

Dated: April 16, 2025

The following is ORDERED:



A handwritten signature in black ink that reads "Janice D. Loyd".

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	

**ORDER (I) APPROVING THE DISCLOSURE STATEMENT, (II) ESTABLISHING A
VOTING RECORD DATE, (III) APPROVING SOLICITATION PACKAGES AND
SOLICITATION PROCEDURES, (IV) APPROVING THE FORMS OF BALLOTS, (V)
ESTABLISHING VOTING AND TABULATION PROCEDURES, AND (VI)
ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR THE
CONFIRMATION OF THE PLAN**

Upon the Motion¹ of Hospital for Special Surgery, LLC *dba* OneCore Health
("OneCore" or "Debtor") in the above-captioned case (the "Chapter 11 Case") for entry of an order
(this "Order"), pursuant to section 1125, 1126 and 1128 of the Bankruptcy Code, Bankruptcy Rules

¹ Capitalized terms used and not defined herein shall have the meanings ascribed to them in the Motion.



2002, 3016, 3017, 3018 and 3020 and Local Rules 2002-1 and 3018-1, (a) approving the *Disclosure Statement for Chapter 11 Plan of Reorganization of Hospital for Special Surgery, LLC dba OneCore Health* (as may be amended, modified or supplemented, the “Disclosure Statement”), (b) establishing a record date for purposes of voting on the *Chapter 11 Plan of Reorganization of Hospital for Special Surgery, LLC dba OneCore Health* (as may be amended, modified or supplemented, the “Plan”), (c) approving solicitation packages and solicitation procedures, (d) approving the forms of ballots, (e) establishing voting and tabulation procedures and (f) establishing notice and objection procedures relating to the confirmation of the Plan; and this Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and rule 81.4(a) of the Local Civil Rules of the United States District Court for the Western District of Oklahoma; and venue of the 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 that the response deadline to the Motion expired on April 9, 2025; and objections (if any) to the Motion having been withdrawn, resolved or overruled; and this Court having found that proper and adequate notice of the Motion and the relief requested therein has been provided; and this Court having found and determined that the relief sought in the Motion is in the best interests of the 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 FOUND AND DETERMINED THAT:

1. Disclosure Statement. The Disclosure Statement provides Holders of Claims entitled to vote on the Plan with adequate information in accordance with section 1125(b) of the Bankruptcy Code and otherwise complies with the applicable requirements of section 1125 of the

Bankruptcy Code.

2. Solicitation and Confirmation Schedule. The Debtor's proposed schedule and procedures relating to solicitation of votes on the Plan and confirmation of the Plan provides parties-in-interest with sufficient time to review and consider all solicitation materials, including the Plan, the Disclosure Statement, the Plan Supplement, if any, and other information and materials relating to confirmation of the Plan, provides Holders of Claims with sufficient time, prior to the Confirmation Hearing, to make an informed judgment to accept or reject the Plan, and provides all parties-in-interest in the Chapter 11 Case with sufficient time to object to confirmation of the Plan.

3. Solicitation Procedures and Non-Voting Creditor Notices. The proposed Solicitation Procedures set forth in the Motion, including the delivery of the Solicitation Package to Holders of Claims in Voting Classes and the delivery of the notice substantially in the form attached to the Motion as Exhibits D-1 and D-2 (the "Non-Voting Creditor Notices") to Holders of Claims in Classes 1 and 5, respectively, provide sufficient information relating to the relief granted by this Order, in accordance with Bankruptcy Rule 3017(d) and other applicable provisions of the Bankruptcy Code, Bankruptcy Rules, and Local Rules.

4. Confirmation Hearing Notice. Service of notice of the date, time and location of the Confirmation Hearing, and the deadline and procedures and requirements for objecting to confirmation of the Plan, substantially in the form attached to the Motion as Exhibit C (the "Confirmation Hearing Notice"), pursuant to the Solicitation Procedures and as otherwise set forth in the Motion constitutes good and sufficient notice of the Confirmation Hearing to Holders of Claims and in Voting Classes and other parties-in-interest in the Chapter 11 Case, in satisfaction of the requirements of due process and in accordance with Bankruptcy Rules 2002(b) and 3017(d)

and other applicable provisions of the Bankruptcy Code, Bankruptcy Rules, and Local Rules.

5. Ballots and Voting and Tabulation Procedures. The Voting and Tabulation Procedures set forth in the Motion, and the Ballots substantially in the forms attached to the Motion as Exhibit F, and accompanying instructions, adequately address the circumstances of the Chapter 11 Case and provide for a fair and equitable voting process appropriate for Holders of Claims in Classes 2, 3, and 4 that are entitled to vote on the Plan (the “Voting Classes”). The Ballots are consistent with Official Bankruptcy Form No. 314 and comply with Bankruptcy Rule 3018(c). Ballots need not be provided to Holders of Claims in Classes 1 and 5, which are non-voting classes under the Plan and are either deemed to reject, or presumed to accept, the Plan under the Bankruptcy Code, as set forth in the Motion.

IT IS THEREFORE HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

A. Approval of the Disclosure Statement

2. The Disclosure Statement is approved pursuant to section 1125(b) of the Bankruptcy Code and Bankruptcy Rule 3017(b) and, to the extent not withdrawn, settled or otherwise resolved, any objections to the Disclosure Statement are overruled.

B. Establishment of Schedule for Solicitation and Confirmation

3. The following dates and deadlines are hereby established with respect to solicitation of votes on the Plan and confirmation of the Plan:

Event / Deadline	Date
Voting Record Date	April 12, 2025
Solicitation Mailing Deadline	Within five (5) business days after the entry of the Solicitation Procedures Order
Deadline to Serve Cure Notice	At least twenty-one (21) days before the commencement of the Confirmation Hearing (expected to be April 22, 2025)
Deadline to File Objections to (i) Proposed Assumption and	Within ten (10) days of the service of the Cure Notice

Assignment of Executory Contracts and Unexpired Leases or (ii) the Proposed Cure Amounts	
Deadline to File Initial Assumption Schedule	April 29, 2025
Plan Supplement Filing Deadline	April 25, 2025
Rule 3018 Motion Deadline	May 1, 2025 at 5:00 p.m. (Prevailing Central Time)
Confirmation Objection Deadline	May 5, 2025 at 5:00 p.m. (Prevailing Central Time)
Voting Deadline	May 5, 2025 at 5:00 p.m. (Prevailing Central Time)
Deadline to File Voting Report	May 9, 2025
Confirmation Objection Reply Deadline and Deadline to File (i) Brief in Support of Plan Confirmation, (ii) Declarations in Support of Confirmation, and (iii) Voting Certification	May 9, 2025 at 5:00 p.m. (Prevailing Central Time)
Deadline to file Claims Objections or Requests to Estimate Claims for Voting Purposes	May 12, 2025
Confirmation Hearing	May 13, 2025 at 10:00 a.m. (Prevailing Central Time)

These dates and deadlines may be modified as provided in the Disclosure Statement, the Plan, or by further Order of the Court upon application of the Debtor.

4. The Solicitation Procedures are hereby approved as set forth herein. On or before the Solicitation Mailing Deadline, the Debtor shall cause Verita to distribute a solicitation package to each Holder of a Claim that is classified as impaired and entitled to vote on the Plan (Class 2 (Critical Vendors Claims), Class 3 (GUC Claims), and Class 4 (Emma Base Claim)) containing the following materials (collectively, the “Solicitation Package”), which are hereby approved:

- a. a cover letter, substantially in the form attached to the Motion as Exhibit B: (i) describing the contents of the Solicitation Package, the contents of the enclosed USB and instructions for obtaining hard copies of materials provided on USB and (ii) informing the Holders of the Debtor’s recommendation to accept the Plan;
- b. a printed copy of the Confirmation Hearing Notice;
- c. a printed Ballot (as defined below), together with a pre-addressed, postage

prepaid return envelope for submitting such Ballot;

- d. the Disclosure Statement (together with all exhibits thereto, including the Plan and all exhibits to the Plan) in electronic format on a USB; and
- e. a copy of this Order (without exhibits) in electronic format on a USB.

5. Any party that has filed duplicate proofs of claim which are classified under the Plan in the same Class (or that has filed a claim purporting to amend or supersede a previously filed proof of claim), shall receive only one Solicitation Package for voting the relevant Claim with respect to such Class.

6. No Solicitation Packages shall be distributed to any person to whom the Debtor has mailed a notice of the Disclosure Statement Hearing, if such notice has been returned as undeliverable, except to the extent the Debtor is provided with accurate addresses for the applicable parties at least five (5) business days prior to the Solicitation Mailing Deadline.

7. The Debtor shall, at its own expense, provide paper copies of the Plan, Disclosure Statement or Solicitation Procedures Order to any party submitting a request for such paper copies:
(a) through the Debtor's restructuring website at <https://www.veritaglobal.net/OneCore/Inquiry> or
(b) in writing to: KCC dba Verita, 222 North Pacific Coast Highway, Suite 300, El Segundo, California 90245.

8. Holders of Claims in Classes 1 and 5, which are either conclusively presumed to have accepted the Plan or deemed to reject the Plan, shall receive the Non-Voting Creditor Notices, which are hereby approved. Such service of the Non-Voting Creditor Notices shall constitute good and sufficient notice of the Holder's non-voting status, and their status as either unimpaired or fully impaired.

9. The Debtor is hereby authorized to modify the Disclosure Statement, the Plan and the Ballots and other related documents approved pursuant to this Order, without further order of

this Court, at any time before distributing Solicitation Packages; provided that such modifications are not material as determined by the Debtor (in consultation with DIP Lender or the Exit Facility Lender, as applicable, solely to the extent that the modification relates to the legal and/or economic rights of the DIP Lender or the Exit Facility Lender, as applicable) in good faith. The Debtor shall file a notice of any such modification with this Court, together with a marked version reflecting such modification.

C. Approval of Forms of Ballots and Voting and Tabulation Procedures

10. The Ballots are hereby approved.

11. The Debtor is authorized to accept Ballots submitted electronically through the e-ballot platform on Verita's website at <https://www.veritaglobal.net/OneCore>. Holders may cast an electronic Ballot and electronically sign and submit such e-ballot via the e-ballot platform. Instructions for casting an electronic Ballot are set forth on the Ballots. The encrypted Ballot data and audit trail created by such electronic submission shall become part of the record of any electronic Ballot submitted in this manner and the Holder's electronic signature will be deemed to be an original signature that is legally valid and effective. For the avoidance of doubt, electronic submissions of Ballots may only be made via the e-ballot platform. Ballots submitted by electronic mail, facsimile, or any other means of electronic submission not specifically authorized by this Order shall not be counted.

12. The Debtor is authorized to solicit, receive and tabulate votes on the Plan in accordance with the Voting and Tabulation Procedures, which are hereby approved as follows:

- a. Establishment of Claim Amounts for Voting Purposes. Solely for the purposes of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, a Claim, the Debtor proposes the following procedures for determining Claim amounts for voting purposes:
 - i. Each Holder of a Claim who has timely filed a Proof of Claim and

is entitled to vote to accept or reject the Plan may vote the face amount of such Claim set forth on the Proof of Claim as of the Voting Record Date; *provided that* Ballots cast by Holders of contingent, wholly unliquidated, unknown or disputed Claims will count (i) for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and such a Ballot will count as a Ballot for a Claim in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code, and, if a Proof of Claim is filed as partially liquidated and partially unliquidated, such Claim will be Allowed for voting purposes only in the liquidated amount or (ii) in the amount such Claims may be subsequently allowed pursuant to section 502(b) of the Bankruptcy Code or temporarily allowed for voting purposes only pursuant to Bankruptcy Rule 3018(a)(4) by order of the Court entered, after notice and hearing, no later than two (2) business days prior to the Voting Deadline.

- b. Votes Not Counted. The following Ballots shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:
 - i. any Ballot received by Verita after the Voting Deadline, unless the Debtor has granted in writing an extension of the Voting Deadline with respect to such Ballot;
 - ii. any Ballot that is illegible or contains insufficient information to identify the Holder of the Claim;
 - iii. any Ballot cast by a person or entity that (A) does not hold a Claim in a Class that is entitled to vote on the Plan or (B) is not otherwise entitled to vote pursuant to the procedures described herein;
 - iv. any Ballot sent to the Debtor or the Debtor's financial or legal advisors, agents or representatives (other than Verita);
 - v. any unsigned Ballot;
 - vi. any Ballot not received in its executed, original form;
 - vii. other than through the e-ballot platform on Verita's website, any Ballot that is received by Verita by facsimile or other means of electronic transmission; or
 - viii. any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan.
- c. Multiple Ballots. If multiple Ballots are received from the same Holder with

respect to the same Claim prior to the Voting Deadline, the latest dated Ballot received by the Voting Deadline shall be counted for voting purposes, subject to contrary order of the Court; *provided, however*, that where ambiguity exists with respect to which Ballot was the latest dated, Verita has the right to determine the appropriate tabulation of such Ballot and to contact the respective Holder to determine such Holder's intent in connection therewith.

- d. No Vote Splitting. All Claims must be voted in their entirety to either accept or reject the Plan.
- e. Ballots Signed by Representative. If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact or other person acting in a fiduciary or representative capacity, such person shall be required to indicate such capacity when signing the Ballot. The Debtor may request proper evidence of such representative's authority to sign the Ballot.
- f. Defective Ballots. Subject to contrary order of this Court, the Debtor may, in its sole discretion, waive any defects or irregularities as to any particular Ballot at any time (including the timeliness of the submission of a Ballot), either before or after the Voting Deadline; *provided, however*, that:
 - i. any such waivers shall be documented in the voting reports completed by Verita;
 - ii. neither the Debtor, nor any other person or entity, will be under any duty to provide notification of such defects or irregularities other than as provided in the voting reports prepared by Verita, nor will any of them incur any liability for failure to provide such notification and
 - iii. unless waived by the Debtor, subject to contrary order of this Court, any defects or irregularities associated with the delivery of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted.
- g. Lack of Good Faith Designation. In the event a designation of lack of good faith is requested by a party-in-interest under section 1126(e) of the Bankruptcy Code, this Court shall determine whether any vote to accept or reject the Plan will be counted for purposes of determining whether the Plan has been accepted or rejected by the applicable person or entity.

D. Approval of Notice and Objection Procedures for Confirmation of the Plan

- 13. The Confirmation Hearing is hereby approved.
- 14. On or before the Solicitation Mailing Deadline, the Debtor shall serve the

Confirmation Hearing Notice on: (a) the United States Trustee for the Western District of Oklahoma; (b) all known creditors; (c) all equity security holders; (d) the Internal Revenue Service; and (e) all parties who have filed a notice of appearance and request for service of documents in the Chapter 11 Case, in each case only to the extent such parties have not otherwise been served with the Confirmation Hearing Notice pursuant to this Order. Such service of the Confirmation Hearing Notice shall constitute good and sufficient notice of the Confirmation Hearing.

15. Any objection to confirmation of the Plan must: (a) be in writing, (b) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules, (c) set forth the name of the objector, the nature and amount of Claims or Equity Interests held or asserted by the objector against the Debtor, (d) state the basis and the specific grounds of the objection and (e) be filed with the Court, together with proof of service thereof, and served upon and received by each of the following (collectively, the “Notice Parties”) no later than the Confirmation Objection Deadline of **May 5, 2025 at 5:00 p.m. (CT)**: (i) the Chambers of the Honorable Janice D. Loyd, United States Bankruptcy Court for the Western District of Oklahoma, 2nd Floor Courtroom, 215 Dean A. McGee Avenue, Oklahoma City, Oklahoma 73102; (ii) the Debtor and its counsel (Crowe & Dunlevy, 324 N. Robinson Ave., Suite 100, Oklahoma City, Oklahoma 73102 (Attn: Craig Regens); and (iii) the United States Trustee for the Western District of Oklahoma, 215 Dean A. McGee Avenue, Suite 408 Oklahoma City, Oklahoma 73102 (Attn: Jeff Tate & Marjorie J. Creasey).

16. The Confirmation Objection Reply Deadline is **May 9, 2025 at 5:00 p.m. (CT)**. The Debtor is granted leave to file any reply to objections to confirmation of the plan which may exceed five pages but shall not exceed fifteen pages in length.

E. Approval of Notice of Filing of the Plan Supplement

17. The Plan Supplement, if any, shall be filed by the Debtor no later than **April 29, 2025** (the “Plan Supplement Filing Deadline”). The Plan Supplement Notice in the form attached to the Motion as Exhibit E is hereby approved. If the Debtor files a Plan Supplement, on or before the Plan Supplement Filing Deadline, the Debtor shall serve the Plan Supplement Notice on: (a) the U.S. Trustee; (b) all known creditors; (c) all equity security holders; (d) the Internal Revenue Service; and (e) all parties who have filed a notice of appearance and request for service of documents in the Chapter 11 Case. Such service of the Plan Supplement Notice shall constitute good and sufficient notice of the filing of the Plan Supplement.

F. Other

18. The Debtor is hereby authorized and empowered to execute and deliver such documents, and to take and perform all actions necessary to implement and effectuate the relief granted in this Order.

19. Nothing in this Order shall be construed as a waiver of the right of the Debtor or any other party-in-interest, as applicable, to object to a proof of claim after the Voting Record Date.

20. Nothing in the Motion or this Order nor as a result of any payment made pursuant to this Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtor, an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code or a waiver of the right of the Debtor, or shall impair the ability of the Debtor, to contest the validity and amount of any payment made pursuant to this Order.

21. The requirements set forth in Local Rule 9013-1(b) are satisfied.

22. This Order is immediately effective and enforceable, notwithstanding the possible

applicability of Bankruptcy Rule 6004(h) or otherwise.

23. This Court retains jurisdiction with respect to any matters, claims, rights or disputes arising from or related to this Order.

24. Findings of fact are based upon representations of counsel.

25. Debtor shall effectuate service of this Order upon the Distribution Service List.

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

Kaleigh Ewing, OBA #35598

-Of the Firm-

CROWE & DUNLEVY

A Professional Corporation

Braniff Building

324 N. Robinson Ave., Suite 100

Oklahoma City, OK 73102-8273

(405) 235-7700

will.hoch@crowedunlevy.com

craig.regens@crowedunlevy.com

mark.craige@crowedunlevy.com

kaleigh.ewing@crowedunlevy.com

Counsel to the Debtor and Debtor in Possession