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16 TCI Holdings, Inc.

17 **UNITED STATES BANKRUPTCY COURT**
18 **CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION**

19 In re

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

22 Debtors and Debtors In Possession.

- 23 Affects All Debtors
- 24 Affects Verity Health System of California, Inc.
- 25 Affects O’Connor Hospital
- 26 Affects Saint Louise Regional Hospital
- 27 Affects St. Francis Medical Center
- 28 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

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

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RIVERSIDE, CALIFORNIA 92504
PHONE (951) 888-3300



- Affects Verity Holdings, LLC
- Affects De Paul Ventures, LLC
- Affects De Paul Ventures - San Jose Dialysis, LLC

Debtors and Debtors In Possession.

**ANNAPOLIS CONSULTING GROUP,
INC. AND TCI HOLDINGS, INC.
MOTION TO STAY ENTRANCE OF THE
ORDER APPROVING THE TERMS AND
CONDITIONS OF SALE AND EQUITY
INTERESTS IN MARILLAC INSURANCE
COMPANY, LTD. TO RANDALL &
QUILTER II HOLDINGS LIMITED**

[RELATED TO DOCKET NO. 6271]

Hearing:

Date: December 16, 2020

Time: 10:00 a.m.

Location: Courtroom 1568

255 E. Temple St., Los Angeles, CA

Annapolis Consulting Group, Inc. ("ACG") and TCI Holdings, Inc., ("TCI", together with ACG, "ACG/TCI"), by and through its undersigned counsel, hereby submits this motion to Stay Entrance of the Order Approving Terms and Conditions of Sale and Equity Interests in Marillac Insurance Company, Ltd. To Randall & Quilter II Holdings Limited (the "Motion") ACG/TCI respectfully states as follows:

**I. MOTION TO STAY ENTRANCE OF ORDER APPROVING TERMS AND
CONDITIONS OF SALE OF**

On December 15, 2020, the hearing was held on the Verity Health System of California, Inc. ("VHS") and the above-referenced affiliated debtors, the post-effective date debtors and debtors in possession (the "Post Effective Date Debtors" or, prior to the plan effective date, the "Debtors") in the above-captioned cases chapter 11 bankruptcy cases (the "Cases") *Notice and Motion to Approve Terms and Conditions of a Private Sale of Equity Interests in Marillac Insurance Company, LTD. to Randall & Quilter II Holdings Limited Pursuant to § 363; Memorandum of Points and Authorities and Declarations of Lisa Wall and Peter C. Chadwick in Support Thereof* (the "Sale Hearing") [Dkt. No. 6271]. [See Dkt. No. 6310.] At the Sale Hearing, the Court conducted an auction (the "Auction") of Marillac Insurance Company, LTD. ("Marillac"), at which Randall & Quilter II Holdings Limited

1 (“R&Q”) and ACG/TCI were permitted to bid. [See Dkt. No. 6310.] R&Q was confirmed as the
2 winning bidder at \$2.3 million cash (plus other consideration as set forth in the Stock Purchase
3 Agreement (the “SPA)). [See *id.*] ACG/TCI was confirmed as the back-up bidder at \$2.2 million cash
4 (plus other consideration as set forth in the SPA). [See *id.*] The Court issued its amended tentative
5 ruling (the “Amended Tentative Ruling”) on December 15, 2020, in which it ordered the Debtors to
6 lodge an order as set forth in the Amended Tentative Ruling. [See *id.*]

7 In the forty-eight (48) hours since the Amended Tentative Ruling was issued, events have
8 occurred that have raised doubts as to the validity of R&Q’s winning bid. Specifically, on Thursday,
9 December 17, 2020, Debtors’ counsel contacted ACG/TCI’s counsel to inform him that R&Q’s
10 counsel may not have had authority to make a bid above \$2.2 million.

11 Since being made aware that there were serious concerns about the validity of R&Q’s winning
12 bid, ACG/TCI’s counsel has vigorously attempted to work with Debtors’ counsel on a resolution.
13 However, since late Thursday evening, Debtors’ counsel has ceased all communication with ACG/TCI
14 since late Thursday evening despite numerous attempts by ACG/TCI’s counsel to contact Debtors’
15 counsel.

16 Despite not responding to ACG/TCI’s counsel repeated requests, the Debtors filed its
17 *Supplement Re Auction and Motion to Approve Terms and Conditions of Sale of Equity Interests in*
18 *Marillac Insurance Company, Ltd.* (the “Supplement”) [Dkt. No. 6334] late Friday afternoon,
19 December 18, 2020. As provided in the Supplement, ACG/TCI requested a “principal to principal
20 conference call and also requested Movants and the Court conduct another auction and explain the
21 circumstances in open Court, expressing, among other things, frustration with the process.” [Dkt. No.
22 6334, p. 2, lns. 9-11]. Debtors’ counsel never responded to ACG/TCI, instead filing the Supplement
23 in hopes of getting out in front of the strange circumstances that have occurred in the past forty-eight
24 hours.

25 Accordingly, ACG/TCI has been forced to draft and file a motion that will be filed later this
26 evening providing additional facts and information regarding the events that have occurred since the
27
28

1 Sale Hearing. The motion will provide a more substantive basis for ACG/TCI's objection to R&Q's
2 winning bid.

3 **II. CONCLUSION**

4 Accordingly, ACG/TCI request the following relief:

- 5 1. That the Court withhold or stay entrance of the Order Approving the Terms and
6 Conditions of Sale and Equity Interests in Marillac Insurance Company, Ltd. to Randall & Quilter II
7 Holdings Limited until further briefing regarding this Motion and the Supplement;
- 8 2. That the Court schedule a hearing on ACG/TCI's impending motion that will be filed
9 later this evening, Friday December 18, 2020.
- 10 3. Any other relief that the Court deems proper.

11 DATED: December 18, 2020

TALKOV LAW CORP.

Christopher M Kiernan

14 By: _____

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18 Inc. and TCI Holdings, Inc.

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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:

2900 Adams St Ste C-225, Riverside, CA, 92504

A true and correct copy of the foregoing document entitled (*specify* **OBJECTION OF ANNAPOLIS CONSULTING GROUP, INC. AND TCI HOLDINGS, INC. TO DEBTORS' MOTION TO APPROVE TERMS AND CONDITIONS OF A PRIVATE SALE OF EQUITY INTERESTS IN MARILLAC INSURANCE COMPANY, LTD. TO RANDALL & QUILTER II HOLDINGS LIMITED PURSUANT TO § 363; MEMORANDUM OF POINTS AND AUTHORITIES AND DECLARATIONS OF LISA WALL AND PETER C. CHADWICK THEREOF**) 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 12/18/2020, 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:

Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On 12/18/2020, 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 , 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.

(Via FedEx Overnight)

The Honorable Ernest M. Robles
United States Bankruptcy Court
Central District of California
Edward R. Roybal Federal Building and Courthouse
255 E. Temple Street, Suite 1560/Courtroom 1568
Los Angeles, CA 90012-3300

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.

12/18/2020 Christopher M. Kiernan

Date

Printed Name

Christopher M Kiernan

Signature

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): CONTINUED:

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2. SERVED BY UNITED STATES MAIL: CONTINUED:

<p>[JUDGES COPY VIA MAIL PER GENERAL ORDER 20-01 – GENERAL ORDER 20-03] Honorable Mark D. Houle United States Bankruptcy Court Central District of California 3420 Twelfth Street, Suite 365 Riverside, CA 92501-3819</p>	<p>DEBTOR: Verity Health System of California, Inc. 2040 E. Mariposa Avenue El Segundo, CA 90245</p>	<p>COUNSEL FOR DEBTOR Tania M. Moyron Samuel R. Maizel DENTONS US LLP 601 South Figueroa Street, Suite 2500 Los Angeles, California 90017-5704 Henry C. Kevane Shirley S. Cho</p>
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