

**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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**NOTICE OF AGENDA OF MATTERS SCHEDULED FOR
HEARING ON FEBRUARY 14, 2019 AT 1:00 P.M. (ET)²**

MATTERS GOING FORWARD:

1. Motion of the Debtors for Entry of an Order (I) Authorizing the Sale of Certain Louisiana Facilities and Related Assets 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. 672; filed 2/4/19]

Response Deadline: February 12, 2019 at 12:00 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 Any party participating telephonically must make arrangements through CourtCall by telephone (866-582-6878) or facsimile (866-533-2946).

Related Pleadings:

- (a) Motion to Shorten Notice and Objection Periods Regarding Motion of the Debtors for Entry of an Order (I) Authorizing the Sale of Certain Louisiana Facilities and Related Assets 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. 673; filed 2/4/19].
- (b) Order Shortening Notice and Objection Periods Regarding Motion of the Debtors for an Order (I) Authorizing the Sale of Certain Louisiana Facilities and Related Assets 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. 676; filed 2/5/19].
- (c) Notice of Motion and Hearing [D.I. 678; filed 2/5/19].
- (d) Notice of Filing of Exhibits [D.I. 687; filed 2/6/19].
- (e) Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Potentially be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [D.I. 704; filed 2/8/19].

Responses Received:

- (a) Oracle's Limited Objection to and Reservation of Rights Regarding the Louisiana Facilities and Related Sale Motion [D.I. 721; filed 2/12/19].
- (b) Reservation of Rights of Official Committee of Unsecured Creditors to Motion of the Debtors for Entry of an Order (I) Authorizing the Sale of Certain Louisiana Facilities and Related Assets 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. 722; filed 2/12/19]

Assumption and Assignment Responses Received:

- (a) Objection of Aetna, Inc. to (A) Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Potentially be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [[D.I. #686, 693]; and (B) Notice of Filing of Exhibit [D.I. #687] [D.I. 714; filed 2/11/19].

- (b) Response of Varilease Finance, sInc. to Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases to Potentially be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [D.I. 716; filed 2/11/19].
- (c) Omnibus Limited Objection and Reservation of Rights of Roche Diagnostics Corporation to Debtors' Proposed Cure Amounts for Potential Assumption and Assignment of Executory Contracts Related to Certain Sale Motions [D.I. 718; filed 2/11/19].
- (d) Objection of Bio-Medical Applications of Louisiana, LLC d/b/a Shreveport Regional Dialysis Center a/k/a BMA Northwest Louisiana to Assumption and Assignment of its Executory Contracts with Promise Hospital of Louisiana, Inc. [D.I. 424; Filed 2/12/19].

Status: This matter is going forward.

- 2. Expedited Motion to Designate Stalking Horse Purchaser, Approve Stalking Horse Purchase Agreement, and Provide Bid Protections [D.I. 709; filed 2/11/19]

Response Deadline: At hearing on February 14, 2019 at 1:00 p.m. (ET).

Related Pleadings:

- (a) Motion to Shorten and Limit Notice and Objection Period Regarding Expedited Motion to Designate Stalking Horse Purchaser, Approve Stalking Horse Purchase Agreement, and Provide Bid Protections [D.I. 710; filed 2/11/19].
- (b) Order Shortening and Limiting Notice and Objection Periods Regarding Expedited Motion to Designate Stalking Horse Purchaser, Approve Stalking Horse Purchase Agreement, and Provide Bid Protections [D.I. 713; filed 2/11/19].
- (c) Notice of Motion and Hearing [D.I. 719; filed 2/11/19].

Responses Received: None.

Status: This matter is going forward.

MATTERS GOING FORWARD AS STATUS CONFERENCE:

3. Certification of Counsel Regarding the Debtors Motion for Orders: (I)(A) Establishing Bidding Procedures Relating to the Sale of Certain of the Debtors Assets, Including Approving a Break-Up Fee and Expense Reimbursement, (B) Establishing Procedures Relating to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, Including Notice of Proposed Cure Amounts, (C) Approving Form and Manner of Notice Relating Thereto, and (D) Scheduling a Hearing to Consider the Proposed Sale; (II)(A) Approving the Sale of Certain of the Debtors Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Authorizing Success Healthcare 1, LLC to Grant Liens; and (III) Granting Related Relief [D.I. 691; filed 2/17/19]

Related Pleadings:

- (a) Notice of Telephonic Hearing Regarding Objection to Proposed Silver Lake Sale Order [D.I. 696; filed 2/8/19].

Status: There will be a status conference on the Silver Lake Sale Order.

Dated: February 12, 2019
Wilmington, Delaware

DLA PIPER LLP (US)

/s/ Stuart M. Brown

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