

SAMUEL R. MAIZEL (Bar No. 189301)
samuel.maizel@dentons.com
TANIA M. MOYRON (Bar No. 235736)
tania.moyron@dentons.com
DENTONS US LLP
601 South Figueroa Street, Suite 2500
Los Angeles, California 90017-5704
Tel: (213) 623-9300 / Fax: (213) 623-9924

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

**OMNIBUS STIPULATION CONTINUING HEARING ON OBJECTIONS RE
CURE AND OTHER ISSUES RE ORDER (A) AUTHORIZING THE SALE OF
CERTAIN OF THE DEBTORS' ASSETS TO STRATEGIC GLOBAL
MANAGEMENT, INC. [...] [RELATED TO DKT. NOS. 1704, 1836, 2065, 2131,
2306, 2472, 2685, 2823, 2964, 3040, 3123, 3125, 3366]**

Original Hearing:

Date: October 30, 2019

Continued Hearing:

Date: November 13, 2019

Time: 10:00 a.m.

Place: United States Bankruptcy Court, Courtroom 1568
255 East Temple Street
Los Angeles, California 90012



182015119102300000000013

DENTONS US LLP
601 SOUTH FIGUEROA STREET, SUITE 2500
LOS ANGELES, CALIFORNIA 90017-5704
(213) 623-9300

DENTONS US LLP
601 SOUTH FIGUEROA STREET, SUITE 2500
LOS ANGELES, CALIFORNIA 90017-5704
(213) 623-9300

1 This stipulation is entered between Verity Health System of California, Inc. and the above-
2 referenced affiliated debtors, the debtors and debtors in possession in the above-captioned chapter
3 11 bankruptcy case (collectively, the “Debtors”), on the one hand, and UnitedHealthcare Insurance
4 Company, Cigna Healthcare of California, Inc., Cigna Health and Life Insurance Company of
5 North America, Abbott Laboratories Inc. and Alere Informatics, Inc., Health Net, LLC, Kaiser
6 Foundation Hospitals, Smith & Nephew, Inc., Aetna Life Insurance Company, St. Vincent IPA
7 Medical Corporation, SCAN Health Plan, QuadraMed Affinity Corporation, Picis Clinical
8 Solutions Inc., Premier, Inc. and its subsidiaries, Roche Diagnostics Corporation, AppleCare
9 Medical Group, Inc., AppleCare Medical Group, St. Francis Inc., AppleCare Medical
10 Management LLC and GE HFS, LLC (together, the “Counterparties”), on the other, in the above-
11 captioned jointly administered cases with respect to the following:

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

22 2. On March 5, 2019, the Debtors filed a *Notice of Counterparties to Executory*
23 *Contracts and Unexpired Leases of the Debtors That May Be Assumed and Assigned* [Docket No.
24 1704]. On March 18, 2019, the Debtors filed a *Supplemental Notice re Notice to Counterparties*
25 *to Executory Contracts and Unexpired Leases of the Debtors that May be Assumed and Assigned*
26 [Docket No. 1836].

DENTONS US LLP
601 SOUTH FIGUEROA STREET, SUITE 2500
LOS ANGELES, CALIFORNIA 90017-5704
(213) 623-9300

3. The Counterparties each timely filed objections, objecting to, among other things, proposed cure amounts and assumption and assignment of their executory contracts and unexpired leases (the “Cure Objections”).¹

4. On May 2, 2019, the Court entered its *Order (A) Authorizing the Sale of Certain of the Debtors’ Assets to Strategic Global Management, Inc. Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) Approving the Assumption and Assignment of an Unexpired Lease Related Thereto; and (C) Granting Related Relief* [Docket No. 2306] (the “Sale Order”), which set a hearing for June 5, 2019, at 10:00 a.m., for Cure Objections (the “Hearing Date”), and set a deadline for the Debtors to reply to the Cure Objections for May 29, 2019, at 4:00 p.m. (PT) (the “Reply Deadline”). Sale Order at ¶ 34.

5. On May 30, 2019, the Court entered its *Order Approving Omnibus Stipulation Continuing Hearing on Objections re Cure and Other Issues re Order (A) Authorizing the Sale of Certain of the Debtors’ Assets to Strategic Global Management, Inc.* [Docket No. 2472], continuing the Hearing Date to July 10, 2019, at 10:00 a.m. and the Reply Deadline to July 3, 2019, at 4:00 p.m. (PT). Thereafter, the Court entered several orders approving additional continuances of the Hearing Date and Reply Deadline. [See Docket Nos. 2685, 2823, 2964, 3040, 3123, 3125, 3366]. The current Hearing Date is October 30, 2019, at 10:00 a.m., and the Reply Deadline is October 23, at 4:00 p.m. (PT).

6. The Debtors have resolved various objections to proposed cure amounts and assumption and assignment of their executory contracts and unexpired leases. Other such objections have been resolved as moot. There have been various objections that have been resolved and are otherwise moot.

¹ The docket numbers of each Cure Objection are as follows: UnitedHealthcare Insurance Company [Docket Nos. 1858, 2145], Kaiser Foundation Hospitals [Docket No. 1866], Smith & Nephew, Inc. [Docket No. 1873], QuadraMed Affinity Corporation and Picis Clinical Solutions Inc. [Docket No. 1882], Abbott Laboratories Inc. and Alere Informatics, Inc. [Docket No. 1890], Aetna Life Insurance Company [Docket No. 1930], Health Net, LLC [Docket No. 1940], St. Vincent IPA Medical Corporation [Docket No. 1949], SCAN Health Plan [Docket Nos. 1965, 2162], Cigna Healthcare of California, Inc., Cigna Health and Life Insurance Company of North America [Docket No. 1850], Premier, Inc. and its subsidiaries [Docket Nos. 1954, 2066], Roche Diagnostics Corporation [Docket No. 1849], AppleCare Medical Group, Inc., AppleCare Medical Group, St. Francis Inc., AppleCare Medical Management LLC [Docket Nos. 1857, 2144] and GE HFS, LLC [Docket No. 1863].

7. As to the remaining Cure Objections, the Debtors and the Counterparties have (i) continued discussions regarding disputed cure amounts related to executory contracts and unexpired leases and the assumption and assignment of the same to Strategic Global Management, Inc. and (ii) agreed to continue the Hearing Date to allow additional time to resolve such issues.

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

A. The Hearing Date will be continued to November 13, 2019, at 10:00 a.m. (PT).

B. The Debtors' Reply Deadline is extended to November 6, 2019, at 4:00 p.m. (PT).

Verity Health System of California, Inc. et al.

DATED: October 23, 2019

DENTONS US LLP

By: /s/ Tania M. Moyron

Samuel Maizel

Tania M. Moyron

Counsel to Debtors and Debtors in Possession

UnitedHealthcare Insurance Company

DATED: October 23, 2019

SHIPMAN & GOODWIN LLP

By: 

Eric Goldstein

Counsel to UnitedHealthcare Insurance Company

**AppleCare Medical Group, Inc.,
AppleCare Medical Group, St. Francis Inc.,
AppleCare Medical Management LLC**

DATED: October 23, 2019

SHIPMAN & GOODWIN LLP

By: 

Eric Goldstein

Counsel to AppleCare Medical Group, Inc.,

AppleCare Medical Group, St. Francis Inc.,

AppleCare Medical Management LLC

DENTONS US LLP
601 SOUTH FIGUEROA STREET, SUITE 2500
LOS ANGELES, CALIFORNIA 90017-5704
(213) 623-9300

DENTONS US LLP
601 SOUTH FIGUEROA STREET, SUITE 2500
LOS ANGELES, CALIFORNIA 90017-5704
(213) 623-9300

Kaiser Foundation Hospitals

DATED: October 23, 2019

LESNICK PRINCE & PAPPAS LLP

By: TO BE SUBMITTED

Christopher E. Prince
Counsel to Kaiser Foundation Hospitals

Smith & Nephew, Inc.

DATED: October 23, 2019

HUNTON ANDREWS KURTH LLP

By: _____

Robert A. Rich
Counsel to Smith & Nephew, Inc.

**QuadraMed Affinity Corporation
and Picis Clinical Solutions Inc.**

DATED: October 23, 2019

LOEB & LOEB LLP

By: _____

Schuyler G. Carroll
Counsel to QuadraMed Affinity Corporation
and Picis Clinical Solutions Inc.

**Abbott Laboratories Inc. and Alere
Informatics, Inc.**

DATED: October 23, 2019

KOHNER, MANN & KAILAS, S.C.

By: _____

Samuel C. Wisotzkey
Counsel to Abbott Laboratories Inc. and Alere
Informatics, Inc.

Health Net, LLC

DATED: October 23, 2019

KATTEN MUCHIN ROSENMAN LLP

By: _____

William B. Freeman
Counsel to Health Net, LLC

DENTONS US LLP
601 SOUTH FIGUEROA STREET, SUITE 2500
LOS ANGELES, CALIFORNIA 90017-5704
(213) 623-9300

1 **Kaiser Foundation Hospitals**

2 DATED: October 23, 2019

LESNICK PRINCE & PAPPAS LLP

3 By:

4 Christopher E. Prince
5 Counsel to Kaiser Foundation Hospitals

6 **Smith & Nephew, Inc.**

7 DATED: October 23, 2019

HUNTON ANDREWS KURTH LLP

8 By:

9 Robert A. Rich
10 Michael S. Legge
11 Counsel to Smith & Nephew, Inc.

12 **QuadraMed Affinity Corporation
and Picis Clinical Solutions Inc.**

13 DATED: October 23, 2019

LOEB & LOEB LLP

14 By:

15 Schuyler G. Carroll
16 Counsel to QuadraMed Affinity Corporation
and Picis Clinical Solutions Inc.

17 **Abbott Laboratories Inc. and Alere
18 Informatics, Inc.**

19 DATED: October 23, 2019

KOHNER, MANN & KAILAS, S.C.

20 By:

21 Samuel C. Wisotzkey
22 Counsel to Abbott Laboratories Inc. and Alere
23 Informatics, Inc.

24 **Health Net, LLC**

25 DATED: October 23, 2019

KATTEN MUCHIN ROSENMAN LLP

26 By:

27 William B. Freeman
28 Counsel to Health Net, LLC

DENTONS US LLP
601 SOUTH FIGUEROA STREET, SUITE 2500
LOS ANGELES, CALIFORNIA 90017-5704
(213) 623-9300

Kaiser Foundation Hospitals

DATED: October 23, 2019

LESNICK PRINCE & PAPPAS LLP

By:

Christopher E. Prince
Counsel to Kaiser Foundation Hospitals

Smith & Nephew, Inc.

DATED: October 23, 2019

HUNTON ANDREWS KURTH LLP

By:

Robert A. Rich
Counsel to Smith & Nephew, Inc.

**QuadraMed Affinity Corporation
and Picis Clinical Solutions Inc.**

DATED: October 23, 2019

LOEB & LOEB LLP

By:


Schuyler G. Carroll
Counsel to QuadraMed Affinity Corporation
and Picis Clinical Solutions Inc.

**Abbott Laboratories Inc. and Alere
Informatics, Inc.**

DATED: October 23, 2019

KOHNER, MANN & KAILAS, S.C.

By:

Samuel C. Wisotzkey
Counsel to Abbott Laboratories Inc. and Alere
Informatics, Inc.

Health Net, LLC

DATED: October 23, 2019

KATTEN MUCHIN ROSENMAN LLP

By:

William B. Freeman
Counsel to Health Net, LLC

1 **Kaiser Foundation Hospitals**

2 DATED: October 23, 2019

LESNICK PRINCE & PAPPAS LLP

3 By:

4 Christopher E. Prince
5 Counsel to Kaiser Foundation Hospitals

6 **Smith & Nephew, Inc.**

7 DATED: October 23, 2019

HUNTON ANDREWS KURTH LLP

8 By:

9 Robert A. Rich
10 Counsel to Smith & Nephew, Inc.

11 **QuadraMed Affinity Corporation**
12 **and Picis Clinical Solutions Inc.**

13 DATED: October 23, 2019

LOEB & LOEB LLP

14 By:

15 Schuyler G. Carroll
16 Counsel to QuadraMed Affinity Corporation
and Picis Clinical Solutions Inc.

17 **Abbott Laboratories Inc. and Alere**
18 **Informatics, Inc.**

19 DATED: October 23, 2019

KOHNER, MANN & KAILAS, S.C.

20 By:

21 Samuel C. Wisotzkey
22 Counsel to Abbott Laboratories Inc. and Alere
23 Informatics, Inc.

24 **Health Net, LLC**

25 DATED: October 23, 2019

KATTEN MUCHIN ROSENMAN LLP

26 By:

27 William B. Freeman
28 Counsel to Health Net, LLC

DENTONS US LLP
601 SOUTH FIGUEROA STREET, SUITE 2500
LOS ANGELES, CALIFORNIA 90017-5704
(213) 623-9300

DENTONS US LLP
601 SOUTH FIGUEROA STREET, SUITE 2500
LOS ANGELES, CALIFORNIA 90017-5704
(213) 623-9300

Kaiser Foundation Hospitals

DATED: October 23, 2019

LESNICK PRINCE & PAPPAS LLP

By: _____

Christopher E. Prince
Counsel to Kaiser Foundation Hospitals

Smith & Nephew, Inc.

DATED: October 23, 2019

HUNTON ANDREWS KURTH LLP

By: _____

Robert A. Rich
Counsel to Smith & Nephew, Inc.

**QuadraMed Affinity Corporation
and Picis Clinical Solutions Inc.**

DATED: October 23, 2019

LOEB & LOEB LLP

By: _____

Schuyler G. Carroll
Counsel to QuadraMed Affinity Corporation
and Picis Clinical Solutions Inc.

**Abbott Laboratories Inc. and Alere
Informatics, Inc.**

DATED: October 23, 2019

KOHNER, MANN & KAILAS, S.C.

By: _____

Samuel C. Wisotzkey
Counsel to Abbott Laboratories Inc. and Alere
Informatics, Inc.

Health Net, LLC

DATED: October 23, 2019

KATTEN MUCHIN ROSENMAN LLP

By:  _____

William B. Freeman
Counsel to Health Net, LLC

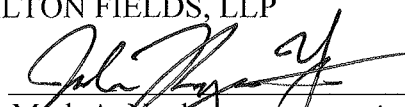
DENTONS US LLP
601 SOUTH FIGUEROA STREET, SUITE 2500
LOS ANGELES, CALIFORNIA 90017-5704
(213) 623-9300

St. Vincent IPA Medical Corporation

DATED: October 23, 2019

CARLTON FIELDS, LLP

By:


Mark A. Neubauer
Counsel to St. Vincent IPA Medical Corporation

Aetna Life Insurance Company

DATED: October 23, 2019

MCGUIREWOODS LLP

By:

Payam Khodadadi
Counsel to Aetna Life Insurance Company

SCAN Health Plan

DATED: October 23, 2019

LOEB & LOEB LLP

By:

Daniel B. Besikof
Counsel to SCAN Health Plan

**Cigna Healthcare of California, Inc.,
Cigna Health and Life Insurance Company
of North America**

DATED: October 23, 2019

GORDON REES SCULLY MANSUKHANI, LLP

By:

William M. Rathbone
Counsel to Cigna Healthcare of California, Inc.,
Cigna Health and Life Insurance Company of
North America

Premier, Inc. and its subsidiaries

DATED: October 23, 2019

STADLING YOCCA CARLSON & RAUTH, P.C.

By:

Fred Neufeld
Counsel to Premier, Inc. and its subsidiaries

St. Vincent IPA Medical Corporation

DATED: October 23, 2019

CARLTON FIELDS, LLP

By: _____

Mark A. Neubauer
Counsel to St. Vincent IPA Medical Corporation

Aetna Life Insurance Company

DATED: October 23, 2019

MCGUIREWOODS LLP

By: _____

Payam Khodadadi
Counsel to Aetna Life Insurance Company

SCAN Health Plan

DATED: October 23, 2019

LOEB & LOEB LLP

By: _____

Daniel B. Besikof
Counsel to SCAN Health Plan

**Cigna Healthcare of California, Inc.,
Cigna Health and Life Insurance Company
of North America**

DATED: October 23, 2019

GORDON REES SCULLY MANSUKHANI, LLP

By: _____

William M. Rathbone
Counsel to Cigna Healthcare of California, Inc.,
Cigna Health and Life Insurance Company of
North America

Premier, Inc. and its subsidiaries

DATED: October 23, 2019

STADLING YOCCA CARLSON & RAUTH, P.C.

By: _____

Fred Neufeld
Counsel to Premier, Inc. and its subsidiaries

DENTONS US LLP
601 SOUTH FIGUEROA STREET, SUITE 2500
LOS ANGELES, CALIFORNIA 90017-5704
(213) 623-9300

DENTONS US LLP
601 SOUTH FIGUEROA STREET, SUITE 2500
LOS ANGELES, CALIFORNIA 90017-5704
(213) 623-9300

St. Vincent IPA Medical Corporation

DATED: October 23, 2019

CARLTON FIELDS, LLP

By: _____

Mark A. Neubauer
Counsel to St. Vincent IPA Medical Corporation

Aetna Life Insurance Company

DATED: October 23, 2019

MCGUIREWOODS LLP

By: _____

Payam Khodadadi
Counsel to Aetna Life Insurance Company

SCAN Health Plan

DATED: October 23, 2019

LOEB & LOEB LLP

By: _____


Daniel B. Besikof, Lisa Rubin
Counsel to SCAN Health Plan

**Cigna Healthcare of California, Inc.,
Cigna Health and Life Insurance Company
of North America**

DATED: October 23, 2019

GORDON REES SCULLY MANSUKHANI, LLP

By: _____

William M. Rathbone
Counsel to Cigna Healthcare of California, Inc.,
Cigna Health and Life Insurance Company of
North America

Premier, Inc. and its subsidiaries

DATED: October 23, 2019

STADLING YOCCA CARLSON & RAUTH, P.C.

By: _____

Fred Neufeld
Counsel to Premier, Inc. and its subsidiaries

1 **St. Vincent IPA Medical Corporation**

2 DATED: October 23, 2019

CARLTON FIELDS, LLP

3 By:

4 Mark A. Neubauer
5 Counsel to St. Vincent IPA Medical Corporation

6 **Aetna Life Insurance Company**

7 DATED: October 23, 2019

MCGUIREWOODS LLP

8 By:

9 Payam Khodadadi
10 Counsel to Aetna Life Insurance Company

11 **SCAN Health Plan**

12 DATED: October 23, 2019

LOEB & LOEB LLP

13 By:


14 Daniel B. Besikof
15 Counsel to SCAN Health Plan

16
17 **Cigna Healthcare of California, Inc.,**
18 **Cigna Health and Life Insurance Company**
19 **of North America**

20 DATED: October 23, 2019

GORDON REES SCULLY MANSUKHANI, LLP

21 By:

22 
23 William M. Rathbone
24 Counsel to Cigna Healthcare of California, Inc.,
25 Cigna Health and Life Insurance Company of
26 North America

27 **Premier, Inc. and its subsidiaries**

28 DATED: October 23, 2019

STADLING YOCCA CARLSON & RAUTH, P.C.

By:

Fred Neufeld
Counsel to Premier, Inc. and its subsidiaries

DENTONS US LLP
601 SOUTH FIGUEROA STREET, SUITE 2500
LOS ANGELES, CALIFORNIA 90017-5704
(213) 623-9300

St. Vincent IPA Medical Corporation

DATED: October 23, 2019

CARLTON FIELDS, LLP

By: _____

Mark A. Neubauer
Counsel to St. Vincent IPA Medical Corporation

Aetna Life Insurance Company

DATED: October 23, 2019

MCGUIREWOODS LLP

By: _____

Payam Khodadadi
Counsel to Aetna Life Insurance Company

SCAN Health Plan

DATED: October 23, 2019

LOEB & LOEB LLP

By: _____

Daniel B. Besikof
Counsel to SCAN Health Plan

**Cigna Healthcare of California, Inc.,
Cigna Health and Life Insurance Company
of North America**

DATED: October 23, 2019

GORDON REES SCULLY MANSUKHANI, LLP

By: _____

William M. Rathbone
Counsel to Cigna Healthcare of California, Inc.,
Cigna Health and Life Insurance Company of
North America

Premier, Inc. and its subsidiaries

DATED: October 23, 2019

STRADLING YOCCA CARLSON & RAUTH, P.C.

By:  _____

Fred Neufeld
Counsel to Premier, Inc. and its subsidiaries

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

Roche Diagnostics Corporation

DATED: October 23, 2019

BARNES & THORNBURG LLP

By: 

Kevin Collins
Counsel to Roche Diagnostics Corporation

GE HFS, LLC

DATED: October 23, 2019

KUTAK ROCK LLP

By: _____

Lisa M. Peters
Counsel to GE HFS, LLC

DENTONS US LLP
601 SOUTH FIGUEROA STREET, SUITE 2500
LOS ANGELES, CALIFORNIA 90017-5704
(213) 623-9300

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

Roche Diagnostics Corporation

DATED: October 23, 2019

BARNES & THORNBURG LLP

By: _____
Kevin Collins
Counsel to Roche Diagnostics Corporation

GE HFS, LLC

DATED: October 23, 2019

KUTAK ROCK LLP

By:  _____
Lisa M. Peters
Counsel to GE HFS, LLC

DENTONS US LLP
601 SOUTH FIGUEROA STREET, SUITE 2500
LOS ANGELES, CALIFORNIA 90017-5704
(213) 623-9300