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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

**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, 3056]**

**Original Hearing:**

Date: November 13, 2019

**Continued Hearing:**

Date: December 4, 2019

Time: 10:00 a.m.

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



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

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

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

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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”).<sup>1</sup>

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, 3056]. The current Hearing Date is November 13, 2019, at 10:00 a.m., and the Reply Deadline is November 6, 2019, 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.

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<sup>1</sup> 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 December 4, 2019, at 10:00 a.m. (PT).

B. The Debtors' Reply Deadline is extended to November 27, 2019, at 4:00 p.m. (PT).

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

DATED: November 6, 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: November 6, 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: November 6, 2019

SHIPMAN & GOODWIN LLP

By: \_\_\_\_\_

Eric Goldstein

Counsel to AppleCare Medical Group, Inc.,

AppleCare Medical Group, St. Francis Inc.,

AppleCare Medical Management LLC

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DATED: November 6, 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: November 6, 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: November 6, 2019

SHIPMAN & GOODWIN LLP

By: \_\_\_\_\_

Eric Goldstein

Counsel to AppleCare Medical Group, Inc.,

AppleCare Medical Group, St. Francis Inc.,

AppleCare Medical Management LLC

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**Kaiser Foundation Hospitals**

DATED: November 6, 2019

LESNICK PRINCE & PAPPAS LLP

By: 

Christopher E. Prince  
Counsel to Kaiser Foundation Hospitals

**Smith & Nephew, Inc.**

DATED: November 6, 2019

HUNTON ANDREWS KURTH LLP

By: \_\_\_\_\_

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

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

DATED: November 6, 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: November 6, 2019

KOHNER, MANN & KAILAS, S.C.

By: \_\_\_\_\_

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

**Health Net, LLC**

DATED: November 6, 2019

KATTEN MUCHIN ROSENMAN LLP

By: \_\_\_\_\_

William B. Freeman  
Counsel to Health Net, LLC

**Kaiser Foundation Hospitals**

DATED: November 6, 2019

LESNICK PRINCE & PAPPAS LLP

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Counsel to Kaiser Foundation Hospitals

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1 **Kaiser Foundation Hospitals**

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6 **Smith & Nephew, Inc.**

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

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

13 DATED: November 6, 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.**

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

24 **Health Net, LLC**

25 DATED: November 6, 2019

KATTEN MUCHIN ROSENMAN LLP

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**St. Vincent IPA Medical Corporation**

DATED: November 6, 2019

CARLTON FIELDS, LLP

By: 

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

**Aetna Life Insurance Company**

DATED: November 6, 2019

MCGUIREWOODS LLP

By: \_\_\_\_\_

Payam Khodadadi  
Counsel to Aetna Life Insurance Company

**SCAN Health Plan**

DATED: November 6, 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: November 6, 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: November 6, 2019

STRADLING YOCCA CARLSON & RAUTH, P.C.

By: \_\_\_\_\_

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By: \_\_\_\_\_

  
Fred Neufeld  
Counsel to Premier, Inc. and its subsidiaries

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**Roche Diagnostics Corporation**

DATED: November 6, 2019

BARNES & THORNBURG LLP

By: 

Kevin Collins  
Counsel to Roche Diagnostics Corporation

**GE HFS, LLC**

DATED: November 6, 2019

KUTAK ROCK LLP

By: \_\_\_\_\_

Lisa M. Peters  
Counsel to GE HFS, LLC

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