

**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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**SECOND AMENDED² NOTICE OF AGENDA OF MATTERS SCHEDULED FOR
HEARING ON FEBRUARY 26, 2019 AT 1:00 P.M. (ET)³**

MATTERS GOING FORWARD:

1. Debtors' Motion for Orders: (I)(A) Authorizing Entry into Stalking Horse Purchase Agreement for the Sale of Substantially All Assets of Certain of the Debtors, (B) Approving Bidding Procedures and Bid Protections, (C) Scheduling Hearing to Consider Approval of the Sale of Assets, (D) Approving Form and Manner of Notice and Sale, and (E) Granting Related Relief; and (II)(A) Authorizing and Approving Sale of Substantially All Assets of Certain of the Debtors Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief Fee [Select] [D.I. 355; filed 12/21/18].

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 appears in **BOLD**.

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

Response Deadline: February 25, 2019 @ 10:00 a.m.(ET).

Assumption and Assignment Response Deadline: February 18, 2018 at 4:00 p.m.

Related Pleadings:

- (a) Notice of Filing of Revised Bid Procedures Order [Select Assets] [D.I. 555; filed 1/31/19].
- (b) Order (I) Authoring and Approving (A) Debtors' Entry Into Stalking Horse Purchase Agreement, (B) Bidding Procedures (C) Bid Protections, (D)Assumption Procedures and (E)Form and Manner of Notice of the Bidding Procedures Assumption Procedures and Sale Hearing (II)Scheduling a Hearing to Consider the Sale, Pursuant to and in Accordance with the Bidding Procedures and (III)Granting Related Relief [Select Assets] [D.I. 571; filed 2/1/19].
- (c) Notice of Auction and Sale Hearing [D.I. 578; Filed 2/4/19].
- (d) 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 [Select] [D.I. 693; Filed 2/7/19].
- (e) Notice of No Select Assets Auction [D.I, 804; Filed 2/20/19].
- (f) **Declaration of Andrew Turnbull in Support of the Sale of the Select Assets and Remaining Assets [D.I. 813; Filed 2/25/19].**
- (g) **Notice of Filing Revised Sale Order [Select Assets] [D.I. 816; Filed 2/26/19].**

Responses Received:

- (a) Omnibus Reservation of Rights of Official Committee of Unsecured Creditors to Debtors' (A) Select Assets Bidding Procedures and Sale Motion and (B) Remaining Assets Bidding Procedures and Sale Motion [D.I. 510; Filed 1/25/19].
- (b) Response Reservation of Rights of the United States with Respect to Debtors Motion for Entry of Orders (A) Authorizing Entry into Stalking Horse Purchase Agreement for the Sale of Substantially All Assets of Certain of the Debtors, (B) Approving Bidding Procedures and Bid Protections, (C) Scheduling a Hearing to Consider Approval of the Sale of Assets, (D) Approving Form and Manner of Notice of Sale, and (E) Granting Related Relief [D.I. 517; Filed 1/28/19].

- (c) Limited Objection of Cigna to (I) Debtors' Motions For Orders Authorizing and Approving the Sale of Substantially All Assets of Certain of the Debtors Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief, and (II) Cure Notices Related Thereto [D.I. 777; Filed 2/18/19].
- (d) Objection of the United States to Debtors' Motion for Order (A) Authorizing and Approving Sale of Substantially All Assets of Certain of the Debtors Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [Select] [D.I. 808; Filed 2/22/19].

Assumption and Assignment Responses Received:

- (a) Objection of Aetna, Inc. to (A) Notices 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) 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].
- (c) Response of Varilease Finance, Inc. 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. 735; Filed 2/13/19].
- (d) TGC LL8, LLC's Limited Objection to Debtors' Proposed Cure Amount [D.I. 763; Filed 2/15/19].
- (e) Objection of the United States 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 [Select] [D.I. 764; Filed 2/15/19].
- (f) Objection of Bio-Medical Application of Florida, Inc. to Assumption and Assignment of its Executory Contracts with Promise Hospital of Florida at the Villages, Inc. and Promise Hospital of Lee, Inc. [D.I. 774; Filed 2/18/19].

- (g) Limited Objection of Cigna to (I) Debtors' Motions For Orders Authorizing and Approving the Sale of Substantially All Assets of Certain of the Debtors Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief, and (II) Cure Notices Related Thereto [D.I. 777; Filed 2/18/19].
- (h) Objection of Lee Health to Debtors' 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. 693) [D.I. 778; Filed 2/18/19].
- (i) Limited Objection and Reservation of Rights of Symphony Diagnostic Services No. 1 d/b/a Mobilex to Debtors Proposed Cure Amounts for Potential Assumption and Assignment of Executory Contract Related to Sale Motion [D.I. 780; Filed 2/18/19].
- (j) KCI USA, Inc.'s Objection to Debtors' Proposed Cure Amount [D.I. 786; Filed 2/18/19].

Status: This matter is going forward. Upon agreement of the parties, however, all objections to assumption and assignment are adjourned to the March 21, 2019 omnibus hearing.

2. Debtors' Motion for Orders: (I)(A) Approving Bidding Procedures and Bid Protections, (B) Permitting Debtors to Designate Stalking Horse Purchaser(s) and Grant Bid Protections, (C) Scheduling a Hearing to Consider Approval of the Sale of Assets, (D) Approving Form and Manner of Notice of Sale, and (E) Granting Related Relief; and (II)(A) Authorizing and Approving the Sale of Substantially All Assets of Certain of the Debtors Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [Remaining Asset] [D.I. 374; Filed 1/1/19].

Response Deadline: February 25, 2019 @ 10:00 a.m. (ET); extended to the hearing for Concordia.

Assumption and Assignment Response Deadline: February 18, 2018 at 4:00 p.m.

Related Pleadings:

- (a) Notice of Filing of Exhibits to Debtors' Remaining Asset Sale Motion [D.I. 385; Filed 1/2/19].
- (b) Notice of Hearing [D.I. 386; Filed 1/2/19].
- (c) Notice of Filing of Exhibits to Debtors' Remaining Asset Sale Motion [D.I. 447; Filed 1/10/19].

- (d) Notice of Filing of Revised Bid Procedures Order [Remaining Asset] [D.I. 556; Filed 1/31/19].
- (e) Order (I)(A) Approving Bidding Procedures and Bid Protections Respecting the Remaining Assets, (B) Permitting Debtors to Designate Stalking Horse Purchaser(s) and Grant Bid Protections, (C) Scheduling a Hearing to Consider Approval of the Sale of Assets, (D) Approving Form and Manner of Notice of Sale, and (E) Granting Related Relief: and (II)(A) Authorizing and Approving the Sale of Substantially All Assets of Certain of the Debtors Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [D.I. 570; Filed 2/1/19].
- (f) Notice of Auction and Sale Hearing [D.I. 579; Filed 2/4/19].
- (g) Notice of (I) Cure Amount with Respect to Executory Contracts and Unexpired Leases t Potentially be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [D.I. 686; Filed 2/6/19].
- (h) Expedited Motion to Designate Stalking Horse Purchaser, Approve Stalking Horse Purchase Agreement, and Provide Bid Protections [D.I. 709; Filed 2/11/19].
- (i) 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].
- (j) Order (With Revisions by the Court) Shortening and Limiting Notice and Objection Period Regarding Expedited Motion to Designate Stalking Horse Purchaser, Approve Stalking Horse Purchase Agreement, and Provide Bid Protections [D.I. 713; Filed 2/11/19].
- (k) Notice of Motion and Hearing [D.I. 719; Filed 2/11/19].
- (l) Exhibit B - Kindred APA - to Expedited Motion to Designate Stalking Horse Purchaser, Approve Stalking Horse Purchase Agreement, and Provide Bid Protections [D.I. 731; Filed 2/13/19].
- (m) Notice of Filing of Revised Order Designating Stalking Horse Purchaser and Granting Related Relief [D.I. 744; Filed 2/14/19].
- (n) Order Granting Expedited Motion to Designate Stalking Horse Purchaser, Approve Stalking Horse Purchase Agreement, and Provide Bid Protections [D.I. 748; Filed 2/14/19].
- (o) Schedules to Asset Purchase Agreement [Remaining Asset] [D.I. 773; Filed 2/18/19].

- (p) Notice of Completion of Remaining Assets Auction and Successful Bidders [D.I. 810; Filed 2/22/19].
- (q) Declaration of Andrew Turnbull in Support of the Sale of the Select Assets and Remaining Assets [D.I. 813; Filed 2/25/19].**
- (r) Notice of Filing Revised Sale Orders [Kindred] [Strategic] [D.I. 817; Filed 2/26/19].**

Responses Received:

- (a) Taxing Authorities' Limited Objection to Debtors' Motion for Orders Authorizing and Approving the Sale of Substantially All Assets of Certain of the Debtors Free and Clear of Liens, Claims, Interest, and Encumbrances [D.I. 480; filed 1/15/19].
- (b) Creditor California Department of Health Care Services' Objection to (1) Debtors' Motion for the Entry of an Order Approving the Sale of Certain of debtors' Assets Free and Clear of All Claims, Liens, Encumbrances, and Interests (D.I. 374) and (2) Supplemental Notice of Potential Assumption and Assignment of Business Contracts and Related Cure Amounts (D.I. 410) [D.I. 489; filed 1/18/19].
- (c) Omnibus Reservation of Rights of Official Committee of Unsecured Creditors to Debtors' (A) Select Assets Bidding Procedures and Sale Motion and (B) Remaining Assets Bidding Procedures and Sale Motion [D.I. 510; filed 1/25/19].
- (d) Howard Koslow's Limited Objection and Reservation of Rights Regarding the Debtors Motion to Sell Substantially All of the Assets of Certain Debtors [D.I. 511; filed 1/25/19].
- (e) Reservation of Rights of the United States with Respect to Debtors Motion for Entry of Orders (A) Approving Bidding Procedures and Bid Protections, (B) Permitting Debtors to Designate Stalking Horse Purchaser(s) and Grant Bid Protections, (C) Scheduling a Hearing to Consider Approval of the Sale of Assets, (D) Approving Form and Manner of Notice of Sale, and (E) Granting Related Relief [D.I. 518; filed 1/28/19].
- (f) Limited Objection of Cigna to (I) Debtors' Motions For Orders Authorizing and Approving the Sale of Substantially All Assets of Certain of the Debtors Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief, and (II) Cure Notices Related Thereto [D.I. 777; filed 2/18/19].
- (g) Objection of the United States to Debtors Motion for Order (A) Authorizing and Approving Sale of Substantially All Assets of Certain of the Debtors Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [D.I. 809; Filed 2/22/19].

Assumption and Assignment Responses Received:

- (a) Objection of Aetna, Inc. to (A) Notices 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) 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].
- (c) Limited Objection Of Healthcare Services Group, Inc. 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. 730; Filed 2/13/19].
- (d) Response of Varilease Finance, Inc. 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. 734; Filed 2/13/19].
- (e) Renal Treatment Center – West, Inc.’s Objection 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 (Docket No. 686) [D.I. 755; Filed 2/15/19].
- (f) Creditor California Department of Healthcare Services’s Objection 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. 686) [D.I. 759; Filed 2/15/19].
- (g) Texas Health and Human Services Commission’s Limited Objection and Reservation of Rights to Debtors’ 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. 761; Filed 2/15/19].
- (h) Renal Treatment Center – West, Inc.’s Amended Objection to the 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 (Docket No. 686) [D.I. 765; Filed 2/15/19].

- (i) Objection of the United States 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. 767; filed 2/15/19].
- (j) Limited Objection of California Physicians' Service dba Blue Shield of California to (I) Cure Amount with Respect to Executory Contracts to Potentially be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts and Unexpired Leases [D.I. 768; Filed 2/15/19].
- (k) Reservation of Rights of PFRS Yamato Corporation and AKF3 Yamato, LLC. To Debtors' Notice of Cure and Potential Assumption and Assignment [D.I. 771; Filed 2/18/19].
- (l) Objection of Dialysis Clinic, Inc. to Executory Contract Cure Amounts [D.I. 772; Filed 2/18/19].
- (m) Objection of Southern Textile Services LLC to the 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. 775; Filed 2/18/19].
- (n) Objection of Fresenius Medical Care Holdings, Inc. d/b/a Fresenius Medical Care North America and Certain of its Affiliates to the Assumption and Assignment of Their Executory Contracts with the Debtors [D.I. 776; Filed 2/18/19].
- (o) Limited Objection of Cigna to (I) Debtors' Motions For Orders Authorizing and Approving the Sale of Substantially All Assets of Certain of the Debtors Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief, and (II) Cure Notices Related Thereto [D.I. 777; Filed 2/18/19].
- (p) Omnibus Limited Objection And Reservation Of Rights Of Symphony Diagnostic Services d/b/a Moblieex, Trident USA Mobile Infusion Services d/b/a Diagnostic Laboratories And Radiology, Schryver Medical Sales & Marketing And Diagnostic Laboratories & Radiology To Debtors Proposed Cure Amounts For Potential Assumption And Assignment Executory Contracts Related To Certain Sale Motions [D.I. 781; Filed 2/18/19].
- (q) Limited Objection and Reservation of Rights of Medline Industries, Inc. 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. 784; Filed 2/18/19].
- (r) Reservation of Rights of IHC Health Services, Inc. to Debtors' Notice of Cure and Potential Assumption and Assignment [D.I. 785; Filed 2/18/19].

- (s) KCI USA, Inc.'s Objection to Debtors' Proposed Cure Amount [D.I. 786; Filed 2/18/19].
- (t) Corrected Omnibus Limited Objection And Reservation Of Rights Of Symphony Diagnostic Services d/b/a Moblieex, Trident USA Mobile Infusion Services d/b/a Diagnostic Laboratories And Radiology, Schryver Medical Sales & Marketing And Diagnostic Laboratories & Radiology To Debtors Proposed Cure Amounts For Potential Assumption And Assignment Executory Contracts Related To Certain Sale Motions [D.I. 787; Filed 2/18/19].
- (u) Notice of Objection to Proposed Cure Cost (LifeShare Blood Center) [D.I. 754; Filed 2/15/19]

Status: This matter is going forward. Upon agreement of the parties, however, all objections to assumption and assignment are adjourned to the March 21, 2019 omnibus hearing.

Dated: February 26, 2019
Wilmington, Delaware

DLA PIPER LLP (US)

/s/ Stuart M. Brown

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