

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF LOUISIANA
LAFAYETTE DIVISION**

IN RE:

**Progressive Acute Care, LLC, *et al.*,

Debtors**

NO. 16-50740

CHAPTER 11

JOINTLY ADMINISTERED

**FIRST INTERIM AND FINAL APPLICATION OF SILLS CUMMIS
& GROSS P.C. FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Sills Cummis & Gross P.C. (“Sills”), counsel for the Official Committee of Unsecured Creditors (the “Committee”), applies to this Court (the “Application”) for allowance of compensation and reimbursement of fees and expenses for the period commencing June 21, 2016 and extending through July 31, 2017 (the “Application Period”), pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Western District of Louisiana (the “Local Rules”).

I. INTRODUCTION

A. Preliminary Statement

1. As set forth more fully below, during the course of its representation of the Committee in these cases, Sills advised the Committee on a broad range of issues and worked with the Committee and all parties in interest to restructure millions of dollars in debt, maximize the value of the estates for the benefit of the creditors, and achieve a confirmed plan of liquidation under which it is possible that the unsecured creditors of Progressive Acute Care, LLC, *et al.* (collectively, the “Debtors”) will receive a distribution. Among other things, Sills advised the Committee on issues relating to the sale of substantially all of the Debtors’ assets,

challenges to secured claims asserted against the Debtors and their property, and the formulation and confirmation of a consensual joint plan of liquidation.

2. In particular, Sills investigated and initiated an adversary proceeding challenging the secured claims of Business First Bank (“BFB”), the Debtors’ largest secured creditor, which led to a settlement among the Committee, the Debtors, and BFB that formed the backbone of the confirmed plan of liquidation. Pursuant to that settlement, BFB fixed its claim, agreed to a distribution cap, assigned the right to any further distribution and certain claims against non-parties to the liquidation trust, and agreed to share distributions from the liquidation trust established under the plan, among other things. As a result, the settlement created a framework through which it may be possible for the general unsecured creditors of the Debtors to receive a distribution in these cases even though the Debtors’ assets were sold for cash consideration less than the face amount¹ of their secured debt.

3. These efforts and others, as set forth at length herein, resulted in significant value for the estates and demonstrate that Sills’ requested fees and expenses are reasonable and should be approved by the Court.

B. Background

Case Commencement and Status

4. On May 31, 2016 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the Western District of Louisiana, Lafayette Division (the “Court”).

¹ Including interest, fees, and other costs.

5. After the Petition Date, the Debtors continued to manage their property and operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

6. No trustee or examiner has been appointed in these chapter 11 cases.

7. On August 31, 2016, the Court entered an order (the “Sale Order”) [Docket No. 290] approving the Debtors’ sale of substantially all of their assets (the “Sale”) to Central Louisiana Hospital Group, LLC (the “Buyer”).

8. The Sale closed on or about September 1, 2016.

9. On July 12, 2017, the Bankruptcy Court entered an order (the “Confirmation Order”) [Docket No. 550] confirming the *Joint Plan of Orderly Liquidation of Progressive Acute Care, LLC, et al., as Jointly Proposed by the Debtors and the Official Committee of Unsecured Creditors* (the “Plan”) [Docket No. 550].

10. The Effective Date² of the Plan occurred on August 1, 2017 (the “Effective Date”) [Docket No. 558].

Retention of Sills

11. On June 21, 2016, the Office of the United States Trustee appointed the Committee pursuant to section 1102(a) of the Bankruptcy Code [Docket No. 102]. The Committee, as appointed, consisted of the following creditors: Cardinal Health 200, LLC and Cardinal Health 414, LLC (together, “Cardinal Health”); LifeShare Blood Centers; and Omega Diagnostics. The Office of the United States Trustee subsequently amended its appointment of the Committee [Docket No. 414] to include the following members: (i) Cardinal Health, (ii)

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan.

Lifeshare Blood Centers, (iii) Omega Diagnostics, (iv) Louisiana Healthcare Quality Forum, and (v) The Schumacher Group of Louisiana.

12. On June 21, 2016, the Committee selected Sills as its counsel, along with Kean Miller LLP (“Kean Miller”).

13. On July 5, 2016, the Court entered an interim order approving the Committee’s retention of Sills (the “Interim Retention Order”) [Docket No. 154]. On July 19, 2016, the Court entered a final order approving the Committee’s retention of Sills (the “Final Retention Order,” and together with the Interim Retention Order, the “Retention Orders”) [Docket No. 193]. Copies of the Retention Orders are attached hereto as Exhibit A.

14. As set forth in the Sills retention application (the “Retention Application”) [Docket No. 137], as approved by the Retention Orders, Sills agreed that the hourly rates for the three attorneys primarily responsible for services in these cases – Andrew H. Sherman, Boris I. Mankovetskiy, and Lucas F. Hammonds – would be discounted to \$525, \$475, and \$350, respectively, and the hourly rate for all other attorneys and paraprofessionals at the firm would be discounted by 20%.

15. Pursuant to the *Motion for Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket. No. 97], professionals were authorized by an order (the “Interim Compensation Order”) [Docket. No. 147] dated July 5, 2016, to submit monthly billing statements (the “Monthly Statements”) for review by the Debtors, the Committee, the Office of the United States Trustee, and certain other parties. Absent objection, the Debtors were ordered to make interim payments (the “Interim Payments”) in the amount of eighty percent (80%) of the fees and one hundred percent (100%) of the expense disbursements requested in the Monthly Statements. The Interim Compensation

Order further authorized professionals to file every one-hundred and twenty (120) days interim applications for this Court's approval of compensation and reimbursement of expenses.

C. Compensation and Reimbursement of Expenses Requested

Overview

16. In accordance with Bankruptcy Code Sections 330(a) and 331 and Bankruptcy Rule 2016, Sills makes this Application with respect to the Application Period and requests the entry of an order:

- (a) providing for interim and final allowance of compensation for necessary and valuable services rendered to and on behalf of the Committee during the Application Period in the amount of \$314,511.70;
- (b) providing for interim and final reimbursement of actual and necessary expenses incurred in connection with rendering those services during the Application Period in the amount of \$2,058.67;
- (c) authorizing and directing the Liquidation Trustee to immediately pay Sills all sums awarded to Sills in accordance herewith to the extent such sums have not already been paid; and
- (d) providing for final allowance of reasonable fees and reimbursement of reasonable expenses incurred by Sills in connection with the preparation of this Application on or after the Effective Date of August 1, 2017 (the "Post-Effective Date Compensation") and authorizing and directing the Liquidation Trustee to pay the Post-Effective Date Compensation.³

Post-Petition Payments

17. This Application represents Sills' first interim and final application for compensation and reimbursement of expenses. Sills has requested the following Interim Payments pursuant to the Monthly Statements submitted to the Debtors for the period of June 21, 2016 to June 30, 2017:

³ Sills is cognizant of the Supreme Court's decision in *Baker Botts L.L.P. v. ASARCO LLC*, 135 S. Ct. 2158, 2163 (2015), and will not seek payment or reimbursement of any fees or expenses incurred in connection with any defense of the Application in the event of an objection.

Monthly Statement	100% Fees	80% Fees	Expenses	Total Fees and Expenses
June 2016	\$33,509.20	\$26,807.36	\$0	\$33,509.20
July 2016	\$35,007.50	\$28,006.00	\$84.48	\$35,091.98
August 2016	\$30,557.30	\$24,445.84	\$32.10	\$30,589.40
September 2016	\$25,666.10	\$20,532.88	\$1.64	\$25,667.74
October 2016	\$46,263.00	\$37,010.40	\$203.88	\$46,466.88
November 2016	\$19,997.90	\$15,998.32	\$13.20	\$20,011.10
December 2016	\$24,537.70	\$19,630.16	\$1,497.04	\$26,034.74
January 2017	\$14,862.50	\$11,890.00	\$3.53	\$14,866.03
February 2017	\$30,291.00	\$24,232.80	\$2.10	\$30,293.10
March 2017	\$16,529.50	\$13,223.60	\$39.80	\$16,569.30
April 2017	\$7,307.50	\$5,846.00	\$110.74	\$7,418.24
May 2017	\$7,555.00	\$6,044.00	\$70.16	\$7,625.16
June 2017	\$17,845.00	\$14,276.00	\$0.00	\$17,845.00
Totals:	\$309,929.20	\$247,943.36	\$2,058.67	\$311,987.87

18. As of the filing of this Application, the Debtors have made Interim Payments in the amounts of \$220,443.76 in fees and \$2,018.87 in expenses, for a total of \$222,462.63 in Interim Payments. To date, no previous orders for reimbursement of compensation have been applied for by Sills. Sills does not hold a retainer to secure payment of fees or expenses.

II. SERVICES RENDERED BY SILLS

A. Overview of Services and Maintenance of Time Records

19. During the Application Period, Sills' attorneys and paraprofessionals provided 697.8 hours of service on behalf of the Committee. If charged at Sills' customary hourly rates, the Committee would have been billed \$452,552.50, resulting in a blended hourly rate of \$647.89. However, as a result of the hourly rate discounts set forth in the Retention Application, Sills seeks allowance of \$314,511.70 in fees and reimbursement of \$2,058.67 in expenses, which results in a blended hourly rate of \$450.26 and a reduction of approximately \$138,040.80 from what the fees would have been under Sills' customary hourly rates. The fees for the Application Period are summarized in Exhibit B attached hereto. The expenses are summarized in Exhibit C attached hereto. The fees are itemized by task code along with itemized expenses in the billing statements attached as Exhibit D hereto.

Time Maintenance

20. Sills maintains records of the time expended in the performance of professional services for the Committee, as well as for all of its clients, consisting of diary entries by individual attorneys, paralegals and clerks, which are typed into daily time entry sheets (either directly or as transcribed from handwritten entries). The time sheets contain the name of the attorney, paralegal or clerk rendering the services, the time spent to the tenth of an hour, and a description of the legal services performed. This record-keeping system has been computerized and results in the generation of computer time printouts.

Services Organized by Task Codes

21. Because the description of services performed by Sills on behalf of the Committee is extensive, and because representation in these cases required a variety of legal services, Sills separates its services in its billing statements by task codes. Under each task code, Sills'

professional and paraprofessional services are arranged by date and by individual, with a description of each individual's services and the time devoted to such services.

B. Summary of Services Performed During the Application Period

22. During the course of Sills' representation of the Committee in these cases, Sills advised the Committee on a broad range of issues necessary to represent the interests of the unsecured creditors. Sills advised the Committee on issues relating to, among other things, (i) the Debtors' post-petition operations and use of cash collateral; (ii) the sale of substantially all of the Debtors' assets, which yielded a purchase price of \$10,550,00 plus certain additional consideration (*i.e.*, cash consideration less than the face amount of the secured debt in these cases); (iii) a settlement between the Debtors, the Committee, and BFB embodied in the Plan (the "BFB Settlement"), which provided an avenue for potential recovery for the general unsecured creditors; and (iv) confirmation of the Plan, under which the general unsecured creditors could receive a distribution.

23. Sills played a significant role in negotiating the final cash collateral and sale terms, resulting in terms more favorable to the estates than might otherwise have been achieved. Sills also played a significant role in the formulation of the Plan, which may yield a distribution to the general unsecured creditors even though the Debtors' assets sold for cash consideration less than the face amount of secured debt in these cases. The BFB Settlement, which is the linchpin of the Plan, resulted directly from Sills' investigation of BFB's claims and the initiation of an adversary proceeding styled *Official Committee of Unsecured Creditors v. Business First Bancshares, Inc. d/b/a Business First Bank, et al.*, Adv. Pro. No. 16-05023 (the "Adversary Proceeding"), seeking, among other things, to annul notes and related security grants held by BFB, determine and disallow BFB's secured claim, recover prepetition payments made to BFB, and surcharge BFB's collateral.

24. Sills' services in these cases conferred significant value upon the estates and may ultimately result in a distribution to unsecured creditors. Sills' fees and expenses are therefore reasonable and should be authorized by the Court.

25. To provide a better understanding of Sills' services in these cases, the following is a narrative description of Sills' principal activities on behalf of the Committee during the Application Period. These descriptions are not intended, however, to be an exhaustive summary of all of Sills' services during the Application Period. A complete description of all of Sills' services during the Application Period is set forth in the time detail contained in the statements included in Exhibit D. Task codes with minimal or no activity during the Application Period are not discussed herein.

Asset Analysis and Recovery

26. During the Application Period, Sills performed an analysis of the Debtors' assets, including the Debtors' interests in the assets of the Progressive Acute Care Dauterive, LLC ("Dauterive") bankruptcy estate (a separately administered bankruptcy case of an affiliate of the Debtors). Sills also analyzed issues relating to standing to bring estate causes of action and prepared a consent order granting standing to the Committee to pursue claims on behalf of the estates. Further, Sills analyzed lien avoidance issues and issues relating to the financial condition of the Debtors' estates and potential additional sources of recovery for the unsecured creditors.

27. During the Application Period, Sills also attended to issues regarding the Debtors' pre-petition payments to BFB and the Debtors' rights to Full Medicaid Payments (the "FMP") for the pre-Sale periods of July 2016 and August 2016 under various managed care agreements. The Committee's investigation of issues relating to BFB led to the filing of the Adversary

Proceeding and the BFB Settlement that paved the way for the Plan. The Committee's investigation of the FMP ultimately led to a settlement, described below, that allowed the Debtors to collect a portion of the FMP.

Asset Disposition

28. During the Application Period, Sills analyzed issues relating to the Sale, including review of the asset purchase agreement and objections to the Sale. Sills communicated with the Debtors' counsel on these issues, and provided updates to the Committee on the status of the Sale. Sills also attended to issues regarding payment of the purchase price and other post-closing Sale issues.

29. Sills also worked with counsel to the Debtors and the Buyer to resolve a dispute over the parties' respective rights to the FMP. The Committee worked with the Debtors and the Buyer to resolve this dispute. On March 6, 2017, the Debtors, the Committee, and the Buyer entered into a settlement agreement, pursuant to which the Debtors were entitled to collect at least \$295,000 of the FMP.

Avoidance and Other Litigation

30. Sills devoted substantial time to litigation on behalf of the Committee to create the possibility for a recovery for unsecured creditors. Sills investigated BFB's claims and commenced the Adversary Proceeding against BFB, resulting in a settlement that paved the way for the Plan. To do so, Sills researched and analyzed several revocatory complaint issues and reviewed and analyzed data room documents, loan documents, motions and other relevant materials, among other things.

Case Administration

31. All services relating to case management and administration, preparation for Committee meetings, and general consultation with members of the Committee, counsel for the Debtors, and other professionals regarding the status of the bankruptcy cases and administrative issues related thereto, are included within this task code. Other services include (i) review and analysis of the Debtors' motions to reject executory contracts and leases; (ii) review of Debtors' list of potential assumed contracts and cure amounts; (iii) analysis of issues regarding the preservation of potential claims and rights under the directors' and officers' insurance policy; (iv) review of issues regarding the extension of the Debtors' exclusivity periods; and (v) analysis regarding a motion to appoint a trustee.

32. Additionally, during the Application Period, Sills prepared for and attended a meeting with counsel for BFB and counsel for the Debtors regarding the BFB Settlement. Sills provided updates to the Committee regarding the settlement discussions.

Claims Administration and Objections

33. Services in this category include, without limitation, analysis of and/or objection to and/or resolution of (i) the Debtors' bar date motion; (ii) the validity, priority, and avoidability of BFB's liens; and (iii) analysis of and objection to BFB's motion to compel distribution of sale proceeds. Sills devoted significant time to the investigation of BFB's claims and the formulation of the BFB Settlement. Further, as a result of a settlement between the Debtors, the Buyer, and the Committee, the Debtors were entitled to collect at least \$295,000 of the FMP, in which the Buyer previously asserted rights.

Fee/Employment Applications

34. Services rendered in this task code include, without limitation, (i) services relating to securing Sills' retention as counsel to the Committee, (ii) analysis of issues relating to the applications, and (iii) review of fee requests of the Debtors' professionals.

Financing

35. During the Application Period, Sills researched and reviewed case law on secured creditor issues and performed analysis regarding use of cash collateral. Subsequent to the entry of the initial cash collateral order, the Debtors, BFB, and the Committee entered into six consent orders to establish a stipulated budget for the Debtors' use of cash collateral and interim adequate protection payments to BFB. The sixth consent order approved the plan term sheet setting forth the BFB Settlement, which paved the way for confirmation of the Plan.

Litigation (Other Than Avoidance Action Litigation)

36. During the Application Period, Sills researched and reviewed case law regarding director and officer insurance policies and causes of action belonging to the bankruptcy estate, among other things.

Avoidance Action Litigation

37. As set forth above, Sills initiated the Adversary Proceeding challenging BFB's claims, which facilitated the BFB Settlement and, ultimately, the Plan.

Plan and Disclosure Statement

38. Sills contributed significantly to the advancement of these cases through its services with respect to the formulation of the Plan. These services included analysis regarding the status of the estates and potential liquidation and wind down issues; research and analysis of plan framework issues; communications with the Debtors' counsel regarding plan issues; and

review, analysis, and revision of a draft plan of liquidation. Sills also kept the Committee apprised of the developments relating to the Plan. Through Sills' efforts, combined with the efforts of other parties in interest, the Debtors successfully confirmed the Plan.

39. The centerpiece of the Plan is the BFB Settlement, under which BFB received a secured claim in an allowed amount of \$11,500,367.19 and capped the distribution it would receive at \$10,300,000 (the "BFB Distribution Amount"). BFB then assigned its secured claim and any claims against Dauterive in Dauterive's separately-administered bankruptcy estate to the Liquidation Trust, which will allow the Liquidation Trustee to recover any payments in excess of the BFB Distribution Amount received on account of BFB's secured claim and/or BFB's Dauterive claims for the benefit of the Liquidation Trust. BFB further agreed to share in sources of recovery and distributions from the Liquidation Trust and, in the event of recovery by BFB against guarantors of the BFB claims, reduce the BFB Distribution Amount. This framework formed the foundation for the Plan and provided a path to potential recovery for the general unsecured creditors.

III. SUMMARY OF REQUESTED INTERIM AND FINAL COMPENSATION

40. Pursuant to Bankruptcy Code sections 330 and 331 and Bankruptcy Rule 2016(a), Sills applies for the allowance and approval of interim and final compensation for legal services rendered for and on behalf of the Committee during the Application Period in the amount of \$314,511.70. Sills also seeks reimbursement for actual and necessary expenses incurred during the Application Period in the amount of \$2,058.67.

IV. RELEVANT LEGAL STANDARDS

41. Pursuant to *In the Matter of First Colonel Corp. of America*, 544 F.2d 1291 (15th Cir. 1977), and *Johnson v. Georgia Highway Express, Inc.*, 48F.2d 714 (5th Cir. 1974), as well as

Local Rule 2016-1, the following factors are to be considered in making a determination on attorneys' fees:

a) **Time and Labor Required:** Exhibit D attached hereto contains an itemization of the time spent by each biller from June 21, 2016 and extending through July 31, 2017, representing 697.8 hours expended in the representation of the Committee in these cases;

b) **Novelty and Difficulty of the Questions:** Several unique and complicated legal issues arose during the course of these chapter 11 cases, including, but not limited to, the following:

1. Advising the Committee on issues presented by filings by Debtors and secured lender regarding the administration of the estates, use of cash collateral, and other issues;
2. Assisting the Committee in its investigation and analysis of the Debtors, their capital structure, their operations, and their financial affairs
3. Investigating and analyzing assets of the estates, including rights to the FMP and potential causes of action;
4. Analyzing major claims against the estate, including those of BFB; obtaining standing to prosecute causes of action of the estates; and initiating the Adversary Proceeding against BFB;
5. Negotiating on behalf of the Committee concerning details of the Sale;
6. Negotiating with the Debtors and their stakeholders to reach various settlements allowing for the formulation of the Plan and a potential distribution to general unsecured creditors; and
7. Negotiating on behalf of the Committee and assisting in the preparation and confirmation of the Plan and disclosure statement in these cases.

c) **The Skill Required to Perform Legal Services Properly:** The foregoing services required considerable skill and experience to perform properly as a result of, among other things, the complexity of these cases and time constraints faced by the Committee. Drawing on its extensive experience representing unsecured creditors' committees in chapter 11 hospital cases,

Sills has served the Committee's needs successfully. During the Application Period, Andrew H. Sherman, Esq., Boris Mankovetskiy, Esq., and Lucas F. Hammonds, Esq. (the "Primary Attorneys") were primarily involved in performing or supervising all phases of the Committee's representation by Sills. Together, the Primary Attorneys have over 48 years' experience in practices focused on bankruptcy, creditors' rights, corporate reorganization, and related matters. Biographies for the Primary Attorneys are attached as Exhibit E.

Due to the size and complexity of several of the issues raised during the course of its representation of the Committee, Sills also utilized other attorneys and/or paraprofessionals based on their expertise and availability.

d) **The Preclusion of Other Employment:** Sills billed 697.8 hours during the course of these bankruptcy cases. Thus, Sills' representation of the Committee required a substantial devotion of time and resources that could otherwise have been devoted to other existing and potential clients. In addition, Sills incurred opportunity costs by advancing out-of-pocket expenses without advance payment. Notwithstanding the foregoing, Sills undertook the representation of the Committee in these cases with the expectation at the outset that it would be compensated for its services and reimbursed for related expenses as set forth in the Retention Application.

e) **The Customary Fee:** Sills' billing rates during these cases are consistent with reasonable and customary hourly rates charged by other professionals of equal education and experience, in matters of similar complexity, scope, and significance. The hourly rates charged by each person whose services form the basis for this Application, and the hours spent by each such person, are as follows:

<u>Name</u>	<u>No. of Hours</u>	Customary Rate During Application	Discounted Rate Actually Charged
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		<u>Period</u>	<u>During Application Period</u>
Andrew H. Sherman	114.5	\$740-\$775 ⁴	\$525
Boris I. Mankovetskiy	372.2	\$695	\$475
Lucas F. Hammonds	136.8	\$495-\$525	\$350
Rachel E. Brennan	7.9	\$495	\$325
Brian S. Coven	4.0	\$595	\$476
Bruce Czachor	14.8	\$495	\$396
Valerie Hamilton	18.3	\$575-\$595	\$460-\$476
Kaitlin M. Jenkins	1.5	\$295	\$236
Steven R. Kamen	5.4	\$640	\$512
Laura M. Kessler	14.0	\$335	\$268
Thomas S. Novak	8.7	\$595	\$476
Richard M. Slotkin	.4	\$595	\$476

These rates are as discounted pursuant to the Retention Application as approved by the Retention Orders.

In accordance with Bankruptcy Rule 2016, Sills has not entered into any agreement or understanding with any other person or entity for the sharing of compensation received or to be received for services rendered in or in connection with these cases, nor has Sills entered into any agreement prohibited by Section 504(a) of the Bankruptcy Code.

f) **Whether the Fee is Fixed or Contingent:** Sills was employed as counsel to the Committee having agreed to the hourly rates as stated above and reimbursement of actual, direct expenses. However, as in all bankruptcy cases, the fee and reimbursement were contingent in the sense that there was and could be no assurance that there would be funds available to pay estate professionals.

g) **Time Limitations Imposed by the Client or Circumstances:** Sills performed exemplary services under time-sensitive conditions in these cases given the timing of certain motions and matters of interest to the estates, as well as the need to sell the Debtors' assets and move toward confirmation of the Plan as quickly as reasonably possible to preserve estate assets.

h) **Amount Involved and Results Obtained:** All services for which Sills requests payment, and all expenses for which Sills requests reimbursement, were rendered and spent on behalf of the Committee and no other persons, creditors, or parties. The compensation requested is strictly for legal and professional services rendered. The services provided by Sills were appropriate in light of the complexity of these chapter 11 cases and are representative of traditional services rendered in connection with business-related chapter 11 bankruptcy cases. As explained above, the services provided directly benefited the estates and resulted in the availability of funds for a possible distribution to unsecured creditors, an outcome that was not certain at the outset of the cases.

i) **The Experience, Reputations and Ability of Applicants:** These factors are expressed in (c) above. Sills' attorneys are well known as highly skilled professionals in their respective fields.

j) **The Undesirability of the Case:** These cases may be said to be undesirable from the following standpoints, among others: (x) the delay and uncertainty in obtaining full compensation in comparison to other cases, particularly in light of the effort demanded at the outset of these cases before retention or fees had been approved, (y) the additional time and work involved in preparing and submitting applications for compensation in the form and manner required by law as compared with billings in other cases, and (z) time demands that may have precluded work for other current or potential clients.

k) **The Nature and Length of Professional Relationship:** The professional relationship with the Committee began in June 2016 upon the Committee's formation and continued through the Committee's dissolution upon the Effective Date of the Plan.

⁴ The customary rates for certain Sills attorneys were raised during the Application Period.

1) **Awards in Similar Cases:** Sills submits that compensation for the fees and expenses requested herein is reasonable and commensurate with the rates and charges for professional services prevailing in the community for attorneys of like standing and experience. They are well within the range of those frequently requested and approved in similarly complex bankruptcy cases.

V. NO FEE SHARING/DISINTERESTED PERSON

42. Except as set forth in this Application, Sills has neither received nor been promised any payments for services rendered or to be rendered in any capacity whatsoever in connection with the bankruptcy cases. Further, as set forth above, Sills has not entered into any agreement, express or implied, with any party-in-interest, including any creditor or any representative of any creditor, or with any attorney for any such party-in-interest, for the purpose of sharing the fees or other compensation to be paid to any party-in-interest or to any attorney for any party-in-interest for services rendered in connection with the bankruptcy cases from the assets of the estates.

43. During the Application Period and throughout the course of Sills' employment as counsel for the Committee, Sills has been a disinterested person and has not represented or held an interest adverse to the interests of the Committee with respect to the matters for which Sills was employed.

VI. RESERVATION OF RIGHTS

44. Sills reserves the right to amend, supplement or otherwise modify this Application and all attachments and exhibits thereto as it deems necessary and/or proper.

VII. CONCLUSION

45. Sills respectfully submits that it is entitled to receive reasonable compensation and reimbursement in the amount of the fees and expenses requested herein, as such fees and expenses are related to services that were valuable to the Debtors' estates, as well as the unsecured creditors.

WHEREFORE, Sills respectfully requests that this Court (a) enter an order (1) awarding Sills interim and final compensation for legal services rendered to and on behalf of the Committee during the Application Period in the amount of the fees (*i.e.*, \$314,511.70) and reimbursement of actual and necessary expenses incurred in the amount of the expenses (*i.e.*, \$2,058.67), (2) authorizing the Liquidation Trustee to pay to Sills all sums awarded to Sills in accordance herewith, and (3) allowing the Post-Effective Date Compensation and authorizing the Liquidation Trustee to pay the Post-Effective Date Compensation; and (b) grant Sills such other and further relief as is just and proper.

Dated: August 22, 2017

Respectfully submitted,



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Care, LLC., et al.*

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF LOUISIANA
LAFAYETTE DIVISION

IN RE:

Progressive Acute Care, LLC, *et al.*,

Debtors

NO. 16-50740


CHAPTER 11

JOINTLY ADMINISTERED

AFFIDAVIT

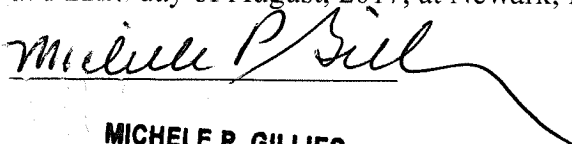
STATE OF NEW JERSEY)
) ss
COUNTY OF ESSEX)

I, Andrew H. Sherman, of Sills Cummis & Gross P.C., named in the foregoing Application, do hereby make solemn oath that I have read such Application and that all of the allegations of fact contained therein are true and correct to the best of my knowledge, information and belief.



Andrew H. Sherman

SWORN TO AND SUBSCRIBED before me
this 22nd day of August, 2017, at Newark, New Jersey.



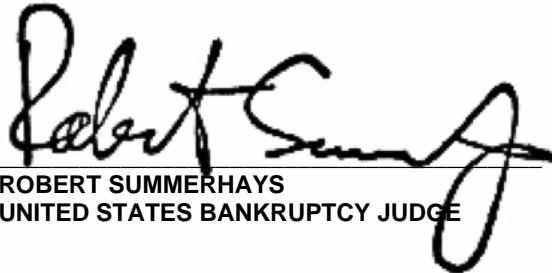
MICHELE P. GILLIES
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires 10/23/2017

EXHIBIT A



SO ORDERED.

SIGNED July 5, 2016.


ROBERT SUMMERHAYS
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF LOUISIANA
LAFAYETTE DIVISION

In re:

PROGRESSIVE ACUTE CARE, LLC, *et al*¹

Debtors.

Case No. 16-50740

Chapter 11

Jointly Administered

**INTERIM ORDER AUTHORIZING RETENTION AND EMPLOYMENT
OF SILLS CUMMIS & GROSS P.C. AS ATTORNEYS FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF PROGRESSIVE
ACUTE CARE, LLC, *ET AL. NUNC PRO TUNC TO JUNE 21, 2016,*
AND SETTING FINAL HEARING ON APPLICATION**

Upon considering the *Application to Retain and Employ Sills Cummis & Gross P.C. as Attorneys for the Official Committee of Unsecured Creditors of Progressive Acute Care, L.L.C., et al., Nunc Pro Tunc to June 21, 2016*, including the Affidavit of Andrew H. Sherman in support thereof (collectively, the “Application”) [ECF #137], filed June 30, 2016 by the Official Committee of Unsecured Creditors of Progressive Acute Care, L.L.C., et al. (the “Committee”), including a request for *ex parte* relief on an interim basis;

¹ The debtors in these chapter 11 cases are: Progressive Acute Care, LLC; Progressive Acute Care Avoyelles, LLC; Progressive Acute Care Oakdale, LLC; and Progressive Acute Care Winn, LLC.

And considering the Court has jurisdiction to consider the Application in accordance with 28 U.S.C. §§ 157 and 1334; and this being a core proceeding pursuant to 28 U.S.C. § 157(b)(2);

And considering the substance of the Application, its supporting materials, and all responses thereto, if any; and it appearing that (i) the proposed employment of Sills as attorneys for the Committee is in the best interest of the Committee and the bankruptcy estates, (ii) Sills does not represent any entity having an adverse interest in connection with the case, as required by 11 U.S.C. § 1103(b), and its Members, Of Counsel, and Associates do not represent or hold any interest adverse to the Committee or the bankruptcy estates and are disinterested under 11 U.S.C. § 101(14), and (iii) the Application and materials are in compliance with the applicable provisions of the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure; and after due deliberation thereon; and good and sufficient cause appearing therefor:

It is hereby **ORDERED** that:

1. The Application is **GRANTED ON AN INTERIM BASIS**.
2. The Committee is authorized to retain and employ Sills on an interim basis as its attorneys 11 U.S.C. § 1103 an Fed. R. Bankr. P. 2014 *nunc pro tunc* to June 21, 2016 on the terms set forth in the Application and affidavit of Andrew H. Sherman in support.
3. Sills shall be compensated for its services and reimbursed for any related expenses in accordance 11 U.S.C. §§ 328, 330, and 331, the applicable provisions of the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Western District of Louisiana, and any orders of this Court.
4. The terms and conditions of this order shall be effective and enforceable immediately upon its entry.

5. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this order.

IT IS FURTHER ORDERED that a final hearing on the Application shall be held before this Court on July 19, 2016 at 10:00 a.m.

IT IS FURTHER ORDERED that the Committee shall provide notice of the final hearing and objection deadline to the Debtor, the U.S. Trustee, and all parties requesting notice in this case.

###

This Order was prepared and is being submitted by:

s/ J. Eric Lockridge

Proposed Co-Counsel for the Official Committee of Unsecured Creditors
J. Eric Lockridge (#30159)
eric.lockridge@keanmiller.com
KEAN MILLER LLP
400 Convention Street, Suite 700
P. O. Box 3513 (70821-3513)
Baton Rouge, LA 70802
Telephone: (225) 387-0999

Notice Recipients

District/Off: 0536-4
Case: 16-50740

User: mcomeaux
Form ID: pdf8

Date Created: 7/6/2016
Total: 35

Recipients submitted to the BNC (Bankruptcy Noticing Center) without an address:

tr	DIP
op	Garden City Group, LLC
cr	Jefferson Sprinkler, Inc.
intp	CHRISTUS Health

TOTAL: 4

Recipients of Notice of Electronic Filing:

ust	Office of U. S. Trustee	USTPRegion05.SH.ECF@usdoj.gov
aty	Armistead M. Long	along@gordonarata.com
aty	Barbara B. Parsons	bparsons@steffeslaw.com
aty	Bradley L. Drell	bdrell@goldweems.com
aty	Catherine Noel Steffes	nsteffes@steffeslaw.com
aty	Gail Bowen McCulloch	gail.mcculloch@usdoj.gov
aty	George C. Freeman, III	gfreeman@barrassousdin.com
aty	J. Eric Lockridge	eric.lockridge@keanmiller.com
aty	Kimberly L. Humbles	kimberly.humbles@la.gov
aty	Mark P. Seyler	mseyler@barkleythompson.com
aty	Richard J. Reynolds	rreynolds@ahmgt.com
aty	Ronald J. Savoie	ronnie@jlaw.net
aty	Stephen D. Wheelis	steve@wheelis-rozanski.com
aty	Thomas J. Lutkewitte	tlutkewitte@favretlaw.com
aty	William E. Steffes	bsteffes@steffeslaw.com

TOTAL: 15

Recipients submitted to the BNC (Bankruptcy Noticing Center):

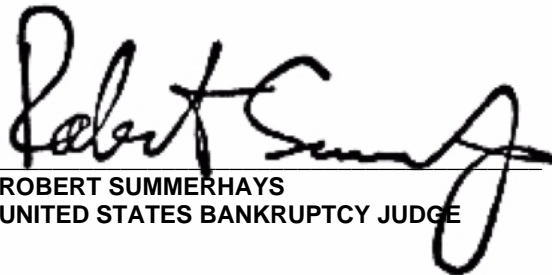
db	Progressive Acute Care, LLC	Post Office Box 5309	Abita Springs, LA 70420
cr	Global Physicians Network, LLC	504 Texas Street	Suite 200 Shreveport, LA 71101
intp	Southern Textile Services, L.L.C.	c/o Armistead M. Long	Gordon Arata McCollam Duplantis & Egan 400 E. Kaliste Saloom Rd. Suite 4200 Lafayette, LA 70508
cr	Southern Textile Services, L.L.C.	c/o Armistead M. Long, Esq.	Gordon Arata McCollam Duplantis & Egan 400 East Kaliste Saloom Rd. Suite 4200 Lafayette, LA 70508
cr	TCF Equipment Finance, Inc.	Gregory A. Payer	11100 Wayzata Blvd., Suite 801 Minnetonka, MN 55305
cr	NES Louisiana, Inc.	39 Main Street	Tiburon, CA 94920
cr	Pharmacy Service of Winnfield, Incorporated	c/o Stephen Shelton	P.O. Box 1437 Winnfield, LA 71483
cr	Shelton Property West Court Division, LLC	c/o Stephen Shelton	P.O. Box 1437 Winnfield, LA 71483
cr	Doerle Food Services LLC	103 Kol Drive	Broussard, La 70518
cr	CLECO Corporation	Wheelis & Rozanski	P.O. Box 13199 Alexandria, La 71315
cr	Mobile Imaging Services, LLC	Wheelis & Rozanski	P.O. Box 13199 Alexandria, LA 71315
cr	Official Committee of Unsecured Creditors for Progressive Acute Care, LLC		c/o Christopher Lehmann 7000 Cardinal Place Dublin, OH 43017
intp	Louisiana Department of Health & Hospitals	c/o Kimberly Humbles	P. O. Box 3836 Baton Rouge, LA 70821-3836
intp	Trent McMorris, Sr.	Oscar L. Shoenfelt, III	2109 Perkins Road Baton Rouge, LA 70808
aty	Andrew H. Sherman	Sills, Cummis, et al	One Riverfront Plaza Newark, NJ 07102-5400
aty	Boris I. Mankovestskiy	Sillis Cummins & Gross, PC	One Riverfront Plaza Newark, NJ 07102

TOTAL: 16



SO ORDERED.

SIGNED July 19, 2016.


ROBERT SUMMERHAYS
UNITED STATES BANKRUPTCY JUDGE

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF LOUISIANA
LAFAYETTE DIVISION**

In re:

PROGRESSIVE ACUTE CARE, LLC, *et al*¹

Debtors.

Case No. 16-50740

Chapter 11

Jointly Administered

**FINAL ORDER AUTHORIZING RETENTION AND EMPLOYMENT
OF SILLS CUMMIS & GROSS P.C. AS ATTORNEYS FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF PROGRESSIVE
ACUTE CARE, LLC, *ET AL. NUNC PRO TUNC* TO JUNE 21, 2016,
AND SETTING FINAL HEARING ON APPLICATION**

Upon considering the *Application to Retain and Employ Sills Cummis & Gross P.C. as Attorneys for the Official Committee of Unsecured Creditors of Progressive Acute Care, LLC., et al., Nunc Pro Tunc to June 21, 2016*, including the Affidavit of Andrew H. Sherman in support thereof (collectively, the “Application”) [ECF #137], filed June 30, 2016 by the Official Committee of Unsecured Creditors of Progressive Acute Care, LLC, *et al.* (the “Committee”), including a request for *ex parte* relief on an interim basis;

¹ The debtors in these chapter 11 cases are: Progressive Acute Care, LLC; Progressive Acute Care Avoyelles, LLC; Progressive Acute Care Oakdale, LLC; and Progressive Acute Care Winn, LLC.

And considering the Court has jurisdiction to consider the Application in accordance with 28 U.S.C. §§ 157 and 1334; and this being a core proceeding pursuant to 28 U.S.C. § 157(b)(2);

And considering the Court's Interim Order [ECF #154] granting the Application on an interim basis and the Notice of Hearing filed and served regarding the Application [ECF #157];

And considering the substance of the Application, its supporting materials, the lack of any objection to the Application after due notice and opportunity for an objection; and it appearing that (i) the proposed employment of Sills as attorneys for the Committee is in the best interest of the Committee and the bankruptcy estates, (ii) Sills does not represent any entity having an adverse interest in connection with the case, as required by 11 U.S.C. § 1103(b), and Sills and its Members, Of Counsel, and Associates do not represent or hold any interest adverse to the Committee or the bankruptcy estates and are disinterested under 11 U.S.C. § 101(14), and (iii) the Application and materials are in compliance with the applicable provisions of the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure; and after due deliberation thereon; and good and sufficient cause appearing therefor:

It is hereby **ORDERED** that:

1. The Application is **GRANTED**.
2. The Committee is authorized to retain and employ Sills as its attorneys 11 U.S.C. § 1103 an Fed. R. Bankr. P. 2014 *nunc pro tunc* to June 21, 2016 on the terms set forth in the Application and affidavit of Andrew H. Sherman in support.
3. Sills shall be compensated for its services and reimbursed for any related expenses in accordance 11 U.S.C. §§ 328, 330, and 331, the applicable provisions of the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Western District of Louisiana, and any orders of this Court.

4. The terms and conditions of this order shall be effective and enforceable immediately upon its entry.

5. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this order.

###

This Order was prepared and is being submitted by:

s/ J. Eric Lockridge

Proposed Co-Counsel for the Official Committee of Unsecured Creditors

J. Eric Lockridge (#30159)

eric.lockridge@keanmiller.com

KEAN MILLER LLP

400 Convention Street, Suite 700

P. O. Box 3513 (70821-3513)

Baton Rouge, LA 70802

Telephone: (225) 387-0999

Notice Recipients

District/Off: 0536-4
Case: 16-50740

User: mcomeaux
Form ID: pdf8

Date Created: 7/19/2016
Total: 8

Recipients submitted to the BNC (Bankruptcy Noticing Center) without an address:
tr DIP

TOTAL: 1

Recipients of Notice of Electronic Filing:

ust	Office of U. S. Trustee	USTPRegion05.SH.ECF@usdoj.gov
aty	Barbara B. Parsons	bparsons@steffeslaw.com
aty	Gail Bowen McCulloch	gail.mcculloch@usdoj.gov
aty	George C. Freeman, III	gfreeman@barrassousdin.com
aty	Noel Steffes Melancon	nsteffes@steffeslaw.com
aty	William E. Steffes	bsteffes@steffeslaw.com

TOTAL: 6

Recipients submitted to the BNC (Bankruptcy Noticing Center):

db	Progressive Acute Care, LLC	Post Office Box 5309	Abita Springs, LA 70420
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TOTAL: 1

EXHIBIT B

Sills Cummis & Gross P.C.

Timekeeper Summary

June 21, 2016 – July 31, 2017

*Official Committee of Unsecured Creditors
of Progressive Acute Care, LLC, et al.*

Timekeeper	Title	Department	Hours Billed	Billed Rate	Fees Billed
Sherman, Andrew H.	Member	Bankruptcy	114.5	\$525.00	\$60,112.50
Mankovetskiy, Boris	Member	Bankruptcy	371.5	\$475.00	\$176,462.50
Hammonds, Lucas F.	Associate	Bankruptcy	136.8	\$350.00	\$47,880.00
Coven, Brian S.	Member	Corporate	4.0	\$476.00	\$1,904.00
Kamen, Steven R.	Member	Corporate	5.4	\$512.00	\$2,764.80
Novak, Thomas S.	Member	Litigation	8.7	\$476.00	\$4,141.20
Slotkin, Richard M.	Member	Corporate	0.4	\$476.00	\$190.40
Czachor, Bruce	Of Counsel	Corporate	14.8	\$396.00	\$5,860.80
Hamilton, Valerie	Of Counsel	Bankruptcy	11.8	\$460.00	\$5,428.00
			6.5	\$476.00	\$3,094.00
Brennan, Rachel E.	Associate	Bankruptcy	7.9	\$325.00	\$2,567.50
Jenkins, Kaitlin M.	Associate	Corporate	1.5	\$236.00	\$354.00
Kessler, Laura M.	Associate	Litigation	14.0	\$268.00	\$3,752.00
Totals:			697.8		\$314,511.70

Sills Cummis & Gross P.C.

Matter Summary by Task Code

June 21, 2016 – July 31, 2017

*Official Committee of Unsecured Creditors
of Progressive Acute Care, LLC, et al.*

Timekeeper	Task Code	Category	Hours Billed	Billed Rate	Fees Billed
Andrew H. Sherman	101	Asset Analysis and Recovery	4.7	\$525.00	\$2,467.50
Boris Mankovetskiy	101	Asset Analysis and Recovery	45.2	\$475.00	\$21,470.00
Bruce Czachor	101	Asset Analysis and Recovery	3.2	\$396.00	\$1,267.20
Lucas F. Hammonds	101	Asset Analysis and Recovery	15.5	\$350.00	\$5,425.00
Valerie Hamilton	101	Asset Analysis and Recovery	3.1	\$460.00	\$1,426.00
Asset Analysis and Recovery Total			71.7		\$32,055.70
Lucas F. Hammonds	102	Asset Disposition	28.6	\$350.00	\$10,010.00
Bruce Czachor	102	Asset Disposition	11.6	\$396.00	\$4,593.60
Brian S. Coven	102	Asset Disposition	4.0	\$476.00	\$1,904.00
Boris Mankovetskiy	102	Asset Disposition	39.2	\$475.00	\$18,620.00
Andrew H. Sherman	102	Asset Disposition	12.9	\$525.00	\$6,772.50
Asset Disposition Total			96.3		\$41,900.10
Andrew H. Sherman	103	Business Operations	2.6	\$525.00	\$1,365.00
Boris Mankovetskiy	103	Business Operations	10.3	\$475.00	\$4,892.50
Steven R. Kamen	103	Business Operations	1.2	\$512.00	\$614.40
Business Operations Total			14.1		\$6,871.90
Steven R. Kamen	104	Case Administration	2.6	\$512.00	\$1,331.20
Lucas F. Hammonds	104	Case Administration	18.1	\$350.00	\$6,335.00
Boris Mankovetskiy	104	Case Administration	93.7	\$475.00	\$44,507.50
Andrew H. Sherman	104	Case Administration	28.8	\$525.00	\$15,120.00
Valerie Hamilton	104	Case Administration	0.7	\$469.14	\$328.40
Case Administration Total			143.9		\$67,622.10
Valerie Hamilton	105	Claims Administration and Objections	6.6	\$460.00	\$3,036.00

Andrew H. Sherman	105	Claims Administration and Objections	11.4	\$525.00	\$5,985.00
Boris Mankovetskiy	105	Claims Administration and Objections	50.8	\$475.00	\$24,130.00
Lucas F. Hammonds	105	Claims Administration and Objections	0.8	\$350.00	\$280.00
Claims Administration and Objections Total			69.6		\$33,431.00
Lucas F. Hammonds	107	Fee/Employment Applications	21.5	\$350.00	\$7,525.00
Steven R. Kamen	107	Fee/Employment Applications	1.6	\$512.00	\$819.20
Boris Mankovetskiy	107	Fee/Employment Applications	8.5	\$475.00	\$4,037.50
Andrew H. Sherman	107	Fee/Employment Applications	3.8	\$525.00	\$1,995.00
Rachel E. Brennan	107	Fee/Employment Applications	0.6	\$325.00	\$195.00
Fee/Employment Applications Total			36.0		\$14,571.70
Valerie Hamilton	109	Financing	0.3	\$460.00	\$138.00
Andrew H. Sherman	109	Financing	26.0	\$525.00	\$13,650.00
Boris Mankovetskiy	109	Financing	24.6	\$475.00	\$11,685.00
Financing Total			50.9		\$25,473.00
Thomas S. Novak	110	Litigation (Other than Avoidance Action Litigation)	4.7	\$476.00	\$2,237.20
Laura M. Kessler	110	Litigation (Other than Avoidance Action Litigation)	14.0	\$268.00	\$3,752.00
Rachel E. Brennan	110	Litigation (Other than Avoidance Action Litigation)	7.3	\$325.00	\$2,372.50
Litigation (Other than Avoidance Action Litigation) Total			26.0		\$8,361.70
Valerie Hamilton	111	Avoidance Action Litigation	1.5	\$460.00	\$690.00
Lucas F. Hammonds	111	Avoidance Action Litigation	20.1	\$350.00	\$7,035.00
Boris Mankovetskiy	111	Avoidance Action Litigation	11.6	\$475.00	\$5,510.00
Avoidance Action Litigation Total			33.2		\$13,235.00
Boris Mankovetskiy	113	Plan and Disclosure Statement	84.1	\$475.00	\$39,947.50
Lucas F. Hammonds	113	Plan and Disclosure Statement	32.2	\$350.00	\$11,270.00
Andrew H. Sherman	113	Plan and Disclosure Statement	24.3	\$525.00	\$12,757.50
Valerie Hamilton	113	Plan and Disclosure Statement	6.1	\$476.00	\$2,903.60
Plan and Disclosure Statement Total			146.7		\$66,878.60
Boris Mankovetskiy	114	Relief from Stay Proceedings	2.2	\$475.00	\$1,045.00
Relief from Stay Proceedings Total			2.2		\$1,045.00
Kaitlin M. Jenkins	119	Corporate Finance and Valuation	1.5	\$236.00	\$354.00

		Corporate Finance and Valuation Total	1.5		\$354.00
Thomas S. Novak	121	Litigation Consulting	4.0	\$476.00	\$1,904.00
		Litigation Consulting Total	4.0		\$1,904.00
Boris Mankovetskiy	124	Other (specify category)	1.3	\$475.00	\$617.50
Richard M. Slotkin	124	Other (specify category)	0.4	\$476.00	\$190.40
		Other (specify category) Total	1.7		\$807.90
		Grand Total	697.8		\$314,511.70

EXHIBIT C

Sills Cummis & Gross P.C.

Billed Expense Summary

June 21, 2016 – July 31, 2017

*Official Committee of Unsecured Creditors
of Progressive Acute Care, LLC, et al.*

Expense Description	Amount Billed at Cost
Copying	\$39.45
Telephone	\$16.84
Online Research	\$534.00
Delivery Services/Messengers	\$14.97
Travel (Local)	\$185.99
Travel (Airfare, Lodging)	\$1,214.20
Travel (Meals)	\$35.22
Other (Certificate of Good Standing)	\$18.00
Total:	\$2,058.67

EXHIBIT D

SILLS CUMMIS & GROSS

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THE LEGAL CENTER
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NEWARK, NEW JERSEY 07102-5400
(973) 643-7000

Page 1
Inv# 1685103
Date 07/29/16
08650095.000001 - AHS

Progressive Acute Care, LLC
Progressive Acute Care, LLC
c/o Christopher Lehmann
Cardinal Health
7000 Cardinal Place
Dublin, OH 43017

FEI # 22-1920331

Re: Creditor's Committee

For legal services rendered through June 30, 2016.

HOURS

102 - ASSET DISPOSITION

06/22/16	BM	102	Attend to issues regarding sale process.	0.50	
06/24/16	AHS	102	Emails from SOLIC re: sale and retention issues; address SOLIC retention letter issues.	0.50	
06/29/16	BM	102	Analysis of issues regarding sale process and potential stalking horse bid.	1.40	
TASK TOTAL 102				2.40	1,165.00

103 - BUSINESS OPERATIONS

06/29/16	BM	103	Analysis regarding debtors financial projections and liquidity management initiatives.	0.60	
		103	Analysis of issues regarding debtors' operations and cash flows.	0.70	
TASK TOTAL 103				1.30	617.50

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Page 2
Inv# 1685103
Date 07/29/16
08650095.000001 - AHS

104 - CASE ADMINISTRATION

06/21/16	AHS	104	Review of by-laws and comments re: same.	0.40
		104	Initial Committee re: action items and by-law.	0.60
06/21/16	BM	104	Analysis of pending motions and interim orders and attend to information requests to the Debtors' professionals.	2.40
		104	Attend initial committee call and attend to organizational matters.	0.70
		104	Attend to revision of proposed Committee by-laws.	0.40
		104	Analysis and revisions of proposed Confidentiality Agreement governing production of documents and sharing information in the cases.	1.20
06/22/16	AHS	104	Calls with Debtors' counsel re: motions and other issues in case including request for expedited hearing and issues for hearing on June 28.	0.40
		104	Review and revise confidentiality agreement and send out to Debtors' counsel for comment.	0.70
		104	Analysis of documents from data room.	1.40
		104	Initial review of data room and documents contained therein and analysis re: same.	1.80
		104	Further review of by-laws and circulate same to the Committee for review.	0.40
06/22/16	BM	104	Analysis regarding Debtors accounts and cash management system.	0.60

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Date 07/29/16
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		104	Analysis regarding motion to assume IPFS premium finance agreement.	0.60
		104	Analysis regarding motion to assume LBK contracts and related relief.	0.70
06/22/16	LFH	104	Review and analyze docket and filings.	0.60
06/23/16	AHS	104	Review of documents from data room and analysis re: same.	1.10
06/23/16	BM	104	Review and analysis of documents in the data room established by the Debtors in connection with sale process.	2.30
		104	Attend to issues regarding critical vendors.	0.70
06/24/16	BM	104	Review memorandum of Louisiana Department of Health regarding Appointment of Patient Care Ombudsman and analysis regarding PCO issues.	0.60
06/27/16	AHS	104	Review of pleadings for hearing and call with E. Lockridge re: strategy for hearing and motions.	0.70
06/27/16	BM	104	Attend to proposed forms of orders for the second omnibus hearing.	1.20
		104	Analysis of issues regarding 366 motion and utility deposits.	0.70
		104	Call with E. Lockridge regarding second omnibus hearing.	0.40
		104	Attend to issues regarding motion to pay insiders.	0.60
06/27/16	LFH	104	Revise and finalize A. Sherman and B. Mankovetskiy pro hac vice applications and exhibits and attend to issues relating to same.	0.40

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Date 07/29/16
08650095.000001 - AHS

		104	Analyze pro hac vice application issues and confer and correspond with A. Sherman and B. Mankovetskiy regarding same.	0.60	
06/28/16	AHS	104	Calls with E. Lockridge re: results of hearing and call with counsel for Debtor and SOLIC re: sale and financing issues.	1.10	
06/28/16	BM	104	Review and analysis of debtors' filed schedules and statements of financial affairs.	1.40	
		104	Review and analysis of documents in the SOLIC data room.	1.80	
		104	Research and analysis of issues regarding investigation of secured lenders' liens and security interests.	1.70	
		104	Attend call with Debtors' professionals regarding background, current financial status, sale process and projections.	0.80	
06/29/16	AHS	104	Email to Committee re: status update and call with E. Lockridge re: same and document review issues.	0.70	
06/29/16	BM	104	Draft a memo to the Committee regarding status of the cases and various pending matters.	1.20	
		104	Analysis of issues regarding recoupments by CMS.	0.80	
		104	Analysis regarding debtors budget to actual comparison for 4 week period.	0.40	
06/30/16	BM	104	Review and analysis of documents in SOLIC data room in connection with marketing and sale of assets.	1.20	
TASK TOTAL 104				33.30	16,082.50

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Inv# 1685103
Date 07/29/16
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105 - CLAIMS ADMINISTRATION AND OBJECTIONS

06/23/16	BM	105	Attend to issues regarding investigation of the validity, extent, priority and avoidability of the secured creditors liens.	1.60	
TASK TOTAL 105				1.60	760.00

107 - FEE/EMPLOYMENT APPLICATIONS

06/22/16	BM	107	Analysis regarding employment applications of Debtors' professionals.	1.40	
06/22/16	LFH	107	Prepare retention application and supporting materials, including affidavit in support and proposed order.	3.20	
06/23/16	AHS	107	Calls and emails re: retention of financial advisors and terms thereof.	0.40	
06/23/16	LFH	107	Research and analyze retention application issues.	1.20	
		107	Review and analyze local rules relating to professional retention.	0.60	
		107	Analyze issues relating to interested parties and prepare list for retention application.	2.10	
06/23/16	SRK	107	Commenced review of SOLIC engagement letter for Progressive.	1.60	
06/24/16	AHS	107	Review and revise Sils retention pleadings.	0.60	
06/24/16	BM	107	Analysis and revision of retention application for Committee's proposed counsel.	0.80	
		107	Analysis and revisions of the engagement letter between the Debtors and SOLIC.	1.20	

SILLS CUMMIS & GROSS

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Page 6
Inv# 1685103
Date 07/29/16
08650095.000001 - AHS

06/24/16	LFH	107	Revise retention application and supporting materials.	1.70	
		107	Prepare retention application and supporting materials, including supporting affidavit and proposed order, and confer with A. Sherman regarding same.	1.40	
06/27/16	AHS	107	Finalize pro hac and retention pleadings and send to E. Lockridge for filing.	0.30	
06/27/16	BM	107	Analysis regarding SOLIC's proposed amended and restated engagement letter.	0.60	
06/27/16	LFH	107	Revise and finalize retention application and supporting materials, including conflicts check list, affidavit in support, and proposed order.	2.20	
		107	Confer and correspond with A. Sherman regarding retention application issues.	0.30	
06/30/16	AHS	107	Review of emails and documents to address Sils retention issues.	0.30	
		107	Review and revise SOLIC retention letter and send out for review and comment.	0.80	
06/30/16	BM	107	Analysis and revisions of SOLIC's amended and restated engagement letter.	1.30	
TASK TOTAL 107				22.00	9,041.70

109 - FINANCING

06/21/16	BM	109	Attend to issues regarding extension of interim use of cash collateral and adjournment of final hearing.	0.80	
06/22/16	AHS	109	Calls and emails re: cash collateral issues and request to extend interim order for an additional period of time.	0.40	

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		109	Review of motions circulated by Debtors' counsel re: premium finance and assumption of contract.	0.70	
06/22/16	BM	109	Attend to issues regarding continued interim use of cash collateral.	0.70	
06/23/16	AHS	109	Calls with Debtors' counsel and emails to address cash collateral issues; review of draft order as circulated.	0.70	
06/23/16	BM	109	Analysis and revisions of proposed second interim cash collateral order.	1.20	
06/24/16	AHS	109	Document review re: lending and financing documents.	0.60	
		109	Initial review of revised cash collateral order and budget.	0.80	
06/24/16	BM	109	Attend to issues regarding second interim cash collateral order.	0.60	
		109	Analysis regarding second interim cash collateral budget.	0.40	
06/27/16	AHS	109	Review and revise interim cash collateral order and circulate for review and comment; follow up emails with B. Steffes re: order and submission to Court.	0.60	
06/30/16	BM	109	Review and analysis of senior secured creditors' loan agreements and related documents.	2.40	

TASK TOTAL 109 9.90 4,892.50

114 - RELIEF FROM STAY PROCEEDINGS

06/27/16	BM	114	Attend to pending stay relief motions.	0.70	
TASK TOTAL 114				0.70	332.50

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124 - OTHER (SPECIFY CATEGORY)

06/30/16	BM	124	Research and analysis regarding validity, extent and priority of BFB's liens.	1.30	
TASK TOTAL 124				1.30	617.50
TOTAL FEES				72.50	\$33,509.20

TASK CODE SUMMARY

102	Asset Disposition	2.40	1,165.00
103	Business Operations	1.30	617.50
104	Case Administration	33.30	16,082.50
105	Claims Administration and Objections	1.60	760.00
107	Fee/Employment Applications	22.00	9,041.70
109	Financing	9.90	4,892.50
114	Relief from Stay Proceedings	0.70	332.50
124	Other (specify category)	1.30	617.50
TOTAL FEES		72.50	\$33,509.20

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FEE RECAP

BM	Boris Mankovetskiy	\$475.00	40.60	19,285.00
AHS	Andrew H. Sherman	\$525.00	16.00	8,400.00
LFH	Lucas F. Hammonds	\$350.00	14.30	5,005.00
SRK	Steven R. Kamen	\$512.00	1.60	819.20

TOTAL FEES

72.50

\$33,509.20

TOTAL THIS INVOICE

\$33,509.20

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Official Committee of Unsecured Creditors of
Progressive Acute Care, LLC
c/o Christopher Lehmann
Cardinal Health
7000 Cardinal Place
Dublin, OH 43017

FEI # 22-1920331

Re: Creditor's Committee

For legal services rendered through July 31, 2016.

HOURS

101 - ASSET ANALYSIS AND RECOVERY

07/13/16	LFH	101	Analyze estate claim and capital structure issues.	0.80	
TASK TOTAL 101				0.80	280.00

102 - ASSET DISPOSITION

07/05/16	AHS	102	Calls with Debtor's counsel re: sale and lien issues and review of documents as sent by Debtor's counsel.	0.80	
07/05/16	BM	102	Review and analysis of documents in SOLIC's sale due diligence data base.	1.30	
07/06/16	BM	102	Attend to sale process issues.	0.80	
07/12/16	BM	102	Review and analysis of documents posted to sale due diligence data room.	1.20	
07/14/16	AHS	102	Calls and emails regarding hearing and bid with counsel for Debtors and SOLIC.	0.40	

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		102	Initial bid and analysis concerning stalking horse bid.	0.40
07/14/16	BM	102	Review and analysis of debtors' motion to approve bidding procedures, stalking horse APA, schedules, proposed forms of orders and related documents.	3.70
07/14/16	LFH	102	Review and analyze sale motion, APA, and bidding procedures.	2.60
07/15/16	AHS	102	Calls regarding bidding procedures issues, hearing date and objection deadline.	0.40
07/15/16	BM	102	Review and analysis of additional documents uploaded to sale diligence data room.	0.80
		102	Analysis of issues regarding proposed stalking horse APA.	1.20
07/15/16	LFH	102	Prepare analysis of stalking horse APA and confer and correspond with B. Mankovetskiy regarding same.	3.40
07/18/16	LFH	102	Call with B. Mankovetskiy and Debtors' financial advisor regarding sale issues and analyze same.	0.90
		102	Analyze and revise bidding procedures.	2.50
07/19/16	AHS	102	Address auction procedures and projected dates.	0.40
		102	Review of email re: status update on sale process and SOLIC engagement issues.	0.40
07/19/16	BM	102	Attend to revisions and resolution of objections to proposed bidding procedures and related order.	1.80
07/19/16	LFH	102	Revise proposed bidding procedures and bidding procedures order and confer with B. Mankovetskiy regarding same.	2.70

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07/20/16	AHS	102	Address bidding procedures issues and emails re: same.	0.70
07/20/16	BM	102	Calls with debtor's counsel regarding resolution of objections to bidding procedures and scheduling issues.	0.70
		102	Attend to revisions of bidding procedures and bidding procedures order.	1.20
		102	Attend to issues regarding stalking horse APA and potential competitive bids.	1.40
		102	Attend to resolution of objections to proposed bidding procedures.	0.70
		102	Calls with debtor's counsel regarding sale process issues.	0.60
07/20/16	LFH	102	Analyze bidding procedure issues.	0.60
		102	Review and analyze Debtor comments to bidding procedures and bidding procedures order and revise same.	1.40
07/21/16	BM	102	Attend to issues regarding stalking horse APA and bidding procedures order and hearing to approve same.	1.60
07/22/16	BM	102	Review proposed forms of revised orders and related documents filed with the court in advance of the bidding procedures approval hearing.	0.80
07/25/16	BM	102	Analysis regarding objections to motion to approve stalking horse agreement and sale procedures.	1.20
		102	Call with M. Seyler regarding objections to bidding procedures.	0.50
		102	Review final versions of sale documents submitted to the Court.	0.70

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		102	Review debtors' response to objections to bidding procedures and proposed stalking horse APA.	0.40	
07/26/16	LFH	102	Review and analyze objections to bidding procedures motion and revised bidding procedures and analyze issues relating to same.	1.70	
07/27/16	AHS	102	Calls and follow up concerning budget, cash collateral and carve out issues.	0.60	
07/28/16	LFH	102	Research and analyze secured claim issues.	1.70	
07/29/16	AHS	102	Address outstanding accounts payable issues; review of materials re: same.	0.80	
		102	Call with B. Steffes re: payables and other issues related to sale.	0.30	
07/29/16	LFH	102	Research and analyze collateral valuation issues and confer with A. Sherman regarding same.	2.40	
TASK TOTAL 102				45.70	19,480.00

103 - BUSINESS OPERATIONS

07/05/16	BM	103	Attend to issues regarding debtors' cash flow and financial reporting.	0.80	
07/11/16	BM	103	Analysis regarding potential bidders, liquidity and operational and budget issues.	0.80	
07/18/16	BM	103	Call with SOLIC regarding financial condition of the estate, projections and sale process.	1.20	
07/20/16	SRK	103	Consideration of select issues associated with asset purchase agreement matters.	1.20	
TASK TOTAL 103				4.00	1,944.40

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104 - CASE ADMINISTRATION

07/08/16	BM	104	Analysis of documents in sale due diligence database.	1.20
07/12/16	BM	104	Analysis regarding debtors' motion to reject contracts.	0.30
07/13/16	LFH	104	Claimant inquiry.	0.30
07/15/16	BM	104	Attend to issues regarding scheduling of hearing to approve bidding procedures and related relief.	0.40
07/18/16	BM	104	Analysis of projected DIP budget and waterfall analysis based on stalking horse bid.	0.70
07/18/16	LFH	104	Claimant inquiry.	0.40
07/18/16	SRK	104	Review and comment to APA; consideration of issues related to the same.	2.60
07/20/16	BM	104	Review monthly debtors' operating reports.	0.70
		104	Attend to report to Committee regarding status of the sale process and financial condition of the estates.	0.60
07/21/16	AHS	104	Address issues regarding sale bidding procedures.	0.40
		104	Address reporting issues and cash issues.	0.20
07/22/16	BM	104	Review amended schedules filed by debtors.	0.60
07/25/16	LFH	104	Review and analyze docket and filings, including sale and bidding procedures documents.	1.30
07/27/16	BM	104	Analysis regarding Committee's requests for additional financial data to debtors and SOLIC.	0.60

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07/29/16	BM	104	Analysis of issues regarding debtors' financials, projections, potential sale proceeds waterfall and sources of payment of administrative claims.	1.30	
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TASK TOTAL 104				11.60	5,386.20
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105 - CLAIMS ADMINISTRATION AND OBJECTIONS

07/06/16	BM	105	Research and analysis regarding potential challenges to alleged secured claims.	1.70	
07/07/16	BM	105	Analysis regarding the extent, validity and priority of BFB's liens and security interests.	1.20	
07/08/16	BM	105	Analysis regarding BFB's liens.	0.80	
07/28/16	BM	105	Analysis regarding potential challenges to BFB's liens.	1.30	

TASK TOTAL 105				5.00	2,375.00
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107 - FEE/EMPLOYMENT APPLICATIONS

07/01/16	AHS	107	Calls and emails re: SOLIC retention letter issues and review of follow up email from N. Luria re: same.	0.80	
07/05/16	AHS	107	Review of revised SOLIC letter, emails with SOLIC and Debtor's counsel re: same.	0.60	
07/05/16	BM	107	Attend to issues regarding resolution of SOLIC's engagement agreement.	0.60	
07/07/16	BM	107	Analysis regarding motion for administrative order establishing procedures for interim compensation.	0.30	

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07/13/16	LFH	107	Review and revise proposed final order retaining Sils Cummis as co-counsel.	0.40	
07/19/16	BM	107	Attend to resolution of objections to SOLIC's engagement letter.	0.60	
07/29/16	LFH	107	Analyze interim fee procedure issues.	0.30	
TASK TOTAL 107				3.60	1,692.50

109 - FINANCING

07/08/16	AHS	109	Review of lien abstracts.	0.80	
		109	Calls and emails re: lien issues and perfection issues.	0.20	
07/27/16	BM	109	Analysis regarding proposed final cash collateral order.	1.20	
07/28/16	AHS	109	Address secured creditor issues and investigation.	0.80	
		109	Calls and follow up regarding cash collateral issues.	0.50	
		109	Calls and emails with E. Lockridge to coordinate filing objection.	0.30	
07/28/16	BM	109	Attend to issues regarding objections to proposed third interim cash collateral order.	1.20	
07/29/16	AHS	109	Analysis regarding issues regarding BFB and call to E. Lockridge re: same.	0.80	
TASK TOTAL 109				5.80	2,925.00

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111 - AVOIDANCE ACTION LITIGATION

07/15/16	BM	111	Analysis regarding debtors' adversary proceeding commenced against Schumacher Group.	0.40
07/18/16	BM	111	Review and analysis of debtor's adversary proceeding commenced against Futura Mobility, LLC.	0.40

TASK TOTAL 111	0.80	380.00
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119 - CORPORATE FINANCE AND VALUATION

07/08/16	KMJ	119	Considered review of UCC-1 filings and loan documents.	0.30
07/11/16	KMJ	119	Reviewed Loan Agreement and UCC-1 Filings to determine if UCC-1 Filing was filed in the proper county and included the appropriate description of collateral.	1.20

TASK TOTAL 119	1.50	354.00
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124 - OTHER (SPECIFY CATEGORY)

07/08/16	RMS	124	Review memo from local counsel regarding lien perfection.	0.40
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TASK TOTAL 124	0.40	190.40
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TOTAL FEES	79.20	\$35,007.50
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TASK CODE SUMMARY

101	Asset Analysis and Recovery	0.80	280.00
102	Asset Disposition	45.70	19,480.00
103	Business Operations	4.00	1,944.40
104	Case Administration	11.60	5,386.20
105	Claims Administration and Objections	5.00	2,375.00
107	Fee/Employment Applications	3.60	1,692.50
109	Financing	5.80	2,925.00
111	Avoidance Action Litigation	0.80	380.00
119	Corporate Finance and Valuation	1.50	354.00
124	Other (specify category)	0.40	190.40

TOTAL FEES

79.20

\$35,007.50

FEE RECAP

BM	Boris Mankovetskiy	\$475.00	39.50	18,762.50
LFH	Lucas F. Hammonds	\$350.00	23.40	8,190.00
AHS	Andrew H. Sherman	\$525.00	10.60	5,565.00
SRK	Steven R. Kamen	\$512.00	3.80	1,945.60
KMJ	Kaitlin M. Jenkins	\$236.00	1.50	354.00
RMS	Richard M. Slotkin	\$476.00	0.40	190.40

TOTAL FEES

79.20

\$35,007.50

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DISBURSEMENT DETAIL

E101			
07/07/16	E101	Copying	0.45
07/07/16	E101	Copying	26.40
07/07/16	E101	Copying	0.90
07/07/16	E101	Copying	0.60
07/07/16	E101	Copying	9.00
E106			
07/11/16	E106	Online research	14.16
E107			
07/07/16	E107	Delivery services/messengers	14.97
E124			
07/05/16	E124	Other – SDNY (Certificate of Good Standing)	18.00
TOTAL DISBURSEMENTS			\$84.48

DISBURSEMENT RECAP

Code	Description	Units	Total
E101	Copying	249.00	37.35
E106	Online research	1.00	14.16
E107	Delivery services/messengers	1.00	14.97
E124	Other – SDNY (Certificate of Good Standing)	1.00	18.00
TOTAL DISBURSEMENTS			\$84.48
TOTAL THIS INVOICE			\$35,091.98

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Official Committee of Unsecured Creditors of
Progressive Acute Care, LLC
c/o Christopher Lehmann
Cardinal Health
7000 Cardinal Place
Dublin, OH 43017

FEI # 22-1920331

Re: Creditor's Committee

For legal services rendered through August 31, 2016.

HOURS

101 - ASSET ANALYSIS AND RECOVERY

08/02/16	BM	101	Review and analysis regarding status of Dauterive chapter 7 case and filings therein.	0.70	
		101	Analysis of BFB's motion to prohibit use of cash collateral in the Dauterive case.	0.60	
		101	Analysis regarding protecting the PAC estate's interests in the assets of Dauterive estate.	0.80	
08/03/16	BM	101	Analysis regarding Dauterive assets.	1.20	
08/05/16	BM	101	Analysis regarding projected waterfall of distributions based on stalking horse bid and sources of payment of administrative claims.	0.70	
08/08/16	BM	101	Attend to potential resolution of motion for adequate protection in Dauterive case.	1.40	
08/19/16	LFH	101	Analyze claim and asset issues.	0.80	
08/26/16	BC	101	Review Asset Purchase Agreement, Supplemental Order and draft Sale Order.	3.20	
		TASK TOTAL 101		9.40	4,112.20

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102 - ASSET DISPOSITION

08/03/16	LFH	102	Analyze sale issues.	0.90
08/09/16	BM	102	Analysis of issues regarding Allegiance asset purchase agreement and closing conditions.	1.80
08/09/16	LFH	102	Analyze sale and distribution issues.	0.80
08/16/16	BM	102	Review and analysis of filed objections to assumption and assignment of contracts.	0.60
		102	Review and analysis of filed objections to sale.	1.60
08/18/16	AHS	102	Emails regarding response to objections.	0.40
		102	Follow up calls regarding responses to objections and strategy for response.	0.40
		102	Review of objections to sale of assets and analysis re: same.	0.80
08/18/16	BM	102	Attend to issues regarding sale process.	1.20
		102	Analysis regarding responses to objections to sale.	0.80
08/19/16	AHS	102	Review of emails regarding closing issues.	0.30
		102	Email to Committee re: selection of bidder and closing issues.	0.20
		102	Calls and emails with Debtor's counsel and E. Lockridge re: sale of assets, including selection of bidder and issues regarding closing.	0.90
08/19/16	BM	102	Attend to issues regarding filed objections to approval of the sale.	1.30
		102	Analysis of issues based on no additional bids and purchaser's delay in obtaining financing.	1.20

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08/24/16	AHS	102	Calls and emails with counsel for Debtors re: sale update and payment by purchaser.	0.40
		102	Review of issues in connection with sale and memo regarding secured claim issues.	0.70
		102	Review and send out email to Committee re: status update.	0.30
		102	Call from Committee member re: status and purchaser issues.	0.20
08/24/16	BSC	102	Review Asset Purchase Agreement.	1.60
		102	Prepare Amendment to Asset Purchase Agreement.	2.40
08/25/16	AHS	102	Review and revise sale order.	0.40
		102	Calls with B. Steffes and E. Lockridge in advance of hearing and to address open objections.	0.80
08/25/16	LFH	102	Review, analyze, and revise draft sale order.	2.60
08/26/16	AHS	102	Review and analysis of supplement objection of Schumacher.	0.30
		102	Calls and emails re: results of sale hearing and financing necessary to close transaction.	0.80
08/28/16	BC	102	Review initial drafts of documents related to the "wraparound" note and security interest structure.	2.70
08/29/16	BC	102	Review and analyze revised drafts of the Commercial Note, Security Agreement, corporate resolutions and closing checklists.	2.40
		102	Review revised drafts of documents relating to the proposed "wraparound" transactions.	1.80
		102	Continued review and analysis of revisions and comments to the wraparound mortgage transaction documents.	1.60

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08/30/16	BC	102	Continued review and negotiation of wraparound mortgage transaction documents.	3.10	
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TASK TOTAL 102				35.30	15,662.60
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103 - BUSINESS OPERATIONS

08/03/16	BM	103	Analysis regarding proposed interim DIP budget and related issues.	0.70	
08/04/16	BM	103	Call with debtor's professionals regarding third interim cash collateral budget and sale issues.	0.80	

TASK TOTAL 103				1.50	712.50
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104 - CASE ADMINISTRATION

08/01/16	BM	104	Review and analysis of debtors' motions to reject executors contracts and leases.	0.60	
		104	Attend to Committee's plan of action items with respect to upcoming key dates/events in the case.	0.80	
08/02/16	BM	104	Review and analysis of motion to reject Southern Scripts contract.	0.30	
		104	Attend to Committee's response and motion for adequate protection in the Dauterive case.	0.80	
08/03/16	BM	104	Attend call with debtors' professionals regarding budget projections and sale issues.	1.20	
08/04/16	BM	104	Attend committee call regarding case status.	0.70	

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		104	Review debtor's supplemental list of potential assumed contracts and cures.	0.30	
08/05/16	AHS	104	Review and revise email to Committee re: case status and waterfall issues.	0.40	
		104	Calls and emails re: fee statement and updated waterfall.	0.20	
08/05/16	BM	104	Prepare an update report for the Committee.	0.40	
08/08/16	BM	104	Review and analysis of Advanced Radiographics's motion seeking critical vendor status.	0.40	
08/10/16	BM	104	Analysis of issues regarding debtor's proposed motion for substantive consolidation.	0.80	
08/11/16	AHS	104	Prepare for and attend conference call with Committee re: status and sale issues and follow up re: same.	0.80	
08/11/16	BM	104	Review filed objections to proposed assumption and assignment of contracts.	0.60	
		104	Attend Committee call regarding sale issues and general update.	0.60	
08/12/16	BM	104	Research and analysis regarding potential strategies for preserving assets of Dauterive's estate for ratable distribution to all PAC creditors.	2.20	

TASK TOTAL 104	11.10	5,342.50
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105 - CLAIMS ADMINISTRATION AND OBJECTIONS

08/05/16	BM	105	Analysis regarding motion to establish administrative claims bar date.	0.80	
TASK TOTAL 105				0.80	380.00

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107 - FEE/EMPLOYMENT APPLICATIONS

08/03/16	BM	107	Attend to interim fee statements.	0.40	
08/03/16	LFH	107	Analyze fee application issues and correspond with A. Sherman regarding same.	0.30	
TASK TOTAL 107				0.70	295.00

109 - FINANCING

08/02/16	AHS	109	Research and review of case law re: secured creditor and Dauterive issues.	0.80	
08/03/16	AHS	109	Calls and emails with lenders and debtors' professionals to address cash collateral order issues, including budget and carve out issues.	1.20	
		109	Calls and emails re: Dauterive funds and review of analysis re: same.	0.70	
08/03/16	BM	109	Attend to potential resolution of objections to terms of extension of use of cash collateral.	0.80	
		109	Analysis regarding proposed third interim cash collateral order.	1.20	
08/08/16	AHS	109	Calls and emails with E. Lockridge to negotiate issues concerning motion in Dauterive to prohibit use of cash collateral.	0.80	
08/12/16	AHS	109	Review and analysis of Business First lien and claim issues.	0.60	
TASK TOTAL 109				6.10	3,102.50

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113 - PLAN AND DISCLOSURE STATEMENT

08/05/16	BM	113	Analysis regarding plan of liquidation and liquidating trust agreement.	1.10	
08/10/16	BM	113	Analysis of debtor's proposed plan of liquidation.	0.90	
TASK TOTAL 113				2.00	950.00
TOTAL FEES				66.90	\$30,557.30

TASK CODE SUMMARY

101	Asset Analysis and Recovery	9.40	4,112.20
102	Asset Disposition	35.30	15,662.60
103	Business Operations	1.50	712.50
104	Case Administration	11.10	5,342.50
105	Claims Administration and Objections	0.80	380.00
107	Fee/Employment Applications	0.70	295.00
109	Financing	6.10	3,102.50
113	Plan and Disclosure Statement	2.00	950.00
TOTAL FEES		66.90	\$30,557.30

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FEE RECAP

BM	Boris Mankovetskiy	\$475.00	30.30	14,392.50
BC	Bruce Czachor	\$396.00	14.80	5,860.80
AHS	Andrew H. Sherman	\$525.00	12.40	6,510.00
LFH	Lucas F. Hammonds	\$350.00	5.40	1,890.00
BSC	Brian S. Coven	\$476.00	4.00	1,904.00

TOTAL FEES

66.90

\$30,557.30

DISBURSEMENT DETAIL

E106

07/13/16	E106	Online research	1.60
07/13/16	E106	Online research	0.20
07/13/16	E106	Online research	3.00
07/13/16	E106	Online research	0.80
07/15/16	E106	Online research	0.10
07/15/16	E106	Online research	1.70
07/15/16	E106	Online research	2.30
07/15/16	E106	Online research	3.00
07/18/16	E106	Online research	0.10
07/18/16	E106	Online research	1.70
07/18/16	E106	Online research	1.70
07/18/16	E106	Online research	1.50
07/18/16	E106	Online research	3.00
07/18/16	E106	Online research	1.40
07/18/16	E106	Online research	0.10
07/18/16	E106	Online research	0.40
07/18/16	E106	Online research	1.50
07/18/16	E106	Online research	1.20

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07/18/16	E106	Online research	0.20
07/19/16	E106	Online research	0.10
07/19/16	E106	Online research	0.10
07/19/16	E106	Online research	0.50
07/19/16	E106	Online research	0.40
07/19/16	E106	Online research	0.30
07/19/16	E106	Online research	0.50
07/19/16	E106	Online research	0.10
07/29/16	E106	Online research	0.10
07/29/16	E106	Online research	2.00
07/29/16	E106	Online research	0.40
07/31/16	E106	Online research	0.10
07/31/16	E106	Online research	2.00

TOTAL DISBURSEMENTS	\$32.10
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DISBURSEMENT RECAP

Code	Description	Units	Total
E106	Online research	321.00	32.10

TOTAL DISBURSEMENTS	\$32.10
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TOTAL THIS INVOICE	\$30,589.40
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Official Committee of Unsecured Creditors of
Progressive Acute Care, LLC
c/o Christopher Lehmann
Cardinal Health
7000 Cardinal Place
Dublin, OH 43017

FEI # 22-1920331

Re: Creditor's Committee

For legal services rendered through September 30, 2016.

HOURS

101 - ASSET ANALYSIS AND RECOVERY

09/14/16	BM	101	Attend to issues regarding ratable distribution of Dauterive assets.	0.80	
09/16/16	BM	101	Analysis regarding proposed consent order authorizing use of Dauterive's cash collateral.	0.70	
09/19/16	BM	101	Attend to issues regarding preservation of the chapter 11 estate's interests in Dauterive's assets.	1.30	
09/21/16	BM	101	Analysis regarding filing proof of claim in the Dauterive case.	0.40	
TASK TOTAL 101				3.20	1,520.00

102 - ASSET DISPOSITION

09/01/16	BM	102	Review and analysis of sale documents and attend to sale closing issues.	2.10	
09/23/16	AHS	102	Emails to address sale closing issues.	0.30	

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09/23/16	BM	102	Attend to post-closing issues in connection with payment of the balance of the purchase price.	0.70	
09/26/16	LFH	102	Analyze sale issues.	0.80	
09/28/16	BM	102	Attend to issues regarding closing of USDA loan by purchaser and payment of the balance of the purchase price.	0.80	
09/29/16	BM	102	Review and analysis of debtor's motion to modify sale order.	0.40	

TASK TOTAL 102				5.10	2,337.50
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103 - BUSINESS OPERATIONS

09/07/16	AHS	103	Address tail coverage and coverage issues and initial review of policy re: same.	0.60	
09/12/16	BM	103	Analysis regarding wind-down budget projections.	0.30	
09/26/16	BM	103	Review debtors' monthly operating report.	0.30	

TASK TOTAL 103				1.20	600.00
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104 - CASE ADMINISTRATION

09/07/16	BM	104	Attend to issues regarding D&O insurance policy and extended reporting period.	0.90	
09/08/16	AHS	104	Review of email re: potential claim issues and analysis re: same.	0.80	
09/09/16	AHS	104	Analysis of claim issues.	0.30	
		104	Prepare for and attend call with Trustee for Dauterive estate and follow research re: same.	0.80	

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		104	Analysis of section 351 issues.	0.40
09/09/16	BM	104	Attend to D&O policy issues.	0.40
09/12/16	BM	104	Analysis regarding debtors' motion to assume and assign executory contracts.	0.40
09/13/16	BM	104	Analysis of issues regarding preservation of potential claims and rights under D&O policy.	0.70
		104	Attend to issues regarding post-sale closing administration and estate wind-down issues.	0.80
09/15/16	BM	104	Analysis of issues regarding D&O policy.	0.60
09/16/16	BM	104	Analysis regarding notice of circumstances that may give rise to claims covered under D&O policy.	1.20
09/19/16	BM	104	Analysis regarding potential substantive consolidation of chapter 11 and chapter 7 estates and potential liabilities of the chapter 7 estate, including issues relating to maintenance of medical records.	1.10
09/20/16	AHS	104	Call with J. Luster re: Dauterive/PAC issues and claims.	0.40
		104	Review of documents after call and analysis re: same.	0.20
09/20/16	BM	104	Attend to issues regarding payment of the balance of the purchase price proceeds and estate wind-down issues.	0.70
09/21/16	AHS	104	Calls and emails re: Dauterive proof of claim issues.	0.60
09/23/16	AHS	104	Calls and emails re: exclusivity issues.	0.40
09/23/16	BM	104	Attend to issues regarding extension of exclusivity.	0.40
09/26/16	AHS	104	Email to Committee re: case update.	0.40

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09/26/16	BM	104	Prepare a status update report to Committee.	0.60
		104	Attend to issues regarding projected waterfall analysis.	0.70
		104	Analysis regarding motion to extend exclusivity.	0.30
09/27/16	AHS	104	Review of motion to appoint trustee and address issues concerning Business First motion for distribution.	0.80
09/27/16	BM	104	Analysis regarding response to BFB's motion to compel distribution of sale proceeds.	1.30
09/28/16	BM	104	Review and analysis of certain equity holders' motion to appoint a trustee or examiner.	1.20
		104	Analysis of issues regarding preservation of rights under debtor's D&O policy.	0.60
09/29/16	AHS	104	Email to Committee re: committee meeting and current case status.	0.40
		104	Further review of motion for trustee.	0.20
		104	Creditor inquiries re: trustee issues.	0.30
		104	Review of draft letter to counsel for Debtors re: trustee and insurance issues and send to Committee for approval.	0.50
09/29/16	BM	104	Attend to issues regarding BFB's motion to distribute sale proceeds.	1.20
		104	Draft and edit letter to the Debtors regarding Committee's request for standing with respect to any claims against D&Os.	1.40
		104	Analysis regarding response to motion to appoint trustee.	1.30

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TASK TOTAL 104**22.30****10,917.50****105 - CLAIMS ADMINISTRATION AND OBJECTIONS**

09/06/16	BM	105	Attend to issues regarding establishing bar dates for proofs of claims.	0.40
09/08/16	BM	105	Research and analysis regarding the extent, validity, priority and avoidability of BFB's liens.	1.80
09/21/16	BM	105	Analysis regarding BFB's alleged secured claim.	1.20
09/26/16	BM	105	Analysis regarding BFB's motion for distribution of sale proceeds.	1.40
09/28/16	BM	105	Review and analysis of proofs of claim filed by BFB.	0.60
09/29/16	BM	105	Analysis regarding commencement of adversary proceeding to determine extent, validity and priority of BFB's liens.	1.70
09/30/16	BM	105	Analysis of issues regarding challenge of BFB's liens.	1.30

TASK TOTAL 105**8.40****3,990.00****109 - FINANCING**

09/06/16	BM	109	Attend to issues regarding post-sale closing use of cash collateral.	0.40
09/12/16	AHS	109	Address cash collateral and wind down budget issues.	0.40
09/12/16	BM	109	Attend to issues regarding fourth interim cash collateral order and budget.	1.40
09/16/16	AHS	109	Address Dauterive cash collateral issues.	0.30

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09/21/16	AHS	109	Calls re: B. Steffes re: BFB draft motion to compel payment from proceeds.	0.30	
		109	Analysis re: BFP potential payment/claims issues, including call with E. Lockridge re: same.	0.50	
09/26/16	AHS	109	Analysis re: motion including calls with E. Lockridge.	0.60	
		109	Review of motion to distribute funds.	0.60	
09/26/16	BM	109	Attend to issues regarding post-sale closing status of cash collateral order.	0.60	
09/29/16	AHS	109	Prepare for and attend call with counsel for Debtors and counsel to Business first re: motion to distribute.	0.80	
		109	Follow up and analysis of strategy after call.	0.40	
09/30/16	AHS	109	Review of email from counsel to BFB and emails to E. Lockridge re: same re: strategy issues.	0.40	
TASK TOTAL 109				6.70	3,397.50

110 - LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

09/13/16	TSN	110	Review D&O policy.	2.40	
09/15/16	TSN	110	Review D&O policy reporting requirements.	0.70	
		110	E-mail to B. Mankovetskiy regarding D&O policy reporting requirements.	0.30	
09/16/16	TSN	110	E-mails with B. Mankovetskiy regarding definition of claim, prior and pending exclusion.	0.40	

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110	Review annotate D&O policy to show endorsements.	0.90	
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TASK TOTAL 110	4.70	2,237.20
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121 - LITIGATION CONSULTING

09/12/16	TSN	121	Telephone conference with B. Mankovetskiy regarding change of capital, notice of circumstances.	0.40	
09/13/16	TSN	121	Prepare e-mail to B. Mankovetskiy regarding outcome of policy review.	0.80	
09/14/16	TSN	121	E-mails with B. Mankovetskiy regarding time to report a claim.	0.20	

TASK TOTAL 121	1.40	666.40
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TOTAL FEES	53.00	\$25,666.10
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TASK CODE SUMMARY

101	Asset Analysis and Recovery	3.20	1,520.00
102	Asset Disposition	5.10	2,337.50
103	Business Operations	1.20	600.00
104	Case Administration	22.30	10,917.50
105	Claims Administration and Objections	8.40	3,990.00
109	Financing	6.70	3,397.50
110	Litigation (Other than Avoidance Action Litigation)	4.70	2,237.20

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121	Litigation Consulting	1.40	666.40
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TOTAL FEES	53.00	\$25,666.10
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FEE RECAP

BM	Boris Mankovetskiy	\$475.00	34.40	16,340.00
AHS	Andrew H. Sherman	\$525.00	11.70	6,142.50
TSN	Thomas S. Novak	\$476.00	6.10	2,903.60
LFH	Lucas F. Hammonds	\$350.00	0.80	280.00

TOTAL FEES	53.00	\$25,666.10
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DISBURSEMENT DETAIL

E105				
07/12/16	E105	Telephone		1.64

TOTAL DISBURSEMENTS	\$1.64
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DISBURSEMENT RECAP

Code	Description	Units	Total
E105	Telephone	1.00	1.64

TOTAL DISBURSEMENTS	\$1.64
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TOTAL THIS INVOICE	\$25,667.74
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Date 11/18/16
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Official Committee of Unsecured Creditors of
Progressive Acute Care, LLC
c/o Christopher Lehmann
Cardinal Health
7000 Cardinal Place
Dublin, OH 43017

FEI # 22-1920331

Re: Creditor's Committee

For legal services rendered through October 31, 2016.

HOURS

101 - ASSET ANALYSIS AND RECOVERY

10/04/16	LFH	101	Analyze standing and trustee appointment issues.	0.40
		101	Prepare consent order granting standing to Committee to pursue Debtors' claims and address motion to appoint trustee.	3.20
		101	Analyze lien avoidance/revocatory action issues and estate claim issues.	1.10
		101	Revise consent order granting standing to Committee.	0.90
		101	Analyze standing consent order issues.	0.60
10/05/16	BM	101	Attend to proof of claim of chapter 11 estates to be filed in the Dauterive case.	0.40
10/05/16	LFH	101	Correspond with counsel regarding standing consent order issues.	0.20
		101	Analyze issues relating to motion for appointment of trustee and consent order granting standing to Committee.	0.80

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		101	Revise motion for entry of consent order and motion to expedite hearing regarding same.	1.70	
10/06/16	LFH	101	Finalize letter to B. Steffes regarding insurance/claim/standing issues.	0.50	
		101	Analyze standing consent order issues.	0.30	
10/07/16	VH	101	Review Business First Bank motion for turnover of sale proceeds to satisfy secured claim; review relevant documents and pleadings.	2.20	
		101	Analyze waterfall analysis; confer with A. Sherman regarding additional information required for same.	0.40	
10/10/16	VH	101	Conference with A. Sherman and L. Hammonds regarding objection to Business First motion.	0.50	
10/19/16	LFH	101	Revise consent order granting standing to Committee.	0.30	
10/20/16	LFH	101	Analyze lien avoidance issues.	1.80	
10/21/16	LFH	101	Analyze lien and revocatory claim issues.	1.40	
TASK TOTAL 101				16.70	6,236.00

102 - ASSET DISPOSITION

10/03/16	BM	102	Attend to issues regarding payment of the balance of the purchase price and administrative claims bar date.	0.80	
		102	Attend to debtor's motion to modify sale order.	0.60	
10/06/16	BM	102	Attend to issues regarding closing of the sale of the debtor's assets.	0.60	

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10/07/16	LFH	102	Analyze Business First Bank motion to pay claim and issues relating to same.	0.80	
10/10/16	LFH	102	Review draft objection to Business First Bank motion to pay claim.	0.60	
10/11/16	LFH	102	Review and revise limited objection to cash collateral motion.	0.70	
		102	Attention to objection to Business First Bank motion to pay claim.	0.40	
10/17/16	LFH	102	Review and analyze Business First Bank response to Committee objection to motion to compel payment.	0.90	
10/31/16	LFH	102	Review Business First Bank's objection to motion to use cash collateral.	0.20	

TASK TOTAL 102	5.60	2,210.00
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103 - BUSINESS OPERATIONS

10/10/16	BM	103	Analysis regarding supplemental monthly operating report.	0.30	
10/21/16	AHS	103	Emails re: Committee membership issues.	0.20	

TASK TOTAL 103	0.50	247.50
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104 - CASE ADMINISTRATION

10/03/16	LFH	104	Analyze proof of claim and scheduling issues.	0.70	
		104	Analyze creditor inquiry issues.	0.30	
		104	Creditor inquiry.	0.30	
10/04/16	AHS	104	Prepare for and attend Committee meeting and follow up re: same re: action items.	0.70	

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10/04/16	BM	104	Analysis regarding motion to appoint a trustee and proposed consent order with the debtor regarding conferring standing on the Committee.	1.40
10/05/16	BM	104	Attend to issues consent order granting the Committee standing to pursue certain estate-based claims.	1.20
		104	Attend to motion to grant the Committee standing to assert certain estate-based claims.	0.80
10/06/16	AHS	104	Address complaint issues against BFB and standing issues.	0.60
		104	Calls and emails with Debtor's counsel re: motion to distribute and waterfall issues.	0.30
10/06/16	BM	104	Analysis regarding response to the motion to appoint a trustee.	0.80
		104	Attend to financial condition of the estate and winddown issues.	0.80
10/07/16	BM	104	Attend to response to motion to appoint trustee.	0.70
		104	Attend to response to BFB's motion to compel distribution.	0.80
10/09/16	LFH	104	Prepare response to motion to appoint trustee.	1.70
		104	Analyze motion to appoint trustee and related issues.	0.60
10/10/16	AHS	104	Final review and circulate objection to Trustee motion and complaint against BFB.	0.70
10/10/16	BM	104	Attend to issues regarding projected distributions waterfall analysis.	0.70
		104	Attend to Committee's response to BFB's motion to compel distribution.	1.70

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		104	Attend to Committee's response to motion to appoint a trustee.	1.80
10/10/16	LFH	104	Prepare objection to motion to appoint trustee.	2.60
		104	Research and analyze issues relating to motion to appoint trustee.	1.80
		104	Review and analyze motion to appoint trustee.	0.50
		104	Revise objection to motion to appoint trustee.	1.30
10/11/16	BM	104	Review debtor's response to BFB's motion to compel distribution.	0.40
		104	Finalize complaint against BFB, response to BFB's motion to compel and response to motion to appoint a trustee.	1.60
		104	Review BFB's objection to motion to appoint a trustee.	0.30
		104	Review debtor's objection to motion to appoint trustee.	0.30
10/11/16	LFH	104	Finalize objection to motion to appoint trustee.	0.60
10/11/16	VH	104	Review revisions to objection to motion to appoint trustee.	0.30
10/12/16	BM	104	Analysis regarding pots-closing issues, financial condition of the estate and plan of liquidation.	1.40
10/13/16	AHS	104	Calls and emails re: waterfall issues, adversary proceeding against Bank, upcoming hearing and potential meeting with bank and request to join Committee.	0.60
10/14/16	AHS	104	Review of draft waterfall and emails re: same.	0.30

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10/17/16	AHS	104	Emails and calls regarding adjournment of motion to distribute and witness issues.	0.40	
10/17/16	BM	104	Attend to issues regarding omnibus hearing.	0.70	
		104	Attend to issues regarding adjournment of hearing on BFB's motion and cash collateral order to enable the parties to meet and discuss a potential settlement.	0.60	
10/18/16	BM	104	Attend to issues regarding debtor's statement of financial condition of the estate and projected distributions analysis.	1.30	
10/26/16	BM	104	Attend committee conference call.	0.60	
		104	Analysis of issues regarding UST's proposed expansion of committee membership.	0.70	
		104	Analysis of issues regarding litigation against BFB.	1.20	
10/26/16	LFH	104	Attention to Committee composition issues.	0.40	
TASK TOTAL 104				34.50	15,213.00

105 - CLAIMS ADMINISTRATION AND OBJECTIONS

10/04/16	BM	105	Analysis regarding BFB's motion to compel distribution of sale proceeds.	1.30	
10/10/16	AHS	105	Calls and emails to address waterfall issues and extent of post-petition claims.	0.70	
		105	Review and revise objection to motion for distribution.	0.80	
10/10/16	VH	105	Drafting objection to Business First Bank motion for turnover of sale proceeds.	5.40	

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10/11/16	AHS	105	Review of cash collateral response and follow up re: complaint issues and motion for distribution.	0.40	
10/11/16	VH	105	Finalize objection to Business First turnover motion.	1.20	
10/13/16	BM	105	Attend to issues regarding Schumacher Group's claims.	0.70	
10/17/16	AHS	105	Calls with counsel for Debtors and SOLIC re: issues regarding motion to distribute and possible adjournment thereof.	0.40	
		105	Review of response filed by BFB.	0.30	
10/18/16	AHS	105	Calls and follow up regarding hearing date and meeting issues.	0.30	
10/25/16	BM	105	Attend to motions to establish administrative and general bar dates.	1.20	
10/25/16	LFH	105	Review bar date motions.	0.80	
10/31/16	AHS	105	Call with E. Lockridge re: meeting with Thursday.	0.30	
		105	Analysis re: waterfall issues and call with Debtor's counsel re: same.	0.80	
		105	Review of waterfall issues and call with B. Steffes re: same.	0.80	
		105	Calls and emails re: upcoming meeting and strategy issues.	0.40	
TASK TOTAL 105				15.80	7,566.00

107 - FEE/EMPLOYMENT APPLICATIONS

10/11/16	BM	107	Review interim fee applications of debtor's professionals.	0.60	
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TASK TOTAL 107**0.60****285.00****109 - FINANCING**

10/07/16	AHS	109	Review of information related to waterfall analysis in connection with motion to distribute and emails re: same.	0.60
		109	Review and revise complaint against Business First.	0.80
		109	Address response to BFB motion to compel distribution.	0.60
10/11/16	BM	109	Attend to Committee's response to motion for continued use of cash collateral.	0.70
10/25/16	AHS	109	Prepare for and attend Committee call re: adversary and motion to distribute and upcoming meeting with BFB.	0.70
10/31/16	BM	109	Analysis of BFB's objection to continued use of cash collateral.	0.70
10/31/16	VH	109	Review Business First objection to use of cash collateral.	0.30

TASK TOTAL 109**4.40****2,220.50****111 - AVOIDANCE ACTION LITIGATION**

10/05/16	LFH	111	Prepare revocatory action complaint against Business First Bank.	3.80
10/06/16	BM	111	Analysis regarding complaint against BFB to determine the extent, validity and priority of its liens.	1.20
10/06/16	LFH	111	Prepare revocatory action complaint against Business First Bank.	4.30

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		111	Confer and correspond with W. Iverstine regarding revocatory action complaint issues.	0.20
		111	Analyze revocatory action complaint issues.	1.90
10/07/16	BM	111	Analysis and revisions of complaint seeking avoidance of liens and related relief against BFB.	2.20
10/07/16	LFH	111	Review data room documents, loan documents, Business First Bank motion, and other relevant documents for revocatory action complaint preparation and revisions.	2.20
		111	Research and analyze revocatory action complaint issues.	1.90
		111	Revise revocatory action complaint against Business First Bank.	3.20
10/07/16	VH	111	Review avoidance complaint against Business First Bank (multiple drafts).	0.80
10/10/16	BM	111	Attend to complaint against BFB.	0.80
10/10/16	LFH	111	Research and analyze issues relating to complaint against Business First Bank.	0.60
		111	Revise complaint against Business First Bank.	1.20
10/10/16	VH	111	Review and revise Business First Bank complaint; review E. Lockridge comments to same.	0.40
10/11/16	LFH	111	Finalize complaint against Business First Bank.	0.80
10/11/16	VH	111	Review final version of Business First adversary complaint.	0.30
10/21/16	BM	111	Analysis of issues regarding litigation against BFB.	2.20

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10/24/16	BM	111	Analysis of issues regarding litigation against BFB.	1.30	
10/31/16	BM	111	Analysis of issues regarding potential resolution of BFB litigation.	1.30	
TASK TOTAL 111				30.60	12,000.00

114 - RELIEF FROM STAY PROCEEDINGS

10/11/16	BM	114	Attend to pending stay relief motions.	0.60	
TASK TOTAL 114				0.60	285.00

TOTAL FEES	109.30	\$46,263.00
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TASK CODE SUMMARY

101	Asset Analysis and Recovery	16.70	6,236.00
102	Asset Disposition	5.60	2,210.00
103	Business Operations	0.50	247.50
104	Case Administration	34.50	15,213.00
105	Claims Administration and Objections	15.80	7,566.00
107	Fee/Employment Applications	0.60	285.00
109	Financing	4.40	2,220.50
111	Avoidance Action Litigation	30.60	12,000.00
114	Relief from Stay Proceedings	0.60	285.00

TOTAL FEES	109.30	\$46,263.00
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FEE RECAP

LFH	Lucas F. Hammonds	\$350.00	48.50	16,975.00
BM	Boris Mankovetskiy	\$475.00	37.30	17,717.50
VH	Valerie Hamilton	\$460.00	11.80	5,428.00
AHS	Andrew H. Sherman	\$525.00	11.70	6,142.50

TOTAL FEES

109.30

\$46,263.00

DISBURSEMENT DETAIL

E105

07/14/16	E105	Telephone	2.48
09/09/16	E105	Telephone	2.76

E106

10/07/16	E106	Online research	8.01
10/10/16	E106	Online research	1.24
10/10/16	E106	Online research	7.68
10/10/16	E106	Online research	8.00
10/10/16	E106	Online research	134.72
10/10/16	E106	Online research	1.24
10/10/16	E106	Online research	13.44
10/10/16	E106	Online research	24.31

TOTAL DISBURSEMENTS

\$203.88

DISBURSEMENT RECAP

Code	Description	Units	Total
E105	Telephone	2.00	5.24

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Code	Description	Units	Total
E106	Online research	8.00	198.64
TOTAL DISBURSEMENTS			\$203.88
TOTAL THIS INVOICE			\$46,466.88

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Official Committee of Unsecured Creditors of
Progressive Acute Care, LLC
c/o Christopher Lehmann
Cardinal Health
7000 Cardinal Place
Dublin, OH 43017

FEI # 22-1920331

Re: Creditor's Committee

For legal services rendered through November 30, 2016.

HOURS

101 - ASSET ANALYSIS AND RECOVERY

11/01/16	LFH	101	Analyze lien avoidance and revocatory action issues.	0.70	
11/04/16	BM	101	Analysis regarding potential causes of action against the debtor's insiders.	0.80	
		101	Attend to issues regarding financial condition of the debtors' estates and potential additional sources of recovery to creditors.	0.70	
TASK TOTAL 101				2.20	957.50

103 - BUSINESS OPERATIONS

11/07/16	BM	103	Attend to interim cash collateral budget.	0.30	
11/08/16	BM	103	Attend to updated cash flow forecast.	0.30	
11/16/16	BM	103	Review debtor's amended monthly operating report.	0.30	

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11/28/16	BM	103	Attend to issues regarding proposed reduction in force and additional DIP financing from the purchaser.	0.90	
TASK TOTAL 103				1.80	855.00
104 - CASE ADMINISTRATION					
11/02/16	AHS	104	Review and analysis of updated waterfall in advance of meeting.	0.40	
11/02/16	BM	104	Analysis regarding updated projected waterfall of potential distributions and the estate's balance sheet.	0.80	
		104	Analysis regarding various structures of a potential settlement with BFB and alternative scenarios in the event there is no settlement.	2.20	
11/03/16	AHS	104	Prepare for and attend meeting with counsel for BFB and counsel for Debtors and follow up re: same.	3.70	
11/03/16	BM	104	Attend meeting with BFB's and debtors' representatives regarding potential settlement.	3.70	
		104	Analysis regarding interim arrangements and potential ultimate global settlement and consensual plan of liquidation based on discussions with BFB's representatives.	1.80	
11/04/16	AHS	104	Further analysis of meeting with secured creditor and email to Committee re: meeting analysis and next steps.	0.70	
11/04/16	BM	104	Draft a status report to the committee.	0.70	
		104	Attend to updated cash collateral budget.	0.30	

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		104	Attend to issues regarding retention of debtors' ESI post-closing.	0.30	
11/04/16	VH	104	Review Committee report regarding Business First litigation and status of settlement negotiations; review waterfall analysis.	0.40	
11/16/16	AHS	104	Review of Blue Cross issues and emails re: same.	0.30	
11/17/16	AHS	104	Emails re: exclusivity issues.	0.20	
11/17/16	BM	104	Attend to motion to extend exclusivity.	0.30	
TASK TOTAL 104				15.80	7,770.40

105 - CLAIMS ADMINISTRATION AND OBJECTIONS

11/01/16	BM	105	Prepare for meeting with BFB's and debtors' representatives regarding potential global settlement.	2.70	
11/08/16	AHS	105	Review of updated cash forecast and analysis re: same.	0.40	
11/14/16	BM	105	Draft a consent order regarding conditional distribution to BFB.	1.30	
11/15/16	AHS	105	Review and revise stipulation regarding distribution to BFB and send to E. Lockridge for review.	1.30	
11/15/16	BM	105	Analysis and revisions regarding proposed stipulation regarding interim arrangement with BFB.	1.30	
		105	Attend to motion to extend responsive pleadings deadline with respect to BFB issues.	0.30	

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11/16/16	BM	105	Attend to issues regarding healthcare claims of former employees not retained by purchaser.	0.50	
11/18/16	AHS	105	Review of stipulation re: disposition of funds and emails re: same.	0.30	
11/21/16	BM	105	Attend to issues regarding conditional distribution to BFB.	0.70	
11/22/16	AHS	105	Review of stipulation re: motion to distribute and emails re: same.	0.40	
11/22/16	BM	105	Attend to revisions of proposed consent order regarding interim arrangement with BFB.	0.80	
11/28/16	BM	105	Attend to proposed consent order regarding conditional distribution of funds.	1.20	
11/29/16	BM	105	Attend to stipulation regarding conditional payment on account of alleged secured claim of BFB.	0.70	
TASK TOTAL 105				11.90	5,772.50

109 - FINANCING

11/01/16	BM	109	Review and analysis of BFB's objection to continued use of cash collateral.	0.80	
11/02/16	AHS	109	Calls and emails to address settlement meeting issues.	0.40	
		109	Review of documents and pleadings to prepare for meeting with Debtors and BFB.	1.80	
11/04/16	BM	109	Analysis and revisions of proposed fifth interim cash collateral order.	0.80	
11/07/16	AHS	109	Review of issues re: continued use of cash collateral.	0.40	

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11/07/16	BM	109	Attend to proposed form of fifth interim cash collateral order.	0.80	
11/11/16	AHS	109	Address cash collateral issues.	0.30	
11/14/16	AHS	109	Address issues regarding cash collateral and motion to distribute.	0.60	
11/16/16	BM	109	Attend to revisions of proposed interim cash collateral order.	0.80	
11/17/16	AHS	109	Calls and emails re: cash collateral issues and proposed stipulation including calls with E. Lockridge re: form of order.	0.60	
11/17/16	BM	109	Attend to revisions of proposed interim cash collateral order.	0.70	
11/28/16	AHS	109	Review and revise draft of stipulation regarding distribution.	0.40	

TASK TOTAL 109	8.40	4,215.00
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114 - RELIEF FROM STAY PROCEEDINGS

11/01/16	BM	114	Attend to pending motions for relief from automatic stay.	0.90	
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TASK TOTAL 114	0.90	427.50
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TOTAL FEES	41.00	\$19,997.90
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TASK CODE SUMMARY

101	Asset Analysis and Recovery	2.20	957.50
103	Business Operations	1.80	855.00
104	Case Administration	15.80	7,770.40

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105	Claims Administration and Objections	11.90	5,772.50
109	Financing	8.40	4,215.00
114	Relief from Stay Proceedings	0.90	427.50

TOTAL FEES		41.00	\$19,997.90
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FEE RECAP

BM	Boris Mankovetskiy	\$475.00	27.70	13,157.50
AHS	Andrew H. Sherman	\$525.00	12.20	6,405.00
LFH	Lucas F. Hammonds	\$350.00	0.70	245.00
VH	Valerie Hamilton	\$476.00	0.40	190.40

TOTAL FEES		41.00	\$19,997.90
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DISBURSEMENT DETAIL

E106

11/01/16	E106	Online research	11.21
11/01/16	E106	Online research	1.99

TOTAL DISBURSEMENTS		\$13.20
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DISBURSEMENT RECAP

Code	Description	Units	Total
E106	Online research	2.00	13.20

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TOTAL DISBURSEMENTS

\$13.20

TOTAL THIS INVOICE

\$20,011.10

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Official Committee of Unsecured Creditors of
Progressive Acute Care, LLC
c/o Christopher Lehmann
Cardinal Health
7000 Cardinal Place
Dublin, OH 43017

FEI # 22-1920331

Re: Creditor's Committee

For legal services rendered through December 31, 2016.

HOURS

101 - ASSET ANALYSIS AND RECOVERY

12/08/16	BM	101	Analysis regarding potential causes of action of the estate to maximize recovery to creditors.	1.20	
12/12/16	BM	101	Analysis regarding sources and uses of funds held by the estates and potential additional sources of recovery.	0.70	
TASK TOTAL 101				1.90	902.50

103 - BUSINESS OPERATIONS

12/06/16	BM	103	Analysis regarding the estates' balance sheet and updated potential waterfall of distributions.	1.20	
12/19/16	BM	103	Attend to debtors' budget projections and potential waterfall scenarios.	0.80	
TASK TOTAL 103				2.00	950.00

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104 - CASE ADMINISTRATION

12/20/16	AHS	104	Calls and emails to address appointment of new members to Committee.	0.60	
12/20/16	BM	104	Draft a memo to Committee regarding status of proposed settlement with BFB and proposed plan term sheet.	0.60	
		104	Draft correspondence to committee regarding negotiations with BFB.	0.40	
TASK TOTAL 104				1.60	790.00

105 - CLAIMS ADMINISTRATION AND OBJECTIONS

12/01/16	BM	105	Analysis regarding global resolution of BFB's claims and the estates' counterclaims.	1.30	
12/06/16	AHS	105	Calls and emails re: settlement update and scheduled call with counsel for BFB.	0.30	
12/06/16	BM	105	Attend to issues regarding timing of payment of administrative claims.	0.40	
		105	Analysis regarding potential global settlement with BFB.	0.80	
12/07/16	BM	105	Attend to order regarding conditional disbursement of funds to BFB.	0.30	
12/12/16	AHS	105	Prepare for and attend call with counsel for BFB re: plan and distribution issues and follow up with E. Lockridge re: same.	0.80	
		105	Follow up calls with B. Steffes and E. Lockridge re: BFB issues and assets to be distributed.	0.40	

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		105	Review of email proposal from BFB and analysis re: same.	0.80	
		105	Review and analysis of filed claims to assess possible transaction with BFB.	0.40	
12/12/16	BM	105	Attend to summaries of filed general unsecured, priority and administrative claims.	0.80	
		105	Analysis regarding BFB's settlement proposal and the Committee's counteroffer.	1.30	
		105	Analysis regarding potential global settlement with BFB.	1.40	
12/14/16	BM	105	Analysis regarding various claims pools in connection with developing a confirmable plan.	1.60	
12/16/16	BM	105	Attend to issues regarding proposed global settlement with BFB.	1.20	
12/19/16	AHS	105	Diligence regarding outstanding claims.	0.40	
12/19/16	BM	105	Analysis regarding alleged secured claims other than the pre-petition claims of BFB.	0.80	
		105	Attend call with Debtors' and BFB's professionals regarding global settlement.	0.60	
		105	Analysis regarding asserted admin and priority claims.	0.80	
12/20/16	BM	105	Calls and correspondence with BFB and Debtors' counsel regarding global settlement and plan term sheet.	0.90	
TASK TOTAL 105				15.30	7,422.50

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107 - FEE/EMPLOYMENT APPLICATIONS

12/06/16	BM	107	Attend to debtors' application to employ TFG Consulting, LLC.	0.30	
12/29/16	LFH	107	Attention to fee statement issues.	0.30	
TASK TOTAL 107				0.60	247.50

109 - FINANCING

12/08/16	BM	109	Attend to issues regarding terms of continued cash collateral order and payment of certain administrative claims.	0.80	
12/12/16	AHS	109	Email to counsel for Debtors re: BFB proposed email and further analysis re: same.	0.40	
12/16/16	AHS	109	Calls with E. Lockridge re: settlement issues and analysis re: same.	0.60	
		109	Calls and follow up with S. Whitlaw re: terms of settlement and follow up with E. Lockridge re: same.	0.70	
12/21/16	BM	109	Attend to revisions of interim cash collateral order.	0.90	
12/22/16	AHS	109	Review and revise further interim cash collateral order and emails re: same.	0.70	
12/22/16	BM	109	Attend to sixth interim cash collateral order.	0.30	
12/28/16	AHS	109	Initial review of proposed order relating to motion to distribute.	0.30	
TASK TOTAL 109				4.70	2,367.50

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111 - AVOIDANCE ACTION LITIGATION

12/19/16	BM	111	Attend to potential global settlement with BFB and proposed plan term sheet.	1.80	
TASK TOTAL 111				1.80	855.00

113 - PLAN AND DISCLOSURE STATEMENT

12/08/16	BM	113	Analysis regarding potential settlement with BFB and framework of a plan of liquidation.	1.60	
12/13/16	AHS	113	Draft and revise proposed term sheet in response to email proposal from BFB and revisions thereto and outline structure for proposed consensual plan of liquidation.	3.40	
		113	Call with B. Steffes re: term sheet and plan structure.	0.30	
		113	Circulate proposed term sheet to Committee for input and comment.	0.30	
12/13/16	BM	113	Attend to proposed plan term sheet incorporating proposed settlement with BFB.	1.80	
12/14/16	AHS	113	Calls and emails with E. Lockridge re: term sheet issues and comments, incorporating claim issues.	0.80	
12/14/16	BM	113	Draft and edit proposed term sheet for the joint plan of liquidation.	2.20	
12/15/16	AHS	113	Further review and revisions to term sheet.	0.20	
		113	Draft and revise email to counsel for Debtors and BFB re: term sheet and send out for review and comment.	0.50	

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12/15/16	BM	113	Attend to revisions of proposed plan term sheet.	1.70	
12/18/16	AHS	113	Emails with counsel for BFB re: plan term sheet issues.	0.80	
12/19/16	AHS	113	Circulate plan term sheet for review and comment.	0.20	
		113	Review and revise plan term sheet.	1.40	
		113	Calls with counsel for BFB, Debtors and E. Lockridge re: plan settlement issues and issues regarding plan term sheet.	1.30	
12/19/16	BM	113	Attend to revisions of proposed plan term sheet.	0.70	
12/20/16	AHS	113	Calls and emails regarding further negotiation of term sheet with counsel for BFB.	1.20	
		113	Review and revise term sheet with BFB and send to counsel for review and comment.	0.90	
12/20/16	BM	113	Attend to revisions of proposed plan term sheet.	1.70	
12/20/16	VH	113	Emails from A. Sherman regarding plan term sheet.	0.20	
12/21/16	AHS	113	Calls and emails re: Committee approval of term sheet, including calls with E. Lockridge and emails from Committee members.	0.70	
TASK TOTAL 113				21.90	11,002.70
TOTAL FEES				49.80	\$24,537.70

TASK CODE SUMMARY

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101	Asset Analysis and Recovery	1.90	902.50
103	Business Operations	2.00	950.00
104	Case Administration	1.60	790.00
105	Claims Administration and Objections	15.30	7,422.50
107	Fee/Employment Applications	0.60	247.50
109	Financing	4.70	2,367.50
111	Avoidance Action Litigation	1.80	855.00
113	Plan and Disclosure Statement	21.90	11,002.70

TOTAL FEES

49.80

\$24,537.70

FEE RECAP

BM	Boris Mankovetskiy	\$475.00	30.90	14,677.50
AHS	Andrew H. Sherman	\$525.00	18.40	9,660.00
LFH	Lucas F. Hammonds	\$350.00	0.30	105.00
VH	Valerie Hamilton	\$476.00	0.20	95.20

TOTAL FEES

49.80

\$24,537.70

DISBURSEMENT DETAIL

E105

10/04/16	E105	Telephone	3.75
10/11/16	E105	Telephone	2.68

E106

10/03/16	E106	Online research	1.10
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10/03/16	E106	Online research	2.90
10/03/16	E106	Online research	0.20
10/03/16	E106	Online research	0.40
10/03/16	E106	Online research	0.10
10/03/16	E106	Online research	0.30
10/04/16	E106	Online research	0.90
10/04/16	E106	Online research	1.00
10/04/16	E106	Online research	2.40
10/04/16	E106	Online research	2.90
10/04/16	E106	Online research	0.80
10/04/16	E106	Online research	0.10
10/04/16	E106	Online research	2.90
10/04/16	E106	Online research	0.10
10/04/16	E106	Online research	0.30
10/04/16	E106	Online research	0.10
10/04/16	E106	Online research	2.90
10/04/16	E106	Online research	0.20
10/04/16	E106	Online research	2.90
10/09/16	E106	Online research	0.10
10/09/16	E106	Online research	2.90
10/09/16	E106	Online research	0.30
10/10/16	E106	Online research	0.10
10/10/16	E106	Online research	2.90
10/10/16	E106	Online research	0.40
10/10/16	E106	Online research	3.00
10/10/16	E106	Online research	0.10
10/10/16	E106	Online research	2.90
10/10/16	E106	Online research	0.30

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10/10/16	E106	Online research	0.40
10/10/16	E106	Online research	3.00
10/11/16	E106	Online research	0.10
10/11/16	E106	Online research	2.90
10/11/16	E106	Online research	0.30
10/11/16	E106	Online research	2.60
10/11/16	E106	Online research	0.10
10/11/16	E106	Online research	3.00
10/11/16	E106	Online research	0.90
10/11/16	E106	Online research	0.10
10/11/16	E106	Online research	0.20
10/17/16	E106	Online research	0.10
10/17/16	E106	Online research	3.00
10/31/16	E106	Online research	1.50
10/31/16	E106	Online research	0.30
10/31/16	E106	Online research	1.20
E109			
11/02/16	E109	Travel (Uber to airport)	9.64
11/02/16	E109	Travel (parking)	12.00
11/03/16	E109	Travel (rental car)	127.17
11/03/16	E109	Travel (Uber from airport)	9.88
11/07/16	E109	Travel (Hertz tolls)	27.30
E110			
11/02/16	E110	Travel (airfare)	397.70
11/02/16	E110	Travel (airfare)	397.70
11/03/16	E110	Travel (Lodging)	219.30
11/03/16	E110	Travel (Lodging)	199.50

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E111			
11/03/16	E111	Travel Meals	35.22

TOTAL DISBURSEMENTS	\$1,497.04
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DISBURSEMENT RECAP

Code	Description	Units	Total
E105	Telephone	2.00	6.43
E106	Online research	552.00	55.20
E109	Travel (rental car, Uber, parking, tolls)	5.00	185.99
E110	Travel (airfare and lodging)	4.00	1,214.20
E111	Travel Meals	1.00	35.22

TOTAL DISBURSEMENTS	\$1,497.04
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TOTAL THIS INVOICE	\$26,034.74
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Date 02/15/17
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Official Committee of Unsecured Creditors of
Progressive Acute Care, LLC
c/o Christopher Lehmann
Cardinal Health
7000 Cardinal Place
Dublin, OH 43017

FEI # 22-1920331

Re: Creditor's Committee

For legal services rendered through January 31, 2017.

HOURS

101 - ASSET ANALYSIS AND RECOVERY

01/13/17	BM	101	Attend to issues regarding FMP payments and review the APA regarding same.	0.70
01/17/17	BM	101	Attend to issues regarding remaining sources of recovery and winddown issues.	0.80
01/19/17	AHS	101	Review and analysis of FMP issues and modifications to demand letter.	0.80
01/20/17	AHS	101	Review of FMP documents and correspondence.	0.60
01/20/17	BM	101	Analysis regarding FMP issues and proposed demand letter to Allegiance.	1.40
		101	Analysis of APA and attend to FMP issues.	0.70
01/26/17	BM	101	Analysis regarding FMP issues.	0.60
01/27/17	AHS	101	Email and call with B. Steffes re: FMP issues.	0.40
01/27/17	BM	101	Analysis regarding potential D&O claims and liquidating trust issues.	1.20

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01/30/17	AHS	101	Review of emails re: FMP payment issues and review of background re: same.	0.40	
01/31/17	AHS	101	Prepare for and attend call with counsel for Debtors and SOLIC re: FMP issues and follow up re: same.	0.80	
01/31/17	BM	101	Analysis regarding recovery of FMP payments which belong to the estates from purchaser.	1.20	
TASK TOTAL 101				9.60	4,710.00

102 - ASSET DISPOSITION

01/03/17	BM	102	Analysis regarding disposition of Oakdale's retained real estate.	0.60	
TASK TOTAL 102				0.60	285.00

103 - BUSINESS OPERATIONS

01/06/17	AHS	103	Review of email re: Wayne Thompson fees and calls re: same.	0.60	
01/10/17	AHS	103	Review and analysis of email from B. Steffes re: W. Thompson issues; follow up calls and emails to B. Steffes.	0.80	
01/20/17	AHS	103	Review of letters re: FMP monies and emails re: same.	0.40	
TASK TOTAL 103				1.80	945.00

104 - CASE ADMINISTRATION

01/11/17	BM	104	Attend to winddown issues.	0.70	
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01/18/17	AHS	104	Prepare for and attend committee call re: case status and go forward strategy issues.	0.80	
01/18/17	BM	104	Review debtors' operating report.	0.30	
01/19/17	BM	104	Attend to issues regarding retention of financial advisor.	0.40	
01/27/17	BM	104	Attend to cash collateral order and FMP issues.	0.70	
TASK TOTAL 104				2.90	1,417.50

105 - CLAIMS ADMINISTRATION AND OBJECTIONS

01/03/17	BM	105	Attend to consent order regarding condition distribution.	1.20	
01/05/17	BM	105	Attend to issues regarding payment of undisputed post-petition claims.	0.60	
01/06/17	BM	105	Attend to estate winddown issues and claims reconciliation process.	1.20	
01/30/17	AHS	105	Emails with Debtors' counsel re: administrative claims and setoff issues.	0.30	
01/30/17	BM	105	Attend to issues regarding administrative claims.	0.60	
TASK TOTAL 105				3.90	1,867.50

109 - FINANCING

01/26/17	AHS	109	Review of cash collateral and budget issues.	0.30	
01/26/17	BM	109	Attend to proposed seventh interim cash collateral order and accompanying budget.	0.80	
TASK TOTAL 109				1.10	537.50

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113 - PLAN AND DISCLOSURE STATEMENT

01/05/17	BM	113	Attend to issues regarding joint plan of liquidation.	0.80	
01/06/17	AHS	113	Calls with E. Lockridge and B. Steffes re: plan an disclosure statement issues.	0.70	
01/06/17	LFH	113	Attention to plan issues.	0.60	
01/10/17	BM	113	Attend to plan and winddown issues.	1.20	
01/12/17	AHS	113	Calls and emails re: operating reports, governance and liquidating trustee issues.	0.40	
01/12/17	BM	113	Attend to issues regarding plan of liquidation.	0.70	
01/13/17	AHS	113	Calls and emails re: operating report issues and plan issues.	0.40	
01/18/17	BM	113	Analysis regarding sources and uses to fund a plan of liquidation.	0.60	
		113	Attend to issues regarding plan of liquidation and disclosure statement.	1.20	
01/25/17	AHS	113	Call with E. Lockridge re: plan and SOLIC issues.	0.20	
01/25/17	BM	113	Attend to issues regarding plan of liquidation and projected waterfall of distributions.	1.20	
01/27/17	LFH	113	Attention to plan issues and correspond with W. Iverstine regarding same.	0.70	
01/30/17	BM	113	Analysis regarding draft plan of liquidation and liquidating trust agreement.	1.30	
01/31/17	BM	113	Attend to draft plan of liquidation.	0.90	
TASK TOTAL 113				10.90	5,100.00

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TOTAL FEES

30.80

\$14,862.50

TASK CODE SUMMARY

101	Asset Analysis and Recovery	9.60	4,710.00
102	Asset Disposition	0.60	285.00
103	Business Operations	1.80	945.00
104	Case Administration	2.90	1,417.50
105	Claims Administration and Objections	3.90	1,867.50
109	Financing	1.10	537.50
113	Plan and Disclosure Statement	10.90	5,100.00

TOTAL FEES

30.80

\$14,862.50

FEE RECAP

BM	Boris Mankovetskiy	\$475.00	21.60	10,260.00
AHS	Andrew H. Sherman	\$525.00	7.90	4,147.50
LFH	Lucas F. Hammonds	\$350.00	1.30	455.00

TOTAL FEES

30.80

\$14,862.50

DISBURSEMENT DETAIL

E105				
11/08/16	E105	Telephone		3.53

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TOTAL DISBURSEMENTS

\$3.53

DISBURSEMENT RECAP

Code	Description
E105	Telephone

Units
1.00

Total
3.53

TOTAL DISBURSEMENTS

\$3.53

TOTAL THIS INVOICE

\$14,866.03

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Official Committee of Unsecured Creditors of
Progressive Acute Care, LLC
c/o Christopher Lehmann
Cardinal Health
7000 Cardinal Place
Dublin, OH 43017

FEI # 22-1920331

Re: Creditor's Committee

For legal services rendered through February 28, 2017.

HOURS

101 - ASSET ANALYSIS AND RECOVERY

02/02/17	BM	101	Attend to issues regarding FMP payments.	0.60
02/03/17	BM	101	Analysis regarding potential D&O causes of action.	1.80
02/13/17	AHS	101	Review of emails and documents re: FMP issues and follow up emails re: same.	0.80
02/16/17	AHS	101	Further review and revise FMP settlement agreement.	0.40
02/16/17	BM	101	Attend to settlement agreement regarding FMP dispute.	0.70
02/17/17	BM	101	Attend to issues regarding potential coverage shareholders' claims by D&O policy and potential motion to enforce the automatic stay to avoid depletion of the policy.	1.20
02/20/17	BM	101	Attend to issues regarding D&O policy and potential impact of shareholder lawsuit.	1.60
		101	Attend to issues regarding FMP.	0.80

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02/23/17	BM	101	Research and analysis of issues regarding motion to stay shareholder lawsuit against debtors' D&Os to preserve insurance policy proceeds.	1.90	
02/24/17	BM	101	Attend to issues regarding D&O policy in light of shareholders' lawsuit against D&Os.	1.40	
TASK TOTAL 101				11.20	5,380.00

102 - ASSET DISPOSITION

02/10/17	BM	102	Analysis regarding potential settlement of FMP issues with Allegiance.	0.80	
TASK TOTAL 102				0.80	380.00

104 - CASE ADMINISTRATION

02/13/17	BM	104	Attend to issues regarding potential resolution of dispute regarding FMP.	0.60	
02/14/17	BM	104	Attend to issues regarding FMP dispute.	0.40	
02/15/17	AHS	104	Address FMP payment issues, suit by investors and plan issues and emails re: same.	0.70	
02/15/17	BM	104	Analysis regarding substantive consolidation issues.	1.30	
02/16/17	BM	104	Analysis regarding lawsuit filed against D&Os by PAC shareholders.	0.80	
02/17/17	LFH	104	Analyze investor suit/stay issues.	1.30	
02/21/17	BM	104	Attend to debtors' budget projections.	0.30	
02/24/17	LFH	104	Analyze estate claim issues.	0.90	

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TASK TOTAL 104	6.30	2,752.50
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105 - CLAIMS ADMINISTRATION AND OBJECTIONS

02/02/17	BM	105	Attend to issues regarding payment of undisputed administrative claims.	0.70
02/06/17	BM	105	Attend to issues regarding administrative claims.	0.40
02/15/17	AHS	105	Review of complaint filed by investors.	0.40

TASK TOTAL 105	1.50	732.50
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113 - PLAN AND DISCLOSURE STATEMENT

02/01/17	AHS	113	Review of draft plan as forwarded by E. Lockridge; review and revise same.	1.40
02/01/17	BM	113	Attend to issues regarding plan of liquidation.	1.90
02/02/17	AHS	113	Calls and follow up on plan issues and drafting of same.	0.40
02/03/17	BM	113	Analysis regarding plan of liquidation.	1.80
02/07/17	VH	113	Review and revise liquidating plan.	3.80
02/08/17	AHS	113	Further review and revisions to plan of liquidation.	0.80
02/08/17	BM	113	Attend to revisions of proposed plan of liquidation.	1.70
02/08/17	VH	113	Continue reviewing and revising liquidating plan.	2.10
02/09/17	BM	113	Analysis regarding debtors' proposed revisions to draft plan of liquidation.	0.80
02/10/17	BM	113	Attend to proposed joint plan of liquidation.	2.10

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		113	Attend to issues regarding extension of exclusivity.	0.40	
02/10/17	LFH	113	Review and analyze draft plan.	1.20	
		113	Revise draft plan.	1.60	
02/13/17	AHS	113	Address plan issues and emails re: same.	0.40	
02/13/17	BM	113	Attend to revisions of proposed plan of liquidation.	1.70	
02/14/17	BM	113	Attend to plan revisions.	1.30	
02/14/17	LFH	113	Correspond with Debtor's counsel and co-counsel regarding plan issues.	0.20	
		113	Revise plan.	1.70	
02/17/17	LFH	113	Analyze plan issues.	0.80	
02/20/17	LFH	113	Review and analyze draft disclosure statement.	2.20	
02/21/17	LFH	113	Review and analyze draft plan.	3.70	
02/22/17	LFH	113	Review and analyze draft disclosure statement.	2.10	
		113	Review and analyze draft plan.	1.60	
		113	Revise draft disclosure statement.	3.10	
		113	Revise draft plan in light of disclosure statement revisions.	1.40	
02/23/17	BM	113	Analysis and revisions of draft plan and disclosure statement.	2.60	
02/23/17	LFH	113	Revise draft plan and disclosure statement.	3.30	
02/27/17	BM	113	Attend to draft plan and disclosure statement.	1.30	
TASK TOTAL 113				47.40	19,808.40

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121 - LITIGATION CONSULTING

02/23/17	TSN	121	Review Securities Complaint.	0.50	
		121	Review tail endorsement.	0.20	
		121	Review D&O policy.	1.10	
		121	Prepare e-mail regarding possible coverage of securities suit.	0.40	
		121	Telephone conferences (2) with B. Mankovetskiy regarding securities fraud claim.	0.40	
TASK TOTAL 121				2.60	1,237.60
TOTAL FEES				69.80	\$30,291.00

TASK CODE SUMMARY

101	Asset Analysis and Recovery	11.20	5,380.00
102	Asset Disposition	0.80	380.00
104	Case Administration	6.30	2,752.50
105	Claims Administration and Objections	1.50	732.50
113	Plan and Disclosure Statement	47.40	19,808.40
121	Litigation Consulting	2.60	1,237.60
TOTAL FEES		69.80	\$30,291.00

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FEE RECAP

BM	Boris Mankovetskiy	\$475.00	30.90	14,677.50
LFH	Lucas F. Hammonds	\$350.00	25.10	8,785.00
VH	Valerie Hamilton	\$476.00	5.90	2,808.40
AHS	Andrew H. Sherman	\$525.00	5.30	2,782.50
TSN	Thomas S. Novak	\$476.00	2.60	1,237.60

TOTAL FEES

69.80

\$30,291.00

DISBURSEMENT DETAIL

E101				
02/27/17	E101	Copying		2.10

TOTAL DISBURSEMENTS

\$2.10

DISBURSEMENT RECAP

Code	Description	Units	Total
E101	Copying	14.00	2.10

TOTAL DISBURSEMENTS

\$2.10

TOTAL THIS INVOICE

\$30,293.10

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Date 04/20/17
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Official Committee of Unsecured Creditors of
Progressive Acute Care, LLC
c/o Christopher Lehmann
Cardinal Health
7000 Cardinal Place
Dublin, OH 43017

FEI # 22-1920331

Re: Creditor's Committee

For legal services rendered through March 31, 2017.

HOURS

101 - ASSET ANALYSIS AND RECOVERY

03/06/17	BM	101	Analysis regarding shareholder action against D&O and its impact on D&O policy and possible violation of the automatic stay arising therefrom.	1.80	
03/23/17	BM	101	Analysis of issues regarding potential stay of shareholder action against debtor's D&Os.	1.40	
		101	Attend to issues regarding potential recovery on assigned BFB claim against the Dauterive estate.	0.80	
		101	Draft a letter regarding automatic stay violation to counsel for plaintiffs in suit filed against debtors' D&Os.	2.60	
03/24/17	BM	101	Analysis of issues regarding shareholder lawsuit and impact on D&O insurance policy.	1.20	
TASK TOTAL 101				7.80	3,705.00

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104 - CASE ADMINISTRATION

03/03/17	BM	104	Attend to FMP settlement agreement.	0.60	
03/06/17	BM	104	Attend to issues regarding conditional distributions pursuant to plan term sheet.	0.70	
03/13/17	BM	104	Attend to interim cash collateral order and exclusivity extension.	0.60	
TASK TOTAL 104				1.90	902.50

105 - CLAIMS ADMINISTRATION AND OBJECTIONS

03/15/17	BM	105	Attend to issues regarding payment of administrative claims and scope of releases.	0.80	
03/21/17	BM	105	Attend to issues regarding payment of administrative claims.	0.80	
TASK TOTAL 105				1.60	760.00

109 - FINANCING

03/20/17	AHS	109	Address cash collateral issues.	0.20	
03/20/17	BM	109	Attend to proposed interim cash collateral order and budget.	0.40	
TASK TOTAL 109				0.60	295.00

110 - LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

03/02/17	LMK	110	Research case law and authority regarding insurance policies.	3.20	
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03/03/17	LMK	110	Research case law and authority regarding insurance policies.	2.30	
		110	Review and analyze case law and authority regarding insurance policies.	1.70	
		110	Summarize case law and authority regarding insurance policies.	0.90	
03/06/17	LMK	110	Summarize research regarding specific causes of action belonging to the bankruptcy estate in the Fifth Circuit.	1.40	
		110	Research case law regarding specific causes of action belonging to the bankruptcy estate in the Fifth Circuit.	2.80	
		110	Review and analyze case law regarding specific causes of action belonging to the bankruptcy estate in the Fifth Circuit.	1.70	
TASK TOTAL 110				14.00	3,752.00

113 - PLAN AND DISCLOSURE STATEMENT

03/02/17	BM	113	Attend to plan and disclosure statement.	1.30	
03/03/17	BM	113	Attend to revisions of plan and disclosure statement.	1.60	
03/07/17	AHS	113	Review of BFB plan comments.	0.30	
03/07/17	BM	113	Attend to revisions of proposed plan and disclosure statement.	1.70	
03/08/17	AHS	113	Review of revised plan to address comments of BFB and circulate revised document for review and comment.	0.70	
03/08/17	BM	113	Attend to revisions of plan and disclosure statement.	2.40	

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03/09/17	AHS	113	Address plan issues and review of Debtors' proposed changes.	0.30	
03/09/17	BM	113	Attend to proposed plan and disclosure statement.	1.20	
03/10/17	BM	113	Attend to revisions of plan and disclosure statement.	1.30	
03/13/17	AHS	113	Emails and calls with Committee member re: plan issues.	0.40	
		113	Call with Debtors' counsel re: plan issues.	0.30	
03/13/17	BM	113	Prepare a memo to the committee regarding proposed plan of liquidation.	0.80	
03/14/17	AHS	113	Address issues regarding filing and signing of plan and possible extension of exclusivity.	0.60	
		113	Call with Committee re: plan issues and plan process and follow up re: same.	0.40	
03/15/17	AHS	113	Address issues regarding disclosure statement order and call with B. Steffes re: plan issues.	0.60	
03/24/17	BM	113	Attend to plan confirmation issues.	0.70	
TASK TOTAL 113				14.60	7,115.00
TOTAL FEES				40.50	\$16,529.50

TASK CODE SUMMARY

101	Asset Analysis and Recovery	7.80	3,705.00
104	Case Administration	1.90	902.50
105	Claims Administration and Objections	1.60	760.00

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109	Financing	0.60	295.00
110	Litigation (Other than Avoidance Action Litigation)	14.00	3,752.00
113	Plan and Disclosure Statement	14.60	7,115.00
TOTAL FEES		40.50	\$16,529.50

FEE RECAP

BM	Boris Mankovetskiy	\$475.00	22.70	10,782.50
LMK	Laura M. Kessler	\$268.00	14.00	3,752.00
AHS	Andrew H. Sherman	\$525.00	3.80	1,995.00
TOTAL FEES			40.50	\$16,529.50

DISBURSEMENT DETAIL

E106

02/10/17	E106	Online research	0.10
02/10/17	E106	Online research	3.00
02/10/17	E106	Online research	0.70
02/10/17	E106	Online research	0.70
02/10/17	E106	Online research	3.00
02/10/17	E106	Online research	3.00
02/10/17	E106	Online research	0.90
02/10/17	E106	Online research	0.90
02/10/17	E106	Online research	3.00
02/10/17	E106	Online research	0.10

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02/10/17	E106	Online research	0.30
02/10/17	E106	Online research	1.70
02/10/17	E106	Online research	0.10
02/10/17	E106	Online research	3.00
02/22/17	E106	Online research	0.10
02/22/17	E106	Online research	3.00
02/22/17	E106	Online research	3.00
02/22/17	E106	Online research	1.00
02/22/17	E106	Online research	1.70
02/22/17	E106	Online research	3.00
02/22/17	E106	Online research	0.40
02/22/17	E106	Online research	2.90
02/22/17	E106	Online research	0.10
02/22/17	E106	Online research	0.10
02/22/17	E106	Online research	0.60
02/22/17	E106	Online research	3.00
02/22/17	E106	Online research	0.10
02/22/17	E106	Online research	0.30

TOTAL DISBURSEMENTS	\$39.80
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DISBURSEMENT RECAP

Code	Description	Units	Total
E106	Online research	398.00	39.80

TOTAL DISBURSEMENTS	\$39.80
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TOTAL THIS INVOICE	\$16,569.30
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Date 05/17/17
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Official Committee of Unsecured Creditors of
Progressive Acute Care, LLC
c/o Christopher Lehmann
Cardinal Health
7000 Cardinal Place
Dublin, OH 43017

FEI # 22-1920331

Re: Creditor's Committee

For legal services rendered through April 30, 2017.

				HOURS	
101 - ASSET ANALYSIS AND RECOVERY					
04/12/17	BM	101	Analysis of shareholder's response to Committee's stay letter.	1.30	
TASK TOTAL 101				1.30	617.50
102 - ASSET DISPOSITION					
04/17/17	BM	102	Attend to issues regarding disposition of certain equipment subject to leases.	0.50	
04/24/17	BM	102	Analysis regarding disposition of medical office building.	0.30	
TASK TOTAL 102				0.80	380.00
104 - CASE ADMINISTRATION					
04/24/17	BM	104	Prepare a status memo to the Committee.	0.30	
TASK TOTAL 104				0.30	142.50

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110 - LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

04/28/17	REB	110	Review shareholder complaint and letters from Silks to plaintiff's counsel regarding shareholder litigation.	1.40	
		110	Research property of the estate issues.	1.60	
TASK TOTAL 110				3.00	975.00

113 - PLAN AND DISCLOSURE STATEMENT

04/07/17	AHS	113	Call with Committee member re: plan issues.	0.30	
04/10/17	BM	113	Attend to resolution of insider guarantors' objection to the plan.	0.80	
		113	Attend to resolution of informal objections to proposed plan.	0.80	
04/11/17	AHS	113	Address plan and waterfall issues.	0.30	
04/11/17	BM	113	Draft and edit liquidation trust agreement.	1.80	
		113	Attend to potential waterfall analysis.	0.70	
04/11/17	LFH	113	Attention to disclosure statement issues.	0.70	
		113	Correspond with local counsel regarding disclosure statement issues.	0.20	
04/12/17	BM	113	Attend to revisions of proposed liquidating trust agreement.	0.70	
04/17/17	AHS	113	Further review of liquidation analysis and circulate to Committee for review and comment.	0.40	
04/17/17	BM	113	Attend to draft liquidation analysis.	0.80	
		113	Attend to revised disclosure statement to be submitted for hearing on approval of disclosure statement.	0.70	

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04/18/17	BM	113	Attend to issues regarding selection of liquidating trustee.	0.30	
04/20/17	BM	113	Attend to modifications of ballot forms.	0.30	
		113	Attend to issues regarding solicitation of votes to accept plan.	0.40	
04/24/17	AHS	113	Email to Committee re: plan update and follow up emails in response to questions.	0.60	
04/24/17	BM	113	Attend to final documents for solicitation package.	0.60	
04/25/17	BM	113	Attend to issues regarding solicitation process.	0.60	
TASK TOTAL 113				11.00	5,192.50
TOTAL FEES				16.40	\$7,307.50

TASK CODE SUMMARY

101	Asset Analysis and Recovery	1.30	617.50
102	Asset Disposition	0.80	380.00
104	Case Administration	0.30	142.50
110	Litigation (Other than Avoidance Action Litigation)	3.00	975.00
113	Plan and Disclosure Statement	11.00	5,192.50
TOTAL FEES		16.40	\$7,307.50

FEE RECAP

AHS	Andrew H. Sherman	\$525.00	1.60	840.00
BM	Boris Mankovetskiy	\$475.00	10.90	5,177.50
LFH	Lucas F. Hammonds	\$350.00	0.90	315.00

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REB	Rachel E. Brennan	\$325.00	3.00	975.00
TOTAL FEES			16.40	\$7,307.50

DISBURSEMENT DETAIL

E106

03/02/17	E106	Online research	21.49
03/02/17	E106	Online research	4.71
03/02/17	E106	Online research	1.95
03/02/17	E106	Online research	16.11
03/03/17	E106	Online research	9.43
03/03/17	E106	Online research	5.15
03/04/17	E106	Online research	2.98
03/04/17	E106	Online research	2.99
03/04/17	E106	Online research	5.94
03/06/17	E106	Online research	2.98
03/06/17	E106	Online research	3.68
03/07/17	E106	Online research	1.32
04/28/17	E106	Online research	6.89
04/28/17	E106	Online research	24.21
04/28/17	E106	Online research	0.91

TOTAL DISBURSEMENTS	\$110.74
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DISBURSEMENT RECAP

Code	Description	Units	Total
E106	Online research	15.00	110.74

TOTAL DISBURSEMENTS	\$110.74
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TOTAL THIS INVOICE	\$7,418.24
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Official Committee of Unsecured Creditors of
Progressive Acute Care, LLC
c/o Christopher Lehmann
Cardinal Health
7000 Cardinal Place
Dublin, OH 43017

FEI # 22-1920331

Re: Creditor's Committee

For legal services rendered through May 31, 2017.

HOURS

101 - ASSET ANALYSIS AND RECOVERY

05/01/17	BM	101	Analysis of issues regarding shareholders' complaint against PAC D&Os and insurance policy implications.	1.60
05/02/17	BM	101	Attend to issues regarding debtors' insurance policy and potential value of same to the estates.	1.10
05/11/17	BM	101	Analysis regarding investigation of potential causes of action against debtors' D&Os.	0.80
05/18/17	BM	101	Analysis regarding remaining assets of the estates and monetization of same.	0.70
05/26/17	AHS	101	Emails re: Dauterive cost report issues.	0.20
05/26/17	BM	101	Attend to issues regarding Dauterive cost report.	0.80
05/30/17	BM	101	Attend to issues regarding Dauterive cost report audit.	0.60
05/31/17	AHS	101	Address Dauterive audit issues.	0.30

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05/31/17	BM	101	Attend to issues regarding Dauterive cost report audit.	0.30	
TASK TOTAL 101				6.40	3,065.00

105 - CLAIMS ADMINISTRATION AND OBJECTIONS

05/16/17	BM	105	Attend to issues regarding resolution of administrative claims.	0.60	
05/17/17	BM	105	Attend to analysis of preference exposure of administrative claimants.	0.80	
05/30/17	BM	105	Analysis regarding effects of BFB's settlement with guarantors and financial condition of the estate.	0.70	
TASK TOTAL 105				2.10	997.50

109 - FINANCING

05/12/17	BM	109	Attend to interim cash collateral order and budget.	0.70	
05/16/17	BM	109	Attend to interim cash collateral order and budget.	0.70	
05/17/17	BM	109	Attend to cash collateral order and proposed budget.	0.50	
TASK TOTAL 109				1.90	902.50

110 - LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

05/01/17	REB	110	Research re: complaint against debtor's D&Os.	2.20	
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110	Draft email to B. Mankovetskiy re: research on complaint against debtor's D&Os.	2.10	
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TASK TOTAL 110	4.30	1,397.50
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113 - PLAN AND DISCLOSURE STATEMENT

05/01/17	AHS	113	Prepare for and attend Committee call re: plan issues, proposed distributions, causes of action and liquidating trustee issues.	1.10	
05/04/17	BM	113	Respond to creditors' calls regarding voting on the plan of liquidation.	0.30	
05/05/17	AHS	113	Calls and follow up on liquidating trust issues.	0.30	
05/12/17	AHS	113	Address liquidating trustee issues.	0.20	
05/15/17	AHS	113	Prepare for and attend call re: SOLIC and liquidating trustee issues.	0.40	

TASK TOTAL 113	2.30	1,192.50
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TOTAL FEES	17.00	\$7,555.00
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TASK CODE SUMMARY

101	Asset Analysis and Recovery	6.40	3,065.00
105	Claims Administration and Objections	2.10	997.50
109	Financing	1.90	902.50
110	Litigation (Other than Avoidance Action Litigation)	4.30	1,397.50
113	Plan and Disclosure Statement	2.30	1,192.50

TOTAL FEES	17.00	\$7,555.00
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FEE RECAP

BM	Boris Mankovetskiy	\$475.00	10.20	4,845.00
REB	Rachel E. Brennan	\$325.00	4.30	1,397.50
AHS	Andrew H. Sherman	\$525.00	2.50	1,312.50

TOTAL FEES

17.00

\$7,555.00

DISBURSEMENT DETAIL

E106

04/11/17	E106	Online research	0.10
04/11/17	E106	Online research	0.70
04/11/17	E106	Online research	0.50
04/11/17	E106	Online research	0.10
04/11/17	E106	Online research	0.10
04/11/17	E106	Online research	0.10
04/11/17	E106	Online research	3.00
05/01/17	E106	Online research	62.12
05/01/17	E106	Online research	3.44

TOTAL DISBURSEMENTS

\$70.16

DISBURSEMENT RECAP

Code	Description	Units	Total
E106	Online research	48.00	70.16

TOTAL DISBURSEMENTS

\$70.16

TOTAL THIS INVOICE

\$7,625.16

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Date 07/26/17
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Official Committee of Unsecured Creditors of
Progressive Acute Care, LLC
c/o Christopher Lehmann
Cardinal Health
7000 Cardinal Place
Dublin, OH 43017

FEI # 22-1920331

Re: Creditor's Committee

For legal services rendered through June 30, 2017.

HOURS

104 - CASE ADMINISTRATION

06/29/17	LFH	104	Review and analyze plan and bankruptcy case documents in preparation for final fee application.	1.20	
TASK TOTAL 104				1.20	420.00

105 - CLAIMS ADMINISTRATION AND OBJECTIONS

06/02/17	BM	105	Attend to issues regarding reconciliation of administrative claims.	0.30	
06/22/17	BM	105	Attend to issues regarding resolution of Sysmex claims.	0.80	
		105	Attend to draft stipulation addressing Sysmex's claims and resolving plan objection.	0.60	
TASK TOTAL 105				1.70	807.50

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107 - FEE/EMPLOYMENT APPLICATIONS

06/29/17	LFH	107	Analyze final fee application issues.	0.60	
		107	Prepare final fee application.	0.70	
06/30/17	LFH	107	Review and analyze case materials for final fee application.	0.90	
		107	Analyze final fee application issues and correspond with local counsel regarding same.	0.80	
TASK TOTAL 107				3.00	1,050.00

113 - PLAN AND DISCLOSURE STATEMENT

06/05/17	BM	113	Attend to issues regarding plan confirmation.	1.60	
06/07/17	BM	113	Attend to issues regarding liquidating trust agreement.	1.10	
06/09/17	BM	113	Attend to plan confirmation issues and supplemental plan documents.	0.80	
06/12/17	AHS	113	Email to Committee re: liquidating trust and confirmation issues.	0.40	
06/12/17	BM	113	Attend to plan supplement documents.	1.10	
		113	Attend to liquidating trust agreement.	1.60	
		113	Attend to issues regarding selection of liquidating trustee and terms of compensation.	0.80	
		113	Draft correspondence to committee regarding plan confirmation issues, liquidating trust and selection of liquidating trustee and oversight committee.	0.60	
06/12/17	LFH	113	Prepare draft plan support documents.	0.60	

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		113	Analyze confirmation issues and confer with B. Mankovetskiy regarding same.	0.40
		113	Review and analyze plan, disclosure statement, liquidation trust agreement, and related plan documents.	0.80
06/13/17	BM	113	Attend to issues regarding plan supplement documents.	1.20
		113	Attend to issues regarding liquidating trust agreement and terms of engagement of liquidating trustee.	1.30
06/13/17	LFH	113	Review and analyze plan, disclosure statement, and liquidation trust agreement.	0.80
		113	Revise liquidation trust agreement.	0.90
		113	Prepare draft notice of plan documents and assemble same.	1.90
06/14/17	BM	113	Attend to liquidating trust agreement.	1.10
		113	Attend to issues regarding selection and compensation terms of liquidating trustee.	1.40
		113	Attend to issues regarding declaration in support of confirmation of plan.	1.30
06/14/17	LFH	113	Review M. Rubin comments to liquidation trust agreement.	0.30
06/15/17	BM	113	Attend to plan supplement documents and liquidating trust agreement.	0.90
		113	Attend to declaration in support of plan confirmation.	0.80
		113	Attend to issues regarding compensation and scope of post-confirmation work of SOLIC.	0.80
06/15/17	LFH	113	Review liquidating trust revisions and analyze related issues.	0.70

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06/19/17	BM	113	Attend to issues regarding memorandum of law in support of plan confirmation.	1.30
06/20/17	BM	113	Attend to issues regarding plan confirmation.	0.80
		113	Attend to issues regarding UST's comments to proposed plan.	0.40
		113	Analysis regarding Sysmex objection to plan.	0.80
		113	Attend to brief in support of confirmation of the plan.	0.70
06/21/17	BM	113	Attend to issues regarding memo in support of the plan.	0.60
		113	Attend to issues regarding potential resolution of objections to plan confirmation.	1.10
06/22/17	BM	113	Attend to issues regarding resolution of plan objections.	0.80
		113	Attend to issues regarding plan supplement documents.	0.50
06/23/17	BM	113	Attend to resolution of issues with respect to liquidation trust in connection with plan confirmation.	0.70
		113	Attend to plan supplement documents.	0.40
		113	Attend to issues regarding resolution of Sysmex's objection to plan.	0.40
06/26/17	BM	113	Attend to liquidation trust agreement.	0.80
		113	Attend to plan confirmation issues.	0.80
06/26/17	LFH	113	Review plan and confirmation documents, including plan support documents, voting stipulations, voting tabulations, and plan support memorandum and modifications.	0.70

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06/30/17	BM	113	Attend to form of confirmation order.	0.60	
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TASK TOTAL 113	34.60	15,567.50
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TOTAL FEES	40.50	\$17,845.00
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TASK CODE SUMMARY

104	Case Administration	1.20	420.00
105	Claims Administration and Objections	1.70	807.50
107	Fee/Employment Applications	3.00	1,050.00
113	Plan and Disclosure Statement	34.60	15,567.50

TOTAL FEES	40.50	\$17,845.00
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FEE RECAP

BM	Boris Mankovetskiy	\$475.00	28.80	13,680.00
LFH	Lucas F. Hammonds	\$350.00	11.30	3,955.00
AHS	Andrew H. Sherman	\$525.00	0.40	210.00

TOTAL FEES	40.50	\$17,845.00
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TOTAL THIS INVOICE		\$17,845.00
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Date 08/01/17
08650095.000001 - AHS

Official Committee of Unsecured Creditors of
Progressive Acute Care, LLC
c/o Christopher Lehmann
Cardinal Health
7000 Cardinal Place
Dublin, OH 43017

FEI # 22-1920331

Re: Creditor's Committee

For legal services rendered through July 31, 2017.

				HOURS	
101 - ASSET ANALYSIS AND RECOVERY.					
07/26/17	BM	101	Attend to issues regarding D&O coverage and potential causes of action against D&Os.	1.20	
TASK TOTAL 101				1.20	570.00
104 - CASE ADMINISTRATION.					
07/06/17	BM	104	Draft update report to Committee.	0.30	
07/13/17	BM	104	Attend Committee call regarding post-confirmation action plan.	0.50	
07/18/17	LFH	104	Review and analyze confirmation order and plan regarding post-confirmation and effective date issues.	0.30	
TASK TOTAL 104				1.10	485.00

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107 - FEE/EMPLOYMENT APPLICATIONS

07/14/17	BM	107	Attend to final fee application.	0.40	
07/18/17	LFH	107	Analyze final fee application issues.	1.30	
07/19/17	LFH	107	Analyze final fee application issues and materials supporting same.	0.50	
07/25/17	LFH	107	Review and analyze case materials in preparation for final fee application.	0.30	
		107	Analyze final fee application issues.	0.60	
07/26/17	LFH	107	Review and analyze plan, confirmation documents, fee statements, and relevant documents in preparation for final fee application.	1.20	
		107	Analyze final fee application issues.	0.60	
07/31/17	REB	107	Draft final fee application.	0.60	
			TASK TOTAL 107	5.50	1,960.00

109 - FINANCING

07/19/17	BM	109	Attend to issues regarding final cash collateral budget.	0.50	
07/20/17	BM	109	Attend to final cash collateral order.	0.80	
			TASK TOTAL 109	1.30	617.50

113 - PLAN AND DISCLOSURE STATEMENT

07/03/17	BM	113	Attend to issues regarding confirmation order.	0.70	
07/14/17	BM	113	Attend to notice of confirmation order and bar date for rejection damages.	0.30	

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07/18/17	BM	113	Attend to issues regarding plan effective date.	0.60	
07/25/17	BM	113	Attend to issues regarding effective date of the plan.	0.40	

TASK TOTAL 113	2.00	950.00
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TOTAL FEES	11.10	\$4,582.50
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TASK CODE SUMMARY

101	Asset Analysis and Recovery	1.20	570.00
104	Case Administration	1.10	485.00
107	Fee/Employment Applications	5.50	1,960.00
109	Financing	1.30	617.50
113	Plan and Disclosure Statement	2.00	950.00

TOTAL FEES	11.10	\$4,582.50
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FEE RECAP

BM	Boris Mankovetskiy	\$475.00	5.70	2,707.50
LFH	Lucas F. Hammonds	\$350.00	4.80	1,680.00
REB	Rachel E. Brennan	\$325.00	0.60	195.00

TOTAL FEES	11.10	\$4,582.50
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TOTAL THIS INVOICE		\$4,582.50
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EXHIBIT E



ANDREW H. SHERMAN

member of the firm

*chair of the creditors' rights/bankruptcy reorganization
practice group*

SPECIALTY: Creditors' Rights/Bankruptcy Reorganization

AREAS OF EMPHASIS

Bankruptcy Litigation and Counseling
Commercial Asset Recovery
Representation of Chapter 11 and Chapter 7 Debtors
Representation of Official and Unofficial Committees in Bankruptcy Cases
Debt Restructuring and Out of Court Workouts
Commercial Lending Litigation
Guarantor Lawsuits (defense and prosecution)
Prosecution and Defense of Various Avoidance Actions
Bankruptcy Appeals

EDUCATION

- J.D., Cardozo School of Law, 1991
- A.B., Cornell University, 1988

ANDREW H. SHERMAN is Chair of the Firm's Creditors' Rights/Bankruptcy Reorganization Practice Group. He has represented clients in a broad range of complex business reorganizations, debt restructurings and insolvency matters throughout the country. In addition to advising companies experiencing financial difficulties, Mr. Sherman routinely represents lenders and other parties in financings and acquisitions involving troubled companies. He has focused his practice on representing investment management firms in debt restructuring matters, commercial workouts and Chapter 11 cases in such cases as *Motor Coach Industries Int'l, Inc.* and *Marcal Paper Mills, Inc.* He has also recently represented the Official Committee of Unsecured Creditors in nine recent hospital bankruptcy cases, *Saint*

Michael's Medical Center, Union Hospital District, Bayonne Medical Center, Christ Hospital, Hudson Healthcare, Inc., Fairmont General Hospital, et al., Progressive Acute Care LLC, Gardens Regional Hospital and Medical Center, Inc. and Coshocton County Memorial Hospital Association. In addition, he has represented parties in significant commercial litigation in the New York and New Jersey federal and state courts.

Prior to coming to the Firm, Mr. Sherman was associated with Parker Chapin Flattau & Klimpl, LLP in New York City.

Mr. Sherman has been selected for inclusion in the 2012-2017 editions of *Chambers USA*®* published by Chambers & Partners under New Jersey Bankruptcy/Restructuring, the 2007-2018 editions of *The Best Lawyers in America*®* published by Woodard/White under Bankruptcy and Creditor-Debtor Rights/Insolvency and Reorganization Law; Litigation – Bankruptcy, and the 2006-2017 editions of *New Jersey Super Lawyers*®* published by Thompson Reuters under Creditor Debtor Rights: Business and Bankruptcy: Business.

*For ranking methodologies, please see www.chambersandpartners.com, www.bestlawyers.com and www.superlawyers.com.

REPRESENTATIVE PUBLISHED DECISIONS

- *TW Telecom Holdings Inc. v. Carolina Internet Ltd.*, 2011 U.S. App. LEXIS 22833 (10th Cir. Nov 15, 2011)
- *In re Marcal Paper Mills, Inc.*, 2011 U.S. App. LEXIS 12109 (3d Cir. Jun 16, 2011)
- *In re Bernard L. Madoff Inv. Secs. LLC*, 445 B.R. 206 (Bankr. S.D.N.Y. 2011)
- *In re Bernard L. Madoff Inv. Secs. LLC*, 440 B.R. 274 (Bankr. S.D.N.Y. 2010)
- *In re Bayonne Med. Ctr.*, 2010 U.S. Dist. LEXIS 77435 (D.N.J. Jul 30, 2010)
- *In re Bayonne Med. Ctr.*, 429 B.R. 152 (D.N.J. 2010)
- *Trucking Emples. of North Jersey Welfare Fund, Inc. v. Marcal Paper Mills, Inc.*, 2009 U.S. Dist LEXIS 101695 (D.N.J. Nov 2, 2009)
- *Thomason Auto Group, LLC v. China Am. Coop. Auto., Inc.*, 2009 U.S. Dist. LEXIS 22669 (D.N.J. Feb 27, 2009)
- *In re Summit Global Logistics, Inc.*, 2008 Bankr. LEXIS 896 (Bankr. D.N.J. Mar 26, 2008)
- *Orius Corp. v. Qwest Corp.*, 373 B.R. 555 (N.D. Ill. 2007)
- *In re JS Mktg. & Communs., Inc.*, 2007 Bankr. LEXIS 1025 (Bankr. D.Mont. Mar 26, 2007)
- *In re DiLoreto*, 2006 U.S. Dist. LEXIS 74927 (E.D.P.A. Oct 13, 2006)
- *In re American Family Enters.*, 256 B.R. 377 (D.N.J. 2000)
- *In re DiLoreto*, 277 B.R. 607 (Bankr. E.D.P.A. 2000)
- *In re First Interregional Equity Corporation*, 218 B.R. 731 (Bankr. D.N.J. 1997)
- *In re United Healthcare System, Inc.*, 1997 WL 176574; (D.N.J. 1997)

- *In re Lazarus Burman Associates*, 161 B.R. 891 (Bankr. E.D.N.Y. 1994)
- *In re Arts des Provinces de France, Inc.*, 153 B.R. 144 (Bankr. S.D.N.Y. 1993)
- *In re Masters, Inc.*, 149 B.R. 289 (E.D.N.Y. 1992)
- *In re Kenston Management, Inc.*, 141 B.R. 13 (Bankr. E.D.N.Y. 1992)

RELATED AFFILIATIONS

- *Member*, American Bar Association
- *Member*, New York State Bar Association
- *Member*, Essex County Bar Association
- *Member*, American Bankruptcy Institute
- *Co-Chair*, Health Care Committee, American Bankruptcy Institute
- *Former Education Director*, Health Care Committee, American Bankruptcy Institute
- *Former Master*, Bankruptcy Inn of Court

RELATED PUBLICATIONS AND MEDIA

- “Rainmaker Q&A: Sills Cummis’ Andrew Sherman,” *Law360*, September 28, 2016 (Interviewed by *Law360* for its Rainmaker Q&A series)
- “*In Re Bayou Shores SNF, LLC*: Another Limitation on the Limited Jurisdiction of the Bankruptcy Courts?” *Metropolitan Corporate Counsel*, September 2015
- “Medicare and Medicaid Issues in Insolvency Cases,” *The Bankruptcy Strategist*, June 2011
- “Deepening Insolvency Is Alive And Relevant in New Jersey,” *New Jersey Law Journal*, January 24, 2011
- Coordinating Editor, *Hospital Closure Guidelines: A Bankruptcy Primer*, published by the New Jersey Hospital Association, February 2009
- NJ Channel 9 Nightly News segment on corporate bankruptcy issues related to current economic conditions, November 10, 2008
- “Is Bankruptcy The Cure For Distressed Hospitals?” *The Metropolitan Corporate Counsel*, March 2008
- “Prognosis Negative,” *New Jersey Law Journal*, January 2008
- Co-Author, *Bankruptcy and Financial Restructuring Law 2008*, from the Thought Leadership book series, published by Aspatore Books
- “Retaining Rights When Contractors Go Bankrupt,” *New York Construction*, June 2007
- “What If Bankruptcy Happens?,” *Real Estate New Jersey*, April 2007
- “Can the Enron Claims Trading Issues Be Avoided? Should You Consider Acquiring a Distribution Right,” *The Bankruptcy Strategist*, March 2007

- “Planning for a Grim Reality: In a Real Estate Slowdown, the Key to a Reorganization Is Proper Preparation,” *New Jersey Law Journal*, January 15, 2007
- “Why Buy A Bankruptcy Claim When You Can Acquire A Distribution Right,” *The Metropolitan Corporate Counsel*, January 2007
- Co-Author, *Understanding the Legal Issues Behind Executory Contracts in Bankruptcy*, from the Inside the Minds book series, published by Aspatore Books
- “‘Untouchable?’ Treatment of Tariff-Based Claims,” *American Bankruptcy Institute Journal*, November 2006
- “Health Care Bankruptcy Prescription for 2006,” *New Jersey Law Journal*, March 6, 2006
- “Highlights of the Bankruptcy Abuse Prevention and Consumer Protection Act of 2005,” *New Jersey Lawyer Magazine*, June 2005
- “The Preference Problem,” *New Jersey Law Journal*, March 21, 2005

BAR ADMISSIONS

- New York, 1992
- New Jersey, 1991
- U.S. District Court, District of New Jersey, 1991
- U.S. District Court, Southern District of New York, 1992
- U.S. District Court, Eastern District of New York, 1992
- U.S. Court of Appeals, Third Circuit, 1996
- U.S. District Court, Northern District of New York, 2004
- U.S. Supreme Court, 2011



BORIS I. MANKOVETSKIY

member of the firm

SPECIALTY: Creditors' Rights/Bankruptcy Reorganization

AREAS OF EMPHASIS

Corporate Reorganization

EDUCATION

- J.D., Seton Hall University School of Law, *cum laude*, 2001
- B.A., Montclair State University, *summa cum laude*, 1998

BORIS I. MANKOVETSKIY is a Member of the Firm's Creditors' Rights/Bankruptcy Reorganization Practice Group. He focuses his practice on representation of creditors in health care insolvencies and bankruptcies. Mr. Mankovetskiy has also represented a variety of major stakeholders in many complex Chapter 11 and Chapter 7 cases in a number of other industries, including telecommunications, commercial real estate, retail, manufacturing, securities, transportation and construction. In addition to Mr. Mankovetskiy's bankruptcy expertise, he also represents parties in complex commercial litigation in federal and state courts.

Mr. Mankovetskiy has been included in the 2013-2018 editions of *The Best Lawyers in America*®* published by Woodard/White under Bankruptcy and Creditor-Debtor Rights/Insolvency and Reorganization Law, and Litigation – Bankruptcy. He is included in the 2017 edition of *New Jersey Super Lawyers* published by Thompson Reuters under Bankruptcy: Business, Business/Corporate and Business Litigation. Mr. Mankovetskiy was also listed in the 2006-2016 editions of "New Jersey's Rising Stars" by *New Jersey Super Lawyers*. He was named to the *New Jersey Law Journal's*®* "New Leaders of the Bar" list in 2012 for his achievements in the legal profession.

*For ranking methodologies, please see www.bestlawyers.com, www.superlawyers.com and www.law.com.

RELATED AFFILIATIONS

- *Member*, American Bar Association
- *Member*, American Bankruptcy Institute

RELATED SEMINARS

- “Restructuring of Continuing Care Retirement Communities,” sponsored by the American Bankruptcy Institute’s Health Care and Secured Credit Committees, February 3, 2016, Webinar

RELATED PUBLICATIONS

- “*In Re Bayou Shores SNF, LLC: Another Limitation on the Limited Jurisdiction of the Bankruptcy Courts?*” *Metropolitan Corporate Counsel* (September 2015)
- Author of Chapter, “Creditor Issues in Chapter 11 Filings” included in *Creditors' Rights in Chapter 11 Cases*, a book published by Aspatore Books (2013 Edition)
- “Trademarks and Bankruptcy: Seventh Circuit Provides Lifeline for Trademark Licensees Confronting Licensor Bankruptcy,” *The Metropolitan Corporate Counsel* (October 2012)
- “Intellectual Property and Bankruptcy: Strategies for Intellectual Property Licensees Who Depend Upon the Use of Complementary Trademarks When a Licensor Files for Bankruptcy,” *The Metropolitan Corporate Counsel* (December 2011)
- “The Nuts And Bolts Of Credit Bidding: A Primer For Traditional Lenders And Distressed Debt Investors,” *The Metropolitan Corporate Counsel* (March 2011)
- “Deepening Insolvency Is Alive And Relevant in New Jersey,” *New Jersey Law Journal* (January 24, 2011)
- Contributor, *Hospital Closure Guidelines: A Bankruptcy Primer*, published by the New Jersey Hospital Association (February 2009)
- “Licensee Beware: Life Sciences, Intellectual Property and Licensor’s Bankruptcy,” *New Jersey Law Journal* (October 13, 2008)
- “Is Bankruptcy The Cure For Distressed Hospitals?” *The Metropolitan Corporate Counsel* (March 2008)
- “Prognosis Negative,” *New Jersey Law Journal* (January 2008)
- “What Every Licensee of Life Sciences Intellectual Property Should Know About Licensor’s Bankruptcy – Part II,” *The Metropolitan Corporate Counsel* (June 2007)
- “What Every Licensee of Life Sciences Intellectual Property Should Know About Licensor’s Bankruptcy – Part I,” *The Metropolitan Corporate Counsel* (May 2007)

- “Untouchable Treatment of Tariff-Based Claims,” *American Bankruptcy Journal* (November 2006)
- “Licensee Beware: How Bankruptcy Can Strip a Licensee of the Right to Use Its Software,” *American Bankruptcy Institute Journal* (November 2005)
- “Highlights of the Bankruptcy Abuse Prevention and Consumer Protection Act of 2005,” *New Jersey Lawyer Magazine* (June 2005)

BAR ADMISSIONS

- New Jersey, 2001
- New York, 2008
- District of Columbia, 2007
- U.S. Supreme Court, 2011



LUCAS F. HAMMONDS

associate of the firm

SPECIALTY: Creditors' Rights/Bankruptcy Reorganization

AREAS OF EMPHASIS

Corporate Reorganization
Bankruptcy Litigation and Counseling
Representation of Official Committees in Bankruptcy Cases
Prosecution and Defense of Avoidance Actions

EDUCATION

- J.D., Benjamin N. Cardozo School of Law, Yeshiva University, 2008
- B.A., University of North Carolina at Chapel Hill, *with distinction*, 2005

LUCAS F. HAMMONDS is an Associate in the Sills Cummis & Gross Creditors' Rights/Bankruptcy Reorganization Practice Group. He represents creditors, creditors' committees and other parties in complex Chapter 11 and Chapter 7 cases and related proceedings. Mr. Hammonds has represented banks, investment funds, manufacturers, telecommunications providers, real estate developers and other entities as creditors in major Chapter 11 cases and parties in related adversary proceedings and appeals, including actions to recover preferential and fraudulent transfers. Representative matters include the representation of secured creditors in the *Motor Coach Industries International, Inc.*, *Marcal Paper Mills, Inc.*, *Erickson Retirement Communities, LLC* and *Raritan Hospitality* cases, and the official committees of unsecured creditors in the *Bayonne Medical Center*, *Hudson Healthcare, Inc.*, *Christ Hospital*, *Fairmont General Hospital, Inc.*, *Union Hospital District*, *Ultura (LA), Inc.*, *Saint Michael's Medical Center, Inc.*, *Progressive Acute Care LLC*, *Gardens Regional Hospital and Medical Center, Inc.* and *Coshocton County Memorial Hospital Association* cases.

Before joining the Firm, Mr. Hammonds was an intern with the United States Department of Justice and the Honorable Barbara R. Kapnick of the New York State

Supreme Court, and served as an Alexander Fellow in the chambers of the Honorable Joseph A. Greenaway, Jr., then United States District Judge for the District of New Jersey (subsequently appointed to the United States Court of Appeals for the Third Circuit).

RELATED PUBLICATIONS

- “*In Re Bayou Shores SNF, LLC: Another Limitation on the Limited Jurisdiction of the Bankruptcy Courts?*” *Metropolitan Corporate Counsel*, September 2015
- “Trademarks and Bankruptcy: Seventh Circuit Provides Lifeline for Trademark Licensees Confronting Licensor Bankruptcy,” *The Metropolitan Corporate Counsel*, October 2012
- “Intellectual Property and Bankruptcy: Strategies for Intellectual Property Licensees Who Depend Upon the Use of Complementary Trademarks When a Licensor Files for Bankruptcy,” *The Metropolitan Corporate Counsel*, December 2011
- Contributor, *Hospital Closure Guidelines: A Bankruptcy Primer*, published by the New Jersey Hospital Association, February 2009

AFFILIATIONS

- *Member*, American Bankruptcy Institute
- *Member*, District VA Ethics Committee

BAR ADMISSIONS

- New Jersey, 2008
- New York, 2009
- U.S. District Court, District of New Jersey, 2008
- U.S. District Court, Southern District of New York, 2010
- U.S. District Court, Eastern District of New York, 2010