

Henry C. Kevane (CA Bar No. 125757)
Shirley S. Cho (CA Bar No. 192616)
PACHULSKI STANG ZIEHL & JONES LLP
150 California Street, 15th Floor
San Francisco, CA 94111
Telephone: 415/277-6910
Facsimile: 415/201-0760
E-mail: hkevane@pszjlaw.com
scho@pszjlaw.com

Co-Counsel to the 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.

Lead Case No. 2:18-bk-20151-ER

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. Ernest M. Robles

**NOTICE OF MOTION AND MOTION TO
APPROVE STIPULATION WITH AETNA LIFE
INSURANCE COMPANY**

[No Hearing Required Unless Requested]

- ☐ 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 Medical 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 DePaul Ventures, LLC
☐ Affects DePaul Ventures - San Jose
Dialysis, LLC
☐ Affects DePaul Ventures-San Jose ASC,
LLC

Debtors and Debtors In Possession.



1 **TO THE HONORABLE ERNEST M. ROBLES, UNITED STATES BANKRUPTCY JUDGE,**
2 **THE OFFICE OF THE UNITED STATES TRUSTEE AND ALL CREDITORS ENTITLED**
3 **TO NOTICE:**

4 **PLEASE TAKE NOTICE THAT** Verity Holdings, LLC ("Verity Holdings") one of the
5 above-captioned debtors and debtors in possession (the "Debtors") hereby files this motion (the
6 "Motion") for entry of an order approving the *Stipulation to Modify the Automatic Stay for the*
7 *Limited Purpose of Sending Notice* filed concurrently herewith (the "Stipulation").

8 **PLEASE TAKE FURTHER NOTICE** that the Motion is based on this Notice of Motion
9 and Motion, Memorandum of Points and Authorities, the Stipulation and all pleadings, documents
10 and records on file with this Court, as well as any other documentary evidence as may be presented
11 to this Court.

12 **PLEASE TAKE FURTHER NOTICE** that, pursuant to LBR 9013-1(o), any response or
13 request for a hearing on the Motion, in the form required by LBR 9013-1(f), must be filed with the
14 Court and served on co-counsel for the Debtors at the address set forth above and counsel for Aetna
15 Life Insurance Company, Jeffrey Krause, Gibson, Dunn & Crutcher LLP, 333 S. Grand Avenue, Los
16 Angeles CA 90071, within 14 days after service of this Motion. Pursuant to LBR 9013-1(h), the
17 failure to timely file and serve a response to this Motion may be deemed consent to the relief requested
18 in the Motion. No hearing will be held if no response and request for hearing is filed and served and,
19 in the event that no response and request for hearing is filed and served in a timely manner, co-counsel
20 for the Debtors will lodge an order with the Court granting this Motion.

21 **WHEREFORE**, Verity Holdings respectfully requests that this Court enter an order:
22 (a) granting the Motion; (b) approving the Stipulation; (c) authorizing Verity Holdings to take such
23 actions as are necessary and appropriate to implement the Stipulation, and (d) granting such other and
24 further relief as is just and proper under the circumstances.

25 Dated: February 14, 2019

PACHULSKI STANG ZIEHL & JONES LLP

26 /s/ Shirley S. Cho

Henry C. Kevane
Shirley S. Cho

27 Co-Counsel to the Debtors and
28 Debtors in Possession

MEMORANDUM OF POINTS AND AUTHORITIES

A. Background Facts

On or about December 23, 2016, Aetna Life Insurance Company (“Aetna”) entered into the *Conditional Settlement Agreement, Including Defendants’ Agreement To Pay Settlement Amount Or Have Judgment Entered Against Them*, a true and correct copy which is attached to the Stipulation as **Exhibit “A”** and incorporated herein by this reference (the “Conditional Settlement”), with the parties identified as the “Defendants” in the Conditional Settlement (the “Defendants”).

Effective on January 17, 2017, Verity Holdings and Aetna entered into the *Guarantee Agreement* (the “Guarantee”), a true and correct copy of which is attached to the Stipulation as **Exhibit “B”** and incorporated herein by this reference. Pursuant to the Guarantee, Verity Holdings guaranteed the “Obligations” of the Defendants under the Conditional Settlement, as that term is defined in the Guarantee.

Pursuant to the Conditional Settlement, the Defendants were obligated to pay to Aetna \$6,666,667 no later than December 31, 2018. The Defendants did not make the foregoing payment. On January 2, 2019, Aetna sent to the Defendants the demand letter, a true and correct copy of which is attached to the Stipulation as **Exhibit “C”** and incorporated herein by this reference.

The Defendants have informed Aetna that they contend that Aetna is required to also deliver a written notice of the default or nonpayment by Defendants to Verity Holdings in order to trigger an “Event of Default” by Defendants under the Conditional Settlement, as that term is defined in Paragraph 6 of the Conditional Settlement. Aetna contends that the Defendants’ arguments regarding the appropriate construction of Paragraph 6 of the Conditional Settlement are unfounded and that Aetna is not required to also deliver a notice to Verity Holdings to trigger an “Event of Default” by Defendants under the Conditional Settlement. The Defendants are the primary obligors and Verity Holdings is a guarantor. Aetna is seeking to collect the balance owed from the primary obligors who are insisting that Aetna also send a notice to Verity Holdings, in its capacity as guarantor.

Aetna seeks to avoid the unnecessary delay and expense of litigation regarding the appropriate construction of paragraph 6 of the Conditional Settlement by sending a written notice of the Defendants' default or nonpayment to Verity Holdings.

Verity Holdings is willing to accommodate Aetna's request to modify the automatic stay strictly for the purpose of enabling Aetna to pursue the Defendants as the primary obligors and thereby reduce the secondary liability of Verity Holdings under the Guarantee. Aetna and Verity Holdings have therefore entered into the Stipulation, subject to approval of this Court.

B. The Stipulation Should be Approved

Section 362(d)(1) of the Bankruptcy Code provides that "[o]n request of a party in interest and after notice and a hearing, the court shall grant relief from the stay provided under subsection (a) of this section, such as by terminating, annulling, modifying, or conditioning such stay (1) for cause, including the lack of adequate protection of an interest in property of such party in interest." 11 U.S.C. § 362(d)(1). Congress enumerated that under Section 362 of the Bankruptcy Code, relief from the automatic stay may be granted "for cause." 11 U.S.C. § 362(d)(1). Cause is not defined in the Bankruptcy Code, but rather must be determined on a case-by-case basis.

Here, there is no prejudice to the Debtor or its estate that will result from approval of the Stipulation and allowing Aetna to send a notice of default to Verity Holdings, which the Defendants contend is a condition to Aetna enforcing its rights against the non-debtor Defendants. If the Defendants pay the amount they owe under the Conditional Settlement, Verity Holdings will be relieved of any liability it may have under the Guarantee. Even if the Defendants do not pay, the automatic stay is not being modified to allow Aetna to enforce its rights directly against Verity Holdings outside of the bankruptcy claim process. The Stipulation will minimize the litigation expenses of Verity Holdings and Aetna and eliminate the need for litigation over Defendants' contention that Aetna must make a demand under the Guarantee before it can enforce remedies against the primary obligors.

For all of the above reasons, the Debtor submits that approval of the Stipulation and modification of the automatic stay is appropriate under the circumstances.

Notice

The Debtors will provide notice of this Motion to the following parties, or their counsel, if known to: (a) the Office of the United States Trustee; (b) the Debtors' prepetition lenders; (c) Aetna; (d) the Committee; (e) those persons who have requested notice pursuant to Bankruptcy Rule 2002; and (f) any such other party entitled to notice pursuant to Local Rule 9013-1. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE, Verity Holdings respectfully requests that this Court enter an order: (a) granting the Motion; (b) approving the Stipulation; (c) authorizing Verity Holdings to take such actions as are necessary and appropriate to implement the Stipulation; and (d) granting such other and further relief as is just and proper under the circumstances.

Dated: February 14, 2019

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Shirley S. Cho

Henry C. Kevane
Shirley S. Cho

Co-Counsel to the Debtors and
Debtors in Possession

Henry C. Kevane (CA Bar No. 125757)
Shirley S. Cho (CA Bar No. 192616)
PACHULSKI STANG ZIEHL & JONES LLP
150 California Street, 15th Floor
San Francisco, CA 94111
Telephone: 415/277-6910
Facsimile: 415/201-0760
E-mail: hkevane@pszjlaw.com
scho@pszjlaw.com

Co-Counsel to the 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.

Lead Case No. 2:18-bk-20151-ER

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.

- ☐ 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 Medical 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 DePaul Ventures, LLC
☐ Affects DePaul Ventures - San Jose
Dialysis, LLC
☐ Affects DePaul Ventures-San Jose ASC,
LLC

Chapter 11 Cases

Hon. Ernest M. Robles

**ORDER APPROVING STIPULATION WITH
AETNA LIFE INSURANCE COMPANY**

[No Hearing Required Unless Requested]

Debtors and Debtors In Possession.

1 The Court having considered the *Motion to Approve Stipulation With Aetna Life Insurance*
2 *Company* [Docket No. ____] (the “Motion”),¹ regarding the *Stipulation to Modify the Automatic Stay*
3 *for the Limited Purpose of Sending Notice* [Docket No. ____] (the “Stipulation”), and good cause
4 appearing therefor,

5 **IT IS HEREBY ORDERED** that

- 6 1. The Motion is GRANTED.
- 7 2. The Stipulation is APPROVED.
- 8 3. The parties are authorized to take any and all actions reasonably necessary to
9 effectuate the Stipulation.
- 10 4. The Court shall retain jurisdiction to hear and determine all matters arising from or
11 relating to this Order.

12 # # #
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

28 ¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

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:
10100 Santa Monica Boulevard, 13th Floor, Los Angeles, California 90067

A true and correct copy of the foregoing document entitled (*specify*): **NOTICE OF MOTION AND MOTION TO APPROVE STIPULATION WITH AETNA LIFE INSURANCE COMPANY** 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*) **February 14, 2019**, 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*) **February 14, 2019**, 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*) **February 14, 2019**, 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.

VIA HAND DELIVERY

Honorable Ernest M. Robles
U.S. Bankruptcy Court
255 E. Temple Street, Suite 1560 / Courtroom 1568
Los Angeles, CA 90012

☒ 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.

February 14, 2019
Date

Sophia L. Lee
Printed Name

/s/ Sophia L. Lee
Signature

MAILING INFORMATION FOR CASE NO. 2:18-bk-20151-ER

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF)

- Robert N Amkraut ramkraut@foxrothschild.com
- Kyra E Andrassy kandrassy@swelawfirm.com, csheets@swelawfirm.com;gcruz@swelawfirm.com;jchung@swelawfirm.com
- Simon Aron saron@wrslawyers.com
- Lauren T Attard lattard@bakerlaw.com, abalian@bakerlaw.com
- Keith Patrick Banner kbanner@greenbergglusker.com, sharper@greenbergglusker.com;calendar@greenbergglusker.com
- Cristina E Bautista cristina.bautista@kattenlaw.com, ecf.lax.docket@kattenlaw.com
- James Cornell Behrens jbehrens@milbank.com, gbray@milbank.com;mshinderman@milbank.com;hmaghakian@milbank.com;dodonnell@milbank.com;jbrewster@milbank.com;JWeber@milbank.com
- Ron Bender rb@lnbyb.com
- Bruce Bennett bbennett@jonesday.com
- Peter J Benvenuti pbenvenuti@kellerbenvenuti.com, pjbenven74@yahoo.com
- Elizabeth Berke-Dreyfuss edreyfuss@wendel.com
- Steven M Berman sberman@slk-law.com
- Alicia K Berry Alicia.Berry@doj.ca.gov
- Stephen F Biegenzahn efile@sflaw.com
- Karl E Block kblock@loeb.com, jvazquez@loeb.com;ladoCKET@loeb.com
- Dustin P Branch branchd@ballardspahr.com, carolod@ballardspahr.com;hubenb@ballardspahr.com;Pollack@ballardspahr.com
- Michael D Breslauer mbreslauer@swsslaw.com, wyones@swsslaw.com;mbreslauer@ecf.courtdrive.com;wyones@ecf.courtdrive.com
- Chane Buck cbuck@jonesday.com
- Damarr M Butler butler.damarr@pbgc.gov, efile@pbgc.gov
- Lori A Butler butler.lori@pbgc.gov, efile@pbgc.gov
- Howard Camhi hcamhi@ecjlaw.com, tcastelli@ecjlaw.com;amatsuoka@ecjlaw.com
- Shirley Cho scho@pszjlaw.com
- Jacquelyn H Choi jchoi@swesq.com
- Shawn M Christianson cmcintire@buchalter.com, schristianson@buchalter.com
- Kevin Collins kevin.collins@btlaw.com, Kathleen.lytle@btlaw.com
- David N Crapo dcrapo@gibbonslaw.com, elrosen@gibbonslaw.com
- Mariam Danielyan md@danielyanlawoffice.com, danielyan.mar@gmail.com
- Brian L Davidoff bdavidoff@greenbergglusker.com, calendar@greenbergglusker.com;jking@greenbergglusker.com
- Aaron Davis aaron.davis@bryancave.com, kat.flaherty@bryancave.com
- Kevin M Eckhardt keckhardt@huntonak.com, keckhardt@hunton.com
- Andy J Epstein taxcpaesq@gmail.com
- Christine R Etheridge christine.etheridge@ikonfin.com
- M Douglas Flahaut flahaut.douglas@arentfox.com
- Michael G Fletcher mfletcher@frandzel.com, sking@frandzel.com

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

- Joseph D Frank jfrank@fgllp.com,
mmatlock@fgllp.com;csmith@fgllp.com;jkleinman@fgllp.com;csucic@fgllp.com
- William B Freeman william.freeman@kattenlaw.com,
nicole.jones@kattenlaw.com,ecf.lax.docket@kattenlaw.com
- Eric J Fromme efromme@tocounsel.com, lchapman@tocounsel.com;sschuster@tocounsel.com
- Jeffrey K Garfinkle jgarfinkle@buchalter.com, docket@buchalter.com;dcyrankowski@buchalter.com
- Lawrence B Gill lgill@nelsonhardiman.com, rrange@nelsonhardiman.com
- Paul R. Glassman pglassman@sycr.com
- Eric D Goldberg eric.goldberg@dlapiper.com, eric-goldberg-1103@ecf.pacerpro.com
- Mary H Haas maryhaas@dwt.com,
melissastrobels@dwt.com;laxdocket@dwt.com;yunialubega@dwt.com
- James A Hayes jhayes@jamesahayesaplc.com
- Michael S Held mhheld@jw.com
- Lawrence J Hilton lhilton@onellp.com,
lthomas@onellp.com;info@onellp.com;evescance@onellp.com;nlichtenberger@onellp.com;rgolder@onellp.com
- Robert M Hirsh Robert.Hirsh@arentfox.com
- Florice Hoffman fhoffman@socal.rr.com, floricehoffman@gmail.com
- Michael Hogue hoguem@gtlaw.com, fernandezc@gtlaw.com;SFOLitDock@gtlaw.com
- Marsha A Houston mhouston@reedsmith.com
- Brian D Huben hubenb@ballardspahr.com, carolod@ballardspahr.com
- John Mark Jennings johnmark.jennings@kutakrock.com
- Monique D Jewett-Brewster mjb@hopkinscarley.com, eamaro@hopkinscarley.com
- Gregory R Jones gjones@mwe.com, rnhunter@mwe.com
- Lance N Jurich ljurich@loeb.com, karnote@loeb.com;ladoCKET@loeb.com
- Steven J Kahn skahn@pszyjw.com
- Ivan L Kallick ikallick@manatt.com, ihernandez@manatt.com
- Jane Kim jkim@kellerbenvenuti.com
- Monica Y Kim myk@lnbrb.com, myk@ecf.inforuptcy.com
- Gary E Klausner gek@lnbyb.com
- Joseph A Kohanski jkohanski@bushgottlieb.com, kprestegard@bushgottlieb.com
- Jeffrey C Krause jkrause@gibsondunn.com, dtrujillo@gibsondunn.com;jstern@gibsondunn.com
- Chris D. Kuhner c.kuhner@kornfieldlaw.com
- Darryl S Laddin bkrfilings@agg.com
- Robert S Lampl advocate45@aol.com, rlisarobinsonr@aol.com
- Richard A Lapping richard@lappinglegal.com
- Paul J Laurin plaurin@btlaw.com, slmoore@btlaw.com;jboustani@btlaw.com
- David E Lemke david.lemke@wallerlaw.com,
chris.cronk@wallerlaw.com;Melissa.jones@wallerlaw.com;cathy.thomas@wallerlaw.com
- Elan S Levey elan.levey@usdoj.gov, louislin@usdoj.gov
- Tracy L Mainguy bankruptcycourtnotices@unioncounsel.net, tmainguy@unioncounsel.net
- Samuel R Maizel samuel.maizel@dentons.com,
alicia.aguilar@dentons.com;docket.general.lit.LOS@dentons.com;tania.moyron@dentons.com;kathryn.howard@dentons.com;joan.mack@dentons.com
- Alvin Mar alvin.mar@usdoj.gov

- Craig G Margulies Craig@MarguliesFaithlaw.com,
Victoria@MarguliesFaithlaw.com;David@MarguliesFaithLaw.com;Helen@MarguliesFaithlaw.com
- Hutchison B Meltzer hutchison.meltzer@doj.ca.gov, Alicia.Berry@doj.ca.gov
- Christopher Minier becky@ringstadlaw.com, arlene@ringstadlaw.com
- John A Moe john.moe@dentons.com,
glenda.spratt@dentons.com,derry.kalve@dentons.com,andy.jinnah@dentons.com
- Monserrat Morales mmorales@marguliesfaithlaw.com,
Victoria@marguliesfaithlaw.com;David@MarguliesFaithLaw.com;Helen@marguliesfaithlaw.com
- Kevin H Morse kevin.morse@saul.com, rmarcus@AttorneyMM.com;sean.williams@saul.com
- Marianne S Mortimer mmortimer@sycr.com, jrothstein@sycr.com
- Tania M Moyron tania.moyron@dentons.com, chris.omeara@dentons.com
- Alan I Nahmias anahmias@mbnlawyers.com, jdale@mbnlawyers.com
- Jennifer L Nassiri jennifernassiri@quinnemanuel.com
- Charles E Nelson nelsonc@ballardspahr.com, wassweilerw@ballardspahr.com
- Sheila Gropper Nelson shedoesbklaw@aol.com
- Mark A Neubauer mneubauer@carltonfields.com,
mlrodriguez@carltonfields.com;smcloughlin@carltonfields.com;schau@carltonfields.com;NDunn@carltonfields.com;ecfla@carltonfields.com
- Nancy Newman nnewman@hansonbridgett.com,
ajackson@hansonbridgett.com;calendarclerk@hansonbridgett.com
- Bryan L Ngo bngo@fortislaw.com,
BNgo@bluecapitallaw.com;SPicariello@fortislaw.com;JNguyen@fortislaw.com;JNguyen@bluecapitalaw.com
- Melissa T Ngo ngo.melissa@pbgc.gov, efile@pbgc.gov
- Abigail V O'Brient avobrient@mintz.com,
docketing@mintz.com;DEHashimoto@mintz.com;nleali@mintz.com;ABLevin@mintz.com
- John R OKeefe jokeefe@metzlewis.com, slohr@metzlewis.com
- Paul J Pascuzzi ppascuzzi@ffwplaw.com, lnlasley@ffwplaw.com
- Lisa M Peters lisa.peters@kutakrock.com, marybeth.brukner@kutakrock.com
- Christopher J Petersen cjpetersen@blankrome.com, gsolis@blankrome.com
- Mark D Plevin mplevin@crowell.com, cromos@crowell.com
- David M Poitras dpoitras@wedgewood-inc.com, dpoitras@jmbm.com;dmarcus@wedgewood-inc.com;aguisinger@wedgewood-inc.com
- Steven G. Polard spolard@ch-law.com, cborrayo@ch-law.com
- David M Powlen david.powlen@btlaw.com, pgroff@btlaw.com
- Christopher E Prince cprince@lesnickprince.com,
jmack@lesnickprince.com;mlampton@lesnickprince.com;cprince@ecf.courtdrive.com
- Lori L Purkey bareham@purkeyandassociates.com
- William M Rathbone wrathbone@grsm.com, jmydlandevans@grsm.com
- Jason M Reed Jason.Reed@Maslon.com
- Michael B Reynolds mreynolds@swlaw.com, kcollins@swlaw.com
- J. Alexandra Rhim arhim@hrhlaw.com
- Emily P Rich erich@unioncounsel.net, bankruptcycourtnotices@unioncounsel.net
- Lesley A Riis lriis@dpmclaw.com
- Debra Riley driley@allenmatkins.com
- Christopher O Rivas crivas@reedsmith.com, chris-rivas-8658@ecf.pacerpro.com

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

- Julie H Rome-Banks julie@bindermlalter.com
- Mary H Rose mrose@buchalter.com, salarcon@buchalter.com
- Megan A Rowe mrowe@dsrhealthlaw.com, lwestoby@dsrhealthlaw.com
- Nathan A Schultz nschultz@foxrothschild.com
- William Schumacher wschumacher@jonesday.com
- Mark A Serlin ms@swllplaw.com, mor@swllplaw.com
- Seth B Shapiro seth.shapiro@usdoj.gov
- Joseph Shickich jshickich@riddellwilliams.com
- Rosa A Shirley rshirley@nelsonhardiman.com,
ksherry@nelsonhardiman.com;lgill@nelsonhardiman.com;jwilson@nelsonhardiman.com;rrange@nelsonhardiman.com
- Kyrsten Skogstad kskogstad@calnurses.org, rcraven@calnurses.org
- Michael St James ecf@stjames-law.com
- Andrew Still astill@swlaw.com, kcollins@swlaw.com
- Jason D Strabo jstrabo@mwe.com, ahoneycutt@mwe.com
- Sabrina L Streusand Streusand@slolp.com
- Ralph J Swanson ralph.swanson@berliner.com, sabina.hall@berliner.com
- Gary F Torrell gft@vrmlaw.com
- United States Trustee (LA) ustpregion16.la.ecf@usdoj.gov
- Matthew S Walker matthew.walker@pillsburylaw.com, candy.kleiner@pillsburylaw.com
- Jason Wallach jwallach@ghplaw.com, g33404@notify.cincompass.com
- Kenneth K Wang kenneth.wang@doj.ca.gov,
Jennifer.Kim@doj.ca.gov;Stacy.McKellar@doj.ca.gov;yesenia.carro@doj.ca.gov
- Phillip K Wang phillip.wang@rimonlaw.com, david.kline@rimonlaw.com
- Gerrick Warrington gwarrington@frandzel.com, sking@frandzel.com
- Adam G Wentland awentland@tocounsel.com, lkwon@tocounsel.com
- Latonia Williams lwilliams@goodwin.com, bankruptcy@goodwin.com
- Michael S Winsten mike@winsten.com
- Jeffrey C Wisler jwisler@connollygallagher.com, dperkins@connollygallagher.com
- Neal L Wolf nwolf@hansonbridgett.com,
calendarclerk@hansonbridgett.com,lchappell@hansonbridgett.com
- Hatty K Yip hatty.yip@usdoj.gov
- Andrew J Ziaja aziaja@leonardcarder.com,
sgroff@leonardcarder.com;msimons@leonardcarder.com;lbadar@leonardcarder.com
- Rose Zimmerman rzimmerman@dalcycity.org

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL

VIA MAIL

Aetna Life Insurance Company
Attn: Paul Weller, Head of Provider
Litigation
1425 Union Meeting Rd.
Mail Stop U23S
Blue Bell PA 19422

Allen Matkins Leck Gamble Mallory & Natsis
LLP
Debra A. Riley, Esq.
One America Plaza
600 West Broadway, 27th Floor
San Diego CA 92101-0903

Allscripts Healthcare LLC
c/o Greg Bianchi
5995 Windward Pkwy
Alpharetta GA 30005-4184

Arnall Golden Gregory LLP
Darryl S. Laddin
171 17th Street NW, Suite 2100
Atlanta GA 30363-1031

Attorney General of California
Xavier Becerra
California Department of Justice
1300 "I" Street
Sacramento CA 95814

Attorney General of the United States
U.S. Department of Justice
950 Pennsylvania Avenue, NW
Washington DC 20530-0001

Baker & Hostetler LLP
Lauren T. Attard
11601 Wilshire Boulevard, Suite 1400
Los Angeles CA 90025-0509

Ballard Spahr LLP
Attn: Dustin P. Branch, Esq.
Nicholas M. Gross, Esq.
2029 Century Park East, Suite 800
Los Angeles CA 90067-2909

Ballard Spahr LLP
Brain D. Huben, Michael S. Meyers
2029 Century Park East, Suite 800
Los Angeles CA 90067-2909

Ballard Spahr LLP
William P. Wassweiler, Esq. and Charles E.
Nelson, Esq.
2000 IDS Center
80 South Eighth Street
Minneapolis MN 55402
Bart Florence
1620 North Market Blvd
Sacramento CA 95834

Barnes & Thornburg LLP
David M. Powlen, Kevin G. Collins
1000 N. West St., Suite 1500
Wilmington DE 19801

Barnes & Thornburg LLP
Paul J. Laurin
2029 Century Park E, Suite 300
Los Angeles CA 90067

BDO USA, LLP
Laurence W. Golberg Director, Receivables
Management
4135 Mendenhall Oaks Parkway, Suite 140
High Point NC 27265

Blakeley LLP
Scott E. Blakeley
18500 Von Karman Avenue, Suite 530
Irvine CA 92612

Bush Gottlieb, A Law Corporation
Attn: Joseph A. Kohanski, David E. Ahdoot,
Kirk M. Prestegard
801 North Brand Boulevard, Suite 950
Glendale CA 91203

California Department of Health Care
Services
Jennifer Kent, Director
1501 Capitol Avenue, Suite 4510
Sacramento CA 95814

California Nurses Association (CNA)
Attn: Kyrsten Skogstad, In-House Counsel;
Nicole J. Daro, Esq
Legal Department
155 Grand Avenue
Oakland CA 94612
Carlton Fields Jordan Burt, LLP
Mark Neubauer and Donald Kirk
2000 Avenue of the Stars Suite 530N
Los Angeles CA 90067-4707

California Secretary of State
1500 11th Street
Sacramento CA 95814

California State Board of Pharmacy
1625 North Market Boulevard
Sacramento CA 95834

Carlton Fields Jorden Burt PA
Donald R Kirk & John Ryan Yant
4221 W Boy Scout Blvd Ste 1000
Tampa FL 33607-5780

City of Daly City
Rose Zimmerman
City Attorney's Office
333 90th Street
Daly City CA 94015

Dentons US LLP
Samuel R. Maizel, John A. Moe, II, Tania M.
Moyron
601 South Figueroa Street, Suite 2500
Los Angeles CA 90017-5704

Devaney Pate Morris & Cameron, LLP
c/o Lesley A. Riis
402 W. Broadway, Suite 1300
San Diego CA 92101

DLA Piper LLP (US)
Eric D. Goldberg
2000 Avenue of the Stars
Suite 400 North Tower
Los Angeles CA 90067-4704

DLA Piper LLP (US)
Jade M. Williams
444 W. Lake Street, Suite 900
Chicago IL 60606-0089

Employment Development Dept.
722 Capitol Mall
Sacramento CA 95814

Engineers and Scientists of California
IFPTE Local 20 AFL-CIO & CLC
Danielle Lucido Chief Counsel
810 Clay St
Oakland CA 94607

Felderstein Fitzgerald
Willoughby & Pascuzzi LLP
Paul J. Pascuzzi
400 Capitol Mall, Suite 1750
Sacramento CA 95814

Fox Rothschild LLP
Attn: Michael A. Sweet, Nathan A. Schultz
345 California Street, Suite 2200
San Francisco CA 94104

Fox Rothschild LLP
Attn: Robert N. Amkraut, Esq
1001 Fourth Ave. Suite 4500
Seattle WA 98154

Gibbons P.C.
Attn: David N. Crapo, Esq.
One Gateway Center
Newark NJ 07102-5310

Greenberg Traurig, LLP
Michael R. Hogue
Four Embarcadero Center, Suite 3000
San Francisco CA 94111

Hanson Bridgett LLP
Neal L. Wolf
425 Market Street, 26th Floor
San Francisco CA 94105

Hunton Andrews Kurth LLP
Kevin M. Eckhardt
550 South Hope Street, Suite 2000
Los Angeles CA 90071

Internal Revenue Service
Attn Susanne Larson
31 Hopkins Plz Rm 1150
Baltimore MD 21201

Internal Revenue Service
Centralized Insolvency Operation
P.O. Box 7346
Philadelphia PA 19101-7346

Internal Revenue Service
Centralized Insolvency Operation
2970 Market St
Philadelphia PA 19104

Internal Revenue Service
300 North Los Angeles Street
Los Angeles CA 90012

Internal Revenue Service
600 Arch Street
Philadelphia PA 19101

Iris Lara
c/o Trisha Monesi
1875 Century Park East, Suite 100
Los Angeles CA 90067

JD Thompson Law
c/o Judy D. Thompson, Esq.
PO Box 33127
Charlotte NC 28233

Jones Day
Bruce Bennett
555 South Flower Street
Fiftieth Floor
Los Angeles CA 90071

KCC
Andres A. Estrada
2335 Alaska Ave
El Segundo CA 90245

Keller & Benvenuti LLP
Attn: Jane Kim
650 California Street, Suite 1900
San Francisco CA 94108

Keller & Benvenuti LLP
Attn: Peter J. Benvenuti, Jane Kim
650 California Street, Suite 1900
San Francisco CA 94108

Kornfield, Nyberg, Bendes,
Kuhner & Little, PC
Chris D. Kuhner, Esq.
1970 Broadway, Suite 600
Oakland CA 94612

Kutak Rock LLP
Lisa M. Peters
1650 Farnam St
Omaha NE 68102

Law Office of Florice Hoffman. L.C.
Florice Hoffman
8502 E. Chapman Avenue, Suite 353
Orange CA 92869

Leonard Carder, LLP
Shawn C. Groff, Mollie Simons,
Andrew J. Ziaja
1330 Broadway, Ste 1450
Oakland CA 94612

Loeb & Loeb LLP
Lance N. Jurich, Esq
10100 Santa Monica Blvd., Suite 2200
Los Angeles CA 90067-4120

Lord, Abbett & Co LLC
Robert Gerber

Los Angeles County Tax Collector
PO Box 54110
Los Angeles CA 90054-0110

Maslon LLP
Clark T Whitmore
3300 Wells Fargo Center
90 South Seventh Street
Minneapolis MN 55402

McDermott Will & Emery
Jason D. Strabo; James F. Owens
2049 Century Park East, 38th Floor
Los Angeles CA 90067-3218

McDermott Will & Emery
William Smith Nathan Coco Megan
Preusker
444 West Lake St., Suite 4000
Chicago IL 60606-0029

McDermott Will & Emery LLP
Gregory R. Jones
2049 Century Park East, Suite 3800
Los Angeles CA 90067-3218

McDermott Will & Emery LLP
James Kapp
444 West Lake Street, Suite 4000
Chicago IL 60606-0029

Medline Industries, Inc.
Shane Reed
Three Lakes Drive
Northfield IL 60093

Milbank, Tweed, Hadley & McCloy LLP
Gregory A. Bray Mark Shinderman & James
C. Behrens
2029 Century Park East, 33rd Floor
Los Angeles CA 90067

Mintz Levin Cohn Ferris Glovsky and
Popeo, P.C.
Attn: Daniel Bleck / Leonard Weiser-Varon
One Financial Center
Boston MA 02111

Mintz Levin Cohn Ferris Glovsky and
Popeo, P.C.
Attn: Paul J. Ricotta
666 Third Avenue
New York NY 10017

NantWorks, LLC and Nant Capital, LLC
Charles Kim
9920 Jefferson Boulevard
Culver City CA 90232

Office of the Attorney General
Alicia Berry, Deputy Attorney General
300 South Spring Street, Suite 1702
Los Angeles CA 90013

Office of the Attorney General
Consumer Law Section
Attn Bankruptcy Notices
455 Golden Gate Ave., Suite 11000
San Francisco CA 94102

Office of the Attorney General
Wendi A. Horwitz, Deputy Attorney General
Department of Justice
Office of the Attorney General
300 South Spring Street, Suite 1702
Los Angeles CA 90013
Pension Benefit Guaranty Corporation
("PBGC")
Attn: Michael Strollo and Emily Lesniewski
1200 K Street, NW
Washington DC 20005

Office of the California Attorney General
Department of Justice
Kenneth Wang
300 South Spring Street
Los Angeles CA 90013

Office of the California Attorney General
Department of Justice
Jennifer Kim
300 South Spring Street, Floor 9
Los Angeles CA 90013

Randick O'Dea & Tooliatos, LLP
Phillip G. Vermont
5000 Hopyard Road
Suite 225
Pleasanton CA 94588

RCB Equities #1 LLC
Brian Dror / Zvi Ryzman
5967 West 3rd Street, Suite 102
Los Angeles CA 90036

Reed Smith LLP
Marsha A. Houston, Christopher O. Rivas
355 South Grand Avenue, Suite 2900
Los Angeles CA 90071-1514

Resolution Law Firm P. C.
Sheila Gropper Nelson, Esq.
50 Osgood Place, 5th Fl.
San Francisco CA 94133

Rimon, P.C.
Phillip K. Wang, Esq.
One Embarcadero Center, Suite 400
San Francisco CA 94111

Rosemawr Municipal Partners Fund LP,
Rosemawr Capital II LP, RMA Capital
Partners LP
Greg Shlionsky Julie Morrone Elyse
Levesque
810 Seventh Avenue, 27th Floor
SEIU United Healthcare Workers West
Attn: David Miller
560 Thomas L Berkeley Way
Oakland CA 94612-1602

Securities & Exchange Commission
Secretary of the Treasury
100 F St NE
Washington DC 20549

Securities and Exchange Commission
200 Vesey Street, #400
New York NY 10281

Serlin & Whiteford, LLP
Mark A. Serlin, Esq.
701 E Street
Sacramento CA 95814

Shumaker, Loop, & Kendrick, LLP
Steven M. Berman
101 E. Kennedy Blvd., Suite 2800
Tampa FL 33602

Sodexo Operations, LLC, a Delaware
Limited Liability Company Sodexo CTM LLC
Attn: Brad Hamman
2301 Maitland Center Pkwy Ste 350
Maitland FL 32751-7417

St. James Law, P.C.
Michael St. James, Esq.
22 Battery Street, Suite 888
San Francisco CA 94111

State of California Board of Equalization
Account Information Group, MIC: 29
P.O. Box 942879
Sacramento CA 94279-0029

State of California Board of Equalization
Executive Director
450 N Street, MIC: 73
Sacramento CA 95814-0073

State of California Board of Equalization
Special Operations Bankruptcy
Team MIC: 74
P.O. Box 942879
Sacramento CA 94279-0074

State of California Employment
Development Department
Bankruptcy Group MIC 92E
P. O. Box 826880
Sacramento CA 94280-0001

State of California Franchise Tax Board
Franchise Tax Board Bankruptcy Section
MS: A-340
P. O. Box 2952
Sacramento CA 95812-2952

State of California Franchise Tax Board
Franchise Tax Board Chief Counsel
c/o General Counsel Section
P.O. Box 1720
MS: A-260
Rancho Cordova CA 95741-1720
Stradling Yocca Carlson & Rauth, P.C.
Paul R. Glassman, Esq. and Jeremy H.
Rothstein, Esq
100 Wilshire Boulevard, 4th Floor
Santa Monica CA 90401

State of California Franchise Tax Board
300 South Spring Street, #5704
Los Angeles CA 90013

Stradling Yocca Carlson & Rauth, P.C.
Attn: Marianne S. Mortimer; Paul R.
Glassman; Jeremy H. Rothstein
100 Wilshire Boulevard, 4th Floor
Santa Monica CA 90401

Theodora Oringer PC
Scott Schoeffel, Eric J. Fromme, Adam G
Wentland
535 Anton Boulevard, 9th Floor
Costa Mesa CA 92626-7109

Streusand, Landon, Ozburn & Lemmon, LLP
Sabrina L. Streusand
1801 S. Mopac Expressway, Suite 320
Austin TX 78746

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
Angela M. Belgrove, Assistant Regional
Counsel
Office of the General Counsel, Region IX
90 7th Street, Suite 4-500
UMB Bank, N.A.
Attn.: Virginia Anne Housum, Senior Vice
President
UMB Financial Corporation
120 Sixth Street South
Suite 1400
United States Attorneys Office
Northern District of California
Federal Courthouse
450 Golden Gate Avenue
San Francisco CA 94102

United States Trustee
Hatty K Yip
Office of the UST/DOJ
915 Wilshire Blvd., Suite 1850
Los Angeles CA 90017

Van Eck Associates Corporation
Charles Cameron

Wells Fargo Bank, N.A.
Jeffrey K. Carlson or Current Officer
608 Second Avenue South
Minneapolis MN 55402

Jeffrey C. Krause
Gibson Dunn & Crutcher LLP
333 S. Grand Ave.
Los Angeles, CA 90071-3197

U.S. Department of Justice, Civil Division
Seth B Shapiro
1100 L Street, N.W., Room 7114, Seventh
Floor
Washington DC 20005

United States Attorney's Office
Federal Building
Room 7516
300 North Los Angeles Street
Los Angeles CA 90012

United States Attorneys Office
Northern District of California
150 Almaden Boulevard
Suite 900
San Jose CA 95113

US Bank NA
Sandra Spivey, VP
Nevada Financial Center
2300 W. Sahara Ste 200
Las Vegas NV 89102

Waller Lansden Dortch & Davis, LLP
David E. Lemke, Melissa W. Jones
511 Union Street, Ste 2700
Nashville TN 37219

Wells Fargo Bank, N.A.
Mark V Birkholz; Corbin Connell
600 4th St. 6th Floor
MAC N9300-060
Minneapolis MN 55415

U.S. Securities and Exchange Commission
Attn: Bankruptcy Counsel
444 South Flower Street, Suite 900
Los Angeles CA 90071-9591

United States Attorneys Office
Central District of California
312 North Spring Street
Suite 1200
Los Angeles CA 90012

United States Department of Justice
Ben Franklin Station
P. O. Box 683
Washington DC 20044

USBC Central District of California
Ernest M. Robles
Edward R. Roybal Federal Building and U.S.
Courthouse
255 East Temple Street, Suite 1560
Los Angeles CA 90012
Weinberg Roger & Rosenfeld
c/o Emily P. Rich
1001 Marina Village Parkway, Suite 200
Alameda CA 94501-1091

Workday, Inc.
John Elrod; Ann Sandor
6110 Stoneridge Mall Road
Pleasanton CA 94588