Case 2:18-bk-20151-ER Doc 3615 Filed 11/1/19 Entered 11/1/19 22:06:17 Desc Docket #3615 Date Filed: 11/14/2019 United States Bankruptcy Court

Central District of California

In re: Verity Health System of California, Inc.				Case No. 18-20151-ER Chapter 11
	Debtor	CERTIFICA	ATE OF NOTICE	
District/o	off: 0973-2	User: admin Form ID: pdf042	Page 1 of 9 Total Noticed: 4	Date Rcvd: Nov 12, 2019
Notice by Nov 14, 20		was sent to the following	persons/entities by the Bank	kruptcy Noticing Center on
db	db +Verity Health System of California, Inc., 2040 E. Mariposa Avenue, El Segundo, CA 90245-5027			
aty	+Claude D Mo	ntgomery, Dentons US LLE	, 1221 Avenue of the Ameri	icas, New York, NY 10020-1000
aty	+Patrick Max	cy, Dentons US LLP, 23	33 S Wacker Dr Ste 5900, Ch	nicago, IL 60606-6404
aty	+Sam J Alber	ts, DENTONS US LLP, 19	000 K Street NW, Washington	n, DC 20006-1100

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center. NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Nov 14, 2019

NONE.

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on November 12, 2019 at the address(es) listed below: Aaron Davis on behalf of Creditor US Foods, Inc. aaron.davis@bryancave.com, kat.flaherty@bryancave.com Abigail V O'Brient on behalf of Creditor UMB Bank, N.A., as master indenture trustee and Wells Fargo Bank, National Association, as indenture trustee avobrient@mintz.com, docketing@mintz.com;DEHashimoto@mintz.com;nleali@mintz.com;ABLevin@mintz.com;GJLeon@mintz.com on behalf of Interested Party Courtesy NEF avobrient@mintz.com, Abigail V O'Brient docketing@mintz.com;DEHashimoto@mintz.com;nleali@mintz.com;ABLevin@mintz.com;GJLeon@mintz.com Abigail V O'Brient on behalf of Defendant UMB Bank, National Association avobrient@mintz.com, docketing@mintz.com;DEHashimoto@mintz.com;nleali@mintz.com;ABLevin@mintz.com;GJLeon@mintz.com Adam G Wentland on behalf of Creditor Eladh, L.P. awentland@tocounsel.com, lkwon@tocounsel.com Adam G Wentland on behalf of Creditor CHHP Holdings II, LLC awentland@tocounsel.com, lkwon@tocounsel.com Adam G Wentland on behalf of Creditor CPH Hospital Management, LLC awentland@tocounsel.com, lkwon@tocounsel.com Gardena Hospital L.P. awentland@tocounsel.com, Adam G Wentland on behalf of Creditor lkwon@tocounsel.com Akop J Nalbandyan on behalf of Creditor Jason Michael Shank jnalbandyan@LNtriallawyers.com, cbautista@LNtriallawyers.com Alan I Nahmias on behalf of Interested Party Alan I Nahmias anahmias@mbnlawyers.com, jdale@mbnlawyers.com Alan I Nahmias on behalf of Interested Party Courtesy NEF anahmias@mbnlawyers.com, jdale@mbnlawyers.com on behalf of Creditor Alan I Nahmias Experian Health, Inc anahmias@mbnlawyers.com, idale@mbnlawvers.com Alan I Nahmias on behalf of Creditor Experian Health fka Passport Health Communications Inc anahmias@mbnlawyers.com, jdale@mbnlawyers.com Official Committee of Unsecured Creditors of Alexandra Achamallah on behalf of Plaintiff Verity Health System of California, Inc., et al. aachamallah@milbank.com, rliubicic@milbank.com Llexandra Achamallah on behalf of Creditor Committee Official Committee of Unsecured Alexandra Achamallah Creditors of Verity Health System of California, Inc., et al. aachamallah@milbank.com, rliubicic@milbank.com Allison R Axenrod on behalf of Creditor CRG Financial LLC allison@claimsrecoveryllc.com Alvin Mar on behalf of U.S. Trustee United States Trustee (LA) alvin.mar@usdoj.gov, dare.law@usdoj.gov Amir Gamliel on behalf of Creditor Ouadramed Affini Solutions Inc. amir-gamliel-9554@ecf.pacerpro.com, cmallahi@perkinscoie.com;DocketLA@perkinscoie.com 1820151191115000000000000

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Care Health Plan adutra@hansonbridgett.com Anthony Dutra on behalf of Defendant LOCAL INITIATIVE HEALTH AUTHORITY FOR LOS ANGELES COUNTY DBA L.A. CARE HEALTH PLAN, an independent local public agency adutra@hansonbridgett.com Barry A Chatz on behalf of Creditor Alcon Vision, LLC barry.chatz@saul.com, jurate.medziak@saul.com Benjamin Ikuta on behalf of Creditor Bill Ma bikuta@hml.law Brian D Huben on behalf of Creditor Southeast Medical Center, LLC and Slauson Associates of Huntington Fark, LLC hubenb@ballardspahr.com, carolod@ballardspahr.com Brian L Davidoff on behalf of Interested Party CO Architects bdavidoff@greenbergglusker.com, calendar@greenbergglusker.com;jking@greenbergglusker.com Brian L Davidoff on behalf of Creditor Abbott Laboratories Inc. $bdavidoff @greenbergglusker.com, \\ calendar @greenbergglusker.com; jking @greenbergglusker.com \\ \\$ Brian L Davidoff on behalf of Interested Party Alere Informaties, Inc. $bdavidoff@greenbergglusker.com, \ calendar@greenbergglusker.com; jking@greenbergglusker.com, \ databargglusker.com = bdavidoff@greenbergglusker.com = bdavidoff@gre$ Bruce Bennett on behalf of Creditor Bruce Bennett on behalf of Creditor Verity MOB Financing II LLC bbennett@jonesday.com Verity MOB Financing LLC bbennett@jonesday.com Bruce Bennett on behalf of Creditor Nantworks, LLC bbennett@jonesday.com on behalf of Creditor NantHealth, Inc. bbennett@jonesday.com Bruce Bennett Bryan L Ngo on behalf of Interested Party All Care Medical Group, Inc. bngo@fortislaw.com, BNgo@bluecapitallaw.com;SPicariello@fortislaw.com;JNguyen@fortislaw.com;JNguyen@bluecapitallaw.co m Bryan L Ngo on behalf of Interested Party All Care Medical Group, Inc bngo@fortislaw.com, BNgo@bluecapitallaw.com; SPicariello@fortislaw.com; JNguyen@fortislaw.com; JNguyen@bluecapitallaw.com; SPicariello@fortislaw.com; m on behalf of Creditor Pension Benefit Guaranty Corporation Cameo M Kaisler salembier.cameo@pbgc.gov, efile@pbgc.gov Cecelia Valentine on behalf of Creditor National Labor Relations Board cecelia.valentine@nlrb.gov Chane Buck on behalf of Interested Party Courtesy NEF cbuck@jonesday.com Charles E Nelson on behalf of Interested Party Wells Fargo Bank, National Association, as indenture trustee nelsonc@ballardspahr.com, wassweilerw@ballardspahr.com Christian T Kim on behalf of Creditor Irene Rodriguez ckim@dumas-law.com, ckim@ecf.inforuptcy.com Christine R Etheridge on behalf of Creditor Fka GE Capital Wells Fargo Vendor Financial Services, LLC christine.etheridge@ikonfin.com Christopher Minier on behalf of Creditor Belfor USA Group, Inc. becky@ringstadlaw.com, arlene@ringstadlaw.com Christopher E Prince on behalf of Creditor Kaiser Foundation Hospitals cprince@lesnickprince.com, jmack@lesnickprince.com;cprince@ecf.courtdrive.com Christopher J Petersen on behalf of Creditor Infor (US), Inc. cjpetersen@blankrome.com, gsolis@blankrome.com Craig G Margulies on behalf of Interested Party Courtesy NEF Craig@MarguliesFaithlaw.com, Victoria@MarguliesFaithlaw.com;Helen@MarguliesFaithlaw.com;Dana@marguliesfaithlaw.com Craig G Margulies on behalf of Creditor Hooper Healthcare Consulting LLC Craig@MarguliesFaithlaw.com, Victoria@MarguliesFaithlaw.com;Helen@MarguliesFaithlaw.com;Dana@marguliesfaithlaw.com Cristina E Bautista on behalf of Creditor Health Net of California, Inc. cristina.bautista@kattenlaw.com, ecf.lax.docket@kattenlaw.com Crystal Johnson on behalf of Debtor Verity Medical Foundation M46380@ATT.COM Daniel Denny on behalf of Creditor Committee Official Committee of Unsecured Creditors of Verity Health System of California, Inc., et al. ddenny@milbank.com Darryl S Laddin on behalf of Creditor c/o Darryl S. 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District/off: 0973-2 User: admin Page 5 of 9 Date Royd: Nov 12, 2019 Form ID: pdf042 Total Noticed: 4 The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued) Joseph A Kohanski on behalf of Creditor California Nurses Association jkohanski@bushgottlieb.com, kprestegard@bushgottlieb.com Joseph D Frank on behalf of Creditor Experian Health fka Passport Health Communications Inc jfrank@fgllp.com, mmatlock@fgllp.com;csmith@fgllp.com;jkleinman@fgllp.com;csucic@fgllp.com Joseph D Frank on behalf of Creditor Experian Health, Inc jfrank@fgllp.com, mmatlock@fgllp.com;csmith@fgllp.com;jkleinman@fgllp.com;csucic@fgllp.com Julie H Rome-Banks on behalf of Creditor Bay Area Surgical Management, LLC julie@bindermalter.com Karl E Block on behalf of Interested Party Courtesy NEF kblock@loeb.com, jvazquez@loeb.com;ladocket@loeb.com;kblock@ecf.courtdrive.com Karl E Block on behalf of Creditor SCAN Health Plan kblock@loeb.com, jvazquez@loeb.com;ladocket@loeb.com;kblock@ecf.courtdrive.com Keith C Owens on behalf of Creditor Messiahic Inc., a California corporation d/b/a PayJunction kowens@venable.com, khoang@venable.com Keith Patrick Banner on behalf of Interested Party CO Architects kbanner@greenbergglusker.com, sharper@greenbergglusker.com; calendar@greenbergglusker.comKeith Patrick Banner on behalf of Creditor Abbott Laboratories Inc. kbanner@greenbergglusker.com, sharper@greenbergglusker.com;calendar@greenbergglusker.com Kenneth K Wang on behalf of Creditor California Department of Health Care Services Kenneth K Wang kenneth.wang@doj.ca.gov, Jennifer.Kim@doj.ca.gov;Stacy.McKellar@doj.ca.gov;yesenia.caro@doj.ca.gov Kevin Collins on behalf of Creditor Roche Diagnostics Corporation kevin.collins@btlaw.com, Kathleen.lytle@btlaw.com Kevin H Morse on behalf of Interested Party Courtesy NEF kmorse@clarkhill.com, blambert@clarkhill.com Kevin H Morse on behalf of Creditor Alcon Vision, LLC kmorse@clarkhill.com, blambert@clarkhill.com on behalf of Creditor Shared Imaging, LLC kmorse@clarkhill.com, Kevin H Morse blambert@clarkhill.com Kevin M Eckhardt on behalf of Creditor Eurofins VRL, Inc. kevin.eckhardt@gmail.com, keckhardt@hunton.com Kevin M Eckhardt on behalf of Creditor C. 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District/off: 0973-2 Page 9 of 9 User: admin Date Revd: Nov 12, 2019 Form ID: pdf042 Total Noticed: 4 The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued) on behalf of Creditor AppleCare Medical Management, LLC Susan I Montgomerv susan@simontgomerylaw.com, assistant@simontgomerylaw.com; simontgomerylawecf.com@gmail.com; montgomerysr71631@notify.bestcase. com Susan I Montgomery on behalf of Creditor AppleCare Medical Group St. Francis, Inc. susan@simontgomerylaw.com, assistant@simontgomerylaw.com;simontgomerylawecf.com@gmail.com;montgomerysr71631@notify.bestcase. com Tania M Moyron on behalf of Defendant St. Francis Medical Center tania.moyron@dentons.com, chris.omeara@dentons.com;nick.koffroth@dentons.com on behalf of Plaintiff Verity Health System of California, Inc. 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William B Freeman on behalf of Creditor bill.freeman@kattenlaw.com, nicole.jones@kattenlaw.com,ecf.lax.docket@kattenlaw.com William M Rathbone on behalf of Interested Party Cigna Healthcare of California, Inc., and Llife Insurance Company of North America wrathbone@grsm.com, jmydlandevans@grsm.com;sdurazo@grsm.com

TOTAL: 329

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UNITED STATES BANKRUPTCY COURT

CENTRAL DISTRICT OF CALIFORNIA

LOS ANGELES DIVISION

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Having reviewed the Stipulation Resolving "Debtor's Emergency Motion for the Entry of an Order: (1) Enforcing the Order Authorizing the Sale to Strategic Global Management, Inc.; (11) Finding that the Sale is Free and Clear of the Conditions Materially Different than those Approved by the Court; (III) Finding that the Attorney General Abused His Discretion in Imposing Conditions on that Sale; and (IV) Granting Related Relief" [Doc. No. 3572], the Notice Regarding Proposed Order Resolving Debtors' Emergency Motion for the Entry of an Order Enforcing the Sale Order and Requesting Related Relief [Doc. No. 3573], the Objection to Order Granting "Debtor's Emergency Motion for the Entry of an Order: (I) Enforcing the Order Authorizing the Sale to Strategic Global Management, Inc.; (II) Finding that the Sale is Free and Clear of the Conditions Materially Different than those Approved by the Court; (III) Finding that the Attorney General Abused His Discretion in Imposing Conditions on that Sale; and (IV) Granting Related Relief" [Doc. No. 3582] (the "SGM Objection"), the Debtor's Response to [the SGM Objection] [Doc. No. 3586], and the Official Committee of Unsecured Creditors' (I) Reply to SGM's Objection to the Debtors' Proposed Order on the Debtors' Enforcement Motion and (II) Statement in Support of the Debtors' Proposed Order [Doc. No. 3590], the Court HEREBY **ORDERS AS FOLLOWS:**

- 1) An emergency hearing on the SGM Objection shall take place on Wednesday, November 13, 2019, at 10:00 a.m.
- 2) By no later than Tuesday, November 12, 2019, at 3:00 p.m., the Debtors shall provide telephonic notice of the emergency hearing to SGM, the Official Committee of Unsecured Creditors, the Office of the United States Trustee, Service Employees International Union, United Healthcare Workers-West, and the United Nurses Association of California/Union of Health Care Professionals.
- 3) Absent further order of the Court, no further briefing on the SGM Objection will be accepted.
- 4) The parties shall be prepared to respond to the Court's questions and concerns, attached hereto as **Exhibit A.**

IT IS SO ORDERED.

###

Date: November 12, 2019

Ernest M. Robles United States Bankruptcy Judge

Exhibit A—Questions and Concerns

The Court has reviewed the proposed form of order negotiated between the Debtors and the Attorney General (the "AG Order") and the proposed form of order submitted by Strategic Global Management, Inc. (the "SGM Order"). The parties should be prepared to address the following questions and concerns of the Court.

1. Absence of Findings and Conclusions Supporting Entry of the Order

The stipulation entered into between the Debtors and the California Attorney General [Doc. No. 3572] (the "Stipulation") provides that the *Memorandum of Decision Granting Debtors*' *Emergency Motion to Enforce the Sale Order* [Doc. No. 3446] (the "Memorandum of Decision") "is hereby vacated and withdrawn." Stipulation at ¶ 2.

Does the Court have the ability to enter an order that is not supported by findings and conclusions? The Debtors' motion seeking entry of an order enforcing the terms of the Sale Order (the "Sale Enforcement Motion") is a "contested matter" within the meaning of Bankruptcy Rule 9014. Rule 9014 provides that Rule 7052 applies to contested matters. Rule 7052 requires the Court to "find the facts specially and state its conclusions of law separately."

Rule 9014 authorizes the Court to direct that Rule 7052 not apply, which would excuse the Court from issuing findings and conclusions in support of its Order. What are the circumstances in which other courts have issued orders that are not supported by any findings and conclusions?

Will the absence of findings and conclusions lead to future litigation regarding the meaning and interpretation of the Order?

2. Meaning of Prefatory Phrase "Solely and Exclusively for the purposes of the APA"

Paragraph 3 of the AG Order states:

Solely and exclusively for purposes of the APA (as defined below) and the Motion, the Additional Conditions (as defined in section 8.6 of that certain asset purchase agreement [Docket No. 2305-1] (the "APA")) are an "interest in property" for purposes of 11 U.S.C. § 363(f), and the Assets (as defined in the APA) can be sold free and clear of the Additional Conditions without the imposition of any other conditions which would adversely affect the Purchaser (as defined in the APA).

The Court understands the italicized phrase to mean that the AG Order shall have no precedential effect. SGM contends that this prefatory phrase is ambiguous. SGM should be prepared to further explain its position. It is not clear to the Court exactly what is ambiguous about this prefatory phrase.

3. Difference Between the Phrases "Can Be Sold" and "Are Being Transferred"

SGM objects to the AG Order's use of the phrase "can be sold," and asserts that the Order should provide instead that the Assets "are being transferred." SGM should be prepared to explain what additional meaning is conveyed by the phrase "are being transferred" that is not conveyed by the phrase "can be sold." Within the context of ¶ 3 of the AG Order, the Court is unable to discern a meaningful difference between the two phrases.

Is it of concern to SGM that the phrase "can be sold" is precatory rather than declaratory? If that is the issue, would the Attorney General accept the phrase "are being sold" in lieu of "can be sold"?

4. The State Court's Jurisdiction to Enforce the Purchaser Approved Conditions

Paragraph 4 of the AG Order provides:

This Court shall retain exclusive jurisdiction to adjudicate any disputes or controversies regarding the interpretation or enforcement of this Order. Notwithstanding the preceding sentence, nothing contained in this Order shall prohibit or limit the authority of the Attorney General to enforce, in the California state courts and pursuant to section 5926 of the California Corporations Code, the Purchaser Approved Conditions set forth on Schedule 8.6 to the APA.

SGM objects to the language authorizing the Attorney General to enforce the Purchaser Approved Conditions in the state courts. SGM fears that the Attorney General will use misdirection to attempt to improperly enforce the Additional Conditions before the state courts. Specifically, SGM postulates that the Attorney General could mislead a state court into believing that the impermissible enforcement of an Additional Condition was instead the permissible enforcement of a Purchaser Approved Condition.

In the Court's view, the situation envisioned by SGM is not likely to occur. Schedule 8.6 to the APA contains 28 pages setting forth the Purchaser Approved Conditions. The exhaustive detail in the APA would make it very difficult for the Attorney General to overstep the bounds of his authority to enforce the Purchaser Approved Conditions.

The Court is also concerned that it may not have authority to retain jurisdiction with respect to the Attorney General's enforcement of the Purchaser Approved Conditions. The facts here are similar to those of *Battle Ground Plaza v. Ray (In re Ray)*, 624 F.3d 1124 (9th Cir. 2010), in which the Bankruptcy Court approved the sale of real property, free and clear of a right of first refusal granted to Battle Ground Plaza (the "Sale Order"). After the bankruptcy case had been closed, Battle Ground Plaza launched a collateral attack on the Sale Order that was based on state law breach of contract claims. The Ninth Circuit found that the bankruptcy court lacked jurisdiction over Battle Ground Plaza's collateral attack on the Sale Order, notwithstanding a provision in the confirmation order stating that the bankruptcy court "shall retain jurisdiction of this case to determine any controversies in connection with assets of the bankruptcy estate." *Id.* at 1136 n.8.

5. What Specific Objections Does the Attorney General Have to the Alternative Language Proposed by SGM in ¶ 2 of the SGM Order?

The Attorney General has rejected the following alternative language proposed by SGM:

The Debtors' transfer to SGM of the Debtors' assets (the "SGM Sale") pursuant to that certain asset purchase agreement [Docket No. 2305-1] (the "SGM APA") is free and clear of, and shall not be subject to or conditioned upon SGM's performance of, compliance with, or adherence to, any and all Additional Conditions (as defined in the SGM APA and in the Motion), pursuant to Bankruptcy Code §§ 363(b), (f)(1), (f)(4), and (f)(5) and otherwise as provided in the Sale Order.

SGM Order at ¶ 2.

The Stipulation provides that the Attorney General will not waive his right to appeal the Memorandum Decision unless the AG Order is entered without modification. The Attorney General should be prepared to discuss the reasons for his objections to the alternative language proposed by SGM.

6. Does the AG Order Satisfy § 8.6 of the SGM APA?

Does SGM take the position that the AG Order does not qualify as a "Supplemental Sale Order" that is final and non-appealable within the meaning of § 8.6 of the SGM APA?