

**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	Pipeline Midwest Pharmacies, LLC
United States Bankruptcy Court for the:	Southern District of Texas
Case number (if known)	22-90302

Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. **Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. **Real property:**

Copy line 88 from *Schedule A/B*

UNDETERMINED

1b. **Total personal property:**

Copy line 91A from *Schedule A/B*

\$310,174.18

1c. **Total of all property:**

Copy line 92 from *Schedule A/B*

\$310,174.18

Part 2: Summary of Liabilities

2. **Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*

\$359,688,769.74

3. **Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206EF)

3a. **Total claim amounts of priority unsecured claims:**

Copy the total claims from Part 1 from line 5a of *Schedule E/F*

NOT APPLICABLE

3b. **Total amount of claims of nonpriority amount of unsecured claims:**

Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*

+ NOT APPLICABLE

4. **Total liabilities**

Lines 2 + 3a + 3b

\$359,688,769.74

Fill in this information to identify the case:

Debtor Pipeline Midwest Pharmacies, LLC

United States Bankruptcy Court for the: Southern District of Texas

Case number (if known) 22-90302

Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets - Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*.

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: CASH AND CASH EQUIVALENTS

1. DOES THE DEBTOR HAVE ANY CASH OR CASH EQUIVALENTS?

- No. Go to Part 2.
- Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

2. CASH ON HAND

2.1.	PETTY CASH	\$650.00
------	------------	----------

3. CHECKING, SAVINGS, MONEY MARKET, OR FINANCIAL BROKERAGE ACCOUNTS (IDENTIFY ALL)

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	
3.1. WELLS FARGO	COLLECTION	2702	\$0.00
3.2. WELLS FARGO	DORMANT	6199	\$0.00

4. OTHER CASH EQUIVALENTS

NONE

5 Total of Part 1.
ADD LINES 2 THROUGH 4 (INCLUDING AMOUNTS ON ANY ADDITIONAL SHEETS). COPY THE TOTAL TO LINE 80.

\$650.00

Part 2: DEPOSITS AND PREPAYMENTS

6. DOES THE DEBTOR HAVE ANY DEPOSITS OR PREPAYMENTS?

- No. Go to Part 3.
- Yes. Fill in the information below.

Current value of debtor's interest

7. DEPOSITS, INCLUDING SECURITY DEPOSITS AND UTILITY DEPOSITS

DESCRIPTION, INCLUDING NAME OF HOLDER OF DEPOSIT

(Name)

Current value of debtor's interest

8. PREPAYMENTS, INCLUDING PREPAYMENTS ON EXECUTORY CONTRACTS, LEASES, INSURANCE, TAXES, AND RENT

DESCRIPTION, INCLUDING NAME OF HOLDER OF PREPAYMENT

9 Total of Part 2. ADD LINES 7 THROUGH 8. COPY THE TOTAL TO LINE 81.

NOT APPLICABLE

Part 3: ACCOUNTS RECEIVABLE

10. DOES THE DEBTOR HAVE ANY ACCOUNTS RECEIVABLE?

- No. Go to Part 4.
Yes. Fill in the information below.

Current value of debtor's interest

11. ACCOUNTS RECEIVABLE

OVER 90 DAYS \$154,953.65 - \$153,119.85 = \$1,833.80
face amount doubtful or uncollectable accounts

12 Total of Part 3. CURRENT VALUE ON LINES 11A + 11B = LINE 12. COPY THE TOTAL TO LINE 82.

\$1,833.80

Part 4: INVESTMENTS

13. DOES THE DEBTOR OWN ANY INVESTMENTS?

- No. Go to Part 5.
Yes. Fill in the information below.

Valuation method used for current value Current value of debtor's interest

14. MUTUAL FUNDS OR PUBLICLY TRADED STOCKS NOT INCLUDED IN PART 1

NAME OF FUND OR STOCK:

15. NON-PUBLICLY TRADED STOCK AND INTERESTS IN INCORPORATED AND UNINCORPORATED BUSINESSES, INCLUDING ANY INTEREST IN AN LLC, PARTNERSHIP, OR JOINT VENTURE

16. GOVERNMENT BONDS, CORPORATE BONDS, AND OTHER NEGOTIABLE AND NON-NEGOTIABLE INSTRUMENTS NOT INCLUDED IN PART 1

DESCRIBE:

17 Total of Part 4. ADD LINES 14 THROUGH 16. COPY THE TOTAL TO LINE 83.

NOT APPLICABLE

Part 5: INVENTORY, EXCLUDING AGRICULTURE ASSETS

18. DOES THE DEBTOR OWN ANY INVENTORY (EXCLUDING AGRICULTURE ASSETS)?

- No. Go to Part 6.
Yes. Fill in the information below.

General description Date of the last physical inventory Net book value of debtor's interest (Where available) Valuation method used for current value Current value of debtor's interest

19. RAW MATERIALS

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. RAW MATERIALS NONE				
20. WORK IN PROGRESS NONE				
21. FINISHED GOODS, INCLUDING GOODS HELD FOR RESALE NONE				
22. OTHER INVENTORY OR SUPPLIES				
22.1. MEDICAL SUPPLIES	N/A	\$307,690.38	COST	\$307,690.38
23 Total of Part 5. ADD LINES 19 THROUGH 22. COPY THE TOTAL TO LINE 84.				\$307,690.38
24. Is any of the property listed in Part 5 perishable? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes				
25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Book value _____	Valuation method _____	Current value _____	
26. Has any of the property listed in Part 5 been appraised by a professional within the last year? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes				

Part 6: FARMING AND FISHING-RELATED ASSETS (OTHER THAN TITLED MOTOR VEHICLES AND LAND)

27. DOES THE DEBTOR OWN OR LEASE ANY FARMING AND FISHING-RELATED ASSETS (OTHER THAN TITLED MOTOR VEHICLES AND LAND)? <input checked="" type="checkbox"/> No. Go to Part 7. <input type="checkbox"/> Yes. Fill in the information below.				
General description		Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. CROPS—EITHER PLANTED OR HARVESTED				
29. FARM ANIMALS EXAMPLES: LIVESTOCK, POULTRY, FARM-RAISED FISH EXAMPLES: LIVESTOCK, POULTRY, FARM-RAISED FISH				
30. FARM MACHINERY AND EQUIPMENT (OTHER THAN TITLED MOTOR VEHICLES) (OTHER THAN TITLED MOTOR VEHICLES)				
31. FARM AND FISHING SUPPLIES, CHEMICALS, AND FEED				
32. OTHER FARMING AND FISHING-RELATED PROPERTY NOT ALREADY LISTED IN PART 6				
33 Total of Part 6. ADD LINES 28 THROUGH 32. COPY THE TOTAL TO LINE 85.				NOT APPLICABLE
34. Is the debtor a member of an agricultural cooperative? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Is any of the debtor's property stored at the cooperative? <input type="checkbox"/> No <input type="checkbox"/> Yes				
35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes				

(Name)

36. Is a depreciation schedule available for any of the property listed in Part 6?

- No
- Yes

37. Has any of the property listed in Part 6 been appraised by a professional within the last year?

- No
- Yes

Part 7: OFFICE FURNITURE, FIXTURES, AND EQUIPMENT; AND COLLECTIBLES

38. DOES THE DEBTOR OWN OR LEASE ANY OFFICE FURNITURE, FIXTURES, EQUIPMENT, OR COLLECTIBLES?

- No. Go to Part 8.
- Yes. Fill in the information below.

General description

Net book value of debtor's interest
(Where available)

Valuation method used for current value

Current value of debtor's interest

39. OFFICE FURNITURE

40. OFFICE FIXTURES

41. OFFICE EQUIPMENT, INCLUDING ALL COMPUTER EQUIPMENT AND COMMUNICATION SYSTEMS EQUIPMENT AND SOFTWARE

42. COLLECTIBLES EXAMPLES: ANTIQUES AND FIGURINES; PAINTINGS, PRINTS, OR OTHER ARTWORK; BOOKS, PICTURES, OR OTHER ART OBJECTS; CHINA AND CRYSTAL; STAMP, COIN, OR BASEBALL CARD COLLECTIONS; OTHER COLLECTIONS, MEMORABILIA, OR COLLECTIBLES EXAMPLES: ANTIQUES AND FIGURINES; PAINTINGS, PRINTS, OR OTHER ARTWORK; BOOKS, PICTURES, OR OTHER ART OBJECTS; CHINA AND CRYSTAL; STAMP, COIN, OR BASEBALL CARD COLLECTIONS; OTHER COLLECTIONS, MEMORABILIA, OR COLLECTIBLES

43 Total of Part 7.
ADD LINES 39 THROUGH 42. COPY THE TOTAL TO LINE 86.

NOT APPLICABLE

44. Is a depreciation schedule available for any of the property listed in Part 7?

- No
- Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

- No
- Yes

Part 8: MACHINERY, EQUIPMENT, AND VEHICLES

46. DOES THE DEBTOR OWN OR LEASE ANY MACHINERY, EQUIPMENT, OR VEHICLES?

- No. Go to Part 9.
- Yes. Fill in the information below.

General description

Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)

Net book value of debtor's interest
(Where available)

Valuation method used for current value

Current value of debtor's interest

47. AUTOMOBILES, VANS, TRUCKS, MOTORCYCLES, TRAILERS, AND TITLED FARM VEHICLES

48. WATERCRAFT, TRAILERS, MOTORS, AND RELATED ACCESSORIES EXAMPLES: BOATS, TRAILERS, MOTORS, FLOATING HOMES, PERSONAL WATERCRAFT, AND FISHING VESSELS

49. AIRCRAFT AND ACCESSORIES

50. OTHER MACHINERY, FIXTURES, AND EQUIPMENT (EXCLUDING FARM MACHINERY AND EQUIPMENT)

(Name)

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
50. OTHER MACHINERY, FIXTURES, AND EQUIPMENT (EXCLUDING FARM MACHINERY AND EQUIPMENT)			
51 Total of Part 8. ADD LINES 47 THROUGH 50. COPY THE TOTAL TO LINE 87.			NOT APPLICABLE
52. Is a depreciation schedule available for any of the property listed in Part 8? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			
53. Has any of the property listed in Part 8 been appraised by a professional within the last year? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			

Part 9: REAL PROPERTY

54. DOES THE DEBTOR OWN OR LEASE ANY REAL PROPERTY? <input type="checkbox"/> No. Go to Part 10. <input checked="" type="checkbox"/> Yes. Fill in the information below.				
55. ANY BUILDING, OTHER IMPROVED REAL ESTATE, OR LAND WHICH THE DEBTOR OWNS OR IN WHICH THE DEBTOR HAS AN INTEREST				
Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1. 1 ERIE ST., OAK PARK, IL 60302	LEASE	UNDETERMINED	N/A	UNDETERMINED
55.2. 1225 W LAKE ST, MELROSE PARK, IL 60160	LEASE	UNDETERMINED	N/A	UNDETERMINED
56 Total of Part 9. ADD THE CURRENT VALUE ON LINES 55.1 THROUGH 55.6 AND ENTRIES FROM ANY ADDITIONAL SHEETS. COPY THE TOTAL TO LINE 88.			UNDETERMINED	
57. Is a depreciation schedule available for any of the property listed in Part 9? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes				
58. Has any of the property listed in Part 9 been appraised by a professional within the last year? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes				

Part 10: INTANGIBLES AND INTELLECTUAL PROPERTY

59. DOES THE DEBTOR HAVE ANY INTERESTS IN INTANGIBLES OR INTELLECTUAL PROPERTY? <input type="checkbox"/> No. Go to Part 11. <input checked="" type="checkbox"/> Yes. Fill in the information below.				
General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest	
60. PATENTS, COPYRIGHTS, TRADEMARKS, AND TRADE SECRETS				
61. INTERNET DOMAIN NAMES AND WEBSITES				
62. LICENSES, FRANCHISES, AND ROYALTIES				
62.1. DEA REGISTRATION NO. FP0003955 - CONTROLLED SUBSTANCE REGISTRATION CERTIFICATE	UNDETERMINED	N/A	UNDETERMINED	

(Name)

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
62. LICENSES, FRANCHISES, AND ROYALTIES			
62.2. LICENSE NO.: 320.013037, 54.021169 - CONTROLLED SUBSTANCE LICENSE	UNDETERMINED	N/A	UNDETERMINED
62.3. LICENSE NO.: 54.021169, 51.294915 - PHARMACY LICENSE	UNDETERMINED	N/A	UNDETERMINED
63. CUSTOMER LISTS, MAILING LISTS, OR OTHER COMPILATIONS			
63.1. PATIENTS / PATIENTS' FAMILY	UNDETERMINED	N/A	UNDETERMINED
64. OTHER INTANGIBLES, OR INTELLECTUAL PROPERTY			
65. GOODWILL			
66. Total of Part 10. ADD LINES 60 THROUGH 65. COPY THE TOTAL TO LINE 89.			UNDETERMINED
67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes			
68. Is there an amortization or other similar schedule available for any of the property listed in Part 10? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes			
69. Has any of the property listed in Part 10 been appraised by a professional within the last year? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			
Part 11: ALL OTHER ASSETS			
70. DOES THE DEBTOR OWN ANY OTHER ASSETS THAT HAVE NOT YET BEEN REPORTED ON THIS FORM? INCLUDE ALL INTERESTS IN EXECUTORY CONTRACTS AND UNEXPIRED LEASES NOT PREVIOUSLY REPORTED ON THIS FORM. <input checked="" type="checkbox"/> No. Go to Part 12. <input type="checkbox"/> Yes. Fill in the information below.			
			Current value of debtor's interest
71. NOTES RECEIVABLE DESCRIPTION (INCLUDE NAME OF OBLIGOR)			
72. TAX REFUNDS AND UNUSED NET OPERATING LOSSES (NOLS) DESCRIPTION (FOR EXAMPLE, FEDERAL, STATE, LOCAL)			
73. INTERESTS IN INSURANCE POLICIES OR ANNUITIES			
74. CAUSES OF ACTION AGAINST THIRD PARTIES (WHETHER OR NOT A LAWSUIT HAS BEEN FILED)			
75. OTHER CONTINGENT AND UNLIQUIDATED CLAIMS OR CAUSES OF ACTION OF EVERY NATURE, INCLUDING COUNTERCLAIMS OF THE DEBTOR AND RIGHTS TO SET OFF CLAIMS			
76. TRUSTS, EQUITABLE OR FUTURE INTERESTS IN PROPERTY			
77. OTHER PROPERTY OF ANY KIND NOT ALREADY LISTED EXAMPLES: SEASON TICKETS, COUNTRY CLUB MEMBERSHIP EXAMPLES: SEASON TICKETS, COUNTRY CLUB MEMBERSHIP			

(Name)

78 Total of Part 11. ADD LINES 71 THROUGH 77. COPY THE TOTAL TO LINE 90.

NOT APPLICABLE

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?
[checked] No
[] Yes

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Table with 3 columns: Type of property, Current value of personal property, Current value of real property. Rows include 80-92 with values like \$650.00, \$1,833.80, \$307,690.38, and \$310,174.18.

Fill in this information to identify the case:

Debtor Pipeline Midwest Pharmacies, LLC

United States Bankruptcy Court for the: Southern District of Texas

Case number 22-90302
(if known)

Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. 1. **Do any creditors have claims secured by debtor's property?**
- No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- Yes. Fill in all of the information below.

Part 1: List All Creditors with Secured Claims

2. **List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.

<i>Column A</i>	<i>Column B</i>
Amount of claim <i>Do not deduct the value of collateral.</i>	Value of collateral that supports this claim

<p>2.1</p> <p>Creditor's name CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH</p> <p>Creditor's mailing address 802 WEST BAY RD GEORGE TOWN CAYMAN ISLANDS</p> <p>Creditor's email address</p> <p>Date or dates debt was incurred VARIOUS</p> <p>Last 4 digits of account number:</p> <p>Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes</p> <p>Specify each creditor, including this creditor, and its relative priority. DEERFIELD PRIVATE DESIGN FUND IV, L.P. EQUAL; DKLDO IV TRADING SUBSIDIARY LP EQUAL</p>	<p>Describe debtor's property that is subject to a lien SUBSTANTIALLY ALL PERSONAL PROPERTY OF LOAN OBLIGORS, SUBJECT TO (A) CERTAIN EXCLUSIONS AS SET FORTH IN THE LOAN DOCUMENTS AND (B) INTERCREDITOR ARRANGEMENTS</p> <p>Describe the lien ASSET-BACKED LENDING FACILITY</p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	<p>\$29,007,844.00</p>	<p>UNKNOWN</p>
--	---	------------------------	----------------

(Name)

Part 1: Additional Page

			Column A	Column B
			Amount of claim <i>Do not deduct the value of collateral.</i>	Value of collateral that supports this claim
2.2	<p>Creditor's name DEERFIELD PRIVATE DESIGN FUND IV, L.P.</p> <p>Creditor's mailing address ATTN: LEGAL DEPARTMENT DEERFIELD MANAGEMENT COMPANY, L.P. 345 PARK AVENUE SOUTH, 12TH FLOOR NEW YORK, NY 10017</p> <p>Creditor's email address</p> <p>Date or dates debt was incurred 1/28/2019</p> <p>Last 4 digits of account number:</p> <p>Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes Specify each creditor, including this creditor, and its relative priority. CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH EQUAL; DKLDO IV TRADING SUBSIDIARY LP EQUAL</p>	<p>Describe debtor's property that is subject to a lien SUBSTANTIALLY ALL ASSETS OF LOAN OBLIGORS, SUBJECT TO (A) CERTAIN EXCLUSIONS AS SET FORTH IN THE LOAN DOCUMENTS, (B) INTERCREDITOR ARRANGEMENTS, AND (C) THE QUALIFICATIONS SET FORTH IN THE GLOBAL NOTES REGARDING THE PERFECTION OF CERTAIN LIENS.</p> <p>Describe the lien 1ST LIEN</p> <p>Is the creditor an insider or related party? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	\$153,751,689.81	UNKNOWN
2.3	<p>Creditor's name DEERFIELD PRIVATE DESIGN FUND IV, L.P.</p> <p>Creditor's mailing address ATTN: LEGAL DEPARTMENT DEERFIELD MANAGEMENT COMPANY, L.P. 345 PARK AVENUE SOUTH, 12TH FLOOR NEW YORK, NY 10017</p> <p>Creditor's email address</p> <p>Date or dates debt was incurred 8/10/2022</p> <p>Last 4 digits of account number:</p> <p>Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes Specify each creditor, including this creditor, and its relative priority. CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH EQUAL; DKLDO IV TRADING SUBSIDIARY LP EQUAL</p>	<p>Describe debtor's property that is subject to a lien SUBSTANTIALLY ALL ASSETS OF LOAN OBLIGORS, SUBJECT TO (A) CERTAIN EXCLUSIONS AS SET FORTH IN THE LOAN DOCUMENTS, (B) INTERCREDITOR ARRANGEMENTS, AND (C) THE QUALIFICATIONS SET FORTH IN THE GLOBAL NOTES REGARDING THE PERFECTION OF CERTAIN LIENS.</p> <p>Describe the lien 1ST LIEN</p> <p>Is the creditor an insider or related party? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	\$16,512,833.33	UNKNOWN

(Name)

Part 1: Additional Page

		Column A	Column B	
		Amount of claim <i>Do not deduct the value of collateral.</i>	Value of collateral that supports this claim	
2.4	<p>Creditor's name DKLDO IV TRADING SUBSIDIARY LP</p> <p>Creditor's mailing address DAVIDSON KEMPNER CAPITAL MANAGEMENT LP 520 MADISON AVENUE, 30TH FLOOR NEW YORK, NY 10022</p> <p>Creditor's email address</p> <p>Date or dates debt was incurred 1/28/2019</p> <p>Last 4 digits of account number:</p> <p>Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes Specify each creditor, including this creditor, and its relative priority. CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH EQUAL; DEERFIELD PRIVATE DESIGN FUND IV, L.P. EQUAL</p>	<p>Describe debtor's property that is subject to a lien SUBSTANTIALLY ALL ASSETS OF LOAN OBLIGORS, SUBJECT TO (A) CERTAIN EXCLUSIONS AS SET FORTH IN THE LOAN DOCUMENTS, (B) INTERCREDITOR ARRANGEMENTS, AND (C) THE QUALIFICATIONS SET FORTH IN THE GLOBAL NOTES REGARDING THE PERFECTION OF CERTAIN LIENS.</p> <p>Describe the lien 1ST LIEN</p> <p>Is the creditor an insider or related party? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	\$143,903,569.27	UNKNOWN
2.5	<p>Creditor's name DKLDO IV TRADING SUBSIDIARY LP</p> <p>Creditor's mailing address DAVIDSON KEMPNER CAPITAL MANAGEMENT LP 520 MADISON AVENUE, 30TH FLOOR NEW YORK, NY 10022</p> <p>Creditor's email address</p> <p>Date or dates debt was incurred 8/10/2022</p> <p>Last 4 digits of account number:</p> <p>Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes Specify each creditor, including this creditor, and its relative priority. CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH EQUAL; DEERFIELD PRIVATE DESIGN FUND IV, L.P. EQUAL</p>	<p>Describe debtor's property that is subject to a lien SUBSTANTIALLY ALL ASSETS OF LOAN OBLIGORS, SUBJECT TO (A) CERTAIN EXCLUSIONS AS SET FORTH IN THE LOAN DOCUMENTS, (B) INTERCREDITOR ARRANGEMENTS, AND (C) THE QUALIFICATIONS SET FORTH IN THE GLOBAL NOTES REGARDING THE PERFECTION OF CERTAIN LIENS.</p> <p>Describe the lien 1ST LIEN</p> <p>Is the creditor an insider or related party? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	\$16,512,833.33	UNKNOWN
3.	<p>Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.</p>		\$359,688,769.74	

(Name)

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and Address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
CORTLAND PRODUCTS CORP. ATTN: LEGAL DEPARTMENT AND DEERFIELD AGENCY DEPARTMENT 225 W. WASHINGTON ST 9TH FLOOR CHICAGO, IL 60606	Line 2.2	
CORTLAND PRODUCTS CORP. ATTN: LEGAL DEPARTMENT AND DEERFIELD AGENCY DEPARTMENT 225 W. WASHINGTON ST 9TH FLOOR CHICAGO, IL 60606	Line 2.3	
CORTLAND PRODUCTS CORP. ATTN: LEGAL DEPARTMENT AND DEERFIELD AGENCY DEPARTMENT 225 W. WASHINGTON ST 9TH FLOOR CHICAGO, IL 60606	Line 2.4	
CORTLAND PRODUCTS CORP. ATTN: LEGAL DEPARTMENT AND DEERFIELD AGENCY DEPARTMENT 225 W. WASHINGTON ST 9TH FLOOR CHICAGO, IL 60606	Line 2.5	
CREDIT SUISSE AG, NEW YORK BRANCH ATTN: PATRICK HART 12 MADISON AVENUE NEW YORK, NY 10010	Line 2.1	

Fill in this information to identify the case:

Debtor	<u>Pipeline Midwest Pharmacies, LLC</u>
United States Bankruptcy Court for the:	<u>Southern District of Texas</u>
Case number (if known)	<u>22-90302</u>

Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).
- No. Go to Part 2.
- Yes. Go to line 2.

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

- Do any creditors have nonpriority unsecured claims? (See 11 U.S.C. § 507).
- No.
- Yes.

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

		Total of claim amounts
5a. Total claims from Part 1	5a.	<u>NOT APPLICABLE</u>
5b. Total claims from Part 2	5b. +	<u>NOT APPLICABLE</u>
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	5c.	<u>NOT APPLICABLE</u>

Fill in this information to identify the case:

Debtor	<u>Pipeline Midwest Pharmacies, LLC</u>
United States Bankruptcy Court for the:	<u>Southern District of Texas</u>
Case number (if known)	<u>22-90302</u>

Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

- No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

<p>2.1</p> <p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	<p>SERVICE AGREEMENT</p>	<p>340B TECHNOLOGIES INC D/B/A 340BASICS ATTN COLLEEN DICLAUDIO, PRESIDENT 309 FELLOWSHIP RD MT LAUREL, NJ 08054</p>
<p>2.2</p> <p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	<p>PHARMACY SERVICES AGREEMENT</p>	<p>PCC COMMUNITY WELLNESS CENTER 14 LAKE STREET OAK PARK, IL 60302</p>

Fill in this information to identify the case:

Debtor Pipeline Midwest Pharmacies, LLC

United States Bankruptcy Court for the: Southern District of Texas

Case number 22-90302
(if known)

Check if this is an amended filing

Official Form 206H

Schedule H: Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Does the debtor have any codebtors?

- No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
 Yes.

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor			Column 2: Creditor	
	Name	Mailing Address	Name	Check all schedules that apply
2.1	1ST LIEN - BRIDGE FACILITY-AVANTI HEALTHCARE HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.2	1ST LIEN - BRIDGE FACILITY-AVANTI HEALTHCARE HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.3	1ST LIEN - BRIDGE FACILITY-AVANTI HOSPITAL HOLDINGS I, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.4	1ST LIEN - BRIDGE FACILITY-AVANTI HOSPITAL HOLDINGS I, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.5	1ST LIEN - BRIDGE FACILITY-AVANTI HOSPITALS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.6	1ST LIEN - BRIDGE FACILITY-AVANTI HOSPITALS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.7	1ST LIEN - BRIDGE FACILITY-CHHP HOLDINGS II, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.8	1ST LIEN - BRIDGE FACILITY-CHHP HOLDINGS II, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.9	1ST LIEN - BRIDGE FACILITY-CHHP MANAGEMENT, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.10	1ST LIEN - BRIDGE FACILITY-CHHP MANAGEMENT, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

(Name)

Additional Page if Debtor Has More Codebtors

Column 1: Codebtor			Column 2: Creditor	
	Name	Mailing Address	Name	Check all schedules that apply
2.11	1ST LIEN - BRIDGE FACILITY-CPH HOSPITAL MANAGEMENT, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.12	1ST LIEN - BRIDGE FACILITY-CPH HOSPITAL MANAGEMENT, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.13	1ST LIEN - BRIDGE FACILITY-ELADH MANAGEMENT, L.L.C.	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.14	1ST LIEN - BRIDGE FACILITY-ELADH MANAGEMENT, L.L.C.	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.15	1ST LIEN - BRIDGE FACILITY-ELADH, L.P.	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.16	1ST LIEN - BRIDGE FACILITY-ELADH, L.P.	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.17	1ST LIEN - BRIDGE FACILITY-GARDENA HOSPITAL MANAGEMENT, L.L.C.	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.18	1ST LIEN - BRIDGE FACILITY-GARDENA HOSPITAL MANAGEMENT, L.L.C.	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.19	1ST LIEN - BRIDGE FACILITY-GARDENA HOSPITAL, L.P.	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.20	1ST LIEN - BRIDGE FACILITY-GARDENA HOSPITAL, L.P.	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.21	1ST LIEN - BRIDGE FACILITY-HEALTHPLUS+ HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.22	1ST LIEN - BRIDGE FACILITY-HEALTHPLUS+ HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.23	1ST LIEN - BRIDGE FACILITY-PIPELINE – LAKEFRONT MEDICAL ASSOCIATES, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.24	1ST LIEN - BRIDGE FACILITY-PIPELINE – LAKEFRONT MEDICAL ASSOCIATES, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.25	1ST LIEN - BRIDGE FACILITY-PIPELINE – WEISS MEDICAL SPECIALISTS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.26	1ST LIEN - BRIDGE FACILITY-PIPELINE – WEISS MEDICAL SPECIALISTS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

(Name)

Additional Page if Debtor Has More Codebtors

Column 1: Codebtor			Column 2: Creditor	
	Name	Mailing Address	Name	Check all schedules that apply
2.27	1ST LIEN - BRIDGE FACILITY-PIPELINE – WEISS MEMORIAL HOSPITAL, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.28	1ST LIEN - BRIDGE FACILITY-PIPELINE – WEISS MEMORIAL HOSPITAL, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.29	1ST LIEN - BRIDGE FACILITY-PIPELINE – WEST SUBURBAN MEDICAL CENTER, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.30	1ST LIEN - BRIDGE FACILITY-PIPELINE – WEST SUBURBAN MEDICAL CENTER, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.31	1ST LIEN - BRIDGE FACILITY-PIPELINE HEALTH SYSTEMS HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.32	1ST LIEN - BRIDGE FACILITY-PIPELINE HEALTH SYSTEMS HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.33	1ST LIEN - BRIDGE FACILITY-RIVER FOREST PROPERTY HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.34	1ST LIEN - BRIDGE FACILITY-RIVER FOREST PROPERTY HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.35	1ST LIEN - BRIDGE FACILITY-SRC HOSPITAL INVESTMENTS I, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.36	1ST LIEN - BRIDGE FACILITY-SRC HOSPITAL INVESTMENTS I, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.37	1ST LIEN - BRIDGE FACILITY-WEISS PROPERTY HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.38	1ST LIEN - BRIDGE FACILITY-WEISS PROPERTY HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.39	1ST LIEN - BRIDGE FACILITY-WEST SUBURBAN PROPERTY HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.40	1ST LIEN - BRIDGE FACILITY-WEST SUBURBAN PROPERTY HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.41	1ST LIEN TL-AVANTI HEALTHCARE HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.42	1ST LIEN TL-AVANTI HEALTHCARE HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

(Name)

Additional Page if Debtor Has More Codebtors

Column 1: Codebtor			Column 2: Creditor	
	Name	Mailing Address	Name	Check all schedules that apply
2.43	1ST LIEN TL-AVANTI HOSPITAL HOLDINGS I, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.44	1ST LIEN TL-AVANTI HOSPITAL HOLDINGS I, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.45	1ST LIEN TL-AVANTI HOSPITALS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.46	1ST LIEN TL-AVANTI HOSPITALS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.47	1ST LIEN TL-CHHP HOLDINGS II, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.48	1ST LIEN TL-CHHP HOLDINGS II, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.49	1ST LIEN TL-CHHP MANAGEMENT, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.50	1ST LIEN TL-CHHP MANAGEMENT, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.51	1ST LIEN TL-CPH HOSPITAL MANAGEMENT, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.52	1ST LIEN TL-CPH HOSPITAL MANAGEMENT, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.53	1ST LIEN TL-ELADH MANAGEMENT, L.L.C.	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.54	1ST LIEN TL-ELADH MANAGEMENT, L.L.C.	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.55	1ST LIEN TL-ELADH, L.P.	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.56	1ST LIEN TL-ELADH, L.P.	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.57	1ST LIEN TL-GARDENA HOSPITAL MANAGEMENT, L.L.C.	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.58	1ST LIEN TL-GARDENA HOSPITAL MANAGEMENT, L.L.C.	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.59	1ST LIEN TL-GARDENA HOSPITAL, L.P.	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

(Name)

Additional Page if Debtor Has More Codebtors

Column 1: Codebtor			Column 2: Creditor	
	Name	Mailing Address	Name	Check all schedules that apply
2.60	1ST LIEN TL-GARDENA HOSPITAL, L.P.	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.61	1ST LIEN TL-HEALTHPLUS+ HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.62	1ST LIEN TL-HEALTHPLUS+ HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.63	1ST LIEN TL-PIPELINE – LAKEFRONT MEDICAL ASSOCIATES, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.64	1ST LIEN TL-PIPELINE – LAKEFRONT MEDICAL ASSOCIATES, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.65	1ST LIEN TL-PIPELINE – WEISS MEDICAL SPECIALISTS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.66	1ST LIEN TL-PIPELINE – WEISS MEDICAL SPECIALISTS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.67	1ST LIEN TL-PIPELINE – WEISS MEMORIAL HOSPITAL, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.68	1ST LIEN TL-PIPELINE – WEISS MEMORIAL HOSPITAL, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.69	1ST LIEN TL-PIPELINE – WEST SUBURBAN MEDICAL CENTER, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.70	1ST LIEN TL-PIPELINE – WEST SUBURBAN MEDICAL CENTER, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.71	1ST LIEN TL-PIPELINE HEALTH SYSTEMS HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.72	1ST LIEN TL-PIPELINE HEALTH SYSTEMS HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.73	1ST LIEN TL-RIVER FOREST PROPERTY HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.74	1ST LIEN TL-RIVER FOREST PROPERTY HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.75	1ST LIEN TL-SRC HOSPITAL INVESTMENTS I, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.76	1ST LIEN TL-SRC HOSPITAL INVESTMENTS I, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

(Name)

Additional Page if Debtor Has More Codebtors

Column 1: Codebtor			Column 2: Creditor	
	Name	Mailing Address	Name	Check all schedules that apply
2.77	1ST LIEN TL-WEISS PROPERTY HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.78	1ST LIEN TL-WEISS PROPERTY HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.79	1ST LIEN TL-WEST SUBURBAN PROPERTY HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DEERFIELD PRIVATE DESIGN FUND IV, L.P.	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.80	1ST LIEN TL-WEST SUBURBAN PROPERTY HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	DKLDO IV TRADING SUBSIDIARY LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.81	ABL-AVANTI HOSPITAL HOLDINGS I, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.82	ABL-AVANTI HOSPITALS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.83	ABL-CHHP HOLDINGS II, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.84	ABL-CHHP MANAGEMENT, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.85	ABL-CPH HOSPITAL MANAGEMENT, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.86	ABL-ELADH MANAGEMENT, L.L.C.	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.87	ABL-ELADH, L.P.	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.88	ABL-GARDENA HOSPITAL MANAGEMENT, L.L.C.	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.89	ABL-GARDENA HOSPITAL, L.P.	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.90	ABL-HEALTHPLUS+ HOLDINGS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.91	ABL-PIPELINE – LAKEFRONT MEDICAL ASSOCIATES, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.92	ABL-PIPELINE – WEISS MEDICAL SPECIALISTS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.93	ABL-PIPELINE – WEISS MEMORIAL HOSPITAL, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Additional Page if Debtor Has More Codebtors

<i>Column 1: Codebtor</i>		<i>Column 2: Creditor</i>		
	Name	Mailing Address	Name	<i>Check all schedules that apply</i>
2.94	ABL-PIPELINE – WEST SUBURBAN MEDICAL CENTER, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.95	ABL-PIPELINE EAST DALLAS, LLC	898 N. PACIFIC COAST HIGHWAY SUITE 700 EL SEGUNDO, CA 90245	CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Fill in this information to identify the case:

Debtor Pipeline Midwest Pharmacies, LLCUnited States Bankruptcy Court for the: Southern District of TexasCase number 22-90302
(if known)

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

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.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/10/2022
MM / DD / YYYY

X /s/ ROBERT ALLEN
Signature of individual signing on behalf of debtor

ROBERT ALLEN
Printed name

CHIEF FINANCIAL OFFICER
Position or relationship to debtor