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7 Blue Shield of California Promise Health Plan
f/k/a Care 1st Health Plan
8

UNITED STATES BANKRUPTCY COURT

CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION

9
10 In re:
11 VERITY HEALTH SYSTEM OF
CALIFORNIA, INC., et al.,
12
13 Debtors and Debtors In Possession.

Case No. 18-20151
Jointly Administered With:
Case No.: 2:18-bk-20162-ER
Case No.: 2:18-bk-20163-ER
Case No.: 2:18-bk-20164-ER
Case No.: 2:18-bk-20165-ER
Case No.: 2:18-bk-20167-ER
Case No.: 2:18-bk-20168-ER
Case No.: 2:18-bk-20169-ER
Case No.: 2:18-bk-20171-ER
Case No.: 2:18-bk-20172-ER
Case No.: 2:18-bk-20173-ER
Case No.: 2:18-bk-20175-ER
Case No.: 2:18-bk-20176-ER
Case No.: 2:18-bk-20178-ER
Case No.: 2:18-bk-20179-ER
Case No.: 2:18-bk-20180-ER
Case No.: 2:18-bk-20181-ER

14 Affects:
15 All Debtors
16 Verity Health System of California, Inc.
17 O'Connor Hospital
 Saint Louise Regional Hospital
18 St. Francis Medical Center
 St. Vincent Medical Center
19 Seton Medical Center
 O'Connor Hospital Foundation
20 Saint Louise Regional Hospital Foundation
 St. Francis Medical Center of Lynwood
Foundation
21 St. Vincent Foundation
 St. Vincent Dialysis Center, Inc.
22 Seton Medical Center Foundation
 Verity Business Services
23 Verity Medical Foundation
 Verity Holdings, LLC
24 De Paul Ventures, LLC
25 De Paul Ventures - San Jose Dialysis, LLC

Chapter 11 Cases

**Blue Shield's Conditional Joinder,
Limited Objection, or Reply to
Objections to Confirmation of Joint
Chapter 11 Plan of Liquidation (Dated
July 2, 2020)**

[Relates to Docket Nos. 4993, 5326, 5337,
5342]

Hearing Information:

Date: August 12, 2020
Time: 10:00 a.m.
Courtroom: 1568
Address: 255 East Temple Street
Los Angeles, CA 90012

26 Debtors and Debtors In Possession.
27
28

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1 TO THE HONORABLE ERNEST M. ROBLES, UNITED STATES BANKRUPTCY
2 JUDGE, VERITY HEALTH SYSTEMS OF CALIFORNIA, INC., AND ALL CHAPTER 11
3 DEBTORS, AND PARTIES IN INTEREST:

4 PLEASE TAKE NOTICE that California Physicians' Service dba Blue Shield of
5 California and Blue Shield of California Promise Health Plan f/k/a Care 1st Health Plan
6 (collectively "Blue Shield"), hereby files its Conditional Joinder, Limited Objection, or Reply
7 ("Reply") to various Objections to Confirmation of the Joint Chapter 11 Plan of Liquidation
8 (Dated July 2, 2020) (the "Plan").¹

9 Blue Shield is keenly aware of the timing and uncertain title of this Reply. Alas, this
10 somewhat unusual Reply is necessitated by the indistinct nature of the exculpatory relief sought
11 by the Plan Proponents as well as the alleged attempt to improperly enjoin certain creditors' setoff
12 and recoupment rights under various fee-for-service ("FFS") and capitation agreements (together
13 "Provider Agreements").

14 In sum, Blue Shield does not read the Plan to violate the Bankruptcy Code or improperly
15 cut off Blue Shield's and other health plan creditors' rights to setoff and recoupment under the
16 various Provider Agreements. Blue Shield has always understood those rights to remain intact
17 despite any order confirming the Plan, consistent with the Bankruptcy Code and Ninth Circuit
18 authority. However, various non-Debtor counterparties have objected to the Plan on the grounds
19 that it violates Sections 1141 and 1129 of the Bankruptcy Code and, to the extent those non-
20 Debtor counterparties are correct (which is admittedly more conceivable in light of the statements
21 made in the Debtors' recently filed Memorandum of Law in Support of Plan Confirmation
22 [Docket No. 5385]), Blue Shield joins them in their objections. Specifically, to the extent the
23 Debtor intends to abrogate the provisions of Sections 1129 and 1141 of the Bankruptcy Code,
24 Blue Shield joins in the following objections to the Plan:

- 25 1. Objection filed by UnitedHealthcare Insurance Company on August 3, 2020, as
26 Docket No. 5326;

27
28 ¹ Capitalized terms not otherwise defined herein shall have the meaning given to them in the Plan.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
600 Anton Boulevard, Suite 1400, Costa Mesa, CA 92626-7689.

A true and correct copy of the foregoing document entitled (*specify*): **Blue Shield's Conditional Joinder, Limited Objection, or Reply to Objections to Confirmation of Joint Chapter 11 Plan of Liquidation (Dated July 2, 2020)** will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) August 7, 2020, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

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- **Rose Zimmerman** rzimmerman@dalycity.org

Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (date) _____, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (date) XXX, 2020, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

August 7, 2020

Date

Kimberly A. Collins

Printed Name

/s/ Kimberly A. Collins

Signature