Docket #6680 Date Filed: 10/12/2021

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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*.,

Post-Effective Date Debtors and Debtors In Possession.

Affects:

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

Post-Effective Date Debtors and Debtors In Possession.

Lead 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

Chapter 11 Cases – Hon. Ernest M. Robles

LIQUIDATING TRUSTEE AND MICROSOFT'S STIPULATION RE: MICROSOFT'S AMENDED MOTION FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM PURSUANT TO 11 U.S.C. §503

[Relates to Docket No. 5219]

1820151211013000000000001

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

This stipulation is entered between the Liquidating Trustee (the "Liquidating Trustee") of the VHS Liquidating Trust established pursuant to the *Modified Second Amended Joint Chapter 11 Plan of Liquidation (Dated July 2, 2020) of the Debtors, the Prepetition Secured Creditors, and the Committee* [Docket No. 5466], confirmed by the order entered August 14, 2020 [Docket No. 5504], and that certain Liquidating Trust Agreement, dated as of September 5, 2020 [Docket No. 6043], on the one hand, and creditor Microsoft Corporation, a Washington corporation, and its subsidiary, Microsoft Licensing, GP (collectively "Microsoft"), on the other, as set forth below.

Recitals

1. On July 29, 2020, Microsoft filed *Microsoft's Amended Motion for Allowance and Payment of Administrative Expenses Claim Pursuant to 11 U.S.C. §503* [Docket No. 5219] (the "Motion").

2. On June 15, 2021, the Court entered its *Order Granting Motion to Authorize Liquidating Trustee to Undertake Final Distribution Programs for Administrative Claims* [Docket No. 6523], which approved the Liquidating Trustee's "Final Distribution Program" (as defined in the *Motion to Authorize Liquidating Trustee to Undertake Final Distribution Program for Administrative Claims* [Docket No. 6475]) for satisfying outstanding administrative claims.

3. Having reviewed and considered the Motion, the Liquidating Trustee does not contest the Motion.

Stipulation

The Liquidating Trustee and Microsoft stipulate and agree as follows:

A. Microsoft shall have an allowed administrative expense claim in the fixed, liquidated amount of $1,855,086.64.

B. This allowed administrative expense claim shall be satisfied pursuant to the Final Distribution Program.

[Remainder of page intentionally left blank; signature page follows]

Microsoft

By: _____
Keith C. Owens
Joseph E. Shickich, Jr.
Fox Rothschild LLP
Attorneys for Microsoft

Liquidating Trustee

By: _____
Mark Shinderman
James C. Behrens
Milbank LLP
Attorneys for the Liquidating Trustee

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:

2029 Century Park E, 33rd Floor, Los Angeles, CA 90067.

A true and correct copy of the foregoing document entitled (*specify*): ***LIQUIDATING TRUSTEE AND MICROSOFT'S STIPULATION RE: MICROSOFT'S AMENDED MOTION FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM PURSUANT TO 11 U.S.C. §503*** 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*) October 12, 2021, 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 (*date*) October 12, 2021, 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*) October 12, 2021, 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.

October 12, 2021	James C. Behrens	/s/ James C. Behrens
Date	*Printed Name*	*Signature*

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