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Proposed Counsel to Debtors and
Debtors in Possession

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

In re:

BEVERLY COMMUNITY HOSPITAL
ASSOCIATION, dba BEVERLY HOSPITAL
(A NONPROFIT PUBLIC BENEFIT
CORPORATION), *et al.*¹

Debtors,

- ☒ Affects all Debtors
☐ Affects Beverly Community
Hospital Association
☐ Affects Montebello Community Health
Services, Inc.
☐ Affects Beverly Hospital Foundation

Lead Case No.: 2:23-bk-12359-SK

Jointly administered with:

Case No: 2:23-bk-12360-SK

Case No: 2:23-bk-12361-SK

Hon. Sandra R. Klein

Chapter 11 Case

**FINAL ORDER (I) AUTHORIZING THE
DEBTORS TO (A) CONTINUE TO
OPERATE THEIR CASH
MANAGEMENT SYSTEM, (B) HONOR
CERTAIN PREPETITION
OBLIGATIONS RELATED THERETO,
(C) MAINTAIN EXISTING BUSINESS
FORMS, AND (D) PERFORM
INTERCOMPANY TRANSACTIONS;
AND (II) GRANTING RELATED RELIEF**

Date: May 24, 2023

Time: 9:00 a.m.

Judge: Hon. Sandra R. Klein

¹ The Debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Beverly Community Hospital Association d/b/a Beverly Hospital (6005), Montebello Community Health Services, Inc. (3550), and Beverly Hospital Foundation (9685). The mailing address for the Debtors is 309 W. Beverly Blvd., Montebello, California 90640.



Place: Zoom.Gov – or - Courtroom 1575
255 E. Temple St.
Los Angeles, CA 90012

The Debtors' Emergency Motion for Entry of Interim and Final Orders (i) Authorizing the Debtors to (a) Continue to Operate Their Cash Management System, (b) Honor Certain Prepetition Obligations Related Thereto, (c) Maintain Existing Business Forms, and (d) Perform Intercompany Transactions, and (ii) Granting Related Relief (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed on April 20, 2023 as Docket Number 13; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is permissible pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at an interim hearing before this Court on April 21, 2023 at 2:00 p.m. and a final hearing on May 24, 2023 at 9:00 a.m.; and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein and is necessary to avoid immediate and irreparable harm pursuant to Bankruptcy Rule 6003; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** on a final basis. Capitalized terms not defined in this Order shall have the meanings given to them in the Motion.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

1 2. The Debtors are authorized to continue operating the Cash Management System,
2 honor their prepetition obligations related thereto, including, but not limited to, all obligations
3 related to the Commercial Card Program, and maintain existing Business Forms.

4 3. Subject to the other provisions of this Order, the Debtors are authorized to: (a)
5 continue to use, with the same account numbers, the Bank Accounts in existence as of the Petition
6 Date without the need to comply with certain guidelines relating to bank accounts set forth in the
7 U.S. Trustee Guidelines; (b) treat the Bank Accounts for all purposes as accounts of the Debtors as
8 debtors-in-possession; (c) deposit funds in and withdraw funds from the Bank Accounts by all
9 usual means, including checks, wire transfers, and other debits; (d) continue using the Commercial
10 Card Program; and (e) to otherwise perform their obligations under the documents governing the
11 bank accounts. The Debtors are authorized to pay and/or reimburse the Cash Management Banks
12 in the ordinary course of business for any prepetition or postpetition fees, costs, charges and
13 expenses, and any amounts which are not so paid shall be entitled to priority as administrative
14 expenses pursuant to section 503(b)(1) of the Bankruptcy Code.

15 4. The Debtors are authorized, but not directed, to continue using, in their present
16 form, the Business Forms, as well as checks and other documents related to the Bank Accounts
17 existing immediately before the Petition Date, *provided, however*, that once the Debtors have
18 exhausted their existing stock of Business Forms and checks, they shall ensure that any new
19 Business Forms and checks are clearly labeled “Debtor-in-Possession,” *provided, further*, that
20 with respect to any Business Forms and checks that are generated electronically, the Debtors shall
21 ensure that such electronic Business Forms and checks are clearly labeled “Debtor-in-Possession.”

22 5. The Debtors are authorized to establish and operate new accounts as provided
23 under the terms of the DIP Agreement, or as will be decided and agreed upon by the Borrowers
24 and Lender, including but not limited to, the Clearing Accounts, Security Deposit Account, and
25 the Funded Reserve Account.

26 6. To the extent any Bank Accounts existing as of the Petition Date are not in
27 compliance with section 345(b) of the Bankruptcy Code or the U.S. Trustee Guidelines requiring
28 the Debtors to maintain all Bank Accounts at an Authorized Depository, the time within which the

1 Debtors must either come into compliance with section 345(b) of the Bankruptcy Code or make
2 such other arrangements as agreed to by the U.S. Trustee shall be extended to the earlier of: (i) 60
3 days after the Petition Date (without prejudice to further extensions upon agreement between the
4 Debtors and the U.S. Trustee); and (ii) confirmation of the Plan (which shall obviate the need for
5 the Debtors to come into compliance with section 345 and the U.S. Trustee Guidelines).

6 7. The Cash Management Banks are authorized, but not obligated, to continue to
7 maintain, service, and administer the Bank Accounts as accounts of the Debtors as debtors-in-
8 possession, without interruption and in the ordinary course, and to receive, process, honor, and
9 pay, to the extent of available funds, any and all checks, drafts, wires, credit card payments, and
10 ACH transfers issued and drawn on the Bank Accounts after the Petition Date by the holders or
11 makers thereof, as the case may be. Those certain existing deposit agreements between the
12 Debtors and the Cash Management Banks shall continue to govern the postpetition cash
13 management relationship between the Debtors and the Cash Management Banks, and all of the
14 provisions of such agreements, including, without limitation, the termination and fee provisions,
15 and any provisions relating to offset or charge back rights with respect to return items, shall
16 remain in full force and effect.

17 8. Immediately upon entry of this Final Order, each of the Cash Management Banks
18 at which Bank Accounts that are subject to automatic transfers or “sweeps” as part of the Cash
19 Management System are maintained is authorized, but not obligated, without further order of this
20 Court, to recommence such transfers or sweeps without regard to whether the funds swept and/or
21 transferred include funds deposited prior to the Petition Date.

22 9. The Debtors and the Cash Management Banks may, without further order of this
23 Court, agree to and implement changes to the Cash Management System and procedures related
24 thereto in the ordinary course of business, including, without limitation, the opening of any new
25 bank accounts and the closing of any existing bank accounts, so long as (a) any such new account
26 is with an authorized depository by the U.S. Trustee pursuant to the U.S. Trustee Guidelines and
27 (b) the Debtors provide written notice to the U.S. Trustee, counsel for any official committees, of
28 the opening or closing of any such account or any changes in Cash Management Systems within

1 three (3) business days of such opening or closing. Subject to the terms hereof, the Debtors are
2 authorized, in the ordinary course of business, to enter into any ancillary agreements, including
3 new deposit account control agreements, related to the foregoing, as they may deem necessary and
4 appropriate.

5 10. The relief granted in this Final Order is extended to any new bank account opened
6 by the Debtors in the ordinary course of business after the date hereof, which account shall be
7 deemed a Bank Account, and to the bank at which such account is opened, which bank shall be
8 deemed a Cash Management Bank.

9 11. All banks maintaining any of the Bank Accounts that are provided with notice of
10 this Final Order shall not honor or pay any bank payments drawn on the listed Bank Accounts or
11 otherwise issued before the Petition Date for which the Debtors specifically issue stop payment
12 orders in accordance with the documents governing such Bank Accounts.

13 12. Each of the Debtors' Cash Management Banks is authorized, but not obligated, to
14 debit the Debtors' accounts in the ordinary course of business without the need for further order of
15 this Court for all checks or other items deposited in one of the Debtors' Bank Accounts with such
16 Cash Management Banks prior to the Petition Date which have been dishonored or returned
17 unpaid for any reason, together with any fees and costs in connection therewith, to the same extent
18 the Debtors were responsible for such items prior to the Petition Date. The banks and financial
19 institutions on which checks were drawn or electronic payment requests made in payment of the
20 prepetition obligations approved herein are authorized, but not obligated, to receive, process,
21 honor, and pay all such checks and electronic payment requests when presented for payment, and
22 all such banks and financial institutions are authorized, but not obligated, to rely on the Debtors'
23 representations with respect to whether any check or other payment order drawn or issued by the
24 Debtor prior to the Petition Date should be honored and on the Debtor's designation of any
25 particular check or electronic payment request as approved by this Final Order without any duty
26 of further inquiry and without liability for following the Debtors' instructions or relying on such
27 representations. For the avoidance of doubt, any instruments issued by one or more of the Debtors
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1 prior to the Petition Date shall be deemed paid prior to the Petition Date even if not debited from
2 the Bank Account(s) of such Debtor(s) until after the Petition Date.

3 13. The Cash Management Banks are authorized, but not obligated, to debit the
4 Debtors' Bank Accounts in the ordinary course of business and without further order of the Court
5 on account of (a) all checks drawn on the Debtors' Bank Accounts that were cashed at the Cash
6 Management Banks' counters or exchanged for cashier's or official checks by the payees thereof
7 prior to the Petition Date and (b) all undisputed prepetition amounts outstanding as of the date
8 hereof, if any, owed to any Cash Management Bank as service charges for the maintenance of the
9 Cash Management system.

10 14. The Debtors are authorized, without further order of this Court, to pay all
11 applicable fees and expenses associated with the nature of the deposit and cash management
12 services rendered to the Debtors, whether arising prepetition or postpetition from the applicable
13 Bank Accounts, and further, to charge back to the appropriate accounts of the Debtors any
14 amounts resulting from returned checks or other returned items, including returned items that
15 result from ACH transactions, wire transfers, or other electronic transfers of any kind, regardless
16 of whether such returned items were deposited or transferred prepetition or postpetition and
17 regardless of whether the returned items relate to prepetition or postpetition items or transfers.

18 15. Notwithstanding any other provision of this Final Order, any bank, including the
19 Cash Management Banks, may rely upon the representations of the Debtors with respect to
20 whether any check, draft, wire, or other transfer drawn or issued by the Debtors prior to the
21 Petition Date should be honored pursuant to any order of this Court, and any bank that honors a
22 prepetition check or other item drawn on any account that is the subject of this Final Order: (a) at
23 the direction of the Debtors; (b) in a good-faith belief that this Court has authorized such
24 prepetition check or item to be honored; or (c) as a result of a mistake made despite
25 implementation of customary handling procedures, shall not be deemed to be, nor shall be, liable
26 to the Debtors, their estates, or any other party on account of such prepetition check or other item
27 being honored postpetition, or otherwise deemed to be in violation of this Final Order. The
28 Debtors' Cash Management Banks shall not have any liability to any party for relying on such

1 directions of the Debtors. Further, the Cash Management Bank may rely, without a duty of
2 inquiry, upon the failure of the Debtors to issue a stop payment order with respect to any item,
3 whether such item is issued prepetition or postpetition, as a direction by the Debtors that such item
4 will be paid.

5 16. Any banks, including the Cash Management Banks, are further authorized, but not
6 obligated, to honor the Debtors' directions with respect to the opening and closing of any Bank
7 Account and accept and hold, or invest, the Debtors' funds in accordance with the Debtors'
8 instructions and the Debtors' Cash Management Banks shall not have any liability to any party for
9 relying on such directions.

10 17. The Debtors are authorized, but not directed, to continue performing under and
11 honoring their respective obligations, commitments, and transactions related to Intercompany
12 Transactions and Intercompany Claims in the ordinary course of business, consistent with
13 historical practice.

14 18. All postpetition Intercompany Transaction payments from a Debtor, other than
15 payments for goods or services in the ordinary course, that are authorized pursuant to this Final
16 Order are hereby accorded administrative expense status under section 503(b) of the Bankruptcy
17 Code.

18 19. In connection with the Intercompany Transactions, the Debtors shall continue to
19 maintain current records with respect to all transfers of cash so that all Intercompany Transactions
20 may be readily ascertained, traced, and properly recorded on intercompany accounts and shall
21 make such records available to the U.S. Trustee.

22 20. To the extent any other order is entered by the Court authorizing and/or directing
23 the Cash Management Banks to honor checks, drafts, ACH transfers, or other electronic funds
24 transfers or any other withdrawals made, drawn, or issued in payment of prepetition claims, the
25 obligations to honor such items shall be subject to this Final Order.

26 21. Nothing contained in the Motion or this Final Order shall be construed to (a) create
27 or perfect, in favor of any person or entity, any interest in cash of a Debtor that did not exist as of
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1 the Petition Date or (b) alter or impair the validity, priority, enforceability, or perfection of any
2 security interest or lien, in favor of any person or entity, that existed as of the Petition Date.

3 22. The Debtors are authorized to issue postpetition checks, or to effect postpetition
4 fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored
5 as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection
6 with the relief granted herein.

7 23. Notice of the Motion as provided therein shall be deemed good and sufficient
8 notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Bankruptcy
9 Rules are satisfied by such notice.


10 24. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final
11 Order are immediately effective and enforceable upon its entry.

12 25. The Debtors are authorized to take all actions necessary to effectuate the relief
13 granted in this Final Order.

14 26. This Court retains exclusive jurisdiction with respect to all matters arising from or
15 related to the implementation, interpretation, and enforcement of this Final Order.

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23 Date: May 25, 2023


Sandra R. Klein
United States Bankruptcy Judge