

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

In re:

EBH TOPCO, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 18-11212 (BLS)

(Jointly Administered)

**AMENDED² NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON JUNE 26, 2018 AT 11:00 A.M. (ET)**

**MATTERS WITH CERTIFICATE OF NO OBJECTION OR CERTIFICATION OF
COUNSEL**

1. Second Omnibus Motion for Entry of an Order (I) Authorizing the Debtors to Reject Certain Executory Contracts and Unexpired Leases *Nunc Pro Tunc* to the Petition Date, and (II) Granting Certain Related Relief [Docket No. 67; Filed: 6/1/2018]

Objection Deadline: June 14, 2018 at 4:00 p.m. (ET) (extended for certain parties)

Related Document(s):

- a) Certificate of No Objection Regarding Second Omnibus Motion for Entry of an Order (I) Authorizing the Debtors to Reject Certain Executory Contracts and Unexpired Leases *Nunc Pro Tunc* to the Petition Date, and (II) Granting Certain Related Relief [Docket No. 155; Filed: 6/22/2018]

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are EBH Topco, LLC (6103), Elements Behavioral Health, Inc. (7176), EBH Holding Company, Inc. (0370), EBH Big Rock, Inc. (1880), SoCal Rehab and Recovery, Inc. (3741), The Sexual Recovery Institute, Inc. (1279), Westside Sober Living Centers, Inc. (5717), Ehrman Subsidiary Corp. (3958), PROMAL2, Inc. (1377), PROMAL4, Inc. (2453), SBAR2, Inc. (9844), Promises Residential Treatment Center VI, Inc. (1112), Assurance Toxicology Services, LLC (9612), Elements Screening Services, Inc. (0055), TRS Behavioral Care, Inc. (6343), Spirit Lodge, LLC (1375), San Cristobal Treatment Center, LLC (1419), EBH Acquisition Subsidiary, Inc. (6132), EBH Services of Florida, Inc. (6802), Outpatient Services FL, Inc. (9596), EBH Northeast Services, Inc. (3551), Intensive Outpatient Services PA, Inc. (5581), Wrightsville Services, LLC (9535), NE Sober Living, Inc. (1955), Northeast Behavioral Services, Inc. (8881), The Ranch on Piney River, Inc. (0195), Outpatient Services TN, Inc. (5584), EBH Southwest Services, Inc. (5202), Elements Medical Group of Utah, Inc. (9820), Southeast Behavioral Health Services, Inc. (1267), Elements Medical Group of Mississippi, Inc. (4545), and Elements Medical Group of Arizona, Inc. (8468). The location of the Debtors' mailing address is 5000 Airport Plaza Dr., Suite 100, Long Beach, California 90815.

² **Amended items appear bold.**

- b) **Order (I) Authorizing the Debtors to Reject Certain Executory Contracts and Unexpired Leases *Nunc Pro Tunc* to the Petition Date, and (II) Granting Certain Related Relief [Docket No. 159; Entered: 6/22/2018]**

Response(s) Received: None.

Status: **An order has been entered. No hearing is necessary.**

- 2. Motion for Entry of an Order Granting Patient Care Ombudsman Limited Access to Confidential Patient Information, Approving Notice to Patients of Ombudsman Reports, and Granting Related Relief [Docket No. 127; Filed: 6/11/2018]

Objection Deadline: June 19, 2018 at 4:00 p.m. (ET)

Related Document(s):

- a) Order Granting Motion for Entry of an Order Shortening Time for Notice of a Hearing to Consider Motion for Entry of an Order Granting Patient Care Ombudsman Limited Access to Confidential Patient Information, Approving Notice to Patients of Ombudsman Reports, and Granting Related Relief [Docket No. 135; Filed: 6/13/2018]
- b) Notice of Motions [Docket No. 138; Filed: 6/13/2018]
- c) Certification of Counsel Regarding Motion for Entry of an Order Granting Patient Care Ombudsman Limited Access to Confidential Patient Information, Approving Notice to Patients of Ombudsman Reports, and Granting Related Relief [Docket No. 154; Filed: 6/21/2018]
- d) **Order Requiring Patient Care Ombudsman to be Provided With Access to Confidential Patient Information, Approving Notice to Patients of Ombudsman Reports, and Granting Related Relief [Docket No. 158; Entered: 6/22/2018]**

Response(s) Received: Informal comments from the Debtors

Status: **An order has been entered. No hearing is necessary.**

- 3. Application of Patient Care Ombudsman for Entry of an Order Authorizing the Retention and Employment of Gibbons P.C. as Counsel *Nunc Pro Tunc* to May 25, 2018 [Docket No. 129; Filed: 6/11/2018]

Objection Deadline: June 19, 2018 at 4:00 p.m. (ET)

Related Document(s):

- a) Order Granting Motion for Entry of an Order Shortening Time for Notice of a Hearing to Consider Application of Patient Care Ombudsman for Entry of an Order Authorizing the Retention and Employment of Gibbons P.C. as Counsel *Nunc Pro Tunc* to May 25, 2018 [Docket No. 134; Entered: 6/13/2018]
- b) Notice of Motions [Docket No. 138; Filed: 6/13/2018]
- c) Certificate of No Objection Regarding Application of Patient Care Ombudsman for Entry of an Order Authorizing the Retention and Employment of Gibbons P.C. as Counsel *Nunc Pro Tunc* to May 25, 2018 [Docket No. 153; Filed: 6/21/2018]
- d) **Order Authorizing the Retention and Employment of Gibbons P.C. as Counsel for the Patient Care Ombudsman *Nunc Pro Tunc* to May 25, 2018 [Docket No. 157; Entered: 6/22/2018]**

Response(s) Received: None.

Status: **An order has been entered. No hearing is necessary.**

MATTERS GOING FORWARD

- 4. Motion of Debtors for Interim and Final Orders Authorizing (I) Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Checks, and Business Forms, and (II) Continuation of Existing Deposit Practices [Docket No. 6; Filed: 5/23/2018]

Objection Deadline: June 19, 2018 at 4:00 p.m. (ET) (The Official Committee of Unsecured Creditors was granted an extension)

Related Document(s):

- a) Interim Order Authorizing (I) Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Checks, and Business Forms, and (II) Continuation of Existing Deposit Practices [Docket No. 42; Entered: 5/24/2018]
- b) Notice of (A) Entry of Interim Order Authorizing (I) Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Checks, and Business Forms, and (II) Continuation of Existing Deposit Practices, and (B) Final Hearing [Docket No. 53; Filed: 5/24/2018]

Response(s) Received: Informal comments from the Official Committee of Unsecured Creditors

Status: Counsel for the Debtors intends to submit a revised proposed form of final order at the hearing. This matter will go forward.

5. Motion of Debtors for Entry of Interim and Final Orders Authorizing Payment of (I) Certain Prepetition Workforce Claims, Including Wages, Salaries, and Other Compensation, (II) Certain Employee Benefits and Confirming Right to Continue Employee Benefits on Postpetition Basis, (III) Reimbursement to Employees for Prepetition Expenses, (IV) Withholding and Payroll-Related Taxes, (V) Workers' Compensation Obligations, and (VI) Prepetition Claims Owing to Administrators and Third-Party Providers [Docket No. 7; Filed: 5/23/2018]

Objection Deadline: June 19, 2018 at 4:00 p.m. (ET) (The Official Committee of Unsecured Creditors was granted an extension)

Related Document(s):

- a) Interim Order Authorizing Payment of (I) Certain Prepetition Workforce Claims, Including Wages, Salaries, and Other Compensation, (II) Certain Employee Benefits and Confirming Right to Continue Employee Benefits on Postpetition Basis, (III) Reimbursement to Employees for Prepetition Expenses, (IV) Withholding and Payroll-Related Taxes, (V) Workers' Compensation Obligations, and (VI) Prepetition Claims Owing to Administrators and Third-Party Providers [Docket No. 44; Entered: 5/24/2018]
- b) Notice of (A) Entry of Interim Order Authorizing Payment of (I) Certain Prepetition Workforce Claims, Including Wages, Salaries, and Other Compensation, (II) Certain Employee Benefits and Confirming Right to Continue Employee Benefits on Postpetition Basis, (III) Reimbursement to Employees for Prepetition Expenses, (IV) Withholding and Payroll-Related Taxes, (V) Workers' Compensation Obligations, and (VI) Prepetition Claims Owing to Administrators and Third-Party Providers [Docket No. 51; Filed: 5/24/2018]
- c) **Declaration of Chief Restructuring Officer of Debtors in Further Support of the Wage Motion [Docket No. 163; Filed: 6/25/2018]**

Response(s) Received: Informal comments from the Office of the United States Trustee

Status: Counsel for the Debtors intends to submit a revised proposed form of final order at the hearing. This matter will go forward.

6. Motion of Debtors for Entry of Interim and Final Orders (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Service, (II) Approving the Debtors' Proposed Adequate Assurance of Payment for Postpetition Services, and (II) Establishing Procedures for Resolving Requests for Additional Adequate Assurance of Payment [Docket No. 9; Filed: 5/23/2018]

Objection Deadline: June 19, 2018 at 4:00 p.m. (ET) (The Official Committee of Unsecured Creditors was granted an extension)

Related Document(s):

- a) Interim Order (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Service; (II) Approving the Debtors' Proposed Adequate Assurance of Payment for Postpetition Services; and (III) Establishing Procedures for Resolving Requests for Additional Adequate Assurance of Payment [Docket No. 43; Entered: 5/24/2018]
- b) Notice of (A) Entry of Interim Order (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Service; (II) Approving the Debtors' Proposed Adequate Assurance of Payment for Postpetition Services; and (III) Establishing Procedures for Resolving Requests for Additional Adequate Assurance of Payment, and (B) Final Hearing [Docket No. 55; Filed: 5/24/2018]
- c) Notice of Filing of Supplemental Exhibit C to the Motion of Debtors for Entry of Interim and Final Orders (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Service, (II) Approving the Debtors' Proposed Adequate Assurance of Payment for Postpetition Services, and (II) Establishing Procedures for Resolving Requests for Additional Adequate Assurance of Payment [Docket No. 88; Filed: 6/7/2018]

Response(s) Received: Informal comments from the Official Committee of Unsecured Creditors, Florida Power & Light, and Southern California Edison

Status: Counsel for the Debtors intends to submit a revised proposed form of final order at the hearing. This matter will go forward.

7. Motion of Debtors for Entry of Interim and Final Orders Authorizing Payment of Prepetition Obligations Owed to Critical Vendors [Docket No. 12; Filed: 5/23/2018]

Objection Deadline: June 19, 2018 at 4:00 p.m. (ET) (The Official Committee of Unsecured Creditors was granted an extension)

Related Document(s):

- a) Interim Order Authorizing Payment of Prepetition Obligations Owed to Critical Vendors [Docket No. 46; Entered: 5/24/2018]
- b) Notice of (A) Entry of Interim Order Authorizing Payment Of Prepetition Obligations Owed To Critical Vendors, and (B) Final Hearing [Docket No. 50; Filed: 5/24/2018]

Response(s) Received: Informal comments from the Official Committee of Unsecured Creditors

Status: Counsel for the Debtors intends to submit a revised proposed form of final order at the hearing. This matter will go forward.

8. Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Secured Postpetition Financing, (II) Authorizing the Use of Cash Collateral, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Setting a Final Hearing, and (VI) Granting Related Relief [Docket No. 15; Filed: 5/23/2018]

Objection Deadline: June 19, 2018 at 4:00 p.m. (ET) (extended for certain parties)

Related Document(s):

- a) Interim Order (I) Authorizing Debtors to Obtain Secured Postpetition Financing, (II) Authorizing the Use of Cash Collateral, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Setting a Final Hearing, and (VI) Granting Related Relief [Docket No. 55; Entered: 5/24/2018]
- b) Notice of (A) Entry of Interim Order (I) Authorizing Debtors to Obtain Secured Postpetition Financing, (II) Authorizing the Use of Cash Collateral, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Setting a Final Hearing, and (VI) Granting Related Relief, and (B) Final Hearing [Docket No. 57; Filed: 5/24/2018]
- c) Second Interim Order (I) Authorizing Debtors to Obtain Secured Postpetition Financing, (II) Authorizing the Use of Cash Collateral, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Setting a Final Hearing, and (VI) Granting Related Relief [Docket No. 116; Filed: 6/11/2018]

Response(s) Received:

- a) Omnibus Objection and Reservation of Rights of the Official Committee of Unsecured Creditors to the Debtors' (A) Bidding Procedures in the Sale Motion and (B) DIP Motion [Docket No. 107; Filed: 6/10/2018]
- b) Declaration of David MacGreevey in Support of the Omnibus Objection and Reservation of Rights of the Committee of Unsecured Creditors to the Debtors' (A) Bidding Procedures Motion and (B) DIP Financing Motion [Docket No. 108; Filed: 6/10/2018]
- c) Patient Care Ombudsman's Response and Reservation of Rights Concerning Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Secured Postpetition Financing, (II)

Authorizing the Use of Cash Collateral, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Setting a Final Hearing, and (VI) Granting Related Relief [Docket No. 145; Filed: 6/19/2018]

- d) Official Committee of Unsecured Creditors' Objection to the Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Secured Postpetition Financing, (II) Authorizing the Use of Cash Collateral, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Setting a Final Hearing, and (VI) Granting Related Relief [Docket No. 148; Filed: 6/20/2018]
- e) Informal comments from the Office of the United States Trustee
- f) **Reply of Debtors in Support of Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Secured Postpetition Financing, (II) Authorizing the Use of Cash Collateral, (III) Granting Adequate Protection; (IV) Modifying the Automatic Stay; (V) Setting a Final Hearing; and (VI) Granting Related Relief [Docket No. 196; Filed: 6/25/2018]**

Status: This matter will go forward.

- 9. First Omnibus Motion for Entry of an Order (I) Authorizing the Debtors to Reject Certain Executory Contracts and Unexpired Leases *Nunc Pro Tunc* to the Petition Date, and (II) Granting Certain Related Relief [Docket No. 23; Filed: 5/23/2018]

Objection Deadline: June 19, 2018 at 4:00 p.m. (ET) (extended for certain parties)

Related Document(s):

- a) Notice of First Omnibus Motion for Entry of an Order (I) Authorizing the Debtors to Reject Certain Executory Contracts and Unexpired Leases *Nunc Pro Tunc* to the Petition Date, and (II) Granting Certain Related Relief [Docket No. 56; Filed: 5/24/2018]

Response(s) Received:

- a) Limited Objection of David C. Johnson to the First Omnibus Motion for Entry of an Order (I) Authorizing the Debtors to Reject Certain Executory Contracts and Unexpired Leases *Nunc Pro Tunc* to the Petition Date, and (II) Granting Certain Related Relief [Docket No. 151; Filed: 6/21/2018]
- b) Informal comments from the Office of the United States Trustee

Status: **The parties have resolved the Limited Objection of David C. Johnson and counsel for the Debtors intends to submit revised proposed forms of orders at the hearing.**

10. Application of Debtors for Authority to Employ and Retain Polsinelli PC as Counsel to the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 78; Filed: 6/5/2018]

Objection Deadline: June 19, 2018 at 4:00 p.m. (ET) (extended for certain parties)

Related Document(s): None at this time.

Response(s) Received: Informal comments from the Office of the United States Trustee

Status: Counsel for the Debtors intends to submit a revised proposed form of order at the hearing. This matter will go forward.

11. Motion of Debtors for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 79; Filed: 6/5/2018]

Objection Deadline: June 19, 2018 at 4:00 p.m. (ET) (extended for certain parties)

Related Document(s): None at this time.

Response(s) Received: Informal comments from the Office of the United States Trustee and the Official Committee of Unsecured Creditors

Status: Counsel for the Debtors intends to submit a revised proposed form of order at the hearing. This matter will go forward.

12. Application of Debtors for Entry of an Order (I) Approving the Retention and Employment of Donlin, Recano & Company, Inc. as the Administrative Agent for the Debtors, Effective *Nunc Pro Tunc* to the Petition Date, and (II) Granting Related Relief [Docket No. 80; Filed: 6/5/2018]

Objection Deadline: June 19, 2018 at 4:00 p.m. (ET) (extended for certain parties)

Related Document(s): None at this time.

Response(s) Received: Informal comments from the Office of the United States Trustee

Status: Counsel for the Debtors intends to submit a revised proposed form of order at the hearing. This matter will go forward.

13. Motion of Debtors to (I) Retain Alvarez & Marsal Healthcare Industry Group, LLC to Provide the Debtors a Chief Restructuring Officer and Certain Additional Personnel, and (II) Designate Martin McGahan as Chief Restructuring Officer for the Debtors, *Nunc Pro Tunc* to the Petition Date [Docket No. 81; Filed: 6/5/2018]

Objection Deadline: June 19, 2018 at 4:00 p.m. (ET) (extended for certain parties)

Related Document(s): None at this time.

Response(s) Received: Informal comments from the Office of the United States Trustee

Status: Counsel for the Debtors intends to submit a revised proposed form of order at the hearing. This matter will go forward.

14. Motion of Debtors for Entry of an Order Authorizing the Debtors to (I) Maintain, Administer and Modify Client Refund Programs and Practice, and (II) Honor Obligations Related Thereto [Docket No. 82; Filed: 6/5/2018]

Objection Deadline: June 19, 2018 at 4:00 p.m. (ET) (extended for certain parties)

Related Document(s): None at this time.

Response(s) Received: Informal comments from the Office of the United States Trustee and the Official Committee of Unsecured Creditors

Status: Counsel for the Debtors intends to submit a revised proposed form of order at the hearing. This matter will go forward.

15. Application of Debtors for Entry of an Order (I) Authorizing the Employment and Retention of Houlihan Lokey Capital, Inc. as Investment Banker to the Debtors, *Nunc Pro Tunc* to the Petition Date, (II) Waiving Certain Time-Keeping Requirements Pursuant to Local Rules, and (III) Granting Related Relief [Docket No. 84; Filed: 6/6/2018]

Objection Deadline: June 19, 2018 at 4:00 p.m. (ET) (extended for certain parties)

Related Document(s): None at this time.

Response(s) Received: Informal comments from the Office of the United States Trustee

Status: This matter will go forward.

16. Motion of Debtors for Entry of an Order Authorizing Retention and Payment of Professionals Utilized by Debtors in the Ordinary Course of Business [Docket No. 85; Filed: 6/6/2018]

Objection Deadline: June 19, 2018 at 4:00 p.m. (ET) (extended for certain parties)

Related Document(s): None at this time.

Response(s) Received: Informal comments from the Office of the United States Trustee and the Official Committee of Unsecured Creditors

Status: Counsel for the Debtors intends to submit a revised proposed form of order at the hearing. This matter will go forward.

17. **Motion of Official Committee of Unsecured Creditors for an Order, Pursuant to Section 105(a) of the Bankruptcy Code, Bankruptcy Rule 2004, and Local Bankruptcy Rule 2004-1, Authorizing and Directing the Examination of Certain Third Parties [Docket No. 161; Filed: 6/22/2018]**

Objection Deadline: June 25, 2018 at 9:00 p.m.

Related Document(s):

- a) **Order Shortening Notice with Respect to the Rule 2004 Motion [Docket No. 198; Entered: 6/25/2018]**
- b) **Notice of Motion of Official Committee of Unsecured Creditors for an Order, Pursuant to Section 105(a) of the Bankruptcy Code, Bankruptcy Rule 2004, and Local Bankruptcy Rule 2004-1, Authorizing and Directing the Examination of Certain Third Parties [Docket No. 200; Filed: 6/25/2018]**

Response(s) Received:

- a) **Preliminary Response of DIP Lender and Stalking Horse Bidder to Committee's Emergency 2004 Motion [Docket No. 199; Filed: 6/25/2018]**
- b) **Supplemental Response of DIP Lender and Stalking Horse Bidder to Committee's Emergency 2004 Motion [Docket No. 201; Filed: 6/25/2018]**
- c) **Informal comments from the Debtors**

Status: This matter will go forward on shortened notice.

Dated: June 26, 2018
Wilmington, Delaware

Respectfully submitted,

POLSINELLI PC

/s/ Shanti M. Katona

Christopher A. Ward (Del. Bar No. 3877)
Shanti M. Katona (Del. Bar No. 5352)
Stephen J. Astringer (Del. Bar No. 6375)
222 Delaware Avenue, Suite 1101
Wilmington, Delaware 19801
Telephone: (302) 252-0920
Facsimile: (302) 252-0921

-and-

Jeremy R. Johnson (Admitted *Pro Hac Vice*)
600 3rd Avenue, 42nd Floor
New York, New York 10016
Telephone: (212) 684-0199
Facsimile: (212) 684-0197

*Proposed Counsel to the Debtors and
Debtors in Possession*