

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

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In re: : Chapter 11

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PROMISE HEALTHCARE GROUP, LLC, *et al.*,¹ : Case No. 18-12491 (CSS)

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Debtors. : (Jointly Administered)

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**AMENDED² NOTICE OF AGENDA OF MATTERS SCHEDULED FOR
HEARING ON JANUARY 8, 2019 AT 11:00 A.M. (ET)³**

RESOLVED MATTERS:

1. Application of Patient Care Ombudsman for Entry of an Order Authorizing the Retention and Employment of Gibbons P.C. as Delaware Counsel *Nunc Pro Tunc* to November 27, 2018 [D.I. 266; filed 12/7/18].

Response Deadline: December 21, 2018 at 4:00 p.m. (ET).

¹ The Debtors in these Chapter 11 cases, together with the last four digits of each Debtor’s federal tax identification number, are as follows: HLP HealthCare, Inc. (8381), PH-ELA, Inc. (9180), Professional Rehabilitation Hospital, L.L.C. (5340), Promise Healthcare #2, Inc. (1913), Promise Healthcare Group, LLC (1895), Promise Healthcare Holdings, Inc. (2601), Bossier Land Acquisition Corp. (6644), HLP of Los Angeles, LLC (9102), HLP of Shreveport, Inc. (1708), HLP Properties at The Villages Holdings, LLC (0006), HLP Properties at the Villages, L.L.C. (1938), HLP Properties of Vidalia, LLC (4255), HLP Properties, Inc. (0068), Promise Healthcare of California, Inc. (9179), Promise Healthcare, Inc. (7953), Promise Hospital of Ascension, Inc. (9219), Promise Hospital of Baton Rouge, Inc. (8831), Promise Hospital of Dade, Inc. (7837), Promise Hospital of Dallas, Inc. (0240), Promise Hospital of East Los Angeles, L.P. (4671), Promise Hospital of Florida at The Villages, Inc. (2171), Promise Hospital of Louisiana, Inc. (4886), Promise Hospital of Lee, Inc. (8552), Promise Hospital of Overland Park, Inc. (5562), Promise Hospital of Phoenix, Inc. (1318), Promise Hospital of Salt Lake, Inc. (0659), Promise Hospital of Vicksburg, Inc. (2834), Promise Hospital of Wichita Falls, Inc. (4104), Promise Properties of Dade, Inc. (1592), Promise Properties of Lee, Inc. (9065), Promise Properties of Shreveport, LLC (9057), Promise Skilled Nursing Facility of Overland Park, Inc. (5752), Promise Skilled Nursing Facility of Wichita Falls, Inc. (1791), Quantum Health, Inc. (4298), Quantum Properties, L.P. (8203), St. Alexius Hospital Corporation #1 (2766), St. Alexius Properties, LLC (4610), Success Healthcare 1, LLC (6535), Success Healthcare 2, LLC (8861), Success Healthcare, LLC (1604), Vidalia Real Estate Partners, LLC (4947), LH Acquisition, LLC (2328), Promise Behavioral Health Hospital of Shreveport, Inc. (1823), Promise Rejuvenation Centers, Inc. (7301), Promise Rejuvenation Center at the Villages, Inc. (7529), and PHG Technology Development and Services Company, Inc. (7766). The mailing address for the Debtors, solely for purposes of notices and communications, is 999 Yamato Road, 3rd FL, Boca Raton, FL 33431.

² **Amended items appear in BOLD.**

³ Any party participating telephonically must make arrangements through CourtCall by telephone (866-582-6878) or facsimile (866-533-2946).

Related Pleadings:

- (a) Certification of Counsel Regarding Application of Patient Care Ombudsman for Entry of an Order Authorizing the Retention and Employment of Gibbons P.C. as Delaware Counsel *Nunc Pro Tunc* to November 27, 2018 [D.I. 367; filed 12/28/18].
- (b) Order Authorizing The Retention and Employment of Gibbons P.C. As Delaware Counsel to the Patient Care Ombudsman Effective As Of November 27, 2018 [D.I. 378; filed 1/2/19].

Responses Received: None.

Status: An Order has been entered.

- 2. Application of Patient Care Ombudsman for Entry of an Order Authorizing the Retention and Employment of Otterbourg P.C. as Her Counsel, Effective as of November 27, 2018 [D.I. 278; filed 12/10/18].

Response Deadline: December 21, 2018 at 4:00 p.m. (ET).

Related Pleadings:

- (a) Certification of Counsel Regarding Application of Patient Care Ombudsman for Entry of an Order Authorizing the Retention and Employment of Otterbourg P.C. as Her Counsel, Effective as of November 27, 2018 [D.I. 366; filed 12/28/18].
- (b) Order Authorizing The Retention and Employment of Otterbourg P.C. As Counsel to the Patient Care Ombudsman Effective As of November 27, 2018 [D.I. 377; filed 1/2/19].

Responses Received: None.

Status: An Order has been entered.

- 3. Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing Continued Use of Existing Cash Management System and Bank Accounts; (II) Extending the Time to Comply With, or Seek a Waiver of, Certain United States Trustee Requirements and Section 345(B) of the Bankruptcy Code; (III) Authorizing Continued Performance of Intercompany Transactions; (IV) Granting Administrative Expense Priority to Postpetition Intercompany Claims; and (V) Granting Related Relief [D.I. 10; filed 11/5/18].

Response Deadline: November 27, 2018 at 4:00 p.m.

Related Pleadings:

- (a) Interim Order (I) Authorizing Continued Use of Existing Cash Management System and Bank Accounts, (II) Extending the Time to Comply With, or Seek a Waiver of, Certain United States Trustee Requirements and Section 345(b) of the Bankruptcy Code, (III) Authorizing Continued Performance of Intercompany Transactions, (IV) Granting Administrative Expense Priority to Postpetition Intercompany Claims, and (V) Granting Related Relief [D.I. 52; filed 11/6/18].
- (b) Second Interim Order (I) Authorizing Continued Use of Existing Cash Management System and Bank Accounts, (II) Extending the Time to Comply With, or Seek a Waiver of, Certain United States Trustee Requirements and Section 345(b) of the Bankruptcy Code, (III) Authorizing Continued Performance of Intercompany Transactions, (IV) Granting Administrative Expense Priority to Postpetition Intercompany Claims, and (V) Granting Related Relief [D.I. 215; filed 12/4/18].
- (c) Certification of Counsel Regarding Final Order (I) Authorizing Continued Use Of Existing Cash Management System And Bank Accounts; (II) Waiving Certain United States Trustee Requirements; (III) Authorizing Continued Performance Of Intercompany Transactions; and (IV) Granting Related Relief [D.I. 390; filed 1/3/19].
- (d) Final Order (I) Authorizing Continued Use Of Existing Cash Management System And Bank Accounts; (II) Extending The Time To Comply With, Or Seek A Waiver Of, Certain United States Trustee Requirements And Section 345(b) Of The Bankruptcy Code; (III) Authorizing Continued Performance Of Intercompany Transactions; (IV) Granting Administrative Expense Priority To Postpetition Intercompany Claims; And (V) Granting Related Relief [D.I. 393; filed 1/3/19].

Responses Received:

- (a) Objection of the Official Committee of Unsecured Creditors to Motion of the Debtors for Entry of Interim and Final Orders (i) Authorizing Continued Use of Existing Cash Management System and Bank Accounts; (ii) Extending the Time to Comply With, or Seek a Waiver of, Certain United States Trustee Requirements and Section 345(b) of the Bankruptcy Code; (iii) Authorizing Continued Performance of Intercompany Transactions; (iv) Granting Administrative Expense Priority to Postpetition Intercompany Claims; and (v) Granting Related Relief [D.I. 167; filed 11/29/18].

Status: An Order has been entered.

ADJOURNED MATTERS:

4. Motion of the Debtors for Entry of an Order Approving Key Employee Incentive Plan [D.I. 106; filed 11/15/18].

Response Deadline: November 27, 2018 at 4:00 p.m.; extended to January 3, 2018 for the Office of the U.S. Trustee and the Official Committee of Unsecured Creditors.

Related Pleadings:

- (a) Declaration of Andrew Hinkelman in Support of the Motion of the Debtors for Entry of an Order Approving the Key Employee Incentive Plan [D.I. 108; filed 11/15/18].

Responses Received:

- (a) [REDACTED] Objection of the Official Committee of Unsecured Creditors to Motion of the Debtors for Entry of an Order Approving Key Employee Incentive Plan [D.I. 343; filed 12/21/18].
- (b) [SEALED] Objection of the Official Committee of Unsecured Creditors to Motion of the Debtors for Entry of an Order Approving Key Employee Incentive Plan [D.I. 344; filed 12/21/18].

Status: This matter is adjourned to January 14, 2019 at 1:00 p.m. (ET).

MATTERS GOING FORWARD:

5. Motion of the Debtors for Entry of an Order (I) Authorizing the Sale of the Equity Interests in Success Healthcare 2, LLC (St. Alexius Facility) Free and Clear of All Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Seller to Assume and Assign Certain Executory Contracts, and (III) Granting Other Related Relief [D.I. 263; filed 12/7/18].

Response Deadline: December 21, 2018 at 4:00 p.m. (ET); extended to January 7, 2019 at 8 a.m. (ET) for the U.S. Trustee and the Department of Justice; extended to January 3, 2019 at 12:00 p.m. (ET) for the Silver Lake Stalking Horse.

Related Pleadings:

- (a) Disclosure Schedules to Purchase Agreement [D.I. 268; filed 12/8/18].
- (b) **Affidavit/Declaration of Mailing of Kadeem Champagne Regarding Motion of the Debtors for Entry of an Order (I) Authorizing the Sale of the Equity Interests in Success Healthcare 2, LLC [St. Alexius Facility] Free and Clear of All Liens, Claims, Interests, and Encumbrances, (II) Authorizing the**

Seller to Assume and Assign Certain Executory Contracts, and (III) Granting Other Related Relief and Exhibit(s) to Motion of the Debtors for Entry of an Order (I) Authorizing the Sale of the Equity Interests in Success Healthcare 2, LLC [St. Alexius Facility] Free and Clear of All Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Seller to Assume and Assign Certain Executory Contracts, and (III) Granting Other Related Relief [D.I. 310; filed 12/13/18].

(c) **Notice of Filing of Amendment No. 2 to St. Alexius Purchase Agreement [D.I. 418; filed 1/7/19].**

(d) **Notice of Filing of Revised St. Alexius Sale Order [D.I. 419; filed 1/7/19].**

Responses Received:

(a) Objection Midwest Emergency Department Services, Inc.'s Objection, Limited to Part (II), of Motion of Debtors for Entry of an Order (I) Authorizing the Sale of Equity Interests In Success Healthcare 2, LLC (St. Alexius Facility) Free and Clear of All Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Seller to Assume and Assign Certain Executory Contracts, and (III) Granting Other Related Relief [D.I. 336; filed 12/20/18].

(b) Limited Objection and Reservation of Rights of Roche Diagnostics Corporation to the Motion of the Debtors for Entry of an Order (i) Authorizing the Sale of the Equity Interests in Success Healthcare 2, LLC (St. Alexius Facility) Free and Clear of All Liens, Claims, Interests, and Encumbrances, (ii) Authorizing the Seller to Assume and Assign Certain Executory Contracts, and (iii) Granting Other Related Relief [D.I. 338; filed 12/20/18].

(c) Limited Objection of Strategic Global Management, Inc. to Motion of the Debtors for Entry of an Order (I) Authorizing the Sale of the Equity Interests in Success Healthcare 2, LLC (St. Alexius Facility) Free and Clear of All Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Seller to Assume and Assign Certain Executory Contracts, and (III) Granting Other Related Relief [D.I. 339; filed 12/21/18].

(d) Omnibus Limited Objection and Reservation of Rights of Official Committee of Unsecured Creditors to (A) Motion of the Debtors for Entry of an Order (I) Authorizing the Sale of the Equity Interests in Success Healthcare 2, LLC (St. Alexius Facility) Free and Clear of All Claims, Interests and Encumbrances, (II) Authorizing the Seller to Assume and Assign Certain Executory Contracts, and (III) Granting Other Related Relief and (B) Motion of the Debtors for an Order (I) Dismissing the Chapter 11 Cases of Success Healthcare 2, LLC, St. Alexius Hospital Corporation #1 and St. Alexius Properties, LLC and (II) Granting Related Relief [D.I. 387; filed 1/2/19].

- (e) **United States Reservation Of Rights With Respect To Debtors Motion For Entry Of An Order (I) Authorizing The Sale Of The Equity Interests Of Success Healthcare 2, LLC Free And Clear Of All Liens, Claims, Interests, And Encumbrances, (II) Authorizing The Seller To Assume And Assign Certain Executory Contracts, And (III) Granting Other Related Relief [D.I. 404; filed 1/7/19].**

Status: This matter is going forward.

6. Official Committee of Unsecured Creditors' Motion for an Order Establishing Information Sharing Procedures for Compliance with 11 U.S.C. Section 1102(b)(3) and 1103(c), *Nunc Pro Tunc* to November 14, 2018 [D.I. 319; filed 12/17/18].

Response Deadline: January 2, 2019 at 4:00 p.m. (ET).

Related Pleadings:

- (a) **Certification of No Objection Regarding Official Committee of Unsecured Creditors' Motion for an Order Establishing Information Sharing Procedures for Compliance with 11 U.S.C. §§ 1102(b)(3) and 1103(c), Nunc Pro Tunc to November 14, 2018 [D.I. 401; filed 1/4/19].**
- (b) **Order Establishing Information Sharing Procedures for Compliance with 11 U.S.C. Section 1102(b)(3) and 1103(c), Nunc Pro Tunc to November 14, 2018 [D.I. 409; filed 1/4/19].**

Responses Received:

- (a) Informal comments from the Office of the United States Trustee (the "UST").

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

7. Application to Retain and Employ Sills Cummis & Gross P.C. as Co-Counsel for the Official Committee of Unsecured Creditors of Promise Healthcare Group, LLC, et al. *Nunc Pro Tunc* to November 14, 2018 [D.I. 324; filed 12/18/18].

Response Deadline: January 2, 2019 at 4:00 p.m. (ET).

Related Pleadings:

- (a) **Certification of Counsel Regarding Regarding Revised Proposed Order Authorizing Retention and Employment of Sills Cummis & Gross P.C. as Co-Counsel to the Committee Nunc Pro Tunc to November 14, 2018 [D.I. 406; filed 1/7/19].**
- (b) **Supplemental Declaration of Andrew H. Sherman in Further Support of Application of Official Committee of Unsecured Creditors for Authority to**

Retain and Employ Sills Cummis & Gross P.C. as Co-Counsel to the Committee Nunc Pro Tunc to November 14, 2018 [D.I. 411; filed 1/7/19].

Responses Received:

- (a) Informal comments from the Office of the United States Trustee (the “UST”).

Status: A Certification of Counsel has been filed. No hearing is necessary unless the Court has questions.

8. Application of the Official Committee of Unsecured Creditors to for Order, Pursuant to 11 U.S.C. §§ 328, and 1103, Fed.R.Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Co-Counsel to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to November 14, 2018 [D.I. 326; filed 12/18/18].

Response Deadline: January 2, 2019 at 4:00 p.m. (ET).

Related Pleadings:

- (a) **Certification of Counsel Regarding Revised Proposed Order Authorizing and Approving the Retention of Pachulski Stang Ziehl & Jones LLP as Co-Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to November 14, 2018 [D.I. 407; filed 1/7/19].**

Responses Received:

- (a) Informal comments from the Office of the United States Trustee (the “UST”).

Status: A Certification of Counsel has been filed. No hearing is necessary unless the Court has questions.

9. Application for Entry of an Order Authorizing and Approving the Employment of Province, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors for Effective as of November 16, 2018 [D.I. 327; filed 12/18/18].

Response Deadline: January 2, 2019 at 4:00 p.m. (ET).

Related Pleadings:

- (a) **Certification of Counsel Regarding Revised Proposed Order Authorizing and Approving the Employment of Province, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors Effective as of November 16, 2018 [D.I. 408; filed 1/7/19].**

Responses Received:

- (a) Informal comments from the Office of the United States Trustee (the “UST”).

Status: A Certification of Counsel has been filed. No hearing is necessary unless the Court has questions.

10. Official Committee of Unsecured Creditors' Motion for Entry of Order Authorizing the Committee to File Under Seal Unredacted Version of Objection to Motion of the Debtors for Entry of an Order Approving the Key Employee Incentive Plan [D.I. 345; filed 12/21/18].

Response Deadline: January 8, 2019 at 11:00 a.m. (ET).

Related Pleadings:

- (a) [SEALED] Objection of the Official Committee of Unsecured Creditors to Motion of the Debtors for Entry of an Order Approving Key Employee Incentive Plan [D.I. 344; filed 12/21/18].

Responses Received:

- (a) Informal comments from the Office of the United States Trustee (the “UST”).

Status: The Committee has resolved the informal comments from the UST and will submit revised orders under Certification of Counsel in advance of the hearing. No hearing is necessary unless requested by the Court.

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Dated: January 7, 2019
Wilmington, Delaware

DLA PIPER LLP (US)

/s/ Stuart M. Brown

Stuart M. Brown (#4050)
Kaitlin MacKenzie Edelman (#5924)
Matthew S. Sarna (#6578)
1201 N. Market Street, Suite 2100
Wilmington, DE 19801
Telephone: (302) 468-5700
Facsimile: (302) 394-2341
Email: Stuart.Brown@dlapiper.com
Kaitlin.Edelman@dlapiper.com
Matthew.Sarna@dlapiper.com

-and-

WALLER LANSDEN DORTCH & DAVIS, LLP

John Tishler (admitted *pro hac vice*)
Katie G. Stenberg (admitted *pro hac vice*)
Blake D. Roth (admitted *pro hac vice*)
Tyler N. Layne (admitted *pro hac vice*)
511 Union Street, Suite 2700
Nashville, TN 37219
Telephone: (615) 244-6380
Facsimile: (615) 244-6804
Email: John.Tishler@wallerlaw.com
Katie.Stenberg@wallerlaw.com
Blake.Roth@wallerlaw.com
Tyler.Layne@wallerlaw.com

*Attorneys for the Debtors and
Debtors in Possession*