

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
Hospital Acquisition LLC, <i>et al.</i> , ¹)	Case No. 19-10998 (BLS)
)	
Debtors.)	Jointly Administered
)	

**NOTICE OF AMENDED² AGENDA OF MATTERS SCHEDULED FOR HEARING ON
JANUARY 15, 2020 AT 10:00 A.M. (ET)**

CONTINUED/RESOLVED MATTERS

1. Motion of Owens & Minor Distribution, Inc. for Relief from the Automatic Stay to Permit the Exercise of Setoff Rights Against the Debtors [D.I. 179, 5/29/19]

Objection Deadline: June 12, 2019, extended for the Debtors

Related Document:

- A. Order Extending the Automatic Stay With Respect to the Motion of Owens & Minor Distribution, Inc. for Relief from the Automatic Stay to Permit the Exercise of Setoff Rights Against the Debtors [D.I. 250, 6/18/19]
- B. Second Order Further Extending the Automatic Stay With Respect to the Motion of Owens & Minor Distribution, Inc. for Relief from the Automatic Stay to Permit the Exercise of Setoff Rights Against the Debtors [D.I. 567, 9/10/19]

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Hospital Acquisition LLC (3232); Hospital Acquisition Intermediate Sub LLC (9609); LifeCare Holdings LLC (f/k/a Hospital Acquisition Sub I LLC) (6612); LifeCare Behavioral Health Hospital of Pittsburgh LLC (9835); New LifeCare Hospitals LLC (7959); New LifeCare Hospitals of Dayton LLC (2592); New LifeCare Hospitals of Milwaukee LLC (2428); New LifeCare Hospitals of South Texas LLC (4237); Hospital Acquisition Sub II LLC (7920); New LifeCare Management Services LLC (4310); New LifeCare REIT 1 LLC (9849); New LifeCare Hospitals of Mechanicsburg LLC (0174); New Pittsburgh Specialty Hospital LLC (7592); LifeCare Vascular Services, LLC (5864); New LifeCare Hospitals of North Texas LLC (4279); New LifeCare Hospitals of Chester County LLC (1116); New LifeCare Hospitals of Northern Nevada LLC (4534); New San Antonio Specialty Hospital LLC (2614); New LifeCare Hospitals of North Carolina LLC (7257); New LifeCare Hospitals of Pittsburgh LLC (8759); New NextCare Specialty Hospital of Denver LLC (6416); Hospital Acquisition MI LLC (4982); LifeCare Pharmacy Services LLC (3733); New LifeCare REIT 2 LLC (1315); New LifeCare Hospitals at Tenaya LLC (6891); and New LifeCare Hospitals of Sarasota LLC (8094). The Debtors’ address is 2024 W. 15th Street, Suite F-392, Plano, Texas 75075.

² **Amendments appear in bold.**

- C. Third Order Further Extending the Automatic Stay With Respect to the Motion of Owens & Minor Distribution, Inc. for Relief from the Automatic Stay to Permit the Exercise of Setoff Rights Against the Debtors [D.I. 623, 10/29/19]
- D. Fourth Order Further Extending the Automatic Stay With Respect to the Motion of Owens & Minor Distribution, Inc. for Relief from the Automatic Stay to Permit the Exercise of Setoff Rights Against the Debtors [D.I. 674, 10/1/19]
- E. Fifth Order Further Extending the Automatic Stay With Respect to the Motion of Owens & Minor Distribution, Inc. for Relief from the Automatic Stay to Permit the Exercise of Setoff Rights Against the Debtors [D.I. 729, 11/20/19]

Objections Received: None to date

Status: This matter has been adjourned by agreement of the parties to the hearing scheduled for February 5, 2020, at 9:30 a.m. (ET). The parties have agreed that the Debtors' objection deadline shall be extended to January 29, 2020, and Owens & Minor Distribution, Inc.'s reply deadline shall be January 31, 2020.

- 2. Motion of Renown South Meadows Medical Center to Allow and Compel Payment for Postpetition Rent, Services and Good Pursuant to 11 U.S.C. §§ 365(d)(3) and §503(b) [D.I. 712, 11/14/19]

Objection Deadline: November 26, 2019 at 4:00 p.m. (ET), extended for the Debtors to December 19, 2019 at 4:00 p.m. (ET)

Objections Received: Informal comments from the Debtors.

Related Documents:

- A. Certification of Counsel [D.I. 854, 1/9/20]
- B. Agreed Upon Order Granting Motion of Renown South Medical Center to Allow and Compel Payment for Postpetition Rent, Services and Good Pursuant to 11 U.S.C. §§ 365(d)(3) and §503(b) [D.I. 858, 1/10/20]

Status: An order has been entered. No hearing is required.

- 3. Debtors' Omnibus Motion for Order (I) Authorizing the Debtors to Assume and Assign Executory Contracts and Unexpired Leases to PAM Squared, LLC, (II) Fixing Cure Amounts and (III) Granting Certain Related Relief [D.I. 721, 11/18/19]

Objection Deadline: December 2, 2019 at 4:00 p.m. (ET)

Objections Received: None

Related Documents:

- A. Certificate of No Objection [D.I. 774, 12/3/19]
- B. Omnibus Order (I) Authorizing Debtors to Assume and Assign Executory Contracts and Unexpired Leases to PAM Squared, LLC, (II) Fixing Cure Amounts, and (III) Granting Certain Related Relief [D>I. 776, 12/4/19]

Status: An order has been entered. No hearing is required.

- 4. Debtors' Second Motion for Entry of an Order Extending the Period Within Which the Debtors May Remove Actions Pursuant to 28 U.S.C. § 1452 [D.I. 772, 12/3/19]

Objection Deadline: December 17, 2019 at 4:00 p.m. (ET)

Objections Received: None

Related Documents:

- A. Certificate of No Objection [D.I. 814, 12/20/19]
- B. Order Extending the Period Within Which the Debtors May Remove Actions Pursuant to 28 U.S.C. § 1452 [D.I. 822, 12/30/19]

Status: An order has been entered. No hearing is required.

- 5. Debtors' Eighth Omnibus Motion for Entry of an Order Authorizing the Debtors to Reject Certain Unexpired Leases and Executory Contracts Effective as of the Rejection Date [D.I. 807, 12/17/19]

Objection Deadline: December 31, 2019 at 4:00 p.m. (ET)

Objections Received:

- A. Conduent Care Management, Inc.'s Objection and Reservation of Rights to Debtors' Eighth Omnibus Motion for Entry of an Order Authorizing the Debtors to Reject Certain Unexpired Leases and Executory Contracts Effective as of the Rejection Date [D.I. 824, 12/31/19]

Related Documents:

- A. Certification of Counsel [D.I. 865, 1/13/20]
- B. Order Authorizing the Debtors to Reject Certain Unexpired Leases and Executory Contracts Effective as of the Rejection Date [D.I. 876, 1/13/20]

Status: An order has been entered. No hearing is required.

6. Motion of Dialysis Clinic, Inc. for Allowance and Payment of Administrative Expenses Claims, Allowance of the Exercise and Defense of Recoupment and to Lift the Stay [D.I. 920, 12/27/19]

Objection Deadline: January 6, 2020 at 4:00 p.m. (ET), extended to January 8, 2020 for the Debtors

Objections Received: Informal comments from the Debtors.

Related Documents:

- A. Certification of Counsel [D.I. 860, 1/10/20]
- B. Order Allowing Dialysis Clinic, Inc. as Administrative Claim, Requiring Debtor to Pay Administrative Claim and Allowing Dialysis Clinic Inc. to Exercise Rights of Recoupment and Granting Related Relief [D.I. 881, 1/13/20]**

Status: **An order has been entered.**

CONTESTED MATTERS GOING FORWARD

7. **[Contract Objections]** Debtors' Motion for (I) an Order Establishing Bidding Procedures and Granting Related Relief and (II) an Order or Orders Approving the Sale of the Assets [D.I. 227, 6/6/19]

Objection Deadline: August 1, 2019 at 5:00 p.m. (ET), extended for certain parties³

Related Documents:

- A. Order Establishing Bidding Procedures Relating to the Sales of All or a Portion of the Debtors' Assets [D.I. 298, 6/27/19]
- B. Order Authorizing and Approving (I) the Selection of PAM Squared, LLC as the Stalking Horse Bidder for Certain of the Debtors' Assets and (II) Related Bidding Protections [D.I. 414, 7/30/19]
- C. Order Authorizing and Approving (I) the Selection of LifeCare 2.0, LLC as the Stalking Horse Bidder for Certain of the Debtors' Assets and (II) Related Bidding Protection [D.I. 443, 8/1/19]
- D. Order (I) Authorizing the Sale of the Assets to the Purchaser Free and Clear of Liens, Claims, Interests, and Encumbrances; (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [D.I. 519, 8/19/19]

³ The objection deadline was extended by agreement with respect to certain parties to various dates, each of which was in advance of the filing of this agenda.

- E. Order (I) Authorizing the Sale of the Assets to the Purchaser Free and Clear of Liens, Claims, Interests, and Encumbrances; (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [D.I. 520, 8/19/19]
- F. Order (I) Authorizing the Sale of the Assets to the Purchaser Free and Clear of Liens, Claims, Interests, and Encumbrances; (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [D.I. 528, 8/21/19]
- G. Order Approving Revised Cure List [D.I. 550, 8/27/19]
- H. Order Approving Stipulation Resolving the Objection of the United States to Notice of Executory Contracts and Unexpired Leases That may be Assumed and Assigned in Connection With the Sale of the Debtors' Assets and Proposed Cure Cost With Respect Thereto and Establishing Amounts Due Upon Assumption and Assignment of Certain Provider Agreements [D.I. 631, 10/2/19]
- I. Order Approving Stipulation Resolving (A) MPT of Dallas LTACH, L.P.'s Objection to Debtors' (I) Notice of Executory Contracts and Unexpired Leases That may be Assumed and Assigned and the Proposed Cure Cost With Respect Thereto and (II) Proposed Order Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (B) MPT of Dallas LTACH, L.P.'s Supplemental Objection to Debtors' Notice of Executory Contracts and Unexpired Leases That may be Assumed and Assigned [D.I. 632, 10/2/19]
- J. Order Approving Stipulation by and Between the Debtors, Beach Construction, Inc. (d\b\ a BC Commercial), LifeCare 2.0, LLC, DOC-LifeCare Plano LTACH, LLC, DOC-LifeCare Ft. Worth LTACH, LLC and DOC-LifeCare Pittsburgh LTACH, LLC Resolving Objection to Proposed Cure Costs and Reservation of Rights [D.I. 633, 10/2/19]
- K. Order Approving Stipulation by and Between the Debtors, LifeCare 2.0, LLC, LifeCare 2.1, LLC, LifeCare 2.2, LLC, DOC-LifeCare Plano LTACH, LLC, DOC-LifeCare Ft. Worth LTACH, LLC and DOC-LifeCare Pittsburgh LTACH, LLC Resolving Objection to Proposed Cure Costs and Reservation of Rights [D.I. 634, 10/2/19]
- L. Agreed Order Partially Resolving Cigna's Objection to Notice of Executory Contracts and Unexpired Leases That may be Assumed and Assigned in Connection With the Sale of the Debtors' Assets and the Proposed Cure Cost With Respect Thereto [D.I. 768, 12/3/19]

- M. Order Approving Resolutions of Cure Objections [D.I. 877, 1/13/20]
- N. Agreed Order on Limited Objection to Debtors' Proposed Assumption and Assignment of Certain Designated Executory Contracts [D.I. 878, 1/13/20]
- O. Certification of Counsel Regarding Cigna's Objection to No Notice of Executory Contracts and Unexpired Leases That may be Assumed and Assigned in Connection With the Sale of the Debtors' Assets and the Proposed Cure Cost With Respect Thereto [D.I. 885, 1/13/20]**
- P. Agreed Order Resolving Cigna's Objection to No Notice of Executory Contracts and Unexpired Leases That may be Assumed and Assigned in Connection With the Sale of the Debtors' Assets and the Proposed Cure Cost With Respect Thereto [D.I. 888, 1/14/20]**

Outstanding Contract Objections Received:

- A. Objection of Cigna Health and Life Insurance Company and Life Insurance Company and Life Insurance Company of North America to Notice of Executory Contracts and Unexpired Leases That may be Assumed and Assigned in Connection With the Sale of the Debtors' Assets and the Proposed Cure Cost With Respect Thereto [D.I. 440, 8/1/19]
- B. Objection of Cigna Health and Life Insurance Company and Life Insurance Company of North America to Notice of (I) Successful Bidders With Respect to the Debtors' Assets, (II) Supplemental Designated Contracts, and (III) Supplemental Designated Contract Objection Deadline [D.I. 536, 8/22/19]

Status: Orders have been entered. This matter is resolved.

- 8. **[Final Approval and Confirmation]** Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation of Hospital Acquisition LLC and its Affiliated Debtors [D.I. 779, 12/4/19]

Objection Deadline: January 3, 2020, at 4:00 p.m. (ET), extended for the Texas Taxing Authorities (as defined below) to January 8, 2020, for Zurich Insurance Company to January 13, 2020 at 12:00 p.m. (ET), and for Cigna to January 13, 2020 at 4:00 p.m. (ET) (with permission of the Court).

Related Documents:

- A. Debtors' Motion for an Order (I) Approving the Combined Disclosure Statement and Plan on an Interim Basis for Solicitation Purposes Only; (II) Establishing Solicitation and Tabulation Procedures; (III) Approving the Form of Ballots and Solicitation Materials; (IV) Establishing the Voting Record Date; (V) Fixing the Date, Time, and Place for the Combined Hearing and the Deadline for Filing Objections Thereto; (VI) Establishing Bar Dates for Filing Proofs of Claim for Secured Priority, and 503(b)(9) Claims and Requests for Allowance of Initial Administrative Claims; and (VII) Granting Related Relief [D.I. 720, 11/15/19]
- B. Order (I) Approving the Combined Disclosure Statement and Plan on an Interim Basis for Solicitation Purposes Only; (II) Establishing Solicitation and Tabulation Procedures; (III) Approving the Form of Ballots and Solicitation Materials; (IV) Establishing the Voting Record Date; (V) Fixing the Date, Time, and Place for the Combined Hearing and the Deadline for Filing Objections Thereto; (VI) Establishing Bar Dates for Filing Proofs of Claim for Secured Priority, and 503(b)(9) Claims and Requests for Allowance of Initial Administrative Claims; and (VII) Granting Related Relief [D.I. 771, 12/3/19]
- C. Notice of (I) Deadlines for Filing (A) Proofs of Claim for Secured, Priority, and 503(b)(9) Claims and Requests for Allowance of Initial Administrative Claims Arising After the Petition Date Through and Including December 3, 2019; Approving of Combined Disclosure Statement and Plan on an Interim Basis for Solicitation Purposes Only; and (III) the Hearing to Consider (A) Final Approval of the Combined Disclosure Statement and Plan as Containing Adequate Information and (B) Confirmation of the Combined Disclosure Statement and Plan [D.I. 780, 12/4/19]
- D. Notice of Filing of Supplement to the Debtors' Combined Disclosure Statement and Joint Chapter Plan of Liquidation of Hospital Acquisition LLC and its Affiliated Debtors [D.I. 821, 12/27/19]
- E. Declaration of Craig E. Johnson of Prime Clerk LLC Regarding the Solicitation of Votes and Tabulation of Ballots Cast on the Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation of Hospital Acquisition LLC and its Affiliated Debtors [D.I. 844, 1/7/20]
- F. Notice of Filing of Combined Disclosure Statement and Amended Joint Chapter 11 Plan of Liquidation of Hospital Acquisition LLC and its Affiliated Debtors [D.I. 871, 1/13/20]

- G. Declaration of Michael Scott in Support of Confirmation of the Debtors' Chapter 11 Plan of Liquidation [D.I. 873, 1/13/20]
- H. Memorandum of Law in Support of Confirmation of the Amended Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation of Hospital Acquisition LLC and its Affiliated Debtors [D.I. 875, 1/13/20]
- I. Notice of Filing of Proposed Findings of Fact, Conclusions of Law and Order Approving and Confirming Combined Disclosure Statement and Amended Joint Chapter 11 Plan of Liquidation of Hospital Acquisition LLC and its Affiliated Debtors [D.I. 879, 1/13/20]
- J. Notice of Filing of Further Revised Combined Disclosure Statement and Amended Joint Chapter 11 Plan of Liquidation of Hospital Acquisition LLC and its Affiliated Debtors [D.I. 889, 1/15/20]**
- K. Notice of Filing of Revised Proposed Findings of Fact, Conclusions of Law and Order Approving and Confirming Combined Disclosure Statement and Amended Joint Chapter 11 Plan of Liquidation of Hospital Acquisition LLC and its Affiliated Debtors [D.I. 890, 1/15/20]**

Responses Received:

- A. Informal comments
 - i. Zurich Insurance Company
 - ii. Dallas County, Tarrant County, and Bexar County (collectively, the "*Texas Taxing Authorities*")
 - iii. Cigna Health and Life Insurance Company
 - iv. LifeCare 2.0
- B. Taylor County Century Appraisal Districts' Objection to Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation of Hospital Acquisition LLC and its Affiliated Debtors [D.I. 825, 1/2/20]
- C. Louisiana Department of Health's Objection to the Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation of Hospital Acquisition LLC and its Affiliated Debtors [D.I. 833, 1/3/20]
- D. UnitedHealthcare Insurance Company's Limited Objection to Confirmation of Joint Chapter 11 Plan of Liquidation of Hospital Acquisition LLC and its Affiliated Debtors [D.I. 835, 1/3/20]
- E. Baxter Healthcare Corporation's Objection to Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation of Hospital Acquisition LLC and its Affiliated Debtors [D.I. 836, 1/3/20]

- F. Limited Objection of CNA Commercial Insurance Company and Applicable Affiliates to Confirmation of the Debtors' Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation [D.I. 837, 1/3/20]

Status: The Debtors believe that all informal comments and objections have been consensually resolved. This matter is going forward on an uncontested basis.

Dated: Wilmington, Delaware

January 15, 2020

/s/ Joseph M. Mulvihill

YOUNG CONAWAY STARGATT & TAYLOR, LLP

M. Blake Cleary (No. 3614)

Jaime Luton Chapman (No. 4936)

Joseph M. Mulvihill (No. 6061)

Betsy L. Feldman (No. 6410)

Rodney Square

1000 North King Street

Wilmington, Delaware 19801

Telephone: (302) 571-6600

Facsimile: (302) 571-1253

– and –

AKIN GUMP STRAUSS HAUER & FELD LLP

Scott Alberino (admitted *pro hac vice*)

Kevin M. Eide (admitted *pro hac vice*)

2001 K. Street, N.W.

Washington, DC 20006

Telephone: (202) 887-4000

Facsimile: (202) 887-4288

Sarah Link Schultz (admitted *pro hac vice*)

2300 N. Field Street, Suite 1800

Dallas, Texas 75201

Telephone: (214) 969-2800

Facsimile: (214) 969-4343

**COUNSEL FOR DEBTORS AND DEBTORS IN
POSSESSION**