

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

In re:

QUORUM HEALTH CORPORATION, *et al.*,

Debtors.¹

)
) Chapter 11
)

) Case No. 20-10766 (KBO)
)

) Jointly Administered
)

) Re: Docket No. 478
)

) Hearing Date: June 16, 2020, at 9:30 a.m. ET
) Objections Due: At the hearing
)

**MOTION OF THE AD HOC NOTEHOLDER GROUP FOR ENTRY OF AN ORDER,
PURSUANT TO BANKRUPTCY CODE SECTION 107(b), BANKRUPTCY RULE 9018,
AND LOCAL RULE 9018-1(d), AUTHORIZING THE AD HOC NOTEHOLDER
GROUP TO FILE UNDER SEAL ITS STATEMENT IN SUPPORT OF
CONFIRMATION OF THE DEBTORS' JOINT PREPACKAGED
CHAPTER 11 PLAN OF REORGANIZATION**

The Ad Hoc Noteholder Group² hereby submits this motion (the “Motion”) for entry of an order, pursuant to sections 105 and 107(b) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”), Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 9018-1(d) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), for an order, substantially in the form attached hereto as **Exhibit A**, to file under seal the *Statement of the Ad Hoc Noteholder Group in Support of Confirmation of the Debtors’ Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 478] (the “Statement”) filed

¹ The last four digits of Quorum Health Corporation’s tax identification number are 5208. There are 135 Debtors in these chapter 11 cases, which cases are being jointly administered for procedural purposes only. A complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://dm.epiq11.com/Quorum>. The location of Quorum Health Corporation’s corporate headquarters and the Debtors’ service address is 1573 Mallory Lane, Brentwood, Tennessee 37027.

² “Ad Hoc Noteholder Group” has the meaning ascribed to such term in the *Verified Statement of the Ad Hoc Noteholder Group Pursuant to Bankruptcy Rule 2019* [Docket No. 165].

on June 11, 2020. In support of this Motion, the Ad Hoc Noteholder Group respectfully represents as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. The statutory and legal predicates for the relief requested herein are sections 105 and 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018-1(d).

3. Pursuant to Local Rule 9013-1(f), the Ad Hoc Noteholder Group consents to the entry of a final judgment or order by the Court in connection with this Motion if it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

BACKGROUND

4. The relevant factual and procedural background is set forth in the Statement. The facts contained in the Statement are incorporated by reference as if set forth herein.³

RELIEF REQUESTED

5. The Ad Hoc Noteholder Group does not believe that the Statement contains any information that should be filed under seal. In addition, the Ad Hoc Group provided the Statement to the Debtors, Mudrick, and the United States Trustee, and none of those parties requested that any portions of the Statement be redacted. Nevertheless, out of an abundance of caution, the Ad Hoc Noteholder Group requests entry of an order substantially in the form annexed hereto as

³ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to them in the Statement.

Exhibit A authorizing the Ad Hoc Noteholder Group to file those portions of the Statement that are redacted under seal because they cite a deposition transcript that has been designated as “confidential” by the Debtors and Mudrick pursuant to the protective order entered in these cases (*see* D.I. 302).

NOTICE

6. Notice of this Motion has been given to the following parties or, in lieu thereof, to their counsel: (a) the U.S. Trustee; (b) counsel to the Debtors; (c) counsel to Mudrick; and (d) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Ad Hoc Noteholder Group submits that, in light of the nature of the relief requested, no other or further notice need be given.

NO PRIOR REQUEST

7. No prior request for the relief sought in this Motion has been made to this or any other court.

[Remainder of Page Intentionally Left Blank]

CERTIFICATION PURSUANT TO LOCAL RULE 9018-1(d)

8. Pursuant to Local Rule 9018-1(d)(ii), contemporaneously herewith, the Ad Hoc Noteholder Group has separately filed a proposed redacted version of the Statement on the docket (the “Proposed Redacted Statement”). Further, undersigned Delaware counsel to the Ad Hoc Noteholder Group certifies that, on June 11, 2020, he contacted Delaware counsel for the Debtors and Mudrick, as well as the trial attorney assigned to this case for the Office of the United States Trustee, and took the position that the Statement could be publicly filed, but requested proposed redactions if there was any disagreement on that point. No responses were received. Thus, while the Ad Hoc Noteholder Group maintains its belief that the Statement can be publicly filed without redactions, it is filing the Proposed Redacted Statement out of an abundance of caution to comply with the Local Rules.

Dated: June 15, 2020
Wilmington, Delaware

BENESCH, FRIEDLANDER, COPLAN & ARONOFF LLP

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Attorneys for the Ad Hoc Noteholder Group

Exhibit A

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

In re:

QUORUM HEALTH CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 20-10766 (KBO)

Jointly Administered

Re: Docket No. 478

**ORDER PURSUANT TO BANKRUPTCY CODE SECTION 107(b), BANKRUPTCY
RULE 9018 AND LOCAL RULE 9018(d), AUTHORIZING THE AD HOC
NOTEHOLDER GROUP TO FILE ITS STATEMENT IN SUPPORT OF
CONFIRMATION OF THE DEBTORS' JOINT PREPACKAGED
CHAPTER 11 PLAN OF REORGANIZATION UNDER SEAL**

UPON CONSIDERATION OF the motion (the “Motion”) submitted by the Ad Hoc Noteholder Group seeking an order authorizing the Ad Hoc Noteholder Group to file under seal the *Statement of the Ad Hoc Noteholder Group in Support of Confirmation of the Debtors’ Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 478] (the “Statement”); and the Court having subject matter jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157(b) and 1334; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein; and

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2. Pursuant to section 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018-1(d), the Ad Hoc Noteholder Group is authorized to file the Statement under seal, which shall remain under seal and confidential, and which shall not be made available to anyone, except that unredacted copies shall be provided to: (i) this Court; (ii) the Debtors; (iii) the U.S. Trustee; (iv) Mudrick; and (v) other parties upon further Court order.

3. Each of the parties in the preceding paragraph receiving an unredacted copy of the Statement shall keep such information confidential.

4. In the event that any party files an objection to the Statement, such party shall redact any Confidential Information from its pleading(s) and any such Confidential Information included in a pleading filed with this Court shall be deemed under seal.

5. The Ad Hoc Noteholder Group is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

6. This Court shall retain jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

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**NOTICE OF MOTION OF THE AD HOC NOTEHOLDER GROUP FOR ENTRY OF
AN ORDER, PURSUANT TO BANKRUPTCY CODE SECTION 107(b), BANKRUPTCY
RULE 9018, AND LOCAL RULE 9018-1(d), AUTHORIZING THE AD HOC
NOTEHOLDER GROUP TO FILE UNDER SEAL ITS STATEMENT IN SUPPORT OF
CONFIRMATION OF THE DEBTORS' JOINT PREPACKAGED
CHAPTER 11 PLAN OF REORGANIZATION**

PLEASE TAKE NOTICE that, on June 15, 2020, the Ad Hoc Noteholder Group (as defined in Docket No. 165) filed the *Motion of the Ad Hoc Noteholder Group for Entry of an Order, Pursuant to Bankruptcy Code Section 107(b), Bankruptcy Rule 9018, and Local Rule 9018-1(d), Authorizing the Ad Hoc Noteholder Group to File Under Seal Its Statement in Support of Confirmation of the Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization* (the "Motion to Seal").

PLEASE TAKE FURTHER NOTICE that a hearing on the Motion to Seal will be held on **June 16, 2020, at 9:30 a.m. (ET)**, before the Honorable Karen B. Owens, via telephone and/or video in accordance with the Court's Fourth Amended Order Governing the Conduct of Hearings Due to Coronavirus Disease 2019 (COVID-19). Any objections to the Motion to Seal may be raised at the hearing.

[Remainder of page intentionally left blank.]

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