

So Ordered.

Dated: March 25th, 2024



[Handwritten signature]

Whitman L. Holt
Bankruptcy Judge

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**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF WASHINGTON**

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| <p>IN RE: ASTRIA HEALTH, Remaining Debtor.</p> | <p>Case No. 19-01189-WLH11 EX PARTE ORDER APPROVING STIPULATION RESOLVING CLAIM OF HEALTH BUSINESS SOLUTIONS, LLC</p> |
|--|---|

**EX PARTE ORDER APPROVING
STIPULATION**

SILLS CUMMIS & GROSS P.C.
One Riverfront Plaza
Newark, NJ 07102
Phone: (973) 643-7000

POLSINELLI PC
1000 Second Avenue
Suite 3500
Seattle, WA 98104



1 This matter came before the court on the *Ex Parte Motion to Approve*
2 *Stipulation Resolving Claim of Health Business Solutions, LLC* (the “Motion”),
3 brought by Steven D. Sass, LLC, as GUC Distribution Trustee.

4 This court has found that it has jurisdiction over this matter pursuant to 28
5 U.S.C. §§ 157 and 1334 and has authority to enter a final order consistent with
6 Article III of the United States Constitution; that venue of this proceeding and the
7 Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and that
8 no additional notice of the Motion is required. Having reviewed the Motion and
9 all documents filed in support of or opposition thereto or relating thereto; and upon
10 the record in this matter; and after due deliberation thereon; and this court having
11 determined that just cause has been established for the relief granted herein, it is
12 hereby **ORDERED** as follows:

- 13 1. The Motion [ECF No. 2921] is granted.
- 14 2. The Stipulation, attached hereto as **Exhibit A**, and terms therein are ratified,
15 adopted, and approved.
- 16 3. Health Business Solution, LLC shall have an allowed general unsecured
17 claim in the amount of \$570,686.00 (the “Allowed Claim”) and shall be
18 entitled to receive distributions afforded holders of allowed general
19 unsecured claims in accordance with the Plan, including, without limitation,
20 any distributions on deposit in any disputed claims account to which Health

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POLSINELLI PC
1000 Second Avenue
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Phone: (206) 393-5415
Fax: (206) 381-5401

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1 Business Solution, LLC is entitled on account of the Allowed Claim. Other
2 than the Allowed Claim, all other claims asserted or assertable by Health
3 Business Solution, LLC shall automatically be deemed disallowed and
4 expunged in their entirety.

5 4. The official claims register shall be modified in accordance with this order.

6 5. The terms and conditions of this order shall be effective and enforceable
7 immediately upon its entry.

8 6. The GUC Distribution Trustee and all other parties are authorized to take all
9 actions necessary to effectuate the relief granted in this order.

10 7. This court shall retain jurisdiction over all affected parties with respect to any
11 matters, claims, or rights arising from or related to the implementation and
12 interpretation of this order.

13 //End of Order//

14 Presented by:

15 POLSINELLI PC

16 /s/Jane E. Pearson

Jane Pearson, WSBA #12785

17 *Attorneys for Steven D Sass LLC, in its*
18 *Capacity as GUC Distribution Trustee*

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One Riverfront Plaza
Newark, NJ 07102
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POLSINELLI PC
1000 Second Avenue
Suite 3500
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Exhibit A

1 SILLS CUMMIS & GROSS P.C.

Honorable Whitman L. Holt

2 Andrew H. Sherman

(admitted *pro hac vice*)

3 Boris I. Mankovetskiy

(admitted *pro hac vice*)

4 One Riverfront Plaza

Newark, NJ 07102

Telephone: (973) 643-7000

5 E-mail: asherman@sillscummis.com

bmandkovetskiy@sillscummis.com

6 POLSINELLI PC

7 Jane Pearson, WSBA #12785

1000 Second Avenue, Suite 3500

8 Seattle, WA 98104

Telephone: (206) 393-5415

9 E-mail: jane.pearson@polsinelli.com

10 *Co-Counsel to Steven D Sass LLC,*

as GUC Distribution Trustee

11
12 **UNITED STATES BANKRUPTCY COURT**
13 **EASTERN DISTRICT OF WASHINGTON**

14 IN RE:

15 ASTRIA HEALTH,

16 Remaining Debtor.

Case No. 19-01189-WLH11

**STIPULATION RESOLVING CLAIM
OF HEALTH BUSINESS SOLUTIONS,
LLC**

17 This stipulation (the “Stipulation”) by and between: (i) Steven D Sass LLC, as
18 GUC Distribution Trustee (the “GUC Distribution Trustee”) of the GUC Distribution
19

20 **STIPULATION RESOLVING CLAIM**
21 **OF HEALTH BUSINESS SOLUTIONS,**
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One Riverfront Plaza
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POLSINELLI PC
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1 Trust, and (ii) Health Business Solutions, LLC (“HBS”, and together with the GUC
2 Distribution Trustee, the “Parties”), resolves all claims asserted or assertable by HBS
3 against the debtors, their estates, and/or the GUC Distribution Trust in the above
4 referenced chapter 11 cases (the “Chapter 11 Cases”) of Astria Health and its
5 previously affiliated debtors (the “Debtors”).

6 **RECITALS**

7
8 **WHEREAS**, on May 6, 2019 (the “Petition Date”), the Debtors commenced
9 these Chapter 11 Cases by filing voluntary petitions for relief under chapter 11 of
10 title 11 of the United States Code (the “Bankruptcy Code”) in the United States
11 Bankruptcy Court for the Eastern District of Washington (the “Bankruptcy Court”),
12 which cases are jointly administered under Case No. 19-01189-11;

13 **WHEREAS**, on December 23, 2020, the Court entered an order confirming
14 the Modified Second Amended Joint Chapter 11 Plan of Reorganization of Astria
15 Health and Its Debtor Affiliates [Docket No. 2196] (the “Plan”);

16 **WHEREAS**, the Plan became effective in accordance with its terms on
17 January 15, 2021 [Docket No. 2264];

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Newark, NJ 07102 Suite 3500
Phone: (973) 643-7000 Seattle, WA 98104
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1 **WHEREAS**, the Plan provides for, among other things, the appointment of
2 Steven D Sass LLC as the GUC Distribution Trustee and grants the GUC Distribution
3 Trustee authority, subject to certain procedural requirements set forth in the Plan, to
4 file objections to and settle disputes regarding General Unsecured Claims (See Plan
5 Sections III(F)(1)(2) and (M));

6 **WHEREAS**, the Plan further provides that except as otherwise set forth in the
7 Plan or ordered by the Court, “all assets and all liabilities of each of the Debtors shall
8 be deemed merged or treated as though they were merged into and with the assets
9 and liabilities of each other,” and “each and every Claim filed or to be filed in any of
10 the Chapter 11 Cases shall be treated as if filed against the consolidated Debtors and
11 shall be treated [as] one Claim against and obligation of the consolidated Debtors”)
12 (see Plan, Section II(B));

13 **WHEREAS**, on February 2, 2021, HBS filed a proof of claim in the amount
14 of at least \$678,257.20 against Sunnyside Community Hospital Association,
15 identified on the Debtors’ claims register as claim 5-2 (the “Amended Claim”)¹,

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19 ¹ On May 23, 2019, HBS filed claim 5-1 against Sunnyside Community Hospital Association in
the amount of \$320,938.51 (the “Initial Claim”).

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1 which amended the Initial Claim (the Initial Claim, as amended by the Amended
2 Claim, the “HBS Claim”);

3 **WHEREAS**, the Parties have engaged in good faith, arm’s-length discussions
4 regarding the extent and allowance of the HBS Claim and have agreed to resolve and
5 stipulate to its allowance and treatment in these Chapter 11 Cases according to the
6 terms of this Stipulation;

7 **NOW, THEREFORE**, for good and valuable consideration, including the
8 mutual covenants of this Stipulation, the receipt and sufficiency of which are hereby
9 acknowledged, the Parties agree and stipulate as follows:
10

11 1. Recitals. Each of the foregoing paragraphs is incorporated into this
12 paragraph 1 by reference.

13 2. Allowance of Claim. Upon the date of the entry of an order approving
14 this Stipulation by the Bankruptcy Court (the “Stipulation Effective Date”), the HBS
15 Claim shall be allowed as follows for all purposes in these Chapter 11 Cases (the
16 “Allowed Claim”), including for purposes of treatment under and distribution
17 pursuant to the Plan:
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| <u>Claim Number</u> | <u>Debtor</u> | <u>Claim Amount</u> | <u>Classification</u> |
|---------------------|---------------|---------------------|-----------------------------|
| 5-2 | Astria Health | \$570,686.00 | General Unsecured (Class 4) |

3. Disallowance of All Other Claims. Upon the Stipulation Effective Date, any and all claims or requests for payment of any kind or nature that HBS has or could have asserted against the Debtors or the GUC Distribution Trust, other than the Allowed Claim, shall automatically be deemed disallowed and expunged in their entirety. For the avoidance of doubt, (i) HBS shall not have any allowed claims in these Chapter 11 Cases other than the Allowed Claim, and (ii) HBS shall not be entitled to any distribution under the Plan or otherwise (including from the GUC Distribution Trustee) in these Chapter 11 Cases other than on account of the Allowed Claim.

4. Claims Register. Upon the Stipulation Effective Date, the Parties request that the official claims register of these cases be revised to reflect the claim reduction and allowance, and disallowances, as described above.

5. Distributions. Immediately following approval of this Stipulation, HBS shall be entitled to receive whatever interim distributions may have been deposited

STIPULATION RESOLVING CLAIM OF HEALTH BUSINESS SOLUTIONS, LLC

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1 into any disputed claims account and to which HBS is now entitled on account of the
2 Allowed Claim.

3 6. Authority to Execute. Each person who executes this Stipulation
4 represents that they are duly authorized to execute this Stipulation on behalf of their
5 respective Party hereto and that such Party has full knowledge of and has consented
6 to the terms of this Stipulation.

7
8 7. Entire Agreement. This Stipulation contains the entire agreement
9 between the Parties with respect to the subject matter of this Stipulation and
10 supersedes any and all prior agreements and undertakings between the Parties. This
11 Stipulation may be executed in counterparts, which counterparts may be delivered by
12 facsimile or electronic mail, and it shall not be necessary that the signature of or on
13 behalf of each Party appear on each counterpart, but it shall be sufficient that the
14 signature of or on behalf of each Party, or that the signature of the persons required
15 to bind each Party, appear on one or more such counterparts. All such counterparts
16 when taken together shall constitute a single and legally binding agreement.

17 8. Binding Nature. This Stipulation is binding upon and inures to the
18 benefit of the Parties and their respective predecessors, successors, and assigns.

19
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1 9. Due Diligence. The Parties acknowledge and understand that they are
2 executing and delivering this Stipulation with full knowledge of any and all rights
3 which they may have with respect to the matters resolved by this Stipulation. The
4 Parties acknowledge that they were, or had an opportunity, to be represented by
5 counsel of their choosing to the extent they desired before executing and delivering
6 this Stipulation in order to review this document and the matters it resolves, and that
7 each such Party and counsel (if applicable) had reasonable and sufficient time to do
8 so.

9 10. Modification. This Stipulation may not be modified, altered, amended,
10 or vacated other than by a signed writing executed by the Parties.

11 11. Jurisdiction. The Bankruptcy Court shall have exclusive jurisdiction
12 over any and all disputes and all other matters arising out of or relating to the
13 interpretation, implementation or enforcement of this Stipulation.
14

15 12. Interpretation. In the event of any ambiguity or question of intent or
16 interpretation, this Stipulation shall be construed as if drafted jointly by the Parties
17 and no presumption or burden of proof shall arise favoring or disfavoring any Party
18 by virtue of the authorship of any of the provisions of this Stipulation.
19

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1 13. Headings. The headings utilized in this Stipulation are designed for the
2 sole purpose of facilitating ready reference to the subject matter of this Stipulation.
3 Said headings shall be disregarded when resolving any dispute concerning the
4 meaning or interpretation of any language contained in this Stipulation.

5 14. Notice. No further notice of this Stipulation is required.

6 15. Fees and Expenses. Each Party to this Stipulation shall bear its own
7 legal fees and expenses with respect to this Stipulation and any and all matters related
8 thereto.
9

10 **STIPULATED AND AGREED TO BY:**

11 GUC DISTRIBUTION TRUSTEE HEALTH BUSINESS SOLUTIONS, LLC
12 Steven D Sass LLC 10620 Griffin Road, Suite 204
Clarksville, MD 21029 Cooper City, FL 33328

13 By: /s/ Steven D. Sass
14 Steven D. Sass

By: /s/ John R. Rizzardi
15 John R. Rizzardi, WSBA #9388
16 Cairncross & Hempelmann PS
524 Second Avenue, Suite 500
Seattle, WA 98104

Counsel for Health Business Solutions, LLC

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19
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SILLS CUMMIS & GROSS P.C.
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Newark, NJ 07102
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