

JAMES L. DAY (WSBA #20474)
 THOMAS A. BUFORD (WSBA #52969)
 BUSH KORNFELD LLP
 601 Union Street, Suite 5000
 Seattle, WA 98101
 Tel: (206) 292-2110
 Email: jday@bskd.com
 tbuford@bskd.com

HONORABLE WHITMAN L. HOLT

SAMUEL R. MAIZEL (Admitted *Pro Hac Vice*)
 MALKA S. ZEEFE (Admitted *Pro Hac Vice*)
 DENTONS US LLP
 601 South Figueroa Street, Suite 2500
 Los Angeles, California 90017-5704
 Tel: (213) 623-9300 / Fax: (213) 623-9924
 Email: samuel.maizel@dentons.com
 malka.zeeffe@dentons.com

SAM J. ALBERTS (WSBA #22255)
 DENTONS US LLP
 1900 K. Street, NW
 Washington, DC 20006
 Tel: (202) 496-7500 / Fax: (202) 496-7756
 Email: sam.alberts@dentons.com

Attorneys for the Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT
 EASTERN DISTRICT OF WASHINGTON**

IN RE:

ASTRIA HEALTH, et al.,
 Debtors and Debtors in
 Possession.¹

Chapter 11

Lead Case No. 19-01189-11
 Jointly Administered

**CERTIFICATION OF COUNSEL AND
 REQUEST FOR ENTRY OF AN ORDER
 SUSTAINING IN PART AND CONTINUING IN**

¹ The Debtors, along with their case numbers, are as follows: Astria Health (19-01189-11), Glacier Canyon, LLC (19-01193-11), Kitchen and Bath Furnishings, LLC (19-01194-11), Oxbow Summit, LLC (19-01195-11), SHC Holdco, LLC (19-01196-11), SHC Medical Center-Toppenish (19-01190-11), SHC Medical Center-Yakima (19-01192-11), Sunnyside Community Hospital Association (19-01191-11), Sunnyside Community Hospital Home Medical Supply, LLC (19-01197-11), Sunnyside Home Health (19-01198-11), Sunnyside Professional Services, LLC (19-01199-11), Yakima Home Care Holdings, LLC (19-01201-11), and Yakima HMA Home Health, LLC (19-19-01200-11).

CERTIFICATION OF COUNSEL RE

OMNIBUS OBJECTION TO

TERMINATED EMPLOYEE CLAIMS - 1 -

1



19011892104150000000000004
 Los Angeles, California 90017-5704
 Tel: (213) 623-9300 / Fax: (213) 623-9924

PART REORGANIZED DEBTORS' NOTICE
OF TREATMENT OF TERMINATED
EMPLOYEE PRIORITY CLAIMS AND, TO
THE EXTENT APPLICABLE, OMNIBUS
OBJECTION THERETO [RELATED DOCKET
NOS. 2390, 2422, 2425-34, 2438, 2444]

I, Malka S. Zeefe, declare, that if called as a witness, would and could competently testify thereto, of my own personal knowledge, as follows:

1. Astria Health ("Astria"), SHC Medical Center - Yakima, formerly an operating hospital ("ARMC"), SHC Medical Center - Toppenish, doing business as Astria Toppenish Hospital ("Toppenish"), Sunnyside Community Hospital Association ("Sunnyside"), all Washington nonprofit corporations under § 501(c)(3) of title 26 of the United States Code, and along with the above-referenced affiliated debtors (collectively, the "Reorganized Debtors"),² formerly the debtors and debtors in possession (as such, the "Debtors") in the above-captioned chapter 11 bankruptcy cases (collectively, the "Chapter 11 Cases"), by and through counsel, filed the *Reorganized Debtors' Notice of Treatment of Terminated Employee Priority Claims and, to the Extent Applicable, Omnibus Objection Thereto* [Docket No. 2390] (the "Objection") on March 17, 2021, seeking entry of an order (a) sustaining the Objection, (b) disallowing or reducing and reclassifying the Claims as set forth on

² As a technical matter, ARMC did not reorganize because it was closed and the building where it operated was sold during the Chapter 11 Cases. Nevertheless, for simplicity, it is referred to as a Reorganized Debtor.

CERTIFICATION OF COUNSEL RE
OMNIBUS OBJECTION TO
TERMINATED EMPLOYEE CLAIMS

- 2 -

DENTONS US LLP

Suite 2500

601 South Figueroa Street
Los Angeles, California 90017-5704

BUSH KORNFIELD LLP

LAW OFFICES

601 Union Street, Suite 5000

Seattle, Washington 98101-2373

1 Exhibit A to the Objection, and (c) granting such other and further relief the Court
2 deems just and proper.

3 2. As set forth in the *Reply to Claimant Responses to Reorganized*
4 *Debtors' Notice of Treatment of Terminated Employee Priority Claims and, to the*
5 *Extent Applicable, Omnibus Objection Thereto* [Docket No. 2444] (the "Reply"),³
6 the Objection received ten (10) Filed Responses, two (2) Informal Inquiries, and two
7 (2) Non-Claimant Letters, for a total of fourteen Responses, leaving 38 No Response
8 Claims.

9 3. On April 15, 2021, at 10:30 a.m. (Pacific Time), the Court held a hearing
10 (the "April 15 Hearing") on the Objection and the Responses.

11 4. At the April 15 Hearing, the Court sustained the Objection as to the No
12 Response Claims, overruled the Non-Claimant Letters, and directed the Reorganized
13 Debtors to submit a proposed order memorializing the same.

14 5. At the April 15 Hearing, the Court continued the hearing on the
15 Objection as to the Claims held by the individuals who submitted Filed Responses
16 and Informal Inquiries (collectively, the "Continued Claims") to May 18, 2021, at
17 10:30 a.m. (Pacific Time). The Court further directed the Reorganized Debtors to
18
19

20 ³ Capitalized terms not otherwise defined herein shall have the meaning afforded in
21 the Objection.

1 file further briefing on two issues, in further support of the Objection, by May 10,
2 2021.

3 6. At the April 15 Hearing, the Court did not discuss the one Filed
4 Response that relates to a Claim that is covered by the SEIU Settlement, as set forth
5 in the Objection and the Reply. Specifically, J. Wilburn's claim for PTO has been
6 settled on her behalf by SEIU pursuant to the SEIU Settlement, which was approved
7 by an Order of this Court [Docket No. 2149], with amounts frozen in each category.
8 Although the Court did not discuss this category of Claim specifically at the April 15
9 Hearing, and although this Claimant submitted a Filed Response, the Reorganized
10 Debtors submit that sustaining the Objection as to this Claim (the "SEIU Claim") is
11 appropriate on the papers and consistent with the other relief granted at the April 15
12 Hearing.

13 7. Accordingly, the Reorganized Debtors request entry of an order, which
14 is being lodged contemporaneously herewith ("Proposed Order A"): (a) sustaining
15 the Objection with respect to the No-Response Claims; (b) sustaining the Objection
16 with respect to the SEIU Claim; and (c) continuing the Objection as to the Continued
17 Claims with the exception of the SEIU Claim. A copy of Proposed Order A is
18 attached hereto as Exhibit A.

19 8. If the Court is not prepared at this time to enter an order sustaining the
20 Objection with respect to the SEIU Claim, the Reorganized Debtors request, in an

21
CERTIFICATION OF COUNSEL RE
OMNIBUS OBJECTION TO
TERMINATED EMPLOYEE CLAIMS

- 4 -

DENTONS US LLP

Suite 2500

601 South Figueroa Street

Los Angeles, California 90017-5704

BUSH KORNFELD LLP

LAW OFFICES

601 Union Street, Suite 5000

Seattle, Washington 98101-2373

1 abundance of caution and in the alternative, entry of an order (“Proposed Order B”):
2 (a) sustaining the Objection with respect to the No-Response Claims; and (b)
3 continuing the Objection as to the Continued Claims. A copy of Proposed Order B
4 is attached hereto as Exhibit B.

5 I declare under penalty of perjury under the laws of the United States of
6 America that the foregoing is true and correct to the best of my knowledge,
7 information and belief.

8 Dated: April 15, 2021

/s/ Malka S. Zeefe

JAMES L. DAY (WSBA #20474)

THOMAS A. BUFORD (WSBA #52969)

BUSH KORNFELD LLP

SAMUEL R. MAIZEL (Admitted *Pro Hac Vice*)

SAM J. ALBERTS (WSBA #22255)

MALKA S. ZEEFE (Admitted *Pro Hac Vice*)

DENTONS US LLP

Attorneys for the Reorganized Debtors

21

CERTIFICATION OF COUNSEL RE
OMNIBUS OBJECTION TO
TERMINATED EMPLOYEE CLAIMS

- 5 -

DENTONS US LLP

BUSH KORNFELD LLP

Suite 2500

LAW OFFICES

601 South Figueroa Street

601 Union Street, Suite 5000

Los Angeles, California 90017-5704

Seattle, Washington 98101-2373

EXHIBIT A

PROPOSED ORDER A

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF WASHINGTON**

IN RE:

ASTRIA HEALTH, et al.,

Debtors and Debtors in
Possession.¹

Chapter 11
Lead Case No. 19-01189-11
Jointly Administered

**ORDER (A) SUSTAINING IN PART
REORGANIZED DEBTORS' NOTICE OF
TREATMENT OF ACTIVE EMPLOYEE
PRIORITY CLAIMS AND, TO THE EXTENT
APPLICABLE, OMNIBUS OBJECTION
THERE TO; (B) OVERRULING CERTAIN
RESPONSES; AND (C) CONTINUING
HEARING AS TO REMAINING RESPONSES
PENDING FURTHER BRIEFING**

Re: Docket Nos. 2390, 2422, 2425-34, 2438, 2444,

¹ The Debtors, along with their case numbers, are as follows: Astria Health (19-01189-11), Glacier Canyon, LLC (19-01193-11), Kitchen and Bath Furnishings, LLC (19-01194-11), Oxbow Summit, LLC (19-01195-11), SHS Holdco, LLC (19-01196-11), SHC Medical Center - Toppenish (19-01190-11), SHC Medical Center - Yakima (19-01192-11), Sunnyside Community Hospital Association (19-01191-11), Sunnyside Community Hospital Home Medical Supply, LLC (19-01197-11), Sunnyside Home Health (19-01198-11), Sunnyside Professional Services, LLC (19-01199-11), Yakima Home Care Holdings, LLC (19-01201-11), and Yakima HMA Home Health, LLC (19-01200-11).

**ORDER RE OMNIBUS OBJECTION
TO TERMINATED EMPLOYEE CLAIMS**

DENTONS US LLP BUSH KORNFIELD LLP
SUITE 2500 LAW OFFICES
601 South Figueroa Street 601 Union Street, Suite 5000
Los Angeles, California 90017-5704 Seattle, Washington 98101-2373
T 213-623-9300 / F 213-623-9924 T 206 292 2110 / F 206 292 2104

1 Upon the *Reorganized Debtors' Notice of Treatment of Terminated*
2 *Employee Priority Claims and, to the Extent Applicable, Omnibus Objection*
3 *Thereto* [Docket No. 2390] (the "Objection"), filed by Astria Health, SHC
4 Medical Center - Yakima, formerly an operating hospital, SHC Medical Center -
5 Toppenish, doing business as Astria Toppenish Hospital, Sunnyside Community
6 Hospital Association, all Washington nonprofit corporations under § 501(c)(3) of
7 title 26 of the United States Code, and along with the above-referenced affiliated
8 debtors (collectively, the "Reorganized Debtors"), formerly the debtors and
9 debtors in possession in the above-captioned chapter 11 bankruptcy cases
10 (collectively, the "Chapter 11 Cases"), seeking to disallow or reduce and
11 reclassify the proofs of claim set forth on Exhibit A thereto, all as set forth in the
12 Objection and the Gibbons Declaration; and it appearing that this Court has
13 jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157; and that
14 venue of these Chapter 11 Cases and the Objection in this district is proper
15 pursuant to 28 U.S.C. §§ 1408 and 1409; and that the Objection is a core
16 proceeding pursuant to 28 U.S.C. § 157(b); and that due and adequate notice of
17 the Objection having been given under the circumstances; and this Court having
18 considered the Objection, the Gibbons Declaration, the Claims, any Responses,
19 the *Reply to Claimant Responses to Reorganized Debtors' Notice of Treatment of*

20
21
ORDER RE OMNIBUS OBJECTION
TO TERMINATED EMPLOYEE CLAIMS

2

DENTONS US LLP

SUITE 2500

601 South Figueroa Street

Los Angeles, California 90017-5704

T 213-623-9300 / F 213-623-9924

BUSH KORNFIELD LLP

LAW OFFICES

601 Union Street, Suite 5000

Seattle, Washington 98101-2373

T 206-292-2110 / F 206-292-2104

1 *Terminated Employee Priority Claims and, to the Extent Applicable, Omnibus*
2 *Objection Thereto* [Docket No. 2444] (the “Reply”),¹ and the *Certification of*
3 *Counsel and Request for Entry of Order Sustaining in Part and Continuing in*
4 *Part Reorganized Debtors’ Notice of Treatment of Terminated Employee Priority*
5 *Claims and, to the Extent Applicable, Omnibus Objection Thereto* [Docket No.
6 ____]; and upon the record herein, including the hearing held on April 15, 2021 at
7 10:30 a.m. (Pacific Time) (the “April 15 Hearing”); and after due deliberation
8 thereon and good and sufficient cause appearing thereof; it is hereby

9 **ORDERED, ADJUDGED, AND DECREED THAT:**

10 1. The Objection is sustained in part, and continued in part, as set forth
11 herein.

12 2. The Objection is sustained with respect to the No-Response Claims, as
13 listed on Exhibit A to this Order.

14 3. The Objection is further sustained with respect to the single Claim for
15 which a Filed Response was submitted (the “SEIU Claim”) that is already subject
16 to the SEIU Settlement approved by an Order of this Court [Docket No. 2149].

17 4. The Clerk of the Court is authorized and directed to adjust the Claims
18 Register to reclassify and/or disallow the No-Response Claims and SEIU Claim as
19 set forth on Exhibit A.

20 ¹ Capitalized terms used in this Order but not otherwise defined herein shall have
21 the meanings ascribed to such terms in the Objection and Reply.

1 5. The Non-Claimant Letters are hereby overruled.

2 6. The Objection is continued as to the Claims held by the individuals
3 who submitted Filed Responses and Informal Inquiries as set forth in the Reply,
4 with the exception of the SEIU Claim, (collectively, the “Continued Claims”), as
5 listed on Exhibit A.

6 7. A telephonic hearing on the Objection to the Continued Claims is
7 scheduled for May 18, 2021, at 10:30 a.m. (Pacific Time). The deadline for the
8 Reorganized Debtors to file further briefing on the Objection to the Continued
9 Claims as requested at the April 15 Hearing is May 10, 2021.

10 8. The Reorganized Debtors and the GUC Distribution Trustee shall
11 retain and shall have the right to seek to amend, modify, and/or supplement this
12 Order as may be necessary.

13 9. Notwithstanding the relief granted in this Order or any actions taken
14 pursuant to such relief, nothing in this Order shall (a) constitute an allowance of any
15 GUC of the affected employees not otherwise previously allowed; or (b) be deemed
16 a waiver of any of the Reorganized Debtors’ and the GUC Distribution Trustee’s
17 rights, claims, defenses, causes of action and/or objections, including, without
18 limitation, objections to any general unsecured claims asserted by such employees,
19 which are expressly reserved and hereby preserved.

20

21

ORDER RE OMNIBUS OBJECTION
TO TERMINATED EMPLOYEE CLAIMS

4

DENTONS US LLP
SUITE 2500

601 South Figueroa Street
Los Angeles, California 90017-5704

BUSH KORNFELD LLP
LAW OFFICES

601 Union Street, Suite 5000
Seattle, Washington 98101-2373

10. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

11. This Court shall retain jurisdiction over all affected parties with respect to any matters, claims or rights arising from or related to the implementation and interpretation of this Order.

///End of Order///

Presented by:

/s/ Sam J. Alberts
 SAM J. ALBERTS (WSBA #22255)
 SAMUEL R. MAIZEL (Admitted *Pro*
Hac Vice)
 MALKA S. ZEEFE (*Pro Hac Vice*
 pending)
 DENTONS US LLP

JAMES L. DAY (WSBA #20474)
THOMAS A. BUFORD (WSBA
#52969)
BUSH KORNFELD LLP

Attorneys for the Reorganized Debtors

Exhibit A: Schedule of Claims Subject to Objection

The Reorganized Debtors seek disallowance or reduction and reclassification of the following claims filed by terminated employees and providers for wages, paid time off (PTO), reimbursement of expenses, or other benefits. The schedule below reflects the administrative and/or priority amounts already paid by the Reorganized Debtors as reflected in the Debtors' Books and Records as owing. Any remaining amounts owed are general unsecured claims (GUC) to the extent not objected to by the GUC Distribution Trustee.¹

	Claimant Name and Number²	Claim Number¹	Filed Claim Amount and Priority³		Administrative Claim Amount Paid	Priority Claim Amount Paid	Ordered:
1.	G. Annabell 4106250	485	\$11,866.28	P	\$4,120.05	\$607.93	Reclassified as GUC
2.	K. Basmeh 4136070	533	\$5,651.18	P	\$754.94	N/A	Reclassified as GUC

¹ For the avoidance of doubt, (a) nothing in the Objection or any order thereon shall constitute an allowance of any GUC of the affected employees not otherwise previously allowed; and (b) all of the Reorganized Debtors' and the GUC Distribution Trustee's rights, claims, defenses, causes of action and/or objections, including, without limitation, objections to any general unsecured claims asserted by such employees, are expressly reserved and preserved.

² Unless otherwise indicated, claimant and claim numbers refer to official claims register maintained in Case No. 19-01189 (Astria Health).

³ Certain of the Claims check the box for priority status without specifying an amount entitled to priority. For the purpose of the Objection, in seeking reclassification as non-priority, the Debtors treat these Claims as having asserted the entire claim amount as priority; however the Debtors reserve the right to argue that priority was only asserted for \$0.

Certain of the Claims check the box for § 507(a)(5) priority (contributions to an employee benefit plan) when asserting a claim for Wages, PTO, or other Benefits. For the purpose of the Objection, the Debtors treat these Claims as having asserted priority pursuant to § 507(a)(4) (wages, salaries, or commissions, including vacation, severance, and sick leave pay earned by an individual within 180 days prepetition); however, the Debtors reserve the right to argue that priority was asserted erroneously.

	Claimant Name and Number ²	Claim Number ¹	Filed Claim Amount and Priority ³		Administrative Claim Amount Paid	Priority Claim Amount Paid	Ordered:
3.	N. Basmeh 4136071	534	\$13,650.00	P	N/A	\$1,817.87	Reclassified as GUC
			\$2,340.87	GUC			
4.	R. Beecroft 4138483	618	\$4,895.92	P1	N/A	N/A	Reclassified as GUC
			\$287.31	P2			
			\$2,794.86	GUC			
5.	V. Calayan 4138428	615	\$15,319.91	P	N/A	N/A	Reclassified as GUC
6.	A. Campeau 4137878	592	\$5,936.06	P	N/A	N/A	<i>Continued</i>
7.	S. Carlson 4138224	597	\$1,146.09	P	\$94.87	N/A	<i>Continued</i>
8.	A. Castellanos 4137494	577	\$3,257.52	P	\$1,203.26	\$660.20	Reclassified as GUC
9.	J. Cornella 4110600 ⁴	93 ⁶	\$9,135.89	P	N/A	\$871.41	Reclassified as GUC
			\$35,806.78	GUC			
10.	H. Crawford 4110598	503	\$15,106.71	P	N/A	N/A	<i>Continued</i>
11.	G. Davila Jr 4134802	524	\$9,500.00	P	\$1,249.08	\$2,787.24	Reclassified as GUC

⁴ Claim filed in Case No. 19-01192 (SHC Medical Center - Yakima).

	Claimant Name and Number ²	Claim Number ¹	Filed Claim Amount and Priority ³		Administrative Claim Amount Paid	Priority Claim Amount Paid	Ordered:
12.	K. Eder 4139666	657	\$5,200.00	P	\$1,427.41	\$2,652.06	Reclassified as GUC
13.	B. Fischer 4138143	594	\$7,391.28	P	\$2,900.27	\$2,802.90	<i>Continued</i>
			\$33,796.90	GUC			
14.	C. Frisbie 4138411	614	\$2,328.61	P1	\$429.94	\$444.12	Reclassified as GUC
			\$179.12	P2			
			\$496.64	GUC			
15.	C. Harris 4136875	540	\$6,932.43	P	\$7,898.62	N/A	Reclassified as GUC
16.	R. Hartwig 4063136	493	\$12,882.00	P	N/A	\$2,145.26	<i>Continued</i>
17.	S. Honey-Morrow 4138323	607	\$641.02	P	N/A	\$641.02	Reclassified as GUC
18.	W. Johnson 4116452	511	\$4,716.26	P	N/A	N/A	<i>Continued</i>
19.	J. Johnston 4089903	461	\$10,776.00	P	N/A	N/A	Reclassified as GUC
20.	J. Jones 4074226 ⁵	29 ⁷	\$1,301.00	P	N/A	\$1,301.00	Disallowed as Paid
21.	S. Kasper	611	\$517.43	P1	\$2,832.21	\$517.43	Reclassified as GUC

⁵ Claim filed in Case No. 19-01192 (SHC Medical Center - Yakima).

	Claimant Name and Number ²	Claim Number ¹	Filed Claim Amount and Priority ³		Administrative Claim Amount Paid	Priority Claim Amount Paid	Ordered:
	4138382		\$44.49	P2			
			\$6,390.65	GUC			
22.	J. Ketterer 25456062	665	\$3,597.00	P	N/A	N/A	Reclassified as GUC
23.	K. Knoepfle 4111287	506	\$5,447.84	P	\$1,961.20	\$3,275.94	Reclassified as GUC
			\$1,944.60	GUC			
24.	A. Lyons 4133827	520	\$3,792.95	P	\$1,405.25	N/A	Reclassified as GUC
25.	S. Martinez 4110869	504	\$4,655.44	P	\$674.61	N/A	Reclassified as GUC
26.	S. McClure 4112679	509	\$852.26	P	N/A	N/A	Reclassified as GUC
27.	A. McManus 4136717	539	\$1,921.62	P	N/A	\$400.45	<i>Continued</i>
28.	P. McSloy 4138570	633	\$6,135.70	P	N/A	N/A	Reclassified as GUC
			Unliquidated	GUC			
29.	O. Mendoza ⁶ 4119362	513	\$5,529.76	P	N/A	\$1,380.08	Reclassified as GUC

⁶ The proof of claim indicates the Claimant's name and address as Astria Sunnyside Hospital, 1016 Tacoma Ave, Sunnyside, WA 98944, which belong to the Debtors. For the purpose of complete notice, the name and address included in this schedule are taken from the Claim's signature page.

	Claimant Name and Number²	Claim Number¹	Filed Claim Amount and Priority³		Administrative Claim Amount Paid	Priority Claim Amount Paid	Ordered:
30.	R. Philips Jr. 4107886	491	\$8,797.94	P	N/A	\$2,200.80	Reclassified as GUC
31.	R. Philips Jr. 4107886	536	\$8,797.94	P	N/A	N/A	Disallowed as Duplicate
32.	C. Phillips 4101605	477	\$9,201.00	P	N/A	N/A	Reclassified as GUC
33.	R. Pierson 4063497	512	\$13,650.00	P	N/A	N/A	Reclassified as GUC
			\$52,967.39	GUC			
34.	K. Rae 4110596	501	\$3,039.24	P	\$955.87	N/A	Reclassified as GUC
35.	G. Shubart 4135141	529	\$2,959.20	P	N/A	N/A	Reclassified as GUC
36.	M. Smith 4137037	561	\$12,769.14	P	\$1,056.26	N/A	Reclassified as GUC
37.	K. Stansbury 4110515	499	\$8,293.50	P	N/A	N/A	Reclassified as GUC
38.	C. Steinfeldt 4084644	456	\$6,796.00	P	N/A	N/A	Reclassified as GUC
39.	I. Stoddard 4077551 ⁷	48 ⁴	\$3,000.00	P	N/A	\$3,000.00	Disallowed as Paid

⁷ Claim filed in Case No. 19-01192 (SHC Medical Center - Yakima).

	Claimant Name and Number ²	Claim Number ¹	Filed Claim Amount and Priority ³		Administrative Claim Amount Paid	Priority Claim Amount Paid	Ordered:
40.	I. Stoddard 4077551 ⁸	85 ⁵	\$616.28	P	N/A	\$616.28	Disallowed as Paid
41.	I. Stoddard 4113316	580	\$2,307.60	P	N/A	N/A	Reclassified as GUC
42.	I. Stoddard 4113316	604	\$2,944.50	P	N/A	N/A	Reclassified as GUC
43.	B. Strutner 4109572	495	\$4,998.18	P	N/A	\$1,739.48	<i>Continued</i>
44.	N. Trevino ⁹ 4078439	601	\$3,600.00	P	N/A	N/A	Reclassified as GUC
45.	B. Trombley 4137668	585	\$9,496.96	P	N/A	\$3,072.49	Reclassified as GUC
46.	D. Wilburn 4134056	521	\$6,443.25	P	N/A	N/A	<i>Continued</i>
47.	J. Wilburn 4134057	522	\$4,386.63	P	N/A	N/A	Reclassified as GUC
48.	S. Williamson 4138338	608	\$9,231.60	P	N/A	N/A	Reclassified as GUC
49.	B. Yost 4112480	507	\$6,682.43	P	N/A	N/A	<i>Continued</i>

⁸ Claim filed in Case No. 19-01192 (SHC Medical Center - Yakima). The Debtors reserve their right to object to this claim as a multidebtor duplicate claim (and on any other basis) in the future.

⁹ The claims register reflects the Claimant's name as Astria Health, which belongs to the Debtors, and Claimant's address as 3304 Sharon Way, Yakima, WA 98902-2754, which appears to belong to another creditor. For the purpose of complete notice, the name and address included in this schedule are taken from the Claim's signature page and the other address will also receive notice.

	Claimant Name and Number²	Claim Number¹	Filed Claim Amount and Priority³		Administrative Claim Amount Paid	Priority Claim Amount Paid	Ordered:
50.	S. Young 4100721	476	\$5,083.86	P	N/A	N/A	<i>Continued</i>

EXHIBIT B

PROPOSED ORDER B

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF WASHINGTON**

IN RE:

ASTRIA HEALTH, et al.,

Debtors and Debtors in
Possession.¹

Chapter 11
Lead Case No. 19-01189-11
Jointly Administered

**ORDER (A) SUSTAINING IN PART
REORGANIZED DEBTORS' NOTICE OF
TREATMENT OF ACTIVE EMPLOYEE
PRIORITY CLAIMS AND, TO THE EXTENT
APPLICABLE, OMNIBUS OBJECTION
THERE TO; (B) OVERRULING CERTAIN
RESPONSES; AND (C) CONTINUING
HEARING AS TO REMAINING RESPONSES
PENDING FURTHER BRIEFING**

Re: Docket Nos. 2390, 2422, 2425-34, 2438, 2444,

¹ The Debtors, along with their case numbers, are as follows: Astria Health (19-01189-11), Glacier Canyon, LLC (19-01193-11), Kitchen and Bath Furnishings, LLC (19-01194-11), Oxbow Summit, LLC (19-01195-11), SHS Holdco, LLC (19-01196-11), SHC Medical Center - Toppenish (19-01190-11), SHC Medical Center - Yakima (19-01192-11), Sunnyside Community Hospital Association (19-01191-11), Sunnyside Community Hospital Home Medical Supply, LLC (19-01197-11), Sunnyside Home Health (19-01198-11), Sunnyside Professional Services, LLC (19-01199-11), Yakima Home Care Holdings, LLC (19-01201-11), and Yakima HMA Home Health, LLC (19-01200-11).

**ORDER RE OMNIBUS OBJECTION
TO TERMINATED EMPLOYEE CLAIMS**

DENTONS US LLP BUSH KORNFIELD LLP
SUITE 2500 LAW OFFICES
601 South Figueroa Street 601 Union Street, Suite 5000
Los Angeles, California 90017-5704 Seattle, Washington 98101-2373
T 213-623-9300 / F 213-623-9924 T 206-292-2110 / F 206-292-2104

1 Upon the *Reorganized Debtors' Notice of Treatment of Terminated*
2 *Employee Priority Claims and, to the Extent Applicable, Omnibus Objection*
3 *Thereto* [Docket No. 2390] (the "Objection"), filed by Astria Health, SHC
4 Medical Center - Yakima, formerly an operating hospital, SHC Medical Center -
5 Toppenish, doing business as Astria Toppenish Hospital, Sunnyside Community
6 Hospital Association, all Washington nonprofit corporations under § 501(c)(3) of
7 title 26 of the United States Code, and along with the above-referenced affiliated
8 debtors (collectively, the "Reorganized Debtors"), formerly the debtors and
9 debtors in possession in the above-captioned chapter 11 bankruptcy cases
10 (collectively, the "Chapter 11 Cases"), seeking to disallow or reduce and
11 reclassify the proofs of claim set forth on Exhibit A thereto, all as set forth in the
12 Objection and the Gibbons Declaration; and it appearing that this Court has
13 jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157; and that
14 venue of these Chapter 11 Cases and the Objection in this district is proper
15 pursuant to 28 U.S.C. §§ 1408 and 1409; and that the Objection is a core
16 proceeding pursuant to 28 U.S.C. § 157(b); and that due and adequate notice of
17 the Objection having been given under the circumstances; and this Court having
18 considered the Objection, the Gibbons Declaration, the Claims, any Responses,
19 the *Reply to Claimant Responses to Reorganized Debtors' Notice of Treatment of*

20
21
ORDER RE OMNIBUS OBJECTION
TO TERMINATED EMPLOYEE CLAIMS

DENTONS US LLP
SUITE 2500

BUSH KORNFELD LLP
LAW OFFICES

601 South Figueroa Street
Los Angeles, California 90017-5704

601 Union Street, Suite 5000
Seattle, Washington 98101-2373

T 213-623-9300 / F 213-623-9924

T 206-292-2110 / F 206-292-2104

U.S. Active\118043693\IV-1

1 *Terminated Employee Priority Claims and, to the Extent Applicable, Omnibus*
2 *Objection Thereto* [Docket No. 2444] (the “Reply”),¹ and the *Certification of*
3 *Counsel and Request for Entry of Order Sustaining in Part and Continuing in*
4 *Part Reorganized Debtors’ Notice of Treatment of Terminated Employee Priority*
5 *Claims and, to the Extent Applicable, Omnibus Objection Thereto* [Docket No.
6 ____]; and upon the record herein, including the hearing held on April 15, 2021 at
7 10:30 a.m. (Pacific Time) (the “April 15 Hearing”); and after due deliberation
8 thereon and good and sufficient cause appearing thereof; it is hereby

9 **ORDERED, ADJUDGED, AND DECREED THAT:**

10 1. The Objection is sustained in part, and continued in part, as set forth
11 herein.

12 2. The Objection is sustained with respect to the No-Response Claims, as
13 listed on Exhibit A to this Order.

14 3. The Clerk of the Court is authorized and directed to adjust the Claims
15 Register to reclassify and/or disallow the No-Response Claims as set forth on
16 Exhibit A.

17 4. The Non-Claimant Letters are hereby overruled.

18
19
20 ¹ Capitalized terms used in this Order but not otherwise defined herein shall have
21 the meanings ascribed to such terms in the Objection and Reply.

1 5. The Objection is continued as to the Claims held by the individuals
2 who submitted Filed Responses and Informal Inquiries as set forth in the Reply
3 (collectively, the “Continued Claims”), as listed on Exhibit A.

4 6. A telephonic hearing on the Objection to the Continued Claims is
5 scheduled for May 18, 2021, at 10:30 a.m. (Pacific Time). The deadline for the
6 Reorganized Debtors to file further briefing on the Objection to the Continued
7 Claims as requested at the April 15 Hearing is May 10, 2021.

8 7. The Reorganized Debtors and the GUC Distribution Trustee shall
9 retain and shall have the right to seek to amend, modify, and/or supplement this
10 Order as may be necessary.

11 8. Notwithstanding the relief granted in this Order or any actions taken
12 pursuant to such relief, nothing in this Order shall (a) constitute an allowance of any
13 GUC of the affected employees not otherwise previously allowed; or (b) be deemed
14 a waiver of any of the Reorganized Debtors’ and the GUC Distribution Trustee’s
15 rights, claims, defenses, causes of action and/or objections, including, without
16 limitation, objections to any general unsecured claims asserted by such employees,
17 which are expressly reserved and hereby preserved.

18 9. Notwithstanding the possible applicability of Bankruptcy Rules
19 6004(h), 7062, 9014 or otherwise, the terms and conditions of this Order shall be
20 immediately effective and enforceable upon its entry.

10. This Court shall retain jurisdiction over all affected parties with respect to any matters, claims or rights arising from or related to the implementation and interpretation of this Order.

///End of Order///

Presented by:

/s/ Sam J. Alberts

SAM J. ALBERTS (WSBA #22255)
SAMUEL R. MAIZEL (Admitted *Pro Hac Vice*)
MALKA S. ZEEFE (*Pro Hac Vice*
pending)
DENTONS US LLP

JAMES L. DAY (WSBA #20474)
THOMAS A. BUFORD (WSBA
#52969)
BUSH KORNFELD LLP

Attorneys for the Reorganized Debtors

Exhibit A: Schedule of Claims Subject to Objection

The Reorganized Debtors seek disallowance or reduction and reclassification of the following claims filed by terminated employees and providers for wages, paid time off (PTO), reimbursement of expenses, or other benefits. The schedule below reflects the administrative and/or priority amounts already paid by the Reorganized Debtors as reflected in the Debtors' Books and Records as owing. Any remaining amounts owed are general unsecured claims (GUC) to the extent not objected to by the GUC Distribution Trustee.¹

	Claimant Name and Number²	Claim Number¹	Filed Claim Amount and Priority³		Administrative Claim Amount Paid	Priority Claim Amount Paid	Ordered:
1.	G. Annabell 4106250	485	\$11,866.28	P	\$4,120.05	\$607.93	Reclassified as GUC
2.	K. Basmeh 4136070	533	\$5,651.18	P	\$754.94	N/A	Reclassified as GUC

¹ For the avoidance of doubt, (a) nothing in the Objection or any order thereon shall constitute an allowance of any GUC of the affected employees not otherwise previously allowed; and (b) all of the Reorganized Debtors' and the GUC Distribution Trustee's rights, claims, defenses, causes of action and/or objections, including, without limitation, objections to any general unsecured claims asserted by such employees, are expressly reserved and preserved.

² Unless otherwise indicated, claimant and claim numbers refer to official claims register maintained in Case No. 19-01189 (Astria Health).

³ Certain of the Claims check the box for priority status without specifying an amount entitled to priority. For the purpose of the Objection, in seeking reclassification as non-priority, the Debtors treat these Claims as having asserted the entire claim amount as priority; however the Debtors reserve the right to argue that priority was only asserted for \$0.

Certain of the Claims check the box for § 507(a)(5) priority (contributions to an employee benefit plan) when asserting a claim for Wages, PTO, or other Benefits. For the purpose of the Objection, the Debtors treat these Claims as having asserted priority pursuant to § 507(a)(4) (wages, salaries, or commissions, including vacation, severance, and sick leave pay earned by an individual within 180 days prepetition); however, the Debtors reserve the right to argue that priority was asserted erroneously.

	Claimant Name and Number ²	Claim Number ¹	Filed Claim Amount and Priority ³		Administrative Claim Amount Paid	Priority Claim Amount Paid	Ordered:
3.	N. Basmeh 4136071	534	\$13,650.00	P	N/A	\$1,817.87	Reclassified as GUC
			\$2,340.87	GUC			
4.	R. Beecroft 4138483	618	\$4,895.92	P1	N/A	N/A	Reclassified as GUC
			\$287.31	P2			
			\$2,794.86	GUC			
5.	V. Calayan 4138428	615	\$15,319.91	P	N/A	N/A	Reclassified as GUC
6.	A. Campeau 4137878	592	\$5,936.06	P	N/A	N/A	<i>Continued</i>
7.	S. Carlson 4138224	597	\$1,146.09	P	\$94.87	N/A	<i>Continued</i>
8.	A. Castellanos 4137494	577	\$3,257.52	P	\$1,203.26	\$660.20	Reclassified as GUC
9.	J. Cornella 4110600 ⁴	93 ⁶	\$9,135.89	P	N/A	\$871.41	Reclassified as GUC
			\$35,806.78	GUC			
10.	H. Crawford 4110598	503	\$15,106.71	P	N/A	N/A	<i>Continued</i>
11.	G. Davila Jr 4134802	524	\$9,500.00	P	\$1,249.08	\$2,787.24	Reclassified as GUC

⁴ Claim filed in Case No. 19-01192 (SHC Medical Center - Yakima).

	Claimant Name and Number ²	Claim Number ¹	Filed Claim Amount and Priority ³		Administrative Claim Amount Paid	Priority Claim Amount Paid	Ordered:
12.	K. Eder 4139666	657	\$5,200.00	P	\$1,427.41	\$2,652.06	Reclassified as GUC
13.	B. Fischer 4138143	594	\$7,391.28	P	\$2,900.27	\$2,802.90	<i>Continued</i>
			\$33,796.90	GUC			
14.	C. Frisbie 4138411	614	\$2,328.61	P1	\$429.94	\$444.12	Reclassified as GUC
			\$179.12	P2			
			\$496.64	GUC			
15.	C. Harris 4136875	540	\$6,932.43	P	\$7,898.62	N/A	Reclassified as GUC
16.	R. Hartwig 4063136	493	\$12,882.00	P	N/A	\$2,145.26	<i>Continued</i>
17.	S. Honey-Morrow 4138323	607	\$641.02	P	N/A	\$641.02	Reclassified as GUC
18.	W. Johnson 4116452	511	\$4,716.26	P	N/A	N/A	<i>Continued</i>
19.	J. Johnston 4089903	461	\$10,776.00	P	N/A	N/A	Reclassified as GUC
20.	J. Jones 4074226 ⁵	29 ⁷	\$1,301.00	P	N/A	\$1,301.00	Disallowed as Paid
21.	S. Kasper	611	\$517.43	P1	\$2,832.21	\$517.43	Reclassified as GUC

⁵ Claim filed in Case No. 19-01192 (SHC Medical Center - Yakima).

	Claimant Name and Number ²	Claim Number ¹	Filed Claim Amount and Priority ³		Administrative Claim Amount Paid	Priority Claim Amount Paid	Ordered:
	4138382		\$44.49	P2			
			\$6,390.65	GUC			
22.	J. Ketterer 25456062	665	\$3,597.00	P	N/A	N/A	Reclassified as GUC
23.	K. Knoepfle 4111287	506	\$5,447.84	P	\$1,961.20	\$3,275.94	Reclassified as GUC
			\$1,944.60	GUC			
24.	A. Lyons 4133827	520	\$3,792.95	P	\$1,405.25	N/A	Reclassified as GUC
25.	S. Martinez 4110869	504	\$4,655.44	P	\$674.61	N/A	Reclassified as GUC
26.	S. McClure 4112679	509	\$852.26	P	N/A	N/A	Reclassified as GUC
27.	A. McManus 4136717	539	\$1,921.62	P	N/A	\$400.45	<i>Continued</i>
28.	P. McSloy 4138570	633	\$6,135.70	P	N/A	N/A	Reclassified as GUC
			Unliquidated	GUC			
29.	O. Mendoza ⁶ 4119362	513	\$5,529.76	P	N/A	\$1,380.08	Reclassified as GUC

⁶ The proof of claim indicates the Claimant's name and address as Astria Sunnyside Hospital, 1016 Tacoma Ave, Sunnyside, WA 98944, which belong to the Debtors. For the purpose of complete notice, the name and address included in this schedule are taken from the Claim's signature page.

	Claimant Name and Number²	Claim Number¹	Filed Claim Amount and Priority³		Administrative Claim Amount Paid	Priority Claim Amount Paid	Ordered:
30.	R. Philips Jr. 4107886	491	\$8,797.94	P	N/A	\$2,200.80	Reclassified as GUC
31.	R. Philips Jr. 4107886	536	\$8,797.94	P	N/A	N/A	Disallowed as Duplicate
32.	C. Phillips 4101605	477	\$9,201.00	P	N/A	N/A	Reclassified as GUC
33.	R. Pierson 4063497	512	\$13,650.00	P	N/A	N/A	Reclassified as GUC
			\$52,967.39	GUC			
34.	K. Rae 4110596	501	\$3,039.24	P	\$955.87	N/A	Reclassified as GUC
35.	G. Shubart 4135141	529	\$2,959.20	P	N/A	N/A	Reclassified as GUC
36.	M. Smith 4137037	561	\$12,769.14	P	\$1,056.26	N/A	Reclassified as GUC
37.	K. Stansbury 4110515	499	\$8,293.50	P	N/A	N/A	Reclassified as GUC
38.	C. Steinfeldt 4084644	456	\$6,796.00	P	N/A	N/A	Reclassified as GUC
39.	I. Stoddard 4077551 ⁷	48 ⁴	\$3,000.00	P	N/A	\$3,000.00	Disallowed as Paid

⁷ Claim filed in Case No. 19-01192 (SHC Medical Center - Yakima).

	Claimant Name and Number ²	Claim Number ¹	Filed Claim Amount and Priority ³		Administrative Claim Amount Paid	Priority Claim Amount Paid	Ordered:
40.	I. Stoddard 4077551 ⁸	85 ⁵	\$616.28	P	N/A	\$616.28	Disallowed as Paid
41.	I. Stoddard 4113316	580	\$2,307.60	P	N/A	N/A	Reclassified as GUC
42.	I. Stoddard 4113316	604	\$2,944.50	P	N/A	N/A	Reclassified as GUC
43.	B. Strutner 4109572	495	\$4,998.18	P	N/A	\$1,739.48	<i>Continued</i>
44.	N. Trevino ⁹ 4078439	601	\$3,600.00	P	N/A	N/A	Reclassified as GUC
45.	B. Trombley 4137668	585	\$9,496.96	P	N/A	\$3,072.49	Reclassified as GUC
46.	D. Wilburn 4134056	521	\$6,443.25	P	N/A	N/A	<i>Continued</i>
47.	J. Wilburn 4134057	522	\$4,386.63	P	N/A	N/A	<i>Continued</i>
48.	S. Williamson 4138338	608	\$9,231.60	P	N/A	N/A	Reclassified as GUC
49.	B. Yost 4112480	507	\$6,682.43	P	N/A	N/A	<i>Continued</i>

⁸ Claim filed in Case No. 19-01192 (SHC Medical Center - Yakima). The Debtors reserve their right to object to this claim as a multidebtor duplicate claim (and on any other basis) in the future.

⁹ The claims register reflects the Claimant's name as Astria Health, which belongs to the Debtors, and Claimant's address as 3304 Sharon Way, Yakima, WA 98902-2754, which appears to belong to another creditor. For the purpose of complete notice, the name and address included in this schedule are taken from the Claim's signature page and the other address will also receive notice.

	Claimant Name and Number²	Claim Number¹	Filed Claim Amount and Priority³		Administrative Claim Amount Paid	Priority Claim Amount Paid	Ordered:
50.	S. Young 4100721	476	\$5,083.86	P	N/A	N/A	<i>Continued</i>