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12 **UNITED STATES BANKRUPTCY COURT**
13 **CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION**

14 In re

LEAD CASE NO.: 2:18-bk-20151-ER

15 VERITY HEALTH SYSTEM OF
CALIFORNIA, INC., *et al.*,
16 Debtors and Debtors in Possession.

CHAPTER: 11
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

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

**STATEMENT OF ISSUES ON APPEAL
AND DESIGNATION OF RECORD
[RELATED TO APPEAL OF AUGUST 14
ORDER, DOC. NO. 5504]**

Debtors and Debtors in Possession.



STATEMENT OF ISSUES ON APPEAL

Pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure, appellant Strategic Global Management, Inc. (“SGM” or “Appellant”), through its undersigned counsel of record, designates the following statement of issues on appeal of the Bankruptcy Court’s “*Order Confirming Modified Second Amended Joint Chapter 11 Plan (Dated July 2, 2020) of the Debtors, the Committee, and the Prepetition Secured Creditors*” [Doc. No. 5504] (the “Order”).¹

1. Did the Bankruptcy Court err in confirming a Plan that precludes SGM, an administrative claimant, from receiving full payment of its allowed administrative priority claim, contrary to the requirements of Bankruptcy Code § 1129(a)(9)(A)?

2. Did the Bankruptcy Court err in estimating SGM’s administrative claim at \$0, when (1) it lacked jurisdiction to rule on an issue related to proceedings pending in the District Court, and (2) it failed to provide SGM with notice or opportunity to be heard before making the estimation?

3. Did the Bankruptcy Court err in concluding that the Plan Proponents had complied with the requirements of 11 U.S.C. §§ 1129(a)(1), 1129(a)(9), and 11 U.S.C. § 1129(a)(11)?

4. Did the Bankruptcy Court err in confirming the Plan which eliminates any source of payment for a subsequently allowed administrative claim, while providing for full payment of claims of equal priority, and distribution to claims of lower priority?

5. Did the Bankruptcy Court err in approving releases, injunctions, exculpations, and “no recourse” provisions that are contrary to the standards established by applicable Ninth Circuit case law?

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¹ The Order confirmed the *Second Amended Joint Chapter 11 Plan of Liquidation (Dated July 2, 2020) of the Debtors, the Prepetition Secured Creditors, and the Committee*” [Doc. No. 4993] (“Plan”) proposed by the Debtors (defined below) and the other Plan proponents (collectively, the “Plan Proponents” or “Appellees”).

DESIGNATION OF THE RECORD

SGM designates the following items to be included in the record on appeal:

1. Unless otherwise indicated, each of the pleadings described below is based on the electronic docket in the jointly administered bankruptcy cases of Verity Health System of California, Inc. (“VHS”) and the above-referenced affiliated debtors (collectively, the “Debtors”); and has been filed on the electronic docket of VHS.

Filing Date	Docket No.	Docket Text
5/2/2019	2305	Notice of Filing of Final Asset Purchase Agreement and Schedules Re Motion for the Entry of (I) an Order (1) Approving Form of Asset Purchase Agreement for Stalking Horse Bidder and for Prospective Overbidders, and (2) Approving Auction Sale Format, Bidding Procedures and Stalking Horse Bid Protections [...] [Related to Docket Nos. 1279 and 1572] (Filed by Debtor Verity Health System of California, Inc.)
11/14/2019	3611	Order Granting “Debtors’ Emergency Motion for the Entry of an Order: (I) Enforcing the Order Authorizing the Sale to Strategic Global Management, Inc; (II) Finding that the Sale is Free and Clear of Conditions Materially Different than Those Approved by the Court; (III) Finding that the Attorney General Abused His Discretion in Imposing Conditions on that Sale; and (IV) Granting Related Relief” [Doc. 3188]
12/9/2019	3787	Order Approving Stipulation Between the Debtors and the California Department of Health Care Services re: Assumption and Assignment of Medi-Cal Provider Agreements to Strategic Global Management, Inc.
7/2/2020	4993	Second Amended Joint Chapter 11 Plan of Liquidation (Dated July 2, 2020) of the Debtors, the Prepetition Secured Creditors, and the Committee (Filed by Debtor Verity Health System of California, Inc.)
7/2/2020	4994	Disclosure Statement Describing Second Amended Joint Chapter 11 Plan of Liquidation (Dated July 2, 2020) of the Debtors, the Prepetition Secured Creditors, and the Committee (Filed by Debtor Verity Health System of California, Inc.)
7/2/2020	4997	Order Granting Joint Motion for an Order Approving: (I) Proposed Disclosure Statement; (II) Solicitation and Voting Procedures; (III) Notice and Objection Procedures for Confirmation of Amended Joint Plan; (IV) Setting Administrative Claims Bar Date; and (V) Granting Related Relief
7/27/2020	5197	Notice of Administrative Expense Claim by Strategic Global Management, Inc. (Filed by Interested Party Strategic Global Management, Inc.)

Filing Date	Docket No.	Docket Text
7/30/2020	5288	Objection of Strategic Global Management, Inc. to Confirmation of Second Amended Joint Chapter 11 Plan of Liquidation (Dated July 2, 2020) of the Debtors, the Prepetition Secured Creditors, and the Committee (Filed by Interested Party Strategic Global Management, Inc.)
8/5/2020	5385	Memorandum of Law in Support of Confirmation of Second Amended Joint Chapter 11 Plan (Dated July 2, 2020) of the Debtors, the Committee, and Prepetition Secured Creditors (Filed by Debtor Verity Health System of California, Inc.)
8/10/2020	5443	Notice of Certain Plan Supplements to the Second Amended Joint Chapter 11 Plan of Liquidation (Dated July 2, 2020) of the Debtors, the Prepetition Secured Creditors, and the Committee (Filed by Debtor Verity Health System of California, Inc.)
8/10/2020	5448	Strategic Global Management, Inc.'s Response to "Memorandum of Law in Support of Confirmation of the Second Amended Joint Chapter 11 Plan" (Filed by Interested Party Strategic Global Management, Inc.)
	5456	Debtors' (I) Request to Strike or, in the Alternative, Overrule Strategic Global Management, Inc.'s Unauthorized "Surreply" in Support of SGM's Confirmation Objection and (II) Response to Toyon Associates, Inc.'s Evidentiary Objections to the Declaration of Peter C. Chadwick in Support of the Confirmation Brief (Filed by Debtor Verity Health System of California, Inc.)
8/11/2020	N/A	Tentative Ruling Entered on August 11, 2020
8/12/2020	5468	Supplement Regarding (I) Resolution of AppleCare Confirmation Objection, (II) Redline of Modified Second Amended Joint Chapter 11 Plan of Liquidation (Dated July 2, 2020) of the Debtors, the Prepetition Secured Creditors, and the Committee; (III) Revised Confirmation Order; (IV) Redlined Confirmation Order; and (V) Updated Section 15.3 Exhibit to Confirmation Brief (Filed by Debtor Verity Health System of California, Inc.)
8/12/2020	5475	RULING: Hearing Held on August 12, 2020 at 10:00 a.m. re: Second Amended Joint Chapter 11 Plan of Liquidation (Dated July 2, 2020) of the Debtors, the Prepetition Secured Creditors, and the Committee
8/14/2020	5504	Order Confirming Modified Second Amended Joint Chapter 11 Plan of Liquidation (Dated July 2, 2020) of the Debtors, the Prepetition Secured Creditors, and the Committee

Filing Date	Docket No.	Docket Text
8/14/2020	5506	Limited Objection of Strategic Global Management, Inc. to Form of Order Confirming Modified Second Amended Joint Chapter 11 Plan of Liquidation (Dated July 2, 2020) of the Debtors, the Prepetition Secured Creditors, and the Committee (Filed by Interested Party Strategic Global Management, Inc.)
8/14/2020	5521	Debtors' Response to Limited Objection of Strategic Global Management, Inc. to Form of Order Confirming Modified Second Amended Joint Chapter 11 Plan of Liquidation (Dated July 2, 2020) of the Debtors, the Prepetition Secured Creditors, and the Committee (Filed by Debtor Verity Health System of California, Inc.)
8/20/2020	5552	Notice of Appeal and Statement of Election re: Order Confirming Modified Second Amended Joint Chapter 11 Plan of Liquidation (Dated July 2, 2020) of the Debtors, the Prepetition Secured Creditors, and the Committee (Filed by Interested Party Strategic Global Management, Inc.)
8/25/2020	5566	Order on Strategic Global Management, Inc.'s Objection to The Form of The Order Confirming The Modified Second Amended Plan
8/28/2020	6016	Debtors' Limited Response to Order on Strategic Global Management, Inc.'s Objection to the Form of the Order Confirming the Modified Second Amended Plan [Relates to Docket Nos. 5466, 5504, 5566] (Filed by Debtor Verity Health System of California, Inc.)
9/1/2020	6031	Response of Strategic Global Management, Inc. to Court's Preliminary Findings and Debtor's Limited Response to Order on Limited Objection to Form of Order Confirming the Modified Second Amended Joint Plan
8/12/2019	5540	Transcript Regarding Hearing Held August 12, 2020 (Remote Electronic Access to the Transcript is Restricted Until November 16, 2020) (No Image Available)

2. Reporter's Transcript(s) for the following date(s):

August 12, 2020

Dated: September 10, 2020

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.

By: /s/ Gary E. Klausner

Gary E. Klausner
Philip A. Gasteier
Jeffrey S. Kwong

1 Dated: September 10, 2020 BARNES & THORNBURG LLP

2 By: /s/ Kevin D. Rising

3 Kevin D. Rising
4 L. Rachel Lerman
5 Joel R. Meyer
6 Counsel for Strategic Global Management, Inc.

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PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is 10250 Constellation Boulevard, Suite 1700, Los Angeles, CA 90017.

A true and correct copy of the foregoing document entitled **STATEMENT OF ISSUES ON APPEAL AND DESIGNATION OF RECORD [RELATED TO APPEAL OF AUGUST 14 ORDER, DOC. NO. 5504]** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On **September 10, 2020**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

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

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2. **SERVED BY UNITED STATES MAIL:** On September 10, 2020, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

3. **SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on September 10, 2020, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

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

September 10, 2020
Date

Lourdes Cruz
Printed Name

/s/ Lourdes Cruz
Signature

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