

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
PIPELINE HEALTH SYSTEM, LLC, <i>et al.</i> , ¹)	Case No. 22-90291 (MI)
)	
Debtors.)	(Jointly Administered)
)	

**GLOBAL NOTES AND
STATEMENT OF LIMITATIONS, METHODOLOGY,
AND DISCLAIMERS REGARDING THE DEBTORS' SCHEDULES
OF ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

Pipeline Health System, LLC ("Pipeline") and its direct and indirect subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors") have filed their respective Schedules of Assets and Liabilities (the "Schedules") and Statements of Financial Affairs (the "Statements," and together with the Schedules, the "Schedules and Statements") in the United States Bankruptcy Court for the Southern District of Texas (the "Bankruptcy Court"). The Debtors, with the assistance of their legal and financial advisors, prepared the Schedules and Statements in accordance with section 521 of title 11 of the United States Code (the "Bankruptcy Code"), rule 1007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and rule 1007-1 of the Bankruptcy Local Rules for the Southern District of Texas (the "Bankruptcy Local Rules").

These *Global Notes and Statement of Limitations, Methodology, and Disclaimers Regarding the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs* (the "Global Notes") pertain to, are incorporated by reference in, and constitute an integral part of all of the Debtors' Schedules and Statements. The Global Notes should be referred to, considered, and reviewed in connection with any review of the Schedules and Statements. To the extent that the Schedules and Statements conflict with these Global Notes, these Global Notes shall control.

In preparing the Schedules and Statements, the Debtors relied on financial data derived from their books and records that was available at the time of such preparation. Although the Debtors have made reasonable efforts to ensure the accuracy and completeness of the Schedules and Statements, subsequent information or discovery may result in material changes to the Schedules and Statements. As a result, inadvertent errors or omissions may exist. For the

¹ A complete list of each of the Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors' claims and noticing agent at <http://dm.epiq11.com/PipelineHealth>. The Debtors' service address is 898 N. Pacific Coast Highway, Suite 700, El Segundo, California 90245.

avoidance of doubt, the Debtors hereby reserve their rights to amend and supplement the Schedules and Statements as may be necessary or appropriate.

The Debtors and their agents, attorneys, and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided herein and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors, or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained herein. While commercially reasonable efforts have been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtors and their agents, attorneys, and financial advisors expressly do not undertake any obligation to update, modify, revise, or re-categorize the information provided herein or to notify any third party should the information be updated, modified, revised, or re-categorized, except as required by applicable law. In no event shall the Debtors or their agents, attorneys, and financial advisors be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business, or lost profits), whether foreseeable or not and however caused, even if the Debtors or their agents, attorneys, and financial advisors are advised of the possibility of such damages.

Robert L. Allen, Chief Financial Officer of Pipeline and an authorized signatory for each of the Debtors, has signed each set of the Schedules and Statements. In reviewing and signing the Schedules and Statements, Mr. Allen has necessarily relied upon the efforts, statements, advice, and representations of various personnel employed by the Debtors and the Debtors' legal and financial advisors. Mr. Allen has not (and could not have) personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors, classification of such amounts, and creditor addresses.

Global Notes and Overview of Methodology

1. **Description of Cases and "As Of" Information Date.** On October 2, 2022, (the "Petition Date"), each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

On October 3, 2022, the Bankruptcy Court entered an order directing procedural consolidation and joint administration of these chapter 11 cases [Docket No. 48]. Notwithstanding the joint administration of the Debtors' cases for procedural purposes, each Debtor has filed its own Schedules and Statements.

The asset information provided herein represents the asset data of the Debtors as of the close of business on September 30, 2022, except as otherwise noted. The liability information provided herein represents the liability data of the Debtors as of the Petition Date, except as otherwise noted.

2. **Reservations and Limitations.** Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, as noted above, inadvertent

errors or omissions may exist. The Debtors reserve all rights to: (a) amend and supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including the right to amend the Schedules and Statements with respect to the description, designation, or Debtor against which any claim against a Debtor (“Claim”)² is asserted; (b) dispute or otherwise assert offsets or defenses to any Claim reflected in the Schedules and Statements as to amount, liability, priority, status, or classification; (c) subsequently designate any Claim as “disputed,” “contingent,” or “unliquidated;” or (d) object to the extent, validity, enforceability, priority, or avoidability of any Claim (regardless of whether such Claim is designated in the Schedules and Statements as “disputed,” “contingent,” or “unliquidated”). Any failure to designate a Claim in the Schedules and Statements as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by the Debtors that such Claim or amount is not “disputed,” “contingent,” or “unliquidated.” Listing a Claim does not constitute an admission of liability by the Debtor against which the Claim is listed or against any of the Debtors. Furthermore, nothing contained in the Schedules and Statements constitutes a waiver of any of the Debtors’ rights or an admission of any kind with respect to these chapter 11 cases, including, but not limited to, any rights or Claims of the Debtors against any third party or issues involving Claims, substantive consolidation, equitable subordination, or defenses and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code or any other relevant applicable bankruptcy or non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph. Notwithstanding the foregoing, the Debtors shall not be required to update the Schedules and Statements.

- (a) **Recharacterization.** Notwithstanding the Debtors’ commercially reasonable efforts to properly characterize, classify, categorize, or designate certain Claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors may nevertheless have improperly characterized, classified, categorized, designated, or omitted certain items due to the complexity and size of the Debtors’ businesses. Accordingly, the Debtors reserve all of their rights to recharacterize, reclassify, recategorize, redesignate, add, or delete items reported in the Schedules and Statements at a later time as is necessary or appropriate as additional information becomes available, including, without limitation, whether contracts or leases listed herein were deemed executory or unexpired as of the Petition Date and remain executory and unexpired postpetition.
- (b) **Classifications.** Listing (i) a Claim on Schedule D as “secured,” (ii) a Claim on Schedule E/F as “priority” or “unsecured,” or (iii) a contract on Schedule G as “executory” or “unexpired” does not constitute an admission by the Debtors of the legal rights of the claimant or contract counterparty, or a waiver of the Debtors’

² For the purposes of these Global Notes, the term “Claim” shall have the meaning as defined under section 101(5) of the Bankruptcy Code.

rights to recharacterize or reclassify such Claim or contract or to setoff of such Claim.

- (c) **Claims Description.** Schedules D and E/F permit each of the Debtors to designate a Claim as “disputed,” “contingent,” and/or “unliquidated.” Any failure to designate a Claim on a given Debtor’s Schedules and Statements as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by that Debtor that such amount is not “disputed,” “contingent,” or “unliquidated,” or that such Claim is not subject to objection. The Debtors reserve all rights to dispute, or assert offsets or defenses to, any Claim reflected on their respective Schedules and Statements on any grounds, including, without limitation, liability or classification. Additionally, the Debtors expressly reserve all rights to subsequently designate such Claims as “disputed,” “contingent,” or “unliquidated” or object to the extent, validity, enforceability, priority, or avoidability of any Claim. Moreover, listing a Claim does not constitute an admission of liability by the Debtor against which the Claim is listed or by any of the Debtors. The Debtors reserve all rights to amend Schedules and Statements as necessary and appropriate, including, but not limited to, with respect to Claim description and designation.
- (d) **Estimates and Assumptions.** The preparation of the Schedules and Statements required the Debtors to make reasonable estimates and assumptions with respect to the reported amounts of assets and liabilities, the amount of contingent assets and contingent liabilities on the date of the Schedules and Statements, and the reported amounts of revenues and expenses during the applicable reporting periods. Actual results could differ materially from such estimates. The Debtors reserve all rights to amend the reported amounts of assets and liabilities to reflect changes in estimates or assumptions.
- (e) **Causes of Action.** Despite reasonable efforts to identify all known assets, the Debtors may not have identified and/or set forth all of their causes of action (filed or potential) against third parties as assets in their Schedules and Statements, including, without limitation, causes of action that are required to be kept confidential and causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and actions under other relevant bankruptcy and non-bankruptcy laws to recover assets or avoid transfers. The Debtors reserve all rights with respect to any causes of action (including avoidance actions), controversy, right of setoff, cross claim, counterclaim, or recoupment and any claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertable directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law or in equity, or pursuant to any other theory of law (collectively, “Causes of Action”) they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any

claims or Causes of Action or in any way prejudice or impair the assertion of such claims or Causes of Action.

- (f) **Intellectual Property Rights.** Exclusion of certain intellectual property should not be construed to be an admission that such intellectual property rights have been abandoned, have been terminated or otherwise expired by their terms, or have been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, have not been terminated or otherwise expired by their terms, or have not been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. The Debtors have made every effort to attribute intellectual property to the rightful Debtor owner; however, in some instances, intellectual property owned by one Debtor may, in fact, be owned by another. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all such intellectual property rights.
- (g) **Insiders.** In instances where the Schedules and Statements require information regarding “insiders,” the Debtors have included information with respect to the individuals and entities who the Debtors believe may be included in the definition of “insider” set forth in section 101(31) of the Bankruptcy Code during the relevant time periods. Such individuals may no longer serve in such capacities.

The listing or omission of a party as an insider for purposes of the Schedules and Statements is for informational purposes and is not intended to be, nor should it be, construed as an admission of the legal characterization of such party as an insider for purpose of section 101(31) of the Bankruptcy Code and does not act as an admission of any fact, Claim, right, or defense, and all such rights, Claims, and defenses are hereby expressly reserved. Information regarding the individuals listed as insiders in the Schedules and Statements may not be used for: (i) the purposes of determining (A) control of the Debtors; (B) the extent to which any individual exercised management responsibilities or functions; (C) corporate decision-making authority over the Debtors; or (D) whether such individual could successfully argue that he or she is not an insider under applicable law, including the Bankruptcy Code and federal securities laws, or with respect to any theories of liability or (ii) any other purpose.

- (h) For the avoidance of doubt, the Debtors’ restructuring is anticipated to culminate in a compromise of claims, interests in Debtors, and controversies that are included in the *Amended Joint Chapter 11 Plan of Reorganization of Pipeline Health System, LLC and Its Debtor Affiliates* [Docket No. 318] (as amended, supplemented, or otherwise modified from time to time, the “Plan”). The Plan is anticipated to provide finality with respect to all claims and causes of action that are or may be asserted against the Debtors. Nothing in the Schedules or Statements is intended to, shall be construed as, or shall have the effect of, modifying, changing, or otherwise affecting the Plan.

3. **Methodology.**

- (a) **Basis of Presentation.** The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“GAAP”), nor are they intended to be fully reconciled to the financial statements of each Debtor. Additionally, the Schedules and Statements contain unaudited information that is subject to further review and potential adjustment and reflect the Debtors’ reasonable efforts to report the assets and liabilities of each Debtor on an unconsolidated basis.
- (b) **Comprehensive Enterprise.** The Debtors utilize a central and consolidated cash management system, which consists of multiple bank accounts (the “Cash Management System”). The Debtors manage the cash within the Cash Management System by transferring funds among bank accounts as needed based on cash receipts and disbursements. As described in further detail in the *Debtors’ Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors’ to (A) Continue to Operate their Cash Management System and Maintain Existing Bank Accounts, (B) Continue to Perform Intercompany Transactions, and (C) Maintain Existing Business Forms and Books and Records, and (II) Granting Related Relief* [Docket No. 12] (the “Cash Management Motion”), certain payments in the Schedules and Statements may have been made by one legal entity on behalf of another legal entity through the Cash Management System. The Bankruptcy Court has entered orders authorizing the Debtors to continue using the Cash Management System [Docket Nos. 71, 243] (the “Cash Management Orders”). The Debtors’ treasury and accounting departments regularly reconcile the Debtors’ books and records to ensure that all transfers are accounted for properly. Thus, the Debtors’ debits and credits are known and recorded. Although diligent efforts have been made to set forth open payable amounts and Claims on the Schedules and Statements of the correct legal entity, the Debtors reserve the right to modify or amend the Schedules and Statements to update payable amounts or attribute open payable amounts and Claims to a different legal entity, if necessary or appropriate.
- (c) **Confidential Information.** There may be instances in the Schedules and Statements where the Debtors deemed it necessary and appropriate to redact from the public record information such as names, addresses, or amounts. Pursuant to the *Order (I) Authorizing the Debtors to Redact Certain Personally Identifiable Information, (II) Approving the Form and Manner of Notifying Creditors of the Commencement of the Chapter 11 Cases and Other Information, and (III) Granting Related Relief* [Docket No. 90] (the “Creditor Matrix Order”), the Bankruptcy Court has authorized the Debtors to redact certain confidential information on the Debtors’ Schedules and Statements. The Debtors are also required to maintain the confidentiality of patient information pursuant to the Health Insurance Portability and Accountability Act of 1996 (“HIPAA”). The Bankruptcy Court has authorized the Debtors to implement certain procedures to protect confidential patient information pursuant to the *Order Authorizing the Implementation of Procedures to Protect Confidential Patient Information and (II) Granting Related Relief* [Docket No. 82]. To the extent the Debtors believe a claim, name, address, or

amount falls under the purview of HIPAA, such information is not included in the Schedules and Statements. In addition, the Debtors may have redacted certain information where an agreement between the Debtors and a third party, concerns of confidentiality, the protection of sensitive commercial information, or concerns for the privacy of individuals, including employees, so requires. Moreover, the very existence of certain agreements may be (by the terms of such agreements) confidential. These agreements have been noted, however, as “Confidential” in the Schedules and Statements, where applicable. The alterations or redactions are limited only to what the Debtors believe is warranted.

- (d) **Umbrella or Master Agreements.** Contracts and leases listed in the Schedules and Statements may be umbrella or master agreements that cover relationships with some or all of the Debtors. Where relevant, such agreements have been listed in the Schedules and Statements only of the Debtor that signed the original umbrella or master agreement. Other Debtors, however, may be liable instead of, or together with, such Debtor on account of such agreements, and the Debtors reserve all rights to amend the Schedules and Statements to reflect changes regarding the liability of the Debtors with respect to such agreements, if appropriate.
- (e) **Executory Contracts.** Although the Debtors have made reasonable efforts to attribute an executory contract to its rightful Debtor, in certain instances, the Debtors may have inadvertently failed to do so due to the complexity and size of the Debtors’ businesses. Accordingly, the Debtors reserve all of their rights with respect to the named parties of any and all executory contracts, including the right to amend Schedule G. In addition, although the Debtors have made reasonable efforts to properly identify executory contracts and unexpired leases, the inclusion of a contract or lease on Schedule G does not constitute an admission as to the executory or unexpired nature (or non-executory or expired nature) of the contract or lease, or an admission as to the existence or validity of any Claims held by the counterparty to such contract or lease.
- (f) **Leases.** The Debtors have not included the future obligations of any capital or operating leases in the Schedules and Statements. To the extent that there was an amount outstanding as of the Petition Date, the creditor has been included on Schedule E/F.

In the ordinary course of business, certain of the Debtors may enter into agreements titled as leases for property, other real property interests, and equipment from third party lessors for use in the daily operation of their business. Any known prepetition obligations of the Debtors for equipment or similar leases have been listed on Schedule F, the lease counterparties have been noted on Schedule D, and the underlying lease agreements are listed on Schedule G, or, if the leases are in the nature of real property interests under applicable state laws, on Schedule A. Nothing in the Schedules or Statements is, or shall be construed to be, an admission as to the determination of the legal status of any lease (including whether any lease is a true lease, a financing arrangement, or a real property interest), and the Debtors reserve all rights with respect to such issues.

- (g) **Net Book Value.** In certain instances, current market valuations for individual items of property and other assets are neither maintained by, nor readily available to, the Debtors. Unless otherwise noted, the Schedules and Statements reflect net book values as of September 30, 2022. Certain assets that have been fully depreciated or that were expensed for accounting purposes either do not appear in these Schedules and Statements or are listed with a zero-dollar value, as such assets have no net book value. The omission of an asset from the Schedules and Statements does not constitute a representation regarding the ownership of such asset, and any such omission does not constitute a waiver of any rights of the Debtors with respect to such asset.

The book values of certain assets may materially differ from their fair market values and/or the Debtors' enterprise valuation that will be prepared in connection with the disclosure statement to the Plan. For the avoidance of doubt, nothing contained in the Schedules and Statements is indicative of the Debtors' enterprise value.

Book values of assets prepared in accordance with GAAP generally do not reflect the current performance of the assets or the impact of the industry environment and may differ materially from the actual value and/or performance of the underlying assets.

- (h) **Allocation of Liabilities.** The Debtors allocated liabilities between the prepetition and postpetition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and postpetition periods may change. Accordingly, the Debtors reserve all of their rights to amend, supplement, or otherwise modify the Schedules and Statements as necessary or appropriate.

The liabilities listed on the Schedules do not reflect any analysis of claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all of their rights to dispute or challenge the validity of any asserted Claims under section 503(b)(9) of the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to any creditor's Claim.

- (i) **Operating Entity Level.** The Debtors have created operating entities that function as profit and cost centers for purposes of recording financial activities. Operating entities have been historically treated as discrete entities for accounting purposes, but such operating entities are not separate legal entities. Thus, operating entities have been separated into the relevant Debtors for purposes of reporting in the Statements and Schedules.
- (j) **Undetermined Amounts.** The description of an amount as "unknown," "TBD," or "undetermined" is not intended to reflect upon the materiality of such amount.
- (k) **Unliquidated Amounts.** Amounts that could not be fairly quantified by the Debtors are scheduled as "unliquidated."

- (l) **Totals.** All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
- (m) **Paid Claims.** Pursuant to certain orders of the Bankruptcy Court entered in the Debtors' chapter 11 cases on or about October 3, 2022 (collectively, the "First Day Orders"), the Debtors were authorized (but not directed) to pay in their discretion certain Claims on a postpetition basis; as such, outstanding liabilities may have been reduced by any court-approved postpetition payments made on prepetition payables. Where and to the extent these liabilities have been satisfied, they may not be listed in the Schedules and Statements. To the extent the Debtors later pay any amount of the Claims listed in the Schedules and Statements pursuant to any orders entered by the Bankruptcy Court, the Debtors reserve all rights to amend or supplement the Schedules and Statements or to take other action, such as filing claims objections, as is necessary and appropriate to avoid overpayment or duplicate payments for liabilities. Nothing contained herein should be deemed to alter the rights of any party in interest to contest a payment made pursuant to an order of the Bankruptcy Court where such order preserves the right to contest.
- (n) **Intercompany Claims.** As described more fully in the Cash Management Motion, the Debtors engage in a range of intercompany transactions in the ordinary course of business. Pursuant to the Cash Management Orders, the Bankruptcy Court has granted the Debtors authority to continue the intercompany transactions in the ordinary course of business. Due to the voluminous nature of the intercompany transactions, as detailed in the Cash Management Motion, the Debtors have not included the intercompany transactions. Such detail may be requested from the Debtors and may be provided upon reasonable notice. The Debtors and all parties-in-interest reserve all rights with respect to such accounts.
- (o) **Guaranties and Other Secondary Liability Claims.** The Debtors have used their best efforts to locate and identify guaranties and other secondary liability claims (collectively, the "Guaranties") in their executory contracts, unexpired leases, debt instruments, and other such agreements. Where such Guaranties have been identified, they have been included in the relevant Schedule for the Debtor or Debtors affected by such Guaranties. The Debtors believe that certain Guaranties embedded in the Debtors' executory contracts, unexpired leases, other secured financing, debt instruments, and similar agreements may exist and, to the extent they do, will be identified upon further review. Therefore, the Debtors reserve their rights to amend the Schedules to the extent additional Guaranties are identified.
- (p) **Excluded Assets and Liabilities.** The Debtors have excluded the following categories of assets and liabilities from the Schedules and Statements: certain deferred charges, accounts, or reserves recorded only for purposes of complying with the requirements of GAAP; deferred tax assets and liabilities; goodwill and other intangibles; deferred revenue accounts; and certain accrued liabilities including, but not limited to, accrued salaries and employee benefits. The Debtors also have excluded rejection damage Claims of counterparties to executory

contracts and unexpired leases that have not been rejected, to the extent such damage Claims exist. The Debtors have also excluded unbilled receivables, customer advances, billings in excess of cost and allowances for doubtful accounts. The Debtors also have excluded worker's compensation Claims to maintain the privacy of the claimants. The Debtors have also excluded claims filed with their insurance carriers as this information was not available at the time of these filings. In addition, other immaterial assets and liabilities may also have been excluded.

- (q) **Liens.** The inventories, property, and equipment listed in the Schedules and Statements are presented without consideration of any liens that may attach (or have attached) to such property and equipment.
- (r) **Currency.** Unless otherwise indicated, all amounts are reflected in U.S. dollars.
- (s) **Credits and Adjustments.** The Claims of individual creditors for, among other things, goods, products, or services are listed as amounts entered on the Debtors' books and records and may not reflect credits, allowances, or other adjustments due from such creditors to the Debtors. The Debtors reserve all of their rights respecting such credits, allowances and other adjustments.
- (t) **Setoffs.** The Debtors routinely incur setoffs and net payments in the ordinary course of business. Such setoffs and nettings may occur due to a variety of transactions or disputes including, but not limited to, intercompany transactions, counterparty settlements, pricing discrepancies, rebates, returns, warranties, refunds, and negotiations and/or disputes between Debtors and their customers and/or suppliers. These normal, ordinary course setoffs and nettings are common to the Debtors' business and are consistent with the ordinary course business of the Debtors' industry. Due to the voluminous nature of setoffs and nettings, it would be unduly burdensome and costly for the Debtors to list each such transaction. Therefore, although such setoffs and other similar rights may have been accounted for when scheduling certain amounts, these ordinary course setoffs are not independently accounted for, and as such, are or may be excluded from the Schedules and Statements. In addition, some amounts listed in the Schedules and Statements may have been affected by setoffs or nettings by third parties of which the Debtors are not yet aware. The Debtors reserve all rights to challenge any setoff and/or recoupment rights that may be asserted. The Debtors do not list setoffs taken by Centers for Medicare & Medicaid Services, as they are made in the ordinary course of business.

Specific Schedules Disclosures

Schedules Summary. Except as otherwise noted, the asset and liability information provided herein represents the Debtors' assets and liabilities as of the Petition Date.

For financial reporting purposes, the Debtors ordinarily prepare financial statements by operating entity. Unlike the consolidated financial statements, the Schedules reflect the assets and liabilities of each Debtor on a nonconsolidated basis, except where otherwise indicated.

Accordingly, the totals listed in the Schedules will likely differ, at times materially, from the consolidated financial reports prepared by the Debtors for financial reporting purposes or otherwise.

The Schedules do not purport to represent financial statements prepared in accordance with GAAP, nor are they intended to be fully reconciled with the financial statements of each Debtor. Certain write-downs, impairments, and other accounting adjustments may not be reflected in the Schedules. Additionally, the Schedules contain unaudited information that is subject to further review and potential adjustment and reflect the Debtors' reasonable best efforts to report the assets and liabilities of each Debtor on an unconsolidated basis. Moreover, given, among other things, the uncertainty surrounding the collection and ownership of certain assets and the valuation and nature of certain liabilities, to the extent that a Debtor shows more assets than liabilities, this is not an admission as to the Debtor's solvency as of the Petition Date or at any time before the Petition Date. Likewise, to the extent a Debtor shows more liabilities than assets, this is not an admission that the Debtor was insolvent as of the Petition Date or at any time before the Petition Date.

1. **Schedule A/B**

(a) **Parts 1 and 2 – Cash and Cash Equivalents; Deposits and Prepayments.**

- Details with respect to the Debtors' Cash Management System and bank accounts are provided in the Cash Management Motion and the Cash Management Orders. The balances of the financial accounts listed on Schedule A/B, Part 1, are as of September 30, 2022.
- Additionally, the Court, pursuant to the *Order (I) Approving the Debtors' Proposed Adequate Assurance Deposit, for Future Utility Services, (II) Prohibiting Utility Providers From Altering, Refusing, or Discontinuing [Services], (III) Approving the Debtors' Proposed Procedures for Resolving Adequate Assurance Requests, and (IV) Granting Related Relief* [Docket No. 84], has authorized the Debtors to provide adequate assurance of payment for future utility services. Such deposits are not listed on Schedule A/B, Part 2, which has been prepared as of September 30, 2022.
- The balances of deposits and prepayments presented on Schedule A/B, Parts 1 and 2 are as of September 30, 2022.

(b) **Part 3 – Accounts Receivable.**

- Amounts listed reflect gross amounts received or face amounts requested. Some accounts receivable related to the Debtors' contracts may be subject to downward adjustments due to disbursements required or certain payment caps under the terms of such contracts. Such adjustments are accounted for as "doubtful or uncollectible" accounts.

(c) **Parts 5, 7, 8, and 9 – Inventory, Excluding Agriculture Assets; Office Furniture, Fixtures, and Equipment; and Collectibles; Machinery, Equipment, and Vehicles; Real Property.**

- An external or professional valuation of the Debtors’ inventory has not been undertaken.
- Dollar amounts are presented net of accumulated depreciation and other adjustments as of September 30, 2022.
- Real property is reported at book value, net of accumulated depreciation on buildings and improvements. The Debtors may have listed certain assets as real property when such assets are in fact personal property, or the Debtors may have listed certain assets as personal property when such assets are in fact real property. The Debtors reserve all of their rights to recategorize or recharacterize such asset holdings to the extent the Debtors determine that such holdings were listed incorrectly.

(d) **Part 10 – Intangibles and Intellectual Property.**

- Identifies value ascribed by the Debtors to various intangible assets including patient lists (redacted), accreditations, compliance certificates, licenses, permits, tradenames, registered internet domains, and websites.

(e) **Part 11 – All Other Assets.**

- ***Other Contingent and Unliquidated Claims or Causes of Action of Every Nature, including Counterclaims of the Debtor and Rights to Setoff Claims.*** In the ordinary course of their businesses, the Debtors may have accrued, or may subsequently accrue, certain rights to counter-claims, cross-claims, setoffs, refunds with their patients or suppliers or potential warranty claims against their suppliers. Additionally, certain of the Debtors may be party to pending litigation in which the Debtors have asserted, or may assert, claims as a plaintiff or counter-claims and/or cross-claims as a defendant. The Debtors attempted to list known causes of action and other claims. Because certain of such claims are unknown to the Debtors and not quantifiable as of the Petition Date, they are not listed on Schedule A/B, Part 11. The Debtors’ failure to list any cause of action, claim, or right of any nature is not an admission that such cause of action, claim, or right does not exist, and should not be construed as a waiver of such cause of action, claim, or right.
- ***Interests in Insurance Policies or Annuities.*** A list of the Debtors’ insurance policies and related information is available in the Debtors’ *Emergency Motion for Entry of an Order (I) Authorizing the Debtors to (A) Continue Their Prepetition Insurance Coverage and Satisfy Prepetition Obligations Related Thereto, (B) Renew, Amend, Supplement, Extend, or Purchase Insurance Policies, and (C) Continue to Pay Brokerage Fees, and (II) Granting Related*

Relief [Docket No. 8]. The Debtors believe that there is little or no cash value to the vast majority of such insurance policies. Accordingly, such policies are not listed on Schedule A/B, Part 11. All current insurance policies are listed in response to Schedule A/B 73.

(f) **Schedule D – Creditors Who Have Claims in Property.**

- The credit facility provided for under the Term Loan Credit Agreement (as defined in the Plan) (the “Prepetition Term Loan Facility”) is secured by substantially all assets of the Debtors that are obligors under the Prepetition Term Loan Facility, subject to intercompany arrangements, except that, as of the date hereof, the Debtors believe that (a) the Prepetition Term Loan Facility liens on the land and buildings for the Debtors’ Illinois operations (the “Illinois Real Estate”) are unperfected and therefore avoidable, as no security filings with respect to the Prepetition Term Loan Facility were recorded with the recorder’s office for Cook County, Illinois, where the Illinois Real Estate is located; and (b) the Prepetition Term Loan Facility liens on property in which Weiss MOB Property Holdings, LLC, or its estate has an interest are unperfected and therefore avoidable, as no corresponding security filings with respect to Weiss MOB Property Holdings, LLC, or its property were filed or otherwise recorded with the relevant recorder’s offices.
- Except as otherwise agreed pursuant to a stipulation, or agreed order, or general order entered by the Bankruptcy Court that is or becomes final, the Debtors and their estates reserve their rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a creditor listed on Schedule D of any Debtor. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor’s claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor’s claim. Further, while the Debtors have included the results of Uniform Commercial Code searches, the listing of such results is not nor shall it be deemed an admission as to the validity of any such lien. The Debtors made reasonable, good-faith efforts to include all liens on Schedule D, but may have inadvertently omitted an existing lien because of, among other things, the possibility that a lien may have been imposed after the Uniform Commercial Code searches were performed or a vendor may not have filed the requisite perfection documentation. Moreover, the Debtors have not included on Schedule D parties that may believe their Claims are secured through setoff rights or inchoate statutory lien rights.

(g) **Schedule E/F – Creditors Who Have Unsecured Claims**

Part 1 – Creditors with Priority Unsecured Claims. Pursuant to the *Order (I) Authorizing the Payment of Certain Fees and Franchise and Privilege Taxes and (II) Granting Related Relief* [Docket No. 244] (the “Taxes Order”), the Debtors

have been granted the authority to pay, in their discretion, certain tax liabilities that accrued prepetition. Accordingly, any unsecured priority claims based upon prepetition tax accruals that have been paid pursuant to the Taxes Order may not be listed in Schedule E.

Furthermore, pursuant to the *Final Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses, and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief* [Docket No. 242] (the “Wages Order”), the Debtors received final authority to pay certain prepetition obligations, including to pay employee wages and other employee benefits, in the ordinary course of business. The Debtors believe that any non-insider employee claims for prepetition amounts related to ongoing payroll and benefits, whether allowable as a priority or nonpriority claim, have been or will be satisfied, and such satisfied amounts are not listed.

The listing of a Claim on Schedule E/F, Part 1, does not constitute an admission by the Debtors that such Claim or any portion thereof is entitled to priority status.

Part 2 – Creditors with Nonpriority Unsecured Claims. The liabilities identified in Schedule E/F, Part 2, are derived from the Debtors’ books and records. The Debtors made a reasonable attempt to set forth their unsecured obligations, although the actual amount of Claims against the Debtors may vary from those liabilities represented on Schedule E/F, Part 2. The listed liabilities may not reflect the correct amount of any unsecured creditor’s allowed Claims or the correct amount of all unsecured claims.

Schedule E/F, Part 2, contains information regarding threatened or pending litigation involving the Debtors. The amounts for potential Claims are listed as “undetermined” and are marked as contingent, unliquidated, and disputed in the Schedules and Statements.

Schedule E/F, Part 2, reflects certain prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption or assumption and assignment of an executory contract or unexpired lease. Schedule E/F, Part 2, does not include Claims that may arise in connection with the rejection of any executory contracts and unexpired leases that have been or may be rejected.

In many cases, the Claims listed on Schedule E/F, Part 2, arose, accrued, or were incurred on various dates or on a date or dates that are unknown to the Debtors or are subject to dispute. Where the determination of the date on which a Claim arose, accrued, or was incurred would be unduly burdensome and costly to the Debtors’ estates, the Debtors have not listed a specific date or dates for such Claim.

In accordance with patient information confidentiality restrictions, as described herein, each Debtor has aggregated all patient refund claims in a single response.

Detail is available upon request, provided such request may be complied with in a manner compliant with all applicable patient privacy laws and regulation.

As part of the Debtors' normal business operations, insurance providers responsible for patient costs in whole or in part (the "Insurance Payors") from time to time estimate and overpay amounts due to the Debtors. Certain of those overpayments may be due to multiple Insurance Payors. Disaggregation and determination of the exact amount of such overpayments to each Insurance Payor is a time-consuming manual process. Accordingly, these overpayment amounts have been aggregated in a single response.

The Debtors have made reasonable efforts to locate and identify Guaranties in each of the executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements to which any Debtor is a party. Where Guaranties have been identified, they have been included in the relevant Schedules for the Debtor or Debtors affected by such Guaranties as a contingent and unliquidated obligation. The Debtors have placed the Guaranties on Schedule H for both the primary obligor and the guarantor of the relevant obligation. Guaranties were additionally placed on Schedule D or F for each guarantor, except to the extent they are associated with obligations under an executory contract or unexpired lease identified on Schedule G. It is possible that certain Guaranties embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements may have been inadvertently omitted. The Debtors reserve their rights to amend the Schedules to the extent additional Guaranties are identified or such Guaranties are discovered to have expired or be unenforceable. In addition, the Debtors reserve the right to amend the Schedules and Statements and to re-characterize or reclassify any such contract or Claim, whether by amending the Schedules and Statements or in another appropriate filing. Additionally, failure to list any Guaranties in the Schedules and Statements, including in any future amendments to the Schedules and Statements, shall not affect the enforceability of any Guaranties not listed.

As of the time of filing of the Schedules and Statements, the Debtors had not received all invoices for payables, expenses, and other liabilities that may have accrued prior to the Petition Date. Accordingly, the information contained in Schedules D and E/F may be incomplete. The Debtors reserve their rights, but undertake no obligations, to amend Schedules D and E/F if and as they receive such invoices.

- (h) **Schedule G – Executory Contracts and Unexpired Leases.** While reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred. Additionally, in certain instances, executory contracts and unexpired leases may be omitted due to their confidential nature, but can be made available to the U.S. Trustee for the Southern District of Texas on a confidential basis. Additionally, some relationships between the Debtors and certain counterparties are governed by a master services agreement, under which such counterparties also place work and purchase orders, which may be considered

executory contracts. Some relationships between the Debtors and certain counterparties are governed by group purchasing agreements, under which the group purchasing counterparties contract with third-party vendors to provide goods and services to the Debtors, and such agreements may be considered executory contracts. Disclosure of these purchase and work orders, however, is impracticable and unduly burdensome. Accordingly, to the extent the Debtors have determined to disclose non-confidential master services agreements in Schedule G, purchase and work orders placed thereunder have been omitted.

Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease or that such contract or agreement was in effect on the Petition Date or is valid or enforceable. The Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth in Schedule G and to amend or supplement such Schedule as necessary. Certain of the leases and contracts listed on Schedule G may contain renewal options, guarantees of payment, indemnifications, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth separately on Schedule G. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their business, such as supplemental agreements and letter agreements, which documents may not be set forth in Schedule G.

In some cases, the same supplier or provider may appear multiple times in Schedule G. Multiple listings, if any, reflect distinct agreements between the applicable Debtor and such supplier or provider.

The Debtors reserve all rights to dispute or challenge the characterization of any transaction or any document or instrument related to a creditor's Claim.

Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. Contracts or agreements identified on Schedule G, include all amendments, supplements, and other documents related thereto. The Debtors' rights under the Bankruptcy Code with respect to any such omitted contracts or agreements are not impaired by the omission.

2. **Specific Statements Disclosures.**

- (a) **Statements, Part 1, Questions 1 and 2.** The gross revenue and non-business revenue reported for the current fiscal year are through September 30, 2022.
- (b) **Statements, Part 2, Questions 3 and 4 – Payments to Certain Creditors.** Prior to the Petition Date, the Debtors maintained a centralized Cash Management System through which Pipeline and certain of its Debtor affiliates made certain payments on behalf of other entities. Consequently, all payments to creditors and insiders listed in response to Questions 3 and 4 on each of the Debtors' Statements

reflect payments made by Pipeline or one of its Debtor affiliates from operating bank accounts (the “Operating Accounts”), on behalf of the corresponding Debtor, pursuant to the Debtors’ Cash Management System described in the Cash Management Motion. In addition, payments listed in Statements, Part 2, Question 4 are net payments as of actual invoices and include credits and inter-company liabilities.

- (c) **Statements, Part 2, Question 3 – 90 Day Payments.** The Debtors have responded to Statement, Part 2, Question 3 in a detailed format by creditor. The response to Statement, Part 2, Question 3 includes any disbursement or other transfer made by the Debtors except for those made to (i) insiders or other Debtors (which payments appear in response to Statement, Part 2, Question 4), (ii) non-insider employees, and (iii) bankruptcy professionals (which payments appear in response to Statement, Part 6, Question 11). In addition, the response to Statement, Part 2, Question 3 does not include checks that were either voided or not presented before the Petition Date.
- (d) **Statements, Part 2, Question 4.** Due to the voluminous nature of such transactions, payments on account of intercompany transactions are not included herein.

To the extent: (i) a person qualified as an “insider” in the year prior to the Petition Date, but later resigned their insider status or (ii) did not begin the year as an insider, but later became an insider, the Debtors have only listed those payments made while such person was defined as an insider in Statements, Part 2, Question 4.

The inclusion of a party as an “insider” is not intended to be, nor should it be, construed as a legal characterization of such party as an insider and does not act as an admission of any fact, Claim, right, or defense, and such rights, Claims, and defenses are hereby expressly reserved.

- (e) **Statements, Part 4, Question 9 – Gifts.** The Debtors do not keep track of gifts or charitable contributions. The amounts listed in Statements, Part 4, Question 9 were based on a manual review of items in the Debtors’ books and records determined to be gifts or charitable contributions. As a result, inadvertent errors or omissions may exist.
- (f) **Statements, Part 6, Question 11 – Payments Related to Bankruptcy.** Presented herein are payments made to various professional services firms for services rendered within one year immediately preceding the Commencement Date. The services rendered pertain to (i) debt restructuring, (ii) relief under the Bankruptcy Code, (iii) preparation of bankruptcy petitions, and/or (iv) regulatory filing preparation. Amounts listed reflect the total amounts paid to these respective firms as bifurcating the specific restructuring activities would be administratively burdensome. Information regarding the Debtors’ retention of professional service firms is more fully described in the individual retention applications and related orders.

- (g) **Statements, Part 6, Question 13.** The Debtors may, from time to time and in the ordinary course of business, transfer equipment and other assets and/or sell certain equipment and other assets to third parties. These types of ordinary course transfers have not been disclosed. The Debtors may also abandon assets in place at the locations for which they have no future use or have been unable to sell to a third party. These types of transfers have not been disclosed.
- (h) **Statements, Part 11, Question 21 – Property Held for Another.** The Debtors maintain and manage a Patient Trust Account (as defined in the Cash Management Motion) on behalf of certain of their patients in the ordinary course of business and have received authorization to do so under the Cash Management Orders. To the extent that any of the funds in the Patient Trust Account are held in trust for the benefit of third parties, such funds do not constitute property of the Debtors' estates. All account balances are as of September 30, 2022.
- (i) **Statements, Part 13, Question 26 – Books, Records and Financial Statements.** The Debtors provide certain parties, such as banks, auditors, potential investors, vendors, and financial advisors, with financial statements that may not be part of a public filing. The Debtors do not maintain complete lists or other records tracking such disclosures. Therefore, the Debtors have provided lists of these parties in their Responses to Statement Question 26 only to the extent such information was available upon recollection from Debtor personnel.
- (j) **Statements, Part 13, Question 29 – Former Directors and Officers.** Commercially reasonable efforts have been made to provide accurate and complete information regarding the former directors, managing members, general partners, members, or shareholders who were in control of the Debtors within one year before the Petition Date but who no longer hold these positions. While this information was based on a review of the Debtors' board minutes and on the best historical information available, inadvertent errors or omissions may exist.
- (k) **Statements, Part 13, Question 30 – Payments, Distributions, or Withdrawals Credited or Given to Insiders.** Distributions by the Debtors to their members and officers are listed on the attachment to Question 4. Certain of the Debtors' members and executive officers received distributions net of tax withholdings in the year preceding the Petition Date. The amounts listed under Questions 4 reflect the gross amounts paid to such members and executive officers, rather than the net amounts after deducting for tax withholdings.
- (l) **Statements, Part 13, Question 32 and Statements, Part 9, Question 17.** The Debtors have listed all active plans in addition to inactive plans. The Debtors reserve all of their rights with respect to their responses to Statements, Part 13, Question 32 and Statements, Part 9, Question 17.

* * * * *

Fill in this information to identify the case:

Debtor Avanti Hospitals, LLCUnited States Bankruptcy Court for the: Southern District of TexasCase number 22-90308
(if known)☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/22

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☐ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year			Sources of revenue Check all that apply	Gross revenue (before deductions and exclusions)
FROM THE BEGINNING OF THE FISCAL YEAR TO FILING DATE:	From 1/1/2022	To 9/30/2022	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other	\$78,845.11
FROM THE BEGINNING OF THE FISCAL YEAR TO FILING DATE:	From 1/1/2022	To 9/30/2022	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other	\$165,600.00
FOR PRIOR YEAR:	From 1/1/2021	To 12/31/2021	<input type="checkbox"/> Operating a business <input checked="" type="checkbox"/> Other REIMBURSED EXPENSES - INCOME	\$220,800.00
FOR PRIOR YEAR:	From 1/1/2021	To 12/31/2021	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other	\$104,717.41
FOR THE YEAR BEFORE THAT:	From 1/1/2020	To 12/31/2020	<input type="checkbox"/> Operating a business <input checked="" type="checkbox"/> Other REIMBURSED EXPENSES - INCOME	\$220,800.00
FOR THE YEAR BEFORE THAT:	From 1/1/2020	To 12/31/2020	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other	\$114,664.68

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☐ None

			Description of sources of revenue	Gross revenue from each source (before deductions and exclusions)
FROM THE BEGINNING OF THE FISCAL YEAR TO FILING DATE:	From 1/1/2022	To 9/30/2022	INTEREST INCOME	\$28,577.52
FOR PRIOR YEAR:	From 1/1/2021	To 12/31/2021	INTEREST INCOME	\$1,424.57
FOR THE YEAR BEFORE THAT:	From 1/1/2020	To 12/31/2020	INTEREST INCOME	\$11,950.44

Part 2: List Certain Transfers Made Before Filing for Bankruptcy**3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575. (This amount may be adjusted on 4/1/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer Check all that apply
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(Name)

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer Check all that apply
103 COLIMA, LLC 936 CRENSHAW BLVD. SUITE 100 LOS ANGELES, CA 90019	07/27/2022 08/31/2022	\$44,699.32 \$44,699.32	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>RENT</u>
TOTAL FOR 103 COLIMA, LLC		\$89,398.64	
ATHENS 14048 VALLEY BLVD CITY OF INDUSTRY, CA 91746	09/01/2022	\$10,084.95	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR ATHENS		\$10,084.95	
AVANT-GARDE HEALTH INC 5 CONCORD AVE CAMBRIDGE, MA 02138	08/17/2022	\$70,817.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR AVANT-GARDE HEALTH INC		\$70,817.00	
BONNE,BRIDGES,MUELLER 3699 WILSHIRE BLVD. 10TH FLOOR LOS ANGELES, CA 90010	07/27/2022 09/01/2022	\$10,203.55 \$20,640.49	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR BONNE,BRIDGES,MUELLER		\$30,844.04	
CALIFORNIA DEPARTMENT OF JUSTICE P.O. BOX 944255 ATTN: PUBLIC INQUIRY UNIT ATTORNEY GENERAL'S OFFICE CALIFORNIA DEPARTMENT OF JUSTICE SACRAMENTO, CA 94244-2550	08/31/2022	\$173,312.63	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR CALIFORNIA DEPARTMENT OF JUSTICE		\$173,312.63	
CBRE INC P.O. BOX 740935 LOS ANGELES, CA 90074-0935	09/01/2022	\$10,500.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR CBRE INC		\$10,500.00	
CRYPTO.COM ARENA 1111 S. FIGUERO STREET LOS ANGELES, CA 90015	07/27/2022	\$20,402.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR CRYPTO.COM ARENA		\$20,402.00	

(Name)

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer Check all that apply
DELTA DENTAL INSURANCE COMPANY P.O. BOX 647006 DALLAS, TX 75264-7006	07/06/2022 08/17/2022 09/14/2022	\$3,571.29 \$3,213.86 \$3,281.41	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR DELTA DENTAL INSURANCE COMPANY		\$10,066.56	
DELTA DENTAL OF CALIFORNIA 17871 PARK PLAZA DR200 CERRITOS, CA 90703	07/06/2022 08/17/2022 09/14/2022	\$40,751.89 \$39,040.82 \$39,866.35	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR DELTA DENTAL OF CALIFORNIA		\$119,659.06	
ED PERFORMANCE PARTNERS 1304 18TH STREET MANHATTAN BEACH, CA 90266	07/27/2022	\$36,000.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR ED PERFORMANCE PARTNERS		\$36,000.00	
FRIENDLY PC - PIPELINE COMMUNITY SPECIALTY CLINIC 1141 W REDONDO BEACH BLVD SUITE 212 GARDENA, CA 90247	09/15/2022	\$45,697.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR FRIENDLY PC - PIPELINE COMMUNITY SPECIALTY CLINIC		\$45,697.00	
HOOPER HEALTHCARE CONSULTING, LLC 18543 YORBA LINDA, CA 92886	09/01/2022	\$82,100.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR HOOPER HEALTHCARE CONSULTING, LLC		\$82,100.00	
HOSPITAL ASSOCIATION OF SO CAL 515 SOUTH FIGUEROA ST. SUITE 1300 LOS ANGELES, CA 90071-3300	08/17/2022	\$42,869.20	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR HOSPITAL ASSOCIATION OF SO CAL		\$42,869.20	
J.S. HELD LLC 50 JERICHO QUADRANGLE SUITE 117 JERICHO, NY 11753	09/01/2022	\$18,002.50	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR J.S. HELD LLC		\$18,002.50	

(Name)

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer <i>Check all that apply</i>
JAMES R. LAHANA 31255 CEDAR VALLEY DRIVE 206 WESTLAKE VILLAGE, CA 91362	07/27/2022 08/17/2022	\$6,039.00 \$16,038.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR JAMES R. LAHANA		\$22,077.00	
JPM PROPERTY HOLDINGS, LLC 5300 SOUTH SALINA STREET SYRACUSE, NY 13205	08/01/2022 09/01/2022	\$40,000.00 \$40,000.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR JPM PROPERTY HOLDINGS, LLC		\$80,000.00	
KEENAN P.O. BOX 2744 TORRANCE, CA 90509	07/06/2022 07/13/2022 07/20/2022 07/27/2022 08/03/2022 08/11/2022 08/17/2022 08/24/2022 08/31/2022 09/07/2022 09/14/2022 09/21/2022 09/28/2022	\$145,329.44 \$94,064.48 \$146,296.17 \$76,309.33 \$143,243.49 \$66,624.98 \$339,037.62 \$74,263.87 \$144,157.57 \$160,855.98 \$74,180.69 \$92,899.15 \$64,045.17	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR KEENAN		\$1,621,307.94	
LAW OFFICES OF NICHOLAS R. BRAICO, APC 24012 CALLE DE LA PLATA #120 LAGUNA HILLS, CA 92653	07/27/2022 09/01/2022	\$12,219.82 \$11,243.14	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR LAW OFFICES OF NICHOLAS R. BRAICO, APC		\$23,462.96	
MARQUEE HEALTH LLC ERIN BUSSEMA 314 W SUPERIOR ST STE 601 CHICAGO, IL 60654	07/06/2022 07/27/2022 08/17/2022 09/14/2022	\$5,364.05 \$5,424.40 \$5,364.05 \$5,364.05	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR MARQUEE HEALTH LLC		\$21,516.55	
PEACH INC P.O. BOX 69763 LOS ANGELES, CA 90069	07/06/2022	\$55,000.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR PEACH INC		\$55,000.00	

(Name)

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer Check all that apply
RUTAN & TUCKER, LLP 18575 JAMBOREE ROAD 9TH FLOOR IRVINE, CA 92612	07/27/2022 09/01/2022	\$11,908.40 \$14,934.62	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR RUTAN & TUCKER, LLP		\$26,843.02	
SCRE II SEPULVEDA, L.P. C/O CUSHMAN & WAKEFIELD, INC. 225 SANTA MONICA BOULEVARD ATTN: AVON VENTURA SANTA MONICA, CA 90401	07/27/2022 08/31/2022	\$26,617.54 \$26,679.04	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>RENT</u>
TOTAL FOR SCRE II SEPULVEDA, L.P.		\$53,296.58	
SP PLUS 20 EAST RANDOLPH STREET SUITE 7700 CHICAGO, IL 60601	08/31/2022	\$9,900.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR SP PLUS		\$9,900.00	
STEVEN HIRSCH & ASSOCIATES 18837 BROOKHURST ST. STE 209 FOUNTAIN VALLEY, CA 92708-7302	07/27/2022	\$15,784.67	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR STEVEN HIRSCH & ASSOCIATES		\$15,784.67	
THEODORA ORINGHER PC 1840 CENTURY PARK EAST SUITE 500 LOS ANGELES, CA 90067-2199	07/27/2022 09/01/2022	\$16,484.86 \$33,407.15	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR THEODORA ORINGHER PC		\$49,892.01	
U.S. DEPARTMENT OF JUSTICE 450 GOLDEN GATE AVE. P.O. BOX 3605 SANT FRANCISCO, CA 94102	07/30/2022	\$451,194.52	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR U.S. DEPARTMENT OF JUSTICE		\$451,194.52	
U.S. HEALTHWORKS MEDICAL GROUP, INC. P.O. BOX 50042 LOS ANGELES, CA 90074	08/17/2022	\$7,956.25	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayment <input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR U.S. HEALTHWORKS MEDICAL GROUP, INC.		\$7,956.25	

(Name)

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer Check all that apply
UPMC BENEFIT MGMT SRV INC 600 GRANT ST-36TH FL PITTSBURGH, PA 15219	07/06/2022	\$4,849.50	<input type="checkbox"/> Secured debt
	08/17/2022	\$4,849.50	<input type="checkbox"/> Unsecured loan repayment
	09/14/2022	\$4,849.50	<input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR UPMC BENEFIT MGMT SRV INC		\$14,548.50	
VISION SERVICE PLAN- (CA) P.O. BOX 45210 SAN FRANCISCO, CA 94145-5210	07/06/2022	\$8,405.41	<input type="checkbox"/> Secured debt
	08/17/2022	\$7,924.67	<input type="checkbox"/> Unsecured loan repayment
	09/14/2022	\$7,950.82	<input checked="" type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other
TOTAL FOR VISION SERVICE PLAN- (CA)		\$24,280.90	
GRAND TOTAL:		\$3,236,814.48	

4. **Payments or other transfers of property made within 1 year before filing this case that benefited any insider**
List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 4/1/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer
BRITTANY WHITMAN 898 N. PACIFIC COAST HWY SUITE 700 EL SEGUNDO, CA 90245	10/15/2021	\$12,828.97	PAYROLL
	10/29/2021	\$12,828.97	PAYROLL
Relationship to Debtor GENERAL COUNSEL	11/15/2021	\$12,828.97	PAYROLL
	11/30/2021	\$12,828.97	PAYROLL
	12/15/2021	\$12,828.97	PAYROLL
	12/30/2021	\$12,828.97	PAYROLL
	01/14/2022	\$11,841.60	PAYROLL
	01/28/2022	\$11,841.60	PAYROLL
	02/11/2022	\$11,841.60	PAYROLL
	02/25/2022	\$11,841.60	PAYROLL
	02/25/2022	\$100.00	REIMBURSEMENT OF MEDICAL AND DENTAL OVERPAYMENT
	03/11/2022	\$11,841.60	PAYROLL
	03/11/2022	\$25.00	REIMBURSEMENT OF MEDICAL AND DENTAL OVERPAYMENT
	03/25/2022	\$11,841.60	PAYROLL
	03/25/2022	\$25.00	REIMBURSEMENT OF MEDICAL AND DENTAL OVERPAYMENT
	04/08/2022	\$69,273.36	BONUS
	04/08/2022	\$11,841.60	PAYROLL
	04/08/2022	\$25.00	REIMBURSEMENT OF MEDICAL AND DENTAL OVERPAYMENT
	04/22/2022	\$11,841.60	PAYROLL
	04/22/2022	\$25.00	REIMBURSEMENT OF MEDICAL AND DENTAL OVERPAYMENT
	05/06/2022	\$11,841.60	PAYROLL
	05/06/2022	\$25.00	REIMBURSEMENT OF MEDICAL AND DENTAL OVERPAYMENT
	05/20/2022	\$11,841.60	PAYROLL
	05/20/2022	\$25.00	REIMBURSEMENT OF MEDICAL AND DENTAL OVERPAYMENT

(Name)

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer
	06/03/2022	\$11,841.60	PAYROLL
	06/03/2022	\$25.00	REIMBURSEMENT OF MEDICAL AND DENTAL OVERPAYMENT
	06/17/2022	\$11,841.60	PAYROLL
	06/17/2022	\$25.00	REIMBURSEMENT OF MEDICAL AND DENTAL OVERPAYMENT
	07/01/2022	\$11,841.60	PAYROLL
	07/01/2022	\$25.00	REIMBURSEMENT OF MEDICAL AND DENTAL OVERPAYMENT
	07/15/2022	\$11,841.60	PAYROLL
	07/15/2022	\$25.00	REIMBURSEMENT OF MEDICAL AND DENTAL OVERPAYMENT
	07/29/2022	\$11,841.60	PAYROLL
	07/29/2022	\$25.00	REIMBURSEMENT OF MEDICAL AND DENTAL OVERPAYMENT
	08/12/2022	\$11,841.60	PAYROLL
	08/12/2022	\$25.00	REIMBURSEMENT OF MEDICAL AND DENTAL OVERPAYMENT
	08/26/2022	\$11,841.60	PAYROLL
	08/26/2022	\$25.00	REIMBURSEMENT OF MEDICAL AND DENTAL OVERPAYMENT
	09/09/2022	\$11,841.60	PAYROLL
	09/12/2022	\$46,182.00	BONUS
	09/23/2022	\$11,841.60	PAYROLL
	09/28/2022	\$74,474.79	KERP PAYMENTS
TOTAL FOR BRITTANY WHITMAN		\$492,319.37	
JOEL BERGENFELD	10/15/2021	\$23,216.07	PAYROLL
898 N. PACIFIC COAST HWY SUITE 700	10/29/2021	\$23,216.07	PAYROLL
EL SEGUNDO, CA 90245	11/15/2021	\$23,216.07	PAYROLL
Relationship to Debtor	11/30/2021	\$23,216.07	PAYROLL
FORMER CHIEF EXECUTIVE OFFICER	12/15/2021	\$23,216.07	PAYROLL
	12/30/2021	\$23,216.07	PAYROLL
	12/30/2021	\$69,793.64	PERSONAL PAID TIME BALANCE PAY OUT
	01/14/2022	\$20,769.60	SEVERANCE
	01/28/2022	\$20,769.60	SEVERANCE
	02/11/2022	\$20,769.60	SEVERANCE
	02/25/2022	\$20,769.60	SEVERANCE
	03/11/2022	\$20,769.60	SEVERANCE
	03/25/2022	\$20,769.60	SEVERANCE
	04/08/2022	\$20,769.60	SEVERANCE
	04/22/2022	\$165,525.12	BONUS
	04/22/2022	\$20,769.60	SEVERANCE
	05/06/2022	\$20,769.60	SEVERANCE
	05/20/2022	\$20,769.60	SEVERANCE
	06/03/2022	\$20,769.60	SEVERANCE
	06/17/2022	\$20,769.60	SEVERANCE
	07/01/2022	\$20,769.60	SEVERANCE
	07/15/2022	\$20,769.60	SEVERANCE
	07/29/2022	\$20,769.60	SEVERANCE
	08/12/2022	\$20,769.23	SEVERANCE
	08/26/2022	\$20,769.23	SEVERANCE
	09/09/2022	\$20,769.23	SEVERANCE
	09/23/2022	\$20,769.23	SEVERANCE
TOTAL FOR JOEL BERGENFELD		\$769,236.10	

(Name)

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer
STEVEN BLAKE	10/15/2021	\$20,833.33	PAYROLL
898 N. PACIFIC COAST HWY SUITE 700	10/29/2021	\$20,833.33	PAYROLL
EL SEGUNDO, CA 90245	11/15/2021	\$20,833.33	PAYROLL
Relationship to Debtor	11/30/2021	\$20,833.33	PAYROLL
CHIEF FINANCIAL OFFICER	12/15/2021	\$20,833.33	PAYROLL
	12/30/2021	\$20,833.33	PAYROLL
	01/14/2022	\$19,230.02	PAYROLL
	01/28/2022	\$19,230.02	PAYROLL
	02/11/2022	\$19,230.02	PAYROLL
	02/25/2022	\$19,230.02	PAYROLL
	03/11/2022	\$19,230.02	PAYROLL
	03/25/2022	\$19,230.02	PAYROLL
	04/08/2022	\$19,230.02	PAYROLL
	04/22/2022	\$19,230.02	PAYROLL
	05/06/2022	\$19,230.02	PAYROLL
	05/20/2022	\$19,230.02	PAYROLL
	06/03/2022	\$19,230.02	PAYROLL
	06/17/2022	\$19,230.02	PAYROLL
	07/01/2022	\$19,230.02	PAYROLL
	07/15/2022	\$19,230.02	PAYROLL
	07/29/2022	\$19,230.02	PAYROLL
	08/12/2022	\$19,230.02	PAYROLL
	08/26/2022	\$19,230.02	PAYROLL
	09/09/2022	\$19,230.02	PAYROLL
	09/23/2022	\$19,230.02	PAYROLL
TOTAL FOR STEVEN BLAKE		\$490,370.36	
GRAND TOTAL:		\$1,751,925.83	

5. **Repossessions, foreclosures, and returns**
List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

6. **Setoffs**
List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity-within 1 year before filing this case.

☐ None

Case title	Nature of case	Court or agency's name and address	Status of case
AVANTI HOSPITALS V. HEALTH CARE PARTNERS	RECOVERY ACTION CONCERNING UNPAID ADMINISTRATIVE FEE.	SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
Case number 21NWCV00746			

(Name)

Case title	Nature of case	Court or agency's name and address	Status of case
AVANTI HOSPITALS V. HEALTHNET HMO Case number AAA CASE #01-22-0002-1130	RECOVERY OF UNPAID PATIENT CARE	MATTER IS IN ARBITRATION, WITH AMERICAN ARBITRATION ASSOCIATION	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
AVANTI HOSPITALS V. KAISER PERMANENTE Case number 20STCV04176	RECOVERY ACTION FOR UNPAID/UNDERPAID PATIENT CARE	SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
AVANTI HOSPITALS V. MAKARA, IWAN Case number 22STCV09772	WRONGFUL ENRICHMENT	SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
AVANTI HOSPITALS V. MEDI-CAL Case number 20STCP02501	RECOVERY ACTION FOR UNDERPAID PATIENT CARE	SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES; CA APPELLATE COURT, 2ND DISTRICT	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
AVANTI HOSPITALS V. MEDI-CAL Case number B316529	RECOVERY ACTION FOR UNDERPAID PATIENT CARE	CA APPELLATE COURT, 2ND DISTRICT	<input type="checkbox"/> Pending <input checked="" type="checkbox"/> On appeal <input type="checkbox"/> Concluded
AVANTI HOSPITALS V. MOLINA HMO Case number 20STCV33013	RECOVERY OF UNPAID PATIENT CARE	SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
BENEDEK, AGNES V. AVANTI HOSPITALS Case number 22STCV22382	PAGA COMPLAINT, REGARDING ALLEGED UNPAID EMPLOYEE WAGES	SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
BROWN, NANCY V. AVANTI HOSPITALS, LLC Case number 21STCV07010	NEGLIGENCE, STEMMING FROM VISITOR HALLWAY ACCIDENT	SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
CERFIED NURSING REGISTRY, INC. V. AVANTI HOSPITALS, LLC Case number 22STCV27602	BREACH OF CONTRACT, INVOLVING NURSING REGISTRY SERVICES DOI – 5/30/19	SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
ENCISO, GUADALUPE V. AVANTI HOSPITALS, LLC Case number 19STCV07692	MED MAL., STEMMING FROM ALLEGED PATIENT SLIP & FALL	SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
MARTINEZ, JOSE V. AVANTI HOSPITALS, LLC Case number 19STCV31788	NEGLIGENCE	SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
MCMILLAN, DELORIS V. AVANTI Case number 19STCV00022	NEGLIGENCE	SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
PEREZ, ELIZABETH V. AVANTI HOSPITALS Case number 22STCV17349	WRONGFUL DISCHARGE, WHISTLEBLOWER PROTECTION	SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

Case title	Nature of case	Court or agency's name and address	Status of case
8. Assignments and receivership List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case. <input checked="" type="checkbox"/> None			

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

☐ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
CALIFORNIA HOSPITAL ASSOCIATION POLITICAL ACTION COMMITTEE ATTN: LAUREN MORAN 1215 K STREET SUITE 700 SACRAMENTO, CA 95814 Recipient's relationship to debtor	GOVERNMENT RELATIONS AND ADVOCACY	10/26/2021	\$5,000.00
QUALITY HEALTH CARE FOR CALIFORNIANS ATTN: LAUREN MORAN 1215 K STREET SUITE 700 SACRAMENTO, CA 95814 Recipient's relationship to debtor	GOVERNMENT RELATIONS AND ADVOCACY	10/26/2021	\$12,500.00

Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☒ None

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy
List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.
☒ None

12. Self-settled trusts of which the debtor is a beneficiary
List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.
Do not include transfers already listed on this statement.
☒ None

13. Transfers not already listed on this statement
List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs.
Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.
☒ None

Part 7: Previous Locations

14. Previous addresses
List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.
☒ Does not apply

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for :

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

☒ No. Go to Part 9.**Part 9: Personal Identifiable Information****16. Does the debtor collect and retain personally identifiable information of customers?**☐ No.☒ Yes. State the nature of the information collected and retained.

NAME, ADDRESS, DATE OF BIRTH, GENDER, SOCIAL SECURITY NUMBER, DATES OF SERVICES, HEALTH INSURANCE NUMBER, HEALTH CARE PROVIDER, CONTACT INFORMATION OF THEIR PERSONAL REPRESENTATIVE

Does the debtor have a privacy policy about that information?

☐ No☒ Yes**17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?**☐ No. Go to Part 10.☒ Yes. Does the debtor serve as plan administrator?☐ No.☒ Yes. Fill in below:

Name of plan

PIPELINE HEALTH SYSTEM, LLC 401(K) PLAN

Employer identification number of the plan

83-2843667

Has the plan been terminated?

☒ No☐ Yes**Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units****18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name , or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None**19. Safe deposit boxes**

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None**20. Off-premises storage**

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☐ None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
IRON MOUNTAIN 16028 MARQUARDT AVE. CERRITOS, CA 90703	CORPORATE EMPLOYEES	FINANCE, ACCOUNTING AND ADMINISTRATIVE FILES	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes
IRON MOUNTAIN 5911 FRESCA DRIVE LA PALMA, CA 90623	CORPORATE EMPLOYEES	FINANCE, ACCOUNTING AND ADMINISTRATIVE FILES	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes
IRON MOUNTAIN 8700 MERCURY LANE PICO RIVERA, CA 90660	CORPORATE EMPLOYEES	FINANCE, ACCOUNTING AND ADMINISTRATIVE FILES	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

☒ No
☐ Yes. Provide details below.

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

☒ No
☐ Yes. Provide details below.

24. Has the debtor notified any governmental unit of any release of hazardous material?

☒ No
☐ Yes. Provide details below.

Part 13: Details About the Debtor's Business or Connections to Any Business**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☐ None

Business name and address	Describe the nature of the business	Employer identification number Do not include Social Security number or ITIN.
AVANTI HOSPITAL HOLDINGS I, LLC 898 N. PACIFIC COAST HWY SUITE 700 EL SEGUNDO, CA 90245	DEBTOR AFFILIATE	45-1737689 Date business existed From: 3/1/2011 To: PRESENT
AVANTI HOSPITAL HOLDINGS II, LLC 898 N. PACIFIC COAST HWY SUITE 700 EL SEGUNDO, CA 90245	DISSOLVED AFFILIATE	45-1737870 Date business existed From: 3/1/2011 To: 12/30/2019
CHHP HOSPITAL PROPERTY HOLDINGS, LLC 898 N. PACIFIC COAST HWY SUITE 700 EL SEGUNDO, CA 90245	DEBTOR AFFILIATE	84-3297539 Date business existed From: 9/25/2019 To: PRESENT
CHHP MOB PROPERTY HOLDINGS, LLC 898 N. PACIFIC COAST HWY SUITE 700 EL SEGUNDO, CA 90245	DEBTOR AFFILIATE	84-3288809 Date business existed From: 9/25/2019 To: PRESENT
CPH HOSPITAL PROPERTY HOLDINGS, LLC 898 N. PACIFIC COAST HWY SUITE 700 EL SEGUNDO, CA 90245	DEBTOR AFFILIATE	84-3238723 Date business existed From: 9/25/2019 To: PRESENT

(Name)

Business name and address	Describe the nature of the business	Employer identification number Do not include Social Security number or ITIN.
CPH MOB PROPERTY HOLDINGS, LLC 898 N. PACIFIC COAST HWY SUITE 700 EL SEGUNDO, CA 90245	DEBTOR AFFILIATE	84-3223348 Date business existed From: 9/25/2019 To: PRESENT
ELADH HOSPITAL PROPERTY HOLDINGS, LLC 898 N. PACIFIC COAST HWY SUITE 700 EL SEGUNDO, CA 90245	DEBTOR AFFILIATE	84-3255457 Date business existed From: 9/25/2019 To: PRESENT
GARDENA HOSPITAL PROPERTY HOLDINGS, LLC 898 N. PACIFIC COAST HWY SUITE 700 EL SEGUNDO, CA 90245	DEBTOR AFFILIATE	84-3272216 Date business existed From: 9/25/2019 To: PRESENT

26. **Books, records, and financial statements**

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address	Dates of service
RYAN HAIKER 898 N. PACIFIC COAST HWY SUITE 700 EL SEGUNDO, CA 90245	From 7/10/2017 To PRESENT
STEVEN BLAKE 898 N. PACIFIC COAST HWY SUITE 700 EL SEGUNDO, CA 90245	From 1/29/2019 To PRESENT

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and address	Dates of service
BDO USA, LLP P.O. BOX 677973 DALLAS, TX 75267	From 12/2019 To 10/2/2022

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed .

☐ None

Name and address	If any books of account and records are unavailable, explain why
RYAN HAIKER 898 N. PACIFIC COAST HWY SUITE 700 EL SEGUNDO, CA 90245	
STEVEN BLAKE 898 N. PACIFIC COAST HWY SUITE 700 EL SEGUNDO, CA 90245	

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

Name and address
ALVAREZ & MARSAL HEALTHCARE IND GRP, LLC 600 MADISON AVENUE, 8TH FLOOR NEW YORK, NY 10022
ARENT FOX LLP P.O. BOX 644672 PITTSBURGH, PA 15264-4672
BDO USA, LLP P.O. BOX 677973 DALLAS, TX 75267
DAVIDSON KEMPNER CAPITAL MANAGEMENT LP 520 MADISON AVE., 30TH FLOOR NEW YORK, NY 10022

(Name)

Name and address

DEERFIELD PRIVATE DESIGN FUND IV, L.P.
ATTN: LEGAL DEPARTMENT
DEERFIELD MANAGEMENT COMPANY, L.P.
345 PARK AVENUE SOUTH, 12TH FLOOR
NEW YORK, NY 10017

GE CAPITAL
PO BOX 4586
NEW YORK, NY 10163

LOCKTON INSURANCE BROKERS LLC
SHEILA CALLISON
777 S.FIGUEROA STREET
5200
LOS ANGELES, CA 90017

MACIAS GINI & OCONNELL LLP
P.O. BOX 7709
SAN FRANCISCO, CA 94120-7709

MED ONE CAPITAL FUNDING, LLC
10712 SOUTH 1300 EAST
SANDY, UT 84094

MEDICAL PROPERTIES TRUST
1000 URBAN CENTER DRIVE, SUITE 501
BIRMINGHAM, AL 35242

SECTOR FINANCIAL INC.
ATTN: HEALTHCARE PORTFOLIO MANAGER
5404 WISCONSIN AVENUE, SUITE 410
CHEVY CHASE, MD 20815

THE LILEKUHL GROUP, LLC
ATTN: LYNN LILE-KUHL
P.O. BOX 1861
CLEMMONS, NC 27012

TOYON ASSOCIATES
1800 SUTTER STREET, SUITE 600
CONCORD, CA 94520

TRE REIMBURSEMENT CONSULTING INC
2008 E PALMAIRE AVE
PHOENIX, AZ 85020

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ None

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

☐ None

Name	Address	Position and nature of any interest	% of interest, if any
AVANTI HEALTHCARE HOLDINGS, LLC	898 N. PACIFIC COAST HWY SUITE 700 EL SEGUNDO, CA 90245	SHAREHOLDER	100
BRITTANY WHITMAN	898 N. PACIFIC COAST HWY SUITE 700 EL SEGUNDO, CA 90245	GENERAL COUNSEL	
STEVEN BLAKE	898 N. PACIFIC COAST HWY SUITE 700 EL SEGUNDO, CA 90245	CHIEF FINANCIAL OFFICER	

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☐ None

Name	Address	Position and nature of any interest	Period during which position or interest was held
JOEL BERGENFELD	898 N. PACIFIC COAST HWY SUITE 700 EL SEGUNDO, CA 90245	FORMER CHIEF EXECUTIVE OFFICER	From 1/1/2020 To 12/31/2021

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☒ None

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

☐ None

Name of the parent corporation

Employer identification number of the parent corporation.

AVANTI HEALTHCARE HOLDINGS, LLC

27-4846142

PIPELINE HEALTH SYSTEM, LLC

83-2843667

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

☒ None

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments 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 11/10/2022.

X

/s/ Robert L. Allen

Signature of individual signing on behalf of the debtor

Robert L. Allen

Printed Name

Chief Financial Officer

Position or relationship to debtor

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☒ No
☐ Yes