

In re:
Verity Health System of California, Inc.
Debtor(s)

Case No. 18-20151-ER
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0973-2
Date Rcvd: Nov 18, 2020

User: admin
Form ID: pdf042

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Total Noticed: 7

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.
#	Addresses marked '#' were identified by the USPS National Change of Address system as requiring an update. While the notice was still deliverable, the notice recipient was advised to update its address with the court immediately.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Nov 20, 2020:

Recip ID	Recipient Name and Address
db	#+ Verity Health System of California, Inc., 2040 E. Mariposa Avenue, El Segundo, CA 90245-5027
aty	+ Anna Kordas, Jones Day, 250 Vesey Street, New York, NY 10281-1052
aty	+ Brigitte G McGrath, ASK LLP, 2600 Eagan Woods Drive, Suite 400, St Paul, MN 55121-1169
aty	Claude D Montgomery, Dentons US LLP, 1221 Avenue of the Americas, New York, NY 10020-1001
aty	+ Nicholas C Brown, ASK LLP, 2600 Eagan Woods Drive, Suite 400, St Paul, MN 55121-1169
aty	+ Patrick Maxcy, Dentons US LLP, 233 S Wacker Dr Ste 5900, Chicago, IL 60606-6404
aty	+ Sam J Alberts, DENTONS US LLP, 1900 K Street NW, Washington, DC 20006-1110

TOTAL: 7

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

NOTICE CERTIFICATION

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Nov 20, 2020

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on November 18, 2020 at the address(es) listed below:

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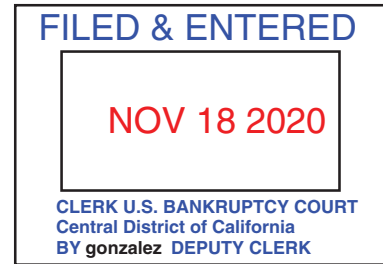
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UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA - LOS ANGELES DIVISION

In re

VERITY HEALTH SYSTEM OF
CALIFORNIA, INC., *et al.*,

Debtors and Debtors In Possession.

- ☒ Affects All Debtors
- ☐ Affects Verity Health System of California, Inc.
- ☐ Affects O'Connor Hospital
- ☐ Affects Saint Louise Regional Hospital
- ☐ Affects St. Francis Medical Center
- ☐ Affects St. Vincent Medical Center
- ☐ Affects Seton Medical Center
- ☐ Affects O'Connor Hospital Foundation
- ☐ Affects Saint Louise Regional Hospital Foundation
- ☐ Affects St. Francis Medical Center of Lynwood Foundation
- ☐ Affects St. Vincent Foundation
- ☐ Affects St. Vincent Dialysis Center, Inc.
- ☐ Affects Seton Medical Center Foundation
- ☐ Affects Verity Business Services
- ☐ Affects Verity Medical Foundation
- ☐ Affects Verity Holdings, LLC
- ☐ Affects De Paul Ventures, LLC
- ☐ Affects De Paul Ventures - San Jose ASC, LLC

Debtors and Debtors In Possession.

Lead Case No. 2:18-bk-20151-ER

Jointly Administered With:

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

Hon. Judge Ernest M. Robles

**ORDER GRANTING DEBTORS' TENTH
OMNIBUS MOTION TO REJECT, PURSUANT TO
11 U.S.C. § 365(A), CERTAIN TRANSITION
EXECUTORY CONTRACTS AND UNEXPIRED
LEASES**

[RELATED DOCKET NO. 6038, 6105, 6109, 6134]

Hearing:

Date: October 7, 2020

Time: 10:00 a.m.

Place: Courtroom 1568

Roybal Federal Building
255 East Temple Street
Los Angeles, CA 90012

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1 This matter came before the Court on the *Debtors' Tenth Omnibus Motion to Reject,*
2 *Pursuant to 11 U.S.C. § 365(a), Certain Transition Executory Contracts and Unexpired Leases*
3 [Docket No. 6038] (the "Motion")¹ filed by Verity Health System Of California, Inc. ("VHS")
4 and the above-referenced affiliated post-effective date debtors in the above captioned chapter 11
5 bankruptcy cases (collectively, the "Debtors") for the entry of an order, pursuant to 11 U.S.C.
6 § 365(a), authorizing the Debtors to reject the contracts and leases listed on Exhibit "A" to the
7 Motion and all ancillary documents thereto, including exhibits, schedules, attachments and
8 amendments (collectively, the "Agreements"), to which Seton Medical Center ("Seton"), St.
9 Francis Medical Center ("SFMC"), St. Vincent Medical Center ("SVMC"), or VHS, as
10 applicable, are a party.

11 The Court, having review the Motion and the accompanying Declaration of Richard G.
12 Adcock; *Sunquest Information Systems, Inc.'s Limited Objection to Debtors Notice of Motion and*
13 *Tenth Omnibus Motion to Reject Certain Transition Executory Contracts and Unexpired Leases*
14 *and Reservation of Rights* [Docket No. 6015] (the "Sunquest Objection") filed by Sunquest
15 Information Systems, Inc. ("Sunquest") and *NTT DATA Services, LLC's Limited Objection and*
16 *Reservation of Rights Regarding Debtors' Notice of Motion and Tenth Omnibus Motion to Reject,*
17 *Pursuant to 11 U.S.C. § 365(a), Certain Executory Contracts and Unexpired Leases* [Docket No.
18 6109] (the "NTT Objection") filed by NTT DATA Services, LLC ("NTT"); the *Debtors'*
19 *Omnibus Reply in Support of Ninth and Tenth Omnibus Motions to Reject, Pursuant to 11 U.S.C.*
20 *§ 365(a), Certain Transition Executory Contracts and Unexpired Leases* [Docket No. 6134] (the
21 "Reply"); and the statements, arguments, and representations of the parties made at the hearing on
22 the Motion; the entire record of these cases; for the reasons set forth in the Court's tentative ruling
23 issued on October 6, 2020, which the Court adopts as its final ruling and incorporates herein by
24 this reference, except as otherwise set forth herein; any objections to the Motion having been
25 withdrawn, continued, overruled, or settled as set forth herein; and after due deliberation and
26 sufficient good cause appearing therefor:

27 _____
28 ¹ Capitalized terms not otherwise defined herein have the definitions set forth in the Motion.

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1 IT IS HEREBY ORDERED as follows:

2 1. The Motion is GRANTED in its entirety, except as otherwise set forth herein.

3 2. Except as otherwise set forth herein, each of the Agreements listed on Exhibit "A"
4 to the Motion (the "Rejected Agreements") is deemed rejected pursuant to § 365(a) as of October
5 30, 2020.

6 3. The Sunquest Objection shall be resolved as follows:

7 With respect to the Master System Acquisition Agreement,
8 Supplement #1 to the Master System Acquisition Agreement and
9 the Software Maintenance Agreement, all dated March 14, 2002,
10 and all amendments and addenda thereto (the "MSAA") by and
11 between Debtor VHS, as licensee, and Sunquest, as licensor, the
12 Rejection Date shall be December 31, 2020, or such other date as
13 may be agreed by the parties. VHS shall cause an officer or other
14 authorized representative to certify in writing to Sunquest by no
15 later than December 31, 2020, or such other date as may be agreed
16 by the parties, that all copies of the Sunquest and Affiliate Software,
17 Third Party Software and other Confidential Information (each, as
18 defined in the MSAA) (i) have been deleted and removed from any
computer systems and storage devices under the control of the
Debtors; (ii) are no longer in use by the Debtor; and (iii) either have
been returned to Sunquest or destroyed. The Debtors shall not,
without the prior written consent of Sunquest or its affiliates, as
applicable, transfer or assign the Debtors' rights under the MSAA,
and its Supplements and Addenda, as amended, by and between
VHS and Sunquest.

19 4. The NTT Objection shall be resolved as follows:

20 a. That certain agreement Termination Assistance Services Letter Agreement,
21 as amended, by and between VHS and NTT Data, shall be further amended as set forth in that
22 certain *Amendment to January 26, 2018 Termination Assistance Services Letter Agreement* by
23 and between the parties dated October 22, 2020 (the "NTT Agreement"), as may be further
24 amended by agreement among the parties.

25 b. The Debtors shall not, without the prior written consent of NTT, as
26 applicable, transfer or assign the Debtors' rights under the NTT Agreement.

1 c. Within seven (7) days of the entry of this Order, the Debtors and Cerner
2 shall file a stipulation dismissing with prejudice the adversary proceeding captioned *Verity Health*
3 *System of California, Inc. v. NTT DATA Services, LLC*, Adv. Proc. No. 2:20-ap-01361-ER,
4 pursuant to FED. R. CIV. P. 41(a)(1)(A)(ii).

5 5. The last day for each counterparty to a Rejected Agreement to file a claim arising
6 from the rejection of such agreement under Bankruptcy Rule 3002(c)(4) shall be 60 days
7 subsequent to the rejection date applicable to such Rejected Agreement (the “Rule 3002(c)(4)
8 Claims Bar Date”). The Debtors shall provide notice of the Rule 3002(c)(4) Claims Bar Date by
9 service of this Order so that it is actually received by each counterparty to a Rejected Agreement
10 no later than November 20, 2020. The Debtors shall file a proof of service of such notice by no
11 later than November 27, 2020.

12 6. Any lessor of equipment under a Rejected Agreement (that is not subject to a new
13 or restated lease with the applicable hospital buyer) shall (a) in the case of equipment leased to
14 SFMC, contact Terri Pasion (Terripasion@verity.org), or (b) in the case of equipment leased to
15 Seton, contact Mark Feltt (MarkFeltt@verity.org), to make arrangements to retrieve its leased
16 equipment by no later than December 4, 2020 (the “Retrieval Deadline”). The Debtors shall
17 provide notice of the Retrieval Deadline by service of this Order so that it is actually received by
18 the equipment lessors by no later than November 20, 2020. The Debtors shall file a proof of
19 service of such notice by no later than November 27, 2020. Any leased equipment that is not
20 retrieved by the Retrieval Deadline shall be deemed abandoned to the estates.

21 7. The Court shall retain jurisdiction to hear and determine all matters arising from or
22 relating to this Order.

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1 **IT IS SO ORDERED.**

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Date: November 18, 2020



Ernest M. Robles
United States Bankruptcy Judge