Docket #4416 Date Filed: 4/3/2020

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UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION

In re:

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

Debtors.

□ 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

Hon. Judge Ernest M. Robles

SMITH & NEPHEW, INC.'S LIMITED OBJECTION TO PROPOSED CURE AMOUNTS FOR ASSUMED EXECUTORY CONTRACTS

[Relates to Docket Nos. 4069, 4165 and 4267]

Sale Hearing Date: April 9, 2020
Time: 10:00 a.m.
Courtroom: 1568

Hunton Andrews Kurth LLP
550 South Hope Street, Suite 2000
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Smith & Nephew, Inc. ("Smith & Nephew"), by and through its undersigned counsel, files this limited objection (the "Objection") to the proposed cure amounts indicated in the *Notice to Counterparties to Executory Contracts and Unexpired Leases of the Debtors that May Be Assumed and Assigned* [Docket No. 4267] (the "Cure Notice") filed by Verity Health System of California, Inc. and the other above-captioned debtors-in-possession (collectively the "Debtors") on March 13, 2020.

1. On August 31, 2018 (the "Petition Date"), the Debtors filed their respective voluntary petitions under chapter 11 of Title 11 of the United States Code.

2. On February 26, 2020, the Court entered the Order approving bid procedures relating to the Debtors' proposed sale of St. Francis Medical Center and related assets (the "St. Francis Assets"), including procedures for the assumption and assignment of certain of the Debtors' executory contracts and unexpired leases in connection with a sale [Dkt. No. 4165].

3. On March 13, 2020, the Debtors filed the Cure Notice. The Cure Notice identifies a large number of contracts that Debtors St. Francis Medical Center and Verity Health System of California, Inc. may seek to assume and assign, as well as the propose cure amounts to be paid to each respective counterparty as required by 11 U.S.C. § 365(b)(1).

4. The Cure Notice identifies the following contracts between St. Francis Medical Center and Smith & Nephew and related cure amount:

Ref #	Debtor (B)	Contract Counterparty	Nature of Contact / Lease	Termination Date (C)	Cure Amount (D)
1246	St. Francis Medical Center	SMITH & NEPHEW INC ENDOSCOPY DIV	ARTHROSCOPY SUPPLIES	4/30/2019	
1247	St. Francis Medical Center	SMITH & NEPHEW INC WOUND MANAGEMENT DIV	SKIN INTEGRITY: WOUND CARE	3/31/2020	
1248	St. Francis Medical Center	SMITH & NEPHEW INC WOUND MANAGEMENT DIV	SKIN INTEGRITY: SKIN CLENSER	3/31/2020	$223,752.45
1249	St. Francis Medical Center	SMITH & NEPHEW INC WOUND MANAGEMENT DIV	SURGICAL WOUND DEBRIDEMENT	5/31/2020	
1250	St. Francis Medical Center	SMITH & NEPHEW ORTHOPEDIC	ORTHO TOTAL JOINT IMPLANTS	9/30/2019	

See Cure Notice, Exhibit A, Part 1. Smith & Nephew has no objection to the above cure amount for its contracts with St. Francis Medical Center.

5. The Cure Notice also identifies the following contracts between Verity Health System of California, Inc. and Smith & Nephew:

Ref #	Debtor (B)	Contract Counterparty	Nature of Contact / Lease	Termination Date (C)	Cure Amount (D)
643	Verity Health System	Smith & Nephew	Supplies-Total Joints	9/30/2019	
644	Verity Health System	Smith & Nephew, Inc.	Discount Pricing Agreement	1/1/2021	$0.00
645	Verity Health System	Smith & Nephew Inc - Orthopedic Division	Ortho Total Joint Implants	9/30/2019	
646	Verity Health System	Smith & Nephew Inc - Orthopedic Division	General Ortho Trauma Products	10/31/2019	

See Cure Notice, Exhibit A, Part 2. Smith & Nephew's agreements with Verity Health System of California, Inc. relate to goods and services provided by Smith & Nephew to multiple Debtors.[1] As reflected in Smith & Nephew's proofs of claim, in addition to the $223,752.45 owed to Smith & Nephew from St. Francis, Smith & Nephew is owed amounts from the other Debtors relating to medical supplies and other goods and services provided prior to the Petition Date. Accordingly, Smith & Nephew objects to the $0 cure amount identified in connection with these agreements to the extent inconsistent with amounts reflected in the proofs of claim.

WHEREFORE, Smith & Nephew respectfully requests that the Court (a) deny of the proposed cure amount with respect to contracts between Verity Health System of California, Inc. and Smith & Nephew; and (b) grant Smith & Nephew such other and further relief to which it may be entitled.

Dated: April 3, 2020

Respectfully submitted,

By: */s/ Robert A. Rich*

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Counsel for Smith & Nephew, Inc.

[1] As Smith & Nephew indicated in its objection to the prior cure notices, Smith & Nephew's invoicing system does not tie each invoice to a particular agreement or contract with a counterparty. Further, the Debtors have apparently mischaracterized or misidentified the agreements between the parties. Thus, it is possible that some of the additional cure amounts set forth herein and in related invoices relate to the agreements designated for cure by the Debtors under different names, or to agreements not listed by the Debtors. Smith & Nephew reserves the right to amend and/or reallocate its proposed cure amounts based upon additional information from the Debtors clarifying their proposed assumption and assignment and additional discovery.

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:

Hunton Andrews Kurth LLP, 200 Park Avenue, New York, NY 10166

A true and correct copy of the foregoing document entitled (*specify*): Smith & Nephew, Inc.'s Limited Objection to Proposed Cure Amounts for Assumed Executory Contracts

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*) 04/03/2020, 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*) 04/03/2020, 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.

As the Objection, is less than twenty-five pages, LBR 5005-2(d)'s courtesy copy requirement is suspended pursuant to Amended General Order 20-02.

☐ 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*) 04/03/2020, 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.

04/03/2020	Constance Andonian	/s/ Constance Andonian
Date	*Printed Name*	*Signature*

2:18-bk-20151-ER Notice will be electronically mailed to:

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