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and their affiliates

**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

Hon. Judge Ernest M. Robles

**LIMITED OBJECTION AND
RESERVATION OF RIGHTS OF AT&T
CORP., AT&T SERVICES, INC. AND
THEIR AFFILIATES TO THE DEBTORS'
NOTICE OF CURE AMOUNTS AND
POTENTIAL ASSIGNMENT OF CERTAIN
EXECUTORY CONTRACTS AND/OR
UNEXPIRED LEASES IN CONNECTION
WITH SALE OF ST. FRANCIS MEDICAL
CENTER**

**[RELATES TO DOCKET NOS. 4069, 4161,
4165 AND 4267]**

Hearing:

Date: April 9, 2020

Time: 10:00 a.m.

Place: Courtroom 1568

255 East Temple Street
Los Angeles, California 90012



PLEASE TAKE NOTICE that AT&T Corp., AT&T Services, Inc. and their affiliates (collectively, “AT&T”), by and through their undersigned counsel, hereby submit this Limited Objection and Reservation of Rights (the “Limited Objection”) to 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 the above-captioned debtors (collectively, the “Debtors”). In support of the Limited Objection, AT&T respectfully states as follows:

BACKGROUND

Pursuant to certain contracts between AT&T and the Debtors (collectively, the “Contracts”), AT&T provides a variety of services (the “Services”) to the Debtors, including, but not limited to wired and wireless telecommunication services such as (i) local voice services, (ii) long distance voice services, (iii) mobility and (iv) internet and data services. In the aggregate, the Debtors are indebted to AT&T in the amount of no less than \$[467,829.92] on account of unpaid Services rendered by AT&T prior to the Debtors’ bankruptcy filing. In addition, the Debtors owe AT&T no less than \$1,196,576.26 on account of post-petition Services rendered by AT&T.¹

On March 13, 2020, the Debtors filed the Cure Notice. In the Cure Notice, the Debtors list certain contracts between Debtor Verity Health System of California, Inc. and AT&T, set forth on Exhibit A, Part 2 to the Cure Notice at Items 82-93. The Debtors have not identified the contracts with any specificity such as title, contract number or anything other than a one or two word description of the types of services. Nor have the Debtors set forth a cure amount for unpaid monetary obligations (the “Cure Amount”) with the exception of the Contract in listed in Item 88. According to the Debtors, the Cure Amount for that one contract is \$182,982.82. The rest of the Contracts have no cure amounts listed.

LIMITED OBJECTION

As an initial matter, AT&T objects to the assumption or assignment of any of the Contracts in a piecemeal fashion. It is well established that a contract must be assumed *cum onere*, meaning subject to all its burdens. *See Energy Consulting & Mgmt. Solutions, LLC v. Western States Equip.*

¹ AT&T and the Debtors have been in discussions to reconcile the post-petition amounts owed, which may result in an updated or otherwise agreed amount owed related to the post-petition period.

1 Co., 574 Fed. Appx. 763, 765 (9th Cir. 2014) (citing *N.L.R.B. v. Bildisco & Bildisco*, 465 U.S. 513,
2 531 (1984)); *see also In re Eastman Kodak Co.*, 495 B.R. 618, 624-25 (Bankr. S.D.N.Y. 2013)
3 (citations omitted). Accordingly, to the extent the Debtors assume or assign any of the Contracts
4 identified on the Cure Notice, they must also assume and assign the entire pertinent master
5 agreement and any and all pricing or other schedules thereto in whole. The Debtors cannot cherry-
6 pick aspects of the Contracts to assume, or unilaterally split apart a Contract for assumption and
7 assignment. *See In re 8800 LLC*, 2019 WL 268577 at *22 (Bankr. C.D. Cal. Jan. 18, 2019) (“debtor
8 must assume a lease or executory contract *cum onere*. Debtor may not delete provisions in a lease
9 that it deems undesirable as part of the assumption process but must accept the lease as is.”); *In re*
10 *Hawker Beechcraft, Inc.*, 486 B.R. 264, 278 (Bankr. S.D.N.Y. 2013) (noting “a debtor must assume
11 or reject an entire contract, and cannot cherry-pick the provisions it does not like”); *In re David*
12 *Orgell, Inc.*, 117 B.R. 574, 576 (Bankr. C.D. Cal. 1990) (“[t]he debtor may not assume only a
13 favorable portion of an executory lease, and reject or avoid an unfavorable portion”).

14 To date, the Debtors have not paid certain amounts that have accrued, or are otherwise due
15 under each of the Contracts. In addition, AT&T is now or may be entitled to other amounts that
16 have accrued but have not yet been billed or other amounts that have not yet become due under the
17 Contracts. Hence, AT&T objects to the Cure Notice to the extent it reflects no Cure Amount or a
18 Cure Amount of zero for any of the Contracts.

19 Moreover, AT&T believes that the proposed Cure Amount for Item 88 may overstate what
20 is due under that particular Contract. Indeed, that amount may be intended to reflect a total that the
21 Debtors (incorrectly) allege is currently owe to AT&T under all Contracts. Accordingly, AT&T
22 files this Limited Objection to avoid the situation where the Debtors reject the Contract in Item 88
23 and assume the remaining Contracts without paying any Cure Amount to AT&T.

24 AT&T further objects to the assumption of any of the Contracts until its objection to the
25 Cure Amounts set forth herein is resolved. As set forth above, the aggregate amount owed to AT&T
26 under the Contracts is not less than \$467,829.92 for the pre-petition Services and \$1,196,576.26
27 for the post-petition Services. AT&T requests that the Debtors update the Cure Notice to identify
28 the Contracts with greater specificity and to reflect the correct Cure Amount for each Contract.

1 Finally, the Cure Amounts also are subject to upward adjustment for any additional unpaid
2 post-petition amounts that accrue prior to the effective date of any assumption and assignment but
3 have not been paid by the Debtors or are not billed or become due under the Contracts until after
4 such effective date, including, without limitation, any amounts that may later be billed by AT&T
5 or become due and payable under the Contracts.

6 **RESERVATION OF RIGHTS**

7 AT&T reserves any and all rights, claims, and defenses it has or may have with regard to
8 the Contracts, the Cure Notice, any and all Cure Amounts, and any other motion, application,
9 notice, or other documents filed in this case. AT&T further reserves its right to supplement this
10 Limited Objection to preserve and assert in any manner its rights in connection with the Contracts
11 should its concerns not be resolved, including by filing a further objection to the assumption or
12 assignment of any of its Contracts.

13 Dated: April 3, 2020

14 Respectfully submitted:

15 REBECCA J. WINTHROP
16 NORTON ROSE FULBRIGHT US LLP

17 By: /s/ Rebecca J. Winthrop
18 Rebecca J. Winthrop

19 -and

20 DAVID A. ROSENZWEIG
21 NORTON ROSE FULBRIGHT US LLP

22 *Attorneys for AT&T Corporation and AT&T*
23 *Services, Inc. and their affiliates*
24
25
26
27
28

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:
555 South Flower Street, Forty-First Floor, Los Angeles, CA 90071

A true and correct copy of the foregoing document entitled (*specify*): **LIMITED OBJECTION AND RESERVATION OF RIGHTS OF AT&T CORP., AT&T SERVICES, INC. AND THEIR AFFILIATES TO THE DEBTORS' NOTICE OF CURE AMOUNTS AND POTENTIAL ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND/OR UNEXPIRED LEASES IN CONNECTION WITH SALE OF ST. FRANCIS MEDICAL CENTER** 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 April 3, 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:

SEE ATTACHED NEF SERVICE LIST

☒ 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*) April 3, 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.

SEE ATTACHED ADDITIONAL EMAIL LIST

☒ 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.

April 3, 2020 Evette M. Rodriguez
Date *Printed Name*

/s/Evette M. Rodriguez
Signature

NEF SERVICE LIST

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