florice Hoffman Law Office of Florice Hoffman LC 8502 East Chapman Avenue, Suite 353 Orange, CA 92869

Ralph J. Swanson Berliner Cohen 10 Almaden Boulevard, 11th Floor San Jose, CA 95113

Jennifer L. Nassiri Quinn Emanuel Urquhart & Sullivan LLP 865 South Figueroa Street Los Angeles, CA 90017

Giovanni Orantes Orantes Law Firm PC 3435 Wilshire Boulevard, 27th Floor Los Angeles, CA 90010

Eric D. Goldberg DLA Piper LLP 2000 Avenue of the Stars, Suite 400 North Tower Los Angeles, CA 90067

Lawrence A. Jacobson Cohen and Jacobson LLP 900 Veterans Boulevard, Suite 600 Redwood City, CA 94063

Monique D. Jewett-Brewster Hopkins & Carley 70 South 1st Street San Jose, CA 95113

Amir Gamliel Perkins Coie 1888 Century Park East, Suite 1700 Los Angeles, CA 90067 Counsel for National Labor Relations Board T: 213 634 6523 / F: 213 894 2778 E: cecelia.valentine@nlrb.gov

Counsel for National Labor Relations Board, Region 31 T: 310 307 7312 / F: 310 235 7420 E: steven.wyllie@nlrb.gov

Counsel for National Union of Healthcare Workers T: 626 524 5965 / F: 714 282 1179 E: fhoffman@socal.rr.com

Counsel for O'Connor Building LLC T: 408 286 5800 / F: 408 998 5388 E: ralph.swanson@berliner.com

Counsel for Old Republic Insurance Co., et al. T: 213 443 3000 / F: 213 443 3100 E: jnassiri@sheppardmullin.com

Counsel for The Orantes Law Firm, P.C., Seoul Medical Group Inc.
T: 888 619 8222 / F: 877 789 5776

E: go@gobklaw.com

Counsel for Otsuka Pharmaceutical Development & Commercialization, Inc.
T: 310 595 3000 / F: 310 595 3357

T: 310 595 3000 / F: 310 595 3357 E: eric.goldberg@dlapiper.com

Counsel for Michael Pacelli T: 650 261 6280 / F: 650 368 6221 E: laj@cohenandjacobson.com

Counsel for Paragon Mechanical, Inc. T: 408 286 9800 / F: 408 998 4790 E: monique.jewettbrewster@lathropgpm.com

Counsel for Parallon Revenue Cycle Services, Inc. f/k/a
The Outsource Group, Inc., Quadramed Affinity Corp. &
Picis Clinical Solutions Inc.

T: 310 788 3276 / F: 310 843 1246 E: amir-gamliel-9554@ecf.pacerpro.com Lori A. Butler Melissa T. Harris Cameo M. Kaisler Pension Benefit Guaranty Corp. 445 12th Street, S.W. Washington, DC 20024

Angela Z. Miller Phillips Lytle LLP One Canalside 125 Main Street Buffalo, NY 14203

Thomas M. Geher Marianne Martin Jeffer Mangles Butler & Mitchell LLP 1900 Avenue of the Stars, 7th Floor Los Angeles, CA 90067

Kerri A. Lyman Jeffrey M. Reisner Steptoe & Johnson LLP 633 West 5th Street, Suite 1900 Los Angeles, CA 90071

Jason D. Strabo McDermott Will & Emery LLP 2049 Century Park East, 38th Floor Los Angeles, CA 90067

Sasha M. Gurvitz Klee Tuchin Bogdanoff & Stern LLP 1999 Avenue of the Stars, 38th Floor Los Angeles, CA 90067

Schuyler Carroll Manatt, Phelps & Phillips 7 Times Square New York, NY 10036

Karl E. Block
Bernard R. Given, II
Benjamin R. King
Noah Weingarten
Loeb & Loeb LLP
10100 Santa Monica Boulevard, Suite 2200
Los Angeles, CA 90067

Simon Aron Wolf, Rifkin, Shapiro & Schulman LLP 11400 West Olympic Boulevard, 9th Floor Los Angeles, CA 90064-1565

Richard A. Lapping 540 Pacific Avenue San Francisco, CA 94133 Counsel for Pension Benefit Guaranty Corp.
T: 202 326 4020 / F: 202 326 4112
E: butler.lori/harris.melissa/salembier.cameo@pbgc.gov

Counsel for Phillips Lytle LLP T: 716 847 7060 / F: 716 852 6100 E: amiller@phillipslytle.com

Counsel for Premier, Inc. T: 310 203 8080 / F: 310 203 0567 E: tmg/mmartin@jmbm.com

Counsel for Prime Healthcare Management, Inc. T: 213 439 9423 / F: 213 429 9599 E: klyman/jreisner@steptoe.com

Counsel for Prime Healthcare Services, Inc., U.S. Bank N.A. as Indenture Trustee T: 310 788 4125 / F: 310 277 4730 E: jstrabo@mwe.com

Counsel for Prospect Medical Holdings, Inc. T: 310 407 4032 / F: 310 407 9090 E: sgurvitz@ktbslaw.com

Counsel for Quadramed Affinity Corp. & Picis Clinical Solutions Inc.
T: 212 790 4521
E: SCarroll@manatt.com

Counsel for Quadramed Affinity Corp. & Picis Clinical Solutions Inc., SCAN Health Plan T: 310 282 2000 / F: 310 282 2200 E: kblock/bgiven/bking/nweingarten@loeb.com

Counsel for RCB Equities #1, LLC T: 310 478 4100 / 310 479 14221 E: saron@wrslawyers.com

Counsel for Retirement Plan for Hospital Employees T: 415 399 1015 / 415 399 1038 E: richard.lapping@gmail.com Mark A. Serlin

900 Howe Avenue, Suite 250 Sacramento. CA 95825

Stephen F Biegenzahn

Law Offices of Stephen F. Biegenzahn

Ste. 304

Pasadena, CA 92614-5869

Kayla D. Britton

Faegre Drinker Biddle & Reath LLP 600 East 96th Street, Suite 600

Indianapolis, IN 46240

Tarifa Laddon

Faegre Drinker Biddle & Reath LLP 1800 Century Park East, Suite 1500

Los Angeles, CA 90067

David M. Powlen Kevin Collins

Barnes and Thornburg LLP

1000 North West Street, Suite 1500

Wilmington, DE 19801

James A. Hayes, Jr.

Zinser Hayes

23 Corporate Plaza, Suite 150 Newport Beach, CA 92658

Virginia Hoyt

State Compensation Insurance Fund

5880 Owens Drive

Pleasanton, CA 94588

Steven G. Polard

Ropers Majeski PC

445 South Figueroa Street, Suite 3000

Los Angeles, CA 90071

Akop J. Nalbandyan

Levin & Nalbandyan LLP

811 Wilshire Boulevard, Suite 800

Los Angeles, CA 90017

David N. Crapo Gibbons PC

One Gateway Center

Newark, NJ 07102

Gregory M. Salvato Salvato Boufadel LLP

777 South Figueroa Street, Suite 2800

Los Angeles, CA 90017

Counsel for RightSourcing, Inc. T: 916 446 0790 / 916 446 0791

E: ms@swllplaw.com

Counsel for Josefina Robles

T: 213 925 7395 / F: 626 744 3167

E: steve@sfblaw.com

Counsel for Roche Diagnostics Corp.

T: 317 569 9600 / F: 317 569 4800

E: kayla.britton@faegredrinker.com

Counsel for Roche Diagnostics Corp.

T: 310 203 4000 / F: 310 229 1285

E: tarifa.laddon@faegredrinker.com

Counsel for Roche Diagnostics Corp.

T: 302 300 3434 / F: 302 300 3456

E: david.powlen/kevin.collins@btlaw.com

Counsel for Royal West Development, Inc.

T: 949 566 8505 / F: 949 209 0315

E: jhayes@zinserhayes.com

Counsel for State Compensation Insurance Fund

T: 925 416 7405 / F: 925 523 5670

E: scif.legal.bk@scif.com

Counsel for Schwalb Consulting, Inc.

T: 213 312 2044 / F: 213 312 2001

E: steven.polard@ropers.com

Counsel for Jason Michael Shank

T: 213 232 4848 / F: 213 232 4849

E: jnalbandyan@LNtriallawyers.com

Counsel for Sharp Electronics Corp. T: 973 596 4500 / F: 973 596 6333

E: dcrapo@gibbonslaw.com

Counsel for Cynthia Sorto

T: 213 484 8400

E: gsalvato@salvatoboufadel.com

Brian D. Huben
Dustin P. Branch
Charles E. Nelson
Ballard Spahr LLP
2029 Century Park East, Suite 1400
Los Angeles, CA 90067-2915

Lauren T. Attard Jimmy D. Parrish Baker & Hostetler LLP 11601 Wilshire Boulevard, Suite 1400 Los Angeles, CA 90025

Nathaniel M. Leeds Mitchell Leeds, LLP 555 California Street, Suite 4925 San Francisco, CA 94104

Lori L. Purkey Purkey & Assoc PLC 2251 East Paris Avenue SE, Suite B Grand Rapids, MI 49546

Ori Katz 4 Embarcadero Center, 17th Floor San Francisco, CA 94111

Robert S. Lampl Law Office of Robert S. Lampl 21031 Ventura Boulevard, Suite 640 Woodland Hills, CA 91364-2203

Terrel Ross TR Capital Management LLC 265 Sunrise Highway, Suite 42 Rockville Center, NY 11570

Jeff D. Kahane Robert Kum Duane Morris LLP 865 South Figueroa Street, Suite 3100 Los Angeles, CA 90017

Howard Camhi Michelman & Robinson, LLP 10880 Wilshire Boulevard, 19th Floor Los Angeles, CA 90024

John R. O'Keefe, Jr. Metz Lewis Brodman Must O'Keefe LLC 535 Smithfield Street, Suite 800 Pittsburgh, PA 15222 Counsel for Southeast Medical Center, LLC & Slauson Associates of Huntington Park, LLC, Wells Fargo Bank, N.A., as indenture trustee T: 424 204 4353 / F: 424 204 4350

E: hubenb/branchd/nelsonc@ballardspahr.com

Counsel for SpecialtyCare Cardiovascular Resources, LLC T: 310 820 8800 / F: 310 820 8859 E: lattard/jparrish@bakerlaw.com

Counsel for Christopher Steele T: 415 659 1555 / F: 415 276 9099 E: nathaniel@mitchelllawsf.com

Counsel for Stryker Corp.
T: 616 940 0553 / F: 616 940 0554
E: bareham@purkeyandassociates.com

Counsel for Sunquest Information Systems, Inc. T: 415 774 3238 / F: 415 434 3947 E: okatz@sheppardmullin.com

Counsel for Surgical Information Systems, LLC, Darryl S. Laddin Sysco Los Angeles, Inc. T: 818 226 5662 / F: 818 226 5671 E: advocate45@aol.com

Counsel for TR Capital Management LLC T: 516 255 1801 / F: 516 255 1803 E: tross@trcmllc.com

Counsel for The Chubb Companies T: 213 689 7400 E: jkahane@duanemorris.com

Counsel for The Huntington National Bank T: 310 299 5500 / F: 310 299 5600 E: hcamhi@mrllp.com

Counsel for The Huntington National Bank T: 412 918 1100 / F: 412 918 1199 E: jokeefe@metzlewis.com

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Paul J. Pascuzzi Jason E. Rios Felderstein Fitzgerald Willoughby Pascuzzi 500 Capitol Mall Suite 2250

500 Capitol Mall Suite 2250 Sacramento, CA 95814

Paul J. Leeds 401 West A Street, Suite 2600 San Diego, CA 92101

Kevin Meek Robins Kaplan LLP 2049 Century Park East, Suite 3400 Los Angeles, CA 90067

Abigail V. O'Brient Mintz Levin Cohn Ferris Glovsky & Popeo, PC 2029 Century Park East, Suite 3100 Los Angeles, CA 90067

Aaron Davis Sharon Z. Weiss Bryan Cave LLP 161 North Clark Street, Suite 4300 Chicago, IL 60601

Seth B. Shapiro
United States Department of Justice
1100 L Street N.W., 10th Floor Rm 10012
Washington, DC 20005

Alvin Mar David Samuel Shevitz Hatty K. Yip Office of the United States Trustee 915 Wilshire Boulevard, Suite 1850 Los Angeles, CA 90017

J. Alexandra Rhim Hemar, Rousso & Heald, LLP 15910 Ventura Boulevard, 12th Floor Encino, CA 91436

Anthony Bisconti Bienert Katzman PC 601 West 5th Street, Suite 720 Los Angeles, CA 90071

Lisa Lenherr Wendel Rosen LLP 1111 Broadway, 24th Floor Oakland, CA 94607 Counsel for Toyon Associates, Inc. T: 916 329 7400 E: ppascuzzi/jrios@ffwplaw.com

Counsel for Transplant Management Group, LLC T: 619 236 1551 / F: 619 696 1410 E: pleeds@fsl.law

Counsel for U.S. Bank N.A. as Indenture Trustee T: 310 552 0130 / F: 310 229 5800 E: kmeek@robinskaplan.com

Counsel for UMB Bank, N.A., as master indenture trustee and Wells Fargo Bank, N.A., as indenture trustee T: 310 586 3200 / F: 310 586 3202

E: aobrient@cov.com

Counsel for US Foods, Inc.
T: 310 576 2100 / F: 310 576 2200
E: aaron.davis@bryancave.com
sharon.weiss@bclplaw.com

Counsel for United States Department of Health and Human Services
T: 202 514 7164 / F: 202 307 0494
E: seth.shapiro@usdoj.gov

Counsel for United States Trustee (LA)
T: 213 894 4219 / F: 213 894 2603
E: alvin.mar/david.s.shevitz/hatty.yip@usdoj.gov

Counsel for University of Southern California T: 818 907 3135 / F: 818 501 2985

E: arhim@lakklawyers.com

Counsel for VHS Liquidating Trust T: 213 528 3400 / F: 949 369 3701 E: tbisconti@bklwlaw.com

Counsel for Varian Medical Systems, Inc. T:

E: llenherr@fennemorelaw.com

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Shirley Cho Steven J. Kahn Pachulski Stang Ziehl & Jones LLP 10100 Santa Monica Boulevard, 13th Floor Los Angeles, CA 90067-4100 Counsel for Verity Health System of California, Inc. T: 310 277 6910 / F: 310 201 0760 E: scho/skahn@pszjlaw.com

Kerry L. Duffy Bartko Zankel Bunzel & Miller One Embarcadero Center, Suite 800 San Francisco, CA 94111 Counsel for Verity Health System of California, Inc. T: 415 956 1900 / F: 415 956 1152 E: kduffy@bartkolaw.com

Lawrence B. Gill Nelson Hardiman LLP 1100 Glendon Avenue, Suite 1400 Los Angeles, CA 90024 Counsel for Verity Health System of California, Inc. T: 310 203 2800 / F: 310 203 2727 E: lgill@nelsonhardiman.com

Mary H. Haas Davis Wright Tremaine LLP 865 South Figueroa Street, Suite 2400 Los Angeles, CA 90017 Counsel for Verity Health System of California, Inc. T: 213 633 6800 / F: 213 633 6899 E: maryhaas@dwt.com

William C. Beall Beall and Burkhardt, APC 1114 State Street, Suite 200 Santa Barbara, CA 93101 Counsel for Wave Form Systems, Inc. T: 805 966 6774 / F: 805 963 5988 E: will@beallandburkhardt.com

David K, Eldan James M. Toma State of California Dep't of Justice 300 South Spring Street, Suite 1702 Los Angeles, CA 90013

Counsel for Xavier Becerra, Attorney General of California T: 213 269 6041 / F: 916 731 2145 E: david.eldan/james.toma@doj.ca.gov

Richard W. Esterkin 300 South Grand Avenue, 22nd Floor Los Angeles, CA 90071-3132

Counsel for Zimmer US, Inc. T: 213 612 2500 / F: 213 612 2501 E: richard.esterkin@morganlewis.com

2. <u>SERVED BY UNITED STATES MAIL</u>: On <u>April 4, 2025</u>, I served the following persons and/or entities at the last known addresses in this case 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 <u>will be completed</u> no later than 24 hours after the document is filed.

Richard Reding ASK LLP 2600 Eagan Woods Drive, Suite 400 St Paul, MN 55121 Counsel for ASK LLP

David A. Rosenzweig Norton Rose Fulbright US LLP 1301 Avenue of the Americas New York, NY 10019-6022 Counsel for AT&T Corp., AT&T Services, Inc. & their affiliates
T: 212 318 3035
E:

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Samuel C. Wisotzkey Kohner, Mann & Kailas SC Washington Building, 2nd Floor 4650 North Port Washington Road Milwaukee, WI 53212-1077 Counsel for Abbott Laboratories Inc.

Scott A. Zuber CSG Law 105 Eisenhower Parkway Roseland, NJ 07068 Counsel for Cardinal Health T: 973 325 1500 / F: 973 530 2246 E: szuber@csglaw.com

Elizabeth Berke-Dreyfuss Wendel, Rosen, Black & Dean 1111 Broadway 24th Floor Oakland, CA 94607 Counsel for Center for Dermatology, Cosmetic and Laser Surgery

T: 510 834 6600

E: edreyfuss@wendel.com

Drew S. McGehrin Wendy M. Simkulak Duane Morris LLP 30 South 17th Street Philadelphia, PA 19102 Counsel for Chubb Companies

Gregory F. Pesce Scott J. Vail Kirkland & Ellis LLP 333 West Wolf Point Plaza Chicago, IL 60654 Counsel for Conifer Health Solutions, LLC

Nathan F Coco, James Kapp & Megan Preusker McDermott Will & Emery 444 West Lake Street Chicago, IL 60606-0029 Counsel for County of Santa Clara; U.S. Bank National Association, not individually, but as Indenture Trustee T: 312 372 2000 / 312 984 7700

Kamilah Holmes Belal Hamideh Law PC 111 West Ocean Boulevard, Suite 424 Long Beach, CA 90802 Counsel for Ebtissam Saleh et al T: 562 276 2140

Martha Dahdah Law Office of Martha Dahdah 4040 Almond Street Riverside, CA 92501 Counsel for Federico Fuentes, Irene Fuentes

Steven C. Peck Law Offices of Steven C. Peck 6454 Van Nuys Boulevard, Suite 150 Van Nuys, CA 91401 Counsel for Myung Soo Han T: 818 756 2022 / F: 818 908 1158

Kristina Paszek San Mateo County Counsel's Office 400 County Center, 6th Floor Redwood City, CA 94063 Counsel for Health Plan of San Mateo T: 650 363 4989

Bruce J. Highman 582 Market Street, Suite 1212 San Francisco, CA 94104

Rachel C. Quimby
Daglian Law Group APLC
701 North Brand Boulevard, Suite 610
Glendale. CA 91203

Phillip G. Vermont Randick O'Dea & Tooliatos LLP 5000 Hopyard Road, Suite 225 Pleasanton, CA 94588

Dennis H. Boothe Dennis H. Boothe Inc. 49179 Cochran Drive Indio, CA 92201-8101

Margaret M Anderson Ryan Schultz Fox Swibel Levin & Carroll LLP 200 West Madison Street Chicago, IL 60606

Marshall F. Goldberg Glass & Goldberg 22917 Burbank Boulevard Woodland Hills, CA 91367

Kevin P. Duthoy 13215 East Penn Street Suite 510 Whittier, CA 90602-1797

Matthew S. Walker Pillsbury Winthrop Shaw Pittman LLP 12255 El Camino Réal, Suite 300 San Diego, CA 92130

Nelson C. Barry, III Law Offices of Nelson C. Barry, III 5228 Diamond Heights Boulevard San Francisco, CA 94131

John D. Penn Perkins Coie LLP 500 North Akard Street, Suite 3300 Dallas, TX 75201 Counsel for Mary Meeko

Counsel for Noble Williams T: 818 545 7700 / F: 818 545 3700

Counsel for O'Connor Health Center 1, a California Limited Partnership
T: 925 460 3700 / F: 925 460 0969

Counsel for Elisa O'Halloran T: 661 513 7877

Counsel for Old Republic Insurance Company, et al

Counsel for Phillips Medical Capital & Phillips Medical Capital LLC
T: 818 888 2220 / F: 818 888 2229

E: mgoldberg@glassgoldberg.com

Counsel for PIH Health Hospital – Downey and PIH Health Hospital – Whittier T: 562 698 9771

Counsel for Packard Children's Health Alliance, Stanford Blood Center, LLC, Stanford Health Care, Stanford Health Care Advantage, The Board of Trustees of the Leland Stanford Junior University, University Healthcare Alliance

T: 619 234 5000 / F: 858 509 4010 E: matthewswalker1@gmail.com

Counsel for Theodore Parada MD T: 415 587 0550 / F: 415 587 1211

Counsel for Parallon Revenue Cycle Services, Inc. f/k/a The Outsource Group, Inc. John D. Elrod Greenberg Traurig, LLP Terminus 200, 3333 Piedmont Road NE, Suite 2500 Atlanta, GA 30305 Counsel for RightSourcing, Inc., Workday, Inc.

Christian T. Kim Dumas & Kim, APC, 915 Wilshire Boulevard, Suite 1775 Los Angeles, CA 90017-3575 Counsel for Irene Rodriguez
T: 213 368 5000 / F: 213 368 5009

E: ckim@dumas-law.com

Daniel B. Besikof Loeb & Loeb LLP 345 Park Avenue New York, NY 10154-0004 Counsel for SCAN Health Plan T: 212 407 4129

Shannon E. Daily Hunton Andrews Kurth LLP 951 East Byrd Street Richmond, VA 23219-4074 Counsel for Smith & Nephew, Inc.

Judy D. Thompson J.D. Thompson Law P.O. Box 33127 Charlotte, NC 28233 Counsel for Sodexo, Inc.

Robert G. Harris Binder & Malter, LLP 2775 Park Avenue Santa Clara, CA 95050 Counsel for Software Information Systems, LLC T: 408 295 1700 / F: 408 295 1531

E: rob@bindermalter.com

Lorraine K. Hall Law Offices of Michael D. Gonzalez 101 North Brand Boulevard, Suite 1880 Glendale, CA 91203 Counsel for St Francis Medical Center

Donald R Kirk John Ryan Yant Carlton Fields Jorden Burt, P.A. 4221 West Boy Scout Boulevard, Suite 1000 Tampa, FL 33607-5780 Counsel for St. Vincent IPA Medical Corporation

Jason M. Reed, Clark T. Whitmore Maslon LLP 225 South 6th Street, Suite 2900 Minneapolis, MN 55402 Counsel for U.S. Bank National Association, not individually, but as Indenture Trustee T: 612 672 8200 / F: 612 642 8301

Daniel S. Bleck Ian A .Hammel Mintz Levin Cohn Ferris Glovsky & Popeo, PC One Financial Center Boston, MA 02111 Counsel for UMB Bank, N.A., as master indenture trustee and Wells Fargo Bank, National Association, as indenture trustee Paul J. Ricotta [retired]
Kaitlin R. Walsh
Mintz Levin Cohn Ferris Glovsky & Popeo, PC
919 Third Avenue
New York, NY 10022

Counsel for UMB Bank, N.A., as master indenture trustee and Wells Fargo Bank, National Association, as indenture trustee

David E. Ahdoot Joseph A. Kohanski Bush Gottlieb 801 North Brand Boulevard, Suite 950 Glendale, CA 91203 Counsel for United Nurses Associations of CA/Union of Health Care Professionals
T: 818 973 3200 / F: 818 973 3201
E: dahdoot/jkohanski@bushgottlieb.com

Eric S. Goldstein Shipman & Goodwin LLP One Constitution Plaza Hartford, CT 06103 Counsel for UnitedHealthcare Insurance Company T: 860 251 5059

Benjamin Rosenblum Peter Saba Jones Day 250 Vesey Street New York, NY 10281 Counsel for Verity MOB Financing II LLC, Verity MOB Financing LLC
T: 212 326 3939 / F: 212 755 7306

William P. Wassweiler Ballard Spahr LLP 80 South 8th Street, Suite 2000 Minneapolis, MN 55402 Counsel for Wells Fargo Bank, National Association, as indenture trustee

Joshua K. Partington Snell & Wilmer 600 Anton Boulevard, Suite 1400 Costa Mesa, CA 92626 Counsel for Wells Fargo Vendor Financial Services, LLC T: 714 427 7000 / F: 714 427 7799 E: jpartington@swlaw.com

Thomas J. Polis Polis & Associates, APLC 19800 MacArthur Boulevard, Suite 1000 Irvine, CA 92612-2433 Counsel for Florencio Zabala; Maria Zavala T: 949 862 0040 / F: 949 862 0041 E: tom@polis-law.com

American National Red Cross 2025 E Street NW Washington, DC 20006 Arent Fox LLP 555 West 5th Street, 48th Floor Los Angeles, CA 90013

Arup Laboratories c/o Fennemore Dowling Aaron Attn: Don Pool 8080 North Palm Avenue, 3rd Floor Fresno, CA 93711 Cain Brothers, a division of KeyBanc Capital Markets One California 1 California Street San Francisco, CA 94111

Lindsey Chow Susan Chan Chow 1662½ Cortez Street Los Angeles, CA 90026 Maximo Correa & Hernandez Iris % Raymond Ghermezian, APLC 8383 Wilshire Boulevard, Suite 1030 Beverly Hills, CA 90211-2409

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de ar ju	Honorable Sheri Blueb Edward R. Roybal Fed 255 E. Temple Street, Los Angeles, CA 9001	no later than 12:00 noon after the dond eral Building and Courthouse Suite 1652 / Courtroom 1645 2	declaration that personal or next business day delivery to the ocument is filed.   □ Until further notice, on all matters except for evidentiary hearings, no judge's copies are required unless specifically requested by chambers  □ By Messenger w/NEF behind  □ By Next Business Day  □ By Facsimile to  □ By Email to mb_chambers@cacb.uscourts.gov  ed States that the foregoing is true and correct.  /s/ Geoffrey M. Miller
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2	SERVED BY DEDOOR	IAI DELIVEDY NEVT DUCINES	DAV EACCIMII E TRANSMISSION OR EMAIL . Durancest to
	Pittsburgh, PA 15222	miles ballaring	Chicago, IL 60606-0089
	Teletracking Technolog 336 Fourth Ave., The 1		DLA Piper LLP US 444 West Lake Street, Suite 900
	Kimberly G. Roberts		Jade M Williams
			Sacramento, CA 95826
	Sherman Oaks, CA 91	403	20 Bicentennial Circle
	4955 Van Nuys Boulev		Dreyer Babich Buccola Wood Campora
	J. Nathan Ruben		Lisa Swain
	,		Los Angeles, CA 90071
	Rosemead, CA 91770	4 <del>0</del>	355 South Grand Avenue, Suite 2900
	Natalie Nguyen 4302 Rio Hondo Avenu	10	Christopher Rivas Reed Smith
			·
	Irvine, CA 92618		11 East 26th Street, 12th Floor New York, NY 10010
	52 Discovery		Reorg Research Inc.
	Masimo Corporation		Ramon Naguiat
	Temecula, CA 92590		Denver, CO 80209
	44000 Winchester Roa	nd	990 South Broadway, Suite 100
	FFF Enterprises, Inc.		HSS Inc.
			Woodland Hills, CA 91367-6554
	Eagan, MN 55121		5850 Canoga Avenue, 4th Floor
	655 Loan Oak Drive		% Katz Law, APC
	Ecolab Institutional		Refugio Estrada