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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.

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

- 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

Hon. Ernest M. Robles

**OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS’ RESPONSE  
TO OBJECTION OF CALIFORNIA  
ATTORNEY GENERAL TO  
“DEBTORS’ EX PARTE MOTION FOR  
AN ORDER AUTHORIZING THE  
DEBTORS TO DISCLOSE TO THE  
CALIFORNIA ATTORNEY GENERAL  
BIDS FOR THE ACQUISITION OF  
ASSETS RELATED TO ST. FRANCIS  
MEDICAL CENTER SUBJECT TO  
CONFIDENTIALITY RESTRICTIONS”**

**[RELATES TO DOCKET NO. 4721]**

Debtors and Debtors In Possession.



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 *Objection of California*  
4 *Attorney General to “Debtors Ex Parte Motion for an Order Authorizing the Debtors to Disclose to*  
5 *the California Attorney General Bids for the Acquisition of Assets Related to St. Francis Medical*  
6 *Center Subject to Confidentiality Restrictions”* [Docket No. 4721] (the “Objection”). In support of  
7 this response, the Committee respectfully states as follows:

8 The Committee has no issue with the Debtors sharing the other bids that the Debtors received  
9 for St. Francis<sup>1</sup> with the Attorney General on a confidential basis only.

10 That said, the Committee wishes to clarify that the other bids were not true alternatives. As  
11 the Court is aware, the Prime bid was the only qualified bid. Because there were no other qualified  
12 bids, there were no actionable alternatives available to the Debtors and the Court (i.e., because the  
13 other bids failed to qualify, these bids were not relevant and could rightly be treated as if they did not  
14 exist). When Debtors sought approval of Prime’s bid, none of the consulting parties—the Committee  
15 and the prepetition secured creditors—objected. At that point, the Court was presented with the choice  
16 of either approving or not approving Prime’s bid. The Court was not choosing between alternatives,  
17 as there were no other qualified bids, and after reviewing Prime’s bid, the Court approved it as the  
18 highest or otherwise best bid.

19 In addition, there is no provision in the Bidding Procedures [Docket No. 4165, Exh 1] or the  
20 Asset Purchase Agreement [Docket No. 4471] for the general disclosure of non-qualified bids. The  
21 Bidding Procedures list only the Debtors, the Committee, and the prepetition secured creditors as being  
22 entitled to review copies of bids that were not qualified. Section 6.3 of the Asset Purchase Agreement,  
23 which was approved by the Court pursuant to the Sale Order [Docket No. 4511], states that the winning  
24 bidder is only entitled to copies of “Qualified Bids.” Disclosure by the Attorney General of the other  
25 bids would give Prime copies of the other bids—in contravention of the Asset Purchase Agreement,  
26 as approved by the Sale Order.

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Objection.

1 Finally, the Committee wishes to convey that an expedient decision regarding this matter  
2 would serve the interests of the estates and the sale process, which is why the Debtors filed their  
3 motion on an *ex parte* basis with constituent support.

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DATED: May 15, 2020

MILBANK LLP

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

Counsel for the Official Committee of  
Unsecured Creditors of Verity Health System of  
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' RESPONSE TO OBJECTION OF CALIFORNIA ATTORNEY GENERAL TO "DEBTORS' EX PARTE MOTION FOR AN ORDER AUTHORIZING THE DEBTORS TO DISCLOSE TO THE CALIFORNIA ATTORNEY GENERAL BIDS FOR THE ACQUISITION OF ASSETS RELATED TO ST. FRANCIS MEDICAL CENTER SUBJECT TO CONFIDENTIALITY RESTRICTIONS" 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*) May 15, 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*) May 15, 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*) May 15, 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.

May 15, 2020  
Date

James C. Behrens  
Printed Name

/s/ James C. Behrens  
Signature

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