

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

SC HEALTHCARE HOLDING, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10443 (TMH)

(Jointly Administered)

**CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING
STIPULATION TO AMEND BRIEFING SCHEDULE FOR (1) MOTION OF X-
CALIBER FUNDING LLC TO EXCUSE RECEIVER'S COMPLIANCE WITH 11 U.S.C.
§ 543(a) & (b) AND (2) EMERGENCY MOTION OF X-CALIBER FUNDING LLC FOR
AN ORDER (I) DISMISSING THE SUBJECT CHAPTER 11 CASES OR
(II) FOR ABSTENTION**

The undersigned counsel certifies as follows:

As set forth in the stipulation (the "Stipulation") by and among (I) X-Caliber Funding LLC, in its capacity as servicer for U.S. Bank, N.A., as trustee of XCAL 2019-IL-1 MORTGAGE TRUST, as lender, ("X-Caliber"), (II) Subject Receivership Debtors² and (III) Lument Real Estate Capital LLC ("Lument"), a copy of which is attached as **Exhibit 1** to the proposed form of order (the "Proposed Order") attached hereto as **Exhibit A**, X-Caliber, on behalf of the Subject Receivership Debtors and Lument, respectively, requests that the Court enter the Proposed Order approving the Stipulation at its earliest convenience without further notice or hearing. The Stipulation was also shared with the Office of the United States Trustee for the District of Delaware

¹ The last four digits of SC Healthcare Holding, LLC's tax identification number are 2584. The mailing address for SC Healthcare Holding, LLC is c/o Petersen Health Care Management, LLC 830 West Trailcreek Dr., Peoria, IL 61614. Due to the large number of debtors in these Chapter 11 Cases, whose cases are being jointly administered, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information is available on a website of the Debtors' claims and noticing agent at www.kccllc.net/Petersen.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Stipulation.



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(the “U.S. Trustee”) prior to the filing of this certification of counsel, and the U.S. Trustee has advised X-Caliber’s undersigned counsel that it has no objection to entry of the Proposed Order.

Dated: April 10, 2024
Wilmington, Delaware

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EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SC HEALTHCARE HOLDING, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10443 (TMH)

(Jointly Administered)

**ORDER APPROVING STIPULATION TO AMEND BRIEFING SCHEDULE FOR (1)
MOTION OF X-CALIBER FUNDING LLC TO EXCUSE RECEIVER'S COMPLIANCE
WITH 11 U.S.C. § 543(a) & (b) AND (2) EMERGENCY MOTION OF X-CALIBER
FUNDING LLC FOR AN ORDER (I) DISMISSING THE SUBJECT CHAPTER 11
CASES OR (II) FOR ABSTENTION**

Upon consideration of the Certification of Counsel submitted by X-Caliber Funding LLC and that certain *Stipulation to Amend Briefing Schedule for (1) Motion of X-Caliber Funding, LLC to Excuse Receiver's Compliance with 11 U.S.C. § 543(a) & (b) and (2) Emergency Motion Of X-Caliber Funding LLC for an Order (I) Dismissing the Subject Chapter 11 Cases, (II) for Abstention or (III) To Appoint Receiver as Chapter 11 Trustee* (the "Stipulation"),² entered into by X-Caliber, Lument and the Subject Receivership Debtors, a copy of which is attached hereto as Exhibit 1; and the Court having determined that the Stipulation is in the best interests of the Subject Receivership Debtors, their beneficiaries, their estates, their creditors, and all parties in interest; and the Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012, (ii) venue is proper in this district pursuant to 28

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

U.S.C. § 1409, (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b), and (iv) notice of the Stipulation was adequate and appropriate under the particular circumstances;

IT IS HEREBY ORDERED THAT:

1. The Stipulation, attached hereto as **Exhibit 1**, is hereby APPROVED in its entirety, as if set forth fully in this Order.

2. The agreements memorialized in the Stipulation, and approved hereby, shall supersede applicable deadlines otherwise established in that certain *Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Granting Security Interests and Superpriority Administrative Expense Status, (III) Granting Adequate Protection to Certain Prepetition Secured Credit Parties, (IV) Modifying the Automatic Stay, (V) Authorizing the Debtors to Enter Into Agreements With JMB Capital Partners Lending, LLC, (VI) Authorizing Non-Consensual Use of Cash Collateral, (VII) Scheduling a Final Hearing, and (VIII) Granting Related Relief*.

3. The Court shall retain jurisdiction with regards to all matters arising from or related to the implementation or interpretation of this Order and the Stipulation.

Exhibit 1

(Stipulation)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SC HEALTHCARE HOLDING, LLC *et al.*

Debtors.¹

Chapter 11

Case No. 24-10443 (TMH)

Re. Dkt. Nos. 59, 60

**STIPULATION TO AMEND BRIEFING SCHEDULE FOR (1) MOTION OF X-CALIBER FUNDING LLC TO EXCUSE RECEIVER'S COMPLIANCE WITH 11 U.S.C. § 543(a) & (b) AND (2) EMERGENCY MOTION OF X-CALIBER FUNDING LLC FOR AN ORDER (I) DISMISSING THE SUBJECT CHAPTER 11 CASES OR
(II) FOR ABSTENTION**

X-Caliber Funding LLC, in its capacity as servicer for U.S. Bank, N.A., as trustee of XCAL 2019-IL-1 MORTGAGE TRUST, as lender ("X-Caliber") and the following debtors El Paso HCC, LLC; Flanagan HCC, LLC; Kewanee AL, LLC; Knoxville AL, LLC; Legacy Estates AL, LLC; Marigold HCC LLC; Monmouth AL LLC; Polo LLC; El Paso HCO, LLC; Flanagan HCO, LLC; CYE Kewanee HCO, LLC; CYE Knoxville HCO, LLC; Legacy HCO, LLC; Marigold HCO, LLC; CYE Monmouth HCO LLC; and Polo HCO, LLC (collectively, "Subject Receivership Debtors") hereby stipulate and agree as follows:

WHEREAS, on March 20, 2024, Subject Receivership Debtors filed their chapter 11 petitions with this Court;

WHEREAS, on March 21, 2024, Lender filed its (i) Emergency Motion for an Order (I) Dismissing the Subject Chapter 11 Cases, (II) For Abstention, or (III) Appointment of Receiver as

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the Chapter 11 Trustee (the “Motion to Dismiss”), (ii) Emergency Motion To Excuse Receiver’s Compliance with 11 U.S.C. § 543(a) & (b) (the “Motion to Prohibit Turnover” and together with the Motion to Dismiss, the “X-Caliber Motions”);

WHEREAS, the Court scheduled the X-Caliber Motions for hearing on April 23, 2024 and X-Caliber and Subject Receivership Debtors agreed that the X-Caliber Motions would be subject to a standard briefing schedule with objections filed by April 16, 2024 at 4:00 p.m. and a reply due by April 18, 2024 at 4:00 p.m.;

WHEREAS, on March 28, 2024, X-Caliber and Subject Receivership Debtors agreed that Mr. Campbell would sit for deposition on the afternoon of April 11, 2024 (at 1 p.m.), X-Caliber would issue document requests to Subject Receivership Debtors and receive production prior to the deposition; at that time, no other creditors or parties had served discovery or deposition requests;

WHEREAS, on April 8, 2024, Subject Receivership Debtors informed X-Caliber that on April 5, 2024 and thereafter, other creditors (including Lument) issued requests for documents and requested the deposition of Mr. Campbell with respect to *Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Granting Security Interests and Superpriority Administrative Expense Status, (III) Granting Adequate Protection to Certain Prepetition Secured Credit Parties, (IV) Modifying the Automatic Stay, (V) Authorizing the Debtors to Enter Into Agreements With JMB Capital Partners Lending, LLC, (VI) Authorizing Non-Consensual Use of Cash Collateral, (VII) Scheduling a Final Hearing, and (VIII) Granting Related Relief* (the “DIP Motion”) and that Debtors’ would not go forward with Mr. Campbell’s deposition on April 11.

WHEREAS, as a result of the foregoing, Debtors notified X-Caliber that they proposed consolidating Mr. Campbell’s deposition to address the X-Caliber Motions and the DIP Motion and hold such deposition for a full day on April 16;

WHEREAS, Debtors further offered to extend the briefing deadlines to accommodate the new deposition date;

WHEREAS, X-Caliber objected to the consolidated deposition and reserves its rights with respect to the cancellation of the scheduled April 11 deposition in the event Mr. Campbell cannot be fully deposed on the X-Caliber Motions at the consolidated deposition; the Subject Debtors also reserve all rights and defenses.

WHEREAS, Lender, Lument, and Subject Receivership Debtors' enter into this Stipulation to accommodate the rescheduled deposition date.

NOW THEREFORE, Lender and Subject Receivership Debtors stipulate to the following:

1. Subject Receivership Debtors shall file objections to the X-Caliber Motions by 4:00 p.m. (prevailing ET) on April 17, 2024 (the Debtors assume the Court reporter will be able to prepare an emergency rush transcript so the deposition transcript is available the morning of April 17); By April 15, 2024, at 12:00 p.m. central, Subject Receivership Debtors will provide to X-Caliber's counsel an outline with reasonable particularity of all the of the arguments that Subject Receivership Debtors intend to make in objecting to the X-Caliber Motions.

2. Subject Receivership Debtors shall make all reasonable efforts to produce all documents responsive to X-Caliber's document requests and Lument's document requests, subject to any of their objections thereto, by April 12, 2024 at 4:00 p.m. (prevailing CT).

3. Mr. Campbell shall sit for deposition on April 16, 2024 starting at 9:00 a.m. (prevailing CT) with respect to the X-Caliber Motions and the DIP Motion. Mr. Campbell will be presented to X-Caliber's counsel first, followed by Lument and any other participating creditors or other parties. X-Caliber's rights are reserved to re-notice Mr. Campbell's deposition if he cannot be fully examined

that day; Lument's rights are reserved to re-notice Mr. Campbell's deposition if he cannot be fully examined that day; and Debtors' rights to object thereto are reserved.

4. X-Caliber shall file any reply by 12:00 p.m. (prevailing ET) on April 22, 2024.

(Signature page to follow)

Dated: April 10, 2024

By: /s/ Paige B. Tinkham

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Dated: April 10, 2024

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