

1 VAN C. DURRER, II, ESQ. (SBN 226693)
Van.Durrer@Skadden.com
2 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
300 S. Grand Avenue, Suite 3400
3 Los Angeles, CA 90071
Telephone: (213) 687-5000
4 Facsimile: (213) 687-5600

5 *Special Corporate Counsel to the Board of Trustees of*
6 *Borrego Community Health Foundation*

7 **UNITED STATES BANKRUPTCY COURT**
8 **SOUTHERN DISTRICT OF CALIFORNIA**

9
10 In re

11 **BORREGO COMMUNITY**
12 **HEALTH FOUNDATION,**

13 Debtor and Debtor
14 in Possession.

Case No. 22-02384-11

Chapter 11 Case

**SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP'S FIRST AND FINAL
FEE APPLICATION FOR
ALLOWANCE AND PAYMENT OF
COMPENSATION AND
REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FEBRUARY 13, 2023
THROUGH AUGUST 31, 2023 AS
SPECIAL CORPORATE COUNSEL TO
THE BOARD OF TRUSTEES OF
BORREGO COMMUNITY HEALTH
FOUNDATION**

Judge: Honorable Laura S. Taylor

Date: June 12, 2024

Time: 10:00 a.m. PDT

Location: Department 3

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
300 SOUTH GRAND AVENUE, SUITE 3400
LOS ANGELES, CALIFORNIA 90017-3144
213 687 5000

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 **FIRST AND FINAL FEE APPLICATION SUMMARY**

8
 9 APPLICANT: Skadden, Arps, Slate,
 10 Meagher & Flom LLP

REPRESENTING: Board of Trustees of
Borrego Community Health Foundation

11 **ORDER APPROVING EMPLOYMENT:** Docket No. 695

FEE CATEGORIES	February 13, 2023 – August 31, 2023 (APPLICATION PERIOD)	
	HOURS	AMOUNT REQUESTED
General Corporate Advice	39.10	\$61,690.50
Retention / Fee Matters (SASM&F)	73.70	\$69,260.00
FEE TOTAL:	112.80	\$130,950.50
EXPENSE CATEGORIES	February 13, 2023 – August 31, 2023 (APPLICATION PERIOD)	
	AMOUNT REQUESTED	
Outside Research		\$44.90
EXPENSE TOTAL:		\$44.90
GRAND TOTAL:		\$130,995.40¹

23
 24
 25 ¹ This amount represents 100% of the fees Skadden billed the Debtors during the Application
 26 Period. Skadden voluntarily reduced its fees by \$27,259.00 and its expenses by \$10.50 during the
 27 Application Period. In the event of any objections, Skadden reserves the right to request these
 28 amounts.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
 300 SOUTH GRAND AVENUE, SUITE 3400
 LOS ANGELES, CALIFORNIA 90017-3144
 213 687 5000

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 CONTENTS

I. INTRODUCTION 1

II. JURISDICTION AND VENUE 1

III. STATEMENT OF FACTS 2

 A. GENERAL BACKGROUND AND NARRATIVE SUMMARY OF THE
 CASES 2

 B. GUIDELINES PURSUANT TO WHICH THIS APPLICATION HAS
 BEEN PREPARED 3

 C. PREVIOUSLY FILED FEE APPLICATIONS 3

 D. ACTUAL AND NECESSARY EXPENSES 4

IV. SUMMARY OF COMPENSATION REQUESTED 4

 A. PROFESSIONALS AND HOURLY RATES 4

 B. PREVIOUSLY PAID COMPENSATION 5

 C. PROJECT BILLING 5

V. REVIEW AND CERTIFICATION 6

 A. CLIENT REVIEW 6

 B. CERTIFICATION OF COUNSEL 6

VI. LEGAL ARGUMENT 7

VII. OTHER COMPLIANCE WITH REVISED UST GUIDELINES 9

VIII. CONCLUSION 10

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
300 SOUTH GRAND AVENUE, SUITE 3400
LOS ANGELES, CALIFORNIA 90017-3144
213 687 5000

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)..... 8

In re Drexel Burnham Lambert Grp., Inc.,
133 B.R. 13 (Bankr. S.D.N.Y. 1991)..... 8

In re Nucorp Energy, Inc.,
764 F.2d 655, 658 (9th Cir. 1985) 8

Statutes

11 U.S.C. § 330 1, 3, 7, 8

11 U.S.C. § 331 1

28 U.S.C. § 157 1

28 U.S.C. § 1334..... 1

28 U.S.C. § 1408..... 1

28 U.S.C. § 1409..... 1

Other Authorities

Federal Rules of Bankruptcy Rule 2016..... 1

Local Bankruptcy Rules Rule 2016-2 1

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
300 SOUTH GRAND AVENUE, SUITE 3400
LOS ANGELES, CALIFORNIA 90017-3144
213 687 5000

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
300 SOUTH GRAND AVENUE, SUITE 3400
LOS ANGELES, CALIFORNIA 90017-3144
213 687 5000

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

I. INTRODUCTION

Pursuant to §§ 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”),² and Rule 2016-2 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District California (the “LBR”), Skadden, Arps, Slate, Meagher & Flom LLP (“Skadden”), special corporate counsel to the Board of Trustees of Borrego Community Health Foundation (the “Board”), the debtor and debtor in possession (the “Debtor”) in the above-captioned case (the “Case”), hereby submits its *First and Final Fee Application of Skadden, Arps, Slate, Meagher & Flom LLP, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period of February 13, 2023 through August 31, 2023 as Special Corporate Counsel to the Board of Trustees of Borrego Community Health Foundation* (the “Application”).

By this Application, Skadden seeks entry of an order allowing compensation on an final basis in the amount of \$130,950.50 for reasonable and necessary legal services Skadden rendered to the Board during the period of February 13, 2023, through August 31, 2023 (the “Application Period”) and \$44.90 for reimbursement of actual and necessary expenses incurred during the Application Period for a total of \$130,995.40. In support of this Application, Skadden respectfully represents as follows:

II. JURISDICTION AND VENUE

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

² Unless specified otherwise, all chapter and section references are to the Bankruptcy Code, 11 U.S.C. §§ 101-1532, and all “Bankruptcy Rule” references are to the Federal Rules of Bankruptcy Procedure.

1 **III. STATEMENT OF FACTS**

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

3 1. On September 12, 2022 (“Petition Date”), the Debtor filed a voluntary
4 petition for relief under chapter 11 of the Bankruptcy Code. Since the
5 commencement of its Case, the Debtor has been operating its business as a debtor in
6 possession pursuant to §§ 1107 and 1108.

7 2. The Debtor is a nonprofit Federally Qualified Health Center (“FQHC”)
8 that provides health care services to low income and rural patients (collectively,
9 “Patients”) in San Diego and Riverside Counties through a system of eighteen clinics,
10 two pharmacies, and six mobile units. In 2021, the Debtor provided approximately
11 386,000 patient care visits to over 94,000 patients. The Debtor’s services include
12 comprehensive primary care, urgent care, behavioral health, dental services, specialty
13 care, transgender health, women’s health, prenatal care, veteran’s health, chiropractic
14 services, telehealth, and pharmacy.

15 3. FQHCs are federally designated entities that receive higher state
16 payments to provide health care services to low-income and rural families and
17 families in underserved communities with incomes below 200% of the poverty level.
18 As an FQHC, the Debtor strives to deliver high-quality, comprehensive,
19 compassionate primary health care to people in the surrounding area, regardless of
20 ability to pay.

21 4. Additional background regarding the Debtor, including an overview of
22 the Debtor’s business and additional events leading up to this Case, is set forth in the
23 *Declaration of Isaac Lee, Chief Restructuring Officer, in Support of Debtor’s*
24 *Emergency First Day Motions* [Docket No. 7] (the “First-Day Declaration”).

25 5. On September 26, 2022, the Office of the United States Trustee (the
26 “UST”) appointed an Official Committee of Unsecured Creditors (the “Committee”)
27 in this Case. [Docket No. 49].

28

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
300 SOUTH GRAND AVENUE, SUITE 3400
LOS ANGELES, CALIFORNIA 90017-3144
213 687 5000

1 6. As set forth in the First-Day Declaration, the Debtor appointed Isaac Lee
2 of Ankura Consulting Group, LLC as its Chief Restructuring Officer.

3 7. On April 17, 2023, the Debtor filed the *Application for an Order*
4 *Authorizing the Retention of Skadden, Arps, Slate, Meagher & Flom LLP as Special*
5 *Corporate Counsel to the Board of Trustees of Borrego Community Health*
6 *Foundation* [Docket No. 632] (the “Employment Application”). On May 9, 2023, the
7 Court approved the Employment Application, effective as of February 13, 2023
8 [Docket No. 695] (the “Retention Order”). The Retention Order authorizes Skadden
9 to be compensated on an hourly basis and to be reimbursed for actual and necessary
10 out-of-pocket expenses.

11 **B. Guidelines Pursuant to which this Application Has Been Prepared**

12 8. Attorneys retained pursuant to §§ 327 or 1103 must comply with certain
13 requirements of the United States Trustee’s Guidelines for Reviewing Applications
14 for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. §330 by
15 Attorneys in Larger Chapter 11 Cases (the “Revised UST Guidelines”). Charts and
16 tables based on such forms are attached hereto as exhibits and filled out with data
17 relevant to these Cases: **Exhibit A**, Customary and Comparable Compensation
18 Disclosures with Fee Applications; **Exhibit B**, Summary of Timekeepers Included in
19 this Fee Application; **Exhibit C-1**, Budget; **Exhibit C-2**, Staffing Plan; **Exhibit D-1**,
20 Summary of Compensation Requested by Project Category; **Exhibit D-2**, Summary
21 of Expense Reimbursement Requested by Category; and **Exhibit E**, Summary Cover
22 Sheet of Fee Application.

23 **C. Previously Filed Fee Applications**

24 9. In order to reduce costs associated with preparation and filing of
25 monthly fee applications pursuant to that certain and the *Order On Debtor’s Motion*
26 *Establishing Procedures For Monthly Payment Of Fees And Expense* entered on
27 December 5, 2022 (the “Fee Procedures Order”) [Docket No. 263], which authorized
28 certain professionals to submit monthly applications for interim compensation and

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
300 SOUTH GRAND AVENUE, SUITE 3400
LOS ANGELES, CALIFORNIA 90017-3144
213 687 5000

1 reimbursement for expenses and, subject to a lack of objections to such application,
2 authorized the Debtor to pay each applying professional eighty percent of the
3 requested fees and one hundred percent of the requested expenses pursuant to the
4 procedures specified therein.

5 10. Skadden did not previously file any monthly fee applications or any
6 interim fee applications for the Application Period and has not received any
7 compensation for the fees or reimbursement for the expenses requested herein.
8 Accordingly, attached hereto as **Exhibit F** are detailed daily time logs describing the
9 actual and necessary services provided by Skadden and descriptions of the actual and
10 necessary expenses incurred by Skadden on behalf of the Board during the period
11 covered by this Application which would have otherwise been filed with such
12 monthly fee applications.

13 **D. Actual and Necessary Expenses**

14 11. A summary of actual and necessary expenses incurred by Skadden for
15 the Application Period is attached hereto as part of **Exhibit D-2**.

16 **IV. SUMMARY OF COMPENSATION REQUESTED**

17 **A. Professionals and Hourly Rates**

18 In compliance with the Revised UST Guidelines, **Exhibit B** provides the
19 names of all the attorneys who have provided services to the Board, their positions,
20 hourly rates, total number of hours spent on the Case during the Application Period,
21 and the total fees charged for the services they each provided to the Board during the
22 Application Period.

23 Skadden generally allocated tasks among the professionals based on their
24 comparative expertise, taking into consideration the knowledge and experience of
25 Skadden's professionals. Skadden represented the Board as efficiently as possible
26 during the Application Period.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
300 SOUTH GRAND AVENUE, SUITE 3400
LOS ANGELES, CALIFORNIA 90017-3144
213 687 5000

27
28

1 **B. Previously Paid Compensation**

2 To date, Skadden has not received any compensation on account for the
3 services it has rendered to the Board or the actual and necessary expenses it incurred
4 in rendering such services. Accordingly, Skadden seeks payment in the amount of
5 \$130,950.50 for reasonable and necessary legal services Skadden rendered to the
6 Board during the Application Period and \$44.90 for reimbursement of actual and
7 necessary expenses, which accounts for 100% of the fees sought and expenses
8 incurred by Skadden during such period. Skadden has received no money or
9 property—and has not been promised any money or property—in connection with
10 this case.

11 **C. Project Billing**

12 The services rendered by Skadden during the Application Period can be
13 grouped into the two categories set forth below. Skadden attempted to place the
14 services provided in the category that best relates to such services. These services,
15 performed by categories, are generally described below, with a more detailed
16 identification of the actual services provided set forth in the attached **Exhibit F**.
17 **Exhibit F** identifies the attorneys and paraprofessionals who rendered services
18 relating to each category, along with the number of hours for each individual and the
19 total compensation sought for each category.

20 **General Corporate Advice (Matter #1)**: During the Application Period,
21 Skadden professionals assisted and advised the Board with respect to various
22 corporate governance matters. This included advising the Board on issues relating
23 to (a) the settlement with the California Department of Health Care Services
24 (“DHCS”) entered into by and among the Debtor, the Committee, and DHCS
25 approved by this Court at Docket No. 544, (b) the Debtor’s sale to Desert Aids Project
26 d/b/a/ DAP Health approved by this court at Docket No. 559 (the “Sale”),
27 (c) compliance with director duties, and (d) director’s and officer’s insurance.
28 Skadden professionals also prepared board resolutions and reviewed press releases

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
300 SOUTH GRAND AVENUE, SUITE 3400
LOS ANGELES, CALIFORNIA 90017-3144
213 687 5000

1 and attended a hearing in the Case regarding the DHCS settlement and Sale in
2 furtherance of advising the Board.

3 **Fees: \$61,690.50 Hours: 39.10**

4 **Retention / Fee Matters (SASM&F) (Matter #33):** At the inception of its
5 involvement with the Board, Skadden professionals prepared and filed the
6 Employment Application, which included analyzing and researching related issues.
7 In preparing the pleadings and declarations, Skadden professionals conducted a
8 comprehensive conflicts analysis, which involved the review of many internal
9 connection report and the maintenance of a list of parties in interest in the Case
10 throughout the Application Period to comply with the ongoing disclosure
11 requirements of the Bankruptcy Code and Bankruptcy Rules. Skadden professionals
12 also discussed the Employment Application with the UST prior to its filing and
13 resolved the subsequent objections raised by the UST following the filing of the
14 Employment Application. *See* Docket Nos. 673 and 690.

15 **Fees: \$69,260.00 Hours: 73.70**

16 **V. REVIEW AND CERTIFICATION**

17 **A. Client Review**

18 Skadden has provided the Board and the Debtor with this Application for
19 review prior to filing.

20 **B. Certification of Counsel**

21 The undersigned counsel, on behalf of Skadden, certifies that in accordance
22 with the concurrently filed *Declaration of Van C. Durrer, II*:

23 a. I have read the Application;

24 b. Skadden's rates for specific clients and matters often reflect a variety of
25 factors and are subject to periodic adjustment. The compensation and expense
26 reimbursement requested in the Application are billed at rates that, in accordance
27 with Skadden's practices, are reasonable under the circumstances, proportional to the
28 amounts and issues at stake, and generally accepted by Skadden's clients;

1 c. At all relevant times, Skadden has been a disinterested person as that
2 term is defined in § 101(4) and has not represented or held an interest adverse to the
3 interests of the Debtor;

4 d. To the best of the knowledge, information, and belief of the
5 undersigned, formed after reasonable inquiry, no time has been billed to the Debtor
6 or the Board outside the scope of services authorized by the Retention Order;

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

10 f. To the best of the knowledge, information, and belief of the
11 undersigned, formed after reasonable inquiry, the compensation and expense
12 reimbursement sought herein is in conformity with the Fee Procedures Order, the
13 LBR, and the Revised UST Guidelines.

14 **VI. LEGAL ARGUMENT**

15 Skadden has endeavored to represent the Board in the most efficient manner
16 possible. Moreover, Skadden has endeavored to coordinate with other professionals
17 involved in this case to minimize any duplication of effort and to minimize attorneys'
18 fees and expenses to the Debtor.

19 No agreement or understanding exists between Skadden and any other person
20 for the sharing of compensation received or to be received for services rendered in or
21 in connection with this Chapter 11 Case.

22 With respect to the level of compensation, § 330 provides, in pertinent part,
23 that the Court may award to a professional person, “reasonable compensation for
24 actual, necessary services rendered.” Section 330(a)(3), in turn, provides that:

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

- 27 (A) the time spent on such services;
28 (B) the rates charged for such services;
(C) whether the services were necessary to the administration
of, or beneficial at the time which the service was rendered toward the

1 completion of, a case under this title;

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

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

5 (F) whether the compensation is reasonable based on the
customary compensation charged by comparably skilled practitioners in
6 cases other than cases under this title.

7 11 U.S.C. § 330(a)(3).

8 The congressional policy expressed above provides for adequate compensation
9 to continue to attract qualified and competent professionals to bankruptcy cases. *See*
10 *In Re Busy Beaver Bldg. Ctrs., Inc.*, 19 F.3d 833, 850 (3d Cir. 1994) (“Congress
11 rather clearly intended to provide a sufficient economic incentive to lure competent
12 bankruptcy specialists to practice in the bankruptcy courts.”) (citation and internal
13 quotation marks omitted); *In re Nucorp Energy, Inc.*, 764 F.2d 655, 658 (9th Cir.
14 1985) (“Section 330 of the Bankruptcy Reform Act was intended to . . . ensure
15 adequate compensation for bankruptcy attorneys so that highly qualified specialists
16 would not be forced to abandon the practice of bankruptcy law[.]”); *In re Drexel*
17 *Burnham Lambert Grp., Inc.*, 133 B.R. 13, 20 (Bankr. S.D.N.Y. 1991) (“Congress’
18 objective on requiring that the market, not the Court, establish attorneys’ rates was
19 to ensure that bankruptcy cases were staffed by appropriate legal specialists.”)
20 (citations omitted).

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

27 The fees charged by Skadden in these cases have been billed in accordance
28 with the existing billing rates and procedures in effect during the Application Period.

1 The services rendered by Skadden were necessary and beneficial to the Board, and
2 ultimately the Debtor, consistently performed in a timely manner, and reasonable
3 considering the value of such services to the Board, Skadden demonstrated skill and
4 expertise in the bankruptcy field, and the customary compensation charged by
5 comparably skilled practitioners. Accordingly, Skadden respectfully submits that
6 approval of the compensation for professional services and reimbursement of
7 expenses sought herein is warranted.

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

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

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

13 **Answer:** Yes. Skadden, the Board, and the Debtor agreed to a rate schedule
14 under the Engagement Letter. The rate structure Skadden provided is appropriate
15 and is not significantly different from (a) the rates that Skadden charges for other
16 non-bankruptcy representations or (b) the rates of other comparably skilled
17 professionals. Specifically, Skadden agreed to maintain its rates through the end of
18 2023, which included the entirety of Skadden's representation, except for rate
19 changes in conjunction with customary year-on-year progressions.

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

23 **Answer:** N/A.

24 **Question:** Have any of the professionals included in this fee application
25 varied their hourly rate based on the geographic location of the bankruptcy case?

26 **Answer:** No.

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

DECLARATION OF VAN C. DURRER, II

I, Van C. Durrer, II, hereby state and declare that if called on as a witness, I would and could testify of my own personal knowledge as follows:

1. I am a partner with the applicant law firm Skadden, Arps, Slate, Meagher & Flom LLP (“Skadden”) and am admitted to appear before this Court.

2. I am familiar with the services performed on behalf of the Board of Trustees of Borrego Community Health Foundation, the debtor and debtor in possession in the above-captioned matter ,by the lawyers and paraprofessionals of Skadden.

3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information, and belief. Moreover, I have reviewed the Fee Procedures Order and the Revised UST Guidelines (as those terms are defined in the foregoing Application) and submit that the Application substantially complies.

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

/s/ Van C. Durrer, II

Van C. Durrer, II

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
300 SOUTH GRAND AVENUE, SUITE 3400
LOS ANGELES, CALIFORNIA 90017-3144
213 687 5000

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)*

The blended hourly rate for all U.S.-based Skadden timekeepers (including both professionals and paraprofessionals), excluding all bankruptcy and pro bono engagements and all data from timekeepers practicing primarily in Skadden’s Corporate Restructuring Group,¹ during the twelve-month period beginning on September 1, 2022 and ending on August 31, 2023 (the “Comparable Period”) was, in the aggregate, approximately \$1,082.43 per hour (the “Non-Bankruptcy Blended Hourly Rate”).²

The blended hourly rate for all Skadden timekeepers who billed to the Board representation during the Application Period was approximately \$1,160.91 per hour (the “Board Blended Hourly Rate”).³ A detailed comparison of these rates follows:

¹ For purposes of calculating the Non-Bankruptcy Blended Hourly Rate, Skadden tracks, as bankruptcy engagements, debtor in possession (“DIP”) clients as well as reorganized and post-DIP clients, and excludes those engagements from the Non-Bankruptcy Blended Hourly Rate along with all time of members of the Corporate Restructuring department.

² Skadden calculated the Non-Bankruptcy Blended Hourly Rate by dividing the total dollar amount billed by U.S.-based Skadden timekeepers, excluding all bankruptcy engagements, DIP clients, as well as reorganized and post-DIP clients, and all data from timekeepers of the Corporate Restructuring group (both attorneys and legal assistants), during the Comparable Period by the total number of corresponding hours billed by U.S.-based Skadden timekeepers during the Comparable Period.

³ Skadden calculates the Board Blended Hourly Rate by dividing the total dollar amount billed by such timekeepers during the Application Period by the total number of hours billed by such timekeepers during the Application Period. During the Application Period, Skadden

CATEGORY OF TIMEKEEPER (Using categories already maintained by the firm)	BLENDED HOURLY RATE	
	Board Blended Hourly Rate	Non-Bankruptcy Blended Hourly Rate
Partner/Of Counsel	\$1,785.00	\$1,713.15
Associate	\$960.90	\$932.94
Legal Assistants	\$495.00	\$389.11
All Timekeepers	\$1,160.91	\$1,082.43

voluntarily reduced its fees requested by \$27,259.00 (20.82%) and its expenses requested by \$10.50 (23.39%), for a total of \$27,269.50 (20.82%), and its hours billed from a base of 192.4 to 151.1 (21.47%). Skadden’s Board Blended Hourly Rate does not account for Skadden’s voluntary reduction of its fees. The total blended hourly rate for Skadden timekeepers who billed to the Board during the Application Period based on the amount billed divided by actual hours worked (including non-billed hours) was \$992.80.

The Board Blended Hourly Rate for Partners/Of Counsel (\$1,785.00), Associates (\$1,047.50), and Legal Assistants (\$495.00) is higher than the Non-Bankruptcy Blended Hourly Rate for Partners/Of Counsel (\$1,713.15), Associates (\$932.94), and Legal Assistants (\$389.11). The differences between the blended rates for these categories of professionals are not indicative of a premium being charged by Skadden for its representation of the Board, but rather the result of attending to the complexities involved in the Chapter 11 Cases that have required the use of more-senior professionals, with correspondingly higher billing rates, than in a typical representation due to the complexity of the services required of Skadden.

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	
Van C. Durrer II	Partner	Corporate Restructuring	1993	35.8	\$63,903.00	\$1,785.00	N/A	0
Destiny N. Almogue	Associate	Corporate Restructuring	2017	9.1	\$10,647.00	\$1,170.00	N/A	0
Rebecca L. Ritchie	Associate	Corporate Restructuring	2021	53.0	\$49,025.00	\$925.00	N/A	0
Brigitte S. Travaglini	Legal Assistant	Litigation	n/a	5.9	\$2,920.50	\$495.00	N/A	0
Andrea T. Bates	Legal Assistant	Corporate Restructuring	n/a	9.0	\$4,455.00	\$495.00	N/A	0
TOTAL:				112.8	\$130,950.50			

Case Name: BORREGO COMMUNITY HEALTH FOUNDATION
Case Number: 22-02384
Applicant's Name: Skadden, Arps, Slate, Meagher & Flom LLP
Date of Application: 3/30/2024
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)

PROJECT CATEGORY	HOURS BUDGETED	FEES BUDGETED
General Corporate Advice	N/A	N/A
Retention / Fee Matters (SASM&F)	N/A	N/A
Total	N/A	N/A

Case Name: BORREGO COMMUNITY HEALTH FOUNDATION
Case Number: 22-02384
Applicant's Name: Skadden, Arps, Slate, Meagher & Flom LLP
Date of Application: 3/30/2024
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)

CATEGORY OF TIMEKEEPER (Using categories already maintained by the firm)	BLENDED HOURLY RATE	
	NUMBER OF TIMEKEEPERS EXPECTED WORK ON THE MATTER DURING BUDGET PERIOD	AVERAGE HOURLY RATE
Partner	1	\$1,785.00
Associates	2	\$1,047.50
Paralegals	2	\$495.00

Case Name: BORREGO COMMUNITY HEALTH FOUNDATION
Case Number: 22-02384
Applicant's Name: Skadden, Arps, Slate, Meagher & Flom LLP
Date of Application: 3/30/2024
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 Budgeted	Fees Budgeted	Total Hours Billed	Total Fees Requested
1	General Corporate Advice	N/A	N/A	39.10	\$61,690.50
33	Retention / Fee Matters (SASM&F)	N/A	N/A	73.70	\$69,260.00
TOTALS				112.80	\$130,950.50

Case Name: BORREGO COMMUNITY HEALTH FOUNDATION
Case Number: 22-02384
Applicant's Name: Skadden, Arps, Slate, Meagher & Flom LLP
Date of Application: 3/30/2024
Interim or Final: Final

EXHIBIT D-2

Summary of Expense Reimbursement Requested by Category

EXHIBIT D -2

**SUMMARY OF EXPENSE REIMBURSEMENT
REQUESTED BY CATEGORY**

Expense Category	Total Expenses
Outside Research	\$44.90
Total:	\$44.90

Case Name: BORREGO COMMUNITY HEALTH FOUNDATION
Case Number: 22-02384
Applicant's Name: Skadden, Arps, Slate, Meagher & Flom LLP
Date of Application: 3/30/2024
Interim or Final: Final

EXHIBIT E

Summary Cover Sheet of Fee Application

EXHIBIT E

SUMMARY COVER SHEET OF FEE APPLICATION

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

Name of Applicant:	Skadden, Arps, Slate, Meagher & Flom LLP
Authorized to Provide Professional Services to	Board of Trustees of Borrego Community Health Foundation
Time period covered by this Application for the Monthly Period	February 13, 2023 – August 31, 2023
Total compensation sought in the Application Period	\$130,950.50
Total expenses sought in the Application Period	\$44.90
Petition Date	September 12, 2022
Retention Date	<i>Nunc Pro Tunc</i> to February 13, 2023
Date of order approving employment	May 9, 2023
Total compensation approved by interim Order to date	\$0.00
Total reimbursement approved by interim Order to date	\$0.00
Total allowed compensation paid to date	\$0.00
Total allowed expenses paid to date	\$0.00
Blended rate in this Application for all professionals and paraprofessionals during the Application Period	\$1,160.91
Compensation sought in this Application already paid pursuant to a monthly compensation order but not yet allowed	\$0.00
Expenses sought in this Application already paid pursuant to a monthly compensation order but not yet allowed	\$0.00
Number of professionals included in this Application for the Final Period	5
If applicable, number of professionals in this Application not included in staffing plan	N/A

approved by client	
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	3
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: Skadden, Arps, Slate, Meagher & Flom LLP
Date of Application: 3/30/2024
Interim or Final: Final

EXHIBIT F

**Detailed Time and Expense Statements for Application Period
(February 13, 2023 through August 31, 2023)**

**Skadden, Arps, Slate,
Meagher & Flom LLP
and affiliates**

Board of Trustees of Borrego
Community Health Foundation
Borrego Community Health Foundation
578 Palm Canyon Drive
Suite 208
Borrego Springs, California 92004

March 28, 2024
Bill No.: 1950197
TIN: 13-1777230

PLEASE REMIT TO:			
<u>By Check:</u>	SASM&F LLP P.O. Box 1764 White Plains, NY 10602	<u>By Wire:</u>	<u>In US Dollars to:</u> Citibank, N.A., New York A.B.A. Number: 021000089 Swift Code: CITIUS33 or CITIUS33XXX For Credit To Account: 30060143 Reference Bill No.: 1950197
If you receive a request, via email or otherwise, to change our remittance account information, please verify that this is our intent by contacting your Skadden contact.			

Invoice #: 1950197
Re: Corporate Advice, Financing and Special Projects

TO PROFESSIONAL SERVICES RENDERED
through August 31, 2023, as set forth in
the attached Summary of Services as
follows:

General Corporate Advice

Fees.....	\$61,690.50
Charges and Disbursements.....	<u>40.80</u>
Total General Corporate Advice	\$61,731.30

Retention / Fee Matters (SASM&F)

Fees.....	\$69,260.00
Charges and Disbursements.....	<u>4.10</u>
Total Retention / Fee Matters (SASM&F)	\$69,264.10

PAYMENT DUE UPON RECEIPT.

MAY INCLUDE PROFESSIONAL SERVICES, CHARGES AND DISBURSEMENTS FROM AFFILIATES.

Board of Trustees of Borrego Community Health Foundation
Omnibus Statement (August, 2023)
March 28, 2024 - Summary Page 2

Total Fees	\$130,950.50
Total Charges and Disbursements	<u>44.90</u>
Grand Total	<u><u>\$ 130,995.40</u></u>

TIME SUMMARY - - ALL MATTERS

BOARD OF TRUSTEES OF BORREGO COMMUNITY HEALTH FOUNDATION: through August 31, 2023

MATTER #1 General Corporate Advice

Bill No: 1950197

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
VAN C. DURRER II	\$1,785	<u>32.40</u>	<u>\$57,834.00</u>
TOTAL PARTNER		32.40	\$57,834.00
<u>ASSOCIATE</u>			
DESTINY N. ALMOGUE	\$1,170	<u>0.80</u>	<u>\$ 936.00</u>
TOTAL ASSOCIATE		0.80	\$ 936.00
<u>LEGAL ASSISTANTS</u>			
LEGAL ASSISTANT @	\$495	<u>5.90</u>	<u>\$ 2,920.50</u>
TOTAL LEGAL ASSISTANTS		5.90	\$ 2,920.50
MATTER TOTAL		<u>39.10</u>	<u>\$61,690.50</u>

TIME SUMMARY - - ALL MATTERS

BOARD OF TRUSTEES OF BORREGO COMMUNITY HEALTH FOUNDATION: through August 31, 2023

MATTER #33 Retention / Fee Matters (SASM&F)

Bill No: 1950197

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
VAN C. DURRER II	\$1,785	<u>3.40</u>	<u>\$ 6,069.00</u>
TOTAL PARTNER		3.40	\$ 6,069.00
<u>ASSOCIATES</u>			
DESTINY N. ALMOGUE	\$1,170	8.30	\$ 9,711.00
REBECCA L. RITCHIE	925	<u>53.00</u>	<u>49,025.00</u>
TOTAL ASSOCIATES		61.30	\$58,736.00
<u>LEGAL ASSISTANTS</u>			
LEGAL ASSISTANT @	\$495	<u>9.00</u>	<u>\$ 4,455.00</u>
TOTAL LEGAL ASSISTANTS		9.00	\$ 4,455.00
MATTER TOTAL		<u>73.70</u>	<u>\$69,260.00</u>
CLIENT TOTAL		<u>112.80</u>	<u>\$130,950.50</u>

Skadden, Arps, Slate, Meagher & Flom LLP and affiliates
ATTORNEY WORK PRODUCT
PRIVILEGED AND CONFIDENTIAL

Board of Trustees of Borrego Community Health Foundation Bill Date: 03/28/24
General Corporate Advice Bill Number: 1950197

NAME	DATE	HOURS	DESCRIPTION
DURRER II VC	02/13/23	1.00	CALL WITH S. HANSBERGER REGARDING DHCS SETTLEMENT ISSUES (.8); FOLLOW UP WITH T. MOYRON REGARDING SAME (.2).
DURRER II VC	02/13/23	1.70	CALL WITH J. POMERANTZ REGARDING SALE ISSUES (.1); PARTICIPATE IN BOARD OF DIRECTORS CALL REGARDING SALE (1.6).
DURRER II VC	02/14/23	0.30	CALL WITH T. MOYRON REGARDING SALE UPDATE (.2); CORRESPOND WITH S. HANSBERGER REGARDING SAME (.1).
DURRER II VC	02/15/23	1.80	CALL WITH T. MOYRON REGARDING SETTLEMENT DISCUSSIONS WITH DHCS (.1); CORRESPOND WITH CLIENT REGARDING PUBLIC RELATION ISSUES (.1); PLAN FOR EXECUTIVE COMMITTEE MEETING (.1); ATTEND BOARD MEETING WITH EXECUTIVE COMMITTEE (1.5).
DURRER II VC	02/16/23	1.40	CALL WITH I. LEE AND T. MOYRON REGARDING SETTLEMENT DISCUSSIONS AND OPEN ISSUES (1.0); REVISE SUMMARY OF DHCS TERM SHEET (.3); CORRESPOND WITH BOARD CHAIR REGARDING SAME (.1).
DURRER II VC	02/17/23	0.30	CALL WITH T. MOYRON REGARDING CONTINUED DHCS NEGOTIATIONS (.2); ANALYSIS REGARDING SAME (.1).
DURRER II VC	02/18/23	1.70	CALL WITH S. HANSBERGER REGARDING OPEN DHCS ISSUES ON TERM SHEET (.5); REVISE TERMS REGARDING SAME (.2); CALL WITH T. MOYRON REGARDING SAME (.3); CALL WITH DHCS REGARDING TERM SHEET WITH HOOPER LUNDY AND T. MOYRON (.4); CORRESPOND WITH CLIENT REGARDING SAME (.2); ANALYSIS REGARDING SAME (.1).

Skadden, Arps, Slate, Meagher & Flom LLP and affiliates
ATTORNEY WORK PRODUCT
PRIVILEGED AND CONFIDENTIAL

DURRER II VC	02/19/23	3.70	REVISE DHCS TERM SHEET (.7); CORRESPOND WITH CLIENT REGARDING SAME (.1); CALL WITH T. MOYRON REGARDING SAME (.4); GROUP CALL WITH SENIOR MANAGEMENT, BOARD MEMBERS AND ADVISORS REGARDING OPEN DHCS ISSUES (2.0); FOLLOW UP WITH S. MAIZEL AND T. MOYRON REGARDING SAME (.5).
DURRER II VC	02/20/23	6.00	CALL WITH T. MOYRON AND S. GOLDEN REGARDING DHCS SETTLEMENT UPDATE (.2); CALL WITH BORREGO MANAGEMENT AND BOARD REGARDING OPEN DHCS TERMS AND POTENTIAL RESPONSES (1.3); FOLLOW UP WITH S. HANSBERGER REGARDING SAME (.6); ANALYSIS REGARDING SAME (.2); CALL WITH K. COBURN REGARDING SAME (.1); DRAFT PRESS RELEASE FOR DHCS SETTLEMENT (1.1); CIRCULATE DRAFT TO DENTONS (.1); ANALYSIS REGARDING MONITOR ISSUES (.3); COMMUNICATE WITH T. MOYRON REGARDING SAME (.3); CALL WITH BOARD REGARDING SETTLEMENT ISSUES (1.2); CALL WITH S. MAIZEL REGARDING SAME (.1); STATUS REPORT CALL REGARDING SAME WITH T. MOYRON AND J. POMERANTZ (.5).
DURRER II VC	02/21/23	1.60	REVISE DRAFT RESOLUTION APPROVING SALE (.5); CALL WITH S. HANSBERGER REGARDING SAME (.1); CALL WITH T. MOYRON REGARDING SAME (.1); CORRESPOND WITH DENTONS AND CLIENT REGARDING DHCS UPDATES (.5); ANALYSIS REGARDING OPEN DHCS TERMS AND POTENTIAL RESOLUTION (.4).
DURRER II VC	02/22/23	0.70	CORRESPOND WITH S. HANSBERGER REGARDING PUBLICITY ISSUES (.1); ANALYSIS REGARDING CMS SETTLEMENT PROPOSAL (.2); CALL WITH T. MOYRON AND S. MAIZEL REGARDING CMS ISSUES (.3); ANALYSIS REGARDING DHCS SETTLEMENT UPDATE (.1).
DURRER II VC	02/23/23	2.10	CALL WITH T. MOYRON IN ANTICIPATION OF BOARD MEETING (.1); PARTICIPATE IN BOARD MEETING REGARDING SALE AND DHCS SETTLEMENT APPROVAL (2.0).

Skadden, Arps, Slate, Meagher & Flom LLP and affiliates
ATTORNEY WORK PRODUCT
PRIVILEGED AND CONFIDENTIAL

DURRER II VC	02/27/23	0.50	ANALYSIS REGARDING PRESS RELEASE REVISION (.2); REVIEW AND REVISE DRAFT 9019 MOTION (.3).
DURRER II VC	02/28/23	0.60	CORRESPOND WITH S. HANSBERGER REGARDING UPCOMING HEARING (.1); PREPARE FOR SALE HEARING (.5).
DURRER II VC	03/01/23	1.20	CORRESPOND WITH S. HANSBERGER REGARDING HEARING PREP (.1); CALL WITH S. HANSBERGER REGARDING SAME (.1); PREPARE FOR HEARING (.5); PARTICIPATE IN HEARING (.5).
DURRER II VC	03/05/23	0.50	CORRESPOND WITH S. HANSBERGER REGARDING DHCS SETTLEMENT AGREEMENT (.2); CALL WITH T. MOYRON AND S. MAIZEL REGARDING SAME (.3).
DURRER II VC	03/06/23	0.50	CALL WITH S. HANSBERGER REGARDING DHCS SETTLEMENT AGREEMENT COMMENTS (.2); ANALYSIS REGARDING DRAFT SETTLEMENT AGREEMENT (.3).
DURRER II VC	03/07/23	1.00	CALL WITH S. HANSBERGER REGARDING REVISED SETTLEMENT AGREEMENT WITH DHCS (.3); FURTHER REVISE SETTLEMENT AGREEMENT REGARDING SAME (.7).
DURRER II VC	03/08/23	0.40	FURTHER REVISE DHCS SETTLEMENT AGREEMENT (.3); FOLLOW UP WITH S. HANSBERGER REGARDING SAME (.1).
DURRER II VC	03/14/23	0.10	FURTHER ANALYSIS REGARDING SETTLEMENT DISCUSSIONS WITH DHCS.
DURRER II VC	03/15/23	0.20	REVIEW CORRESPONDENCE FROM DHCS (.1); ANALYSIS REGARDING SAME (.1).
DURRER II VC	03/18/23	0.10	CORRESPOND WITH BOARD CHAIR REGARDING DHCS SETTLEMENT.
DURRER II VC	03/21/23	0.20	CALL WITH BOARD CHAIR REGARDING SETTLEMENT ISSUES WITH DHCS (.1); ANALYSIS REGARDING SAME (.1).
DURRER II VC	03/22/23	0.20	CALL WITH S. HANSBERGER REGARDING MONITOR ISSUES ARISING IN DHCS SETTLEMENT.

Skadden, Arps, Slate, Meagher & Flom LLP and affiliates
ATTORNEY WORK PRODUCT
PRIVILEGED AND CONFIDENTIAL

DURRER II VC	03/27/23	0.30	CORRESPOND WITH S. HANSBERGER REGARDING DHCS SETTLEMENT ISSUES (.1); ANALYSIS REGARDING SAME (.2).
DURRER II VC	03/28/23	0.10	CALL WITH T. MOYRON REGARDING DHCS SETTLEMENT ISSUES.
DURRER II VC	03/29/23	0.10	UPDATE REGARDING DHCS SETTLEMENT AGREEMENT DRAFT.
DURRER II VC	03/30/23	0.50	PREPARE FOR BOARD MEETING (.2); PARTICIPATE IN BOARD MEETING REGARDING SETTLEMENT WITH DHCS AND RELATED MATTERS (.3).
DURRER II VC	04/03/23	0.10	FOLLOW UP REGARDING SETTLEMENT NEGOTIATIONS.
DURRER II VC	04/04/23	1.00	UPDATE CLIENT REGARDING SETTLEMENT DISCUSSIONS (.2); CALL WITH S. HANSBERGER REGARDING SAME (.1); CALL WITH DHCS REGARDING SAME (.7).
DURRER II VC	04/27/23	0.20	ANALYSIS REGARDING RELEASE ISSUES (.1); CORRESPOND WITH S. HANSBERGER REGARDING SAME (.1).
DURRER II VC	07/10/23	0.30	CALL WITH S. HANSBERGER REGARDING OPEN GOVERNANCE AND SETTLEMENT ISSUES, INCLUDING D&O INSURANCE.
DURRER II VC	07/12/23	0.10	ANALYSIS REGARDING D&O TAIL PURCHASE AND LIMITS.
DURRER II VC	07/13/23	0.50	CALL WITH T. MOYRON REGARDING REMAINING SETTLEMENT AND GOVERNANCE ISSUES (.2); FOLLOW UP WITH S. HANSBERGER REGARDING SAME (.3).
DURRER II VC	07/27/23	0.10	REVIEW MEMO FROM S. HANSBERGER.
DURRER II VC	07/31/23	1.20	PREPARE FOR (.3) AND PARTICIPATE IN FINAL BOARD MEETING (.9).
DURRER II VC	08/03/23	0.10	ANALYSIS REGARDING RESOLUTION OF D&O POLICY.

32.40

Total Partner

32.40

Skadden, Arps, Slate, Meagher & Flom LLP and affiliates
ATTORNEY WORK PRODUCT
PRIVILEGED AND CONFIDENTIAL

ALMOGUE DN	02/16/23	0.80	ANALYSIS REGARDING DHCS SETTLEMENT (0.8).
		0.80	
Total Associate		0.80	
TRAVAGLINI BS	04/12/23	3.00	ASSIST ATTORNEY WITH PREPARATION TO EFILE BORREGO COMMUNITY HEALTH FOUNDATION, CASE NO. 22-02384-LT11 - SKADDEN RETENTION APPLICATION.
TRAVAGLINI BS	04/14/23	2.90	ASSIST WITH FILING PREPARATION OF SKADDEN RETENTION APPLICATION AND COMMUNICATION WITH ATTORNEY.
		5.90	
Total Legal Assistant		5.90	
MATTER TOTAL		<u>39.10</u>	

Skadden, Arps, Slate, Meagher & Flom LLP and affiliates
ATTORNEY WORK PRODUCT
PRIVILEGED AND CONFIDENTIAL

Board of Trustees of Borrego Community Health Foundation Bill Date: 03/28/24
Retention / Fee Matters (SASM&F) Bill Number: 1950197

NAME	DATE	HOURS	DESCRIPTION
DURRER II VC	02/15/23	0.30	ANALYSIS REGARDING RETENTION UNDER SECTION 327(E).
DURRER II VC	02/27/23	0.20	ANALYSIS REGARDING INTERESTED PARTIES LIST.
DURRER II VC	03/25/23	0.10	ANALYSIS REGARDING RETENTION APPLICATION.
DURRER II VC	03/27/23	0.40	REVISE RETENTION APPLICATION FOR SKADDEN.
DURRER II VC	03/29/23	0.30	CALL WITH D. ORTIZ REGARDING RETENTION APPLICATION (.1); CONTINUE TO REVISE SAME (.2).
DURRER II VC	03/30/23	0.10	REVIEW DURRER DECLARATION IN SUPPORT OF RETENTION.
DURRER II VC	04/05/23	0.80	REVISE RETENTION APPLICATION (.5); CORRESPOND WITH K. COBURN REGARDING ENGAGEMENT LETTER (.1); CALL WITH D. ORTIZ REGARDING APPLICATION (.2).
DURRER II VC	04/10/23	0.10	FOLLOW UP REGARDING DRAFT OF RETENTION APPLICATION.
DURRER II VC	04/12/23	0.30	CONTINUE TO REVISE RETENTION APPLICATION AND RELATED PAPERS.
DURRER II VC	04/13/23	0.10	FINALIZE DURRER DECLARATION IN SUPPORT OF RETENTION APPLICATION.
DURRER II VC	04/14/23	0.10	REVIEW REVISED DURRER DECLARATION.
DURRER II VC	04/19/23	0.10	ANALYSIS REGARDING SETTLEMENT NEGOTIATIONS WITH KEY STAKEHOLDERS.
DURRER II VC	04/26/23	0.10	CORRESPOND WITH D. ORTIZ REGARDING PENDING RETENTION APPLICATION.
DURRER II VC	05/02/23	0.10	CORRESPOND WITH UST REGARDING RETENTION APPLICATION.
DURRER II VC	05/04/23	0.30	CALL WITH US TRUSTEE REGARDING RETENTION ORDER COMMENTS.

Skadden, Arps, Slate, Meagher & Flom LLP and affiliates
ATTORNEY WORK PRODUCT
PRIVILEGED AND CONFIDENTIAL

			3.40	
Total Partner			3.40	
ALMOGUE DN	02/15/23	1.20	BEGIN PREPARING RETENTION MATERIALS (0.9); REVISE ENGAGEMENT LETTER (0.3).	
ALMOGUE DN	02/16/23	0.20	REVISE ENGAGEMENT LETTER (0.2).	
ALMOGUE DN	03/15/23	2.10	REVIEW, ANALYZE AND COMMENT ON DRAFT RETENTION APPLICATION, SUPPORTING DECLARATION AND EXHIBITS TO SAME.	
ALMOGUE DN	03/20/23	0.30	REVISE ENGAGEMENT LETTER (0.2); COMMUNICATION WITH CLIENT REGARDING SAME (0.1).	
ALMOGUE DN	04/05/23	0.80	REVIEW, ANALYZE AND ADDRESS UST COMMENTS TO SASMF RETENTION APPLICATION.	
ALMOGUE DN	04/12/23	0.40	FINAL REVIEW OF AND COMMENT ON RETENTION APPLICATION, DECLARATION AND PROPOSED ORDER.	
ALMOGUE DN	04/13/23	0.20	FINALIZE FINAL CLIENT COMMENTS TO SKADDEN RETENTION APPLICATION AND RELATED MATERIALS.	
ALMOGUE DN	04/14/23	0.20	COMMUNICATIONS WITH DEBTOR COUNSEL REGARDING SKADDEN RETENTION APPLICATION.	
ALMOGUE DN	05/01/23	0.20	REVIEW AND ANALYZE UST STATEMENT OF POSITION REGARDING SASMF RETENTION.	
ALMOGUE DN	05/02/23	0.90	REVIEW AND ANALYZE LOCAL RULES REGARDING OPPOSITION/MOTION PRACTICE IN RESPONSE TO UST STATEMENT OF POSITION ON SASMF RETENTION (0.3); FOLLOW-UP RESEARCH REGARDING SAME (0.4); COMMUNICATIONS WITH UST REGARDING STATEMENT OF POSITION ON SASMF RETENTION (0.2).	
ALMOGUE DN	05/04/23	0.30	COMMUNICATIONS WITH UST REGARDING ADDITIONAL PROPOSED LANGUAGE IN SASMF RETENTION ORDER (0.1); RESEARCH REGARDING SAME (0.1); MAKE REVISIONS REGARDING SAME (0.1).	

Skadden, Arps, Slate, Meagher & Flom LLP and affiliates
ATTORNEY WORK PRODUCT
PRIVILEGED AND CONFIDENTIAL

ALMOGUE DN	05/08/23	0.60	REVISE ORDER APPROVING SASMF RETENTION (0.2); PREPARE AND FILE CONO REGARDING SAME (0.4).
ALMOGUE DN	05/09/23	0.10	REVIEW TENTATIVE ORDER AND SEPARATE ORDER APPROVING SKADDEN'S RETENTION, CALL TO CHAMBERS TO CONFIRM CANCELLATION OF MAY 16 HEARING.
ALMOGUE DN	07/05/23	0.80	BEGIN PREPARING FEE APPLICATION.
		8.30	
RITCHIE RL	02/22/23	1.60	BEGIN DRAFT OF SKADDEN'S 327(E) RETENTION APPLICATION.
RITCHIE RL	02/23/23	2.40	CONTINUE DRAFT OF SKADDEN'S 327(E) RETENTION APPLICATION.
RITCHIE RL	02/24/23	4.90	CONTINUE DRAFT OF SKADDEN'S 327(E) RETENTION APPLICATION.
RITCHIE RL	02/27/23	1.30	BEGIN CONFLICTS CHECK FOR SKADDEN'S RETENTION APPLICATION.
RITCHIE RL	03/01/23	1.40	REVIEW CONFLICTS CHECK FOR SKADDEN RETENTION APPLICATION.
RITCHIE RL	03/02/23	0.60	CONTINUE TO REVIEW CONFLICTS FOR SKADDEN RETENTION APPLICATION.
RITCHIE RL	03/07/23	0.40	CONTINUE CONFLICTS CHECK FOR SKADDEN RETENTION APPLICATION.
RITCHIE RL	03/08/23	2.00	CONTINUE REVIEWING CONFLICTS CHECK FOR SKADDEN RETENTION APPLICATION.
RITCHIE RL	03/09/23	1.20	CONTINUE REVIEWING CONFLICTS CHECK FOR SKADDEN RETENTION APPLICATION.
RITCHIE RL	03/12/23	5.20	CONTINUE REVIEWING CONFLICTS CHECK FOR SKADDEN'S RETENTION APPLICATION.
RITCHIE RL	03/13/23	9.60	CONTINUE REVIEWING CONFLICTS IN CONJUNCTION WITH SKADDEN'S RETENTION APPLICATION.

Skadden, Arps, Slate, Meagher & Flom LLP and affiliates
ATTORNEY WORK PRODUCT
PRIVILEGED AND CONFIDENTIAL

RITCHIE RL	03/14/23	8.80	CONTINUE REVIEWING CONFLICTS (7.0); REVIEW AND REVISE RETENTION APPLICATION AND RELATED MATERIALS (1.8).
RITCHIE RL	03/15/23	8.70	CONTINUE REVIEWING AND REVISING SKADDEN'S RETENTION APPLICATION MATERIALS.
RITCHIE RL	03/16/23	1.10	CONTINUE WORKING ON SKADDEN'S RETENTION APPLICATION.
RITCHIE RL	03/28/23	1.50	TIME SPENT REVISING SKADDEN'S RETENTION APPLICATION.
RITCHIE RL	03/30/23	2.30	CONTINUE TO REVIEW AND REVISE SKADDEN'S RETENTION APPLICATION MATERIALS.
		53.00	
Total Associate		61.30	
BATES AT	04/13/23	2.70	REVIEW AND COMMENT ON RETENTION APPLICATION (1.1); DRAFT NOTICE OF HEARING (1.6).
BATES AT	04/14/23	1.50	CORRESPOND WITH TEAM REGARDING RETENTION APPLICATION (0.7); REVISIONS TO NOTICE OF HEARING (0.8).
BATES AT	04/17/23	2.30	REVISIONS TO RETENTION APPLICATION AND NOTICE (1.1); FILE AND COORDINATE SERVICE OF SAME (1.2).
BATES AT	05/08/23	1.60	DRAFT CERTIFICATE OF NO OBJECTION (0.5); FILE AND COORDINATE SERVICE OF SAME (0.7); SUBMIT PROPOSED RETENTION ORDER TO COURT (0.4).
BATES AT	05/09/23	0.90	ANALYSIS REGARDING RETENTION HEARING AND SUBMISSION OF ORDER, CANCELLING HEARING ON SAME.
		9.00	
Total Legal Assistant		9.00	
MATTER TOTAL		<u>73.70</u>	
CLIENT TOTAL		<u>112.80</u>	

Skadden, Arps, Slate, Meagher & Flom LLP and affiliates

Board of Trustees of Borrego Community Health Foundation
General Corporate Advice

Bill Date: 03/28/24
Bill Number: 1950197

Disbursement	Date	Vendor/Employee/Dept.	Amount
Outside Research	07/05/23	Pacer Service Center	39.10
Outside Research	07/05/23	Pacer Service Center	1.70
		TOTAL OUTSIDE RESEARCH	\$40.80
		TOTAL MATTER	\$40.80

Skadden, Arps, Slate, Meagher & Flom LLP and affiliates

Board of Trustees of Borrego Community Health Foundation
Retention / Fee Matters (SASM&F)

Bill Date: 03/28/24
Bill Number: 1950197

Disbursement	Date	Vendor/Employee/Dept.	Amount
Outside Research	07/05/23	Pacer Service Center	4.10
		TOTAL OUTSIDE RESEARCH	\$4.10
		TOTAL MATTER	\$4.10
		TOTAL CLIENT	\$44.90