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

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

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

16 Affects:

- 17 All Debtors
- 18 Verity Health System of California, Inc.
- 19 O’Connor Hospital
- 20 Saint Louise Regional Hospital
- 21 St. Francis Medical Center
- 22 St. Vincent Medical Center
- 23 Seton Medical Center
- 24 O’Connor Hospital Foundation
- 25 Saint Louise Regional Hospital
- 26 Foundation
- 27 St. Francis Medical Center of
- 28 Lynwood Foundation
- St. Vincent Foundation
- 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’ RESPONSE
TO THE DEBTORS’ MOTION TO
APPROVE PRIVATE SALE OF SETON
MEDICAL CENTER TO AHMC
HEALTHCARE INC.**

[RELATES TO DOCKET NO. 4360]

Hearing:

Date: April 22, 2020
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 and debtors-in-possession (the “Debtors”), hereby responds to the *Motion to Approve Terms*
4 *and Conditions of a Private Sale of Certain of the Debtors’ Assets Related to Seton Medical Center to*
5 *AHMC Healthcare Inc.* [Docket No. 4360] (the “Motion”). In support of this response, the Committee
6 respectfully states as follows:

7 **RESPONSE**

8 KPC Global Medical Center of San Mateo County, LLC (“GMC”), an affiliate of KPC Group
9 (“KPC”) and Strategic Global Management, Inc. (“SGM”), has made an offer (“GMC’s Offer”)¹ for
10 the Seton Assets (as defined in GMC’s Offer) that would bring *significantly* more funds into the estate
11 than the offer from AHMC Healthcare Inc. (“AHMC”), more than 50% more. However, the
12 Committee is mindful of the past actions of SGM and KPC in these bankruptcy cases in connection
13 with SGM’s asset purchase agreement dated January 8, 2019 (the “SGM APA”) to purchase
14 substantially all of the Debtors’ assets, which actions led the estate to commence an adversary action
15 against SGM for breach of contract and related claims (the “Adversary Action”).² Consequently, the
16 Committee could not imagine the Debtors proceeding with GMC’s Offer absent some strong
17 assurances that (1) the transaction would close timely and (2) in the event GMC, SGM, and/or KPC
18 were to engage in inappropriate conduct, the estates’ creditors will not be economically
19 disadvantaged.

20 More specifically, the Committee assumes that the Debtors could not be expected to engage
21 on GMC’s Offer unless GMC can meet five conditions to the Debtors’ satisfaction:

22 First, GMC must provide a significant deposit to ensure that the estates are not worse off in the
23 event of a breach than if the Debtors had accepted the AHMC offer and proceeded to close on that
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25 _____
26 ¹ GMC’s Offer, dated March 6, 2020, is set forth in Exhibit 1 to *Strategic Global Management, Inc.’s Reply Brief re:*
27 *“Order Setting Briefing Schedule to Determine Whether Strategic Global Management Should Be Disqualified*
from Participating in the Auction” [Docket No. 4278].

28 ² These claims are set forth in the Debtors’ *First Amended Complaint for Breach of Contract, Promissory Fraud,*
Breach of Implied Covenant of Good Faith and Fair Dealing, Tortious Breach of Contract, and Tortious Breach of
Implied Covenant of Good Faith and Fair Dealing [Docket No. 29 in Case No. 2:20-cv-00613-DSF].

1 offer. More specifically, GMC must put down a deposit in the amount of the larger of \$40 million
2 (the AHMC purchase price) or 75% of GMC's ultimate purchase price.

3 Second, GMC must waive all conditions and contingencies, such that GMC would be obligated
4 to close. The Committee is mindful that there are material conditions in the AHMC offer relating to
5 (a) the Attorney General conditions and (b) the transfer of Medicare and Medi-Cal provider
6 agreements. To avoid any uncertainty here, GMC would need to confirm that GMC would deem the
7 Debtors to have satisfied these conditions if the Debtors were to obtain the same orders from this Court
8 that the Debtors previously obtained as to Attorney General conditions and the transfer of Medicare
9 and Medi-Cal provider agreements with regard to the SGM APA.

10 Third, GMC must expressly waive any right to appeal any order related to the sale of the Seton
11 Assets.

12 Fourth, SGM and the other defendants in the Debtors' Adversary Action must agree not to use
13 any facts related to the sale of the Seton Assets to support any defenses, arguments, setoffs, and the
14 like in the Adversary Action. The Committee believes that the Debtors' claims in the Adversary
15 Action are well-taken, and any interest in proceeding with GMC here is solely because of the
16 economics offered. But such pursuit should not be deemed an acceptance of the prior conduct of SGM
17 and KPC and the other defendants in the Adversary Action. For example, that the estate might proceed
18 with a potential sale to GMC could not be used as evidence, in the Adversary Action, of good faith.

19 Fifth, SGM and the other defendants in the Debtors' Adversary Action must agree not to use
20 any facts related to the sale of the Seton Assets to reduce the limitation on the amount of damages in
21 the SGM APA that the defendants would have to pay the Debtors pursuant to the Adversary Action.

22 Only if all five of these conditions are met to the Debtors' satisfaction would the Committee
23 expect the Debtors (and other parties in interest) to consider an auction involving GMC.³ Indeed,
24 absent these assurances of a timely closing and protections against potential misconduct, the
25 Committee could not support a proposed sale to GMC.

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³ The Committee and GMC have discussed and made progress on these assurances since the concept was first raised.

1 CONCLUSION

2 **WHEREFORE**, the Committee requests that the Court schedule an auction and permit GMC
3 to bid on the Seton Assets if and only if the five conditions set forth above have been satisfied to the
4 Debtors' satisfaction.

5
6 DATED: April 10, 2020

MILBANK LLP

7 /s/ Mark Shinderman
8 GREGORY A. BRAY
9 MARK SHINDERMAN
10 JAMES C. BEHRENS

11 Counsel for the Official Committee of
12 Unsecured Creditors of Verity Health System of
13 California, Inc., et al.
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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' RESPONSE TO THE DEBTORS' MOTION TO APPROVE PRIVATE SALE OF SETON MEDICAL CENTER TO AHMC HEALTHCARE INC. 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*) April 10, 2020, 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*) April 10, 2020, 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*) April 10, 2020, 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.

April 10, 2020
Date

James C. Behrens
Printed Name

/s/ James C. Behrens
Signature

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