#### Case No. 19-cv-10352<sup>1</sup>

#### UNITED STATES DISTRICT COURT FOR THE CENTRAL DISTRICT OF CALIFORNIA LOS ANGELES DIVISION

In re: VERITY HEALTH SYSTEM OF CALIFORNIA, INC., et al., <sup>2</sup>	On Appeal from the United States Bankruptcy Court for the Central District of California (Bankr. Lead Case No.: 2:18-bk-20151-ER)
Debtors and Debtors in Possession	
	Judge: Hon. Dale S. Fischer
STRATEGIC GLOBAL MANAGEMENT,	Place: Courtroom 7D, 350 W. First
INC.,	Street, Los Angeles, CA 90012
Appellant,	
V.	
STATE OF CALIFORNIA; VERITY	
HEALTH SYSTEM OF CALIFORNIA,	
INC., <i>et al</i> .	
Appellees,	

#### APPELLANTS' STATEMENT OF ISSUES ON APPEAL AND DESIGNATION OF RECORD ON APPEAL

<sup>2</sup> The other Debtors in the chapter 11 cases, being jointly administered under Lead Case No. 2:18-bk-20151-ER, are O'Connor Hospital 2:18-bk-20168-ER, Saint Louise Regional Hospital 2:18-bk-20162-ER, St. Francis Medical Center 2:18-cv-C<sup>926</sup>20165+ER; 5t: Vincent Medical/Center@:18-bk-20164-ER; Seton Medical Center 2:18-cv-20167-ER, O'Connor Hospital Foundation 2:18-bk-20179-ER, Saint Louise Regional Hospital Foundation 2:18-cv-20172-ER, St. Francis Medical Center of Lynwood Foundation 2:18-cv-20178-ER, St. Vincent Foundation 2:18-cv-20180-ER, St. Vincent Dialysis Center, Inc. 2:18-cv-20171- ER Seton Medical Center Foundation 12:8-cv-20175-ER, Verity Business Services 2:18-cv-20173-ER, Verity Medical Foundation 2:18-cv-20169-ER, Verity Holdings, LLC 2:18-cv-20163-ER, DePaul Ventures, LLC 2:18-cv-20176-ER, and DePaul Ventures – San Jose Dialysis, LLC 2:18-cv-20181-ER.



<sup>&</sup>lt;sup>1</sup> This appeal (2:19-cv-10352-DSF) has been consolidated with the following related appeals: 2:19-cv-10354-DSF and 2:19-cv-10356-DSF.

Pursuant to Rule 6(b) of the Federal Rules of Appellate Procedure (the "<u>Appellate Rules</u>") and Rule 8009 of the Federal Rules of Bankruptcy Procedure (the "<u>Bankruptcy Rules</u>"), Appellant Verity Health System of California, Inc. ("<u>VHS</u>"), and its affiliated debtors (collectively, the "<u>Debtors</u>" or "<u>Appellants</u>"), hereby submit their Statement of Issues on Appeal and Designation of Record on Appeal.

#### **ORDERS APPEALED**

On July 7, 2020, Appellants timely filed their notice of appeal to the United States Court of Appeals for the Ninth Circuit from this Court's *Order Vacating Orders of the Bankruptcy Court*, dated June10, 2020 [**Dkt No. 65**] (the "<u>Vacatur</u> <u>Order</u>"), including the related underlying interlocutory *Order Denying Appellee Verity Health System of California, Inc., et al.'s Emergency Motion to Dismiss Appeal*, dated December 20, 2019 [**Dkt No. 19**] (the "<u>MTD Denial Order</u>"). The Vacatur Order ordered vacatur of the following three orders of the Bankruptcy Court for the Central District of California (the "<u>Bankruptcy Court</u>"):

(a) Order Granting "Debtors' Emergency Motion for the Entry of an C<sup>926</sup> 5:13-CA-10325-D Orderiu(d) Enforcing the Order Authonizing the Sale to Strategic Global Management, Inc; (II) Finding That the Sale is Free and Clear of 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," dated November 14, 2019 [Bankruptcy Docket No. 3611] (the "<u>AG</u> Order");

- (b) Order (1) Finding that SGM Is Obligated to Promptly Close the SGM Sale Under 8.6 of the APA, Provided that All Other Conditions to Closing Have Been Satisfied and (2) Granting Debtors' Motion for a Continuance of the Hearing to Approve the Disclosure Statement, dated November 18, 2019 [Bankruptcy Docket No. 3633] (the "Scheduling Order"); and
- (c) Order (1) Finding that SGM Is Obligated to Close the SGM Sale By No Later Than December 5, 2019 and (2) Setting Continued Hearing on Debtors' Motion for Approval of Disclosure Statement, dated November 27, 2019 [Bankruptcy Docket No. 3724] (the "<u>Material</u> <u>Adverse Effect Order</u>" or "<u>MAE Order</u>").

#### **STATEMENT OF ISSUES**

This appeal raises the following seven issues:

1. Whether the District Court erred in vacating the Bankruptcy Court's

AG Order, where Strategic Global Management, Inc.'s ("SGM") breach of the

Asset Purchase Agreement ("APA") entirely created or significantly contributed to

the circumstances that caused the appeal to be moot?

2. Whether the District Court erred in vacating the Bankruptcy Court's

AG Order, where the dismissal did not deprive SGM of appellate review because

SGM lacked standing, waived the right to appeal, and was estopped from asserting

Case 2:19-cv-10352-DSF Document 70 Filed 07/22/20 Page 3 of 12 Page ID #:7332 its Light to abbeal the AC Order.

3. Whether the District Court erred in holding in the MTD Denial Order

that SGM had standing to appeal the Bankruptcy Court's AG Order?

4. Whether the District Court erred in holding in the MTD Denial Order that SGM had not waived the right to appeal and was not estopped from appealing the Bankruptcy Court's AG Order?

5. Whether the District Court erred in ordering the extraordinary equitable remedy of vacatur of the Bankruptcy Court's AG Order?

6. Whether the District Court erred in vacating the Bankruptcy Court's Scheduling Order?

7. Whether the District Court erred in vacating the Bankruptcy Court's MAE Order?

#### **DESIGNATION OF RECORD ON APPEAL**

#### A. Bankruptcy Court Record

 In accordance with Appellate Rule 6(b) and Bankruptcy Rule 8009, Appellants re-designate all of the items listed in the *Statement of Issues on Appeal and Designation of Record [Related to Appeal of November 14 Order, Doc. No. 3611]* filed in the Bankruptcy Case by appellee SGM for the appeal of the AG Order, USDC Case No. 2:19-cv-10352-DSF [Bankruptcy Docket No. 3810] (the Case 5:13-cv-10352-D2E\_Document 10\_Elled 01/55/50\_bade t of 15\_bade 10 #:1333 "SGM 10352 Designation"). A copy of the SGM 10352 Designation, as prepared and filed under Bankruptcy Rule 8009, is attached hereto as Exhibit "A" and incorporated herein as if each designation in Exhibit "A" is fully set forth herein.

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2. Appellants re-designate all of the items listed in the *Appellees' Designation of Additional Items to Be Included in the Record on Appeal (USDC Case No. 2:19-cv-10352-DSF)* filed in the Bankruptcy Case by the Debtors for the AG Order appeal [Bankruptcy Docket No. 3867] (the "Debtors' 10352 Designation"). A copy of the Debtors' 10352 Designation, as prepared and filed under Bankruptcy Rule 8009, is attached hereto as Exhibit "B" and incorporated herein as if each designation in Exhibit "B" is fully set forth herein.

3. Appellants re-designate all of the items listed in the *Statement of Issues on Appeal and Designation of Record [Related to Appeal of November 18 Order, Doc. No. 3622]* filed in the Bankruptcy Case by SGM for the appeal of the Scheduling Order, USDC Case No. 2:19-cv-10354-DSF [Bankruptcy Docket No. 3811] (the "<u>SGM 10354 Designation</u>"). A copy of the SGM 10354 Designation, as prepared and filed under Bankruptcy Rule 8009, is attached hereto as Exhibit "C" and incorporated herein as if each designation in Exhibit "C" is fully set forth herein

4. Appellants re-designate all of the items listed in the *Appellees'* Case 5:10-CA-10325-D2E DOCIMENT TO Filed 07/22/20 Page 5 of 12 Page ID #:7334
Case No. 2:19-cv-10354-DSF) filed in the Bankruptch Case by the Debtors for the Scheduling Order appeal [Bankruptch Docket No. 3868] (the "Debtors' 10354 Designation"). A copy of the Debtors' 10354 Designation, as prepared and filed

under Bankruptcy Rule 8009, is attached hereto as Exhibit "D" and incorporated herein as if each designation in Exhibit "D" is fully set forth herein.

5. Appellants re-designate all of the items listed in the *Statement of Issues on Appeal and Designation of Record [Related to Appeal of November 27 Order, Doc. No. 3724]* filed in the Bankruptcy Case by SGM for the appeal of the MAE Order, USDC Case No. 2:19-cv-10356-DSF [Bankruptcy Docket No. 3812] (the "<u>SGM 10356 Designation</u>"). A copy of the SGM 10356 Designation, as prepared and filed under Bankruptcy Rule 8009, is attached hereto as Exhibit "E" and incorporated herein as if each designation in Exhibit "E" is fully set forth herein

6. Appellants re-designate all of the items listed in the *Appellees' Designation of Additional Items to Be Included in the Record on Appeal (USDC Case No. 2:19-cv-10356-DSF)* filed in the Bankruptcy Case by the Debtors for the MAE Order appeal [Bankruptcy Docket No. 3869] (the "Debtors' 10356 Designation"). A copy of the Debtors' 10356 Designation, as prepared and filed under Bankruptcy Rule 8009, is attached hereto as Exhibit "F" and incorporated

Case 2:19-cv-10352-DSF Document 70 Filed 07/22/20 Page 6 of 12 Page ID #:7335 herein as it each desiduation in Exhipit "L," is fully set touth herein.

#### **B.** District Court Record

7. In accordance with Appellate Rule 6(b) and Bankruptcy Rule 8009, Appellants further designate the following docket entries from the District Court record for this appeal.

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	Filing Date	Docket Number	Document Name
	12/6/2019	1 [735 pages]	Notice of Appeal and Statement of Election
	12/6/2019	2 [42 pages]	Notice of Debtors' Emergency Motion to Dismiss Appeal
	12/10/2019	3 [1535 pages]	Appendix in Support of Debtors' Emergency Motion to Dismiss Appeal
	12/6/2019	5 [2 pages]	Notice Regarding Appeal from Bankruptcy Court
	12/6/2019	6 [1 page]	Notice Regarding Appeal from Bankruptcy Court
	12/12/2019	9 [6 pages]	Notice of Related Cases
	12/17/2019	10 [28 pages]	Strategic Global Management, Inc.'s Opposition to "Debtors' Emergency Motion to Dismiss Appeal"
	12/17/2019	11 [21 pages]	Emergency Motion of Official Committee of Unsecured Creditors for Entry of Order, (I) Pursuant to Bankruptcy Rule 8003(c) Recognizing Committee as "Party to the Appeal;" or (II) in the Alternative, Pursuant to 8013(g) Granting Committee Right to Intervene in Appeal
	12/17/2019	12 [8 pages]	Official Committee of Unsecured Creditors' Joinder in Motion of Appellees Verity Health System of California, Inc., et al. to Dismiss Appeal
-	12/17/2019	13 [319 pages]	Declaration of Gary E. Klausner in Support of Strategic Global Management, Inc.'s Opposition to "Debtors' Emergency Motion to Dismiss Appeal"
ase	5126-19/208b9-1	Document 70 H [ages]	Official Committee of Unsecured Creditors' Reply to Strategic and Management, Incom Opposition to "Debtors' Emergency Motion to Dismiss Appeal"
	12/19/2019	18 [19 pages]	Reply in Support of Debtors' Emergency Motion to Dismiss Appeal
	12/20/2019	19 [3 pages]	Order Denying Emergency Motion to Dismiss Appeal (Dkt. No. 2); Order Granting Motion to be Named as Appellee

#### i. <u>District Court Case. No. 2:19-cv-10352-DSF</u>

-			
	12/20/2019	20 [15 pages]	Strategic Global Management, Inc.'s Notice of Motion and Motion to Consolidate Appeals
	12/20/2019	21 [63 pages]	Declaration of Gary E. Klausner in Support of Strategic Global Management, Inc.'s Motion to Consolidate Appeals
-	12/26/2019	22 [0 pages]	Text Only Entry: (in Chambers) Order re: Strategic Global Management, Inc.'s Notice of Motion and Motion to Consolidate Appeals
	01/17/2020	33 [1 page]	Order Granting Motions to Intervene; Order Granting Motion to Consolidate Appeals
	2/4/2020	41 [4 pages]	Strategic Global Management, Inc.'s Notice of Related Cases
	2/13/2020	42 [296 pages]	Strategic Global Management, Inc.'s Notice of Motion and Motion to: (1) Augment Record on Appeal and Request for Judicial Notice; and (2) Accept the Sale Correspondence Filed Under Seal with the Bankruptcy Court for Purposes of the Appeals; Declaration of Gary E. Klausner in Support Thereof
-	02/14/2020	43 [48 pages]	Appellant's Opening Brief
	02/14/2020	44 [8 pages]	Appellant's Appendix
	2/14/2020	45 [88 pages]	Strategic Global Management, Inc.'s Request for Judicial Notice Re: Documents Filed or Entered After November 27, 2019
-	02/20/2020	46 [10 pages]	Debtors' Response and Conditional Non-Opposition to Strategic Global Management, Inc.'s Motion to: (1) Augment Record on Appeal and Request for Judicial Notice; and (2) Accept Sale Correspondence Filed Under Seal with the Bankruptcy Court for the Purposes of the Appeals
0000	04/14/2020	55 [75 pages]	Appellees' Joint Brief
Case	04/14/2020	56 [585 pages]	Abbeudix in Snbbort of Abbellees, Joint Briet         Filed 07/22/20       Page 8 of 12         Page 1D #:7337
	04/14/2020	57 [10 pages]	Appellees' Request for Judicial Notice in Support of Joint Brief
	05/04/2020	58 [33 pages]	Appellant's Reply Brief
	05/14/2020	59 [2 pages]	Order Dismissing Appeals as Moot

05/28/2020	60 [10 pages]	Appellees' Joint Response to Court's Tentative Decision to Vacate Orders
05/29/2020	61 [6 pages]	Appellant's Conditional Request to File a Reply Brief
6/2/2020	62 [0 pages]	Text Only Entry: (in Chambers) Order re: Appellant May File a Five-Page Reply to the Appellees' Response re Vacatur No Later Than June 7, 2020
06/08/2020	64 [10 pages]	Appellant's Reply to "Appellees' Joint Response to Court's Tentative Decision to Vacate Orders"
06/10/2020	65 [2 pages]	Order Vacating Orders of the Bankruptcy Court
07/08/2020	66 [9 pages]	Notice of Appeal

#### ii. District Court Case No. 2:19-cv-10354-DSF

	Filing Date	Docket No.	Docket Text
	12/6/2019	1 [2 pages]	Notice of Appeal and Statement of Election
	12/6/2019	2 [2 pages]	Notice Regarding Appeal from Bankruptcy Court
	12/6/2019	3 [50 pages]	Notice of Referral of Appeal
	12/6/2019	4 [2 pages]	Notice of Referral of Appeal
	12/6/2019	5 [1 page]	Notice of Transfer of Appeal to District Court
	12/19/2019	10 [6 pages]	Notice of Related Cases
Case	2:19-cv-10352-t	15 [1 bages] [1 bages]	Cases) Order Re Transfer Pursuant to General Order 19-03 (Related Order Re Transfer Pursuant to General Order 19-03 (Related
	12/19/2019	13 [41 pages]	Notice of Debtors' Emergency Motion to Dismiss Appeals
	12/19/2019	14 [8 pages]	Appendix in Support of Debtors' Emergency Motion to Dismiss Appeals
	12/20/2019	16 [1 pages]	Order Denying Emergency Motions to Dismiss

12/27/2019	17 [21 pages]	Notice of Motion and Motion of Official Committee of Unsecured Creditors for Entry of Order, (I) Pursuant to Bankruptcy Rule 8003(c) Recognizing Committee as "Party to the Appeal"; or (II) in the Alternative, Pursuant to 8013(g), Granting Committee Right to Intervene in Additional SGM Appeals
12/27/2019	18 [0 pages]	Text Only Entry: (in Chambers) Order re: Notice of Motion and Motion of Official Committee of Unsecured Creditors for Entry of Order, (I) Pursuant to Bankruptcy Rule 8003(c) Recognizing Committee as "Party to the Appeal"; or (II) in the Alternative, Pursuant to 8013(g), Granting Committee Right to Intervene in Additional SGM Appeals
01/17/2020	27 [1 page]	Order Granting Motions to Intervene; Order Granting Motion to Consolidate Appeals
05/14/2020	28 [2 pages]	Order Dismissing Appeals as Moot
06/10/2020	29 [2 pages]	Order Vacating Orders of the Bankruptcy Court

#### iii. <u>District Court Case No. 2:19-cv-10356-DSF</u>

	Filing Date	Docket No.	Docket Text
	12/06/2019	1 [737 pages]	SGM Notice of Appeal and Statement of Election
	12/06/2019	2 [30 pages]	Notice of Referral of Appeal
	12/06/2019	3 [1 page]	Notice of Transfer of Appeal to District Court
Case	2:19-cv-10352-D	[5 bages] SF Document 70 F	Notice Kegarding Abbeal thom Baukinbtch Conit iled 07/22/20 Page 10 of 12 Page ID #:/339
	12/12/2019	8 [6 pages]	Notice of Related Cases
	12/16/2019	9 [1 page]	Order Re Transfer Pursuant to General Order 19-03 (Related Cases)
	12/19/2019	11 [41 pages]	Notice of Debtors' Emergency Motion to Dismiss Appeals

12/19/2019	12 [8 pages]	Appendix in Support of Debtors' Emergency Motion to Dismiss Appeals
12/20/2019	14 [1 page]	Order Denying Emergency Motions to Dismiss
12/27/2019	15 [21 pages]	Notice of Motion and Motion of Official Committee of Unsecured Creditors for Entry of Order, (I) Pursuant to Bankruptcy Rule 8003(c) Recognizing Committee as "Party to the Appeal"; or (II) in the Alternative, Pursuant to 8013(g), Granting Committee Right to Intervene in Additional SGM Appeals
12/27/2019	16 [0 pages]	Text Only Entry: (in Chambers) Order re: Notice of Motion and Motion of Official Committee of Unsecured Creditors for Entry of Order, (I) Pursuant to Bankruptcy Rule 8003(c) Recognizing Committee as "Party to the Appeal"; or (II) in the Alternative, Pursuant to 8013(g), Granting Committee Right to Intervene in Additional SGM Appeals (No Image Available)
01/17/2020	25 [1 page]	Order Granting Motions to Intervene; Order Granting Motion to Consolidate Appeals
05/14/2020	26 [2 pages]	Order Dismissing Appeals as Moot
06/10/2020	27 [2 pages]	Order Vacating Orders of the Bankruptcy Court

Respectfully submitted,

Dated: July 22, 2020 DENTONS US LLP Case 2:10-cv-10325-D2E Document 20 Filed 07/2001 Page 2:10-cv-10352-D2E Document 70 Filed 07/2001 Page 2:10-cv-10352-D2E Page 2:10-cv-10352-Page 2

> By: <u>/s/ Tania M. Moyron</u> Tania M. Moyron

Attorneys for Appellants Verity Health Systems of California, Inc., *et al.* 

#### **CERTIFICATE OF SERVICE**

I hereby certify that on July 22, 2020, I electronically filed the foregoing document with the Clerk of the Court for the United States District Court for the Central District of California by using the CM/ECF system.

I further certify that parties of record to this appeal who either are registered CM/ECF users, or who have registered for electronic notice, or who have consented in writing to electronic service, will be served through the CM/ECF system.

I further certify that some of the parties of record to this appeal have not consented to electronic service. I have served the foregoing document by the means set forth below:

#### **Courtesy Copies via Personal Delivery**

Chambers of the Honorable Dale S. Fischer First Street Courthouse 350 West 1<sup>st</sup> Street Courtroom 7D Los Angeles, CA 90012

#### Served Via Email

Gary E. Klausner Case 5:10-cv-16250 Constellation Blvd., Ste. 1700 Los Angeles, CA 90067 gek@lnbyb.com

/s/ Tania M. Moyron

Tania M. Moyron

# **EXHIBIT** A

Case	2: <u>1ው</u> መሬት <mark>201521 ሙም ወርር መስከት መሬት የ</mark> Main Document ድሪ	1900 Entered 12/12/19 15:24:26 "Весс Docket #3810 Date Filed: 12/13/2019
1 2 3 4 5 6 7 8 9	<ul> <li>GARY E. KLAUSNER (SBN 69055)</li> <li>gek@lnbyb.com</li> <li>LEVENE, NEALE, BENDER, YOO &amp; BRILL 1</li> <li>10250 Constellation Boulevard, Suite 1700</li> <li>Los Angeles, CA 90067</li> <li>Telephone: (310) 229-1234</li> <li>Facsimile: (310) 229-1244</li> <li>L. RACHEL LERMAN</li> <li>rachel.lerman@btlaw.com</li> <li>BARNES &amp;THORNBURG LLP</li> <li>2029 Century Park East Suite 300</li> <li>Los Angeles, CA 90067-2904</li> <li>Telephone: (310) 284-3871</li> <li>Attorneys for Strategic Global Management, Inc</li> </ul>	
10		ANKRUPTCY COURT
11		CT OF CALIFORNIA ES DIVISION
12	In re	LEAD CASE NO.: 2:18-bk-20151-ER
13	VERITY HEALTH SYSTEM OF CALIFORNIA, INC., <i>et al.</i> ,	CHAPTER: 11
14 15	Debtors and Debtors in Possession.	JOINTLY ADMINISTERED WITH: CASE NO.: 2:18-bk-20162-ER CASE NO.: 2:18-bk-20163-ER
16 17	<ul> <li>Affects All Debtors</li> <li>Affects Verity Health System of California, Inc.</li> </ul>	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
18	<ul> <li>Affects O'Connor Hospital</li> <li>Affects Saint Louise Regional Hospital</li> <li>Affects St. Francis Medical Center</li> </ul>	CASE NO.: 2:18-bk-20169-ER CASE NO.: 2:18-bk-20171-ER CASE NO.: 2:18-bk-20172-ER
19 20	<ul> <li>☐ Affects St. Vincent Medical Center</li> <li>☐ Affects Seton Medical Center</li> <li>☐ Affects O'Connor Hospital Foundation</li> </ul>	CASE NO.: 2:18-bk-20173-ER CASE NO.: 2:18-bk-20175-ER CASE NO.: 2:18-bk-20176-ER
20	Affects Saint Louise Regional Hospital Foundation	CASE NO.: 2:18-bk-20178-ER CASE NO.: 2:18-bk-20179-ER
22	□ Affects St. Francis Medical Center of Lynwood Foundation	CASE NO.: 2:18-bk-20180-ER CASE NO.: 2:18-bk-20181-ER
23	□ Affects St. Vincent Foundation □ Affects St. Vincent Dialysis Center, Inc. □ Affects Seton Madical Center Foundation	STATEMENT OF ISSUES ON ADDEAT
24	<ul> <li>Affects Seton Medical Center Foundation</li> <li>Affects Verity Business Services</li> <li>Affects Verity Medical Foundation</li> </ul>	STATEMENT OF ISSUES ON APPEAL AND DESIGNATION OF RECORD [RELATED TO APPEAL OF NOVEMBER
25	□ Affects Verity Holdings, LLC □ Affects De Paul Ventures, LLC	14 ORDER, DOC. NO. 3611]
26	□ Affects De Paul Ventures – San Jose ASC, LLC	
27 28	Debtors and Debtors in Possession.	
20		Image: 182015119121300000000000

1	STATEMENT OF ISSUES ON APPEAL
2	Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, appellants Strategic
3	Global Management, Inc. ("SGM"), through its undersigned counsel of record, hereby designate
4	the following statement of issues on appeal of the Bankruptcy Court's "Order Granting "Debtors'
5	Emergency Motion for the Entry of an Order: (I) Enforcing the Order Authorizing the Sale to
6	Strategic Global Management, Inc.; (II) Finding that the Sale Is Free and Clear of Conditions
7	Materially Different than Those Approved by the Court; (III) Finding that " [Doc. No. 3611]
8	(the " <u>Order</u> "). <sup>1</sup>
9	1. Did the Bankruptcy Court err in entering the Order where: (1) SGM – the purchaser
10	under its Asset Purchase Agreement with the Debtors – was not a party to the AG Compromise and
11	Settlement, which directly affects SGM's rights under the APA; and (2) the Debtors did not file a
12	motion, pursuant to Federal Rule of Bankruptcy Procedure 9019 or otherwise, for Court approval
13	of the AG Compromise and Settlement?
14	2. Did the Bankruptcy Court err in entering the Order in substantially the same form
15	as the Debtors' proposed form of order (the "Proposed Order"), and overruling SGM's objections
16	to the Proposed Order?
17	///
18	
19	<sup>1</sup> As of the filing of this statement, SGM has appealed the following orders of the Bankruptcy Court:
20	(A) "Order Granting "Debtors' Emergency Motion for the Entry of an Order: (I) Enforcing the
21	Order Authorizing the Sale to Strategic Global Management, Inc.; (II) Finding that the Sale Is Free and Clear of Conditions Materially Different than Those Approved by the Court; (III) Finding that
22	" [Doc. No. 3611] entered on November 14, 2019 (the " <u>November 14 Order</u> "); (B) "Order (1) Finding that SGM Is Obligated to Promptly Close the SGM Sale Under Sec. 8.6 of
23	the APA, Provided that All Other Conditions to Closing Have Been Satisfied and (2) Granting Debtors' Motion for a Continuance of the Hearing to Approve the Disclosure Statement" [Doc. No.
24	3633] entered on November 18, 2019 (the "November 18 Order"); and
25	(C) "Order (1) Finding that SGM Is Obligated to Close the SGM Sale by No Later Than December 5, 2019 and (2) Setting Continued Hearing on Debtors' Motion for Approval of Disclosure
26	<i>Statement</i> " [Doc. No. 3724] entered on November 27, 2019 (the " <u>November 27 Order</u> ", and collectively, the " <u>Orders</u> "). The Orders all relate to whether the conditions for SGM's closing of
27	the sale (the " <u>Sale</u> ") of certain assets (the " <u>Assets</u> ") pursuant to the asset purchase agreement dated January 8, 2019 [Doc. No. 2305] (the " <u>Asset Purchase Agreement</u> " or " <u>APA</u> ") have been satisfied.
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#### **DESIGNATION OF THE RECORD**

Appellants hereby designate the following items to be included in the record on appeal:
1. Unless otherwise indicated, (1) each of the following pleadings that are described
below are based on the electronic docket in the jointly administered bankruptcy cases of Verity
Health System of California, Inc. ("<u>VHS</u>") and the above-referenced affiliated debtors, the debtors
and debtors in possession (collectively, the "<u>Debtors</u>"); and (2) the pleadings listed below have
been filed on the electronic docket of VHS.

9	Filing Date	Docket No.	Docket Text
10	2/19/2019	1572	Order (1) Approving Form of Asset Purchase Agreement for
			Stalking Horse Bidder and for Prospective Overbidders, (2) Approving Auction Sale Format, Bidding Procedures and
11			Stalking Horse Bid Protections, (3) Approving Form of Notice
12			to be Provided to Interested Parties, (4) Scheduling a Court
13			Hearing to Consider Approval of the Sale to the Highest
15			Bidder and (5) Approving Procedures Related to the
14			Assumption of Certain Executory Contracts and Unexpired Leases; and (II) an Order (A) Authorizing the Sale of Property
15			Free and Clear of All Claims, Liens and Encumbrances;
15			Memorandum of Points and Authorities in Support Thereof
16	05/02/2019	2305	Notice of Filing of Final Asset Purchase Agreement and
17			Schedules Re Motion for the Entry of (I) An Order (1)
1 /			Approving Form of Asset Purchase Agreement for Stalking
18			Horse Bidder and for Prospective Overbidders, (2) Approving Auction Sale Format, Bidding Procedures and Stalking Horse
19			Bid Protections [] [Related to Docket Nos. 1279 and 1572]
19	05/02/2019	2306	Order (A) Authorizing The Sale Of Certain Of The Debtors'
20			Assets To Strategic Global Management, Inc. free And Clear
21			Of Liens, Claims, Encumbrances, And Other Interests; (B)
21			Approving The Assumption And Assignment Of An
22			Unexpired Lease Related Thereto; And (C) Granting Related
22	05/02/2019	2365	Relief
23	03/02/2019	2303	Stipulation Between the Debtors, DHCS, and HHS Continuing Hearing Regarding Transfer of Medi-Cal Provider Agreements
24			and Medicare Provider Agreements to Strategic Global
25			Management, Inc. [Related Docket Nos. 1572, 1879, 2278]
25	5/14/2019	2377	Order Approving Stipulation Between the Debtors, DHCS,
26			and HHS Continuing Hearing Regarding Transfer of Medi-Cal
27			Provider Agreements and Medicare Provider Agreements to
27			Strategic Global Management, Inc. [Related Docket Nos.
28			1572, 1879, 2278]

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Filing Date	Docket No.	Docket Text
09/30/2019	3188	Debtors' 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 Clean
		of Conditions Materially Different Than Those Approved by
		the Court; (III) Finding That the Attorney General Abused His
		Discretion in Imposing the Conditions on That Sale; and (IV)
		Granting Related Relief [Docket No. 3188]
10/8/2019	3320	Official Committee of Unsecured Creditors' Response in
		Support of Debtors' 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 Conditions Materially Different Than
		Those Approved by the Court; and Other Relief [Dkt. 3188]
10/8/2019	3325	Response of United Nurses Associations of California to
		Debtors' 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 Conditions Materially Different Than Those Approved by
		the Court; and Other Relief
10/9/2019	3333	Opposition of California Attorney General to "Debtors'
		Emergency Motion for the Entry of an Order: (I) Enforcing th
		Order Authorizing the Sale to Strategic Global Management,
		Inc; (II) Finding That the Sale Is Free and Clear of 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
10/0/2010	2224	Relief" [Doc. 3188]
10/9/2019	3334	Declaration of David K. Eldan in Support of the California
		Attorney General's Opposition to "Debtors' 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 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"
10/10/2019	3356	Statement of Strategic Global Management, Inc. in Support o
10/10/2017	5550	"Debtors' 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 Conditions Materially Different Than Those Approved by
		the Court "
10/14/2019	3382	Debtors' Reply to California Attorney General's Opposition t
		Debtors' Motion for the Entry of an Order Enforcing the Orde
		Authorizing the Sale to Strategic Global Management, Inc.

## <u>ငြေနာင္</u> 2:103-0k 1203551 ကြန္မာ Main Document Page 5 of 12

Filing Date	Docket No.	Docket Text
Posted 10/15/2019	N/A	Bankruptcy Court's Tentative Ruling on "Debtors' 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 Conditions Materially Different Than Those Approved by the Court"
		posted on October 15, 2019 at 7:48:42 AM.
10/23/2019	3446	Memorandum of Decision Granting Debtors' Emergency Motion to Enforce Sale Order [Doc. No. 3188]
11/08/2019	3572	Stipulation Resolving "Debtors' 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 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" [Docket No. 3188]
11/8/2019	3573	Notice Regarding Proposed Order Resolving Debtors'
		Emergency Motion for the Entry of an Order Enforcing the
		Sale Order and Requesting Related Relief
11/8/2019	3574	Notice of Lodgment of Order in Bankruptcy Case re:
11/11/2019	3582	<ul><li>Enforcement Motion [Docket No. 3188]</li><li>Objection to Order Granting "Debtors' Emergency Motion for</li></ul>
11/11/2017	5562	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 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. 3188)
11/11/2019	3583	Notice of Lodgment of Order re: Debtors' 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 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.3188)
11/11/2019	3586	Debtors' Response to Strategic Global Management, Inc.'s (I)
		Objection to Debtors' Proposed Order Granting Enforcement Motion and (II) Strategic Global Management, Inc.'s Notice of
		Lodgment of Alternative Proposed Order; Declaration of Tania
		M. Moyron in Support Thereof [Related Docket Nos. 3572, 3573, 3574, 3582, 3583]
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#### Case 2:108 tok 1203 521 tost $D_{0} = \frac{1}{2} \frac{1}$ Page 6 of 12

**Docket Text** 

Official Committee of Unsecured Creditors' (I) Reply to SGM's Objection to the Debtors' Proposed Order on the

Debtors' Enforcement Motion [Dkt. 3582] and (II) Statement in

Provided That All Other Conditions to Closing Have Been

Satisfied and (2) Granting Debtors' Motion for a Continuance

Order (1) Finding That SGM is Obligated to Promptly Close the

SGM Sale Under § 8.6 of the APA, Provided That All Other

Continued Hearing on Debtors' Motion for Approval of

Memorandum of Decision Denying Debtors' Emergency

Motion for Issuance of an Order to Show Cause re: Closing of

of the Hearing to Approve the Disclosure Statement

Main Document

**Docket No.** 

3590

		Debtors Emorement Motion [Dkt. 5582] and (II) Statement In
		Support of the Debtors' Proposed Order [Dkt. 3574]
11/12/2019	3591	Order Setting Emergency Hearing on Strategic Global
		Management's Objection to the Form of the Debtor's Proposed
		Order Granting the Sale Enforcement Motion
11/13/2019	3599	Order Vacating and Withdrawing "Memorandum of Decision
		Granting Debtors' Emergency Motion to Enforce the Sale
		Order" [Doc. No. 3446]
11/14/2019	3610	Notice of Redline of Changes to Proposed Order Granting
		"Debtors' 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 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. 3188]
11/14/2019	3611	Order Granting "Debtors' 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 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. 3188]
11/18/2019	3632	Memorandum of Decision (1) Finding That SGM is Obligated
		to Promptly Close the SGM Sale Under § 8.6 of the APA,

Conditions to Closing Have Been Satisfied and (2) Granting Debtors' Motion for a Continuance of the Hearing to Approve the Disclosure Statement 11/27/2019 3723 Memorandum of Decision Finding That SGM is Obligated to Close the SGM Sale by No Later Than December 5, 2019 Order (1) Finding That SGM is Obligated to Close the SGM 11/27/2019 3724 Sale by No Later Than December 5, 2019 and (2) Setting

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**Disclosure Statement** 

the SGM Sale

## Case 2:19 0k 1203521 05 D06 38 29t 75 iled 12/23/292/20 tered 22/33/19 15:34-26 #Desa Main Document Page 7 of 12

Filing Date	Docket No.	Docket Text
12/9/2019	3784	Order Denying Debtors' Emergency Motion for Issuance of
10/21/2019	3416	Order to Show Cause re: Closing of the SGM SaleTranscript Regarding Hearing Held October 15, 2019 re:
10/21/2019	3410	Debtors' Emergency Motion for the Entry of an Order
11/15/2019	3620	Transcript Regarding Hearing Held November 13, 2019 re:
		Verity Health System of California, Inc.
N/A	N/A	Bankruptcy Court Docket, In re Verity Health System of California, Inc., et al., Lead Case No. 2:18-bk-20151-ER
11/29/2019	3726	Notice of Appeal and Statement of Election by Strategic Global Management, Inc.
2. R	Reporter's Trans	cript(s) for the following date(s):
C	October 15, 2019	9, November 13, 2019
Dated: Decembe	er 13, 2019	LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
		By: /s/ Gary E. Klausner
		Gary E. Klausner
		Counsel for Strategic Global Management, Inc.

Case	2:11 ዓ. መሬት 12/23551 ተፍናት 1966 ዓ. በ 17 Biled ተገራ በ3/1922/ Enterech 12/31 ዓ/19 1 ዓ. አታሪት 260 # Presso Main Document Page 8 of 12
1	PROOF OF SERVICE OF DOCUMENT
2 3	I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is 10250 Constellation Boulevard, Suite 1700, Los Angeles, CA 90067.
4	A true and correct copy of the foregoing document entitled <b>STATEMENT OF ISSUES ON APPEAL AND</b> <b>DESIGNATION OF RECORD [RELATED TO APPEAL OF NOVEMBER 14 ORDER, DOC. NO. 3611]</b> 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:
6 7 8	1. <u>TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF)</u> : Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On <b>December 13, 2019</b> , 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	n is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

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28	<ul> <li>Ralph J Swanson ralph.swanson@berliner.com, sabina.hall@berliner.com</li> </ul>

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	Main Document Page 12 01 12
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	<ul> <li>Adam G Wentland awentland@tocounsel.com, lkwon@tocounsel.com</li> </ul>
7	<ul> <li>Latonia Williams lwilliams@goodwin.com, bankruptcy@goodwin.com</li> <li>Michael S Winsten mike@winsten.com</li> </ul>
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10	dare.law@usdoj.gov;kelly.l.morrison@usdoj.gov;kenneth.g.lau@usdoj.gov
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	<ul> <li>Rose Zimmerman rzimmerman@dalycity.org</li> </ul>
12	2. SERVED BY UNITED STATES MAIL: On December 13, 2019, I served the following persons and/or
13	entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true
1.4	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 <u>will be</u>
14	<u>completed</u> no later than 24 hours after the document is filed.
15	Service information continued on attached page
16	
	3. <u>SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR</u> EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR,
17	on December 13, 2019, I served the following persons and/or entities by personal delivery, overnight
18	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 <u>will be completed</u> no later than 24 hours after the document is filed.
19	
20	<u>Served via Attorney Service</u> The Honorable Ernest M. Robles
21	United States Bankruptcy Court
Δ1	Edward R. Roybal Federal Building 255 E. Temple Street, Suite 1560
22	Los Angeles, CA 90012
23	I declare under penalty of perjury under the laws of the United States of America that the foregoing is
	true and correct.
24	December 12, 2010
25	December 13, 2019     Lisa Masse     /s/ Lisa Masse       Date     Type Name     Signature
26	
27	
28	
20	
	This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.
	June 2012 F 9013-3.1.PROOF.SERVICE

# **EXHIBIT B**

Case	2:19-06-20352-58F Doca867nt Toled 1-312	74900Entered 12/27/10 21:01:52
1 2 3 4 5 6 7 8 9		) BANKRUPTCY COURT FORNIA - LOS ANGELES DIVISION
10		
11	In re	Lead Case No.: 2:18-bk-20151-ER
12	VERITY HEALTH SYSTEM OF	Jointly Administered With: Case No. 2:18-bk-20162-ER
13	CALIFORNIA, INC., <i>et al.</i> ,	Case No. 2:18-bk-20163-ER
14	Debtors and Debtors In Possession.	Case No. 2:18-bk-20164-ER Case No. 2:18-bk-20165-ER
15	⊠Affects All Debtors	Case No. 2:18-bk-20167-ER Case No. 2:18-bk-20168-ER
16	□ Affects Verity Health System of California, Inc.	Case No. 2:18-bk-20169-ER Case No. 2:18-bk-20171-ER
17	☐ Affects O'Connor Hospital ☐ Affects Saint Louise Regional Hospital	Case No. 2:18-bk-20172-ER Case No. 2:18-bk-20173-ER
18	□ Affects St. Francis Medical Center	Case No. 2:18-bk-20175-ER Case No. 2:18-bk-20176-ER
19	□ Affects St. Vincent Medical Center □ Affects Seton Medical Center	Case No. 2:18-bk-20178-ER Case No. 2:18-bk-20179-ER
20	□ Affects O'Connor Hospital Foundation □ Affects Saint Louise Regional Hospital	Case No. 2:18-bk-20180-ER Case No. 2:18-bk-20181-ER
20	Foundation	Chapter 11 Cases
21	Lynwood Foundation	Honorable Ernest M. Robles
22	□ Affects St. Vincent Dialysis Center, Inc. □ Affects Seton Medical Center Foundation	APPELLEES' DESIGNATION OF ADDITIONAL ITEMS TO BE INCLUDED IN
23 24	□ Affects Verity Business Services □ Affects Verity Medical Foundation	THE RECORD ON APPEAL (USDC Case No.
	□ Affects Verity Holdings, LLC □ Affects De Paul Ventures, LLC	2:19-cv-10352-DSF)
25 26	☐ Affects De Paul Ventures - San Jose Dialysis, LLC	
26	Debtors and Debtors In Possession.	
27		
28		
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1 Pursuant to Rule 6 of the Federal Rules of Appellate Procedure and Rule 8009 of the 2 Federal Rules of Bankruptcy Procedure, Appellees and Debtors, Verity Health System of 3 California, Inc. and its affiliates (collectively, the "Appellees"), hereby designate the following 4 items, in addition to those items previously designated by the Appellant, for inclusion in the 5 record in connection with Appellant's appeal from the Order Granting Debtors' Emergency 6 Motion for the Entry of an Order: (1) Enforcing the Order Authorizing the Sale to Strategic 7 Global Management, Inc.; (2) Finding that the Sale is Free and Clear of Conditions Materially 8 Different than those Approved by the Court; (3) Find that ... [Docket No. 3611].

# DESIGNATION OF ADDITIONAL ITEMS FOR INCLUSION IN RECORD ON APPEALFROM THE DOCKET OF THE UNITED STATES BANKRUPTCY COURT FOR THECENTRAL DISTRICT OF CALIFORNIA FOR CASE NO. 2:19-cv-10352-DSF

14	Date Filed	Docket Number	Description
17			-
15	8/31/18	8	Declaration of Richard G. Adcock In Support of Emergency
	1/17/10	1070	First-Day Motions
16	1/17/19	1279	Motion and Notice of Motion For The Entry of (I) An Order
17			(1) Approving Form of Asset Purchase Agreement For
17			Stalking Horse Bidder and For Prospective Overbidders; (2)
18			Approving Auction Sale Format, Bidding Procedures and
10			Stalking Horse Bid Protections; (3) Approving Form of
19			Notice To Be Provided To Interested Parties; (4) Scheduling A Court Hearing To Consider Approval of The Sale To The
•			Highest Bidder; and (5) Approving Procedures Related To
20			The Assumption of Certain Executory Contracts and
21			Unexpired Leases; and (II) An Order (A) Authorizing The
21			Sale of Property Free and Clear of All Claims, Liens and
22			Encumbrances; Memorandum of Points and Authorities In
			Support Thereof
23	2/19/19	1570	Transcript Regarding Hearing Held February 6, 2019 re:
24		1370	Motion and Notice of Motion for the Entry of an Order
24	9/20/19	3103	Motion to Continue Hearing on Motion of the Debtors for an
25	9/20/19	5105	Order Approving: (I) Proposed Disclosure Statement; (II)
			Solicitation and Voting Procedures; (III) Notice and
26			Objection Procedures for Confirmation of Debtors' Plan; and
27			(IV) Granting Related Relief [Relates to Docket Nos. 2994,
27			2995]
28		1	

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**Docket Number** 

Description
Order Granting Mo
Debtors for an Orde

	Date Flied	Docket Number	Description
2	9/20/19	3120	Order Granting Motion to Continue Hearing on Motion of the
3			Debtors for an Order Approving: (I) Proposed Disclosure
5			Statement; (II) Solicitation and Voting Procedures; (III)
4			Notice and Objection Procedures for Confirmation of
			Debtors' Plan; and (IV) Granting Related Relief
5	10/15/19	3386	Supplemental Objection of the United States, on Behalf of the
6			U.S. Department of Health and Human Services and Centers
			for Medicare and Medicaid Services to Debtors' Motion for
7			the Entry of an Order Authorizing the Sale of Property Free and Clear of All Claims, Liens, and Encumbrances; and
0			Memorandum of Points and Authorities in Support Thereof
8	11/15/19	3621	Motion to (A) Continue Hearing on Motion of the Debtors for
9	11/10/17	5021	an Order Approving: (I) Proposed Disclosure Statement; (II)
			Solicitation and Voting Procedures; (III) Notice and
10			Objection Procedures for Confirmation of Debtors' Plan, and
11			(IV) Granting Related Relief; (B) Continue the Reply
11			Deadline with Respect to Disclosure Statement Objections,
12			and (C) Use the November 20, 2019, 10:00 a.m. Hearing Date
12			for a Status Conference on This Matter; Declaration of
13			Richard G. Adcock in Support Thereof [Relates to Docket
14	11/19/19	3644	Nos. 2994, 2995, 3120, 3193, 3260, 3389, 3594] Motion to (A) Continue Hearing on Motion of the Debtors for
	11/19/19	3044	an Order Approving: (I) Proposed Disclosure Statement; (II)
15			Solicitation and Voting Procedures; (III) Notice and
16			Objection Procedures for Confirmation of Debtors' Plan, and
10			(IV) Granting Related Relief; (B) Continue the Reply
17			Deadline with Respect to Disclosure Statement Objections,
18			and (C) Use the November 26, 2019, 10:00 a.m. Hearing Date
10			for a Status Conference on This Matter; Declaration of
19			Richard G. Adcock in Support Thereof [Relates to Docket
20	11/20/10	2646	Nos. 2994, 2995, 3120, 3193, 3260, 3389, 3594, 3632, 3633]
20	11/20/19	3646	Order Granting Motion to (A) Continue Hearing on Motion of
21			the Debtors for an Order Approving: (I) Proposed Disclosure Statement; (II) Solicitation and Voting Procedures; (III)
			Notice and Objection Procedures for Confirmation of
22			Debtors' Plan, and (IV) Granting Related Relief; (B) Continue
23			the Debtors' Reply Deadline with Respect to Disclosure
23			Statement Objections, and (C) Use the November 26, 2019,
24			10:00 a.m. Hearing Date for a Status Conference on This
25			Matter; Declaration of Richard G. Adcock in Support Thereof
25			[Relates to Docket Nos. 2994, 2995, 3120, 3193, 3260, 3389,
26	11/22/12		3594, 3621, 3623, 3633, 3644]
~	11/22/19	3677	Stipulation Between the Debtors and HHS re: Assumption
27			and Assignment of Medicare Provider Agreements to Strategic Global Management, Inc.
28	L	<u> </u>	Suaregie Olobai Management, IIIC.

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**Date Filed** 

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Date Filed	Docket Number	Description
11/22/19	3678	Debtors' Ex Parte Motion for an Order Allowing the Debtors
		to File "Plan B" of Their Status Report Under Seal;
		Declaration of Richard G. Adcock in Support Thereof
11/22/19	3679	Order Granting Debtors' Ex Parte Motion for an Order
		Allowing the Debtors to File "Plan B" of Their Status Repor
		Under Seal
11/22/19	3680	Order Approving Stipulation Between the Debtors and HHS
		re: Assumption and Assignment of Medicare Provider
		Agreements to Strategic Global Management, Inc.
11/24/19	3692	Debtors' Status Report re Order Granting Motion to (A)
11/2 1/19	0072	Continue Hearing on Motion of the Debtors for an Order
		Approving: (I) Proposed Disclosure Statement, (II)
		Solicitation and Voting Procedures, (III) Notice and
		Objection Procedures for Confirmation of Debtors' Plan, and
		(IV) Granting Related Relief; (B) Continue the Reply
		Deadline with Respect to Disclosure Statement Objections;
		and (C) Use the November 26, 2019, 10:00 a.m. Hearing Da
		for a Status Conference on This Matter [Relates to Docket
		No. 3646]
11/25/19	3697	Debtors' Ex Parte Motion for an Order Allowing the Debtors
11/23/19	5097	to File Correspondence Regarding the SGM Sale Under Seal
11/25/19	3698	Declaration of Richard G. Adcock in Support Thereof
11/23/19	3098	Strategic Global Management, Inc.'s Objection to Debtors'
		Ex Parte Motion for an Order Allowing the Debtors to File
11/25/19	2(00	Correspondence Regarding the SGM Sale Under Seal
11/25/19	3699	Order Granting Debtors' Ex Parte Motion for an Order
		Allowing the Debtors to File Correspondence Regarding the
11/05/10	2700	SGM Sale Under Seal
11/25/19	3700	Strategic Global Management, Inc.'s Amended Objection to
		Debtors' Ex Parte Motion for an Order Allowing the Debtors
11/05/10	2701	to File Correspondence Regarding the SGM Sale Under Seal
11/25/19	3701	Strategic Global Management, Inc.'s Reservation of Rights i
		Connection with Debtor's Status Conference Report
11/26/19	3704	[Filed Under Seal] "Plan B" to Debtors' Status Report
11/26/19	3705	[Filed Under Seal] Correspondence Regarding the SGM Sale
		Related to Debtors' Status Report
11/27/19	3716	Transcript Regarding Hearing Held November 26, 2019 re:
		Verity Health System of California, Inc.
11/29/19	3727	Notice of Appeal and Statement of Election by Strategic
		Global Management, Inc.
12/3/19	3746	Notice of Appeal and Statement of Election by Strategic
		Global Management, Inc.

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#### Case 2:19-bk-20352-58F Doca867nt Filed 12/27/19/22/Enterpel 2/27/19 21:00-58 #: Peso Main Document Page 5 of 5

	5
Docket Number	Description
3786	Stipulation Between the Debtors and the California
	Department of Health Care Services re: Assumption and
	Assignment of Medi-Cal Provider Agreements to Strategic

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4			Global Management, Inc.
4	12/9/19	3787	Order Approving Stipulation Re: Assumption And
5			Assignment Of Medi-Cal Provider Agreements To Strategic Global Management, Inc.
6			Giobai Management, inc.
7			
8			Respectfully submitted,
9		25 2040	DENTONS LIG LLD
	Dated: Deceml	oer 27, 2019	DENTONS US LLP Samuel R. Maizel
10			Tania M. Moyron Nicholas A. Koffroth
11			
12			By: <u>/s/Tania M. Moyron</u> Tania M. Moyron
13			Attorneys for Debtors and Debtors In Possession
14			
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# **EXHIBIT C**

Case	2:103-0k:1203521 TESF D060382-1t 7510-0 4:2/134 Main Document ra	ton Entered 12/12/19 15:28:30 ביוסאים Docket #3811 Date Filed: 12/13/2019 ארי די אין אין די אין די אין די אין די אין די אין אין די אין די ער די אין די
1 2 3 4 5 6 7 8 9	GARY E. KLAUSNER (SBN 69055) gek@lnbyb.com LEVENE, NEALE, BENDER, YOO & BRILL I 10250 Constellation Boulevard, Suite 1700 Los Angeles, CA 90067 Telephone: (310) 229-1234 Facsimile: (310) 229-1244 L. RACHEL LERMAN rachel.lerman@btlaw.com BARNES &THORNBURG LLP 2029 Century Park East Suite 300 Los Angeles, CA 90067-2904 Telephone: (310) 284-3871 Attorneys for Strategic Global Management, Inc	
10 11	CENTRAL DISTRIC	NKRUPTCY COURT CT OF CALIFORNIA ES DIVISION
12	In re	LEAD CASE NO.: 2:18-bk-20151-ER
13	VERITY HEALTH SYSTEM OF CALIFORNIA, INC., <i>et al.</i> ,	CHAPTER: 11
14 15	Debtors and Debtors in Possession.	JOINTLY ADMINISTERED WITH: CASE NO.: 2:18-bk-20162-ER CASE NO.: 2:18-bk-20163-ER
<ol> <li>16</li> <li>17</li> <li>18</li> <li>19</li> <li>20</li> <li>21</li> <li>22</li> <li>23</li> <li>24</li> <li>25</li> <li>26</li> <li>27</li> </ol>	<ul> <li>Affects All Debtors</li> <li>Affects Verity Health System of California, Inc.</li> <li>Affects O'Connor Hospital</li> <li>Affects Saint Louise Regional Hospital</li> <li>Affects St. Francis Medical Center</li> <li>Affects St. Vincent Medical Center</li> <li>Affects Seton Medical Center</li> <li>Affects O'Connor Hospital Foundation</li> <li>Affects Saint Louise Regional Hospital Foundation</li> <li>Affects St. Francis Medical Center of Lynwood Foundation</li> <li>Affects St. Vincent Foundation</li> <li>Affects St. Vincent Foundation</li> <li>Affects St. Vincent Dialysis Center, Inc.</li> <li>Affects Verity Business Services</li> <li>Affects Verity Medical Foundation</li> <li>Affects Verity Holdings, LLC</li> <li>Affects De Paul Ventures, LLC</li> <li>Affects De Paul Ventures – San Jose ASC, LLC</li> </ul>	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-20180-ER CASE NO.: 2:18-bk-20181-ER STATEMENT OF ISSUES ON APPEAL AND DESIGNATION OF RECORD [RELATED TO APPEAL OF NOVEMBER 18 ORDER, DOC. NO. 3633]
27	Debtors and Debtors in Possession.	
		182015119121300000000000

1	STATEMENT OF ISSUES ON APPEAL
2	Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, appellants Strategic
3	Global Management, Inc. ("SGM"), through its undersigned counsel of record, hereby designate
4	the following statement of issues on appeal of the Bankruptcy Court's "Order (1) Finding that SGM
5	Is Obligated to Promptly Close the SGM Sale Under Sec. 8.6 of the APA, Provided that All Other
6	Conditions to Closing Have Been Satisfied and (2) Granting Debtors' Motion for a Continuance of
7	the Hearing to Approve the Disclosure Statement" [Doc. No. 3633] (the "Order"). <sup>1</sup>
8	1. Did the Bankruptcy Court deprive SGM of due process when it entered an Order
9	sua sponte adjudicating claims and disputes between the Debtors and SGM, without any notice to
10	SGM that the Bankruptcy Court intended to adjudicate these issues, without a hearing, and without
11	any opportunity for SGM to be heard, either orally or in writing, regarding the subject matter of the
12	Order?
13	2. Did the Bankruptcy Court err in finding that the Order was a "final, non-appealable"
14	order upon its entry when, at the time of the Order's entry, the fourteen (14) day period to appeal
15	the Order had not expired?
16	3. Did the Bankruptcy Court abuse its discretion in finding that the conditions for
17	closing the Sale pursuant to Section 8.6 of the APA had been satisfied?
18	
19	<sup>1</sup> As of the filing of this statement, SGM has appealed the following orders of the Bankruptcy Court:
20	(A) "Order Granting "Debtors' Emergency Motion for the Entry of an Order: (I) Enforcing the
21	Order Authorizing the Sale to Strategic Global Management, Inc.; (II) Finding that the Sale Is Free and Clear of Conditions Materially Different than Those Approved by the Court; (III) Finding that
22	" [Doc. No. 3611] entered on November 14, 2019 (the " <u>November 14 Order</u> "); (B) "Order (1) Finding that SGM Is Obligated to Promptly Close the SGM Sale Under Sec. 8.6 of
23	the APA, Provided that All Other Conditions to Closing Have Been Satisfied and (2) Granting Debtors' Motion for a Continuance of the Hearing to Approve the Disclosure Statement' [Doc. No.
24	3633] entered on November 18, 2019 (the "November 18 Order"); and
25	(C) "Order (1) Finding that SGM Is Obligated to Close the SGM Sale by No Later Than December 5, 2019 and (2) Setting Continued Hearing on Debtors' Motion for Approval of Disclosure
26	<i>Statement</i> " [Doc. No. 3724] entered on November 27, 2019 (the " <u>November 27 Order</u> ", and collectively, the " <u>Orders</u> "). The Orders all relate to whether the conditions for SGM's closing of
27	the sale (the " <u>Sale</u> ") of certain assets (the " <u>Assets</u> ") pursuant to the asset purchase agreement dated January 8, 2019 [Doc. No. 2305] (the " <u>Asset Purchase Agreement</u> " or " <u>APA</u> ") have been satisfied.
28	January 0, 2017 [Doc. no. 2005] (the Asset I thenase Agreement of ArA ) have been satisfied.

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1	4. Did the Bankruptcy Court err in depriving SGM of the "Evaluation Period" pursuant		
2	to Section 8.6 of the APA?		
3	5. Did the Bankruptcy Court abuse its discretion in finding that the doctrine of judicial		
4	estoppel preclud	led SGM from a	rguing that certain conditions (namely, those described in Section
5	8.6 of the APA)	for the closing of	of the Sale had not been satisfied?
6		DF	SIGNATION OF THE RECORD
7	Appell	ants hereby desig	gnate the following items to be included in the record on appeal:
8	1. U	Jnless otherwise	indicated, (1) each of the following pleadings that are described
9			
10			
11	and debtors in p	possession (colle	ectively, the "Debtors"); and (2) the pleadings listed below have
12	been filed on the	e electronic dock	tet of VHS.
13	Filing Date	Docket No.	Docket Text
14	2/19/2019	1572	Order (1) Approving Form of Asset Purchase Agreement for
15			Stalking Horse Bidder and for Prospective Overbidders, (2) Approving Auction Sale Format, Bidding Procedures and
16			Stalking Horse Bid Protections, (3) Approving Form of Notice to be Provided to Interested Parties, (4) Scheduling a Court
17			Hearing to Consider Approval of the Sale to the Highest
18			Bidder and (5) Approving Procedures Related to the Assumption of Certain Executory Contracts and Unexpired
10			Leases; and (II) an Order (A) Authorizing the Sale of Property Free and Clear of All Claims, Liens and Encumbrances;
			Memorandum of Points and Authorities in Support Thereof
20	05/02/2019	2305	Notice of Filing of Final Asset Purchase Agreement and Schedules Re Motion for the Entry of (I) An Order (1)
21			Approving Form of Asset Purchase Agreement for Stalking
22			Horse Bidder and for Prospective Overbidders, (2) Approving Auction Sale Format Bidding Procedures and Stalking Horse
22 23			Auction Sale Format, Bidding Procedures and Stalking Horse Bid Protections [] [Related to Docket Nos. 1279 and 1572]
	05/02/2019	2306	Auction Sale Format, Bidding Procedures and Stalking Horse Bid Protections [] [Related to Docket Nos. 1279 and 1572] Order (A) Authorizing The Sale Of Certain Of The Debtors'
23	05/02/2019	2306	Auction Sale Format, Bidding Procedures and Stalking Horse Bid Protections [] [Related to Docket Nos. 1279 and 1572] Order (A) Authorizing The Sale Of Certain Of The Debtors' Assets To Strategic Global Management, Inc. free And Clear Of Liens, Claims, Encumbrances, And Other Interests; (B)
23 24 25	05/02/2019	2306	Auction Sale Format, Bidding Procedures and Stalking Horse Bid Protections [] [Related to Docket Nos. 1279 and 1572] Order (A) Authorizing The Sale Of Certain Of The Debtors' Assets To Strategic Global Management, Inc. free And Clear
23 24 25 26	05/02/2019	2306	Auction Sale Format, Bidding Procedures and Stalking Horse Bid Protections [] [Related to Docket Nos. 1279 and 1572] Order (A) Authorizing The Sale Of Certain Of The Debtors' Assets To Strategic Global Management, Inc. free And Clear Of Liens, Claims, Encumbrances, And Other Interests; (B) Approving The Assumption And Assignment Of An
23 24 25	05/02/2019	2306	Auction Sale Format, Bidding Procedures and Stalking Horse Bid Protections [] [Related to Docket Nos. 1279 and 1572] Order (A) Authorizing The Sale Of Certain Of The Debtors' Assets To Strategic Global Management, Inc. free And Clear Of Liens, Claims, Encumbrances, And Other Interests; (B) Approving The Assumption And Assignment Of An Unexpired Lease Related Thereto; And (C) Granting Related

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Filing Date	Docket No.	Docket Text
05/02/2019	2365	Stipulation Between the Debtors, DHCS, and HHS Continuing Hearing Regarding Transfer of Medi-Cal Provider Agreements and Medicare Provider Agreements to Strategic Global
		Management, Inc. [Related Docket Nos. 1572, 1879, 2278]
5/14/2019	2377	Order Approving Stipulation Between the Debtors, DHCS, and HHS Continuing Hearing Regarding Transfer of Medi-Cal Provider Agreements and Medicare Provider Agreements to Strategic Global Management, Inc. [Related Docket Nos.
00/20/2010	2100	1572, 1879, 2278]
09/30/2019	3188	Debtors' 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 Conditions Materially Different Than Those Approved by the Court; (III) Finding That the Attorney General Abused His Discretion in Imposing the Conditions on That Sale; and (IV)
10/8/2019	3320	Granting Related Relief [Docket No. 3188]Official Committee of Unsecured Creditors' Response in
10/0/2019	5520	Support of Debtors' 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 Conditions Materially Different Than Those Approved by the Court; and Other Relief [Dkt. 3188]
10/8/2019	3325	Response of United Nurses Associations of California to Debtors' 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 Conditions Materially Different Than Those Approved by the Court; and Other Relief
10/9/2019	3333	Opposition of California Attorney General to "Debtors'
		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 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. 3188]
10/9/2019	3334	Declaration of David K. Eldan in Support of the California Attorney General's Opposition to "Debtors' 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 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"

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Docket No.	Docket Text
3356	Statement of Strategic Global Management, Inc. in Support of "Debtors' 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 Conditions Materially Different Than Those Approved by the Court "
3382	Debtors' Reply to California Attorney General's Opposition to Debtors' Motion for the Entry of an Order Enforcing the Order Authorizing the Sale to Strategic Global Management, Inc.
N/A	Bankruptcy Court's Tentative Ruling on "Debtors' 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 Conditions
	Materially Different Than Those Approved by the Court" posted on October 15, 2019 at 7:48:42 AM.
3446	Memorandum of Decision Granting Debtors' Emergency Motion to Enforce Sale Order [Doc. No. 3188]
3572	Stipulation Resolving "Debtors' 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 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"
	[Docket No. 3188]
3573	Notice Regarding Proposed Order Resolving Debtors' Emergency Motion for the Entry of an Order Enforcing the Sale Order and Requesting Related Relief
3574	Notice of Lodgment of Order in Bankruptcy Case re: Enforcement Motion [Docket No. 3188]
3582	Objection to Order Granting "Debtors' 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 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. 3188)
	3356 3382 N/A 3446 3572 3573 3573

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Filing Date	Docket No.	Docket Text
11/11/2019	3583	Notice of Lodgment of Order re: Debtors' 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 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.3188)
11/11/2019	3586	Debtors' Response to Strategic Global Management, Inc.'s (I Objection to Debtors' Proposed Order Granting Enforcemen
		Motion and (II) Strategic Global Management, Inc.'s Notice of Lodgment of Alternative Proposed Order; Declaration of Tania
		M. Moyron in Support Thereof [Related Docket Nos. 3572 3573, 3574, 3582, 3583]
11/11/2019	3590	Official Committee of Unsecured Creditors' (I) Reply to SGM's Objection to the Debtors' Proposed Order on the
		Debtors' Enforcement Motion [Dkt. 3582] and (II) Statement in Support of the Debtors' Proposed Order [Dkt. 3574]
11/12/2019	3591	Order Setting Emergency Hearing on Strategic Globa Management's Objection to the Form of the Debtor's Proposed
11/13/2019	2500	Order Granting the Sale Enforcement Motion
11/13/2019	3599	Order Vacating and Withdrawing "Memorandum of Decision Granting Debtors' Emergency Motion to Enforce the Sale Order" [Doc. No. 3446]
11/14/2019	3610	Notice of Redline of Changes to Proposed Order Granting "Debtors' 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 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. 3188]
11/14/2019	3611	Order Granting "Debtors' 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 Conditions Materially Different Than
		Those Approved by the Court; (III) Finding That the Attorney General Abused His Discretion in Imposing Conditions on
0/20/2010	2102	That Sale; and (IV) Granting Related Relief" [Doc. 3188]
9/20/2019	3103	Motion to Continue Hearing on Motion of the Debtors for a Order Approving: (I) Proposed Disclosure Statement; (II)
		Solicitation and Voting Procedures; (III) Notice and Objectio Procedures for Confirmation of Debtors' Plan; and (IV Granting Related Relief [Relates to Docket Nos. 2994, 2995]

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Filing Date	Docket No.	Docket Text
9/24/2019	3120	Order Granting Motion to Continue Hearing on Motion of the
		Debtors for an Order Approving: (I) Proposed Disclosure
		Statement; (II) Solicitation and Voting Procedures; (III) Notice and Objection Procedures for Confirmation of Debtors' Plan;
		and (IV) Granting Related Relief
11/15/2019		Motion to (A) Continue Hearing on Motion of the Debtors for
		an Order Approving: (I) Proposed Disclosure Statement; (II)
	3621	Solicitation and Voting Procedures; (III) Notice and Objection Procedures for Confirmation of Debtors' Plan, and (IV
	5021	Granting Related Relief; (B) Continue the Reply Deadline with
		Respect to Disclosure Statement Objections, and (C) Use the
		November 20, 2019, 10:00 a.m. Hearing Date for a Status
		Conference on This Matter; Declaration of Richard G. Adcock
		in Support Thereof [Relates to Docket Nos. 2994, 2995, 3120,
11/10/2010	2(22	3193, 3260, 3389, 3594]
11/18/2019	3632	Memorandum of Decision (1) Finding That SGM is Obligated
		to Promptly Close the SGM Sale Under § 8.6 of the APA Provided That All Other Conditions to Closing Have Beer
		Satisfied and (2) Granting Debtors' Motion for a Continuance
		of the Hearing to Approve the Disclosure Statement
11/18/2019	3633	Order (1) Finding That SGM is Obligated to Promptly Close the
		SGM Sale Under § 8.6 of the APA, Provided That All Other
		Conditions to Closing Have Been Satisfied and (2) Granting
		Debtors' Motion for a Continuance of the Hearing to Approve
11/27/2019	3723	the Disclosure Statement
11/2//2019	5725	Memorandum of Decision Finding That SGM is Obligated to Close the SGM Sale by No Later Than December 5, 2019
11/27/2019	3724	Order (1) Finding That SGM is Obligated to Close the SGM
	0,12.	Sale by No Later Than December 5, 2019 and (2) Setting
		Continued Hearing on Debtors' Motion for Approval of
		Disclosure Statement
12/9/2019	3783	Memorandum of Decision Denying Debtors' Emergency
		Motion for Issuance of an Order to Show Cause re: Closing o
12/9/2019	3784	the SGM Sale
12/9/2019	5/04	Order Denying Debtors' Emergency Motion for Issuance of an Order to Show Cause re: Closing of the SGM Sale
2/19/2019	1570	Transcript Regarding Hearing Held February 6, 2019 re
	10,0	Motion and Notice of Motion for the Entry of an Order
10/21/2019	3416	Transcript Regarding Hearing Held October 15, 2019 re
		Debtors' Emergency Motion for the Entry of an Order
11/15/2019	3620	Transcript Regarding Hearing Held November 13, 2019 re
	<b>N</b> T / A	Verity Health System of California, Inc.
N/A	N/A	Bankruptcy Court Docket, <i>In re Verity Health System of</i>
		California, Inc., et al., Lead Case No. 2:18-bk-20151-ER

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Filing Date	Docket No.	Docket Text
11/29/2019	3727	Notice of Appeal and Statement of Election by Strategic Global Management, Inc.
		Giobal Management, inc.
2. F	enorter's Trans	cript(s) for the following date(s):
		), October 15, 2019, November 13, 2019
Dated: December	er 13, 2019	LEVENE, NEALE, BENDER, YOO & BRILL L.L.P
		By: /s/ Gary E. Klausner
		Gary E. Klausner Counsel for Strategic Global Management, Inc.
		Counsel for Strategie Globar Management, me.
		8

CGBEE	2198-04-09952105 DOGU 38111 70Filed 12/13/1922/2010 1000 12/13/19415 38 30 # 19 50 0 Main Document Page 9 of 13			
1	PROOF OF SERVICE OF DOCUMENT			
2	I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business			
3	address is 10250 Constellation Boulevard, Suite 1700, Los Angeles, CA 90067.			
4	A true and correct copy of the foregoing document entitled <b>STATEMENT OF ISSUES ON APPEAL AND</b> <b>DESIGNATION OF RECORD [RELATED TO APPEAL OF NOVEMBER 18 ORDER, DOC. NO. 3633]</b>			
5	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:			
6	1. <u>TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF)</u> : Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and			
7 8	hyperlink to the document. On <b>December 13, 2019</b> , 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:			
9	Alexandra Achamallah aachamallah@milbank.com, rliubicic@milbank.com			
10	<ul> <li>Melinda Alonzo ml7829@att.com</li> <li>Robert N Amkraut ramkraut@foxrothschild.com</li> <li>Kvra E Androssy kandrossy@swolowfirm.com</li> </ul>			
11	<ul> <li>Kyra E Andrassy kandrassy@swelawfirm.com, lgarrett@swelawfirm.com;gcruz@swelawfirm.com;jchung@swelawfirm.com</li> <li>Simon Aron saron@wrslawyers.com</li> </ul>			
12	<ul> <li>Lauren T Attard lattard@bakerlaw.com, agrosso@bakerlaw.com</li> <li>Allison R Axenrod allison@claimsrecoveryllc.com</li> </ul>			
13	<ul> <li>Cristina E Bautista cristina.bautista@kattenlaw.com, ecf.lax.docket@kattenlaw.com</li> <li>James Cornell Behrens jbehrens@milbank.com,</li> </ul>			
14	gbray@milbank.com;mshinderman@milbank.com;dodonnell@milbank.com;jbrewster@milbank. com;JWeber@milbank.com			
15	<ul> <li>Ron Bender rb@Inbyb.com</li> <li>Bruce Bennett bbennett@jonesday.com</li> </ul>			
16	<ul> <li>Peter J Benvenutti pbenvenutti@kellerbenvenutti.com, pjbenven74@yahoo.com</li> <li>Leslie A Berkoff lberkoff@moritthock.com, hmay@moritthock.com</li> </ul>			
17	<ul> <li>Steven M Berman sberman@slk-law.com</li> <li>Stephen F Biegenzahn efile@sfblaw.com</li> </ul>			
18	<ul> <li>Karl E Block kblock@loeb.com, jvazquez@loeb.com;ladocket@loeb.com;kblock@ecf.courtdrive.com</li> </ul>			
19	Dustin P Branch branchd@ballardspahr.com, carolod@ballardspahr.com;hubenb@ballardspahr.com			
20	<ul> <li>Michael D Breslauer mbreslauer@swsslaw.com, wyones@swsslaw.com;mbreslauer@ecf.courtdrive.com;wyones@ecf.courtdrive.com</li> </ul>			
21	<ul> <li>Chane Buck cbuck@jonesday.com</li> <li>Lori A Butler butler.lori@pbgc.gov, efile@pbgc.gov</li> </ul>			
22	<ul> <li>Howard Camhi hcamhi@ecjlaw.com, tcastelli@ecjlaw.com;amatsuoka@ecjlaw.com</li> <li>Barry A Chatz barry.chatz@saul.com, jurate.medziak@saul.com</li> </ul>			
23	<ul> <li>Shirley Cho scho@pszjlaw.com</li> <li>Shawn M Christianson cmcintire@buchalter.com, schristianson@buchalter.com</li> </ul>			
24	<ul> <li>Louis J. Cisz lcisz@nixonpeabody.com, jzic@nixonpeabody.com</li> <li>Leslie A Cohen leslie@lesliecohenlaw.com,</li> </ul>			
25	<ul> <li>jaime@lesliecohenlaw.com;olivia@lesliecohenlaw.com</li> <li>Marcus Colabianchi mcolabianchi@duanemorris.com</li> </ul>			
26	<ul> <li>Kevin Collins kevin.collins@btlaw.com, Kathleen.lytle@btlaw.com</li> <li>Joseph Corrigan Bankruptcy2@ironmountain.com</li> </ul>			
27	<ul> <li>David N Crapo dcrapo@gibbonslaw.com, elrosen@gibbonslaw.com</li> <li>Mariam Danielyan md@danielyanlawoffice.com, danielyan.mar@gmail.com</li> </ul>			
28	- Manam Dameiyan mawameiyamawomoe.com, dameiyan.matwymail.com			
	This form is mondatory. It has been approved for use by the United States Benkrupter Court for the Control District of California			

#### CGase2108-0k189351DER Main Document Page 10 of 13 Brian L Davidoff bdavidoff@greenbergglusker.com, 1 calendar@greenbergglusker.com;jking@greenbergglusker.com aaron.davis@brvancave.com.kat.flahertv@brvancave.com Aaron Davis 2 Lauren A Deeb lauren.deeb@nelsonmullins.com, maria.domingo@nelsonmullins.com 3 Daniel Denny ddenny@milbank.com Anthony Dutra adutra@hansonbridgett.com Kevin M Eckhardt kevin.eckhardt@gmail.com, keckhardt@hunton.com 4 • Lei Lei Wang Ekvall lekvall@swelawfirm.com. 5 lgarrett@swelawfirm.com;gcruz@swelawfirm.com;jchung@swelawfirm.com david.eldan@doj.ca.gov, teresa.depaz@doj.ca.gov David K Eldan taxcpaesq@gmail.com Andy J Epstein • 6 Richard W Esterkin richard.esterkin@morganlewis.com • Christine R Etheridge christine.etheridge@ikonfin.com 7 • M Douglas Flahaut flahaut.douglas@arentfox.com • 8 Michael G Fletcher mfletcher@frandzel.com, sking@frandzel.com Joseph D Frank jfrank@fgllp.com, • 9 mmatlock@fgllp.com;csmith@fgllp.com;jkleinman@fgllp.com;csucic@fgllp.com William B Freeman bill.freeman@kattenlaw.com, • nicole.jones@kattenlaw.com,ecf.lax.docket@kattenlaw.com 10 jpf@Inbyb.com, JPF.LNBYB@ecf.inforuptcy.com John-Patrick M Fritz • Eric J Fromme efromme@tocounsel.com, 11 lchapman@tocounsel.com;sschuster@tocounsel.com Amir Gamliel amir-gamliel-9554@ecf.pacerpro.com, 12 cmallahi@perkinscoie.com;DocketLA@perkinscoie.com Jeffrey K Garfinkle jgarfinkle@buchalter.com, 13 • docket@buchalter.com;dcyrankowski@buchalter.com Thomas M Geher tmg@jmbm.com, bt@jmbm.com;fc3@jmbm.com;tmg@ecf.inforuptcy.com 14 Lawrence B Gill lgill@nelsonhardiman.com, rrange@nelsonhardiman.com;mmarkwell@nelsonhardiman.com 15 Paul R. Glassman pglassman@sycr.com Matthew A Gold courts@argopartners.net 16 eric.goldberg@dlapiper.com, eric-goldberg-1103@ecf.pacerpro.com Eric D Goldberg Marshall F Goldberg mgoldberg@glassgoldberg.com, jbailey@glassgoldberg.com 17 • • Richard H Golubow rgolubow@wcghlaw.com, pj@wcghlaw.com;jmartinez@wcghlaw.com;Meir@virtualparalegalservices.com 18 David M. Guess guessd@gtlaw.com agumport@sidley.com 19 • Anna Gumport Melissa T Harris harris.melissa@pbgc.gov, efile@pbgc.gov 20 James A Hayes jhayes@zinserhayes.com, jhayes@jamesahayesaplc.com Michael S Held mheld@jw.com Lawrence J Hilton lhilton@onellp.com, 21 Ithomas@onellp.com,info@onellp.com,rgolder@onellp.com,lhyska@onellp.com,nlichtenberger 22 @onellp.com Robert M Hirsh Robert.Hirsh@arentfox.com Florice Hoffman fhoffman@socal.rr.com, floricehoffman@gmail.com 23 Lee F Hoffman leehoffmanjd@gmail.com, lee@fademlaw.com Michael Hogue hoguem@gtlaw.com, SFOLitDock@gtlaw.com;navarrom@gtlaw.com 24 Matthew B Holbrook mholbrook@sheppardmullin.com, mmanns@sheppardmullin.com 25 David I Horowitz david.horowitz@kirkland.com, • keith.catuara@kirkland.com;terry.ellis@kirkland.com;elsa.banuelos@kirkland.com;ivon.granado s@kirkland.com 26 Brian D Huben hubenb@ballardspahr.com, carolod@ballardspahr.com Joan Huh joan.huh@cdtfa.ca.gov 27 Benjamin Ikuta bikuta@hml.law Lawrence A Jacobson laj@cohenandjacobson.com 28 John Mark Jennings johnmark.jennings@kutakrock.com, mary.clark@kutakrock.com

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California. F 9013-3.1.PROOF.SERVICE

#### Caasez2198-04-89952105F DOQUARENT 70Filed=112/13/1/92/25010#1996122/13/11941538639D #PPS72 Main Document Page 11 of 13 Monique D Jewett-Brewster mjb@hopkinscarley.com, eamaro@hopkinscarley.com 1 Crystal Johnson M46380@ATT.COM Greaory R Jones gjones@mwe.com, rnhunter@mwe.com 2 Jeff D Kahane jkahane@duanemorris.com, dmartinez@duanemorris.com 3 Steven J Kahn skahn@pszyjw.com salembier.cameo@pbgc.gov, efile@pbgc.gov Cameo M Kaisler ikallick@manatt.com, ihernandez@manatt.com Ivan L Kallick 4 Ori Katz okatz@sheppardmullin.com. 5 cshulman@sheppardmullin.com;ezisholtz@sheppardmullin.com;lsegura@sheppardmullin.com Payam Khodadadi pkhodadadi@mcguirewoods.com, dkiker@mcguirewoods.com Christian T Kim ckim@dumas-law.com, ckim@ecf.inforuptcy.com 6 Jane Kim jkim@kellerbenvenutti.com • 7 Monica Y Kim myk@Inbrb.com, myk@ecf.inforuptcy.com Gary E Klausner gek@Inbyb.com • 8 David A Klein david.klein@kirkland.com • Nicholas A Koffroth nick.koffroth@dentons.com, chris.omeara@dentons.com • 9 jkohanski@bushgottlieb.com, kprestegard@bushgottlieb.com • Joseph A Kohanski Jeffrey S Kwong jsk@Inbyb.com, jsk@ecf.inforuptcy.com • Darryl S Laddin 10 • bkrfilings@agg.com Robert S Lampl advocate45@aol.com, rlisarobinsonr@aol.com • 11 Richard A Lapping richard@lappinglegal.com Paul J Laurin plaurin@btlaw.com, slmoore@btlaw.com;jboustani@btlaw.com 12 Nathaniel M Leeds nathaniel@mitchelllawsf.com, sam@mitchelllawsf.com david.lemke@wallerlaw.com, • David E Lemke 13 chris.cronk@wallerlaw.com;Melissa.jones@wallerlaw.com;cathy.thomas@wallerlaw.com llenherr@wendel.com, bankruptcy@wendel.com Lisa Lenherr 14 elan.levey@usdoj.gov, louisa.lin@usdoj.gov Elan S Levey bankruptcycourtnotices@unioncounsel.net, tmainguy@unioncounsel.net Tracy L Mainguy 15 Samuel R Maizel samuel.maizel@dentons.com, alicia.aquilar@dentons.com;docket.general.lit.LOS@dentons.com;tania.moyron@dentons.com;k 16 athryn.howard@dentons.com;joan.mack@dentons.com;derry.kalve@dentons.com Alvin Mar alvin.mar@usdoj.gov, dare.law@usdoj.gov 17 Craig@MarguliesFaithlaw.com, Craig G Margulies • Victoria@MarguliesFaithlaw.com;Helen@MarguliesFaithlaw.com 18 Hutchison B Meltzer hutchison.meltzer@doj.ca.gov, Alicia.Berry@doj.ca.gov Christopher Minier becky@ringstadlaw.com, arlene@ringstadlaw.com 19 John A Moe john.moe@dentons.com, glenda.spratt@dentons.com Susan I Montgomerv susan@simontgomerylaw.com, • 20 assistant@simontgomerylaw.com;simontgomerylawecf.com@gmail.com;montgomerysr71631@ notify.bestcase.com 21 Monserrat Morales Monsi@MarguliesFaithLaw.com, Victoria@MarguliesFaithLaw.com;Helen@marguliesfaithlaw.com 22 Kevin H Morse kmorse@clarkhill.com, blambert@clarkhill.com Marianne S Mortimer mmartin@jmbm.com 23 Tania M Moyron tania.moyron@dentons.com, chris.omeara@dentons.com;nick.koffroth@dentons.com 24 Alan I Nahmias anahmias@mbnlawyers.com, jdale@mbnlawyers.com Akop J Nalbandyan jnalbandyan@LNtriallawyers.com, cbautista@LNtriallawyers.com 25 Jennifer L Nassiri jennifernassiri@guinnemanuel.com Charles E Nelson nelsonc@ballardspahr.com, wassweilerw@ballardspahr.com 26 Sheila Gropper Nelson shedoesbklaw@aol.com Mark A Neubauer mneubauer@carltonfields.com, 27 mlrodriguez@carltonfields.com;smcloughlin@carltonfields.com;schau@carltonfields.com;NDunn @carltonfields.com;ecfla@carltonfields.com 28 Fred Neufeld fneufeld@sycr.com, tingman@sycr.com

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	Main Document Page 15 01 15				
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12	2. SERVED BY UNITED STATES MAIL: On December 13, 2019, I served the following persons and/or				
13	entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true				
1.4	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 <u>will be</u>				
14	<u>completed</u> no later than 24 hours after the document is filed.				
15	Service information continued on attached page				
16					
	3. <u>SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR</u> <u>EMAIL (state method for each person or entity served)</u> : Pursuant to F.R.Civ.P. 5 and/or controlling LBR,				
17	on December 13, 2019, I served the following persons and/or entities by personal delivery, overnight				
18	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.				
19					
20	<u>Served via Attorney Service</u> The Honorable Ernest M. Robles				
21	United States Bankruptcy Court				
<i>L</i> 1	Edward R. Roybal Federal Building 255 E. Temple Street, Suite 1560				
22	Los Angeles, CA 90012				
23	I declare under penalty of perjury under the laws of the United States of America that the foregoing is				
	true and correct.				
24	December 42, 2010 Lies Massa				
25	December 13, 2019     Lisa Masse     /s/ Lisa Masse       Date     Type Name     Signature				
26					
27					
28					
20					
	This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.				
	June 2012 F 9013-3.1.PROOF.SERVICE				

# EXHIBIT D

Case	2:19-06-20352-58F Docant Filed 1-9/27 Main Document	7/1-900 Entered 1.2/97/1-9 21:05:16
1 2 3 4 5 6 7 8 9		) BANKRUPTCY COURT FORNIA - LOS ANGELES DIVISION
10		
11	In re	Lead Case No.: 2:18-bk-20151-ER
12	VERITY HEALTH SYSTEM OF CALIFORNIA, INC., <i>et al.</i> ,	Jointly Administered With: Case No. 2:18-bk-20162-ER
13		Case No. 2:18-bk-20163-ER
14	Debtors and Debtors In Possession.	Case No. 2:18-bk-20164-ER Case No. 2:18-bk-20165-ER
15	⊠Affects All Debtors	Case No. 2:18-bk-20167-ER Case No. 2:18-bk-20168-ER
16	□ Affects Verity Health System of California, Inc.	Case No. 2:18-bk-20169-ER Case No. 2:18-bk-20171-ER
17	☐ Affects O'Connor Hospital ☐ Affects Saint Louise Regional Hospital	Case No. 2:18-bk-20172-ER Case No. 2:18-bk-20173-ER
18	□ Affects St. Francis Medical Center	Case No. 2:18-bk-20175-ER Case No. 2:18-bk-20176-ER
19	□ Affects St. Vincent Medical Center □ Affects Seton Medical Center	Case No. 2:18-bk-20178-ER Case No. 2:18-bk-20179-ER
20	<ul> <li>Affects O'Connor Hospital Foundation</li> <li>Affects Saint Louise Regional Hospital</li> </ul>	Case No. 2:18-bk-20180-ER Case No. 2:18-bk-20181-ER
21	Foundation Affects St. Francis Medical Center of	Chapter 11 Cases
22	Lynwood Foundation	Honorable Ernest M. Robles
22	□ Affects St. Vincent Dialysis Center, Inc. □ Affects Seton Medical Center Foundation	APPELLEES' DESIGNATION OF ADDITIONAL ITEMS TO BE INCLUDED IN
23 24	<ul> <li>Affects Verity Business Services</li> <li>Affects Verity Medical Foundation</li> </ul>	THE RECORD ON APPEAL (USDC Case No.
	□ Affects Verity Holdings, LLC □ Affects De Paul Ventures, LLC	2:19-cv-10354-DSF)
25 26	☐ Affects De Paul Ventures - San Jose Dialysis, LLC	
26	Debtors and Debtors In Possession.	
27		
28		
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DENTONS US LLP 601 South Figueroa Street, Suite 2500 Los Angeles, California 90017-5704 (213) 623-9300

#### Case 2:19-bk-20351-58F Dosca868ht Filed 1-2/27/19/22/Enterped 2/27/19 21:005-16 #: Pese Main Document Page 2 of 4

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1 Pursuant to Rule 6 of the Federal Rules of Appellate Procedure and Rule 8009 of the 2 Federal Rules of Bankruptcy Procedure, Appellees and Debtors, Verity Health System of 3 California, Inc. and its affiliates (collectively, the "Appellees"), hereby designate the following 4 items, in addition to those items previously designated by the Appellant, for inclusion in the 5 record in connection with Appellant's appeal from the Order (1) Finding that SGM is Obligated 6 to Promptly Close the SGM Sale Under Sec. 8.6 of the APA, Provided that all other Conditions to 7 Closing have been Satisfied and (2) Granting Debtors' Motion for a Continuance of the Hearing 8 to Approve the Disclosure Statement [Docket No. 3633].

#### DESIGNATION OF ADDITIONAL ITEMS FOR INCLUSION IN RECORD ON APPEAL FROM THE DOCKET OF THE UNITED STATES BANKRUPTCY COURT FOR THE CENTRAL DISTRICT OF CALIFORNIA FOR CASE NO. 2:19-cv-10354-DSF

Date Filed	Docket Number	Description
8/31/18	8	Declaration of Richard G. Adcock In Support of Emergency First-Day Motions
1/17/19	1279	Motion and Notice of Motion For The Entry of (I) An Order (1) Approving Form of Asset Purchase Agreement For
		Stalking Horse Bidder and For Prospective Overbidders; (2) Approving Auction Sale Format, Bidding Procedures and
		Stalking Horse Bid Protections; (3) Approving Form of
		Notice To Be Provided To Interested Parties; (4) Scheduling A Court Hearing To Consider Approval of The Sale To The
		Highest Bidder; and (5) Approving Procedures Related To The Assumption of Certain Executory Contracts and
		Unexpired Leases; and (II) An Order (A) Authorizing The
		Sale of Property Free and Clear of All Claims, Liens and Encumbrances; Memorandum of Points and Authorities In
10/15/19	2296	Support Thereof
10/15/19	3386	Supplemental Objection of the United States, on Behalf of the U.S. Department of Health and Human Services and Centers
		for Medicare and Medicaid Services to Debtors' Motion for the Entry of an Order Authorizing the Sale of Property Free
		the Entry of an Order Authorizing the Sale of Property Free and Clear of All Claims, Liens, and Encumbrances; and
		Memorandum of Points and Authorities in Support Thereof

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Date Filed	Docket Number	Description
11/19/19	3644	Motion to (A) Continue Hearing on Motion of the Debtors for
		an Order Approving: (I) Proposed Disclosure Statement; (II)
		Solicitation and Voting Procedures; (III) Notice and
		Objection Procedures for Confirmation of Debtors' Plan, and
		(IV) Granting Related Relief; (B) Continue the Reply Deadline with Respect to Disclosure Statement Objections,
		and (C) Use the November 26, 2019, 10:00 a.m. Hearing Dat
		for a Status Conference on This Matter; Declaration of
		Richard G. Adcock in Support Thereof [Relates to Docket
		Nos. 2994, 2995, 3120, 3193, 3260, 3389, 3594, 3632, 3633]
11/20/19	3646	Order Granting Motion to (A) Continue Hearing on Motion of
		the Debtors for an Order Approving: (I) Proposed Disclosure
		Statement; (II) Solicitation and Voting Procedures; (III)
		Notice and Objection Procedures for Confirmation of
		Debtors' Plan, and (IV) Granting Related Relief; (B) Continu
		the Debtors' Reply Deadline with Respect to Disclosure Statement Objections, and (C) Use the Nevember 26, 2010
		Statement Objections, and (C) Use the November 26, 2019, 10:00 a.m. Hearing Date for a Status Conference on This
		Matter; Declaration of Richard G. Adcock in Support Thereo
		[Relates to Docket Nos. 2994, 2995, 3120, 3193, 3260, 3389
		3594, 3621, 3623, 3633, 3644]
11/22/19	3677	Stipulation Between the Debtors and HHS re: Assumption
		and Assignment of Medicare Provider Agreements to
		Strategic Global Management, Inc.
11/22/19	3678	Debtors' Ex Parte Motion for an Order Allowing the Debtors
		to File "Plan B" of Their Status Report Under Seal;
11/22/10	2(70	Declaration of Richard G. Adcock in Support Thereof
11/22/19	3679	Order Granting Debtors' Ex Parte Motion for an Order
		Allowing the Debtors to File "Plan B" of Their Status Report Under Seal
11/22/19	3680	Order Approving Stipulation Between the Debtors and HHS
11/22/19	5000	re: Assumption and Assignment of Medicare Provider
		Agreements to Strategic Global Management, Inc.
11/24/19	3692	Debtors' Status Report re Order Granting Motion to (A)
		Continue Hearing on Motion of the Debtors for an Order
		Approving: (I) Proposed Disclosure Statement, (II)
		Solicitation and Voting Procedures, (III) Notice and
		Objection Procedures for Confirmation of Debtors' Plan, and
		(IV) Granting Related Relief; (B) Continue the Reply
		Deadline with Respect to Disclosure Statement Objections; and (C) Use the November 26, 2019, 10:00 a.m. Hearing Dat
		for a Status Conference on This Matter [Relates to Docket
		No. 3646]
11/25/19	3697	Debtors' Ex Parte Motion for an Order Allowing the Debtors
-		to File Correspondence Regarding the SGM Sale Under Seal
		Declaration of Richard G. Adcock in Support Thereof

# Case 2:18-bk=20352-58F Doc 3868nt Filed 12/27/09/22/Entered d2/27/19 21:05:16 #: Deso Main Document Page 4 of 4

Date Filed	Docket Number	Description	
11/25/19	3698	Strategic Global Management, Inc.'s Objection to Debtors'	
		Ex Parte Motion for an Order Allowing the Debtors to File	
		Correspondence Regarding the SGM Sale Under Seal	
11/25/19	3699	Order Granting Debtors' Ex Parte Motion for an Order	
		Allowing the Debtors to File Correspondence Regarding the	
		SGM Sale Under Seal	
11/25/19	3700	Strategic Global Management, Inc.'s Amended Objection to	
		Debtors' Ex Parte Motion for an Order Allowing the Debtors	
11/25/19	2701	to File Correspondence Regarding the SGM Sale Under Seal	
11/25/19	3701	Strategic Global Management, Inc.'s Reservation of Rights i	
11/26/19	3704	Connection with Debtor's Status Conference Report	
11/26/19	3704	[Filed Under Seal] "Plan B" to Debtors' Status Report [Filed Under Seal] Correspondence Regarding the SGM Sale	
11/20/19	5705	Related to Debtors' Status Report	
11/27/19	3716	Transcript Regarding Hearing Held November 26, 2019 re:	
11/2//17	5/10	Verity Health System of California, Inc.	
11/29/19	3726	Notice of Appeal and Statement of Election by Strategic	
		Global Management, Inc.	
12/3/19	3746	Notice of Appeal and Statement of Election by Strategic	
-		Global Management, Inc.	
12/9/19	3786	Stipulation Between the Debtors and the California	
		Department of Health Care Services re: Assumption and	
		Assignment of Medi-Cal Provider Agreements to Strategic	
		Global Management, Inc.	
12/9/19	3787	Order Approving Stipulation Re: Assumption And	
		Assignment Of Medi-Cal Provider Agreements To Strategic	
		Global Management, Inc.	
		Respectfully submitted,	
	1 05 0040	DENITONIC LIC L LD	
Dated: Decen	nber 27, 2019	DENTONS US LLP Samuel R. Maizel	
		TANIA M. MOYRON	
		NICHOLAS A. KOFFROTH	
		By: /s/Tania M. Moyron	
		TANIA M. MOYRON	
Attorneys for Debtors and Debtors In Possession			
		- 3 -	

# EXHIBIT E

Case	2:10 0k 1208521 155 DOGGA LAT 751 Pole 1:2/124 Main Document Fa	עפיב טובס Docket #3812 Date Filed: 12/13/2019
1 2 3 4 5 6 7 8 9	GARY E. KLAUSNER (SBN 69055) gek@lnbyb.com LEVENE, NEALE, BENDER, YOO & BRILL I 10250 Constellation Boulevard, Suite 1700 Los Angeles, CA 90067 Telephone: (310) 229-1234 Facsimile: (310) 229-1244 L. RACHEL LERMAN rachel.lerman@btlaw.com BARNES &THORNBURG LLP 2029 Century Park East Suite 300 Los Angeles, CA 90067-2904 Telephone: (310) 284-3871 Attorneys for Strategic Global Management, Inc.	
10		NKRUPTCY COURT
11		CT OF CALIFORNIA ES DIVISION
12	In re	LEAD CASE NO.: 2:18-bk-20151-ER
13	VERITY HEALTH SYSTEM OF CALIFORNIA, INC., <i>et al.</i> ,	CHAPTER: 11
14 15	Debtors and Debtors in Possession.	JOINTLY ADMINISTERED WITH: CASE NO.: 2:18-bk-20162-ER CASE NO.: 2:18-bk-20163-ER
16 17	<ul> <li>Affects All Debtors</li> <li>Affects Verity Health System of California, Inc.</li> </ul>	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
18	□ Affects O'Connor Hospital □ Affects Saint Louise Regional Hospital □ Affects St. Francis Medical Center	CASE NO.: 2:18-bk-20169-ER CASE NO.: 2:18-bk-20171-ER CASE NO.: 2:18-bk-20172-ER
19 20	<ul> <li>Affects St. Vincent Medical Center</li> <li>Affects Seton Medical Center</li> <li>Affects O'Connor Hospital Foundation</li> </ul>	CASE NO.: 2:18-bk-20173-ER CASE NO.: 2:18-bk-20175-ER CASE NO.: 2:18-bk-20176-ER
21	□ Affects Saint Louise Regional Hospital Foundation	CASE NO.: 2:18-bk-20178-ER CASE NO.: 2:18-bk-20179-ER
22	<ul> <li>Affects St. Francis Medical Center of Lynwood Foundation</li> <li>Affects St. Vincent Foundation</li> </ul>	CASE NO.: 2:18-bk-20180-ER CASE NO.: 2:18-bk-20181-ER
23	☐ Affects St. Vincent Foundation ☐ Affects St. Vincent Dialysis Center, Inc. ☐ Affects Seton Medical Center Foundation	STATEMENT OF ISSUES ON APPEAL
24	☐ Affects Verity Business Services ☐ Affects Verity Medical Foundation	AND DESIGNATION OF RECORD [RELATED TO APPEAL OF NOVEMBER
25	☐ Affects Verity Holdings, LLC ☐ Affects De Paul Ventures, LLC	27 ORDER, DOC. NO. 3724]
26	□ Affects De Paul Ventures – San Jose ASC, LLC	
27 28	Debtors and Debtors in Possession.	
20		

1	STATEMENT OF ISSUES ON APPEAL
2	Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, appellants Strategic
3	Global Management, Inc. ("SGM"), through its undersigned counsel of record, hereby designate
4	the following statement of issues on appeal of the Bankruptcy Court's "Order (1) Finding that SGM
5	Is Obligated to Close the SGM Sale by No Later Than December 5, 2019 and (2) Setting Continued
6	Hearing on Debtors' Motion for Approval of Disclosure Statement" [Doc. No. 3724] (the
7	" <u>Order</u> "). <sup>1</sup>
8	1. Did the Bankruptcy Court err in entering its <i>sua sponte</i> Order of November 27, 2019
9	when it did not provide SGM with any notice, prior to entering the Order, that the Bankruptcy Court
10	intended to make a ruling which would purport to adjudicate issues fundamental to determining
11	whether SGM was obligated to close the APA transaction on December 5, 2019, and failed to give
12	SGM a reasonable opportunity to be heard, either orally or in written briefs, prior to entering the
13	Order?
14	2. Did the Bankruptcy Court deprive SGM of its due process rights by determining that
15	notice and hearing were not required to adjudicate whether the parties had satisfied all conditions
16	to closing?
17	3. Did the Bankruptcy Court err in finding that an adversary proceeding pursuant to
18	
19	<sup>1</sup> As of the filing of this statement, SGM has appealed the following orders of the Bankruptcy Court:
20	(A) "Order Granting "Debtors' Emergency Motion for the Entry of an Order: (I) Enforcing the
21	Order Authorizing the Sale to Strategic Global Management, Inc.; (II) Finding that the Sale Is Free and Clear of Conditions Materially Different than Those Approved by the Court; (III) Finding that
22	" [Doc. No. 3611] entered on November 14, 2019 (the " <u>November 14 Order</u> "); (B) "Order (1) Finding that SGM Is Obligated to Promptly Close the SGM Sale Under Sec. 8.6 of
23	the APA, Provided that All Other Conditions to Closing Have Been Satisfied and (2) Granting Debtors' Motion for a Continuance of the Hearing to Approve the Disclosure Statement" [Doc. No.
24	3633] entered on November 18, 2019 (the "November 18 Order"); and
25	(C) "Order (1) Finding that SGM Is Obligated to Close the SGM Sale by No Later Than December 5, 2019 and (2) Setting Continued Hearing on Debtors' Motion for Approval of Disclosure
26	<i>Statement</i> " [Doc. No. 3724] entered on November 27, 2019 (the " <u>November 27 Order</u> ", and collectively, the " <u>Orders</u> "). The Orders all relate to whether the conditions for SGM's closing of
27	the sale (the " <u>Sale</u> ") of certain assets (the " <u>Assets</u> ") pursuant to the asset purchase agreement dated January 8, 2019 [Doc. No. 2305] (the " <u>Asset Purchase Agreement</u> ") have been satisfied.
28	, , , , , <u>, , , , , , , , , , , , , , </u>

#### <u>Case 2:19-0k 1203521 ကြန</u>္မာ D06 မိုနိုင်ငံရ 76 မိုင္ပင်ငံ 22/Entered 22/13/19 15:43-10 #Dess Main Document Page 3 of 15

1	Federal Rule of Bankruptcy Procedure 7001 was not required to adjudicate whether the Debtors
2	had satisfied all conditions to closing as of November 20, 2019, when the Debtors sent to SGM the
3	Debtors' demand that SGM close the sale on December 5, 2019?
4	4. Did the Bankruptcy Court err in entering its <i>sua sponte</i> Order of November 27, 2019,
5	when, inter alia,
6	(a) the Debtors had not satisfied all conditions for closing the sale as of the date they
7	sent SGM a demand to close on December 5, 2019; and
8	(b) based on its review, over SGM's objection, of (i) correspondence exchanged
9	between counsel for the Debtors and counsel for SGM, which were not intended to be a
10	substitute for pleadings, evidence or legal briefs; and (ii) the Debtors' statements regarding
11	alternatives to the Sale which were filed under seal and never shared with SGM?
12	5. Did the Bankruptcy Court err, in issuing an advisory opinion or summarily
13	adjudicating, that it would dismiss any complaint filed by SGM regarding the Sale and APA? <sup>2</sup>
14	6. Did the Bankruptcy Court err in finding that SGM could not appeal its determination
15	regarding the non-occurrence of a "Material Adverse Effect" under the APA?
16	7. Did the Bankruptcy Court abuse its discretion in finding that all of the conditions
17	for closing the Sale under the APA had been satisfied as of November 19, 2019, and that, as a result,
18	SGM was obligated to close the Sale by December 5, 2019?
19	<b>DESIGNATION OF THE RECORD</b>
20	Appellants hereby designate the following items to be included in the record on appeal:
21	1. Unless otherwise indicated, (1) each of the following pleadings that are described
22	below are based on the electronic docket in the jointly administered bankruptcy cases of Verity
23	Health System of California, Inc. (" <u>VHS</u> ") and the above-referenced affiliated debtors, the debtors
24	and debtors in possession (collectively, the "Debtors"); and (2) the pleadings listed below have
25	been filed on the electronic docket of VHS.
26	
27	
28	<sup>2</sup> See (Doc. No. 3723, 6 fn. 4) ("Had SGM presented its allegations by way of an adversary complaint, the Court would dismiss such a complaint under Civil Rule 12(b)(6) for failure to state a claim upon which relief could be granted.").

#### Case 2:103-0/1203521 [55] D06078121 75iled 12/23/2922/50terech 2:2/3/13/19 15:43-18 #Peso4 Main Document Page 4 of 15

Filing Date	Docket No.	Docket Text
2/19/2019	1572	Order (1) Approving Form of Asset Purchase Agreement for
		Stalking Horse Bidder and for Prospective Overbidders, (2) Approving Auction Sale Format, Bidding Procedures and
		Stalking Horse Bid Protections, (3) Approving Form of Notice
		to be Provided to Interested Parties, (4) Scheduling a Court
		Hearing to Consider Approval of the Sale to the Highest
		Bidder and (5) Approving Procedures Related to the
		Assumption of Certain Executory Contracts and Unexpired
		Leases; and (II) an Order (A) Authorizing the Sale of Property Free and Clear of All Claims, Liens and Encumbrances;
		Memorandum of Points and Authorities in Support Thereof
05/02/2019	2305	Notice of Filing of Final Asset Purchase Agreement and
		Schedules Re Motion for the Entry of (I) An Order (1)
		Approving Form of Asset Purchase Agreement for Stalking
		Horse Bidder and for Prospective Overbidders, (2) Approving
		Auction Sale Format, Bidding Procedures and Stalking Horse Rid Protections [1] [Palated to Docket Nos 1270 and 1572]
05/02/2019	2306	Bid Protections [] [Related to Docket Nos. 1279 and 1572] Order (A) Authorizing The Sale Of Certain Of The Debtors'
05/02/2019	2500	Assets To Strategic Global Management, Inc. free And Clear
		Of Liens, Claims, Encumbrances, And Other Interests; (B)
		Approving The Assumption And Assignment Of An
		Unexpired Lease Related Thereto; And (C) Granting Related
05/02/2019	2365	Relief
03/02/2019	2303	Stipulation Between the Debtors, DHCS, and HHS Continuing Hearing Regarding Transfer of Medi-Cal Provider Agreements
		and Medicare Provider Agreements to Strategic Global
		Management, Inc. [Related Docket Nos. 1572, 1879, 2278]
5/14/2019	2377	Order Approving Stipulation Between the Debtors, DHCS,
		and HHS Continuing Hearing Regarding Transfer of Medi-Cal
		Provider Agreements and Medicare Provider Agreements to Strategic Global Management, Inc. [Related Docket Nos.
		1572, 1879, 2278]
09/30/2019	3188	Debtors' 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 Conditions Materially Different Than Those Approved by the Court; (III) Finding That the Attorney General Abused His
		Discretion in Imposing the Conditions on That Sale; and (IV)
		Granting Related Relief [Docket No. 3188]
10/8/2019	3320	Official Committee of Unsecured Creditors' Response in
		Support of Debtors' 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
		Strategic Global Management, Inc; (II) Finding That the Sale is Free and Clear of Conditions Materially Different Than
		Those Approved by the Court; and Other Relief [Dkt. 3188]

# Case 2:103-0/k1203521 [55] D06078121 75iled 12/23/2922/50terech 22/33/19 15:43-10 #Pess Main Document Page 5 of 15

Filing Date	Docket No.	Docket Text
10/8/2019	3325	Response of United Nurses Associations of California to Debtors' 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 Conditions Materially Different Than Those Approved by the Court; and Other Relief
10/9/2019	3333	Opposition of California Attorney General to "Debtors' 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 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. 3188]
10/9/2019	3334	Declaration of David K. Eldan in Support of the California Attorney General's Opposition to "Debtors' 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 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"
10/10/2019	3356	Statement of Strategic Global Management, Inc. in Support of "Debtors' 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 Conditions Materially Different Than Those Approved by the Court "
10/14/2019	3382	Debtors' Reply to California Attorney General's Opposition to Debtors' Motion for the Entry of an Order Enforcing the Order Authorizing the Sale to Strategic Global Management, Inc.
Posted 10/15/2019	N/A	Bankruptcy Court's Tentative Ruling on "Debtors' 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 Conditions Materially Different Than Those Approved by the Court" posted on October 15, 2019 at 7:48:42 AM.
10/23/2019	3446	Memorandum of Decision Granting Debtors' Emergency Motion to Enforce Sale Order [Doc. No. 3188]

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Filing Date	Docket No.	Docket Text
11/08/2019	3572	Stipulation Resolving "Debtors' 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 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"
11/8/2019	3573	[Docket No. 3188] Notice Regarding Proposed Order Resolving Debtors'
11/0/2017	5515	Emergency Motion for the Entry of an Order Enforcing the
		Sale Order and Requesting Related Relief
11/8/2019	3574	Notice of Lodgment of Order in Bankruptcy Case re:
11/11/2010	2502	Enforcement Motion [Docket No. 3188]
11/11/2019	3582	Objection to Order Granting "Debtors' 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 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. 3188)
11/11/2019	3583	Notice of Lodgment of Order re: Debtors' Emergency Motion
11/11/2019	5505	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 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.3188)
11/11/2019	3586	Debtors' Response to Strategic Global Management, Inc.'s (I)
		Objection to Debtors' Proposed Order Granting Enforcement
		Motion and (II) Strategic Global Management, Inc.'s Notice of Lodgment of Alternative Proposed Order; Declaration of Tania
		M. Moyron in Support Thereof [Related Docket Nos. 3572]
		3573, 3574, 3582, 3583]
11/11/2019	3590	Official Committee of Unsecured Creditors' (I) Reply to
		SGM's Objection to the Debtors' Proposed Order on the
		Debtors' Enforcement Motion [Dkt. 3582] and (II) Statement in Support of the Debtors' Proposed Order [Dkt. 3574]
11/12/2019	3591	Order Setting Emergency Hearing on Strategic Globa
_ • _ ·		Management's Objection to the Form of the Debtor's Proposed
		Order Granting the Sale Enforcement Motion
11/13/2019	3599	Order Vacating and Withdrawing "Memorandum of Decision
		Granting Debtors' Emergency Motion to Enforce the Sale
		Order" [Doc. No. 3446]

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Filing Date	Docket No.	Docket Text
11/14/2019	3610	Notice of Redline of Changes to Proposed Order Granting
		"Debtors' 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 Clea
		of Conditions Materially Different Than Those Approved by
		the Court; (III) Finding That the Attorney General Abused Hi
		Discretion in Imposing Conditions on That Sale; and (IV)
		Granting Related Relief" [Doc. 3188]
11/14/2019	3611	Order Granting "Debtors' 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 Conditions Materially Different Than
		Those Approved by the Court; (III) Finding That the Attorney
		General Abused His Discretion in Imposing Conditions on
0/00/0010		That Sale; and (IV) Granting Related Relief" [Doc. 3188]
9/20/2019	3103	Motion to Continue Hearing on Motion of the Debtors for a
		Order Approving: (I) Proposed Disclosure Statement; (I
		Solicitation and Voting Procedures; (III) Notice and Objection
		Procedures for Confirmation of Debtors' Plan; and (IV
0/24/2010	2120	Granting Related Relief [Relates to Docket Nos. 2994, 2995]
9/24/2019	3120	Order Granting Motion to Continue Hearing on Motion of the
		Debtors for an Order Approving: (I) Proposed Disclosu
		Statement; (II) Solicitation and Voting Procedures; (III) Notice
		and Objection Procedures for Confirmation of Debtors' Pla
10/11/2010	2270	and (IV) Granting Related Relief
10/11/2019	3372	Order Authorizing Debtors to Sell Medi-Cal Provid
		Agreements, Free and Clear of Interests Asserted by t
		California Department of Health Care Services, Pursuant to $\begin{cases} 262(h) & \text{and } (f)(5) \end{cases}$
11/15/2019		363(b) and (f)(5) Motion to (A) Continue Hearing on Motion of the Debtors f
11/13/2019		an Order Approving: (I) Proposed Disclosure Statement; (I
		Solicitation and Voting Procedures; (III) Notice and Objection
	3621	Procedures for Confirmation of Debtors' Plan, and (I
	5021	Granting Related Relief; (B) Continue the Reply Deadline wi
		Respect to Disclosure Statement Objections, and (C) Use t
		November 20, 2019, 10:00 a.m. Hearing Date for a Stat
		Conference on This Matter; Declaration of Richard G. Adco
		in Support Thereof [Relates to Docket Nos. 2994, 2995, 312
		3193, 3260, 3389, 3594]
11/18/2019	3632	Memorandum of Decision (1) Finding That SGM is Obligated
		to Promptly Close the SGM Sale Under § 8.6 of the AP
		Provided That All Other Conditions to Closing Have Be
		Satisfied and (2) Granting Debtors' Motion for a Continuan
		of the Hearing to Approve the Disclosure Statement

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Filing Date	Docket No.	Docket Text
11/18/2019	3633	Order (1) Finding That SGM is Obligated to Promptly Close the SGM Sale Under § 8.6 of the APA, Provided That All Other Conditions to Closing Have Been Satisfied and (2) Granting Debtors' Motion for a Continuance of the Hearing to Approve the Disclosure Statement
11/19/2019	3644	Motion to (A) Continue Hearing on Motion of the Debtors fo an Order Approving: (I) Proposed Disclosure Statement; (II Solicitation and Voting Procedures; (III) Notice and Objection Procedures for Confirmation of Debtors' Plan, and (IV Granting Related Relief; (B) Continue the Reply Deadline with Respect to Disclosure Statement Objections, and (C) Use the November 26, 2019, 10:00 a.m. Hearing Date for a Statu Conference on This Matter; Declaration of Richard G. Adcoch in Support Thereof [Relates to Docket Nos. 2994, 2995, 3120 3193, 3260, 3389, 3594, 3632, 3633]
11/20/2019	3646	Order Granting Motion to (A) Continue Hearing on Motion of the Debtors for an Order Approving: (I) Proposed Disclosur
		Statement; (II) Solicitation and Voting Procedures; (III) Notic and Objection Procedures for Confirmation of Debtors' Plan and (IV) Granting Related Relief; (B) Continue the Debtor
		Reply Deadline with Respect to Disclosure Statement Objections, and (C) Use the November 26, 2019, 10:00 a.m.
		Hearing Date for a Status Conference on This Matte Declaration of Richard G. Adcock in Support Thereof [Relate to Docket Nos. 2994, 2995, 3120, 3193, 3260, 3389, 3594
10/15/2019	3386	3621, 3623, 3633, 3644] Supplemental Objection of the United States, on Behalf of th U.S. Department of Health and Human Services and Centers for Medicare and Medicaid Services to Debtors' Motion for th Entry of an Order Authorizing the Sale of Property Free an Clear of All Claims, Liens, and Encumbrances; an Memorandum of Points and Authorities in Support Thereof
11/22/2019	3677	Stipulation Between the Debtors and HHS re: Assumption an Assignment of Medicare Provider Agreements to Strategi Global Management, Inc.
11/22/2019	3678	Debtors' Ex Parte Motion for an Order Allowing the Debtors t File "Plan B" of Their Status Report Under Seal; Declaration of Richard G. Adcock in Support Thereof
11/22/2019	3679	Order Granting Debtors' Ex Parte Motion for an Order Allowin the Debtors to File "Plan B" of Their Status Report Under Sea
11/22/2019	3680	Order Approving Stipulation Between the Debtors and HHS re Assumption and Assignment of Medicare Provider Agreement to Strategic Global Management, Inc.

## Case 2198 0k 895 10 ER DOG 3817 70 Hed 12/13/1/22/2010 and 12/13/12:15 23 2 40 # Prses Main Document Page 9 of 15

1	Filing Date	Docket No.	Docket Text
2	11/24/2019	3692	Debtors' Status Report re Order Granting Motion to (A)
2			Continue Hearing on Motion of the Debtors for an Order
3			Approving: (I) Proposed Disclosure Statement, (II) Solicitation
4			and Voting Procedures, (III) Notice and Objection Procedures
			for Confirmation of Debtors' Plan, and (IV) Granting Related
5			Relief; (B) Continue the Reply Deadline with Respect to
6			Disclosure Statement Objections; and (C) Use the November
U			26, 2019, 10:00 a.m. Hearing Date for a Status Conference on This Matter [Relates to Docket No. 3646]
7	11/25/2019	3697	Debtors' Ex Parte Motion for an Order Allowing the Debtors to
8	11/25/2019	5077	File Correspondence Regarding the SGM Sale Under Seal;
0			Declaration of Richard G. Adcock in Support Thereof
9	11/25/2019	3698	Strategic Global Management, Inc.'s Objection to Debtors' Ex
10			Parte Motion for an Order Allowing the Debtors to File
10			Correspondence Regarding the SGM Sale Under Seal
11	11/25/2019	3699	Order Granting Debtors' Ex Parte Motion for an Order
			Allowing the Debtors to File Correspondence Regarding the
12	11/25/2010	2500	SGM Sale Under Seal
13	11/25/2019	3700	Strategic Global Management, Inc.'s Amended Objection to
15			Debtors' Ex Parte Motion for an Order Allowing the Debtors to File Correspondence Recording the SCM Sale Under Scal
14	11/25/2019	3701	File Correspondence Regarding the SGM Sale Under Seal Strategic Global Management, Inc.'s Reservation of Rights in
15	11/23/2017	5701	Connection with Debtor's Status Conference Report
15	11/26/2019	3704	[Filed Under Seal] "Plan B" to Debtors' Status Report
16	11/26/2019	3705	[Filed Under Seal] Correspondence Regarding the SGM Sale
17			Related to Debtors' Status Report
17	11/27/2019	3723	Memorandum of Decision Finding That SGM is Obligated to
18			Close the SGM Sale by No Later Than December 5, 2019
	11/27/2019	3724	Order (1) Finding That SGM is Obligated to Close the SGM
19			Sale by No Later Than December 5, 2019 and (2) Setting
20			Continued Hearing on Debtors' Motion for Approval of
20	12/9/2019	3783	Disclosure Statement Memorandum of Decision Denying Debtors' Emergency
21	12/9/2019	5785	Motion for Issuance of an Order to Show Cause re: Closing of
22			the SGM Sale
22	12/9/2019	3784	Order Denying Debtors' Emergency Motion for Issuance of an
23			Order to Show Cause re: Closing of the SGM Sale
24	12/9/2019	3786	Stipulation Between the Debtors and the California Department
24			of Health Care Services re: Assumption and Assignment of
25			Medi-Cal Provider Agreements to Strategic Global
	10/0/2010	2505	Management, Inc.
26	12/9/2019	3787	Order Approving Stipulation Re: Assumption And Assignment
27			Of Medi-Cal Provider Agreements To Strategic Global Management, Inc.
28			

## Case 2198 0k 895 10 ER DOG 3817 70 Hed 12/13/192/ Enter ad 12/13/19:15 23 2 80 # Prs90 Main Document Page 10 of 15

	Filing Date	Docket No.	Docket Text
	2/19/2019	1570	Transcript Regarding Hearing Held February 6, 2019 re: Motion and Notice of Motion for the Entry of an Order
	10/21/2019	3416	Transcript Regarding Hearing Held October 15, 2019 re: Debtors' Emergency Motion for the Entry of an Order
	11/15/2019	3620	Transcript Regarding Hearing Held November 13, 2019 re: Verity Health System of California, Inc.
	11/27/2019	3716	Transcript Regarding Hearing Held November 26, 2019 re: Verity Health System of California, Inc.
	N/A	N/A	Bankruptcy Court Docket, In re Verity Health System of California, Inc., et al., Lead Case No. 2:18-bk-20151-ER
	12/03/2019	3746	Notice of Appeal and Statement of Election by Strategic Global Management, Inc.
	2. R	Reporter's Trans	cript(s) for the following date(s):
February 6, 2019, October 15, 2019, November 13, 2019, November 26, 2019			
Dated: December 13, 2019 LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.			
By: /s/ Gary E. Klausner Gary E. Klausner			
			Counsel for Strategic Global Management, Inc.

<del>ଠରିଶ୍</del> ୱିହେ	22198-0410915105R DOGURANT 70Filed=12/10/1/92/2501091999122/10/12615-43180 #97391 Main Document Page 11 of 15						
1	PROOF OF SERVICE OF DOCUMENT						
2	I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business						
3	address is 10250 Constellation Boulevard, Suite 1700, Los Angeles, CA 90067.						
4 5	A true and correct copy of the foregoing document entitled <b>STATEMENT OF ISSUES ON APPEAL AND</b> <b>DESIGNATION OF RECORD [RELATED TO APPEAL OF NOVEMBER 27 ORDER, DOC. NO. 3724</b> 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:						
6	1. <u>TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF)</u> : Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and here relieve the document on December 42, 2010, here and the CM/ECE docket for this here wanted.						
7 8	hyperlink to the document. On <b>December 13, 2019</b> , 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:						
9	<ul> <li>Alexandra Achamallah aachamallah@milbank.com, rliubicic@milbank.com</li> <li>Melinda Alonzo ml7829@att.com</li> </ul>						
10	<ul> <li>Robert N Amkraut ramkraut@foxrothschild.com</li> <li>Kyra E Andrassy kandrassy@swelawfirm.com,</li> </ul>						
11	Igarrett@swelawfirm.com;gcruz@swelawfirm.com;jchung@swelawfirm.com Simon Aron saron@wrslawyers.com						
12	<ul> <li>Lauren T Attard lattard@bakerlaw.com, agrosso@bakerlaw.com</li> <li>Allison R Axenrod allison@claimsrecoveryllc.com</li> </ul>						
13	<ul> <li>Cristina E Bautista cristina.bautista@kattenlaw.com, ecf.lax.docket@kattenlaw.com</li> <li>James Cornell Behrens jbehrens@milbank.com,</li> </ul>						
14	gbray@milbank.com;mshinderman@milbank.com;dodonnell@milbank.com;jbrewster@milbank. com;JWeber@milbank.com						
15	<ul> <li>Ron Bender rb@Inbyb.com</li> <li>Bruce Bennett bbennett@jonesday.com</li> </ul>						
16	<ul> <li>Peter J Benvenutti pbenvenutti@kellerbenvenutti.com, pjbenven74@yahoo.com</li> <li>Leslie A Berkoff lberkoff@moritthock.com, hmay@moritthock.com</li> </ul>						
17	<ul> <li>Steven M Berman sberman@slk-law.com</li> <li>Stephen F Biegenzahn efile@sfblaw.com</li> </ul>						
18	<ul> <li>Karl E Block kblock@loeb.com, jvazquez@loeb.com;ladocket@loeb.com;kblock@ecf.courtdrive.com</li> </ul>						
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#### Caasez2198-04-89952105F DOGU 2612 70F Hed = 112/13/2/22/2501 (#19612423/19615-43218D #DP\$993 Main Document Page 13 of 15 Monique D Jewett-Brewster mjb@hopkinscarley.com, eamaro@hopkinscarley.com 1 Crystal Johnson M46380@ATT.COM Greaory R Jones gjones@mwe.com, rnhunter@mwe.com 2 Jeff D Kahane jkahane@duanemorris.com, dmartinez@duanemorris.com 3 Steven J Kahn skahn@pszyjw.com salembier.cameo@pbgc.gov, efile@pbgc.gov Cameo M Kaisler ikallick@manatt.com, ihernandez@manatt.com Ivan L Kallick 4 Ori Katz okatz@sheppardmullin.com. 5 cshulman@sheppardmullin.com;ezisholtz@sheppardmullin.com;lsegura@sheppardmullin.com Payam Khodadadi pkhodadadi@mcguirewoods.com, dkiker@mcguirewoods.com Christian T Kim ckim@dumas-law.com, ckim@ecf.inforuptcy.com 6 Jane Kim jkim@kellerbenvenutti.com • 7 Monica Y Kim myk@Inbrb.com, myk@ecf.inforuptcy.com Gary E Klausner gek@Inbyb.com • 8 David A Klein david.klein@kirkland.com • Nicholas A Koffroth nick.koffroth@dentons.com, chris.omeara@dentons.com • 9 jkohanski@bushgottlieb.com, kprestegard@bushgottlieb.com • Joseph A Kohanski Jeffrey S Kwong jsk@Inbyb.com, jsk@ecf.inforuptcy.com • Darryl S Laddin 10 • bkrfilings@agg.com Robert S Lampl advocate45@aol.com, rlisarobinsonr@aol.com • 11 Richard A Lapping richard@lappinglegal.com Paul J Laurin plaurin@btlaw.com, slmoore@btlaw.com;jboustani@btlaw.com 12 Nathaniel M Leeds nathaniel@mitchelllawsf.com, sam@mitchelllawsf.com david.lemke@wallerlaw.com, • David E Lemke 13 chris.cronk@wallerlaw.com;Melissa.jones@wallerlaw.com;cathy.thomas@wallerlaw.com llenherr@wendel.com, bankruptcy@wendel.com Lisa Lenherr 14 elan.levey@usdoj.gov, louisa.lin@usdoj.gov Elan S Levey bankruptcycourtnotices@unioncounsel.net, tmainguy@unioncounsel.net Tracy L Mainguy 15 Samuel R Maizel samuel.maizel@dentons.com, alicia.aquilar@dentons.com;docket.general.lit.LOS@dentons.com;tania.moyron@dentons.com;k 16 athryn.howard@dentons.com;joan.mack@dentons.com;derry.kalve@dentons.com Alvin Mar alvin.mar@usdoj.gov, dare.law@usdoj.gov 17 Craig@MarguliesFaithlaw.com, Craig G Margulies • Victoria@MarguliesFaithlaw.com;Helen@MarguliesFaithlaw.com 18 Hutchison B Meltzer hutchison.meltzer@doj.ca.gov, Alicia.Berry@doj.ca.gov Christopher Minier becky@ringstadlaw.com, arlene@ringstadlaw.com 19 John A Moe john.moe@dentons.com, glenda.spratt@dentons.com Susan I Montgomery susan@simontgomerylaw.com, • 20 assistant@simontgomerylaw.com;simontgomerylawecf.com@gmail.com;montgomerysr71631@ notify.bestcase.com 21 Monserrat Morales Monsi@MarguliesFaithLaw.com, Victoria@MarguliesFaithLaw.com;Helen@marguliesfaithlaw.com 22 Kevin H Morse kmorse@clarkhill.com, blambert@clarkhill.com Marianne S Mortimer mmartin@jmbm.com 23 Tania M Moyron tania.moyron@dentons.com, chris.omeara@dentons.com;nick.koffroth@dentons.com 24 Alan I Nahmias anahmias@mbnlawyers.com, jdale@mbnlawyers.com Akop J Nalbandyan jnalbandyan@LNtriallawyers.com, cbautista@LNtriallawyers.com 25 Jennifer L Nassiri jennifernassiri@guinnemanuel.com Charles E Nelson nelsonc@ballardspahr.com, wassweilerw@ballardspahr.com 26 Sheila Gropper Nelson shedoesbklaw@aol.com Mark A Neubauer mneubauer@carltonfields.com, 27 mlrodriguez@carltonfields.com;smcloughlin@carltonfields.com;schau@carltonfields.com;NDunn @carltonfields.com;ecfla@carltonfields.com 28 Fred Neufeld fneufeld@sycr.com, tingman@sycr.com

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12	2. SERVED BY UNITED	STATES MAIL: On Decemb	er 13, 2019, I served the following persons and/or				
13	entities at the last known	addresses in this bankruptcy	/ case or adversary proceeding by placing a true				
14			nited States mail, first class, postage prepaid, and es a declaration that mailing to the judge <u>will be</u>				
14		4 hours after the document is					
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			IGHT MAIL, FACSIMILE TRANSMISSION OR Pursuant to F.R.Civ.P. 5 and/or controlling LBR,				
17	on December 13, 2019,	I served the following persor	ns and/or entities by personal delivery, overnight				
18			such service method), by facsimile transmission itutes a declaration that personal delivery on, or				
10			nan 24 hours after the document is filed.				
19	Comrad via Attornov Cor	vice					
20	Served via Attorney Service The Honorable Ernest M. Robles						
21	United States Bankruptcy						
21	Edward R. Roybal Federal Building 255 E. Temple Street, Suite 1560						
22	Los Angeles, CA 90012						
23	I declare under penalty of perjury under the laws of the United States of America that the foregoing is						
2.4	true and correct.		5 5				
24	December 13, 2019	Lisa Masse	/s/ Lisa Masse				
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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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# **EXHIBIT F**

Case	2:19-06-20352-58F Doc 3869nt Filed 1-9/2	7/1-900 Entered 1.2/97/10 21:02:24 ມ.ຄອດອ Docket #3869 Date Filed: 12/27/2019 ຕaye 1 ບາວ
1 2 3 4 5 6 7 8 9		) BANKRUPTCY COURT FORNIA - LOS ANGELES DIVISION
10		
11	In re	Lead Case No.: 2:18-bk-20151-ER
12	VERITY HEALTH SYSTEM OF CALIFORNIA, INC., <i>et al.</i> ,	Jointly Administered With: Case No. 2:18-bk-20162-ER
13	Debtors and Debtors In Possession.	Case No. 2:18-bk-20163-ER Case No. 2:18-bk-20164-ER
14		Case No. 2:18-bk-20165-ER Case No. 2:18-bk-20165-ER Case No. 2:18-bk-20167-ER
15	⊠Affects All Debtors	Case No. 2:18-bk-20168-ER
16	□ Affects Verity Health System of California, Inc.	Case No. 2:18-bk-20169-ER Case No. 2:18-bk-20171-ER
17	☐ Affects O'Connor Hospital ☐ Affects Saint Louise Regional Hospital	Case No. 2:18-bk-20172-ER Case No. 2:18-bk-20173-ER
18	□ Affects St. Francis Medical Center	Case No. 2:18-bk-20175-ER Case No. 2:18-bk-20176-ER
19	□ Affects St. Vincent Medical Center □ Affects Seton Medical Center	Case No. 2:18-bk-20178-ER Case No. 2:18-bk-20179-ER
20	□ Affects O'Connor Hospital Foundation □ Affects Saint Louise Regional Hospital	Case No. 2:18-bk-20180-ER Case No. 2:18-bk-20181-ER
21	Foundation Affects St. Francis Medical Center of	Chapter 11 Cases
21	Lynwood Foundation	Honorable Ernest M. Robles
22	□ Affects St. Vincent Dialysis Center, Inc. □ Affects Seton Medical Center Foundation	APPELLEES' DESIGNATION OF ADDITIONAL ITEMS TO BE INCLUDED IN
23	□ Affects Verity Business Services □ Affects Verity Medical Foundation	THE RECORD ON APPEAL (USDC Case No.
	□ Affects Verity Holdings, LLC □ Affects De Paul Ventures, LLC	2:19-cv-10356-DSF)
25 26	☐ Affects De Paul Ventures - San Jose Dialysis, LLC	
26	Debtors and Debtors In Possession.	
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1 Pursuant to Rule 6 of the Federal Rules of Appellate Procedure and Rule 8009 of the 2 Federal Rules of Bankruptcy Procedure, Appellees and Debtors, Verity Health System of 3 California, Inc. and its affiliates (collectively, the "Appellees"), hereby designate the following 4 items, in addition to those items previously designated by the Appellant, for inclusion in the 5 record in connection with Appellant's appeal from the Order (1) Finding that SGM is Obligated 6 to Close the SGM Sale by no Later than December 5, 2019 and (2) Setting Continued Hearing on 7 Debtors' Motion for Approval of Disclosure Statement. [Docket No. 3724].

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#### **DESIGNATION OF ADDITIONAL ITEMS FOR INCLUSION IN RECORD ON APPEAL** 10 FROM THE DOCKET OF THE UNITED STATES BANKRUPTCY COURT FOR THE CENTRAL DISTRICT OF CALIFORNIA FOR CASE NO. 2:19-cv-10356-DSF

-			
3	Date Filed	Docket Number	Description
14	8/31/18	8	Declaration of Richard G. Adcock In Support of Emergency First-Day Motions
5	1/17/19	1279	Motion and Notice of Motion For The Entry of (I) An Order (1) Approving Form of Asset Purchase Agreement For
.6			Stalking Horse Bidder and For Prospective Overbidders; (2) Approving Auction Sale Format, Bidding Procedures and
7			Stalking Horse Bid Protections; (3) Approving Form of
8			Notice To Be Provided To Interested Parties; (4) Scheduling A Court Hearing To Consider Approval of The Sale To The
9			Highest Bidder; and (5) Approving Procedures Related To The Assumption of Certain Executory Contracts and
0			Unexpired Leases; and (II) An Order (A) Authorizing The
1			Sale of Property Free and Clear of All Claims, Liens and Encumbrances; Memorandum of Points and Authorities In
2	11/29/19	3726	Support ThereofNotice of Appeal and Statement of Election by Strategic
3	11/20/10	0.505	Global Management, Inc.
4	11/29/19	3727	Notice of Appeal and Statement of Election by Strategic Global Management, Inc.
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Case	2:19-6K-20151-58F Doscarding Toled 12/2 Main Document	∂7/19922Entered_12/27/129 21:208:219 #:19999 Page 3 of 3
1		Respectfully submitted,
2 3 4	Dated: December 27, 2019	DENTONS US LLP Samuel R. Maizel Tania M. Moyron Nicholas A. Koffroth
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