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

Debtors and Debtors In Possession.

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’ (I) REPLY  
TO SGM’S OBJECTION TO THE  
DEBTORS’ PROPOSED ORDER ON  
THE DEBTORS’ ENFORCEMENT  
MOTION [DKT. 3582] AND  
(II) STATEMENT IN SUPPORT OF THE  
DEBTORS’ PROPOSED ORDER  
[DKT. 3574]**

Hearing:

Date: October 15, 2019

Time: 10:00 a.m.

Location: Courtroom 1568



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 and debtors-in-possession (the “Debtors”), hereby submits this reply to the *Objection to Order*  
4 *Granting “Debtors’ Emergency Motion for the Entry of an Order: (I) Enforcing the Order Authorizing*  
5 *the Sale to Strategic Global Management, Inc.; (II) Finding that the Sale is Free and Clear of*  
6 *Conditions Materially Different than Those Approved by the Court; (III) Finding that the Attorney*  
7 *General Abused His Discretion in Imposing Conditions on that Sale; and (IV) Granting Related*  
8 *Relief”* (the “Objection”) [Docket No. 3582] filed by Strategic Global Management, Inc. (“SGM”)  
9 and statement in support of the Debtor’s proposed *Order Granting “Debtors’ Emergency Motion for*  
10 *the Entry of an Order: (I) Enforcing the Order Authorizing the Sale to Strategic Global Management,*  
11 *Inc.; (II) Finding that the Sale is Free and Clear of Conditions Materially Different than Those*  
12 *Approved by the Court; (III) Finding that the Attorney General Abused His Discretion in Imposing*  
13 *Conditions on that Sale; and (IV) Granting Related Relief”* (the “Proposed Order”) [Docket No. 3574].

14 The Committee supports the entry of the Debtors’ Proposed Order. The Proposed Order is the  
15 product of extensive negotiations between the Debtors and the California Attorney General (the  
16 “Attorney General”), in consultation with the Committee, and the Proposed Order is consistent with  
17 the contemplated sale of assets to SGM. The Attorney General’s approval of the Proposed Order is  
18 of great significance, since it avoids the uncertainty and time related to an appeal. Further, the  
19 Proposed Order gives SGM what SGM needs to close the sale. Specifically, the Proposed Order makes  
20 clear that the sale is free and clear of the Attorney General’s additional conditions; i.e., SGM would  
21 need to satisfy the conditions SGM set forth in section 8.6 of the Asset Purchase Agreement (as  
22 revised) [Docket No. 2305-1] and nothing further.

23 SGM, in its Objection, takes issue with the section 363 “free and clear” language in the  
24 Proposed Order. However, this Court’s *Order (1) Approving Form of Asset Purchase Agreement for*  
25 *Stalking Horse Bidder and for Prospective Overbidders, (2) Approving Auction Sale Format, Bidding*  
26 *Procedures and Stalking Horse Bid Protections, (3) Approving Form of Notice to be Provided to*  
27 *Interested Parties, (4) Scheduling a Court Hearing to Consider Approval of the Sale to the Highest*  
28 *Bidder and (5) Approving Procedures Related to the Assumption of Certain Executory contracts and*

1 *Unexpired Leases, and (II) an Order ((A) Authorizing the Sale of Property Free and Clear of All*  
2 *Claims, Liens and Encumbrances* (the “Bidding Procedures Order”) [Docket No. 1572] already  
3 includes the appropriate section 363 “free and clear” language, and the language in the Proposed Order  
4 is consistent with the Bidding Procedures Order.

5 SGM also takes issue with the second sentence of paragraph 4 of the Proposed Order, which  
6 addresses the Attorney General’s authority to enforce the relevant conditions. For context, the entire  
7 paragraph is reproduced here:

8 This Court shall retain exclusive jurisdiction to adjudicate any disputes or  
9 controversies regarding the interpretation or enforcement of this Order.  
10 Notwithstanding the preceding sentence, nothing contained in this Order shall  
11 prohibit or limit the authority of the Attorney General to enforce, in the California  
12 state courts and pursuant to section 5926 of the California Corporations Code, the  
13 **Purchaser** Approved Conditions set forth on Schedule 8.6 to the APA.  
14 (Proposed Order at ¶ 4) (emphasis added). The second sentence of Paragraph 4 should be  
15 uncontroversial, as there was never any contemplation of any prohibition of, or limitations on, the  
16 Attorney General’s authority to enforce conditions *to which SGM agreed*.

17 In short, the Proposed Order provides everything SGM needs to close. By the Proposed Order  
18 and related stipulation, the Attorney General has agreed not to impose additional conditions such that  
19 SGM must proceed to close.

20 For the reasons set forth above, the Debtors’ Proposed Order appears to be proper, and the  
21 Committee supports the entry of the Proposed Order in its current form.

22 DATED: November 11, 2019

MILBANK LLP

23 /s/ Mark Shinderman  
GREGORY A. BRAY  
MARK SHINDERMAN  
JAMES C. BEHRENS

24 Counsel for the Official Committee of  
25 Unsecured Creditors of Verity Health System of  
26 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, 33<sup>rd</sup> Floor, Los Angeles, CA 90067.**

A true and correct copy of the foregoing document entitled (*specify*): OFFICIAL COMMITTEE OF UNSECURED CREDITORS' (I) REPLY TO SGM'S OBJECTION TO THE DEBTORS' PROPOSED ORDER ON THE DEBTORS' ENFORCEMENT MOTION AND (II) STATEMENT IN SUPPORT OF THE DEBTORS' PROPOSED ORDER 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*) November 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*) November 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*) November 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.

November 11, 2019  
Date

James C. Behrens  
Printed Name

/s/ James C. Behrens  
Signature

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