

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

In re:	)	
	)	Chapter 11
CENTER CITY HEALTHCARE, LLC d/b/a)	)	
HAHNEMANN UNIVERSITY HOSPITAL, <i>et</i> )	)	Case No. 19-11466 (KG)
<i>al.</i> , <sup>1</sup>	)	Jointly Administered
	)	
Debtors.	)	<b>Related to Docket Nos. 205 and 301</b>

**NOTICE OF SALE OF ASSETS**

**To: All Persons with Claims against the Debtors in the Above-Captioned Cases, including Claims against St. Christopher’s Hospital for Children:**

**PLEASE TAKE NOTICE** that the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), including St. Christopher’s Healthcare, LLC, the entity that operates St. Christopher’s Hospital for Children (“**STC**”), each filed a voluntary petition for relief under chapter 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”) on June 30, 2019 or July 1, 2019.

St. Christopher’s Healthcare, LLC (“**SCH**”) and certain of its affiliates are seeking to sell substantially all assets of SCH, SCHC Pediatric Associates, L.L.C., St. Christopher’s Pediatric Urgent Care Center, L.L.C., SCHC Pediatric Anesthesia Associates, L.L.C., StChris Care at Northeast Pediatrics, L.L.C. and TPS V of PA, L.L.C. (together, the “**STC Entities**”).<sup>2</sup> The Debtors will consider proposals to acquire some or all of the STC Entities’ assets (the “**Assets**”) through a sale under section 363 of the Bankruptcy Code. **The Debtors have reserved the right to seek Court approval, with notice and an opportunity for hearing, of one or more parties to serve as a stalking horse purchaser (each a “Stalking Horse Purchaser”) to acquire some or all of the Assets pursuant to a Transaction Agreement between the STC Entities and the Stalking Horse Purchaser.**

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Center City Healthcare, LLC (3341), Philadelphia Academic Health System, LLC (8681), St. Christopher’s Healthcare, LLC (8395), Philadelphia Academic Medical Associates, LLC (8165), HPS of PA, L.L.C. (1617), SCHC Pediatric Associates, L.L.C. (0527), St. Christopher’s Pediatric Urgent Care Center, L.L.C. (6447), SCHC Pediatric Anesthesia Associates, L.L.C. (2326), StChris Care at Northeast Pediatrics, L.L.C. (4056), TPS of PA, L.L.C. (4862), TPS II of PA, L.L.C. (5534), TPS III of PA, L.L.C. (5536), TPS IV of PA, L.L.C. (5537), and TPS V of PA, L.L.C. (5540). The Debtors’ mailing address is 230 North Broad Street, Philadelphia, Pennsylvania 19102.

<sup>2</sup> For the avoidance of doubt, as reflected herein, the STC Entities do *not* include Center City Healthcare, LLC d/b/a Hahnemann University Hospital or the related Hahnemann University Hospital practice groups.

By order, dated July 26, 2019 [**Docket No. 301**] (the “**Bidding Procedures Order**”), the Bankruptcy Court approved certain “**Bidding Procedures**” that govern the sale(s) of, or other transaction(s) to acquire, the Assets by the highest and best bidders. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Bidding Procedures Order.

The Debtors have requested that the Bankruptcy Court enter an order or orders (the “**Sale Orders**”), providing, among other things, for the sale of the Assets free and clear of all liens, claims, encumbrances and other interests, to the extent permissible by law, and the assumption of certain liabilities. A separate notice will be provided to counterparties to executory contracts and unexpired leases with the Debtors that may be assumed and assigned in connection with the Sale Orders.

**IF THE SALE IS APPROVED, THE PURCHASER WILL NOT BE LIABLE ON ACCOUNT OF ANY CLAIMS AGAINST ANY OF THE DEBTORS (OTHER THAN CLAIMS AFFIRMATIVELY ASSUMED BY THE PURCHASER), INCLUDING CLAIMS OF PATIENTS TREATED AT STC, INCLUDING CLAIMS OF WHICH THE HOLDER MAY NOT BE PRESENTLY AWARE.**

#### **Obtaining Additional Information/Contact Information for Interested Bidders**

Copies of the Bidding Procedures Order, the Bidding Procedures, and other pleadings are available at the website for the Debtors’ claims and noticing agent, Omni Management Group, at <https://omnimgt.com/CenterCityHealthcare>.

Any interested bidder should contact the Debtors’ investment banker, SSG Advisors, LLC, c/o J. Scott Victor (Email: [jsvictor@ssgca.com](mailto:jsvictor@ssgca.com); Phone: (610) 940-5802), Teresa C. Kohl (Email: [tkohl@ssgca.com](mailto:tkohl@ssgca.com); Phone: (610) 940-9521), and Craig D. Warznak (Email: [cwarznak@ssgca.com](mailto:cwarznak@ssgca.com); Phone: (610) 940-3615).

#### **Key Dates and Deadlines**

- The deadline to file an objection with the Bankruptcy Court to the proposed sale of the Assets (the “**Sale Objection Deadline**”) is **September 13, 2019 at 4:00 p.m. (ET)**; provided that, solely with respect to an objection to the conduct of the Auction, the designation of any Successful Bidder or Bid or Back-Up Bidder or Bid, the terms (including price) of such bids, or the Debtors’ inability to satisfy the conditions of section 363(f) of the Bankruptcy Code with respect to a Successful Bid or Back-Up Bid, the deadline to file an objection **shall be 4:00 p.m. (ET) on September 20, 2019**.
- **How to File an Objection**: Objections must (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) set forth the specific basis for the Sale Objection; (d) be filed with the Clerk of this Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801, together with proof of service, on or before the Sale Objection Deadline; and (e) be served, so as to be actually received on or before the Sale Objection Deadline, upon: (i) proposed counsel to the Debtors, Saul Ewing Arnstein & Lehr LLP, 1201 North Market Street, Suite 2300, Wilmington, DE 19899, Attn: Mark Minuti, and Centre Square

West, 1500 Market Street, 38th Floor, Philadelphia, PA, Attn: Jeffrey C. Hampton; (ii) counsel to MidCap Financial Trust, Stradley, Ronon, Stevens & Young, LLP, 2005 Market Street, Suite 2600, Philadelphia, PA 19103, Attn: Gretchen M. Santamour, Esq., and 1000 N. West Street, Suite 1279, Wilmington, DE 19801, Attn: Joelle E. Polesky, Esq., and (iii) proposed counsel to the Committee, Sills Cummis & Gross P.C., One Riverfront Plaza, Newark, New Jersey, 07102, Attn: Andrew Sherman and Boris Mankovetskiy.

- Except with respect to any Stalking Horse Purchaser, the deadline to be qualified as a Qualifying Bidder and to submit a Qualifying Bid is **September 16, 2019 at 4:00 p.m. (ET)**. Subject to Section 7 of the Bidding Procedures with respect to credit bids, all Qualifying Bids must be accompanied with a deposit in an amount equal to ten percent (10%) of the total consideration provided under the proposed Transaction Agreement; provided however, that the Debtors may alter the Deposit requirement for any party selected as a Stalking Horse Purchaser with leave of the Court.
- An auction for the Assets will commence on **September 18, 2019 at 10:00 a.m. (ET)** at the offices of Saul Ewing Arnstein & Lehr LLP, Centre Square West, 1500 Market Street, 38th Floor, Philadelphia, PA 19102.
- The Bankruptcy Court will conduct a hearing (the “**Sale Hearing**”) to consider the proposed Sale on: **September 23, 2019 at 1:00 p.m. (ET)**.

#### **CONSEQUENCES OF FAILING TO TIMELY ASSERT AN OBJECTION**

**THE FAILURE OF ANY PERSON OR ENTITY TO FILE AND SERVE AN OBJECTION BY THE APPLICABLE OBJECTION DEADLINE SHALL BE DEEMED TO CONSENT TO, AND A BAR TO THE ASSERTION BY SUCH PERSON OR ENTITY OF ANY OBJECTION TO, THE MOTION, THE SALE ORDERS, THE PROPOSED TRANSACTIONS, OR THE STC ENTITIES’ CONSUMMATION AND PERFORMANCE OF THE TRANSACTION AGREEMENT(S) (INCLUDING, WITHOUT LIMITATION, THE STC ENTITIES’ TRANSFER OF ANY OF THE ASSETS AND ASSUMPTION AND ASSIGNMENT OF ANY ASSUMED CONTRACTS, FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS).**

Dated: July 29, 2019

**SAUL EWING ARNSTEIN & LEHR LLP**

By: /s/ Monique B. DiSabatino

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