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7 *Unsecured Creditors of Verity Health System of*
8 *California, Inc., et al.*

9 **UNITED STATES BANKRUPTCY COURT**
CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION

10 In re:
11 VERITY HEALTH SYSTEM OF CALIFORNIA,
12 INC., *et al.*,
13 Debtors and Debtors In Possession.

14 Affects:

- 15 All Debtors
16 Verity Health System of California, Inc.
 O’Connor Hospital
17 Saint Louise Regional Hospital
 St. Francis Medical Center
18 St. Vincent Medical Center
 Seton Medical Center
19 O’Connor Hospital Foundation
 Saint Louise Regional Hospital
20 Foundation
 St. Francis Medical Center of
21 Lynwood Foundation
 St. Vincent Foundation
22 St. Vincent Dialysis Center, Inc.
 Seton Medical Center Foundation
23 Verity Business Services
 Verity Medical Foundation
24 Verity Holdings, LLC
25 De Paul Ventures, LLC
 De Paul Ventures - San Jose Dialysis, LLC

26 Debtors and Debtors In Possession.
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28

Lead Case No. 2:18-bk-20151-ER
Jointly Administered With:
CASE NO.: 2:18-bk-20162-ER
CASE NO.: 2:18-bk-20163-ER
CASE NO.: 2:18-bk-20164-ER
CASE NO.: 2:18-bk-20165-ER
CASE NO.: 2:18-bk-20167-ER
CASE NO.: 2:18-bk-20168-ER
CASE NO.: 2:18-bk-20169-ER
CASE NO.: 2:18-bk-20171-ER
CASE NO.: 2:18-bk-20172-ER
CASE NO.: 2:18-bk-20173-ER
CASE NO.: 2:18-bk-20175-ER
CASE NO.: 2:18-bk-20176-ER
CASE NO.: 2:18-bk-20178-ER
CASE NO.: 2:18-bk-20179-ER
CASE NO.: 2:18-bk-20180-ER
CASE NO.: 2:18-bk-20181-ER
Chapter 11 Cases
Hon. Ernest M. Robles

**OFFICIAL COMMITTEE OF UNSECURED
CREDITORS’ OPPOSITION TO THE
CALIFORNIA DEPARTMENT OF HEALTH
CARE SERVICES’ EMERGENCY MOTION
FOR THE ENTRY OF AN ORDER TO STAY
THE SALE OF MEDI-CAL PROVIDER
AGREEMENTS FREE AND CLEAR OF
INTERESTS AND OTHER RELIEF
[DKT. NO. 3211]**

Hearing:

Date: October 22, 2019
Time: 10:00 a.m.
Location: Courtroom 1568
255 E. Temple St.
Los Angeles, CA 90012



1 The Official Committee of Unsecured Creditors of Verity Health System of California, Inc.,
2 *et al.* (the “Committee”), appointed in connection with the chapter 11 cases of the above-captioned
3 debtors (the “Debtors”) hereby submits this opposition (the “Opposition”) to the California
4 Department of Health Care Services’s (“DHCS”) *Emergency Motion for the Entry of an Order to Stay*
5 *the Sale of Medi-Cal Provider Agreements Free and Clear of Interests and the Asset Purchase*
6 *Provisions that Relate to Buyer SGM’s Rights and Obligations Under Debtors’ Medi-Cal Provider*
7 *Agreements* (the “Emergency Motion”) [Docket No. 3211].

8 The Court should deny the Emergency Motion. DHCS has failed to show that it will suffer
9 irreparable harm if a stay pending appeal is not granted. On the contrary, it is the unsecured creditors
10 in these bankruptcy cases who would suffer irreparable harm if this Court grants a stay—because such
11 a stay would at the very least delay the closing of the SGM sale, if not scuttle it altogether. Given that
12 the Debtors have been losing \$450,000 per day,¹ the prospect of any recovery for unsecured creditors
13 is quickly diminishing.

14 Further, DHCS is not likely to succeed on the merits of its appeal. This Court evaluated
15 DHCS’s arguments, as well as the arguments against DHCS’s position, and this Court ultimately ruled
16 against DHCS, as reflected in this Court’s thorough and well-reasoned *Memorandum of Decision*
17 *Authorizing Debtors to Sell Medi-Cal Provider Agreements, Free and Clear of Interests Asserted by*
18 *the California Department of Health Care Services, Pursuant to § 363(f)(5)* [Docket No. 3146]. In
19 response, DHCS filed its Emergency Motion; however, DHCS’s Emergency Motion appears to offer
20 no new arguments that the Court has not already considered.

21 For the foregoing reasons, the Committee believes that the Emergency Motion does not
22 provide adequate support for this Court to stay the SGM Sale. Accordingly, the Committee
23 respectfully requests that this Court deny the Emergency Motion.

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27 ¹ The Debtors’ CEO Richard Adcock stated: “The Debtors cannot continue to sustain
28 operational losses of \$450,000, per day, *ad infinitum*...” (Declaration of Richard G. Adcock
in support of the Debtors’ Motion to Continue the Disclosure Statement Hearing, Docket
No. 3238, at paragraph 6).

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DATED: October 11, 2019

MILBANK LLP

/s/ Mark Shinderman
GREGORY A. BRAY
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DANIEL B. DENNY

Counsel for the Official Committee of
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California, Inc., et al.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

2029 Century Park E, 33rd Floor, Los Angeles, CA 90067.

A true and correct copy of the foregoing document entitled (*specify*): OFFICIAL COMMITTEE OF UNSECURED CREDITORS' OPPOSITION TO THE CALIFORNIA DEPARTMENT OF HEALTH CARE SERVICES' EMERGENCY MOTION FOR THE ENTRY OF AN ORDER TO STAY THE SALE OF MEDI-CAL PROVIDER AGREEMENTS FREE AND CLEAR OF INTERESTS AND OTHER RELIEF will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) October 11, 2019, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) October 11, 2019, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) October 11, 2019, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

October 11, 2019
Date

Ricky Windom
Printed Name

/s/ Ricky Windom
Signature

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