

**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

SHELLYE PECHULIS, <i>et al.</i> ,)	
)	
Plaintiffs,)	
)	
v.	)	Case No. 19-cv-06089
)	
PIPELINE HEALTH SYSTEM, LLC,	)	Honorable Franklin U. Valderrama
)	
Defendant.	)	Magistrate Judge Maria Valdez
)	

**NOTICE OF SUGGESTION OF BANKRUPTCY
FOR PIPELINE HEALTH SYSTEM, LLC, ET AL., AND CERTAIN
OF ITS AFFILIATES AND AUTOMATIC STAY OF PROCEEDINGS**

PLEASE TAKE NOTICE that on October 2, 2022, Pipeline Health System, LLC and certain of its affiliates (collectively, the “Debtors”),¹ filed voluntary petitions under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas (the “Court”). A copy of the voluntary chapter 11 petition of the lead Debtor, Pipeline Health System, LLC, is attached hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that the Debtors’ chapter 11 cases are pending before the Honorable Judge Marvin Isgur and are being jointly administered under the lead case *In re Pipeline Health System, LLC*, Case No. 22-90291 (the “Chapter 11 Cases”). A copy of the order entered on October 3, 2022, directing joint administration of the Chapter 11 Cases is attached hereto as **Exhibit B**.

¹ A complete list of each of the Debtors in the chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors’ claims and noticing agent at <http://dm.epiq11.com/PipelineHealth>. The Debtors’ service address is 898 N. Pacific Coast Highway, Suite 700, El Segundo, California 90245.

PLEASE TAKE FURTHER NOTICE that, pursuant to section 362(a) of the Bankruptcy Code, the Debtors' filing of their respective chapter 11 petitions gives rise to a stay, applicable to all entities, of, among other things: (a) the commencement or continuation of any judicial, administrative, or other action or proceeding against the Debtors (i) that was or could have been commenced before the commencement of the Chapter 11 Cases, or (ii) to recover a claim against the Debtors that arose before the commencement of the Chapter 11 Cases; (b) the enforcement against any of the Debtors or against any property of each of the Debtors' bankruptcy estates of a judgment obtained prior to the commencement of the Chapter 11 Cases; and (c) any act to obtain possession of property of or from any of the Debtors' bankruptcy estates, or to exercise control over property of any of the Debtors' bankruptcy estates.² No order has been entered in the Chapter 11 Cases granting relief from the automatic stay.

PLEASE TAKE FURTHER NOTICE that additional information regarding the Chapter 11 Cases may be obtained free of charge by: (a) reviewing, free of charge, the docket of the Debtors' Chapter 11 Cases on the website of the Debtors' proposed claims and noticing agent at <http://dm.epiq11.com/PipelineHealth> or by calling (800) 764-6401 (toll free) or (503) 520-4447 (international); (b) visiting the Bankruptcy Court's website at <https://ecf.sdtx.uscourts.gov> (PACER login and password required) in accordance with the procedures and fees set forth therein; or (c) contacting any of the following proposed counsel for the Debtors: (i) Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022 Attn: Steven N. Serajeddini, P.C. and Zachary R. Manning; and Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: Jaimie Fedell, or (ii) Jackson Walker

² Nothing herein shall constitute a waiver of the Debtors' rights to assert any claims, counterclaims, defenses, rights of setoff or recoupment, or any other claims against any party to the above-captioned case. The Debtors expressly reserve all rights to contest any claims that may be asserted against the Debtors.

LLP, 1401 McKinney Street, Suite 1900, Houston, Texas 77010, Attn: Matthew D. Cavanaugh, Kristhy M. Peguero, Veronica A. Polnick, and Javier Gonzalez.

Dated: October 7, 2022

PIPELINE HEALTH SYSTEM, LLC

By: /s/ Rosanne Ciambrone

Rosanne Ciambrone

Richard P. Darke

DUANE MORRIS LLP

190 S. LaSalle Street, Suite 3700

Chicago, Illinois 60603

Telephone: (312) 499-6700

rciambrone@duanemorris.com

CERTIFICATE OF SERVICE

The undersigned certifies that on October 7, 2022, she caused the foregoing document to be electronically filed with the Clerk of the United States District Court for the Northern District of Illinois, using the Court's CM/ECF system, which will send electronic notification of the filing to those parties who have appeared and are registered as CM/ECF participants in this matter. Parties may access this filing through the Court's CM/ECF system

/s/ Rosanne Ciambone

Rosanne Ciambone

Exhibit A

Voluntary Chapter 11 Petition of Pipeline Health System, LLC

Fill in this information to identify the case:

United States Bankruptcy Court for the:
 Southern District of Texas
 (State)
 Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name Pipeline Health System, LLC

2. All other names debtor used in the last 8 years _____

 Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 83-2843667

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>898 N. Pacific Coast Highway</u>	_____
	Number Street	Number Street
	<u>Suite 700</u>	_____
	<u>El Segundo California 90245</u>	_____
	City State Zip Code	City State Zip Code
	Location of principal assets, if different from principal place of business	
	<u>Los Angeles</u>	_____
	County	Number Street

		City State Zip Code

5. Debtor's website (URL) https://www.pipelinehealth.us/

6. Type of debtor
 Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____

Debtor Pipeline Health System, LLC
Name

Case number (if known) _____

7. Describe debtor's business

A. *Check One:*

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. *Check all that apply:*

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .
6221

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check One:

- Chapter 7
- Chapter 9
- Chapter 11. *Check all that apply:*

A debtor who is a "small business debtor" must check the first sub- box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No
- Yes.

District _____	When _____	Case number _____
District _____	When _____	Case number _____

If more than 2 cases, attach a separate list.

Debtor Pipeline Health System, LLC Case number (if known) _____
 Name

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? No Yes. Debtor See Rider 1 Relationship Affiliate
 List all cases. If more than 1, attach a separate list. District Southern District of Texas When 10/02/2022
 Case number, if known _____ MM / DD / YYYY

11. Why is the case filed in this district? *Check all that apply:*
 Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
 A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? No Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.
Why does the property need immediate attention? (Check all that apply.)
 It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
 It needs to be physically secured or protected from the weather.
 It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
 Other _____

Where is the property?
 Number _____ Street _____
 City _____ State _____ Zip Code _____

Is the property insured?
 No
 Yes. Insurance agency _____
 Contact name _____
 Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds *Check one:*
 Funds will be available for distribution to unsecured creditors.
 After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

Debtor Pipeline Health System, LLC Case number (if known) _____
 Name

14. Estimated number of creditors (on a consolidated basis)

<input type="checkbox"/> 1-49	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 25,001-50,000
<input type="checkbox"/> 50-99	<input type="checkbox"/> 5,001-10,000	<input checked="" type="checkbox"/> 50,001-100,000
<input type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000
<input type="checkbox"/> 200-999		

15. Estimated assets (on a consolidated basis)

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input checked="" type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

16. Estimated liabilities (on a consolidated basis)

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input checked="" type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

Executed on 10/02/2022
 MM/DD/YYYY

X /s/ Andrei Soran Andrei Soran
 Signature of authorized representative of debtor Printed name

Title Authorized Signatory

18. Signature of attorney **X** /s/ Matthew D. Cavanaugh Date 10/02/2022
 Signature of attorney for debtor MM/DD/YYYY

Matthew D. Cavanaugh
 Printed name

Jackson Walker LLP
 Firm name

1401 McKinney Street
 Number Street

Houston Texas 77010
 City State ZIP Code

(713) 752-4200 mcavanaugh@jw.com
 Contact phone Email address

24062656 Texas
 Bar number State

Fill in this information to identify the case:	
United States Bankruptcy Court for the:	
Southern District of Texas	
(State)	
Case number (if known): _____	Chapter <u>11</u>

Check if this is an amended filing

Rider 1
Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Southern District of Texas for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Pipeline Health System, LLC.

Avanti Healthcare Holdings, LLC	HealthPlus+ Holdings, LLC
Avanti Hospital Holdings I, LLC	Pipeline – Lakefront Medical Associates, LLC
Avanti Hospitals, LLC	Pipeline – Weiss Medical Specialists, LLC
CHHP Holdings II, LLC	Pipeline – Weiss Memorial Hospital, LLC
CHHP Management, LLC	Pipeline – West Suburban Medical Center, LLC
CHHP MOB Property Holdings, LLC	Pipeline Graduate Education Foundation
CHHP Hospital Property Holdings, LLC	Pipeline East Dallas, LLC
City Hospital Physician Group, Inc.	Pipeline Health System Holdings, LLC
CPH Hospital Management, LLC	Pipeline Health System, LLC
CPH MOB Property Holdings, LLC	Pipeline Midwest Pharmacies, LLC
CPH Hospital Property Holdings, LLC	River Forest Property Holdings, LLC
ELADH Management, L.L.C.	SRC Hospital Investments I, LLC
ELADH Hospital Property Holdings, LLC	SRC Hospital Investments II, LLC
ELADH, L.P.	Weiss MOB Property Holdings, LLC
Gardena Hospital Management, L.L.C.	Weiss Property Holdings, LLC
Gardena Hospital Property Holdings, LLC	West Suburban Property Holdings, LLC
Gardena Hospital, L.P.	

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: PIPELINE HEALTH SYSTEM, LLC, Debtor.)))))))	Chapter 11 Case No. 22-_____(____)
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LIST OF EQUITY SECURITY HOLDERS¹

Equity Holders	Address of Equity Holder	Percentage of Equity Held
Deerfield PH Holdings IV, L.P.	780 Third Avenue New York, New York 10017	36.20%
DFP Opco LLC	520 Madison Avenue New York, New York 10022	34.40%
Pipeline Hospital Holdings, LLC	898 Pacific Coast Highway, Suite 500 El Segundo, California 90245	29.40%

¹ This list serves as the disclosure required to be made by the debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed indicate the record holder of such equity as of the date of commencement of the chapter 11 case.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	)	Chapter 11
PIPELINE HEALTH SYSTEM, LLC,	)	Case No. 22-_____ (___)
Debtor.)	

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholders	Approximate Percentage of Shares Held
Deerfield PH Holdings IV, L.P.	36.20%
DFP Opco LLC	34.40%
Pipeline Hospital Holdings, LLC	29.40%

Fill in this information to Identify the case:

Debtor Name: Pipeline Health System, LLC

United States Bankruptcy Court for the: Southern District of Texas

Case Number (If known):

 Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A consolidated list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 SHIFTWISE INC 12400 HIGH BLUFF DRIVE., SUITE 100 SAN DIEGO, CA 92130	CONTACT: STEVEN RODRIGUEZ, PRESIDENT PHONE: (866) 399-2220 PRIVACY@AMNHEALTHCARE.COM	STAFFING AGENCY				\$13,052,927.45
2 THE CENTERS FOR MEDICARE & MEDICAID SERVICES (CMS) 7500 SECURITY BOULEVARD BALTIMORE, MD 21244	CONTACT: KAREN JACKSON, DEPUTY COO PHONE: (410) 786-3000 KAREN.JACKSON1@CMS.HH.S.GOV	GOVERNMENTAL PROGRAMS				\$11,046,949.38
3 CALIFORNIA DEPARTMENT OF HEALTH CARE SERVICES P.O. BOX 997413, MS 0000 SACRAMENTO, CA 95899-7413	CONTACT: MICHELLE BAASS, DIRECTOR PHONE: (888) 452-8609 MMCDOMBUDSMANOFFICE@DHCS.CA.GOV	GOVERNMENTAL PROGRAMS				\$11,000,000.00
4 MEDLINE INDUSTRIES INC THREE LAKES DRIVE NORTHFIELD, IL 60093	CONTACT: KRISTI KRASOVETZ, DIRECTOR PHONE: (773) 251-4762 KKRASOVETZ@MEDLINE.COM	TRADE				\$6,003,898.60
5 ILLINOIS DEPARTMENT OF REVENUE PO BOX 19035 SPRINGFIELD, IL 62794-9035	CONTACT: DAVID HARRIS, DIRECTOR PHONE: (800) 732-8866 REV.TA-BIT-WIT@ILLINOIS.GOV	TAXES				\$4,459,039.01
6 CERNER CORPORATION 2800 ROCKCREEK PARKWAY KANSAS CITY, MO 64117	CONTACT: SAFRA A CATZ, CEO PHONE: (650) 506-7000	TRADE				\$4,199,682.18

Debtor: Pipeline Health System, LLC

Case Number (if known):

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
7 AMP STAFFING NETWORK 17150 NORWALK BLVD., UNIT 101 CERRITOS, CA 90703	CONTACT: LEE NATIVIDAD, PRINCIPAL PHONE: (562) 865-3807 INFO@CALLAMP.COM	STAFFING AGENCY				\$2,053,250.00
8 FASTAFF, LLC 5700 SOUTH QUEBEC STREET, SUITE 300 GREENWOOD VILLAGE, CO 80111	CONTACT: BART VALDEZ, PRESIDENT AND CEO PHONE: (800) 736-8773 MEDIARELATIONS@INGENO VISHEALTH.COM	STAFFING AGENCY				\$1,845,538.04
9 STRYKER CORP 2825 AIRVIEW BOULEVARD KALAMAZOO, MI 49002	CONTACT: KEVIN A LOBO, PRESIDENT & CEO PHONE: (269) 385-2600	TRADE				\$1,735,024.70
10 ZIMMER US, INC. 1800 W CENTER ST WARSAW, IN 46580	CONTACT: JEFFERY MCCAULLEY, PRESIDENT PHONE: (800) 613-6131 CONTACTUS@ZIMMERBIOME T.COM	TRADE				\$1,636,553.23
11 AGILITI, INC. 11095 VIKING DRIVE, SUITE 300 EDEN PRAIRIE, MN 55344	CONTACT: TOM LEONARD, CEO PHONE: (952) 893-3200 MEDIA@AGILITIHEALTH.CO M	TRADE				\$1,633,903.81
12 THE ILLINOIS DEPARTMENT OF HEALTHCARE AND FAMILY SERVICES 401 SOUTH CLINTON CHICAGO, IL 60607	CONTACT: GRACE B HOU, SECRETARY PHONE: (312) 793-1547	TAXES				\$1,532,524.00
13 ROYAL WEST DEVELOPMENT 500 S. SEPULVEDA BLVD 304 MANHATTAN BEACH, CA 90266	CONTACT: KIRK FELDKAMP, PRESIDENT PHONE: (424) 275-5604	TRADE				\$1,324,618.50
14 MEDTRONIC USA INC 4642 COLLECTION CENTER DR CHICAGO, IL 60693	CONTACT: GEOFFREY S MARTHA, CHAIRMAN & CEO PHONE: (763) 514-4000	TRADE				\$1,315,187.50
15 TENET HEALTHCARE CORP 14201 DALLAS PARKWAY DALLAS, TX 75254	CONTACT: RONALD A RITTENMEYER, EXECUTIVE CHAIRMAN PHONE: (469) 893-2000 MEDIARELATIONS@TENETH EALTH.COM	TRADE				\$1,184,849.41
16 RENOVO SOLUTIONS, LLC 4 EXECUTIVE CIRCLE STE 185 IRVINE, CA 92614	CONTACT: WILLIAM NEWELL, CEO PHONE: (844) 473-6686 LRODRIGUEZ@RENOVO1.CO M	TRADE				\$1,131,653.41
17 L.A. CARE HEALTH PLAN 1055 WEST 7TH STREET LOS ANGELES, CA 90017	CONTACT: JOHN BAACKES, CEO PHONE: (888) 839-9909	TRADE				\$974,382.32
18 SODEXO INC & AFFILIATES 4880 PAYSHERE CIR CHICAGO, IL 60674	CONTACT: CHIEF FINANCIAL OFFICER PHONE: (866) 372-3160	TRADE				\$968,553.40
19 INTUITIVE SURGICAL INC 1020 KIFER ROAD, BUILDING 108 SUNNYVALE, CA 94086	CONTACT: GARY S GUTHART, CEO & PRESIDENT PHONE: (408) 523-2100	TRADE				\$924,260.23

Debtor: Pipeline Health System, LLC

Case Number (if known):

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
20 INFOR (US), INC 641 AVENUE OF THE AMERICAS NEW YORK, NY 10011	CONTACT: KEVIN SAMUELSON, CEO PHONE: (646) 336-1700 CUSTOMEREXPERIENCETEAM@INFOR.COM	TRADE				\$910,132.00
21 COMPREHENSIVE PHARMACY SERVICES, INC. 655 METRO PL S, SUITE 450 DUBLIN, OH 43017	CONTACT: FRANK SEGRAVE, CHAIRMAN & CEO PHONE: (800) 968-6962	TRADE				\$872,562.74
22 URGENT NURSING RESOURCE, INC 14752 BEACH BLVD. S 114 LA MIRADA, CA 90638	CONTACT: ROD SANTAINES, PRESIDENT PHONE: (714) 523-4178 INFO@URGENTNURSING.COM	STAFFING AGENCY				\$835,206.00
23 VALLEY MEDICAL STAFFING INC 1100 MORAGA WAY SUITE 108 MORAGA, CA 94556	CONTACT: CHIEF FINANCIAL OFFICER PHONE: (925) 297-6200	STAFFING AGENCY				\$760,054.20
24 MELEEO LLC 17633 GUNN HWY SUITE 110 ODESSA, FL 33556	CONTACT: JASON E CHIAPPETTA, PRESIDENT PHONE: (813) 333-0688 INFO@MELEEO.COM	TRADE				\$743,405.94
25 DEPUY SYNTHES 5972 COLLECTION CENTER DR CHICAGO, IL 60693	CONTACT: DENNIS THOMPSON PHONE: (800) 255-2500 CUSTCREMGMT@HCSUS.JNJ.COM	TRADE				\$724,337.66
26 WAKEFIELD & ASSOCIATES, INC 7005 MIDDLEBROOKE PIKE KNOXVILLE, TN 37909	CONTACT: MATT LAWS, CEO PHONE: (865) 971-1300	TRADE				\$712,000.00
27 ABBOTT LABORATORIES 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064-6400	CONTACT: ROBERT B FORD, CEO PHONE: (224) 667-6100 ROBERT.FORD@ABBOTT.COM	TRADE				\$708,988.22
28 ALLSCRIPTS HEALTHCARE SOLUTIONS INC 24630 NETWORK PLACE CHICAGO, IL 606731246	CONTACT: RICK POULTON, CEO PHONE: (800) 334-8534	TRADE				\$707,865.84
29 NORTHSTAR ANESTHESIA P.A. 6225 N STATE HWY 161, STE 200 IRVING, TX 75038	CONTACT: ADAM SPIEGEL, CEO PHONE: (214) 687-0001 ADAM.SPIEGEL@NORTHSTARANESTHESIA.COM	TRADE				\$698,457.58
30 CALIFORNIA DEPARTMENT OF PUBLIC HEALTH PO BOX 997377, MS 0500 SACRAMENTO, CA 95899-7377	CONTACT: TOMAS J ARAGON, DIRECTOR PHONE: (916) 558-1700 CDPH.INTERNETADMIN@CDPH.CA.GOV	TAXES				\$691,851.00

Fill in this information to identify the case and this filing:	
Debtor Name	Pipeline Health System, LLC
United States Bankruptcy Court for the:	Southern District of Texas (State)
Case number (If known):	

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration **List of Equity Security Holders and Corporate Ownership Statement**

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

Executed on <u>10/02/2022</u> MM/ DD/YYYY	<input checked="" type="checkbox"/> <u>/s/ Andrei Soran</u> Signature of individual signing on behalf of debtor Andrei Soran Printed name Authorized Signatory Position or relationship to debtor
---	--

**OMNIBUS WRITTEN CONSENT OF
THE BOARD OF MANAGERS, THE MANAGING MEMBER,
THE GENERAL PARTNER, THE MANAGER, AND THE MEMBER**

Effective as of October 2, 2022

The undersigned, constituting all of the members of the board of managers, the managing member, the general partner, the manager, or the member (each a “Governing Body”), as applicable, of each entity listed in **Schedule I** hereto (each, a “Company”), hereby take the following actions and adopt the following resolutions pursuant to such Company’s governing document(s) and the applicable law of such Company’s jurisdiction of organization:

WHEREAS, each Company’s Governing Body has duly considered certain materials presented by or on behalf of the Company’s management (“Management”) and financial and legal advisors (collectively, the “Advisors”), including materials regarding the Company’s liabilities, obligations, and liquidity; the strategic and financial alternatives available to the Company; and the impact of the foregoing on the Company’s business and operations;

WHEREAS, each Company’s Governing Body has reviewed and considered presentations by Management and the Advisors of the Company regarding the advantages and disadvantages of filing a voluntary petition for relief (the “Bankruptcy Petition”) pursuant to chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (as amended, the “Bankruptcy Code”);

WHEREAS, each Company’s Governing Body has had adequate opportunity to consult with Management and the Company’s Advisors regarding the materials presented, to obtain additional information, and to fully consider each of the strategic and financial alternatives available to the Company; and

WHEREAS, each Company’s Governing Body has determined, in its business judgment, that the adoption of the following resolutions is advisable and in the best interests of each Company and its respective stakeholders and other parties in interest.

NOW, THEREFORE, BE IT:

Filing Chapter 11 Cases and Related Relief

RESOLVED, that in the business judgment of each Company’s Governing Body, it is desirable and in the best interests of each Company and its respective stakeholders and other parties in interest for each Company to (1) file, or cause the filing of, a voluntary case under chapter 11 of the Bankruptcy Code (a “Chapter 11 Case”) in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”); and (2) file, or cause the filing of, any other petition, motion, or other document for relief under applicable law as may be necessary or appropriate in connection with the Chapter 11 Cases; and

RESOLVED FURTHER, that each of the following is hereby authorized and approved in all respects: (1) each Company’s filing, or causing to be filed, a Chapter 11 Case in the Bankruptcy Court; and (2) each Company’s filing, or causing the filing of, any other petition, motion, or other

document for relief under applicable law as may be necessary or appropriate in connection with the Chapter 11 Cases; and

RESOLVED FURTHER, that each duly appointed officer, including, but not limited to, the Chief Executive Officer, the Chief Financial Officer, the Chief Transformation Officer, and the General Counsel, of each Company (collectively, the “Authorized Persons”), with power of delegation, is hereby authorized to execute and file on behalf of such Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that such Authorized Person deems necessary or proper to commence the Chapter 11 Cases and to obtain such relief, including, but not limited to, any action necessary or appropriate to maintain such Company’s ordinary course operations;

Retention of Professionals

RESOLVED, that each Authorized Person is hereby authorized and directed to employ the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “Kirkland”) as general bankruptcy counsel to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company’s rights and obligations, including filing any motions, objections, replies, applications, or other papers; and in connection therewith, each Authorized Person, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kirkland;

RESOLVED, that each Authorized Person is hereby authorized and directed to employ the law firm of Jackson Walker LLP (“JW”) as local bankruptcy counsel and conflicts counsel to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company’s rights and obligations, including filing any motions, objections, replies, applications, or other papers; and in connection therewith, each Authorized Person, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of JW;

RESOLVED, that each Authorized Person is hereby authorized and directed to employ the firm Ankura Consulting Group, LLC (“Ankura”) as restructuring advisor to assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company’s rights and obligations, including filing any motions, objections, replies, applications, or other papers; and in connection therewith, each Authorized Person, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Ankura;

RESOLVED, that each Authorized Person is hereby authorized and directed to employ the firm Jefferies LLC (“Jefferies”) as financial advisor and investment banker to assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company’s rights and obligations, including filing any motions, objections, replies, applications, or other papers; and in connection therewith, each Authorized Person, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate

retainers, and to cause to be filed an appropriate application for authority to retain the services of Jefferies;

RESOLVED, that each Authorized Person is hereby authorized and directed to employ the firm of Epiq Corporate Restructuring, LLC (“Epiq”) as claims and noticing agent to assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company’s rights and obligations, including filing any motions, objections, replies, applications, or other papers; and in connection therewith, each Authorized Person, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Epiq;

RESOLVED, that each Authorized Person is hereby authorized and directed to employ any other professionals to assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company’s rights and obligations, including filing any motions, objections, replies, applications, or other papers; and in connection therewith, each Authorized Person, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

RESOLVED, that each Authorized Person is hereby authorized and empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, restructuring and financial advisors, and other professionals and to take and perform any and all further acts and deeds that such Authorized Person deems necessary, proper, or desirable in connection with each Company’s Chapter 11 Case, with a view to the successful prosecution of such case.

Debtor-in-Possession Financing, Cash Collateral, and Adequate Protection

WHEREAS, reference is made to that certain amended and restated facility agreement, dated as of December 30, 2019, by and among certain Company entities, the lenders party thereto from time to time, and the agent thereunder (as amended, supplemented, or otherwise modified from time to time, the “Term Loan Credit Agreement”);

WHEREAS, reference is made that certain credit and guaranty agreement, dated as of December 30, 2019, by and among certain Company entities, the lenders party thereto from time to time, and the agent thereunder (as amended, supplemented, or otherwise modified from time to time, the “ABL Credit Agreement,” and together with the Term Loan Credit Agreement, the “Prepetition Financing Documents”);

WHEREAS, each Company has negotiated (1) arrangements for postpetition financing under a multi-draw superpriority senior secured priming debtor in possession term loan facility, on substantially the terms and conditions provided to such Company’s Governing Body (the “DIP Facility”); (2) documentation for the DIP Facility, including a credit agreement (collectively, the “DIP Documents”); and (3) arrangements for use of cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the “Cash Collateral”); and

WHEREAS, the DIP Facility and the DIP Documents (each as defined herein) and any relief with respect to same shall be subject to the approval of the disinterested managers of the Governing Body of Pipeline Health System, LLC (the “Disinterested Managers”).

NOW, THEREFORE, BE IT:

RESOLVED, that in the business judgment of each Company’s Governing Body, such Company will benefit from using collateral, including Cash Collateral, that is security for the holders of Company obligations under the Prepetition Financing Documents (the “Prepetition Secured Parties”); and

RESOLVED FURTHER, that for each Company to use and benefit from using the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, certain of the Company entities will provide certain liens, claims, and other entitlements to the Prepetition Secured Parties (collectively, the “Adequate Protection Obligations”), as documented in a proposed interim order and a proposed final order (collectively, the “DIP Orders”) to be submitted to the Bankruptcy Court for approval; and

RESOLVED FURTHER, that the form, terms, and provisions of the DIP Documents, and the transactions contemplated thereby, and the DIP Orders to which each Company shall be subject, and the actions and transactions contemplated thereby, in each case, are hereby authorized and approved in all respects; and each Authorized Person is authorized and empowered, in the name of and on behalf of each Company, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, the DIP Documents and each Company’s respective obligations thereunder (collectively, the “DIP Obligations”), and to perform under the DIP Orders and cause the each Company’s performance of its respective obligations thereunder; *provided, however*, that such authorization and approval is and shall be subject to the further approval of the Disinterested Managers; and

RESOLVED FURTHER, that each Company, as a debtor and debtor in possession under the Bankruptcy Code is hereby authorized to incur the Adequate Protection Obligations and the DIP Obligations, including granting liens on its assets to secure claims that constitute Adequate Protection Obligations and the DIP Obligations; *provided, however*, that such authorization is and shall be subject to the further approval of the Disinterested Managers; and

RESOLVED FURTHER, that the Authorized Persons, acting alone or with one or more other Authorized Persons be, and each of them hereby is, authorized, empowered, and directed, in the name of, and on behalf of, each Company, as a debtor and debtor in possession, to take such actions as in their discretion is determined to be necessary, desirable, appropriate, or proper to consummate and implement the transactions contemplated by the DIP Documents and the DIP Orders; *provided, however*, that such authorization, direction, and empowerment is and shall be subject to the further approval of the Disinterested Managers.

Further Actions and Prior Actions

RESOLVED FURTHER, that in addition to the specific authorizations heretofore conferred upon the Authorized Persons, the Authorized Persons, either individually or as otherwise required the applicable Company's governing document(s) and applicable law, be, and each of them hereby is, authorized to execute (under hand or under the common seal of the Company if appropriate), acknowledge, deliver, and file any and all agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds and other documents on behalf of the Company relating to matters addressed or contemplated by these resolutions, subject to any further approval of the Disinterested Managers as required by these resolutions;

RESOLVED FURTHER, that each of the Authorized Persons, each acting individually and with full power of substitution be, and hereby is, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers, and to perform such further actions and execute such further documentation that such Authorized Person in their discretion deems necessary, appropriate, or desirable in accordance with these resolutions;

RESOLVED FURTHER, that, in addition to the specific authorizations heretofore conferred upon the Authorized Persons, the Authorized Persons, either individually or as otherwise required by each Company's governing document(s) and applicable law, be, and each of them hereby is, authorized to take any and all such other and further actions, and to do all such other deeds and other things as the Company itself may lawfully do, in accordance with its governing documents and applicable law, including but not limited to, the negotiation, finalization, execution, acknowledgement, delivery, and filing of any and all agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds, and other documents on behalf of the Company, and the payment of all expenses, including but not limited to filing fees, in each case, as such Authorized Person(s) may, in their discretion approve, deem or determine necessary, appropriate, advisable, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; such approval, deeming, or determination to be conclusively evidenced by said individual taking such action or the execution thereof;

RESOLVED FURTHER, that each Company's Governing Body has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the Company's governing document(s), or hereby waives any right to have received such notice; and

RESOLVED FURTHER, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of each Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved, confirmed and ratified as the true acts and deeds of each Company with the same force and effect as if each such act, transaction, agreement, or certificate had been specifically authorized in advance by resolution of the Company's Governing Body.

[Signature pages follow.]

IN WITNESS WHEREOF, the undersigned, constituting all the members of the board of managers of Pipeline Health System, LLC, do hereby consent to the foregoing actions and resolutions effective as of the date first written above.

E-SIGNED by Adam Grossman
on 2022-09-30 19:01:16 GMT

Adam Grossman

Jigar Shah

Nicholas Orzano

Andrei Soran

Mark Bell

Jonathan Foster

Matthew Ray

IN WITNESS WHEREOF, the undersigned, constituting all the members of the board of managers of Pipeline Health System, LLC, do hereby consent to the foregoing actions and resolutions effective as of the date first written above.

Adam Grossman

E-SIGNED by Jigar Shah
on 2022-09-30 21:38:12 GMT

Jigar Shah

Nicholas Orzano

Andrei Soran

Mark Bell

Jonathan Foster

Matthew Ray

IN WITNESS WHEREOF, the undersigned, constituting all the members of the board of managers of Pipeline Health System, LLC, do hereby consent to the foregoing actions and resolutions effective as of the date first written above.

Adam Grossman

Jigar Shah

E-SIGNED by Nicholas Orzano
on 2022-10-02 15:46:26 GMT

Nicholas Orzano

Andrei Soran

Mark Bell

Jonathan Foster

Matthew Ray

IN WITNESS WHEREOF, the undersigned, constituting all the members of the board of managers of Pipeline Health System, LLC, do hereby consent to the foregoing actions and resolutions effective as of the date first written above.

Adam Grossman

Jigar Shah

Nicholas Orzano



Andrei Soran

Mark Bell

Jonathan Foster

Matthew Ray

IN WITNESS WHEREOF, the undersigned, constituting all the members of the board of managers of Pipeline Health System, LLC, do hereby consent to the foregoing actions and resolutions effective as of the date first written above.

Adam Grossman

Jigar Shah

Nicholas Orzano

Andrei Soran

E-SIGNED by Mark Bell
on 2022-10-01 12:16:05 GMT

Mark Bell

Jonathan Foster

Matthew Ray

IN WITNESS WHEREOF, the undersigned, constituting all the members of the board of managers of Pipeline Health System, LLC, do hereby consent to the foregoing actions and resolutions effective as of the date first written above.

Adam Grossman

Jigar Shah

Nicholas Orzano

Andrei Soran

Mark Bell

E-SIGNED by Jonathan Foster
on 2022-09-30 19:26:24 GMT

Jonathan Foster

Matthew Ray

IN WITNESS WHEREOF, the undersigned, constituting all the members of the board of managers of Pipeline Health System, LLC, do hereby consent to the foregoing actions and resolutions effective as of the date first written above.

Adam Grossman

Jigar Shah

Nicholas Orzano

Andrei Soran

Mark Bell

Jonathan Foster

E-SIGNED by Matthew Ray
on 2022-09-30 19:04:01 GMT

Matthew Ray

IN WITNESS WHEREOF, the undersigned, constituting the managing member of Pipeline Health System Holdings, LLC does hereby consent to the foregoing actions and resolutions effective as of the date first written above.

PIPELINE HEALTH SYSTEM, LLC, as managing member of Pipeline Health System Holdings, LLC

By: Andrei Soran

Name: Andrei Soran

Title: Authorized Signatory

IN WITNESS WHEREOF, the undersigned, constituting the manager of Avanti Healthcare Holdings, LLC and SRC Hospital Investments II, LLC, does hereby consent to the foregoing actions and resolutions effective as of the date first written above.

PIPELINE HEALTH SYSTEM HOLDINGS, LLC, as
manager of Avanti Healthcare Holdings, LLC and SRC
Hospital Investments II, LLC

By:  _____

Name: Andrei Soran

Title: Authorized Signatory

IN WITNESS WHEREOF, the undersigned, constituting the manager of Avanti Hospitals, LLC; Avanti Hospital Holdings I, LLC; HealthPlus+ Holdings, LLC; CHHP Holdings II, LLC; Gardena Hospital Management, L.L.C.; ELADH Management, L.L.C.; CHHP Management, LLC; and CPH Hospital Management, LLC, does hereby consent to the foregoing actions and resolutions effective as of the date first written above.

AVANTI HEALTHCARE HOLDINGS, LLC, as manager of Avanti Hospitals, LLC; Avanti Hospital Holdings I, LLC; HealthPlus+ Holdings, LLC; CHHP Holdings II, LLC; Gardena Hospital Management, L.L.C.; ELADH Management, L.L.C.; CHHP Management, LLC; and CPH Hospital Management, LLC

By:  _____

Name: Andrei Soran

Title: Authorized Signatory

IN WITNESS WHEREOF, the undersigned, constituting the general partner of Gardena Hospital, L.P., does hereby consent to the foregoing actions and resolutions effective as of the date first written above.

GARDENA HOSPITAL MANAGEMENT, L.L.C., as
general partner of Gardena Hospital, L.P.

By: Andrei Soran

Name: Andrei Soran

Title: Authorized Signatory

IN WITNESS WHEREOF, the undersigned, constituting the general partner of ELADH, L.P., does hereby consent to the foregoing actions and resolutions effective as of the date first written above.

ELADH MANAGEMENT, L.L.C., as general partner of
ELADH, L.P.

By: Andrei Soran

Name: Andrei Soran

Title: Authorized Signatory

IN WITNESS WHEREOF, the undersigned, constituting the manager of Pipeline – West Suburban Medical Center, LLC; Pipeline – Weiss Memorial Hospital, LLC; Pipeline – Weiss Medical Specialists, LLC; Pipeline – Lakefront Medical Associates, LLC; Pipeline Midwest Pharmacies, LLC; West Suburban Property Holdings, LLC; River Forest Property Holdings, LLC; and Weiss Property Holdings, LLC, does hereby consent to the foregoing actions and resolutions effective as of the date first written above.

SRC HOSPITAL INVESTMENTS II, LLC, as manager of Pipeline – West Suburban Medical Center, LLC; Pipeline – Weiss Memorial Hospital, LLC; Pipeline – Weiss Medical Specialists, LLC; Pipeline – Lakefront Medical Associates, LLC; Pipeline Midwest Pharmacies, LLC; West Suburban Property Holdings, LLC; River Forest Property Holdings, LLC; and Weiss Property Holdings, LLC

By:  _____

Name: Andrei Soran

Title: Authorized Signatory

IN WITNESS WHEREOF, the undersigned, constituting the manager of SRC Hospital Investments I, LLC, does hereby consent to the foregoing actions and resolutions effective as of the date first written above.

PIPELINE HEALTH SYSTEM HOLDINGS, LLC, as
manager of SRC Hospital Investments I, LLC

By:  _____

Name: Andrei Soran

Title: Authorized Signatory

IN WITNESS WHEREOF, the undersigned, constituting the member of Pipeline Chicago Graduate Education Foundation, does hereby consent to the foregoing actions and resolutions effective as of the date first written above.

PIPELINE – WEISS MEMORIAL HOSPITAL, LLC, as
member of Pipeline Chicago Graduate Education
Foundation

By:  _____

Name: Andrei Soran


Title: Authorized Signatory

IN WITNESS WHEREOF, the undersigned, constituting the manager and the member, respectively, of CHHP Hospital Property Holdings, LLC, do hereby consent to the foregoing actions and resolutions effective as of the date first written above.

AVANTI HEALTHCARE HOLDINGS, LLC, as
manager of CHHP Hospital Property Holdings, LLC

By: 
Name: Andrei Soran
Title: Authorized Signatory

AVANTI HOSPITALS, LLC, as member of
CHHP Hospital Property Holdings, LLC

By: 
Name: Andrei Soran
Title: Authorized Signatory

IN WITNESS WHEREOF, the undersigned, constituting the manager and the member, respectively, of CHHP MOB Property Holdings, LLC, do hereby consent to the foregoing actions and resolutions effective as of the date first written above.

AVANTI HEALTHCARE HOLDINGS, LLC, as
manager of CHHP MOB Property Holdings, LLC

By: Andrei Soran
Name: Andrei Soran
Title: Authorized Signatory

AVANTI HOSPITALS, LLC, as member of CHHP MOB
Property Holdings, LLC

By: Andrei Soran
Name: Andrei Soran
Title: Authorized Signatory

IN WITNESS WHEREOF, the undersigned, constituting the member of City Hospital Physician Group, Inc., does hereby consent to the foregoing actions and resolutions effective as of the date first written above.

PIPELINE EAST DALLAS, LLC, as member of
City Hospital Physician Group, Inc.

By: Andrei Soran
Name: Andrei Soran
Title: Authorized Signatory

IN WITNESS WHEREOF, the undersigned, constituting the manager and the member, respectively, of CPH Hospital Property Holdings, LLC, do hereby consent to the foregoing actions and resolutions effective as of the date first written above.

AVANTI HEALTHCARE HOLDINGS, LLC, as
manager of CPH Hospital Property Holdings, LLC

By: Andrei Soran
Name: Andrei Soran
Title: Authorized Signatory

AVANTI HOSPITALS, LLC, as member of CPH Hospital
Property Holdings, LLC

By: Andrei Soran
Name: Andrei Soran
Title: Authorized Signatory

IN WITNESS WHEREOF, the undersigned, constituting the manager and the member, respectively, of CPH MOB Property Holdings, LLC, do hereby consent to the foregoing actions and resolutions effective as of the date first written above.

AVANTI HEALTHCARE HOLDINGS, LLC, as
manager of CPH MOB Property Holdings, LLC

By: Andrei Soran
Name: Andrei Soran
Title: Authorized Signatory

AVANTI HOSPITALS, LLC, as member of CPH MOB
Property Holdings, LLC

By: Andrei Soran
Name: Andrei Soran
Title: Authorized Signatory

IN WITNESS WHEREOF, the undersigned, constituting the manager and the member, respectively, of ELADH Hospital Property Holdings, LLC, do hereby consent to the foregoing actions and resolutions effective as of the date first written above.

AVANTI HEALTHCARE HOLDINGS, LLC, as
manager of ELADH Hospital Property Holdings, LLC

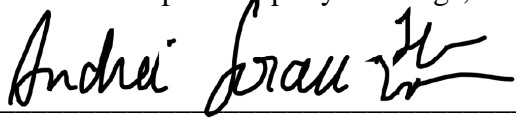
By: Andrei Soran
Name: Andrei Soran
Title: Authorized Signatory

AVANTI HOSPITALS, LLC, as member of
ELADH Hospital Property Holdings, LLC

By: Andrei Soran
Name: Andrei Soran
Title: Authorized Signatory

IN WITNESS WHEREOF, the undersigned, constituting the manager and the member, respectively, of Gardena Hospital Property Holdings, LLC, does hereby consent to the foregoing actions and resolutions effective as of the date first written above.

AVANTI HEALTHCARE HOLDINGS, LLC, as
manager of Gardena Hospital Property Holdings, LLC

By: 
Name: Andrei Soran
Title: Authorized Signatory

AVANTI HOSPITALS, LLC, as member of Gardena
Hospital Property Holdings, LLC

By: 
Name: Andrei Soran
Title: Authorized Signatory

IN WITNESS WHEREOF, the undersigned, constituting the manager and member of Pipeline East Dallas, LLC, does hereby consent to the foregoing actions and resolutions effective as of the date first written above.

SRC HOSPITAL INVESTMENTS I, LLC, as manager
and member of Pipeline East Dallas, LLC

By:  _____


Name: Andrei Soran

Title: Authorized Signatory

IN WITNESS WHEREOF, the undersigned, constituting the manager and member of Weiss MOB Property Holdings, LLC, does hereby consent to the foregoing actions and resolutions effective as of the date first written above.

SRC HOSPITAL INVESTMENTS II, LLC, as manager
and member of Weiss MOB Property Holdings, LLC

By: _____



Name: Andrei Soran

Title: Authorized Signatory

Schedule I

<u>Company</u>	<u>Governing Body</u>
Pipeline Health System Holdings, LLC, a Delaware limited liability company	<u>Managing Member</u> : Pipeline Health System, LLC
Pipeline Health System, LLC, a Delaware limited liability company	<u>Board of Managers</u> Andrei Soran Jigar Shah Adam Grossman Nicholas Orzano Mark Bell Jonathan Foster Matthew Ray
Gardena Hospital Management, L.L.C., a Delaware limited liability company	<u>Manager</u> : Avanti Healthcare Holdings, LLC
Gardena Hospital Property Holdings, LLC, a Delaware limited liability company	<u>Manager</u> : Avanti Healthcare Holdings, LLC
ELADH Management, L.L.C., a Delaware limited liability company	<u>Manager</u> : Avanti Healthcare Holdings, LLC
SRC Hospital Investments I, LLC, a Delaware limited liability company	<u>Manager</u> : Pipeline Health System Holdings, LLC
SRC Hospital Investments II, LLC, a Delaware limited liability company	<u>Manager</u> : Pipeline Health System Holdings, LLC
Pipeline – West Suburban Medical Center, LLC, a Delaware limited liability company	<u>Manager</u> : SRC Hospital Investments II, LLC
Pipeline – Weiss Memorial Hospital, LLC, a Delaware limited liability company	<u>Manager</u> : SRC Hospital Investments II, LLC
Pipeline – Weiss Medical Specialists, LLC, a Delaware limited liability company	<u>Manager</u> : SRC Hospital Investments II, LLC
Pipeline – Lakefront Medical Associates, LLC, a Delaware limited liability company	<u>Manager</u> : SRC Hospital Investments II, LLC
Pipeline Midwest Pharmacies, LLC, a Delaware limited liability company	<u>Manager</u> : SRC Hospital Investments II, LLC
West Suburban Property Holdings, LLC, a Delaware limited liability company	<u>Manager</u> : SRC Hospital Investments II, LLC
River Forest Property Holdings, LLC, a Delaware limited liability company	<u>Manager</u> : SRC Hospital Investments II, LLC
Weiss MOB Property Holdings, LLC, a Delaware limited liability company	<u>Manager</u> : SRC Hospital Investments II, LLC
Weiss Property Holdings, LLC, a Delaware limited liability company	<u>Manager</u> : SRC Hospital Investments II, LLC
Avanti Healthcare Holdings, LLC, a Nevada limited liability company	<u>Manager</u> : Pipeline Health System Holdings, LLC
Avanti Hospitals, LLC, a Nevada limited liability company	<u>Manager</u> : Avanti Healthcare Holdings, LLC
Avanti Hospital Holdings I, LLC, a Nevada limited liability company	<u>Manager</u> : Avanti Healthcare Holdings, LLC
HealthPlus+ Holdings, LLC, a Nevada limited liability company	<u>Manager</u> : Avanti Healthcare Holdings, LLC
CHHP Holdings II, LLC, a Nevada limited liability company	<u>Manager</u> : Avanti Healthcare Holdings, LLC
CHHP Management, LLC, a Nevada limited liability company	<u>Manager</u> : Avanti Healthcare Holdings, LLC
CHHP MOB Property Holdings, LLC, a Delaware limited liability company	<u>Manager</u> : Avanti Healthcare Holdings, LLC
CHHP Hospital Property Holdings, LLC, a Delaware limited liability company	<u>Manager</u> : Avanti Healthcare Holdings, LLC

CPH Hospital Management, LLC, a Nevada limited liability company	<u>Manager</u> : Avanti Healthcare Holdings, LLC
CPH Hospital Property Holdings, LLC, a Delaware limited liability company	<u>Manager</u> : Avanti Healthcare Holdings, LLC
CPH MOB Property Holdings, LLC, a Delaware limited liability company	<u>Manager</u> : Avanti Healthcare Holdings, LLC
Gardena Hospital, L.P., a Texas limited partnership	<u>General Partner</u> : Gardena Hospital Management, L.L.C.
ELADH L.P., a Texas limited partnership	<u>General Partner</u> : ELADH Management, L.L.C.
ELADH Hospital Property Holdings, LLC, a Delaware limited liability company	<u>Manager</u> : Avanti Healthcare Holdings, LLC
City Hospital Physician Group, Inc., a Texas non-profit corporation	<u>Member</u> : Pipeline East Dallas, LLC
Pipeline Chicago Graduate Education Foundation, a non-profit, non-stock Delaware corporation	<u>Member</u> : Pipeline – Weiss Memorial Hospital, LLC
Pipeline East Dallas, LLC, a Delaware limited liability company	<u>Manager</u> : SRC Hospital Investments II, LLC

Exhibit B

Joint Administration Order for Pipeline Health System, LLC

ENTERED

October 03, 2022

Nathan Ochsner, Clerk

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<hr/>	
In re:	) Chapter 11
)
PIPELINE HEALTH SYSTEM, LLC,	) Case No. 22-90291 (MI)
)
Debtor.)
)
Tax I.D. No. 83-2843667)
<hr/>	
In re:	) Chapter 11
)
PIPELINE HEALTH SYSTEM HOLDINGS, LLC,	) Case No. 22-90299 (MI)
)
Debtor.)
)
Tax I.D. No. 83-2865675)
<hr/>	
In re:	) Chapter 11
)
SRC HOSPITAL INVESTMENTS I, LLC,	) Case No. 22-90307 (DRJ)
)
Debtor.)
)
Tax I.D. No. 82-4142202)
<hr/>	
In re:	) Chapter 11
)
PIPELINE EAST DALLAS, LLC,	) Case No. 22-90319 (DRJ)
)
Debtor.)
)
Tax I.D. No. 82-3626083)
<hr/>	
In re:	) Chapter 11
)
SRC HOSPITAL INVESTMENTS II, LLC,	) Case No. 22-90310 (MI)
)
Debtor.)
)
Tax I.D. No. 83-1211678)
<hr/>	

<hr/>)	
In re:	)	Chapter 11
)	
PIPELINE – LAKEFRONT MEDICAL ASSOCIATES, LLC,	)	Case No. 22-90300 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 83-1716704)	
<hr/>)	
In re:	)	Chapter 11
)	
PIPELINE MIDWEST PHARMACIES, LLC,)	Case No. 22-90302 (MI)
)	
Debtor.)	
)	
Tax I.D. No. 83-1791597)	
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In re:)	Chapter 11
)	
PIPELINE – WEISS MEDICAL SPECIALISTS, LLC,)	Case No. 22-90304 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 83-1767327)	
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In re:)	Chapter 11
)	
WEISS MOB PROPERTY HOLDINGS, LLC,)	Case No. 22-90312 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 83-2716568)	
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In re:)	Chapter 11
)	
PIPELINE – WEST SUBURBAN MEDICAL CENTER, LLC,)	Case No. 22-90313 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 61-1899386)	
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In re:)
) Chapter 11
)
 PIPELINE – WEISS MEMORIAL HOSPITAL,)
 LLC,) Case No. 22-90306 (DRJ)
)
 Debtor.)
)
 Tax I.D. No. 35-2637418)
 _____)

In re:) Chapter 11
)
 WEST SUBURBAN PROPERTY HOLDINGS,)
 LLC,) Case No. 22-90317 (MI)
)
 Debtor.)
)
 Tax I.D. No. 83-1679815)
 _____)

In re:) Chapter 11
)
 RIVER FOREST PROPERTY HOLDINGS, LLC,)
 Debtor.) Case No. 22-90305 (DRJ)
)
 Tax I.D. No. 83-1942445)
 _____)

In re:) Chapter 11
)
 WEISS PROPERTY HOLDINGS, LLC,)
 Debtor.) Case No. 22-90322 (DRJ)
)
 Tax I.D. No. 32-0576630)
 _____)

In re:) Chapter 11
)
 AVANTI HEALTHCARE HOLDINGS, LLC,)
 Debtor.) Case No. 22-90301 (DRJ)
)
 Tax I.D. No. 45-2136858)
 _____)

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In re:)	Chapter 11
)	
AVANTI HOSPITALS, LLC,)	Case No. 22-90308 (MI)
)	
Debtor.)	
)	
Tax I.D. No. 27-4846142)	
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In re:)	Chapter 11
)	
CPH MOB PROPERTY HOLDINGS, LLC,)	Case No. 22-90297 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 84-3223348)	
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In re:)	Chapter 11
)	
AVANTI HOSPITAL HOLDINGS I, LLC,)	Case No. 22-90292 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 45-1737689)	
<hr/>)	
In re:)	Chapter 11
)	
HEALTHPLUS+ HOLDINGS, LLC,)	Case No. 22-90321 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 20-8069397)	
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In re:)	Chapter 11
)	
CHHP HOLDINGS II, LLC,)	Case No. 22-90293 (MI)
)	
Debtor.)	
)	
Tax I.D. No. 27-2133159)	
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In re:)	Chapter 11
)	
GARDENA HOSPITAL MANAGEMENT, L.L.C.,)	Case No. 22-90320 (MI)
)	
Debtor.)	
)	
Tax I.D. No. 76-0594556)	
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In re:)	Chapter 11
)	
ELADH MANAGEMENT, L.L.C.,)	Case No. 22-90315 (MI)
)	
Debtor.)	
)	
Tax I.D. No. 76-05944553)	
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In re:)	Chapter 11
)	
GARDENA HOSPITAL, L.P.,)	Case No. 22-90298 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 76-0594558)	
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In re:)	Chapter 11
)	
ELADH, L.P.,)	Case No. 22-90290 (MI)
)	
Debtor.)	
)	
Tax I.D. No. 76-0594559)	
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In re:)	Chapter 11
)	
CHHP MANAGEMENT, LLC,)	Case No. 22-90294 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 27-2104876)	
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In re:)	Chapter 11
)	
CPH HOSPITAL MANAGEMENT, LLC)	Case No. 22-90296 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 45-1738512)	
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In re:)	Chapter 11
)	
GARDENA HOSPITAL PROPERTY HOLDINGS, LLC,)	Case No. 22-90309 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 84-3272216)	
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In re:)	Chapter 11
)	
ELADH HOSPITAL PROPERTY HOLDINGS, LLC,)	Case No. 22-90303 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 84-3255457)	
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In re:)	Chapter 11
)	
CPH HOSPITAL PROPERTY HOLDINGS, LLC,)	Case No. 22-90316 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 84-3238723)	
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In re:)	Chapter 11
)	
CHHP HOSPITAL PROPERTY HOLDINGS, LLC,)	Case No. 22-90311 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 84-3297539)	
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In re:)	
)	Chapter 11
CHHP MOB PROPERTY HOLDINGS, LLC,)	
Debtor.)	Case No. 22-90295 (MI)
)	
Tax I.D. No. 84-3288809)	
In re:)	
	)	Chapter 11
PIPELINE CHICAGO GRADUATE EDUCATION)	
FOUNDATION,	)	Case No. 22-90318 (DRJ)
)	
Debtor.)	
)	
Tax I.D. No. 86-2920608)	
In re:)	
	)	Chapter 11
CITY HOSPITAL PHYSICIAN GROUP, INC.)	
Debtor.	)	Case No. 22-90314 (MI)
)	
	)	(Joint Administration Requested)
Tax I.D. No. 84-3316983	)	(Emergency Hearing Requested)

ORDER (I) DIRECTING JOINT ADMINISTRATION OF THE DEBTORS’ CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF

Upon the motion (the “Motion”)¹ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) (a) directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution;

¹ Capitalized terms used and not defined herein have the meanings ascribed to them in the Motion.

and this Court having found that ex parte relief is appropriate; it is HEREBY ORDERED THAT:

1. The above-captioned chapter 11 cases shall be jointly administered under case number Case No. 22-90291 (MI). All of the jointly administered cases not previously assigned to Judge Isgur are transferred to Judge Isgur.

2. Additionally, the following checked items are ordered:

- a. One disclosure statement and plan of reorganization may be filed for all cases by any plan proponent.
- b. Parties may request joint hearings on matters pending in any of the jointly administered cases.
- c. Other: See below.

3. The caption of the jointly administered cases should read as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
	)	Chapter 11
PIPELINE HEALTH SYSTEM, LLC., <i>et al.</i> , ¹	)	Case No. 22-90291 (MI)
Debtors.	)	(Jointly Administered)
)	

¹ A complete list of each of the Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors’ proposed claims and noticing agent at <http://dm.epiq11.com/PipelineHealth>. The Debtors’ service address is 898 N. Pacific Coast Highway, Suite 700, El Segundo, California 90245.

4. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

5. A docket entry, substantially similar to the following, shall be entered on the docket of each of the Debtors other than Pipeline Health System, LLC to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Bankruptcy Rule 1015(b) and Local Rule 1015-1 for the United States Bankruptcy Court for the Southern District of Texas directing joint administration for procedural purposes only of the chapter 11 cases of each of the following: Pipeline Health System, LLC, Case No. 22-90291; Pipeline Health System Holdings, LLC, Case No. 22-90299 (MI); SRC Hospital Investments I, LLC, Case No. 22-90307; Pipeline East Dallas, LLC, Case No. 22-90319; SRC Hospital Investments II, LLC, Case No. 22-90310; Pipeline – Lakefront Medical Associates, LLC, Case No. 22-90300; Pipeline Midwest Pharmacies, LLC, Case No. 22-90302; Pipeline – Weiss Medical Specialists, LLC, Case No. 22-90304; Weiss MOB Property Holdings, LLC, Case No. 22-90312; Pipeline – West Suburban Medical Center, LLC, Case No. 22-90313; Pipeline – Weiss Memorial Hospital, LLC, Case No. 22-90306; West Suburban Property Holdings, LLC, Case No. 22-90317; River Forest Property Holdings, LLC, Case No. 22-90305; Weiss Property Holdings, LLC, Case No. 22-90322; Avanti Healthcare Holdings, LLC, Case No. 22-90301; Avanti Hospitals, LLC, Case No. 22-90308; CPH MOB Property Holdings, LLC, Case No. 22-90297; Avanti Hospital Holdings I, LLC, Case No. 22-90292; HealthPlus+ Holdings, LLC, Case No. 22-90321; CHHP Holdings II, LLC, Case No. 22-90293; Gardena Hospital

Management, L.L.C., Case No. 22-90320; ELADH Management, L.L.C., Case No. 22-90315; Gardena Hospital, L.P., Case No. 22-90298; ELADH, L.P. 22-90290; CHHP Management, LLC, Case No. 22-90294; CPH Hospital Management, LLC, Case No. 22-90296; Gardena Hospital Property Holdings, LLC, Case No. 22-90309; ELADH Hospital Property Holdings, LLC, Case No. 22-90303; CHHP Property Holdings, LLC, Case No. 22-90311; CHHP MOB Property Holdings, LLC, Case No. 22-90295; Pipeline Chicago Graduate Education Foundation, Case No. 22-90318; and City Hospital Physician Group, Inc., Case No. 22-90314.

6. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the Southern District of Texas shall keep, one consolidated docket, one file, and one consolidated service list for these chapter 11 cases.

7. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases, and this Order shall be without prejudice to the rights of any party-in-interest to seek entry of an Order substantively consolidating one or more cases.

8. A separate claims registry shall be maintained for each Debtor.

9. The Debtors are authorized, but not directed, to take all actions necessary to effectuate the relief granted in this Order.

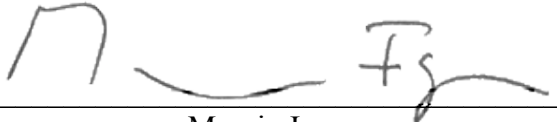
10. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

11. Notice of the Motion as provided therein shall be deemed good and sufficient and satisfies the requirements of the Bankruptcy Rules and the Local Rules.

12. The terms and conditions of this Order are immediately effective and enforceable upon its entry.

13. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Signed: October 03, 2022


Marvin Isgur
United States Bankruptcy Judge