

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

In re:

SC HEALTHCARE HOLDING, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10443

(TMH) (Jointly

Administered)

Re. Docket Nos. 59, 60

**X-CALIBER FUNDING LLC’S WITNESS AND EXHIBIT LIST
FOR HEARING ON APRIL 23, 2024 AT 9:00 A.M. (ET)**

X-Caliber Funding LLC, in its capacity as servicer for U.S. Bank, N.A., as trustee of XCAL 2019-IL-1 MORTGAGE TRUST, as lender (“X-Caliber”) to Debtors El Paso HCC, LLC; Flanagan HCC, LLC; Kewanee AL, LLC; Knoxville AL, LLC; Legacy Estates AL, LLC; Marigold HCC LLC; Monmouth AL LLC; Polo LLC; El Paso HCO, LLC; Flanagan HCO, LLC; CYE Kewanee HCO, LLC; CYE Knoxville HCO, LLC; Legacy HCO, LLC; Marigold HCO, LLC; CYE Monmouth HCO LLC; and Polo HCO, LLC (collectively, “Receivership Debtors”) may introduce the following witness and exhibit testimony at the hearing scheduled for April 23, 2024, at 9:00 a.m. (ET) (“Hearing”) in the above-captioned chapter 11 cases.

X-CALIBER FUNDING LLC’S WITNESS LIST

	Witnesses
1.	David R. Campbell <i>Chief Restructuring Officer of Debtors</i>
2.	Ed Smith <i>JLL Valuation and Advisory Services, LLC</i>
3.	Michael Flanagan <i>Receiver of Receivership Debtors</i>

¹ The last four digits of SC Healthcare Holding, LLC’s tax identification number are 2584. The mailing address for SC Healthcare Holding, LLC is c/o Petersen Health Care Management, LLC 830 West Trailcreek Dr., Peoria, IL 61614. Due to the large number of debtors in these Chapter 11 Cases, for which the Debtors have requested joint administration, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information will be made available on a website of the Debtors’ proposed claims and noticing agent at www.kccllc.net/SCHealthcare.



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X-CALIBER FUNDING LLC'S EXHIBIT LIST

Ex. No.	Description	D.I. or Bate Stamp
1	Transcript of Deposition of David R. Campbell dated 4.16.2024	
2	X-Caliber Receivership Advances	XCal 001292
3	X-Caliber Loan Balance	XCal 001317
4	Debtors' Valuation Analysis	Debtors 003765
5	Letter of Intent dated August 10, 2023	Debtors 003781-85
6	Email to Michael Flanagan dated February 1, 2024	XCal 001293-1302
7	Letter of Intent dated August 3, 2023	Debtors 003786-93
8	Letter of Intent dated February 1, 2024	XCal 001303-05
9	Indication of Interest Email dated August 29, 2023	Debtors 003812-16
10	Valuation Appraisal of El Paso Health Care Center dated 4.19.2024	XCal 002922-3124
11	Valuation Appraisal of Flanagan Rehab & Health Care Center dated 4.19.2024	XCal_003125-3331
12	Valuation Appraisal of Courtyard Estates of Kewanee dated 4.19.2024	XCal 003332-3516
13	Valuation Appraisal of Courtyard Estates of Knoxville dated 4.19.2024	XCal_003517-3695
14	Valuation Appraisal of Legacy Estates of Monmouth dated 4.19.2024	XCal 003696-3874
15	Valuation Appraisal of Courtyard Estates of Monmouth dated 4.19.2024	XCal_004074-4247
16	Valuation Appraisal of Marigold Rehab & Health Care Center dated 4.19.2024	XCal_003675-4073
17	Valuation Appraisal of Polo Rehab & Heath Care Center dated 4.19.2024	XCal_004246-4448
18	Declaration of David Campbell in Support of Debtors' Motion for Entry of Interim And Final Orders (I) Authorizing The Debtors To Obtain Postpetition Financing, (II) Granting Security Interests And Superpriority Administrative Expense Status, (III) Granting Adequate Protection To Certain Prepetition Secured Credit Parties, (IV) Modifying The Automatic Stay, (V) Authorizing The Debtors To Enter Into Agreements With Jmb Capital Partners Lending, LLC, (VI) Authorizing Non-Consensual Use Of Cash Collateral, (VII) Scheduling A Final Hearing, And (VIII) Granting Related Relief	D.I. 40
19	DIP Budget	D.I. 38 at pg. 111
20	Letters from Employees of Receivership Facilities	XCal 000738-787
21	Debtors' Joint Written Consent dated 3.1.2024	Debtors 003697-3709
22	Debtors' Joint Written Consent dated 3.12.2023	Debtors 003694-96
23	Petersen Info Tracking Log	XCal 001263
24	Loan Agreement	D.I. 62 [Exhibit A]
25	Promissory Note	D.I. 62 [Exhibit B]
26	Loan Agreement	D.I. 62 [Exhibit C]
27	Deposit Account Control Agreement dated as of March 23, 2020	D.I. 62 [Exhibit C]
28	Deposit Account Control Agreement dated as of April 20, 2022	D.I. 62 [Exhibit C]
29	Deposit Account Instructions and Service Agreements (Government Healthcare Receivables) dated March 20, 2020	D.I. 62 [Exhibit C]
30	Deposit Account Instructions and Service Agreements (Government Healthcare Receivables) dated March 23, 2020	D.I. 62 [Exhibit C]

31	UCC Financing Statements	D.I. 62 [Exhibit D]
32	Fee and Leasehold Mortgage, Assignment of Leases and Rents and Security Agreement dated as of October 31, 2019 by Subject Debtors El Paso HCC, LLC and El Paso HCO, LLC with respect to the El Paso Real Property recorded in Woodford County on November 7, 2019 (File No. 1904548).	D.I. 62 [Exhibit E]
33	Fee and Leasehold Mortgage, Assignment of Leases and Rents and Security Agreement dated as of October 31, 2019 by Subject Debtors Flanagan HCC, LLC and Flanagan HCO, LLC with respect to the Flanagan Real Property recorded in Livingston County on November 7, 2019 (File No. 2019R-04374).	D.I. 62 [Exhibit E]
34	Fee and Leasehold Mortgage, Assignment of Leases and Rents and Security Agreement dated as of October 31, 2019 by Subject Debtors Kewanee AL, LLC and CYE Kewanee HCO, LLC with respect to the Kewanee Real Property recorded in Henry County on November 7, 2019 (File No. 20-1905807).	D.I. 62 [Exhibit E]
35	Fee and Leasehold Mortgage, Assignment of Leases and Rents and Security Agreement dated as of October 31, 2019 by Subject Debtors Knoxville AL, LLC and CYE Knoxville HCO, LLC with respect to the Knoxville Real Property recorded in Knox County on November 7, 2019 (File No. 1059281).	D.I. 62 [Exhibit E]
36	Fee and Leasehold Mortgage, Assignment of Leases and Rents and Security Agreement dated as of October 31, 2019 by Subject Debtors Legacy Estates AL, LLC and Legacy HCO, LLC with respect to the Monmouth Real Property recorded in Warren County on November 8, 2019 (File No. 2019R-2142).	D.I. 62 [Exhibit E]
37	Fee and Leasehold Mortgage, Assignment of Leases and Rents and Security Agreement dated as of October 31, 2019 by Subject Debtors Marigold HCC LLC and Marigold HCO, LLC with respect to the Marigold Real Property recorded in Knox County on November 7, 2019 (File No. 1059285).	D.I. 62 [Exhibit E]
38	Fee and Leasehold Mortgage, Assignment of Leases and Rents and Security Agreement dated as of October 31, 2019 by Subject Debtors Monmouth AL LLC and CYE Monmouth HCO LLC with respect to the Monmouth Real Property recorded in Warren County on November 8, 2019 (File No. 2019R-2154).	D.I. 62 [Exhibit E]
39	Fee and Leasehold Mortgage, Assignment of Leases and Rents and Security Agreement dated as of October 31, 2019 by Subject Debtors Polo LLC and Polo HCO, LLC with respect to the Polo Real Property recorded in Ogle County on November 8, 2019 (File No. 201906436).	D.I. 62 [Exhibit E]
40	Fee and Leasehold Assignment of Leases and Rents dated as of October 31, 2019 by Subject Debtors El Paso HCC, LLC and El Paso HCO, LLC recorded in Woodford County on November 7, 2019 (File No. 1904549).	D.I. 62 [Exhibit F]
41	Fee and Leasehold Assignment of Leases and Rents dated as of October 31, 2019 by Subject Debtors Flanagan HCC, LLC and Flanagan HCO, LLC recorded in Livingston County on November 7, 2019 (File No. 2019R-04375).	D.I. 62 [Exhibit F]
42	Fee and Leasehold Assignment of Leases and Rents dated as of October 31, 2019 by Subject Debtors Kewanee AL, LLC and CYE	D.I. 62 [Exhibit F]

	Kewanee HCO, LLC recorded in Henry County on November 7, 2019 (File No. 20-1905808).	
43	Fee and Leasehold Assignment of Leases and Rents dated as of October 31, 2019 by Subject Debtors Knoxville AL, LLC and CYE Knoxville HCO, LLC recorded in Knox County on November 7, 2019 (File No. 1059282).	D.I. 62 [Exhibit F]
44	Fee and Leasehold Assignment of Leases and Rents dated as of October 31, 2019 by Subject Debtors Legacy Estates AL, LLC and Legacy HCO, LLC recorded in Warren County on November 8, 2019 (File No. 2019R-2143).	D.I. 62 [Exhibit F]
45	Fee and Leasehold Assignment of Leases and Rents dated as of October 31, 2019 by Subject Debtors Marigold HCC LLC and Marigold HCO, LLC recorded in Knox County on November 7, 2019 (File No. 1059286).	D.I. 62 [Exhibit F]
46	Fee and Leasehold Assignment of Leases and Rents dated as of October 31, 2019 by Subject Debtors Monmouth AL LLC and CYE Monmouth HCO LLC recorded in Warren County on November 8, 2019 (File No. 2019R-2155).	D.I. 62 [Exhibit F]
47	Fee and Leasehold Assignment of Leases and Rents dated as of October 31, 2019 by Subject Debtors Polo LLC and Polo HCO, LLC recorded in Ogle County on November 8, 2019 (File No. 201906437).	D.I. 62 [Exhibit F]
48	Notice of Acceleration	D.I. 62 [Exhibit G]
49	Order Appointing Receiver entered by the United States District Court for the Northern District of Illinois, Rockford Division	D.I. 64 [Exhibit A]

X-Caliber reserves the right to (i) amend and/or supplement this Witness and Exhibit List at any time prior to the hearing, (ii) use additional exhibits and witnesses for purposes of rebuttal or impeachment as appropriate, (iii) rely upon and use as evidence: (a) exhibits included on the exhibit lists of any other party in interest; and (b) any pleading, hearing transcript, or other document filed with the Court in these chapter 11 cases, and (iv) cross examine any witness called by any other party.

Dated: April 21, 2024
Wilmington, Delaware

BLANK ROME LLP
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Counsel for X-Caliber Funding LLC

CERTIFICATE OF SERVICE

I, Jordan L. Williams, hereby certify that on April 21, 2024, I served or caused to be served the foregoing *X-Caliber Funding LLC's Witness and Exhibit List for Hearing on April 23, 2024, at 9:00 a.m. (ET)* (1) via CM/ECF upon those parties registered to received such notice in these cases and (2) via electronic mail on those persons and entities listed on the attached Service List.

/s/ Jordan L. Williams

Jordan L. Williams (DE No. 7128)

SERVICE LIST

<p>YOUNG CONAWAY STARGATT & TAYLOR, LLP Andrew L. Magaziner Sheila Borovinskaya Carol E. Cox Rodney Square 1000 North King Street Wilmington, DE 19801 amagaziner@ycst.com sborovinskaya@ycst.com ccox@ycst.com</p> <p>-and-</p> <p>WINSTON & STRAWN LLP Daniel J. McGuire Gregory M. Gartland Scott Ahmad 35 W. Wacker Drive Chicago, IL 60601 dmcguire@winston.com ggartland@winston.com sahmad@winston.com</p> <p>Carrie V. Hardman 200 Park Avenue New York, New York 10166 chardman@winston.com</p> <p><i>Counsel to Debtors</i></p>	<p>GREENBERG TRAURIG, LLP Andrew W. Clark Dennis A. Molero 222 Delaware Avenue Suite 1600 Wilmington, DE 19801 Anthony.Clark@gtlaw.com Dennis.Meloro@gtlaw.com</p> <p>Nancy A. Peterman Danny Duerdoth 77 West Wacker Drive Suite 3100 Chicago, IL 60601 petermann@gtlaw.com duerdothd@gtlaw.com</p> <p>Shari L. Heyen 1000 Louisiana Street Suite 6700 Houston, TX 77002 shari.heyen@gtlaw.com</p> <p><i>Counsel for the Official Committee of Unsecured Creditors</i></p>	<p>OFFICE OF THE UNITED STATES TRUSTEE Linda Richenderfer Jon Lipshie 844 King Street, Suite 2207 Lockbox 35 Wilmington, DE 19801 Linda.richenderfer@usdoj.gov Jon.lipshie@usdoj.gov</p>
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