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Proposed Counsel to Debtors and
Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA - LOS ANGELES DIVISION**

In re:

BEVERLY COMMUNITY HOSPITAL
ASSOCIATION, dba BEVERLY HOSPITAL
(A NONPROFIT PUBLIC BENEFIT
CORPORATION), *et al.*¹

Debtors,

- ☒ Affects all Debtors
- ☐ Affects Beverly Community
Hospital Association
- ☐ Montebello Community Health
Services, Inc.
- ☐ Beverly Hospital Foundation

Case No.: 2:23-bk-12359-SK

Jointly administered with:

Case No: 2:23-bk-12360-SK

Case No: 2:23-bk-12361-SK

Hon. Sandra R. Klein

Chapter 11 Case

**DEBTORS' SECOND NOTICE OF
ADDITIONAL INFORMATION IN
SUPPORT OF DEBTORS' APPROVED
BUDGET FOR THE FINAL ORDER: (I)
AUTHORIZING THE DEBTORS TO
OBTAIN POST-PETITION FINANCING,
(II) GRANTING ADEQUATE
PROTECTION TO PREPETITION
SECURED CREDITORS, AND (III)
GRANTING RELATED RELIEF**

Judge: Hon. Sandra R. Klein

Place: ZoomGov

¹ The Debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Beverly Community Hospital Association d/b/a Beverly Hospital (6005), Montebello Community Health Services, Inc. (3550), and Beverly Hospital Foundation (9685). The mailing address for the Debtors is 309 W. Beverly Blvd., Montebello, California 90640.



1 **TO THE HONORABLE SANDRA R. KLEIN, UNITED STATES TRUSTEE,**
2 **REGION 16, ALL OF THE DEBTORS' SECURED CREDITORS, TOP 30 UNSECURED**
3 **CREDITORS, OFFICIAL COMMITTEE OF UNSECURED CREDITORS, AND ALL**
4 **OTHER PARTIES IN INTEREST:**

5 **PLEASE TAKE NOTICE** that on May 23, 2023, the above-captioned debtors and debtors
6 in possession (collectively, the “Debtors”) previously filed at Docket No. 313, their approved
7 budget in support of a final order approving the *Debtors' Emergency Motion for Interim and Final*
8 *Orders (I) Authorizing the Debtors to Obtain Post-Petition Financing, (II) Granting Adequate*
9 *Protection to Prepetition Secured Creditors, and (III) Granting Related Relief; Memorandum of*
10 *Points and Authorities in Support Thereof*.

11 **PLEASE TAKE NOTICE** that on May 29, 2023 the Debtors filed their new Approved
12 Budget in connection with the *Debtors' Omnibus Reply in Support of Debtors' Notice of Motion*
13 *and Motion for the Entry of an Order (I) Approving Asset Purchase Agreement for Stalking Horse*
14 *Purchaser and for Prospective Overbidders, (II) Approving Bid Protections, (III) Approving*
15 *Bidding Procedures, (IV) Scheduling Certain Dates Thereto, (V) Approving Form of Notice, and*
16 *(VI) Scheduling Court Hearing to Approve Sale Free and Clear To The Successful Bidder* (the
17 “Reply”) [Docket No. 354] (the “Approved Budget”).

18 **PLEASE TAKE FURTHER NOTICE** that on June 1, the Debtors filed their *Notice of*
19 *Additional Exhibits in Support of Debtors' Approved Budget For Proposed Final Order: (I)*
20 *Authorizing the Debtors to Obtain Post-Petition Financing, (II) Granting Adequate Protection to*
21 *Prepetition Secured Creditors, and (III) Granting Related Relief* [Docket No. 368] (the “Notice of
22 Budget”) in response to the Court's request at the Court's hearing on May 31, 2023. Attached as
23 Exhibit C to the Notice of Budget was the Debtors' “DIP Budget Variance Analysis.”

24 **PLEASE TAKE FURTHER NOTICE** that on June 6, 2023 the Court entered its *Order*
25 *Re: Updated Proposed DIP Budget* [Docket No. 395] (the “Budget Order”) pursuant to which the
26 Court instructed the Debtors to file an updated budget containing certain additional analyses and
27 information.

1 **PLEASE TAKE FURTHER NOTICE** that on June 6, 2023, the Court entered the *Final*
2 *Order: (I) Authorizing the Debtors to Obtain Post-Petition Financing, (II) Granting Adequate*
3 *Protection to Prepetition Secured Creditors, and (III) Granting Related Relief; Memorandum of*
4 *Points and Authorities in Support Thereof* [Docket No. 396] (the “Final DIP Order”).

5 **PLEASE TAKE FURTHER NOTICE** that on June 6, 2023, in response to the Court’s
6 Budget Order, the Debtors filed their *Notice of Additional Information in Support of Debtors’*
7 *Approved Budget For Proposed Final Order: (I) Authorizing the Debtors to Obtain Post-Petition*
8 *Financing, (II) Granting Adequate Protection to Prepetition Secured Creditors, and (III) Granting*
9 *Related Relief* [Docket No. 398]. Attached as Exhibit A thereto was a revised budget addressing
10 the requests in the Court’s Budget Order (such budget, the “Revised Budget”).

11 **PLEASE TAKE FURTHER NOTICE** that at the hearing on June 7, 2023, the Court
12 requested the Debtors provide certain clarifying information for the Revised Budget.

13 **PLEASE TAKE FURTHER NOTICE** that attached hereto as Exhibit A is the Debtors’
14 updated Revised Budget providing certain clarifying information for additional weeks during the
15 budget period.

16 **PLEASE TAKE FURTHER NOTICE** that this Notice and related exhibits will be served
17 upon the United States Trustee, counsel to the Debtors’ secured creditors, the Official Committee
18 of Unsecured Creditors, and counsel to the DIP lender, via email, or by overnight mail where email
19 addresses are not available. Any parties seeking to obtain additional copies may also do so by
20 contacting proposed counsel to the Debtors whose contact information is as follows: Sheppard,
21 Mullin, Richter & Hampton LLP, Attn: Justin R. Bernbrock, Email:
22 jbernbrock@sheppardmullin.com, Catherine Jun, Email: cjun@sheppardmullin.com, Robert B.
23 McLellarn, Email: rmclellarn@sheppardmullin.com, Tel: (312) 499-6300, Address: 321 North
24 Clark Street, 32nd Floor, Chicago, Illinois 60654, and/or Jennifer L. Nassiri, Email:
25 jnassiri@sheppardmullin.com, Alexandria Lattner, Email: alattner@sheppardmullin.com, Tel:
26 Telephone: (310) 228-3700, Address: Avenue of the Stars, Suite 1600 Los Angeles, CA 90067-
27 6055.

1 Dated: June 7, 2023

2 SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

3
4 By /s/ Jennifer L. Nassiri
5 Jennifer L. Nassiri

6 JUSTIN R. BERNBROCK
7 JENNIFER L. NASSIRI
8 CATHERINE JUN
9 ROBERT B. McLELLARN
10 ALEXANDRIA G. LATTNER

11 Proposed Counsel to Debtors and
12 Debtors in Possession
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Exhibit A

Revised Budget

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	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	
Week Number	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15		
Week Ending	4/23	4/30	5/7	5/14	5/21	5/28	6/4	6/11	6/18	6/25	7/2	7/9	7/16	7/23	7/30	15-week Total	
Cash Receipts																	
Patient Collections	\$ 1,675	\$ 1,656	\$ 2,538	\$ 2,078	\$ 2,428	\$ 1,612	\$ 2,284	\$ 1,679	\$ 1,639	\$ 1,585	\$ 1,531	\$ 1,476	\$ 1,476	\$ 1,476	\$ 1,476	\$ 26,609	
Other Collections	12	6	241	319	16	7	0	-	1,682	-	-	742	108	-	-	3,133	
Net Cash Receipts	\$ 1,687	\$ 1,662	\$ 2,780	\$ 2,397	\$ 2,444	\$ 1,619	\$ 2,284	\$ 1,679	\$ 3,320	\$ 1,585	\$ 1,531	\$ 2,219	\$ 1,584	\$ 1,476	\$ 1,476	\$ 29,742	
Methodology Disbursements																	
Payroll ¹	\$ -	\$ 2,454	-	\$ 2,409	-	\$ 2,505	-	\$ 2,571	\$ 200	\$ 2,555	-	\$ 2,516	-	\$ 2,505	-	\$ 17,715	
Employee Benefits	-	-	455	206	661	94	84	544	257	530	255	544	257	525	252	4,662	
Temp Nursing	-	-	-	19	99	65	182	496	228	247	294	180	180	180	180	2,351	
Physicians	-	108	-	484	-	-	409	145	-	-	500	-	-	-	500	2,146	
Other Staffing	-	-	-	-	-	-	394	126	-	-	14	112	361	-	-	1,007	
Leases & Rentals	-	-	10	-	22	0	302	11	10	53	334	7	8	56	338	1,151	
Utilities	-	-	-	-	25	11	80	-	-	-	206	-	-	-	206	527	
Insurance	-	117	-	-	117	-	-	-	-	-	117	-	-	-	617	968	
Total Methodology Disbursements	\$ -	\$ 2,679	\$ 465	\$ 3,118	\$ 923	\$ 2,676	\$ 1,452	\$ 3,893	\$ 694	\$ 3,384	\$ 1,720	\$ 3,358	\$ 806	\$ 3,267	\$ 2,092	\$ 30,528	
Non-Methodology Disbursements																	
Medical Supplies	\$ -	\$ 58	\$ 137	\$ 20	\$ 176	\$ 114	\$ 483	\$ 539	\$ 449	\$ 276	\$ 549	\$ 399	\$ 309	\$ 257	\$ 399	\$ 4,165	
Hospital Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Pharmaceuticals	-	17	75	69	73	78	73	70	70	70	70	70	70	70	70	945	
Professional Fees	-	-	-	-	-	0	-	-	-	103	-	-	-	103	-	205	
Repairs & Maintenance	-	-	3	10	-	1	40	36	30	32	41	22	16	32	11	275	
Other G&A	1	69	62	57	76	129	100	153	146	141	148	139	133	155	120	1,629	
Total Non-Methodology Disbursements	\$ 1	\$ 144	\$ 277	\$ 157	\$ 324	\$ 323	\$ 696	\$ 799	\$ 695	\$ 621	\$ 808	\$ 630	\$ 528	\$ 617	\$ 600	\$ 7,219	
Operating Cash Flow	\$ 1,686	\$ (1,161)	\$ 2,038	\$ (878)	\$ 1,196	\$ (1,380)	\$ 137	\$ (3,012)	\$ 1,931	\$ (2,420)	\$ (998)	\$ (1,770)	\$ 250	\$ (2,407)	\$ (1,216)	\$ (8,005)	
Cumulative Operating Cash Flow	1,686	525	2,562	1,684	2,880	1,500	1,637	(1,376)	555	(1,865)	(2,863)	(4,632)	(4,383)	(6,789)	(8,005)	(8,005)	
Non-Operating Disbursements																	
Capital Expenditures ³	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 100	\$ 500	\$ 100	\$ -	\$ -	\$ 700	
Debt Service	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Pre-Petition Payment Plans	-	-	-	77	-	-	-	77	-	-	-	77	-	-	-	232	
Other Disbursements	-	-	-	53	-	492	22	-	-	-	-	-	-	-	-	568	
Vendor Relief	-	-	-	-	286	211	-	-	-	200	200	200	500	-	400	1,997	
Total Non-Operating Disbursements	\$ -	\$ -	\$ -	\$ 130	\$ 286	\$ 704	\$ 22	\$ 77	\$ -	\$ 200	\$ 300	\$ 777	\$ 600	\$ -	\$ 400	\$ 3,497	
Restructuring Costs																	
Debtor Professionals	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
DIP Lender Professionals	-	-	100	-	-	200	-	-	100	-	-	-	-	-	-	400	
Secured Lender Professionals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
UCC Professionals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other Restructuring Costs	-	-	140	-	-	-	-	-	90	-	-	-	-	-	-	230	
Total Restructuring Costs ^{1,2}	\$ -	\$ -	\$ 240	\$ -	\$ -	\$ 200	\$ -	\$ -	\$ 190	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 630	
Total Disbursements	\$ 1	\$ 2,823	\$ 982	\$ 3,406	\$ 1,533	\$ 3,902	\$ 2,170	\$ 4,768	\$ 1,579	\$ 4,205	\$ 2,828	\$ 4,766	\$ 1,934	\$ 3,883	\$ 3,092	\$ 41,874	
Beginning Unrestricted Cash (Book)	\$ 4,940	\$ 6,626	\$ 5,465	\$ 12,844	\$ 11,835	\$ 12,745	\$ 10,462	\$ 10,576	\$ 7,486	\$ 9,227	\$ 6,607	\$ 5,309	\$ 9,762	\$ 9,412	\$ 7,005		
Net Cash Flow	1,686	(1,161)	1,798	(1,008)	910	(2,284)	114	(3,090)	1,741	(2,620)	(1,298)	(2,547)	(350)	(2,407)	(1,616)		
DIP Draw (Repayment)	-	-	5,581	-	-	-	-	-	-	-	-	7,000	-	-	-		
Ending Unrestricted Cash (Book)	\$ 6,626	\$ 5,465	\$ 12,844	\$ 11,835	\$ 12,745	\$ 10,462	\$ 10,576	\$ 7,486	\$ 9,227	\$ 6,607	\$ 5,309	\$ 9,762	\$ 9,412	\$ 7,005	\$ 5,389		
Accrued Professional Fees																	
Debtor Professionals	\$ 300	\$ 550	\$ 400	\$ 375	\$ 600	\$ 425	\$ 525	\$ 435	\$ 375	\$ -	\$ 100	\$ -	\$ 1,250	\$ -	\$ -	\$ 5,335	
DIP Lender Professionals	-	-	100	-	-	200	-	-	100	-	-	-	-	-	-	400	
Secured Lender Professionals	40	40	40	40	40	40	40	40	40	40	40	40	40	40	40	600	
UCC Professionals	-	-	-	-	-	110	110	110	110	110	110	110	110	110	110	1,100	
Claims Agent Professionals	43	43	75	75	75	75	40	40	40	-	-	-	-	-	-	507	
Total	\$ 383	\$ 633	\$ 615	\$ 490	\$ 715	\$ 850	\$ 715	\$ 625	\$ 665	\$ 150	\$ 250	\$ 150	\$ 1,400	\$ 150	\$ 150	\$ 7,942	
Memo:																	
Accrued Payroll Liability ⁴								\$ 2,467	\$ 4,408	\$ 2,701	\$ 4,641	\$ 2,934	\$ 4,375	\$ 2,667	\$ 4,608		
WARN Liability ⁵								10,488	8,892	7,296	5,700	4,788	3,192	1,596	-		
Estimated Other Administrative								3,634	3,818	4,002	4,186	3,581	3,765	3,885	3,744		
Total Operational Administrative Claims ⁵								\$ 16,589	\$ 17,118	\$ 13,999	\$ 14,527	\$ 11,303	\$ 11,332	\$ 8,148	\$ 8,352		

1. DIP budget excludes all accrued and unpaid professional fees for illustrative purposes
2. Excludes estimates for Patient Care Ombudsman
3. Capital expenditures amount of \$500K represents the down-payment for the Hospital's roof which requires repairs
4. Represents accrued and unpaid wages and benefits for W2 employees, physicians, nurses and travel nurses
5. Estimated operational administrative claims excludes potential professional fees, break-up fees, etc.
6. WARN notices issued to employees on 05/30/23

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
222 N Pacific Coast Highway, 3rd Floor, El Segundo, CA 90245.

A true and correct copy of the foregoing document entitled (*specify*): Debtors' Second Notice of Additional Information
in Support of Debtors' Approved Budget for the Final Order: (I) Authorizing the Debtors to Obtain Post-Petition
Financing, (II) Granting Adequate Protection to Prepetition Secured Creditors, and (III) Granting Related Relief

will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) 06/07/2023, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☒ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) 06/07/2023, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☒ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) 06/07/2023, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☒ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

06/07/2023 Jonathan J. Thomson
Date Printed Name

/s/ Jonathan J. Thomson
Signature

CreditorName	Email
Megan M Adeyemo	madeyemo@grsm.com; asoto@grsm.com
David E Ahdoot	dahdoot@bushgottlieb.com; kprestegard@bushgottlieb.com
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Neli Nima Palma	neli.palma@doj.ca.gov

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Roye Zur	rzur@elkinskalt.com; cavila@elkinskalt.com; lwageman@elkinskalt.com; 1648609420@filings.docketbird.com

SERVICE LIST (via First-Class Mail)

Description	CreditorName	CreditorNoticeName	Address1	Address2	Address3	City	State	Zip
Office of the Attorney General of the United States	Attorney General of the United States	U.S. Department of Justice	950 Pennsylvania Avenue, NW			Washington	DC	20530-0001
Banks	Bank of America	GABRIELA SANCHEZ	C/O Bank of America	330 N BRAND BLVD		GLENDALE	CA	91203
Banks	Bank of the West			75 SANSOME STREET, 19TH FLOOR		SAN FRANCISCO	CA	94111
California Department of Health Care Services	California Department of Health Care Services	Jennifer Kent, Director	1501 Capitol Avenue, Suite 4510			Sacramento	CA	95814
California Secretary of State	California Secretary of State		1500 11th Street			Sacramento	CA	95814
California State Board of Pharmacy	California State Board of Pharmacy		1625 North Market Boulevard			Sacramento	CA	95834
California Statewide Communities Development Authority	California Statewide Communities Development Authority	Chair	1100 K Street, Suite 101			Sacramento	CA	95814
Center for Medicare and Medicaid Services	Center for Medicare and Medicaid Services	Steven Chickering, the Associate Regional Administrator	90 – 7th Street, Suite 5-300			San Francisco	CA	94103-6706
Department of Health Care Services	Department of Health Care Services	Tanya Homman, Chief of Provider Enrollment Division	MS 4704, P.O. Box 997412			Sacramento	CA	95899-7412
Employment Development Dept.	Employment Development Dept.		722 Capitol Mall, MIC 92E			Sacramento	CA	95814
Equipment Leases	GE		3000 N Grandview Blvd.			Waukesha	WI	53188
Hanmi Bank	Hanmi Bank	Specialty Lending	2010 Main St. Suite 590			Irvine	CA	92614
Hanmi Bank	Hanmi Bank	Specialty Lending	1920 Main St. Suite 1140	Attn Ben Sottile		Irvine	CA	92614
Hanmi Bank	Hanmi Bank		10180 Reseda Blvd			Northridge	CA	91324
IRS	Internal Revenue Service	Attn Susanne Larson	31 Hopkins Plz Rm 1150			Baltimore	MD	21201
IRS	Internal Revenue Service	Centralized Insolvency Operation	P.O. Box 7346			Philadelphia	PA	19101-7346
IRS	Internal Revenue Service	Centralized Insolvency Operation	2970 Market St			Philadelphia	PA	19104
IRS	Internal Revenue Service		300 North Los Angeles Street			Los Angeles	CA	90012
IRS	Internal Revenue Service		600 Arch Street			Philadelphia	PA	19101
Office of the CA Attorney General	Office of the California Attorney General	Department of Justice	Jennifer Kim	300 South Spring Street, Floor 9		Los Angeles	CA	90013
Counsel to Hanmi Bank	Orrick, Herrington & Sutcliffe LLP	Brendan LaFountain	400 Capitol Hall			Sacramento	CA	95814-4497
Counsel to Hanmi Bank	Shulman Hodges & Bastian LLP	Michael J. Petersen	100 Spectrum Center Drive, Suite 600			Irvine	CA	92614
State of California Employment Development Department	State of California Employment Development Department	Bankruptcy Group MIC 92E	P. O. Box 826880			Sacramento	CA	94280-0001
U.S. Department of Health & Human Services	U.S. Department of Health & Human Services	Alex M. Azar II, Secretary	200 Independence Avenue, S.W.			Washington	DC	20201
U.S. Department of Health and Human Services	U.S. Department of Health and Human Services	Angela M. Belgrove, Assistant Regional Counsel	Office of the General Counsel, Region IX	90 7th Street, Suite 4-500		San Francisco	CA	94103-6705
United States Attorney Civil Process Clerk	United States Attorney's Office		Federal Building	Room 7516	300 North Los Angeles Street	Los Angeles	CA	90012
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