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TO THE HONORABLE ERNEST M. ROBLES, UNITED STATES BANKRUPTCY JUDGE, THE DEBTORS AND ALL PARTIES IN INTEREST:

Long Beach Memorial Medical Center ("LBMMC") hereby files this limited objection and reservation of rights with respect to the Notice to Counterparties to Executory Contracts and *Unexpired Leases of the Debtors that May Be Assumed and Assigned* [Dkt. No. 4267] (the "Cure Notice") filed by the above-captioned debtors-in-possession (the "Debtors") on March 13, 2020. In support of its limited objection, LBMMC states as follows:

BACKGROUND I.

- On August 18, 2018, the Debtors each filed a voluntary petition for relief under 1. chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101, et seq. (the "Bankruptcy Code").
- 2. On March 29, 2019, LBMMC filed Proof of Claim No. 5051 asserting claims against debtor Saint Francis Medical Center ("SFMC") in the amount of \$3,807,136.29.
- 3. On September 13, 2019, this Court approved the Stipulation Regarding Pre-Petition Claims of Long Beach Memorial Medical Center [Docket Nos. 3061, 3053] pursuant to which the parties fixed LBMMC's pre-petition claim against SFMC at \$3,807,136.29.
- On February 10, 2020, the Debtors filed their Notice of Motion and Motion for the Entry of (I) an Order (1) Approving Form of Asset Purchase Agreement; (2) Approving Auction Sale Format and Bidding Procedures, (3) Approving Process for Discretionary Selection Of Stalking Horse Bidder and Bid Protections; (4) Approving Form of Notice to be Provided to Interested Parties; (5) Scheduling A Court Hearing to Consider Approval of the Sale to the Highest and Best Bidder; and (6) Approving Procedures Related to the Assumption of Certain Executory Contracts and Unexpired Leases; and (II) an Order Authorizing the Sale of Property Free and Clear of all Claims, Liens and Encumbrances [Docket No. 4069] (the "Sale Motion").
- 5. By the Sale Motion, among other things the Debtors seek authority to assume and assign certain contracts to a purchaser of their assets at auction pursuant to section 365 of the Bankruptcy Code.

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- 6. On February 26, 2020, the Court entered an order [Docket No. 4165] (the "Bid Procedures Order") approving the bidding procedures requested in the Sale Motion, including the procedures for the assumption and assignment of executory contracts and unexpired leases. The Court scheduled a hearing to approve the sale and authorize the assumption and assignment of executory contracts for April 9, 2020 (the "Sale Hearing").
- 7. On March 13, 2020, the Debtors filed and served the Cure Notice which identifies contracts that may be assumed and assigned pursuant to the Sale Motion (the "Potentially Assumed Contracts"), and the amounts, if any, that the Debtors believe are owed to each counterparty to cure defaults.
- 8. The Cure Notice references five agreements by and among SFMC and LBMMC as Potentially Assumed Contracts: (1) and (2) that certain Provider Agreement, which became effective on February 1, 2017 (the "Provider Agreement") (which appears to be listed twice); (3) that certain patient Transfer Agreement, which became effective on July 1, 2017 ("the Transfer Agreement"); (4) an "acute hospital agreement" which LBMMC understands is also a reference to the Provider Agreement; and (5) a Letter of Agreement Regional Cooperation with LBMMC dba Miller Children's Hospital. See Dkt. 4267, Ex. A- Contract Reference Nos. 828-832.
- 9. The Debtors propose to assume the five agreements (including the Provider Agreement, also referred to as the Acute Hospital Agreement) for a cure payment in the amount of \$3,807,136.29 (the "Cure Payment"). The Cure Payment equals the stipulated amount of LBMMC's pre-petition claim, and on that basis LBMMC does not object.
- 10. In addition, post-petition, LBMMC continues to provide services to the Debtors. Accordingly, LBMMC respectfully reserves its rights to assert additional claims with respect to any defaults that LBMMC may become aware of between the time of this filing and the effective date of any assumption.
- 11. Finally, the Provider Agreement provides that LBMMC's consent is required for any assignment, and LBMMC reserves the right to object to the Sale Motion on that or any other basis at the Sale Hearing.

1	12. LBMMC hereby expressly reserves (a) the right to supplement and/or amend this			
2	limited objection as additional information is received by LBMMC or otherwise and (b) all of its			
3	rights, claims, defenses, and remedies with respect to the Debtors and all matters in their cases,			
4	including but not limited to its right to challenge the authority of the Bankruptcy Court to enter			
5	final orders on non-core matters, or to assert any claims, rights of setoff, or rights of recoupment			
6	under the relevant agreements, applicable law or otherwise.			
7	Dated: April 3, 2020 STRADLING YOCCA CARLSON & RAUTH,			
8	a Professional Corporation			
9	By: /s/ Paul R. Glassman			
10	Paul R. Glassman			
11	Attorneys for Long Beach Memorial Medical Center			
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STRADLING YOCCA
CARLSON & RAUTH
LAWYERS
LOS ANGELES

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:

10100 N. Santa Monica Blvd, Suite 1400, Los Angeles, CA 90067

A true and correct copy of the foregoing document entitled LONG BEACH MEMORIAL MEDICAL CENTER'S LIMITED OBJECTION AND RESERVATION OF RIGHTS 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:

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This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

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This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

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Rose	e Zimmerman on behalf of Interested Party City of Daly City - rzimmerman@dalycity.org
	☐ Service information continued on attached page
On April : adversary postage p be compl	/ED BY UNITED STATES MAIL: 3, 2020, I served the following persons and/or entities at the last known addresses in this bankruptcy case or y proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will leted no later than 24 hours after the document is filed. the Objection, is less than twenty-five pages, LBR 5005-2(d)'s courtesy copy requirement is suspended uant to Amended General Order 20-02.
	☐ Service information continued on attached page
3. SERV	/ED 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 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.

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This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

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	☐ Service inf	formation continued on attached page
declare under penalty of per	jury under the laws of the United States that the forego	oing is true and correct.
April 3, 2020 <i>Date</i>	Christine Pesis Printed Name	/s/ Christine Pesis Signature