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2 RENU R. GEORGE
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9 of the State of California

10 UNITED STATES BANKRUPTCY COURT
11 CENTRAL DISTRICT OF CALIFORNIA - LOS ANGELES DIVISION
12

13 **In re:**

14 **BEVERLY COMMUNITY HOSPITAL**
15 **ASSOCIATION, dba BEVERLY**
16 **HOSPITAL (A NONPROFIT PUBLIC**
BENEFIT CORPORATION), et al,

17 Debtors.

- 18 **Affects all Debtors**
19 **Affects Beverly Community Hospital**
20 **Association**
21 **Affects Montebello Community Health**
22 **Services, Inc.**
23 **Affects Beverly Hospital Foundation**
24

Case No.: 2:23-bk-12359-SK

Jointly administered with:

Case No: 2:23-bk-12360-SK

Case No: 2:23-bk-12361-SK

JOINT STIPULATION TO:

1) APPROVE ATTORNEY GENERAL
CONDITIONS PURSUANT TO
SETTLEMENT; and

2) ENTER ORDER

Hearing: August 17, 2023

Time: 9:00 a.m.

Courtroom: 1575

Judge: Hon. Sandra R. Klein

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1 The undersigned Parties hereby stipulate as follows:

2 WHEREAS, these proceedings concern Beverly Community Hospital (Beverly), the
3 nonprofit general acute care hospital located at 309 West Beverly Boulevard, Montebello,
4 California 90640;

5 WHEREAS, on June 28, 2023, the Debtor provided notice that the Debtor, with the support
6 of the Consultation Parties, selected American Healthcare Services Foundation, Inc., a North
7 Carolina not-for-profit corporation, and Layton 26, LLC, a California limited liability company,
8 as the Successful Bidders. Docket No. 481;

9 WHEREAS, on July 6, 2023, the Court entered an Order approving the California Attorney
10 General Conditions on the sale of Beverly Community Hospital to American Healthcare Systems
11 Foundation Inc. Docket No. 551;

12 WHEREAS, according to the Debtor, in the weeks following the auction on June 27,
13 2023, “the Debtors, Consultation Parties, Successful Bidders, and other parties in interest engaged
14 in extensive discussions and negotiations regarding the implementation and execution of the
15 transactions contemplated by the Successful Bid. Despite these efforts, the parties were unable to
16 consummate final documentation consistent with the terms agreed at the Auction.” Docket No.
17 #638 at 15;

18 WHEREAS, on August 7, 2023, the Debtors entered into that certain Asset Purchase
19 Agreement (the “APA”) with White Memorial Medical Center d/b/a Adventist Health White
20 Memorial (“AHWM”) and filed a “*Motion for Entry of An Order (I) Authorizing the Sale of
21 Substantially all of the Debtors’ Assets Free and Clear of All Liens, Claims, and Encumbrances;
22 to White Memorial Medical Center d/b/a Adventist Health White Memorial Free and Clear; (II)
23 Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired
24 Leases, and (III) Granting Related Relief*” Docket No. 638 (the “Sale Motion”);

25 WHEREAS, pursuant to 28 U.S.C.A. § 959 (b), a debtor in possession in bankruptcy
26 proceedings shall manage and operate the property in his or her possession according to the
27 requirements of the valid laws of the State in which such property is situated, and in the same
28 manner that the owner or possessor would be bound;

1 WHEREAS the Attorney General is an interested party in these proceedings in his
2 constitutional role as chief law enforcement officer of the state pursuant to California Constitution
3 Article V, §13 and in a regulator capacity due to the statutory oversight authority of transactions
4 involving nonprofit health facility transactions pursuant to Corporations Code sections 5920 et
5 seq., and in determining whether to deny, consent or conditionally consent to a transaction, the
6 Attorney General is required to follow certain processes and to weigh several factors, including
7 whether the transaction may create a significant effect on the availability or accessibility of
8 healthcare services to the affected community, and whether the transaction is in the public
9 interest. Cal. Corp. Code §5923(i)-(j);

10 WHEREAS, the Attorney General asserts that, pursuant to 11 U.S.C. § 362 (b) (4), the
11 Attorney General’s regulatory actions fall within the scope of the police and regulatory power
12 exception to the automatic stay;

13 WHEREAS, pursuant to 11 U.S.C. § 105 (a), the bankruptcy court “may issue any order,
14 process, or judgment that is necessary or appropriate to carry out the provisions of” the
15 Bankruptcy Code;

16 WHEREAS, pursuant to 11 U.S.C. § 1107, subject to limitations, the debtor in possession
17 shall have all the rights, functions and duties of the trustee serving in a case under chapter 11 of
18 the Bankruptcy Code;

19 WHEREAS, the undersigned parties, desiring to expeditiously effectuate the sale to ensure
20 the seamless continuation of care at the hospital, have reached a settlement of the Attorney
21 General’s jurisdiction to review the purchase of the hospital assets, and impose conditions, under
22 California Corporations Code sections 5920, et seq., with the settlement involving the Attorney
23 General approving the sale pursuant to the Sale Motion and APA subject to the Conditions
24 attached as Exhibit A to the [Proposed] Order, and contemplates the Court entering the Order to
25 effectuate the settlement;

26 WHEREAS, the undersigned parties, agree that this Stipulation and the Proposed Order
27 shall have no precedential effect as to the Attorney General and the undersigned parties beyond
28 the facts and circumstances of these chapter 11 cases; and

1 WHEREAS, the undersigned parties seek the Court's approval of their settlement via this
2 joint Stipulation and [Proposed] Order, and the statutory predicate for the relief requested herein
3 is provided in 11 U.S.C. §105. Rule 4001(d) of the Federal Rules of Bankruptcy Procedure, and
4 Rule 9071-1 of the Local Bankruptcy Rules of the Central District of California.

5 NOW THEREFORE it is hereby stipulated and agreed by the undersigned parties that:

6 1. The Court has jurisdiction to approve the Attorney General Conditions attached as
7 Exhibit A to the accompanying [Proposed] Order; and

8 2. This Court will have jurisdiction to enter the Order, including, for state law purposes,
9 pursuant to California Code of Civil Procedure section 664.6.

10 SO STIPULATED.

11 Dated: August 14, 2023

12 ROB BONTA
13 Attorney General of California
14 RENU R. GEORGE
15 Senior Assistant Attorney General



16 NELI PALMA
17 Supervising Deputy Attorney General
18 *Attorneys for the Attorney General of
19 the State of California*

20 Dated: August __, 2023

21 WHITE MEMORIAL MEDICAL CENTER D/B/A
22 ADVENTIST HEALTH WHITE MEMORIAL

23 Kerry Heinrich
24 *Chairman*

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1 WHEREAS, the undersigned parties seek the Court's approval of their settlement via this
2 joint Stipulation and [Proposed] Order, and the statutory predicate for the relief requested herein
3 is provided in 11 U.S.C. §105. Rule 4001(d) of the Federal Rules of Bankruptcy Procedure, and
4 Rule 9071-1 of the Local Bankruptcy Rules of the Central District of California.

5 NOW THEREFORE it is hereby stipulated and agreed by the undersigned parties that:

6 1. The Court has jurisdiction to approve the Attorney General Conditions attached as
7 Exhibit A to the accompanying [Proposed] Order; and

8 2. This Court will have jurisdiction to enter the Order, including, for state law purposes,
9 pursuant to California Code of Civil Procedure section 664.6.

10 SO STIPULATED.

11 Dated: August __, 2023

12 ROB BONTA
13 Attorney General of California
14 RENU R. GEORGE
15 Senior Assistant Attorney General

16 NELI PALMA
17 Supervising Deputy Attorney General
18 *Attorneys for the Attorney General of
19 the State of California*

18 Dated: August 11, 2023

19 WHITE MEMORIAL MEDICAL CENTER D/B/A
20 ADVENTIST HEALTH WHITE MEMORIAL

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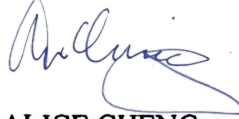
22 Kerry Heinrich
23 *Chairman*

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Dated: August 11, 2023

BEVERLY COMMUNITY HOSPITAL
ASSOCIATION



ALICE CHENG
President and Chief Executive Officer

APPROVED AS TO FORM.

Dated: August __, 2023

SHEPPARD, MULLIN, RICHTER &
HAMPTON LLP

JUSTIN R. BERNBROCK
Counsel for Debtors

Dated: August 11, 2023

JONES DAY



JOSHUA M. MESTER
*Counsel for White Memorial Medical Center d/b/a
Adventist Health White Memorial*

1 Dated: August __, 2023

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BEVERLY COMMUNITY HOSPITAL
ASSOCIATION

ALICE CHENG
President and Chief Executive Officer

APPROVED AS TO FORM.

Dated: August 11, 2023

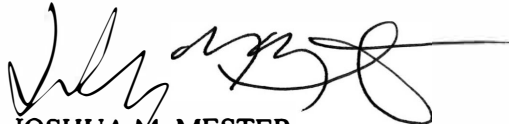
SHEPPARD, MULLIN, RICHTER &
HAMPTON LLP



JUSTIN R. BERNBROCK
Counsel for Debtors

Dated: August 14, 2023

JONES DAY



JOSHUA M. MESTER
*Counsel for White Memorial Medical Center d/b/a
Adventist Health White Memorial*

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is: 1300 I Street, P.O. Box 944255, Sacramento, CA 94244-2550

A true and correct copy of the foregoing document entitled (*specify*):

JOINT STIPULATION TO: 1) APPROVE ATTORNEY GENERAL CONDITIONS PURSUANT TO SETTLEMENT; and 2) ENTER ORDER

will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) [DATE] I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) [DATE] I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) [DATE], I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

August 14, 2023

Date

Leticia Aguirre

Printed Name

/s/ Leticia Aguirre

Signature

SERVICE LIST (via NEF)

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Megan M Adeyemo	madeyemo@grsm.com; asoto@grsm.com
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Jacob Unger	junger@jacobungerlaw.com
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Mark J Valencia	mvalencia@vclitigation.com
Emilio Eugene Varanini, IV	emilio.varanini@doj.ca.gov
Kevin Walsh	kevin.walsh@gtlaw.com
Justin Bernbrock	jbernbrock@sheppardmullin.com

CreditorName	Email
Kenneth K Wang	kenneth.wang@doj.ca.gov; Jennifer.Kim@doj.ca.gov; Stacy.McKellar@doj.ca.gov; yesenia.caro@doj.ca.gov; Christine.Murphy@doj.ca.gov
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Roye Zur	rzur@elkinskalt.com; cavila@elkinskalt.com; lwageman@elkinskalt.com; 1648609420@filings.docketbird.com

SERVICE LIST (via First Class Mail)

Description	CreditorName	CreditorNoticeName	Address1	Address2	Address3	City	State	Zip
TOP 30	Abbott Laboratories Inc	Nathan Scott	100 Abbot Park Road			Abbot Park	IL	60064
TOP 30	Advantis Medical Staffing	Elayne Goldmane	13155 Noel Road Suite 300			Dallas	TX	75240
Counsel for Advantis Medical Staffing	Akerman LLP	Evelina Gentry and Anthony D. Sbardellati	601 West Fifth Street, Suite 300			Los Angeles	CA	90071
TOP 30	Allied Universal Security Services	Moises Rodriguez	161 Washington St Suite 600			Conshohocken	PA	19428
TOP 30	Arthrex, Inc	Carla Pitcher	2825 Airview Boulevard			Kalamazoo	MI	49002
Office of the Attorney General of the United States	Attorney General of the United States	U.S. Department of Justice	950 Pennsylvania Avenue, NW			Washington	DC	20530-0001
TOP 30	Boston Scientific Corp	Kathleen Homsab	300 Boston Scientific Way			Marlborough	MA	01752-1234
Counsel for Sodexo	Brown McGarry Nimeroff LLC	Jami B. Nimeroff	Two Penn Center, Suite 610	1500 John F. Kennedy Boulevard		Philadelphia	PA	19102
Counsel for United Nurses Associations of California/Union of Health Care Professionals	Bush Gottlieb, A Law Corporation	David E. Ahdoot, Kirk M. Prestegard and Adrian R. Butler	801 North Brand Boulevard	Suite 950		Glendale	CA	91203
TOP 30	California Department Of Health Care	Tomas J. Aragon	1501 Capitol Avenue, Suite 4510			Sacramento	CA	95814
California Department of Health Care Services	California Department of Health Care Services	Jennifer Kent, Director	1501 Capitol Avenue, Suite 4510			Sacramento	CA	95814
California Department of Public Health	California Department of Public Health	Stephanie Spich	PO Box 997377 MS 0500			Sacramento	CA	95899-7377
California Secretary of State	California Secretary of State		1500 11th Street			Sacramento	CA	95814
California State Board of Pharmacy	California State Board of Pharmacy		1625 North Market Boulevard			Sacramento	CA	95834
California Statewide Communities Development Authority	California Statewide Communities Development Authority	Chair	1100 K Street, Suite 101			Sacramento	CA	95814
California Statewide Communities Development Authority	California Statewide Communities Development Authority	James Hamill	1700 N. Broadway, Suite 405			Walnut Creek	CA	94596
Center for Medicare and Medicaid Services	Center for Medicare and Medicaid Services	Steven Chickering, the Associate Regional Administrator	90 – 7th Street, Suite 5-300			San Francisco	CA	94103-6706
TOP 30	Cepheid Inc.	Susan Jose	904 E Caribbean Dr			Sunnyvale	CA	94089
TOP 30	Cloudwave	Loraine Sarno	100 Crowley Dr.			Marlborough	MA	01752
TOP 30	Constellation New Energy-Gas	Zachary Keczkecy	9400 Bunsen Parkway Suite 100			Louisville	KY	40220
Counsel to the Official Committee of Unsecured Creditors	Dentons US LLP	Tania M. Moyron, Samuel R. Maizel and Rebecca M. Wicks	601 South Figueroa Street, Suite 2500			Los Angeles	CA	90017-5704
Department of Health Care Services	Department of Health Care Services	Tanya Homman, Chief of Provider Enrollment Division	MS 4704, P.O. Box 997412			Sacramento	CA	95899-7412
Employment Development Dept.	Employment Development Dept.		722 Capitol Mall, MIC 92E			Sacramento	CA	95814
TOP 30	First Financial Holdings Llc	Ricardo Oseguera	750 The City Drive South, Suite 300			Orange	CA	92868
TOP 30	Huntington Technology Finance	Brent McQueen	2285 Franklin Road			Bloomfield Hills	MI	48302
IRS	Internal Revenue Service	Attn Susanne Larson	31 Hopkins Plz Rm 1150			Baltimore	MD	21201
IRS	Internal Revenue Service	Centralized Insolvency Operation	P.O. Box 7346			Philadelphia	PA	19101-7346
IRS	Internal Revenue Service	Centralized Insolvency Operation	2970 Market St			Philadelphia	PA	19104
IRS	Internal Revenue Service		300 North Los Angeles Street			Los Angeles	CA	90012
IRS	Internal Revenue Service		600 Arch Street			Philadelphia	PA	19101
Counsel to Medline Industries, LP	Lowenstein Sandler LLP	Robert M. Hirsh and Phillip Khezri	1251 Avenue of the Americas			New York	NY	10020
TOP 30	Medical Information Technology, Inc	Goretti Medeiros	7 Blue Hill River Road			Canton	MA	02021
TOP 30	Medline Industries Inc	Brent Fogel	Three Lakes Drive			Northfield	IL	60093
TOP 30	Medstar Anesthesia Services Inc	Robert Resnick	9251 Wedgewood St			Temple City	CA	91780
National Association of Attorneys General	National Association of Attorneys General		1850 M Street NW, 12th Floor			Washington	DC	20036
TOP 30	Noridian Healthcare Solutions, LLC	Theresa Pachel	900 42nd Street S			Fargo	ND	58103
Attorney General of California	Office of the Attorney General	Emilio Varanini, Supervising Deputy Attorney General	455 Golden Gate Ave., Suite 11000			San Francisco	CA	94102
Attorney General of California	Office of the Attorney General	Neli Palma and Melissa Hamill	1300 I Street P.O. Box 944255			Sacramento	CA	94244-2550
Attorney General of California	Office of the Attorney General	Roma Patel, Deputy Attorney General	300 South Spring Street, Suite 7505			Los Angeles	CA	90013-1230
Office of the Attorney General of California	Office of the Attorney General of California	Consumer Law Section	Attn Bankruptcy Notices	455 Golden Gate Ave., Suite 11000		San Francisco	CA	94102
Deputy General Counsel to California	Office of the California Attorney General	Department of Justice	Kenneth K. Wang	300 South Spring Street, Suite 1702		Los Angeles	CA	90013

SERVICE LIST (via First Class Mail)

Description	CreditorName	CreditorNoticeName	Address1	Address2	Address3	City	State	Zip
Office of the CA Attorney General	Office of the California Attorney General	Department of Justice	Jennifer Kim	300 South Spring Street, Floor 9		Los Angeles	CA	90013
TOP 30	Outset Medical Inc	Andy Rabon	3052 Orchard Drive			San Jose	CA	95134
TOP 30	Philips Healthcare	Jose Rivera	222 Jacobs Street			Cambridge	MA	02141
Counsel for California Statewide Communities Development Corporation dba CSDA	Richards, Watson & Gershon	Stephen D. Lee	350 South Grand Avenue, 37th Floor			Los Angeles	CA	90071
TOP 30	Shiftwise	Jennifer Folds	200 SW Market Street Suite 700			Portland	OR	97201
Proposed Counsel to the Official Committee of Unsecured Creditors	Sills Cummis & Gross P.C.	Andrew Sherman and Boris Mankovetskiy	One Riverfront Plaza			Newark	NJ	07102
TOP 30	Sodexo Inc & Affiliates	Luis Lunalluna	9801 Washingtonian Boulevard			Gaithersburg	MD	20878
State of California Employment Development Department	State of California Employment Development Department	Bankruptcy Group MIC 92E	P. O. Box 826880			Sacramento	CA	94280-0001
TOP 30	Stryker Endoscopy	Joe Gallinatti	5900 Optical Ct			San Jose	CA	95138
TOP 30	Stryker Instruments	Donovan Reiley	4100 E. Milham Road			Kalamazoo	MI	49001
TOP 30	Stryker Orthopedics	Trent Zaks	325 Corporate Drive			Mahwah	NJ	07430
U.S. Department of Health & Human Services	U.S. Department of Health & Human Services	Alex M. Azar II, Secretary	200 Independence Avenue, S.W.			Washington	DC	20201
U.S. Department of Health and Human Services	U.S. Department of Health and Human Services	Angela M. Belgrove, Assistant Regional Counsel	Office of the General Counsel, Region IX	90 7th Street, Suite 4-500		San Francisco	CA	94103-6705
United States Attorney's Office	United States Attorneys Office	Central District of California	312 North Spring Street	Suite 1200		Los Angeles	CA	90012
United States Attorney's Office	United States Attorneys Office	Northern District of California	150 Almaden Boulevard	Suite 900		San Jose	CA	95113
U.S. Department of Health and Human Services, among other agencies and departments of the United States	United States Department of Justice	Civil Division	Augustus T. Curtis	P.O. Box 875	Ben Franklin Station	Washington	DC	20044-0875
United States Attorney General	United States Department of Justice	Ben Franklin Station	P. O. Box 683			Washington	DC	20044
Office of the United States Trustee	United States Trustee	Peter C. Anderson	Office of the UST/DOJ	915 Wilshire Blvd., Suite 1850		Los Angeles	CA	90017
Chambers	USBC Central District of California	Hon. Sandra R. Klein	Edward R. Roybal Federal Building and U.S. Courthouse	255 East Temple Street, Suite 1582		Los Angeles	CA	90012

SERVICE LIST (via Electronic Mail)

Description	CreditorName	CreditorNoticeName	Email
TOP 30	Abbott Laboratories Inc	Nathan Scott	nathan.scott@abbott.com
TOP 30	AHMC Healthcare Inc.	Maan-Huei Hung	Maanhuei.Hung@ahmchealth.com; Scott.Turpel@ahmchealth.com
Counsel for Advantis Medical Staffing	Akerman LLP	Evelina Gentry and Anthony D. Sbardellati	evelina.gentry@akerman.com
TOP 30	Allied Universal Security Services	Moises Rodriguez	moises.rodriguez@aus.com
Attorneys for the City of Montebello	Alvarez-Glasman & Colvin	Stephen T. Owens and Christy M. Garcia	sowens@agclawfirm.com; cgarcia@agclawfirm.com
TOP 30	Arthrex, Inc	Carla Pitcher	Carla.Pitcher@arthrex.com
TOP 30	Axis Spine Llc	DD Mate	dmate@axispinco.com
TOP 30	Baxter Healthcare Corp	Yolieth Bazan Matamoros	yolieth_bazan@baxter.com
Counsel to Baxter Healthcare Corporation	Blakeley LC	Scott E. Blakeley	SEB@BlakeleyLC.com
Counsel for Sodexo	Brown McGarry Nimeroff LLC	Jami B. Nimeroff	jnimeroff@bmnlawyers.com
Counsel to Proposed DIP Lender	Bryan Cave Leighton Paisner LLP	Eric S. Prezant	eric.prezant@bcplaw.com
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