

**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. 187, 255

**X-CALIBER FUNDING LLC’S AMENDED WITNESS AND EXHIBIT LIST
FOR ADJOURNED HEARING ON MAY 13-14, 2024**

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 to begin May 13, 2024, at 9:30 a.m. (ET) and continue May 14, 2024 at 9:30 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>

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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3.	Michael Flanagan <i>Receiver of Receivership Debtors</i>
4.	Jeff Deines <i>X-Caliber Vice President</i>

X-CALIBER FUNDING LLC'S EXHIBIT LIST

Ex. No.	Description	D.I. or Bate Stamp
1.	Valuation Appraisal of El Paso Health Care Center dated 4.19.2024	XCal_002922-3124
2.	Valuation Appraisal of Flanagan Rehab & Health Care Center dated 4.19.2024	XCal_003125-3331
3.	Valuation Appraisal of Courtyard Estates of Kewanee dated 4.19.2024	XCal_003332-3516
4.	Valuation Appraisal of Courtyard Estates of Knoxville dated 4.19.2024	XCal_003517-3695
5.	Valuation Appraisal of Legacy Estates of Monmouth dated 4.19.2024	XCal_003696-3874
6.	Valuation Appraisal of Courtyard Estates of Monmouth dated 4.19.2024	XCal_004074-4247
7.	Valuation Appraisal of Marigold Rehab & Health Care Center dated 4.19.2024	XCal_003675-4073
8.	Valuation Appraisal of Polo Rehab & Heath Care Center dated 4.19.2024	XCal_004246-4448
9.	Declaration of Mark L. Myers in Support of Debtors' (X) 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; and (Y) Omnibus Objection to (A) the Emergency Motion for an Order (I) Dismissing the Subject Chapter 11 Cases, (II) for Abstention, or (III) Appointment of Receiver as the Chapter 11 Trustee and (B) the Emergency Motion to Excuse Receiver's Compliance with 11 U.S.C. § 543(a) & (b)	D.I. 258
10.	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
11.	Debtors' Valuation Analysis	Debtors_003765
12.	Myers Bid Matrix dated 4.26.24 (AEO)	Debtors_003833
13.	Myers Bid Matrix dated 5.6.27 (AEO)	Debtors_003834
14.	Marketing Activity Report dated May 7, 2024	Debtors_003858
15.	Letter of Intent dated August 10, 2023 (AEO)	Debtors_003781-85
16.	Email to Michael Flanagan dated February 1, 2024 (AEO)	XCal_001293-1302
17.	Letter of Intent dated August 3, 2023 (AEO)	Debtors_003786-93
18.	Letter of Intent dated February 1, 2024 (AEO)	XCal_001303-05
19.	Indication of Interest Email dated August 29, 2023 (AEO)	Debtors_003812-16

20.	Indication of Interest Spreadsheets (AEO)	Debtors_003835 and Debtors_003836
21.	Letter of Intent dated April 19, 2024 (AEO)	Debtors_003853-55
22.	Letter of Intent dated March 17, 2024 (AEO)	Debtors_003849-52
23.	DIP Budget	D.I. 38 at pg. 111
24.	X-Caliber Receivership Advances	XCal_001292
25.	X-Caliber Receivership Advances as of May 7, 2024	XCal_014848
26.	X-Caliber Loan Balance	XCal_001317
27.	X-Caliber Loan Balance	XCal_014849
28.	Advanced Payment Agreements from HFS	MFF_020689-708
29.	Order Appointing Receiver entered by the United States District Court for the Northern District of Illinois, Rockford Division	D.I. 64 [Exhibit A]
30.	Tutera Management Agreement	MFF_020670-88
31.	Petersen Info Tracking Log	XCal_001263
32.	Deferred Maintenance and Capital Expenditures	MFF_020666
33.	Summary of Regulatory Matters Expenditures	MFF_020667-8
34.	Status of Leadership Positions	MFF_020669
35.	Letters from Employees of Receivership Facilities	XCal_000738-787
36.	Debtors' Joint Written Consent dated 3.1.2024	Debtors_003697-3709
37.	Debtors' Joint Written Consent dated 3.12.2023	Debtors_003694-96
38.	Loan Agreement	D.I. 62 [Exhibit A]
39.	Promissory Note	D.I. 62 [Exhibit B]
40.	Deposit Account Agreements	D.I. 62 [Exhibit C]
41.	UCC Financing Statements	D.I. 62 [Exhibit D]
42.	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]
43.	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]
44.	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]
45.	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]
46.	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]

47.	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]
48.	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]
49.	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]
50.	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]
51.	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]
52.	Fee and Leasehold Assignment of Leases and Rents dated as of October 31, 2019 by Subject Debtors Kewanee AL, LLC and CYE Kewanee HCO, LLC recorded in Henry County on November 7, 2019 (File No. 20-1905808).	D.I. 62 [Exhibit F]
53.	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]
54.	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]
55.	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]
56.	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]
57.	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]
58.	Notice of Acceleration	D.I. 62 [Exhibit G]
59.	Transcript of Deposition of David R. Campbell dated 4.16.2024	
60.	Transcript of Deposition of Michael Flanagan dated 4.29.2024	
61.	Transcript of Deposition of Ed Smith dated 5.1.2024	
62.	Transcript of Deposition of Mark Myers dated 5.3.2024 (AEO)	
63.	Transcript of 2.5.2024 Hearing in Capital Funding LLC v. Batavia, LLC et al., on Emergency Motion to Appoint Receiver	

64.	Transcript of 2.8.2024 Hearing in Capital Funding LLC v. Batavia, LLC et al., on Emergency Motion to Appoint Receiver	
65.	Transcript of 2.13.24 Hearing in X-Caliber Capital LLC v. Charleston HCC, LLC, et al. on Emergency Motion to Appoint Receiver	D.I 188 [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: May 9, 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 May 9, 2024, I served or caused to be served the foregoing *X-Caliber Funding LLC's Amended Witness and Exhibit List for Adjourned Hearing on May 13-14, 2024* (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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