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Counsel for Creditor  
Seoul Medical Group Inc.

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

In re:

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

Debtor and Debtor 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

**SEOUL MEDICAL GROUP, INC.'S  
OBJECTION TO (1) DEBTORS' MOTION TO  
APPROVE PROPOSED DISCLOSURE  
STATEMENT, (2) PROPOSED DISCLOSURE  
STATEMENT, AND (3) PROPOSED  
CHAPTER 11 PLAN OF LIQUIDATION**

HEARING:

Date: October 2, 2019  
Time: 10:00 a.m.  
Place: Crtrm. 1568



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Creditor Seoul Medical Group, Inc. (hereinafter “SMG” or “Group”), by and through their counsel, hereby objects to, and opposes, the Debtors’ motion to approve disclosure statement, the proposed disclosure statement, and the proposed chapter 11 plan of liquidation.

The motion, disclosure statement, and plan represent a premature, speculative, vague and infeasible proposed plan described by the fundamentally flawed disclosure statement. The disclosure statement has three significant flaws that compel this objection at this time: (1) it lacks required adequate information; (2) the Liquidating Trust is an illegal end-run around the Bankruptcy Code and applicable nonbankruptcy law; and (3) the deemed substantive consolidation is unnecessary and injurious to creditors, especially creditors of debtor St. Vincent Medical Center (“SVMC”) such as SMG.

## **BACKGROUND**

1. On or about August 31, 2018, SVMC filed its voluntary Chapter 11 petition for relief under Title 11 of the United States Code (the “Bankruptcy Code”) under Case No. 2:18-bk-20164-ER, which was administratively consolidated with the bankruptcy cases of its affiliates under the lead case number, 2:18-bk-20151-ER.

2. SMG was not listed in the petitions on the lists of fifty (50) of the largest unsecured creditors. Compare 2:18-bk-20151-ER, Doc 1, Pages 8-13 and 2:18-bk-20164- ER, Doc 1, Pages 9-14. SMG should have been listed among the top ten (10) largest unsecured creditors.

3. SVMC did schedule an unliquidated, disputed claim in the amount of \$5,291,292.00 owed to SMG under a May 1, 2017 Risk Sharing Agreement executory contract between SVMC and SMG (“RSA Executory Contract”). See 2:18-bk-20164-ER, Doc 10, Page 101, Entered 10/15/18.

4. The Debtors initially identified SMG’s RSA Executory Contract with SVMC as one of 1,193 executory contracts that may be included in the sale of SVMC to a prospective purchaser Strategic. On March 5, 2019, Debtors filed that Notice to Counterparties To Executory Contracts And Unexpired Leases Of The Debtors That May Be Assumed And Assigned – 2:18-bk-20151-ER, Doc 1704 – listing SMG among the parties to executory contracts, i.e.: Exhibit A:

1 Part 1: Executory Contracts Subject To Assumption (St. Vincent Medical Center & St. Vincent  
2 Dialysis Center, Inc.). The Motion sought multiple forms of relief under the Bankruptcy Code,  
3 including the proposed assumption and assignment of multiple executory contracts from Debtors  
4 to Strategic (collectively, the “Executory Contracts”).

5 5. On April 11, 2019, Debtor filed that Notice of Executory Contracts and Unexpired  
6 Leases Designated by Strategic Global Management, Inc. For Assumption and Assignment. 2:18-  
7 bk-20151-ER, Doc 2131. Exhibit A attached thereto indicated that SMG’s RSA Executory  
8 Contract with SVMC was “Removed” from the list of Designated Contracts by the purchaser.

9 6. The RSA Executory Contract was “removed” by mistake because the original  
10 termination date was December 31, 2018, but the parties agree that the agreement was not  
11 terminated. Instead it was renewed for a one-year Renewal Term from January 1, 2019 through  
12 December 31, 2019.

13 7. On May 22, 2019, SMG timely filed a proof of claim for an estimated amount of  
14 \$3,988,832.37 from risk pool surplus funds owed by SVMC to SMG under the RSA Executory  
15 Contract for the 2018 Calculation Period (plus, a \$20,000.00 attorney fee placeholder). See 2:18-  
16 bk-20151-ER, claim 1446-1; 2:18-bk-20164-ER, Claim 256-1.

17 8. On or about June 20, 2019, SMG filed its Notice of Motion and Amended Motion  
18 for Specified Period to Assume or Reject Executory Contract Between St. Vincent Medical Center  
19 and Seoul Medical Group, Inc.; Supporting Memorandum of Points and Authorities and  
20 Declarations. 2:18-bk-20151-ER, Doc 2579. In summary, SMG alleges that there are unperformed  
21 mutual obligations under the RSA Executory Contract. SMG specifically alleges that SVMC  
22 remains obligated under the RSA Executory Contract to provide SMG with a Final Settlement  
23 Notice with supporting electronic data as to the 2018 Calculation Period and SMG remains  
24 obligated to conduct its audit of the notice and data to ensure that no hospital-services claims were  
25 paid out of the risk pool funds to unauthorized vendors or for improper claims and other  
26 obligations under the RSA Executory Contract. Without SVMC’s Final Settlement Notice and  
27 data and SMG’s audit, the amount of \$3,988,832.37 remains an estimate of a disputed amount. If  
28 the RSA Executory Contract is assumed and assigned to Strategic without resolution of this

1 disputed amount, Strategic will not be required to cure default on the disputed amount and SMG's  
2 claim will remain with the Debtors' bankruptcy cases as either a general unsecured claim or an  
3 administrative expense entitled to priority.

4 9. The Debtors and Strategic filed oppositions to SMG's June 19th motion (see docket  
5 entries 2632, 2625, respectively) to which SMG replied (see docket entries 2667, 2668, and also  
6 2733). Hearings on the motion have been continued as SMG and Strategic continue conversations  
7 around the assumption and assignment of the RSA Executory Contract. No other motions have  
8 been filed with regard to this subject matter.

9 10. To resolve these matters, SMG, Strategic, and SVMC have negotiated over the past  
10 several months at arms-length, and the parties are in agreement that the RSA Executory Contract  
11 should be assumed by the Debtor and assigned to Strategic, subject to mutual satisfaction of all  
12 terms and conditions presently under negotiation.

13  
14 **DISCLOSURE STATEMENT REQUIRES ADEQUATE INFORMATION**

15 Debtor's Chapter 11 Disclosure Statement fails to provide adequate information of a  
16 quantity and quality required by 11 U.S.C. § 1125(b), generally described in 11 U.S.C.  
17 § 1125(a)(1) as "information of a kind, and in sufficient detail, as far as is reasonably practicable  
18 in light of the nature and history of the debtor, ....that would enable a hypothetical reasonable  
19 investor typical of holders of claims or interests of the relevant class to make an informed  
20 judgment." Courts have identified a list of disclosures relevant to Chapter 11 Disclosure  
21 Statements as follows:

- 22 1. The circumstances that gave rise to the filing of the bankruptcy  
petition;
- 23 2. A complete description of the available assets and their value;
- 24 3. The anticipated future of the debtor;
- 25 4. The source of information provided in the disclosure statement;
- 26 5. A disclaimer, which typically indicates that no statements or  
information concerning the debtor or its assets or securities are  
authorized, other than those set forth in the disclosure statement;
- 27 6. The condition and performance of the debtor while in Chapter 11;
- 28 7. Information regarding claims against the estate;
8. A liquidation analysis setting forth the estimated return those  
creditors would receive under Chapter 7;

9. The accounting and valuation methods used to produce the financial information in the disclosure statement;
10. Information regarding the future management of the debtor, including the amount of compensation to be paid to any insiders, directors, and/or officers of the debtor;
11. A summary of the plan of reorganization;
12. An estimate of all administrative expenses, including attorneys' fees and accountants' fees;
13. The collectibility of any accounts receivable;
14. Any financial information, valuations or pro forma projections that would be relevant to creditors' determinations of whether to accept or reject the plan;
15. Information relevant to the risks being taken by the creditors and interest holders;
16. The actual or projected value that can be obtained from avoidable transfers;
17. The existence, likelihood and possible success of non-bankruptcy litigation;
18. The tax consequences of the plan; and
19. The relationship of the debtor with affiliates.

*See, In re Cardinal Congregate I.*, 121 B.R.760 (Bankr. S.D. Ohio 1990) (additional citations omitted; regarding list of standard information in disclosure statements to meet adequacy standard).

11 USCS § 1125(b) provides that:

An acceptance or rejection of a plan may not be solicited after the commencement of the case under this title from a holder of a claim or interest with respect to such claim or interest, unless, at the time of or before such solicitation, there is transmitted to such holder the plan or a summary of the plan, and a written disclosure statement approved, after notice and a hearing, by the court as containing adequate information.

"Adequate information" is defined as:

information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor's books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such a hypothetical investor of the relevant class to make an informed judgment about the plan...

The debtor's disclosure statement must provide enough information that an investor or claim holder can make an informed judgment about accepting or rejecting the proposed plan. 11

U.S.C. § 1125(a)(l) and (b); *see In re Diversified Investors Fund XVII*, 91 B.R. 559, 560-61 (Bankr. C.D. Cal. 1988) (citations omitted). The debtor may not solicit the acceptance or rejection of a plan until a "written disclosure statement with adequate information has been approved by the Court following notice and a hearing." *Id.*

**DEBTORS' DISCLOSURE STATEMENT LACKS ADEQUATE INFORMATION AS TO  
TREATMENT OF CLAIMS, LIQUIDATING TRUST, AND DEEMED SUBSTANTIAL  
CONSOLIDATION**

Despite tens of millions of dollars spent in this case to present very specific information in the Debtors' schedules, the disclosure statement lacks adequate information of a kind, and in sufficient detail, to enable a "hypothetical investor" typical of the holders of claims and interests in the case, let alone creditor SMG, to make an informed judgment about the plan. For example, SMG cannot determine, or even gain a clue, from the disclosure statement what the Debtors' proposed treatment would be in the event that SMG's executory contract with debtor St. Vincent Medical Center ("SVMC" or "Hospital") is not assumed and assigned to purchaser Strategic Global Management (hereafter "Strategic").

Furthermore, the Liquidating Trust Agreement itself is missing entirely. The Debtors propose a Liquidating Trust that "will hold and prosecute Causes of Action (including Avoidance Actions) and other Liquidating Trust Assets" over "an initial duration of five (5) years (subject to possible extension)." Page 61 of 105. The Liquidating Trust idea is merely a device by which the Debtors can pretend that they do not need to identify such Causes of Action, but of course the disclosure statement must contain all such material information. *In re Cardinal Congregate I*, 121 B.R. 760, 764-766 (Bankr. S.D. Ohio 1990)(at 766: "A disclosure statement should likewise contain all material information relating to the risks posed to creditors and equity interest holders under the proposed plan of reorganization. *In re Adana Mortgage Bankers, Inc.*, 14 B.R. 29, 31 (Bankr.N.D.Ga.1981)."; at 767: "an identification and discussion of all causes of action which the debtor may pursue under the Bankruptcy Code or other applicable law should be included in the Disclosure Statement. The debtor's intentions as to these causes of action must also be

disclosed.”). This redundant invention is neither anticipated, nor allowed, by the Bankruptcy Code. It reeks of an end-run around both the Bankruptcy Code and applicable nonbankruptcy laws (e.g., California’s Uniform Voidable Transactions Act generally limits avoidance actions to four years – e.g., Civil Code § 3439.09 – and the Bankruptcy Code extends the period of time two more years – 11 U.S.C. § 108(a)(2); the Debtors’ proposal though vague appears to ask for a court order extending that period out five years). It should not be permitted by the court. Moreover, because no expected returns from the Liquidating Trust are provided, the Liquidating Trust’s wholly speculative litigation proceeds cannot be relied upon to determine plan feasibility and, as it stands, the plan may be “patently unconfirmable.” *In re American Capital Equip., LLC*, 688 F.3d 145, 156 (3<sup>rd</sup> Cir. 2012).

In addition, the deemed substantive consolidation analysis presented by the Debtors in the disclosure statement fails to make a comparison between the consolidated and the unconsolidated scenarios as to the threshold issue, i.e., “to ensure the equitable treatment of all creditors.” Page 96 of 105. The analysis also fails to satisfy either of the two independent factors, or the third, un-enumerated factor. The first factor is whether creditors dealt with the debtors as a single economic unit and did not rely on their separate identity in extending credit. *Bonham*, 229 F.3d at 766. Second, whether the affairs of the debtor are so entangled that consolidation will benefit all creditors. *Bonham*, 229 F.3d at 766. And the third, un-enumerated factor that goes to the heart of the substantive consolidation analysis is whether the equities of the case demonstrate that substantive consolidation is reasonable under the circumstances. *See, e.g., In re Bashas’ Inc.*, 437 B.R. 874 (Bankr. D. Ariz. 2010).

The Debtors are trying to sell to the court the red herring that conditions imposed by the Attorney General applied structural and operational limitations on the Debtors collectively that required the Debtors to integrate financially. This contention is neither provable nor disprovable, nor relevant.

What “a searching review of the record” reveals is that \$1.044 billion of personal property assets scheduled by the Debtors were intercompany accounts receivables. And inversely, the same \$1.044 billion were scheduled as general unsecured claims. Of the \$3.077 billion in scheduled

1 secured debt, more than \$2.509 billion in claims were duplicative. When intercompany obligations  
2 and duplicative secured debt are removed from the equation, the scheduled assets of ALL debtors  
3 are \$803,730,722.70 and the scheduled debts of ALL debtors are \$809,553,580.66. Almost  
4 solvent.

5 But when one conducts “a searching review of the record” as to St. Vincent Medical  
6 Center (“SVMC”) alone, the contrast between the consolidated and unconsolidated scenarios is  
7 stark. SVMC lists only \$8,487,015.00 in intercompany accounts receivable (i.e., monies owed by  
8 other debtors to SVMC) among its assets, but \$293,386,974.97 in claims owed to other Verity  
9 debtors. Of the \$461,445,000.00 secured claims scheduled against SVMC, only \$50,783,650.00  
10 should be allocated to SVMC based on a ratio of SVMC’s real property assets to all debtors’ real  
11 property assets. Removing the intercompany obligations and duplicative secured debt from the  
12 SVMC equation yields assets of \$120,372,726.43 against scheduled debts of only \$69,664,044.93.

13 Thus, “a searching review of the record” reveals that consolidation will provide nothing for  
14 general unsecured creditors of the consolidated debtors. Yet, separating out SVMC from other  
15 debtors will likely yield a dividend for general unsecured creditors.

16  
17 **RESERVATION OF RIGHTS**

18 Even though SMG continues to document its agreement for assumption by Strategic in  
19 good faith, SMG must reserve any and all rights to further object to the motion, the disclosure  
20 statement as filed or amended, and to confirmation of the proposed plan as filed or amended.

21  
22 Date: September 18, 2019

THE ORANTES LAW FIRM, P.C

23 /s/ Giovanni Orantes

24 Giovanni Orantes

25 Luis A Solorzano

26 Counsel for the Seoul Medical Group, Inc.  
27  
28



## 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:

The Orantes Law Firm, P.C.  
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Los Angeles, CA 90010

A true and correct copy of the foregoing document entitled (*specify*): SEOUL MEDICAL GROUP, INC.'S OBJECTION TO (1) DEBTORS' MOTION TO APPROVE PROPOSED DISCLOSURE STATEMENT, (2) PROPOSED DISCLOSURE STATEMENT, AND (3) PROPOSED CHAPTER 11 PLAN OF LIQUIDATION 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*) 09/18/2019, 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*) 09/18/2019, 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.

United States Bankruptcy Court  
Honorable Judge Ernest M. Robles  
255 E. Temple Street, Suite 1560  
Los Angeles, CA 90012

☐ 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*) \_\_\_\_\_, 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.

09/18/2019  
Date

Andrea M. Castro  
Printed Name

  
Signature

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