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11 Counsel to Debtors and Debtors in Possession

12 **UNITED STATES BANKRUPTCY COURT**
13 **CENTRAL DISTRICT OF CALIFORNIA, LOS ANGELES DIVISION**

14 In re:

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

17 Debtors.

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

Jointly administered with:

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

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

Chapter 11 Case

**DEBTORS' STATEMENT REGARDING
STATUS OF SALE PROCESS AND
OTHER PENDING MATTERS**

Date: August 15, 2023

Time: 9:00 a.m. (Pacific Time)

Judge: Hon. Sandra R. Klein

Place: Zoom.Gov

- 20 Affects all Debtors
21 Affects Beverly Community
Hospital Association
22 Affects Montebello Community Health
23 Services, Inc.
24 Affects Beverly Hospital Foundation

25
26
27 ¹ The Debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification
28 number, are: Beverly Community Hospital Association, d/b/a Beverly Hospital (6005), Montebello Community
Health Services, Inc. (3550), Beverly Hospital Foundation (9685). The mailing address for the Debtors is 309 W.
Beverly Blvd., Montebello, California 90640.



1 STATEMENT

2 The above-captioned debtors and debtors in possession (collectively, the “Debtors”)²
3 respectfully submit this statement (this “Statement”) to apprise the Court regarding the status of the
4 Debtors’ sale process as it relates to the dates and deadlines scheduled for hearing and briefing on
5 certain pending matters in these chapter 11 cases.

6 On July 12, 2023, the Court held a status conference to discuss the stipulation [Docket
7 No. 557] between the Debtors, Consultation Parties, and Successful Bidders requesting
8 continuance of the Sale Hearing. During that status conference, the Court continued the hearings
9 on the following matters (the “Continued Matters”) to August 15, 2023, at 9:00 a.m. (Pacific Time):

- 10 • *Debtors’ Notice of Motion and Motion for Entry of an Order (I) Authorizing*
11 *the Sale of Substantially all of the Debtors’ Assets Free and Clear of All*
12 *Liens, Claims, and Encumbrances; (II) Authorizing the Assumption and*
Assignment of Certain Executory Contracts and Unexpired Leases; and (III)
Granting Related Relief [Docket No. 537] (the “Sale Motion”);
- 13 • *Notice of Executory Contracts and Unexpired Leases Designated by*
14 *American Healthcare Systems Foundation Inc. and Layton 26, LLC for*
Assumption and Assignment [Docket No. 552] (the “Notice of Assumption”);
- 15 • *Debtors’ Notice of Amended Cure Schedule and Amended Notice to*
16 *Counterparties to Executory Contracts and Unexpired Leases of the Debtors*
17 *That May Be Assumed and Assigned* [Docket No. 450] (the “Amended Cure
Notice”);
- 18 • *Debtors’ Emergency Motion for Order (I) Approving Debtors’ Use of Cash*
19 *Collateral, and (II) Setting a Final Hearing on the Use of Cash Collateral*
20 [Docket No. 27] (the “Cash Collateral Motion”);
- 21 • *Debtors’ Notice of Application and Application Seeking an Order*
22 *Authorizing the Retention and Employment of Triple P Securities, LLC as*
Investment Banker for the Debtors and Debtors in Possession Pursuant to 11
23 *U.S.C. §§ 327(a) and 328 Effective as of April 19, 2023* [Docket No. 280]
24 (the “TPS Application”); and
- 25 • *Debtors’ Notice of Application and Application Seeking an Order*
26 *Authorizing the Retention and Employment of Triple P RTS, LLC as*
Restructuring Advisor for the Debtors and Debtors in Possession Pursuant
27 *to 11 U.S.C. §§ 327(a) and 330 Effective as of April 19, 2023* [Docket No.
28 285] (the “RTS Application,” and together with the TPS Application,
the “Portage Point Applications”).

28 ² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Sale Motion
(as defined herein).

1 Further, pursuant to the Court’s *Scheduling Order re the Continued Hearing on Various*
2 *Matters from July 19, 2023 to August 15, 2023* [Docket No. 557] (the “Scheduling Order”), if any
3 substantial changes were made to the APA, IMA, or any other ancillary documents contemplated
4 by the Sale Motion (collectively, the “Transaction Documents”) following the status conference, the
5 deadline for the Debtors to file a declaration detailing such changes was set for July 28, 2023, at
6 12:00 p.m. The Scheduling Order further established the following briefing deadlines with respect
7 to the Sale Motion (the “Sale Motion Briefing Deadlines”):

- 8 • Oppositions to the Sale Motion shall be due no later than August 1, 2023, at
9 12:00 p.m. (Pacific Time); and
- 10 • Replies to any oppositions to the Sale Motion shall be due no later than
11 August 8, 2023, at 12:00 p.m. (Pacific Time).

12 In the weeks following the July 12 status conference, the Debtors, Consultation Parties,
13 Successful Bidders, and other parties in interest have engaged in extensive discussions and
14 negotiations regarding the implementation and execution of the transactions contemplated in the
15 Sale Motion in accordance with the timeline set forth in the Scheduling Order. Such efforts included
16 in-person meetings attended by counsel to the Debtors, Consultation Parties, Successful Bidder,
17 California Department of Health Care Services, and other parties in interest throughout the week of
18 July 24, 2023, at Sheppard Mullin’s Century City offices and at Beverly Hospital. Despite these
19 diligent efforts, the Debtors were not able—and still are not able—to present a final set of
20 Transaction Documents to the Court and parties in interest in compliance with the Scheduling
21 Order. Indeed, as of this morning, the Debtors have been advised by counsel to the Master Trustee
22 that the consent necessary to effectuate the transactions in the Transaction Documents will not be
23 forthcoming with respect to the Successful Bidder. The Debtors, in consultation with the
24 Consultation Parties, are actively exploring alternative transactions with parties that had
25 previously participated in the Sale Process.

26 Accordingly, at this time, the Debtors are not prepared to go forward with the Sale Hearing
27 or the hearings on the other Continued Matters on August 15. Instead, the Debtors respectfully
28 request that the August 15 hearing date should be used as a status conference so that the Debtors
and other parties in interest may further apprise the Court of the status of the Continued Matters and

1 resolutions to the outstanding issues related thereto. Accordingly, the Sale Motion Briefing
2 Deadlines set forth in the Scheduling Order should be vacated.

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[Signature Page Follows]

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' Statement Regarding Status of Sale Process and Other Pending Matters 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*) 7/28/2023, 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*) 7/28/2023, 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*) 7/28/2023, 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.

7/28/2023

Jonathan J. Thomson

/s/ Jonathan J. Thomson

Date

Printed Name

Signature

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TOP 30	Advantis Medical Staffing	Elayne Goldmane	13155 Noel Road Suite 300			Dallas	TX	75240
Counsel for Advantis Medical Staffing	Akerman LLP	Evelina Gentry and Anthony D. Sbardellati	601 West Fifth Street, Suite 300			Los Angeles	CA	90071
TOP 30	Allied Universal Security Services	Moises Rodriguez	161 Washington St Suite 600			Conshohocken	PA	19428
TOP 30	Arthrex, Inc	Carla Pitcher	2825 Airview Boulevard			Kalamazoo	MI	49002
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
TOP 30	Boston Scientific Corp	Kathleen Homsab	300 Boston Scientific Way			Marlborough	MA	01752-1234
Counsel for Sodexo	Brown McGarry Nimeroff LLC	Jami B. Nimeroff	Two Penn Center, Suite 610	1500 John F. Kennedy Boulevard		Philadelphia	PA	19102
Counsel for United Nurses Associations of California/Union of Health Care Professionals	Bush Gottlieb, A Law Corporation	David E. Ahdoot, Kirk M. Prestegard and Adrian R. Butler	801 North Brand Boulevard	Suite 950		Glendale	CA	91203
TOP 30	California Department Of Health Care	Tomas J. Aragon	1501 Capitol Avenue, Suite 4510			Sacramento	CA	95814
California Department of Health Care Services	California Department of Health Care Services	Jennifer Kent, Director	1501 Capitol Avenue, Suite 4510			Sacramento	CA	95814
California Department of Public Health	California Department of Public Health	Stephanie Spich	PO Box 997377 MS 0500			Sacramento	CA	95899-7377
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
California Statewide Communities Development Authority	California Statewide Communities Development Authority	James Hamill	1700 N. Broadway, Suite 405			Walnut Creek	CA	94596
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
TOP 30	Cepheid Inc.	Susan Jose	904 E Caribbean Dr			Sunnyvale	CA	94089
TOP 30	Cloudwave	Loraine Sarno	100 Crowley Dr.			Marlborough	MA	01752
TOP 30	Constellation New Energy-Gas	Zachary Keczykecy	9400 Bunsen Parkway Suite 100			Louisville	KY	40220
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Employment Development Dept.	Employment Development Dept.		722 Capitol Mall, MIC 92E			Sacramento	CA	95814
TOP 30	First Financial Holdings Llc	Ricardo Oseguera	750 The City Drive South, Suite 300			Orange	CA	92868
TOP 30	Huntington Technology Finance	Brent McQueen	2285 Franklin Road			Bloomfield Hills	MI	48302
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
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TOP 30	Stryker Endoscopy	Joe Gallinatti	5900 Optical Ct			San Jose	CA	95138
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TOP 30	Stryker Orthopedics	Trent Zaks	325 Corporate Drive			Mahwah	NJ	07430
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United States Attorney's Office	United States Attorneys Office	Northern District of California	150 Almaden Boulevard	Suite 900		San Jose	CA	95113
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