

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

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In re: : Chapter 11
: :
PROMISE HEALTHCARE GROUP, LLC, *et al.*,¹ : Case No. 18-12491 (CSS)
: :
Debtors. : (Jointly Administered)
: :
: **Related D.I.: 924, 984**
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**NOTICE OF DEADLINE FOR FILING PROOFS OF CLAIM, INCLUDING
SECTION 503(B)(9) CLAIMS, AND APPLICATIONS FOR ALLOWANCE**

PLEASE TAKE NOTICE that on November 5, 2018 (the “Petition Date”), Promise Healthcare Group, LLC and its affiliated debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

PLEASE TAKE FURTHER NOTICE that on April 17, 2019, the United States Bankruptcy Court for the District of the Delaware (the “Court”), having jurisdiction over the Debtors’ chapter 11 cases, entered an order [D.I. 984] (the “Bar Date Order”) establishing:

- a. **General Bar Date: May 31, 2019 at 4:00 p.m. (ET)** as the “General Bar Date” and deadline for all persons or entities, other than Governmental Units (as defined in section 101(27) of the Bankruptcy Code), to file proofs of claim (each, a “Proof”

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), Success Healthcare 1, LLC (6535), 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.

of Claim”) based on claims against any Debtor that arose prior to the Petition Date, including claims for the value of goods sold to any Debtor in the ordinary course of business and received by such Debtor within twenty (20) days before the Petition Date (each, a “503(b)(9) Claim”);

- b. **Governmental Bar Date: July 15, 2019 at 4:00 p.m. (ET)** as the “Governmental Bar Date” and deadline for all Governmental Units to file Proofs of Claim against the Debtors based on claims against any Debtor that arose prior to the Petition Date.
- c. **Interim Administrative Claims Bar Date: July 15, 2019 at 4:00 p.m. (ET)** shall be the deadline for all persons and entities to file applications for allowance (each, an “Application for Allowance”) based on claims against any Debtor that accrued on and after the Petition Date through and including April 30, 2019 that remain unpaid;

You should consult an attorney if you have any questions, including whether to file a Proof of Claim or Application for Allowance. If you have any questions with respect to this notice, you may contact the Debtors’ claims agent, Prime Clerk LLC (“Prime Clerk”) at (844) 822-9230, or visit Prime Clerk’s website at <https://cases.primeclerk.com/promisehealthcaregroup/>.

1. WHO MUST FILE A PROOF OF CLAIM OR AN APPLICATION FOR ALLOWANCE

You **MUST** file a Proof of Claim if you have a claim that arose prior to the Petition Date, and it is not a claim described in Section 2 below. Acts or omissions of the Debtors that arose prior to the Petition Date may give rise to claims against the Debtors that must be filed by the applicable Bar Dates, notwithstanding that such claims may not have matured or become fixed or liquidated as of the Petition Date.

Under section 101(5) of the Bankruptcy Code and as used herein, the word “claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

You **MUST** file an Application for Allowance if you have a claim that arose on and after the Petition Date through and including April 30, 2019, that remains unpaid.

Proofs of Claim and Applications for Allowance will be deemed timely filed **only if** they are actually received by Prime Clerk on or before the applicable Bar Date. Proofs of Claim submitted by facsimile or e-mail **will not be accepted**.

2. WHO NEED NOT FILE A PROOF OF CLAIM OR APPLICATION FOR ALLOWANCE

- (a) any person or entity that has already properly filed a Proof of Claim against a Debtor with Prime Clerk or the Clerk of the United States Bankruptcy Court for the District of Delaware in a form substantially similar to Official Form 410;
- (b) any person or entity whose claim is listed on a Debtor's Schedule D or E/F, and (i) the claim is not described as "disputed," "contingent," or "unliquidated," (ii) such person or entity agrees with the amount, nature, and priority of the claim set forth in the Schedules, and (iii) such person or entity agrees that the claim is an obligation of the specific Debtor that listed the claim in its Schedules;
- (c) any person or entity whose claim has been allowed by order of the Court entered on or before the applicable Bar Date;
- (d) any person or entity whose claim has been paid or otherwise satisfied in full by the Debtors or any other party prior to the applicable Bar Date;
- (e) any holder of a claim for which the Court has already fixed a specific deadline to file a Proof of Claim;
- (f) any affiliate (as defined in section 101(2) of the Bankruptcy Code) of the Debtors that is a Debtor or a non-Debtor for its claims against any Debtor;
- (g) the DIP Lenders and the Prepetition ABL Parties, as defined in and under the *Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition ABL Parties, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief* [D.I. 218].
- (h) professionals retained by the Debtors or any statutory committee pursuant to orders of this Court who assert administrative claims for fees and expenses subject to the Court's approval pursuant to sections 330, 331, and 503(b) of the Bankruptcy Code;
- (i) the U.S. Trustee is not required to file a Proof of Claim or an Application for Allowance for quarterly fees.

You should not file a Proof of Claim or an Application for Allowance if you do not have a claim against any of the Debtors. The fact that you have received this Bar Date Notice does not mean that you have a claim or that the Debtors or the Bankruptcy Court believes that you have a claim.

3. HOW TO FILE A PROOF OF CLAIM OR AN APPLICATION FOR ALLOWANCE

Enclosed herewith as Exhibit 1 is a Proof of Claim Form, in a form substantially similar to Official Form 410. Additional copies of Official Form 410 may be obtained at <https://cases.primeclerk.com/promisehealthcaregroup/>.

If you file a Proof of Claim it must be (i) completed on a claim form substantially in the form of the Official Form 410; (ii) signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (iii) include supporting documentation (if voluminous, attach a summary) or explanation as to why documentation is not available; (iv) be in English language; and (v) be denominated in United States currency. Each Proof of Claim asserting a 503(b)(9) Claim must also: (i) include the value of the goods delivered to and received by the applicable Debtor within twenty (20) days prior to the Petition Date, (ii) attach any documentation identifying the particular invoices corresponding to the asserted 503(b)(9) Claim and delivery address, and (iii) attach documentation evidencing delivery of the goods delivered to and received by the applicable Debtor within twenty (20) days prior to the Petition Date. Any holder of a claim against more than one Debtor must file a separate Proof of Claim against each Debtor and all holders of claims must identify on their Proof of Claim the specific Debtor against which such claim is asserted and the case number of that Debtor's bankruptcy case. The Debtors' names and case numbers are set forth above.

Additionally enclosed herewith as Exhibit 2 is an Application for Allowance Form. If you file an Application for Allowance, it must be (i) completed on a claim form substantially in the form of Exhibit 2; (ii) signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (iii) include supporting documentation (if voluminous, attach a summary) or explanation as to why documentation is not available; (iv) be in English language; and (v) be denominated in United States currency. Any holder of a claim against more than one Debtor must file a separate Application for Allowance against each Debtor and all holders of claims must identify on their Application for Allowance the specific Debtor against which such claim is asserted and the case number of that Debtor's bankruptcy case. The Debtors' names and case numbers are set forth above.

You should attach to your completed Proof of Claim Form or Application for Allowance copies of any writings upon which your claim is based.

4. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM OR APPLICATION FOR ALLOWANCE BY THE APPLICABLE BAR DATE

Except as described in Section 2 above, as applicable, any holder of a claim against any Debtor who received notice of the Bar Dates (whether such notice was actually or constructively received) and is required, but fails, to file a Proof of Claim or Application for Allowance in accordance with the Bar Date Order and this Bar Date Notice on or before the applicable Bar Date, (a) shall be forever barred, estopped, and enjoined from asserting such claim against such Debtors, (b) shall not receive or be entitled to receive any payment or distribution of property from the Debtors or their successors or assigns with respect to such claim, and (c) shall not be entitled to vote on any plan proposed in these Chapter 11 Cases.

Notwithstanding the foregoing, any and all current patients and patients of any of the Debtors' facilities within the two (2) years prior to the Petition Date, despite the expiration of the General Bar Date, if applicable, shall be entitled to file and, if applicable, enforce claims against any Debtor only by collecting upon any available insurance for the Debtors' liability to such patient in accordance with applicable non-bankruptcy law, unless the Court orders otherwise after notice and a hearing. For the avoidance of doubt, for the above-described patients, after the expiration of the General Bar Date, no recovery may be made against the property of the Debtors, property of the bankruptcy estate, or the Debtors' and their estates' successors or assigns, including any trusts created, unless the Court orders otherwise after notice and a hearing. This paragraph pertains only to a proof of claim filed by any subject patient after expiration of the General Bar Date, if applicable. Nothing in this order shall limit the source or amount of recovery available to any patient who (1) timely files a proof of claim; or (2) has a claim that accrues after April 30, 2019. Nothing in this order shall affect any claim any patient has against any non-Debtor third party.

5. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed in the Schedules as the holder of a claim against the Debtors. Interested parties may examine copies of the Schedules at <https://cases.primeclerk.com/promisehealthcaregroup> (free of charge) or on the Court's electronic docket <http://ecf.deb.uscourts.gov> at docket numbers 580–671 (a PACER login and password are required and can be obtained through the PACER Service Center at <http://pacer.psc.uscourts.gov>).

If you rely on the Debtors' Schedules, it is your responsibility to determine that your claim is accurately listed in the Schedules. As set forth above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor specified, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date, in accordance with the procedures set forth in this Bar Date Notice.

In the event the Debtors file an amendment (a "Schedules Amendment") to any of their Schedules and such Schedules Amendment (i) reduces the undisputed, noncontingent, and liquidated amount of a claim, (ii) changes the characterization of a claim, or (iii) adds a new claim to the Schedules described as "disputed," "contingent," or "unliquidated," establishing a deadline (the "Amended Schedules Bar Date") for each applicable claimant to file a Proof of Claim with respect to such amended or new claim by the later of (y) the General Bar Date or (z) 5:00 p.m. (prevailing Eastern time) on the date that is twenty-one (21) days after service of a notice on such claimant of the Schedules Amendment; but, in the case of any amendment to the Schedules after the applicable Claim Deadlines where you did not file a proof of claim prior to the applicable Claims Deadlines, only to the extent such proof of claim does not exceed the amount scheduled for such claim before the amendment; provided, however, that you are not entitled to an extension of an undisputed, liquidated, non-contingent claim.

Dated: April 23, 2019
Wilmington, Delaware

Respectfully submitted,

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*