

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

In re

SC HEALTHCARE HOLDING, LLC *et al.*,

Debtors.¹

Chapter 11

Case No. 24-10443 (TMH)

Jointly Administered

WITNESS AND EXHIBIT LIST

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), by and through their undersigned counsel, hereby submit their List of Witnesses and Exhibits in connection with the hearing scheduled in these cases on May 13-14, 2024 (the “Hearing”).

WITNESSES

1. David R. Campbell, Debtors’ Chief Restructuring Officer;
2. Mark E. Myers,
3. Carrie V. Hardman;
4. Any witness listed by any other party, including without limitation, Jeff Deines, Ed Smith, and Michael Flanagan;
5. Any necessary rebuttal or impeachment witnesses; and
6. The Debtors reserve the right to cross-examine any witness called by any other party.

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, whose cases are being jointly administered, 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 is available on a website of the Debtors’ claims and noticing agent at www.kccllc.net/Petersen.



EXHIBITS

EXHIBIT	DESCRIPTION OF EXHIBIT	OFFERED	OBJECTION	ADMITTED
1	<i>Declaration of David R. Campbell in Support of Debtors' Chapter 11 Petitions and First Day Pleadings [Docket No. 44]</i>			
2	<i>Declaration of David R. 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 [Docket No. 40]</i>			
3	<i>Amended Declaration of Luke Andrews 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 [Docket No. 68]</i>			

4	<i>Declaration of David R. Campbell in Support of Debtors' 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) [Docket No. 167]</i>			
5	<i>Declaration of Carrie V. Hardman in Support of Debtors' 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) [Docket No. 168]</i>			
6	<i>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) [Docket No. 258]</i>			

7	<i>Amended 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) [Forthcoming]</i>			
8	<i>Debtors' Application for Entry of an Order Authorizing the Debtors to Employ and Retain Walker & Dunlop Investment Sales, LLC as Investment Sales Broker [Docket No. 265]</i>			
9	<i>Emergency Motion of X-Caliber Funding LLC to Excuse Receiver's Compliance with 11 U.S.C. § 543(a) & (b) [Docket No. 59]</i>			
10	<i>Redacted Version of Declaration of Michael F. Flanagan in Support of X-Caliber Funding LLC's Omnibus Reply in Support of its (A) 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) Motion to Excuse Receiver's Compliance with 11 U.S.C. [Docket No. 191]</i>			
11	<i>Docket - X-Caliber Funding LLC v. El Paso HCC, LLC, et al. (Case No. 3:24-cv-50034) (N.D. Ill.)</i>			
12	<i>Verified Complaint - X-Caliber Funding LLC v. El Paso HCC, LLC, et al. (Case No. 3:24-cv-50034) (N.D. Ill. January 23, 2024)</i>			

13	Order Appointing Receiver - <i>X-Caliber Funding LLC v. El Paso HCC, LLC, et al.</i> (Case No. 3:24-cv-50034) (N.D. Ill. January 25, 2024)			
14	Transcript of Hearing Held January 25, 2024 - <i>X-Caliber Funding LLC v. El Paso HCC, LLC, et al.</i> (Case No. 3:24-cv-50034) (N.D. Ill.)			
15	Receiver's First Report - <i>X-Caliber Funding LLC v. El Paso HCC, LLC, et al.</i> (Case No. 3:24-cv-50034) (N.D. Ill. March 25, 2024)			
16	Transcript of April 16, 2024 Deposition of David R. Campbell			
17	Transcript of May 3, 2024 Deposition of Mark L. Myers			
18	4/26/24 Walker Dunlop Spreadsheet (AEO) [Myers Deposition Exhibit 3, DEBTORS_003833]			
19	8/10/23 Vantage letter to Myers, [Myers Deposition Exhibit 4, Debtors 003781]			
20	8/3/23 Horve Investors letter to Walker & Dunlop [Myers Deposition Exhibit 5, Debtors 003786]			
21	2/2024 Email from Myers to various recipients re Legacy Estates of Monmouth LOI [Myers Deposition Exhibit 6, MFF_001805]			
22	2/1/24 Letter to Brett Murphy Re: Petersen Health Care Facility: Legacy Estates of Monmouth [Myers Deposition Exhibit 6.1, MFF_001807]			
23	Transcript of April 29, 2024 Deposition of Michael Flanagan			

24	4/9/24 E-mail from Kiley Brooks to various recipients [Flanagan Deposition Exhibit 1, XCal_014517]			
25	3/7/24 E-mail from Kiley Brooks various recipients [Flanagan Deposition Exhibit 2, MFF_008060]			
26	1/18/2024 Calendar Invite [Flanagan Deposition Exhibit 4, XCal_008486]			
27	1/17/2024 Email from Flanagan to Kenneth Ottaviano [Flanagan Deposition Exhibit 5, XCal_013281]			
28	3/7/24 E-mail from Kiley Brooks to various recipients [Flanagan Deposition Exhibit 6, XCal_008632]			
29	4/15/24 CMS Warning Letter [Flanagan Deposition Exhibit 7, DEBTORS_003930]			
30	4/15/24 CMS Statement of Deficiencies [Flanagan Deposition Exhibit 8, DEBTORS_003876]			
31	1/30/24 E-mail from Flanagan to various recipients [Flanagan Deposition Exhibit 9, XCal_008610]			
32	3/18/24 E-mail from Flanagan to various recipients [Flanagan Deposition Exhibit 10, XCal_009242]			
33	2/20/24 E-mail from Flanagan to various recipients [Flanagan Deposition Exhibit 11, XCal_008905]			
34	2/7/24 E-mail from Flanagan to various recipients [Flanagan Deposition Exhibit 12, XCal_001318]			

35	2/7/24 E-mail from Flanagan to various recipients [Flanagan Deposition Exhibit 13, XCal_013589]			
36	1/26/24 E-mail from Flanagan to Jeff Deines [Flanagan Deposition Exhibit 16, XCal_008520]			
37	2/11/24 E-mail from Flanagan to various recipients re physical condition of properties [Flanagan Deposition Exhibit 17, XCal_013604]			
38	Spreadsheet re physical condition of properties [Flanagan Deposition Exhibit 18, XCal_013609]			
39	3/20/24 Letter on letterhead Flanagan & Associates re Chapter 11 Bankruptcy Filing [Flanagan Deposition Exhibit 19, XCal_009279]			
40	4/17/24 E-mail from Suzette Jusino to various recipients [Flanagan Deposition Exhibit 21, MFF_015441]			
41	Document re condition of facilities as of Tutera's appointment [Flanagan Deposition Exhibit 22, MFF_015458]			
42	3/8/24 E-mail from Todd Deitemyer to various recipients regarding appraisals [Flanagan Deposition Exhibit 23, XCal_013707]			
43	3/5/24 E-mail from Flanagan to Jeff Deines and Joe Tutera [Flanagan Deposition Exhibit 24, XCal_009094]			
44	5/5/2029 Letter from Marikay Snyder to Flanagan [Flanagan Deposition Exhibit 25, GT00002645]			
45	12/13/2023 Email from Flanagan to Kenneth Ottaviano [Flanagan Deposition Exhibit 26, MFF_012236]			

46	CV of Michael Flanagan [Flanagan Deposition Exhibit 27, XCal_013311]			
47	Cash disbursements journal [Flanagan Deposition Exhibit 28, MFF_018197]			
48	Petersen Bridge Advance journal [Flanagan Deposition Exhibit 29, XCal_001292]			
49	2/11/24 E-mail from Lauren Tisdale to various recipients [Flanagan Deposition Exhibit 31, MFF_013130]			
50	3/21/24 Email from Flanagan to X-Caliber and Blank Rome re insurance [Flanagan Deposition Exhibit 32, MFF_014221]			
51	2/15/24 Email from Randy Bloom to Flanagan [Flanagan Deposition Exhibit 33, MFF_005309]			
52	3/13/24 Email from Scott McBride (Tutera) to Flanagan [Flanagan Deposition Exhibit 34, XCal_013760]			
53	Transcript of May 1, 2024 Deposition of Ed Smith			
54	4/19/24 Valuation Advisory re El Paso Health Care Center [Smith Deposition Exhibit 1, XCal_002922]			
55	4/19/24 Valuation Advisory re Flanagan Rehab & Health Care Center [Smith Deposition Exhibit 2, XCal_003125]			
56	4/19/24 Valuation Advisory re Courtyard Estates of Kewanee [Smith Deposition Exhibit 3, XCal_003332]			

57	4/19/24 Valuation Advisory re Courtyard Estates of Knoxville [Smith Deposition Exhibit 4, XCal_003517]			
58	4/19/24 Valuation Advisory re Legacy Estates of Monmouth [Smith Deposition Exhibit 5, XCal_003698]			
59	4/19/24 Valuation Advisory re Marigold Rehab & Health Care Center [Smith Deposition Exhibit 6, XCal_003875]			
60	4/19/24 Valuation Advisory re Courtyard Estates of Monmouth [Smith Deposition Exhibit 7, XCal_004074]			
61	4/19/24 Valuation Advisory re Polo Rehab & Health Care Center [Smith Deposition Exhibit 8, XCal_004248]			
62	3/27/24 Valuation Advisory re El Paso Health Care Center [Smith Deposition Exhibit 9, XCal_001330]			
63	3/27/24 Valuation Advisory re Flanagan Rehab & Health Care Center [Smith Deposition Exhibit 10, XCal_001532]			
64	3/27/24 Valuation Advisory re Courtyard Estates of Kewanee [Smith Deposition Exhibit 11, XCal_001746]			
65	3/27/24 Valuation Advisory re Courtyard Estates of Knoxville [Smith Deposition Exhibit 12, XCal_001941]			
66	3/29/24 Valuation Advisory re Legacy Estates of Monmouth [Smith Deposition Exhibit 13, XCal_002132]			
67	3/27/24 Valuation Advisory re Marigold Rehab & Health Care Center [Smith Deposition Exhibit 14, XCal_002319]			

68	3/29/24 Valuation Advisory re Courtyard Estates of Monmouth [Smith Deposition Exhibit 15, XCal_002526]			
69	3/27/24 Valuation Advisory re Polo Rehab & Health Care Center [Smith Deposition Exhibit 16, XCal_002710]			
70	3/20/24 E-mail from Todd Deitemyer to various recipients regarding appraisals [Smith Deposition Exhibit 17, XCal_013873]			
71	4/7/24 Asset Valuation Detail by David R. Campbell [Smith Deposition Exhibit 18, DEBTORS_003765]			
72	Joint Written Consent to Appointment of Chief Restructuring Officer dated March 1, 2024 [DEBTORS_003697] ²			
73	Written Consent to Appointment of Chief Restructuring Officer dated March 12, 2024 (Monmouth AL, LLC) [DEBTORS_003694] ³			
74	Joint Written Consent to Appointment of Chief Restructuring Officer dated February 27, 2024			
75	Articles of Organization for El Paso HCC, LLC, filed May 13, 2019 [DEBTORS_000798]			
76	AXA Healthcare Professional and General Liability Insurance Policy for Petersen Health Care Inc. et al. for January 1, 2024-January 1, 2025 [DEBTORS_003878]			

² This document is appended to Docket No. 1 in each of the cases of the following Debtors that are defendants in *X-Caliber Funding LLC v. El Paso HCC, LLC, et al.*: El Paso HCC, LLC; El Paso HCO, LLC; Flanagan HCC, LLC; Flanagan HCO, LLC; Kewanee AL, LLC; CYE Kewanee HCO, LLC; Knoxville AL, LLC; CYE Knoxville HCO, LLC; Legacy Estates AL, LLC; Legacy HCO, LLC; Marigold HCC LLC; Marigold HCO, LLC; CYE Monmouth HCO LLC; Polo LLC; and Polo HCO, LLC.

³ This document and the following entry are appended to Docket No. 1 in the case of the following Debtor that is a defendant in *X-Caliber Funding LLC v. El Paso HCC, LLC, et al.*: Monmouth AL LLC.

77	Petersen Healthcare HUD Homes Cash Requirements dated April 7, 2024 [DEBTORS_003766]			
78	DIP Budget dated March 23, 2024 [DEBTORS_003713]			
79	Petersen Facility Valuation dated March 17, 2024 [DEBTORS_003768]			
80	Petersen Health Care Preliminary DIP Budget and ABL A/R Financing dated March 17, 2024 [DEBTORS_003712]			
81	X-Caliber Home Cash Flow and Chapter 11 Costs Allocation [DEBTORS_003770]			
82	3/15/24 E-mail from Michael Flanagan to Paige Tinkham re Letters Needed [XCal_013800]			
83	2/1/24 Email from Michael Flanagan to Kiley Brooks re Petersen Transition Items Discussion [MFF_000982]			
84	1/19/24 Email from Michael Flanagan to Jeff Deines re Petersen [XCal_008500]			
85	1/24/24 Email from Michael Flanagan to Jeff Deines re Petersen [XCal_008510]			
86	3/20/24 Email from Michael Flanagan to various recipients re X – Caliber – Petersen Homes – PLGL Insurance [XCal_013866]			
87	4/23/24 Workers Compensation Claim (Sunset Facility) [DEBTORS_003926]			

88	3/18/24 Email from Michael Flanagan to various recipients re Marigold [XCal_009226]			
89	3/18/24 Email from Michael Flanagan to various recipients re Petersen – X-Caliber 8 Pack Deposit Accounts [XCal_009236]			
90	3/7/24 Email from Kiley Brooks to various recipients re Updated Forecast & Funding Request [XCal_009142]			
91	2/22/24 Email from Christina Lamotte Vacca to various recipients re Wires needed into BankUnited [XCal_008972]			
92	2/21/24 Email from Brian Thomason to various recipients re El Paso [XCal_008927]			
93	2/2/24 Email from David Campbell to various recipients re Documents Request – High Priority Items [MFF_002262]			
94	3/19/24 Email from Michael Flanagan to various recipients re Petersen Payment [XCal_013858]			
95	3/15/24 Email from Michael Flanagan to Paige Tinkham re Court/lawyer letter [XCal_013793]			
96	Letter from employee of Marigold facility [XCal_013795]			
97	5/4/24 Petersen Portfolio Bid Matrix (AEO) [DEBTORS_003834]			
	Any document or pleading filed in the above-captioned main case.			

	Any exhibit necessary for impeachment and/or rebuttal purposes.			
	Any exhibit identified or offered by any other party.			

The Debtors reserve the right to amend, withdraw, or supplement this Witness and Exhibit List in whole or in part at any time prior to the Hearing and/or in compliance with the Local Bankruptcy Rules and orders of this Court.

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Dated: May 9, 2024
Wilmington, Delaware

Respectfully submitted,

**YOUNG CONAWAY STARGATT &
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/s/ Shella Borovinskaya

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