

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

In re:)	Chapter 11
)	
MEDLY HEALTH INC., <i>et al.</i> , ¹)	Case No. 22-11257 (KBO)
)	
Debtors.)	(Jointly Administered)
)	
)	Re: Docket No. 347

**AMENDED NOTICE OF AGENDA OF MATTERS SCHEDULED FOR HEARING ON
FEBRUARY 7, 2023, AT 10:30 A.M. (PREVAILING EASTERN TIME)²
BEFORE THE HONORABLE KAREN B. OWENS**

RESOLVED MATTERS:

1. Application for an Order Authorizing and Approving the Employment of Porzio, Bromberg & Newman, P.C. as Counsel to the Official Committee of Unsecured Creditors, Nunc Pro Tunc to December 22, 2022 [Filed: 1/11/23] (Docket No. 275)

Response Deadline: January 25, 2023 at 4:00 p.m. ET.

¹ The Debtors, along with the last four (4) digits of each Debtor's federal tax identification number are: Medly Health Inc. (3391); Care Well Pharmacy, Inc. (9048); Grubbs Care Pharmacy NW Inc. (0490); Marg Pharmacy, Inc. (5838); Medly Atlanta Inc. (7312); Medly Baltimore Inc. (2354); Medly Bedford Ave Pharmacy Inc. (3690); Medly Bristol Inc. (4556); Medly Bronx Inc. (4741); Medly Chicago Inc. (5231); Medly Dallas Inc. (7581); Medly DC Inc. (9403); Medly Enterprise LLC (8898); Medly Grand Central Inc. (1741); Medly Houston Inc. (7443); Medly Jersey City Inc. (5677); Medly Mail Service Pharmacy LLC (9203); Medly Miami Inc. (8101); Medly Orlando Inc. (7581); Medly Pharmacy Inc. (4606); Medly Pharmacy PA Inc. (8494); Medly Pittsburgh Inc. (8381); Medly Queens Inc. (9623); Medly Raleigh Inc. (5140); Medly San Antonio Inc. (9973); Medly Stamford Inc. (4966); Medly Tampa Inc. (5128); Medly UCHC Pharmacy Inc. (6672); Medly Utah Inc. (4648); Pharmaca Integrative Pharmacy, Inc. (0334); Tango340B LLC (4781); West Campbell Pharmacy Inc. (2931); Khora Health Solutions Inc. (2909); and RPH Innovations LLC (3767). The Debtors' business address is 7088 Winchester Circle, Suite 100, Boulder CO 80301.

² This hearing will be conducted in person before The Honorable Judge Karen B. Owens at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 3, Wilmington, Delaware 19801. All parties, including witnesses, are expected to attend in person unless permitted to appear via Zoom. Participation at the in-person court proceeding using Zoom is allowed only in the following circumstances: (i) counsel for a party or a pro se litigant files a responsive pleading and intends to make only a limited argument; (ii) a party or a representative of a party is interested in observing the hearing; (iii) a party is proceeding in a claims allowance dispute on a pro se basis; (iv) an individual has a good faith health-related reason to participate remotely and has obtained permission from chambers to do so; or (v) other extenuating circumstances that warrant remote participation as may be determined by the Court. **Any party wishing to appear by Zoom must register at least two hours prior to the hearing with the Zoom link at: https://debuscourts.zoomgov.com/meeting/register/vJltfuGtpzooEonLiLRdE1_7EqhkxAONKYs** After registering your appearance by Zoom, you will receive a confirmation email containing information about joining the hearing. Any exceptions must be approved by chambers.

Responses Received: None.

Related Documents:

- A. Certificate of No Objection Regarding Application for an Order Authorizing and Approving the Employment of Porzio, Bromberg & Newman, P.C. as Counsel to the Official Committee of Unsecured Creditors, Nunc Pro Tunc to December 22, 2022 [Filed: 1/27/23] (Docket No. 332)
- B. [Signed] Order Granting Application for an Order Authorizing and Approving the Employment of Porzio, Bromberg & Newman, P.C. as Counsel to the Official Committee of Unsecured Creditors, Nunc Pro Tunc to December 22, 2022 [Filed: 1/27/23] (Docket No. 333)

Status: The Court has entered on order on this matter. No hearing is necessary.

- 2. Application Pursuant to Fed. R. Bankr. P. 2014(a) for Order Under Section 1103 of the Bankruptcy Code Authorizing the Employment and Retention of Rock Creek Advisors LLC as Financial Advisor to the Official Committee of Unsecured Creditors Nunc Pro Tunc to December 27, 2022 [Filed: 1/11/23] (Docket No. 276)

Response Deadline: January 25, 2023 at 4:00 p.m. ET.

Responses Received: None.

Related Documents:

- A. Certificate of No Objection Regarding Entry of Final Order Authorizing Retention of Rock Creek Advisors LLC as Financial Advisor to the Official Committee of Unsecured Creditors Nunc Pro Tunc to December 27, 2022 [Filed: 1/27/23] (Docket No. 331)
- B. [Signed] Order Authorizing Retention of Rock Creek Advisors LLC as Financial Advisor to the Official Committee of Unsecured Creditors Nunc Pro Tunc to December 27, 2022 [Filed: 1/27/23] (Docket No. 334)

Status: The Court has entered on order on this matter. No hearing is necessary.

- 3. Motion for Entry of an Order: (I) Extending the Deadline by which the Debtors Must Assume or Reject Unexpired Leases of Nonresidential Real Property; and (II) Granting Related Relief [Filed: 1/24/23] (Docket No. 326)

Response Deadline: January 31, 2023 at 4:00 p.m. ET.

Responses Received: Informal comments received from certain landlords.

Related Documents:

- A. Certificate of Counsel Regarding Motion for Entry of an Order: (I) Extending the Deadline by which the Debtors Must Assume or Reject Unexpired Leases of Nonresidential Real Property; and (II) Granting Related Relief [Filed: 2/1/23] (Docket No. 341)
- B. [Signed] Order: (I) Extending the Deadline by which the Debtors Must Assume or Reject Unexpired Leases of Nonresidential Real Property; and (II) Granting Related Relief [Filed: 2/2/23] (Docket No. 343)

Status: The Court has entered on order on this matter. No hearing is necessary.

MATTER TO BE SUBMITTED UNDER COC:

- 4. Debtors' Second Omnibus Motion Seeking Entry of an Order (I) Authorizing the Rejection of Certain (A) Unexpired Leases and (B) Executory Contracts; (II) Authorizing the Abandonment of Certain Personal Property; and (III) Granting Related Relief [Filed: 12/29/22] ([Docket No. 127](#))

Response Deadline: January 17, 2023 at 4:00 p.m. ET. (*Extended until February 3, 2023 for RAR2 Queen Anne - Metro Market QRS LLC*)

Responses Received: Informal comments from several Contract counterparties.

Related Documents:

- A. [Proposed] Order (I) Authorizing the Rejection of Certain (A) Unexpired Leases and (B) Executory Contracts; (II) Authorizing the Abandonment of Certain Personal Property; and (III) Granting Related Relief [Filed: 12/29/22] ([Docket No. 127, Exhibit A](#))
- B. Notice of Withdrawal of Debtors' Second Omnibus Rejection Motion Solely As To Papyrus [Filed: 1/4/23] ([Docket No. 154](#))
- C. Re-Notice of Hearing on Debtors' Second Omnibus Motion Seeking Entry of an Order (I) Authorizing the Rejection of Certain (A) Unexpired Leases and (B) Executory Contracts; (II) Authorizing the Abandonment of Certain Personal Property; and (III) Granting Related Relief [Filed: 1/19/23] ([Docket No. 321](#))

Status: The Debtors anticipate submitting a revised form of order under Certification of Counsel resolving the informal objections received.

MATTER GOING FORWARD:

5. Sale Hearing: Motion of the Debtors for Entry of Orders: (I)(A) Approving Bidding Procedures of the Sale of Substantially All of the Debtors' Assets, (B) Authorizing the Debtors to Enter Into the Stalking Horse Agreement and to Provide Bid Protections Thereunder, (C) Scheduling an Auction and Approving the Form and Manner of Notice Thereof, (D) Approving the Assumption and Assignment Procedures and (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [Filed: 12/9/22] ([Docket No. 15](#))

Response Deadline: January 31, 2023 at 4:00 p.m. ET. *(extended to February 3, 2023 at 4:00 p.m. for the Official Committee of Unsecured Creditors)*

Responses Received:

- A. Response of Anro Inc. to Debtors' Motion Seeking Authority to Sell Substantially All of Their Assets [Filed: 1/31/23] ([Docket No. 337](#))

Cure/Assumption and Assignment Objection Deadline: February 3, 2023 at 4:00 p.m. ET. *(extended until February 6, 2023 at 4:00 p.m. (ET) for United Natural Foods and CareMark; extended to February 21, 2023 for Vestar Property Management; extended to date TBD for Renault & Handley Oakmead Solar Joint Venture LP, Trader Joe's and North Broadway Corp.)*

Cure/Assumption and Assignment Objections Received:

- A. Informal Cure Objection of Renault & Handley Oakmead Solar Joint Venture LP
- B. Informal Cure Objection of Papyrus-Recycled Greetings, Inc.
- C. Informal Cure Objection of Trader Joe's
- D. Informal Cure Objection of Momentum Telecom Inc.
- E. Informal Cure Objection of North Broadway Corp.
- F. Informal Cure Objection of Vestar Property Management
- G. Informal Cure Objection of United Natural Foods
- H. Informal Cure Objection of CareMark
- I. Objection of Atlas Uptown-Retail LLC to Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amounts [Filed: 2/1/23] ([Docket No. 340](#))

- J. Objection to Proposed Assumption and Assignment of Lease [Filed: 2/3/23] ([Docket No. 350](#))**
- K. Limited Objection of 42nd & East Madison, LLC, Bel Aire Plaza, LLC, and Wallingford Center LLP oo (1) Motion of the Debtors for Entry of Orders: (I)(A) Approving Bidding Procedures of the Sale of Substantially All of the Debtors' Assets, (B) Authorizing the Debtors to Enter Into the Stalking Horse Agreement and to Provide Bid Protections Thereunder, (C) Scheduling an Auction and Approving the Form and Manner of Notice Thereof, (D) Approving the Assumption and Assignment Procedures and (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief Sale, and (2) Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amounts [Filed: 2/3/23] ([Docket No. 351](#))**
- L. Objection of Leland M. Ford & Associates, L.P. to Notice of Proposed Assumption and Assignment of Real Estate Lease and Objection to Proposed Cure Amounts [Filed: 2/3/23] ([Docket No. 352](#))**

Related Documents:

- A. [Signed] Order (I) Approving Bidding Procedures and Bid Protections in Connection With the Sale of Substantially All of Debtors' Assets, (II) Scheduling Bid Deadlines and the Auction, (III) Approving Form and Manner of Notice Thereof, and (IV) Granting Related Relief [Filed: 1/18/23] ([Docket No. 312](#))
- B. Notice of Sale, Bidding Procedures, Auction, and Sale Hearing [Filed: 1/18/23] ([Docket No. 315](#))
- C. Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amounts [Filed: 1/19/23] ([Docket No. 316](#))
- D. Notice of Filing of Amendment to Asset Purchase Agreement [Filed: 1/19/23] ([Docket No. 318](#))
- E. Verification of Publication [Filed: 1/24/23] ([Docket No. 324](#))
- F. Notice of Filing of Proposed Sale Order [Filed: 1/24/23] ([Docket No. 325](#))
- G. Motion of the Official Committee of Unsecured Creditors of Medly Health Inc., et al. to Compel the Debtors to Qualify the Bids of Walgreen Co. and CVS Pharmacy, Inc., and Granting Related Relief [Filed: 2/2/23] ([Docket No. 344](#))

- i. Motion to Shorten Notice and Schedule Expedited Hearing With Respect to Motion of the Official Committee of Unsecured Creditors of Medly Health Inc., et al. to Compel the Debtors to Qualify the Bids of Walgreen Co. and CVS Pharmacy, Inc., and Granting Related Relief [Filed: 2/2/23] ([Docket No. 345](#))
- H. Notice of Auction [Filed: 2/2/23] ([Docket No. 346](#))
- I. Notice of Auction Results [Filed 2/4/23] ([Docket No. 353](#))
- J. Notice of Filing of Successful Bidder Asset Purchase Agreement [Filed: 2/6/23] ([Docket No. 354](#))

Status: The hearing will go forward. The Debtors will seek approval of the sale to the Successful Bidder. The cure objections have been mooted as the Successful Bidder is not seeking to have any executory contracts or unexpired leases assumed and assigned.

Dated: February 6, 2023

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Laura Davis Jones

Laura Davis Jones (DE Bar No. 2436)
David M. Bertenthal (CA Bar No. 167624)
Timothy P. Cairns (DE Bar No. 4228)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705 (Courier 19801)
Telephone: 302-652-4100
Facsimile: 302-652-4400
email: ljones@pszjlaw.com
dbertenthal@pszjlaw.com
tcairns@pszjlaw.com

Counsel for Debtors and Debtors in Possession