

So Ordered.

Docket #2855 Date Filed: 2/28/2023

Dated: February 28th, 2023



**Whitman L. Holt**  
**Bankruptcy Judge**

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**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF WASHINGTON**

<p>IN RE:  ASTRIA HEALTH,  Remaining Debtor.</p>	<p><del>Chapter 11</del>  Case No. 19-01189-WLH11  <b>EX PARTE ORDER APPROVING STIPULATION RESOLVING CLAIM OF SARA WILLIAMSON</b></p>
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**EX PARTE ORDER APPROVING  
STIPULATION**

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Phone: (973) 643-7000

SCHWEET LINDE &  
ROSENBLUM, PLLC  
575 S. Michigan St.  
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1 This matter came before the court on the *Ex Parte Motion to Approve*  
2 *Stipulation Resolving Claim of Sara Williamson* ~~[Dkt.]~~ (the “Motion”), brought  
3 by Steven D. Sass, LLC, as GUC Distribution Trustee.

4 This court has found that it has jurisdiction over this matter pursuant to 28  
5 U.S.C. §§ 157 and 1334 and has authority to enter a final order consistent with  
6 Article III of the United States Constitution; that venue of this proceeding and the  
7 Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and that  
8 ~~the~~ no notice of the Motion is required. Having reviewed the Motion and all  
9 documents filed in support of or opposition thereto or relating thereto; and upon  
10 the record in this matter; and after due deliberation thereon; and this court having  
11 determined that just cause has been established for the relief granted herein, it is  
12 hereby **ORDERED** as follows:

- 13 1. The Motion ~~[ECF No. 2852]~~ is granted.
- 14 2. The Stipulation, attached hereto as **Exhibit A**, and terms therein are  
15 approved.
- 16 3. Sara Williamson’s claim is allowed as a general unsecured claim in the  
17 amount of \$9,231.60.
- 18 4. The official claims register shall be modified in accordance with this ~~Order~~.
- 19 5. All rights of the GUC Distribution Trustee and the Reorganized Debtors to  
20 object to any claim at a later date on any basis are reserved and preserved.

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- 1 6. All rights of the GUC Distribution Trustee and Reorganized Debtors to use  
2 any available defenses, under section 502 of the Bankruptcy Code or  
3 otherwise, and to set off or recoup against, or otherwise reduce all or any part  
4 of, any claim are reserved and preserved.
- 5 7. The terms and conditions of this Order shall be effective and enforceable  
6 immediately upon its entry.
- 7 8. The GUC Distribution Trustee and all other parties are authorized to take all  
8 actions necessary to effectuate the relief granted in this Order.
- 9 9. This court shall retain jurisdiction over all affected parties with respect to any  
10 matters, claims, or rights arising from or related to the implementation and  
11 interpretation of this Order.

12 //End of Order//

13 Presented by:

14 SCHWEET LINDE & ROSENBLUM, PLLC

15 /s/Michael M. Sperry

16 Michael M. Sperry, WSBA #43760

17 *Attorneys for Steven D Sass LLC, in its*  
18 *Capacity as GUC Distribution Trustee*

19  
20  
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EXHIBIT A - Stipulation

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Honorable Whitman L. Holt

6  
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10 *Co-Counsel to Steven D Sass LLC,*  
*as GUC Distribution Trustee*

11  
12 **UNITED STATES BANKRUPTCY COURT**  
13 **EASTERN DISTRICT OF WASHINGTON**

14 IN RE: 15 ASTRIA HEALTH, 16 Remaining Debtor.	Chapter 11 Case No. 19-01189-11 <b>STIPULATION RESOLVING CLAIM OF SARA WILLIAMSON</b>
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17 This stipulation (the "Stipulation") by and between: (i) Steven D Sass LLC, as  
18 GUC Distribution Trustee (the "GUC Distribution Trustee") of the GUC  
19 Distribution Trust, and (ii) Sara Williamson ("Williamson", and together with the

20 **STIPULATION RESOLVING CLAIM**  
21 **OF SARA WILLIAMSON**

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1 GUC Distribution Trustee, the “Parties”), resolves all claims asserted or assertable  
2 by Williamson against the debtors, their estates, and/or the GUC Distribution Trust  
3 in the above referenced chapter 11 cases the “Chapter 11 Cases”) of Astria Health  
4 and its previously affiliated debtors (the “Debtors”).

5  
6 **RECITALS**

7 **WHEREAS**, on May 6, 2019 (the “Petition Date”), the Debtors commenced  
8 these Chapter 11 Cases by filing voluntary petitions for relief under chapter 11 of  
9 title 11 of the United States Code (the “Bankruptcy Code”) in the United States  
10 Bankruptcy Court for the Eastern District of Washington (the “Bankruptcy Court”),  
11 which cases are jointly administered under Case No. 19-01189-11;

12 **WHEREAS**, on December 23, 2020, the Court entered an order confirming  
13 the Modified Second Amended Joint Chapter 11 Plan of Reorganization of Astria  
14 Health and Its Debtor Affiliates [Docket No. 2196] (the “Plan”);

15 **WHEREAS**, the Plan became effective in accordance with its terms on  
16 January 15, 2021 [Docket No. 2264];

17  
18 **WHEREAS**, the Plan provides for, among other things, the appointment of  
19 Steven D Sass LLC as the GUC Distribution Trustee and grants the GUC Distribution  
20 Trustee authority, subject to certain procedural requirements set forth in the Plan, to

21 **STIPULATION RESOLVING CLAIM  
OF SARA WILLIAMSON**

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1 file objections to and settle disputes regarding General Unsecured Claims (See Plan  
2 Sections III(F)(1)(2) and (M));

3           **WHEREAS**, the Plan further provides that except as otherwise set forth in the  
4 Plan or ordered by the Court, “all assets and all liabilities of each of the Debtors shall  
5 be deemed merged or treated as though they were merged into and with the assets  
6 and liabilities of each other,” and “each and every Claim filed or to be filed in any of  
7 the Chapter 11 Cases shall be treated as if filed against the consolidated Debtors and  
8 shall be treated [as] one Claim against and obligation of the consolidated Debtors”)  
9 (see Plan, Section II(B));

10           **WHEREAS**, on July 20, 2020, Williamson filed a proof of claim in the  
11 amount of \$9,231.60 against Astria Health, identified on the Debtors’ claims register  
12 as claim 608, which claim was allegedly entitled to priority treatment under section  
13 507(a)(4) of the Bankruptcy Code (the “Williamson Claim”);

14           **WHEREAS**, on December 27, 2022, the GUC Distribution Trustee filed the  
15 Third Omnibus Claims Objection [Docket No. 2813], which included an objection to  
16 the Williamson Claim;

17           **WHEREAS**, the Parties have engaged in good faith, arm’s-length discussions  
18 regarding the Williamson Claim and agreed to resolve and stipulate its allowance and  
19 treatment in these Chapter 11 Cases according to the terms of this Stipulation;

20  
21 **STIPULATION RESOLVING CLAIM  
OF SARA WILLIAMSON**

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EXHIBIT A - Stipulation

1 NOW, THEREFORE, for good and valuable consideration, including the  
2 mutual covenants of this Stipulation, the receipt and sufficiency of which are hereby  
3 acknowledged, the Parties agree and stipulate as follows:

4 1. Recitals. Each of the foregoing paragraphs is incorporated into this  
5 paragraph 1 by reference.

6 2. Allowance of Claim. Upon the date of the entry of an order approving  
7 this Stipulation by the Bankruptcy Court (the "Stipulation Effective Date"), the  
8 following claim shall be allowed, as set forth below, for all purposes in these Chapter  
9 11 Cases (the "Allowed Claim"), including for purposes of treatment under and  
10 distribution pursuant to the Plan:  
11

<u>Claim Number</u>	<u>Debtor</u>	<u>Claim Amount</u>	<u>Classification</u>
608	Astria Health	\$9,231.60	General Unsecured (Class 4)

12 3. Disallowance of Superseded Claims. Upon the Stipulation Effective  
13 Date, any and all claims or requests for payment of any kind or nature that  
14 Williamson has or could have asserted against the Debtors or the GUC Distribution  
15 Trust, other than the Allowed Claim, shall automatically be deemed disallowed and  
16 expunged in their entirety. For the avoidance of doubt, Williamson (i) shall not have  
17 any allowed claims in these Chapter 11 Cases other than the Allowed Claim and (ii)  
18 shall not be entitled to any distribution under the Plan or otherwise (including from  
19  
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21 **STIPULATION RESOLVING CLAIM  
OF SARA WILLIAMSON**

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1 the GUC Distribution Trustee) in these Chapter 11 Cases other than on account of  
2 the Allowed Claim.

3 4. Claims Register. Upon the Stipulation Effective Date, the Parties  
4 request that the official claims register of these cases be revised to reflect the claim  
5 reduction and allowance, and disallowances, as described above.

6 5. Authority to Execute. Each person who executes this Stipulation  
7 represents that they are duly authorized to execute this Stipulation on behalf of their  
8 respective Party hereto and that such Party has full knowledge of and has consented  
9 to the terms of this Stipulation.

10 6. Entire Agreement. This Stipulation contains the entire agreement  
11 between the Parties with respect to the subject matter of this Stipulation and  
12 supersedes any and all prior agreements and undertakings between the Parties. This  
13 Stipulation may be executed in counterparts, which counterparts may be delivered by  
14 facsimile or electronic mail, and it shall not be necessary that the signature of or on  
15 behalf of each Party appear on each counterpart, but it shall be sufficient that the  
16 signature of or on behalf of each Party, or that the signature of the persons required  
17 to bind each Party, appear on one or more such counterparts. All such counterparts  
18 when taken together shall constitute a single and legally binding agreement.  
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21 **STIPULATION RESOLVING CLAIM  
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1           7.    Binding Nature. This Stipulation is binding upon and inures to the  
2 benefit of the Parties and their respective predecessors, successors, and assigns.

3           8.    Due Diligence. The Parties acknowledge and understand that they are  
4 executing and delivering this Stipulation with full knowledge of any and all rights  
5 which they may have with respect to the matters resolved by this Stipulation. The  
6 Parties acknowledge that they were, or had an opportunity, to be represented by  
7 counsel of their choosing to the extent they desired before executing and delivering  
8 this Stipulation in order to review this document and the matters it resolves, and that  
9 each such Party and counsel (if applicable) had reasonable and sufficient time to do  
10 so.

11           9.    Modification. This Stipulation may not be modified, altered, amended,  
12 or vacated other than by a signed writing executed by the Parties.

13           10. Jurisdiction. The Bankruptcy Court shall have exclusive jurisdiction  
14 over any and all disputes and all other matters arising out of or relating to the  
15 interpretation, implementation or enforcement of this Stipulation.

16           11. Interpretation. In the event of any ambiguity or question of intent or  
17 interpretation, this Stipulation shall be construed as if drafted jointly by the Parties  
18 and no presumption or burden of proof shall arise favoring or disfavoring any Party  
19 by virtue of the authorship of any of the provisions of this Stipulation.

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1 12. Headings. The headings utilized in this Stipulation are designed for the  
2 sole purpose of facilitating ready reference to the subject matter of this Stipulation.  
3 Said headings shall be disregarded when resolving any dispute concerning the  
4 meaning or interpretation of any language contained in this Stipulation.

5 13. Notice. No further notice of this Stipulation is required.

6  
7 14. Fees and Expenses. Each Party to this Stipulation shall bear its own  
8 legal fees and expenses with respect to this Stipulation and any and all matters related  
9 thereto.

10 **STIPULATED AND AGREED TO BY:**

11 GUC DISTRIBUTION TRUSTEE  
12 Steven D Sass LLC  
Clarksville, MD 21029

SARA WILLIAMSON  
1400 Richmond Drive Northeast  
Albuquerque, NM 87106

13 By: /s/ Steven D. Sass  
14 Steven D. Sass

By: Sara Williamson  
15 Sara Williamson (Feb 28, 2023 10:09 PST)  
16 Sara Williamson

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# AstriaGUC.Williamson - Stipulation FINAL

Final Audit Report

2023-02-28

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