

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

In re:

EBH TOPCO, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 18-11212 (BLS)

(Jointly Administered)

**Objection Deadline: June 7, 2018 at 12:00 p.m. (ET)**

**Hearing Date: June 11, 2018 at 10:30 a.m. (ET)**

**Re: Docket No. 19**

**NOTICE OF HEARING**

**PLEASE TAKE NOTICE** that on May 23, 2018, the above-captioned debtors and debtors in possession (the “**Debtors**”) filed the *Motion of Debtors for Entry of (I) an Order (A) Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtors’ Assets, (B) Approving the Form and Manner of Notice Thereof, (C) Scheduling an Auction and Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of Contracts, and (E) Granting Related Relief; and (II) an Order (A) Approving the Asset Purchase Agreement Between the Debtors and the Successful Bidder, (B) Authorizing the Sale of Substantially All of the Debtors’ Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (C) Authorizing the Assumption and Assignment of Contracts, and (D) Granting Related Relief*

---

<sup>1</sup> 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.

[Docket No. 19] (the “**Bid Procedures Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”). A copy of the Motion is being served contemporaneously with this notice.

**PLEASE TAKE FURTHER NOTICE** that on May 24, 2018, the Bankruptcy Court entered the *Order Granting Motion to Shorten Notice and Objection Periods in Connection with the Motion of Debtors for Entry of (I) an Order (A) Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtors’ Assets, (B) Approving the Form and Manner of Notice Thereof, (C) Scheduling an Auction and Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of Contracts, and (E) Granting Related Relief; and (II) an Order (A) Approving the Asset Purchase Agreement Between the Debtors and the Successful Bidder, (B) Authorizing the Sale of Substantially All of the Debtors’ Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (C) Authorizing the Assumption and Assignment of Contracts, and (D) Granting Related Relief* [Docket No. 47] (the “**Order Shortening Notice**”). A copy of the Order Shortening Notice is being served contemporaneously with this notice.

**PLEASE TAKE FURTHER NOTICE** that pursuant to the Order Shortening Notice, objections, if any, to the entry of an order approving the Bid Procedures Motion shall be filed and served in accordance with the Local Rules no later than **June 7, 2018 at 12:00 p.m. (ET)** (the “**Objection Deadline**”) upon (a) EBH Topco, LLC, 5000 Airport Plaza Dr., Suite 100, Long Beach, California 90815 (Attn: Martin McGahan); (b) Polsinelli PC, 222 Delaware Avenue, Suite 1101, Wilmington, Delaware 19801 (Attn: Christopher Ward and Shanti Katona); (c) McDonald Hopkins LLP, 300 North LaSalle Street, Suite 1400, Chicago, Illinois 60654 (Attn: David Agay), (d) counsel to the official committee of unsecured creditors, if one is appointed;

and (e) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Hannah McCollum).

**PLEASE TAKE FURTHER NOTICE** that pursuant to the Order Shortening Notice, a hearing on the Bid Procedures Motion will be held on **June 11, 2018 at 10:30 a.m. (ET)** before the Honorable Brendan L. Shannon at the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 6<sup>th</sup> Floor, Courtroom No. 1, Wilmington, Delaware 19801. Only objections made in writing and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court at such hearing.

**IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE BID PROCEDURES MOTION WITHOUT FURTHER NOTICE OR HEARING.**

Dated: May 24, 2018  
Wilmington, Delaware

**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  
cward@polsinelli.com  
skatona@polsinelli.com  
sastringer@polsinelli.com

-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  
jeremy.johnson@polsinelli.com

*Proposed Counsel to the Debtors and  
Debtors in Possession*