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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 Verity Health System of
California, Inc.
☐ 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. 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. Judge Ernest M. Robles

**STIPULATION CONTINUING HEARING AND
EXTENDING OBJECTION DEADLINE FOR
NANTWORKS, LLC AND NANTHEALTH, INC. RE
ORDER (1) APPROVING FORM OF ASSET PURCHASE
AGREEMENT FOR STALKING HORSE BIDDER AND
FOR PROSPECTIVE OVERBIDDERS, (2) APPROVING
AUCTION SALE FORMAT, BIDDING PROCEDURES
AND STALKING HORSE BID PROTECTIONS
[RELATES TO DOCKET NO. 1572, 2128, 2157, 2618,
2795, 2882]**

Continued Hearing:

Date: September 25, 2019

Time: 10:00 a.m.

Place: Courtroom 1568

255 East Temple Street

Lo:



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1 This stipulation is entered between the above-captioned debtors and debtors in possession
2 (the “Debtors”), on the one hand, and NantWorks, LLC and NantHealth, Inc. (together, the
3 “Counterparties”), on the other, in the above-captioned jointly administered cases with respect to
4 the following:

5 1. On February 19, 2019, the Court entered its *Order (I) Approving Form Of Asset*
6 *Purchase Agreement For Stalking Horse Bidder And For Prospective Overbidders, (2) Approving*
7 *Auction Sale Format, Bidding Procedures And Stalking Horse Bid Protections, (3) Approving*
8 *Form Of Notice To Be Provided To Interested Parties, (4) Scheduling A Court Hearing To*
9 *Consider Approval Of The Sale To The Highest Bidder, And (5) Approving Procedures Related To*
10 *The Assumption Of Certain Executory Contracts And Unexpired Leases; And (II) An Order*
11 *(A) Authorizing The Sale Of Property Free And Clear Of All Claims, Liens And Encumbrances*
12 [Docket No. 1572] the (“Bidding Procedures Order”), which set a deadline for counterparties to
13 executory contracts and unexpired leases to object to the cure amounts, identified by the Debtors,
14 on or before March 22, 2019, at 4:00 p.m. (PST) (the “Objection Deadline”).

15 2. On March 22, 2019, the Court approved an extension of the Objection Deadline for
16 the Counterparties to March 29, 2019, at 4:00 p.m. [Docket No. 1886].

17 3. On April 1, 2019, the Court approved an extension of the Objection Deadline for
18 the Counterparties to April 5, 2019, at 4:00 p.m. [Docket No. 1968].

19 4. On April 9, 2019, the Court approved an extension of the Objection Deadline for
20 the Counterparties to April 10, 2019, at 4:00 p.m. [Docket No. 2098].

21 5. The Bidding Procedures Order provides that the Court will hold a hearing on April
22 17, 2019, at 10:00 a.m. (Pacific Time) to consider the sale.

23 6. On April 11, 2019, the Court approved an extension of the Objection Deadline for
24 the Counterparties to May 22, 2019, and continued the April 17, 2019, at 10:00 a.m. (Pacific
25 Time), hearing date on the Counterparties’ cure objections, if any, to June 5, 2019, at 10:00 a.m.
26 (Pacific Time) [Docket No. 2128].

1 7. On April 12, 2019, NantHealth, Inc. filed the *Objection Of NantHealth, Inc. To*
2 *Proposed Assumption And Assignment Of Executory Contracts And Unexpired Leases* [Docket
3 No. 2157] (the “NantHealth Objection”).

4 8. On April 15, 2019, NantHealth, Inc. and the Debtors filed the *Stipulation*
5 *Continuing Hearing Re Objection Of NantHealth, Inc. To Proposed Assumption And Assignment*
6 *Of Executory Contracts And Unexpired Leases* [Docket No. 2208], which the Court approved on
7 April 16, 2019 [Docket No. 2218], continuing the hearing date with respect to the NantHealth
8 Objection to June 5, 2019, at 10:00 a.m.

9 9. On May 22, 2019, the Debtors and the Counterparties filed the *Stipulation*
10 *Continuing Hearing and Extending Objection Deadline for NantWorks, LLC and NantHealth, Inc.*
11 *re Order (1) Approving Form of Asset Purchase Agreement for Stalking Horse Bidder and for*
12 *Prospective Overbidders, (2) Approving Auction Sale Format, Bidding Procedures and Stalking*
13 *Horse Bid Protections* [Docket No. 2419], which the Court approved on May 23, 2019 [Docket
14 No. 2427], continuing the June 5, 2019, at 10:00 a.m. (Pacific Time), hearing date with respect to
15 the Counterparties’ cure objections, if any, and the NantHealth Objection to July 10, 2019, at
16 10:00 a.m. (Pacific Time) (the “Hearing Date”). The Court further continued the Objection
17 Deadline to June 26, 2019, at 4:00 p.m. (Pacific Time), and set July 3, 2019, at 4:00 (Pacific Time)
18 as the deadline for the Debtors to file their reply to any objections filed by the Counterparties (the
19 “Reply Deadline”).

20 10. On June 25, 2019, the Court entered its *Order Approving Stipulation Continuing*
21 *Hearing and Extending Objection Deadline for NantWorks, LLC and NantHealth, Inc. re Order*
22 *(1) Approving Form of Asset Purchase Agreement for Stalking Horse Bidder and for Prospective*
23 *Overbidders, (2) Approving Auction Sale Format, Bidding Procedures and Stalking Horse Bid*
24 *Protections[...]* [Docket No. 2618], continuing the Hearing Date to August 7, 2019, at 10:00 a.m.
25 (Pacific Time), the Objection Deadline to July 24, 2019, at 4:00 p.m. (Pacific Time) and the Reply
26 Deadline to July 31, 2019, at 4:00 p.m. (Pacific Time).

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1 11. On July 25, 2019, the Court entered its *Order Approving Stipulation Continuing*
2 *Hearing and Extending Objection Deadline for NantWorks, LLC and NantHealth, Inc. re Order*
3 *(1) Approving Form of Asset Purchase Agreement for Stalking Horse Bidder and for Prospective*
4 *Overbidders, (2) Approving Auction Sale Format, Bidding Procedures and Stalking Horse Bid*
5 *Protections* [Docket No. 2795], continuing the Hearing Date to August 21, 2019, at 10:00 a.m.
6 (Pacific Time), the Objection Deadline to August 7, 2019, at 4:00 p.m. (Pacific Time) and the
7 Reply Deadline to August 14, 2019, at 4:00 p.m. (Pacific Time).

8 12. On August 9, 2019, the Court entered its *Order Approving Stipulation Continuing*
9 *Hearing and Extending Objection Deadline for NantWorks, LLC and NantHealth, Inc. re Order*
10 *(1) Approving Form of Asset Purchase Agreement for Stalking Horse Bidder and for Prospective*
11 *Overbidders, (2) Approving Auction Sale Format, Bidding Procedures and Stalking Horse Bid*
12 *Protections* [Docket No. 2882], continuing the Hearing Date to September 4, 2019, at 10:00 a.m.
13 (Pacific Time), the Objection Deadline to August 21, 2019, at 4:00 p.m. (Pacific Time) and the
14 Reply Deadline to August 28, 2019, at 4:00 p.m. (Pacific Time).

15 13. The Counterparties and the Debtors have continued in discussions regarding cure
16 amounts and assumption and assignment related to executory contracts and unexpired leases, and
17 the Debtors have agreed to further extend the Objection Deadline to allow additional time to
18 review and reconcile such amounts.

19 14. The Counterparties and the Debtors have also agreed to continue the Hearing Date
20 as to the NantHealth Objection and any objection or supplemental objection that will be filed by
21 the Counterparties to September 25, 2019, at 10:00 a.m. (Pacific Time).

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

23 A. The Hearing Date shall be continued from September 4, 2019, at 10:00 a.m. to
24 September 25, 2019, at 10:00 a.m. (Pacific Time).

25 B. The Objection Deadline for the Counterparties shall be continued to September 11,
26 2019, at 4:00 p.m. (Pacific Time).

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1 C. The Reply Deadline for the Debtors shall be continued to September 18, 2019, at
2 4:00 p.m. (Pacific Time).

3
4 **Verity Health System of California, Inc. et al.**

5 DATED: August 21, 2019

DENTONS US LLP

6 By: /s/ Tania M. Moyron

7 Samuel Maizel

8 Tania M. Moyron

Counsel to Debtors and Debtors in Possession

9
10 **NantWorks, LLC**

11 DATED: August 21, 2019

JONES DAY

12
13 By: Ben Rosenblum

14 Benjamin Rosenblum
Counsel to NantWorks, LLC

15
16 **NantHealth, Inc.**

17
18 DATED: August 21, 2019

JONES DAY

19
20 By: Ben Rosenblum

21 Benjamin Rosenblum
Counsel to NantHealth, Inc.

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