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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 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

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

The Hon. Ernest M. Robles

**OBJECTION OF CARDINAL HEALTH
200, LLC, TO CURE AMOUNTS SET
FORTH IN NOTICE TO
COUNTERPARTIES TO EXECUTORY
CONTRACTS AND UNEXPIRED
LEASES OF THE DEBTORS THAT MAY**



1820151200403000000000011

OBJECTION

Debtors and Debtors In Possession.

**BE ASSUMED AND ASSIGNED
[DOCKET NO. 4267]**

**TO THE HONORABLE ERNEST ROBLES, UNITED STATES BANKRUPTCY
JUDGE, AND ALL OTHER PARTIES IN INTEREST:**

Cardinal Health 200, LLC (“**CH 200**”), by and through their undersigned attorneys, hereby file this objection (the “**Cure Objection**”) to the cure amounts set forth in the Debtors’ *Notice To Counterparties To Executory Contracts And Unexpired Leases Of The Debtors That May Be Assumed And Assigned* [Doc. No. 4267] (the “**Cure Notice**”). In support of its Cure Objection, CH 200 states as follows:

1. On August 31, 2018 (the “**Petition Date**”), Debtors each filed a petition for relief under Chapter 11 of Title 11 of the United States Code (hereinafter the “**Bankruptcy Code**”).

Debtors’ Chapter 11 cases are being jointly administered.

2. CH 200 and Debtors are parties to prepetition contracts including, but not limited to, a third party freight management agreement (the “**OptiFreight Agreement**”)¹ with respect to the supply and distribution of medical and surgical products by CH 200 to Debtors. The OptiFreight Agreement covers multiple facilities of Debtors, including, without limitation, St. Francis Medical Center, St. Vincent Medical Center, and Seton Medical Center.

3. The schedules attached to the Cure Notice set forth a list of contracts that may be assumed by Debtors and assigned to the Winning Bidder of the Sale.² The schedules include reference to the OptiFreight Agreement, specifically at Ex. A, Part 1, Ref# 262 to 386, but

¹ A copy of the OptiFreight Agreement is not attached because it contains proprietary and confidential information, however, a copy will be made available upon request and with appropriate protections provided to CH 200.

² Capitalized terms not otherwise defined herein shall have the same meaning as in the Cure Notice.

1 provide an erroneous cure amount of -\$10,177.50.

2 4. As of March 13, 2020, the date of the Cure Notice, according to CH 200's books
3 and records, there was, and remains, due and owing to CH 200 by Debtors, the sum of
4 \$55,133.68, under the terms and conditions of the OptiFreight Agreement (the "**CH 200 Cure**
5 **Amount**").
6

7 **OBJECTION**

8 5. Pursuant to Section 365(b)(1)(A) of the Bankruptcy Code:

9 If there has been a default in an executory contract or unexpired lease of the debtor,
10 the [debtor-in-possession] may not assume such contract or lease unless, at the time
11 of assumption of such contract or lease, the [debtor-in-possession] . . . cures . . . such
default

12 11 U.S.C. § 365(b)(1)(A).

13 6. As noted above, Debtors owe the CH 200 Cure Amount of \$55,133.68. This
14 amount must be paid as a condition precedent to Debtors' assumption of the OptiFreight
15 Agreement and assignment of same to the Winning Bidder or any other purchaser, pursuant to
16 Section 365(b)(1)(A) of the Bankruptcy Code. The OptiFreight Agreement must be assumed and
17 assigned in its entirety and the CH 200 Cure Amount paid even though multiple facilities of
18 Debtors are covered by the OptiFreight Agreement.
19

20 **RESERVATION OF RIGHTS**

21 7. CH 200 hereby reserves its right under Section 365(b) of the Bankruptcy Code,
22 including, but not limited to, the right to require payment of all amounts accrued prior to and/or
23 after the Petition Date under the OptiFreight Agreement or any other agreements by and among
24 CH 200, other Cardinal Health entities and Debtors, to the extent any or all of the agreements are
25 assumed and assigned, as of the date of such assumption and assignment. CH 200 further
26 reserves its right to modify or supplement this Objection and to present such evidence as it
27 deems appropriate in connection with any hearing to consider this Objection. CH 200 further
28

1 reserves its right to object to the Winning Bidder's or any other purchaser's proposed form of
2 adequate assurance of future performance.

3 **CONCLUSION**

4 8. Based on the foregoing, CH 200 respectfully requests that this Court enter an
5 Order:
6

7 (a) Requiring Debtors or the ultimate purchaser to pay to CH 200 the CH 200
8 Cure Amount as a condition precedent to Debtors' assumption of the OptiFreight
9 Agreement and assignment of same to the Winning Bidder or any other the purchaser;
10 and

11 (b) Granting CH 200 such other or further relief as the Court deems appropriate.

12
13 DATED: April 3, 2020

Respectfully submitted,

14
15
16 By: /s/ Lei Lei Wang Ekvall

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20
21 -and-

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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:
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A true and correct copy of the foregoing document entitled (*specify*): **Objection of Cardinal Health 200, LLC, to Cure Amounts Set Forth in Notice to Counterparties to Executory Contracts and Unexpired Leases of the Debtors That May Be Assumed and Assigned [Docket No. 4267]** 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:

Counsel to the Debtors: Dentons US LLP; Attn: Tania M. Moyron (tania.moyron@dentons.com)

☒ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) _____, 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.

☐ 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.

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☐ 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

Date

Lynnette Garrett

Printed Name

/s/ Lynnette Garrett

Signature

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