

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

In re:

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

Debtor.¹

Chapter 11

Case No. 19-36300 (DRJ)

**THIRTY-FIFTH 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
OCTOBER 1, 2022 THROUGH OCTOBER 31, 2022**

Name of Applicant	ArentFox Schiff LLP
Authorized to provide professional services to	The Official Committee of Unsecured Creditors
Effective Date of Retention	<i>Nunc pro tunc</i> to November 27, 2019
Period for which compensation and reimbursement are sought	October 1, 2022 through October 31, 2022
Amount of Compensation sought as actual, reasonable and necessary	\$4,268.00
Amount of Expense Reimbursement sought as actual, reasonable and necessary	\$0.00
Total Amount Sought	\$4,268.00
Total Amount of Compensation (at 80%) and Expenses (at 100%) authorized to be paid per monthly fee applications	\$3,414.40
Blended Rate for all Attorneys	\$705.34
Blended Rate for all Timekeepers	\$666.88

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 \$3,414.40 for the reasonable and necessary legal services ArentFox Schiff rendered to the Official Committee of Unsecured Creditors from October 1, 2022 through October 31, 2022 (the “Compensation Period”) (80% of \$4,268.00) 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, Stephen.Statham@usdoj.gov.

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) \$3,414.40 for reasonable and necessary professional services rendered (80% of \$4,268.00) and (ii) \$0.00 for 100% of actual and necessary costs and expenses incurred during the Compensation Period, for a total of \$3,414.40 and (b) payment of the forgoing sums.

Dated: New York, New York
November 28, 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
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George.Angelich@afslaw.com

EXHIBIT A**COMPENSATION BY TIMEKEEPER**
OCTOBER 1, 2022 THROUGH OCTOBER 31, 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
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	0.30	\$268.50
Nicholas A. Marten	Joined firm as an associate in 2016. Member of NY bar since 2012. Bankruptcy & Financial Restructuring Group.	\$695	5.50	\$3,822.50
Alyssa Fiorentino	Bankruptcy Paralegal.	\$295	0.60	\$177.00
TOTAL			6.40	\$4,268.00

Blended Rate (Attorneys Only): \$705.34

EXHIBIT B**COMPENSATION BY PROJECT CATEGORY**
OCTOBER 1, 2022 THROUGH OCTOBER 31, 2022

Project Category	Hours Billed	Fees Billed
Petition, Schedules, First Day Orders (01)	0.00	\$0.00
Case Management and Operating Reports (02)	0.10	\$29.50
Corporate and Business Matters (03)	0.00	\$0.00
Investigation, Due Diligence, Analysis (04)	0.00	\$0.00
Committee and Debtor Communications (05)	0.00	\$0.00
Creditor Information Sharing and 1102 Services (06)	0.00	\$0.00
Creditor Inquiries (07)	0.30	\$208.50
Sale and Disposition of Assets (08)	0.00	\$0.00
Asset Analysis and Recovery (09)	2.10	\$1,499.50
Claims Administration and Objections (10)	0.60	\$417.00
Miscellaneous Motions and Objections (11)	0.00	\$0.00
Adversary Proceedings (12)	0.10	\$89.50
Professional Retention (13)	0.00	\$0.00
Fee Applications (14)	1.20	\$634.00
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)	2.00	\$1,390.00
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	6.40	\$4,268.00

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
OCTOBER 1, 2022 THROUGH OCTOBER 31, 2022**

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 **Exhibit D** attached hereto.

EXHIBIT D



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

Invoice Number 2179024
 Invoice Date 11/10/2022
 Client Number 040861

For Professional Services Rendered Through: October 31, 2022

<u>No</u>	<u>Reference</u>	<u>Hours</u>	<u>Total</u>
00002	Case Management and Operating Reports	0.10	29.50
00007	Creditor Inquiries	0.30	208.50
00009	Asset Analysis and Recovery	2.10	1,499.50
00010	Claims Administration and Objections	0.60	417.00
00012	Adversary Proceedings	0.10	89.50
00014	Fee Applications	1.20	634.00
00022	Chapter 5 Litigation, Collection and Investigation	2.00	1,390.00
	Totals	6.40	4,268.00

Arent Fox Schiff LLP
Attorneys at Law040861 Official Committee of Unsecured Creditors of Walker County Hospital
Corporation d/b/a Huntsville Memorial

Invoice Number 2179024

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November 10, 2022

Time Summary

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
<u>Partner</u>			
Jackson D. Toof	0.30	895.00	268.50
<u>Associate</u>			
Nicholas A. Marten	5.50	695.00	3,822.50
Blended Rate for Attorneys: \$705.34			
<u>Paralegal</u>			
Alyssa Fiorentino	0.60	295.00	177.00
Totals	6.40		4,268.00

Arent Fox Schiff LLP
Attorneys at Law

040861 Official Committee of Unsecured Creditors of Walker County Hospital
 Corporation d/b/a Huntsville Memorial
 00002 Case Management and Operating Reports
 November 10, 2022

Invoice Number 2179024

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For Professional Services Rendered Through: October 31, 2022

Re: Case Management and Operating Reports

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
10/10/22	Alyssa Fiorentino	Circulate case pleadings.	0.10	29.50
		Fee Total	0.10	\$29.50

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Alyssa Fiorentino	0.10	295.00	29.50
Timekeeper Summary Total	0.10		29.50

Current Fees	\$29.50
Subtotal For This Matter	\$29.50

Arent Fox Schiff LLP
Attorneys at Law

040861 Official Committee of Unsecured Creditors of Walker County Hospital
Corporation d/b/a Huntsville Memorial
00007 Creditor Inquiries
November 10, 2022

Invoice Number 2179024

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For Professional Services Rendered Through: October 31, 2022

Re: Creditor Inquiries

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
10/10/22	Nicholas A. Marten	Attention to creditor inquiry.	0.30	208.50
		Fee Total	0.30	\$208.50

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Nicholas A. Marten	0.30	695.00	208.50
Timekeeper Summary Total	0.30		208.50

Current Fees	\$208.50
Subtotal For This Matter	\$208.50

Arent Fox Schiff LLP
Attorneys at Law

040861 Official Committee of Unsecured Creditors of Walker County Hospital
Corporation d/b/a Huntsville Memorial
00009 Asset Analysis and Recovery
November 10, 2022

Invoice Number 2179024

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For Professional Services Rendered Through: October 31, 2022

Re: Asset Analysis and Recovery

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
10/14/22	Nicholas A. Marten	Call with J.Mahan regarding status of revised waterfall.	0.10	69.50
10/18/22	Nicholas A. Marten	Communications with J.Mahan regarding status of revised waterfall.	0.20	139.00
10/24/22	Jackson D. Toof	Email with N. Marten re: status of Motion to Approve Settlement and related case issues.	0.10	89.50
10/25/22	Nicholas A. Marten	Communications with J.Mahan regarding status of the updated waterfall.	0.20	139.00
10/26/22	Nicholas A. Marten	Review and analyze draft waterfall (0.2) and call with J.Mahan regarding the same (1.0).	1.20	834.00
10/27/22	Jackson D. Toof	Review Order Approving Settlement and emails with G. Angelich and N. Marten re: same.	0.10	89.50
10/27/22	Nicholas A. Marten	Communications with team and Debtor regarding entry of 9019 Order approving AR dispute settlement.	0.20	139.00
Fee Total			2.10	\$1,499.50

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Jackson D. Toof	0.20	895.00	179.00
Nicholas A. Marten	1.90	695.00	1,320.50
Timekeeper Summary Total	2.10		1,499.50

Current Fees \$1,499.50

Subtotal For This Matter \$1,499.50

Arent Fox Schiff LLP
Attorneys at Law

040861 Official Committee of Unsecured Creditors of Walker County Hospital
 Corporation d/b/a Huntsville Memorial
 00010 Claims Administration and Objections
 November 10, 2022

Invoice Number 2179024

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For Professional Services Rendered Through: October 31, 2022

Re: Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
10/25/22	Nicholas A. Marten	Review and analyze FTI and HMP analysis of admin claims.	0.60	417.00
Fee Total			0.60	\$417.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Nicholas A. Marten	0.60	695.00	417.00
Timekeeper Summary Total	0.60		417.00

Current Fees \$417.00

Subtotal For This Matter \$417.00

Arent Fox Schiff LLP
Attorneys at Law

040861 Official Committee of Unsecured Creditors of Walker County Hospital
 Corporation d/b/a Huntsville Memorial
 00012 Adversary Proceedings
 November 10, 2022

Invoice Number 2179024

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For Professional Services Rendered Through: October 31, 2022

Re: Adversary Proceedings

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
10/24/22	Jackson D. Toof	Email with N. Marten re: motion to dismiss status and related case issues.	0.10	89.50
Fee Total			0.10	\$89.50

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Jackson D. Toof	0.10	895.00	89.50
Timekeeper Summary Total	0.10		89.50

Current Fees \$89.50

Subtotal For This Matter \$89.50

Arent Fox Schiff LLP
Attorneys at Law

040861 Official Committee of Unsecured Creditors of Walker County Hospital
Corporation d/b/a Huntsville Memorial

00014 Fee Applications

November 10, 2022

Invoice Number 2179024

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For Professional Services Rendered Through: October 31, 2022

Re: Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
10/10/22	Nicholas A. Marten	Review and analyze Debtor counsel's correspondence regarding preference contingency fees (0.2) and Debtor's 4th quarterly fee report (0.2); communications with J.Mahan regarding the same (0.3).	0.70	486.50
10/26/22	Alyssa Fiorentino	Review, prepare, and circulate monthly fee statement.	0.50	147.50
Fee Total			1.20	\$634.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Nicholas A. Marten	0.70	695.00	486.50
Alyssa Fiorentino	0.50	295.00	147.50
Timekeeper Summary Total	1.20		634.00

Current Fees \$634.00

Subtotal For This Matter \$634.00

Arent Fox Schiff LLP
Attorneys at Law

040861 Official Committee of Unsecured Creditors of Walker County Hospital
Corporation d/b/a Huntsville Memorial
00022 Chapter 5 Litigation, Collection and Investigation
November 10, 2022

Invoice Number 2179024

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For Professional Services Rendered Through: October 31, 2022

Re: Chapter 5 Litigation, Collection and Investigation

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
10/05/22	Nicholas A. Marten	Review and analyze Debtors' 8th omnibus 9019 motion to approve preference settlements and supporting documentation (1.1); review and analyze revised preference action tracking chart (0.4); communication with J.Mahan regarding the same (0.1).	1.60	1,112.00
10/14/22	Nicholas A. Marten	Call with J.Mahan regarding Debtor's 8th omnibus preference settlement motion (0.1) and communication with the Committee regarding the same (0.3).	0.40	278.00
Fee Total			2.00	\$1,390.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Nicholas A. Marten	2.00	695.00	1,390.00
Timekeeper Summary Total	2.00		1,390.00

Current Fees \$1,390.00

Subtotal For This Matter \$1,390.00

Arent Fox Schiff LLP
Attorneys at Law

040861 Official Committee of Unsecured Creditors of Walker County Hospital
Corporation d/b/a Huntsville Memorial

Invoice Number 2179024

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November 10, 2022

Current Fees For All Matters

\$4,268.00

Total Amount Due This Invoice

\$4,268.00