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

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

In re:

ASTRIA HEALTH, *et al.*,

Debtors and Debtors in Possession.<sup>1</sup>

Chapter 11

Lead Case No. 19-01189-11

Jointly Administered

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

<sup>1</sup> 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").<sup>2</sup> 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

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

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

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

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

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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 Sunnyside Professional Services, LLC  
 United States Bankruptcy Court for the: Eastern District of WA  
(State)  
 Case number (if known): 19-01199-11

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)
<b>From the beginning of the fiscal year to filing date:</b>	From _____ to Filing date <small>MM / DD / YYYY</small>	<input type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	\$ _____
<b>For prior year:</b>	From _____ to _____ <small>MM / DD / YYYY</small>	<input type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	\$ _____
<b>For the year before that:</b>	From _____ to _____ <small>MM / DD / YYYY</small>	<input type="checkbox"/> Operating a business <input type="checkbox"/> 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)
<b>From the beginning of the fiscal year to filing date:</b>	From _____ to Filing date <small>MM / DD / YYYY</small>	_____	\$ _____
<b>For prior year:</b>	From _____ to _____ <small>MM / DD / YYYY</small>	_____	\$ _____
<b>For the year before that:</b>	From _____ to _____ <small>MM / DD / YYYY</small>	_____	\$ _____



**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	_____	\$ _____	_____
<b>Relationship to debtor</b> _____			
4.2. _____ Insider's name _____ Street _____ City State ZIP Code	_____	\$ _____	_____
<b>Relationship to debtor</b> _____			

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

**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 _____ Street _____ _____ City State ZIP Code	_____ _____ <b>Case title</b> _____ <b>Case number</b> _____ <b>Date of order or assignment</b> _____	\$ _____ _____ <b>Court name and address</b> _____ Name _____ 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 <b>Recipient's relationship to debtor</b> _____	_____ _____	_____	\$ _____
9.2. _____ Recipient's name _____ Street _____ _____ City State ZIP Code <b>Recipient's relationship to debtor</b> _____	_____ _____	_____	\$ _____

**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	Date of loss	Value of property lost
_____ _____	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 ( <i>Schedule A/B: Assets – Real and Personal Property</i> ). _____	_____	\$ _____

**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. _____ <b>Address</b> _____ Street _____ City State ZIP Code <b>Email or website address</b> _____ <b>Who made the payment, if not debtor?</b> _____	_____	_____	\$ _____

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

**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
_____ <b>Trustee</b> _____	_____	_____	\$ _____

**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**

\_\_\_\_\_

**Who received transfer?**

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**

14.1. \_\_\_\_\_ From \_\_\_\_\_ To \_\_\_\_\_  
Street \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

14.2. \_\_\_\_\_ From \_\_\_\_\_ To \_\_\_\_\_  
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 _____	Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.	How are records kept? <i>Check all that apply:</i> <input type="checkbox"/> Electronically <input type="checkbox"/> Paper
City _____ State _____ ZIP Code _____		

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
---------------------------	--	---

15.2.

Facility name _____	_____	_____
Street _____	Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.	How are records kept? <i>Check all that apply:</i> <input type="checkbox"/> Electronically <input type="checkbox"/> Paper
City _____ State _____ ZIP Code _____		

**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
<b>Address</b> _____ _____			

**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
<b>Address</b> _____ _____			

**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	_____ _____ _____ 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
_____ Case number	Name _____ Street _____ City State ZIP Code	_____ _____ _____	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <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 _____ Street _____ City State ZIP Code	Name _____ Street _____ City State ZIP Code	_____ _____ _____	_____



**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 _____ Street _____ City _____ State _____ ZIP Code _____	Name _____ Street _____ 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.	<u>Sunnyside Medical Center, LLC</u> Name _____ Street _____ City _____ State _____ ZIP Code _____	<u>Non-Operating</u> _____ _____	EIN: _____ - _____  Dates business existed From _____ To <u>Present</u>
25.2.	_____ Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____	EIN: _____ - _____  Dates business existed From _____ To _____
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.	<u>Cary Rowan</u> Name <u>900 W Chestnut Avenue</u> Street <u>Yakima, WA 98902</u> City State ZIP Code	From <u>9/1/17</u>	To <u>Present</u>

Name and address		Dates of service	
26a.2.	_____ Name _____ Street _____ City State ZIP Code	From _____	To _____

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.	_____ Name _____ Street _____ City State ZIP Code	From _____	To _____

Name and address		Dates of service	
26b.2.	_____ Name _____ Street _____ City State ZIP Code	From _____	To _____

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	_____	_____

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 \_\_\_\_\_

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
<u>John M. Gallagher</u>	<u>900 W Chestnut Ave, Yakima, WA</u>	<u>President &amp; CEO</u>	<u>0%</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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. _____ <small>Name</small>	_____	_____	_____
_____ <small>Street</small>		_____	
_____		_____	
_____ <small>City</small> <small>State</small> <small>ZIP Code</small>		_____	
<b>Relationship to debtor</b>		_____	
_____		_____	

Debtor Sunnyside Professional Services, LLC  
Name

Case number (if known) 19-01199-11

**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: \_\_\_\_\_ - \_\_\_\_\_

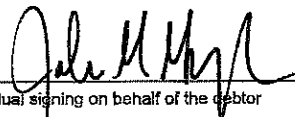
**Part 14: Signature and Declaration**

**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   
Signature of individual signing on behalf of the debtor

Printed name John M. Gallagher

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