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**COUNSEL TO HFG CAPITAL
INVESTMENTS, LLC**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re:	§	
	§	Case No. 15-42373-mxm11
	§	
VICTORY MEDICAL CENTER MID- CITIES, LP, <i>et al.</i> , ¹	§	Chapter 11
	§	
Debtor.	§	

**MOTION OF HFG CAPITAL INVESTMENTS, LLC FOR
ENTRY OF AN ORDER EXTENDING THE DEADLINES TO CONSUMMATE
MERGERS, COMBINATIONS OR ACQUISITION TRANSACTIONS
FOR CERTAIN POST CONFIRMATION DEBTORS**

**NO HEARING WILL BE CONDUCTED HEREON UNLESS A WRITTEN
RESPONSE IS FILED WITH THE CLERK OF THE UNITED STATES
BANKRUPTCY COURT AT 501 WEST 10TH STREET, ROOM 147, FORT
WORTH, TEXAS 76102-3643 BEFORE CLOSE OF BUSINESS ON THE
DATE THAT IS AT LEAST 21 DAYS FROM THE DATE OF SERVICE
HEREOF.**

**ANY RESPONSE SHALL BE IN WRITING AND FILED WITH THE
CLERK, AND A COPY SHALL BE SERVED UPON COUNSEL FOR THE
MOVING PARTY PRIOR TO THE DATE AND TIME SET FORTH
HEREIN. IF A RESPONSE IS FILED A HEARING MAY BE HELD WITH
NOTICE ONLY TO THE OBJECTING PARTY.**

**IF NO HEARING ON SUCH NOTICE OR MOTION IS TIMELY
REQUESTED, THE RELIEF REQUESTED SHALL BE DEEMED TO BE**

¹ The Debtors in these cases are Victory Medical Center Mid-Cities, GP, LLC, Victory Medical Center Plano, LP, Victory Medical Center Plano GP, LLC, Victory Medical Center Craig Ranch, LP, Victory Medical Center Craig Ranch GP, LLC, Victory Medical Center Landmark, LP, Victory Medical Center Landmark GP, LLC, Victory Parent Company, LLC.

UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT OR THE NOTICED ACTION MAY BE TAKEN.

HFG Capital Investments, LLC (“HFG Cap”) hereby files this motion (the “Motion”), seeking entry of an order extending the time by which HFG Cap may consummate a merger, combination, or acquisition transaction of three of the Post Confirmation Debtors, without prejudice to the rights of HFG Cap to seek further extensions of such deadlines.

Jurisdiction

1. This Court has jurisdiction over this application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicate for the relief requested herein is Rule 9006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

Background

3. On June 12, 2015, Debtor Victory Medical Center Mid-Cities, LP and eight of its affiliated Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Debtor Victory Medical Center Southcross, LP filed a voluntary petition on July 10, 2015, and Debtor Victory Medical Center Southcross GP, LLC filed a voluntary petition on July 16, 2015 (collectively, the “Debtors”).

4. On March 28, 2016, the Court entered the *Findings of Fact, Conclusions of Law and Order Confirming First Amended Joint Plan of Reorganization* [Docket No. 969] (the “Confirmation Order”). The Confirmation Order, among other things, confirmed the *First Amended Joint Chapter 11 Plan* [Docket No. 776] (the “Plan”).

5. The Effective Date (as defined in the Plan) of the Plan occurred on May 11, 2016. See *Notice of Occurrence of Plan Effective Date* [Docket No. 1081].

6. Generally speaking, the terms of the Plan and the HFG CAP Supplement incorporated therein authorized HFG Cap to consummate certain mergers, combinations, or

acquisition transactions with the Post Confirmation Debtor Entities on certain timelines. As authorized by the Plan, various *Certificates of Compliance with Merger, Combination or Acquisition Requirements* have been filed by HFG Cap in these cases respecting certain mergers, combinations or acquisition transactions that have been consummated by certain of the Debtors, with the exception of one transaction that did not close. *See* Docket Nos. 1439, 1518, 1558, 1570, 1601, 1602, 1605, 1631 and 1668.

7. The remaining three Debtors that have not consummated a post-confirmation merger (deadlines for 2 of the Debtors have expired), combination, or acquisition transaction (collectively the “Post Confirmation Debtor Entities”), as well as their respective deadlines to file a Certificate of Compliance pursuant to the terms of the Plan (collectively, the “Merger Deadlines”), are as follows²:

Post Confirmation Debtor Entities	Deadline to file a Certificate of Compliance pursuant to Docket No. 1541, as extended by Docket No. 1661 for two of the Debtors
Victory Parent Company, LLC	February 3, 2021
Victory Medical Center Landmark, LP	September 28, 2019
Victory Medical Center Southcross GP, LLC	March 16, 2021

Relief Requested

8. By this Motion, HFG Cap seeks an order extending the Merger Deadlines for the Post Confirmation Debtor Entities to consummate a merger, combination, or acquisition and file with this Court a Certificate of Compliance to the following dates, without prejudice to the rights

² HFG Cap filed its Motion of HFB Capital Investments, LLC for Entry of an Order Extending the Deadlines to Consummate Mergers, Combinations or Acquisition Transactions for Certain Post Confirmation Debtors on November 6, 2020 (Dkt. No. 1656) (the “First Extension Motion”). The Court entered an order on December 8, 2020 granting the First Extension Motion, extending the deadline regarding Victory Parent Company, LLC through February 2, 2020; for Victory Medical Center Southcross, LP through February 22, 2021 and for Victory Medical Center Southcross GP, LLC through March 16, 2021. HFB Cap filed its Certificate of Compliance on February 22, 2021 respecting the timely consummation of the Victory Medical Center Southcross, LP transaction on February 22, 2021.

of HFG Cap to seek further extensions of these deadlines:

Post Confirmation Debtor Entities	Requested Extended Deadline to file a Certificate of Compliance
Victory Parent Company, LLC	May 17, 2021
Victory Medical Center Landmark, LP	May 17, 2021
Victory Medical Center Southcross GP, LLC	May 17, 2021

Basis for Relief

9. Bankruptcy Rule 9006(b)(1) permits the Court, in its discretion, to enlarge the Merger Deadlines if HFG Cap shows: (a) cause to extend the Merger Deadlines as to Victory Medical Center Southcross, GP, LLC (“Victory Southcross GP”) that has not yet passed, and (b) excusable neglect for the Merger Deadline related to Victory Parent Company, LLC (“Victory Parent”) and Victory Medical Center Landmark, LP (“Victory Landmark”), as their respective Merger Deadlines have already expired. Bankruptcy Rule 9006(b)(1) provides:

[W]hen an act is required or allowed to be done at or within a specified period ... by order of court, the court for cause shown may at any time in its discretion (1) with or without motion or notice order the period enlarged if the request therefor is made before expiration of the period originally prescribed or as extended by a previous order or (2) on motion made after the expiration of the specified period permit the act to be done where the failure to act was the result of excusable neglect.

Fed. R. Bankr. P. 9006(b)(1).

10. Although “cause,” is not defined, “courts should be liberal in granting extensions of time sought before the period to act has elapsed, as long as the moving party has not been guilty of negligence or bad faith and the privilege of extensions has not been abused ...” 10 Collier on Bankruptcy, ¶ 9006[14] (Richard Levin & Henry J. Sommer eds., 15th ed. 2008).

11. In the context of determining whether “cause” exists regarding extensions of time, courts have considered such factors as the size and complexity of the issues involved, the debtors’ good faith progress in resolving issues, the amount of time elapsed in the case, and whether any prejudice will result to the debtor. *See, e.g., Wright v. Placid Oil Co.*, 107 B.R. 104, 106 (N.D.

Tex. 1989); *In re Murchison*, 85 B.R. 37, 40 (Bankr. N.D. Tex. 1987); *In re Express One Int'l.*, 194 B.R. 98, 100 (Bankr. E.D. Tex. 1996).

12. Excusable neglect “is the failure to timely perform a duty due to circumstances that were beyond the reasonable control of the person whose duty it was to perform.” *Jinil Steel Co. v. ValuePart, Inc. (In re ValuePart, Inc.)*, 802 F. App’x 143, 146 (5th Cir. 2020) (citing *Omni Mfg., Inc. v. Smith (In re Smith)*, 21 F.3d 660, 666 (5th Cir. 1994), *cert. denied*, No. 20-175, 2020 WL 6037241 (U.S. Oct. 13, 2020)). The determination of whether neglect is “excusable” “is at bottom an equitable one.” *Pioneer Inv. Servs. Co. v. Brunswick Assocs. Ltd. P’ship*, 507 U.S. 380, 395 (1993). The Court should take into account the totality of the circumstances, including “the danger of prejudice to the debtor, the length of the delay and its potential impact on judicial proceedings, the reason for the delay, including whether it was within the reasonable control of the movant, and whether the movant acted in good faith.” *Id.*; *ValuePart, Inc.*, 802 F. App’x at 146. Courts often require “unique and/or extraordinary circumstances” for a justifiable excuse. *In re Nat’l Gypsum Co.*, 139 B.R. 397, 412 (N.D. Tex. 1992).

13. The occurrences of the last few months certainly constitute “unique” or “extraordinary” circumstances. *See Democratic Nat’l Comm. v. Wisconsin State Legislature*, No. 20A66, 2020 WL 6275871, at *13 (U.S. Oct. 26, 2020) (a pandemic is an “extraordinary circumstance”) (Kagan, J., dissenting). The COVID-19 pandemic was officially declared a national emergency in March 2020. *See, e.g., In re Pier 1 Imports, Inc.*, 615 B.R. 196, 198, n.2 (Bankr. E.D. Va. 2020); *In re Seven Stars on the Hudson Corp.*, 618 B.R. 333, 337 (Bankr. S.D. Fla. 2020). Here in Texas, the global pandemic “has caused a serious, widespread, rapidly-escalating public health crisis.” *In re Abbott*, 956 F.3d 696, 723 (5th Cir. 2020) (citing *In re Abbott*, 954 F.3d 772, 795 (5th Cir. 2020)). HFG Cap additionally asserts that the relief requested herein is authorized pursuant to section 105 of the Bankruptcy Code.

14. The impact of the COVID-19 pandemic on the business community, including the ability of HFG Cap to timely consummate a merger, combination, or acquisition transaction by the Merger Deadlines for the Post Confirmation Debtor Entities, cannot be underestimated. Deal flow for these types of transactions has been drastically curtailed during the COVID-19 pandemic and is just now beginning to improve. Nonetheless, HFG Cap believes that it has targets to consummate transactions respecting the Post Confirmation Debtor Entities over the next few months, if the Court will extend the Merger Deadlines as requested in this Motion. HFG Cap cannot meet the current Merger Deadlines, primarily because of the effects of COVID-19 on the business community over the last year or so. The proposed merger, combination, or acquisition transaction that was contemplated to be closed in approximately August 2020 respecting Victory Parent did not close at the eleventh hour because the counterparties withdrew from the deal based on the COVID-19 pandemic. After the Court extended the Victory Parent deadline to consummate a merger through February 3, 2021 and the deadline for Victory Southcross GP through March 16, 2021, HFG Cap thought it had transactions to consummate for the benefit of unsecured creditors, however, the Chilean entity withdrew from the Victory Parent transaction at the last minute in early February 2021 because of COVID. Therefore, HFG Cap's efforts to timely close the transaction respecting Victory Parent, which did not close due no fault on HFG Cap's part, justifies the extension requested herein. HFG Cap believes it can consummate a transaction respecting Victory Parent and Victory Southcross GP within the requested extended time period requested herein.

15. Similarly, HFG Cap believed it had a transaction it could consummate for the benefit of unsecured creditors in this case for Victory Landmark, but the transaction fell through. HFG Cap believes it can consummate a transaction respecting Victory Landmark within the requested extended time period requested herein. The requested extension would afford HFG Cap

the ability to consummate identified transactions that are finalizing restructuring and accounting related matters necessary to operate as public companies.

16. The Grantor Trustee appointed herein filed a motion on October 28, 2020 seeking to extend the deadline to object to claims filed in these cases, requesting an extension through and including June 9, 2021. The Court entered an order on November 24, 2020 extending the claim objection deadline through June 9, 2021. Therefore, the relief requested herein will not delay the resolution and ultimate closing of these bankruptcy cases. In fact, granting HFG Cap the extensions requested would seem to have absolutely no downside to these bankruptcy estates or their respective unsecured creditors in any form, but will give unsecured creditors the opportunity to potentially receive additional value through new equity interests that may be granted in the Post Confirmation Debtor Entities if the potential transactions are consummated. Again, HFG Cap has a strong belief that it can timely consummate the subject transactions within the extended time periods requested herein, but it cannot guarantee such results. HFG Cap was successful in consummating one transaction on February 22, 2021 respecting Victory Medical Center Southcross, LP.

17. This is the second request for an extension sought by HFG Cap. HFG Cap has not been negligent in trying to meet the Merger Deadlines, it has worked diligently in that regard, but the unfortunate effects of COVID-19 prevented timely performance. HFG Cap has acted in good faith throughout these chapter 11 cases and is requesting the extension of time to consummate transactions that will only benefit the Post Confirmation Debtor Entities' constituents.

WHEREFORE, for the reasons stated herein, HFG Cap respectfully requests that the Court enter an order extending the Merger Deadlines as requested herein, without prejudice to the rights of HFG Cap to seek further extensions of these deadlines and granting such other relief as the Court deems just and proper.

Respectfully submitted this 15th day of March, 2021.

GRAY REED

By: /s/ Micheal W. Bishop

Micheal W. Bishop

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**COUNSEL TO HFG CAPITAL
INVESTMENTS, LLC**

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 15th day of March, 2021, he caused a true and correct copy of the foregoing pleading to be served via CM/ECF on all parties who have subscribed for electronic notice in this case and via United States first class mail, postage prepaid to the persons listed on Exhibit A attached hereto.

/s/ Micheal W. Bishop
Micheal W. Bishop

Exhibit A

Internal Revenue Service
Centralized Insolvency Operation
Post Office Box 7346
Philadelphia, PA 19101-7346

Office of the United States Trustee
1100 Commerce Street, Room 976
Dallas, TX 75242-1699

Office of the Attorney General
Main Justice Building, Room 5111
10th & Constitution Avenue, N.W.
Washington, D.C. 20530

Texas Attorney General's Office
Bankruptcy-Collections Division
P.O. Box 12548
Austin, TX 78711-2548

Securities and Exchange Commission
Ft Worth Reg Office
801 Cherry St
Unit 18 Ste 1900
Fort Worth, TX 76102

Securities and Exchange Commission
Office of the Chairman
100 F St NE
Washington, DC 20549

Michelle French
Denton County Tax Assessor
P.O. Box 90223
Denton, TX 76202

Office of the General Counsel
Department of State Health Services
1100 W 49th St
Austin, TX 78756-3199

Texas Comptroller of Public Accounts
Revenue Accounting Div – Bankruptcy
Section
P.O. Box 13528
Austin, TX 78711-3528

Texas Workforce Commission
P.O. Box 149080
Austin, TX 78714-9080

Intercede Health
Attn: Pat Matthews, CFO
2000 Crawford Street, Ste. 1350
Houston, TX 77002

Vision Ortho
Attn: Bryan Cowan
14215 Proton Road
Dallas, TX 75244

Bank of Texas
P.O. Box 29775
Dallas, TX 75229

GE Healthcare Financial Services
P.O. Box 641419
Pittsburgh, PA 15264-1419

General Electric Capital Corporation
P.O. Box 414, W-490
Milwaukee, WI 53201

Hurst Hospital Partners LLC
9303 Pinecroft Dr Suite 300
Spring, TX 77380

IberiaBank
Attn Ms. Lisa Wood, Sr VP
2555 W Holcombe Blvd
Houston, TX 77030

Karl Storz Capital
c/o De Lage Landen Financial Services
1111 Old Eagle School Road
Wayne, PA 19087

Med One Capital Funding LLC
P.O. Box 271128
Salt Lake City, UT 84127

Olympus America Inc.
3500 Corporate Parkway
Center Valley, PA 18034

Olympus Financial Services
P.O. Box 200183
Pittsburgh, PA 15251-0183

Premedia Group, LLC
5055 Addison Cir Ph 718
Addison, TX 75001

Stryker Sales Corporation
1901 Romence Road Parkway
Portage, MI 49002

CNL Healthcare Properties, Inc.
c/o Lincoln Harris CSG
6688 North Central Expressway
Dallas, TX 75206

Matt Media & Technology
212 Thames Trail
Colleyville, TX 76034

Bank of the West, Trinity Division
Aka Trinity Vendor Finance
475 Sansome Street, 19th Floor
San Francisco, CA 94111

Capital Partners
c/o Memorial City Bank
820 Gessner, Suite 140
Houston, TX 77024

FAEC Holdings (TX), LLC
c/o Hcp, Inc.
Attn: Legal Department
3760 Kilroy Airport Way, Suite 300
Long Beach, CA 90806

First American Equipment Finance
801 W. Olympic Blvd
Pasadena, CA 91199

GE Healthcare Financial Services
200 N. Grandview Blvd.
Waukesha, WI 53188

HCP, Inc.
1920 Main Street Suite 1200
Irvine, CA 92614

Legacy Bank
Formerly Viewpoint Bank
8411 Preston Road, Suite 600
Dallas, TX 75225

Signature Business Leasing
225 Broadhollow Road
Melville, NY 11747

U.S. Bank Equipment
Finance Division of U.S. Bank, N.A.
P.O. Box 230789
Portland, OR 97281

Accel Rehabilitation Hospital
1500 Waters Ridge Drive Suite 200
Lewisville, TX 75067-6011

Conedison Solutions 568129
P.O. Box 223246
Pittsburgh, PA 15251-2246

Spineart USA, Inc.
227 East 58th Street
2nd Floor
New York, NY 10022

B Braun Medical Inc.
824 Twelfth Avenue
Bethlehem, PA 18018

Corporation Service Company
as Representative
P.O. Box 2575
Springfield, IL 62708

Independent Bank
P.O. Box 3035
McKinney, TX 75070

Med One Capital Funding - Ohio LP
Med One Capital Funding - Texas LP
Med One Capital Funding LLC
10712 S 1300 E
Sandy, UT 84094

Republic Bank
1560 South Renaissance Towne Drive
Suite 260
Bountiful, UT 84087

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Emerus Holding, Inc. (Lab/Rad)
CR Emergency Svcs, PA
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The Woodlands, TX 77380

First Financial Corporate Leasing
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Placentia, CA 92870

Heartland Business Credit
390 Union Blvd, Suite 600
Denver, CO 80228

MB Financial Bank
16111 North River Road
Rosemont, IL 60018

Mindray Capital Leasing Services
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Denver, CO 80291-0202

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Frisco, TX 75034

HC-5330 N. Loop 1604 West, LLC
c/o Carter Validus Properties LLC
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AT&T VP03TK
P.O. Box 5091
Carol Stream, IL 60197-5091

Axcension, Inc
32611 Windsor Terrace
Fulshear, TX 77441

Hard Metal, Inc.
6232 Highway 146
Baytown, TX 77523

Verizon 672074485 00001
P.O. Box 660108
Dallas, TX 75266-0108

Abbott Laboratories
P.O. Box 92679
Chicago, IL 60675-2679

Advanced Biologics
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Carlsbad, CA 92008

Comprehensive Radiology Management
4410 Medical Drive #200
Attn: Mary Borrego, Controller
San Antonio, TX 78229

Eujodo Ltd
c/o Travis Comm Real Estate Sr
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San Antonio, TX 78216

HTA Mountain Plains TX LLC
P.O. Box 11407
Birmingham, AL 35246-1991

Intercede Health
PO Box 670585
Dallas, TX 75267-0585

KCI USA, Inc.
P.O. Box 301557
Houston, TX 75303-1557

Master Train Inc
900 N.E. Loop 410 Suite D-200
San Antonio, TX 78209

McKesson-Ach
P.O. Box 933027
Atlanta, GA 31193-3027

Mediware Information Systems
P.O. Box 204176
Dallas, TX 75320-4176

Olympus Biotech Corporation
Dept. Ch 16626
Palatine, IL 60055-6626

Security Recon. Team Inc.
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Plano, TX 75075

Stericycle Inc.
P.O. Box 6575
Carol Stream, IL 60197-6575

Strasburger and Price LLP
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Dallas, TX 75250-9989

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3200 Southwest Freeway
Houston, TX 77027

Sybaris Group, Inc.
7324 Southwest Fwy. Suite 600
Houston, TX 77074

TW Telecom
P.O. Box 172567
Denver, CO 80217-2567

VDI Communications, Inc.
P.O. Box 90953
Houston, TX 77290-0953

Village Oaks Pathology Svcs
7418 John Smith Dr., Suite 218
San Antonio, TX 78229-6020

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14206 Northbrook Dr
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Whitaker Chalk Swindle & Schwartz PLLC
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Fort Worth, TX 76102-4186

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re:	§	
	§	Case No. 15-42373-mxm11
	§	
VICTORY MEDICAL CENTER MID- CITIES, LP, et al., ¹	§	Chapter 11
	§	
Debtor.	§	

**ORDER EXTENDING THE DEADLINES TO CONSUMMATE
MERGERS, COMBINATIONS OR ACQUISITION TRANSACTIONS
FOR CERTAIN POST CONFIRMATION DEBTORS**

UPON CONSIDERATION OF the *Motion of HFG Capital Investments, LLC for Entry of an Order Extending the Deadlines to Consummate Mergers, Combinations or Acquisition Transactions for Certain Post Confirmation Debtors* (the “Motion”)² [Docket No. _____], and this Court having jurisdiction to consider the Motion, and venue being proper, and due and sufficient

¹ The Debtors in these cases are Victory Medical Center Mid-Cities, GP, LLC, Victory Medical Center Plano, LP, Victory Medical Center Plano GP, LLC, Victory Medical Center Craig Ranch, LP, Victory Medical Center Craig Ranch GP, LLC, Victory Medical Center Landmark, LP, Victory Medical Center Landmark GP, LLC, Victory Parent Company, LLC.

² Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

notice of the Motion having been given; and after due deliberation thereon, and good and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The Motion is GRANTED.
2. The deadlines for the Post Confirmation Debtor Entities to consummate a merger, combination or acquisition and file with this Court a Certificate of Compliance are extended as follows, without prejudice to the rights of HFG Cap to seek further extensions of these deadlines: Victory Parent Company, LLC from February 3, 2021 through May 17, 2021; Victory Medical Center Landmark, LP from September 28, 2019 through May 17, 2021; and Victory Medical Center Southcross GP, LLC from March 16, 2021 through May 17, 2021 (collectively the “Merger Deadlines”).
3. The relief granted herein is without prejudice to HFG Cap’s right to request further extensions of the subject deadlines.
4. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation or enforcement of this Order.

End of Order

Submitted by:

/s/ Micheal W. Bishop
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