

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

ORIGINAL

In re:

EBH TOPCO, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 18-11212 (BLS)

(Jointly Administered)

Re: Docket No. 326

**ORDER (I) ESTABLISHING BAR DATES FOR FILING PROOFS OF CLAIM, AND
(II) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the “**Motion**”)² of the Debtors for an order, pursuant to Bankruptcy Code sections 501, 502, and 1111(a); Bankruptcy Rules 1009-2, 2002-1, and 3003-1; and Local Rules 1009-2, 2002-1, and 3003-1, (i) establishing Bar Dates for filings proofs of claim, and (ii) approving the form and manner of notice thereof; and the Court having reviewed the Motion and First Day Declaration; and the Court having determined that the relief request in the Motion is in the best interest of the Debtors, their estate, their creditors, and other parties in interest; and the Court having jurisdiction to consider the Motion and relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the

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 Debtors’ mailing address is 5000 Airport Plaza Dr., Suite 100, Long Beach, California 90815.

² Capitalized terms used not otherwise defined herein shall have the meaning ascribed in the Motion.

Amended Standing Order of Reference from the United States District Court for the District of Delaware dated February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that the Debtors consent to entry of a final order under Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED, as set forth herein.

A. The Bar Dates

2. Except as otherwise set forth herein, all Entities holding or wishing to assert a Claim against the Debtors or the Debtors' estates arising or accruing prior to the Petition Date, including a Claim arising under Bankruptcy Code section 503(b)(9), are required to file a separate, completed, and executed proof of such Claim conforming substantially to Official Bankruptcy Form 410 attached hereto as Exhibit 3 (the "**Proof of Claim Form**"), on account of any Claims such Entities hold or wish to assert against the Debtors, on or before forty-five (45) days after entry of this Order (the "**General Bar Date**").

3. The Governmental Bar Date shall be November 19, 2018.

4. If the Debtors amend the Schedules to reduce the undisputed, noncontingent, or liquidated amounts or to change the nature or classification of a Claim reflected therein, and the claimant has not previously filed a proof of claim, then the affected claimant shall have until the later of the General Bar Date or twenty-one (21) days after a claimant is served with notice that the Debtors have amended the Schedules, reducing, deleting, or

changing the status of a Claim in the Schedules, to file a Proof of Claim Form with respect to such Claim (the “**Amended Schedule Bar Date**”).

5. Except as otherwise set forth in any order authorizing the rejection of an executory contract or unexpired lease, the latest of: (i) the General Bar Date, (ii) thirty-five (35) days after the date of the entry of any order authorizing the rejection of such executory contract or unexpired lease, or (iii) thirty (30) days after the effective date of the rejection of such executory contract or unexpired lease, is the date by which a Proof of Claim Form relating to the Debtors’ rejection of such executory contract or unexpired lease must be filed (the “**Rejection Claim Bar Date**”).

B. Parties Required to File Proofs of Claim

6. The Bar Dates apply to all Claims held or to be asserted against the Debtors that arose prior to the Petition Date, including the following:

- (a) Any Entity whose Claim is listed in the Schedules as “disputed,” “contingent,” or “unliquidated,” if such Entity desires to participate or share in any distribution in these Chapter 11 Cases;
- (b) Any Entity who believes its Claim is improperly classified in the Schedules or is listed in an incorrect amount (including that the claim is an obligation of the specific Debtor against which the claim is listed in its Schedules), if such Entity desires to have its Claim allowed in a classification or amount different from that set forth in the Schedules; and
- (c) Any Entity whose Claim against the Debtors is not listed in the Schedules, if such Entity desires to participate or share in any distribution in these Chapter 11 Cases.

C. Parties Not Required to File Proofs of Claim

7. The Following Entities need not file a Proof of Claim:

- (a) Any Entity (i) that agrees with the nature, classification, and amount of his, her, or its Claim as set forth in the Schedules (including that the claim is an obligation of the specific Debtor against which the claim is listed in its Schedules), and (ii) whose Claim against the Debtors is not listed as “disputed,” “contingent,” or “unliquidated” in the Schedules;

- (b) Any Entity that has already properly filed a proof of claim against the Debtors;
- (c) Any Entity asserting a Claim allowable under Bankruptcy Code sections 503(b) and 507(a)(2) as an administrative expense of the Chapter 11 Cases (other than any claim allowable under Bankruptcy Code section 503(b)(9));
- (d) Any Entity whose Claim against the Debtors previously has been allowed by, or paid pursuant to, an order of the Court;
- (e) Any holder of equity securities of, or other interests in, the Debtors solely if, and only if, such holder's Claim relates to such holder's ownership interest in or possession of such equity securities; *provided, however*, that any such holders who wish to assert a Claim against the Debtors based on transactions in the Debtors' securities, including, but not limited to, Claims for damages or rescission based on the purchase or sale of such securities, must file a proof of claim on or prior to the General Bar Date. The Debtors reserve all rights with respect to any such Claims, including, *inter alia*, the right to assert that such Claims are subject to subordination pursuant to Bankruptcy Code section 510(b);
- (f) Current officers and directors of the Debtors who assert Claims for indemnification and/or contribution arising as a result of such officers' or directors' prepetition or postpetition services to the Debtors;
- (g) Any Debtor asserting a Claim against another Debtor; and
- (h) Any non-Debtor affiliate asserting a Claim against any Debtor.

D. The Effect of the Bar Dates

8. Pursuant to Bankruptcy Rule 3003(c)(2), any Entity required to file a proof of claim in these Chapter 11 Cases but that fails to do so by the applicable Bar Date shall not be treated as a creditor with respect to such claim for purposes of voting and distribution.

E. Procedures for Providing Notice of Bar Dates

- 9. The form of the Bar Date Notice attached hereto as Exhibit 1 is approved.
- 10. The form of the Publication Notice attached hereto as Exhibit 2 is approved.
- 11. No later than three (3) business days after the entry of this Order, the Debtors shall mail the Bar Date Notice Package by first-class U.S. mail, postage prepaid (or

equivalent service), including the Bar Date Notice attached hereto as Exhibit 1 and the Proof of Claim Form substantially conforming to Official Bankruptcy Form 410 attached hereto as Exhibit 3, on the following parties:

- (a) The Office of the United States Trustee for the District of Delaware;
- (b) counsel to the Debtors' pre- and post-petition lenders;
- (c) counsel to the buyer of the Debtors' assets;
- (d) counsel to the Committee;
- (e) all known potential creditors and their counsel (if known), including all persons and entities listed in the Schedules as potentially holding Claims;
- (f) all parties that have requested notice of the proceedings in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002 as of the date of the Bar Date Order;
- (g) all parties that have filed proofs of claim in these Chapter 11 Cases as of the date of the Bar Date Order;
- (h) all entities, known to the Debtors as of the Petition Date, having beneficial ownership of 5% or more of a class of the Debtors' outstanding equity interests;
- (i) all entities who are party to executory contracts and unexpired leases with the Debtors;
- (j) all entities or their counsel who are party to litigation with the Debtors;
- (k) the Internal Revenue Service; and
- (l) all other taxing authorities for the jurisdictions in which the Debtors maintain or conduct business.

12. The Debtors are authorized, but not directed, to give notice of the Bar Dates by publishing the Publication Notice in a national newspaper or in such trade or other local publications of general circulation as the Debtors shall determine in their sole discretion. Such notices, if published, shall be published no less than twenty-one (21) days before the earliest Bar Date.

13. The Debtors are authorized to enter into such transactions, to cause such publication to be made, and to make reasonable payments required for such publication.

14. Provision of notice of the Bar Dates as set forth in this Order constitutes adequate and sufficient notice of each of the Bar Dates and is deemed to satisfy all applicable notice requirements.

F. Procedures for Filing Proofs of Claim

15. For any Proof of Claim Form to be validly and properly filed, a signed original³ of the completed Proof of Claim Form, together with accompanying documentation, must be submitted to the Debtors' noticing and claims agent, Donlin, Recano & Company, Inc. ("**Donlin Recano**"), either by mail delivery or through the court-approved electronic claims filing system in accordance with Local Rule 3001-1(a) no later than 4:00 p.m. prevailing Eastern time on the applicable Bar Date.

16. Proof of Claim Forms shall be deemed filed when **actually received** by Donlin Recano (not on the date of the postmark). Any entity that files a proof of claim by mail and wishes to receive a clocked-in copy by return mail must include an additional copy of the proof of claim and a self-addressed, postage-paid envelope.

17. All Entities that rely on the Schedules with respect to filing a Proof of Claim Form in these Chapter 11 Cases are responsible for determining that their Claims are accurately listed therein.

18. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

³ Electronic signatures being acceptable.

19. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of this Order.

20. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

21. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: August 17, 2018
Wilmington, Delaware


HONORABLE BRENDAN L. SHANNON
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

(Notice of Bar Dates)

**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)

Re: Docket No. ____

**NOTICE OF BAR DATE FOR FILING OF PROOFS OF CLAIM
GENERAL BAR DATE IS _____, 2018
AT 4:00 P.M. PREVAILING EASTERN TIME**

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST THE DEBTORS:

PLEASE TAKE NOTICE that on May 23, 2018 (the “**Petition Date**”), the above-captioned debtors and debtors in possession (the “**Debtors**”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”). The Debtors have continued in possession of their property pursuant to Bankruptcy Code sections 1107(a) and 1108.

Pursuant to the order of the Court dated _____ (the “**Bar Date Order**”),² all creditors (each a “**Creditor**” and collectively, the “**Creditors**”) holding or wishing to assert unsecured or secured, priority or nonpriority claims (as defined in Bankruptcy Code section 101(5)) against the Debtors or the Debtors’ estates arising or accruing prior to the Petition Date, **including claims arising under Bankruptcy Code section 503(b)(9)** (each, a “**Claim**” and collectively, the “**Claims**”), are required to file a separate, completed, and executed proof of claim (by completing the proof of claim form enclosed herewith and attached to the Bar Date Order as Exhibit 3) (the “**Proof of Claim Form**”) on account of each such Claim, together with accompanying

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² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

documentation on or before _____, 2018 at 4:00 p.m. prevailing Eastern time (the “**General Bar Date**”). Solely with respect to government units as defined by Bankruptcy Code section 101(27), the proofs of claim must be submitted on or before November 19, 2018, at 4:00 p.m. (the “**Governmental Bar Date**”).

Pursuant to the Bar Date Order, the filing of a Proof of Claim Form shall be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under Bankruptcy Code section 503(b)(9). All other administrative claims under Bankruptcy Code section 503(b) must be made by separate requests for payment in accordance with Bankruptcy Code section 503(a) and will not be deemed proper if made by a proof of claim. No deadline has been established for the filing of administrative Claims other than Claims under Bankruptcy Code section 503(b)(9). **Claims under Bankruptcy Code section 503(b)(9) must be filed by the General Bar Date.**

It is your responsibility to determine whether your Claim is listed on the Debtors’ schedules of assets and liabilities and statements of financial affairs filed in this case (collectively, the “**Schedules**”).

In the event that the Debtors should amend their Schedules subsequent to the date hereof, the Debtors shall give notice of such amendment to the holders of the Claims affected thereby, and such holders shall be afforded the later of the General Bar Date or twenty-one (21) days from the date on which such notice has been given to such holders (the “**Amended Schedule Bar Date**”) to file Proof of Claim Forms or forever be barred from doing so.

In the event that a Claim arises with respect to the Debtors’ rejection of an executory contract or unexpired lease, and except as otherwise set forth in any order authorizing rejection of an executory contract or unexpired lease, the holder of such Claim will be afforded the latest of (i) the General Bar Date, (ii) thirty-five (35) days after the date of the entry of any order authorizing the rejection of such executory contract or unexpired lease, or (iii) thirty (30) days after the effective date of any order authorizing the rejection of the executory contract or unexpired lease (the “**Rejection Claim Bar Date**”) to file a Proof of Claim Form or forever be barred from doing so.

AT THIS TIME, Proof of Claim Forms ARE NOT REQUIRED to be filed by Creditors holding or wishing to assert Claims against the Debtors for the following types of claims (collectively, the “**Excluded Claims**”):

- (a) Any Entity (i) that agrees with the nature, classification, and amount of his, her, or its Claim as set forth in the Schedules (including that the claim is an obligation of the specific Debtor against which the claim is listed in its Schedules), and (ii) whose Claim against the Debtors is **not** listed as “disputed,” “contingent,” or “unliquidated” in the Schedules;
- (b) Any Entity that has already properly filed a proof of claim against the Debtors;
- (c) Any Entity asserting a Claim allowable under Bankruptcy Code sections 503(b) and 507(a)(2) as an administrative expense of the Chapter 11 Cases (other than any claim allowable under Bankruptcy Code section 503(b)(9));

- (d) Any Entity whose Claim against the Debtors previously has been allowed by, or paid pursuant to, an order of the Court;
- (e) Any holder of equity securities of, or other interests in, the Debtors solely if, and only if, such holder's Claim relates to such holder's ownership interest in or possession of such equity securities; *provided, however*, that any such holders who wish to assert a Claim against the Debtors based on transactions in the Debtors' securities, including, but not limited to, Claims for damages or rescission based on the purchase or sale of such securities, must file a proof of claim on or prior to the General Bar Date. The Debtors reserve all rights with respect to any such Claims, including, *inter alia*, the right to assert that such Claims are subject to subordination pursuant to Bankruptcy Code section 510(b);
- (f) Current officers and directors of the Debtors who assert Claims for indemnification and/or contribution arising as a result of such officers' or directors' prepetition or postpetition services to the Debtors;
- (g) Any Debtor asserting a Claim against another Debtor; and
- (h) Any non-Debtor affiliate asserting a Claim against any Debtor.

Should the Court fix a date in the future after the General Bar Date by which time any of the Excluded Claims must be filed, you will be so notified.

For any Proof of Claim Form to be validly and properly filed, a signed original³ of the completed Proof of Claim Form, together with accompanying documentation, must be submitted to the Debtors' noticing and claims agent, Donlin, Recano & Company, Inc. ("**Donlin Recano**"), either by mail delivery or through the court-approved electronic claims filing system in accordance with Local Rule 3001-1(a) no later than 4:00 p.m. prevailing Eastern time on the applicable Bar Date.

Proof of Claim Forms delivered by mail to Donlin Recano should be addressed to:

If Proof of Claim is sent by mail, send to:

Donlin, Recano & Company, Inc.
Re: EBH Topco, LLC, et al.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

If Proof of Claim is sent by overnight courier or hand deliver, send to:

Donlin, Recano & Company, Inc.
Re: EBH Topco, LLC, et al.

³ Electronic signatures being acceptable.

6201 15th Avenue
Brooklyn, NY 11219

Proofs of claim may also be submitted electronically through Donlin Recano's website: <https://www.donlinrecano.com/Clients/ebh/FileClaim>.

Proof of Claim Forms shall be deemed filed when **actually received** by Donlin Recano (not the date of the postmark). Any entity that files a Proof of Claim by mail and wishes to receive a clocked-in copy by return mail must include an additional copy of the proof of claim and a self-addressed, postage-paid envelope.

A Proof of Claim Form is enclosed with this notice and may be used to file your Claims. Additional Proof of Claim Forms are available at <http://www.uscourts.gov/forms/bankruptcy-forms/proof-claim-0>; or <https://www.donlinrecano.com/Clients/ebh/Static/POC>

All Proof of Claim Forms must be in English and amounts must be in U.S. Dollars.

Additionally, all Proof of Claim Forms must: (a) conform substantially to the enclosed Proof of Claim Form; (b) specify the Debtor against which the Proof of Claim is asserted; (c) set forth with specificity the legal and factual basis for the alleged Claim; (d) include supporting documentation (or, if such documentation is voluminous, a summary of such documentation) or an explanation as to why such documentation is not available; and (e) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (x) include the value of the goods delivered to and received by the Debtors in the twenty (20) days prior to the Petition Date; and (y) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted.

PLEASE TAKE FURTHER NOTICE THAT, EXCEPT WITH RESPECT TO CLAIMS OF THE TYPE SET FORTH IN PARAGRAPHS (A) THROUGH (H) ABOVE, ANY ENTITY WHO IS REQUIRED TO FILE A PROOF OF CLAIM BUT FAILS TO DO SO ON OR BEFORE _____, 2018 SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR PURPOSES OF VOTING AND DISTRIBUTION.

The Debtors reserve the right to: (i) dispute, or to assert offsets or defenses against, any filed Claim or any Claim listed or reflected in the Schedules as to the nature, amount, liability, priority, classification, or otherwise, (ii) subsequently designate any scheduled Claim as disputed, contingent, or unliquidated, and (iii) otherwise amend or supplement the Schedules. Nothing contained in this notice shall preclude the Debtor from objecting to any Claim, whether scheduled or filed, on any grounds.

The Debtors' Schedules, the Bar Date Order, and other information regarding the Debtors' Chapter 11 Cases are available for free on the Donlin Recano website at <https://www.donlinrecano.com/ebh> or for a fee at the Court's website at <http://www.deb.uscourts.gov>. A login identification and password to the Court's Public Access to Court Electronic Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules

and other documents filed in this case also may be examined between the hours of 9:00 a.m. and 4:00 p.m., prevailing Eastern time, Monday through Friday, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801. The staff of the Bankruptcy Clerk's Office is prohibited by law from giving legal advice.

CREDITORS WISHING TO RELY ON THE SCHEDULES ARE RESPONSIBLE FOR DETERMINING WHETHER THEIR CLAIMS ARE ACCURATELY LISTED THEREIN.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM AGAINST THE DEBTORS. YOU SHOULD CONSULT WITH YOUR OWN ADVISORS TO DETERMINE WHETHER YOU HOLD A CLAIM AGAINST THE DEBTORS. YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTORS. QUESTIONS CONCERNING THIS NOTICE MAY BE DIRECTED TO THE DEBTORS' COUNSEL BELOW.

Dated: _____, 2018
Wilmington, Delaware

Respectfully submitted,

POLSINELLI PC

Christopher A. Ward (Del. Bar No. 3877)
Shanti M. Katona (Del. Bar No. 5352)
Stephen J. Astringer (Del. Bar No. 6375)
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-and-

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Counsel to the Debtors and Debtors in Possession

Exhibit 2

(Publication Notice)

**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)

PLEASE TAKE NOTICE that, pursuant to order of the United States Bankruptcy Court for the District of Delaware (the “**Court**”), dated _____ (the “**Bar Date Order**”), all entities and persons (each a “**Creditor**” and, collectively, the “**Creditors**”) holding or wishing to assert unsecured or secured, priority, or nonpriority claims (as defined in Bankruptcy Code section 101(5)) against the Debtors arising or accruing prior to the Petition Date, **including claims arising under Bankruptcy Code section 503(b)(9)** (each, a “**Claim**” and collectively, the “**Claims**”), are required to file a separate, completed, and executed proof of claim (by completing the proof of claim form enclosed herewith and attached to the Bar Date Order as Exhibit 3) (the “**Proof of Claim Form**”) on account of each such Claim, together with accompanying documentation, on or before _____, 2018 at 4:00 p.m. prevailing Eastern time (the “**General Bar Date**”). Solely with respect to government units as defined by Bankruptcy Code section 101(27), the proofs of claim must be submitted on or before November 19, 2018, at 4:00 p.m. (the “**Governmental Bar Date**”).

In the event the Debtors amend their Schedules to reduce, delete, or change the status of a Claim in the Schedules,² the deadlines for affected claimants to file a proof of claim or amend any previously filed proof of claim shall be the later of the General Bar Date or twenty-one (21) days after a claimant is served with notice of such amendment (the “**Amended Schedule Bar Date**”). Solely with respect to any Claims asserted in connection with the Debtors’ rejection of executory contracts and unexpired leases, the applicable bar date will be the latest of (i) the General Bar Date, (ii) thirty-five (35) days after the entry of an order authorizing the rejection of such executory

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contract or unexpired lease, or (iii) thirty (30) days after the effective date of the rejection of such executory contract or unexpired lease, except where the date has been set in another order of the Court, including, but not limited to, a sale order (the “**Rejection Bar Date**”).

For any Proof of Claim Form to be validly and properly filed, a signed original³ of the completed Proof of Claim Form, together with accompanying documentation, must be submitted to Debtors’ noticing and claims agent, Donlin, Recano & Company, Inc. (“**Donlin Recano**”) either by mail delivery or through the court-approved electronic claims filing system in accordance with Local Rule 3001-1(a) no later than 4:00 p.m. prevailing Eastern time on the applicable Bar Date.

Proof of Claim Forms delivered by mail to Donlin Recano should be addressed to:

If Proof of Claim is sent by mail, send to:

Donlin, Recano & Company, Inc.
Re: EBH Topco, LLC, et al.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

If Proof of Claim is sent by overnight courier or hand deliver, send to:

Donlin, Recano & Company, Inc.
Re: EBH Topco, LLC, et al.
6201 15th Avenue
Brooklyn, NY 11219

Proofs of claim may also be submitted electronically through Donlin Recano’s website: <https://www.donlinrecano.com/Clients/ebh/FileClaim>

Proof of Claim Forms shall be deemed filed when **actually received** by Donlin Recano (not the date of the postmark). Pursuant to Local Rule 3001-1(a)(1), “[a]ny entity that files a proof of claim by mail and wishes to receive a clocked-in copy by return mail must include an additional copy of the proof of claim and a self-addressed, postage-paid envelope.”

Proof of Claim Forms are available at <http://www.uscourts.gov/forms/bankruptcy-forms/proof-claim-0>, or <https://www.donlinrecano.com/Clients/ebh/Static/POC>

All Proof of Claim Forms must be in English and amounts must be in U.S. Dollars.

Additionally, all Proof of Claim Forms must: (a) conform substantially to the enclosed Proof of Claim Form; (b) specify the Debtor against which the Proof of Claim is asserted; (c) set forth with specificity the legal and factual basis for the alleged Claim; (d) include supporting documentation (or, if such documentation is voluminous, a summary of such documentation) or an explanation as to why such documentation is not available; and (e) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (x) include the value

³ Electronic signatures being acceptable.

of the goods delivered to and received by the Debtors in the twenty (20) days prior to the Petition Date; and (y) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted.

PLEASE TAKE FURTHER NOTICE THAT ANY CREDITOR WHO IS REQUIRED TO FILE A PROOF OF CLAIM BUT FAILS TO DO SO ON OR BEFORE THE APPLICABLE BAR DATE SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR PURPOSES OF VOTING AND DISTRIBUTION.

The Debtors' Schedules, the Bar Date Order and other information regarding the Debtors' Chapter 11 Cases are available for free on the Donlin Recano website at <https://www.donlinrecano.com/ebh> or for a fee at the Court's website at <http://www.deb.uscourts.gov>.

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Counsel to the Debtors and Debtors in Possession

Exhibit 3

(Proof of Claim Form)

Fill in this information to identify the case:

In re: EBH Topco, LLC, et al.

Debtor name: _____

United States Bankruptcy Court for the District of Delaware

Case number: _____

Proof of Claim

04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense other than a claim arising under section 503(b)(9). Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment. A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. **Who is the current creditor?** Name and address of creditor (the person or entity to be paid for this claim):
Name and address of the creditor.

 Other names the creditor used with the debtor: _____

2. **Has this claim been acquired from someone else?** No Yes.
 From whom? _____

3. **Where should notices and payments to the creditor be sent?** **Where should notices to the creditor be sent?** **Where should payments to the creditor be sent? (if different)**
 Name: _____ Name: _____
 Federal Rule of Bankruptcy Procedure (FRBP) 2002(g). Address: _____ Address: _____
 City: _____ State: ____ Zip: _____ City: _____ State: ____ Zip: _____
 Phone: _____ Phone: _____
 Email: _____ Email: _____
 Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____

4. **Does this claim amend one already filed?** No Yes. Claim number on court claims registry (if known): _____ Filed on (MM/DD/YYYY): _____

5. **Do you know if anyone else has filed a proof of claim for this claim?** No Yes.
 Who made the earlier filing? _____

Part 2: Give Information About the Claim as of the Date the Case was Filed

6. **Do you have any number you use to identify the debtor?** No Yes. Last 4 digits of the debtor's account or any identification number used: _____

7. **How much is the claim?** \$ _____ **Does this amount include interest or other charges?**
 No Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. **What is the basis of the claim?** Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information. _____

<p>9. Is all or part of the claim secured?</p>	<p><input type="checkbox"/> No <input type="checkbox"/> Yes. The claim is secured by a lien on property.</p>	<p>Nature of property: <input type="checkbox"/> Real estate. If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i>.</p>	<p><input type="checkbox"/> Motor vehicle <input type="checkbox"/> Other (describe): _____</p>
<p>Basis for perfection: _____ Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)</p>			
<p>Value of property: \$ _____ Amount of the claim that is secured: \$ _____</p>			
<p>Amount of the claim that is unsecured (the sum of the secured and unsecured amounts should match the amount in line 7): \$ _____</p>			
<p>Amount necessary to cure any default as of the date of the petition: \$ _____</p>		<p>Annual interest rate (when case was filed): _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable</p>	
<p>10. Is this claim based on a lease?</p>	<p><input type="checkbox"/> No <input type="checkbox"/> Yes.</p>	<p>Amount necessary to cure any default as of the date of the petition. \$ _____</p>	
<p>11. Is this claim subject to a right of setoff?</p>	<p><input type="checkbox"/> No <input type="checkbox"/> Yes.</p>	<p>Identify the property: _____</p>	
<p>12. Is all or part of the claim entitled to: (i) priority under 11 U.S.C. § 507(a), or (ii) administrative expense under 11 U.S.C. § 503(b)(9)?</p> <p>A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.</p> <p><small>* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.</small></p>	<p><input type="checkbox"/> No <input type="checkbox"/> Yes. <i>Check all that apply:</i></p>	<p><input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies. <input type="checkbox"/> Value of goods received by the debtor within 20 days before the date of commencement of the case. 11 U.S.C. § 503(b)(9).</p>	<p>Amount entitled to priority</p> <p>\$ _____ \$ _____ \$ _____ \$ _____ \$ _____ \$ _____ \$ _____</p>

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

I am the creditor.
 I am the creditor's attorney or authorized agent.
 I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
 I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* 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 date (MM/DD/YYYY): _____

Signature: _____

Print the name of the person who is completing and signing this claim:

First name: _____ Middle: _____ Last: _____

Title: _____

Company (identify the corporate servicer as the company if the authorized agent is a servicer): _____

Address: _____

City: _____ State: _____ Zip: _____

Phone: _____ Email: _____