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8 *Unsecured Creditors of Verity Health System of*  
9 *California, Inc., et al.*

10 **UNITED STATES BANKRUPTCY COURT**  
11 **CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION**

12 In re:  
13 VERITY HEALTH SYSTEM OF CALIFORNIA,  
14 INC., *et al.*,  
15 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

- 16 Affects:
- 17  All Debtors
  - 18  Verity Health System of California, Inc.
  - 19  O’Connor Hospital
  - 20  Saint Louise Regional Hospital
  - 21  St. Francis Medical Center
  - 22  St. Vincent Medical Center
  - 23  Seton Medical Center
  - 24  O’Connor Hospital Foundation
  - 25  Saint Louise Regional Hospital
  - 26  Foundation
  - 27  St. Francis Medical Center of
  - 28  Lynwood Foundation
  - St. Vincent Foundation
  - St. Vincent Dialysis Center, Inc.
  - Seton Medical Center Foundation
  - Verity Business Services
  - Verity Medical Foundation
  - Verity Holdings, LLC
  - De Paul Ventures, LLC
  - De Paul Ventures - San Jose Dialysis, LLC

Chapter 11 Cases

Hon. Ernest M. Robles

**STIPULATION BETWEEN ALLY  
BANK AND OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS  
REGARDING  
DIP ORDER APPEAL**



1 This stipulation is entered between Ally Bank (“Ally” or the “DIP Lender”), on the  
2 one hand, and the Official Committee of Unsecured Creditors of Verity Health System of California,  
3 Inc., *et al.* (the “Committee”) appointed in connection with the chapter 11 cases of the above-  
4 captioned debtors and debtors-in-possession (the “Debtors”), on the other, with respect to the  
5 following:

6 1. On August 31, 2018 (the “Petition Date”), the Debtors filed voluntary  
7 petitions for relief under Chapter 11 of the Bankruptcy Code.

8 2. On the Petition Date, the Debtors filed their Emergency Motion of Debtors for  
9 Interim and Final Orders (A) Authorizing the Debtors to Obtain Post Petition Financing (B)  
10 Authorizing the Debtors to Use Cash Collateral and (C) Granting Adequate Protection to Prepetition  
11 Secured Creditors Pursuant To 11 U.S.C. §§ 105, 363, 364, 1107 and 110 [Docket No. 31] (the “DIP  
12 Motion”).

13 3. On September 6, 2018, the Court granted the DIP Motion on an interim basis  
14 [Docket No. 86] (the “Interim DIP Order”).

15 4. On September 14, 2018, the U.S. Trustee appointed Committee pursuant to  
16 section 1102(a) of the Bankruptcy Code [Docket No. 197].

17 5. On September 27, 2018, the Committee filed its Limited Objection to Debtor's  
18 Motion for Authority to Obtain Postpetition Financing and Related Relief [Docket No. 316] (the  
19 “Committee Objection”).

20 6. On October 4, 2018, after overruling, among others, the Committee Objection,  
21 the Court granted the DIP Motion on a final basis, by entering the Final Order (I) Authorizing  
22 Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Providing  
23 Superpriority Administrative Expense Status, (IV) Granting Adequate Protection, (V) Modifying  
24 Automatic Stay, and (VI) Granting Related Relief [Docket No. 409] (the “Final DIP Order”).

25 7. On November 29, 2018, the Committee filed its Notice of Appeal and  
26 Statement of Election [Docket No. 932] (the “Committee Appeal”).  
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1           8.       The issues that will be raised in the Committee Appeal involve Paragraphs  
2 2(d), 2(h), 5(d), 5(f), 19, and 28(e) of the Final DIP Order, only insofar as such issues relate to the  
3 Prepetition Secured Creditors (as defined in the Final DIP Order) and not with respect to the DIP  
4 Lender and DIP Agent (as defined in the Final DIP Order) or any of the rights or protections granted  
5 to the DIP Lender and DIP Agent under the Final DIP Order and DIP Financing Agreements,  
6 including, without limitation, the DIP Protections, the waiver of the surcharge powers under section  
7 506(c) of the Bankruptcy Code with respect to the DIP Collateral, and the waiver of any marshalling  
8 or similar doctrine with respect to the DIP Agent, DIP Lender and DIP Collateral.  
9

10           9.       The references in the Committee Appeal to certain Paragraphs of the Final  
11 DIP Order that relate to relief granted to the DIP Agent and DIP Lender are solely for the sake of  
12 being thorough with respect to the provisions of the Final DIP Order that involve the issues that are  
13 the subject of the Committee Appeal.  
14

15           NOW, THEREFORE, all of the parties to this stipulation hereby stipulate:

16           A.       The issues raised and relief sought by the Committee Appeal, as set forth in  
17 Paragraph 8 above, will not seek to overturn the terms of such provisions insofar as they granted  
18 specific relief to the DIP Agent and DIP Lender. In other words, even if the Committee is successful  
19 in its appeal, the Final DIP Order and DIP Financing Agreements shall remain in full force and  
20 effect as to the DIP Agent, DIP Lender, DIP Protections, and all of the other rights and protections  
21 granted to the DIP Lender and DIP Agent under the Final DIP Order and the DIP Financing  
22 Agreements.  
23

24           B.       Ally need not take any action with the respect to the Committee Appeal before  
25 the Bankruptcy Court, the Bankruptcy Appellate Panel for the Ninth Circuit, the United States  
26 District Court for the Central District of California, or any other appellate court, in order to preserve  
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1 all of its rights and remedies, whether granted under the Final DIP Order, the DIP Financing  
2 Agreements, or otherwise.

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[Signature page follows]

1 **Ally Bank Financial, Inc.**

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**Official Committee of Unsecured Creditors**

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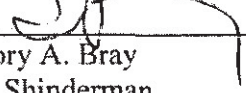
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1 **PROOF OF SERVICE**

2  
3 I am employed in the County of Davidson, Tennessee. I am over the age of 18 and not a  
4 party to the within action. My business address is 511 Union Street, Suite 2700, Nashville,  
5 Tennessee 37219.

6 A true and correct copy of the foregoing document described as:

7 **STIPULATION BETWEEN ALLY BANK AND OFFICIAL COMMITTEE OF  
8 UNSECURED CREDITORS REGARDING DIP ORDER APPEAL**

9 Will be served or was served (a) on the judge in chambers in the form and manner required by LBR  
10 5005-2(d); and (b) in the manner stated below:

11 **1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIS FILING (NEF):**

12 Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court  
13 via NEF and hyperlink to the document. On January 14, 2019, I checked the CM/ECF docket for this  
14 bankruptcy case or adversary proceeding and determined that the following persons are on the  
15 Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

16 X Service information continued on attached page

17 **2. SERVED BY UNITED STATES MAIL:**

18 On January 14, 2019, I served the following persons and/or entities at the last known addresses in  
19 this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed  
20 envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the  
21 judge here constitutes a declaration that mailing to the judge will be completed no later than 24  
22 hours after the document is filed.


23 X Service information continued on attached page

24 **3. SERVED BY OVERNIGHT MAIL, FACSIMILE OR EMAIL:**

25 Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on January 14, 2019, I served  
26 the following persons and/or entities by overnight mail service, or (for those who consented in  
27 writing to such service method), by facsimile transmission and/or email as follows. Listing the judge  
28 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.

X 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. Executed on January 14, 2019, at Nashville, Tennessee.

  
CHRISTINE T. CRONK

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**SERVICE LIST**  
(Via FedEx Overnight)

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United States Bankruptcy Court  
Central District of California  
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Los Angeles, CA 90012-3300