

1 SAMUEL R. MAIZEL (Bar No. 189301)  
samuel.maizel@dentons.com  
2 TANIA M. MOYRON (Bar No. 235736)  
tania.moyron@dentons.com  
3 DENTONS US LLP  
601 South Figueroa Street, Suite 2500  
4 Los Angeles, California 90017-5704  
Tel: (213) 623-9300 / Fax: (213) 623-9924

5 Proposed Attorneys for the Chapter 11 Debtors and  
6 Debtors In Possession

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

9 In re

10 VERITY HEALTH SYSTEM OF  
CALIFORNIA, INC., *et al.*,  
11 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

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

Chapter 11

Hon. Judge Ernest M. Robles

**GENERAL GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY AND DISCLAIMERS REGARDING THE DEBTORS' SCHEDULES OF ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

Debtors and Debtors In Possession.

DENTONS US LLP  
300 SOUTH GRAND AVENUE, 14TH FLOOR  
LOS ANGELES, CALIFORNIA 90071-3124  
(213) 688-1000



DENTONS US LLP  
300 SOUTH GRAND AVENUE, 14TH FLOOR  
LOS ANGELES, CALIFORNIA 90071-3124  
(213) 688-1000

I.

**GENERAL GLOBAL NOTES AND STATEMENT OF LIMITATIONS,  
METHODOLOGY AND DISCLAIMERS REGARDING THE DEBTORS' SCHEDULES  
OF ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

On August 31, 2018 (the "Petition Date"), Verity Health System Of California, Inc. ("VHS") and the above-referenced affiliated debtors (collectively, the "Debtors"), the debtors and debtors in possession in the above-captioned chapter 11 bankruptcy cases (collectively, the "Cases"), each filed a voluntary case under chapter 11 of title 11, United States Code (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors and debtors in possession, pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code. The Debtors' Cases are being jointly administered under lead case number 18-20151-ER in the United States Bankruptcy Court for the Central District of California, Los Angeles Division (the "Bankruptcy Court").

The Schedules of Assets and Liabilities and Statements of Financial Affairs (the "Schedules and SOFAs") filed by the Debtors in the Bankruptcy Court were prepared pursuant to § 521 of the Bankruptcy Code and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") by management of the Debtors with unaudited information available as of the Petition Date. The Schedules and SOFAs do not purport to represent financial statements prepared in accordance with generally accepted accounting principles in the United States ("GAAP") and they are not intended to be fully reconciled to the Debtors' financial statements.

The Schedules and SOFAs have been signed by an authorized representative of each of the Debtors. In reviewing and signing the Schedules and SOFAs, these representatives relied upon the efforts, statements and representations of the Debtors' other personnel and professionals. These authorized representatives have not (and could not have) personally verified the accuracy of each such statement and representation, including, for example, statements and representations concerning amounts owed to creditors and their addresses.

These General Global Notes and Statement of Limitations, Methodology and Disclaimer Regarding Debtors' Schedules and SOFAs (the "General Notes") are incorporated by reference in,

1 and comprise an integral part of, each of the Debtors' Schedules and SOFAs, and should be  
2 referred to and reviewed in connection with any review of the Schedules and SOFAs.

3 **II.**

4 **GENERAL NOTES**

5 **1. Reservation of Rights.** The Debtors' chapter 11 cases are large and complex.  
6 Although management of the Debtors have made every reasonable effort to ensure that the  
7 Schedules and SOFAs are as accurate and complete as possible, based on the information that was  
8 available to them at the time of preparation, subsequent information or discovery may result in  
9 material changes to these Schedules and SOFAs, and inadvertent errors or omissions may have  
10 occurred. Because the Schedules and SOFAs contain unaudited information, which is subject to  
11 further review, verification, and potential adjustment, these Schedules and SOFAs may be  
12 inaccurate and/or incomplete.

13 **2. No Waiver.** Nothing contained in the Schedules and SOFAs or these General  
14 Notes shall constitute an admission or a waiver of any of the Debtors' rights to assert any claims  
15 or defenses. For the avoidance of doubt, listing a claim on Schedule D as "secured," on Schedule  
16 E/F as "priority," on Schedule E/F as "unsecured nonpriority," or listing a contract or lease on  
17 Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtors of the  
18 legal rights of the claimant, or a waiver of the Debtors' right to recharacterize or reclassify such  
19 claim or contract. Failure to designate a claim on a given Debtor's Schedules as "disputed,"  
20 "contingent," or "unliquidated" does not constitute an admission by the Debtor that such amount is  
21 not "disputed," "contingent" or "unliquidated."

22 **3. Reporting Date.** All asset and liability information, except where otherwise noted,  
23 is provided as of the Petition Date.

24 **4. Confidentiality.** Specific disclosure of certain claims, names, addresses or amounts  
25 may be subject to certain disclosure restrictions contained in the Health Insurance Portability and  
26 Accountability Act of 1996 ("HIPAA"), or otherwise, and in any event, are of a particularly  
27 personal and private nature. To the extent the Debtors believe a claim, name, address or amount  
28 falls under the purview of HIPAA or includes information that is personal or private in nature,

1 such claims, name, address or amount (as applicable) is not included in these Schedules and  
2 SOFAs.

3 **5. Estimates and Assumptions.** The preparation of the Schedules and SOFAs  
4 required the Debtors to make estimates and assumptions that affected the reported amounts of  
5 assets and liabilities, the disclosure of contingent assets and liabilities and the reported amounts of  
6 revenue and expense. Actual results could differ materially from these estimates.

7 **6. Asset Presentation and Valuation.** The Debtors do not have current market  
8 valuations for all of their assets. It would be prohibitively expensive, unduly burdensome and an  
9 inefficient use of estate assets, for the Debtors to obtain current market valuations for all of their  
10 assets. Wherever possible, unless otherwise indicated, net book values and fair market value as of  
11 the Petition Date are presented. When necessary, the Debtors have indicated that the value of  
12 certain assets is “Unknown” or “Undetermined.” Amounts ultimately realized may vary from  
13 whatever value was ascribed and such variance may be material. Accordingly, the Debtors reserve  
14 all of their rights to amend, supplement, or adjust the value of each asset set forth herein.

15 **7. Liabilities.** Certain of the liabilities are scheduled unknown, contingent and/or  
16 unliquidated at this time. Accordingly, the Schedules and the SOFAs do not accurately reflect the  
17 aggregate amount of the Debtors’ total liabilities.

18 **8. Accounts Payable and Disbursements System.** The financial affairs and business  
19 of the Debtors are complex. The Debtors use a centralized cash management system to (a) collect  
20 and transfer funds from numerous sources and accounts, (b) disburse funds to satisfy obligations  
21 arising from the daily operation of their business, (c) invest funds pursuant to the Debtors’  
22 investment guidelines, and (d) make payments on behalf of each other and their nondebtor  
23 subsidiaries and affiliates through cash accounts in the cash management system. Generally, these  
24 payments will result in an intercompany balance on the Debtors’ books and records.

25 **9. Intercompany Transactions.** Prior to the Petition Date (and subsequent to the  
26 Petition Date pursuant to Bankruptcy Court approval), the Debtors routinely engaged (and  
27 continue to engage) in intercompany transactions with both Debtor and nondebtor subsidiaries and  
28 affiliates. The respective intercompany accounts payable and receivable as of the Petition Date, if

DENTONS US LLP  
300 SOUTH GRAND AVENUE, 14TH FLOOR  
LOS ANGELES, CALIFORNIA 90071-3124  
(213) 688-1000

1 any, are reflected in the respective Debtor entities' Schedules and SOFAs, as discussed in Note 7.  
2 The Debtors each reserve all rights with respect to claims against and debts owed to other Debtors.

3 **10. Recharacterization.** The Debtors have made reasonable efforts to characterize,  
4 classify, categorize or designate the claims, assets, executory contracts, unexpired leases and other  
5 items reported in the Schedules and SOFAs correctly. Due to the complexity and size of the  
6 Debtors' business, however, the Debtors may have improperly characterized, classified,  
7 categorized or designated certain items. Further, the designation of a category is not meant to be  
8 wholly inclusive or descriptive of the rights or obligations represented by such item.

9 **11. Claim Description.** Any failure to designate a claim on the Debtors' Schedules and  
10 SOFAs as "contingent," "unliquidated" or "disputed" does not constitute an admission by the  
11 Debtors that such claim is not "contingent," "unliquidated" or "disputed." The Debtors reserve all  
12 of their rights to dispute, or to assert offsets or defenses to, any claim reflected on the Schedules  
13 and SOFAs as to amount, liability, priority, secured or unsecured status, classification or any other  
14 grounds or to otherwise subsequently designate any claim as "contingent," "unliquidated" or  
15 "disputed." The Debtors reserve all of their rights to amend their Schedules and SOFAs as  
16 necessary and appropriate, including, but not limited to, with respect to claim description and  
17 designation.

18 **12. Undetermined or Unknown Amounts.** The description of an amount as  
19 "Undetermined" or "Unknown" is not intended to reflect upon the materiality of such amount.  
20 Certain amounts may be clarified over the period of the bankruptcy proceedings and certain  
21 amounts may depend on contractual obligations to be assumed or rejected as part of a sale in a  
22 bankruptcy proceeding under § 363 of the Bankruptcy Code.

23 **13. Bankruptcy Court First-Day Orders.** The Bankruptcy Court has entered certain  
24 orders (the "Orders") authorizing the Debtors to pay various outstanding prepetition claims,  
25 including, but not limited to, payments relating to employee compensation, benefits, and  
26 reimbursable business expenses and critical vendors. In general, claims paid pursuant to the  
27 Orders are not reflected in the Schedules and SOFAs.

28

DENTONS US LLP  
300 SOUTH GRAND AVENUE, 14TH FLOOR  
LOS ANGELES, CALIFORNIA 90071-3124  
(213) 688-1000

1           **14. Contingent Assets and Causes of Action.** Despite their reasonable efforts to  
2 identify all known assets, the Debtors may not have listed all of their causes of action or potential  
3 causes of action against third parties as assets in their Schedules and SOFAs, including, but not  
4 limited to, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under  
5 other relevant non-bankruptcy laws to recover assets. The Debtors reserve all of their rights with  
6 respect to any claims, causes of action, or avoidance actions they may have, and neither these  
7 General Notes nor the Schedules and SOFAs shall be deemed a waiver of any such claims, causes  
8 of actions, or avoidance actions or in any way prejudice or impair the assertion of such claims.

9           **15. Certain Funds Not Property of the Debtors' Estates.** The Debtors received certain  
10 donations and grants, testamentary or otherwise, which were provided subject to restrictions  
11 (contractual or otherwise) on the use of such funds. These funds may not be property of the  
12 Debtors' estates, and, as a consequence, the Debtors have not listed any of the donors or grantors  
13 that may have an interest in these funds as creditors of their estates in the Schedules and  
14 Statements.

15           In the ordinary course of operating its skilled nursing facility, Seton Coastside (operating  
16 under the same license as Debtor Seton Medical Center) offers certain long-term patients the  
17 ability to fund patient trust accounts to have convenient access to funds they can use while in  
18 residence. The funds in the patient trust accounts are not property of the Debtors' estates.  
19 Accordingly, the Debtors have not listed the long-term care patients that may have an interest in  
20 the patient trust accounts as creditors in the Schedules and SOFAs.

21           **16. Unknown Addresses.** The Debtors have made and continue to make their best  
22 efforts to collect all addresses for all parties in interest; not all addresses for parties on these  
23 Schedules and SOFAs have been obtained. The Debtors continue to pursue complete notice  
24 information and will provide updated information as reasonable practicable.

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III.

**SCHEDULES AND SOFAs**

17. **Assumptions Used to Prepare Specific Schedules or SOFA Questions:**

- **SOFA Question #1.** Gross revenues for hospital foundation Debtors (O'Connor Hospital Foundation, Saint Louise Regional Hospital Foundation, St. Francis Medical Center of Lynwood Foundation, St. Vincent Foundation, and Seton Medical Center Foundation (each, a "Foundation Debtor")) exclude donor-restricted contributions received by such Debtors. Donor-restricted contributions are recorded as temporarily or permanently restricted net assets at each Foundation Debtor and are recorded as gross revenues (contribution revenues) by the respective Debtor hospital affiliate in the period that such amounts are released from restriction and contributed to such hospital affiliate. Please refer to SOFA Question #9 for a listing of contributions made by each Foundation Debtor to its respective hospital affiliate in the two years preceding the Petition Date.
- **SOFA Question #2.** Interest income includes interest earned on loans, investment securities, escrow balances, and other interest-earning assets.
- **SOFA Question #3.** Debtor St. Francis Medical Center and Debtor St. Vincent Medical Center have entered into contracts with health plans where the hospital assumes the risk for all hospital services to a defined patient population, whether those hospital services are rendered at St. Francis Medical Center, St. Vincent Medical Center, an "out of network" hospital or other healthcare provider. Third-party management companies administer those payments through a risk pool account. The risk pool account is funded by the applicable Debtor hospital. SOFA #3 sets forth the aggregate amount Debtor St. Francis Medical Center and Debtor St. Vincent Medical Center have paid into such risk pool accounts, which are identified as "Risk Pool Claims." The amounts the individual "out of network" hospitals or healthcare providers were paid are not listed, as those records are maintained by the applicable third party management company.
- **SOFA Question #4.** Each Debtor has included all known payroll distributions and travel and entertainment expense reimbursement made over the twelve months preceding the filing to any individual the Debtors have determined to be an Insider. To the extent that the Debtors have determined that former officers do not qualify as Insiders as defined above, such benefits and payments are not included in the Schedules and SOFAs. The listing of a party as an "Insider," however, is not intended to be, nor shall be, construed as a legal characterization or determination of such party as an actual insider and does not act as an admission of any fact, claim, right or defense, and all such rights, claims, and defenses are hereby expressly reserved.

Intercompany transfers between Debtors are not reflected in SOFA #4.

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300 SOUTH GRAND AVENUE, 14TH FLOOR  
LOS ANGELES, CALIFORNIA 90071-3124  
(213) 688-1000

- 1 • **SOFA Question #11.** All payments related to bankruptcy were made by Debtor  
2 VHS on behalf of itself and its Debtor affiliates and are reflected in VHS's  
3 response.  
4
- 5 • **SOFA Question #14.** Addresses for ancillary facilities, such as storage facilities  
6 and clinics are not included in this response.  
7
- 8 • **SOFA Question #21.** As generally discussed above in General Note #14 and SOFA  
9 #1, each Foundation Debtor receives certain donor-restricted contributions. Each  
10 Foundation Debtor holds these contributions in trust, and, thus, have indicated the  
11 same in SOFA #21. These funds may not be property of the Debtors' estates.  
12 Consequently, the Debtors have not listed any of the donors or grantors that may  
13 have an interest in these funds in SOFA #21.

14 Seton Coastside (operating under the same license as Debtor Seton Medical Center)  
15 has two patient trust accounts. The patients' names and information are not being  
16 disclosed because of the confidentiality concerns explained in Global Note #3.

- 17 • **SOFA Question #26(d).** As many of the Debtors are nonprofit organizations and  
18 tax exempt as described in 26 U.S.C. § 501, the Debtors' financial statements and  
19 Forms 990 as filed with the Internal Revenue Service are available online at  
20 [www.Guidestar.org](http://www.Guidestar.org). Consequently, the Debtors do not have records of the parties  
21 who requested or obtained copies of their financial statements. These reports were  
22 also provided to various counterparties of the Debtors as required under various  
23 contractual arrangements (e.g., lenders under certain of the Debtors' debt  
24 arrangements) and are publicly reported at <https://emma.msrb.org>.
- 25 • **Schedule A/B, Part 1.** Cash accounts are presented at book value, unless otherwise  
26 noted.
- 27 • **Schedule A/B #25.** The Debtors' § 503(b)(9) of the Bankruptcy Code  
28 reconciliation process is still in progress. Accordingly, no responses are provided  
to this question for any Debtor.
- **Schedule A/B #55.** Where available, the Debtors listed the "Current value of  
debtor's interest" using that available in the most recent appraisal or broker opinion  
of value.
- **Schedule A/B #74.** In the ordinary course of business, the Debtors routinely  
request reversals of, or changes to, various Medicare and Medi-Cal policies that  
impact payment, such as hospital "disproportionate share" payment calculations.  
These so-called "appeals" may be made by individual Debtor hospitals alone or,  
more likely, as part of a national group of hospitals. If successful, the Debtors may  
realize additional revenue but outcomes related to such appeals are speculative.
- **Schedule A/B #77.** Included in the response to #77 are "Construction in Progress"  
assets. Construction in progress assets represent costs associated with ongoing



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LOS ANGELES, CALIFORNIA 90071-3124  
(213) 688-1000

1 capital projects that have not yet been completed and placed into service. These  
2 projects are primarily associated with in progress software development and  
3 implementation-related costs, building improvements, and other costs incurred  
prior to medical equipment being placed into service.

- 4 • **Schedule D.** Except as otherwise agreed pursuant to a stipulation or agreed order  
5 or general order entered by the Bankruptcy Court, the Debtors reserve their rights  
6 to dispute or challenge validity, perfection or immunity from avoidance of any lien  
7 purported to be granted or perfected in any specific asset to a secured creditor listed  
8 on Schedule D of any Debtor. Moreover, although the Debtors may have  
9 scheduled claims of various creditors as secured claims, the Debtors reserve all  
10 rights to dispute or challenge the secured nature of any such creditor's claim or the  
11 characterization of the structure of any such transaction or any document or  
12 instrument (including, without limitation, any intercompany agreement) related to  
13 such creditor's claim. In certain instances, a Debtor may be a co-obligor, co-  
14 mortgagor or guarantor with respect to scheduled claims of other Debtors, and no  
15 claim set forth on Schedule D of any Debtor is intended to acknowledge claims of  
16 creditors that are otherwise satisfied or discharged by other entities. The  
17 descriptions provided in Schedule D are intended only as a summary. Reference to  
18 the applicable loan agreements and related documents is necessary for a complete  
19 description of the collateral and the nature, extent and priority of any liens.  
20 Nothing in the General Notes or the Schedules and SOFAs shall be deemed a  
21 modification or interpretation of the terms of such agreements.
- 22 • **Schedule E/F.** Pursuant to orders of the Bankruptcy Court, the Debtors were  
23 permitted to pay certain prepetition wages and salaries and to honor and pay  
24 employee benefits and other workforce obligations. The Debtors made the  
25 aforementioned payments, and, thus, the respective employee claims are not listed  
26 in Schedule E.

18 The Debtors scheduled only claims and executory contracts for which the Debtors  
19 may be contractually and/or directly liable. No claims have been scheduled for  
20 which a Debtor may have benefited indirectly from a contractual relationship to  
21 which a Debtor was not a named party.

21 The Debtors have used their best efforts to report all general unsecured claims  
22 against each Debtor on Schedule F based upon the Debtors' existing books and  
23 records. The following is a non-exhaustive list of items which were among those  
24 included in the population disclosed for this schedule: unsecured debt outstanding,  
25 accounts payable outstanding, travel and entertainment expenses, bonuses earned  
26 but yet not paid to employees, lease obligations, litigation, guarantees and vendors  
27 with whom we have executory contracts under which amounts may be due.  
28 Schedule F does not include certain deferred liabilities, accruals or general  
reserves. Such amounts are, however, reflected on the Debtors' books and records  
as required in accordance with GAAP. Such accruals are general estimates of  
liabilities and do not represent specific claims as of the Petition Date.

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300 SOUTH GRAND AVENUE, 14TH FLOOR  
LOS ANGELES, CALIFORNIA 90071-3124  
(213) 688-1000

1 To the extent any amounts in respect of prepetition claims have been paid through  
2 the date hereof pursuant to Orders of the Bankruptcy Court, such amount have been  
3 excluded. No claim set forth on Schedule E/F of any Debtor is intended to  
4 acknowledge claims of claimholders that are or may be otherwise satisfied or  
5 discharged.

6 *Patient Refund Claims:* In accordance with patient information confidentiality  
7 restrictions, *see* Note #3 above, each Debtor has aggregated all patient refund  
8 claims in a single response. Detail is available upon request, provided such request  
9 may be complied with in a manner compliant with all applicable patient privacy  
10 laws and regulations.

11 *Insurance Refund Claims:* As part of the Debtors' normal business operations,  
12 insurance companies from time to time overpay amounts due to the Debtors. Only  
13 the estimated amount of such overpayments are recorded in the Debtors'  
14 accounting records because determination of the exact amount of such  
15 overpayments is a time consuming manual process. The Debtors only calculate the  
16 exact amount of the insurance company overpayments if and when the payer  
17 requests a refund.

18 *SEIU Employees:* The Service Employees International Union Collective  
19 Bargaining Agreement (the "SEIU CBA") provides for a full time employment  
20 commitment for certain member nurses. This commitment resets every six months.  
21 As of the Petition Date, the Debtors party to the SEIU CBA have potential liability  
22 in respect of the full time employment commitment for July and August 2018. The  
23 amount of this liability is not calculated until December 2018 and, as such, claims  
24 in respect of July and August 2018 are contingent and unliquidated as of the  
25 Petition Date.

- 26 • **Schedule G.** The businesses of the Debtors are complex. While the Debtors'  
27 existing records and information systems have been relied upon to identify and  
28 schedule executory contracts at each of the Debtors and every effort has been made  
to ensure the accuracy of the Schedule of Executory Contracts and Unexpired  
Leases, inadvertent errors or omissions may have occurred. The Debtors hereby  
reserve all of their rights to dispute the validity, status, or enforceability of any  
contracts, agreements or leases set forth in Schedule G and to amend or supplement  
such Schedule as necessary. The contracts, agreements and leases listed on  
Schedule G may have expired or may have been modified, amended, or  
supplemented from time to time by various amendments, restatements, waivers,  
estoppel certificates, letters, conduct/course of business, memoranda and other  
documents, instruments and agreements which may not be listed therein. Certain  
of the real property leases listed on Schedule G may contain renewal options,  
guarantees of payments, options to purchase, rights of first refusal, rights to lease  
additional space and other miscellaneous rights. Such rights, powers, duties and  
obligations are not set forth on Schedule G. Certain of the agreements listed on  
Schedule G may be in the nature of conditional sales agreements or secured  
financings. The presence of a contract or agreement on Schedule G does not

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300 SOUTH GRAND AVENUE, 14TH FLOOR  
LOS ANGELES, CALIFORNIA 90071-3124  
(213) 688-1000

1 constitute an admission that such contract or agreement is an executory contract or  
2 unexpired lease. The Debtors reserve all of their rights, claims and causes of action  
3 with respect to the contracts and agreements listed on the Schedule, including the  
4 rights to dispute or challenge the characterization or the structure of any transaction  
5 document or instrument. Certain executory agreements may not have been  
6 memorialized and could be subject to dispute. Generally, executory agreements  
7 that are oral in nature have not been included in the Schedule.

- 8 • **Schedule H.** In the ordinary course of their business, the Debtors may be involved  
9 in pending or threatened litigation and claims. These matters may involve multiple  
10 plaintiffs and defendants, some or all of whom may assert cross-claims and  
11 counterclaims against other parties. Because all such claims are “contingent,”  
12 “unliquidated” or “disputed”, such claims have not been set forth individually on  
13 Schedule H. The Debtors may not have identified certain Guarantees that are  
14 embedded in the Debtors’ executory contracts, unexpired leases, secured  
15 financings, debt instruments and other such agreements. The Debtors reserve their  
16 rights to amend the Schedules to the extent that additional Guarantees are identified  
17 or such Guarantees are discovered to have expired or unenforceable.

#### 12 IV.

#### 13 CONCLUSION

14 18. **Limitation of Liability.** The Debtors and their officers, employees, agents,  
15 attorneys, and financial advisors do not guarantee or warrant the accuracy, completeness, or  
16 currentness of the data that is provided herein and shall not be liable for any loss or injury arising  
17 out of or caused, in whole or in part, by the acts, errors, or omissions, whether negligent or  
18 otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or  
19 delivering the information contained herein. The Debtors and their officers, employees, agents,  
20 attorneys, and financial advisors expressly do not undertake any obligation to update, modify,  
21 revise, or re-categorize the information provided herein or to notify any third party should the  
22 information be updated, modified, revised or recategorized. In no event shall the Debtors or their  
23 officers, employees, agents, attorneys, and financial advisors be liable to any third party for any  
24 direct, indirect, incidental, consequential, or special damages (including, but not limited to,  
25 damages arising from the disallowance of a potential claim against the Debtors or damages to  
26 business reputation, lost business, or lost profits), whether foreseeable or not and however caused.

1 Dated: October 15, 2018

DENTONS US LLP  
SAMUEL R. MAIZEL  
TANIA M. MOYRON

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By /s/Tania M. Moyron  
Tania M. Moyron

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Proposed Attorneys for the Chapter 11 Debtors  
and Debtors In Possession

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DENTONS US LLP  
300 SOUTH GRAND AVENUE, 14TH FLOOR  
LOS ANGELES, CALIFORNIA 90071-3124  
(213) 688-1000

**Fill in this information to identify the case:**

Debtor Name: In re : O'Connor Hospital Foundation  
 United States Bankruptcy Court for the: Central District Of California  
 Case number (if known): 18-20179 (EMR)

Check if this is an amended filing

**Official Form 207**

**Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy** 04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

**Part 1: Income**

**1. Gross revenue from business**

None

| Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year |  | Sources of revenue<br>Check all that apply               | Gross revenue<br>(before deductions and exclusions) |
|---|--|--|---|
| <b>From the beginning of the fiscal year to filing date:</b>                                      | From <u>7/1/2018</u><br>MM / DD / YYYY | to Filing date   |   |
|   |  | <input checked="" type="checkbox"/> Operating a business |   |
|   |  | <input type="checkbox"/> Other _____                     | \$ <u>1,814.02</u>                                  |
| <b>For prior year:</b>  | From <u>7/1/2017</u><br>MM / DD / YYYY | to <u>6/30/2018</u><br>MM / DD / YYYY                    |   |
|   |  | <input checked="" type="checkbox"/> Operating a business |   |
|   |  | <input type="checkbox"/> Other _____                     | \$ <u>17,116.38</u>                                 |
| <b>For the year before that:</b>  | From <u>7/1/2016</u><br>MM / DD / YYYY | to <u>6/30/2017</u><br>MM / DD / YYYY                    |   |
|   |  | <input checked="" type="checkbox"/> Operating a business |   |
|   |  | <input type="checkbox"/> Other _____                     | \$ <u>732,356.08</u>                                |

Name

**2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. Non-business income may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

None

|  |  |                                       | Description of sources of revenue   | Gross revenue from each source (before deductions and exclusions) |
|--|--|---------------------------------------|---|---|
| <b>From the beginning of the fiscal year to filing date:</b> | From <u>7/1/2018</u><br>MM / DD / YYYY | to Filing date                        | Investment earnings (unrealized / realized gain and losses, interest and dividends) | \$ <u>507.94</u>  |
| <b>For prior year:</b>                                       | From <u>7/1/2017</u><br>MM / DD / YYYY | to <u>6/30/2018</u><br>MM / DD / YYYY |   | \$ <u>0.00</u>  |
| <b>For the year before that:</b>                             | From <u>7/1/2016</u><br>MM / DD / YYYY | to <u>6/30/2017</u><br>MM / DD / YYYY |   | \$ <u>0.00</u>  |

Name

**Part 2: List Certain Transfers Made Before Filing for Bankruptcy**

**3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers-including expense reimbursements-to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

None

| Creditor's name and address  | Dates | Total amount or value | Reasons for payment or transfer<br>Check all that apply   |
|--|-------|-----------------------|---|
| 3.1<br>Creditor's Name<br><br>Street<br><br>City State ZIP Code<br><br>Country |       | \$                    | <input type="checkbox"/> Secured debt<br><input type="checkbox"/> Unsecured loan repayments<br><input type="checkbox"/> Suppliers or vendors<br><input type="checkbox"/> Services<br><input type="checkbox"/> Other |

**4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider**

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. Insiders include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

None

| Insider's Name and Address  | Dates | Total amount or value | Reason for payment or transfer |
|---|-------|-----------------------|--------------------------------|
| 4.1<br>Insider's Name<br><br>Street<br><br>City State ZIP Code<br><br>Country |       | \$                    |                                |
| <b>Relationship to Debtor</b>   |       |                       |                                |

Name

**5. Repossessions, foreclosures, and returns**

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

None

| Creditor's Name and Address | Description of the Property | Date | Value of property |
|-----------------------------|-----------------------------|------|-------------------|
| 5.1<br>Creditor's Name      |                             |      | \$                |
| Street                      |                             |      |                   |
| City State ZIP Code         |                             |      |                   |
| Country                     |                             |      |                   |

**6. Setoffs**

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

None

| Creditor's Name and Address | Description of the action creditor took | Date action was taken | Amount |
|-----------------------------|---|-----------------------|--------|
| 6.1<br>Creditor's Name      |   |                       | \$     |
| Street                      |   |                       |        |
| City State ZIP Code         | Last 4 digits of account number: XXXX-  |                       |        |
| Country                     |   |                       |        |



Name

**Part 3: Legal Actions or Assignments**

**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

None

| Case title         | Nature of case | Court or agency's name and address | Status of case                     |
|--------------------|----------------|------------------------------------|------------------------------------|
| 7.1                |                | Name                               | <input type="checkbox"/> Pending   |
|                    |                | Street                             | <input type="checkbox"/> On appeal |
|                    |                |                                    | <input type="checkbox"/> Concluded |
| <b>Case number</b> |                | City State ZIP Code                |                                    |
|                    |                | Country                            |                                    |

**8. Assignments and receivership**

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

None

| Custodian's name and address | Description of the Property        | Value                         |
|------------------------------|------------------------------------|-------------------------------|
| 8.1                          |                                    | \$                            |
| Custodian's name             | <b>Case title</b>                  | <b>Court name and address</b> |
| Street                       |                                    | Name                          |
|                              | <b>Case number</b>                 | Street                        |
| City State ZIP Code          |                                    |                               |
| Country                      | <b>Date of order or assignment</b> | City State ZIP Code           |
|                              |                                    | Country                       |

Name

**Part 4: Certain Gifts and Charitable Contributions**

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

None

| Recipient's name and address  | Description of the gifts or contributions | Dates given | Value    |
|---|---|-------------|----------|
| 9.1 See SOFA 9 Attachment<br>Creditor's Name<br>_____<br>Street<br>_____<br>City State ZIP Code<br>_____<br>Country<br>_____<br>Recipient's relationship to debtor<br>_____ |   |             | \$ _____ |

Name

**Part 5: Certain Losses**

**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**

None

| Description of the property lost and how the loss occurred | Amount of payments received for the loss<br>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.<br>List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property). | Date of loss | Value of property lost |
|--|---|--------------|------------------------|
| 10.1   |   |              | \$                     |

Name

**Part 6: Certain Payments or Transfers**

**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

None

| Who was paid or who received the transfer? | If not money, describe any property transferred | Dates | Total amount or value |
|--|---|-------|-----------------------|
| 11.1 See Global Notes                      |   |       | \$                    |

**Address**

Street

City

State

ZIP Code

Country

**Email or website address**

**Who made the payment, if not debtor?**

**12. Self-settled trusts of which the debtor is a beneficiary**

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device. Do not include transfers already listed on this statement.

None

| Name of trust or device | Describe any property transferred | Dates transfers were made | Total amount or value |
|-------------------------|-----------------------------------|---------------------------|-----------------------|
| 12.1                    |                                   |                           | \$                    |

**Trustee**

Name

**13. Transfers not already listed on this statement**

List any transfers of money or other property - by sale, trade, or any other means - made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

None

| Who received transfer? | Description of property transferred or payments received or debts paid in exchange | Date transfer was made | Total amount or value |
|------------------------|--|------------------------|-----------------------|
| 13.1                   |  |                        | \$                    |

**Address**

Street

City State ZIP Code

Country

**Relationship to Debtor**

Name \_\_\_\_\_

**Part 7: Previous Locations**

**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

Does not apply

| Address   | Dates of occupancy  |
|---|---------------------|
| 14.1 _____<br>Street _____<br>_____<br>_____<br>City _____ State _____ ZIP Code _____<br>_____<br>Country _____ | From _____ To _____ |

Name

**Part 8: Health Care Bankruptcies**

**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:  
 — diagnosing or treating injury, deformity, or disease, or  
 — providing any surgical, psychiatric, drug treatment, or obstetric care?

- No. Go to Part 9.
- Yes. Fill in the information below.

| Facility Name and Address   | Nature of the business operation, including type of services the debtor provides  | If debtor provides meals and housing, number of patients in debtor's care   |
|---|---|---|
| 15.1<br>Facility Name<br><br><br><br>Street<br><br><br>City State ZIP Code<br><br>Country | Location where patient records are maintained (if different from facility address). If electronic, identify any service provider. | How are records kept?<br>Check all that apply:<br><input type="checkbox"/> Electronically<br><input type="checkbox"/> Paper |

Name

**Part 9: Personally Identifiable Information**

**16. Does the debtor collect and retain personally identifiable information of customers?**

- No.
- Yes. State the nature of the information collected and retained. Donor Records

Does the debtor have a privacy policy about that information?

- No
- Yes

**17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?**

- No. Go to Part 10.
- Yes. Does the debtor serve as plan administrator?

No. Go to Part 10.

Yes. Fill in below:

| Name of plan | Employer identification number of the plan |
|--------------|--|
| 17.1 _____   | EIN: _____                                 |

Has the plan been terminated?

- No
- Yes



Name

**Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**

**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?  
 Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

None

| Financial institution name and address                               | Last 4 digits of account number | Type of account  | Date account was closed, sold, moved, or transferred | Last balance before closing or transfer |
|--|---------------------------------|--|--|---|
| 18.1<br>Name<br><br>Street<br><br>City State ZIP Code<br><br>Country | XXXX-                           | <input type="checkbox"/> Checking<br><input type="checkbox"/> Savings<br><input type="checkbox"/> Money market<br><input type="checkbox"/> Brokerage<br><input type="checkbox"/> Other |  | \$                                      |

**19. Safe deposit boxes**

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

None

| Depository institution name and address                              | Names of anyone with access to it | Description of the contents | Does debtor still have it?                                      |
|--|-----------------------------------|-----------------------------|---|
| 19.1<br>Name<br><br>Street<br><br>City State ZIP Code<br><br>Country |                                   |                             | <input type="checkbox"/> No<br><br><input type="checkbox"/> Yes |
| 19.2<br>Name<br><br>Street<br><br>City State ZIP Code<br><br>Country |                                   |                             | <input type="checkbox"/> No<br><br><input type="checkbox"/> Yes |

Name

**20. Off-premises storage**

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

None

| Facility name and address   | Names of anyone with access to it         | Description of the contents | Does debtor still have it?   |
|---|---|-----------------------------|--|
| 20.1 SourceHOV Healthcare Inc. Form<br>Name<br>950 23rd Street<br>Street<br><br>San Francisco CA 94107<br>City State ZIP Code<br>Address<br><br>Country | Authorized Employees or Agents of Debtors | Finance File Storage        | <input type="checkbox"/> No<br><input checked="" type="checkbox"/> Yes |

Name

**Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**

**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

None

|      | Owner's name and address | Location of the property | Description of the property | Value |
|------|--------------------------|--------------------------|-----------------------------|-------|
| 21.1 | See Global Notes<br>Name |                          |                             | \$    |
|      | Street                   |                          |                             |       |
|      | City State ZIP Code      |                          |                             |       |
|      | Country                  |                          |                             |       |

Name

**Part 12: Details About Environmental Information**

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

**Report all notices, releases, and proceedings known, regardless of when they occurred.**

**22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law?** Include settlements and orders.

- No  
 Yes. Provide details below.

| Case title         | Court or agency name and address      | Nature of the case | Status of case   |
|--------------------|---------------------------------------|--------------------|--|
| 22.1 _____         | Name _____<br>Street _____            | _____              | <input type="checkbox"/> Pending<br><input type="checkbox"/> On appeal<br><input type="checkbox"/> Concluded |
| <b>Case Number</b> | _____                                 | _____              |  |
|                    | City _____ State _____ ZIP Code _____ |                    |  |
|                    | Country _____                         |                    |  |

**23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?**

- No  
 Yes. Provide details below.

| Site name and address                 | Governmental unit name and address    | Environmental law, if known | Date of notice |
|---------------------------------------|---------------------------------------|-----------------------------|----------------|
| 23.1 Name _____                       | Name _____                            | _____                       | _____          |
| Street _____                          | Street _____                          |                             |                |
| _____                                 | _____                                 |                             |                |
| City _____ State _____ ZIP Code _____ | City _____ State _____ ZIP Code _____ |                             |                |
| Country _____                         | Country _____                         |                             |                |

Name

**24. Has the debtor notified any governmental unit of any release of hazardous material?**

- No
- Yes. Provide details below.

| Site name and address | Governmental unit name and address | Environmental law, if known | Date of notice |
|-----------------------|------------------------------------|-----------------------------|----------------|
| 24.1                  |                                    |                             |                |
| Name                  | Name                               |                             |                |
| Street                | Street                             |                             |                |
| City State ZIP Code   | City State ZIP Code                |                             |                |
| Country               | Country                            |                             |                |

Name

**Part 13: Details About the Debtor's Business or Connections to Any Business**

**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

None

| 25.1 | Business name and address | Describe the nature of the business | Employer Identification number                 |
|------|---------------------------|-------------------------------------|--|
|      |                           |                                     | Do not include Social Security number or ITIN. |
|      | Name                      |                                     | EIN:   |
|      | Street                    |                                     | <b>Dates business existed</b>                  |
|      |                           |                                     | From _____ To _____                            |
|      | City State ZIP Code       |                                     |  |
|      | Country                   |                                     |  |

**26. Books, records, and financial statements**

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

None

| 26a.1 | Name and Address   | Dates of service |           |
|-------|--|------------------|-----------|
|       |  | From             | To        |
|       | Andrew Fierro-Peretti, Assistant Controller / Corporate Controller | 1/3/2017         | Present   |
|       | Name   |                  |           |
|       | 2040 E Mariposa  |                  |           |
|       | Street   |                  |           |
|       |  |                  |           |
|       | El Segundo CA 90245  |                  |           |
|       | City State ZIP Code  |                  |           |
|       | Country  |                  |           |
|       |  |                  |           |
|       | Jack Spencer, Interim Controller                                   | 8/5/2015         | 9/30/2017 |
|       | Name   |                  |           |
|       | 2040 E Mariposa  |                  |           |
|       | Street   |                  |           |
|       |  |                  |           |
|       | El Segundo CA 90245  |                  |           |
|       | City State ZIP Code  |                  |           |
|       | Country  |                  |           |
|       |  |                  |           |
|       | Juliana Wang, Sr. Accounting Manager                               | 10/1/2007        | 9/1/2017  |
|       | Name   |                  |           |
|       | 2040 E Mariposa  |                  |           |
|       | Street   |                  |           |
|       |  |                  |           |
|       | El Segundo CA 90245  |                  |           |
|       | City State ZIP Code  |                  |           |
|       | Country  |                  |           |

Name

26a.4 Martha Steinberger, Foundations Finance Manager From 3/20/2001 To Present  
 Name  
 2040 E Mariposa  
 Street  
 \_\_\_\_\_  
 El Segundo CA 90245  
 City State ZIP Code  
 \_\_\_\_\_  
 Country

26a.5 Mukesh Sanghvi, VP Corporate Controller From 3/27/2017 To 10/5/2018  
 Name  
 2040 E Mariposa  
 Street  
 \_\_\_\_\_  
 El Segundo CA 90245  
 City State ZIP Code  
 \_\_\_\_\_  
 Country

26a.6 Yuelie Wu, Accounting Manager From 3/8/2009 To Present  
 Name  
 2040 E Mariposa  
 Street  
 \_\_\_\_\_  
 El Segundo CA 90245  
 City State ZIP Code  
 \_\_\_\_\_  
 Country

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

None

| Name and Address |   | Dates of service |         |
|------------------|---|------------------|---------|
| 26b.1            | BDO USA, LLP<br>Name<br><br>300 Park Avenue, Suite 900<br>Street<br><br>San Jose CA 95110<br>City State ZIP Code<br><br>Country | From             | To      |
|                  |   | 4/1/2017         | Present |

|       |  |           |           |
|-------|--|-----------|-----------|
| 26b.2 | Deloitte & Touche, LLP<br>Name<br><br>250 East 5th Street<br>Street<br><br>Cincinnati OH 45201<br>City State ZIP Code<br><br>Country | From      | To        |
|       |  | 8/30/2016 | 6/30/2017 |

Name

26b.3 Ernst & Young, LLP From 8/30/2016 To 3/31/2017

Name

2901 Douglas Boulevard

Street

Roseville CA 95661

City State ZIP Code

Country

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

None

**Name and address**

**If any books of account and records are unavailable, explain why**

26c.1 See SOFA 26c Attachment

Name

Street

City State ZIP Code

Country

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

None

**Name and address**

26d.1 See Global Notes

Name

Street

City State ZIP Code

Country



Name

**27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

No

Yes. Give the details about the two most recent inventories.

| Name of the person who supervised the taking of the inventory | Date of Inventory | The dollar amount and basis (cost, market, or other basis) of each inventory |
|---|-------------------|--|
| _____   | _____             | \$ _____   |

**Name and address of the person who has possession of inventory records**

27.1

Name \_\_\_\_\_

Street \_\_\_\_\_

\_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

Country \_\_\_\_\_

**28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.**

| Name                        | Address | Position and Nature of any interest | % of interest, if any |
|-----------------------------|---------|-------------------------------------|-----------------------|
| 28.1 See SOFA 28 Attachment | _____   | _____                               | _____                 |

**29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?**

No

Yes. Identify below.

| Name             | Address                                 | Position and Nature of any interest | Period during which position or interest was held |              |
|------------------|---|-------------------------------------|---|--------------|
| 29.1 Wong, Peter | 2105 Forest Avenue, San Jose , CA 95128 | Board of Trustees Member            | From 2005   | To 8/27/2018 |

Name

**30. Payments, distributions, or withdrawals credited or given to insiders**

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

No

Yes. Identify below.

| Name and address of recipient   | Amount of money or description and value of property | Dates | Reason for providing the value |
|---|--|-------|--------------------------------|
| 30.1<br>Name _____<br><br>Street _____<br><br>_____<br><br>City _____ State _____ ZIP Code _____<br><br>Country _____<br><br>Relationship to debtor _____ |  |       |                                |

**31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?**

No

Yes. Identify below.

| Name of the parent corporation                | Employer Identification number of the parent corporation |
|---|--|
| 31.1 Verity Health System of California, Inc. | EIN: 91-2145484  |

**32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?**

No

Yes. Identify below.

| Name of the pension fund | Employer Identification number of the pension fund |
|--------------------------|--|
| 32.1 _____               | EIN: _____   |

**Part 14: Signature and Declaration**

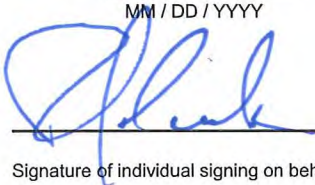
**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.

18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

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

Executed on 10/15/2018  
MM / DD / YYYY

x   
\_\_\_\_\_  
Signature of individual signing on behalf of the debtor

Printed name Richard G. Adcock

Position or relationship to debtor Chief Executive Officer

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- No
- Yes

| Recipient's name  | Address 1          | City     | State | Zip   | Recipient's relationship to the debtor | Description of the gifts or contributions         | Dates given | Value        |
|-------------------|--------------------|----------|-------|-------|--|---|-------------|--------------|
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | AWHON Education                                   | 11/30/2017  | \$8,499.00   |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Capital - Eye Gurney                              | 11/30/2017  | \$8,580.83   |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Capital - Fire Sprinkler System                   | 11/30/2017  | \$8,198.00   |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Capital - Furniture for patient and waiting areas | 11/30/2017  | \$21,467.69  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Capital - High Flow Oxygen Units                  | 2/28/2018   | \$10,380.34  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Capital - ICU                                     | 2/28/2018   | \$19,411.55  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Capital - Leica Optic Carrier and Stand System    | 4/30/2018   | \$445,964.53 |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Capital - Monitor Panels                          | 11/30/2017  | \$4,500.00   |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Capital - NICU Transport                          | 10/31/2017  | \$65,812.61  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Capital - OSHPD Fees project 17-8010-0010         | 11/30/2017  | \$17,060.00  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Capital - Priday Dialysis Capital Call            | 5/31/2017   | \$25,000.00  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Capital - Rab Com in Surgery                      | 4/30/2017   | \$73,622.15  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Capital - SPD Project                             | 2/28/2018   | \$198,187.01 |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Cardiopulmonary brochures for patients            | 7/31/2018   | \$1,325.82   |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Chaplain Services - Operating Expenses            | 2/28/2018   | \$65,204.49  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Charity Care                                      | 1/31/2017   | \$7,200.00   |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Community Benefits - Taxi Vouchers for patients   | 2/28/2018   | \$7,929.60   |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Education Reimbursement - J Tran                  | 9/30/2017   | \$1,380.49   |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Emergency Department - Operating Expenses         | 4/30/2018   | \$10,133.11  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | FMRP - Addiction Conference                       | 10/31/2016  | \$4,247.27   |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | FMRP - Education Curriculum                       | 2/28/2017   | \$1,800.00   |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Gala expenses                                     | 7/31/2017   | \$5,000.00   |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Healthier Kids Grant                              | 1/31/2017   | \$4,443.00   |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Healthier Kids Grant                              | 1/31/2017   | \$4,704.00   |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Healthier Kids Grant                              | 1/31/2017   | \$4,704.00   |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Healthier Kids Grant                              | 1/31/2017   | \$4,706.00   |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Healthier Kids Grant                              | 3/31/2017   | \$4,723.00   |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Healthier Kids Grant                              | 6/30/2017   | \$4,723.00   |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Healthier Kids Grant                              | 6/30/2017   | \$4,723.00   |

| Recipient's name  | Address 1          | City     | State | Zip   | Recipient's relationship to the debtor | Description of the gifts or contributions             | Dates given | Value       |
|-------------------|--------------------|----------|-------|-------|--|---|-------------|-------------|
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Healthier Kids Grant                                  | 7/31/2017   | \$4,723.00  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Healthier Kids Grant                                  | 7/31/2017   | \$4,723.00  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Healthier Kids Grant                                  | 3/31/2017   | \$5,003.00  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Healthier Kids Grant                                  | 1/31/2017   | \$7,057.00  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Healthstream - Infant Driven Feeding Education        | 1/31/2018   | \$2,500.00  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Healthstream - Learning Center                        | 2/28/2017   | \$2,203.87  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Healthstream - Learning Center                        | 2/28/2017   | \$38,350.56 |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Imaging Services - Operating Expenses                 | 4/30/2018   | \$14,079.33 |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | NICU Staff salaries - Infant Driven Feeding Education | 1/31/2018   | \$6,413.99  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Nuclear Medicine - Operating Expenses                 | 4/30/2018   | \$2,241.72  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Nurse Education - Apex Innovations                    | 6/30/2017   | \$8,000.00  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Nurse Training - AACN NTI 2017                        | 11/30/2017  | \$2,502.00  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Nurse Training - Magnet Nurse Training                | 10/31/2017  | \$1,464.00  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Nurse Training - Press Ganey Education                | 11/30/2017  | \$3,950.00  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Oncology - Outreach sponsorship for accreditation     | 3/31/2018   | \$5,000.00  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Patient Safety Week Speaker                           | 3/31/2018   | \$5,000.00  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Patient Safety Week Speaker - Expenses                | 6/30/2018   | \$1,868.61  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Pediatrics - Education                                | 7/31/2018   | \$6,490.75  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Pediatrics - Education                                | 7/31/2018   | \$8,245.80  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Qgenda - Subscription Fees                            | 2/28/2017   | \$10,776.00 |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Radiation Therapy - Operating Expenses                | 4/30/2018   | \$4,372.28  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Silva Fund - Annual Unrestricted Disbursement         | 6/30/2017   | \$20,000.00 |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Silva Fund - Annual Unrestricted Disbursement         | 4/30/2018   | \$20,000.00 |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Social Services - Operating Expenses                  | 2/28/2018   | \$13,974.14 |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Song Brown - FMRP - Retreat                           | 6/30/2018   | \$1,200.00  |
| O'Connor Hospital | 2105 Forest Avenue | San Jose | CA    | 95128 | Supporting Organization                | Song Brown - FMRP - Retreat                           | 6/30/2018   | \$1,200.00  |

| Recipient's name     | Address 1                 | City       | State | Zip   | Recipient's relationship to the debtor | Description of the gifts or contributions            | Dates given | Value        |
|----------------------|---------------------------|------------|-------|-------|--|--|-------------|--------------|
| O'Connor Hospital    | 2105 Forest Avenue        | San Jose   | CA    | 95128 | Supporting Organization                | Song Brown - FMRP - Retreat                          | 4/30/2018   | \$1,500.00   |
| O'Connor Hospital    | 2105 Forest Avenue        | San Jose   | CA    | 95128 | Supporting Organization                | Song Brown - FMRP - Retreat                          | 6/30/2018   | \$3,200.00   |
| O'Connor Hospital    | 2105 Forest Avenue        | San Jose   | CA    | 95128 | Supporting Organization                | Song Brown - Residency Program                       | 5/31/2017   | \$16,624.06  |
| O'Connor Hospital    | 2105 Forest Avenue        | San Jose   | CA    | 95128 | Supporting Organization                | Song Brown - Residency Program                       | 4/30/2017   | \$204,461.93 |
| O'Connor Hospital    | 2105 Forest Avenue        | San Jose   | CA    | 95128 | Supporting Organization                | Unrestricted FY 2017 Foundation expenses paid by OCH | 3/31/2017   | \$64,915.92  |
| Verity Health System | 2040 East Mariposa Avenue | El Segundo | CA    | 90245 | Operational Support for Foundation     | Reimburse for Charity Gala Expenses                  | 9/30/2017   | \$74,837.00  |

## Case No. 18-20179

Attachment 26c

Books and records – Firms or individuals in possession of books and records

| Name  | Address 1       | City          | State | Zip   | If any books of account and records are unavailable, explain why |
|---|-----------------|---------------|-------|-------|--|
| Andrew Fierro-Peretti (Verity Health System Assistant Controller) | 2040 E Mariposa | El Segundo    | CA    | 90245 |  |
| Jessica Davis (Senior Executive Assistant)                        | 2040 E Mariposa | El Segundo    | CA    | 90245 |  |
| Martha Steinberger (Foundations Finance Manager)                  | 2040 E Mariposa | El Segundo    | CA    | 90245 |  |
| Mary Eileen Drees (VP Communications and Philanthropy)            | 2040 E Mariposa | El Segundo    | CA    | 90245 |  |
| Mukesh Sanghvi (Verity Health System Controller)                  | 2040 E Mariposa | El Segundo    | CA    | 90245 |  |
| SourceHOV Healthcare Inc. Form                                    | 950 23rd Street | San Francisco | CA    | 94107 |  |
| Steven Sharrer (Human Resources)                                  | 2040 E Mariposa | El Segundo    | CA    | 90245 |  |
| Yuelie Wu (Verity Health System Accounting Manager)               | 2040 E Mariposa | El Segundo    | CA    | 90245 |  |

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In re: O'Connor Hospital Foundation

## Case No. 18-20179

Attachment 28

Current Partners, Officers, Directors and Shareholders

| Name                      | Address 1          | City     | State | Zip   | Position and nature of any interest                                  | % of interest, if any |
|---------------------------|--------------------|----------|-------|-------|--|-----------------------|
| Ann Kilty                 | 2105 Forest Avenue | San Jose | CA    | 95128 | O'Connor Hospital Foundation - Board of Trustees Member              | 0%                    |
| Carol Sabatino            | 2105 Forest Avenue | San Jose | CA    | 95128 | O'Connor Hospital Foundation - Board of Trustees Member - Vice Chair | 0%                    |
| Charles J. Acquisto, Esq. | 2105 Forest Avenue | San Jose | CA    | 95128 | O'Connor Hospital Foundation - Board of Trustees Member              | 0%                    |
| Coreen Salamanca          | 2105 Forest Avenue | San Jose | CA    | 95128 | O'Connor Hospital Foundation - Board of Trustees Member              | 0%                    |
| Cristian Wedekind         | 2105 Forest Avenue | San Jose | CA    | 95128 | O'Connor Hospital Foundation - Board of Trustees Member - Secretary  | 0%                    |
| David Sandretto           | 2105 Forest Avenue | San Jose | CA    | 95128 | O'Connor Hospital Foundation - Board of Trustees Member              | 0%                    |
| Dennis Brach              | 2105 Forest Avenue | San Jose | CA    | 95128 | O'Connor Hospital Foundation - Board of Trustees Member              | 0%                    |
| Gary Silver, M.D.         | 2105 Forest Avenue | San Jose | CA    | 95128 | O'Connor Hospital Foundation - Board of Trustees Member              | 0%                    |
| Gregory Colburn, M.D.     | 2105 Forest Avenue | San Jose | CA    | 95128 | O'Connor Hospital Foundation - Board of Trustees Member              | 0%                    |
| John Smith                | 2105 Forest Avenue | San Jose | CA    | 95128 | O'Connor Hospital Foundation - Board of Trustees Member - Chair      | 0%                    |
| Mary Eileen "Dub" Drees   | 2105 Forest Avenue | San Jose | CA    | 95128 | O'Connor Hospital Foundation - Board of Trustees Member - Ex-Officio | 0%                    |
| Michelle U. Nguyen        | 2105 Forest Avenue | San Jose | CA    | 95128 | O'Connor Hospital Foundation - Board of Trustees Member              | 0%                    |
| O'Connor Hospital         | 2105 Forest Avenue | San Jose | CA    | 95128 | Member   | 100%                  |
| Raelene Greenly           | 2105 Forest Avenue | San Jose | CA    | 95128 | O'Connor Hospital Foundation - Board of Trustees Member              | 0%                    |
| Rosemarie Padua, M.D.     | 2105 Forest Avenue | San Jose | CA    | 95128 | O'Connor Hospital Foundation - Board of Trustees Member              | 0%                    |
| Virginia Puccio           | 2105 Forest Avenue | San Jose | CA    | 95128 | O'Connor Hospital Foundation - Board of Trustees Member - Treasurer  | 0%                    |