

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Central District of _____ California _____
(State)

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

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 the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Beverly Hospital Foundation

2. All other names debtor used in the last 8 years
Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 2 3 - 7 4 2 9 6 8 5

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>309 West Beverly Blvd.</u>	_____
	<small>Number Street</small>	<small>Number Street</small>
	_____	_____
	P.O. Box	_____
	<u>Montebello CA 90640</u>	_____
	<small>City State ZIP Code</small>	<small>City State ZIP Code</small>
	<u>Los Angeles County</u>	_____
	<small>County</small>	Location of principal assets, if different from principal place of business
	_____	_____
		<small>Number Street</small>

		<small>City State ZIP Code</small>

5. Debtor's website (URL) https://beverly.org/



Debtor Beverly Hospital Foundation
Name

Case number (if known) _____

6. **Type of debtor**
- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 - Partnership (excluding LLP)
 - Other. Specify: _____

7. **Describe debtor's business**
- A. *Check one:*
- Health Care Business (as defined in 11 U.S.C. § 101(27A))
 - Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
 - Railroad (as defined in 11 U.S.C. § 101(44))
 - Stockbroker (as defined in 11 U.S.C. § 101(53A))
 - Commodity Broker (as defined in 11 U.S.C. § 101(6))
 - Clearing Bank (as defined in 11 U.S.C. § 781(3))
 - None of the above
-
- B. *Check all that apply:*
- Tax-exempt entity (as described in 26 U.S.C. § 501)
 - Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
 - Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))
-
- C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.
- 6 2 2 1

8. **Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- Check one:*
- Chapter 7
 - Chapter 9
 - Chapter 11. *Check all that apply:*
 - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 - The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 - A plan is being filed with this petition.
 - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
 - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
 - Chapter 12

Debtor Beverly Hospital Foundation
Name

Case number (if known) _____

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District _____ When MM / DD / YYYY Case number _____

If more than 2 cases, attach a separate list.

District _____ When MM / DD / YYYY Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes. Debtor See attached list. Relationship _____

List all cases. If more than 1, attach a separate list.

District _____ When MM / DD / YYYY

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

No

Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor Beverly Hospital Foundation
Name

Case number (if known) _____

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement 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.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition 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 04/09/2023
MM / DD / YYYY

x

Signature of authorized representative of debtor

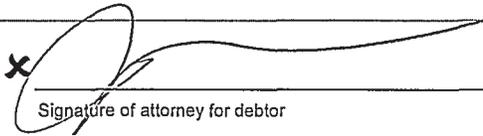
Title Chief Executive Officer

Alice Cheng

Printed name

Debtor Beverly Hospital Foundation Case number (if known) _____
Name

18. Signature of attorney

 Signature of attorney for debtor

Date 04/19/2023
MM / DD / YYYY

Jennifer Nassiri

Printed name
Sheppard, Mullin, Richter & Hampton LLP

Firm name
1901 Avenue of the Stars, Suite 1600

Number Street
Los Angeles

CA 90067-6055

City

State ZIP Code

310.228.3700

jnassiri@sheppardmullin.com

Contact phone

Email address

209796

CA

Bar number

State

Schedule A

SCHEDULE OF AFFILIATED DEBTORS

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq., as amended. Substantially contemporaneously with the filing of these petitions, these entities filed a motion requesting that their respective chapter 11 cases be jointly administered for procedural purposes only.

	Debtor	Last Four Digits of Tax Identification
1.	Beverly Community Hospital Association	6005
2.	Montebello Community Health Services, Inc.	3550
3.	Beverly Hospital Foundation	9685

Fill in this information to identify the case and this filing:

Debtor Name Beverly Hospital Foundation

United States Bankruptcy Court for the: Central District of CA
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

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.

Declaration and signature

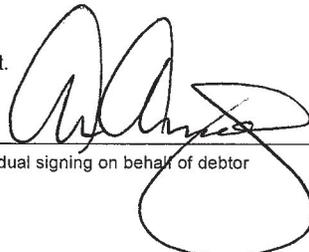
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration _____

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

Executed on 04/19/2023
MM / DD / YYYY

x 

Signature of individual signing on behalf of debtor

Alice Cheng

Printed name

Chief Executive Officer

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name: Beverly Community Hospital Association, Montebello Community Health Services, Inc., Beverly Hospital Foundation

Case number (if known): _____ (State)

United States Bankruptcy Court for the: _____ District of _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	California Department Of Health Care Services	Thomas Aragon (916)-464-4430 1501 Capitol Avenue, Suite 4510, Sacramento, CA 95814	DSH/QAF Fees	C/U/D			\$21,887,597
2	Noridian Healthcare Solutions, Llc	Theresa Pachel JE-ERS@noridian.com (800) 633-4227 900 42nd Street S Fargo, ND 58103	Repayment of Medi-cal / Medicaid Claim				3,160,713
3	Alhambra Hospital Medical Center	Terry Chu terrychu@alhambrahospital.com (626) 570-1606 4619 N Rosemead Blvd, Rosemead, CA 91770	Unsecured Debt				3,000,000
4	Advantis Medical Staffing	Elayne Goldman egoldman@advantismed.com (415) 294-5314 13155 Noel Road Suite 300, Dallas, TX 75240	Trade				2,213,090
5	Office of Inspector General (OIG)	Nicole Caucci (202) 821-8707 405 South Main Street Suite 350 Salt Lake City, YT 84111	Litigation				1,300,000
6	Shiftwise	Jennifer Folds jennifer.folds@medefis.com (402) 717-7794 200 SW Market Street Suite 700 Portland, OR 97201	Trade				1,213,566
7	Medical Solutions Llc	Ruben Ramirez info@medicalsolutions.com (402) 704-1410 1010 N 102Nd St Suite 300 Omaha NE 68114 United States	Trade				973,719
8	Sodexho Inc & Affiliates	Luis Luna lluna@beverly.org (323) 889-2427 9801 Washingtonian Boulevard, Gaithersburg, MD 20878	Trade				916,310

Debtor Beverly Community Hospital Association, Montebello Community Health Services, Inc., Beverly Hospital Foundation

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Stryker Orthopedics	Trent Zaks Trent Zaks@stryker.com (714) 310-4361 325 Corporate Drive Mahwah NJ 07430 United States	Trade				879,408
10	First Financial Holdings Llc	Ricardo Oseguera roseguera@ffequipmentleasing.com (714) 646-1656 750 The City Drive South, Suite 300 Orange, CA 92868	Trade				616,434
11	Axis Spine LLC	DD Mate dmate@axisspineco.com (323) 333-8341 1812 W Burbank Blvd #5384 Burbank CA 91506 United States	Trade				506,696
12	Allied Universal Security Services	Moises Rodriguez moises.rodriguez@aus.com (866) 703-7666 161 Washington St Suite 600 Conshohocken PA 19428 United States	Trade				336,680
13	Medline Industries Inc	Brent Fogel bfogel@medline.com (800) 388-2147 Three Lakes Drive Northfield, IL 60093	Trade				319,834
14	Boston Scientific Corp	Kathleen Homsab Kathleen.homsab@bsci.com (508) 382-0257 300 Boston Scientific Way Marlborough, MA 01752-1234	Trade				260,853
15	Huntington Technology Finance	Brent McQueen brent.a.mcqueen@huntington.com (310) 2516765 2285 Franklin Road, Bloomfield Hills, MI 48302	Trade				249,837
16	Constellation New Energy-Gas	Zachary Keczy zkecy@spectrum- nrg.com (844) 200-3427 9400 Bunsen Parkway Suite 100 Louisville KY 40220 United States	Trade				243,168
17	Nixon Peabody Llp	Jennifer O'Neal joneal@nixonpeabody.com (213) 629-6000 1300 Clinton Square Rochester NY 14604 United States	Trade				218,231
18	Stryker Endoscopy	Joe Gallinatti joe.gallinatti@stryker.com (269) 385-2600 5900 Optical Ct, San Jose, CA 95138	Trade				216,084
19	Baxter Healthcare Corp	Yolieth Bazan Matamoros yolieth_bazan@baxter.com (224) 948-1233 17511 Armstrong Ave, Irvine, CA 92614	Trade				204,835
20	Private Attorney General Act (PAGA) / Pheonix Settlement Advisors	Jarrod Salinas jarrod@phoenixclassaction.com (949) 344-8851 1411 North Batavia Street #105 Orange, CA 92867	Litigation	C/U/D			150,000

Beverly Community Hospital Association, Montbello Community Health Services Inc., Beverly Hospital Foundation

Debtor

Name

Case number (if known)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21	Stryker Instruments	Donovan Reiley donovan.reiley@stryker.com (800) 253-3210 4100 E. Milham Road Kalamazoo MI 49001 United States	Trade				149,155
22	Arthrex, Inc	Carla Pitcher Carla.Pitcher@arthrex.com (800) 595-4165 Ext 71172 2825 Airview Boulevard Kalamazoo, MI 49002	Trade				147,535
23	Keenan And Associates	Raquel Wallace rwallace@keenan.com (310) 212-0363 2355 Crenshaw Blvd., Suite 200 Torrance, CA 90501	Trade				146,992
24	Abbott Laboratories Inc	Nathan Scott nathan.scott@abbott.com (800) 227-9902 100 Abbot Park Road Abbot Park, IL 60064	Trade				136,881
25	Medical Information Technology, Inc	Goretti Medeiros gmediros@meditech.com (781) 821-3000 7 Blue Hill River Road, Canton MA 02021	Trade				135,929
26	Medstar Anesthesia Services Inc	Robert Resnick robert.amedinc@gmail.com (562) 407-2080 9251 Wedgewood St Temple City CA 91780 United States	Trade				126,882
27	Cepheid Inc.	Susan Jose susan.jose@cepheid.com (209) 674-0298 904 E Caribbean Dr, Sunnyvale, California 94089	Trade				106,564
28	Philips Healthcare	Jose Rivera jose.rivera@philips.com (800) 228-4728 222 Jacobs Street Cambridge MA, 02141	Trade				106,147
29	Cloudwave	Loraine Sarno lsarno@insightinvestments.com (714) 939-2393 100 Crowley Dr. Marlborough, MA 01752	Trade				100,939
30	Outset Medical Inc	Andy Rabon arabon@outmedical.com (512) 287-1189 3052 Orchard Drive San Jose CA 95134 United States	Trade				98,339

[Check the appropriate boxes and, if applicable, provide the required information.]

1. I have personal knowledge of the matters set forth in this Statement because:

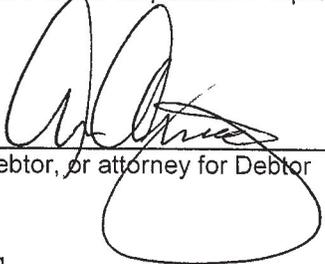
- I am the president or other officer or an authorized agent of the Debtor corporation
- I am a party to an adversary proceeding
- I am a party to a contested matter
- I am the attorney for the Debtor corporation

2.a. The following entities, other than the Debtor or a governmental unit, directly or indirectly own 10% or more of any class of the corporation's(s') equity interests:

[For additional names, attach an addendum to this form.]

b. There are no entities that directly or indirectly own 10% or more of any class of the corporation's equity interest.

Date: 04/19/2023

By: 

Signature of Debtor, or attorney for Debtor

Name: Alice Cheng

Printed name of Debtor, or attorney for Debtor

**STATEMENT OF RELATED CASES
INFORMATION REQUIRED BY LBR 1015-2
UNITED STATES BANKRUPTCY COURT, CENTRAL DISTRICT OF CALIFORNIA**

1. A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, his/her spouse, his or her current or former domestic partner, an affiliate of the debtor, any copartnership or joint venture of which debtor is or formerly was a general or limited partner, or member, or any corporation of which the debtor is a director, officer, or person in control, as follows: (Set forth the complete number and title of each such of prior proceeding, date filed, nature thereof, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A/B that was filed with any such prior proceeding(s).)
None.

2. (If petitioner is a partnership or joint venture) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor or an affiliate of the debtor, or a general partner in the debtor, a relative of the general partner, general partner of, or person in control of the debtor, partnership in which the debtor is a general partner, general partner of the debtor, or person in control of the debtor as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of the proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A/B that was filed with any such prior proceeding(s).)
None.

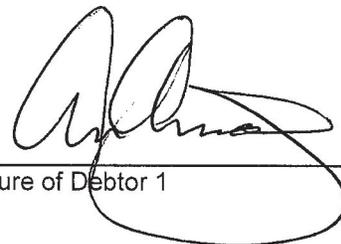
3. (If petitioner is a corporation) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, or any of its affiliates or subsidiaries, a director of the debtor, an officer of the debtor, a person in control of the debtor, a partnership in which the debtor is general partner, a general partner of the debtor, a relative of the general partner, director, officer, or person in control of the debtor, or any persons, firms or corporations owning 20% or more of its voting stock as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A/B that was filed with any such prior proceeding(s).)
None.

4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act of 1978, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A/B that was filed with any such prior proceeding(s).)
None.

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

Executed at Los Angeles, California

Date: 04/19/2023



Signature of Debtor 1

Signature of Debtor 2

This form is mandatory. It has been approved for use in the United States Bankruptcy Court for the Central District of California.

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF TRUSTEES OF
BEVERLY HOSPITAL FOUNDATION**

The undersigned, constituting the members of the board of trustees (the "Board") of **Beverly Hospital Foundation**, a nonprofit public benefit corporation organized under the laws of State of California (the "Foundation"), hereby adopt the following resolutions by unanimous written consent, effective as of April 18, 2023, and that such Corporate Resolutions are in full force and effect:

WHEREAS, the Foundation was formed for charitable purposes and in furtherance of such purposes supports Beverly Community Hospital Association d/b/a Beverly Hospital, a California nonprofit public benefit corporation (the "Hospital") operating as a hospital and healthcare provider for the benefit of the general public in the communities it serves, is recognized by the Internal Revenue Service as having Section 501(c)(3) tax-exempt and public charity status, and is a member of the obligated group on outstanding Section 501(c)(3) bonds issued to support the Hospital;

WHEREAS, the Hospital has been experiencing severe financial distress and the Board has previously reviewed, considered, and discussed certain materials presented by the management of the Foundation ("Management") and the Foundation's financial, legal and other advisors (the "Advisors"), including, but not limited to, materials regarding the liabilities and obligations of the Hospital and the Foundation, their liquidity, strategic alternatives available, and the effect of the foregoing on the Foundation's charitable mission and operations, and has had adequate opportunity to consult such persons regarding the materials presented, obtain additional information, and to fully consider each of the strategic alternatives available to the Foundation; and

WHEREAS, based on such review, advice and analysis, the Board has determined to seek the protections provided under chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101 et seq. (as amended, the "Bankruptcy Code").

CHAPTER 11 FILING

NOW THEREFORE, BE IT RESOLVED, that in the judgment of the Board, it is desirable and in the best interest of the Foundation, its charitable purposes, the community it serves, its stakeholders, its creditors, and other parties in interest, that the Foundation file or cause to be filed a voluntary petition for relief (the "Bankruptcy Petition") under the provisions of chapter 11 of title 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Central District of California (the "Bankruptcy Court"); and

RESOLVED FURTHER, that Art Revueltas, Lester Fujimoto and any other duly appointed officer of the Foundation as well as any designee and delegate of any duly appointed officer of the Foundation (each, an "Authorized Person," and collectively, the "Authorized Persons") are each hereby authorized and appointed to act as signatory on behalf of the Foundation in respect of the filing of the Bankruptcy Petition and related matters contemplated by these resolutions, and each Authorized Person acting alone or with one or more other Authorized Persons be, and each of them hereby is, authorized, empowered, and directed to execute and file on behalf of the Foundation all agreements, certificates, petitions, schedules, lists, and other motions, papers, or documents (including the filing of financing statements), and to take any and all actions that they deem necessary, appropriate, or desirable to obtain such relief, including, without limitation, any action necessary, appropriate, or desirable to maintain the ordinary course operation of the Foundation's businesses consistent with the requirements of the Foundation's Section 501(c)(3) tax-exempt status, outstanding Section 501(c)(3) tax-exempt bond obligations and, if any, endowment and other donor-restricted assets.

CASH COLLATERAL, DEBTOR-IN-POSSESSION FINANCING, AND ADEQUATE PROTECTION

WHEREAS, to facilitate the Foundation's ongoing operations in satisfaction of the needs of its patients and the local community during the Foundation's bankruptcy proceedings, the Foundation will obtain benefits from (a) the incurrence of debtor-in-possession financing obligations (the "DIP Financing"); and (b) the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the "Cash Collateral"), some of which is security for certain prepetition secured bondholders (collectively, the "Bondholders") and the balance of which is security for the secured lender on the DIP Financing (the "DIP Lender," and together with the Bondholders, the "Secured Parties");

WHEREAS, in order to use and obtain the benefits of (a) the DIP Financing and (b) the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, it is contemplated that the Foundation will provide certain liens, claims, and other adequate protection to the Secured Parties (the "DIP Obligations"), as documented in proposed interim and final orders (collectively, the "DIP Orders") to be submitted for approval to the Bankruptcy Court; and

WHEREAS, it is contemplated that the Foundation and certain affiliates of the Foundation will enter into (a) that certain Senior Secured Superpriority Debtor-In-Possession Loan Agreement, in substantially the form attached hereto as Exhibit A (the "DIP Agreement"), (b) that certain Promissory Note, in substantially the form attached hereto as Exhibit B (the "DIP Promissory Note"), and (c) that certain Deed of Trust, in substantially the form attached hereto as Exhibit C (the "Deed of Trust" and together with the DIP Agreement, the DIP Promissory Note, and any related ancillary documents, the "DIP Facility Documents");

NOW THEREFORE, BE IT RESOLVED, that the Authorized Persons be, and each of them individually hereby is, acting alone, authorized and empowered to execute and deliver for and on behalf of the Foundation, the DIP Facility Documents, with any changes or modifications as may be approved by the Authorized Person executing the same, the authority of such Authorized Person so to act to be conclusively evidenced by such Authorized Person's execution thereof, and that any action heretofore taken in connection therewith by any Authorized Person is hereby approved, adopted, ratified and confirmed;

RESOLVED FURTHER, that the form, terms, and provisions of the DIP Orders to which the Foundation is or will be subject, and the actions and transactions contemplated thereby be, and hereby are authorized, adopted, and approved, and each of the Authorized Persons be, and hereby is, authorized and empowered, in the name of and on behalf of the Foundation, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, the DIP Orders, the DIP Facility Documents, and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or documents to which the Foundation or any subsidiary thereof will be a party, including, but not limited to, any security and pledge agreement or guaranty agreement (collectively with the DIP Orders, the "DIP Documents"), incur and pay or cause to be paid all fees and expenses and engage such persons as the Authorized Persons shall approve, such approval to be conclusively evidenced by such Authorized Person's execution and delivery thereof;

RESOLVED FURTHER, that the Foundation, as a debtor and debtor-in-possession under the Bankruptcy Code be, and hereby is, authorized to incur the DIP Obligations and certain obligations related to the DIP Financing and to undertake any and all related transactions on substantially the same terms as contemplated under the DIP Documents (collectively, the "DIP Transactions"), including granting liens on its assets to secure such obligations; and

RESOLVED FURTHER, that the Authorized Persons be, and hereby are, authorized, directed and empowered, and each of them acting alone hereby is, authorized, directed, and empowered in the name and on behalf of the Foundation to take such actions as in their discretion determined to be necessary, desirable or appropriate and execute the DIP Transactions, including delivery of the DIP Documents and all other instruments, certificates, notices, assignments and documents related thereto;

RESOLVED FURTHER, that each of the Authorized Persons be, and hereby are, authorized, directed and empowered in the name of and on behalf of the Foundation to file, or cause to be filed, any Uniform Commercial Code (the "UCC") financing statements, any other equivalent filings, any intellectual property filings and recordation and any necessary assignments for security or other documents in the name of the Foundation that may be necessary or appropriate to perfect any lien or security interest granted under the DIP Orders, including any such UCC financing statement containing a generic description of collateral, such as "all assets," "all property now or hereafter acquired," and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Foundation and such other filings in respect of intellectual and other property of the Foundation;

RESOLVED FURTHER, that each of the Authorized Persons be, and hereby is, authorized, directed and empowered in the name of and on behalf of the Foundation to take any of the following actions from time to time:

1. Grant security interests and liens in any real, personal or other property belonging to or under the control of the Foundation as security for the DIP Documents; and to execute and deliver any and all security agreements, pledges, mortgages, deeds of trust and other security instruments and other documents to effectuate the grant of such security interests and liens, which security instruments and other documents shall be in such form and content as an Authorized Person executing such security instruments and other documents shall approve (which approval shall be evidenced by the execution and delivery of such security instruments and other documents);

2. Waive on behalf of the Foundation, and in any agreement, instrument or document executed by the Foundation, any and all rights of the Foundation to require any lenders or agents under the DIP Documents to adhere to certain processes, including, without limitation, the right to a jury trial in an action or suit against such agents and/or lenders; and

3. Transact any other business with such agents and/or lenders incidental to the powers hereinabove granted; and

RESOLVED FURTHER, that each of the Authorized Persons be, and hereby is, authorized, directed and empowered in the name of and on behalf of the Foundation to take all such further actions, including, without limitation, to pay or approve the payment of all fees and expenses payable in connection with the DIP Transactions and all fees and expenses incurred by or on behalf of the Foundation in connection with the foregoing resolutions, in accordance with the terms of the DIP Documents, which shall, in their sole judgement be necessary, desirable, proper or advisable and reasonable to perform any of the Foundation's obligations under or in connection with the DIP Orders or any of the other DIP Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions.

RETENTION OF PROFESSIONALS

RESOLVED FURTHER, that each of the Authorized Persons, acting alone or with one or more other Authorized Persons be, and hereby are, authorized, empowered and directed to employ: (i) Sheppard Mullin, Richter & Hampton LLP, as general bankruptcy counsel; (ii) Portage Point

Partners, LLC as financial advisor and investment banker; (iii) Orrick Herrington & Sutcliffe LLP, as special counsel; (iv) Kurtzman Carson Consultants, as the Foundation's notice, claims, and ballot agent; and (v) any other legal counsel, accountants, financial advisors, restructuring advisors or other professionals the Authorized Persons deem necessary, appropriate or advisable; each to represent and assist the Foundation in carrying out its duties and responsibilities and exercising its rights under the Bankruptcy Code and any other applicable law; and in connection therewith, the Authorized Persons, acting alone or with one or more other Authorized Persons be, and hereby are authorized, empowered and directed, in accordance with the terms and conditions hereof, to execute (under the common seal of the Foundation, if appropriate) appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain such services;

RESOLVED FURTHER, that each of the Authorized Persons, acting alone or with one or more other Authorized Persons be, and hereby are, authorized, empowered and directed to execute and file all agreements, certificates, petitions, schedules, motions, lists, applications, pleadings, and other papers, and to perform such further actions and execute such further documentation that the Authorized Persons in their absolute discretion deem necessary, appropriate or desirable in accordance with these resolutions;

GENERAL AUTHORIZATIONS

RESOLVED FURTHER, that the Foundation hereby authorizes any affiliate of the Foundation or any entity of which the Foundation is the sole member, general partner, managing member, or equivalent manager, as applicable, to take each of the actions described in these resolutions or any of the actions authorized in these resolutions with respect to the Foundation, and none of the resolutions contained herein, or action taken in furtherance hereto, shall have or cause an adverse effect on any such subsidiary, affiliate, or the Foundation's interest therein (including without limitation, any automatic dissolution, divestiture, dissociation, or like event under applicable law);

RESOLVED FURTHER, that in addition to the specific authorizations heretofore conferred upon the Authorized Persons, each of the Authorized Persons be, and hereby is, authorized and empowered, in the name of and on behalf of the Foundation, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Person's judgment, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein;

RESOLVED FURTHER, that the Board has received sufficient notice of the actions and transactions relating to the matters contemplated by the resolutions, as may be required by the organizational documents of the Foundation, or hereby waives any right to have received such notice;

RESOLVED FURTHER, that all acts, actions, and transactions relating to the matters contemplated by these resolutions done in the name of and on behalf of the Foundation, which acts would have been approved by the resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved, confirmed and ratified as the true acts and deeds of the Foundation with the same force and effect as if each such act, transaction, agreement, or certificate had been specifically authorized in advance by resolution of the Board;

RESOLVED FURTHER, that each of the Authorized Persons be and hereby is, authorized and empowered to take all actions or to not take any action in the name of and on behalf of the Foundation with respect to the transactions contemplated by these resolutions as such Authorized Person shall deem necessary, appropriate, or desirable in such Authorized Person's reasonable business judgment as may be necessary, appropriate, or desirable to effectuate the purposes of the transactions contemplated in these resolutions; and

RESOLVED FURTHER, that this Corporate Resolution, adopted by unanimous written consent, may be executed and delivered in any number of counterparts (including by facsimile or email with scanned attachment) and, upon such execution and delivery, such counterparts shall have the same force and effect as an original and together shall constitute one and the same instrument.

[Remainder of page intentionally blank.]

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of the Foundation, have executed this Unanimous Written Consent, effective as of the date written above.

BOARD OF TRUSTEES

DocuSigned by:

AR Ho

E18FEBD303F74F3

Art Revueltas

DocuSigned by:

Shushma Patel

95A725998505424...

Shushma Patel

Edgar Morales

Deanna Khan

DocuSigned by:

Lester Fujimoto

B1F01580F5F74B4...

Lester Fujimoto

DocuSigned by:

Julie France

9FEAB8C7213D4F4...

Julie France

DocuSigned by:

JAY NOMURA

40162EC2EE3B460...

Jay Nomura

DocuSigned by:

Goharik Gabriel

010C9C6DE2294A6...

Goharik Gabriel

DocuSigned by:

Ralph Hansen

2E399F350625456...

Ralph Hansen

DocuSigned by:

Carol Hansen

02197F557C7A447...

Carol Hansen

DocuSigned by:

Bernadette Hensel

5A3854111086475...

Bernadette Hensel

DocuSigned by:

Betty Peralta

014403894BC14E6...

Betty Peralta

DocuSigned by:

Ernest Peralta

87D84C5B0F23490...

Ernest Peralta

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of the Foundation, have executed this Unanimous Written Consent, effective as of the date written above.

BOARD OF TRUSTEES

Art Revueltas

Shushma Patel



Edgar Morales

Deanna Khan

Lester Fujimoto

Julie France

Jay Nomura

Goharik Gabriel

Ralph Hansen

Carol Hansen

Bernadette Hensel

Betty Peralta

Ernest Peralta

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of the Foundation, have executed this Unanimous Written Consent, effective as of the date written above.

BOARD OF TRUSTEES

Art Revueltas

Shushma Patel

Edgar Morales

DocuSigned by:

1E3B727B623943A

Deanna Khan

Lester Fujimoto

Julie France

Jay Nomura

Goharik Gabriel

Ralph Hansen

Carol Hansen

Bernadette Hensel

Betty Peralta

Ernest Peralta

Barbara Risher Welch

DocuSigned by:

Brennan Hughes

B0C61A68B2CF43E...

Brennan Hughes

DocuSigned by:

Noor Zubeida Khan

28E480A6A9854CF...

Noor Zubeida Khan

EXHIBIT A

DIP Agreement

Filed contemporaneously herewith.

[Exhibit A]

EXHIBIT B

DIP Promissory Note

Filed contemporaneously herewith.

[Exhibit B]

EXHIBIT C

DIP Deed of Trust

Filed contemporaneously herewith.

UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: Beverly Hospital Foundation Debtor(s).	CASE NUMBER: DEBTOR'S REQUEST TO <u>ACTIVATE</u> ELECTRONIC NOTICING (DeBN)

Debtor Electronic Bankruptcy Noticing (DeBN) is a voluntary program that enables a debtor to receive by email the orders and court-generated notices normally sent by U.S. mail to a mailing address. **A debtor must complete and file this form with the court to activate a DeBN account. Joint debtors must each complete and file a separate form.**

ACTIVATION REQUEST	
<input checked="" type="checkbox"/> Pursuant to Federal Rule of Bankruptcy Procedure 9036, I request that the court deliver orders and court-generated notices to my email address rather than by U.S. mail to my mailing address.	
DEBTOR'S NAME AND EMAIL ADDRESS	
My name is: Alice Cheng	
My email address is: <i>(CAPITAL letters only)</i>	A C H E N G @ B E V E R L Y . O R G
Confirm email address: <i>(CAPITAL letters only)</i>	A C H E N G @ B E V E R L Y . O R G
Select one:	
<input type="checkbox"/> I am the Debtor in this bankruptcy case.	
<input checked="" type="checkbox"/> The Debtor in this bankruptcy case is a corporation, partnership, or other legal entity, and I am the authorized representative.	

DEBTOR'S SIGNATURE	
<p>1. I understand that my request is limited to the email delivery of only orders and court-generated notices that are filed by the U.S. Bankruptcy Court. Documents filed by a bankruptcy trustee, creditors, and other parties that require service upon me must continue to be served by U.S. mail or in person as required by court rules.</p> <p>2. I understand that by requesting email notification, the court may establish my DeBN account and deliver to me, by email, documents filed by the court in any current or future case from any bankruptcy court in which I am listed with the same name and mailing address, including cases in which I am a creditor, plaintiff or defendant.</p> <p>3. I understand that I will be assigned a DeBN account number and my DeBN account will be activated after I complete, sign, and file this "Debtor's Request to Activate Electronic Noticing (DeBN)" form.</p> <p>4. I understand that emails sent by the court's noticing center may arrive in my email spam folder and I should regularly check it for electronic delivery of my orders and court-generated notices. I understand further that my DeBN account will be deactivated by the court if an email is returned undelivered or "bounces back," and the court will instead serve orders and court-generated notices delivered by U.S. mail to my mailing address.</p> <p><i>I have read and understand the requirements set forth above and I agree to the terms and conditions of the Debtor Electronic Bankruptcy Noticing (DeBN) program. I request delivery of orders and court-generated notices to my email address indicated above rather than to my mailing address.</i></p>	
Date: 04/19/2023	Signature: 

This form is mandatory. It has been approved for use in the United States Bankruptcy Court for the Central District of California.