

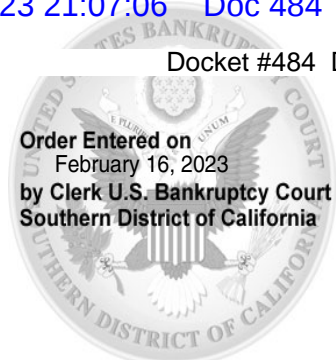
CSD 1001A [07/01/18]

Name, Address, Telephone No. & I.D. No.

Docket #484 Date Filed: 02/16/2023

SAMUEL R. MAIZEL (Bar No. 189301)  
TANIA M. MOYRON (Bar No. 235736)  
DENTONS US LLP  
601 South Figueroa Street, Suite 2500  
Los Angeles, California 90017-5704  
Telephone: 213-623-9300

Order Entered on  
February 16, 2023  
by Clerk U.S. Bankruptcy Court  
Southern District of California



**UNITED STATES BANKRUPTCY COURT**

SOUTHERN DISTRICT OF CALIFORNIA  
325 West F Street, San Diego, California 92101-6991

In Re  
BORREGO COMMUNITY HEALTH FOUNDATION

BANKRUPTCY NO. 22-02384-11

Date of Hearing: February 15, 2023  
Time of Hearing: 2:00 p.m.  
Name of Judge: Laura S. Taylor

Debtor.


**ORDER ON**

Modified Deadlines in Bidding Procedures Order (1) Approving Form of Asset Purchase Agreement; (2) Approving Auction Sale Format and Bidding Procedures; (3) Approving Process For Discretionary Selection of Stalking Horse Bidder and Bid Protections; (4) Approving Form of Notice To Be Provided To Interested Parties; (5) Scheduling A Court Hearing To Consider Approval of The Sale To The Highest And Best Bidder; and (6) Approving Procedures Related To The Assumption of Certain Executory Contracts and Unexpired Leases; And (II) An Order Authorizing The Sale Of Property Free And Clear of All Claims, Liens and Encumbrances; Memorandum Of Points and Authorities In Support Thereof

The court orders as set forth on the continuation pages attached and numbered 2 through 2 with exhibits, if any, for a total of 2 pages. Motion/Application Docket Entry No. 321.

//  
//  
//  
//  
//  
//  
//

DATED: February 16, 2023

  
\_\_\_\_\_  
Judge, United States Bankruptcy Court

CSD 1001A



220238423021800000000001

CSD 1001A [07/01/18](Page 2)

ORDER ON Modified Deadlines in Bidding Procedures Order (1) Approving Form of Asset Purchase Agreement; (2) Approving Auction Sale Format and Bidding Procedures; (3) Approving Process For Discretionary Selection of Stalking Horse Bidder and Bid Protections; (4) Approving Form of Notice To Be Provided To Interested Parties; (5) Scheduling A Court Hearing To Consider Approval of The Sale To The Highest And Best Bidder; and (6) Approving Procedures Related To The Assumption of Certain Executory Contracts and Unexpired Leases; And (II) An Order Authorizing The Sale Of Property Free And Clear of All Claims, Liens and Encumbrances; Memorandum Of Points and Authorities In Support Thereof  
 DEBTOR: BORREGO COMMUNITY HEALTH FOUNDATION CASE NO: 22-02384-11

This matter coming before the Court on the application [Docket No. 453] (the "Application") of the above-captioned debtor and debtor in possession (the "Debtor") for (i) scheduling of a status conference and (ii) the modification of the hearing date and related deadlines set forth in this Court's Order (I) (1) Approving Form of Asset Purchase Agreement; (2) Approving Auction Sale Format and Bidding Procedures, (3) Approving Process for Discretionary Selection of Stalking Horse Bidder and Bid Protections; (4) Approving Form of Notice to Be Provided to Interested Parties; (5) Scheduling a Court Hearing to Consider Approval of the Sale to the Highest and Best Bidder; and (6) Approving Procedures Related to the Assumption of Certain Executory Contracts and Unexpired Leases; and (II) An Order Authorizing the Sale of Property Free and Clear of All Claims, Liens, and Encumbrances [Docket No. 321] (the "Bidding Procedures Order"). The Court, having found that (i) the Court has jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, (ii) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409, (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b), and (iv) notice of the Application was sufficient under the circumstances and properly given; and it appearing that no other or further notice need be provided; and a status conference on the Application having been held (the "Status Conference"); and after due deliberation the Court having determined that the relief requested in the Application with respect to the Bidding Procedures Order is in the best interests of the Debtor, its estate, and its creditors; and good and sufficient cause having been shown:

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The deadlines set forth in the Bidding Procedures Order are modified as follows:

- February 21, 2023 – Deadline to file any objections to the sale
- February 24, 2023 – Deadline to file replies to any objections to sale
- March 1, 2023, at 10:00 a.m. (Pacific Standard Time) – Hearing approving sale (the "Sale Hearing")

2. As set forth herein, the Sale Hearing will take place before the United States Bankruptcy Court Southern District of California, 325 West F. Street, San Diego, California in Department 3 on March 1, 2023, at 10:00 a.m. (Pacific Standard Time). Unless otherwise authorized by the Court, the Parties will appear in person. As stated at the Status Conference, Inland Empire Health Plan is authorized to appear at the Sale Hearing via Zoom.

3. Except as modified herein, the Bidding Procedures Order remains in full force and effect.

4. The Court shall retain exclusive jurisdiction over all matters arising from or related to the interpretation and implementation of this Order.

IT IS SO ORDERED.

Approved as to form:

The Official Committee of Unsecured Creditors

/s/ Steven W. Golden

Steven W. Golden

Pachulski Stang Ziehl and Jones

United States Bankruptcy Court  
Southern District of California

In re:  
BORREGO COMMUNITY HEALTH FOUNDATION,  
Debtor

Case No. 22-02384-LT  
Chapter 11

## CERTIFICATE OF NOTICE

District/off: 0974-3

User: Admin.

Page 1 of 4

Date Rcvd: Feb 16, 2023

Form ID: pdfO1

Total Noticed: 18

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

**Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Feb 18, 2023:**

Recip ID	Recipient Name and Address
db	+ BORREGO COMMUNITY HEALTH FOUNDATION,, 587 Palm Canyon Dr., Suite 208, Borrego Springs, CA 92004-4000
aty	+ Dentons US LLP, 601 S. Figueroa Street, Suite 2500, Los Angeles, CA 90017-5709
aty	+ Higgs Fletcher & Mack LLP, 401 West A Street, #2600, San Diego, CA 92101-7913
aty	+ Samuel Ruven Maizel, Dentons US LLP, 601 South Figueroa Street, Suite 2500, Los Angeles, CA 90017-5709
cr	+ AB Staffing Solutions, LLC, c/o Bryan Cave Leighton Paisner LLP, c/o Mark Mersel and Olivia Scott, 1920 Main Street, Ste. 1000, Irvine, CA 92614 UNITED STATES 92614-7276
pty	+ Angelea Nguyen, Kcc, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245-5614
cr	+ Anna Navarro, c/o Small Law PC, 501 W. Broadway, Ste. 1360, 501 W. Broadway, Ste. 1360 San Diego, CA 92101-8566
intp	Family Health Centers of San Diego, 823 Gateway Circle Way, San Diego, CA 92102
cr	+ Greenway Health, LLC, c/o Law Office of Christine E. Baur, 4653 Carmel Mountain Road, Suite 308 #332, San Diego, CA 92130-6650
ombh	+ Jacob Nathan Rubin, 4955 Van Nuys Boulevard #308, Sherman Oaks, CA 91403-1811
cr	McKesson Corporation, on behalf of itself and cert, c/o Buchalter, Attn: Jeffrey K. Garfinkle, 18400 Von Karman Ave., Suite 800 Irvine, CA 92612-0514
cr	+ Pourshirazi & Youssefi Dental Corporation, Brinkman Law Group, PC, 543 Country Club Dr., Suite B, Wood Ranch, CA 93065-7696
pty	+ Sarah Rogers, 5346 Grandridge Rd, El Cajon, CA 92020-7727
cr	+ Starr Indemnity & Liability Company, c/o Christopher Celentino, Esq., Dinsmore & Shohl LLP, 655 W. Broadway, Suite 800, San Diego, CA 92101-8482
cr	+ U.S. Department of Health and Human Services, U.S. Attorney's Office, 880 Front Street, Room 6293, San Diego, CA 92101-8807

TOTAL: 15

**Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.**

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
cr	+ Email/PDF: acg.acg.ebn@aisinfo.com	Feb 16 2023 23:05:57	Ally Bank, c/o AIS Portfolio Services, LLC, 4515 N Santa Fe Ave. Dept. APS, Oklahoma City, OK 73118-7901
cr	+ Email/Text: schristianson@buchalter.com	Feb 16 2023 23:01:00	Oracle America, Inc. SII to NetSuite, Inc., Buchalter PC, c/o Shawn M. Christianson, 425 Market St., Suite 2900, San Francisco, Ca 94105-2491
cr	Email/Text: carriarendt@gmail.com	Feb 16 2023 23:01:00	Ramona Crossings, LLC, Attn: Carrie Arendt, 14908 Gavan Vista Road, Poway, CA 92064

TOTAL: 3

## BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, \*duplicate of an address listed above, \*P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
aty		Pachulski Stang Ziehl & Jones LLP
op		Creative Media Group, LLC
op		FTI Consulting, Inc.
op		Jarrard Phillips Cate & Hancock
cr		Premier Healthcare Management, Inc.

TOTAL: 5 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

District/off: 0974-3  
Date Rcvd: Feb 16, 2023

User: Admin.  
Form ID: pdfO1

Page 2 of 4  
Total Noticed: 18

## NOTICE CERTIFICATION

**I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.**

**Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Feb 18, 2023

Signature: /s/Gustava Winters

## CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on February 16, 2023 at the address(es) listed below:

Name	Email Address
Andrew B. Still	on behalf of Creditor California Physicians' Service dba Blue Shield of California astill@swlaw.com kcollins@swlaw.com
Andrew B. Still	on behalf of Creditor Blue Shield of California Promise Health Plan astill@swlaw.com kcollins@swlaw.com
Anthony Bisconti	on behalf of Interested Party San Ysidro Health tbisconti@bklwlaw.com admin@bienertkatzman.com;4579179420@filings.docketbird.com
Anthony Dutra	on behalf of Creditor Philip D. Szold M.D., Inc. dba La Mesa Pediatrics adutra@hansonbridgett.com, SSingh@hansonbridgett.com
Bernard M. Hansen	on behalf of Creditor Premier Healthcare Management Inc. bernardmhansen@sbcglobal.net
Christine E. Baur	on behalf of Creditor Greenway Health LLC christine@baurbklaw.com, admin@baurbklaw.com
Christine M. Fitzgerald	on behalf of Creditor U.S. Department of Health and Human Services christine.fitzgerald@usdoj.gov brenda.seyler@usdoj.gov;Efile.dkt.civ@usdoj.gov
Christopher Celentino	on behalf of Creditor Starr Indemnity & Liability Company christopher.celentino@dinsmore.com caron.burke@dinsmore.com;SDCMLFiles@DINSMORE.COM
Daren Brinkman	on behalf of Creditor Pourshirazi & Youssefi Dental Corporation firm@brinkmanlaw.com office@brinkmanlaw.com;7764052420@filings.docketbird.com
Darin L. Wessel	on behalf of Defendant CALIFORNIA DEPARTMENT OF HEALTH CARE SERVICES by and through its Director, Michelle Baass darin.wessel@doj.ca.gov
Darin L. Wessel	on behalf of Creditor CALIFORNIA DEPARTMENT OF HEALTH CARE SERVICES by and through its Director, Michelle Baass darin.wessel@doj.ca.gov
David Ortiz	on behalf of United States Trustee United States Trustee david.a.ortiz@usdoj.gov USTP.REGION15@USDOJ.GOV;tiffany.l.carroll@usdoj.gov;abram.s.feuerstein@usdoj.gov
David B. Golubchik	on behalf of Ombudsman Patient Care Jacob Nathan Rubin dbg@lnbyg.com, dbg@ecf.inforuptcy.com
Dean T. Kirby, Jr.	on behalf of Creditor Ramona Crossings LLC dkirby@fsl.law, jwilson@fsl.law
Gerald N. Sims	on behalf of Creditor BETA Healthcare Group jerrys@psdslaw.com bonniec@psdslaw.com
H. Mark Mersel	

District/off: 0974-3  
Date Rcvd: Feb 16, 2023

User: Admin.  
Form ID: pdfO1

Page 3 of 4  
Total Noticed: 18

on behalf of Creditor AB Staffing Solutions LLC mark.mersel@bryancave.com, ginny.hamel@bryancave.com

Helen Yang

on behalf of Interested Party Inland Empire Health Plan helen.yang@squirepb.com  
helen-h-yang-8259@ecf.pacerpro.com;PHX\_DCKT@squirepb.com

Jeffrey Garfinkle

on behalf of Creditor McKesson Corporation on behalf of itself and certain corporate affiliates jgarfinkle@buchalter.com,  
lverstegen@buchalter.com;docket@buchalter.com

Jeffrey Garfinkle

on behalf of Interested Party McKesson Corporation jgarfinkle@buchalter.com  
lverstegen@buchalter.com;docket@buchalter.com

Jeffrey N. Pomerantz

on behalf of Creditor Committee Official Committee of Unsecured Creditors of Borrego Community Health Foundation  
jpomerantz@pszjlaw.com;tkapur@pszjlaw.com;sgolden@pszjlaw.com scho@pszjlaw.com

Kelly Ann Mai Khanh Tran

on behalf of Creditor Anna Navarro kelly@smalllawcorp.com stefanny@smalllawcorp.com

Kenneth K. Wang

on behalf of Defendant CALIFORNIA DEPARTMENT OF HEALTH CARE SERVICES by and through its Director, Michelle  
Baass kenneth.wang@doj.ca.gov

Kenneth K. Wang

on behalf of Creditor CALIFORNIA DEPARTMENT OF HEALTH CARE SERVICES by and through its Director, Michelle  
Baass kenneth.wang@doj.ca.gov

Kirsten Martinez

on behalf of Creditor Wells Fargo Bank N.A., d/b/a/ Wells Fargo Auto kirsten.martinez@bonialpc.com,  
Notices.Bonial@ecf.courtdrive.com

Leslie Gardner

on behalf of Creditor U.S. Department of Health and Human Services leslie.gardner2@usdoj.gov  
brenda.seyler@usdoj.gov;Efile.dkt.civ@usdoj.gov

Michael B. Reynolds

on behalf of Creditor California Physicians' Service dba Blue Shield of California mreynolds@swlaw.com kcollins@swlaw.com

Michael B. Reynolds

on behalf of Creditor Blue Shield of California Promise Health Plan mreynolds@swlaw.com kcollins@swlaw.com

Michael I. Gottfried

on behalf of Creditor Tower Energy Group Inc. mgottfried@elkinskalt.com,  
rzur@elkinskalt.com,cavila@elkinskalt.com,1648609420@filings.docketbird.com

Olivia Scott

on behalf of Creditor AB Staffing Solutions LLC olivia.scott3@bclplaw.com, theresa.macaulay@bclplaw.com

Randy B. Soref

on behalf of Interested Party Family Health Centers of San Diego rsoref@polsinelli.com

Shawn Christianson

on behalf of Creditor Oracle America Inc. SII to NetSuite, Inc. schristianson@buchalter.com, cmcintire@buchalter.com

Steve S Mattia

on behalf of Creditor Ramin Amani steve@mattialaw.com

Susan C. Stevenson

on behalf of Creditor BETA Healthcare Group sstevenson@psdslaw.com bonniec@psdslaw.com

Tania M. Moyron

on behalf of Debtor BORREGO COMMUNITY HEALTH FOUNDATION tania.moyron@dentons.com,  
derry.kalve@dentons.com;DOCKET.GENERAL.LIT.LOS@dentons.com

Tania M. Moyron

on behalf of Attorney Dentons US LLP tania.moyron@dentons.com  
derry.kalve@dentons.com;DOCKET.GENERAL.LIT.LOS@dentons.com

Tania M. Moyron

on behalf of Plaintiffs BORREGO COMMUNITY HEALTH FOUNDATION tania.moyron@dentons.com,  
derry.kalve@dentons.com;DOCKET.GENERAL.LIT.LOS@dentons.com

Tanya Behnam

on behalf of Interested Party Family Health Centers of San Diego tbehnam@polsinelli.com

Teddy Kapur

on behalf of Creditor Committee Official Committee of Unsecured Creditors of Borrego Community Health Foundation  
tkapur@pszjlaw.com;jpomerantz@pszjlaw.com;sgolden@pszjlaw.com

United States Trustee

ustp.region15@usdoj.gov

District/off: 0974-3  
Date Rcvd: Feb 16, 2023  
TOTAL: 39

User: Admin.  
Form ID: pdf01

Page 4 of 4  
Total Noticed: 18