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Proposed Attorneys for the Chapter 11 Debtors and
Debtors In Possession

UNITED STATES BANKRUPTCY COURT

CENTRAL DISTRICT OF CALIFORNIA - LOS ANGELES DIVISION

In re

VERITY HEALTH SYSTEM OF
CALIFORNIA, INC., *et al.*,

Debtors and Debtors In Possession.

☒ Affects All Debtors

- ☐ Affects O'Connor Hospital
☐ Affects Saint Louise Regional Hospital
☐ Affects St. Francis Medical Center
☐ Affects St. Vincent Medical Center
☐ Affects Seton Medical Center
☐ Affects O'Connor Hospital Foundation
☐ Affects Saint Louise Regional Hospital
Foundation
☐ Affects St. Francis Medical Center of
Lynwood Foundation
☐ Affects St. Vincent Foundation
☐ Affects St. Vincent Dialysis Center, Inc.
☐ Affects Seton Medical Center Foundation
☐ Affects Verity Business Services
☐ Affects Verity Medical Foundation
☐ Affects Verity Holdings, LLC
☐ Affects De Paul Ventures, LLC
☐ Affects De Paul Ventures - San Jose
Dialysis, LLC

Debtors and Debtors In Possession.

Lead Case No. 18-20151

Jointly administered with:

CASE NO.: 2:18-bk-20162-ER
CASE NO.: 2:18-bk-20163-ER
CASE NO.: 2:18-bk-20164-ER
CASE NO.: 2:18-bk-20165-ER
CASE NO.: 2:18-bk-20167-ER
CASE NO.: 2:18-bk-20168-ER
CASE NO.: 2:18-bk-20169-ER
CASE NO.: 2:18-bk-20171-ER
CASE NO.: 2:18-bk-20172-ER
CASE NO.: 2:18-bk-20173-ER
CASE NO.: 2:18-bk-20175-ER
CASE NO.: 2:18-bk-20176-ER
CASE NO.: 2:18-bk-20178-ER
CASE NO.: 2:18-bk-20179-ER
CASE NO.: 2:18-bk-20180-ER
CASE NO.: 2:18-bk-20181-ER

Chapter 11 Cases

Hon. Judge Ernest M. Robles

**DECLARATION OF PATRICK COFFEY,
MANAGING DIRECTOR, IN SUPPORT OF
DEBTORS' MOTION FOR INTERIM ORDER
(I) AUTHORIZING POST PETITION
FINANCING, (II) AUTHORIZING USE OF
CASH COLLATERAL, (III) GRANTING LIENS
AND PROVIDING SUPERPRIORITY
ADMINISTRATIVE EXPENSE STATUS, (IV)
GRANTING ADEQUATE PROTECTION, (V)
MODIFYING AUTOMATIC STAY, AND (VI)
GRANTING RELATED RELIEF**

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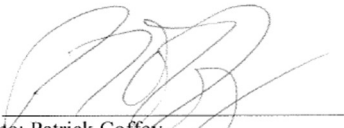
DENTONS US LLP
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I, Patrick Coffey, submit this Declaration in support of the DIP Motion, as defined in the proposed INTERIM ORDER (I) AUTHORIZING POSTPETITION FINANCING, (II) AUTHORIZING USE OF CASH COLLATERAL, (III) GRANTING LIENS AND PROVIDING SUPERPRIORITY ADMINISTRATIVE EXPENSE STATUS, (IV) GRANTING ADEQUATE PROTECTION, (V) MODIFYING AUTOMATIC STAY, AND (VI) GRANTING RELATED RELIEF (the “*Interim Order*”)¹, and hereby state and declare as follows:

1. I am a Managing Director of Ally Bank (“*Ally*”).
2. I have first-hand knowledge of the terms and conditions of the DIP Financing, and was personally involved in the negotiations that have led to the DIP Financing Agreements.
3. The terms and conditions of the DIP Financing were negotiated at arms-length between Ally and Debtors and their respective counsel and advisors.
4. The terms and conditions of the DIP Financing are commercially reasonable and consistent with terms and conditions of loans that Ally has made to similarly situated Borrowers.
5. Ally engaged in its normal, ordinary course practice of underwriting and loan approval for the DIP Financing.
6. Ally has no relationship with any of the Debtors other than as the proposed DIP Lender and DIP Agent.
7. There are no other agreements or promises between Debtors and Ally other than the agreements contained in the DIP Financing Agreements and Interim Order.
8. The terms and conditions in the DIP Financing Agreements are the terms and conditions under which Ally is willing and able to provide the DIP Financing.

I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Dated: September 5, 2018

By: 
Name: Patrick Coffey
Title: Managing Director

¹ Unless otherwise indicated, all capitalized terms shall have the same meaning as ascribed to them in the Interim Order.