

1 SAMUEL R. MAIZEL (SBN 189301)  
samuel.maizel@dentons.com  
2 TANIA M. MOYRON (SBN 235736)  
tania.moyron@dentons.com  
3 REBECCA M. WICKS (SBN 313608)  
rebecca.wicks@dentons.com  
4 DENTONS US LLP  
601 South Figueroa Street, Suite 2500  
5 Los Angeles, California 90017-5704  
Telephone: 213 623-9300  
6 Facsimile: 213 623-9924

7 Attorneys for the Chapter 11 Debtor  
and Debtor in Possession

8  
9 **UNITED STATES BANKRUPTCY COURT**  
10 **SOUTHERN DISTRICT OF CALIFORNIA**

11  
12 In re

13 **BORREGO COMMUNITY**  
14 **HEALTH FOUNDATION,**

15 Debtor and Debtor  
in Possession.

Case No. 22-02384-11

Chapter 11 Case

**FINAL APPLICATION OF DENTONS  
US LLP FOR ALLOWANCE AND  
PAYMENT OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES,  
INCLUDING FOR THE PERIOD  
AUGUST 1, 2023, THROUGH  
FEBRUARY 14, 2024**

Judge: Honorable Laura S. Taylor

Date: June 12, 2024

Time: 10:00 a.m. PDT

Location: Department 3

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

22  
23  
24  
25  
26  
27  
28



1 CSD 1143 (04/28/96)

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

4 DEBTOR: Borrego Community  
 5 Health Foundation  
 6 CASE NO.: 22-02384

PETITION DATE: September 12, 2022

7 **FEE APPLICATION SUMMARY**

8  
 9 APPLICANT: Dentons US LLP

REPRESENTING: Debtor

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

CATEGORIES	August 1, 2023 – February 14, 2024 (APPLICATION PERIOD)	
	HOURS	AMOUNT REQUESTED
Administration	1.30	\$1,040.00
Case Administration	66.30	\$49,280.10
Asset Analysis and Recovery	2.50	\$2,000.00
Asset Disposition	27.90	\$21,010.30
Relief from Stay/Adequate Protection Proceedings	2.40	\$1,546.00
Meetings of/and Communications with Creditors	2.30	\$1,390.00
Fee/Employment Applications	152.80	\$86,141.00
Assumption/Rejection of Leases and Contracts	14.60	\$9,645.60
Other Contested Matters (excl. assumption/rejection motions)	17.50	\$12,385.00
Non-Working Travel	2.30	\$1,449.00

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

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

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

CATEGORIES	August 1, 2023 – February 14, 2024 (APPLICATION PERIOD)	
	HOURS	AMOUNT REQUESTED
Business Operations	2.40	\$1,512.00
Employee Benefits/Pension	2.50	\$1,725.20
Financing/Cash Collections	8.10	\$6,480.00
Board of Directors Matters	10.70	\$7,693.00
Claims and Plan	0.20	\$99.90
Claims Administration and Objections	138.10	\$96,544.45
Plan and Disclosure Statement (incl. Business Plan)	481.10	\$328,886.85
DHCS Litigation	24.10	\$16,867.00
Employee Matters	38.30	\$29,736.50
MED/CMS	0.80	\$640.00
Reporting	0.80	\$273.60
<b>TOTALS:</b>	<b>997</b>	<b>\$676,345.50</b>
<b>LESS ADJUSTMENT:</b>		<b>(\$1,449.00)</b>
<b>TOTAL AMOUNT DUE:</b>		<b>\$674,896.50</b>

**SUMMARY COVER SHEET OF FEE APPLICATION**

(See Appendix B—Guidelines Summary Cover Sheet of Fee Application)

<b>Name of Applicant:</b>	<b>Dentons US LLP</b>
Authorized to Provide Professional Services to	Former Debtor and Debtor in Possession
Time period covered by this Application	September 12, 2022, through February 14, 2024
Total compensation sought in the Third Interim Period	\$674,896.50
Total expenses sought in the Third Interim Period	\$3,454.69
Total compensation sought for the Final Period	\$3,365,813.50
Total expenses sought for the Final Period	\$52,777.92
Petition Date	September 12, 2022
Retention Date	<i>Nunc Pro Tunc</i> to September 12, 2022
Date of order approving employment	December 13, 2022
Total compensation approved by interim Order to date	\$2,690,917.00
Total reimbursement approved by interim Order to date	\$49,323.23
Total allowed compensation paid to date	\$2,690,917.00
Total allowed expenses paid to date	\$49,323.23
Blended rate in this Final Application for all attorneys during the Third Interim Period	\$704.94
Compensation sought in this Final Application already paid pursuant to a monthly compensation order but not yet allowed	\$381,403.08

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

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

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

Name of Applicant:	Dentons US LLP
Expenses sought in this Final Application already paid pursuant to a monthly compensation order but not yet allowed	\$2,680.00
Number of professionals included in this Final Application for the Third Interim Period	22
If applicable, number of professionals in this Application not included in staffing plan approved by client	N/A
If applicable, difference between fees budgeted and compensation sought for this period	N/A
Number of professionals billing fewer than 15 hours to the case during this period	14
Are any rates higher than those approved or disclosed at retention?	No

Case Name: BORREGO COMMUNITY HEALTH FOUNDATION  
 Case Number: 22-02384  
 Applicant's Name: Dentons US LLP  
 Date of Application: March 29, 2024  
 Interim or Final: Final

**TABLE OF CONTENTS**

1

2 I. INTRODUCTION..... 1

3 A. OVERVIEW OF SERVICES PERFORMED FROM THE

4 PETITION DATE THROUGH JULY 31, 2023 ..... 2

5 B. OVERVIEW OF SERVICES PERFORMED DURING THE

6 THIRD INTERIM PERIOD ..... 4

7 II. JURISDICTION AND VENUE..... 4

8 III. STATEMENT OF FACTS..... 5

9 A. GENERAL BACKGROUND AND NARRATIVE

10 SUMMARY OF THE CASES..... 5

11 B. RELEVANT PLEADINGS ..... 6

12 C. GUIDELINES PURSUANT TO WHICH THIS

13 APPLICATION HAS BEEN PREPARED ..... 8

14 D. PREVIOUSLY FILED FEE APPLICATIONS..... 9

15 E. ACTUAL AND NECESSARY EXPENSES ..... 9

16 IV. SUMMARY OF COMPENSATION REQUESTED ..... 9

17 A. PROFESSIONALS’ HOURLY RATES ..... 9

18 B. PREVIOUSLY PAID COMPENSATION..... 10

19 C. PROJECT BILLING..... 11

20 V. REVIEW AND CERTIFICATION ..... 22

21 A. CLIENT REVIEW ..... 22

22 B. CERTIFICATION OF COUNSEL..... 22

23 VI. LEGAL ARGUMENT ..... 23

24 VII. OTHER COMPLIANCE WITH REVISED UST GUIDELINES..... 25

25 VIII. CONCLUSION ..... 26

26

27

28

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

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

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**TABLE OF AUTHORITIES**

**Page(s)**

**Cases**

*In re Busy Beaver Bldg. Ctrs., Inc.*,  
 19 F.3d 833 (3d Cir. 1994) ..... 24

*In re Drexel Burnham Lambert Grp., Inc.*,  
 133 B.R. 13 (Bankr. S.D.N.Y. 1991) ..... 24

*In re Hartland MMI, LLC*,  
 2018 WL 6980831 (Bankr. D. Nev. Dec. 10, 2018) ..... 24

*In re Nucorp Energy, Inc.*,  
 764 F.2d 655,658 (9th Cir. 1985) ..... 24

*In re Schneider*,  
 2007 WL 3095464 (Bankr. N.D. Cal. Oct. 22, 2007) ..... 24

**Statutes**

11 U.S.C. § 101(4) ..... 22

11 U.S.C. §§ 101-1532 ..... 1

11 U.S.C. § 327 ..... 8

11 U.S.C. § 330 ..... 1, 8, 23, 24, 25

11 U.S.C. § 331 ..... 1

11 U.S.C. § 1107 ..... 5

11 U.S.C. § 1108 ..... 5

28 U.S.C. § 157 ..... 4

28 U.S.C. § 1334 ..... 4

28 U.S.C. § 1408 ..... 4

28 U.S.C. § 1409 ..... 4

**Other Authorities**

Fed. R. Bankr. P. 2016 ..... 1

H.R. Rep. 95-595 (1977) ..... 24

L. Bankr. R. 2016-3 ..... 1

I. INTRODUCTION

Pursuant to §§ 330 and 331 of title 11 of the United States Code, §§ 101-1532 (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”),<sup>1</sup> Rule 2016-3 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District California (the “LBR”), and the *Order On Debtor’s Motion Establishing Procedures For Monthly Payment Of Fees And Expense* entered on December 5, 2022 [Docket No. 263], as modified on December 15, 2022 [Docket No. 299] (collectively, the “Fee Procedures Order”), Dentons US LLP (“Dentons”), counsel to the former debtor and debtor in possession (the “Debtor”) in the above-captioned case (the “Case”), hereby submits its *Final Application of Dentons US LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses, Including for the Period August 1, 2023, through February 14, 2024* (the “Final Application”).

The Final Application (i) covers the period of August 1, 2023, through February 14, 2024 (the “Third Interim Period”), and (ii) provides an overview of the work previously performed, so as to cover the entire period from September 12, 2022 (the “Petition Date”) through February 14, 2024 (the “Final Period”). By this Final Application, Dentons seeks entry of an order allowing compensation in the amount of \$674,896.50 for reasonable and necessary legal services rendered to the Debtor during the Third Interim Period, and \$3,454.69 for reimbursement of actual and necessary expenses incurred during the Third Interim Period, for a total of \$678,351.19. For the Final Period, Dentons seeks an order affirming its prior awards of fees totaling \$2,690,917.00 and expenses of \$49,323.23, for a total of \$2,740,240.23. Therefore, Dentons seeks final approval for compensation in the amount of \$3,365,813.50 for reasonable and necessary legal services rendered during

<sup>1</sup> Unless specified otherwise, all chapter and section references are to the Bankruptcy Code, and all “Bankruptcy Rule” references are to the Federal Rules of Bankruptcy Procedure.

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

1 the Final Period, and \$52,777.92 for reimbursement of actual and necessary expenses  
2 incurred during the Final Period.

3 **A. Overview of Services Performed from the Petition Date through July 31,**  
4 **2023**

5 Dentons served as lead bankruptcy counsel to the Debtor from prior to the  
6 Petition Date through the date of this Final Application [Docket Nos. 86, 292]. As  
7 this Court is aware, Dentons’ services led to a successful outcome in this Case,  
8 including (i) obtaining an order in the Adversary Proceeding (defined below) that  
9 enjoined the suspension proposed by the California Department of Health Care  
10 Services, (ii) a comprehensive settlement with the California Department of Health  
11 Care Services (“DHCS”) that resolved significant contested litigation; (iii) the  
12 consummation of a sale that provided for continuity of culturally competent care to  
13 over 100,000 low income and rural patients in San Diego and Riverside Counties,  
14 and (iv) a confirmed chapter 11 plan of liquidation that pays allowed general  
15 unsecured claims in full and results in significant distributions to DHCS pursuant to  
16 the settlement.

17 More specifically, upon the filing the Case, Dentons successfully obtained  
18 “first day” relief that allowed the Debtor to continue postpetition operations and  
19 preserve value. Critically, in order to enjoin DHCS from implementing the threatened  
20 payment suspension, the Debtor filed the *Complaint by Borrego Community Health*  
21 *Foundation, a California Nonprofit Public Benefit Corporation, Against California*  
22 *Department of Health Care Services, by and Through its Director Michelle Baass*  
23 [Adv. Docket No. 1], commencing the adversary proceeding against DHCS, Adv.  
24 Pro. No. 22-90056 (the “Adversary Proceeding”), and filed the *Emergency Motion*  
25 *(I) to Enforce the Automatic Stay Pursuant to 11 U.S.C. § 362; or, Alternatively (II)*  
26 *for Temporary Restraining Order* [Adv. Docket No. 2]. Dentons and the Debtor, with  
27 the support of other estate professionals, successfully obtained orders stopping  
28

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

1 DHCS’s Medi-Cal suspension and compelling DHCS to direct health plans to return  
2 the Debtor’s patients to the Debtor’s care [Adv. Docket Nos. 65, 66].

3 The Debtor was then able to pivot to a sale process to sell substantially all  
4 assets (the “Sale”). Dentons—in the face of significant opposition from DHCS—  
5 obtained the *Order (1) Approving Form of Asset Purchase Agreement; (2) Approving*  
6 *Auction Sale Format and Bidding Procedures; (3) Approving Process for*  
7 *Discretionary Selection of Stalking Horse Bidder and Bid Protections; (4) Approving*  
8 *Form of Notice to be Provided to Interested Parties; (5) Scheduling a Court Hearing*  
9 *to Consider Approval of the Sale to the Highest and Best Bidder; and (6) Approving*  
10 *Procedures Related to the Assumption of Certain Executory Contracts and*  
11 *Unexpired Leases; and (II) an Order Authorizing the Sale of Property Free and Clear*  
12 *of All Claims, Liens, and Encumbrances* [Docket No. 321] (the “Bidding Procedures  
13 Order”), which allowed the Debtor and other interested parties to work toward the  
14 consummation of the Sale. Pursuant to the Bidding Procedures Order, Dentons  
15 conducted a robust auction with multiple interested bidders. After the auction and  
16 consultation amongst the Debtor, the Board, and Dentons, the Debtor selected DAP  
17 Health Inc. (“DAP Health”) as the winning bidder [Docket No. 465]. The Debtor’s  
18 assets were sold for a purchase price of over \$50 million, and DAP Health guaranteed  
19 that all facilities would remain open, ensuring continuity of high-quality, culturally  
20 competent care, and provided job offers to all of the Debtor’s employees. *See id.* at  
21 Ex. 1. The Court approved the Sale [Docket No. 559], and the Sale closed on July  
22 31, 2023 [Docket No. 823].

23 In conjunction with the Sale, the Debtor, the Official Committee of Unsecured  
24 Creditors (the “Committee”) and DHCS reached a comprehensive global settlement  
25 (the “DHCS Settlement”) [Docket No. 510] that through mediation that the Court  
26 approved [Docket No. 544]. The DHCS Settlement resolved the complex legal issues  
27 underlying the Adversary Proceeding and DHCS’s objections to the Sale. The robust  
28 purchase price of the Sale and the DHCS Settlement paved the way for the Debtor

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

1 and Dentons to distribute the proceeds of the Sale to the Debtor’s creditors and  
2 DHCS.

3 **B. Overview of Services Performed During the Third Interim Period**

4 During the Third Interim Period, Dentons and the Debtor focused on  
5 confirming a chapter 11 plan of liquidation after the success of the Sale and the  
6 DHCS Settlement. With the support and input of the other estate professionals,  
7 Dentons, the Debtor and the Committee engaged in an expedited process to confirm  
8 the *First Amended Joint Combined Disclosure Statement and Chapter 11 Plan of*  
9 *Liquidation of Borrego Community Health Foundation* [Docket No. 1168] (the  
10 “Plan”). The Plan provides, among other things, for payment in full to holders of  
11 allowed general unsecured claims and payment to DHCS in accordance with the  
12 DHCS Settlement. The Plan garnered overwhelming support from each class entitled  
13 to vote on confirmation of the Plan, which the Court confirmed [Docket No. 1273]  
14 and is now effective [Docket No. 1310].

15 Dentons’ representation of the Debtor and the accumulated skill and  
16 background of Dentons’ partners, counsel, associates, and paraprofessionals resulted  
17 in substantial benefits to the Debtor’s estate and the successful resolution of the  
18 Debtor’s case.

19 Based on the services performed, Dentons respectfully requests that the Court  
20 affirm the previous awards of fees and expenses for the period of the Petition Date  
21 through July 31, 2023, as a final award, and approve fees and expenses requested in  
22 this Final Application for the Third Interim Period as a final award.

23 **II. JURISDICTION AND VENUE**

24 The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and  
25 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The venue of this  
26 Case is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

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

1 **III. STATEMENT OF FACTS**

2 **A. General Background and Narrative Summary of the Cases**

3 1. On the Petition Date, the Debtor filed a voluntary petition for relief  
4 under Chapter 11 of the Bankruptcy Code. Since the commencement of its Case, the  
5 Debtor has been operating its business as a debtor in possession pursuant to §§ 1107  
6 and 1108.

7 2. Additional background regarding the Debtor, including an overview of  
8 the Debtor’s business and additional events leading up to this Case, is set forth in the  
9 *Declaration of Isaac Lee, Chief Restructuring Officer, in Support of Debtor’s*  
10 *Emergency First Day Motions* [Docket No. 7].

11 3. On September 26, 2022, the Office of the United States Trustee (the  
12 “UST”) appointed the Committee in this Case [Docket No. 49].

13 4. As set forth in the First-Day Declaration, the Debtor appointed Isaac Lee  
14 of Ankura Consulting Group, LLC (“Ankura”) as its Chief Restructuring Officer (the  
15 “CRO”).

16 5. On October 12, 2022, the Debtor filed the *Debtor’s Application to*  
17 *Employ Dentons US LLP as Debtor’s Chapter 11 Bankruptcy Counsel* [Docket  
18 No. 86] (the “Employment Application”). On December 13, 2022, the Court  
19 approved the Employment Application, effective as of September 12, 2022 [Docket  
20 No. 292] (the “Retention Order”). The Retention Order authorizes Dentons to be  
21 compensated on an hourly basis and to be reimbursed for actual and necessary out-  
22 of-pocket expenses.

23 6. The Fee Procedures Order authorized certain professionals (the  
24 “Professionals”) to submit monthly applications for interim compensation and  
25 reimbursement for expenses, pursuant to the procedures specified therein. The Fee  
26 Procedures Order provides, among other things, that a Professional may submit  
27 monthly fee applications. If no objections are made within ten days of service of the  
28 monthly fee application, the Debtor is authorized to pay the Professional eighty

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

1 percent (80%) of the requested fees and one hundred percent (100%) of the requested  
2 expenses. All fees and expenses paid are on an interim basis until final allowance by  
3 the Court.

4 **B. Relevant Pleadings**

5 7. The pleadings below are relevant to the summary of services rendered  
6 in Section IV, and, thus, are listed below for ease of reference.

Date Filed	Docket No.	Title
8/04/2023	828	Application Seeking to Correct Exhibit “1” to Exhibit “A” to the Order on Debtor’s Motion for Entry of an Order Amending Key Employee Incentive Plan
8/14/2023	846	Stipulation Regarding Assumption and Assignment of Agreement with Ramin Amani, M.D. Medical Corporation dba Vista Village Pediatrics (the “ <u>Vista Village Stipulation</u> ”)
9/07/2023	889	Debtor’s Notice of Motion and Third Motion for Entry of an Order Pursuant to Section 1121 of the Bankruptcy Code Extending the Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances (the “ <u>Third Exclusivity Motion</u> ”)
9/13/2023	910	Dentons US LLP’s Second Interim Fee Application for Allowance and Payment of Interim Compensation and Reimbursement of Expenses for the Period December 1, 2022, Through July 31, 2023 (the “ <u>Second Interim Application</u> ”)
9/25/2023	920	Debtor’s Notice of Motion and Motion for Entry of an Order (I) Authorizing the Debtor to File the Combined Disclosure Statement and Plan; (II) Scheduling a Combined Confirmation Hearing and Setting Deadlines Related Thereto; and (III) Granting Related Relief (the “ <u>Motion to Combine</u> ”)
9/26/2023	922	Stipulation Regarding Assumption and Assignment of Agreements with California Physicians’ Service dba Blue Shield of California and Blue Shield of California Promise Health Plan (the “ <u>Blue Shield Stipulation</u> ”)
9/26/2023	923	Notice of Filing of Executed Settlement Agreement Among the Debtor, the Official Committee of Unsecured Creditors, and the California Department of Health Care Services
9/29/2023	940	Debtor’s Ex Parte Motion for Order Shortening Time on the Debtor’s Motion for Entry of an Order (I) Authorizing the Debtor to File the Combined Disclosure Statement and Plan; (II) Scheduling a Combined Confirmation Hearing and Setting Deadlines Related Thereto; and (III) Granted Related Relief

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

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

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

Date Filed	Docket No.	Title
10/09/2023	997	Stipulation Resolving the Claim of Dr. Rajesh M. Shah, Allure Dental Associates, Sharmistha A. Patel General partner, and Ajit Patel Office Manager (the " <u>Shah Stipulation</u> ")
11/17/2023	1091	Joint Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Borrego Community Health Foundation
11/17/2023	1092	Joint Notice of Motion and Motion of the Debtor and the Official Committee of Unsecured Creditors for Entry of an Order (I) Granting Interim Approval of the Adequacy of Disclosures in the Combined Joint Disclosure Statement and Plan; (II) Approving Solicitation Packages and Procedures; (III) Approving the Forms of Ballots; (IV) Setting Related Deadlines; and (V) Granting Related Relief (the " <u>Solicitation Procedures Motion</u> ")
11/22/2023	1140	Notice of Errata to the Joint Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Borrego Community health Foundation
11/22/2023	1141	Joint Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Borrego Community Health Foundation
11/30/2023	1157	Notice of Withdrawal of Objection to Claim and Joint Motion to Disallow Claim No. 1 Filed by Department of Treasury – Internal Revenue Service
12/04/2023	1167	Joint Omnibus Reply to the Objections to the Joint Motion of the Debtor and the Official Committee of Unsecured Creditors for Entry of an Order (I) Granting Interim Approval of the Adequacy of Disclosures in the Combined Joint Disclosure Statement and Plan; (II) Approving Solicitation Packages and Procedures; (III) Approving the Forms of Ballots; (IV) Setting Related Deadlines; and (V) Granting Related Relief (the " <u>Solicitation Procedures Reply</u> ")
12/04/2023	1168	The Plan
12/04/2023	1170	Joint Opposition by the Debtor and the Official Committee of Unsecured Creditors to Creditors DRP Holdings, LLC, Inland Valley Investments, LLC, Premier Healthcare Management, Inc., and Promenade Square, LLC's Request for Status Conference (the " <u>Opposition to the Premier Status Conference Request</u> ")
12/11/2023	1182	Notice of Plan Supplement to the First Amended Joint Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Borrego Community Health Foundation (the " <u>Plan Supplement</u> ")
1/05/2024	1227	Debtor's Notice of Motion and Fourth Motion for Entry of an Order Pursuant to Section 1121 of the Bankruptcy Code Extending the Exclusive Periods to

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

Date Filed	Docket No.	Title
		File a Chapter 11 Plan and Solicit Acceptances (the " <u>Fourth Exclusivity Motion</u> ")
1/11/2024	1241	Ex Parte Motion to Exceed Page Limit re: Joint Memorandum of Law in Support of Confirmation of the First Amended Joint Combined Disclosure Statement and Plan of Liquidation of Borrego Community Health Foundation and Omnibus Reply to the Objections to Confirmation
1/11/2024	1242	Joint Memorandum of Law in Support of Confirmation of the First Amended Joint Combined Disclosure Statement and Plan of Liquidation of Borrego Community Health Foundation and Omnibus Reply to the Objections to Confirmation (the " <u>Confirmation Memorandum</u> ")
1/11/2024	1243	Certification of Sydney Reitzel Regarding the Solicitation and Tabulation of Votes on the First Amended Joint Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Borrego Community Health Foundation (the " <u>Voting Tabulation</u> ")
1/15/2024	1247	Notice of Amended Exhibit D to Plan Supplement to First Amended Joint Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Borrego Community Health Foundation
1/16/2024	1250	Stipulation Regarding Oracle America, Inc.'s Cure Objection and Reservation of Rights Regarding Debtor's Amended Joint Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Borrego Community Health Foundation (the " <u>Oracle Stipulation</u> ")
1/16/2024	1253	Notice of Filing Proposed Confirmation Order
1/17/2024	1257	Stipulation by and Between the Debtor, the Official Committee of Unsecured Creditors, and Vitamin D Public Relations LLC Regarding Claim No. 7 (" <u>Vitamin D Stipulation</u> ")
2/13/2024	1306	Notice of Withdrawal of Debtor's Fourth Motion for Entry of an Order Pursuant to Section 1121 of the Bankruptcy Code Extending the Exclusive Period to File a Chapter 11 Plan and Solicit Acceptances

**C. Guidelines Pursuant to which this Application Has Been Prepared**

8. Attorneys retained pursuant to §§ 327 or 1103 must comply with certain requirements of the UST's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. §330 by Attorneys in Larger Chapter 11 Cases (the "Revised UST Guidelines"). Charts and tables based on such

1 forms are attached hereto as exhibits and filled out with data relevant to these Cases:  
2 **Exhibit A**, Customary and Comparable Compensation Disclosures with Fee  
3 Applications; **Exhibit B**, Summary of Timekeepers Included in this Fee Application;  
4 **Exhibit C-1**, Budget; **Exhibit C-2**, Staffing Plan; **Exhibit D-1**, Summary of  
5 Compensation Requested by Project Category; and **Exhibit D-2**, Summary of  
6 Expense Reimbursement Requested by Category.

7 **D. Previously Filed Fee Applications**

8 9. Dentons' monthly fee applications (the "Monthly Fee Applications") for  
9 the periods August 1, 2023, through February 14, 2024, were filed and served  
10 pursuant to the Fee Procedures Order. Attached hereto as **Exhibit E** are copies of the  
11 Monthly Fee Applications.

12 10. The Monthly Fee Applications and Invoices contain detailed daily time  
13 logs describing the actual and necessary services provided by Dentons during the  
14 period covered by such applications, as well as other detailed information required  
15 to be included in Monthly Fee Applications. The time logs also include a description  
16 of the actual and necessary expenses incurred by Dentons on behalf of the Debtor.

17 **E. Actual and Necessary Expenses**

18 11. A summary of actual and necessary expenses incurred by Dentons for  
19 the Third Interim Period is attached hereto as part of **Exhibit E**. Dentons represents  
20 that (i) it does not charge for internal printing; (ii) it does not charge for outgoing or  
21 incoming facsimile transmissions in bankruptcy matters; and (iii) with respect to  
22 providers of on-line legal research services (*e.g.*, LEXIS and WESTLAW), there is  
23 no surcharge for computerized legal research.

24 **IV. SUMMARY OF COMPENSATION REQUESTED**

25 **A. Professionals' Hourly Rates**

26 In compliance with the Revised UST Guidelines, **Exhibit B** provides the  
27 names of all the attorneys who have provided services to the Debtor, their positions,  
28

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

1 hourly rates, the total number of hours spent on the Case, and the total fees charged  
2 for the services they each provided to the Debtor.

3 Dentons generally allocates tasks among professionals based on their  
4 comparative expertise, taking into consideration their knowledge and experience.  
5 Dentons represented the Debtor as efficiently as possible during the Third Interim  
6 Period and the Final Period.

7 **B. Previously Paid Compensation**

8 The Court awarded Dentons total fees and expenses of \$879,270.98  
9 (\$840,635.30 in fees and \$38,635.68 in expenses), pursuant to *Dentons US LLP's*  
10 *First Interim Fee Application for Allowance and Payment of Interim Compensation*  
11 *and Reimbursement of Expenses for the Period September 12, 2022, Through*  
12 *November 30, 2022* [Docket No. 601], which was approved by Court order [Docket  
13 No. 684] (the "First Interim Application").

14 The Court awarded Dentons total fees and expenses of \$1,860,969.25  
15 (\$1,850,281.70 in fees and \$10,687.55 in expenses), pursuant to *Dentons US LLP's*  
16 *Second Interim Fee Application for Allowance and Payment of Interim*  
17 *Compensation and Reimbursement of Expenses for the Period December 1, 2022,*  
18 *Through July 31, 2022* [Docket No. 910], which was approved by Court order  
19 [Docket No. 1002] (the "Second Interim Application").

20 For the Third Interim Period, Dentons has received a total of \$384,083.08 on  
21 account of its Monthly Fee Applications, accounting for 80% of the fees sought and  
22 100% of the expenses for August 2023 – November 2023. Accordingly, Dentons  
23 seeks payment in the amount of \$294,268.11, accounting for the remaining 20% of  
24 the fees sought for August 2023 – November 2023, as well as 100% of the fees and  
25 expenses for December 1, 2023, through February 14, 2024.<sup>2</sup> Dentons has received  
26

27 <sup>2</sup> Prior to the hearing on this Final Application, Dentons anticipates receiving 80% of the fees and  
28 100% of the expenses for the period of December 1, 2023, through February 14, 2024, pursuant to  
the Fee Procedures Order and the Monthly Fee Applications, which will total \$159,472.61.

1 no money or property—and has not been promised any money or property—in  
2 connection with this case other than by the Monthly Fee Applications, the First  
3 Interim Application, and the Second Interim Application.

4 **C. Project Billing**

5 The services rendered by Dentons during the Third Interim Period can be  
6 grouped into the categories set forth below. Dentons attempted to place the services  
7 provided in the category that best relates to such services. However, because certain  
8 services may be related to one or more categories, services pertaining to one category  
9 may in fact be included in another category. These services, performed by categories,  
10 are generally described below, with a more detailed identification of the actual  
11 services provided set forth in **Exhibit E**, identifying the attorneys and  
12 paraprofessionals who rendered services relating to each category, along with the  
13 number of hours by each individual and the total compensation sought for each  
14 category.

15 **Administration B100**: This category includes, but is not limited to, Dentons’  
16 attention to administrative matters regarding an array of topics, including reviewing  
17 the liquidating trust agreement (the “Liquidating Trust Agreement”) in connection  
18 with the Plan for potential tax issues and advising the Debtor regarding the same.

19 **Fees: \$1,040.00**                      **Hours: 1.30**

20 **Case Administration B110**: This category includes, but is not limited to,  
21 attention to administrative matters regarding an array of topics. In connection with  
22 Dentons’ administration of the Debtor’s estate, Dentons regularly corresponded and  
23 conducted meetings with the Debtor’s representatives, professionals, the Committee  
24 professionals, the UST, and other third parties regarding various issues and inquiries  
25 in this Case. Dentons regularly corresponded with and advised the Debtor regarding  
26 all issues related to the administration of the Case.

27 Dentons monitored the docket and analyzed notices, minute orders, other  
28 orders to monitor compliance therewith and all other filings. To ensure compliance

1 with all deadlines and Court orders, Dentons maintained a critical dates  
2 memorandum and case timeline and a key issue tracker for use in case administration.  
3 Dentons also: prepared status conference reports and participated in status conference  
4 hearings; prepared and reviewed monthly operating reports [Docket Nos. 880, 1171,  
5 1180, 1184, 1196, 1249]; prepared and revised the annual audit result; analyzed the  
6 *Creditors DRP Holdings, LLC, Inland Valley Investments, LLC, Premier Healthcare*  
7 *Management, Inc., and Promenade Square, LLC's Request for Status Conference*  
8 (the "Premier Status Conference Request"); prepared the Opposition to the Premier  
9 Status Conference Request [Docket No. 1170]; and prepared for and participated in  
10 various hearings.

11 **Fees: \$49,280.10 Hours: 66.30**

12 **Asset Analysis and Recovery B120:** This category includes, but is not limited  
13 to, attention to asset analysis and recovery efforts, including analysis of claims held  
14 by the Debtor against various parties. Dentons corresponded with various parties'  
15 counsel regarding monies owed to the estate and payments made to the Debtor and  
16 advised the Debtor regarding the same.

17 **Fees: \$2,000.00 Hours: 2.50**

18 **Asset Disposition B130:** This category includes services related to finalizing  
19 and closing the sale of substantially all of the Debtors' assets. In connection with asset  
20 disposition, Dentons corresponded and collaborated with Ankura and DAP Health  
21 regarding various issues related to the Sale, including pharmacy licenses, the  
22 transition services agreement (the "TSA"), a power of attorney agreement, the change  
23 of ownership application (the "CHOW"), the release of liens on vehicles, and other  
24 post-closing action items. Based on such correspondence and collaboration, Dentons  
25 advised the Debtor regarding the issues related to the Sale and the resolution of cure  
26 objections. Dentons reviewed documents from the title company and prepared the  
27 Blue Shield Stipulation [Docket No. 922].

28 **Fees: \$21,010.30 Hours: 27.90**

1           **Relief from Stay/Adequate Protection Proceedings B140:** This category  
2 includes, but is not limited to, services relating to the automatic stay. Dentons  
3 finalized and executed a stipulation to resolve Wells Fargo’s motion for relief from  
4 stay. Dentons reviewed and analyzed the relief from stay motions filed by Ally Bank  
5 and advised the Debtor regarding the same. Dentons corresponded with counsel for  
6 Ally Bank regarding withdrawal of the motions based on the payment of the liens in  
7 the Sale.

8           **Fees: \$1,546.00                      Hours: 2.40**

9           **Meetings of and Communications with Creditors B150:** This category  
10 includes but is not limited to, correspondence with the Committee, various creditors,  
11 and their counsel, and advise to the Debtor regarding such correspondence. This  
12 correspondence includes Dentons’ discussion of information about the Case, claims,  
13 timing of payment of claims; administrative claims, the Plan; and various pending  
14 issues and inquiries.

15           **Fees: \$1,390.00                      Hours: 2.30**

16           **Fee/Employment Applications B160:** This category includes, but is not  
17 limited to, services relating to employment-related matters.

18           In accordance with the Fee Procedures Order, Dentons prepared Monthly Fee  
19 Applications for Debtor’s counsel and professionals [Docket Nos. 869, 871, 873,  
20 875, 892, 894, 898, 900, 1142, 1144, 1165, 1188], along with notices thereof [Docket  
21 Nos. 870, 872, 874, 876, 893, 895, 899, 901, 1143, 1145, 1166, 1189], and Monthly  
22 Compensation and Staffing Reports for Ankura [Docket Nos. 861, 862, 1010, 1169,  
23 1192, 1201, 1313, 1325]; prepared the Second Interim Application [Docket No. 910];  
24 analyzed Committee professionals’ fee applications; and assisted in filing monthly  
25 fee applications [Docket Nos. 877, 878, 1160, 1161, 1162, 1163, 1193, 1194, 1199,  
26 1200], the second interim fee application [Docket No. 909], and the notice of annual  
27 rate increase for Hooper Lundy Bookman [Docket No. 1314]; prepared the omnibus  
28

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

1 hearing notice for the interim fee applications for all professionals, and corresponded  
2 with the Debtor regarding the foregoing.

3 **Fees: \$86,141.00 Hours: 152.80**

4 **Assumption/Rejection of Leases and Contracts B185:** This category  
5 includes, but is not limited to, services relating to analyzing legal issues related to the  
6 Debtor's executory contracts and unexpired leases. Dentons advised the Debtor  
7 regarding resolving matters related to the assumption and rejection of leases and  
8 contracts and related claims. Accordingly, Dentons prepared orders granting  
9 rejection of leases and subleases, prepared the Blue Shield Stipulation [Docket No.  
10 922], prepared the Vista Village Stipulation [Docket No. 846], and worked with  
11 counsel for James Wermers to prepare the *Stipulation Resolving the Claim of*  
12 *James L. Wermers* (the "Wermers Stipulation") [Docket No. 1260].

13 **Fees: \$9,645.60 Hours: 14.60**

14 **Other Contested Matters (excl. assumption/rejection motions) B190:** This  
15 category includes, but is not limited to, services related to various contested issues.  
16 In connection with this category, Dentons addressed certain pre-petition litigation;  
17 corresponded with co-counsel and opposing counsel regarding various litigation,  
18 including Husam E. Aldairi, *et al.*, v. Borrego Community Health Foundation, Case  
19 No. 37-2021-00046200-CU-BC-CTL (Cal. Sup. Ct. San Diego), Borrego  
20 Community Health Foundation v. Karen Hebets, *et al.*, Case No. 3:22-cv-01056-  
21 AJB-AGS (S.D. Cal.), Borrego Community Health Foundation v. Inland Valley,  
22 LLC, *et al.*, Case No. 3:21-cv-01417-AJB-AGS (S.D. Cal.), and Borrego Community  
23 Health Foundation v. Travelers Casualty and Surety Company of America, Case No.  
24 3:22-CV-161-L-MDD (S.D. Cal.) (collectively, "the Non-Bankruptcy Litigation");  
25 advised the Debtor regarding the Non-Bankruptcy Litigation ; prepared a proposed  
26 order granting the Motion to Approve Compromise Among Debtor, George Jared,  
27 D.D.S., and George Jared, D.D.S., Inc. Pursuant to Federal Rule of Bankruptcy  
28 Procedure 9019 [Docket No. 824]; analyzed the settlement agreement to resolve

1 Borrego Community Health Foundation v. Travelers Casualty and Surety Company  
2 of America, Case No. 3:22-CV-161-L-MDD (S.D. Cal.); and prepared a summary of  
3 the Plan and the related injunctions for Hooper Lundy Bookman in connection with  
4 the Non-Bankruptcy Litigation.

5 **Fees: \$12,385.00 Hours: 17.50**

6 **Non-Working Travel B195**: This category includes, but is not limited to,  
7 Dentons' professionals' non-working travel on behalf of the Debtor, including to the  
8 hearing on confirmation of the Plan.

9 **Fees: \$1,449.00<sup>3</sup> Hours: 2.30**

10 **Business Operations B210**: This category includes, but is not limited to,  
11 services relating to the Debtor's business operations and Dentons' correspondence  
12 and advise to the Debtor regarding the same. Dentons corresponded with parties  
13 relating to the deposition of a former provider in an unrelated lawsuit; analyzed the  
14 Debtor's monthly bank statements and provided the same to the UST; corresponded  
15 with Ankura and DHCS regarding the independent monitors; and corresponded with  
16 the UST regarding monthly operating reports.

17 **Fees: \$1,512.00 Hours: 2.50**

18 **Employee Benefits/Pension B220**: This category includes, but is not limited  
19 to, services relating to the Debtor's employee benefits and pension. Among other  
20 things, Dentons analyzed COBRA issues, dispute resolution issues; prepared the  
21 *Application Seeking to Correct Exhibit "1" to Exhibit "A" to the Order on Debtor's*  
22 *Motion for an Entry of an Order Amending Key Employee Incentive Plan* [Docket  
23 No. 828]; and corresponded with the Debtor regarding the same.

24 **Fees: \$1,725.20 Hours: 2.50**

25  
26  
27 <sup>3</sup> Dentons reduced the fees sought in this Final Application for the Third Interim Period by  
28 \$1,449.00 because Dentons does not charge the Debtor for non-working travel, even though such  
fees were inadvertently included in the invoices provided to the Debtor.

1           **Financing/Cash Collections B230:** This category includes, but is not limited  
2 to, services relating to financing and cash collections, such as analyzing dentists'  
3 claims and claim objections, and corresponding with the Debtor and other parties  
4 regarding resolutions of certain claims.

5           **Fees: \$6,480.00           Hours: 8.10**

6           **Board of Directors Matters B260:** This category includes, but is not limited  
7 to, services related to matters before the Debtor's Board. Dentons regularly  
8 corresponded with and advised members of the Board regarding various matters,  
9 including the status of the case, issues related to the close of the sale to DAP Health,  
10 the TSA, the CHOW, the Motion to Combine, the Solicitation Procedures Motion,  
11 the Plan, the Liquidating Trust Agreement, and confirmation issues; prepared a  
12 comprehensive summary of the Plan and confirmation process for the Board;  
13 attended meetings with the Board; communicated with Van Durrer of Skadden, Arps,  
14 Slate, Meagher & Flom LLP, the Board's counsel, regarding pending issues; and  
15 analyzed issues related to compensation for members of the Board.

16           **Fees: \$7,693.00           Hours: 10.70**

17           **Claims and Plan B300:** This category includes but is not limited to Dentons'  
18 services related to claims and the Plan, including correspondence related to the Non-  
19 Bankruptcy Litigation internally and with the Debtor.

20           **Fees: \$99.90           Hours: 0.20**

21           **Claims Administration and Objections B310:** This category includes, but is  
22 not limited to, services related to claims administration and objections. Dentons  
23 analyzed issues related to amounts owed to the Debtor's creditors; corresponded with  
24 counsel for creditors, the Committee's professionals, and Ankura regarding claims  
25 and claim objections; reviewed and analyzed the claims analysis prepared by Ankura  
26 and the Committee; corresponded with and advised the Debtor regarding claims  
27 administration and the objections process; corresponded with the Committee's  
28 professionals regarding the claim objections process; and reviewed filed proofs of

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

1 claim; analyzed various disputed claims including claims by Vitamin D Public  
2 Relations, dentist defendants in the Non-Bankruptcy Litigation, and claims filed by  
3 DRP Holdings, LLC, Inland Valley Investments, LLC, Premier Healthcare  
4 Management, Inc., and Promenade Square, LLC (collectively, the “Premier  
5 Creditors”). Dentons also prepared claim objections in conjunction with the  
6 Committee’s Professionals [Docket Nos. 924, 927, 928, 929, 930, 931, 932, 933, 934,  
7 935, 936, 937, 938, 939, 941, 942, 943, 944, 947, 948, 949, 950, 951, 952, 953, 954,  
8 955, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974,  
9 985].

10 Additionally, Dentons researched legal standards relating the Federal Rule of  
11 Bankruptcy Procedure 3018 for claims estimation; analyzed issues related to  
12 omnibus claim objections; corresponded with the Debtor regarding the Premier  
13 Creditors’ claims; prepared draft objection to the claims of the Premier Creditors for  
14 voting purposes; analyzed *Internal Revenue Service’s Opposition to Debtor’s and*  
15 *Committee of Unsecured Creditors’ Objection to Claim* [Docket No. 1043]; prepared  
16 *Notice of Withdrawal of Objection to Claim and Joint Motion to Disallow Claim No.*  
17 *1 Filed by Department of Treasury – Internal Revenue Service* [Docket No. 1157];  
18 corresponded with Hooper Lundy Bookman regarding claims in the Non-Bankruptcy  
19 Litigation; prepared the Shah Stipulation [Docket No. 997]; prepared the Wermers  
20 Stipulation; prepared the *Stipulation by and Between the Debtor, the Official*  
21 *Committee of Unsecured Creditors, and Vitamin D Public Relations LLC Regarding*  
22 *Claim No. 7* [Docket No. 1257] in conjunction with the Committee; analyzed issues  
23 related to the claim of Center for Medicare & Medicaid Services (“CMS”) and cost  
24 reports; and prepared the *Stipulation by and Between the Debtor, the Official*  
25 *Committee of Unsecured Creditors, and Crystal Hernandez Regarding Claim No. 75*  
26 [Docket No. 1272] in conjunction with the Committee.

27 **Fees: \$96,544.45**

**Hours: 138.10**

28

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

1           **Plan and Disclosure Statement (incl. Business Plan) B320:** This category  
2 includes, but is not limited to, services relating to the Plan. Dentons provided services  
3 regarding the exclusivity periods related to filing a plan and soliciting acceptances to  
4 a plan, including advising the Debtor regarding the same. In connection with this,  
5 Dentons prepared the Third Exclusivity Motion [Docket No. 889]; the Fourth  
6 Exclusivity Motion [Docket No. 1227]; the *Notice of Errata re: Hearing Time on*  
7 *Debtor's Notice of Motion and Fourth Motion for Entry of an Order Pursuant to*  
8 *Section 1121 of the Bankruptcy Code Extending the Exclusive Periods to File a*  
9 *Chapter 11 Plan and Solicit Acceptances* [Docket No. 1233]; and the *Notice of*  
10 *Withdrawal of Debtor's Fourth Motion for Entry of an Order Pursuant to Section*  
11 *1121 of the Bankruptcy Code Extending the Exclusive Period to File a Chapter 11*  
12 *Plan and Solicit Acceptances* [Docket No. 1306].

13           Dentons collaborated with the Debtor, Ankura and the Committee regarding  
14 preparing the Plan and related documents. Dentons frequently corresponded with the  
15 Debtor, Ankura and Committee counsel regarding various issues, including specific  
16 provisions of the Plan, the strategy for an expedited confirmation process, and the  
17 Liquidating Trust Agreement; prepared the Plan [Docket No. 1091, 1141, 1168];  
18 analyzed issues related to the wind down budget; analyzed and prepared the  
19 liquidation analysis; incorporated comments from Ankura and the Committee's  
20 professionals on the Plan; prepared the Liquidating Trust Agreement; and prepared  
21 the *Notice of Errata to the Joint Combined Disclosure Statement and Chapter 11*  
22 *Plan of Liquidation of Borrego Community Health Foundation* [Docket No. 1140].

23           In connection with the Plan, Dentons corresponded with the Debtor regarding  
24 the confirmation process and worked to ensure an expedited confirmation process.  
25 Accordingly, Dentons corresponded with the UST regarding an expedited  
26 confirmation process and the Plan; prepared the Motion to Combine [Docket No.  
27 920]; and prepared the *Debtor's Ex Parte Motion for Order Shortening Time on the*  
28 *Debtor's Motion for Entry of an Order (I) Authorizing the Debtor to File the*

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

1 *Combined Disclosure Statement and Plan; (II) Scheduling a Combined Confirmation*  
2 *Hearing and Setting Deadlines Related Thereto; and (III) Granting Related Relief*  
3 [Docket No. 940]. After the Court granted the Motion to Combine [Docket Nos.  
4 1041, 1138], Dentons filed the Plan [Docket Nos. 1091, 1141, 1168]; prepared  
5 notices of confirmation hearing for both voting and non-voting creditors; prepared  
6 ballots and release opt-out election form; prepared the Solicitation Procedures  
7 Motion [Docket No. 1093]; analyzed objections to Solicitation Procedures Motion;  
8 prepared the Solicitation Procedures Reply [Docket No. 1167]; and prepared for the  
9 hearing on the Solicitation Procedures Motion. Dentons also prepared the Opposition  
10 to the Premier Status Conference Request [Docket No. 1170].

11       Upon this Court’s entry of an order granting the Solicitation Procedures  
12 Motion [Docket No. 1179], Dentons provided services relating to solicitation of  
13 acceptances to the Plan. Dentons with corresponded with numerous parties, including  
14 the Debtor, the Debtor’s claims and noticing agent, Kurtzman Carson Consultants  
15 (“KCC”), the Committee, Ankura, counsel to the Premier Creditors, and the UST.  
16 Dentons also prepared and filed the Plan Supplement [Docket No. 1182]; the *Notice*  
17 *of Amended Exhibit D to Plan Supplement to First Amended Joint Combined*  
18 *Disclosure Statement and Chapter 11 Plan of Liquidation of Borrego Community*  
19 *Health Foundation* [Docket No. 1247]; and the Voting Tabulation [Docket No.  
20 1243].

21       Dentons reviewed the formal and informal objections to the Plan by the  
22 Premier Creditors, Oracle, and the UST, and corresponded with and advised the  
23 Debtor regarding such objections. Regarding the Premier Creditors’ informal  
24 objection, Dentons corresponded with Ankura, the Committee’s professionals, and  
25 counsel for the Premier Creditors to resolve the Premier Creditors’ objection;  
26 analyzed the Plan and legal standard for creating reserves for disputed claims to  
27 resolve the Premier Creditors’ objections; and collaborated with the Committee and  
28 counsel for the Premier Creditors to prepare the *Stipulation by and Among the*

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

1 Debtor, the Official Committee of Unsecured Creditors and Creditors DRP  
2 Holdings, LLC, Inland Valley Investments, LLC, Premier Healthcare Management,  
3 Inc., and Promenade Square, LLC [Docket No. 1238]. In connection with the Acting  
4 United States Trustee’s Objection to Confirmation of the First Amended Joint  
5 Combined Disclosure Statement and Chapter 11 Plan [Docket No. 1219] (the “UST  
6 Objection”), Dentons analyzed the UST Objection; corresponded with the UST  
7 regarding the UST Objection; and replied to the UST Objection in the Confirmation  
8 Memorandum [Docket No. 1242]. Dentons also analyzed the limited objection filed  
9 by Oracle America, Inc. [Docket No. 1232], and resolved the objection through the  
10 Oracle Stipulation [Docket No. 1250]. Dentons also prepared: the Confirmation  
11 Memorandum [Docket No. 1242]; the *Ex Parte Motion to Exceed Page Limit re:*  
12 *Joint Memorandum of Law in Support of Confirmation of the First Amended Joint*  
13 *Combined Disclosure Statement and Plan of Liquidation of Borrego Community*  
14 *Health Foundation and Omnibus Reply to the Objections to Confirmation* [Docket  
15 No. 1241]; and the *Notice of Filing Proposed Confirmation Order* [Docket No.  
16 1253]. Dentons also prepared for and attended the confirmation hearing, and  
17 presented oral arguments in favor of confirming the Plan.

18 After confirmation of the Plan, Dentons corresponded with the Debtor and  
19 Ankura regarding necessary items and work plan for the effective date; corresponded  
20 with parties regarding effective date distributions; prepared the *Notice of (I)*  
21 *Confirmation and Effective Date of First Amended Joint Combined Disclosure*  
22 *Statement and Chapter 11 Plan of Liquidation and (II) Deadline Under the Plan and*  
23 *Confirmation order to File Administrative Claims, Professional Fee Claims and*  
24 *Rejection Claims* [Docket No. 1310].

25 **Fees: \$328,886.85 Hours: 481.10**

26 **DHCS Litigation:** This category includes, but is not limited to, services  
27 relating to various matters relating to the litigation with the DHCS. Dentons worked  
28 with DHCS and the Committee to formally execute the DHCS Settlement;

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

1 corresponded with the Debtor and the Board regarding the DHCS Settlement;  
2 proposed revisions to the joint status report filed in the appeal of the Adversary  
3 Proceeding; prepared the *Notice of Filing of Executed Settlement Agreement Among*  
4 *the Debtor, the Official Committee of Unsecured Creditors, and the California*  
5 *Department of Health Care Services* [Docket No. 923]; prepared the *Stipulation*  
6 *Among the Debtor, the California Department of Health Care Services, and the*  
7 *Official Committee of Unsecured Creditors to (I) Vacate the (A) Findings of Fact and*  
8 *Conclusions of Law re: Emergency Motion to Enforce the Automatic Stay or*  
9 *Alternatively for Temporary Restraining Order* [Docket No. 65] and (B) *Order on*  
10 *Emergency Motion to Enforce the Automatic Stay or Alternatively for Temporary*  
11 *Restraining Order* [Docket No. 66]; and (ii) *Dismiss the Adversary Proceeding* [Adv.  
12 Docket No. 133]; analyzed the stipulation to dismiss the appeal of the Adversary  
13 Proceeding; analyzed issues related to the DHCS independent monitors and data  
14 reporting requirements; corresponded with the Debtor and the Board regarding issues  
15 related to the DHCS independent monitors; and conducted conferences with DHCS's  
16 counsel.

17 **Fees: \$16,867.00** **Hours: 24.10**

18 **Employee Matters:** This category includes, but is not limited to, services  
19 relating to various employment matters. Here, Dentons finalized and filed the  
20 *Application Seeking to Correct Exhibit "1" to Exhibit "A" to the Order on Debtor's*  
21 *Motion for Entry of an Order Amending Key Employee Incentive Plan* [Docket No.  
22 828]; corresponded internally and with the Debtor regarding the Debtor's bylaws and  
23 employment of the CEO; researched law related to the re-appointment of a CEO for  
24 a public benefit corporation; and prepared an executive employment agreement for  
25 the Debtor's CEO. Dentons also analyzed and advised the Debtor on numerous  
26 employee matters, including COBRA issues and DAP Health's mandatory  
27 employment arbitration policy.

28 **Fees: \$29,736.50** **Hours: 38.30**



1 d. To the best of the knowledge, information, and belief of the  
2 undersigned, formed after reasonable inquiry, no time has been billed to the Debtor  
3 outside the scope of services authorized by the Retention Order;

4 e. All compensation for services rendered and reimbursement for expenses  
5 incurred, for which an award is sought for representing the interests of the Debtor,  
6 was necessary and beneficial to the Debtor in connection with the Case; and

7 f. To the best of the knowledge, information, and belief of the  
8 undersigned, formed after reasonable inquiry, the compensation and expense  
9 reimbursement sought herein conforms with the Fee Procedures Order, the LBR, and  
10 the Revised UST Guidelines.

11 **VI. LEGAL ARGUMENT**

12 Dentons has endeavored to represent the Debtor in the most efficient manner  
13 possible. Moreover, Dentons has endeavored to coordinate with other professionals  
14 involved in this case to minimize any duplication of effort and to minimize attorneys'  
15 fees and expenses to the Debtor.

16 No agreement or understanding exists between Dentons and any other person  
17 for the sharing of compensation received or to be received for services rendered in or  
18 in connection with this Case.

19 With respect to the level of compensation, § 330 provides, in pertinent part,  
20 that the Court may award to a professional person, "reasonable compensation for  
21 actual, necessary services rendered." Section 330(a)(3), in turn, provides that:

22 In determining the amount of reasonable compensation to be  
23 awarded . . . , the court shall consider the nature, the extent, and the value  
of such services, taking into account all relevant factors, including –

24 (A) the time spent on such services;

(B) the rates charged for such services;

25 (C) whether the services were necessary to the administration  
of, or beneficial at the time which the service was rendered toward the  
26 completion of, a case under this title;

27 (D) whether the services were performed within a reasonable  
amount of time commensurate with the complexity, importance, and  
nature of the problem, issue, or task addressed;

28 (E) with respect to a professional person, whether the person is  
board certified or otherwise has demonstrated skill and experience in the

1 bankruptcy field; and  
2 (F) whether the compensation is reasonable based on the  
3 customary compensation charged by comparably skilled practitioners in  
4 cases other than cases under this title.

5 11 U.S.C. § 330(a)(3).

6 The congressional policy expressed above provides for adequate compensation  
7 to continue to attract qualified and competent professionals to bankruptcy cases. *See*  
8 *In re Busy Beaver Bldg. Ctrs., Inc.*, 19 F.3d 833, 850 (3d Cir. 1994) (“Congress rather  
9 clearly intended to provide sufficient economic incentive to lure competent  
10 bankruptcy specialists to practice in the bankruptcy courts.”) (citation and internal  
11 quotation marks omitted); *In re Nucorp Energy, Inc.*, 764 F.2d 655,658 (9th Cir.  
12 1985) (“Section 330 of the Bankruptcy Reform Act was intended to overrule the  
13 judicially fashioned doctrine of ‘economy of the estate’ and to ensure adequate  
14 compensation for bankruptcy attorneys so that highly qualified specialists would not  
15 be forced to abandon the practice of bankruptcy law in favor of more remunerative  
16 kinds of legal work.”); *In re Hartland MMI, LLC*, No. 17-10549-MKN, 2018 WL  
17 6980931, at \*4 (Bankr. D. Nev. Dec. 10, 2018) (noting that Congress “recognizes  
18 that bankruptcy serves an important function and that attorneys providing services in  
19 bankruptcy cases should not be dissuaded from representing debtors”); *In re*  
20 *Schneider*, No. 06-50441-MM, 2007 WL 3095464, at \*3 (Bankr. N.D. Cal. Oct. 22,  
21 2007) (“Bankruptcy specialists, who enable the system to operate smoothly,  
22 efficiently, and expeditiously would be driven elsewhere, and the bankruptcy field  
23 would be occupied by those who could not find other work and those who practice  
24 bankruptcy law only occasionally almost as a public service.”) (quoting H.R. Rep.  
25 95-595, at 6286 (1977)); *In re Drexel Burnham Lambert Grp., Inc.*, 133 B.R. 13, 20  
26 (Bankr. S.D.N.Y. 1991) (“Congress’ objective in requiring that the market, not the  
27 Court, establish attorneys’ rates was to ensure that bankruptcy cases were staffed by  
28 appropriate legal specialists.”) (citations omitted).

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

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

1 Dentons asserts that in accordance with the factors enumerated in § 330, the  
2 amount requested is fair and reasonable given (a) the complexity of the Case, (b) the  
3 time expended, (c) the nature and extent of the services rendered, (d) the value of  
4 such services, and (e) the costs of comparable services other than in a case under this  
5 title. Dentons respectfully submits that, had counsel with less experience in these  
6 types of matters been retained, the cost to the estate would have been much greater.

7 The fees charged by Dentons in these cases have been billed in accordance  
8 with the existing billing rates and procedures in effect since the Petition Date and  
9 through the Third Interim Period. The services rendered by Dentons were necessary  
10 and beneficial to the Debtor, consistently performed in a timely manner, and  
11 reasonable considering the value of such services to the Debtor, Dentons'  
12 demonstrated skill and expertise in the bankruptcy field and the customary  
13 compensation charged by comparably skilled practitioners. Accordingly, Dentons  
14 respectfully submits that approval of the compensation for professional services and  
15 reimbursement of expenses sought herein is warranted.

16 **VII. OTHER COMPLIANCE WITH REVISED UST GUIDELINES**

17 The following is provided in response to the request for additional information  
18 set forth in Paragraph C.5 of the Revised UST Guidelines:

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

21 **Response:** Yes. Dentons waived fees for non-working travel. Dentons  
22 capped its rates at \$800 per hour and offered a 10% discount on other rates under  
23 \$800.

24 **Question:** If the fees sought in this fee application as compared to the fees  
25 budgeted for the time period covered by this fee application are higher by 10% or  
26 more, did you discuss the reasons for the variation with the client?

27 **Response:** N/A.

28 **Question:** Have any of the professionals included in this fee application

1 varied their hourly rate based on the geographic location of the bankruptcy case?

2 Response: No.

3 **Question:** Does the fee application include time or fees related to reviewing  
4 or revising time records or preparing, reviewing, or revising invoices?

5 Response: No.

6 **Question:** Does this fee application include time or fees for reviewing time  
7 records to redact any privileged or other confidential information?

8 Response: No.

9 **Question:** If the fee application includes any rate increases since retention,  
10 did the client (i) review, and approve those rate increases in advance, and (ii) agree  
11 when retaining the law firm to accept all future rate increases?

12 Response: N/A.

13 **VIII. CONCLUSION**

14 **WHEREFORE**, Dentons respectfully requests that pursuant to the Fee  
15 Procedures Order, the Court: (i) affirm its prior award of fees totaling \$2,690,917.00  
16 and expenses totaling \$49,323.23 for the period of September 12, 2022, through  
17 July 31, 2023; (ii) award fees totaling \$674,896.50 and expenses \$3,454.69 for the  
18 Third Interim Period, of which \$384,083.08 has been paid and \$294,268.11 remains  
19 unpaid; (iii) approve on a final basis all the fees and expenses previously and  
20 currently requested by Dentons as set forth herein; (iv) authorize payment of these

21 ///

22 ///

23 ///

24 ///

25 ///

26 ///

27 ///

28 ///

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

1 allowed fees and expenses to Dentons; and (v) grant such other and further relief as  
2 the Court may deem proper.

3  
4 Dated: March 29, 2024

DENTONS US LLP  
SAMUEL R. MAIZEL  
TANIA M. MOYRON

5  
6  
7 By /s/ Tania M. Moyron  
Tania M. Moyron

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

10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
DENTONS US LLP  
601 SOUTH FIGUEROA STREET, SUITE 2500  
LOS ANGELES, CALIFORNIA 90017-5704  
213 623 9300

**DECLARATION OF SAMUEL MAIZEL**

1  
2 I, Samuel R. Maizel, hereby state and declare that if called on as a witness,  
3 I would and could testify of my own personal knowledge as follows:

4 1. I am a partner with the applicant law firm Dentons US LLP (“Dentons”)  
5 and am admitted to appear before this Court.

6 2. I am familiar with the services performed on behalf of the debtor and  
7 debtor in possession (the “Debtor”) by the lawyers and paraprofessionals of Dentons.

8 3. I have reviewed the foregoing Final Application and the facts set forth  
9 therein are true and correct to the best of my knowledge, information, and belief.

10 Moreover, I have reviewed the Fee Procedures Order and the Revised UST  
11 Guidelines (as those terms are defined in the foregoing Application) and submit that  
12 the Final Application substantially complies.

13 Executed this 29th day of March 2024, in Los Angeles, California.

14 */s/ Samuel R. Maizel*

15 \_\_\_\_\_  
16 Samuel R. Maizel

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

17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

# **EXHIBIT A**

## **Customary and Comparable Compensation Disclosures with Fee Applications**

**EXHIBIT A**

**CUSTOMARY AND COMPARABLE COMPENSATION  
DISCLOSURES WITH FEE APPLICATIONS**

*(See Appendix B—Guidelines Customary and Comparable  
Compensation Disclosures with Fee Applications)*

<b>CATEGORY OF TIMEKEEPER</b>  <b>(Using categories already maintained by the firm)</b>	<b>BLENDED HOURLY RATE</b>	
	<b>Billed or Collected Firm or offices for proceeding Year, excluding bankruptcy*</b>	<b>Billed In this Application</b>
Partner	\$788.49	\$778.90
Counsel	\$579.03	\$657.00
Senior Managing Associates	\$522.15	\$629.45
Managing Associates	\$454.82	\$589.50
Associates	\$404.37	\$409.50
Paralegals	\$324.59	\$340.63
Research/Audit	\$444.52	\$315.00
<b>All Timekeepers</b>	<b>\$611.14</b>	<b>\$678.38</b>

## **EXHIBIT B**

### **Summary of Timekeepers Included in this Fee Application**

**EXHIBIT B**

**Summary of Timekeepers Included in this Fee Application**  
*(See Appendix B– Summary of Timekeepers Included in this Fee Application)*

Name	Title or Position	Department Group or Section	Date of First Admission	Hours Billed in this Application	Fees Billed in this Application	HOURLY RATE BILLED		Number of Rate Increases Since Inception
						In This Application	In First Interim Application	
Sam J. Alberts	Partner	Restructuring Insolvency & Bankruptcy	1993	8.30	\$6,640.00	\$800.00	\$800.00	0
Samuel R. Maizel	Partner	Restructuring Insolvency & Bankruptcy	1985	120.70	\$96,560.00	\$800.00	\$800.00	0
Tania M. Moyron	Partner	Restructuring Insolvency & Bankruptcy	2005	162.00	\$129,600.00	\$800.00	\$800.00	0
Sandra R. McCandless	Partner	Employment & Labor	1974	35.70	\$28,560.00	\$800.00	\$800.00	0
Lauren M. Macksoud	Partner	Restructuring Insolvency & Bankruptcy	2003	40.80	\$29,743.20	\$800.00	\$800.00	0
Robert E. Richards	Partner	Restructuring Insolvency & Bankruptcy	1988	7.10	\$5,680.00	\$800.00	\$0.00	
John L. Harrington	Partner	Corporate Tax	1987	1.30	\$1,040.00	\$800.00	\$0.00	
Gary M. Roberts	Partner	Commercial Litigation	1987	1.20	\$960.00	\$800.00	\$0.00	
John A. Moe, II	Partner	Restructuring Insolvency & Bankruptcy	1975	11.60	\$8,352.00	\$720.00	\$0.00	
Katharina E. Babich	Partner	EB&EC	1992	1.0	\$661.50	\$661.50	\$0.00	

Name	Title or Position	Department Group or Section	Date of First Admission	Hours Billed in this Application	Fees Billed in this Application	HOURLY RATE BILLED		Number of Rate Increases Since Inception
						In This Application	In First Interim Application	
Geoffrey M. Miller	Partner	Restructuring Insolvency & Bankruptcy	2012	77.60	\$56,570.40	\$729.00	\$729.00	
Mathew R. Garms	Partner	Corporate	1999	2.10	\$1,247.40	\$594.00	\$594.00	0
Casey W. Doherty, Jr.	Counsel	Restructuring Insolvency & Bankruptcy	2011	0.20	\$131.40	\$657.00	\$657.00	
Rebecca M. Wicks	Senior Managing Associate	Restructuring Insolvency & Bankruptcy	2016	432.10	\$272,223.00	\$630.00	\$630.00	0
Sarah M. Schrag	Senior Managing Associate	Restructuring Insolvency & Bankruptcy	2016	18.40	\$11,343.60	\$616.50	\$616.50	
David F. Cook	Managing Associate	Restructuring Insolvency & Bankruptcy	2017	0.30	\$176.85	\$589.50	\$589.50	
Elysa Chew	Associate	Restructuring Insolvency & Bankruptcy		1.10	\$726.00	\$660.00	\$0.00	
Samantha Ruben	Associate	Restructuring Insolvency & Bankruptcy	2019	2.70	\$1,348.65	\$499.50	\$499.50	
Madeline Thatcher	Associate	Corporate Tax	2021	0.20	\$81.90	\$409.50	\$409.50	0
George L. Medina	Senior Paralegal	Restructuring Insolvency & Bankruptcy	n/a	66.70	\$22,811.40	\$342.00	\$342.00	0
Kathryn Howard	Senior Paralegal	Restructuring Insolvency & Bankruptcy	n/a	5.50	\$1,782.00	\$324.00	\$324.00	0
Debra J. Ray	Audit Letter Coordinator	Administration	n/a	0.40	\$106.20	\$315.00	\$315.00	0

Name	Title or Position	Department Group or Section	Date of First Admission	Hours Billed in this Application	Fees Billed in this Application	HOURLY RATE BILLED		Number of Rate Increases Since Inception
						In This Application	In First Interim Application	
<b>TOTAL:</b>				<b>997</b>	<b>\$676,345.50</b>			
<b>LESS ADJUSTMENT OF LEGAL FEES:</b>					<b>\$1,449.00</b>			
<b>TOTAL AMOUNT DUE:</b>					<b>\$674,896.50</b>			

Case Name: BORREGO COMMUNITY HEALTH FOUNDATION  
Case Number: 22-02384  
Applicant's Name: Dentons US LLP  
Date of Application: 3/29/2024  
Interim or Final: Final

# **EXHIBIT C-1**

## **Budget**

**EXHIBIT C-1**

**BUDGET**

If the parties consent or the court so directs, a budget approved by the client in advance should generally be attached to each interim and final fee application filed by the applicant. If the fees sought in the fee application vary by more than 10% from the budget, the fee application should explain the variance.

*(See Appendix B–Guidelines Budget)*

<b>PROJECT CATEGORY</b>	<b>HOURS BUDGETED</b>	<b>FEES BUDGETED</b>
Administration	N/A	N/A
Administration	N/A	N/A
Case Administration	N/A	N/A
Asset Analysis and Recovery	N/A	N/A
Asset Disposition	N/A	N/A
Relief from Stay/Adequate Protection Proceedings	N/A	N/A
Meetings of/and Communications with Creditors	N/A	N/A
Fee/Employment Applications	N/A	N/A
Fee/Employment Objections	N/A	N/A
Avoidance Actions	N/A	N/A
Assumption/Rejection of Leases and Contracts	N/A	N/A
Other Contested Matters (excl. assumption/rejection motions)	N/A	N/A
Business Operations	N/A	N/A

<b>PROJECT CATEGORY</b>	<b>HOURS BUDGETED</b>	<b>FEES BUDGETED</b>
Employee Benefits/Pension	N/A	N/A
Financing/Cash Collections	N/A	N/A
Real Estate	N/A	N/A
Board of Directors Matters	N/A	N/A
Claims and Plan	N/A	N/A
Claims Administration and Objections	N/A	N/A
Plan and Disclosure Statement (incl. Business Plan)	N/A	N/A
CMS Litigation	N/A	N/A
DHCS Litigation	N/A	N/A
Employee Matters	N/A	N/A
Insurance	N/A	N/A
MED/CMS	N/A	N/A
Reporting	N/A	N/A

Case Name: BORREGO COMMUNITY HEALTH FOUNDATION  
Case Number: 22-02384  
Applicant's Name: Dentons US LLP  
Date of Application: 3/29/2024  
Interim or Final: Final

# **EXHIBIT C-2**

## **Staffing Plan**

**EXHIBIT C-2**

**STAFFING PLAN**

If the parties consent or the court so directs, a staffing plan approved by the client in advance should generally be attached to each interim and final fee application filed by the applicant. If the fees are sought in the fee application for a greater number of professionals than identified in the staffing plan, the fee application should explain the variance.

*(See Appendix B–Guidelines for Staffing Plan)*

<b>TIMEKEEPER CATEGORY</b> (Using categories already maintained by the firm)	<b>BLENDED HOURLY RATE</b>	
	<b>NUMBER OF TIMEKEEPERS EXPECTED WORK ON THE MATTER DURING BUDGET PERIOD</b>	<b>AVERAGE HOURLY RATE</b>
<b>Partner</b>	12	\$778.90
<b>Counsel</b>	1	\$657.00
<b>Senior Managing Associates</b>	2	\$629.45
<b>Managing Associates</b>	1	\$589.50
<b>Associates</b>	3	\$409.50
<b>Paralegals</b>	2	\$340.63
<b>Audit</b>	1	\$315.00

Case Name: BORREGO COMMUNITY HEALTH FOUNDATION  
 Case Number: 22-02384  
 Applicant's Name: Dentons US LLP  
 Date of Application: 3/29/2024  
 Interim or Final: Final

# **EXHIBIT D-1**

## **Summary of Compensation Requested by Project Category**

**EXHIBIT D-1**

**SUMMARY OF COMPENSATION REQUESTED BY PROJECT CATEGORY**

*(See Appendix B—Guidelines for Summary of Compensation Requested by Project Category)*

Task Code	Matter Description	Hours	Fees	Total Hours	Total Fees
		Budgeted	Budgeted	Billed	Requested
B100	Administration	N/A	N/A	1.30	\$1,040.00
B110	Case Administration	N/A	N/A	66.30	\$49,280.10
B120	Asset Analysis and Recovery	N/A	N/A	2.50	\$2,000.00
B130	Asset Disposition	N/A	N/A	27.90	\$21,010.30
B140	Relief from Stay/Adequate Protection Proceedings	N/A	N/A	2.40	\$1,546.00
B150	Meetings of/and Communications with Creditors	N/A	N/A	2.30	\$1,390.00
B160	Fee/Employment Applications	N/A	N/A	152.80	\$86,141.00
B185	Assumption/Rejection of Leases and Contracts	N/A	N/A	14.60	\$9,645.60
B190	Other Contested Matters (excl. assumption/rejection motions)	N/A	N/A	17.50	\$12,385.00
B195	Non-Working Travel	N/A	N/A	2.30	\$1,449.00

Task Code	Matter Description	Hours	Fees	Total Hours	Total Fees
		Budgeted	Budgeted	Billed	Requested
B210	Business Operations	N/A	N/A	2.40	\$1,512.00
B220	Employee Benefits/Pension	N/A	N/A	2.50	\$1,725.20
B230	Financing/Cash Collections	N/A	N/A	8.10	\$6,480.00
B260	Board of Directors Matters	N/A	N/A	10.70	\$7,693.00
B300	Claims and Plan	N/A	N/A	0.20	\$99.90
B310	Claims Administration and Objections	N/A	N/A	138.10	\$96,544.45
B320	Plan and Disclosure Statement (incl. Business Plan)	N/A	N/A	481.10	\$328,886.85
DHCS	DHCS Litigation	N/A	N/A	24.10	\$16,867.00
EMP	Employee matters	N/A	N/A	38.30	\$29,736.50
MED/CMS	Medicare/CMS Issues	N/A	N/A	0.80	\$640.00
RPT	Reporting	N/A	N/A	0.80	\$273.60
<b>TOTALS</b>				<b>997</b>	<b>\$676,345.50</b>
<b>LESS ADJUSTMENT OF FEES</b>					<b>(\$1,449.00)</b>

Task Code	Matter Description	Hours Budgeted	Fees Budgeted	Total Hours Billed	Total Fees Requested
<b>TOTAL AMOUNT DUE</b>					<b>\$674,896.50</b>

Case Name: BORREGO COMMUNITY HEALTH FOUNDATION  
Case Number: 22-02384  
Applicant's Name: Dentons US LLP  
Date of Application: 3/29/2024  
Interim or Final: Final

## **EXHIBIT D-2**

### **Summary of Expense Reimbursement Requested by Category**

**EXHIBIT D -2**

**SUMMARY OF EXPENSE REIMBURSEMENT  
REQUESTED BY CATEGORY**

<b>Expense Category</b>	<b>Total Expenses</b>
Delivery (FedEx)	\$77.01
Filing Fees	\$475.00
Lexis	\$249.78
Litigation Support	\$85.90
Westlaw	\$2,567.00
<b>Total:</b>	<b>\$3,454.69</b>

Case Name: BORREGO COMMUNITY HEALTH FOUNDATION  
Case Number: 22-02384  
Applicant's Name: Dentons US LLP  
Date of Application: 3/29/2024  
Interim or Final: Final

**EXHIBIT E**

**Copies of the Monthly Fee Applications**

1 SAMUEL R. MAIZEL (SBN 189301)  
2 samuel.maizel@dentons.com  
3 TANIA M. MOYRON (SBN 235736)  
4 tania.moyron@dentons.com  
5 REBECCA M. WICKS (SBN 313608)  
6 rebecca.wicks@dentons.com  
7 Dentons US LLP  
8 601 South Figueroa Street, Suite 2500  
9 Los Angeles, CA 90017-5704  
10 Telephone: 213 623 9300  
11 Facsimile: 213 623 9924

12 Attorneys for Chapter 11 Debtor and Debtor  
13 In Possession

14 **UNITED STATES BANKRUPTCY COURT**  
15 **SOUTHERN DISTRICT OF CALIFORNIA**

16 In re:  
17 **BORREGO COMMUNITY**  
18 **HEALTH FOUNDATION,**  
19  
20 Debtor and Debtor In Possession.

21 Case No. 22-02384  
22 Chapter 11 Case  
23 (Voluntary Petition Filed September 12,  
24 2022)

25 **DENTONS US LLP'S TWELFTH**  
26 **MONTHLY FEE APPLICATION FOR**  
27 **ALLOWANCE AND PAYMENT OF**  
28 **INTERIM COMPENSATION AND**  
**REIMBURSEMENT OF EXPENSES**  
**FOR THE PERIOD AUGUST 1, 2023**  
**THROUGH AUGUST 31, 2023**

Judge: Hon. Laura S. Taylor

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

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28



1 CSD 1143 (04/28/96)

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

4 DEBTOR: Borrego Community  
5 Health Foundation

PETITION DATE: September 12, 2022

6 CASE NO.: 22-02384

7 **MONTHLY FEE APPLICATION SUMMARY**

8 APPLICANT: Dentons US LLP

REPRESENTING: Debtor

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

CATEGORIES	August 1, 2023 – August 31, 2023 (APPLICATION PERIOD)	
	HOURS	AMOUNT REQUESTED
Case Administration	9.50	\$7,099.60
Asset Analysis and Recovery	1.20	\$960.00
Asset Disposition	17.30	\$12,717.30
Relief from Stay / Adequate Protection Proceedings	2.40	\$1,546.00
Meetings of and Communications with Creditors	0.10	\$80.00
Fee / Employment Applications	25.80	\$15,691.80
Assumption / Rejection of Leases and Contracts	11.20	\$7,299.60
Other Contested Matters (excl. assumption / rejection motions)	0.80	\$521.00
Business Operations	0.60	\$378.00
Employee Benefits / Pension	2.20	\$1,485.20
Claims Administration and Objections	6.90	\$5,205.95
Plan and Disclosure Statement (incl. Business Plan)	24.80	\$17,188.00
DHCS Litigation	1.70	\$1,207.00
Employee Matters	33.50	\$26,151.50
<b>TOTALS:</b>	<b>138</b>	<b>\$97,530.95</b>

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

**MONTHLY FEE APPLICATION**

Dentons US LLP (the “Firm”) submits its *Twelfth Monthly Fee Application for Allowance and Payment of Interim Compensation and Reimbursement of Expenses for the Period August 1, 2023 – August 31, 2023* for services rendered during the chapter 11 case (this “Case”) of the above-captioned debtor (the “Debtor”) for the Debtor. In support of the foregoing application (the “Application”), the Firm respectfully represents as follows:

1. The Firm is bankruptcy counsel to the Debtor. The Firm hereby applies to the Court for allowance and payment of interim compensation for services rendered and reimbursement of expenses incurred during the period of August 1, 2023 – August 31, 2023 (the “Application Period”).

2. The Firm billed a total of \$98,005.95 in fees and expenses during the Application Period. The total fees represent 138 hours expended during the period covered by this Application. These fees and expenses break down as follows:

<b>Application Period</b>	<b>Fees</b>	<b>Expenses</b>	<b>Total</b>
August 1, 2023 – August 31, 2023	\$97,530.95	\$475.00	\$98,005.95

3. Accordingly, the Firm seeks allowance of interim compensation in the amount of a total of \$78,499.76 at this time. This total is comprised as follows: \$78,024.76 (80% of the fees for services rendered), plus \$475.00 (100% of the expenses incurred).

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

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

1           5.       The Firm has served a copy of this Application on the Office of the  
2 United States Trustee (the “U.S. Trustee”), the Debtor, counsel to the Debtor, counsel  
3 to the Patient Care Ombudsman, and counsel to the Official Committee of Unsecured  
4 Creditors appointed in this Case. The Application was mailed by first class mail,  
5 postage prepaid, on or about November 21, 2023. Notice of the filing of this  
6 Application was served on the foregoing parties as well as any party who has  
7 requested special notice in this Case as of the date of the Notice. The Notice was  
8 mailed by first class mail, postage prepaid, on or about November 21, 2023.

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

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

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



**EXHIBIT “1”**

**(Summary of Hours by Professional for  
Application Period August 1, 2023 – August 31, 2023)**

<b>Name of Professional</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Total Billed</b>
Gary M. Roberts	Partner	1.20	\$800.00	\$960.00
Sam J. Alberts	Partner	8.00	\$800.00	\$6,400.00
Samuel R. Maizel	Partner	14.80	\$800.00	\$11,840.00
Tania M. Moyron	Partner	23.20	\$800.00	\$18,560.00
Geoffrey M. Miller	Partner	4.60	\$729.00	\$3,353.40
Katharina Babich	Partner	1.00	\$661.50	\$661.50
Lauren Macksoud	Partner	3.50	\$729.00	\$2,551.50
R. Matthew Garms	Partner	2.10	\$594.00	\$1,247.40
Sandra McCandless	Partner	22.80	\$800.00	\$18,240.00
Rebecca M. Wicks	Senior Managing Associate	49.30	\$630.00	\$31,059.00
Madeline Thatcher	Associate	0.20	\$409.50	\$81.90
Samantha Ruben	Associate	0.70	\$499.50	\$349.65
George L. Medina	Senior Paralegal	6.20	\$342.00	\$2,120.40
Debi J. Ray	Audit Letter Coordinator	0.40	\$265.50	\$106.20
<b>Totals:</b>		<b>138.00</b>		<b>\$97,530.95</b>

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

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**EXHIBIT “2”**

**(Detailed Time and Expense Statements for  
Application Period August 1, 2023 – August 31, 2023)**

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



SNR Denton US LLP  
601 S. Figueroa Street  
Suite 2500  
Los Angeles, California 90017-5704

dentons.com

Borrego Community Health Foundation  
Isaac Lee  
Chief Restructuring Office  
isaac.lee@ankura.com

September 30, 2023

**Invoice No. 2672266**

Client: 15810746

Payment Due Upon Receipt

Total This Invoice	\$ 98,005.95
Amounts Received, Available to Apply Against Current or Future Invoices	100,000.00
Amount Due	\$ 98,005.95

Please return this page with your payment

In the case of mail deliveries to:

SNR Denton US LLP  
8000 Sears Tower  
Chicago, IL 60606

OR

In the case of overnight deliveries to:

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

Payment by wire transfer/ACH should be sent to:

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

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

Questions relating to this invoice should be directed to:

S. Maizel  
at 1 213 623 9300



SNR Denton US LLP  
 601 S. Figueroa Street  
 Suite 2500  
 Los Angeles, California 90017-5704

dentons.com

Borrego Community Health Foundation  
 Isaac Lee  
 Chief Restructuring Office  
 isaac.lee@ankura.com

September 30, 2023

**Invoice No. 2672266**

For Professional Services Rendered through August 31, 2023:

Matter: 15810746-000002  
 Postpetition

B110 - Case Administration

Date	Timekeeper	Hours	Amount	Task	Narrative
08/01/23	S. Maizel	0.50	400.00	B110	Revising audit letter response.
08/02/23	T. Moyron	0.50	400.00	B110	Call with R. Maclsaac re pharmacy issues and next steps with plan, etc. (.4); correspond with S. Chacon re DAP pharmacy issues (.1).
08/02/23	S. Maizel	0.50	400.00	B110	Review and revise audit response letter.
08/02/23	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.
08/03/23	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.
08/03/23	S. Maizel	0.60	480.00	B110	Revising response to audit letter.
08/03/23	G. M. Roberts	1.20	960.00	B110	Analyze and comment on draft audit letter (0.3); telephone conference with S. Maizel re same (0.9).
08/03/23	D.J. Ray	0.40	106.20	B110	Assist with preparation of audit letter.
08/07/23	G. Miller	0.30	218.70	B110	Call with C. Pease re Blue Shield settlement (.2); email M. Reynolds re same (.1).
08/07/23	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.
08/08/23	S. Maizel	0.30	240.00	B110	Zoom conference with HLB attorneys, etc. re: pending legal issues.
08/15/23	S. Maizel	0.50	400.00	B110	Zoom conference with I. Lee, R. Maclsaac, J. Kearney, etc. re pending legal issues.
08/15/23	T. Moyron	0.30	240.00	B110	Legal status call with J. Kearney, I. Lee, R. Maclsaac, and S. Maizel.
08/16/23	T. Moyron	0.20	160.00	B110	Analyze correspondence from E. Miller, CJ Pease, et al., regarding deposition and documents.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
08/17/23	T. Moyron	0.20	160.00	B110	Analyze D. Hatch, et al. emails re corporate governance, officers, etc.
08/17/23	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.
08/20/23	R. Wicks	0.10	63.00	B110	Review undeliverable notices.
08/20/23	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.
08/22/23	T. Moyron	1.00	800.00	B110	Participate in legal status call with J. Kearney, I. Lee, et al., regarding pending issues.
08/22/23	S. Maizel	1.00	800.00	B110	Zoom conference with R. Maclsaac, I. Lee, etc. re pending legal issues.
08/23/23	S. Maizel	0.20	160.00	B110	Review and respond to emails from S. Hull re filing final cost report.
08/23/23	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.
08/24/23	T. Moyron	0.20	160.00	B110	Analyze emails from S. Hull re filing final cost report.
08/28/23	T. Moyron	0.50	400.00	B110	Analyze June MOR and related emails (.3); analyze CJ Pease, et al, emails re sharelink re Diaz v. Borrego (.2).
08/28/23	R. Wicks	0.20	126.00	B110	Finalize June monthly operating report for filing.
08/29/23	R. Wicks	0.20	126.00	B110	Finalize and file June monthly operating report.
	Subtotal	9.50	7,099.60		

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

B120 - Asset Analysis and Recovery

Date	Timekeeper	Hours	Amount	Task	Narrative
08/18/23	S. Maizel	1.00	800.00	B120	Review correspondence related to monies owed to the estate by Shulman client.
08/30/23	S. Maizel	0.20	160.00	B120	Review and respond to emails re Riverside County Children and Families Commission payments to Debtor.
	Subtotal	1.20	960.00		

B130 - Asset Disposition

Date	Timekeeper	Hours	Amount	Task	Narrative
08/01/23	R. Wicks	0.10	63.00	B130	Correspond with I. Lee and T. Moyron regarding call to discuss post-closing action items.
08/01/23	T. Moyron	0.20	160.00	B130	Analyze emails from Chicago Title re tax issues, etc., re sale.
08/02/23	R. Wicks	0.10	63.00	B130	Correspond with J. Kearney regarding pharmacy license.
08/02/23	R. Wicks	0.10	63.00	B130	Correspond with S. Chacon regarding pharmacy license.
08/02/23	R. Wicks	0.10	63.00	B130	Correspond with Ankura regarding post-close action items.
08/02/23	S. Maizel	0.40	320.00	B130	Review and respond to emails re pharmacy license issues.
08/02/23	T. Moyron	3.20	2,560.00	B130	Call with S. Maizel re sale issues (.3); participate in status conference re sale (1.6); call with S. Maizel re sale issues (.2); zoom conference with Committee re sale issues (.7); further call with S. Maizel re sale issues (.4).
08/02/23	T. Moyron	0.20	160.00	B130	Analyze emails from CJ Pease re cure costs.
08/02/23	S. Maizel	0.10	80.00	B130	Review and respond to email from Carol Scott re closing of sale.
08/03/23	S. Maizel	0.30	240.00	B130	Review and respond to emails re Power of Attorney for DEA.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
08/03/23	T. Moyron	1.20	960.00	B130	Correspondence with DAP Health counsel re DEA re pharmacy licenses (.4); correspondence with R. MacIsaac and I. Lee re same (.4); calls with I. Lee re execution of form (.1); coordinate regarding execution of form and notary re DEA (.3).
08/03/23	R. Wicks	0.30	189.00	B130	Correspond with client regarding DEA Power of attorney letter and TSA amendment.
08/03/23	R. Wicks	0.10	63.00	B130	Correspond with Ankura regarding call to discuss post-close items.
08/03/23	R. Wicks	0.30	189.00	B130	Review amendment to transition services agreement.
08/03/23	R. Wicks	0.20	126.00	B130	Correspond with Hanson Bridgett regarding DEA registration numbers, power of attorney, and transition services agreement.
08/03/23	R. Wicks	0.50	315.00	B130	Correspond with T. Moyron, I. Lee, and attorney services regarding finalizing and notarizing documents for pharmacy license issue.
08/03/23	R. Wicks	0.10	63.00	B130	Correspond with J. Kearney regarding pharmacy license issue.
08/03/23	R. Garms	0.70	415.80	B130	Review revisions to Transition Services Agreement (0.4); review power of attorney (0.3).
08/04/23	T. Moyron	1.10	880.00	B130	Participate in Zoom conference with T. Moyron, Ankura, etc. re remaining tasks post-sale closing (.5); analyze pending issues regarding corporate governance (.3), and correspondence regarding same and audit (.3).
08/04/23	T. Moyron	0.50	400.00	B130	Correspondence from CJ, Facktor, et al., regarding sale issues including pharmacy issues (.3) and employee matters (.2).
08/04/23	R. Wicks	0.10	63.00	B130	Correspond with I. Lee regarding notarized letter for pharmacy licenses.
08/04/23	R. Wicks	0.50	315.00	B130	Call with Ankura, T. Moyron, and S. Maizel regarding post-closing action items.
08/04/23	R. Wicks	0.10	63.00	B130	Call with CJ Pease regarding post-close corporate governance issues.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
08/04/23	R. Wicks	0.10	63.00	B130	Correspond with D. Hatch regarding setting time for call to discuss post-close corporate governance issues.
08/04/23	S. Maizel	0.50	400.00	B130	Zoom conference with T. Moyron, Ankura, etc. re remaining tasks post-sale closing.
08/06/23	R. Wicks	0.10	63.00	B130	Correspond with UST regarding closing of sale and bank statements.
08/07/23	R. Wicks	0.20	126.00	B130	Correspond with I. Lee regarding finalizing documents for pharmacy license.
08/07/23	R. Wicks	0.10	63.00	B130	Correspond with CJ Pease regarding executed TSA.
08/07/23	R. Wicks	0.30	189.00	B130	Arrange notary to finalize documents for pharmacy license.
08/11/23	S. Alberts	2.70	2,160.00	B130	Conference with T. Moyron about statement and need for review (.2); review Sale Motion Objections and Statements (1.4); receive, review statement reply and send comments to co-counsel (1.0) and follow up (.1).
08/14/23	R. Garms	0.80	475.20	B130	Review documents from title company.
08/16/23	R. Garms	0.60	356.40	B130	Review documents from title company and follow up regarding same.
08/16/23	T. Moyron	0.60	480.00	B130	Analyze email from H. Hammi and related issues re motion to reject lease and sublease (.2); analyze CJ Pease, Chicago Title, et al., emails re check re sale (.2); attention to Blue Shield updated stipulation and order (.2).
08/17/23	T. Moyron	0.10	80.00	B130	Attention to CJ Pease sources and uses.
08/22/23	R. Wicks	0.10	63.00	B130	Correspond with T. Moyron and M. Garms regarding fully executed transition services agreement.
08/22/23	M. Thatcher	0.20	81.90	B130	Assemble and send fully executed TSA.
08/23/23	R. Wicks	0.10	63.00	B130	Correspond with I. Lee regarding transition services agreement.
08/28/23	T. Moyron	0.30	240.00	B130	Analyze R. MacIsaac emails, et al., regarding GRUS true-up re Greenway (.2); analyze email from G. Miller re Blue Shield (.1).
	Subtotal	17.30	12,717.30		

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

B140 - Relief from Stay/Adequate Protection Proceedings

Date	Timekeeper	Hours	Amount	Task	Narrative
08/01/23	S. Maizel	0.20	160.00	B140	Review and revise Wells Fargo stipulation to resolve stay motion (.1); review and respond to emails re same (.1).
08/01/23	R. Wicks	0.10	63.00	B140	Correspond with T. Moyron and S. Maizel regarding stipulation resolving Wells Fargo motion for relief from stay.
08/01/23	R. Wicks	0.20	126.00	B140	Finalize and execute stipulation resolving Wells Fargo relief from stay motion.
08/01/23	R. Wicks	0.10	63.00	B140	Correspond with K. Martinez regarding stipulation resolving relief from stay motion.
08/14/23	R. Wicks	0.30	189.00	B140	Review relief from stay motions filed by Ally Bank.
08/14/23	R. Wicks	0.10	63.00	B140	Call with CJ Pease regarding Ally Bank relief from stay motions.
08/14/23	R. Wicks	0.20	126.00	B140	Correspond with C. Skigin regarding withdrawing Ally Bank relief from stay motions.
08/15/23	R. Wicks	0.20	126.00	B140	Correspond with CJ Pease regarding checks sent to Ally Bank and resolving relief from stay motions.
08/18/23	R. Wicks	0.20	126.00	B140	Correspond with C. Skigin regarding receipt of payoff for Ally Bank vehicles.
08/18/23	R. Wicks	0.10	63.00	B140	Review checks sent to Ally Bank to resolve relief from stay issues.
08/18/23	R. Wicks	0.10	63.00	B140	Correspond with CJ Pease regarding status of delivery of checks to Ally Bank.
08/21/23	R. Wicks	0.10	63.00	B140	Correspond with C. Skigin regarding Ally Bank's receipt of checks and withdrawing the motions for relief from stay.
08/21/23	R. Wicks	0.20	126.00	B140	Correspond with Miguel Baay regarding clearing of checks to Ally Bank.
08/28/23	R. Wicks	0.20	126.00	B140	Correspond with C. Skigin regarding withdrawal of relief from stay motions.
08/31/23	R. Wicks	0.10	63.00	B140	Review withdrawal of motions for relief from stay by Ally Bank.
	Subtotal	2.40	1,546.00		

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

B150 - Meetings of and Communications with Creditors

Date	Timekeeper	Hours	Amount	Task	Narrative
08/30/23	S. Maizel	0.10	80.00	B150	Review and respond to email from Sung An re objections to claim.
	Subtotal	0.10	80.00		

B160 - Fee/Employment Applications

Date	Timekeeper	Hours	Amount	Task	Narrative
08/01/23	R. Wicks	0.10	63.00	B160	Correspond with CJ Pease regarding fee applications.
08/01/23	R. Wicks	0.10	63.00	B160	Correspond with I. Lee regarding Ankura June compensation report.
08/04/23	G. Medina	0.30	102.60	B160	Correspond with R. Wicks related to HBL interim fee order and review court's website and send reference ID related to HBL order upload.
08/04/23	R. Wicks	0.10	63.00	B160	Leave voicemail for R. Paluso regarding order granting Hooper Lundy first interim fee application.
08/04/23	R. Wicks	0.10	63.00	B160	Call with Court regarding order granting Hooper Lundy first interim fee application.
08/04/23	R. Wicks	0.10	63.00	B160	Prepare order granting Hooper Lundy first interim fee application.
08/04/23	T. Moyron	0.20	160.00	B160	Attention to Hooper Lundy first interim fee application.
08/07/23	R. Wicks	0.10	63.00	B160	Correspond with T. Moyron regarding obtaining hearing date for second interim fee applications.
08/07/23	R. Wicks	0.10	63.00	B160	Correspond with B. Dassa regarding obtaining hearing date for second interim fee applications.
08/07/23	R. Wicks	0.10	63.00	B160	Correspond with T. Moyron regarding uploading proposed order granting Hooper Lundy first interim fee application.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
08/07/23	G. Medina	0.70	239.40	B160	Correspond with T. Moyron and A. McCoy related to estimated DUS fees (0.1); review estimated fees received from A. McCoy and send to T. Moyron, S. Maizel and R. Wicks (0.2); correspond with A. McCoy regarding all invoices, review and send revised fee estimates to T. Moyron (0.4).
08/14/23	R. Wicks	0.10	63.00	B160	Correspond with CJ Pease regarding documents for employee claims.
08/14/23	S. Maizel	0.50	400.00	B160	Review emails re monthly fee applications.
08/15/23	R. Wicks	1.10	693.00	B160	Prepare Ankura June compensation report.
08/15/23	R. Wicks	0.20	126.00	B160	Prepare order granting first interim fee application of Hooper Lundy.
08/15/23	G. Medina	0.30	102.60	B160	Correspond with R. Wicks and upload order on Hooper Lundy First Interim Fee App.
08/16/23	R. Wicks	0.10	63.00	B160	Correspond with I. Lee regarding Ankura June compensation report.
08/17/23	R. Wicks	0.20	126.00	B160	Call with chambers regarding hearing date for fee applications.
08/18/23	R. Wicks	0.10	63.00	B160	Correspond with Committee counsel regarding hearing date for second interim fee applications.
08/18/23	R. Wicks	0.10	63.00	B160	Correspond with patient care ombudsman counsel regarding hearing date for second interim fee applications.
08/18/23	R. Wicks	0.10	63.00	B160	Correspond with Hooper Lundy regarding hearing date for second interim fee applications.
08/21/23	R. Wicks	0.10	63.00	B160	Correspond with T. Moyron regarding invoices for notice of rate change and fee applications.
08/21/23	R. Wicks	1.20	756.00	B160	Prepare Ankura June compensation report.
08/21/23	R. Wicks	0.90	567.00	B160	Prepare July Ankura compensation report.
08/21/23	R. Wicks	0.20	126.00	B160	Correspond with T. Reid regarding second interim fee applications.
08/21/23	R. Wicks	0.20	126.00	B160	Finalize and file May and June compensation reports for Ankura.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
08/21/23	G. Medina	0.90	307.80	B160	Correspond with R. Wicks and prepare Ankura June and July staffing reports (0.5); file Ankura June and July staffing reports (0.4).
08/22/23	R. Wicks	1.40	882.00	B160	Prepare notice of hearing date on interim fee applications.
08/22/23	R. Wicks	0.10	63.00	B160	Correspond with T. Reid regarding preparing Hooper Lundy July fee application.
08/22/23	S. Maizel	0.40	320.00	B160	Review and respond to emails re monthly fee applications.
08/23/23	R. Wicks	0.30	189.00	B160	Prepare December monthly fee application and notice.
08/23/23	R. Wicks	0.60	378.00	B160	Prepare January fee application and notice.
08/23/23	R. Wicks	0.20	126.00	B160	Correspond with T. Moyron and S. Maizel regarding preparing monthly fee applications.
08/23/23	R. Wicks	1.70	1,071.00	B160	Prepare March monthly fee application and notice.
08/23/23	R. Wicks	2.20	1,386.00	B160	Prepare April fee application and notice.
08/23/23	R. Wicks	0.10	63.00	B160	Correspond with G. Medina regarding filing of monthly fee applications.
08/23/23	S. Maizel	0.40	320.00	B160	Review and respond to emails re filing monthly fee applications.
08/24/23	R. Wicks	0.20	126.00	B160	Correspond with S. Maizel regarding finalizing and filing monthly fee applications.
08/24/23	R. Wicks	0.40	252.00	B160	Prepare April monthly fee application and notice.
08/24/23	R. Wicks	1.20	756.00	B160	Finalize December through March monthly fee applications and notices for filing.
08/24/23	R. Wicks	1.70	1,071.00	B160	Prepare May monthly fee application and notice.
08/24/23	S. Maizel	0.50	400.00	B160	Review and respond to emails re monthly fee applications for Dentons (.3); office conference with R. Wicks re same (.2).

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
08/24/23	G. Medina	1.20	410.40	B160	Correspond with R. Wicks regarding filings (0.1); prepare, assemble, and file the fourth, fifth, sixth, and seventh monthly fee applications, as well as all notices of monthly fee applications (1.10).
08/24/23	T. Moyron	0.40	320.00	B160	Correspondence regarding fee applications.
08/25/23	G. Medina	0.50	171.00	B160	Correspond with R. Wicks and file 11th monthly fee application of Hooper Lundy along with notice of filing monthly fee application.
08/25/23	R. Wicks	0.30	189.00	B160	Prepare notice to professionals regarding fee application hearing date.
08/25/23	R. Wicks	0.50	315.00	B160	Prepare Hooper Lundy July fee application.
08/28/23	R. Wicks	0.40	252.00	B160	Prepare notice to professionals regarding fee application hearing date.
08/28/23	T. Moyron	0.20	160.00	B160	Analyze and prepare comment to notice to professionals re employment applications.
08/29/23	R. Wicks	0.60	378.00	B160	Prepare notice to professionals for filing of fee application.
08/29/23	T. Moyron	0.10	80.00	B160	Analyze final version of notice re employment applications.
08/29/23	R. Wicks	0.20	126.00	B160	Finalize and file notice to professionals regarding fee application hearing.
08/30/23	S. Maizel	0.50	400.00	B160	Review and revise monthly fee applications, etc.
08/30/23	R. Wicks	0.40	252.00	B160	Prepare eighth monthly fee application and notice.
08/30/23	R. Wicks	0.70	441.00	B160	Prepare ninth monthly fee application and notice.
08/31/23	S. Maizel	0.10	80.00	B160	Review and respond to emails re payments on invoices.
	Subtotal	25.80	15,691.80		

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

B185 - Assumption/Rejection of Leases and Contracts

Date	Timekeeper	Hours	Amount	Task	Narrative
08/01/23	G. Miller	0.20	145.80	B185	Call with C. Pease re assumption and assignment of agreements related to health plans (.1); email T. Moyron re same (.1).
08/01/23	R. Wicks	0.40	252.00	B185	Prepare proposed order granting motion to reject lease (.2); prepare proposed order granting motion to reject lease and sublease (.2).
08/02/23	R. Wicks	0.20	126.00	B185	Correspond with CJ Pease and G. Miller regarding Vista Village stipulation.
08/03/23	R. Wicks	0.30	189.00	B185	Correspond with T. Moyron regarding setting bar date for rejected landlord.
08/03/23	R. Wicks	0.10	63.00	B185	Correspond with CJ Pease regarding sublessee vacating the premises.
08/03/23	R. Wicks	0.20	126.00	B185	Call with H. Hammi regarding rejected landlord issues.
08/04/23	R. Wicks	0.10	63.00	B185	Correspond with H. Hammi regarding stipulation to set claims bar date deadline for rejected landlord.
08/04/23	R. Wicks	0.10	63.00	B185	Correspond with T. Moyron regarding claims bar date deadline for rejected landlord.
08/04/23	R. Wicks	0.40	252.00	B185	Prepare proposed order granting motion to reject (.2); prepare email regarding approval of proposed order to H. Hammi (.2).
08/04/23	T. Moyron	0.40	320.00	B185	Analyze issues related to Wermers: Stip. for Claim Bar Date (.2) and correspond with R. Wicks re same (.2).
08/09/23	G. Miller	0.60	437.40	B185	Draft stipulation with Blue Shield re cure amount.
08/09/23	S. Maizel	0.20	160.00	B185	Telephone conference with D. Habig re Cardinal contract with DAP Health (.1); review and respond to emails re same (.1).
08/10/23	G. Miller	0.40	291.60	B185	Revise draft stipulation with Blue Shield.
08/11/23	G. Miller	0.30	218.70	B185	Revise stipulation with Blue Shield to resolve cure objection.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
08/11/23	G. Miller	0.40	291.60	B185	Draft stipulation with Vista Village Pediatrics to resolve cure objection.
08/11/23	R. Wicks	0.10	63.00	B185	Call with H. Hammi regarding setting bar date related to rejected lease.
08/11/23	R. Wicks	0.30	189.00	B185	Prepare proposed orders granting stipulations resolving cure objections.
08/14/23	G. Miller	0.10	72.90	B185	Finalize and file stipulation with Vista Village Pediatrics.
08/14/23	T. Moyron	1.50	1,200.00	B185	Analyze Stipulation with Vista Village (.2); analyze other pending issues and correspondence (1.3).
08/14/23	G. Medina	0.60	205.20	B185	Correspond with G. Miller and file stipulation resolving Vista Village cure objection and upload order.
08/15/23	G. Medina	0.20	68.40	B185	Correspond with D. Kalve and R. Wicks regarding Order on Vista Village Stipulation.
08/15/23	R. Wicks	0.10	63.00	B185	Correspond with T. Moyron and S. Maizel regarding order to reject lease and sublease.
08/15/23	R. Wicks	0.10	63.00	B185	Correspond with H. Hammi regarding order rejecting lease and sublease.
08/15/23	R. Wicks	0.20	126.00	B185	Prepare order rejecting lease.
08/15/23	R. Wicks	0.20	126.00	B185	Review court notice rejecting order approving cure stipulation with Vista Village.
08/15/23	R. Wicks	0.10	63.00	B185	Leave voicemail for courtroom deputy regarding rejected order approving cure stipulation.
08/15/23	R. Wicks	0.20	126.00	B185	Correspond with G. Medina regarding rejected order on cure stipulation.
08/16/23	G. Miller	0.90	656.10	B185	Follow up with Blue Shield re stipulation (.3); revise stipulation (.6).
08/16/23	R. Wicks	0.10	63.00	B185	Correspond with H. Hammi regarding proposed order rejecting lease and sublease.
08/18/23	R. Wicks	0.10	63.00	B185	Prepare corrected order approving stipulation with Vista Village.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
08/18/23	R. Wicks	0.20	126.00	B185	Prepare and finalize orders on motions to reject lease and sublease.
08/18/23	R. Wicks	0.10	63.00	B185	Correspond with S. Christianson regarding contact for Oracle contract within DAP Health.
08/18/23	G. Medina	0.90	307.80	B185	Correspond with R. Wicks and attach stipulation to proposed order related to Vista Village and upload (0.4); further correspond with R. Wicks and review and upload Orders on Motions to Reject leases Dkt Nos. 770 and 772 (0.5).
08/21/23	G. Miller	0.30	218.70	B185	Review Blue Shield proposed revisions to stipulation and email T. Moyron re same.
08/23/23	G. Miller	0.60	437.40	B185	Emails with T. Moyron re Blue Shield stipulation (.1); incorporate comments and prepare Blue Shield stipulation (.5).
	Subtotal	11.20	7,299.60		

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

Date	Timekeeper	Hours	Amount	Task	Narrative
08/01/23	R. Wicks	0.30	189.00	B190	Prepare proposed order on 9019 motion with Dr. Jared.
08/03/23	R. Wicks	0.20	126.00	B190	Correspond with D. Senelick regarding entry of order granting 9019 motion.
08/08/23	R. Wicks	0.10	63.00	B190	Correspond with T. Moyron and J. Kearney regarding legal status call.
08/10/23	S. Maizel	0.10	80.00	B190	Review and respond to emails re Diaz v. BCHF law suit.
08/30/23	R. Wicks	0.10	63.00	B190	Correspond with E. Miller regarding Dr. Sullivan deposition.
	Subtotal	0.80	521.00		

B210 - Business Operations

Date	Timekeeper	Hours	Amount	Task	Narrative
08/16/23	R. Wicks	0.20	126.00	B210	Correspond with D. Habig regarding deposition of Dr. Sullivan and related records.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
08/16/23	R. Wicks	0.10	63.00	B210	Correspond with R. MacIsaac regarding deposition of Dr. Sullivan and related records.
08/16/23	R. Wicks	0.10	63.00	B210	Correspond with CJ Pease regarding deposition of Dr. Sullivan and related records.
08/16/23	R. Wicks	0.10	63.00	B210	Call with Dr. Sullivan regarding deposition of Dr. Sullivan and related records.
08/16/23	R. Wicks	0.10	63.00	B210	Leave voicemail and send email to A. Case and E. Miller regarding deposition of Dr. Sullivan and related records.
	Subtotal	0.60	378.00		

B220 - Employee Benefits/Pension

Date	Timekeeper	Hours	Amount	Task	Narrative
08/01/23	S. Alberts	0.20	160.00	B220	Communicate about COBRA.
08/04/23	S. Alberts	0.10	80.00	B220	Review communication about authority to file amended order concerning KEIP.
08/04/23	G. Medina	0.60	205.20	B220	Correspond with R. Wicks related to application to amend the KEIP Order (0.1); assemble and file application and upload order amending KEIP (0.5).
08/07/23	S. Alberts	0.40	320.00	B220	Conference with Ankura about CEO documentation issue (.2); follow up internally (.2).
08/08/23	S. Alberts	0.90	720.00	B220	Review CEO's contract (.2); review prior Bylaws (.2) and current Bylaws (.1) and email about concerning difference in Bylaws and effect (.1) and follow up with S. McCandless (.1) and Ankura (.2).
	Subtotal	2.20	1,485.20		

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

B310 - Claims Administration and Objections

Date	Timekeeper	Hours	Amount	Task	Narrative
08/02/23	G. Miller	0.50	364.50	B310	Review Vitamin D claim objection and email L. Macksoud re same.
08/02/23	L. Macksoud	0.70	510.30	B310	Review email from S. Hansberger and review additional documentation supporting Vitamin D objection, further revise same and draft email to D. Habig re same.
08/03/23	T. Moyron	0.70	560.00	B310	Call with J. Pomerantz, J. Kearney, et al., regarding claim objections.
08/03/23	S. Maizel	0.70	560.00	B310	Telephone conference with J. Pomerantz, J. Montgomery, etc. re claims objections to dentist's claims.
08/03/23	L. Macksoud	0.50	364.50	B310	Confer with D. Habig regarding transition in role as general counsel and replacement declarant for Vitamin D and other claims objections (.4); draft email to T. Moyron re same (.1).
08/04/23	S. Maizel	0.50	400.00	B310	Zoom conference with L. Macksoud and T. Moyron re claims objections.
08/04/23	L. Macksoud	0.60	437.40	B310	Confer with T. Moyron and S. Maizel regarding additional claim objections and strategy and timing for filing of same.
08/04/23	T. Moyron	0.50	400.00	B310	Participate in claims call with S. Maizel and L. Macksoud.
08/08/23	L. Macksoud	0.30	218.70	B310	Review claims analysis for objection purposes and draft email to J. Pomerantz re same.
08/08/23	S. Ruben	0.10	49.95	B310	Correspond with L. Macksoud re dental litigation claims.
08/11/23	L. Macksoud	0.70	510.30	B310	Call with J. Pomerantz to discuss claims objections.
08/16/23	T. Moyron	0.10	80.00	B310	Attention to Vitamin D Claim discussion.
08/23/23	L. Macksoud	0.10	72.90	B310	Draft email to T. Moyron re claims objection issues.
08/25/23	L. Macksoud	0.20	145.80	B310	Confer with J. Pomerantz re claims objections.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
08/29/23	L. Macksoud	0.40	291.60	B310	Confer with J. Pomerantz re updated claims chart (.2); confer with T. Moyron re same (.2).
08/30/23	T. Moyron	0.30	240.00	B310	Correspond with J. Pomerantz regarding claim settlement (.2) and analyze related issues (.1).
	Subtotal	6.90	5,205.95		

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

Date	Timekeeper	Hours	Amount	Task	Narrative
08/01/23	R. Wicks	1.70	1,071.00	B320	Prepare chapter 11 liquidating plan and incorporate committee comments.
08/02/23	R. Wicks	3.80	2,394.00	B320	Prepare chapter 11 plan by integrating comments from Committee counsel.
08/02/23	R. Wicks	0.10	63.00	B320	Correspond with committee counsel regarding scheduling time to discuss chapter 11 plan.
08/02/23	R. Wicks	0.20	126.00	B320	Call with T. Moyron to discuss chapter 11 plan.
08/03/23	R. Wicks	0.10	63.00	B320	Correspond with S. Golden regarding call to discuss chapter 11 plan.
08/04/23	R. Wicks	0.20	126.00	B320	Correspond with Committee counsel regarding rescheduling time to discuss chapter 11 plan.
08/04/23	T. Moyron	0.40	320.00	B320	Attention to plan matters (.3) and correspond with S. Golden re same (.1).
08/08/23	R. Wicks	1.40	882.00	B320	Call with S. Golden, J. Fried and T. Moyron regarding chapter 11 plan.
08/08/23	T. Moyron	1.30	1,040.00	B320	Zoom meeting with J. Fried, S. Golden and R. Wicks re plan.
08/14/23	S. Maizel	0.50	400.00	B320	Review drafts of plan and disclosure statement.
08/18/23	R. Wicks	3.80	2,394.00	B320	Prepare chapter 11 plan and incorporate committee comments.
08/18/23	R. Wicks	0.20	126.00	B320	Call with T. Moyron regarding strategy for expedited confirmation process.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
08/18/23	R. Wicks	0.20	126.00	B320	Call with UST regarding potential expedited plan confirmation process.
08/18/23	R. Wicks	0.20	126.00	B320	Correspond with T. Moyron and S. Maizel regarding outcome of call with UST regarding plan process.
08/18/23	S. Maizel	1.00	800.00	B320	Review and revise draft plan and disclosure statement.
08/21/23	R. Wicks	0.10	63.00	B320	Correspond with T. Moyron and S. Maizel regarding chapter 11 plan.
08/21/23	T. Moyron	0.60	480.00	B320	Attention to updated plan and related matters.
08/28/23	R. Wicks	0.20	126.00	B320	Call with T. Moyron regarding chapter 11 plan and exclusivity motion.
08/28/23	T. Moyron	0.20	160.00	B320	Call with R. Wicks regarding chapter 11 plan and exclusivity motion.
08/29/23	T. Moyron	0.50	400.00	B320	Analyze updated chapter 11 plan (.2); analyze I. Lee, et al., emails regarding chapter 11 plan (.2); call with R. Wicks regarding plan (.1).
08/29/23	R. Wicks	0.10	63.00	B320	Correspond with S. Golden and J. Pomerantz regarding chapter 11 plan.
08/29/23	T. Moyron	1.70	1,360.00	B320	Analyze updated plan and redline and provide comment.
08/29/23	R. Wicks	1.10	693.00	B320	Prepare chapter 11 plan.
08/29/23	R. Wicks	0.10	63.00	B320	Correspond with I. Lee regarding chapter 11 plan.
08/29/23	R. Wicks	0.20	126.00	B320	Call with I. Lee regarding chapter 11 plan provisions.
08/29/23	R. Wicks	0.10	63.00	B320	Email T. Moyron regarding chapter 11 plan provisions.
08/29/23	R. Wicks	0.10	63.00	B320	Call with T. Moyron regarding chapter 11 plan provisions.
08/30/23	R. Wicks	1.20	756.00	B320	Prepare motion for combined plan and disclosure statement.
08/30/23	R. Wicks	0.20	126.00	B320	Correspond with S. Golden and T. Moyron regarding motion for combined disclosure statement and plan.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
08/30/23	S. Maizel	1.00	800.00	B320	Review and respond to emails re revisions to plan (.2); review current draft of plan (.8).
08/30/23	T. Moyron	0.20	160.00	B320	Correspond with S. Golden, et al., regarding motion for combined disclosure statement and plan.
08/31/23	T. Moyron	1.80	1,440.00	B320	Analyze disclosure statement and update disclosure statement (1.7); correspond with S. Golden re same and procedure (.1).
08/31/23	R. Wicks	0.20	126.00	B320	Correspond with S. Golden and T. Moyron regarding combined plan and disclosure statement.
08/31/23	R. Wicks	0.10	63.00	B320	Call with T. Moyron regarding motion to allow combined plan and disclosure statement.
	Subtotal	24.80	17,188.00		

DHCS - DHCS Litigation

Date	Timekeeper	Hours	Amount	Task	Narrative
08/01/23	R. Wicks	0.10	63.00	DHCS	Correspond with Committee counsel regarding signature on DHCS settlement agreement.
08/02/23	R. Wicks	0.10	63.00	DHCS	Correspond with D. Wessel regarding execution of the DHCS settlement agreement.
08/03/23	R. Wicks	0.10	63.00	DHCS	Correspond with D. Wessel regarding DHCS settlement agreement.
08/16/23	R. Wicks	0.10	63.00	DHCS	Correspond with D. Wessel regarding approvals of DHCS settlement agreement.
08/18/23	R. Wicks	0.10	63.00	DHCS	Correspond with D. Wessel regarding agency approvals of settlement agreement.
08/18/23	R. Wicks	0.20	126.00	DHCS	Correspond with S. Chacon regarding DHCS settlement.
08/21/23	S. Maizel	0.30	240.00	DHCS	Review and respond to emails re settlement agreement.
08/22/23	S. Maizel	0.20	160.00	DHCS	Review District Court order requiring status report (.1); email exchange with D. Wessel re preparation of status report (.1).

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
08/22/23	S. Maizel	0.10	80.00	DHCS	Review and respond to emails re settlement agreement.
08/22/23	R. Wicks	0.20	126.00	DHCS	Correspond with D. Wessel, S. Maizel, and T. Moyron regarding execution of settlement agreement and status report in appeal.
08/24/23	S. Maizel	0.20	160.00	DHCS	Review and respond to emails from D. Wessel, etc. re DHCS settlement.
	Subtotal	1.70	1,207.00		

EMP - Employee matters

Date	Timekeeper	Hours	Amount	Task	Narrative
08/04/23	T. Moyron	0.60	480.00	EMP	Analyze application to amend order granting motion to amend KEIP (.3) and correspond with R. Wicks re same (.3).
08/04/23	R. Wicks	0.50	315.00	EMP	Finalize and file application amend order granting motion to amend KEIP.
08/06/23	R. Wicks	0.10	63.00	EMP	Review order granting application to amend KEIP order.
08/06/23	R. Wicks	0.10	63.00	EMP	Correspond with client regarding order to amend KEIP.
08/07/23	R. Wicks	0.20	126.00	EMP	Correspond with S. Alberts and S. McCandless regarding CEO hiring issue.
08/07/23	R. Wicks	0.20	126.00	EMP	Correspond with CJ Pease and I. Lee regarding CEO hiring issue.
08/07/23	S. McCandless	1.20	960.00	EMP	Communicate with S. Alberts regarding status of CEO, related options going forward, and related questions and respond to same (.40); initial review of current employment CEO employment contract received from R. Wicks (.70); communicate with R. Wicks regarding same (.10).
08/08/23	S. McCandless	0.90	720.00	EMP	Review By Laws for Board's oversight regarding retention of CEO (.7); communicate with S. Alberts and R. Wicks regarding same (.2).
08/08/23	R. Wicks	0.20	126.00	EMP	Correspond with CJ Pease regarding bylaws and hiring of CEO.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
08/08/23	R. Wicks	0.20	126.00	EMP	Correspond with S. Alberts and S. McCandless regarding bylaws and hiring of CEO.
08/09/23	R. Wicks	0.20	126.00	EMP	Review analysis of need to have board appoint chief executive officer.
08/09/23	S. Alberts	0.40	320.00	EMP	Communicate about CEO retention and related issues.
08/09/23	S. McCandless	3.00	2,400.00	EMP	Research California law background to re-appointment of CEO of public benefit corporation (1.40); prepare detailed email to Dentons team with related recommendations for re-employment of R. Maclsaac in context of same (.90); further review existing client documentation for same (.30); review related communications between S. Alberts and Ankura (.30); respond to same (.10).
08/10/23	S. Alberts	1.90	1,520.00	EMP	Review CEO contract materials (.4); conference with T. Moyron and S. McCandless about CEO retention issues (.3); arrange (.1) and conference with S. McCandless and D. Hatch about CEO retention issues (.4); conference with Ankura and Dentons about CEO retention issues (.7).
08/10/23	T. Moyron	0.70	560.00	EMP	Call with I. Lee, et al, re COBRA (.4) and correspond with S. Alberts re same (.3).
08/10/23	K. Babich	1.00	661.50	EMP	Research re mandated health benefits in California.
08/10/23	S. McCandless	2.10	1,680.00	EMP	Conference call with T. Moyron and S. Alberts regarding status, strategy, and handling and related questions as to CEO retention and in preparation for calls with D. Hatch and Ankura to discuss same (.30); prepare for same (.20); related communication with S. Alberts (.10); conference call with D. Hatch and S. Alberts regarding said issues and related strategy and handling (.50); discuss same with Ankura (.70); communicate with K. Babich regarding health insurance issues (.30).

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
08/13/23	S. McCandless	3.90	3,120.00	EMP	Draft R. Maclsaac's executive agreement (2.90); review client information for same (.80); communicate with D. Hatch and S. Alberts regarding same (.20).
08/14/23	S. McCandless	3.80	3,040.00	EMP	Review, revise, and conform draft of R. Maclsaac's executive agreement (.80); communicate with D. Hatch regarding same (.30); discussion with D. Hatch, S. Maizel, and S. Alberts regarding approach to and terms of same (.50); related communications with C. Pease of Ankura and S. Alberts (.30); further communicate with C. Pease and I. Lee of Ankura regarding confidential information and arbitration policy documents and agreements to complete draft of employment agreement and provide background to need for same (.40); review termination documentation forwarded by Ankura for additions and revisions to draft of new agreement (.70); review D. Hatch's initial proposed edits and comments to agreement (.30); communicate with D. Hatch and Dentons team regarding non-competition provision of agreement and related matters as to R. Maclsaac's relationships (.40); communicate with T. Moyron regarding same (.10).
08/14/23	S. Maizel	0.80	640.00	EMP	Zoom conference with D. Hatch, etc. re R. Maclsaac employment status (.5); review and respond to emails re same (.3).
08/14/23	R. Wicks	0.10	63.00	EMP	Correspond with S. McCandless and T. Moyron regarding chief executive officer employment.
08/14/23	S. Alberts	0.60	480.00	EMP	Review and comment on CEO agreement (.3); follow up call about contract and options (.3).

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
08/15/23	S. McCandless	3.50	2,800.00	EMP	Review various Borrego policy documents forwarded by C. Pease to revise R. Maclsaac's employment agreement (.90); communicate with S. Maizel, S. Alberts, and T. Moyron regarding whether or not R. Maclsaac has KEIP entitlement for reference in her new agreement (.30); further communicate with S. Alberts regarding same (.10); review response from S. Maizel re competition provision (.10); revise and supplement earlier draft of agreement to incorporate comments provided by D. Hatch and other Dentons attorneys and to reflect Borrego policy documents (1.60); further related review of said policy documents (.40); obtain approval from D. Hatch (.10).
08/16/23	S. McCandless	0.90	720.00	EMP	Forward R. Maclsaac agreement to I. Lee and C. Pease at Ankura with comments on same (.40); review I. Lee's comments on agreement (.30); review D. Hatch's response to same (.10); review side note from D. Hatch regarding contractor serving as secretary and treasurer (.10).
08/16/23	T. Moyron	0.20	160.00	EMP	Attention to Maclsaac Agreement and related correspondence from I. Lee, et al.
08/16/23	R. Wicks	0.20	126.00	EMP	Correspond with S. McCandless regarding at will executive agreement.
08/16/23	R. Wicks	0.10	63.00	EMP	Correspond with D. Hatch regarding corporate governance.
08/17/23	R. Wicks	0.20	126.00	EMP	Correspond with I. Lee and S. McCandless regarding at will executive agreement.
08/17/23	T. Moyron	0.30	240.00	EMP	Analyze I. Lee correspondence, et al., re R. Maclsaac agreement.
08/17/23	S. McCandless	1.50	1,200.00	EMP	Review I. Lee's proposed additions to R. Maclsaac agreement (.30); draft responding language (.80); forward same to Dentons team and D. Hatch for approval and with related comments (.20); further communicate with I. Lee in response to questions (.20).

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
08/18/23	S. McCandless	1.40	1,120.00	EMP	Revise R. Maclsaac agreement to incorporate changes requested by Ankura (.70); forward to I. Lee and C. Pease with comments on same and related instructions (.40); further communicate with I. Lee regarding follow up to same (.30).
08/18/23	R. Wicks	0.30	189.00	EMP	Correspond with counsel regarding records for Dr. Sullivan deposition.
08/18/23	S. Maizel	0.20	160.00	EMP	Review and respond to emails re R. Maclsaac employment application.
08/18/23	R. Wicks	0.10	63.00	EMP	Correspond with CJ Pease regarding records for former employee Priscilla Ramos.
08/21/23	S. Maizel	0.20	160.00	EMP	Review and respond to emails re Maclsaac employment agreement.
08/21/23	R. Wicks	0.20	126.00	EMP	Correspond with Dr. Sullivan regarding deposition.
08/21/23	S. Alberts	0.60	480.00	EMP	Communicate internally about CEO's new contract (.1); review new agreement (.2); communicate with Ankura about CEO agreement (.1); send agreement to Board (.1) and CEO (.1).
08/21/23	S. McCandless	0.60	480.00	EMP	Communicate with S. Alberts regarding next steps for R. Maclsaac executive agreement (.30); ensuing follow up communications with Board Chair and R. Maclsaac (.20); review response from Board Chair S. Hansberger and response to same (.10).
08/22/23	R. Wicks	0.10	63.00	EMP	Correspond with R. Maclsaac regarding at will employment agreement.
08/29/23	S. Alberts	0.20	160.00	EMP	Receive update on employment agreement.
	Subtotal	33.50	26,151.50		

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
G. M. Roberts	\$ 800.00	1.20	\$ 960.00
S. Alberts	\$ 800.00	8.00	\$ 6,400.00
S. Maizel	\$ 800.00	14.80	\$ 11,840.00
T. Moyron	\$ 800.00	23.20	\$ 18,560.00
G. Miller	\$ 729.00	4.60	\$ 3,353.40
K. Babich	\$ 661.50	1.00	\$ 661.50
L. Macksoud	\$ 729.00	3.50	\$ 2,551.50
R. Garms	\$ 594.00	2.10	\$ 1,247.40
S. McCandless	\$ 800.00	22.80	\$ 18,240.00
R. Wicks	\$ 630.00	49.30	\$ 31,059.00
M. Thatcher	\$ 409.50	0.20	\$ 81.90
S. Ruben	\$ 499.50	0.70	\$ 349.65
G. Medina	\$ 342.00	6.20	\$ 2,120.40
D.J. Ray	\$ 265.50	<u>0.40</u>	<u>\$ 106.20</u>
Totals		138.00	\$ 97,530.95

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2672266

September 30, 2023

SUMMARY OF AMOUNT DUE BY TASK CODE

Task Code	Task Code Name	Fees
B110	Case Administration	7,099.60
B120	Asset Analysis and Recovery	960.00
B130	Asset Disposition	12,717.30
B140	Relief from Stay/Adequate Protection Proceedings	1,546.00
B150	Meetings of and Communications with Creditors	80.00
B160	Fee/Employment Applications	15,691.80
B185	Assumption/Rejection of Leases and Contracts	7,299.60
B190	Other Contested Matters (excl. assumption/rejection motions)	521.00
B210	Business Operations	378.00
B220	Employee Benefits/Pension	1,485.20
B310	Claims Administration and Objections	5,205.95
B320	Plan and Disclosure Statement (incl. Business Plan)	17,188.00
DHCS	DHCS Litigation	1,207.00
EMP	Employee matters	26,151.50
	Total This Matter	\$97,530.95

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
8/3/2023	Filing Fees ACE ATTORNEY 541830 MOBILE NOTARY PUBLIC TO ISAA	295.00
8/7/2023	Filing Fees ACE ATTORNEY 541830 MOBILE NOTARY PUBLIC TO ISAA	180.00
	SUBTOTAL	475.00
	Total Disbursements	\$475.00

Borrego Community Health Foundation September 30, 2023  
Invoice #: 2672266

COMBINED TOTALS

Total Hours		138.00
Fee Total, all Matters	\$	97,530.95
Disbursement Total, all Matters	\$	475.00
Invoice Total, all Matters	\$	<u>98,005.95</u>
Amounts Received, Available to Apply Against Current or Future Invoices		100,000.00
Amount Due	\$	98,005.95



SNR Denton US LLP  
 601 S. Figueroa Street  
 Suite 2500  
 Los Angeles, California 90017-5704

snrdenton.com

Borrego Community Health Foundation  
 Isaac Lee  
 Chief Restructuring Office  
 isaac.lee@ankura.com

September 30, 2023

Client #: 15810746

Statement of Account

According to our records, as of September 30, 2023, the amounts shown below are outstanding.  
 If your records are not in agreement with ours, please call us. Thank you.

<u>Date</u>	<u>Invoice No.</u>	<u>Invoice Amount</u>	<u>Payments/ Adjustments</u>	<u>Total</u>
09/30/23	2672266	\$ 98,005.95	\$ 0.00	\$ 98,005.95
10/31/23	2679858	\$ 129,875.45	\$ 0.00	\$ 129,875.45
Total Outstanding Invoices				<u>\$ 227,881.40</u>
Credits On Account				\$ 100,000.00

Questions should be directed to:  
 S. Maizel  
 at 1 213 623 9300  
 Federal Tax I.D. Number 36-1796730

1 SAMUEL R. MAIZEL (SBN 189301)  
2 samuel.maizel@dentons.com  
3 TANIA M. MOYRON (SBN 235736)  
4 tania.moyron@dentons.com  
5 REBECCA M. WICKS (SBN 313608)  
6 rebecca.wicks@dentons.com  
7 Dentons US LLP  
8 601 South Figueroa Street, Suite 2500  
9 Los Angeles, CA 90017-5704  
10 Telephone: 213 623 9300  
11 Facsimile: 213 623 9924

12 Attorneys for Chapter 11 Debtor and Debtor  
13 In Possession

14 **UNITED STATES BANKRUPTCY COURT**  
15 **SOUTHERN DISTRICT OF CALIFORNIA**

16 In re:  
17 **BORREGO COMMUNITY**  
18 **HEALTH FOUNDATION,**  
19  
20 Debtor and Debtor In Possession.

21 Case No. 22-02384  
22 Chapter 11 Case  
23 (Voluntary Petition Filed September 12,  
24 2022)  
25 **DENTONS US LLP'S THIRTEENTH**  
26 **MONTHLY FEE APPLICATION FOR**  
27 **ALLOWANCE AND PAYMENT OF**  
28 **INTERIM COMPENSATION AND**  
**REIMBURSEMENT OF EXPENSES**  
**FOR THE PERIOD SEPTEMBER 1,**  
**2023 THROUGH SEPTEMBER 30, 2023**

Judge: Hon. Laura S. Taylor

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



1 CSD 1143 (04/28/96)

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

4 DEBTOR: Borrego Community  
5 Health Foundation

PETITION DATE: September 12, 2022

6 CASE NO.: 22-02384

7 **MONTHLY FEE APPLICATION SUMMARY**

8 APPLICANT: Dentons US LLP

REPRESENTING: Debtor

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

CATEGORIES	September 1, 2023 – September 30, 2023 (APPLICATION PERIOD)	
	HOURS	AMOUNT REQUESTED
Case Administration	9.50	\$6,729.80
Asset Analysis and Recovery	1.00	\$800.00
Asset Disposition	1.20	\$960.00
Meetings of and Communications with Creditors	1.10	\$617.00
Fee / Employment Applications	85.80	\$47,271.60
Assumption / Rejection of Leases and Contracts	0.20	\$126.00
Other Contested Matters (excl. assumption / rejection motions)	2.40	\$1,920.00
Business Operations	0.20	\$126.00
Employee Benefits / Pension	0.30	\$240.00
Claims Administration and Objections	26.40	\$18,415.60
Plan and Disclosure Statement (incl. Business Plan)	67.50	\$46,375.45
DHCS Litigation	4.90	\$3,054.00
Employee Matters	3.30	\$2,640.00
<b>TOTALS:</b>	<b>203.80</b>	<b>\$129,275.45</b>

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

**MONTHLY FEE APPLICATION**

Dentons US LLP (the “Firm”) submits its *Thirteenth Monthly Fee Application for Allowance and Payment of Interim Compensation and Reimbursement of Expenses for the Period September 1, 2023 – September 30, 2023* for services rendered during the chapter 11 case (this “Case”) of the above-captioned debtor (the “Debtor”) for the Debtor. In support of the foregoing application (the “Application”), the Firm respectfully represents as follows:

1. The Firm is bankruptcy counsel to the Debtor. The Firm hereby applies to the Court for allowance and payment of interim compensation for services rendered and reimbursement of expenses incurred during the period of September 1, 2023 – September 30, 2023 (the “Application Period”).

2. The Firm billed a total of \$129,875.45 in fees and expenses during the Application Period. The total fees represent 203.80 hours expended during the period covered by this Application. These fees and expenses break down as follows:

<b>Application Period</b>	<b>Fees</b>	<b>Expenses</b>	<b>Total</b>
September 1, 2023 – September 30, 2023	\$129,275.45	\$600.00	\$129,875.45

3. Accordingly, the Firm seeks allowance of interim compensation in the amount of a total of \$104,020.36 at this time. This total is comprised as follows: \$103,420.36 (80% of the fees for services rendered), plus \$600.00 (100% of the expenses incurred).

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

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

1           5.       The Firm has served a copy of this Application on the Office of the  
2 United States Trustee (the “U.S. Trustee”), the Debtor, counsel to the Debtor, counsel  
3 to the Patient Care Ombudsman, and counsel to the Official Committee of Unsecured  
4 Creditors appointed in this Case. The Application was mailed by first class mail,  
5 postage prepaid, on or about November 21, 2023. Notice of the filing of this  
6 Application was served on the foregoing parties as well as any party who has  
7 requested special notice in this Case as of the date of the Notice. The Notice was  
8 mailed by first class mail, postage prepaid, on or about November 21, 2023.

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

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

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



1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**EXHIBIT “1”**

**(Summary of Hours by Professional for  
Application Period September 1, 2023 – September 30, 2023)**

<b>Name of Professional</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Total Billed</b>
Sam J. Alberts	Partner	0.30	\$800.00	\$240.00
Samuel R. Maizel	Partner	14.20	\$800.00	\$11,360.00
Tania M. Moyron	Partner	32.80	\$800.00	\$26,240.00
Geoffrey M. Miller	Partner	16.30	\$729.00	\$11,882.70
Lauren Macksoud	Partner	8.40	\$729.00	\$6,123.60
Sandra McCandless	Partner	2.30	\$800.00	\$1,840.00
John A. Moe, II	Partner	3.50	\$720.00	\$2,520.00
Rebecca M. Wicks	Senior Managing Associate	72.50	\$630.00	\$45,675.00
Sarah Schrag	Senior Managing Associate	18.40	\$616.50	\$11,343.60
David Cook	Managing Associate	0.30	\$589.50	\$176.85
Samantha Ruben	Associate	0.20	\$499.50	\$99.90
George L. Medina	Senior Paralegal	31.30	\$342.00	\$10,704.60
Kathryn Howard	Senior Paralegal	3.30	\$324.00	\$1,069.20
<b>Totals:</b>		<b>203.80</b>		<b>\$129,275.45</b>

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

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**EXHIBIT “2”**  
**(Detailed Time and Expense Statements for  
Application Period September 1, 2023 – September 30, 2023)**

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



SNR Denton US LLP  
601 S. Figueroa Street  
Suite 2500  
Los Angeles, California 90017-5704

dentons.com

Borrego Community Health Foundation  
Isaac Lee  
Chief Restructuring Office  
isaac.lee@ankura.com

October 31, 2023

**Invoice No. 2679858**

Client: 15810746

Payment Due Upon Receipt

Total This Invoice	\$ 129,875.45
Amounts Received, Available to Apply Against Current or Future Invoices	100,000.00
Amount Due	\$ 129,875.45

Please return this page with your payment

In the case of mail deliveries to:

SNR Denton US LLP  
8000 Sears Tower  
Chicago, IL 60606

OR

In the case of overnight deliveries to:

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

Payment by wire transfer/ACH should be sent to:

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

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

Questions relating to this invoice should be directed to:

S. Maizel  
at 1 213 623 9300



SNR Denton US LLP  
 601 S. Figueroa Street  
 Suite 2500  
 Los Angeles, California 90017-5704

dentons.com

Borrego Community Health Foundation  
 Isaac Lee  
 Chief Restructuring Office  
 isaac.lee@ankura.com

October 31, 2023

**Invoice No. 2679858**

For Professional Services Rendered through September 30, 2023:

Matter: 15810746-000002  
 Postpetition

B110 - Case Administration

Date	Timekeeper	Hours	Amount	Task	Narrative
09/05/23	T. Moyron	0.50	400.00	B110	Legal update call with I. Lee, CJ Pease, R. MacIlsac, J. Kearney, et al., regarding pending matters and litigation, plan, and next steps.
09/05/23	G. Miller	0.80	583.20	B110	Revise Blue Shield stipulation and emails with S. Maizel re same.
09/05/23	G. Medina	0.40	136.80	B110	Correspond with T. Moyron and address calendar issues.
09/05/23	S. Maizel	0.70	560.00	B110	Zoom conference with R. MacIlsac, I. Lee, etc. re pending issues.
09/05/23	T. Moyron	0.60	480.00	B110	Analyze emails from S. Maizel, et al., related to employment agreement (.2); analyze emails from J. Sokol, et al., related to Travelers (.1); analyze emails from R. Wicks, et al., regarding settlement with dentist (.1); correspond with R. Wicks, et al., regarding plan (.2).
09/07/23	G. Medina	0.20	68.40	B110	Address deadlines with docketing.
09/07/23	K.M. Howard	0.20	64.80	B110	Review email chain regarding draft of joint status report (.1); prepare docketing memorandum regarding same. (.1).
09/08/23	G. Miller	0.30	218.70	B110	Call with C. Pease re Blue Shield stipulation (.1); email S. Maizel re same (.2).
09/08/23	S. Maizel	0.10	80.00	B110	Review and respond to emails from S. Hansberger re pending issues.
09/09/23	S. Maizel	0.30	240.00	B110	Telephone conference with T. Moyron re pending issues.
09/12/23	S. Maizel	0.40	320.00	B110	Zoom conference with S. Golden, etc. re pending issues.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/12/23	S. Maizel	0.30	240.00	B110	Zoom conference with R. Maclsaac, I. Lee, J. Kearney, etc. re pending legal issues.
09/12/23	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.
09/14/23	S. Maizel	0.20	160.00	B110	Review and respond to email from Office of County Counsel, Riverside County re payments.
09/15/23	S. Maizel	0.20	160.00	B110	Review and respond to emails re tax exempt status and response of auditors.
09/17/23	S. Maizel	0.30	240.00	B110	Review and respond to emails re tax-exempt status and auditor requests.
09/18/23	G. Miller	0.40	291.60	B110	Draft Blue Shield stipulation and email S. Maizel re same.
09/18/23	R. Wicks	0.20	126.00	B110	Correspond with K. Fearce regarding Borrego hearings.
09/18/23	G. Medina	0.40	136.80	B110	Attend to upcoming hearing dates and responses due with docketing.
09/20/23	G. Miller	0.60	437.40	B110	Revise stipulation with Blue Shield resolving cure objection.
09/21/23	G. Miller	0.30	218.70	B110	Emails with J. Pomerantz and A. Still re Blue Shield stipulation.
09/26/23	S. Maizel	0.60	480.00	B110	Zoom conference with R. Maclssac, I. Lee, HLB attorneys, etc. re pending legal issues.
09/26/23	S. Maizel	0.50	400.00	B110	Review and revise Motion for OST re Combined Plan Disclosure Statement (.3); telephone conference with T. Moyron re same (.1); review and respond to emails from UST re same (.1).
09/26/23	G. Miller	0.30	218.70	B110	Finalize and file Blue Shield stipulation.
09/27/23	S. Maizel	0.20	160.00	B110	Zoom conference with K. Valdez, Deputy County Counsel, re overdue grant report.
09/29/23	G. Miller	0.20	145.80	B110	Emails with C. Pease and A. Still re payment of Blue Shield cure costs.
09/29/23	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/29/23	R. Wicks	0.10	63.00	B110	Call with T. Moyron regarding filings in case including motion for shortened time, ordinary course professional report, and Ankura compensation report.
	Subtotal	9.50	6,729.80		

B120 - Asset Analysis and Recovery

Date	Timekeeper	Hours	Amount	Task	Narrative
09/14/23	S. Maizel	1.00	800.00	B120	Review information re claims against KPC.
	Subtotal	1.00	800.00		

B130 - Asset Disposition

Date	Timekeeper	Hours	Amount	Task	Narrative
09/11/23	T. Moyron	0.10	80.00	B130	Correspond with S. Golden re plan and LTA.
09/15/23	T. Moyron	0.30	240.00	B130	Correspond with S. Golden re motion re DS and plan (.1); analyze related timing issues (.2).
09/20/23	S. Maizel	0.30	240.00	B130	Review and revise stipulation resolving Blue Shield Cure Objection.
09/20/23	S. Maizel	0.40	320.00	B130	Review and respond to emails re interpretation of APA provision regarding employee benefits.
09/21/23	S. Maizel	0.10	80.00	B130	Review stipulation resolving Blue Shield Cure Objection.
	Subtotal	1.20	960.00		

B150 - Meetings of and Communications with Creditors

Date	Timekeeper	Hours	Amount	Task	Narrative
09/06/23	G. Medina	0.20	68.40	B150	Correspond with Creditor regarding plan inquiry timing and filing.
09/12/23	S. Maizel	0.20	160.00	B150	Telephone conference with representative of Dr. Grigoryan re claims issues.
09/18/23	R. Wicks	0.10	63.00	B150	Correspond with A. Aguilar and G. Medina regarding call from creditor requesting case status update.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/19/23	G. Medina	0.30	102.60	B150	Numerous calls to Dr. Myhammad Arif to address calls regarding distribution.
09/20/23	S. Maizel	0.10	80.00	B150	Telephone conference with Dr. M. Arif re status of his claim.
09/20/23	R. Wicks	0.10	63.00	B150	Correspond with S. Maizel regarding responding to inquiry from creditor.
09/27/23	S. Maizel	0.10	80.00	B150	Telephone conference with D. Doran, creditor, re status of claim.
	Subtotal	1.10	617.00		

B160 - Fee/Employment Applications

Date	Timekeeper	Hours	Amount	Task	Narrative
09/01/23	R. Wicks	0.20	126.00	B160	Prepare eighth monthly fee application and notice.
09/01/23	R. Wicks	0.20	126.00	B160	Prepare ninth monthly fee application and notice.
09/05/23	R. Wicks	0.10	63.00	B160	Correspond with G. Medina and T. Moyron regarding deadline to file first interim fee application.
09/06/23	R. Wicks	0.10	63.00	B160	Correspond with D. Almogue regarding Skadden fee application.
09/07/23	R. Wicks	0.20	126.00	B160	Correspond with T. Moyron regarding finalizing and filing April and May monthly fee applications.
09/07/23	R. Wicks	0.30	189.00	B160	Finalize and file April and May monthly fee applications.
09/07/23	K.M. Howard	0.30	97.20	B160	Review email from J. Moe regarding Borrego fee application (.1); review docket regarding same (.2).
09/07/23	G. Medina	1.30	444.60	B160	Correspond with R. Wicks regarding Eighth and Ninth DUS Fee applications (0.1); review and assemble DUS fee applications and send to R. Wicks for review (0.4); file Eighth and Ninth DUS Fee applications along with their respective notices (0.8).
09/07/23	T. Moyron	0.20	160.00	B160	Correspond with R. Wicks regarding April and May monthly fee applications.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/08/23	G. Medina	0.20	68.40	B160	Correspond and call with T. Moyron regarding UST's email regarding shorten notice.
09/08/23	G. Medina	0.20	68.40	B160	Correspond with R. Wicks and address docket updates regarding Dentons fee applications filed.
09/08/23	G. Medina	2.40	820.80	B160	Correspond with R. Wicks regarding second intern DUS Fee application (0.1); correspond with C. Arias regarding Fee application and charts (0.3); received and review charts from accounting (0.3); work on fee application charts (1.7).
09/08/23	K.M. Howard	0.10	32.40	B160	Email exchanges with T. Moyron and team regarding second interim fee application.
09/08/23	J.A. Moe, II	0.20	144.00	B160	Review Tania Moyron's e-mail on preparing the Second Interim Fee Application, reviewing the First Interim Fee Application.
09/08/23	S. Schrag	0.30	184.95	B160	Confer with T. Moyron regarding drafting fee application.
09/08/23	R. Wicks	0.20	126.00	B160	Correspond with G. Medina regarding numbers for first interim fee application.
09/08/23	R. Wicks	0.10	63.00	B160	Correspond with T. Reid regarding Hooper Lundy interim fee application.
09/08/23	S. Maizel	0.20	160.00	B160	Review and respond to emails interim fee application.
09/08/23	R. Wicks	0.20	126.00	B160	Correspond with S. Maizel and G. Medina regarding calendaring deadline for April and May fee applications.
09/08/23	R. Wicks	0.60	378.00	B160	Correspond with T. Moyron, G. Medina, et. al regarding preparing interim fee applications.
09/08/23	T. Moyron	0.40	320.00	B160	Coordinate second interim fee application and send emails to G. Medina, S. Schrag, et al., re same.
09/09/23	R. Wicks	0.10	63.00	B160	Correspond with T. Moyron, S. Schrag, et. al regarding fee applications.
09/09/23	S. Schrag	3.10	1,911.15	B160	Draft interim fee application.
09/10/23	S. Schrag	3.80	2,342.70	B160	Draft interim fee application.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/10/23	R. Wicks	0.10	63.00	B160	Correspond with T. Moyron, S. Schrag, et. al regarding fee applications.
09/10/23	G. Medina	3.20	1,094.40	B160	Review and analyze invoices from December 2022 to May 2023 in order to create exhibits/ charts for Dentons' second interim fee application.
09/11/23	G. Medina	7.50	2,565.00	B160	Call and correspond with I. Ortiz regarding inserting Charts creating into the DUS 2nd interim fee application (0.2); call with S. Schrag and R. Wicks regarding send interim time period /exhibits/ charts (0.2); correspond with T. Moyron regarding exhibits the second interim fee application (0.1); correspond with C. Arias regarding June and July invoices (0.2); received and reviewed additional invoices (0.2); work on updating exhibits/charts through July 31, 2023 (5.8). correspond with R. Wicks and file June and July monthly fee applications (0.8).
09/11/23	R. Wicks	0.90	567.00	B160	Prepare June monthly fee application and notice.
09/11/23	R. Wicks	1.00	630.00	B160	Prepare notice of July monthly fee application and notice.
09/11/23	R. Wicks	0.50	315.00	B160	Correspond with S. Schrag, T. Moyron, et. al regarding preparing second interim fee application and monthly fee applications for June and July.
09/11/23	R. Wicks	0.30	189.00	B160	Finalize and file June and July monthly fee applications and notices.
09/11/23	R. Wicks	0.10	63.00	B160	Call with T. Moyron regarding preparing second interim fee application.
09/11/23	R. Wicks	0.60	378.00	B160	Review current draft second interim fee application.
09/11/23	R. Wicks	0.10	63.00	B160	Correspond with T. Reid regarding Hooper Lundy second interim fee application.
09/11/23	T. Moyron	0.40	320.00	B160	Analyze and prepare comments on 10th and 11th monthly fee applications.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/11/23	S. Schrag	5.70	3,514.05	B160	Prepare interim fee application (3.3); review materials in support thereof (.4); prepare description of services rendered during fee application period (1.6); confer with T. Moyron regarding the same (.1); confer with R. Wicks regarding the same (.1); confer with I. Ortiz regarding supporting material (.1); confer with G. Medina regarding supporting material (.1).
09/11/23	S. Maizel	0.20	160.00	B160	Review draft of July monthly fee application (.1); review draft of June monthly fee application (.1).
09/11/23	T. Moyron	0.50	400.00	B160	Conference call with S. Schrag regarding interim fee application (.1); call with R. Wicks regarding same (.1); prepare emails coordinating preparation of same to G. Medina, S. Schrag, et al., and analyze related emails (.3).
09/12/23	S. Schrag	5.20	3,205.80	B160	Draft interim fee application (3.1); review and analyze material in support of the same (.1.7); confer with I. Ortiz regarding supporting documentation (.3); confer with S. Maizel regarding the same (.1).
09/12/23	K.M. Howard	2.10	680.40	B160	Telephone conference with J. Moe regarding review of Second Interim Fee Application (.1); review email and attachments regarding same (.1); review Dentons' Second Interim Fee Application (.5); revise Second Interim Fee Application (.3); telephone conference with J. Moe regarding the findings (.1); prepare email to T. Moyron and J. Moe regarding my findings (.1); email exchanges with T. Moyron and R. Wicks regarding the correct total of fees and costs (.1); review email from R. Wicks regarding revised fee application (.1); further analysis of revised fee application including charts reflecting hours, amounts, rates and fee increases (.7).
09/12/23	R. Wicks	0.10	63.00	B160	Correspond with C. Doherty regarding LEDES files for second interim fee application.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/12/23	R. Wicks	0.10	63.00	B160	Correspond with T. Reid regarding Ankura's review of Hooper Lundy's second interim fee application.
09/12/23	R. Wicks	0.30	189.00	B160	Analyze S. Maizel's inserts related to DHCS litigation and Board activities for the second interim fee application.
09/12/23	R. Wicks	5.40	3,402.00	B160	Prepare second interim fee application.
09/12/23	R. Wicks	0.10	63.00	B160	Correspond with G. Medina regarding Hooper Lundy LEDES files.
09/12/23	R. Wicks	1.20	756.00	B160	Prepare Hooper Lundy second interim fee application.
09/12/23	R. Wicks	0.10	63.00	B160	Email S. Golden and B. Dassa regarding second interim fee applications.
09/12/23	R. Wicks	0.10	63.00	B160	Email V. Durrer regarding second interim fee applications.
09/12/23	R. Wicks	0.10	63.00	B160	Email D. Golubchik regarding second interim fee application.
09/12/23	R. Wicks	0.10	63.00	B160	Correspond with G. Medina and J. LaMagna regarding Hooper Lundy LEDES files.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/12/23	G. Medina	2.90	991.80	B160	Correspond with I. Ortiz regarding updated exhibits/charts and the chart related to the blended rate for amounts billed or collected (0.3); correspond with C. Arias regarding UST LEDES files request (0.1); correspond with S. Schrag regarding compensation approved by interim Order to date (0.1); reviewed compensation order an address compensation approved (0.3); correspond with C. Arias and A. Bruscella regarding amounts received by wire (0.2); further correspond with S. Schrag regarding amounts received (0.1); correspond with S. Maizel regarding amounts received (0.1); correspond with R. Wicks and T. Moyron regarding Hooper Lundy LEDES file (0.1); call with C. Arias and regarding LEDES files requested by the UST and work on reconciling amounts and adjustments in the monthly applications filed (0.7); received amounts from S. Maizel and work to reconcile amounts received from accounting and create chart of same (0.5); correspond with R. Wicks and send chart created (0.1); correspond with J. LaMagna regarding UST request for LEDES file (0.1); receive, review and send DUS LEDES files to T. Moyron, S. Maizel and R. Wicks (0.2).
09/12/23	S. Maizel	2.40	1,920.00	B160	Drafting portions of second interim fee application (2.0); review and respond to emails re same (.4).
09/12/23	R. Wicks	0.10	63.00	B160	Call with T. Moyron regarding preparing second interim fee application.
09/12/23	R. Wicks	0.60	378.00	B160	Correspond with S. Schrag, I. Ortiz, T. Moyron regarding second interim fee application.
09/12/23	J.A. Moe, II	0.40	288.00	B160	Review latest revised and updated draft of Dentons' Second Interim Fee Application, including review of calculations on fees and expenses requested by Dentons.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/12/23	J.A. Moe, II	1.60	1,152.00	B160	Review the draft of the Second Interim Fee Application, and review and correct Charts formatted for the Fee Application, to be completed (1.10); review the Statements in preparation of the Charts for the Fee Application (.30); in regard to the calculations in the Fee Application, telephone call with K. Howard on necessary correction in regard to the calculation of the fees and costs and discuss explanation for correction (.20).
09/13/23	J.A. Moe, II	0.90	648.00	B160	Review latest version of the proposed Second Interim Fee Application, focusing on the Charts and calculations (.30); telephone call with K. Howard on three issues presented by the current version of the Charts and calculations (.20); exchange e-mails with T. Moyron on Charts and calculations that are part of the Second Interim Fee Application (.10); telephone call with R. Wicks on two issues and proposed two edits and one change in accordance with the Guidelines (.10); preliminarily review the revised version of the Second Interim Fee Application and accompanying e-mail explaining the revisions (.20).
09/13/23	J.A. Moe, II	0.40	288.00	B160	Review the completed and final version of Dentons' Second Interim Fee Application.
09/13/23	R. Wicks	0.10	63.00	B160	Call with J. Moe regarding revisions to the second interim fee application.
09/13/23	R. Wicks	0.10	63.00	B160	Correspond with CJ Pease regarding OCP fee report.
09/13/23	R. Wicks	0.10	63.00	B160	Correspond with J. Kearney regarding second interim fee application for Hooper Lundy.
09/13/23	K.M. Howard	0.30	97.20	B160	Telephone conference with J. Moe regarding charts containing incorrect information.
09/13/23	S. Maizel	2.50	2,000.00	B160	Review and revise second interim fee application (2.0); review and respond to emails re same (.5).

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/13/23	G. Medina	7.50	2,565.00	B160	<p>Correspond with KCC regarding proof of service re filing notice of professional fees (0.1); coordinate with I. Ortiz regarding edits to the DUS second interim fee application (0.2); correspond with T. Moyron regarding notice of hearing and proof of service (0.1); receive/review additional amounts DUS received from A. Bruscella (0.2); correspond with J. Kearney regarding Hooper Lundy LEDES filed to UST (0.1); correspond with R. Wicks regarding attorney rates (0.1); connect with DUS rate team to assist with exhibit/chart related to rates billed or collected (0.5); review and send previously filed fee application to R. Wicks for review (0.3); draft slip sheets for Exhibit F fee application monthlies (0.4); received and send to R. Wicks amounts received by the firm excluding bankruptcy (0.2); review and send monthly invoices to R. Wicks (0.3); further correspond with R. Wicks and retrieve all DUS monthlies filed, organize and send to R. Wicks as exhibit F (0.7); correspond with R. Wicks regarding Exhibit A to notice of hearing and review professionals interim amounts related to form CSD 1181A (0.3); receive, review and work on separating HLB Invoices due to file size limited (0.6); send to T. Moyron, S. Maizel and R. Wicks for review (0.2); revise Exhibit A to HLB fee application and file (0.5); correspond with KCC regarding filing (0.1); further correspond with KCC and send HBL fee application to J. Morrow per his request (0.3); received and compile DUS fee application and send to T. Moyron, S. Maizel and R. Wicks for Review (0.3); compile all professional interim orders and draft form CSD1181A for each professional to R. Wicks (1.0); file DUS second interim fee application (0.4); correspond with R. Wicks and revise and file notice of hearing related to professional fees (0.6).</p>
09/13/23	R. Wicks	0.10	63.00	B160	<p>Correspond with G. Medina regarding preparing proof of service for omnibus hearing notice.</p>

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/13/23	R. Wicks	0.20	126.00	B160	Correspond with T. Moyron and G. Medina regarding proof of service for second interim fee application.
09/13/23	R. Wicks	0.20	126.00	B160	Correspond with J. Thompson and G. Medina regarding proof of service and service of second interim fee applications.
09/13/23	R. Wicks	6.30	3,969.00	B160	Prepare second interim fee application.
09/13/23	R. Wicks	0.70	441.00	B160	Finalize and file Hooper Lundy second interim fee application.
09/13/23	R. Wicks	0.30	189.00	B160	Calls with T. Moyron regarding preparing and finalizing second interim fee application.
09/13/23	R. Wicks	0.10	63.00	B160	Call with J. Moe regarding revisions to second interim fee application.
09/13/23	R. Wicks	0.50	315.00	B160	Prepare omnibus notice of hearing for interim fee applications.
09/13/23	R. Wicks	0.10	63.00	B160	Correspond with B. Dassa regarding second interim fee applications.
09/13/23	R. Wicks	0.10	63.00	B160	Correspond with D. Almogue regarding Skadden interim fee application.
09/13/23	R. Wicks	0.80	504.00	B160	Finalize and file second interim fee application and omnibus hearing notice.
09/13/23	S. Schrag	0.30	184.95	B160	Review correspondence from T. Moyron and R. Wicks regarding Second Interim Fee Statement.
09/13/23	T. Moyron	2.20	1,760.00	B160	Analyze and prepare fee application.
09/14/23	K.M. Howard	0.30	97.20	B160	Review email from J. Moe regarding Dentons' Second Interim Fee Application (.1); assemble requested information (.1); prepare email to J. Moe regarding same (.1).
09/14/23	R. Wicks	0.10	63.00	B160	Correspond with G. Medina regarding LEDES files.
09/14/23	R. Wicks	0.30	189.00	B160	Correspond with C. Doherty regarding LEDES files for Dentons and Ankura.
09/21/23	R. Wicks	0.10	63.00	B160	Correspond with CJ Pease and S. Maizel regarding fee applications.
09/25/23	R. Wicks	0.10	63.00	B160	Review fee application objection deadlines.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/25/23	R. Wicks	0.10	63.00	B160	Correspond with I. Lee regarding preparing Ankura August compensation and staffing report.
09/29/23	G. Medina	0.60	205.20	B160	Correspond with R. Wicks regarding OCP report (0.1); assemble and file second statement of OCP professionals April through June 2023 (0.5).
09/29/23	R. Wicks	0.80	504.00	B160	Prepare Ankura August compensation report.
09/29/23	R. Wicks	0.60	378.00	B160	Prepare and file ordinary course professional second quarterly report.
	Subtotal	85.80	47,271.60		

B185 - Assumption/Rejection of Leases and Contracts

Date	Timekeeper	Hours	Amount	Task	Narrative
09/26/23	R. Wicks	0.10	63.00	B185	Correspond with G. Miller and J. Pomerantz regarding filed stipulation with Blue Cross.
09/26/23	R. Wicks	0.10	63.00	B185	Correspond with T. Moyron and G. Medina regarding order approving stipulation with Blue Cross.
	Subtotal	0.20	126.00		

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

Date	Timekeeper	Hours	Amount	Task	Narrative
09/01/23	S. Maizel	0.50	400.00	B190	Review and revise Blue Shield Stipulation.
09/05/23	S. Maizel	0.20	160.00	B190	Review and respond to email from J. Sokol re Travelers litigation.
09/06/23	T. Moyron	0.30	240.00	B190	Correspond with R. MacIsaac re Shah settlement (.1), and correspond with C.J. Pease and J. Pomerantz re same (.1); analyze emails from I. Lee, et al., re Travelers (.1).
09/13/23	S. Maizel	0.20	160.00	B190	Review and respond to emails from J. Sokol, et al., re Travelers.
09/13/23	T. Moyron	0.30	240.00	B190	Analyze emails from J. Sokol, et al., re Travelers and prepare email regarding same (.2); analyze settlement agreement (.1).

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/14/23	T. Moyron	0.90	720.00	B190	Analyze Travelers' settlement (.3) and correspond with counsel J. Sokol re same (.2); analyze updated settlement with Traveler's language (.2); and correspond with J. Sokol re same (.2).
	Subtotal	2.40	1,920.00		

B210 - Business Operations

Date	Timekeeper	Hours	Amount	Task	Narrative
09/08/23	R. Wicks	0.10	63.00	B210	Correspond with CJ Pease regarding August bank statements.
09/11/23	R. Wicks	0.10	63.00	B210	Correspond with C. Doherty of US Trustee regarding bank statements from Debtor.
	Subtotal	0.20	126.00		

B220 - Employee Benefits/Pension

Date	Timekeeper	Hours	Amount	Task	Narrative
09/20/23	S. Alberts	0.30	240.00	B220	Inquiry from client and follow up internally about question concerning dispute resolution provision and employees.
	Subtotal	0.30	240.00		

B310 - Claims Administration and Objections

Date	Timekeeper	Hours	Amount	Task	Narrative
09/01/23	R. Wicks	0.10	63.00	B310	Correspond with R. MacIlsac and T. Moyron regarding Dr. Shah settlement offer.
09/05/23	R. Wicks	0.10	63.00	B310	Correspond with R. MacIlsac regarding settlement with Dr. Shah/Allure Dental.
09/06/23	R. Wicks	0.10	63.00	B310	Correspond with J. Pomerantz regarding settlement with Dr. Shah.
09/07/23	R. Wicks	0.20	126.00	B310	Correspond with I. Lee, J. Pomerantz, et. al regarding settlement with Dr. Shah.
09/07/23	L. Macksoud	1.00	729.00	B310	Review case notes and claims chart as prepared by committee in preparation for call on claims objections (.4); participate in call with PSZJ re claim objections (.6).

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/07/23	S. Maizel	0.60	480.00	B310	Zoom conference with J. Pomerantz, etc. re claims administration issues.
09/07/23	S. Maizel	0.20	160.00	B310	Review and respond to emails re stipulation with Blue Shield.
09/07/23	T. Moyron	0.80	640.00	B310	Attention to claims administration issues, including settlement with Dr. Shah (.6); analyze emails related to Blue Shield (.2).
09/08/23	T. Moyron	0.30	240.00	B310	Analyze emails from S. Golden, C.J. Pease and respond to same.
09/08/23	R. Wicks	0.20	126.00	B310	Correspond with CJ Pease, S. Golden, et. al regarding claim objection analysis and GUC pool.
09/11/23	T. Moyron	0.10	80.00	B310	Analyze emails from J. Pomerantz, et al., re claims.
09/11/23	R. Wicks	0.10	63.00	B310	Correspond with J. Pomerantz regarding preparing stipulation to resolve Dr. Shah claim.
09/12/23	R. Wicks	0.20	126.00	B310	Call with J. Pomerantz regarding stipulation to resolve potential claim objection with Dr. Shah.
09/12/23	R. Wicks	0.10	63.00	B310	Correspond with J. Pomerantz regarding stipulation to resolve claim objection.
09/13/23	R. Wicks	0.10	63.00	B310	Correspond with J. Pomerantz regarding scheduling time to discuss claim objections.
09/14/23	R. Wicks	0.50	315.00	B310	Call with J. Pomerantz, M. Gray, and CJ Pease regarding claim objections.
09/14/23	R. Wicks	0.20	126.00	B310	Correspond with J. Pomerantz regarding stipulation to resolve Dr. Shah claim objection.
09/14/23	L. Macksoud	0.70	510.30	B310	Call with Rose Maclsaac to discuss Vitamin D claim objection and additional objections to be filed (.5); prepare draft declaration per discussion (.2).
09/14/23	T. Moyron	0.30	240.00	B310	Analyze S. Hernandez email re Executive Office for the County of Riverside re claim (.1); correspond with S. Maizel re same and analyze related emails (.2).
09/14/23	T. Moyron	0.20	160.00	B310	Analyze correspondence related to Vitamin D objection and related issues.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/15/23	R. Wicks	0.10	63.00	B310	Correspond with J. Pomerantz regarding stipulation to resolve Dr. Shah claim.
09/15/23	R. Wicks	1.20	756.00	B310	Prepare stipulation to resolve Dr. Shah claim.
09/17/23	R. Wicks	0.30	189.00	B310	Prepare stipulation to resolve claim dispute with Dr. Shah.
09/17/23	R. Wicks	0.10	63.00	B310	Correspond with T. Moyron and S. Maizel regarding stipulation to resolve claim dispute with Dr. Shah.
09/18/23	R. Wicks	1.00	630.00	B310	Prepare objection to IRS claim as amended and superseded.
09/18/23	R. Wicks	1.10	693.00	B310	Prepare claim objection to Washington Square Shopping Center Lease based on assumption and assignment.
09/18/23	R. Wicks	0.80	504.00	B310	Prepare claim objection to American Internet Services, LLC claim based on assumption and assignment.
09/18/23	R. Wicks	0.20	126.00	B310	Correspond with CJ Pease regarding preparing claim objections.
09/19/23	R. Wicks	0.10	63.00	B310	Correspond with CJ Pease, I. Lee, et. al regarding claim objections.
09/19/23	T. Moyron	1.30	1,040.00	B310	Conference calls with J. Pomerantz regarding claim objections, motion and language therein and related matters (.2); conference call with S. Maizel regarding same (.1); analyze draft objections (.4) and calls with R. Wicks regarding same (.2); analyze Dr. Shah stipulation (.2) and call with R. Wicks (.1) and J. Pomerantz re same (.1).
09/19/23	R. Wicks	0.10	63.00	B310	Correspond with J. Pomerantz, T. Moyron, and S. Maizel regarding claim objections.
09/19/23	R. Wicks	0.10	63.00	B310	Call with T. Moyron regarding claim objections.
09/19/23	R. Wicks	0.50	315.00	B310	Prepare Dr. Shah stipulation resolving claim.
09/19/23	R. Wicks	0.10	63.00	B310	Call with T. Moyron regarding Dr. Shah stipulation.
09/19/23	R. Wicks	0.10	63.00	B310	Call with J. Pomerantz regarding claim objection issues.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/20/23	R. Wicks	0.30	189.00	B310	Review Ankura's comments to claim objections.
09/20/23	R. Wicks	0.40	252.00	B310	Prepare IRS claim objection.
09/20/23	R. Wicks	0.30	189.00	B310	Prepare revised American Internet Services claim objection.
09/20/23	R. Wicks	0.10	63.00	B310	Prepare notice to IRS claim objection.
09/20/23	R. Wicks	0.10	63.00	B310	Call with J. Pomerantz regarding claim objections.
09/20/23	R. Wicks	0.10	63.00	B310	Call with CJ Pease regarding IRS claim objection based on amended and superseded claims.
09/20/23	R. Wicks	0.10	63.00	B310	Leave voicemail for R. Paluso regarding hearing on motion to combine disclosure statement and plan.
09/20/23	T. Moyron	0.20	160.00	B310	Analyze emails regarding Blue Shield and withdrawal of claim from CJ Pease, et al. (.2).
09/22/23	R. Wicks	0.10	63.00	B310	Correspond with L. Macksoud regarding claim objection process.
09/22/23	L. Macksoud	0.20	145.80	B310	Confer with R. Wicks and J. Pomerantz re claims objection.
09/23/23	R. Wicks	0.10	63.00	B310	Correspond with J. Pomerantz regarding stipulation resolving Blue Shield cure objection.
09/24/23	R. Wicks	0.10	63.00	B310	Correspond with J. Pomerantz and G. Miller regarding stipulation resolving Blue Shield cure objection.
09/25/23	R. Wicks	0.40	252.00	B310	Call with L. Macksoud regarding preparing claim objections to defendant dentist claims.
09/25/23	R. Wicks	0.10	63.00	B310	Correspond with L. Macksoud regarding preparing declaration of I. Lee for claim objections.
09/25/23	L. Macksoud	1.80	1,312.20	B310	Call with R. Wicks to discuss update on claims objection and background for dental litigation claims (.6); review district court complaint for information needed to support declaration and claims objections (.6); confer with R. Maclsaacs regarding Vitamin D objection (.6).

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/26/23	L. Macksoud	0.80	583.20	B310	Confer with R. MacIassacs regarding finalized declaration in support of Vitamin D objection (.3); finalize same and gather exhibits (.3); draft email to R. Wicks to coordinate on committee review and mechanics for filing (.2).
09/26/23	R. Wicks	0.10	63.00	B310	Analyze CJ Pease's dental claim reconciliations.
09/26/23	R. Wicks	0.20	126.00	B310	Correspond with L. Macksoud regarding Vitamin D claim objection.
09/26/23	R. Wicks	0.10	63.00	B310	Correspond with J. Pomerantz and T. Moyron regarding notices of claim objections.
09/27/23	T. Moyron	1.10	880.00	B310	Conference call with J. Pomerantz re claim batches, filing and timing (.1); analyze emails from J. Pomerantz re claim objections (.1); analyze claim objections to be filed (.7); prepare emails to J. Pomerantz, et al., re claims (.1); analyze email from S. Golden re same (.1).
09/27/23	R. Wicks	1.10	693.00	B310	Review and analyze Vitamin D Claim objection.
09/27/23	R. Wicks	0.20	126.00	B310	Correspond with T. Moyron and J. Pomerantz regarding claim objections.
09/28/23	R. Wicks	0.40	252.00	B310	Review filed claim objections.
09/28/23	R. Wicks	0.10	63.00	B310	Correspond with T. Moyron and L. Macksoud regarding Vitamin D claim objection.
09/28/23	R. Wicks	0.10	63.00	B310	Correspond with CJ Pease regarding withdrawal of proofs of claim.
09/28/23	R. Wicks	0.10	63.00	B310	Correspond with CJ Pease regarding US Bank withdrawing claim.
09/28/23	L. Macksoud	1.50	1,093.50	B310	Review R. Wicks edits to draft Vitamin D objection and finalize same (.3); draft email to T. Moyron re same (.1); call with counsel to Committee and FTI to discuss process and procedures for Dental Litigation Claims (1.0); draft follow up email to T. Moyron re same (.1).

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/29/23	L. Macksoud	2.40	1,749.60	B310	Update Vitamin D objection with additional tables per court rules (.5); further revise draft per direction from T. Moyron (1.4); emails with C. Pease regarding Dental litigation claims (.3); emails with R. Wicks re same (.2).
09/29/23	T. Moyron	0.50	400.00	B310	Correspond with J. Pomerantz re claim objections (.2); call with J. Pomerantz regarding same and filing (.1); analyze claim objections (.2).
09/29/23	R. Wicks	0.10	63.00	B310	Correspond with L. Macksoud regarding preparing claim objections.
	Subtotal	26.40	18,415.60		

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

Date	Timekeeper	Hours	Amount	Task	Narrative
09/01/23	R. Wicks	0.50	315.00	B320	Prepare third motion to extend exclusivity.
09/03/23	R. Wicks	1.10	693.00	B320	Prepare third motion to extend exclusivity.
09/03/23	R. Wicks	0.10	63.00	B320	Correspond with S. Golden regarding revised plan.
09/03/23	R. Wicks	0.40	252.00	B320	Review Committee's comments to the plan.
09/05/23	R. Wicks	0.70	441.00	B320	Prepare motion to extend exclusivity.
09/05/23	R. Wicks	0.50	315.00	B320	Prepare motion to combine plan and disclosure statement.
09/05/23	R. Wicks	0.20	126.00	B320	Correspond with G. Miller and T. Moyron regarding preparing combined disclosure statement and chapter 11 plan.
09/05/23	G. Miller	1.50	1,093.50	B320	Draft combined disclosure statement and plan.
09/05/23	T. Moyron	0.70	560.00	B320	Analyze disclosure statement and plan and prepare comment.
09/06/23	G. Miller	1.00	729.00	B320	Draft combined plan and disclosure statement.
09/06/23	R. Wicks	0.20	126.00	B320	Correspond with S. Golden, T. Moyron, et. al regarding motion to extend exclusivity and liquidating trust agreement.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/06/23	R. Wicks	1.60	1,008.00	B320	Prepare motion to combine plan and disclosure statement.
09/06/23	R. Wicks	0.50	315.00	B320	Prepare motion to extend exclusivity.
09/06/23	T. Moyron	0.70	560.00	B320	Analyze, prepare and finalize comments to exclusivity motion (.6); correspond with R. Wicks re same (.1).
09/06/23	T. Moyron	0.10	80.00	B320	Correspond with S. Golden re LTA.
09/07/23	R. Wicks	0.10	63.00	B320	Leave voicemail regarding hearing for motion to extend exclusivity.
09/07/23	R. Wicks	0.10	63.00	B320	Call with courtroom deputy regarding hearing date for motion to extend exclusivity.
09/07/23	R. Wicks	0.10	63.00	B320	Correspond with J. Thomson regarding proof of service for motion to extend exclusivity.
09/07/23	R. Wicks	0.40	252.00	B320	Finalize and file motion to extend exclusivity.
09/07/23	R. Wicks	0.20	126.00	B320	Correspond with I. Lee and R. MacIssac regarding filing motion to extend exclusivity.
09/07/23	G. Miller	1.40	1,020.60	B320	Draft combined plan and disclosure statement.
09/07/23	G. Medina	1.00	342.00	B320	Correspond with R. Wicks regarding filing third motion to extend exclusivity (0.1); correspond with KCC regarding Proof of service for filing (0.1); assemble third motion to extend exclusivity with notice of hearing along with POS and send to T. Moyron, R. Wicks and S. Maizel (0.3); filed third motion to extend exclusivity with notice of hearing (0.5).
09/07/23	T. Moyron	0.30	240.00	B320	Attention to exclusivity motion and related emails.
09/14/23	G. Miller	1.50	1,093.50	B320	Draft combined plan and disclosure statement.
09/15/23	D. Cook	0.30	176.85	B320	Analysis pertaining to motion for conditional approval of disclosures precedent.
09/15/23	R. Wicks	0.30	189.00	B320	Correspond with T. Moyron and S. Maizel regarding motion to combine plan and disclosure statement.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/15/23	R. Wicks	5.10	3,213.00	B320	Prepare motion to combine plan and disclosure.
09/17/23	R. Wicks	1.30	819.00	B320	Prepare motion to combine disclosure statement and plan.
09/18/23	R. Wicks	2.40	1,512.00	B320	Prepare motion to combine plan and disclosure statement.
09/18/23	R. Wicks	0.10	63.00	B320	Call with T. Moyron regarding motion to combine plan and disclosure statement.
09/19/23	R. Wicks	0.40	252.00	B320	Prepare motion to combine plan and disclosure statement.
09/19/23	R. Wicks	0.10	63.00	B320	Correspond with S. Golden regarding motion to combine plan and disclosure statement.
09/20/23	T. Moyron	0.30	240.00	B320	Conference call with S. Golden re combined Plan and DS and motion related to same (.2); call with R. Wicks re same (.1).
09/20/23	R. Wicks	0.10	63.00	B320	Call with T. Moyron regarding motion to combine disclosure statement and plan.
09/20/23	R. Wicks	0.60	378.00	B320	Prepare motion to combine disclosure statement and plan to address request for shortened time on conditional approval motion.
09/20/23	R. Wicks	0.10	63.00	B320	Correspond with S. Golden regarding motion to combine disclosure statement and plan.
09/20/23	T. Moyron	0.20	160.00	B320	Call with R. Wicks regarding hearing on hearing on motion to combine disclosure statement and plan (.1); analyze S. Golden, et al., regarding sequencing of motion and plan (.1).
09/21/23	T. Moyron	0.90	720.00	B320	Analyze issues related to conditional approve motion (.3); analyze proposed timeline and rules (.4); correspond with R. Wicks re same (.2).
09/21/23	R. Wicks	0.10	63.00	B320	Call with K. Fearce regarding hearing dates related to motion to combine plan and disclosure statement and related deadlines.
09/21/23	R. Wicks	0.70	441.00	B320	Prepare motion to combine plan and disclosure statement.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/21/23	R. Wicks	0.40	252.00	B320	Review federal and local rules notice requirements in preparation for motion to combine plan and disclosure statement.
09/21/23	R. Wicks	0.20	126.00	B320	Correspond with S. Golden regarding motion to combine plan and disclosure statement.
09/22/23	R. Wicks	0.20	126.00	B320	Correspond with S. Golden regarding motion to combine plan and disclosure statement.
09/22/23	R. Wicks	0.40	252.00	B320	Prepare motion to combine plan and disclosure statement.
09/22/23	T. Moyron	0.40	320.00	B320	Correspond with S. Golden re motion regarding combined DS and plan (.1); analyze updated dates and motion (.3).
09/24/23	G. Miller	1.80	1,312.20	B320	Draft combined plan and disclosure statement.
09/25/23	G. Medina	1.10	376.20	B320	Correspond with R. Wicks regarding motion to combine plan and disclosure statement (0.1); correspond with KCC regarding proof of service related to hearing (0.1); further correspond with KCC regarding time line regarding events (0.2); received and review POS from KCC related to notice of hearing (0.1); prepare and file motion to combine plan and disclosure statement with hearing notice (0.6).
09/25/23	G. Miller	1.20	874.80	B320	Draft combined plan and disclosure statement.
09/25/23	R. Wicks	0.30	189.00	B320	Finalize and file motion to combine plan and disclosure statement.
09/25/23	T. Moyron	0.80	640.00	B320	Analyze and prepare comments to motion to approve combined DS and plan and expedited schedule.
09/25/23	R. Wicks	0.10	63.00	B320	Call with CJ Pease regarding motion to combine plan and disclosure statement.
09/25/23	R. Wicks	0.30	189.00	B320	Prepare and finalize hearing notice on motion to combine plan and disclosure statement.
09/25/23	R. Wicks	0.90	567.00	B320	Prepare motion to combine plan and disclosure statement with declaration of Isaac Lee.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/25/23	R. Wicks	0.10	63.00	B320	Correspond with S. Golden regarding filing motion to combine.
09/25/23	R. Wicks	0.10	63.00	B320	Correspond with R. MacIsaac, I. Lee, et. al regarding motion to combine plan and disclosure statement.
09/25/23	R. Wicks	0.30	189.00	B320	Correspond with J. Thomson, and G. Medina regarding preparing proof of service for motion to combine plan and disclosure statement.
09/25/23	R. Wicks	0.20	126.00	B320	Review proof of service for motion to combine plan and disclosure statement.
09/26/23	R. Wicks	4.00	2,520.00	B320	Prepare motion for order shortening time on motion to combine plan and disclosure statement.
09/26/23	R. Wicks	0.20	126.00	B320	Correspond with H. Hong and T. Moyron regarding motion to combine plan and disclosure statement.
09/26/23	T. Moyron	1.40	1,120.00	B320	Correspondence and calls with R. Wicks re motion for combined DS and plan and need to expedite hearing (.4); analyze motion for OST and prepare comments thereto (.8); finalize same (.2).
09/27/23	T. Moyron	3.10	2,480.00	B320	Analyze issues related to timeline and deadlines with respect to combined DS and Plan hearings, solicitation, tabulation, etc. and revised timeline (.8); conference call with H. Hong and R. Wicks re motion to approve combined DS and plan, objection deadline, and related matters (.3); analyze motion for OST, updated motion, and redlines (1.2); zoom hearing with KCC, R. Wicks, et al., re timing required for preparation and mailing of solicitation materials (.3); analyze emails from S. Reitzel, et al., and reply to same re call regarding same (.1); conference calls with R. Wicks regarding combined DS and Plan motion, hearings, solicitation, tabulation, etc. and revised timeline (.4).
09/27/23	R. Wicks	0.50	315.00	B320	Call with T. Moyron regarding motion to shorten time on motion to combine.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/27/23	R. Wicks	0.40	252.00	B320	Call with H. Hong and T. Moyron regarding motion to combine plan and disclosure statement.
09/27/23	R. Wicks	0.30	189.00	B320	Call with S. Reitzel, T. Moyron, et. al regarding deadlines for confirmation schedule.
09/27/23	R. Wicks	0.20	126.00	B320	Call with S. Reitzel regarding deadlines for confirmation schedule.
09/27/23	R. Wicks	1.30	819.00	B320	Prepare motion to shorten time on motion to combine and prepare related proposed confirmation schedule.
09/27/23	S. Maizel	0.20	160.00	B320	Zoom conference with KCC, etc. re service of plan and disclosure statement.
09/27/23	G. Medina	0.30	102.60	B320	Team call with DUS and KCC regarding Solicitation.
09/28/23	T. Moyron	1.80	1,440.00	B320	Analyze email from S. Golden and attached updated plan and redline, LTA, and GUC claims sub-trust agreement (.1); and review related matters (1.6); correspond with G. Miller re DS (.1).
09/28/23	T. Moyron	1.80	1,440.00	B320	Analyze, prepare and finalize motion for order shortening time on hearing requesting authority to combine DS and plan and expedite deadlines.
09/28/23	G. Miller	2.80	2,041.20	B320	Draft disclosure statement language into combined DS and Plan.
09/28/23	R. Wicks	0.30	189.00	B320	Call with S. Maizel and T. Moyron regarding proposed schedule in motion for OST.
09/28/23	R. Wicks	0.10	63.00	B320	Correspond with S. Golden regarding revised chapter 11 plan and liquidating trust agreement.
09/28/23	R. Wicks	0.10	63.00	B320	Correspond with G. Miller and T. Moyron regarding combined plan and disclosure statement.
09/28/23	R. Wicks	0.10	63.00	B320	Correspond with L. Macksoud regarding Vitamin D claim objection.
09/28/23	R. Wicks	0.10	63.00	B320	Review procedural tentative ruling on third exclusivity motion.
09/28/23	R. Wicks	1.10	693.00	B320	Prepare motion to shorten time on motion to combine plan and disclosure statement.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/28/23	R. Wicks	0.10	63.00	B320	Correspond with S. Golden, T. Moyron, et. al regarding motion to shorten time on motion to combine.
09/29/23	G. Miller	2.20	1,603.80	B320	Draft combined plan and disclosure statement.
09/29/23	G. Medina	0.60	205.20	B320	Correspond with R. Wicks regarding filing motion to shorten time to combine plan and disclosure statement (0.1); file shorten time and upload order (0.5).
09/29/23	R. Wicks	0.10	63.00	B320	Correspond with T. Moyron, I. Lee, et. al regarding discussions of plan and liquidating trust agreement.
09/29/23	T. Moyron	0.10	80.00	B320	Correspond with I. Lee regarding wind-down and liquidating trust.
09/29/23	R. Wicks	0.30	189.00	B320	Finalize and file motion for shortened time on motion to combine plan and disclosure statement.
09/30/23	T. Moyron	7.20	5,760.00	B320	Analyze updated plan and redline, including additional provisions regarding the sub-trust, GUC trustee and powers, and other provisions (2.2); prepare updated plan and various comments given updated proposed structure (3.4); analyze LTA and sub-trust LTA (1.6).
09/30/23	R. Wicks	0.10	63.00	B320	Correspond with T. Moyron and S. Maizel regarding T. Moyron's comments on latest draft of plan and liquidating trust agreement.
	Subtotal	67.50	46,375.45		

DHCS - DHCS Litigation

Date	Timekeeper	Hours	Amount	Task	Narrative
09/06/23	T. Moyron	0.20	160.00	DHCS	Confer with D. Wessel regarding authorization to DAP re data reports.
09/06/23	R. Wicks	0.20	126.00	DHCS	Correspond with D. Wessel regarding DHCS's request to authorize DAP to provide certain reporting.
09/07/23	R. Wicks	0.20	126.00	DHCS	Correspond with D. Wessel regarding joint status report.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/08/23	T. Moyron	0.30	240.00	DHCS	Analyze joint status report and proposed changes (.2); analyze D. Wessel and S. Maizel emails re same (.1).
09/08/23	S. Maizel	0.70	560.00	DHCS	Review and revise joint status report for District Court in pending appeal by DHCS (.6); review and respond to emails re same (.1).
09/11/23	T. Moyron	0.20	160.00	DHCS	Analyze email from D. Wessel re executed DHCS settlement agreement (.1); prepare email to R. Maclsaac, et al., re same (.1).
09/11/23	S. Maizel	0.10	80.00	DHCS	Review and respond to email re DHCS settlement.
09/11/23	R. Wicks	0.10	63.00	DHCS	Correspond with D. Wessel regarding receipt of signature on DHCS settlement agreement.
09/11/23	R. Wicks	0.10	63.00	DHCS	Correspond with R. Maclssac regarding receipt of signed DHCS settlement agreement.
09/18/23	R. Wicks	0.10	63.00	DHCS	Correspond with T. Moyron regarding preparing final DHCS settlement agreement to file with the Court.
09/18/23	R. Wicks	0.30	189.00	DHCS	Prepare final executed DHCS settlement agreement with signature pages.
09/18/23	R. Wicks	0.10	63.00	DHCS	Correspond with R. Maclssac regarding signature page for executed DHCS settlement agreement.
09/21/23	R. Wicks	0.10	63.00	DHCS	Correspond with R. Maclssac regarding execution of final DHCS settlement.
09/26/23	R. Wicks	0.20	126.00	DHCS	Correspond with T. Moyron and S. Maizel regarding finalizing executed DHCS settlement agreement.
09/26/23	R. Wicks	0.10	63.00	DHCS	Correspond with R. Maclsaac regarding DHCS settlement agreement.
09/26/23	R. Wicks	0.90	567.00	DHCS	Prepare notice of executed DHCS settlement agreement.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2679858

October 31, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
09/26/23	G. Medina	1.00	342.00	DHCS	Correspond with R. Wicks regarding filing DHCS settlement agreement and assemble per her request (0.5); further correspond with R. Wicks and assemble notice of filing executed settlement agreement and file notice of filing settlement agreement (0.5).
	Subtotal	4.90	3,054.00		

EMP - Employee matters

Date	Timekeeper	Hours	Amount	Task	Narrative
09/05/23	S. McCandless	0.40	320.00	EMP	Follow up with Dentons team regarding status and finalizing of Amended CEO Agreement.
09/05/23	S. Maizel	0.20	160.00	EMP	Review and respond to emails re employment agreement.
09/20/23	S. McCandless	1.90	1,520.00	EMP	Review and consider question from R. Maclsaac regarding outreach by former employee for response related to DAP mandatory employment arbitration policy (.20); prepare response for R. Maclsaac to former employee (.60); communicate with Dentons team to provide recommended response to same but posing question as to deal terms (.30); review executed Asset Purchase Agreement for applicability to DAP arbitration policy (to confirm inapplicability) (.40); review specifically relevant but inapplicable language and no third party beneficiary language and provide same to S. Alberts, S. Maizel, and T. Moyron (.20); further communicate with Dentons team regarding Maclsaac response (.20).
09/20/23	T. Moyron	0.80	640.00	EMP	Correspond and analyze pending issues, including emails from S. McCandless regarding arbitration policy, APA and related matters (.4); correspond with S. Alberts, et al., regarding same (.4).
	Subtotal	3.30	2,640.00		

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2679858

October 31, 2023

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Alberts	\$ 800.00	0.30	\$ 240.00
S. Maizel	\$ 800.00	14.20	\$ 11,360.00
T. Moyron	\$ 800.00	32.80	\$ 26,240.00
G. Miller	\$ 729.00	16.30	\$ 11,882.70
L. Macksoud	\$ 729.00	8.40	\$ 6,123.60
S. McCandless	\$ 800.00	2.30	\$ 1,840.00
J.A. Moe, II	\$ 720.00	3.50	\$ 2,520.00
R. Wicks	\$ 630.00	72.50	\$ 45,675.00
S. Schrag	\$ 616.50	18.40	\$ 11,343.60
D. Cook	\$ 589.50	0.30	\$ 176.85
S. Ruben	\$ 499.50	0.20	\$ 99.90
G. Medina	\$ 342.00	31.30	\$ 10,704.60
K.M. Howard	\$ 324.00	<u>3.30</u>	<u>\$ 1,069.20</u>
Totals		203.80	\$ 129,275.45

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2679858

October 31, 2023

SUMMARY OF AMOUNT DUE BY TASK CODE

Task Code	Task Code Name	Fees
B110	Case Administration	6,729.80
B120	Asset Analysis and Recovery	800.00
B130	Asset Disposition	960.00
B150	Meetings of and Communications with Creditors	617.00
B160	Fee/Employment Applications	47,271.60
B185	Assumption/Rejection of Leases and Contracts	126.00
B190	Other Contested Matters (excl. assumption/rejection motions)	1,920.00
B210	Business Operations	126.00
B220	Employee Benefits/Pension	240.00
B310	Claims Administration and Objections	18,415.60
B320	Plan and Disclosure Statement (incl. Business Plan)	46,375.45
DHCS	DHCS Litigation	3,054.00
EMP	Employee matters	2,640.00
	Total This Matter	\$129,275.45

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/13/2023	WESTLAW WICKS\REBECCA	150.00
9/17/2023	WESTLAW WICKS\REBECCA	300.00
9/18/2023	WESTLAW WICKS\REBECCA	150.00
		SUBTOTAL 600.00
	Total Disbursements	\$600.00

Borrego Community Health Foundation October 31, 2023  
Invoice #: 2679858

COMBINED TOTALS

Total Hours		203.80
Fee Total, all Matters	\$	129,275.45
Disbursement Total, all Matters	\$	600.00
Invoice Total, all Matters	\$	<u>129,875.45</u>
Amounts Received, Available to Apply Against Current or Future Invoices		100,000.00
Amount Due	\$	129,875.45



SNR Denton US LLP  
601 S. Figueroa Street  
Suite 2500  
Los Angeles, California 90017-5704

snrdenton.com

Borrego Community Health Foundation  
Isaac Lee  
Chief Restructuring Office  
isaac.lee@ankura.com

October 31, 2023

Client #: 15810746

Statement of Account

According to our records, as of October 31, 2023, the amounts shown below are outstanding.  
If your records are not in agreement with ours, please call us. Thank you.

<u>Date</u>	<u>Invoice No.</u>	<u>Invoice Amount</u>	<u>Payments/ Adjustments</u>	<u>Total</u>
09/30/23	2672266	\$ 98,005.95	\$ 0.00	\$ 98,005.95
10/31/23	2679858	\$ 129,875.45	\$ 0.00	\$ 129,875.45
Total Outstanding Invoices				<u>\$ 227,881.40</u>
Credits On Account				\$ 100,000.00

Questions should be directed to:  
S. Maizel  
at 1 213 623 9300  
Federal Tax I.D. Number 36-1796730

1 SAMUEL R. MAIZEL (SBN 189301)  
2 samuel.maizel@dentons.com  
3 TANIA M. MOYRON (SBN 235736)  
4 tania.moyron@dentons.com  
5 REBECCA M. WICKS (SBN 313608)  
6 rebecca.wicks@dentons.com  
7 Dentons US LLP  
8 601 South Figueroa Street, Suite 2500  
9 Los Angeles, CA 90017-5704  
10 Telephone: 213 623 9300  
11 Facsimile: 213 623 9924

12 Attorneys for Chapter 11 Debtor and Debtor  
13 In Possession

14 **UNITED STATES BANKRUPTCY COURT**  
15 **SOUTHERN DISTRICT OF CALIFORNIA**

16 In re:  
17 **BORREGO COMMUNITY**  
18 **HEALTH FOUNDATION,**  
19 Debtor and Debtor In Possession.

20 Case No. 22-02384

21 Chapter 11 Case

22 (Voluntary Petition Filed September 12,  
23 2022)

24 **DENTONS US LLP'S FOURTEENTH**  
25 **MONTHLY FEE APPLICATION FOR**  
26 **ALLOWANCE AND PAYMENT OF**  
27 **INTERIM COMPENSATION AND**  
28 **REIMBURSEMENT OF EXPENSES**  
**FOR THE PERIOD OCTOBER 1, 2023**  
**THROUGH OCTOBER 31, 2023**

Judge: Hon. Laura S. Taylor

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



1 CSD 1143 (04/28/96)

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

4 DEBTOR: Borrego Community PETITION DATE: September 12, 2022  
 5 Health Foundation  
 6 CASE NO.: 22-02384

7 **MONTHLY FEE APPLICATION SUMMARY**

8 APPLICANT: Dentons US LLP REPRESENTING: Debtor

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

CATEGORIES	October 1, 2023 – October 31, 2023 (APPLICATION PERIOD)	
	HOURS	AMOUNT REQUESTED
Administration	1.30	\$1,040.00
Case Administration	15.30	\$11,232.70
Asset Analysis and Recovery	0.30	\$240.00
Asset Disposition	6.90	\$5,520.00
Fee / Employment Applications	10.10	\$6,307.80
Assumption / Rejection of Leases and Contracts	0.80	\$606.00
Business Operations	0.40	\$252.00
Financing/Cash Collections	0.60	\$480.00
Claims and Plan	0.20	\$99.90
Claims Administration and Objections	39.10	\$27,805.10
Plan and Disclosure Statement (incl. Business Plan)	104.10	\$72,967.60
DHCS Litigation	10.00	\$6,657.00
Employee Matters	1.40	\$882.00
<b>TOTALS:</b>	<b>190.50</b>	<b>\$134,090.10</b>

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

**MONTHLY FEE APPLICATION**

Dentons US LLP (the “Firm”) submits its *Fourteenth Monthly Fee Application for Allowance and Payment of Interim Compensation and Reimbursement of Expenses for the Period October 1, 2023 – October 31, 2023* for services rendered during the chapter 11 case (this “Case”) of the above-captioned debtor (the “Debtor”) for the Debtor. In support of the foregoing application (the “Application”), the Firm respectfully represents as follows:

1. The Firm is bankruptcy counsel to the Debtor. The Firm hereby applies to the Court for allowance and payment of interim compensation for services rendered and reimbursement of expenses incurred during the period of October 1, 2023 – October 31, 2023 (the “Application Period”).

2. The Firm billed a total of \$135,695.10 in fees and expenses during the Application Period. The total fees represent 190.50 hours expended during the period covered by this Application. These fees and expenses break down as follows:

<b>Application Period</b>	<b>Fees</b>	<b>Expenses</b>	<b>Total</b>
October 1, 2023 – October 31, 2023	\$134,090.10	\$1,605.00	\$135,695.10

3. Accordingly, the Firm seeks allowance of interim compensation in the amount of a total of \$108,877.08 at this time. This total is comprised as follows: \$107,272.08 (80% of the fees for services rendered), plus \$1,605.00 (100% of the expenses incurred).

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

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

1           5.       The Firm has served a copy of this Application on the Office of the  
2 United States Trustee (the “U.S. Trustee”), the Debtor, counsel to the Debtor, counsel  
3 to the Patient Care Ombudsman, and counsel to the Official Committee of Unsecured  
4 Creditors appointed in this Case. The Application was mailed by first class mail,  
5 postage prepaid, on or about December 4, 2023. Notice of the filing of this  
6 Application was served on the foregoing parties as well as any party who has  
7 requested special notice in this Case as of the date of the Notice. The Notice was  
8 mailed by first class mail, postage prepaid, on or about December 4, 2023.

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

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

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

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

4 Dated: December 4, 2023

DENTONS US LLP  
SAMUEL R. MAIZEL  
TANIA M. MOYRON

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

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

10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
DENTONS US LLP  
601 SOUTH FIGUEROA STREET, SUITE 2500  
LOS ANGELES, CALIFORNIA 90017-5704  
(213) 623-9300

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**EXHIBIT “1”**

**(Summary of Hours by Professional for  
Application Period October 1, 2023 – October 31, 2023)**

<b>Name of Professional</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Total Billed</b>
John Harrington	Partner	1.30	\$800.00	\$1,040.00
Samuel R. Maizel	Partner	16.80	\$800.00	\$13,440.00
Tania M. Moyron	Partner	26.90	\$800.00	\$21,520.00
Geoffrey M. Miller	Partner	35.70	\$729.00	\$26,025.30
Lauren Macksoud	Partner	15.90	\$729.00	\$11,591.10
Robert Richards	Partner	1.70	\$800.00	\$1,360.00
Sandra McCandless	Partner	7.30	\$800.00	\$5,840.00
John A. Moe, II	Partner	8.10	\$720.00	\$5,832.00
Rebecca M. Wicks	Senior Managing Associate	73.20	\$630.00	\$46,116.00
Samantha Ruben	Associate	0.60	\$499.50	\$299.70
George L. Medina	Senior Paralegal	3.00	\$342.00	\$1,026.00
<b>Totals:</b>		<b>190.50</b>		<b>\$134,090.10</b>

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

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**EXHIBIT “2”**

**(Detailed Time and Expense Statements for  
Application Period October 1, 2023 – October 31, 2023)**

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



SNR Denton US LLP  
601 S. Figueroa Street  
Suite 2500  
Los Angeles, California 90017-5704

dentons.com

Isaac Lee  
Chief Restructuring Officer  
Borrego Community Health Foundation  
isaac.lee@ankura.com

November 30, 2023

**Invoice No. 2687822**

Client: 15810746

Payment Due Upon Receipt

---

Total This Invoice	\$ 135,695.10
Amounts Received, Available to Apply Against Current or Future Invoices	100,000.00
Amount Due	\$ 135,695.10

Please return this page with your payment

In the case of mail deliveries to:

SNR Denton US LLP  
8000 Sears Tower  
Chicago, IL 60606

OR

In the case of overnight deliveries to:

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

Payment by wire transfer/ACH should be sent to:

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

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

Questions relating to this invoice should be directed to:

S. Maizel  
at 1 213 623 9300

Isaac Lee  
Chief Restructuring Officer  
Borrego Community Health Foundation  
isaac.lee@ankura.com

November 30, 2023

**Invoice No. 2687822**

For Professional Services Rendered through October 31, 2023:

Matter: 15810746-000002  
Postpetition

B100 - Administration

Date	Timekeeper	Hours	Amount	Task	Narrative
10/03/23	J. Harrington	1.30	1,040.00	B100	Review trust and subtrust agreement; analyze potential US tax issues; discuss same with T. Moyron.
	Subtotal	1.30	1,040.00		

B110 - Case Administration

Date	Timekeeper	Hours	Amount	Task	Narrative
10/02/23	S. Maizel	0.10	80.00	B110	Review and respond to emails re KPC loan obligation to BCHF.
10/03/23	T. Moyron	0.60	480.00	B110	Participate in legal status call, including plan matters, audit, etc.
10/03/23	G. Miller	0.30	218.70	B110	Emails with M. Reynolds and C. Pease re payment of Blue Shield cure costs.
10/03/23	S. Maizel	0.60	480.00	B110	Zoom conference with I. Lee, etc. re pending legal issues.
10/04/23	S. Maizel	0.20	160.00	B110	Review procedural tentative rulings re upcoming hearing.
10/04/23	T. Moyron	0.10	80.00	B110	Review procedural tentative rulings re upcoming hearing.
10/04/23	R. Wicks	0.10	63.00	B110	Analyze procedural tentative rulings issued by the court.
10/04/23	T. Moyron	0.50	400.00	B110	Conference call with S. Maizel regarding DS and plan and proposed structure and upcoming fee hearings.
10/06/23	T. Moyron	0.50	400.00	B110	Call with R. Wicks regarding pending matters, including plan, Ankura reports, DHCS stipulation.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2687822

November 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
10/06/23	R. Wicks	0.50	315.00	B110	Call with T. Moyron analyzing plan and disclosure statement, Ankura compensation report, and DHCS stipulation.
10/06/23	G. Miller	0.60	437.40	B110	Call with T. Moyron and R. Wicks re Liquidating Trust and Combined Plan and Disclosure Statement.
10/08/23	G. Miller	2.50	1,822.50	B110	Prepare Liquidation Trust Agreement.
10/08/23	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.
10/09/23	G. Medina	0.60	205.20	B110	Correspond with R. Wicks and edit stipulation with Allure Dental Associates and send to R. Wicks for review (0.2); file stipulation and upload order (0.4).
10/10/23	G. Medina	0.20	68.40	B110	Address upcoming calendar dates with docketing.
10/10/23	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.
10/10/23	T. Moyron	1.00	800.00	B110	Participate in legal status call with R. Maclsaac, I. Lee, J. Kearney, et al., regarding pending matters, including chapter 11 plan matters and order, billing, and other matters.
10/10/23	R. Wicks	0.30	189.00	B110	Review orders entered by court approving stipulation, extending exclusivity, and approving fee applications.
10/10/23	S. Maizel	0.80	640.00	B110	Telephone conference with T. Moyron re pending issues.
10/11/23	S. Maizel	0.60	480.00	B110	Zoom conference with R. Maclsaac, I. Lee, J. LaMagna, etc. re Medicare billing concerns.
10/17/23	T. Moyron	0.30	240.00	B110	Participate in legal status update call regarding pending matters, including DAP, deposits, and related matters.
10/17/23	S. Maizel	0.40	320.00	B110	Zoom conference with I. Lee, R. Maclssaac, etc. re pending issues.
10/18/23	R. Wicks	0.10	63.00	B110	Correspond with A. Guerra regarding service of order issued in case.
10/23/23	R. Wicks	0.10	63.00	B110	Correspond with I. Lee to discuss Medi-cal receipts and POR updates.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2687822

November 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
10/24/23	S. Maizel	0.50	400.00	B110	Zoom conference with R. Maclssac, I. Lee, etc., re pending legal issues.
10/24/23	T. Moyron	0.50	400.00	B110	Zoom conference with R. Maclssac, I. Lee, et al., regarding pending legal issues.
10/25/23	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.
10/26/23	G. Miller	1.30	947.70	B110	Draft liquidating trust agreement.
10/31/23	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.
10/31/23	S. Maizel	0.60	480.00	B110	Telephone conference with T. Moyron re Feldesman Tucker Leifer Fidell LLP additional representation (.1); telephone conference with T. Waters and T. Moyron re same (.3); review and respond to emails re same (.2).
10/31/23	S. Maizel	0.70	560.00	B110	Zoom conference with R. Maclsaac, I. Lee, etc. re pending legal issues.
10/31/23	S. Maizel	0.30	240.00	B110	Review and respond to emails re DAP CHOWs.
	Subtotal	15.30	11,232.70		

B120 - Asset Analysis and Recovery

Date	Timekeeper	Hours	Amount	Task	Narrative
10/11/23	S. Maizel	0.30	240.00	B120	Review and respond to emails re ARPA report for Riverside County.
	Subtotal	0.30	240.00		

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2687822

November 30, 2023

B130 - Asset Disposition

Date	Timekeeper	Hours	Amount	Task	Narrative
10/19/23	T. Moyron	0.40	320.00	B130	Analyze proposed correspondence regarding CHOW to CHOW and comments thereto (.1); provide additional comment (.1); correspond with J. LaMagna, et al., re same and analyze related emails (.2).
10/24/23	T. Moyron	1.00	800.00	B130	Zoom conference regarding matters related to closing and CHOW (.5); analyze related emails from J. LaMagna, et al. re post-closing matters (.5).
10/24/23	S. Maizel	0.40	320.00	B130	Zoom conference re continuing closing issues.
10/24/23	S. Maizel	0.50	400.00	B130	Review and respond to emails re post-closing issues to be resolved.
10/25/23	S. Maizel	0.60	480.00	B130	Zoom conference with I. Lee, etc. re DAP Health and CHOW issues (.4); review and respond to emails re same (.2).
10/25/23	T. Moyron	0.20	160.00	B130	Analyze email from J. LaMagna re DAP responses to open issues (.1); prepare email to J. LaMagna regarding call (.1).
10/26/23	T. Moyron	0.30	240.00	B130	Analyze J. LaMagna, et al., emails regarding post-sale and billing matters (.2); analyze additional emails regarding same from Hanson Bridget (.1).
10/27/23	T. Moyron	1.30	1,040.00	B130	Telephone conference with HLB counsel regarding DAP CHOW submissions and related issues(.4); zoom conference with D. Habig, et al., regarding same (.6); analyze correspondence regarding DAP CHOW status and related matters (.3).
10/27/23	T. Moyron	0.30	240.00	B130	Analyze proposed correspondence to DAP from S. Maizel, and related emails re CHOW.
10/27/23	S. Maizel	1.60	1,280.00	B130	Telephone conference with HLB attorneys, etc. re DAP CHOW submissions, etc. (.4); zoom conference with D. Habig, etc. re same (.6); research re FQHC standards re CHOW (.3); review and revise correspondence re DAP CHOW status (.3).

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2687822

November 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
10/30/23	S. Maizel	0.30	240.00	B130	Review and respond to emails re DAP submission of CHOWs.
	Subtotal	6.90	5,520.00		

B160 - Fee/Employment Applications

Date	Timekeeper	Hours	Amount	Task	Narrative
10/02/23	R. Wicks	0.20	126.00	B160	Call with CJ Pease regarding compensation for reconstituted board.
10/03/23	R. Wicks	0.20	126.00	B160	Correspond with J. Kearney regarding second interim fee applications.
10/04/23	R. Wicks	0.10	63.00	B160	Call with T. Moyron regarding supplement to second interim fee application.
10/04/23	R. Wicks	0.20	126.00	B160	Correspond with T. Moyron and S. Maizel regarding upcoming hearing on fee applications.
10/04/23	T. Moyron	0.20	160.00	B160	Call with R. Wicks regarding supplement to second interim fee application (.1); correspond with R. Wicks, et al., re hearing on fee applications (.1).
10/05/23	S. Maizel	0.10	80.00	B160	Review and respond to emails re court orders re fee applications.
10/05/23	R. Wicks	2.00	1,260.00	B160	Prepare notice regarding second interim fee application.
10/05/23	R. Wicks	0.30	189.00	B160	Review tentative rulings granting fee applications.
10/05/23	R. Wicks	0.20	126.00	B160	Correspond with T. Moyron and S. Maizel regarding tentative ruling granting Dentons fee application.
10/05/23	R. Wicks	0.40	252.00	B160	Prepare proposed order granting Dentons second interim fee application.
10/06/23	T. Moyron	0.30	240.00	B160	Analyze order authorizing fees and costs (.1) and correspond with S. Maizel, et al., re same (.2).
10/06/23	G. Medina	0.30	102.60	B160	Correspond with R. Wicks and edit and upload order granting DUS fee application.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2687822

November 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
10/06/23	R. Wicks	0.30	189.00	B160	Prepare and finalize order granting Dentons second interim fee application.
10/06/23	R. Wicks	0.20	126.00	B160	Correspond with CJ Pease, I. Lee, et. al regarding Ankura September compensation report.
10/10/23	R. Wicks	0.30	189.00	B160	Prepare order on Hooper Lundy second interim fee application.
10/10/23	S. Maizel	0.20	160.00	B160	Review and respond to emails re PCO final fee applications.
10/11/23	R. Wicks	0.20	126.00	B160	Prepare order on Hooper Lundy second interim fee application.
10/11/23	R. Wicks	0.10	63.00	B160	Correspond with J. Pomerantz regarding order approving stipulation to resolve Dr. Shah claim.
10/12/23	R. Wicks	0.10	63.00	B160	Correspond with I. Lee regarding preparing Ankura August compensation report.
10/12/23	R. Wicks	0.40	252.00	B160	Prepare Ankura August compensation report.
10/12/23	R. Wicks	0.20	126.00	B160	Correspond with G. Medina regarding finalizing and filing Ankura August compensation report.
10/12/23	G. Medina	0.60	205.20	B160	Correspond with R. Wicks and prepare, assemble and file Ankura August staffing and compensation report.
10/13/23	R. Wicks	0.10	63.00	B160	Correspond with US Trustee regarding Ankura Ledes files.
10/25/23	R. Wicks	0.10	63.00	B160	Correspond with T. Reid regarding Hooper Lundy August and September fee applications.
10/25/23	T. Moyron	0.10	80.00	B160	Analyze email from B. Dassa regarding order approving FTI fees and send same to CJ Pease and I. Lee.
10/27/23	R. Wicks	1.10	693.00	B160	Prepare Hooper Lundy August fee application and notice.
10/27/23	R. Wicks	1.00	630.00	B160	Prepare Hooper Lundy September fee application and notice.
10/30/23	R. Wicks	0.30	189.00	B160	Prepare August and September monthly fee applications for Hooper Lundy and respective notices.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2687822

November 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
10/31/23	S. Maizel	0.30	240.00	B160	Review and respond to correspondence re secured tax bill.
	Subtotal	10.10	6,307.80		

B185 - Assumption/Rejection of Leases and Contracts

Date	Timekeeper	Hours	Amount	Task	Narrative
10/19/23	T. Moyron	0.60	480.00	B185	Analyze issues related to stipulation and resolution of rejection damages re Wermers (.1); analyze calculation of rejection damages (.1); analyze emails from Counsel, CJ Pease, regarding same (.2); correspond with R. Wicks re stipulation, damages, etc. (.2).
10/30/23	R. Wicks	0.20	126.00	B185	Analyze settlement proposal from J. Wermers regarding rejection damages claim.
	Subtotal	0.80	606.00		

B210 - Business Operations

Date	Timekeeper	Hours	Amount	Task	Narrative
10/02/23	R. Wicks	0.10	63.00	B210	Correspond with CJ Pease and C. Dougherty regarding September bank statements and July monthly operating report.
10/17/23	R. Wicks	0.10	63.00	B210	Correspond with T. Moyron and CJ Pease regarding CHOW issues.
10/18/23	R. Wicks	0.20	126.00	B210	Correspond with CJ Pease, T. Moyron, and I. Lee regarding outstanding issues including CHOW and Medi-cal receipts.
	Subtotal	0.40	252.00		

B230 - Financing/Cash Collections

Date	Timekeeper	Hours	Amount	Task	Narrative
10/11/23	S. Maizel	0.60	480.00	B230	Review emails re status of claims objections (.2); zoom conference re claims objections (.4).
	Subtotal	0.60	480.00		

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2687822

November 30, 2023

B300 - Claims and Plan

Date	Timekeeper	Hours	Amount	Task	Narrative
10/02/23	S. Ruben	0.20	99.90	B300	Correspond with R. Wicks re Aldairi complaint.
	Subtotal	0.20	99.90		

B310 - Claims Administration and Objections

Date	Timekeeper	Hours	Amount	Task	Narrative
09/28/23	T. Moyron	0.30	240.00	B310	Analyze Vitamin D objection and comment (.2); and correspond with L. Macksoud re same (.1).
10/02/23	R. Wicks	0.40	252.00	B310	Call with L. Macksoud regarding preparing dentist defendant claim objections.
10/02/23	R. Wicks	0.20	126.00	B310	Review T. Moyron's comments to Vitamin D claim objection.
10/02/23	R. Wicks	0.20	126.00	B310	Review filed objections to claims.
10/02/23	R. Wicks	0.30	189.00	B310	Correspond with L. Macksoud, T. Moyron, and S. McCandless regarding Vitamin D claim objection.
10/02/23	R. Wicks	0.30	189.00	B310	Review T. Moyron's comments to Vitamin D Claim Objection.
10/02/23	R. Wicks	1.30	819.00	B310	Research potential waiver of confidentiality protections by filing proof of claim.
10/02/23	R. Wicks	0.60	378.00	B310	Review and analyze non-bankruptcy complaints in connection with preparing claim objections.
10/02/23	R. Wicks	0.10	63.00	B310	Correspond with S. Ruben regarding non-bankruptcy litigation in connection with claim objections.
10/02/23	R. Wicks	0.30	189.00	B310	Correspond with L. Macksoud regarding dentist defendant claims and pulling related documents.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2687822

November 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
10/02/23	L. Macksoud	1.40	1,020.60	B310	Call with R. Wicks to discuss dental litigation claims (.5) and attention to drafting same (.5); confer with T. Moyron and S. McCandless regarding Vitamin D objection and potential information regarding confidential employee information (.3); draft email to committee counsel re same (.1).
10/02/23	S. McCandless	1.30	1,040.00	B310	Initial review and analysis of Objection to Vitamin D contractor claim and related documentation (.90); communicate with T. Moyron and L Macksoud regarding potential privacy implications of current version of Objection to Vitamin D claim (.40).
10/02/23	T. Moyron	0.30	240.00	B310	Correspond with L. Macksoud, et al., regarding Vitamin D objection.
10/03/23	S. McCandless	1.90	1,520.00	B310	Review complaint and proof of claim for privacy analysis of current version of objection to proof of claim (.90); review detailed information and case research received from R. Wicks as background to same (1.00).
10/03/23	L. Macksoud	2.60	1,895.40	B310	Confer with KCC regarding Proofs of Claim filed under seal and request to access same (.4); review unredacted claim (.3) and draft objection to New Millennium claim (1.5); confer with R. Wicks regarding additional research for Vitamin D claim objection and for New Millennium objection (.4).
10/03/23	T. Moyron	0.30	240.00	B310	Analyze objections for filing and correspond regarding same with J. Pomerantz, et al.
10/03/23	R. Wicks	0.20	126.00	B310	Call with L. Macksoud regarding Vitamin D claim objection.
10/03/23	R. Wicks	1.20	756.00	B310	Research waiver of confidentiality by filing proof of claim.
10/03/23	R. Wicks	0.30	189.00	B310	Review draft dentist defendant claim objection.
10/04/23	L. Macksoud	1.00	729.00	B310	Call with CJ Pease to discuss dental litigation claims and objections thereto (.5); further review claims analysis and spread sheet of supporting information and confer with R. Wicks re same (.5).

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2687822

November 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
10/04/23	R. Wicks	0.20	126.00	B310	Correspond with L. Macksoud regarding claim objections for dentist defendant claims.
10/05/23	R. Wicks	0.20	126.00	B310	Analyze claims reconciliation prepared by CJ Pease.
10/05/23	R. Wicks	0.30	189.00	B310	Call with L. Macksoud regarding defendant dentist claim objections.
10/05/23	R. Wicks	0.20	126.00	B310	Analyze S. McCandless discussion of confidentiality in Vitamin D claim objection.
10/05/23	R. Wicks	0.10	63.00	B310	Correspond with L. Macksoud regarding preparing claim objections.
10/05/23	R. Wicks	0.20	126.00	B310	Correspond with B. Dassa and CJ Pease regarding finalizing claim objection.
10/05/23	L. Macksoud	0.90	656.10	B310	Emails with S. McCandless regarding Vitamin D claim (.3); call with R. Wicks regarding dental claim objections (.4) and draft email to T. Moyron and S. Maizel regarding same (.2).
10/05/23	S. McCandless	2.90	2,320.00	B310	Provide detailed response to Dentons team regarding current draft of Objection to Vitamin D claim in context of privacy concerns and propose revisions to same (1.60); further related detailed review and analysis of current draft of Objection and related Complaint and other background information for revisions to same (1.00); further communicate with L. Macksoud regarding same (.30).
10/06/23	S. McCandless	1.20	960.00	B310	Telephone call with L. Macksoud regarding privacy issues posed by current draft of Vitamin D objection (.70); prepare for same (.30); communicate with L. Macksoud and Dentons team following same (.20).
10/06/23	L. Macksoud	1.70	1,239.30	B310	Emails with committee and working group on various pools of claims objections (.6); follow up with J. Pomerantz re same (.2); call with S. McCandless regarding employee issues in Vitamin D claim objection (.5); confer with T. Moyron re same (.2) and communicate with committee counsel regarding claim objection (.2).

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2687822

November 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
10/06/23	R. Wicks	0.10	63.00	B310	Correspond with CJ Pease and L. Macksoud regarding Vitamin D claim.
10/06/23	R. Wicks	0.10	63.00	B310	Correspond with L. Macksoud and T. Moyron regarding claim objections.
10/06/23	R. Wicks	0.20	126.00	B310	Correspond with T. Moyron, S. Golden, J. Pomerantz, et. al regarding claims reconciliation, including Vitamin D claim objection.
10/09/23	R. Wicks	0.30	189.00	B310	Prepare order approving Dr. Shah stipulation resolving claim.
10/09/23	L. Macksoud	0.50	364.50	B310	Confer with C. Pease regarding claim objections.
10/10/23	L. Macksoud	2.20	1,603.80	B310	Calls and emails with J. Pomerantz regarding Vitamin D objection and draft email to CJ Pease regarding follow up.
10/11/23	R. Wicks	0.10	63.00	B310	Analyze chart of litigation defendant claims sent by T. Moyron.
10/11/23	R. Wicks	0.30	189.00	B310	Call with L. Macksoud, T. Moyron, and S. Maizel regarding dental claim objections.
10/11/23	L. Macksoud	0.70	510.30	B310	Confer with Ankura regarding additional information required to analyze claims (.2); emails with committee counsel regarding same (.2); call with Dentons working group to discuss dentist claim objections (.3).
10/11/23	T. Moyron	0.30	240.00	B310	Zoom meeting with L. Macksoud, et al., regarding claim objections and related issues.
10/12/23	T. Moyron	0.10	80.00	B310	Analyze email from L. Macksoud re claim objections and next steps.
10/12/23	L. Macksoud	1.80	1,312.20	B310	Further draft objection to dentist claims, review complaint and confer with R. Wicks regarding research needed for objection.
10/12/23	R. Wicks	0.20	126.00	B310	Correspond with L. Macksoud regarding objection to dental defendant claim.
10/12/23	R. Wicks	0.50	315.00	B310	Review draft claim objection to dentist defendant claim.
10/13/23	R. Wicks	1.50	945.00	B310	Research supporting case law for dentist defendant claim objection.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2687822

November 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
10/13/23	R. Wicks	0.60	378.00	B310	Prepare dentist defendant claim objection with additional supporting case law.
10/16/23	R. Wicks	0.20	126.00	B310	Analyze T. Cazares claim reconciliations.
10/17/23	R. Wicks	0.30	189.00	B310	Correspond with T. Moyron and L. Macksoud regarding claim objections to defendant dentists.
10/17/23	R. Wicks	0.20	126.00	B310	Analyze claims payment data from D. Wessel regarding dentists.
10/17/23	R. Wicks	0.10	63.00	B310	Correspond with H. Hammi regarding potential stipulation to settle J. Wermers rejection claim.
10/17/23	L. Macksoud	1.20	874.80	B310	Review case law provided by R. Wicks (.6) and finalize draft objection (.5); draft email to T. Moyron and S. Maizel re same (.1).
10/17/23	L. Macksoud	0.50	364.50	B310	Review email and reconciliation schedules for various claims as provided by Ankura.
10/18/23	R. Wicks	0.40	252.00	B310	Analyze potential stipulation to resolve J. Wermer's rejection claim.
10/19/23	L. Macksoud	0.50	364.50	B310	Review additional information re claims provided by DOJ.
10/19/23	R. Wicks	0.30	189.00	B310	Analyze claims reconciliation of J. Wermers rejection damages claim.
10/19/23	R. Wicks	0.20	126.00	B310	Correspond with H. Hammi regarding J. Wermers rejection damages claim.
10/19/23	R. Wicks	0.50	315.00	B310	Analyze HIPAA issues related to potential claim objections for dentist claims.
10/23/23	R. Wicks	0.10	63.00	B310	Correspond with M. Gray, T. Moyron, et. al regarding Douglas Ness claim objection.
10/24/23	R. Wicks	0.10	63.00	B310	Review notice of withdrawal of Blue Cross Blue Shield claim.
10/25/23	L. Macksoud	0.30	218.70	B310	Review email and attached spreadsheet from C. Pease regarding Vitamin D claim.
10/27/23	R. Wicks	0.10	63.00	B310	Analyze T. Cazares claim's reconciliations.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2687822

November 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
10/30/23	T. Moyron	0.80	640.00	B310	Correspond with L. Macksoud regarding call to discuss Vitamin D and claims (.2); call with L. Macksoud and R. Wicks regarding same and analyze related issues (.4); analyze prior emails and issues related to Vitamin D objection and potential resolution (.2).
10/30/23	R. Wicks	0.40	252.00	B310	Call with T. Moyron and L. Macksoud regarding Vitamin D claim objections and defendant dentist claim objections.
10/30/23	R. Wicks	0.20	126.00	B310	Correspond with L. Macksoud regarding dentist defendant claim objections.
10/30/23	R. Wicks	0.20	126.00	B310	Correspond with J. Kearney, L. Macksoud, et. al regarding dentist defendant claim objections.
10/30/23	L. Macksoud	0.60	437.40	B310	Confer with C. Pease regarding various claims (.2); call with T. Moyron and R. Wicks to discuss claim objection strategies (.4).
	Subtotal	39.10	27,805.10		

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

Date	Timekeeper	Hours	Amount	Task	Narrative
10/02/23	T. Moyron	0.20	160.00	B320	Correspond with S. Golden, et al., regarding plan.
10/02/23	G. Miller	4.50	3,280.50	B320	Draft combined plan and disclosure statement.
10/02/23	R. Wicks	0.20	126.00	B320	Correspond with T. Moyron, S. Golden, et. al regarding setting time to discuss plan and liquidating trust agreement.
10/03/23	T. Moyron	1.80	1,440.00	B320	Teams meeting with Ankura, S. Maizel, et al., regarding structure proposed by Committee in plan and trust agreements (.7); correspond with R. Richards regarding proposed structure including tax implication (.1); call with J. Harrington regarding same (.1); further analysis of plan matters and proposed structure (.8); correspond with R. Wicks, et al., regarding motion to shorten time (.1).

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2687822

November 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
10/03/23	R. Wicks	0.20	126.00	B320	Correspond with G. Medina regarding order uploaded for motion to shorten time.
10/03/23	R. Wicks	0.10	63.00	B320	Correspond with D. Kalve regarding order uploaded for motion to shorten time.
10/03/23	R. Wicks	0.10	63.00	B320	Correspond with T. Moyron, R. Maclsaac, et. al regarding motion to shorten time.
10/03/23	R. Richards	1.30	1,040.00	B320	Review liquidating trust agreement and redline of changes in subtrust agreement (0.7); review Chapter 11 plan markup (0.4); emails re tax analysis of subtrust (0.2).
10/03/23	R. Wicks	0.10	63.00	B320	Correspond with T. Moyron, I. Lee, et. al regarding liquidating trust agreement and structure.
10/03/23	G. Miller	4.50	3,280.50	B320	Draft combined plan and disclosure statement.
10/03/23	G. Medina	0.20	68.40	B320	Correspond with R. Wicks regarding Order on Motion to shorten time and review docket.
10/03/23	S. Maizel	1.70	1,360.00	B320	Zoom conference with Ankura re plan provisions on trust (.7); review draft combined plan and disclosure statement (1.0).
10/04/23	S. Maizel	0.50	400.00	B320	Telephone conference with T. Moyron re plan preparation.
10/04/23	T. Moyron	0.30	240.00	B320	Correspond with R. Wicks, et al., re combined plan and disclosure statement (.1); correspond with S. Rinaldi re proposed plan structure (.2).
10/04/23	G. Miller	1.20	874.80	B320	Prepare combined plan and disclosure statement.
10/04/23	R. Wicks	0.10	63.00	B320	Correspond with T. Moyron and G. Miller regarding combined plan and disclosure statement.
10/04/23	T. Moyron	0.40	320.00	B320	Analyze email from Ankura regarding sub-trust proposal (.1) and respond to same (.1); attention to status of combined DS and plan (.2).
10/05/23	R. Wicks	1.50	945.00	B320	Prepare order on motion for shortened time.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2687822

November 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
10/05/23	R. Wicks	0.10	63.00	B320	Call with T. Moyron regarding preparing order on motion for order shortening time.
10/05/23	R. Wicks	0.50	315.00	B320	Call with T. Moyron, S. Golden, et. al. regarding liquidating plan and trust agreement.
10/05/23	G. Miller	1.60	1,166.40	B320	Draft combined plan and disclosure statement.
10/05/23	G. Medina	0.30	102.60	B320	Correspond with R. Wicks and edit and send proposed order on motion to shorten time.
10/05/23	T. Moyron	1.30	1,040.00	B320	Zoom meeting with S. Golden, C. Zucker, I. Lee, et al., regarding proposed plan structure (.5); teams meeting with Ankura team re same (.4); call with C. Zucker re plan structure (.3); follow-up calls with I. Lee re plan structure (.1).
10/05/23	T. Moyron	0.50	400.00	B320	Conference call with Courtroom Deputy re order on OST re combined DS and Plan (.1); analyze and provide comments on order (.2); call and correspond with R. Wicks regarding same (.2).
10/05/23	T. Moyron	0.10	80.00	B320	Analyze email from Lauren re claim objections and next steps and respond to same.
10/06/23	R. Wicks	0.20	126.00	B320	Analyze co-trustee structure for combined plan and disclosure statement from S. Rinaldi.
10/06/23	R. Wicks	0.40	252.00	B320	Call with T. Moyron and G. Miller regarding combined chapter 11 plan and disclosure statement and liquidating trust agreement.
10/06/23	T. Moyron	0.70	560.00	B320	Correspondence with Ankura, S. Golden, et al., re updated plan (.2); call with I. Lee re same (.1); zoom meeting with G. Miller and R. Wicks regarding updating combined DS and Plan, including language with respect to co-trustee (.4).
10/08/23	R. Wicks	2.00	1,260.00	B320	Prepare combined disclosure statement and plan to remove sub-trust concept.
10/09/23	R. Wicks	2.70	1,701.00	B320	Prepare combined disclosure statement and plan to incorporate co-trustee concept.
10/09/23	G. Miller	8.70	6,342.30	B320	Draft Liquidating Trust Agreement.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2687822

November 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
10/09/23	T. Moyron	0.50	400.00	B320	Analyze updated plan structure, including OC, co-trustees, and other changes (.3); correspond with R. Wicks re same (.2).
10/10/23	G. Miller	2.20	1,603.80	B320	Draft liquidating trust agreement.
10/10/23	T. Moyron	0.30	240.00	B320	Call with R. Wicks regarding plan and other matters.
10/10/23	R. Wicks	2.20	1,386.00	B320	Prepare combined plan and disclosure statement to include co-trustee concept.
10/10/23	R. Wicks	0.10	63.00	B320	Call with T. Moyron regarding status of combined disclosure statement and chapter 11 plan.
10/10/23	R. Wicks	0.50	315.00	B320	Prepare order granting third motion to extend exclusivity.
10/10/23	R. Wicks	0.20	126.00	B320	Review order granting motion for shortened time.
10/10/23	R. Wicks	0.10	63.00	B320	Correspond with R. MacIsaac et al regarding order granting motion to shorten time.
10/10/23	G. Medina	0.40	136.80	B320	Correspond with R. Wicks and edit order on third exclusivity motion and upload.
10/11/23	G. Miller	1.30	947.70	B320	Draft Liquidating Trust Agreement.
10/12/23	R. Wicks	1.30	819.00	B320	Prepare combined chapter 11 plan and disclosure statement.
10/13/23	R. Wicks	0.10	63.00	B320	Correspond with T. Moyron, S. Maizel, and G. Miller regarding combined disclosure statement and plan.
10/13/23	G. Miller	0.60	437.40	B320	Review revised combined plan and disclosure statement.
10/13/23	G. Miller	1.00	729.00	B320	Draft liquidating trust agreement.
10/14/23	G. Miller	2.40	1,749.60	B320	Draft liquidating trust agreement.
10/15/23	R. Wicks	0.10	63.00	B320	Correspond with S. Maizel regarding comments to combined chapter 11 plan and disclosure statement.
10/15/23	S. Maizel	2.00	1,600.00	B320	Review and prepare combined plan and disclosure statement.
10/16/23	S. Maizel	0.70	560.00	B320	Review draft combined plan and disclosure statement.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2687822

November 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
10/16/23	T. Moyron	1.30	1,040.00	B320	Analyze redline of plan (.3); analyze S. Maizel comments (.2); analyze updated plan and provide comment (.8).
10/16/23	R. Wicks	0.60	378.00	B320	Analyze comments to combined plan and disclosure statement from S. Maizel.
10/16/23	R. Wicks	2.00	1,260.00	B320	Prepare combined chapter 11 disclosure statement and plan by incorporating S. Maizel's comments.
10/16/23	R. Wicks	0.20	126.00	B320	Correspond with T. Moyron and S. Maizel regarding combined plan and disclosure statement.
10/17/23	R. Wicks	0.30	189.00	B320	Correspond with J. Moe, T. Moyron, and S. Maizel regarding solicitation procedures motion.
10/18/23	R. Wicks	0.20	126.00	B320	Correspond with J. Moe regarding preparing ballots, notices, and solicitation procedures motion.
10/18/23	R. Wicks	1.10	693.00	B320	Prepare solicitation procedures motion.
10/18/23	J.A. Moe, II	0.40	288.00	B320	Confer with R. Wicks on solicitation and creation of ballots (.10); research form of Ballots (.30).
10/19/23	J.A. Moe, II	1.50	1,080.00	B320	Additional review of form of Ballots (.10); telephone conference with attorneys S. Maizel, T. Moyron and R. Wicks on preparation of and soliciting a Plan Of Liquidation (.30); overall review of the proposed combined Disclosure Statement and Plan Of Liquidation (.10); review, annotate and flag the combined Disclosure Statement and Plan Of Liquidation (1.00).
10/19/23	G. Miller	2.00	1,458.00	B320	Draft liquidating trust agreement.
10/19/23	R. Wicks	0.30	189.00	B320	Correspond with T. Moyron, G. Miller, et. al regarding liquidating trust agreement and combined plan and disclosure statement.
10/19/23	R. Wicks	0.30	189.00	B320	Call with T. Moyron, J. Moe, and S. Maizel regarding solicitation materials.
10/19/23	R. Wicks	2.50	1,575.00	B320	Prepare motion for approval of solicitation procedures.
10/19/23	R. Wicks	0.10	63.00	B320	Review voicemail from J. Moe regarding solicitation procedures motion.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2687822

November 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
10/19/23	R. Wicks	0.20	126.00	B320	Correspond with T. Moyron, J. Moe, and S. Maizel regarding setting time to discuss solicitation procedures motion.
10/19/23	S. Maizel	0.30	240.00	B320	Zoom conference with J. Moe, T. Moyron, etc. re solicitation planning for plan.
10/19/23	T. Moyron	1.30	1,040.00	B320	Prepare further updates and changes to plan of liquidation.
10/19/23	T. Moyron	0.50	400.00	B320	Correspond with G. Miller regarding updated liquidating trust agreement (.2); analyze redline of updated liquidating trust agreement (.3).
10/20/23	R. Wicks	0.50	315.00	B320	Analyze proposed changes to liquidating trust agreement.
10/20/23	R. Wicks	0.10	63.00	B320	Correspond with T. Moyron, B. Richards, et. al regarding tax consequences of plan and liquidating trust agreement.
10/20/23	R. Richards	0.40	320.00	B320	Review markup of liquidating trust agreement.
10/23/23	R. Wicks	2.10	1,323.00	B320	Prepare proposed order granting motion to combine plan and disclosure statement.
10/23/23	R. Wicks	0.10	63.00	B320	Correspond with J. Moe regarding ballots and notices.
10/23/23	R. Wicks	1.10	693.00	B320	Prepare solicitation procedures motion.
10/23/23	T. Moyron	0.20	160.00	B320	Correspond with M. Gray regarding claim objections and language therein regarding reservation of rights (.1); analyze email from CJ Pease regarding details related to former employee and claim (.1).
10/23/23	J.A. Moe, II	0.70	504.00	B320	Review a second time and outline the procedures for the return of Ballots and create outline of "opt out" provisions identified on seven pages of the proposed Joint Disclosure Statement And Chapter 11 Plan Of Liquidation.
10/24/23	R. Wicks	3.60	2,268.00	B320	Prepare solicitation procedures motion.
10/24/23	R. Wicks	0.30	189.00	B320	Prepare order granting motion to combine disclosure statement and plan.
10/24/23	R. Wicks	0.10	63.00	B320	Correspond with T. Moyron regarding plan and liquidating trust agreement.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2687822

November 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
10/25/23	R. Wicks	0.20	126.00	B320	Correspond with T. Moyron to analyze plan and liquidating trust agreement.
10/25/23	R. Wicks	0.70	441.00	B320	Analyze proposed revisions to combined plan and disclosure statement.
10/25/23	R. Wicks	0.10	63.00	B320	Correspond with G. Miller regarding liquidating trust agreement.
10/25/23	J.A. Moe, II	0.60	432.00	B320	Review again the proposed Combined Disclosure Statement And Chapter 11 Plan Of Liquidation in regard to an Opt Out Form and the procedures for returning Ballots, and create new outline of the Opt Out Form and interlineate into the Opt Out Form the Plan's instructions on returning Ballots.
10/25/23	J.A. Moe, II	1.40	1,008.00	B320	Prepare first draft of the Ballot for Class 3 Claimants.
10/25/23	J.A. Moe, II	0.40	288.00	B320	Research contents of an Opt Out Selection Form for parties to opt out of third party releases in regard to the Chapter 11 Plan Of Liquidation.
10/25/23	T. Moyron	0.40	320.00	B320	Correspond with R. Wicks regarding plan and liquidating trust agreement (.2); analyze R. Wicks email re LTA (.1); analyze email from J. Moe re plan (.1).
10/26/23	T. Moyron	1.40	1,120.00	B320	Call with R. Wicks regarding LTA (.2); analyze issues related to LTA (.3) and correspondence with G. Miller, et al., regarding same (.2); analyze proposed order (.1) and correspond with R. Wicks regarding order (.1); correspond with S. Golden re plan (.1); analyze updated plan and redlines (.4).
10/26/23	J.A. Moe, II	1.40	1,008.00	B320	Revise the first complete draft of the Ballot to vote for or against the proposed Plan Of Liquidation (1.10); revise the second complete draft of the Ballot (.30).
10/26/23	J.A. Moe, II	1.00	720.00	B320	Prepare first rough draft (with inserts to be later added) of the Opt Out Form in regard to Third Party Releases in connection with the proposed Plan Of Liquidation (.60); revise the first complete draft of the Opt Out Form, including the four inserts from the Combined Disclosure Statement And Chapter 11 Plan Of Liquidation (.40).

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2687822

November 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
10/26/23	R. Wicks	0.20	126.00	B320	Call with T. Moyron regarding liquidating trust agreement.
10/26/23	R. Wicks	0.10	63.00	B320	Correspond with J. Moe regarding solicitation procedures.
10/26/23	R. Wicks	0.20	126.00	B320	Analyze correspondence with T. Moyron, G. Miller, et. al regarding liquidating trust agreement.
10/26/23	R. Wicks	0.40	252.00	B320	Prepare order granting motion to combine.
10/26/23	R. Wicks	0.10	63.00	B320	Call with G. Miller regarding liquidating trust agreement.
10/26/23	R. Wicks	2.20	1,386.00	B320	Prepare combined chapter 11 plan and disclosure statement.
10/26/23	R. Wicks	0.20	126.00	B320	Correspond with S. Golden, J. Pomerantz, et. al regarding combined plan and disclosure statement and liquidating trust agreement.
10/26/23	R. Wicks	0.10	63.00	B320	Correspond with I. Lee, CJ Pease, et. al regarding combined plan and disclosure statement and liquidating trust agreement.
10/26/23	G. Medina	0.40	136.80	B320	Review and edit proposed order granting motion to continue and upload with the court.
10/27/23	R. Wicks	0.20	126.00	B320	Call with J. Moe to discuss ballot and opt-out provisions of plan and disclosure statement.
10/27/23	R. Wicks	0.10	63.00	B320	Correspond with S. Golden regarding combined plan and disclosure statement and liquidating trust agreement.
10/27/23	R. Wicks	0.20	126.00	B320	Analyze solicitation procedures with J. Moe.
10/27/23	R. Wicks	0.50	315.00	B320	Call with J. Moe and T. Moyron regarding opt-out provisions and ballot provisions in combined plan and disclosure statement.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2687822

November 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
10/27/23	J.A. Moe, II	0.70	504.00	B320	Prepare for conference call with R. Wicks and T. Moyron on term of the proposed Plan Of Liquidation, including additional review of the provisions related to the return of Ballots and the Opt Out Form (.30); telephone call with R. Wicks and then with Ms. Wicks and T. Moyron reviewing the proposed Plan Of Liquidation, focusing on the procedures for returning Ballots and the provisions in the Plan on the procedures to Opt Out (.30); brief return telephone call with R. Wick on the procedures for the return of Ballots and review of the pages of the proposed Plan that explain the Opt Out procedures (.10).
10/27/23	T. Moyron	1.20	960.00	B320	Analyze R. Wicks, et al., correspondence regarding plan and disclosure statement (.1); attention to solicitation procedures and plan (.6); conference call with J. Moe and R. Wicks regarding opt-out provisions and ballot provisions in combined plan and disclosure statement (.5).
10/30/23	S. Maizel	0.30	240.00	B320	Zoom conference re schedule related to plan confirmation with I. Lee, T. Moyron, etc.
10/30/23	R. Wicks	0.20	126.00	B320	Analyze order granting motion to combine.
10/30/23	R. Wicks	0.20	126.00	B320	Analyze correspondence with S. Golden regarding chapter 11 plan and disclosure statement.
10/30/23	R. Wicks	0.40	252.00	B320	Call with T. Moyron, I. Lee, S. Maizel, and CJ Pease regarding plan and liquidating trust agreement.
10/30/23	R. Wicks	0.30	189.00	B320	Analyze local rules for noticing plan and disclosure statement and conditional approval motion.
10/30/23	T. Moyron	1.00	800.00	B320	Analyze entered order on motion to combine DS and plan and related deadlines (.1); analyze deadlines and related timing matters (.2); correspond with I. Lee and CJ Pease regarding same (.2); conference call regarding DS and plan, upcoming deadlines, board meeting and related documents (.4); correspond with S. Golden re plan (.1).

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2687822

November 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
10/31/23	T. Moyron	1.70	1,360.00	B320	Correspond with S. Golden re updated plan and LTA and timing of filing (.1); analyze Committee counsel comments to plan and LTA (1.3); correspond with I. Lee, et al., regarding plan, LTA and comments from Committee counsel (.2); prepare email to G. Miller re LTA (.1).
10/31/23	G. Miller	1.00	729.00	B320	Review revised Liquidating Trust Agreement and Combined Plan and Disclosure Statement.
10/31/23	R. Wicks	0.20	126.00	B320	Analyze correspondence with I. Lee, CJ Pease, et. al regarding Ankura's potential comments to the combined plan and disclosure statement and liquidating trust agreement.
10/31/23	R. Wicks	0.40	252.00	B320	Analyze draft ballots and release opt-out election form for combined plan and disclosure statement.
10/31/23	R. Wicks	0.50	315.00	B320	Analyze proposed changes to combined plan and disclosure statement from S. Golden.
10/31/23	R. Wicks	3.90	2,457.00	B320	Prepare combined plan and disclosure statement.
10/31/23	R. Wicks	0.10	63.00	B320	Correspond with S. Ruben and G. Medina regarding deadlines set by order granting motion to combine plan and disclosure statement.
10/31/23	T. Moyron	0.30	240.00	B320	Analyze email from J. Moe and attached ballots and third party release opt out.
10/31/23	S. Maizel	0.70	560.00	B320	Review combined plan and disclosure statement with comments from UCC.
10/31/23	R. Wicks	0.10	63.00	B320	Analyze correspondence with S. Golden, T. Moyron, et. al regarding combined plan and disclosure statement.
10/31/23	R. Wicks	0.10	63.00	B320	Analyze correspondence with T. Moyron, G. Miller, et. al regarding changes to liquidating trust agreement.
	Subtotal	104.10	72,967.60		

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2687822

November 30, 2023

DHCS - DHCS Litigation

Date	Timekeeper	Hours	Amount	Task	Narrative
10/02/23	T. Moyron	0.20	160.00	DHCS	Confer with R. Wicks, et al., regarding DHCS settlement and dismissal of AP.
10/02/23	S. Maizel	0.20	160.00	DHCS	Review and respond to emails re resolving pending adversary proceeding.
10/02/23	R. Wicks	0.20	126.00	DHCS	Review DHCS settlement agreement regarding dismissal of adversary and vacatur of orders.
10/02/23	R. Wicks	0.20	126.00	DHCS	Correspond with S. Maizel and T. Moyron regarding DHCS settlement agreement and dismissal of adversary and vacatur of orders.
10/03/23	R. Wicks	1.80	1,134.00	DHCS	Prepare joint stipulation vacating order and dismissing adversary proceeding.
10/03/23	R. Wicks	0.10	63.00	DHCS	Correspond with T. Moyron and S. Maizel regarding joint stipulation vacating order and dismissing adversary proceeding.
10/06/23	R. Wicks	0.10	63.00	DHCS	Correspond with S. Golden and D. Wessel regarding stipulation vacating orders and dismissing adversary in accordance with settlement.
10/06/23	R. Wicks	0.20	126.00	DHCS	Prepare stipulation vacating orders and dismissing adversary proceeding.
10/11/23	T. Moyron	0.60	480.00	DHCS	Call with R. MacIsaac, J. LaMagna, T. Waters, et al., regarding DHCS, TSA, billing, and related matters.
10/14/23	R. Wicks	0.20	126.00	DHCS	Correspond with S. Maizel, D. Wessel, et. al regarding stipulation to vacate orders and dismiss adversary proceeding.
10/16/23	R. Wicks	0.10	63.00	DHCS	Correspond with S. Golden regarding stipulation vacating orders and dismissing adversary proceeding.
10/16/23	R. Wicks	0.60	378.00	DHCS	Prepare order approving stipulation to vacate orders and dismiss adversary proceeding.
10/17/23	R. Wicks	0.10	63.00	DHCS	Correspond with T. Moyron and S. Maizel regarding stipulation to vacate order and dismiss adversary proceeding.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2687822

November 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
10/17/23	R. Wicks	0.40	252.00	DHCS	Prepare order granting stipulation to vacate orders and dismiss adversary proceeding.
10/17/23	R. Wicks	0.50	315.00	DHCS	Finalize and file stipulation to vacate orders and dismiss adversary proceeding.
10/17/23	S. Maizel	0.20	160.00	DHCS	Review and revise stipulation vacating memorandum and dismissing adversary proceeding.
10/18/23	R. Wicks	0.20	126.00	DHCS	Analyze order vacating adversary orders and dismissing adversary proceeding.
10/18/23	R. Wicks	0.20	126.00	DHCS	Correspond with T. Moyron and S. Maizel regarding order vacating adversary orders and dismissing adversary proceeding and dismissal of appeal.
10/18/23	R. Wicks	0.10	63.00	DHCS	Correspond with D. Wessel, S. Golden, et. al. regarding order vacating adversary orders and dismissing adversary proceeding and dismissal of appeal.
10/18/23	T. Moyron	0.20	160.00	DHCS	Correspond with R. Wicks re order vacating findings of fact and dismissing adversary.
10/19/23	R. Wicks	0.10	63.00	DHCS	Correspond with D. Wessel regarding dismissal of appeal.
10/25/23	R. Wicks	0.10	63.00	DHCS	Analyze correspondence with D. Wessel regarding stipulation to dismiss appeal.
10/25/23	R. Wicks	0.20	126.00	DHCS	Correspond with R. MacIsaac regarding executed DHCS settlement.
10/25/23	T. Moyron	0.20	160.00	DHCS	Analyze email from D. Wessel re join motion to dismiss bankruptcy appeal (.1); analyze email from R. MacIsaac regarding DHCS settlement (.1).
10/26/23	R. Wicks	0.50	315.00	DHCS	Analyze proposed stipulation to dismiss appeal.
10/26/23	R. Wicks	1.00	630.00	DHCS	Prepare stipulation to dismiss appeal.
10/26/23	S. Maizel	0.50	400.00	DHCS	Review and revise joint motion to dismiss DHCS appeal.
10/28/23	R. Wicks	0.10	63.00	DHCS	Correspond with S. Maizel and T. Moyron regarding stipulation to dismiss appeal.
10/31/23	R. Wicks	0.10	63.00	DHCS	Correspond with D. Wessel et. al regarding stipulation to dismiss appeal.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2687822

November 30, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
10/31/23	R. Wicks	0.80	504.00	DHCS	Prepare stipulation to dismiss appeal.
	Subtotal	10.00	6,657.00		

EMP - Employee matters

Date	Timekeeper	Hours	Amount	Task	Narrative
10/02/23	R. Wicks	1.40	882.00	EMP	Prepare memorandum in support of insider compensation.
	Subtotal	1.40	882.00		

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
J. Harrington	\$ 800.00	1.30	\$ 1,040.00
S. Maizel	\$ 800.00	16.80	\$ 13,440.00
T. Moyron	\$ 800.00	26.90	\$ 21,520.00
G. Miller	\$ 729.00	35.70	\$ 26,025.30
L. Macksoud	\$ 729.00	15.90	\$ 11,591.10
R. Richards	\$ 800.00	1.70	\$ 1,360.00
S. McCandless	\$ 800.00	7.30	\$ 5,840.00
J.A. Moe, II	\$ 720.00	8.10	\$ 5,832.00
R. Wicks	\$ 630.00	73.20	\$ 46,116.00
S. Ruben	\$ 499.50	0.60	\$ 299.70
G. Medina	\$ 342.00	<u>3.00</u>	<u>\$ 1,026.00</u>
Totals		190.50	\$ 134,090.10

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2687822

November 30, 2023

SUMMARY OF AMOUNT DUE BY TASK CODE

Task Code	Task Code Name	Fees
B100	Administration	1,040.00
B110	Case Administration	11,232.70
B120	Asset Analysis and Recovery	240.00
B130	Asset Disposition	5,520.00
B160	Fee/Employment Applications	6,307.80
B185	Assumption/Rejection of Leases and Contracts	606.00
B210	Business Operations	252.00
B230	Financing/Cash Collections	480.00
B300	Claims and Plan	99.90
B310	Claims Administration and Objections	27,805.10
B320	Plan and Disclosure Statement (incl. Business Plan)	72,967.60
DHCS	DHCS Litigation	6,657.00
EMP	Employee matters	882.00
	Total This Matter	\$134,090.10

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/30/2023	LITIGATION SUPPORT VENDORS PACER-FEES	30.00
	SUBTOTAL	30.00
10/2/2023	WESTLAW WICKS\REBECCA	375.00
10/3/2023	WESTLAW WICKS\REBECCA	225.00
10/13/2023	WESTLAW WICKS\REBECCA	975.00
	SUBTOTAL	1,575.00
	Total Disbursements	\$1,605.00

Borrego Community Health Foundation November 30, 2023  
Invoice #: 2687822

COMBINED TOTALS

Total Hours		190.50
Fee Total, all Matters	\$	134,090.10
Disbursement Total, all Matters	\$	1,605.00
Invoice Total, all Matters	\$	<u>135,695.10</u>
Amounts Received, Available to Apply Against Current or Future Invoices		100,000.00
Amount Due	\$	135,695.10



SNR Denton US LLP  
601 S. Figueroa Street  
Suite 2500  
Los Angeles, California 90017-5704

snrdenton.com

Isaac Lee  
Chief Restructuring Officer  
Borrego Community Health Foundation  
isaac.lee@ankura.com

November 30, 2023

Client #: 15810746

Statement of Account

According to our records, as of November 30, 2023, the amounts shown below are outstanding.  
If your records are not in agreement with ours, please call us. Thank you.

<u>Date</u>	<u>Invoice No.</u>	<u>Invoice Amount</u>	<u>Payments/ Adjustments</u>	<u>Total</u>
09/30/23	2672266	\$ 98,005.95	\$ 0.00	\$ 98,005.95
10/31/23	2679858	\$ 129,875.45	\$ 0.00	\$ 129,875.45
11/30/23	2687822	\$ 135,695.10	\$ 0.00	\$ 135,695.10
Total Outstanding Invoices				<u>\$ 363,576.50</u>
Credits On Account				\$ 100,000.00

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

Federal Tax I.D. Number 36-1796730

1 SAMUEL R. MAIZEL (SBN 189301)  
2 samuel.maizel@dentons.com  
3 TANIA M. MOYRON (SBN 235736)  
4 tania.moyron@dentons.com  
5 REBECCA M. WICKS (SBN 313608)  
6 rebecca.wicks@dentons.com  
7 Dentons US LLP  
8 601 South Figueroa Street, Suite 2500  
9 Los Angeles, CA 90017-5704  
10 Telephone: 213 623 9300  
11 Facsimile: 213 623 9924

12 Attorneys for Chapter 11 Debtor and Debtor  
13 In Possession

14 **UNITED STATES BANKRUPTCY COURT**  
15 **SOUTHERN DISTRICT OF CALIFORNIA**

16 In re:  
17 **BORREGO COMMUNITY**  
18 **HEALTH FOUNDATION,**  
19  
20 Debtor and Debtor In Possession.

21 Case No. 22-02384  
22 Chapter 11 Case  
23 (Voluntary Petition Filed September 12,  
24 2022)  
25 **DENTONS US LLP'S FIFTEENTH**  
26 **MONTHLY FEE APPLICATION FOR**  
27 **ALLOWANCE AND PAYMENT OF**  
28 **INTERIM COMPENSATION AND**  
**REIMBURSEMENT OF EXPENSES**  
**FOR THE PERIOD NOVEMBER 1,**  
**2023 THROUGH NOVEMBER 30, 2023**

Judge: Hon. Laura S. Taylor

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



1 CSD 1143 (04/28/96)

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

4 DEBTOR: Borrego Community  
5 Health Foundation

PETITION DATE: September 12, 2022

6 CASE NO.: 22-02384

7 **MONTHLY FEE APPLICATION SUMMARY**

8 APPLICANT: Dentons US LLP

REPRESENTING: Debtor

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

CATEGORIES	November 1, 2023 –November 30, 2023 (APPLICATION PERIOD)	
	HOURS	AMOUNT REQUESTED
Case Administration	10.90	\$8,485.95
Asset Disposition	1.50	\$1,183.00
Meetings of and Communications with Creditors	0.30	\$189.00
Fee / Employment Applications	11.20	\$6,353.00
Assumption / Rejection of Leases and Contracts	1.10	\$710.00
Other Contested Matters (excl. assumption/rejection motions)	0.30	\$240.00
Business Operations	0.30	\$189.00
Financing/Cash Collections	3.70	\$2,960.00
Board of Directors Matters	5.20	\$3,344.00
Claims Administration and Objections	19.40	\$13,377.60
Plan and Disclosure Statement (incl. Business Plan)	107.60	\$73,356.80
DHCS Litigation	6.90	\$5,469.00
<b>TOTALS:</b>	<b>168.4</b>	<b>\$115,857.35</b>

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

**MONTHLY FEE APPLICATION**

Dentons US LLP (the “Firm”) submits its *Fifteenth Monthly Fee Application for Allowance and Payment of Interim Compensation and Reimbursement of Expenses for the Period November 1, 2023 – November 30, 2023* for services rendered during the chapter 11 case (this “Case”) of the above-captioned debtor (the “Debtor”) for the Debtor. In support of the foregoing application (the “Application”), the Firm respectfully represents as follows:

1. The Firm is bankruptcy counsel to the Debtor. The Firm hereby applies to the Court for allowance and payment of interim compensation for services rendered and reimbursement of expenses incurred during the period of November 1, 2023 – November 30, 2023 (the “Application Period”).

2. The Firm billed a total of \$115,857.35 in fees and \$0.00 expenses during the Application Period. The total fees represent 168.40 hours expended during the period covered by this Application. These fees and expenses break down as follows:

<b>Application Period</b>	<b>Fees</b>	<b>Expenses</b>	<b>Total</b>
November 1, 2023 – October 31, 2023	\$115,857.35	\$0.00	\$115,857.35

3. Accordingly, the Firm seeks allowance of interim compensation in the amount of a total of \$92,685.88 at this time. This total is comprised as follows: \$92,685.88 (80% of the fees for services rendered), plus \$0.00 (100% of the expenses incurred).

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

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

1           5.       The Firm has served a copy of this Application on the Office of the  
2 United States Trustee (the “U.S. Trustee”), the Debtor, counsel to the Debtor, counsel  
3 to the Patient Care Ombudsman, and counsel to the Official Committee of Unsecured  
4 Creditors appointed in this Case. The Application was mailed by first class mail,  
5 postage prepaid, on or about December 15, 2023. Notice of the filing of this  
6 Application was served on the foregoing parties as well as any party who has  
7 requested special notice in this Case as of the date of the Notice. The Notice was  
8 mailed by first class mail, postage prepaid, on or about December 15, 2023.

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

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

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

4 Dated: December 15, 2023

DENTONS US LLP  
SAMUEL R. MAIZEL  
TANIA M. MOYRON

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

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

10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
DENTONS US LLP  
601 SOUTH FIGUEROA STREET, SUITE 2500  
LOS ANGELES, CALIFORNIA 90017-5704  
(213) 623-9300

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**EXHIBIT “1”**

**(Summary of Hours by Professional for  
Application Period November 1, 2023 – November 30, 2023)**

<b>Name of Professional</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Total Billed</b>
Samuel R. Maizel	Partner	27.90	\$800.00	\$22,320.00
Tania M. Moyron	Partner	28.00	\$800.00	\$22,400.00
Geoffrey M. Miller	Partner	16.60	\$729.00	\$12,101.40
Lauren Macksoud	Partner	6.60	\$729.00	\$4,811.40
Rebecca M. Wicks	Senior Managing Associate	82.20	\$630.00	\$51,786.00
Samantha Ruben	Associate	.10	\$499.50	\$49.95
George L. Medina	Senior Paralegal	6.70	\$342.00	\$2,291.40
Kathryn M. Howard	Senior Paralegal	.30	\$324.00	\$97.20
<b>Totals:</b>		<b>168.4</b>		<b>\$115,857.35</b>

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

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**EXHIBIT “2”**  
**(Detailed Time and Expense Statements for  
Application Period November 1, 2023 – November 30, 2023)**

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



SNR Denton US LLP  
601 S. Figueroa Street  
Suite 2500  
Los Angeles, California 90017-5704

dentons.com

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

December 14, 2023

**Invoice No. 2712257**

Client: 15810746

Payment Due Upon Receipt

Total This Invoice	\$ 115,857.35
Amounts Received, Available to Apply Against Current or Future Invoices	100,000.00
Amount Due	\$ 115,857.35

Please return this page with your payment

In the case of mail deliveries to:

SNR Denton US LLP  
8000 Sears Tower  
Chicago, IL 60606

OR

In the case of overnight deliveries to:

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

Payment by wire transfer/ACH should be sent to:

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

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

Questions relating to this invoice should be directed to:

S. Maizel  
at 1 213 623 9300



of 380  
 SNR Denton US LLP  
 601 S. Figueroa Street  
 Suite 2500  
 Los Angeles, California 90017-5704

dentons.com

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

December 14, 2023

**Invoice No. 2712257**

For Professional Services Rendered through November 30, 2023:

Matter: 15810746-000002  
 Postpetition

B110 - Case Administration

Date	Timekeeper	Hours	Amount	Task	Narrative
11/06/23	R. Wicks	0.30	189.00	B110	Call with T. Moyron regarding combined plan and disclosure statement, fee applications, and other outstanding items.
11/07/23	R. Wicks	0.50	315.00	B110	Prepare memorandum of outstanding work streams and pleadings.
11/08/23	R. Wicks	0.30	189.00	B110	Call with T. Moyron regarding confirmation process, fee applications, and other outstanding tasks.
11/08/23	S. Maizel	1.00	800.00	B110	Telephone conference with M. Abernathy, BRG and Independent Monitor, regarding alleged missing reports (.1); review DHCS settlement, etc. re obligations towards monitor (.6); review and respond to emails re same (.3).
11/09/23	T. Moyron	0.20	160.00	B110	Analyze emails from K. Coburn, I. Lee, et al., re Board meeting (.1); exchange emails with S. Maizel re same (.1).
11/13/23	T. Moyron	1.10	880.00	B110	Zoom meeting with R. Wicks and S. Maizel regarding motion to approve solicitation procedures, etc. (.4); attention to motion to approve solicitation procedures (.6); call with R. Wicks regarding plan, notices, ballots and other items (.1).
11/14/23	T. Moyron	1.00	800.00	B110	Participate in legal status call with I. Lee, R. Maclsaac, et al., regarding pending issues, including litigation and plan logistics, and analyze related issues.
11/14/23	S. Maizel	0.90	720.00	B110	Zoom conference with I. Lee, CJ Pease, R. Maclssac, etc. re pending legal issues.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2712257

December 14, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
11/15/23	S. Maizel	0.40	320.00	B110	Meeting with T. Moyron regarding pending issues, including status of combined plan and DS, motions, and filing.
11/15/23	S. Maizel	1.00	800.00	B110	Revised combined plan and disclosure statement and related documents.
11/22/23	T. Moyron	1.00	800.00	B110	Legal status call with R. Maclsaac, I. Lee, J. Kearney, et al., regarding pending issues, including certain claim objections, DHCS, and other matters.
11/22/23	S. Maizel	1.00	800.00	B110	Zoom conference with I. Lee, R. Maclsaac, etc. re pending legal issues.
11/27/23	T. Moyron	0.20	160.00	B110	Analyze emails from T. Reid, et al., regarding monthly fee applications.
11/28/23	T. Moyron	0.80	640.00	B110	Participate in legal status call with R. Maclsaac, CJ Pease, et al., regarding pending issues, including claim objections and plan.
11/28/23	S. Maizel	1.00	800.00	B110	Zoom conference with I. Lee, R. Maclssac, T. Moyron, etc. re pending legal issues (.8); review and respond to emails re same (.2).
11/29/23	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.
11/30/23	R. Wicks	0.10	63.00	B110	Analyze correspondence with S. Reitzel, T. Moyron, et. al regarding service of documents.
	Subtotal	10.90	8,485.95		

B130 - Asset Disposition

Date	Timekeeper	Hours	Amount	Task	Narrative
11/01/23	S. Maizel	0.50	400.00	B130	Review and respond to emails re closing issues.
11/02/23	T. Moyron	0.10	80.00	B130	Analyze email from I. Lee regarding slides for DAP Health.
11/06/23	T. Moyron	0.10	80.00	B130	Analyze email from D. Wessel re upcoming meeting with DAP.
11/07/23	R. Wicks	0.10	63.00	B130	Analyze correspondence with T. Moyron, S. Maizel, and T. Waters regarding CHOW.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2712257

December 14, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
11/07/23	S. Maizel	0.70	560.00	B130	Review and respond to emails re DAP Health CHOW Submission.
	Subtotal	1.50	1,183.00		

B150 - Meetings of and Communications with Creditors

Date	Timekeeper	Hours	Amount	Task	Narrative
11/09/23	R. Wicks	0.20	126.00	B150	Correspond with P. Barrera regarding case status.
11/29/23	R. Wicks	0.10	63.00	B150	Analyze correspondence from A. Aguilar regarding claimant call.
	Subtotal	0.30	189.00		

B160 - Fee/Employment Applications

Date	Timekeeper	Hours	Amount	Task	Narrative
11/01/23	T. Moyron	0.10	80.00	B160	Analyze and prepare comment to HLB monthly fee application.
11/01/23	R. Wicks	0.10	63.00	B160	Correspond with T. Reid regarding Hooper Lundy monthly fee applications.
11/02/23	R. Wicks	0.10	63.00	B160	Analyze correspondence from I. Lee regarding Ankura September compensation report.
11/08/23	R. Wicks	0.20	126.00	B160	Correspond with D. Almogue regarding Skadden fee application and upcoming hearing date.
11/08/23	R. Wicks	0.30	189.00	B160	Review Hooper Lundy invoice for September monthly fee application.
11/08/23	R. Wicks	0.10	63.00	B160	Correspond with T. Reid regarding Hooper Lundy September fee application.
11/14/23	R. Wicks	1.20	756.00	B160	Prepare Dentons twelfth monthly fee application.
11/15/23	R. Wicks	0.10	63.00	B160	Analyze correspondence of I. Lee and T. Moyron regarding Ankura September staffing and compensation report.
11/15/23	R. Wicks	1.20	756.00	B160	Prepare August monthly fee application and notice.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2712257

December 14, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
11/15/23	R. Wicks	2.10	1,323.00	B160	Prepare September monthly fee application and notice.
11/20/23	R. Wicks	0.30	189.00	B160	Prepare monthly fee applications for August and September.
11/21/23	G. Medina	0.50	171.00	B160	Review the Twelfth interim monthly fee application against the invoices to ensure that all calculations were correct.
11/21/23	R. Wicks	0.10	63.00	B160	Correspond with T. Moyron and S. Maizel regarding Dentons monthly fee applications.
11/21/23	R. Wicks	0.10	63.00	B160	Correspond with G. Medina regarding Dentons monthly fee applications.
11/21/23	R. Wicks	0.60	378.00	B160	Prepare Ankura September compensation report.
11/22/23	R. Wicks	0.20	126.00	B160	Analyze correspondence with G. Medina and T. Moyron regarding Dentons monthly fee applications.
11/22/23	G. Medina	2.00	684.00	B160	Review and prepare Thirteenth Monthly Fee Application (0.7); assemble and send Twelfth and Thirteenth monthly fee applications per T. Moyron's request (0.4); correspond with R. Wicks regarding timing of filings (0.1); review and file Twelfth and Thirteenth Monthly fee applications and notices for Twelfth and Thirteenth monthly fee application (0.8).
11/27/23	R. Wicks	0.10	63.00	B160	Analyze correspondence with T. Moyron, S. Maizel, et. al regarding October monthly fee application.
11/27/23	R. Wicks	0.10	63.00	B160	Correspond with T. Reid regarding Hooper Lundy monthly fee applications.
11/27/23	R. Wicks	0.50	315.00	B160	Prepare Ankura September compensation and staffing report.
11/27/23	R. Wicks	0.10	63.00	B160	Correspond with T. Moyron and S. Maizel regarding Ankura September compensation report.
11/27/23	R. Wicks	0.40	252.00	B160	Review Hooper Lundy monthly fee applications.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2712257

December 14, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
11/28/23	R. Wicks	0.10	63.00	B160	Analyze correspondence with T. Moyron, C. Arias, et. al regarding monthly fee applications.
11/29/23	R. Wicks	0.10	63.00	B160	Correspond with J. Kearney, T. Moyron, et. al regarding Hooper Lundy monthly fee applications.
11/30/23	R. Wicks	0.10	63.00	B160	Correspond with T. Moyron regarding preparing monthly fee application.
11/30/23	R. Wicks	0.40	252.00	B160	Prepare Hooper Lundy fee applications.
	Subtotal	11.20	6,353.00		

B185 - Assumption/Rejection of Leases and Contracts

Date	Timekeeper	Hours	Amount	Task	Narrative
11/03/23	R. Wicks	0.10	63.00	B185	Analyze correspondence with H. Hammi regarding stipulation to resolve rejection damages.
11/03/23	R. Wicks	0.10	63.00	B185	Correspond with T. Moyron and S. Maizel regarding proposal to resolve rejection damages.
11/04/23	T. Moyron	0.10	80.00	B185	Analyze R. Wicks, et al., emails regarding stipulation on Welmer's claims.
11/08/23	R. Wicks	0.10	63.00	B185	Call with H. Hammi regarding stipulation to resolve rejection damages claim.
11/08/23	R. Wicks	0.10	63.00	B185	Correspond with CJ Pease and I. Lee regarding resolving Wermers rejection claim.
11/09/23	R. Wicks	0.20	126.00	B185	Prepare email to R. Maclsaac regarding stipulation to resolve Wermers rejection claim.
11/10/23	R. Wicks	0.10	63.00	B185	Correspond with R. Maclsaac regarding stipulation to resolve Wermers rejection damages claim.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2712257

December 14, 2023

11/13/23	R. Wicks	0.10	63.00	B185	Correspond with R. MacIsaac regarding stipulation to resolve Wermers' rejection claim.
11/13/23	R. Wicks	0.20	126.00	B185	Correspond with H. Hammi regarding stipulation to resolve Wermers' rejection claim.
	Subtotal	1.10	710.00		

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

Date	Timekeeper	Hours	Amount	Task	Narrative
11/02/23	T. Moyron	0.20	160.00	B190	Analyze emails from T. Waters, et al., related to potential representation of DAP Health by Feldsman Tucker on discrete matter.
11/04/23	T. Moyron	0.10	80.00	B190	Analyze email from CJ Pease re Travelers settlement.
	Subtotal	0.30	240.00		

B210 - Business Operations

Date	Timekeeper	Hours	Amount	Task	Narrative
11/08/23	R. Wicks	0.10	63.00	B210	Analyze correspondence from S. Maizel and I. Lee regarding reporting to monitors.
11/13/23	R. Wicks	0.10	63.00	B210	Analyze correspondence with S. Maizel, I. Lee, et. al regarding independent monitor.
11/17/23	R. Wicks	0.10	63.00	B210	Analyze correspondence between S. Maizel and D. Wessel.
	Subtotal	0.30	189.00		

B230 - Financing/Cash Collections

Date	Timekeeper	Hours	Amount	Task	Narrative
11/02/23	S. Maizel	0.50	400.00	B230	Zoom conference with HLB attorneys, etc. re dental claims objections.
11/20/23	S. Maizel	2.30	1,840.00	B230	Review and respond to emails re Vitamin D claim objection (.5); review draft Vitamin D Objection in preparation for call with PSZJ (.5); telephone conference with PSZJ, etc. re claims objections (1.0); review court orders re pending claims objections (.3).

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2712257

December 14, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
11/22/23	S. Maizel	0.30	240.00	B230	Emails with J. Pomerantz, etc. re claims objections.
11/22/23	S. Maizel	0.30	240.00	B230	Review and respond to emails re dentist claims.
11/28/23	S. Maizel	0.30	240.00	B230	Review Court's tentative re objection to IRS claim (.1); review and respond to emails re same (.2).
	Subtotal	3.70	2,960.00		

B260 - Board of Directors Matters

Date	Timekeeper	Hours	Amount	Task	Narrative
11/08/23	R. Wicks	2.30	1,449.00	B260	Prepare summary of combined plan and disclosure statement for Board.
11/09/23	R. Wicks	0.40	252.00	B260	Call with T. Moyron regarding summary of plan and disclosure statement for the Board.
11/09/23	R. Wicks	1.30	819.00	B260	Prepare summary of Plan and confirmation process for Board.
11/10/23	R. Wicks	0.30	189.00	B260	Prepare summary of plan and confirmation process for the Board.
11/10/23	R. Wicks	0.10	63.00	B260	Correspond with S. Hansberger, et. al. regarding the summary of the plan and confirmation process.
11/13/23	R. Wicks	0.10	63.00	B260	Analyze correspondence with T. Moyron, S. Maizel, and M. Garms regarding Board resolutions and filing the plan.
11/13/23	R. Wicks	0.20	126.00	B260	Analyze board resolutions.
11/13/23	T. Moyron	0.40	320.00	B260	Correspondence with S. Hansberger regarding outstanding matters, timing thereof, and call (.3); call with CJ Pease regarding plan and timing (.1).
11/28/23	R. Wicks	0.10	63.00	B260	Call with CJ Pease regarding post-effective date board members.
	Subtotal	5.20	3,344.00		

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2712257

December 14, 2023

B310 - Claims Administration and Objections

Date	Timekeeper	Hours	Amount	Task	Narrative
11/01/23	T. Moyron	0.20	160.00	B310	Analyze issues related to claim objections, including Vitamin D.
11/01/23	L. Macksoud	0.40	291.60	B310	Call with C. Pease to discuss claim objection issues (.3); draft email to T. Moyron re same (.1).
11/01/23	R. Wicks	0.20	126.00	B310	Analyze correspondence with L. Macksoud, T. Moyron, et. al regarding Vitamin D claim objection.
11/02/23	R. Wicks	0.10	63.00	B310	Analyze correspondence with J. Pomerantz and T. Moyron regarding responses to claim objections.
11/02/23	R. Wicks	0.10	63.00	B310	Analyze correspondence from M. Gray regarding reservation of rights for duplicate claim objection.
11/02/23	R. Wicks	0.30	189.00	B310	Review IRS response to claim objection.
11/02/23	L. Macksoud	0.60	437.40	B310	Call with Hooper Lundy to discuss dental claims objections (.4); review background material in preparation for same (.2).
11/02/23	R. Wicks	0.50	315.00	B310	Call with L. Macksoud, J. Kearney, T. Moyron, et. al regarding claim objections for dentist defendants.
11/02/23	T. Moyron	0.70	560.00	B310	Call with HLB, et al., to discuss dental claims objections (.4); analyze correspondence from M. Gray regarding reservation of rights for duplicate claim objection (.1); correspondence with J. Pomerantz re claims (.2).
11/03/23	R. Wicks	0.20	126.00	B310	Correspond with L. Macksoud regarding dentist litigation claim objections.
11/06/23	R. Wicks	0.10	63.00	B310	Correspond with J. Pomerantz, L. Macksoud, et. al regarding dentist claim objections.
11/07/23	R. Wicks	0.10	63.00	B310	Review voicemail from H. Hammi regarding Wermers rejection claim.
11/07/23	R. Wicks	0.30	189.00	B310	Review draft orders approving claim objections.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2712257

December 14, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
11/07/23	L. Macksoud	0.20	145.80	B310	Confer with R. Wicks regarding dental claims objection.
11/07/23	T. Moyron	0.50	400.00	B310	Analyze orders disallowing claims and related emails from PSZJ (.2); correspond with R. Wicks regarding same (.1); analyze emails from J. Pomerantz, et al., regarding dental claims (.2).
11/07/23	R. Wicks	0.30	189.00	B310	Analyze potential basis for objection to defendant dentist claims and related strategy.
11/08/23	R. Wicks	0.10	63.00	B310	Correspond with L. Macksoud regarding claim objections.
11/10/23	R. Wicks	0.30	189.00	B310	Review IRS response to claim objection.
11/10/23	R. Wicks	0.10	63.00	B310	Call with J. Pomerantz regarding IRS response to claim objection.
11/14/23	R. Wicks	0.10	63.00	B310	Correspond with J. Pomerantz regarding claim objections for dentists and IRS claim objection response.
11/15/23	T. Moyron	0.10	80.00	B310	Analyze email from R. Wicks re IRS claim objection.
11/15/23	R. Wicks	0.20	126.00	B310	Analyze correspondence with T. Moyron and J. Pomerantz regarding claim objections.
11/15/23	L. Macksoud	0.20	145.80	B310	Emails with committee and Ankura re various claims objection issues.
11/16/23	L. Macksoud	0.30	218.70	B310	Call with T. Moyron regarding Vitamin D settlement and claims objection procedures.
11/16/23	T. Moyron	0.50	400.00	B310	Conference call with J. Pomerantz regarding Vitamin D objection, change to form and documents based on Court's requests, status of claim objections, and related matters.
11/16/23	T. Moyron	0.20	160.00	B310	Attention to issues related to Vitamin D objection.
11/16/23	R. Wicks	0.10	63.00	B310	Analyze correspondence with T. Moyron, L. Macksoud, J. Pomerantz et. al regarding Vitamin D claim.
11/16/23	R. Wicks	0.30	189.00	B310	Prepare agenda for call regarding claim objections.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2712257

December 14, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
11/20/23	T. Moyron	1.50	1,200.00	B310	Call with J. Pomerantz, L. Macksoud, et al., regarding status of claim objection, claim objections remaining and process, and details with respect to certain claim objections (1.1); call with S. Maizel regarding same (.4).
11/20/23	L. Macksoud	3.70	2,697.30	B310	Review email files relating to Vitamin D claim (1.9); summarize findings in anticipation of call with Committee (.3); participate in call with Committee to discuss claims objection issues (1.0); follow up call with R. Wicks to address strategy and next steps to draft dental litigation claim objections (.5).
11/20/23	R. Wicks	0.20	126.00	B310	Analyze correspondence from L. Macksoud regarding Vitamin D claim.
11/20/23	R. Wicks	1.00	630.00	B310	Call with L. Macksoud, T. Moyron, S. Maizel, and J. Pomerantz regarding filed claim objections, IRS resolution, and outstanding claim objections and potential settlements.
11/20/23	R. Wicks	0.50	315.00	B310	Call with L. Macksoud regarding claim objections.
11/21/23	L. Macksoud	0.20	145.80	B310	Call with Borrego team to discuss monitor and various claims issues.
11/22/23	L. Macksoud	1.00	729.00	B310	Call with client to discuss Vitamin D settlement and other claims issues.
11/22/23	R. Wicks	0.10	63.00	B310	Analyze correspondence with S. Maizel and T. Moyron regarding potential settlements of claims with less than \$10,000 difference.
11/22/23	R. Wicks	0.10	63.00	B310	Correspond with L. Macksoud regarding omnibus claim objection for late filed claims.
11/27/23	R. Wicks	0.10	63.00	B310	Correspond with L. Macksoud regarding claim objections and omnibus form.
11/28/23	T. Moyron	0.20	160.00	B310	Analyze tentative ruling regarding IRS objection (.1); correspond with S. Maizel regarding same (.1).
11/28/23	R. Wicks	0.10	63.00	B310	Analyze tentative ruling regarding IRS claim objection.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2712257

December 14, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
11/28/23	R. Wicks	0.10	63.00	B310	Analyze correspondence with S. Maizel, T. Moyron, and J. Pomerantz regarding IRS claim objection and tentative ruling.
11/29/23	K.M. Howard	0.20	64.80	B310	Review tentative ruling regarding IRS opposition to Debtor's objection to proof of claim (.1); prepare email to Borrego Team regarding the court setting the matter for hearing (.1).
11/29/23	R. Wicks	0.20	126.00	B310	Analyze claims filed by Premier litigants.
11/29/23	R. Wicks	0.20	126.00	B310	Correspond with S. Maizel and T. Moyron regarding Premier litigants' claims.
11/29/23	R. Wicks	0.10	63.00	B310	Analyze correspondence with T. Moyron and J. Pomerantz regarding IRS claim objection, stipulation, and tentative ruling.
11/29/23	R. Wicks	0.10	63.00	B310	Analyze correspondence with I. Lee, T. Moyron, et. al regarding IRS claim.
11/29/23	R. Wicks	0.20	126.00	B310	Analyze correspondence with J. Pomerantz and T. Moyron regarding IRS claim objection.
11/29/23	R. Wicks	0.10	63.00	B310	Call R. Paluso regarding IRS claim objection and resolution.
11/30/23	T. Moyron	0.60	480.00	B310	Call with J. Pomerantz regarding discussions with counsel for IRS (.1); analyze IRS response to claim objection (.1); analyze and revise withdrawal of claim objection (.3); correspond with J. Pomerantz regarding same (.1).
11/30/23	G. Medina	0.70	239.40	B310	Follow up call to Michelle Valdivia who works for creditor Dr. Yoon Nho regarding claim rejection (0.3); call R. Wicks regarding claim rejection (0.1); review claims objection to determine nature of rejection (0.3).
11/30/23	R. Wicks	0.20	126.00	B310	Call with T. Moyron regarding preparing withdrawal of IRS claim objection.
11/30/23	R. Wicks	0.70	441.00	B310	Prepare withdrawal of IRS claim objection.
	Subtotal	19.40	13,377.60		

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2712257

December 14, 2023

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

Date	Timekeeper	Hours	Amount	Task	Narrative
11/01/23	T. Moyron	0.30	240.00	B320	Analyze email from R. Wicks re reply to objections re solicitation procedures (.1); analyze email from T. Cazares re wind-down budget (.1); analyze email from S. Hansberger re plan and related matters (.1).
11/01/23	R. Wicks	0.10	63.00	B320	Analyze correspondence with T. Moyron and G. Miller regarding liquidating trust agreement.
11/01/23	G. Miller	0.50	364.50	B320	Review revised LTA and email T. Moyron re same.
11/01/23	R. Wicks	0.40	252.00	B320	Review and analyze Ankura's comments to plan and liquidating trust agreement.
11/01/23	R. Wicks	0.90	567.00	B320	Prepare combined plan and disclosure statement.
11/02/23	R. Wicks	0.30	189.00	B320	Analyze correspondence with I. Lee, T. Moyron, et. al regarding revisions to combined plan and disclosure statement.
11/02/23	T. Moyron	0.50	400.00	B320	Call with I. Lee regarding various definitions in plan related to operations and wind-down budget and operating assets (.3); analyze email from I. Lee re plan revisions (.1); prepare email to I. Lee regarding same (.1).
11/02/23	T. Moyron	0.60	480.00	B320	Analyze updated plan and redline that incorporates comments.
11/03/23	T. Moyron	1.20	960.00	B320	Conference call with I. Lee, R. Wicks, et al., regarding definitions in plan and various changes (1.0); analyze TSA (.1); analyze email from R. Wicks re updated plan (.1).
11/03/23	R. Wicks	1.00	630.00	B320	Call with T. Moyron, I. Lee, et. al regarding wind down budget and operating asset definitions in the Plan.
11/03/23	R. Wicks	0.80	504.00	B320	Prepare combined plan and disclosure statement.
11/03/23	S. Maizel	1.00	800.00	B320	Review revised combined plan and disclosure statement.
11/03/23	R. Wicks	0.20	126.00	B320	Analyze correspondence with I. Lee and T. Moyron regarding wind-down budget.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2712257

December 14, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
11/04/23	R. Wicks	0.10	63.00	B320	Analyze correspondence with T. Moyron and G. Miller regarding liquidating trust agreement comments.
11/04/23	R. Wicks	0.10	63.00	B320	Analyze correspondence with T. Moyron and S. Rinaldi regarding liquidating trust agreement comments.
11/04/23	T. Moyron	1.30	1,040.00	B320	Analyze proposed comments and questions from Ankura regarding liquidating trust agreement (.7); further analysis of updated plan (.4); prepare email to G. Miller re LTA (.1); prepare email to S. Rinaldi re LTA (.1).
11/05/23	G. Miller	1.90	1,385.10	B320	Draft Liquidating Trust Agreement.
11/06/23	G. Miller	3.70	2,697.30	B320	Draft Liquidating Trust Agreement and analyze related comments from Ankura and Committee counsel.
11/06/23	R. Wicks	2.50	1,575.00	B320	Prepare solicitation procedures motion.
11/07/23	R. Wicks	0.90	567.00	B320	Call with T. Moyron regarding preparing email to R. Maclsaac, et. al about combined plan and disclosure statement.
11/07/23	R. Wicks	3.60	2,268.00	B320	Prepare solicitation procedures motion.
11/07/23	T. Moyron	0.40	320.00	B320	Analyze updated LTA (.2); correspond with G. Miller regarding same and roles of trustees (.2).
11/07/23	R. Wicks	0.20	126.00	B320	Analyze correspondence with G. Miller and T. Moyron regarding liquidating trust agreement.
11/07/23	R. Wicks	0.10	63.00	B320	Analyze correspondence with I. Lee regarding combined plan and disclosure statement.
11/07/23	S. Maizel	0.50	400.00	B320	Review revised liquidating trust agreement.
11/07/23	S. Maizel	1.00	800.00	B320	Review revised combined plan and disclosure statement.
11/07/23	G. Miller	4.60	3,353.40	B320	Draft Liquidating Trust Agreement.
11/08/23	R. Wicks	0.30	189.00	B320	Analyze correspondence with G. Miller and T. Moyron regarding preparing liquidating trust agreement.
11/08/23	R. Wicks	0.40	252.00	B320	Prepare solicitation procedures motion.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2712257

December 14, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
11/09/23	T. Moyron	1.00	800.00	B320	Analyze updated LTA (.2); zoom meeting with G. Miller and R. Wicks regarding changes to LTA (.5); attention to plan of liquidation (.2); analyze email to S. Golden (.1).
11/09/23	R. Wicks	0.70	441.00	B320	Call with T. Moyron, G. Miller, and S. Maizel regarding liquidating trust agreement and co-trustee role.
11/09/23	R. Wicks	1.80	1,134.00	B320	Prepare solicitation procedures motion.
11/09/23	R. Wicks	0.30	189.00	B320	Correspond with S. Golden regarding redlined version of plan and disclosure statement.
11/09/23	R. Wicks	0.20	126.00	B320	Correspond with J. Moe, T. Moyron, and S. Maizel regarding solicitation procedures motion, ballots, and notices.
11/09/23	R. Wicks	0.10	63.00	B320	Analyze correspondence with G. Miller, I. Lee, et al regarding revised liquidating trust agreement.
11/09/23	G. Miller	0.40	291.60	B320	Call with T. Moyron and R. Wicks re LTA.
11/09/23	G. Miller	1.40	1,020.60	B320	Finalize LTA and email draft to C. Pease, I. Lee and S. Rinaldi.
11/09/23	S. Maizel	0.30	240.00	B320	Review summary of combined plan and disclosure statement for the Board.
11/09/23	S. Maizel	0.50	400.00	B320	Review revised combined plan and disclosure statement.
11/10/23	R. Wicks	3.10	1,953.00	B320	Prepare notices of combined confirmation hearing for voting and non-voting creditors.
11/10/23	R. Wicks	0.20	126.00	B320	Review revised liquidating trust agreement.
11/10/23	R. Wicks	0.60	378.00	B320	Call with T. Moyron regarding summary of plan and confirmation process to the Board.
11/10/23	G. Miller	1.80	1,312.20	B320	Draft Liquidating Trust Agreement to incorporate further comments from Ankura (1.7); call with T. Moyron re same (.1).
11/10/23	R. Wicks	0.30	189.00	B320	Review Ankura's comments to the liquidating trust agreement.
11/10/23	R. Wicks	0.20	126.00	B320	Correspond with J. Moe regarding ballots, notices, and opt-out form.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2712257

December 14, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
11/10/23	R. Wicks	0.50	315.00	B320	Analyze local rules related to hearing notice in advance of filing solicitation procedures motion and confirmation hearing notice.
11/10/23	R. Wicks	0.10	63.00	B320	Analyze correspondence with S. Golden, T. Moyron, et. al regarding liquidating trust agreement.
11/10/23	T. Moyron	0.40	320.00	B320	Analyze email from S. Rinaldi regarding LTA (.1); analyze remaining LTA issues (.2); correspond with S. Golden re LTA (.1).
11/10/23	T. Moyron	1.10	880.00	B320	Analyze summary and redlines of updated summary to Board (.7); call with R. Wicks regarding same (.4).
11/10/23	T. Moyron	0.30	240.00	B320	Calls with G. Miller regarding co-trustee's role and finalization of LTA (.1); analyze email from G. Miller to Ankura and Committee counsel regarding same (.2).
11/11/23	R. Wicks	0.10	63.00	B320	Correspond with J. Moe regarding ballots, notices, and release opt-out election form.
11/12/23	R. Wicks	0.10	63.00	B320	Correspond with T. Moyron regarding ballots, notices, and release opt-out election form.
11/12/23	R. Wicks	0.20	126.00	B320	Correspond with J. Moe regarding ballots, release opt-out election form, and notices.
11/13/23	S. Maizel	2.20	1,760.00	B320	Review and revise motion to approve plan solicitation procedures, etc. (1.8); zoom conference with T. Moyron and R. Wicks re same (.4).
11/13/23	S. Maizel	0.30	240.00	B320	Telephone conference with T. Moyron re Board approval of combined plan and disclosure statement (.2); review and respond to emails re same (.1).
11/13/23	R. Wicks	0.10	63.00	B320	Call with T. Moyron regarding Plan, notices, ballots, and other outstanding items.
11/13/23	R. Wicks	0.40	252.00	B320	Call with T. Moyron and S. Maizel regarding ballots, plan, notices, and release opt-out form.
11/13/23	R. Wicks	1.30	819.00	B320	Prepare third-party release opt-out election form.
11/13/23	R. Wicks	0.10	63.00	B320	Correspond with I. Ortiz regarding ballots and release opt-out election form.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2712257

December 14, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
11/13/23	R. Wicks	3.30	2,079.00	B320	Prepare ballots for class 3 and class 4 claims.
11/13/23	R. Wicks	0.40	252.00	B320	Prepare the voting and non-voting notices.
11/13/23	R. Wicks	0.20	126.00	B320	Correspond with S. Reitzel et. al regarding release opt out election form and electronic submission.
11/13/23	G. Medina	0.40	136.80	B320	Correspond with R. Wicks regarding opt-out form and send sample.
11/14/23	G. Miller	1.80	1,312.20	B320	Review notices re plan and email T. Moyron re same.
11/14/23	R. Wicks	0.20	126.00	B320	Correspond with T. Moyron regarding solicitation procedures motion.
11/14/23	R. Wicks	0.10	63.00	B320	Call with T. Moyron regarding solicitation procedures motion.
11/14/23	S. Maizel	0.30	240.00	B320	Zoom conference with S. Hansberger and T. Moyron re plan issues.
11/14/23	S. Maizel	0.70	560.00	B320	Review and respond to emails re motion re solicitation procedures (.2); review motion re solicitation procedures (.5).
11/14/23	R. Wicks	0.20	126.00	B320	Correspond with S. Golden, T. Moyron, et. al regarding solicitation procedures motion and ballots.
11/14/23	R. Wicks	0.10	63.00	B320	Correspond with CJ Pease, I. Lee, et. al regarding solicitation procedures motion and ballots.
11/14/23	R. Wicks	1.10	693.00	B320	Review S. Maizel's comments on solicitation procedures motion.
11/14/23	R. Wicks	0.80	504.00	B320	Prepare solicitation procedures motion.
11/14/23	R. Wicks	0.50	315.00	B320	Prepare release opt out election form.
11/14/23	R. Wicks	0.70	441.00	B320	Prepare ballots for class 3 and class 4 of the Plan.
11/14/23	R. Wicks	0.60	378.00	B320	Prepare voting and non voting notices.
11/15/23	T. Moyron	0.40	320.00	B320	Meeting with S. Maizel regarding pending issues, including status of combined plan and DS, motions, and filing.
11/15/23	R. Wicks	0.10	63.00	B320	Correspond with I. Lee regarding solicitation procedures motion.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2712257

December 14, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
11/15/23	R. Wicks	0.20	126.00	B320	Correspond with S. Golden regarding solicitation procedures motion and combined plan and disclosure statement.
11/15/23	R. Wicks	0.10	63.00	B320	Analyze correspondence with T. Moyron and S. Golden regarding liquidating trust agreement.
11/15/23	R. Wicks	0.10	63.00	B320	Correspond with T. Moyron and S. Maizel regarding finalizing the plan.
11/15/23	R. Wicks	0.10	63.00	B320	Correspond with I. Ortiz regarding preparing and finalizing the combined plan/disclosure statement and the solicitation procedures motion.
11/16/23	R. Wicks	0.20	126.00	B320	Correspond with R. MacIsaac, I. Lee, et. al regarding authority to file combined plan and disclosures statement and solicitation procedures motion.
11/16/23	T. Moyron	0.20	160.00	B320	Correspond with I. Lee regarding LTA.
11/16/23	T. Moyron	0.40	320.00	B320	Meeting with S. Maizel regarding final version of plan and DS and solicitation motion and plan for filing and next steps.
11/16/23	S. Maizel	0.40	320.00	B320	Meeting with T. Moyron re plan and DS and solicitation motion and plan for filing and next steps.
11/16/23	R. Wicks	0.10	63.00	B320	Analyze correspondence from G. Medina regarding liquidating trust agreement.
11/16/23	R. Wicks	0.10	63.00	B320	Analyze correspondence with I. Lee regarding liquidating trust agreement.
11/16/23	R. Wicks	0.60	378.00	B320	Prepare combined plan and disclosure statement and solicitation procedures motion for filing.
11/17/23	R. Wicks	4.30	2,709.00	B320	Finalize and file combined plan and disclosure statement and solicitation procedures motion.
11/17/23	R. Wicks	0.20	126.00	B320	Correspond with G. Medina regarding filing and finalizing combined plan and disclosure statement and solicitation procedures motion.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2712257

December 14, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
11/17/23	R. Wicks	0.30	189.00	B320	Correspond with T. Moyron regarding finalizing and filing combined plan and disclosure statement and solicitation procedures motion.
11/17/23	R. Wicks	0.20	126.00	B320	Correspond with S. Reitzel regarding solicitation procedures.
11/17/23	G. Medina	1.70	581.40	B320	Review combined plan, motion to approve and notice of motion (0.2); assemble motion and communicate with R. Wicks regarding Plan (0.4); send to R. Wicks, T. Moyron and S. Maizel for review (0.2); further correspond with R. Wicks and reassemble combined plan, motion to approve and notice of motion (0.4); correspond with R. Wicks and file combined plan, motion to approve and notice of motion (0.5).
11/17/23	S. Maizel	0.50	400.00	B320	Review and respond to emails re plan and related documents.
11/20/23	R. Wicks	0.20	126.00	B320	Call with R. Paluso regarding combined confirmation hearing.
11/20/23	R. Wicks	0.20	126.00	B320	Correspond with S. Maizel and T. Moyron regarding time change for hearings on conditional approval motion and confirmation.
11/20/23	S. Maizel	0.60	480.00	B320	Review and respond to emails re exhibits for disclosure statement (.3); review filed motion and exhibits (.1); telephone conference with T. Moyron re same (.2).
11/21/23	S. Maizel	0.40	320.00	B320	Review and respond to emails re hearing on combined disclosure statement and plan.
11/21/23	S. Maizel	2.20	1,760.00	B320	Review draft liquidation analysis (.3); revising liquidation analysis (.6); zoom conference with I. Lee, etc. re liquidation analysis (.5); telephone conference with T. Moyron re same (x2) (.3); review and respond to emails re same (.5).
11/21/23	R. Wicks	0.40	252.00	B320	Call with I. Lee, T. Cazares, T. Moyron, and S. Maizel regarding liquidation analysis for plan.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2712257

December 14, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
11/21/23	R. Wicks	0.20	126.00	B320	Correspond with CJ Pease regarding liquidation analysis.
11/21/23	R. Wicks	0.20	126.00	B320	Correspond with K. Howard regarding preparing materials for conditional approval hearing.
11/21/23	R. Wicks	0.20	126.00	B320	Correspond with T. Moyron regarding liquidation analysis.
11/21/23	R. Wicks	0.60	378.00	B320	Analyze liquidation analysis in connection with the combined disclosure statement and plan.
11/21/23	R. Wicks	0.20	126.00	B320	Analyze correspondence with S. Maizel, I. Lee, et. al regarding liquidation analysis.
11/21/23	R. Wicks	0.10	63.00	B320	Call with G. Medina regarding liquidation analysis.
11/21/23	R. Wicks	0.30	189.00	B320	Analyze impact of DHCS Settlement on liquidation analysis.
11/21/23	R. Wicks	0.20	126.00	B320	Analyze court modified order setting confirmation hearing.
11/22/23	T. Moyron	3.60	2,880.00	B320	Correspond with I. Lee regarding best interest of creditors test (.2); correspond with R. Wicks and S. Maizel regarding same (.6); calls with R. Wicks regarding finalization of best interest of creditors test and footnotes (.3); analyze best interest of creditors test, prepare comments to same and analyze related redlines (1.5); analyze proposed filing regarding plan, prepare comments to same and analyze redline (.7); correspond with R. Wicks regarding filing (.3).
11/22/23	R. Wicks	0.10	63.00	B320	Correspond with R. Maclsaac, et. al regarding liquidation analysis.
11/22/23	R. Wicks	0.10	63.00	B320	Correspond with S. Golden, et. al. regarding liquidation analysis.
11/22/23	R. Wicks	0.30	189.00	B320	Correspond with T. Moyron and S. Maizel regarding filing notice of liquidation analysis or amending the disclosure statement and plan.
11/22/23	R. Wicks	1.30	819.00	B320	Prepare notice of errata regarding liquidation analysis and attached exhibits.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2712257

December 14, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
11/22/23	R. Wicks	0.10	63.00	B320	Analyze correspondence with I. Lee, S. Maizel, et. al regarding liquidation analysis.
11/22/23	R. Wicks	0.10	63.00	B320	Call with T. Cezares regarding liquidation analysis.
11/22/23	R. Wicks	0.10	63.00	B320	Correspond with CJ Pease regarding liquidation analysis.
11/22/23	R. Wicks	0.20	126.00	B320	Analyze correspondence with D. Wessel regarding disclosure statement and plan.
11/22/23	R. Wicks	0.10	63.00	B320	Analyze correspondence with A. Mojedhi et al. regarding disclosure statement and plan.
11/22/23	R. Wicks	0.20	126.00	B320	Correspond with S. Maizel regarding conditional approval hearing.
11/22/23	R. Wicks	0.60	378.00	B320	Analyze combined disclosure statement and plan for discussions of projected distributions and liquidation analysis.
11/22/23	R. Wicks	3.00	1,890.00	B320	Analyze and prepare liquidation analysis.
11/22/23	R. Wicks	0.40	252.00	B320	Correspond with I. Lee regarding liquidation analysis.
11/22/23	R. Wicks	0.40	252.00	B320	Calls with S. Maizel regarding liquidation analysis.
11/22/23	R. Wicks	0.30	189.00	B320	Calls with T. Moyron regarding liquidation analysis.
11/22/23	R. Wicks	0.50	315.00	B320	Analyze S. Maizel's revisions to liquidation analysis.
11/22/23	R. Wicks	0.10	63.00	B320	Correspond with A. Mojdehi, et. al regarding notice of errata and liquidation analysis.
11/22/23	R. Wicks	0.10	63.00	B320	Correspond with D. Wessel, et. al regarding notice of errata and liquidation analysis.
11/22/23	G. Medina	0.70	239.40	B320	Correspond with R. Wicks and prepare assemble and file notice of errata and copy of the Joint Combined Disclosure Statement and Chapter 11 Plan of Liquidation.
11/22/23	S. Maizel	1.00	800.00	B320	Review and revise draft liquidation analysis (.7); review and respond to emails re same (.3).

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2712257

December 14, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
11/22/23	S. Maizel	0.30	240.00	B320	Review and respond to emails re hearing on combined plan and disclosure statement.
11/27/23	R. Wicks	1.50	945.00	B320	Prepare for conditional approval hearing.
11/27/23	S. Maizel	0.40	320.00	B320	Review and respond to emails re hearing on plan solicitation motion and related issues.
11/27/23	R. Wicks	0.10	63.00	B320	Analyze correspondence with D. Schlacter, S. Maizel, et. al regarding solicitation procedures hearing and potential press release.
11/28/23	R. Wicks	1.20	756.00	B320	Review and analyze objection to solicitation procedures motion filed by US Trustee.
11/28/23	R. Wicks	0.60	378.00	B320	Review and analyze objection to solicitation procedures motion filed by Premier litigants.
11/28/23	R. Wicks	0.10	63.00	B320	Analyze correspondence with T. Moyron and G. Medina regarding US Trustee objection to conditional approval motion.
11/28/23	G. Medina	0.70	239.40	B320	Assemble Notice of Errata filed and joint combined disclosure statement with plan requested by S. Maizel (0.5); met with S. Maizel regarding pleadings requested (0.2).
11/28/23	S. Maizel	0.70	560.00	B320	Review objections to plan and disclosure statement filed by UST and Premier (.2); telephone conference with T. Moyron re objections to motion to allow solicitation of combined plan and disclosure statement (.5).
11/29/23	T. Moyron	1.20	960.00	B320	Analyze Court's tentative ruling (.2); correspondence with R. Wicks, et al., regarding same and meeting with R. Wicks and S. Maizel regarding objections, changes to plan and tentative (.7); correspondence from I. Lee, et al., regarding plan supplement documents and call (.3).
11/29/23	R. Wicks	0.20	126.00	B320	Call with T. Moyron regarding objections to conditional approval motion and Premier claim issues.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2712257

December 14, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
11/29/23	K.M. Howard	0.10	32.40	B320	Email exchanges with T. Moyron regarding hearing on approval motion.
11/29/23	R. Wicks	0.50	315.00	B320	Analyze tentative ruling regarding conditional approval motion.
11/29/23	R. Wicks	0.30	189.00	B320	Call with T. Moyron and S. Maizel regarding tentative rulings and objections to solicitation procedures motion.
11/29/23	R. Wicks	0.20	126.00	B320	Call with T. Moyron regarding plan supplement.
11/29/23	R. Wicks	0.30	189.00	B320	Correspond with I. Lee, CJ Pease, et. al regarding plan supplement.
11/29/23	R. Wicks	1.70	1,071.00	B320	Prepare amended disclosure statement and plan to address objections.
11/29/23	R. Wicks	0.10	63.00	B320	Correspond with CJ Pease regarding plan supplement.
11/30/23	T. Moyron	3.00	2,400.00	B320	Analyze revised plan to address objections and provide comments thereto (.8); call with I. Lee, et al., regarding plan supplements and related deadlines and analyze related issues (.9); analyze plan in connection with LTA (.7); correspond with G. Miller regarding same (.2); analyze email from R. Wicks re plan (.2); correspond with I. Lee and N. Ganti re plan (.2).
11/30/23	R. Wicks	1.30	819.00	B320	Call with I. Lee, CJ Pease, et. al regarding plan supplement.
11/30/23	R. Wicks	0.50	315.00	B320	Call with T. Moyron regarding first amended plan and disclosure statement and withdrawal of IRS claim objection.
11/30/23	R. Wicks	1.30	819.00	B320	Prepare first amended disclosure statement and plan.
11/30/23	R. Wicks	0.20	126.00	B320	Correspond with US Trustee regarding first amended disclosure statement and plan.
11/30/23	R. Wicks	0.10	63.00	B320	Correspond with S. Golden regarding first amended disclosure statement and plan.
11/30/23	R. Wicks	0.10	63.00	B320	Correspond with A. Mehjdi regarding first amended disclosure statement and plan.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2712257

December 14, 2023

11/30/23	G. Miller	0.50	364.50	B320	Review revised combined plan and disclosure statement and email T. Moyron and R. Wicks re same.
	Subtotal	107.60	73,356.80		

DHCS - DHCS Litigation

Date	Timekeeper	Hours	Amount	Task	Narrative
11/03/23	T. Moyron	0.30	240.00	DHCS	Correspond with J. LaMagna regarding correspondence to DHCS (.2); analyze J. LaMagna correspondence to DHCS and R. Maclsaac (.1).
11/06/23	T. Moyron	0.20	160.00	DHCS	Correspond with D. Wessel regarding stipulation to dismiss AP (.1); analyze stipulation to dismiss AP (.1).
11/07/23	S. Maizel	0.40	320.00	DHCS	Review and respond to emails re District Court order dismissing DHCS appeal.
11/07/23	R. Wicks	0.30	189.00	DHCS	Analyze stipulation and order dismissing appeal.
11/13/23	S. Maizel	0.30	240.00	DHCS	Review and respond to emails from M. Abernathy re monitor reports.
11/13/23	T. Moyron	0.20	160.00	DHCS	Analyze emails re monitor reports.
11/15/23	S. Maizel	0.90	720.00	DHCS	Telephone conference with T. Moyron re correspondence from D. Wessel re reporting (.1); telephone conference with T. Moyron re response to D. Wessel (.2); review and respond to email from Wessel re reporting (.4); review and respond to email from M. Abernathy, BRG, re same (.2).
11/15/23	T. Moyron	0.70	560.00	DHCS	Analyze email from D. Wessel regarding transition to DAP health and release of data (.1); analyze prior correspondence from D. Wessel (.2); call with S. Maizel regarding same (.1); analyze responses to D. Wessel (.1); and call with S. Maizel regarding same (.2).
11/16/23	T. Moyron	0.40	320.00	DHCS	Meeting with S. Maizel regarding DHCS and monitors' request regarding reports, feedback from Borrego, and next steps.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2712257

December 14, 2023

Date	Timekeeper	Hours	Amount	Task	Narrative
11/16/23	S. Maizel	0.80	640.00	DHCS	Review and respond to emails re Independent Monitor issues (.5); confer with R. MacIsaac re same (.3).
11/16/23	S. Maizel	0.40	320.00	DHCS	Meeting with S. Maizel regarding final version of plan and DS and solicitation motion and plan for filing and next steps.
11/17/23	S. Maizel	0.40	320.00	DHCS	Review and respond to emails re data reporting to the Independent Monitor.
11/20/23	S. Maizel	0.50	400.00	DHCS	Review settlement agreement re data reporting obligations.
11/21/23	S. Maizel	0.30	240.00	DHCS	Review and respond to emails re DHCS data reporting.
11/22/23	T. Moyron	0.40	320.00	DHCS	Call with D. Wessel, et al., regarding outstanding reports and plan.
11/22/23	S. Maizel	0.40	320.00	DHCS	Zoom conference with D. Wessel, etc. re data requests, etc.
	Subtotal	6.90	5,469.00		

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Maizel	\$ 800.00	27.90	\$ 22,320.00
T. Moyron	\$ 800.00	28.00	\$ 22,400.00
G. Miller	\$ 729.00	16.60	\$ 12,101.40
L. Macksoud	\$ 729.00	6.60	\$ 4,811.40
R. Wicks	\$ 630.00	82.20	\$ 51,786.00
S. Ruben	\$ 499.50	0.10	\$ 49.95
G. Medina	\$ 342.00	6.70	\$ 2,291.40
K.M. Howard	\$ 324.00	<u>0.30</u>	<u>\$ 97.20</u>
Totals		168.40	\$ 115,857.35

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2712257

December 14, 2023

SUMMARY OF AMOUNT DUE BY TASK CODE

Task Code	Task Code Name	Fees
B110	Case Administration	8,485.95
B130	Asset Disposition	1,183.00
B150	Meetings of and Communications with Creditors	189.00
B160	Fee/Employment Applications	6,353.00
B185	Assumption/Rejection of Leases and Contracts	710.00
B190	Other Contested Matters (excl. assumption/rejection motions)	240.00
B210	Business Operations	189.00
B230	Financing/Cash Collections	2,960.00
B260	Board of Directors Matters	3,344.00
B310	Claims Administration and Objections	13,377.60
B320	Plan and Disclosure Statement (incl. Business Plan)	73,356.80
DHCS	DHCS Litigation	5,469.00
	Total This Matter	\$115,857.35

Borrego Community Health Foundation December 14, 2023  
Invoice #: 2712257

COMBINED TOTALS

Total Hours	168.40
Fee Total, all Matters	\$ 115,857.35
	<hr/>
Invoice Total, all Matters	<u>\$ 115,857.35</u>
Amounts Received, Available to Apply Against Current or Future Invoices	100,000.00
Amount Due	\$ 115,857.35



SNR Denton US LLP  
601 S. Figueroa Street  
Suite 2500  
Los Angeles, California 90017-5704

snrdenton.com

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

December 14, 2023

Client #: 15810746

Statement of Account

According to our records, as of December 14, 2023, the amounts shown below are outstanding.  
If your records are not in agreement with ours, please call us. Thank you.

<u>Date</u>	<u>Invoice No.</u>	<u>Invoice Amount</u>	<u>Adjustments</u>	<u>Total</u>
09/30/23	2672266	\$ 98,005.95	(\$ 78,499.76)	\$ 19,506.19
10/31/23	2679858	\$ 129,875.45	(\$ 104,020.36)	\$ 25,855.09
11/30/23	2687822	\$ 135,695.10	\$ 0.00	\$ 135,695.10
12/14/23	2712257	\$ 115,857.35	\$ 0.00	\$ 115,857.35
Total Outstanding Invoices				<u>\$ 296,913.73</u>
Credits On Account				\$ 100,000.00

Questions should be directed to:  
S. Maizel  
at 1 213 623 9300  
Federal Tax I.D. Number 36-1796730

1 SAMUEL R. MAIZEL (SBN 189301)  
2 samuel.maizel@dentons.com  
3 TANIA M. MOYRON (SBN 235736)  
4 tania.moyron@dentons.com  
5 REBECCA M. WICKS (SBN 313608)  
6 rebecca.wicks@dentons.com  
7 Dentons US LLP  
8 601 South Figueroa Street, Suite 2500  
9 Los Angeles, CA 90017-5704  
10 Telephone: 213 623 9300  
11 Facsimile: 213 623 9924

12 Attorneys for Chapter 11 Debtor and Debtor  
13 In Possession

14 **UNITED STATES BANKRUPTCY COURT**  
15 **SOUTHERN DISTRICT OF CALIFORNIA**

16 In re:  
17 **BORREGO COMMUNITY**  
18 **HEALTH FOUNDATION,**  
19  
20 Debtor and Debtor In Possession.

21 Case No. 22-02384  
22 Chapter 11 Case  
23 (Voluntary Petition Filed September 12,  
24 2022)  
25 **DENTONS US LLP'S SIXTEENTH**  
26 **MONTHLY FEE APPLICATION FOR**  
27 **ALLOWANCE AND PAYMENT OF**  
28 **INTERIM COMPENSATION AND**  
**REIMBURSEMENT OF EXPENSES**  
**FOR THE PERIOD DECEMBER 1,**  
**2023 THROUGH DECEMBER 31, 2023**

Judge: Hon. Laura S. Taylor

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



1 CSD 1143 (04/28/96)

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

4 DEBTOR: Borrego Community PETITION DATE: September 12, 2022  
5 Health Foundation  
6 CASE NO.: 22-02384

7 **MONTHLY FEE APPLICATION SUMMARY**

8 APPLICANT: Dentons US LLP REPRESENTING: Debtor

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

CATEGORIES	December 1, 2023 –December 31, 2023 (APPLICATION PERIOD)	
	HOURS	AMOUNT REQUESTED
Case Administration	7.00	\$5,233.90
Meetings of and Communications with Creditors	0.50	\$315.00
Fee / Employment Applications	18.20	\$9,360.80
Assumption / Rejection of Leases and Contracts	1.30	\$904.00
Other Contested Matters (excl. assumption/rejection motions)	10.20	\$7,310.00
Business Operations	0.90	\$567.00
Financing/Cash Collections	3.40	\$2,720.00
Claims Administration and Objections	32.50	\$21,973.40
Plan and Disclosure Statement (incl. Business Plan)	62.90	\$41,420.50
DHCS Litigation	0.60	\$480.00
Reporting	0.80	\$273.60
<b>TOTALS:</b>	<b>138.30</b>	<b>\$90,558.20</b>

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

**MONTHLY FEE APPLICATION**

Dentons US LLP (the “Firm”) submits its *Sixteenth Monthly Fee Application for Allowance and Payment of Interim Compensation and Reimbursement of Expenses for the Period December 1, 2023 – December 31, 2023* for services rendered during the chapter 11 case (this “Case”) of the above-captioned debtor (the “Debtor”) for the Debtor. In support of the foregoing application (the “Application”), the Firm respectfully represents as follows:

1. The Firm is bankruptcy counsel to the Debtor. The Firm hereby applies to the Court for allowance and payment of interim compensation for services rendered and reimbursement of expenses incurred during the period of December 1, 2023 – December 31, 2023 (the “Application Period”).

2. The Firm billed a total of \$90,558.20 in fees and \$447.90 expenses during the Application Period. The total fees represent 138.30 hours expended during the period covered by this Application. These fees and expenses break down as follows:

<b>Application Period</b>	<b>Fees</b>	<b>Expenses</b>	<b>Total</b>
December 1, 2023 – December 31, 2023	\$90,558.20	\$447.90	\$91,006.10

3. Accordingly, the Firm seeks allowance of interim compensation in the amount of a total of \$72,894.46 at this time. This total is comprised as follows: \$72,446.56 (80% of the fees for services rendered), plus \$447.90 (100% of the expenses incurred).

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

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

1           5.       The Firm has served a copy of this Application on the Office of the  
2 United States Trustee (the “U.S. Trustee”), the Debtor, counsel to the Debtor, counsel  
3 to the Patient Care Ombudsman, and counsel to the Official Committee of Unsecured  
4 Creditors appointed in this Case. The Application was mailed by first class mail,  
5 postage prepaid, on or about March 14, 2024. Notice of the filing of this Application  
6 was served on the foregoing parties as well as any party who has requested special  
7 notice in this Case as of the date of the Notice. The Notice was mailed by first class  
8 mail, postage prepaid, on or about March 14, 2024.

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

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

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

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

4 Dated: March 14, 2024

DENTONS US LLP  
SAMUEL R. MAIZEL  
TANIA M. MOYRON

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

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

10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
DENTONS US LLP  
601 SOUTH FIGUEROA STREET, SUITE 2500  
LOS ANGELES, CALIFORNIA 90017-5704  
(213) 623-9300

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**EXHIBIT “1”**

**(Summary of Hours by Professional for  
Application Period December 1, 2023 – December 31, 2023)**

<b>Name of Professional</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Total Billed</b>
Samuel R. Maizel	Partner	18.40	\$800.00	\$14,720.00
Tania M. Moyron	Partner	22.00	\$800.00	\$17,600.00
Robert Richards	Partner	4.10	\$800.00	\$3,280.00
Geoffrey M. Miller	Partner	1.90	\$729.00	\$1,385.10
Lauren Macksoud	Partner	2.80	\$729.00	\$2,041.20
Rebecca M. Wicks	Senior Managing Associate	71.80	\$630.00	\$45,234.00
Elysa Chew	Associate	1.10	\$660.00	\$726.00
Samantha Ruben	Associate	.20	\$499.50	\$99.90
George L. Medina	Senior Paralegal	16.00	\$342.00	\$2,291.40
<b>Totals:</b>		<b>138.30</b>		<b>\$90,558.20</b>

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

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**EXHIBIT “2”**

**(Detailed Time and Expense Statements for  
Application Period December 1, 2023 – December 31, 2023)**

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



of 3280  
SNR Denton US LLP  
601 S. Figueroa Street  
Suite 2500  
Los Angeles, California 90017-5704

dentons.com

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

January 31, 2024

**Invoice No. 2722918**

Client: 15810746

Payment Due Upon Receipt

---

Total This Invoice	\$ 91,006.10
Amounts Received, Available to Apply Against Current or Future Invoices	100,000.00
Amount Due	\$ 91,006.10

Please return this page with your payment

In the case of mail deliveries to:

SNR Denton US LLP  
8000 Sears Tower  
Chicago, IL 60606

OR

In the case of overnight deliveries to:

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

Payment by wire transfer/ACH should be sent to:

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

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

Questions relating to this invoice should be directed to:

S. Maizel  
at 1 213 623 9300

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

January 31, 2024

**Invoice No. 2722918**

For Professional Services Rendered through December 31, 2023:

Matter: 15810746-000002  
Postpetition

B110 - Case Administration

Date	Timekeeper	Hours	Amount	Task	Narrative
12/01/23	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.
12/04/23	R. Wicks	0.50	315.00	B110	Call with T. Moyron and S. Maizel regarding reply, opposition to Premier status conference, and other outstanding issues.
12/04/23	T. Moyron	0.30	240.00	B110	Correspond with CJ Pease re July MOR (.1); analyze MOR and attention to coordination of filing thereof (.2).
12/05/23	S. Maizel	1.30	1,040.00	B110	Zoom conference with J. Pomerantz re Vitamin D claim (.2); review and respond to emails re same (.5); drafting email to S. Hansberger re same (.6).
12/05/23	S. Maizel	0.50	400.00	B110	Participate in regularly scheduled call re pending legal issues with I. Lee, etc.
12/06/23	S. Maizel	0.50	400.00	B110	Review pending legal issues from weekly call with R. MacIsaac, I. Lee, etc.
12/06/23	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.
12/07/23	S. Maizel	0.50	400.00	B110	Teams meeting with Ankura re pending issues.
12/13/23	T. Moyron	0.80	640.00	B110	Correspondence and attend to various pending matters including MOR, monthly fee applications, and objections.
12/14/23	R. Wicks	0.10	63.00	B110	Analyze correspondence from CJ Pease regarding November bank statements.
12/19/23	R. Wicks	0.20	126.00	B110	Review October monthly operating report.
12/19/23	R. Wicks	0.10	63.00	B110	Analyze correspondence from T. Cazares regarding monthly operating report.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2722918

January 31, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
12/19/23	R. Wicks	0.10	63.00	B110	Correspond with T. Moyron regarding filing monthly operating report.
12/19/23	R. Wicks	0.20	126.00	B110	Analyze correspondence from A. Guerra regarding service of filed documents and hearing notice.
12/20/23	T. Moyron	0.20	160.00	B110	Correspond regarding MOR and filing thereof.
12/20/23	R. Wicks	0.20	126.00	B110	Finalize and file monthly operating report.
12/20/23	R. Wicks	0.10	63.00	B110	Analyze correspondence with A. Guerra regarding service of filed documents.
12/26/23	S. Maizel	0.10	80.00	B110	Telephone conference with T. Moyron re pending issues.
12/26/23	S. Maizel	0.10	80.00	B110	Review and respond to emails re weekly legal issues call.
12/26/23	R. Wicks	0.20	126.00	B110	Review notice of inability to process from Riverside County Sheriff.
12/26/23	T. Moyron	0.70	560.00	B110	Correspondence and attend to various pending matters, including stipulation, Travelers, LEDES files, and other matters.
12/28/23	R. Wicks	0.10	63.00	B110	Analyze correspondence from A. Guerra regarding service of recently filed documents.
	Subtotal	7.00	5,233.90		

B150 - Meetings of and Communications with Creditors

Date	Timekeeper	Hours	Amount	Task	Narrative
12/04/23	R. Wicks	0.10	63.00	B150	Analyze correspondence from creditor regarding timing for payment of claims.
12/15/23	R. Wicks	0.10	63.00	B150	Call with creditor regarding confirmation hearing.
12/26/23	R. Wicks	0.10	63.00	B150	Call with S. Toma regarding claim and anticipated payment timing.
12/29/23	R. Wicks	0.20	126.00	B150	Correspond with T. Moyron and G. Medina regarding creditor questions about plan.
	Subtotal	0.50	315.00		

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2722918

January 31, 2024

B160 - Fee/Employment Applications

Date	Timekeeper	Hours	Amount	Task	Narrative
12/01/23	T. Moyron	0.20	160.00	B160	Analyze and provide comment on HLB monthly fee application.
12/01/23	R. Wicks	0.30	189.00	B160	Finalize and file Hooper Lundy fee applications.
12/01/23	R. Wicks	1.10	693.00	B160	Prepare fourteenth monthly fee application and notice.
12/01/23	G. Medina	1.50	513.00	B160	Correspond with R. Wicks regarding Hooper Lundy's twelfth and thirteenth monthly fee applications (0.1); review, assemble and file the twelfth monthly fee application for August 2023 (0.5); review and file the notice of the twelfth monthly application (0.2); review, assemble, and file the thirteenth monthly fee application for September 2023 (0.5); review and file the notice of the thirteenth monthly application (0.2).
12/04/23	R. Wicks	0.10	63.00	B160	Analyze correspondence with CJ Pease and T. Moyron regarding fee applications.
12/04/23	R. Wicks	0.20	126.00	B160	Finalize and file fourteenth monthly fee application.
12/04/23	R. Wicks	0.20	126.00	B160	Finalize and file Ankura compensation report.
12/04/23	G. Medina	0.70	239.40	B160	Correspond with R. Wicks and coordinate with C. Arias LEDES filed for August, September and October monthlies filed (0.4); received, reviewed and send to R. Wicks monthlies filed per the request of the UST (0.3).
12/04/23	G. Medina	1.30	444.60	B160	Correspond with R. Wicks, prepare, assemble and file Ankura compensation report (0.6); correspond with R. Wicks, prepare, assemble and file DUS fourteenth monthly fee application (0.4); review and file notice of DUS fourteenth monthly fee application (0.3).
12/05/23	R. Wicks	0.10	63.00	B160	Correspond with T. Reid regarding Hooper Lundy fee applications.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2722918

January 31, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
12/06/23	R. Wicks	0.30	189.00	B160	Review Ankura October staffing report exhibits.
12/07/23	R. Wicks	0.70	441.00	B160	Prepare shell of fifteenth monthly fee application.
12/12/23	R. Wicks	0.10	63.00	B160	Review correspondence with T. Reid regarding monthly fee application.
12/13/23	R. Wicks	0.10	63.00	B160	Analyze correspondence with T. Cazares regarding September monthly operating report.
12/14/23	R. Wicks	0.40	252.00	B160	Prepare Hooper Lundy monthly fee application.
12/14/23	R. Wicks	0.80	504.00	B160	Prepare fifteenth monthly fee application.
12/14/23	R. Wicks	0.90	567.00	B160	Prepare Ankura October compensation report.
12/14/23	R. Wicks	0.10	63.00	B160	Correspond with J. Kearney regarding Hooper monthly fee application.
12/14/23	T. Moyron	0.10	80.00	B160	Analyze emails from R. Wicks, et al., re staffing report re Ankura.
12/14/23	G. Medina	0.90	307.80	B160	Correspond with C. Arias regarding November invoice (0.1); review and draft Fifteenth monthly fee application for Dentons with notice (0.8).
12/15/23	R. Wicks	0.70	441.00	B160	Prepare fifteenth monthly fee application and file same.
12/15/23	R. Wicks	0.10	63.00	B160	Correspond with T. Moyron and S. Maizel regarding Ankura October compensation report.
12/15/23	R. Wicks	0.20	126.00	B160	Correspond with T. Moyron and S. Maizel regarding Hooper Lundy monthly fee applications.
12/15/23	R. Wicks	0.10	63.00	B160	Analyze correspondence from A. Guerra regarding service of monthly fee applications.
12/15/23	G. Medina	1.00	342.00	B160	Edit and send fifteenth Monthly Fee Application for Dentons to T. Moyron, S. Maizel and R. Wicks (0.5); file Monthly Fee Application for Dentons with notice (0.5).
12/15/23	T. Moyron	0.10	80.00	B160	Analyze email from Evdnetworks re claim.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2722918

January 31, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
12/15/23	T. Moyron	0.10	80.00	B160	Attention to Dentons' monthly fee application.
12/18/23	T. Moyron	0.40	320.00	B160	Analyze Ankura staffing report (.2); correspond with T. Cazares re same (.2).
12/18/23	R. Wicks	0.20	126.00	B160	Correspond with T. Moyron and S. Maizel regarding Hooper Lundy fee applications.
12/18/23	R. Wicks	0.20	126.00	B160	Finalize and file Ankura monthly compensation report.
12/18/23	R. Wicks	0.10	63.00	B160	Correspond with H. Hong regarding Ankura LEDES files.
12/18/23	R. Wicks	0.10	63.00	B160	Correspond with G. Medina regarding Dentons LEDES files.
12/19/23	R. Wicks	0.20	126.00	B160	Correspond with T. Reid regarding Hooper monthly fee application and rate increases.
12/19/23	R. Wicks	0.30	189.00	B160	Finalize and file Hooper monthly fee application.
12/19/23	R. Wicks	0.10	63.00	B160	Correspond with H. Hong regarding LEDES files for Hooper monthly fee application.
12/19/23	G. Medina	0.80	273.60	B160	Correspond with C. Arias and request LEDES file to send to the UST (0.1); received review and send November 2023 LEDES file to R. Wicks (0.2); correspond with R. Wicks regarding HLB October 2023 fee application (0.1); review, prepare assemble and file HLB 14th monthly fee application (0.4).
12/20/23	G. Medina	1.70	581.40	B160	Correspond with R. Wicks regarding October MOR (0.1); prepare assemble and file HLB 15th monthly fee application (0.4); draft Ankura November compensation report and send to R. Wicks and T. Moyron for review (0.6); file Ankura compensation report (0.3); file October monthly operating report (0.3).
12/20/23	R. Wicks	0.30	189.00	B160	Analyze correspondence from I. Lee regarding Ankura November compensation report.
12/20/23	T. Moyron	0.10	80.00	B160	Attention to Hooper's monthly fee application and filing thereof.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2722918

January 31, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
12/20/23	R. Wicks	0.40	252.00	B160	Prepare Hooper November monthly fee application.
12/20/23	R. Wicks	0.10	63.00	B160	Finalize and file Hooper November monthly fee application.
12/20/23	R. Wicks	0.20	126.00	B160	Review Ankura November compensation and staffing report.
12/26/23	R. Wicks	0.10	63.00	B160	Correspond with H. Hong regarding Ankura LEDES files.
12/26/23	R. Wicks	0.10	63.00	B160	Analyze correspondence with I. Lee and T. Moyron regarding Ankura LEDES files.
12/27/23	R. Wicks	0.10	63.00	B160	Review correspondence from T. Reid regarding Hooper Lundy's notice of annual rate increases.
12/28/23	R. Wicks	0.30	189.00	B160	Review Hooper Lundy notice of annual rate increase.
	Subtotal	18.20	9,360.80		

B185 - Assumption/Rejection of Leases and Contracts

Date	Timekeeper	Hours	Amount	Task	Narrative
12/04/23	S. Maizel	0.50	400.00	B185	Review and respond to emails re possible settlement of Vitamin D claim.
12/18/23	R. Wicks	0.10	63.00	B185	Call with CJ Pease regarding El Cajon lease.
12/18/23	R. Wicks	0.50	315.00	B185	Analyze rejection of Promenade Square lease, deadlines, and related issues.
12/18/23	R. Wicks	0.20	126.00	B185	Correspond with T. Moyron and S. Maizel regarding rejection of Promenade Square lease.
	Subtotal	1.30	904.00		

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2722918

January 31, 2024

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

Date	Timekeeper	Hours	Amount	Task	Narrative
12/04/23	S. Maizel	1.90	1,520.00	B190	Review and revise opposition to Premier request for status conference (.7); telephone conference with T. Moyron re same (.3); review and respond to emails re same (.3); zoom conference with J. Pomerantz and T. Moyron re same (.6).
12/05/23	T. Moyron	0.60	480.00	B190	Analyze issues related to Premier creditors and filed claims, including motion to estimate and objection and potential resolution.
12/05/23	T. Moyron	0.10	80.00	B190	Analyze email from counsel for Premier.
12/07/23	T. Moyron	0.80	640.00	B190	Correspondence from S. Golden, KCC, et al., re order, timing and related matters (.4); call with R. Wicks regarding same (.1); attention to final changes in documents to be attached to order (.3).
12/11/23	T. Moyron	1.50	1,200.00	B190	Review and comment on notice of plan supplement and related exhibits (.8); correspond with Committee, Ankura, G. Medina, et al., regarding same (.7).
12/19/23	T. Moyron	0.20	160.00	B190	Correspond regarding Traveler's proposal.
12/19/23	R. Wicks	2.10	1,323.00	B190	Prepare 9019 motion for Travelers settlement.
12/19/23	R. Wicks	0.10	63.00	B190	Correspond with T. Moyron regarding Travelers 9019 motion.
12/20/23	T. Moyron	0.10	80.00	B190	Correspond with R. Wicks regarding Traveler's 9019 motion and hearing.
12/20/23	R. Wicks	0.10	63.00	B190	Call with R. Paluso regarding hearing date for Travelers 9019 settlement motion.
12/20/23	R. Wicks	0.10	63.00	B190	Correspond with T. Moyron regarding 9019 motion and hearing date.
12/20/23	R. Wicks	0.10	63.00	B190	Analyze correspondence with T. Moyron and J. Sokol regarding Travelers 9019 motion.
12/21/23	R. Wicks	1.80	1,134.00	B190	Prepare Travelers 9019 motion.
12/26/23	R. Wicks	0.10	63.00	B190	Correspond with T. Moyron and S. Maizel regarding 9019 motion.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2722918

January 31, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
12/26/23	R. Wicks	0.60	378.00	B190	Prepare 9019 motion for Travelers settlement.
	Subtotal	10.20	7,310.00		

B210 - Business Operations

Date	Timekeeper	Hours	Amount	Task	Narrative
12/04/23	R. Wicks	0.30	189.00	B210	Analyze correspondence with T. Moyron, CJ Pease, et. al regarding monthly operating reports.
12/06/23	R. Wicks	0.10	63.00	B210	Call with CJ Pease regarding monthly operating reports.
12/06/23	R. Wicks	0.10	63.00	B210	Analyze correspondence with UST regarding monthly operating reports.
12/08/23	R. Wicks	0.30	189.00	B210	Finalize and file August monthly operating report.
12/14/23	R. Wicks	0.10	63.00	B210	Correspond with T. Moyron regarding filing September monthly operating report.
	Subtotal	0.90	567.00		

B230 - Financing/Cash Collections

Date	Timekeeper	Hours	Amount	Task	Narrative
12/06/23	S. Maizel	0.60	480.00	B230	Emails to S. Hansberger, etc. re Vitamin D claim objection and settlement.
12/06/23	S. Maizel	0.50	400.00	B230	Review and respond to emails re claims objections.
12/13/23	S. Maizel	0.20	160.00	B230	Review and respond to emails re resolving claims protocols.
12/13/23	S. Maizel	0.20	160.00	B230	Review and respond to emails re Vitamin D objection.
12/14/23	T. Moyron	0.20	160.00	B230	Analyze emails from CJ Pease, et al., re bank statements and MORs.
12/15/23	S. Maizel	0.30	240.00	B230	Zoom conference with J. Pomerantz, etc. re claims administration.
12/15/23	S. Maizel	0.30	240.00	B230	Review and respond to emails with T. Moyron, J. Pomerantz, etc. re claims review and administration.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2722918

January 31, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
12/18/23	S. Maizel	0.50	400.00	B230	Review materials re Priest proof of claim in preparation for call with Priest's counsel.
12/18/23	S. Maizel	0.60	480.00	B230	Review materials re claim against Hemet Hospital for contract damages.
	Subtotal	3.40	2,720.00		

B310 - Claims Administration and Objections

Date	Timekeeper	Hours	Amount	Task	Narrative
12/01/23	R. Wicks	0.10	63.00	B310	Analyze amended tentative ruling on IRS claim objection.
12/01/23	R. Wicks	0.10	63.00	B310	Correspond with J. Pomerantz regarding amended tentative ruling.
12/03/23	R. Wicks	0.30	189.00	B310	Analyze correspondence with A. Mojdehi, T. Moyron, et. al regarding Premier claims.
12/04/23	R. Wicks	0.60	378.00	B310	Prepare omnibus objection to claims form.
12/04/23	R. Wicks	0.10	63.00	B310	Call with T. Moyron regarding Premier claims.
12/04/23	L. Macksoud	0.30	218.70	B310	Confer with T. Moyron re draft summary of proposed Vitamin D claim settlement.
12/04/23	T. Moyron	0.10	80.00	B310	Correspond with L. Macksoud re Vitamin D claim.
12/05/23	R. Wicks	0.60	378.00	B310	Prepare omnibus objection to late filed claims.
12/05/23	R. Wicks	1.70	1,071.00	B310	Research issues related to Premier claims, including issues related to motion to estimate or objection to claim.
12/05/23	R. Wicks	0.30	189.00	B310	Call with S. Maizel regarding Premier claims.
12/05/23	R. Wicks	0.30	189.00	B310	Call with B. Richards regarding Premier claims.
12/05/23	R. Wicks	0.30	189.00	B310	Call with CJ Pease, S. Maizel, I. Lee, et. al regarding Premier claims.
12/05/23	R. Wicks	0.30	189.00	B310	Analyze correspondence with L. Macksoud, S. Maizel, regarding Vitamin D settlement.
12/05/23	R. Wicks	0.20	126.00	B310	Correspond with T. Moyron, CJ Pease, and J. Kearney regarding Premier claims.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2722918

January 31, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
12/05/23	R. Richards	0.20	160.00	B310	Call with Rebecca Wicks regarding background on Priest related claims.
12/05/23	R. Richards	0.30	240.00	B310	Review DRP claim number 232.
12/05/23	R. Richards	0.30	240.00	B310	Review Inland Valley claim number 231.
12/05/23	R. Richards	0.30	240.00	B310	Review Promenade Square claim number 230.
12/05/23	R. Richards	0.40	320.00	B310	Review Premier Healthcare Management claim number 228.
12/05/23	R. Richards	0.40	320.00	B310	Review 2022 state court complaint against Priest related parties.
12/05/23	R. Richards	0.10	80.00	B310	Review bar date notice.
12/05/23	R. Richards	0.40	320.00	B310	Review key claims related portions of combined plan and disclosure statement.
12/05/23	R. Richards	0.10	80.00	B310	Emails re preliminary feedback and strategy on claims objections.
12/05/23	S. Maizel	0.50	400.00	B310	Telephone conference with T. Moyron re Premier issues (.1); telephone conference with R. Wicks re same (.2); review and respond to correspondence re same (.2).
12/06/23	R. Wicks	0.70	441.00	B310	Analyze transfer of Cook Street claim.
12/06/23	R. Wicks	0.20	126.00	B310	Prepare omnibus objection to claim.
12/06/23	R. Wicks	0.10	63.00	B310	Analyze correspondence with L. Macksoud, S. Maizel, et al regarding Vitamin D claim settlement.
12/06/23	R. Wicks	0.30	189.00	B310	Analyze complaints against Premier claimants.
12/06/23	R. Wicks	0.10	63.00	B310	Correspond with L. Macksoud regarding preparing omnibus claim objection.
12/06/23	G. Medina	0.40	136.80	B310	Received request from R. Wicks and retrieve and send claims requested.
12/06/23	L. Macksoud	0.20	145.80	B310	Review draft settlement offer for Vitamin D claim and confer with S. Maizel re same.
12/06/23	L. Macksoud	1.30	947.70	B310	Review and comment on omnibus objection to late filed claims and declaration in support thereof (.8); review claims register (.3); and draft email to R. Wicks re same and re next steps (.2).

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2722918

January 31, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
12/07/23	R. Wicks	0.50	315.00	B310	Call with S. Maizel, I. Lee, et. al regarding IRS claims.
12/07/23	R. Wicks	0.20	126.00	B310	Call with B. Richards regarding claim objection and Rule 3018 motion process and related research.
12/07/23	R. Wicks	1.10	693.00	B310	Research regarding filing claim objections instead of Rule 3018 motions.
12/07/23	R. Wicks	0.50	315.00	B310	Correspond with B. Richards, T. Moyron, et al regarding filing claim objections instead of Rule 3018 motions.
12/07/23	R. Wicks	0.20	126.00	B310	Analyze CMS and HRS claims for voting purposes.
12/07/23	R. Richards	1.30	1,040.00	B310	Emails re Priest claims (0.2) discuss Priest Claim strategy with Wicks (0.1); review additional state court complaint (0.4); review estimation and related caselaw research from Wicks (0.6).
12/08/23	R. Wicks	0.40	252.00	B310	Prepare omnibus claim objection.
12/08/23	T. Moyron	0.30	240.00	B310	Call with J. Pomerantz regarding disputed claim schedule, upcoming call with KCC and claim matters.
12/08/23	R. Wicks	0.20	126.00	B310	Correspond with CJ Pease regarding US Bank claim withdrawal.
12/08/23	R. Wicks	0.10	63.00	B310	Analyze correspondence from H. Hammi regarding claim stipulation.
12/11/23	R. Wicks	0.20	126.00	B310	Correspond with T. Moyron, B. Richards regarding Premier claims.
12/13/23	R. Wicks	0.20	126.00	B310	Correspond with L. Macksoud regarding omnibus claim objection.
12/13/23	L. Macksoud	0.20	145.80	B310	Confer with R. Wicks redraft omnibus objection.
12/14/23	R. Wicks	0.20	126.00	B310	Analyze correspondence with T. Moyron, S. Maizel, S. golden, et al regarding Premier claims.
12/14/23	T. Moyron	0.70	560.00	B310	Conference calls with J. Pomerantz and R. Maclsaac regarding threshold and Vitamin D objection resolutions (.5); correspondence regarding same (.2).

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2722918

January 31, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
12/15/23	R. Wicks	0.10	63.00	B310	Correspond with T. Moyron regarding Enhanced Voice and Data claim.
12/15/23	R. Wicks	1.30	819.00	B310	Analyze Premier proofs of claim, including research into impact of surrender of leases.
12/15/23	R. Wicks	0.10	63.00	B310	Correspond with L. Macksoud regarding omnibus claim objection.
12/15/23	R. Wicks	0.50	315.00	B310	Prepare omnibus claim objection form.
12/15/23	R. Wicks	0.20	126.00	B310	Correspond with T. Moyron and S. Maizel regarding omnibus claim objection form.
12/15/23	R. Wicks	0.10	63.00	B310	Call with T. Moyron regarding Premier claims.
12/15/23	R. Wicks	0.40	252.00	B310	Call with T. Moyron, J. Pomerantz, et. al regarding Premier claims.
12/15/23	R. Richards	0.30	240.00	B310	Call regarding Priest claims with Dentons team and Committee counsel.
12/15/23	L. Macksoud	0.50	364.50	B310	Review and comment on draft omnibus objection for late filed claims (.3); update claims chart per same (.1); confer with R. Wicks re same (.1).
12/17/23	R. Wicks	0.20	126.00	B310	Analyze correspondence with T. Moyron, A. Mojdehi, J. Pomerantz, et. al regarding Premier claim discussion.
12/18/23	R. Wicks	0.40	252.00	B310	Analyze Enhanced Voice and Data Networks claim.
12/18/23	R. Wicks	0.20	126.00	B310	Correspond with CJ Pease, T. Moyron, et. al regarding Enhanced voice and Data Networks claim.
12/18/23	R. Wicks	0.20	126.00	B310	Correspond with G. Medina, CJ Pease, T. Moyron et al regarding Grigoryan proof of claim.
12/18/23	T. Moyron	0.70	560.00	B310	Analyze issues related to Priest claims and resolutions.
12/19/23	R. Wicks	0.20	126.00	B310	Correspond with S. Maizel and T. Moyron regarding Enhanced Voice and Data claim.
12/19/23	R. Wicks	0.10	63.00	B310	Analyze correspondence with T. Moyron, B. Richards, et al regarding Premier claims and proposed stipulation.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2722918

January 31, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
12/20/23	T. Moyron	1.10	880.00	B310	Analyze objections to claims and declarations in support thereof (.5); prepare emails to B. Dassa regarding same (.2); analyze stipulations resolving claims and related emails from CJ Pease, et al. (.4).
12/20/23	R. Wicks	0.10	63.00	B310	Call with B. Richards regarding Premier claim objections.
12/20/23	R. Wicks	0.20	126.00	B310	Correspond with T. Moyron, B. Richards, and S. Maizel regarding Premier claims.
12/20/23	R. Wicks	0.10	63.00	B310	Analyze correspondence from H. Hammi regarding Wermers settlement.
12/21/23	L. Macksoud	0.30	218.70	B310	Call with R. Wicks to discuss additional claims objections.
12/21/23	R. Wicks	0.30	189.00	B310	Call with T. Moyron, J. Pomerantz, J. Pomerantz regarding Premier claims.
12/21/23	R. Wicks	3.70	2,331.00	B310	Prepare objection to Premier claims for voting purposes.
12/21/23	R. Wicks	0.10	63.00	B310	Call with B. Richards regarding Premier claim objections.
12/21/23	R. Wicks	0.20	126.00	B310	Correspond with L. Macksoud regarding Premier claim objections.
12/21/23	R. Wicks	0.10	63.00	B310	Call with T. Moyron regarding Premier claim objections and potential settlement.
12/21/23	R. Wicks	0.10	63.00	B310	Analyze correspondence from S. Reitzel regarding insurance provider claim.
12/22/23	R. Wicks	0.30	189.00	B310	Analyze correspondence with A. Mojdehi, T. Moyron, J. Pomerantz, et al. regarding settlement with Premier creditors.
12/22/23	R. Wicks	0.20	126.00	B310	Review objections to claims filed by Committee.
12/22/23	R. Wicks	0.10	63.00	B310	Correspond with B. Richards regarding settlement with Premier creditors.
12/22/23	R. Wicks	0.10	63.00	B310	Correspond with T. Moyron and S. Maizel regarding stipulation regarding James Wermers rejection claim.
12/26/23	R. Wicks	0.10	63.00	B310	Correspond with T. Moyron regarding James Wermers stipulation.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2722918

January 31, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
12/28/23	T. Moyron	0.30	240.00	B310	Analyze email from J. Pomerantz re Vitamin D claim (.1); analyze proposed stipulation re same (.1); and prepare email to J. Pomerantz regarding same (.1).
12/28/23	R. Wicks	0.10	63.00	B310	Analyze stipulation resolving claim of BRG.
12/28/23	R. Wicks	0.20	126.00	B310	Correspond with T. Moyron and S. Maizel regarding stipulation to resolve Wermers claim.
12/28/23	R. Wicks	0.10	63.00	B310	Correspond with H. Hammi regarding Wermers stipulation to resolve claim.
12/28/23	R. Wicks	0.60	378.00	B310	Prepare Wermers stipulation to resolve claim.
12/28/23	S. Maizel	0.40	320.00	B310	Review and revise stipulation with Wermers re claim.
12/28/23	G. Medina	0.20	68.40	B310	Address creditor call related to change of address.
12/29/23	R. Wicks	0.10	63.00	B310	Correspond with H. Hammi regarding revisions to stipulation to resolve James Wermers' claim.
	Subtotal	32.50	21,973.40		

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

Date	Timekeeper	Hours	Amount	Task	Narrative
12/01/23	T. Moyron	0.60	480.00	B320	Analyze email from T. Cazares attaching wind-down budget and analyze same and related issues.
12/01/23	R. Wicks	3.80	2,394.00	B320	Prepare reply in support of solicitation procedures motion.
12/01/23	R. Wicks	0.10	63.00	B320	Call H. Hong from US Trustee regarding solicitation procedures motion.
12/01/23	R. Wicks	0.10	63.00	B320	Analyze correspondence with T. Cazares and T. Moyron regarding wind-down budget.
12/03/23	R. Wicks	0.30	189.00	B320	Correspond with T. Moyron and S. Maizel regarding solicitation procedures and Premier claims.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2722918

January 31, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
12/03/23	S. Maizel	0.50	400.00	B320	Review and respond to emails re Premier response re hearing on combined plan and disclosure statement.
12/03/23	T. Moyron	1.10	880.00	B320	Correspond with counsel for Premier regarding upcoming hearing, request for status conference and related matters (.4); correspond with Committee counsel regarding same (.2); correspond with S. Maizel regarding upcoming hearing (.1); correspond with S. Maizel and R. Wicks regarding plan and litigation (.2); analyze plan in connection therewith (.2).
12/04/23	S. Maizel	0.80	640.00	B320	Zoom conference with Ankura and R. Wicks re Premier treatment and liquidation analysis (.4); review and respond to emails re same (.4).
12/04/23	S. Maizel	1.20	960.00	B320	Zoom conference with T. Moyron and R. Wicks re hearing on solicitation motion and Premier response (.4); review and revise reply to objections to solicitation motion (.4); review and respond to emails re same (.4).
12/04/23	T. Moyron	5.10	4,080.00	B320	Conference call with S. Maizel regarding pending issues, including reply brief and Premier (.4); analyze premier claims and related issues including next steps (.8); zoom conference with T. Moyron and R. Wicks re hearing on solicitation motion and Premier response (.4); analyze and finalize reply to objections to solicitation motion (.4); review and respond to emails regarding reply (.3); analyze application for status conference (.1) and analyze opposition and prepare comments thereto (.6); prepare and finalize opposition (.4); phone calls with S. Maizel regarding upcoming hearing, Premier, plan and related matters (1.2); call with J. Pomerantz regarding Premier filing and related matters (.5).
12/04/23	R. Wicks	0.10	63.00	B320	Correspond with UST regarding LEDES files.
12/04/23	R. Wicks	0.30	189.00	B320	Analyze correspondence with T. Moyron, S. Golden, et. al regarding opposition to status conference request.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2722918

January 31, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
12/04/23	R. Wicks	0.10	63.00	B320	Call with CJ Pease regarding plan effective date.
12/04/23	R. Wicks	0.90	567.00	B320	Call with T. Moyron, J. Pomerantz, and S. Maizel regarding opposition to Premier creditors' request for status conference.
12/04/23	R. Wicks	0.70	441.00	B320	Prepare reply in support of solicitation procedures motion.
12/04/23	R. Wicks	0.10	63.00	B320	Call with S. Golden regarding solicitation procedures reply.
12/04/23	R. Wicks	2.40	1,512.00	B320	Prepare opposition to status conference request.
12/04/23	R. Wicks	0.10	63.00	B320	Analyze correspondence with H. Hong regarding solicitation procedures.
12/04/23	R. Wicks	0.40	252.00	B320	Analyze Premier's request for status conference.
12/04/23	G. Medina	1.30	444.60	B320	Correspond with R. Wicks and prepare, assemble and file joint omnibus reply to objections to the motion granting interim approval of the adequacy of the disclosure statement (0.6); correspond with R. Wicks, review assemble and file joint opposition to status conference related to DRP, Inland and Premier Status conference request (0.3); correspond with R. Wicks, edit and filed combined disclosure statement (0.4).
12/05/23	R. Wicks	1.70	1,071.00	B320	Prepare disclosure statement order.
12/05/23	R. Wicks	0.80	504.00	B320	Prepare ballots, opt-out form, and notices.
12/05/23	R. Wicks	0.20	126.00	B320	Analyze amended tentative ruling vacating hearing on disclosure statement.
12/05/23	R. Wicks	0.10	63.00	B320	Correspond with R. MacIsaac, I. Lee, et. al regarding amended tentative ruling.
12/05/23	R. Wicks	0.30	189.00	B320	Analyze correspondence with S. Reitzel, et. al regarding solicitation.
12/05/23	T. Moyron	0.30	240.00	B320	Correspond with Committee counsel regarding communication from counsel for Premier and related matters.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2722918

January 31, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
12/05/23	T. Moyron	0.30	240.00	B320	Analyze email from R. Wicks regarding disclosure statement order and updated ballots, notices, etc. (.1); correspondence with KCC regarding disclosure statement documents, timing and call (.2).
12/05/23	T. Moyron	0.20	160.00	B320	Call with S. Maizel regarding correspondence from S. Hansberger and response thereto (.1); correspond with S. Hansberger regarding same (.1).
12/05/23	S. Maizel	1.10	880.00	B320	Review materials in preparation for hearing on solicitation motion (1.0); review minute order re waiver of hearing (.1).
12/05/23	S. Maizel	0.50	400.00	B320	Telephone conference with T. Moyron re hearing on solicitation motion (.2); review and respond to emails from S. Hansberger re solicitation of plan approval (.3).
12/06/23	S. Maizel	0.80	640.00	B320	Review and respond to emails re post-confirmation expenses (.3); review proposed post-confirmation budget (.5).
12/06/23	S. Maizel	1.40	1,120.00	B320	Review plan re voting issues (.4); zoom conference with KCC, PSZJ, etc. re solicitation issues, etc. (1.0).
12/06/23	T. Moyron	1.80	1,440.00	B320	Zoom meeting with KCC, Ankura, Committee advisors, S. Maizel, et al., regarding claims, and issues related to ballots, service of solicitation packages, and related matters (1.1); conference call regarding wind-down budget with I. Lee, CJ Pease, S. Maizel, et al. (.7).
12/06/23	T. Moyron	0.40	320.00	B320	Attention to order approving adequacy of DS and exhibits (.2); analyze emails from KCC, R. Wicks, et al., regarding same (.2).
12/06/23	R. Wicks	1.10	693.00	B320	Call with T. Moyron, S. Golden, S. Reitzel, et. al regarding solicitation packages and procedures.
12/06/23	R. Wicks	0.70	441.00	B320	Call with CJ Pease, I. Lee, T. Moyron, et. al regarding wind down budget.
12/06/23	R. Wicks	0.40	252.00	B320	Prepare notices, ballots, and opt-out forms.
12/06/23	R. Wicks	0.10	63.00	B320	Correspond with T. Moyron, G. Miller regarding order approving the disclosures.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2722918

January 31, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
12/06/23	R. Wicks	0.60	378.00	B320	Prepare order approving disclosure statement order.
12/06/23	R. Wicks	0.30	189.00	B320	Analyze correspondence with S. Reitzel, T. Moyron, et. al regarding solicitation procedures and service.
12/06/23	R. Wicks	0.20	126.00	B320	Correspond with G. Medina regarding preparing and uploading disclosure approval order.
12/06/23	R. Wicks	1.00	630.00	B320	Prepare schedules for plan supplement.
12/06/23	R. Wicks	0.10	63.00	B320	Call R. Paluso regarding disclosure statement order.
12/06/23	R. Wicks	0.20	126.00	B320	Analyze minute order granting solicitation procedure motion.
12/06/23	R. Wicks	0.20	126.00	B320	Analyze correspondence with I. Lee, S. Golden, et. al regarding wind down budget.
12/06/23	G. Miller	0.70	510.30	B320	Review order approving disclosure statement.
12/06/23	G. Medina	0.70	239.40	B320	Correspond with R. Wicks regarding disclosure statement order (0.1); receive the proposed order with exhibits, assemble and send to R. Wicks for review and upload disclosure statement order (0.6).
12/07/23	R. Wicks	0.10	63.00	B320	Analyze correspondence with S. Golden, T. Moyron, et. al regarding Plan Supplement.
12/07/23	R. Wicks	0.10	63.00	B320	Analyze correspondence from I. Lee regarding documents for Plan Supplement including administration costs.
12/07/23	R. Wicks	0.30	189.00	B320	Correspond with T. Moyron and S. Maizel regarding voting status of HRSA claim.
12/07/23	R. Wicks	1.80	1,134.00	B320	Prepare list of excluded parties for plan supplement.
12/07/23	R. Wicks	0.10	63.00	B320	Prepare schedule of retained causes of action for plan supplement.
12/07/23	R. Wicks	0.40	252.00	B320	Prepare notices and ballots and combined plan with disclosure statement order information.
12/07/23	R. Wicks	0.20	126.00	B320	Analyze order granting disclosure statement order.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2722918

January 31, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
12/07/23	R. Wicks	0.50	315.00	B320	Analyze correspondence regarding disclosure statement order and solicitation procedures.
12/07/23	G. Medina	0.30	102.60	B320	Correspond with R. Wicks and D. Kalve and review status of the combined disclosure statement order (0.2); review ECFX notification received and forward the order entered to R. Wicks (0.1).
12/07/23	R. Wicks	0.10	63.00	B320	Call with J. Morrow regarding service of solicitation packages.
12/07/23	R. Wicks	0.10	63.00	B320	Call with R. Paluso regarding disclosure statement order.
12/07/23	R. Wicks	0.10	63.00	B320	Call with T. Moyron regarding disclosure statement order and solicitation packages.
12/07/23	R. Wicks	0.10	63.00	B320	Call with CJ Pease regarding plan supplement.
12/07/23	R. Wicks	0.10	63.00	B320	Correspond with T. Cazares regarding plan supplement.
12/08/23	R. Wicks	0.20	126.00	B320	Correspond with T. Moyron and S. Maizel regarding Plan Supplement.
12/08/23	R. Wicks	0.30	189.00	B320	Correspond with R. MacIsaac regarding liquidating trust agreement.
12/08/23	R. Wicks	1.70	1,071.00	B320	Prepare notice of plan supplement.
12/08/23	R. Wicks	0.10	63.00	B320	Analyze FTI draft disputed claim schedule.
12/08/23	S. Maizel	0.50	400.00	B320	Review and respond to emails re plan supplement documents.
12/09/23	R. Wicks	0.10	63.00	B320	Analyze correspondence with S. Rinaldi and T. Moyron regarding liquidating trust agreement.
12/10/23	R. Wicks	0.10	63.00	B320	Correspond with S. Ruben regarding Plan Supplement deadlines.
12/10/23	R. Wicks	0.10	63.00	B320	Correspond with J. Kearney, et. al regarding prepetition fraud parties for Plan Supplement.
12/10/23	R. Wicks	0.10	63.00	B320	Correspond with CJ Pease, I. Lee, et. al regarding prepetition fraud parties for Plan Supplement.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2722918

January 31, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
12/10/23	R. Wicks	0.20	126.00	B320	Prepare list of excluded parties for Plan Supplement.
12/10/23	R. Wicks	0.20	126.00	B320	Prepare list of retained causes of action for Plan Supplement.
12/10/23	R. Wicks	0.20	126.00	B320	Correspond with T. Moyron regarding Plan Supplement.
12/10/23	R. Wicks	0.10	63.00	B320	Correspond with T. Moyron, G. Miller, et. al regarding liquidating trust agreement.
12/11/23	R. Wicks	0.10	63.00	B320	Call with S. Maizel regarding list of excluded parties.
12/11/23	R. Wicks	0.10	63.00	B320	Analyze correspondence with T. Moyron, S. Rinaldi, et al regarding plan supplement.
12/11/23	R. Wicks	0.10	63.00	B320	Correspond with CJ Pease regarding list of excluded parties.
12/11/23	R. Wicks	0.70	441.00	B320	Analyze S. Rinaldi's proposed changes to liquidating trust agreement.
12/11/23	R. Wicks	0.80	504.00	B320	Analyze correspondence regarding preparing and finalizing plan supplement.
12/11/23	E. Chew	1.10	726.00	B320	Review Plan Supplement and prepare same for filing.
12/11/23	R. Wicks	1.50	945.00	B320	Prepare list of excluded parties for plan supplement.
12/11/23	R. Wicks	0.30	189.00	B320	Correspond with J. Kearney, et. al regarding prepetition fraud parties for Plan Supplement.
12/11/23	G. Miller	1.20	874.80	B320	Review and comment on draft LTA (1.0); call with T. Moyron re same (.1); email S. Golden re same (.1).
12/11/23	S. Maizel	0.50	400.00	B320	Review and respond to emails re supplemental filings for plan.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2722918

January 31, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
12/11/23	G. Medina	2.90	991.80	B320	Correspond with R. Wicks regarding plan supplement (0.1); call T. Moyron and edit notice of supplement to incorporate exhibits into single notice (0.5); review and incorporate new language to list of excluded parties sent by E. Chew (0.3); send revised notice of plan supplement to E. Chew, T. Moyron, S. Maizel, and R. Wicks (0.2); review order approving DS motion related to language (0.2); send first amend plan to T. Moyron per her request (0.2); further updated the notice to include all schedules sent by Ankura (0.5); call with T. Moyron regarding Exhibit E and inserted word version sent by Ankura (0.2); further revised notice per T. Moyron's request (0.3); file Plan supplement (0.4).
12/12/23	R. Wicks	0.10	63.00	B320	Analyze correspondence with CJ Pease, S. Reitzel, et. al regarding service of plan and plan supplement.
12/12/23	R. Wicks	0.10	63.00	B320	Analyze correspondence with J. Morrow, T. Moyron, et. al regarding service of disputed claims schedule and plan supplement.
12/14/23	T. Moyron	0.30	240.00	B320	Analyze plan issues related to correspondence from Premier's counsel (.2); and prepare email to Committee counsel regarding call re same (.1).
12/15/23	T. Moyron	0.40	320.00	B320	Zoom meeting with Committee counsel, S. Maizel, et al., re Premier creditors.
12/18/23	G. Medina	0.40	136.80	B320	Call to and from Claimant Vahan Grigoryan DDS regarding schedule of disputed claims; correspond with R. Wicks regarding same.
12/19/23	R. Wicks	0.10	63.00	B320	Review notice of confirmation hearing issued by Court.
12/19/23	S. Maizel	0.30	240.00	B320	Zoom conference with J. Pomerantz, A. Mojdehi, etc. re Premier claims.
12/19/23	R. Wicks	0.10	63.00	B320	Analyze correspondence with I. Lee and T. Moyron regarding reserves to pay disputed unsecured creditors.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2722918

January 31, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
12/19/23	T. Moyron	0.80	640.00	B320	Zoom meeting with Committee counsel, counsel for Premier, S. Maizel, et al., regarding proposal and resolution and analyze related issues thereafter.
12/19/23	G. Medina	0.60	205.20	B320	Call with creditor related to Opt out form and send Amended Plan, Notice of hearing approving plan and plan supplement for his review.
12/20/23	R. Wicks	0.20	126.00	B320	Analyze proposed settlement from A. Mojdehi.
12/20/23	R. Wicks	0.20	126.00	B320	Analyze correspondence with T. Moyron, J. Pomerantz, et al. regarding A. Mojdehi's settlement proposal.
12/20/23	T. Moyron	0.30	240.00	B320	Analyze email from Premier's counsel re proposal (.1); analyze emails from R. Wicks and R. Richards regarding same (.1); prepare email to Committee counsel (.1).
12/21/23	S. Maizel	0.20	160.00	B320	Review and respond to emails re CMS issues.
12/21/23	T. Moyron	0.50	400.00	B320	Call with S. Maizel re Premier claim and plan confirmation.
12/22/23	S. Maizel	0.50	400.00	B320	Telephone conference with T. Moyron re Premier claim and plan confirmation.
12/26/23	R. Wicks	2.80	1,764.00	B320	Prepare outline for confirmation brief.
12/28/23	R. Wicks	0.20	126.00	B320	Correspond with S. Maizel and T. Moyron regarding stipulation with Premier claimants and plan confirmation order.
12/28/23	R. Wicks	0.10	63.00	B320	Analyze correspondence with S. Maizel, S. Golden, et. al regarding stipulation with Premier claimants and plan confirmation order.
12/28/23	R. Wicks	0.20	126.00	B320	Prepare tabulation report outline.
12/28/23	S. Maizel	0.20	160.00	B320	Review and respond to emails re Amended Combined Plan issues.
12/29/23	G. Medina	0.50	171.00	B320	Address creditor calls related to the Plan and Opt out form (0.4); correspond with KCC regarding creditor calls (0.1).
12/29/23	R. Wicks	0.10	63.00	B320	Analyze correspondence from G. Medina and L. Do regarding voting information request from creditor.

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2722918

January 31, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
	Subtotal	62.90	41,420.50		

DHCS - DHCS Litigation

Date	Timekeeper	Hours	Amount	Task	Narrative
12/05/23	S. Maizel	0.40	320.00	DHCS	Review and respond to emails re reports for DHCS.
12/05/23	T. Moyron	0.20	160.00	DHCS	Analyze email from R. Maclsaac regarding DHCS reports (.1); analyze email from S. Maizel regarding same (.1).
	Subtotal	0.60	480.00		

REP - Reporting

Date	Timekeeper	Hours	Amount	Task	Narrative
12/04/23	G. Medina	0.40	136.80	REP	Correspond with T. Moyron and filed July monthly operating report.
12/14/23	G. Medina	0.40	136.80	REP	Review and file September monthly operating report.
	Subtotal	0.80	273.60		

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Maizel	\$ 800.00	18.40	\$ 14,720.00
T. Moyron	\$ 800.00	22.00	\$ 17,600.00
G. Miller	\$ 729.00	1.90	\$ 1,385.10
L. Macksoud	\$ 729.00	2.80	\$ 2,041.20
R. Richards	\$ 800.00	4.10	\$ 3,280.00
R. Wicks	\$ 630.00	71.80	\$ 45,234.00
E. Chew	\$ 660.00	1.10	\$ 726.00
S. Ruben	\$ 499.50	0.20	\$ 99.90
G. Medina	\$ 342.00	<u>16.00</u>	<u>\$ 5,472.00</u>
Totals		138.30	\$ 90,558.20

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2722918

January 31, 2024

SUMMARY OF AMOUNT DUE BY TASK CODE

Task Code	Task Code Name	Fees
B110	Case Administration	5,233.90
B150	Meetings of and Communications with Creditors	315.00
B160	Fee/Employment Applications	9,360.80
B185	Assumption/Rejection of Leases and Contracts	904.00
B190	Other Contested Matters (excl. assumption/rejection motions)	7,310.00
B210	Business Operations	567.00
B230	Financing/Cash Collections	2,720.00
B310	Claims Administration and Objections	21,973.40
B320	Plan and Disclosure Statement (incl. Business Plan)	41,420.50
DHCS	DHCS Litigation	480.00
REP	Reporting	273.60
	Total This Matter	\$90,558.20

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/31/2023	LITIGATION SUPPORT VENDORS PACER 2637538-Q42023	55.90
	SUBTOTAL	55.90
12/7/2023	WESTLAW WICKS\ REBECCA	150.00
12/26/2023	WESTLAW WICKS\REBECCA	242.00
	SUBTOTAL	392.00
	Total Disbursements	\$447.90

Borrego Community Health Foundation January 31, 2024  
Invoice #: 2722918

COMBINED TOTALS

Total Hours		138.30
Fee Total, all Matters	\$	90,558.20
Disbursement Total, all Matters	\$	447.90
Invoice Total, all Matters	\$	<u>91,006.10</u>
Amounts Received, Available to Apply Against Current or Future Invoices		100,000.00
Amount Due	\$	91,006.10



SNR Denton US LLP  
 601 S. Figueroa Street  
 Suite 2500  
 Los Angeles, California 90017-5704

snrdenton.com

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

January 31, 2024

Client #: 15810746

Statement of Account

According to our records, as of January 31, 2024, the amounts shown below are outstanding.  
 If your records are not in agreement with ours, please call us. Thank you.

<u>Date</u>	<u>Invoice No.</u>	<u>Invoice Amount</u>	<u>Payments/ Adjustments</u>	<u>Total</u>
09/30/23	2672266	\$ 98,005.95	(\$ 78,499.76)	\$ 19,506.19
10/31/23	2679858	\$ 129,875.45	(\$ 104,020.36)	\$ 25,855.09
11/30/23	2687822	\$ 135,695.10	(\$ 108,877.08)	\$ 26,818.02
12/14/23	2712257	\$ 115,857.35	(\$ 92,685.88)	\$ 23,171.47
01/31/24	2722918	\$ 91,006.10	\$ 0.00	\$ 91,006.10
Total Outstanding Invoices				<u>\$ 186,356.87</u>
Credits On Account				\$ 100,000.00

Questions should be directed to:  
 S. Maizel  
 at 1 213 623 9300  
 Federal Tax I.D. Number 36-1796730

1 SAMUEL R. MAIZEL (SBN 189301)  
2 samuel.maizel@dentons.com  
3 TANIA M. MOYRON (SBN 235736)  
4 tania.moyron@dentons.com  
5 REBECCA M. WICKS (SBN 313608)  
6 rebecca.wicks@dentons.com  
7 Dentons US LLP  
8 601 South Figueroa Street, Suite 2500  
9 Los Angeles, CA 90017-5704  
10 Telephone: 213 623 9300  
11 Facsimile: 213 623 9924

12 Attorneys for Chapter 11 Debtor and Debtor  
13 In Possession

14 **UNITED STATES BANKRUPTCY COURT**  
15 **SOUTHERN DISTRICT OF CALIFORNIA**

16 In re:  
17 **BORREGO COMMUNITY**  
18 **HEALTH FOUNDATION,**  
19  
20 Debtor and Debtor In Possession.

21 Case No. 22-02384  
22 Chapter 11 Case  
23 (Voluntary Petition Filed September 12,  
24 2022)  
25 **DENTONS US LLP'S SEVENTEENTH**  
26 **MONTHLY FEE APPLICATION FOR**  
27 **ALLOWANCE AND PAYMENT OF**  
28 **INTERIM COMPENSATION AND**  
**REIMBURSEMENT OF EXPENSES**  
**FOR THE PERIOD JANUARY 1, 2024**  
**THROUGH JANUARY 31, 2024**

Judge: Hon. Laura S. Taylor

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



1 CSD 1143 (04/28/96)

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

4 DEBTOR: Borrego Community  
 5 Health Foundation

PETITION DATE: September 12, 2022

6 CASE NO.: 22-02384

7 **MONTHLY FEE APPLICATION SUMMARY**

8 APPLICANT: Dentons US LLP

REPRESENTING: Debtor

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

CATEGORIES	January 1, 2024 –January 31, 2024 (APPLICATION PERIOD)	
	HOURS	AMOUNT REQUESTED
Case Administration	12.80	\$9,582.30
Asset Disposition	0.50	\$315.00
Meetings of and Communications with Creditors	0.30	\$189.00
Fee / Employment Applications	0.70	\$526.00
Other Contested Matters (excl. assumption/rejection motions)	2.40	\$1,512.00
Financing/Cash Collections	0.40	\$320.00
Non-Working Travel	2.30	\$1,449.00
Board of Directors Matters	5.00	\$4,000.00
Claims Administration and Objections	13.50	\$9,560.80
Plan and Disclosure Statement (incl. Business Plan)	104.40	\$70,447.10
Employee Matters	0.10	\$63.00
Medicare/CMS Issues	0.80	\$640.00
<b>SUB-TOTAL:</b>	<b>143.20</b>	<b>\$98,604.20</b>
<b>REDUCED FEES:</b>		<b>(\$1,449.00)</b>
<b>TOTAL:</b>		<b>\$97,155.20</b>

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

**MONTHLY FEE APPLICATION**

Dentons US LLP (the “Firm”) submits its *Seventeenth Monthly Fee Application for Allowance and Payment of Interim Compensation and Reimbursement of Expenses for the Period January 1, 2024 – January 31, 2024* for services rendered during the chapter 11 case (this “Case”) of the above-captioned debtor (the “Debtor”) for the Debtor. In support of the foregoing application (the “Application”), the Firm respectfully represents as follows:

1. The Firm is bankruptcy counsel to the Debtor. The Firm hereby applies to the Court for allowance and payment of interim compensation for services rendered and reimbursement of expenses incurred during the period of January 1, 2024 – January 31, 2024<sup>3</sup> (the “Application Period”).

2. The Firm billed a total of \$97,155.20<sup>1</sup> in fees and \$326.79 expenses during the Application Period. The total fees represent 143.20 hours expended during the period covered by this Application. These fees and expenses break down as follows:

<b>Application Period</b>	<b>Fees</b>	<b>Expenses</b>	<b>Total</b>
January 1, 2024 – January 31, 2024	\$97,155.20	\$326.79	\$97,481.99

3. Accordingly, the Firm seeks allowance of interim compensation in the amount of a total of \$78,335.75 at this time. This total is comprised as follows: \$78,008.96 (80% of the fees for services rendered), plus \$326.79 (100% of the expenses incurred).

<sup>1</sup> In light of the Debtor’s nonprofit status and charitable mission, the Firm agreed to cap its hourly fees at \$800 per hour and reduce the hourly rate of professionals billing under \$800 per hour by 10%. Additionally, the Firm does not bill for non-working travel time. Inadvertently, the Firm billed \$1,449.00 in fees for 2.30 hours of non-working travel time. Accordingly, the Firm has reduced the fees sought during this Application Period by \$1,449.00.

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

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

5 5. The Firm has served a copy of this Application on the Office of the  
6 United States Trustee (the “U.S. Trustee”), the Debtor, counsel to the Debtor, counsel  
7 to the Patient Care Ombudsman, and counsel to the Official Committee of Unsecured  
8 Creditors appointed in this Case. The Application was mailed by first class mail,  
9 postage prepaid, on or about March 19, 2024. Notice of the filing of this Application  
10 was served on the foregoing parties as well as any party who has requested special  
11 notice in this Case as of the date of the Notice. The Notice was mailed by first class  
12 mail, postage prepaid, on or about March 19, 2024.

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

25 7. The interim compensation and reimbursement of expenses sought in this  
26 Application is not final. Upon the conclusion of this Case, the Firm will seek fees  
27 and reimbursement of the expenses incurred for the totality of the services rendered  
28 in this Case. Any interim fees or reimbursement of expenses approved by this Court

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

1 and received by the Firm (along with any retainer) will be credited against such final  
2 fees and expenses as may be allowed by this Court.

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

6 Dated: March 19, 2024

DENTONS US LLP  
SAMUEL R. MAIZEL  
TANIA M. MOYRON

7  
8  
9 By /s/ Tania M. Moyron  
Tania M. Moyron

10 Attorneys for the Chapter 11 Debtor and  
11 Debtor In Possession

12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
DENTONS US LLP  
601 SOUTH FIGUEROA STREET, SUITE 2500  
LOS ANGELES, CALIFORNIA 90017-5704  
(213) 623-9300

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**EXHIBIT “1”**

**(Summary of Hours by Professional for  
Application Period January 1, 2024 – January 31, 2024)**

<b>Name of Professional</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Total Billed</b>
Samuel R. Maizel	Partner	26.00	\$800.00	\$20,800.00
Tania M. Moyron	Partner	25.20	\$800.00	\$20,160.00
Robert Richards	Partner	1.10	\$800.00	\$880.00
Sandra McCandless	Partner	3.30	\$800.00	\$2,640.00
Geoffrey M. Miller	Partner	2.50	\$729.00	\$1,822.50
Lauren Macksoud	Partner	3.60	\$729.00	\$2,624.40
Rebecca M. Wicks	Senior Managing Associate	75.50	\$630.00	\$47,565.00
Samantha Ruben	Associate	.60	\$499.50	\$299.70
George L. Medina	Senior Paralegal	3.50	\$342.00	\$1,197.00
Kathryn Howard	Senior Paralegal	1.90	\$324.00	\$615.60
<b>Sub-totals:</b>		<b>143.20</b>		<b>\$98,604.20</b>
<b>Reduced Fees:</b>				<b>(\$1,449.00)</b>
<b>Total:</b>				<b>\$97,155.20</b>

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

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**EXHIBIT “2”**

**(Detailed Time and Expense Statements for  
Application Period January 1, 2024 – January 31, 2024)**

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



of 328  
SNR Denton US LLP  
601 S. Figueroa Street  
Suite 2500  
Los Angeles, California 90017-5704

dentons.com

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

February 29, 2024

**Invoice No. 2729514**

Client: 15810746

Payment Due Upon Receipt

Total This Invoice	\$ 98,930.99
Amounts Received, Available to Apply Against Current or Future Invoices	100,000.00
Amount Due	\$ 98,930.99

Please return this page with your payment

In the case of mail deliveries to:

SNR Denton US LLP  
8000 Sears Tower  
Chicago, IL 60606

OR

In the case of overnight deliveries to:

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

Payment by wire transfer/ACH should be sent to:

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

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

Questions relating to this invoice should be directed to:

S. Maizel  
at 1 213 623 9300

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

February 29, 2024

**Invoice No. 2729514**

For Professional Services Rendered through January 31, 2024:

Matter: 15810746-000002  
Postpetition

B110 - Case Administration

Date	Timekeeper	Hours	Amount	Task	Narrative
01/02/24	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.
01/02/24	R. Wicks	0.80	504.00	B110	Call with S. Maizel, R. Maclsaac, I. Lee, et al regarding plan, state court litigation, reconstituted board, and IRS claim.
01/02/24	R. Wicks	0.10	63.00	B110	Analyze correspondence with S. Maizel and T. Moyron regarding call with R. Maclsaac, I. Lee, et al.
01/02/24	S. Maizel	0.50	400.00	B110	Zoom conference with R. Maclsaac, I. Lee and J. LaMagna, re pending legal issues.
01/03/24	S. Maizel	0.20	160.00	B110	Review and respond to emails re post-confirmation governance issues.
01/09/24	S. Maizel	0.70	560.00	B110	Zoom conference with R. Maclsaac, I. Lee, etc. regarding pending legal issues.
01/09/24	R. Wicks	0.10	63.00	B110	Analyze correspondence with CJ Pease and UST regarding bank statements.
01/12/24	R. Wicks	0.10	63.00	B110	Analyze correspondence from A. Guerra regarding service of documents.
01/16/24	T. Moyron	0.20	160.00	B110	Correspond with T. Cazares regarding MOR filing (.1); analyze MOR (.1).
01/16/24	R. Wicks	0.10	63.00	B110	Correspond with T. Cazares regarding November monthly operating report.
01/16/24	R. Wicks	0.30	189.00	B110	Finalize and file November monthly operating report.
01/16/24	G. Medina	0.30	102.60	B110	File November monthly operating report.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2729514

February 29, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
01/18/24	S. Maizel	1.10	880.00	B110	Zoom call with Ankura, etc. re Medicare cost reports (.6); telephone conference with S. Hull re same (.1); email to L. Gardner, USAO, re same (.4).
01/18/24	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.
01/21/24	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.
01/22/24	R. Wicks	0.10	63.00	B110	Call with R. Paluso regarding hearing dates.
01/22/24	S. Maizel	1.20	960.00	B110	Zoom call with I. Lee, etc. re wind-down plan for Liquidating Trust, etc. (1.1); review and respond to emails re same (.1).
01/22/24	S. Maizel	0.30	240.00	B110	Zoom call with D. Wesel, T. Moyron and J. Pomerantz re monitor responsibilities.
01/23/24	R. Wicks	0.10	63.00	B110	Analyze correspondence from S. Rinaldi regarding liquidating trust agreements, including KCC agreement.
01/23/24	T. Moyron	0.80	640.00	B110	Participate in legal status call with R. Maclsaac, I. Lee, S. Maizel, et al., re next steps to reach effective date, litigation, monitor, and other issues.
01/23/24	S. Maizel	1.10	880.00	B110	Zoom conference with R. Maclsaac, I. Lee, etc. re pending legal issues.
01/24/24	S. Maizel	0.30	240.00	B110	Zoom conference with Ankura re engagement issues.
01/24/24	R. Wicks	0.10	63.00	B110	Analyze correspondence with S. Rinaldi and T. Moyron regarding US trustee's fees on liquidating trust assets.
01/24/24	R. Wicks	0.10	63.00	B110	Correspond with T. Moyron and S. Maizel regarding outstanding work streams and post-effective date tasks required.
01/25/24	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.
01/26/24	S. McCandless	2.60	2,080.00	B110	Review draft of independent contractor agreement and begin detailed revisions to same.
01/27/24	S. McCandless	0.70	560.00	B110	Further revise independent contractor agreement; forward same to Dentons team.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2729514

February 29, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
01/29/24	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.
01/30/24	S. Ruben	0.10	49.95	B110	Analyze docket for orders to monitor compliance with case notices.
01/30/24	S. Maizel	0.20	160.00	B110	Telephone conference with T. Moyron re pending issues.
01/31/24	R. Wicks	0.10	63.00	B110	Correspond with G. Medina regarding stipulation with CMS.
	Subtotal	12.80	9,582.30		

B130 - Asset Disposition

Date	Timekeeper	Hours	Amount	Task	Narrative
01/16/24	R. Wicks	0.20	126.00	B130	Correspond with K. Martinez regarding release of Wells Fargo lien.
01/16/24	R. Wicks	0.10	63.00	B130	Call with CJ Pease regarding Wells Fargo lien release.
01/18/24	R. Wicks	0.10	63.00	B130	Call with CJ Pease regarding release of Wells Fargo lien on sold vehicle.
01/18/24	R. Wicks	0.10	63.00	B130	Correspond with K. Martinez regarding release of Wells Fargo lien on sold vehicle.
	Subtotal	0.50	315.00		

B150 - Meetings of and Communications with Creditors

Date	Timekeeper	Hours	Amount	Task	Narrative
01/04/24	R. Wicks	0.10	63.00	B150	Call with creditor D. Shelley regarding plan and committee counsel.
01/08/24	R. Wicks	0.20	126.00	B150	Analyze letter from non-voting creditor regarding vaccines.
	Subtotal	0.30	189.00		

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2729514

February 29, 2024

B160 - Fee/Employment Applications

Date	Timekeeper	Hours	Amount	Task	Narrative
01/09/24	R. Wicks	0.20	126.00	B160	Correspond with T. Moyron and S. Maizel regarding fee applications.
01/25/24	S. Maizel	0.50	400.00	B160	Review and respond to emails re Ankura engagement letter issues.
	Subtotal	0.70	526.00		

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

Date	Timekeeper	Hours	Amount	Task	Narrative
01/02/24	R. Wicks	0.20	126.00	B190	Analyze correspondence regarding case management conference in state court litigation with T. Reid, T. Moyron, et. al.
01/02/24	R. Wicks	0.30	189.00	B190	Review removal deadlines and standards.
01/02/24	R. Wicks	0.20	126.00	B190	Correspond with S. Maizel regarding removal deadlines and procedure.
01/04/24	R. Wicks	0.60	378.00	B190	Prepare email to Hooper Lundy regarding plan summary in relation to Aldairi state court litigation, including plan injunctions, for case management conference.
01/04/24	R. Wicks	0.10	63.00	B190	Analyze correspondence from T. Reid regarding Aldairi state court litigation.
01/08/24	R. Wicks	0.20	126.00	B190	Prepare summary of plan and injunctions for HLB for Aldairi litigation.
01/10/24	R. Wicks	0.20	126.00	B190	Correspond with T. Reid, T. Moyron, et. al regarding Aldairi case management conference.
01/12/24	R. Wicks	0.20	126.00	B190	Prepare Travelers settlement 9019 motion.
01/16/24	R. Wicks	0.20	126.00	B190	Correspond with T. Moyron and S. Maizel regarding Travelers settlement.
01/16/24	R. Wicks	0.10	63.00	B190	Analyze correspondence from H. Hammi regarding Wermers stipulation resolving claim.
01/30/24	R. Wicks	0.10	63.00	B190	Analyze correspondence from J. Sokol regarding Travelers settlement.
	Subtotal	2.40	1,512.00		

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2729514

February 29, 2024

B195 - Non-Working Travel

Date	Timekeeper	Hours	Amount	Task	Narrative
01/16/24	R. Wicks	2.30	1,449.00	B195	Drive to San Diego for confirmation hearing.
	Subtotal	2.30	1,449.00		

B230 - Financing/Cash Collections

Date	Timekeeper	Hours	Amount	Task	Narrative
01/03/24	S. Maizel	0.10	80.00	B230	Telephone conference with I. Lee re proposed resolution of creditors claim.
01/22/24	S. Maizel	0.10	80.00	B230	Review and respond to emails re Fair Harbor Capital claims resolutions.
01/22/24	S. Maizel	0.10	80.00	B230	Review and respond to email re resolution of Riverside County claim.
01/22/24	S. Maizel	0.10	80.00	B230	Review and respond to email from L. Gardner re Medicare claims issues related to cost reports.
	Subtotal	0.40	320.00		

B260 - Board of Directors Matters

Date	Timekeeper	Hours	Amount	Task	Narrative
01/11/24	S. Maizel	0.80	640.00	B260	Prepare notes in preparation for briefing board on plan (.5); review and respond to emails re board meeting (.3).
01/16/24	S. Maizel	2.20	1,760.00	B260	Zoom conference with Board re pending issues, including confirmation (2.0); telephone conference with S. Hansberger re same (.1); telephone conference with T. Moyron re same (.1).
01/16/24	T. Moyron	2.00	1,600.00	B260	Teams meeting with Board regarding 990s and plan of liquidation and next steps.
	Subtotal	5.00	4,000.00		

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2729514

February 29, 2024

B310 - Claims Administration and Objections

Date	Timekeeper	Hours	Amount	Task	Narrative
01/03/24	R. Wicks	0.10	63.00	B310	Review transfer of claim of Beltmann Integrated Logistics.
01/03/24	T. Moyron	0.20	160.00	B310	Analyze correspondence from J. Pomerantz re claims and stipulation.
01/04/24	T. Moyron	0.50	400.00	B310	Correspond with L. Macksoud re Vitamin D (.2) and analyze stipulation and comment thereto (.3).
01/04/24	T. Moyron	0.10	80.00	B310	Analyze I. Lee email re IRS claim.
01/04/24	T. Moyron	0.40	320.00	B310	Correspond with R. Wicks re Aldairi claims (.2); analyze and correspond regarding status for state court (.2).
01/04/24	T. Moyron	0.10	80.00	B310	Correspond with J. Pomerantz, et al., re claims.
01/04/24	R. Wicks	0.20	126.00	B310	Correspond with L. Macksoud regarding 1542 waiver language for Vitamin D stipulation.
01/04/24	R. Wicks	0.20	126.00	B310	Review Aldairi claims.
01/04/24	R. Wicks	0.10	63.00	B310	Call with H. Hammi regarding stipulation to resolve James Wermers claim.
01/04/24	L. Macksoud	1.40	1,020.60	B310	Review and revise draft stipulation with Vitamin D (.9); confer with R. Wicks re addition of required language under CA Civil Code 1542 (.2); review statute (.1); incorporate same into draft (.2).
01/05/24	R. Wicks	0.10	63.00	B310	Analyze correspondence with L. Macksoud and T. Moyron regarding Vitamin D stipulation.
01/05/24	L. Macksoud	0.40	291.60	B310	Further review California Code section 1542 (.2); emails with T. Moyron re same (.1); draft email to J. Pomerantz with proposed revised stipulation (.1).
01/09/24	L. Macksoud	0.60	437.40	B310	Call with J. Pomerantz to discuss Vitamin D stipulation (.4); further revise same per comments received (.2).

Borrego Community Health Foundation  
Matter: 15810746-000002  
Invoice No.: 2729514

February 29, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
01/09/24	S. Maizel	0.70	560.00	B310	Zoom conference with J. Pomerantz, T. Moyron, etc. re claims adjudication issues (.5); review and respond to emails re same (.2).
01/11/24	T. Moyron	0.20	160.00	B310	Analyze email from I. Lee, J. Pomerantz, et al., re disputed claims schedule.
01/11/24	T. Moyron	0.10	80.00	B310	Analyze email from S. Christianson re Oracle Cure Objection.
01/12/24	R. Richards	0.70	560.00	B310	Review and comment on new Ankura and KCC engagement letters.
01/16/24	R. Wicks	0.10	63.00	B310	Analyze correspondence with T. Moyron and S. Maizel regarding HHS claim.
01/16/24	R. Wicks	0.20	126.00	B310	Analyze correspondence with S. Maizel and L. Gardner regarding HHS claim.
01/16/24	R. Wicks	0.10	63.00	B310	Analyze correspondence with S. Maizel, I. Lee, et. al regarding HHS claim.
01/16/24	R. Wicks	0.20	126.00	B310	Analyze draft stipulation to resolve Hernandez claim.
01/16/24	R. Wicks	0.10	63.00	B310	Analyze correspondence from J. Pomerantz regarding Hernandez stipulation.
01/16/24	L. Macksoud	0.20	145.80	B310	Review and finalize stipulation for Vitamin D.
01/16/24	S. Maizel	0.70	560.00	B310	Review and respond to emails re HHS claims.
01/17/24	S. Maizel	0.50	400.00	B310	Review and respond to emails re settlement of claim of C. Hernandez.
01/17/24	R. Wicks	0.20	126.00	B310	Analyze correspondence with S. Hull, S. Maizel, et. al regarding HHS cost report discrepancies related to HHS claim.
01/17/24	R. Wicks	0.40	252.00	B310	Prepare amendments to Crystal Hernandez claim stipulation.
01/17/24	R. Wicks	0.20	126.00	B310	Analyze correspondence with I. Lee, J. Pomerantz, et al regarding Crystal Hernandez claim stipulation.
01/17/24	R. Wicks	0.20	126.00	B310	Analyze correspondence from S. Maizel, T. Moyron, et. al regarding Crystal Hernandez claim.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2729514

February 29, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
01/17/24	R. Richards	0.20	160.00	B310	Call with Moyron and follow up re comments on Ankura Engagement Letter.
01/18/24	R. Wicks	0.20	126.00	B310	Analyze correspondence with L. Macksoud, S. Maizel, and T. Moyron regarding stipulation to resolve Crystal Hernandez claim.
01/18/24	S. Maizel	0.40	320.00	B310	Review and respond to emails re C. Hernandez claim.
01/18/24	L. Macksoud	0.30	218.70	B310	Review stipulation relating to C. Hernandez (.1); confer with S. Maizel re same (.2).
01/19/24	S. Maizel	0.30	240.00	B310	Review and respond to email from Fair Harbor Capital re assigned claims.
01/19/24	R. Wicks	0.30	189.00	B310	Finalize stipulation to resolve Wermers rejection claim.
01/19/24	R. Wicks	0.10	63.00	B310	Analyze correspondence from S. Maizel regarding traded claims.
01/20/24	R. Wicks	0.10	63.00	B310	Analyze correspondence from T. Cazares regarding traded claims.
01/22/24	R. Wicks	0.10	63.00	B310	Analyze correspondence with L. Macksoud, T. Moyron, et al regarding stipulation to resolve Crystal Hernandez claim.
01/22/24	R. Wicks	0.10	63.00	B310	Analyze correspondence with J. Pomerantz regarding stipulation to resolve Crystal Hernandez claim.
01/22/24	L. Macksoud	0.70	510.30	B310	Review and revise draft stipulation with C. Hernandez (.5); confer with client (.1) and counsel to committee (.1) re same.
01/23/24	G. Medina	0.70	239.40	B310	Call from former employee regarding withdrawal of claim and to be removed from service list (0.4); correspond with KCC regarding removal from service list and withdrawal of claim number 83 (0.2); follow-up with former employee related to email sent by claims agent to confirm request to be removed from service list and claim withdrawn (0.1).
01/23/24	R. Wicks	0.10	63.00	B310	Analyze correspondence from R. Maclsaac regarding Crystal Hernandez stipulation.
01/25/24	R. Wicks	0.10	63.00	B310	Review order granting Crystal Hernandez stipulation.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2729514

February 29, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
01/25/24	R. Wicks	0.10	63.00	B310	Analyze correspondence with J. Pomerantz, L. Macksoud, et. al regarding order approving Crystal Hernandez stipulation.
01/26/24	R. Wicks	0.10	63.00	B310	Analyze correspondence with J. Pomerantz regarding order approving Vitamin D claims stipulation.
01/28/24	R. Richards	0.20	160.00	B310	Review updated Liquidating Trust Agreement.
01/29/24	R. Wicks	0.20	126.00	B310	Review orders sustaining claim objections.
	Subtotal	13.50	9,560.80		

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

Date	Timekeeper	Hours	Amount	Task	Narrative
01/02/24	G. Miller	0.30	218.70	B320	Review UST objection to confirmation.
01/02/24	R. Wicks	1.60	1,008.00	B320	Analyze US Trustee objection to plan confirmation.
01/02/24	R. Wicks	0.20	126.00	B320	Correspond with T. Moyron and S. Maizel regarding US Trustee objection.
01/02/24	R. Wicks	0.30	189.00	B320	Correspond with S. Maizel regarding US Trustee objection to plan confirmation.
01/03/24	R. Wicks	0.10	63.00	B320	Analyze correspondence from T. Moyron regarding discussions with Committee counsel regarding UST objection and plan issues.
01/03/24	S. Maizel	0.20	160.00	B320	Review and respond to emails re exclusivity motion.
01/03/24	S. Maizel	0.10	80.00	B320	Review and respond to emails re UST objection to plan confirmation.
01/03/24	R. Wicks	0.10	63.00	B320	Analyze correspondence from S. Reitzel regarding current ballots.
01/03/24	R. Wicks	2.40	1,512.00	B320	Prepare fourth motion to extend exclusivity.
01/03/24	R. Wicks	0.20	126.00	B320	Correspond with S. Maizel and T. Moyron regarding motion to extend plan exclusivity.
01/03/24	T. Moyron	0.40	320.00	B320	Correspond with S. Golden re UST objection (.1); analyze UST objection (.3).
01/03/24	T. Moyron	0.10	80.00	B320	Correspond with R. Wicks re exclusivity.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2729514

February 29, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
01/04/24	S. Maizel	0.50	400.00	B320	Zoom conference with J. Pomerantz, S. Golden, etc. re US Trustee objection to plan confirmation.
01/04/24	S. Maizel	0.20	160.00	B320	Multiple calls with creditors re plan solicitation issues.
01/04/24	S. Maizel	0.20	160.00	B320	Zoom call with Hooper Lundy attorneys re impact of plan confirmation on pending litigation.
01/04/24	R. Wicks	0.20	126.00	B320	Correspond with T. Moyron and S. Maizel regarding opt-out language in the plan.
01/04/24	R. Wicks	0.20	126.00	B320	Correspond with T. Moyron and S. Maizel regarding interest language in the Plan.
01/04/24	R. Wicks	1.30	819.00	B320	Prepare fourth motion to extend exclusivity.
01/04/24	R. Wicks	0.40	252.00	B320	Call with T. Moyron, S. Maizel, J. Pomerantz, S. Golden regarding UST plan objection.
01/05/24	G. Medina	0.70	239.40	B320	Correspond with R. Wicks regarding fourth motion and notice of hearing on exclusivity (0.1); coordinate with KCC regarding proof of service (0.2); review and send proof of service prepared by KCC to R. Wicks (0.1); correspond with KCC regarding timing and service (0.2); call R. Wicks regarding KCC service deadlines (0.1).
01/05/24	R. Wicks	0.20	126.00	B320	Correspond with G. Medina regarding certificate of service and filing of exclusivity motion.
01/05/24	R. Wicks	0.20	126.00	B320	Call with R. Paluso regarding hearing time for exclusivity motion.
01/05/24	R. Wicks	0.50	315.00	B320	Review plan provisions regarding interest payments.
01/05/24	R. Wicks	0.10	63.00	B320	Correspond with R. MacIsaac, I. Lee, et.al regarding exclusivity motion.
01/05/24	R. Wicks	0.10	63.00	B320	Correspond with S. Golden, J. Pomerantz, et. al regarding exclusivity motion.
01/05/24	R. Wicks	0.60	378.00	B320	Finalize and file exclusivity motion.
01/05/24	T. Moyron	0.90	720.00	B320	Analyze and provide comments to exclusivity motion (.6); correspond with R. Wicks re same (.3).

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2729514

February 29, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
01/07/24	R. Wicks	0.10	63.00	B320	Correspond with T. Moyron regarding setting call with US Trustee to discuss plan objection.
01/08/24	T. Moyron	1.30	1,040.00	B320	Zoom meeting with S. Maizel and R. Wicks regarding pending issues, including tabulation of votes on plan, UST and Oracle objections and proposed joint plan in connection therewith, stipulation proposed by Premier creditors, and other matters.
01/08/24	T. Moyron	1.10	880.00	B320	Analyze emails from A. Mojdehi, counsel for Premier creditors and respond to same (.2); analyze proposed stipulation resolving plan matters (.3); analyze emails from counsel regarding extension while stipulation is finalized (.1); analyze stipulation prepared by counsel for Premier creditors re extension (.1) and prepare comments thereto and circulate same (.2); correspond with M. Turpin, et al., regarding finalization and filing of same (.2).
01/08/24	T. Moyron	0.20	160.00	B320	Calls with S. Maizel re plan matters.
01/08/24	T. Moyron	0.20	160.00	B320	Analyze and prepare comment to notice of errata re plan time.
01/08/24	R. Wicks	1.30	819.00	B320	Conference call with T. Moyron and S. Maizel regarding confirmation memo, reply to Oracle and US Trustee objections, Premier stipulation, and other issues.
01/08/24	R. Wicks	0.20	126.00	B320	Review Borrego ballot summary.
01/08/24	R. Wicks	0.30	189.00	B320	Correspond with S. Reitzel regarding voting declaration and ballot summary.
01/08/24	R. Wicks	0.20	126.00	B320	Correspond with T. Moyron and S. Maizel regarding confirmation hearing.
01/08/24	R. Wicks	0.40	252.00	B320	Prepare notice of errata.
01/08/24	R. Wicks	0.40	252.00	B320	Finalize and file notice of errata.
01/08/24	R. Wicks	1.20	756.00	B320	Analyze and prepare comments to stipulation with Premier creditors.
01/08/24	R. Wicks	0.20	126.00	B320	Correspond with I. Lee regarding Oracle objection.
01/08/24	R. Wicks	0.20	126.00	B320	Correspond with S. Golden regarding Oracle objection.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2729514

February 29, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
01/08/24	R. Wicks	0.20	126.00	B320	Correspond with S. Golden, T. Moyron, J. Pomerantz, et. al regarding Premier creditors' stipulation.
01/08/24	R. Wicks	0.50	315.00	B320	Analyze proposed stipulation to extend deadlines for Premier creditors to object to the Plan.
01/08/24	R. Wicks	0.40	252.00	B320	Analyze correspondence with A. Mojdehi, T. Moyron, S. Golden, et. al regarding stipulations to resolve certain issues with Premier creditors and extend deadlines.
01/08/24	R. Wicks	0.20	126.00	B320	Correspond with H. Hong regarding discussion of US Trustee objections to Plan.
01/08/24	S. Maizel	1.30	1,040.00	B320	Zoom conference with T. Moyron and R. Wicks re confirmation issues.
01/08/24	S. Maizel	0.30	240.00	B320	Review and respond to correspondence from creditor re confirmation issues.
01/08/24	G. Medina	0.40	136.80	B320	Correspond with R. Wicks and file notice of errata regarding hearing on fourth motion to extend exclusivity.
01/09/24	S. Maizel	0.30	240.00	B320	Review and respond to emails re Premier objection to plan confirmation.
01/09/24	S. Maizel	0.30	240.00	B320	Review and respond to emails re plan confirmation issues.
01/09/24	R. Wicks	0.30	189.00	B320	Correspond with S. Christianson regarding resolution of Oracle objection to Plan confirmation.
01/09/24	R. Wicks	0.10	63.00	B320	Correspond with Hooper Lundy attorneys regarding Premier stipulation language.
01/09/24	R. Wicks	0.20	126.00	B320	Correspond with G. Miller regarding third party release language.
01/09/24	R. Wicks	0.20	126.00	B320	Call with T. Moyron regarding confirmation brief.
01/09/24	R. Wicks	8.10	5,103.00	B320	Prepare confirmation brief and reply to objections to confirmation.
01/09/24	R. Wicks	0.40	252.00	B320	Analyze correspondence with A. Mojehdi, T. Moyron, S. Golden, et. al regarding stipulation related to Premier claims and the Plan.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2729514

February 29, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
01/09/24	R. Wicks	0.50	315.00	B320	Prepare revisions to stipulation with Premier claimants regarding plan and claim issues.
01/09/24	R. Wicks	0.20	126.00	B320	Correspond with I. Lee regarding Oracle objection and related issues, including payment of invoices.
01/09/24	G. Miller	1.10	801.90	B320	Review UST objection to Plan (.4); review Plan provisions re third party releases and email R. Wicks re same (.7).
01/10/24	G. Miller	0.20	145.80	B320	Call with T. Moyron, R. Wicks and S. Maizel re UST objection to third party releases.
01/10/24	R. Wicks	0.30	189.00	B320	Prepare email to H. Hong regarding release language and UST Objection.
01/10/24	R. Wicks	0.10	63.00	B320	Analyze correspondence from CJ Pease regarding payment of Oracle invoice in relation to Oracle Plan objection.
01/10/24	R. Wicks	0.20	126.00	B320	Call with G. Miller, T. Moyron, S. Maizel regarding release language in Plan.
01/10/24	R. Wicks	0.50	315.00	B320	Call with H. Hong, T. Moyron, S. Golden regarding US Trustee objection.
01/10/24	R. Wicks	0.20	126.00	B320	Call with T. Moyron and S. Golden regarding US Trustee objection.
01/10/24	R. Wicks	0.30	189.00	B320	Call with I. Lee regarding Administrative Claim Reserves and other plan issues.
01/10/24	R. Wicks	4.10	2,583.00	B320	Prepare confirmation brief and reply to objections.
01/10/24	R. Wicks	0.10	63.00	B320	Call with S. Rinaldi regarding Premier Stipulation.
01/10/24	R. Wicks	0.20	126.00	B320	Correspond with S. Reitzel regarding voting declaration.
01/10/24	R. Wicks	0.40	252.00	B320	Analyze correspondence with T. Moyron, A. Mojdehi, S. Golden, et al regarding Premier stipulation.
01/10/24	R. Wicks	0.20	126.00	B320	Prepare revised Premier stipulation to incorporate consensual language.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2729514

February 29, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
01/10/24	T. Moyron	0.50	400.00	B320	Conference call with S. Maizel and S. Rinaldi regarding accounts, stipulation and related matters (.1); call with I. Lee regarding same (.1); and call with S. Maizel regarding language and resolution (.3).
01/10/24	T. Moyron	1.30	1,040.00	B320	Conference call with G. Miller, et al., regarding third party releases and proposed language to partially address UST objection (.2); attention to related language and emails with R. Wicks regarding same (.3); call with H. Hong, S. Golden, and R. Wicks regarding UST objections to plan, questions related thereto, potential resolution on certain issues (.5); call with S. Golden and R. Wicks regarding same (.2); call with R. Wicks regarding potential resolution and related issues (.1).
01/10/24	S. Maizel	1.10	880.00	B320	Telephone conference with T. Moyron, etc. re UST objections to plan (.3); review and respond to emails re same (.3); telephone conference with T. Moyron and I. Lee re issues related to plan confirmation (.2); telephone conference with T. Moyron re plan confirmation issues (.3).
01/11/24	R. Wicks	2.40	1,512.00	B320	Prepare confirmation memo and reply to plan objections.
01/11/24	R. Wicks	0.90	567.00	B320	Prepare motion to exceed page limit.
01/11/24	R. Wicks	1.40	882.00	B320	Prepare voting declaration and tabulation exhibits.
01/11/24	R. Wicks	0.10	63.00	B320	Correspond with I. Lee, S. Rinaldi, et al regarding confirmation memo.
01/11/24	R. Wicks	0.30	189.00	B320	Correspond with S. Golden and J. Pomerantz, et. al regarding confirmation memo.
01/11/24	R. Wicks	0.20	126.00	B320	Correspond with S. Reitzel, T. Moyron, et. al regarding voting declaration.
01/11/24	R. Wicks	0.10	63.00	B320	Analyze correspondence from S. Christianson regarding resolving Oracle objection.
01/11/24	R. Wicks	0.10	63.00	B320	Analyze correspondence from I. Lee regarding disputed claims schedule.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2729514

February 29, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
01/11/24	R. Wicks	1.10	693.00	B320	Finalize and file confirmation brief, motion to exceed page limit, and voting declaration.
01/11/24	S. Maizel	3.00	2,400.00	B320	Review and revise motion to exceed page limit on memo in support of confirmation (.8); review and revise memo in support of confirmation (1.5); multiple calls with T. Moyron re memo in support of confirmation (.7).
01/11/24	T. Moyron	3.40	2,720.00	B320	Analyze, prepare and finalize memorandum including replies to objection therein (2.8); correspond with R. Wicks and S. Maizel re same (.6).
01/11/24	T. Moyron	0.20	160.00	B320	Correspond with S. Rinaldi, R. Richards, et al., regarding draft engagement agreements for KCC and Ankura.
01/11/24	T. Moyron	0.30	240.00	B320	Analyze and provide comment on motion to exceed page limit (.2); correspond with R. Wick re same (.1).
01/11/24	T. Moyron	2.50	2,000.00	B320	Analyze and prepare comments to confirmation memorandum (1.3); analyze emails from I. Lee, S. Golden and K. Coburn re same (.3); analyze voting declaration and attention to various questions (.4); correspond with R. Wicks re same (.2); analyze related emails from KCC and related documents (.3).
01/12/24	T. Moyron	0.20	160.00	B320	Correspond with R. Wicks, et al. regarding KKC re confirmation hearing.
01/12/24	K.M. Howard	0.20	64.80	B320	Email exchanges with S. Maizel and T. Moyron regarding the upcoming confirmation hearing (.1); email exchanges with R. Wicks regarding same (.1).
01/12/24	K.M. Howard	1.70	550.80	B320	Prepare materials for confirmation hearing.
01/12/24	R. Wicks	0.10	63.00	B320	Correspond with T. Cazares regarding payment of Oracle invoice in relation to Oracle plan objection.
01/12/24	R. Wicks	0.20	126.00	B320	Correspond with K. Howard, S. Maizel, et. al regarding preparation for confirmation hearing.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2729514

February 29, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
01/12/24	R. Wicks	0.20	126.00	B320	Correspond with S. Reitzel regarding confirmation hearing.
01/12/24	R. Wicks	0.10	63.00	B320	Review court order granting motion to exceed page limit on confirmation brief.
01/12/24	R. Wicks	0.70	441.00	B320	Prepare proposed confirmation order.
01/12/24	R. Wicks	1.70	1,071.00	B320	Prepare stipulation resolving Oracle objection.
01/12/24	R. Wicks	0.20	126.00	B320	Prepare response to Oracle regarding plan objection.
01/13/24	S. Maizel	0.50	400.00	B320	Telephone conference with T. Moyron re preparation for confirmation hearing.
01/15/24	G. Medina	0.60	205.20	B320	Correspond with R. Wicks and Prepare and file notice of Amended Disputed Claims Schedule.
01/15/24	R. Wicks	0.50	315.00	B320	Prepare notice of amended disputed claims schedule.
01/15/24	R. Wicks	0.20	126.00	B320	Finalize and file notice of amended plan supplement exhibit.
01/15/24	R. Wicks	5.90	3,717.00	B320	Prepare proposed confirmation order.
01/15/24	R. Wicks	0.40	252.00	B320	Prepare notice of confirmation and effective date.
01/15/24	R. Wicks	0.20	126.00	B320	Correspond with T. Moyron and S. Maizel regarding confirmation order.
01/15/24	R. Wicks	0.10	63.00	B320	Correspond with S. Golden and J. Pomerantz regarding confirmation order.
01/15/24	T. Moyron	1.20	960.00	B320	Correspond with Ankura, et al., regarding disputed claim schedule (.3); analyze draft notice regarding same and provide comment (.3); attention to confirmation order (.6).
01/16/24	T. Moyron	0.10	80.00	B320	Conference call with R. Wicks re confirmation order.
01/16/24	R. Wicks	0.20	126.00	B320	Call with T. Moyron regarding confirmation hearing.
01/16/24	R. Wicks	0.50	315.00	B320	Finalize and file Oracle stipulation.
01/16/24	R. Wicks	0.10	63.00	B320	Call with Isaac Lee regarding confirmation order, MOR, and Travelers settlement.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2729514

February 29, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
01/16/24	R. Wicks	0.20	126.00	B320	Call with S. Christianson regarding Oracle stipulation.
01/16/24	R. Wicks	1.80	1,134.00	B320	Prepare notice of proposed confirmation order.
01/16/24	R. Wicks	0.40	252.00	B320	Prepare proposed confirmation order.
01/16/24	R. Wicks	0.10	63.00	B320	Call with S. Christianson regarding revisions to Oracle stipulation.
01/16/24	R. Wicks	0.30	189.00	B320	Correspond with T. Moyron and S. Maizel regarding Oracle objection.
01/16/24	R. Wicks	0.30	189.00	B320	Call with T. Moyron, J. Pomerantz, S. Maizel regarding confirmation order.
01/16/24	R. Wicks	0.10	63.00	B320	Correspond with I. Lee, R. Maclsaac, et al regarding Oracle stipulation.
01/16/24	R. Wicks	0.10	63.00	B320	Correspond with S. Golden and J. Pomerantz regarding Oracle stipulation.
01/16/24	R. Wicks	0.10	63.00	B320	Correspond with I. Lee, R. Maclsaac et al regarding confirmation order.
01/16/24	R. Wicks	0.30	189.00	B320	Call with T. Moyron regarding confirmation order.
01/16/24	R. Wicks	0.20	126.00	B320	Analyze tentative ruling confirming plan.
01/16/24	S. Maizel	1.30	1,040.00	B320	Review and respond to emails re confirmation hearing (.5); zoom conference with PSZJ re confirmation issues (.1); review and forward tentative ruling re confirmation hearing (.1); review materials in preparation for confirmation hearing (.6).
01/16/24	T. Moyron	2.30	1,840.00	B320	Analyze comments from Committee counsel re order (.2); analyze emails from Committee counsel, I. Lee, et al., regarding confirmation order (.6); analyze tentative ruling re plan (.1); analyze order and provide comments thereon (1.4).
01/17/24	R. Wicks	2.30	1,449.00	B320	Prepare for hearing including outline of oral argument regarding US Trustee objections.
01/17/24	R. Wicks	1.00	630.00	B320	Attend confirmation hearing.
01/17/24	R. Wicks	2.00	1,260.00	B320	Drive home from confirmation hearing.
01/17/24	R. Wicks	0.40	252.00	B320	Prepare amended proposed order based on confirmation hearing.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2729514

February 29, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
01/17/24	S. Maizel	2.00	1,600.00	B320	Prepare for confirmation hearing (1.0); participate in confirmation hearing (1.0).
01/17/24	T. Moyron	1.80	1,440.00	B320	Meetings with S. Maizel and R. Wicks regarding UST objection, tabulation, and upcoming hearing (1.2); attend confirmation hearing on joint plan (.6).
01/18/24	R. Wicks	0.20	126.00	B320	Analyze correspondence from S. Maizel regarding confirmation order.
01/18/24	S. Maizel	1.50	1,200.00	B320	Review and revise confirmation order.
01/19/24	R. Wicks	1.90	1,197.00	B320	Prepare confirmation order.
01/19/24	R. Wicks	0.20	126.00	B320	Correspond with T. Moyron and S. Maizel regarding confirmation order.
01/19/24	R. Wicks	0.10	63.00	B320	Correspond with R. Maclsaac, I. Lee, et. al regarding confirmation order.
01/19/24	R. Wicks	0.10	63.00	B320	Correspond with S. Golden, J. Pomerantz, et. al regarding confirmation order.
01/19/24	R. Wicks	0.10	63.00	B320	Correspond with H. Hong regarding plan confirmation order.
01/21/24	T. Moyron	0.30	240.00	B320	Correspond with I. Lee re workplan and plan effective date call (.1); analyze excel workplan and various line items and tabs (.2).
01/22/24	R. Wicks	1.10	693.00	B320	Conference call with T. Moyron, S. Maizel, I. Lee, et al regarding tasks prior to effective date.
01/22/24	R. Wicks	0.10	63.00	B320	Analyze correspondence from S. Golden regarding confirmation order.
01/22/24	T. Moyron	1.10	880.00	B320	Participate in call with Ankura, S. Maizel, et al., re master work plan and items to be finalized for effective date.
01/23/24	S. Maizel	0.50	400.00	B320	Review working list of post-confirmation tasks from Ankura.
01/23/24	R. Wicks	0.10	63.00	B320	Correspond with H. Hong regarding confirmation order.
01/23/24	R. Wicks	0.10	63.00	B320	Correspond with T. Moyron and S. Maizel regarding confirmation order.
01/24/24	R. Wicks	0.40	252.00	B320	Finalize confirmation order for submission to the Court.

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2729514

February 29, 2024

Date	Timekeeper	Hours	Amount	Task	Narrative
01/24/24	R. Wicks	0.10	63.00	B320	Call H. Hong regarding confirmation order.
01/24/24	G. Medina	0.60	205.20	B320	Review request from R. Wicks related to conformation order and prepare and assemble confirmation order and send to R. Wicks, T. Moyron and S. Maizel (0.5); upload confirmation order (0.1).
01/25/24	G. Medina	0.20	68.40	B320	Download and circulate confirmation to T. Moyron, S. Maizel and R. Wicks.
01/25/24	R. Wicks	0.20	126.00	B320	Analyze correspondence with S. Rinaldi, I. Lee, T. Moyron et. al regarding confirmation order and liquidating trust documents.
01/25/24	R. Wicks	0.10	63.00	B320	Analyze correspondence with T. Moyron and S. McCandless regarding independent contractor agreements for liquidating trust.
01/25/24	R. Wicks	0.10	63.00	B320	Review order confirming chapter 11 plan.
01/25/24	G. Miller	0.60	437.40	B320	Finalize Liquidating Trust Agreement.
01/25/24	S. Maizel	0.10	80.00	B320	Review and respond to emails re entry of order confirming the plan.
01/26/24	S. Maizel	0.50	400.00	B320	Meeting with N. Ganti, Co-Liquidating Trustee, re post effective date matters.
01/26/24	T. Moyron	0.40	320.00	B320	Analyze email from S. Rinaldi regarding effective date, distributions and related matters (.1); analyze plan in connection therewith (.2); prepare email regarding same (.1).
01/26/24	R. Wicks	0.10	63.00	B320	Analyze correspondence with T. Moyron, S. Rinaldi, et al regarding minimal requirements to go effective.
01/28/24	R. Wicks	0.10	63.00	B320	Analyze correspondence from S. Rinaldi regarding liquidating trust agreement.
01/29/24	R. Wicks	0.10	63.00	B320	Analyze correspondence from N. Ganti regarding liquidating trust agreement.
01/29/24	G. Miller	0.30	218.70	B320	Review revised Liquidating Trust Agreement.
	Subtotal	104.40	70,447.10		

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2729514

February 29, 2024

EMP - Employee matters

Date	Timekeeper	Hours	Amount	Task	Narrative
01/27/24	R. Wicks	0.10	63.00	EMP	Analyze correspondence from S. McCandless regarding independent contractor agreements.
	Subtotal	0.10	63.00		

MED/CMS- Medicare/CMS Issues

Date	Timekeeper	Hours	Amount	Task	Narrative
01/18/24	T. Moyron	0.80	640.00	MED/CMS	Teams meeting with S. Hull, I. Lee, et al., regarding medicare cost reports and related issues (.5); analyze related emails (.3).
	Subtotal	0.80	640.00		

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
S. Maizel	\$ 800.00	26.00	\$ 20,800.00
T. Moyron	\$ 800.00	25.20	\$ 20,160.00
G. Miller	\$ 729.00	2.50	\$ 1,822.50
L. Macksoud	\$ 729.00	3.60	\$ 2,624.40
R. Richards	\$ 800.00	1.10	\$ 880.00
S. McCandless	\$ 800.00	3.30	\$ 2,640.00
R. Wicks	\$ 630.00	75.50	\$ 47,565.00
S. Ruben	\$ 499.50	0.60	\$ 299.70
G. Medina	\$ 342.00	3.50	\$ 1,197.00
K.M. Howard	\$ 324.00	<u>1.90</u>	<u>\$ 615.60</u>
Totals		143.20	\$ 98,604.20

Borrego Community Health Foundation  
 Matter: 15810746-000002  
 Invoice No.: 2729514

February 29, 2024

SUMMARY OF AMOUNT DUE BY TASK CODE

Task Code	Task Code Name	Fees
B110	Case Administration	9,582.30
B130	Asset Disposition	315.00
B150	Meetings of and Communications with Creditors	189.00
B160	Fee/Employment Applications	526.00
B190	Other Contested Matters (excl. assumption/rejection motions)	1,512.00
B195	Non-Working Travel	1,449.00
B230	Financing/Cash Collections	320.00
B260	Board of Directors Matters	4,000.00
B310	Claims Administration and Objections	9,560.80
B320	Plan and Disclosure Statement (incl. Business Plan)	70,447.10
EMP	Employee matters	63.00
MED/CMS	Medicare/CMS Issues	640.00
	Total This Matter	\$98,604.20

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
1/12/2024	Delivery & Postage ACE ATTORNEY 113898 DELIVER RUSH TO TANIA MOYRON	48.68
1/12/2024	Delivery & Postage ACE ATTORNEY 113898 DELIVER RUSH TO SAM MAZIEL 2	28.33
	SUBTOTAL	77.01
1/8/2024	Lexis WICKS\ REBECCA	47.50
1/25/2024	Lexis MOYRON\ TANIA	52.15
1/25/2024	Lexis MOYRON\ TANIA	150.13
	SUBTOTAL	249.78
	Total Disbursements	\$326.79

Borrego Community Health Foundation February 29, 2024  
Invoice #: 2729514

COMBINED TOTALS

Total Hours		143.20
Fee Total, all Matters	\$	98,604.20
Disbursement Total, all Matters	\$	326.79
Invoice Total, all Matters	\$	<u>98,930.99</u>
Amounts Received, Available to Apply Against Current or Future Invoices		100,000.00
Amount Due	\$	98,930.99



SNR Denton US LLP  
 601 S. Figueroa Street  
 Suite 2500  
 Los Angeles, California 90017-5704

snrdenton.com

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

February 29, 2024

Client #: 15810746

Statement of Account

According to our records, as of February 29, 2024, the amounts shown below are outstanding.  
 If your records are not in agreement with ours, please call us. Thank you.

<u>Date</u>	<u>Invoice No.</u>	<u>Invoice Amount</u>	<u>Payments/ Adjustments</u>	<u>Total</u>
09/30/23	2672266	\$ 98,005.95	(\$ 78,499.76)	\$ 19,506.19
10/31/23	2679858	\$ 129,875.45	(\$ 104,020.36)	\$ 25,855.09
11/30/23	2687822	\$ 135,695.10	(\$ 108,877.08)	\$ 26,818.02
12/14/23	2712257	\$ 115,857.35	(\$ 92,685.88)	\$ 23,171.47
01/31/24	2722918	\$ 91,006.10	\$ 0.00	\$ 91,006.10
02/29/24	2729514	\$ 98,930.99	\$ 0.00	\$ 98,930.99
Total Outstanding Invoices				<u>\$ 285,287.86</u>
Credits On Account				\$ 100,000.00

Questions should be directed to:  
 S. Maizel  
 at 1 213 623 9300  
 Federal Tax I.D. Number 36-1796730

1 SAMUEL R. MAIZEL (SBN 189301)  
2 samuel.maizel@dentons.com  
3 TANIA M. MOYRON (SBN 235736)  
4 tania.moyron@dentons.com  
5 REBECCA M. WICKS (SBN 313608)  
6 rebecca.wicks@dentons.com  
7 Dentons US LLP  
8 601 South Figueroa Street, Suite 2500  
9 Los Angeles, CA 90017-5704  
10 Telephone: 213 623 9300  
11 Facsimile: 213 623 9924

12 Attorneys for Chapter 11 Debtor and Debtor  
13 In Possession

14 **UNITED STATES BANKRUPTCY COURT**  
15 **SOUTHERN DISTRICT OF CALIFORNIA**

16 In re:  
17 **BORREGO COMMUNITY**  
18 **HEALTH FOUNDATION,**  
19 Debtor and Debtor In Possession.

20 Case No. 22-02384  
21 Chapter 11 Case  
22 (Voluntary Petition Filed September 12,  
23 2022)

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

Judge: Hon. Laura S. Taylor

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

1 CSD 1143 (04/28/96)

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

4 DEBTOR: Borrego Community  
5 Health Foundation

PETITION DATE: September 12, 2022

6 CASE NO.: 22-02384

7 **MONTHLY FEE APPLICATION SUMMARY**

8 APPLICANT: Dentons US LLP

REPRESENTING: Debtor

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

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

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

**MONTHLY FEE APPLICATION**

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

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

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

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

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

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

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

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

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

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

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

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

4 Dated: March 28, 2024

DENTONS US LLP  
SAMUEL R. MAIZEL  
TANIA M. MOYRON

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

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

10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
DENTONS US LLP  
601 SOUTH FIGUEROA STREET, SUITE 2500  
LOS ANGELES, CALIFORNIA 90017-5704  
(213) 623-9300

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**EXHIBIT “1”**

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

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

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

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**EXHIBIT “2”**

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

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



SNR Denton US LLP  
601 S. Figueroa Street  
Suite 2500  
Los Angeles, California 90017-5704

dentons.com

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

March 19, 2024

**Invoice No. 2735541**

Client: 15810746

Payment Due Upon Receipt

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

Please return this page with your payment

In the case of mail deliveries to:

SNR Denton US LLP  
8000 Sears Tower  
Chicago, IL 60606

OR

In the case of overnight deliveries to:

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

Payment by wire transfer/ACH should be sent to:

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

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

Questions relating to this invoice should be directed to:

S. Maizel  
at 1 213 623 9300



of 1289  
 SNR Denton US LLP  
 601 S. Figueroa Street  
 Suite 2500  
 Los Angeles, California 90017-5704

dentons.com

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

March 19, 2024

**Invoice No. 2735541**

For Professional Services Rendered through February 14, 2024:

Matter: 15810746-000002  
 Postpetition

B110 - Case Administration

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

B130 - Asset Disposition

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

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

March 19, 2024

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

B160 - Fee/Employment Applications

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

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

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

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

March 19, 2024

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

B260 - Board of Directors Matters

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

B310 - Claims Administration and Objections

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

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

March 19, 2024

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

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

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

March 19, 2024

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

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

March 19, 2024

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

TIME AND FEE SUMMARY

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

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

March 19, 2024

SUMMARY OF AMOUNT DUE BY TASK CODE

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

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

COMBINED TOTALS

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



SNR Denton US LLP  
 601 S. Figueroa Street  
 Suite 2500  
 Los Angeles, California 90017-5704

snrdenton.com

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

March 19, 2024

Client #: 15810746

Statement of Account

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

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

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

Federal Tax I.D. Number 36-1796730