IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION

In re:	Chapter 11

WALKER COUNTY HOSPITAL CORPORATION, D/B/A HUNTSVILLE MEMORIAL HOSPITAL,

Case No. 19-36300 (DRJ)

Debtor.1

THIRTY-FOURTH MONTHLY FEE STATEMENT OF ARENTFOX SCHIFF LLP, FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD OF SEPTEMBER 1, 2022 THROUGH SEPTEMBER 30, 2022

Name of Applicant	ArentFox Schiff LLP
Authorized to provide professional services to	The Official Committee of Unsecured Creditors
Effective Date of Retention	Nunc pro tunc to November 27, 2019
Period for which compensation and reimbursement are sought	September 1, 2022 through September 30, 2022
Amount of Compensation sought as actual, reasonable and necessary	\$35,584.00
Amount of Expense Reimbursement sought as actual, reasonable and necessary	\$0.00
Total Amount Sought	\$35,584.00
Total Amount of Compensation (at 80%) and Expenses (at 100%) authorized to be paid per monthly fee applications	\$28,467.20
Blended Rate for all Attorneys	\$726.62
Blended Rate for all Timekeepers	\$723.25

¹ The last four digits of the Debtor's federal tax identification number are: 0960. The location of the Debtor's service address is: Walker County Hospital Corporation d/b/a Huntsville Memorial Hospital, c/o Healthcare Management Partners, LLC, 1033 Demonbreun Street, Suite 300, Nashville, TN 37203.

1. Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and rule 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the "Bankruptcy Local Rules"), the Order Authorizing the Employment and Retention of Arent Fox LLP as Counsel for The Official Committee of Unsecured Creditors Nunc Pro Tunc to November 27, 2019 [Docket No. 273], the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals [Docket No. 202] (the "Interim Compensation Order"), the law firm of ArentFox Schiff LLP ("ArentFox Schiff"), attorneys for the Official Committee of Unsecured Creditors, hereby files this monthly fee statement (the "Monthly Fee Statement") for (a) compensation in the amount of \$28,467.20 for the reasonable and necessary legal services ArentFox Schiff rendered to the Official Committee of Unsecured Creditors from September 1, 2022 through September 30, 2022 (the "Compensation Period") (80% of \$35,584.00) and (b) reimbursement for 100% of the actual and necessary expenses that ArentFox Schiff incurred, in the amount of \$0.00 during the Compensation Period.

Services Rendered and Disbursements Incurred

- 2. Attached as **Exhibit A** is a billing summary of ArentFox Schiff professionals and paraprofessionals by individual, setting forth the (a) name and title of each individual who performed services during the Compensation Period, (b) aggregate time expended by each such individual, (c) hourly billing rate for each such individual, and (d) amount of fees earned by each ArentFox Schiff professional or paraprofessional.
 - 3. Attached as **Exhibit B** is a summary of hours and fees by task code.

- 4. Attached as **Exhibit C** is a summary of reimbursements sought, if any, by expense type for all expenses for the Compensation Period incurred in connection with the performance of professional services.
- 5. Attached as **Exhibit D** is ArentFox Schiff's itemized time records of its professionals and paraprofessionals and itemized records of reimbursement sought for the Compensation Period.

Reservations

6. This Monthly Fee Statement includes all the information and supporting detail regarding fees and expenses available to ArentFox Schiff at the time of the filing of this Monthly Fee Statement. If additional information and supporting detail in connection with this Compensation Period should become available, as a result of delays in accounting processing or an inadvertence with respect to time entered in the accounting system, or any other valid reason, ArentFox Schiff reserves the right to make an application to the Court for an allowance of such fees and expenses not included in this Monthly Statement.

Notice

- 7. Pursuant to the Interim Compensation Order, notice of this Monthly Fee Statement shall be served upon:
 - a. the Debtor, Walker County Hospital Corporation, Attn: Steven Smith, P.O. Box 4001, Huntsville, TX 77342-4001;
 - b. counsel to the Debtor, Waller Lansden Dortch & Davis, LLP, Attn: Blake D. Roth, 511 Union Street, Suite 2700, Nashville, Tennessee 37219, blake.roth@wallerlaw.com;
 - c. counsel to MidCap Funding IV Trust (a) Vedder Price P.C., Attn: Michael M. Eidelman and David L. Kane, 222 North LaSalle Street, Chicago, IL 60601, meidelman@vedderprice.com and dkane@vedderprice.com; and
 - d. the Office of the United States Trustee, Attn: Stephen Statham, 515 Rusk Street, Houston, Texas 77002, <u>Stephen.Statham@usdoj.gov</u>.

WHEREFORE, ArentFox Schiff, in connection with services rendered on behalf of the Official Committee of Unsecured Creditors, respectfully requests (a) allowance of compensation and reimbursement in the amount of (i) \$28,467.20 for reasonable and necessary professional services rendered (80% of \$35,584.00) and (ii) \$0.00 for 100% of actual and necessary costs and expenses incurred during the Compensation Period, for a total of \$28,467.20 and (b) payment of the forgoing sums.

Dated: New York, New York

November 9, 2022

ARENTFOX SCHIFF LLP

By: /s/ Andrew I. Silfen

Andrew I. Silfen, pro hac vice George P. Angelich, pro hac vice

1301 Avenue of the Americas, 42nd Floor

New York, New York 10019 Telephone: (212) 484-3900 Facsimile: (212) 484-3990

Email: Andrew.Silfen@afslaw.com

George.Angelich@afslaw.com

EXHIBIT A

COMPENSATION BY TIMEKEEPER SEPTEMBER 1, 2022 THROUGH SEPTEMBER 30, 2022

Name of Professional Person	Position, Year Assumed Position, Prior Relevant Experience, Year of Obtaining Relevant License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
George P. Angelich	Partner since 2010. Member of PA bar since 2000. Member of DC bar since 2003. Member of NY bar since 2005. Bankruptcy & Financial Restructuring Group.	\$935	3.50	\$3,272.50
Jackson D. Toof	Partner since 2014. Joined firm as an associate in 2007. Member of VA bar since 2002. Member of DC bar since 2003.	\$895	3.50	\$3,132.50
Nicholas A. Marten	Joined firm as an associate in 2016. Member of NY bar since 2012. Bankruptcy & Financial Restructuring Group.	\$695	41.70	\$28,981.50
Lisa A. Indelicato	Bankruptcy Senior Paralegal Specialist.	\$420	0.40	\$168.00
Alyssa Fiorentino	Bankruptcy Paralegal.	\$295	0.10	\$29.50
TOTAL			49.20	\$35,584.00

Blended Rate (Attorneys Only): \$726.62

EXHIBIT B

COMPENSATION BY PROJECT CATEGORY SEPTEMBER 1, 2022 THROUGH SEPTEMBER 30, 2022

Project Category	Hours Billed	Fees Billed
Petition, Schedules, First Day Orders (01)	0.00	\$0.00
Case Management and Operating Reports (02)	0.00	\$0.00
Corporate and Business Matters (03)	0.00	\$0.00
Investigation, Due Diligence, Analysis (04)	0.00	\$0.00
Committee and Debtor Communications (05)	1.60	\$1,112.00
Creditor Information Sharing and 1102 Services (06)	0.00	\$0.00
Creditor Inquiries (07)	0.00	\$0.00
Sale and Disposition of Assets (08)	0.00	\$0.00
Asset Analysis and Recovery (09)	4.50	\$3,127.50
Claims Administration and Objections (10)	0.60	\$417.00
Miscellaneous Motions and Objections (11)	0.20	\$139.00
Adversary Proceedings (12)	42.30	\$30,788.50
Professional Retention (13)	0.00	\$0.00
Fee Applications (14)	0.00	\$0.00
Cash Collateral and DIP Financing (15)	0.00	\$0.00
Disclosure Statement and Plan Matters (16)	0.00	\$0.00
Wage Employee Benefits, Severance, Pensions (17)	0.00	\$0.00
Real Estate (18)	0.00	\$0.00
Automatic Stay and Section 362 and 363 Matters (19)	0.00	\$0.00
Equipment Lessors and Non Real Estate Leases (20)	0.00	\$0.00
Utilities and Regulatory Matters (21)	0.00	\$0.00
Chapter 5 Litigation, Collection, Investigation (22)	0.00	\$0.00
Executory Contracts and Related Matters (23)	0.00	\$0.00
Tax (Federal, State, Local and Corporate) (24)	0.00	\$0.00
NOL's and Tax Attributes (25)	0.00	\$0.00
Plan or Restructuring Support Agreement (26)	0.00	\$0.00
Environmental Matters (27)	0.00	\$0.00
Debtor Communications/Negotiations (28)	0.00	\$0.00
Travel (29) ¹	0.00	\$0.00
Amendment Order Appeal (30)	0.00	\$0.00
SCOTUS (31)	0.00	\$0.00
TOTAL	49.20	\$35,584.00

¹ Time billed for non-working travel has been reduced by 50% in accordance with the requirements of Local Rule 2016-2(d)(viii).

EXHIBIT C

EXPENSE SUMMARY <u>SEPTEMBER 1, 2022 THROUGH SEPTEMBER 30, 2022</u>

Expense Category	Service Provider (if applicable)	Total Expenses
NONE.		\$0.00
TOTAL		\$0.00

Detailed descriptions of ArentFox Schiff's expenses, if any, are included in $\underline{\textbf{Exhibit D}}$ attached hereto.

EXHIBIT D

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Official Committee of Unsecured Creditors of Walker County Hospital Corporation d/b/a Huntsville Memorial 110 Memorial Hospital Drive Huntsville, TX 77340 Invoice Number Invoice Date Client Number

2172345 10/21/2022 040861

For Professional Services Rendered Through: September 30, 2022

<u>No</u>	Reference	<u>Hours</u>	<u>Total</u>
00005	Committee and Debtor Communications, Conference Calls and	1.60	1,112.00
00009	Asset Analysis and Recovery	4.50	3,127.50
00010	Claims Administration and Objections	0.60	417.00
00011	Miscellaneous Motions and Objections	0.20	139.00
00012	Adversary Proceedings	42.30_	30,788.50
	Totals	49.20	35,584.00

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Official Committee of Unsecured Creditors of Walker County Hospital Corporation d/b/a Huntsville Memorial

Invoice Number 2172345

October 21, 2022

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Time Summary

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
<u>Partner</u>			
George P. Angelich	3.50	935.00	3,272.50
Jackson D. Toof	3.50	895.00	3,132.50
<u>Associate</u>			
Nicholas A. Marten	41.70	695.00	28,981.50
Blended Rate for Attorneys: \$726.62			
<u>Paralegal</u>			
Lisa A. Indelicato	0.40	420.00	168.00
Alyssa Fiorentino	0.10	295.00_	29.50
Totals	49.20		35,584.00

Taxpayer Identification Number: 53-0214923

Due Upon Receipt

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Attorneys at Law

O40861 Official Committee of Unsecured Creditors of Walker County Hospital Corporation d/b/a Huntsville Memorial
Committee and Debtor Communications, Conference Calls and Page 3
October 21, 2022

For Professional Services Rendered Through: September 30, 2022

Re: Committee and Debtor Communications, Conference Calls and

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
09/12/22	Nicholas A. Marten	Case status conference meeting with B.Roth and G.Angelich.	0.90	625.50
09/22/22	Nicholas A. Marten	Communication with J.Mahan regarding status of financial/waterfall update.	0.10	69.50
09/23/22	Nicholas A. Marten	Communications with J.Mahan regarding financial/waterfall update.	0.50	347.50
09/28/22	Nicholas A. Marten	Follow up with J.Mahan regarding financial/waterfall update.	0.10	69.50
		Fee Total	1.60	\$1,112.00

Timekeeper Summary:

<u>Timekeeper</u>		<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Nicholas A. Marten	_	1.60	695.00_	1,112.00
Timekeeper Summary Total		1.60		1,112.00
	Current Fees			\$1,112.00
	Subtotal For This Matter			\$1,112.00

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Attorneys at Law

040861 Official Committee of Unsecured Creditors of Walker County Hospital Invoice Number 2172345 Corporation d/b/a Huntsville Memorial 00009 Asset Analysis and Recovery Page 4 October 21, 2022

For Professional Services Rendered Through: September 30, 2022

Re: Asset Analysis and Recovery

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
09/01/22	Nicholas A. Marten	Communications with Debtor regarding release of escrowed funds per settlement (0.1); communication with Committee regarding status of Settlement Motion (0.3).	0.40	278.00
09/09/22	Nicholas A. Marten	Communication with the Committee regarding receipt of the escrowed funds per settlement.	0.10	69.50
09/14/22	Nicholas A. Marten	Call with S.Nayar regarding status of opioid litigation.	0.60	417.00
09/16/22	Nicholas A. Marten	Communications with D.Brooks and W.Chaney regarding second D&O claim.	2.40	1,668.00
09/19/22	Nicholas A. Marten	Communication with W.Chaney and D.Brooks regarding second D&O claim.	0.20	139.00
09/21/22	Nicholas A. Marten	Communication with G.Angelich regarding status of 9019 motion.	0.10	69.50
09/28/22	Nicholas A. Marten	Communication with S.Nayar regarding status of opioid claims.	0.20	139.00
09/30/22	Nicholas A. Marten	Communication with G.Angelich regarding status of preference program (0.3) and opioid claims (0.2).	0.50	347.50
		Fee Total	4.50	\$3,127.50
<u>Timekeepe</u>	er Summary:			

<u>Timekeeper</u>		<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Nicholas A. Marten		4.50	695.00	3,127.50
Timekeeper Summary Total		4.50		3,127.50
	Current Fees			\$3,127.50
	Subtotal For This Matter			\$3 127 50

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040861 Official Committee of Unsecured Creditors of Walker County Hospital Invoice Number 2172345

Corporation d/b/a Huntsville Memorial

00010 Claims Administration and Objections Page 5

October 21, 2022

For Professional Services Rendered Through: September 30, 2022

Re: Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>		<u>Hours</u>	<u>Value</u>
09/13/22	Nicholas A. Marten	financial update; waterfall	Communication with J.Mahan regarding financial update; waterfall and admin/priority claims analysis.		417.00
		Fee Total		0.60	\$417.00
Timekeepe	er Summary:				
Timekeepe	<u>er</u>		<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Nicholas A.	Marten		0.60	695.00	417.00
Timekeepe	er Summary Total		0.60		417.00
		Current Fees			\$417.00

\$417.00

Subtotal For This Matter

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040861 Official Committee of Unsecured Creditors of Walker County Hospital Invoice Number 2172345

Corporation d/b/a Huntsville Memorial

00011 Miscellaneous Motions and Objections Page 6

October 21, 2022

For Professional Services Rendered Through: September 30, 2022

Re: Miscellaneous Motions and Objections

<u>Date</u> <u>Timekeeper</u>	<u>Narrative</u>		<u>Hours</u>	<u>Value</u>
09/29/22 Nicholas A. Marten	Communication with J.Mahan reg back up information for omnibus preference settlement motion.	arding -	0.20	139.00
	Fee Total		0.20	\$139.00
Timekeeper Summary:				
<u>Timekeeper</u>		<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Nicholas A. Marten		0.20	695.00	139.00
Timekeeper Summary Total		0.20		139.00
	Current Fees			\$139.00

\$139.00

Subtotal For This Matter

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Attorneys at Law

040861 Official Committee of Unsecured Creditors of Walker County Hospital
Corporation d/b/a Huntsville Memorial
00012 Adversary Proceedings Page 7
October 21, 2022

For Professional Services Rendered Through: September 30, 2022

Re: Adversary Proceedings

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
09/01/22	Jackson D. Toof	Emails with co-counsel re: Reply in support of motion for judgment on the pleadings and other case issues.	0.30	268.50
09/01/22	Nicholas A. Marten	Call with W.Chaney regarding D&O action (0.1); review and analyze Brown D&O status (0.2) and communication with G.Angelich re the same (0.2); review Debtor's draft joint statement for Brown D&O (0.2) and confer with G.Angelich re the same (0.1).	0.80	556.00
09/02/22	Nicholas A. Marten	Communication with J.Toof regarding status of D&O (0.2); review and revise joint statement.	1.30	903.50
09/06/22	Jackson D. Toof	Brown AP: Telephone call with N. Marten re: statement in connection with IvI exclusion issue (0.2); conduct research concerning same (0.5).	0.70	626.50
09/06/22	Nicholas A. Marten	Call with W.Chaney and D.Brooks regarding D&O status (0.9) and communication with J.Toof and G.Angelich re the same (1.3); review and revise joint statement (4.9).	7.10	4,934.50
09/07/22	George P. Angelich	Review materials in support of committee.	2.00	1,870.00
09/07/22	Jackson D. Toof	Brown AP: Telephone call with N. Marten re: IvI exclusion and revisions to reply statement in support of Brown's motion; confer with G. Angelich and N. Marten re: same; email A. Silfen re: same.	0.90	805.50
09/07/22	Nicholas A. Marten	Communications with J.Toof regarding joint statement (1.1); research legal issues for joint statement (5.3); review and analyze policy (0.2); review and revise draft joint statement (1.2).	7.80	5,421.00
09/08/22	George P. Angelich	Confer re adversary proceeding.	0.50	467.50
09/08/22	Jackson D. Toof	Brown AP: Conference call with A. Silfen, G. Angelich, and N. Marten re: IvI issue	0.70	626.50

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Attorneys at Law
Official Committee of Unsecured Creditors of Walker County Hospital 040861 Invoice Number 2172345

Corporation d/b/a Huntsville Memorial

00012 Adversary Proceedings Page 8

October 21, 2022

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		and Statement with Debtor in support of S. Brown's motion for judgment on pleadings (0.5); confer with N. Marten re: revisions to Statement (0.2).		
09/08/22	Nicholas A. Marten	Prepare for and attend conf. call re D&O with A.Silfen, J.Toof and G.Angelich (1.2); review and revise joint statement (8.7).	9.90	6,880.50
09/09/22	Alyssa Fiorentino	Compile and circulate pleading.	0.10	29.50
09/09/22	George P. Angelich	Review revised brief.	0.50	467.50
09/09/22	Jackson D. Toof	Review and revise statement in support of Brown's Coverage Motion (0.5); confer with G. Angelich and N. Marten re: same (0.2); review emails re: filing of Coverage Motion and final revisions to same (0.2).	0.90	805.50
09/09/22	Lisa A. Indelicato	Download and circulate pleadings recently filed in Brown AP.	0.30	126.00
09/09/22	Nicholas A. Marten	eview and analyze recently filed replies (2.3) and communications with J.Toof regarding the same (0.8); review and revise draft joint statement (1.3); communications with G.Angelich (0.4) and B.Roth (0.2) re the same; communication with the Committee regarding the joint statement (0.5).	5.50	3,822.50
09/12/22	George P. Angelich	Review issues re case status.	0.50	467.50
09/13/22	Nicholas A. Marten	Review and analyze Court's scheduling order and communication with J.Toof regarding the same.	0.20	139.00
09/15/22	Nicholas A. Marten	Review and analyze notes and documenters pertaining to second D&O claim (1.2); call with W.Chaney regarding the same (0.3).	1.50	1,042.50
09/20/22	Lisa A. Indelicato	Download and circulate recent filing in Brown AP.	0.10	42.00
09/20/22	Nicholas A. Marten	Call with W.Chaney regarding second D&O claims.	0.50	347.50
09/23/22	Nicholas A. Marten	Communication with Debtor re: Carrier's motion for authority to file a sur reply.	0.20	139.00
		Fee Total	42.30	\$30,788.50

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040861 Official Committee of Unsecured Creditors of Walker County Hospital Invoice Number 2172345

Corporation d/b/a Huntsville Memorial

00012 Adversary Proceedings Page 9

October 21, 2022

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	3.50	935.00	3,272.50
Jackson D. Toof	3.50	895.00	3,132.50
Nicholas A. Marten	34.80	695.00	24,186.00
Lisa A. Indelicato	0.40	420.00	168.00
Alyssa Fiorentino	0.10	295.00	29.50
Timekeeper Summary Total	42.30		30,788.50

Current Fees \$30,788.50

Subtotal For This Matter \$30,788.50

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O40861 Official Committee of Unsecured Creditors of Walker County Hospital Corporation d/b/a Huntsville Memorial

October 21, 2022

Invoice Number 2172345
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Current Fees For All Matters \$35,584.00

Total Amount Due This Invoice \$35,584.00