

**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)

**WITNESS AND EXHIBIT LIST OF GRANDBRIDGE REAL ESTATE CAPITAL LLC
AND BERKADIA COMMERCIAL MORTGAGE LLC FOR HEARING SCHEDULED
FOR MAY 13, 2024 AT 10:00 A.M. (ET)**

Grandbridge Real Estate Capital LLC (“Grandbridge”) and Berkadia Commercial Mortgage LLC (“Berkadia” and, together with Grandbridge, the “Lenders”) respectfully file this witness and exhibit list identifying the witnesses the Lenders may call and the exhibits the Lenders may introduce into evidence at the hearing to be held on May 13, 2024 at 10:00 a.m. (ET) (the “Hearing”) before the Honorable Thomas M. Horan, at the United States Bankruptcy Court for the District of Delaware, located at 824 N. Market Street, Wilmington, Delaware 19801.

WITNESSES

The Lenders may call any of the following witnesses at the Hearing:

1. Any witness necessary to lay the foundation for the authenticity and/or admission of exhibits;
2. Any witness identified or called by any other party; and
3. Any rebuttal and/or impeachment witnesses.

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/Petersen.



EXHIBITS

The Lenders may offer into evidence any one or more of the following exhibits²:

Exhibit No.	Description
GB 1	Healthcare Facility Note (Multistate), dated June 1, 2016 with Macomb, LLC (“ <u>Macomb</u> ”) as borrower (the “ <u>Macomb Note</u> ”)
GB 2	Healthcare Facility Note (Multistate), dated June 1, 2016 with South Elgin, LLC (“ <u>South Elgin</u> ”) as borrower (the “ <u>South Elgin Note</u> ”)
GB 3	Healthcare Facility Note (Multistate), dated June 1, 2016 with Jonesboro, LLC (“ <u>Jonesboro</u> ”) as borrower
GB 4	Letter from the U.S. Department of Housing and Urban Development (“ <u>HUD</u> ”) approving the transfer of certain loan assets from Pillar Finance, LLC (“ <u>Pillar</u> ”) to SunTrust Bank (“ <u>SunTrust</u> ”)
GB 5	Articles of Merger filed with the North Carolina Secretary of State documenting the merger between SunTrust and Branch Banking and Trust Company (“ <u>BB&T</u> ”) and Articles of Amendment filed with the North Carolina Secretary of State documenting BB&T’s renaming to Truist Bank (“ <u>Truist</u> ”)
GB 6	Letters from HUD authorizing the transfer of certain loan assets to Truist
GB 7	Assignments of Mortgage assigning the Grandbridge Mortgages for Macomb, South Elgin, and Jonesboro from Truist to Grandbridge
GB 8	Modification of Healthcare Facility Note (Multistate), dated April 1, 2021, modifying the Macomb Note
GB 9	Modification of Healthcare Facility Note (Multistate), dated April 1, 2021, modifying the South Elgin Note
GB 10	Grandbridge Mortgage for Macomb
GB 11	Grandbridge Mortgage for South Elgin
GB 12	Grandbridge Mortgage for Jonesboro

² Capitalized terms used but not defined herein shall have the meaning ascribed to them in the *Objection of Grandbridge Real Estate Capital LLC and Berkadia Commercial Mortgage LLC to Debtors’ DIP Motion and Joinder to Lument Real Estate Capital LLC’s Objection to DIP Motion* [D.I. 73].

Exhibit No.	Description
GB 13	Modification Agreement, dated April 1, 2021, modifying the Grandbridge Mortgage for Macomb
GB 14	Modification Agreement, dated April 1, 2021, modifying the Grandbridge Mortgage for South Elgin
GB 15	UCC filings with respect to the Grandbridge Mortgage for Macomb
GB 16	UCC filings with respect to the Grandbridge Mortgage for South Elgin
GB 17	UCC filings with respect to the Grandbridge Mortgage for Jonesboro
GB 18	Memorandum of Master Lease with respect to the Grandbridge Mortgage for Macomb
GB 19	Memorandum of Master Lease with respect to the Grandbridge Mortgage for South Elgin
GB 20	Memorandum of Master Lease with respect to the Grandbridge Mortgage for Jonesboro
GB 21	Memorandum of Sublease with respect to the Grandbridge Mortgage for Macomb
GB 22	Memorandum of Sublease with respect to the Grandbridge Mortgage for South Elgin
GB 23	Memorandum of Sublease with respect to the Grandbridge Mortgage for Jonesboro
GB 24	Master Lease Subordination Agreement, dated June 1, 2016 with respect to the Grandbridge Mortgage for Macomb
GB 25	Master Lease Subordination Agreement, dated June 1, 2016 with respect to the Grandbridge Mortgage for South Elgin
GB 26	Master Lease Subordination Agreement, dated June 1, 2016 with respect to the Grandbridge Mortgage for Jonesboro
GB 27	Master Tenant Security Agreement, dated June 1, 2016, by and between Petersen MT3, LLC (“ <u>Master Tenant</u> ”) and Pillar, made in connection with the Grandbridge Mortgage for Macomb

Exhibit No.	Description
GB 28	Master Tenant Security Agreement, dated June 1, 2016, by and between Master Tenant and Pillar, made in connection with the Grandbridge Mortgage for South Elgin
GB 29	Master Tenant Security Agreement, dated June 1, 2016, by and between Master Tenant and Pillar, made in connection with the Grandbridge Mortgage for Jonesboro
GB 30	Master Tenant Security Agreement, dated June 1, 2016, by and between Petersen Health Properties, LLC (“ <u>Operator</u> ”) and Pillar, made in connection with the Grandbridge Mortgage for Macomb
GB 31	Master Tenant Security Agreement, dated June 1, 2016, by and between Operator and Pillar, made in connection with the Grandbridge Mortgage for South Elgin
GB 32	Master Tenant Security Agreement, dated June 1, 2016, by and between Operator and Pillar, made in connection with the Grandbridge Mortgage for Jonesboro
GB 33	UCC filings with respect to Master Tenant in connection with Grandbridge Mortgage for Macomb
GB 34	UCC filings with respect to Master Tenant in connection with Grandbridge Mortgage for South Elgin
GB 35	UCC filings with respect to Master Tenant in connection with Grandbridge Mortgage for Jonesboro
GB 36	UCC filings with respect to Operator in connection with Grandbridge Mortgage for Macomb
GB 37	UCC filings with respect to Operator in connection with Grandbridge Mortgage for South Elgin
GB 38	UCC filings with respect to Operator in connection with Grandbridge Mortgage for Jonesboro
GB 39	Healthcare Regulatory Agreement, dated June 1, 2016, by and between Macomb and HUD, made in connection with the Grandbridge Mortgage for Macomb
GB 40	Healthcare Regulatory Agreement, dated June 1, 2016, by and between South Elgin and HUD, made in connection with the Grandbridge Mortgage for South Elgin
GB 41	Healthcare Regulatory Agreement, dated June 1, 2016, by and between Jonesboro and HUD, made in connection with the Grandbridge Mortgage for Jonesboro

Exhibit No.	Description
GB 42	Healthcare Regulatory Agreement, dated June 1, 2016, by and between Master Tenant and HUD, made in connection with the Grandbridge Mortgage for Macomb
GB 43	Healthcare Regulatory Agreement, dated June 1, 2016, by and between Master Tenant and HUD, made in connection with the Grandbridge Mortgage for South Elgin
GB 44	Healthcare Regulatory Agreement, dated June 1, 2016, by and between Master Tenant and HUD, made in connection with the Grandbridge Mortgage for Jonesboro
GB 45	Healthcare Regulatory Agreement, dated June 1, 2016, by and between Operator and HUD, made in connection with the Grandbridge Mortgage for Macomb
GB 46	Healthcare Regulatory Agreement, dated June 1, 2016, by and between Operator and HUD, made in connection with the Grandbridge Mortgage for South Elgin
GB 47	Healthcare Regulatory Agreement, dated June 1, 2016, by and between Operator and HUD, made in connection with the Grandbridge Mortgage for Jonesboro
GB 48	Mortgage Note, dated November 1, 2006 made by 527 Capital Group, LLC (" <u>527 Capital</u> ") in favor of Capmark Finance, LLC (" <u>Capmark</u> "), made in connection with the Berkadia Mortgage for Roseville
GB 49	Mortgage Note, dated August 6, 2002 made by Heritage Nursing Center, LLC (" <u>Heritage</u> ") in favor of GMAC Commercial Mortgage Corporation (" <u>GMAC</u> "), made in connection with the Berkadia Mortgage for Heritage
GB 50	Security Agreement, dated November 1, 2006, by and between 527 Capital, Capmark, and HUD, made in connection with the Berkadia Mortgage for Roseville
GB 51	Security Agreement, dated August 6, 2002, by and between Heritage and GMAC made in connection with the Berkadia Mortgage for Heritage
GB 52	Security Agreement, dated August 6, 2002, by and between Heritage Nursing Care, Inc. and GMAC, made in connection with the Berkadia Mortgage for Heritage
GB 53	Mortgage, dated November 1, 2006, between 527 Capital and Capmark
GB 54	Certificate of Amendment of Articles of Incorporation filed with the California Secretary of State documenting GMAC changing its name to Capmark
GB 55	Assignment of Mortgage, assigning the Berkadia Mortgage for Roseville from Capmark to Berkadia

Exhibit No.	Description
GB 56	Mortgage, dated August 6, 2006, between Heritage and GMAC
GB 57	Assignment of Mortgage, assigning the Berkadia Mortgage for Heritage from Capmark to Berkadia
GB 58	Assumption Agreement, dated July 21, 2010, by and between Berkadia, HUD, and Roseville, made in connection with the Berkadia Mortgage for Roseville
GB 59	Mortgage Modification Agreement, dated August 6, 2002, by and between Heritage and GMAC, made in connection with the Berkadia Mortgage for Heritage
GB 60	Modification of Mortgage, dated July 29, 2016, by and between Berkadia and Roseville, made in connection with the Berkadia Mortgage for Roseville
GB 61	UCC filings with respect to the Berkadia Mortgage for Roseville
GB 62	UCC filings with respect to the Berkadia Mortgage for Heritage
GB 63	Healthcare Regulatory Agreement for Roseville
GB 64	Healthcare Regulatory Agreement for Heritage

The Lenders also cross designate all exhibits designated by any other party in connection with the Hearing, and reserve the right to use additional exhibits for rebuttal or impeachment purposes.

RESERVATION OF RIGHTS

The Lenders reserve all rights, including but not limited to the right to amend, revise, supplement, or withdraw this Witness and Exhibit List at any time, to designate additional witnesses and exhibits, to call or cross examine any person identified as a witness by any other party in interest or introduce any document identified as an exhibit by any other party in interest, and to offer additional witnesses and exhibits at the Hearing for purposes of impeachment or rebuttal, in response to witnesses and evidence offered by any other party, and for any other

permissible purpose under the Federal Rules of Bankruptcy Procedure, the Federal Rules of Civil Procedure, and the Federal Rules of Evidence.

Dated: May 9, 2024

TROUTMAN PEPPER HAMILTON SANDERS LLP

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CERTIFICATE OF SERVICE

I, David M. Fournier, hereby certify that on the 9th day of May, 2024, I caused the foregoing *Witness and Exhibit List of Grandbridge Real Estate Capital LLC and Berkadia Commercial Mortgage LLC for Hearing Scheduled for May 13, 2024 at 10:00 a.m. (ET)* to be served by email upon the parties set forth on the attached list; and all ECF participants registered in this case were served electronically on the date of filing through the court's ECF system at their respective email addresses registered with the court.

/s/ David M. Fournier

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