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Proposed Attorneys for the Chapter 11 Debtors and Debtors In Possession

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

<p>In re:</p> <p>ASTRIA HEALTH, <i>et al.</i>,</p> <p style="padding-left: 100px;">Debtors and Debtors in Possession.¹</p>	<p>Chapter 11 Lead Case No. 19-01189-11 Jointly Administered</p> <p>GENERAL GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY AND DISCLAIMERS REGARDING THE DEBTORS' SCHEDULES OF ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS</p>
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¹ The Debtors, along with their case numbers, are as follows: Astria Health (19-01189-11), Glacier Canyon, LLC (19-01193-11), Kitchen and Bath Furnishings, LLC (19-01194-11), Oxbow Summit, LLC (19-01195-11), SHC Holdco, LLC (19-01196-11), SHC Medical Center - Toppenish (19-01190-11), SHC Medical Center - Yakima (19-01192-11), Sunnyside Community Hospital Association (19-01191-11), Sunnyside Community Hospital Home Medical Supply, LLC (19-01197-11), Sunnyside Home Health (19-01198-11), Sunnyside Professional Services, LLC (19-01199-11), Yakima Home Care Holdings, LLC (19-01201-11), and Yakima HMA Home Health, LLC (19-01200-11).

GLOBAL NOTES

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I.

**GENERAL GLOBAL NOTES AND STATEMENT OF LIMITATIONS,
METHODOLOGY AND DISCLAIMERS REGARDING THE DEBTORS'
SCHEDULES OF ASSETS AND LIABILITIES AND STATEMENTS OF
FINANCIAL AFFAIRS**

On May 6, 2019 (the "Petition Date"), Astria Health, a Washington nonprofit public benefit corporation ("Astria"), and the above-referenced affiliated debtors and debtors in possession (the "Debtors") in these chapter 11 cases (the "Chapter 11 Cases"), filed a voluntary petition under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").² The Debtors continue to operate their businesses and manage their properties as debtors and debtors in possession, pursuant to §§ 1107(a) and 1108. The Chapter 11 Cases are being jointly administered under lead case number 19-01189-11 in the United States Bankruptcy Court for the Eastern District of Washington (the "Bankruptcy Court").

The Schedules of Assets and Liabilities (the "Schedules") and the Statements of Financial Affairs (the "SOFAs") filed by the Debtors in the Bankruptcy Court were prepared pursuant to § 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") by the Debtors' management, with the assistance of their advisors and professionals, with unaudited information available as of the Petition Date. The Schedules and SOFAs do not purport to represent

² All references to "sections" or "§" herein are to sections of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532.

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financial statements prepared in accordance with generally accepted accounting principles in the United States (“GAAP”), and they are not intended to be fully reconciled to the Debtors’ financial statements.

The Schedules and SOFAs have been signed by an authorized representative of each of the Debtors. In reviewing and signing the Schedules and SOFAs, these representatives relied upon the efforts, statements and representations of the Debtors’ personnel and their advisors and professionals. These authorized representatives have not (and could not have) personally verified the accuracy of each such statement and representation, including, for example, statements and representations concerning amounts owed to creditors and their addresses.

These General Global Notes and Statement of Limitations, Methodology and Disclaimer Regarding Debtors’ Schedules of Assets and Liabilities and Statement of Financial Affairs (the “General Notes”) are incorporated by reference in, and comprise an integral part of, each of the Debtors’ Schedules and SOFAs, and should be referred to and reviewed in connection with any review of the Schedules and SOFAs.

II.

GENERAL NOTES

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3 1. **Reservation of Rights.** The Debtors’ Chapter 11 Cases are large and
4 complex. Although management of the Debtors, with the assistance of their
5 advisors and professionals, have made every reasonable effort to ensure that the
6 Schedules and SOFAs are as accurate and complete as possible, based on the
7 information that was available to them at the time of preparation, subsequent
8 information or discovery may result in material changes to these Schedules and
9 SOFAs, and inadvertent errors or omissions may have occurred. Because the
10 Schedules and SOFAs contain unaudited information, which is subject to further
11 review, verification, and potential adjustment, these Schedules and SOFAs may be
12 inaccurate and/or incomplete.

13 2. **No Waiver.** Nothing contained in the Schedules and SOFAs or these
14 General Notes shall constitute an admission or a waiver of any of the Debtors’ rights
15 to assert any claims or defenses. For the avoidance of doubt, listing a claim on
16 Schedule D as “secured,” on Schedule E/F as “priority,” on Schedule E/F as
17 “unsecured nonpriority,” or listing a contract or lease on Schedule G as “executory”
18 or “unexpired,” does not constitute an admission by the Debtors of the legal rights
19 of the claimant, or a waiver of the Debtors’ right to recharacterize or reclassify such
20 claim or contract. Any failure to designate a claim on the Debtors’ Schedules and
21 SOFAs as “disputed,” “contingent,” or “unliquidated” does not constitute an

1 admission by the Debtors that such amount is not “disputed,” “contingent” or
2 “unliquidated.” The Debtors reserve all of their rights to dispute, or to assert offsets
3 or defenses to, any claim reflected on the Schedules and SOFAs as to amount,
4 liability, priority, secured or unsecured status, classification or any other grounds or
5 to otherwise subsequently designate any claim as “contingent,” “unliquidated” or
6 “disputed.” The Debtors reserve all of their rights to amend their Schedules and
7 SOFAs as necessary and appropriate, including, but not limited to, with respect to
8 claim description and designation.

9 **3. Reporting Date.** The asset information provided herein, except as
10 otherwise noted, represents the asset data of the Debtor as of April 30, 2019 and the
11 liability information provided herein, except as otherwise noted, represents the
12 liability data of the Debtor as of April 30, 2019.

13 **4. Confidentiality.** Specific disclosure of certain claims, names, addresses
14 or amounts may be subject to certain disclosure restrictions contained in the Health
15 Insurance Portability and Accountability Act of 1996 (“HIPAA”), or otherwise, and
16 in any event, are of a particularly personal and private nature. To the extent the
17 Debtors believe a claim, name, address or amount falls under the purview of HIPAA
18 or includes information that is personal or private in nature, such claims, name,
19 address or amount (as applicable) are not included in these Schedules and SOFAs.

20 **5. Estimates and Assumptions.** The preparation of the Schedules and
21 SOFAs required the Debtors to make estimates and assumptions that affected the

1 reported amounts of assets and liabilities, the disclosure of contingent assets and
2 liabilities and the reported amounts of revenue and expense. Actual results could
3 differ materially from these estimates.

4 **6. Asset Presentation and Valuation.** The Debtors do not have current
5 market valuations for all of their assets. It would be prohibitively expensive, unduly
6 burdensome and an inefficient use of estate resources for the Debtors to obtain
7 current market valuations for all of their assets. Wherever possible, unless
8 otherwise indicated, book values are as of the April 30, 2019, inclusive of any
9 applicable depreciation. When necessary, the Debtors have indicated that the value
10 of certain assets is “Unknown” or “Undetermined.” Amounts ultimately realized
11 may vary from whatever value was ascribed and such variance may be material.
12 Accordingly, the Debtors reserve all of their rights to amend, supplement, or adjust
13 the value of each asset set forth herein. Also, goods received by the Debtors within
14 20 days of the Petition Date are subject to use and depletion and may not have been
15 on hand on the Petition Date.

16 **7. Liabilities.** Certain of the liabilities are scheduled unknown, contingent
17 and/or unliquidated at this time. Accordingly, the Schedules and the SOFAs do not
18 accurately reflect the aggregate amount of the Debtors’ total liabilities.

19 **8. Accounts Payable and Disbursements System.** The financial affairs
20 and business of the Debtors are complex. The Debtors use a centralized cash
21 management system to collect and transfer funds from numerous sources and

1 accounts and disburse funds to satisfy obligations arising from the daily operation of
2 their business as well as invest funds pursuant to the Debtors' investment guidelines,
3 making payments on behalf of each other and their nondebtor subsidiaries and
4 affiliates through cash accounts in the cash management system. Generally these
5 payments will result in an intercompany balance on the Debtors' books and records.

6 **9. Intercompany Transactions.** Prior to the Petition Date (and
7 subsequent to the Petition Date pursuant to Bankruptcy Court approval), the Debtors
8 routinely engaged (and continue to engage) in intercompany transactions with both
9 Debtors and nondebtor subsidiaries and affiliates. These intercompany transactions
10 are not included in the respective Debtor entities' Schedules and SOFAs. The
11 Debtors each reserve all rights with respect to claims against and debts owed to
12 other Debtors.

13 **10. Recharacterization.** The Debtors have made reasonable efforts to
14 characterize, classify, categorize or designate the claims, assets, executory contracts,
15 unexpired leases and other items reported in the Schedules and SOFAs correctly.
16 Due to the complexity and size of the Debtors' businesses, however, the Debtors
17 may have improperly characterized, classified, categorized or designated certain
18 items. Further, the designation of a category is not meant to be wholly inclusive or
19 descriptive of the rights or obligations represented by such item.

20 **11. Undetermined or Unknown Amounts.** The description of an amount
21 as "Undetermined" or "Unknown" is not intended to reflect upon the materiality of

1 such amount. Certain amounts may be clarified over the period of the bankruptcy
2 proceedings and certain amounts may depend on contractual obligations to be
3 assumed or rejected as part of a sale in a bankruptcy proceeding under § 363.

4 **12. Bankruptcy Court First-Day Orders.** The Bankruptcy Court has
5 entered certain orders (the “Orders”) authorizing the Debtors to pay various
6 outstanding prepetition claims, including, but not limited to, payments relating to
7 employee compensation and benefits. In general, claims paid pursuant to the Orders
8 are not reflected in the Schedules and SOFAs.

9 **13. Contingent Assets and Causes of Action.** Despite their reasonable
10 efforts to identify all known assets, the Debtors may not have listed all of their
11 causes of action or potential causes of action against third parties as assets in their
12 Schedules and SOFAs, including, but not limited to, avoidance actions arising under
13 chapter 5 of the Bankruptcy Code and actions under other relevant non-bankruptcy
14 laws to recover assets. The Debtors reserve all of their rights with respect to any
15 claims, causes of action, or avoidance actions they may have, and neither these
16 General Notes nor the Schedules and SOFAs shall be deemed a waiver of any such
17 claims, causes of actions, or avoidance actions or in any way prejudice or impair the
18 assertion of such claims. The value of any claim against a collection party is an
19 estimate and held by all operating Debtors.

20 The Debtors may also possess contingent and unliquidated claims against
21 affiliated entities (both Debtor and nondebtor) for various financial accommodations

1 and similar benefits they have extended from time to time, including, but not limited
2 to, contingent and unliquidated claims for contribution, reimbursement, and/or
3 indemnification arising from various contractual agreements. Additionally, prior to
4 the relevant Petition Date, each Debtor, as plaintiff, may have commenced various
5 lawsuits in the ordinary course of its business against third parties seeking monetary
6 damages for business-related losses and/or other forms of relief. Refer to each
7 SOFA Question #7, for lawsuits commenced prior to the relevant Petition Date in
8 which the Debtor was a plaintiff.

9 **14. Certain Funds Not Property of the Debtors' Estates.** The Debtors
10 received certain donations, testamentary or otherwise, which were provided subject
11 to restrictions (contractual or otherwise) on the use of such funds. These funds may
12 not be property of the Debtors' estates, and, as a consequence, the Debtors have not
13 listed any of the donors or grantors that may have an interest in these funds as
14 creditors of their estates in the Schedules and SOFAs.

15 **15. Unknown Addresses.** The Debtors have made and continue to make
16 their best efforts to collect all addresses for all parties in interest; not all addresses
17 for parties on these Schedules and SOFAs have been obtained. The Debtors
18 continue to pursue complete notice information and will provide updated
19 information as reasonable practicable.

20 **16. General Conventions Relating to the Schedules.** The Debtors adopted
21 the following conventions in connection with the preparation of the Schedules:

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- a. Schedule A/B. The Debtors’ assets on Schedule A/B are listed at book value based on the Debtors’ reasonable best efforts as of April 30, 2019, and may not necessarily reflect the market or recoverable value of these assets as of the Petition Date. As such, the balances presented in Schedule A/B are subject to further revision and change.

- b. Schedule D. The descriptions provided on Schedule D are intended only as a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of any liens. Nothing in these Global Notes or in the Schedules and SOFAs shall be deemed a modification or interpretation of the terms of such agreements or related documents. To the extent the value of the collateral securing a claim listed on Schedule D is insufficient to satisfy the full amount such claim, the holder of such undersecured claim will have an unsecured deficiency claim against the Debtors for the remaining amount. Such unsecured deficiency claims are not listed on Schedule E/F.

The general capital structure of the Debtors as of the Petition Date is as follows:

Sunnyside Community Hospital Association (“Sunnyside”) was indebted to Banner Bank in the approximate principal amount of \$10.6 million and provided Banner Bank a first priority lien (the “Banner Bank Liens”) on all personal property and certain real property of Sunnyside (the “Banner Bank Collateral”).

MidCap Financial Trust was owed \$10.7 million and had a first priority lien (the “MidCap Liens”) on accounts receivable of SHC Medical Center - Toppenish (“Toppenish”) and SHC Medical Center - Yakima (“Yakima”) as well as certain other assets of SHC Holdco, LLC, Yakima, Toppenish, Yakima Home Care Holdings, LLC, and Yakima HMA Home Health, LLC (the “MidCap Collateral”).

Lapis Advisers, LP was owed \$10 million in principal and \$300,000 in interest and held a lien on all assets of the Debtors (the “Lapis Liens”).

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UMB Bank, N.A. was owed \$35,400,000 in principal and \$885,000 in interest and held a lien on all assets of the Debtors (the “UMB Liens”).

The Lapis Liens and the UMB Liens were subject to and subordinate only to the Banner Bank Liens on the Banner Bank Collateral, the MidCap Liens on the MidCap Collateral and valid and perfected purchase money security interests of record.

- c. Schedule E/F. The Debtors have made reasonable efforts to report all priority and general unsecured claims against the Debtors on Schedule E/F based on the Debtors’ books and records as of the Petition Date. The claims listed on Schedule E/F arose or were incurred on various dates. In certain instances, the date on which a claim arose may be unknown or subject to dispute. Although reasonable efforts have been made to determine the date upon which claims listed on Schedule E/F were incurred or arose, fixing that date for each claim on Schedule E/F would be unduly burdensome and cost prohibitive and, therefore, the Debtors have not listed a date for each claim listed on Schedule E/F.

Certain tax claims are, or may in the future be, subject to audit, and the Debtors are unable to determine with certainty the amount of certain tax claims listed on Schedule E/F. Therefore, the Debtors have listed such claims as “Unliquidated” in amount, pending final resolution of any ongoing or future audits or outstanding issues. In addition, there may be other contingent, unliquidated claims from state and local taxing authorities, not all of which are listed.

The listing of any priority claim on Schedule E/F does not constitute an admission by the Debtors that such claim is entitled to priority treatment under § 507. The Debtors reserve the right to take the position that any claim listed on Schedule E/F is not entitled to priority.

Schedule E/F also contains the information available to the Debtors as of the Petition Date regarding pending litigation involving the Debtors. The inclusion of any legal action in the Schedules and SOFAs does not constitute an admission by the

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Debtors of any liability, the validity of any litigation, the amount of any potential claim that may result with respect to any legal action, or the amount and treatment of any potential claim resulting from any legal action currently pending or that may arise in the future.

Schedule E/F does not include certain deferred liabilities, accruals, or general reserves. Such amounts are general estimates and do not represent specific claims as of the Petition Date for each respective Debtor.

In the ordinary course of business, the Debtors generally receive invoices for goods and services after the delivery of such goods or services. As of the filing of the Schedules and SOFA, the Debtors have not received all invoices for payables, expenses, or liabilities that may have accrued before the Petition Date. Accordingly, the information contained in Schedules E/F may be incomplete. The Debtors reserve the right, but are not required, to amend Schedule E/F if and as it receives such invoices. The claims of individual creditors are generally listed at the amounts recorded on the Debtors' books and records and may not reflect credits or allowances due from the creditor. The Debtors reserve all of their rights concerning credits or allowances.

d. Schedule G. While reasonable efforts have been made to ensure the accuracy of the Schedule of Executory Contracts and Unexpired Leases, inadvertent errors or omissions may have occurred. The Debtors hereby reserve all of their rights to dispute the validity, status or enforceability of any contract, agreement or lease set forth on Schedule G and to amend or supplement such Schedule as necessary. The contracts, agreements and leases listed on Schedule G may have expired or may have been modified, amended or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letter and other documents, instruments and agreements which may not be listed therein. Certain of the executory agreements may not have been memorialized and could be subject to dispute. The Debtors reserve all of their rights, claims and causes of action with respect to the contracts and agreements listed on these Schedules and SOFAs, including

1 the right to dispute or challenge the characterization or the
2 structure of any transaction, document or instrument.

- 3 e. Schedule H. Codefendants in litigation matters involving the
4 Debtors are not listed in Schedule H.

5 **17. General Conventions Relating to the SOFAs.** The Debtors adopted
6 the following conventions in connection with the preparation of the SOFAs:

- 7 a. SOFA Question 2. Interest income includes interest earned on
8 loans, investment securities, escrow balances, and other interest-
9 earning assets.
- 10 b. SOFA Question 4. Certain insiders of the Debtors are employed
11 and paid by nondebtor AHM, Inc. (“AHM”) but provide
12 management services to the Debtors. Transfers from AHM to
13 these insiders are not listed in SOFA Question 4.
- 14 c. SOFA Question 5. The Debtors are unaware of any
15 repossessions, foreclosures or returns other than returns of
16 damaged or defective goods to vendors in the ordinary course of
17 business.
- 18 d. SOFA Question 11. All payments related to bankruptcy were
19 made by Astria on behalf of itself and its Debtor affiliates and
20 are reflected in Astria’s response.
- 21 e. SOFA Question 19d. The Debtors provide various financial
statements in the ordinary course of their business to parties for
business, statutory, credit financing and other reasons. Past
recipients of financial statements include regulatory agencies,
financial institutions, vendors and other parties, as requested. In
the ordinary course of their businesses, the Debtors have not
maintained records of the entities the Debtors have provided with
financial statements.

III.

CONCLUSION

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3 **18. Limitation of Liability.** The Debtors and their officers, employees,
4 agents, attorneys, and financial advisors do not guarantee or warrant the accuracy or
5 completeness of the data that is provided herein and shall not be liable for any loss
6 or injury arising out of or caused, in whole or in part, by the acts, errors, or
7 omissions, whether negligent or otherwise, in procuring, compiling, collecting,
8 interpreting, reporting, communicating, or delivering the information contained
9 herein. The Debtors and their officers, employees, agents, attorneys, and financial
10 advisors expressly do not undertake any obligation to update, modify, revise, or re-
11 categorize the information provided herein or to notify any third party should the
12 information be updated, modified, revised or recategorized. In no event shall the
13 Debtors or their officers, employees, agents, attorneys, and financial advisors be
14 liable to any third party for any direct, indirect, incidental, consequential, or special
15 damages (including, but not limited to, damages arising from the disallowance of a
16 potential claim against the Debtors or damages to business reputation, lost business,
17 or lost profits), whether foreseeable or not and however caused.

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Dated: June 19, 2019

/s/ Sam J. Alberts
SAMUEL R. MAIZEL (Admitted *Pro Hac Vice*)
SAM J. ALBERTS (WSBA #22255)
DENTONS US LLP

JAMES L. DAY (WSBA #20474)
BUSH KORNFELD LLP

*Proposed Attorneys for the Chapter 11 Debtors
and Debtors In Possession*

Fill in this information to identify the case:

Debtor name SHC Holdco, LLC
 United States Bankruptcy Court for the: Eastern District of WA
(State)
 Case number (if known): 19-01196-11

Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/16

The debtor must answer every question. 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 case number (if known).

Part 1: Income

1. Gross revenue from business

None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date: From _____ to Filing date
MM / DD / YYYY

Operating a business
 Other _____

\$ _____

For prior year: From _____ to _____
MM / DD / YYYY

Operating a business
 Other _____

\$ _____

For the year before that: From _____ to _____
MM / DD / YYYY

Operating a business
 Other _____

\$ _____

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

None

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

From the beginning of the fiscal year to filing date: From _____ to Filing date
MM / DD / YYYY

_____ \$ _____

For prior year: From _____ to _____
MM / DD / YYYY

_____ \$ _____

For the year before that: From _____ to _____
MM / DD / YYYY

_____ \$ _____

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	\$ _____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____
3.2. Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	\$ _____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. Insider's name _____ Street _____ City _____ State _____ ZIP Code _____ Relationship to debtor _____	_____	\$ _____	_____
4.2. Insider's name _____ Street _____ City _____ State _____ ZIP Code _____ Relationship to debtor _____	_____	\$ _____	_____

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

None

Creditor's name and address	Description of the property	Date	Value of property
5.1. Creditor's name Street City State ZIP Code			\$
5.2. Creditor's name Street City State ZIP Code			\$

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
Creditor's name Street City State ZIP Code			\$
Last 4 digits of account number: XXXX- _____			

Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

None

Case title	Nature of case	Court or agency's name and address	Status of case
7.1. Case number		Name Street City State ZIP Code	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2. Case title Case number		Court or agency's name and address Name Street City State ZIP Code	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

Debtor

SHC Holdco, LLC

Name

Case number (if known) 19-01196-11

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

None

Custodian's name and address	Description of the property	Value
_____	_____	\$ _____
Custodian's name	Case title	Court name and address
_____	_____	_____
Street	Case number	Name
_____	_____	_____
City State ZIP Code	Date of order or assignment	Street
_____	_____	_____
		City State ZIP Code

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

None

	Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1.	_____	_____	_____	\$ _____
	Recipient's name	_____		
	Street	_____		

	City State ZIP Code			
	Recipient's relationship to debtor			

9.2.	_____	_____	_____	\$ _____
	Recipient's name	_____		
	Street	_____		

	City State ZIP Code			
	Recipient's relationship to debtor			

Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

None

Description of the property lost and how the loss occurred	Amount of payments received for the loss <small>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule AVB: Assets - Real and Personal Property).</small>	Date of loss	Value of property lost
_____	_____	_____	\$ _____

Debtor

SHC Holdco, LLC

Name

Case number (if known) 19-01196-11

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

None

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1. _____ Address _____ Street _____ City State ZIP Code Email or website address _____	_____	_____	\$ _____
Who made the payment, if not debtor? _____			

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.2. _____ Address _____ Street _____ City State ZIP Code Email or website address _____	_____	_____	\$ _____
Who made the payment, if not debtor? _____			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device. Do not include transfers already listed on this statement.

None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
_____	_____	_____	\$ _____
Trustee _____			

13. Transfers not already listed on this statement

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

None

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1. _____	_____	_____	\$ _____
Address			
Street _____			

City _____ State _____ ZIP Code _____			
Relationship to debtor			

13.2. _____	_____	_____	\$ _____
Address			
Street _____			

City _____ State _____ ZIP Code _____			
Relationship to debtor			

Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

Does not apply

Address	Dates of occupancy	
	From	To
14.1. _____	_____	_____
Street _____		

City _____ State _____ ZIP Code _____		
14.2. _____	_____	_____
Street _____		

City _____ State _____ ZIP Code _____		

Part 8: Health Care Bankruptcies

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- No. Go to Part 9.
- Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
15.1. _____ Facility name _____ Street _____ _____ City State ZIP Code	_____ _____ Location where patient records are maintained (if different from facility address). If electronic, identify any service provider. _____ _____	_____ _____ How are records kept? Check all that apply: <input type="checkbox"/> Electronically <input type="checkbox"/> Paper
15.2. _____ Facility name _____ Street _____ _____ City State ZIP Code	_____ _____ Location where patient records are maintained (if different from facility address). If electronic, identify any service provider. _____ _____	_____ _____ How are records kept? Check all that apply: <input type="checkbox"/> Electronically <input type="checkbox"/> Paper

Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

- No.
- Yes. State the nature of the information collected and retained. _____
 Does the debtor have a privacy policy about that information?
 No
 Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- No. Go to Part 10.
- Yes. Does the debtor serve as plan administrator?
 No. Go to Part 10.
 Yes. Fill in below:
 Name of plan _____

Employer identification number of the plan

EIN: _____ - _____

Has the plan been terminated?

- No
- Yes

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

None

	Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1.	Name _____ Street _____ City _____ State _____ ZIP Code _____	XXXX-____-____-____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____
18.2.	Name _____ Street _____ City _____ State _____ ZIP Code _____	XXXX-____-____-____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

None

Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Name _____ Street _____ City _____ State _____ ZIP Code _____	_____	m _____	<input type="checkbox"/> No <input type="checkbox"/> Yes
Address		_____	

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Name _____ Street _____ City _____ State _____ ZIP Code _____	_____	_____	<input type="checkbox"/> No <input type="checkbox"/> Yes
Address		_____	

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

None

Owner's name and address	Location of the property	Description of the property	Value
Name _____	_____	_____	\$ _____
Street _____	_____	_____	
City _____ State _____ ZIP Code _____			

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

No
 Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
_____	Name _____	_____	<input type="checkbox"/> Pending
Case number _____	Street _____	_____	<input type="checkbox"/> On appeal
	City _____ State _____ ZIP Code _____		<input type="checkbox"/> Concluded

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

No
 Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name _____	Name _____	_____	_____
Street _____	Street _____	_____	
City _____ State _____ ZIP Code _____	City _____ State _____ ZIP Code _____		

Debtor

SHC Holdco, LLC
Name

Case number (if known) 19-01196-11

24. Has the debtor notified any governmental unit of any release of hazardous material?

- No
- Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name _____	Name _____	_____	_____
Street _____	Street _____	_____	
_____	_____		
City _____ State _____ ZIP Code _____	City _____ State _____ ZIP Code _____		

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- None

	Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1.	SHC Medical Center-Yakima Name 110 S. 9th Avenue Street Yakima, WA 98902 City State ZIP Code	Healthcare facility	EIN: 41-4653630 Dates business existed From 9/1/17 To Present
25.2.	SHC Medical Center-Toppen Name 502 W. 4th Avenue Street Toppenish, WA 98948 City State ZIP Code	Healthcare facility	EIN: 81-4670687 Dates business existed From 9/1/17 To Present
25.3.	_____ Name _____ Street _____ City State ZIP Code	_____	EIN: _____ Dates business existed From _____ To _____

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

None

Name and address

Dates of service

26a.1. Cary Rowan c/o Astria Health

From 9/1/17 To Present

Name
900 W Chestnut Avenue
Street

Yakima, WA 98902
City State ZIP Code

Name and address

Dates of service

26a.2.

From _____ To _____

Name

Street

City State ZIP Code

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

None

Name and address

Dates of service

26b.1.

From _____ To _____

Name

Street

City State ZIP Code

Name and address

Dates of service

26b.2.

From _____ To _____

Name

Street

City State ZIP Code

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

None

Name and address

If any books of account and records are unavailable, explain why

26c.1.

Name

Street

City State ZIP Code

Debtor

SHC Holdco, LLC
Name

Case number (if known) 19-01196-11

Name and address

If any books of account and records are unavailable, explain why

26c.2.

Name _____
Street _____
City _____ State _____ ZIP Code _____

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

None

Name and address

26d.1.

Name _____
Street _____
City _____ State _____ ZIP Code _____

Name and address

26d.2.

Name _____
Street _____
City _____ State _____ ZIP Code _____

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

No
 Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory

Date of inventory

The dollar amount and basis (cost, market, or other basis) of each inventory

_____ \$ _____

Name and address of the person who has possession of inventory records

27.1.

Name _____
Street _____
City _____ State _____ ZIP Code _____

Debtor

SHC Holdco, LLC
Name

Case number (if known) 19-01196-11

Name of the person who supervised the taking of the inventory

Date of inventory

The dollar amount and basis (cost, market, or other basis) of each inventory

\$

Name and address of the person who has possession of inventory records

27.2.

Name

Street

City State ZIP Code

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
John M. Gallagher	900 W Chestnut Ave., Yakima WA	President & CEO	0%

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- No
- Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
			From ___ To ___
			From ___ To ___
			From ___ To ___
			From ___ To ___

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- No
- Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1. Name			
Street			
City State ZIP Code			
Relationship to debtor			

Debtor SHC Holdco, LLC
Name

Case number (if known) 19-01196-11

Name and address of recipient

30.2

Name

Street

City

State

ZIP Code

Relationship to debtor

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

No

Yes. Identify below.

Name of the parent corporation

Employer identification number of the parent corporation

EIN: _____

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

No

Yes. Identify below.

Name of the pension fund

Employer identification number of the pension fund

EIN: _____

Part 14: Signature and Declaration

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.

I have examined the information in this *Statement of Financial Affairs* and any attachments 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 6/19/19
MM / DD / YYYY

x 

Printed name John M. Gallagher

Signature of individual signing on behalf of the debtor

Position or relationship to debtor President & CEO

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

No

Yes