

Dated: November 1, 2024

The following is ORDERED:



Janice D. Loyd
U.S. Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF OKLAHOMA**

	X	
In re	:	
	:	Chapter 11
HOSPITAL FOR SPECIAL SURGERY, LLC	:	
<i>Db</i> a ONECORE HEALTH,	:	Case No. 24-12862-JDL
	:	
Debtor.	:	
	X	

**FINAL ORDER GRANTING DEBTOR'S EMERGENCY MOTION FOR ORDER
UNDER 11 U.S.C. §§ 105, 363 AND 507, (I) AUTHORIZING PAYMENT OF
PREPETITION EMPLOYEE OBLIGATIONS AND RELATED AMOUNTS, (II)
CONFIRMING RIGHT OF DEBTOR TO CONTINUE EMPLOYEE PROGRAMS ON
POSTPETITION BASIS, AND (III) CONFIRMING RIGHT OF DEBTOR TO PAY
WITHHOLDING AND PAYROLL-RELATED TAXES**

This matter is before the Court on the Motion dated October 7, 2024 (the "Motion")¹ of Hospital for Special Surgery, LLC *dba* OneCore Health ("OneCore" or the "Debtor") in the above-referenced chapter 11 case (the "Chapter 11 Case"), for entry of an interim and a final order (this "Final Order"), under sections 105, 363 and 507 of title 11 of the United

¹ All defined terms shall have the meaning ascribed to them in the Motion unless otherwise defined herein.



States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), authorizing Debtor to (i) pay prepetition employee obligations and related amounts, (ii) confirming Debtor’s right to continue employee programs (the “Employee Benefits”) on a postpetition basis, (iii) confirming right of Debtor to pay withholding and payroll-related taxes; and (iv) directing banks to honor prepetition checks for employee obligations; and this Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and rule 81.4 of the Local Civil Rules of the United States District Court for the Western District of Oklahoma; and venue of this chapter 11 case and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that the Motion was filed on October 7, 2024, and served on or before October 7, 2024 and that the final response deadline to the Motion expired at 12:00 p.m. Central Time on November 1, 2024; and objections (if any) to the Motion having been withdrawn, resolved or overruled on the merits; and this Court having found that proper and adequate notice of the Motion and the relief requested therein has been provided in accordance with the Bankruptcy Rules and the Local Bankruptcy Rules of the United States Bankruptcy Court for the Western District of Oklahoma, and that, except as otherwise ordered herein, no other or further notice is necessary; and a hearing having been held to consider the relief requested in the Motion and upon the record of the hearing and all of the proceedings had before this Court; and this Court having found and determined that the relief sought in the Motion is in the best interests of Debtor, its estate, its creditors and all other parties-in-interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on a final basis as set forth in this Final Order.

2. Debtor is authorized to continue and or modify the Employee Obligations on a postpetition basis, in the ordinary course of business, in accordance with the Debtor's prepetition policies and practices, and, in Debtor's discretion, to pay and honor prepetition amounts related thereto; *provided, however*, that (a) no payment to any Employee on account of prepetition wages shall exceed, in the aggregate, the \$15,150.00 statutory cap provided for under section 507(a)(4) of the Bankruptcy Code unless such amounts are a result of cash payment for PTO that is required under applicable state law and (b) provided that the Debtor's continuation and modification of the Employee Obligations shall be solely in accordance with the Approved Budget, the Interim Cash Collateral Order and the Final Cash Collateral Order.

3. Nothing herein shall be deemed to authorize the payment of any amounts which violate or implicate section 503(c) of the Bankruptcy Code, including any bonus, incentive, retention, or severance payments to any "insider" as defined in section 101(31) of the Bankruptcy Code, *provided*, that nothing herein shall prejudice Debtor's ability to seek approval of relief under section 503(c) of the Bankruptcy Code at a later time.

4. Notwithstanding the relief granted in the Interim Order and this Final Order and any actions taken pursuant to such relief, nothing in the Interim Order or this Final Order shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against Debtor under the Bankruptcy Code or other applicable non-bankruptcy law; (b) a waiver of Debtor's or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Interim Order, this Final Order or the Motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code;

(f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of Debtor's estate; (g) a waiver or limitation of Debtor's, or any other party in interest's rights under the Bankruptcy Code or any other applicable law; or (h) a concession by Debtor that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in the Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens.

5. Notwithstanding the relief granted in the Interim Order and this Final Order, any payment made or to be made by Debtor pursuant to the authority granted herein shall be subject to and in compliance with the Approved Budget and in accordance with the Interim Cash Collateral Order and the Final Cash Collateral Order.

6. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective upon its entry.

7. Debtor is authorized to take all actions necessary to effectuate the relief granted in the Interim Order and this Final Order in accordance with the Motion.

8. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of the Interim Order and this Final Order.

9. Findings of fact are based on representations of counsel.

10. Debtor shall serve this Final Order on parties in interest appearing on the Distribution Service List in accordance with, and as such term is defined in, the *Order Authorizing Limited Notice and Establishing Notice Procedures*.

IT IS SO ORDERED.

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Approved for Entry:

ONECORE

/s/Craig M. Regens

William H. Hoch, OBA #15788

Craig M. Regens, OBA #22894

Mark A. Craige, OBA #1992

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