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*Counsel for the Official Committee of
Unsecured Creditors of Verity Health System of
California, Inc., et al.*

**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
☐ Verity Health System of California, Inc.
☐ O'Connor Hospital
☐ Saint Louise Regional Hospital
☐ St. Francis Medical Center
☐ St. Vincent Medical Center
☐ Seton Medical Center
☐ O'Connor Hospital Foundation
☐ Saint Louise Regional Hospital
Foundation
☐ St. Francis Medical Center of
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

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. Ernest M. Robles

**FIFTH STIPULATION BETWEEN UMB
BANK, N.A. AND THE OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS REGARDING
CHALLENGE DEADLINE**



182015119021500000000009

1 This stipulation is entered between UMB Bank, N.A., as trustee (the “Master Trustee”), on the
2 one hand, and the Official Committee of Unsecured Creditors in the above-captioned jointly
3 administered cases (the “Committee”), on the other, with respect to the following:

4 1. On September 14, 2018, the Committee was formed.

5 2. On October 4, 2018, the Court entered its *Final Order (I) Authorizing Postpetition*
6 *Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Providing Superpriority*
7 *Administrative Expense Status, (IV) Granting Adequate Protection, (V) Modifying Automatic Stay,*
8 *and (VI) Granting Related Relief* (the “Final DIP Order”) [Docket No. 409].

9 3. Pursuant to paragraph 5(e) of the Final DIP Order, the Committee was provided 90
10 days from the date of its formation, i.e. until December 13, 2018, to challenge Prepetition Liens (as
11 defined in the Final DIP Order) asserted by the Master Trustee (the “Challenge Deadline”).

12 4. The Committee and Master Trustee entered into (i) that certain *Stipulation Between*
13 *UMB Bank, N.A. and the Official Committee of Unsecured Creditors Extending Challenge Deadline*
14 (the “First Challenge Deadline Stipulation”) [Docket No. 1049] prior to December 13, 2018, (ii) that
15 certain *Stipulation Between UMB Bank, N.A. and the Official Committee of Unsecured Creditors*
16 *Extending Challenge Deadline* (the “Second Challenge Deadline Stipulation”) [Docket No. 1250] on
17 or around January 11, 2019, (iii) that certain *Stipulation Between UMB Bank, N.A. and the Official*
18 *Committee of Unsecured Creditors Extending Challenge Deadline* [Docket No. 1391] on or around
19 January 28, 2019 (the “Third Challenge Deadline Stipulation”) and (iv) that certain *Stipulation*
20 *Between UMB Bank, N.A. and the Official Committee of Unsecured Creditors Extending Challenge*
21 *Deadline* [Docket No. 1538] on or around February 13, 2019 (the “Fourth Challenge Deadline
22 Stipulation”), and collectively with the First Challenge Deadline Stipulation, Second Challenge
23 Deadline Stipulation and Third Challenge Deadline Stipulation, the “Prior Challenge Deadline
24 Stipulations”).

25 5. Among other terms, the Prior Challenge Deadline Stipulations (i) included the
26 Committee’s acknowledgement of the Master Trustee’s valid and perfected liens on and security
27 interests in the Acknowledged Collateral (as defined in the First Challenge Deadline Stipulation), (ii)
28 provided that the Challenge Deadline would not be extended as to the Acknowledged Collateral, but

(iii) otherwise extended the Challenge Deadline to February 18, 2019 (the “Extended Challenge Deadline”) as it related to any assets of the Debtors other than the Acknowledged Collateral.

6. The Master Trustee and the Committee are continuing to discuss the extent and priority of liens therein and the Master Trustee has agreed to allow the Committee additional time on the terms reflected herein.

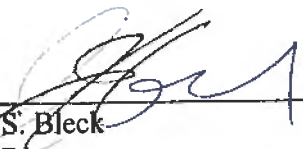
NOW, THEREFORE, all of the parties to this stipulation hereby stipulate as follows:

A. The Challenge Deadline shall be further extended from the Extended Challenge Deadline (February 18, 2019) to March 4 2019, *provided* the extension period does not apply to the Acknowledged Collateral, and the Challenge Deadline has not been extended for the Acknowledged Collateral.

B. For the avoidance of doubt, nothing herein shall affect, limit or impair any rights or interests of the Master Trustee in any of the Debtors’ existing or future assets, whether subject to the extended Challenge Deadline or otherwise.

[signature page follows]

1 **UMB Bank, N.A., as trustee**

2
3 By: 

4 Daniel S. Bleck

5 Paul J. Ricotta

6 Ian A. Hammel

7 Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

8 Counsel to UMB Bank, N.A.

9 **Official Committee of Unsecured Creditors**

10
11 By: 

12 Gregory A. Bray

13 Mark Shinderman

14 James C. Behrens

15 Milbank, Tweed, Hadley & McCloy LLP

16 Counsel to the Official Committee of Unsecured Creditors

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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:

2029 Century Park E, 33rd Floor, Los Angeles, CA 90067.

A true and correct copy of the foregoing document entitled (*specify*): **FIFTH STIPULATION BETWEEN UMB BANK, N.A. AND THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS REGARDING CHALLENGE DEADLINE** 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 15, 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 15, 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 15, 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.

☒ 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 15, 2019 Beth A. Aalberts
Date Printed Name

/s/ Beth A. Aalberts
Signature

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(Via FedEx Overnight)

The Honorable Ernest M. Robles

United States Bankruptcy Court
Central District of California
Edward R. Roybal Federal Building and Courthouse
255 E. Temple Street, Suite 1560/Courtroom 1568
Los Angeles, CA 90012-3300

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