

UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF TEXAS  
SHERMAN DIVISION

IN RE: § CHAPTER 11  
FOREST PARK MEDICAL CENTER AT FRISCO, LLC §  
*Debtor.* § CASE No. 15-41684-BTR  
§

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JOINT MOTION TO APPROVE AGREED ORDER AND STIPULATION MODIFYING STAY  
TO ALLOW FOR TEXAS CAPITAL BANK, N.A. TO SWEEP AND APPLY COLLECTIONS  
FROM PREPETITION ACCOUNTS PURSUANT TO 11 U.S.C. §§105(A), 361, 362 AND 363;  
WAIVER OF 30 DAY REQUIREMENT PURSUANT TO LOCAL RULE 4001(B)(1)

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TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

NO HEARING WILL BE CONDUCTED ON THIS MOTION UNLESS A WRITTEN OBJECTION IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AND SERVED UPON THE PARTY FILING THIS PLEADING WITHIN FOURTEEN (14) DAYS FROM THE DATE OF SERVICE UNLESS THE COURT SHORTENS OR EXTENDS THE TIME FOR FILING SUCH OBJECTION. IF NO OBJECTION IS TIMELY SERVED AND FILED, THIS PLEADING SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT. IF AN OBJECTION IS FILED AND SERVED IN A TIMELY MANNER, THE COURT WILL THEREAFTER SET A HEARING. IF YOU FAIL TO APPEAR AT THE HEARING, YOUR OBJECTION MAY BE STRICKEN. THE COURT RESERVES THE RIGHT TO SET A HEARING ON ANY MATTER.

Forest Park Medical Center at Frisco, LLC (the "Debtor") and Texas Capital Bank, N.A., ("TCB"), by and through their undersigned counsel, hereby move this Court for entry of an Agreed Order and Stipulation Modifying Stay to Allow for TCB to Sweep and Apply Collections from Prepetition Accounts in accordance with 11 U.S.C. §§105(a), 361, 362 and 363 and Bankruptcy Rule 4001(d) (the "Motion"). In support thereof the parties state as follows:

1. This case was commenced by the filing of a Voluntary Bankruptcy Petition for relief under chapter 11 of the Bankruptcy Code on September 22, 2015 (the "Petition Date") in the United States Bankruptcy Court for the Eastern District of Texas, Sherman Division (the "Bankruptcy Court").

2. The Debtor operates its business and manages its affairs as Debtor-in-Possession pursuant to Bankruptcy Code Sections 1107 and 1108. An Official Unsecured Creditors' Committee was appointed on September 30, 2015.

3. This Court has jurisdiction of this matter pursuant to 28 U.S.C. §1334. Venue is proper in this Court pursuant to 28 U.S.C. §1409.

4. This matter is a core proceeding pursuant to 28 U.S.C. §§157(b)(2)(A) and (M).

5. On or about October 10, 2012, the Debtor signed a certain Promissory Note, Loan and Security Agreement with TCB, as such may have been amended and/or supplemented (the "TCB Revolving Loan"). The Debtor owes approximately \$2,500,000 under the TCB Revolving Loan as of the Petition Date. Among other things, the TCB Loan is secured by all of the Debtor's accounts arising from services provided by the Debtor prior to the Petition Date ("Prepetition Accounts").

6. On October 28, 2015, the Court entered its Final Order Granting Debtor's Emergency Motion Pursuant to Sections 105(a), 345(b), 363(c) and 364(a) of the Bankruptcy Code for Authorization to (a) Continue to Limited Use of Existing Cash Management System, and (b) Maintain Existing Bank Accounts, and (c) Waiving Certain Deposit Guidelines [Doc. No. 198] (the "Cash Management Order").

7. Pursuant to the Cash Management Order, collections on the Debtor's Prepetition Accounts continue to be deposited into the Debtor's bank accounts at TCB (collectively, the "TCB Accounts").

8. The Debtor, TCB and Debtor's DIP Lender, Sabra Texas Holdings, L.P. ("Sabra"), have reached an agreement to modify the automatic stay which is documented in their Agreed Order and Stipulation Modifying Stay to Allow TCB to Sweep and Apply Collections

from Prepetition Accounts (the "Agreed Order"). A true and correct copy of the proposed Agreed Order is attached hereto as **Exhibit A** and incorporated herein by reference for all purposes.

9. Under the Agreed Order, TCB will be permitted to sweep from the TCB Accounts collected funds identified and agreed to be proceeds of Prepetition Accounts, and apply those funds against the TCB Revolving Loan, with such amounts to be applied in the order provided in the loan documents for the TCB Revolving Loan.

10. The Debtor has agreed that it will not seek to use TCB's cash collateral and instead will fund its postpetition operations from proceeds of the Sabra DIP loan. While all parties reserve their rights as to whether TCB is over or under secured, in the event TCB is over secured, it will be entitled to postpetition interest pursuant to 11 U.S.C. §506(b). Accordingly, reducing the TCB Revolving Loan balance will reduce the potential accrual of postpetition interest. All other rights of any party in interest are fully reserved, including TCB's right to seek further stay relief and the right of any party to object to TCB's claims or the validity or priority of TCB's liens.

11. Pursuant to Bankruptcy Rule 4001(d), the Debtor and TCB request that the Court approve and enter the attached Agreed Order and that the parties have such other and further relief to which they may show themselves just entitled. The Debtor further requests, pursuant to Local Bankruptcy Rule 4001(b)(1), a waiver of the 30-day hearing requirement.

WHEREFORE, the parties respectfully pray that this Court enter the attached Agreed Order, and for such other relief to which they may be justly entitled.

Respectfully submitted,

/s/ Vickie L. Driver [11/04/15]

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**CERTIFICATE OF SERVICE**

This is to certify that a true and correct copy of the foregoing pleading was served by electronic mail, facsimile and/or depositing in the United States Mail, postage prepaid, or as otherwise indicated, on November 4, 2015, on the following:

ATTACHED SERVICE LIST

/s/J. Mark Chevallier [11/04/15]

**J. MARK CHEVALLIER**

**MASTER SERVICE LIST**  
**Forest Park Medical Center at Frisco, LLC**  
**Case No. 15-41684-BTR-11**

**CASH MANAGEMENT BANK**

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**Case No. 15-41684-BTR-11**

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**Case No. 15-41684-BTR-11**

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**MASTER SERVICE LIST**  
**Forest Park Medical Center at Frisco, LLC**  
**Case No. 15-41684-BTR-11**

**TOP 20 UNSECURED CREDITOR**

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150 MINUTE MAN ROAD  
ANDOVER MA 01810

**TOP 20 UNSECURED CREDITORS**

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**Forest Park Medical Center at Frisco, LLC**  
**Case No. 15-41684-BTR-11**

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UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF TEXAS  
SHERMAN DIVISION

IN RE: §  
§ CHAPTER 11  
FOREST PARK MEDICAL CENTER AT FRISCO, LLC §  
Debtor. § CASE NO. 15-41684-BTR  
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AGREED ORDER AND STIPULATION MODIFYING STAY TO ALLOW  
TEXAS CAPITAL BANK, N.A. TO SWEEP AND APPLY COLLECTIONS  
FROM PREPETITION ACCOUNTS

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Upon the Motion to Approve Agreed Order and Stipulation Modifying Stay Regarding Prepetition Accounts Receivable Pursuant to 11 U.S.C. §362 (the "Motion")<sup>1</sup> filed by the Debtor; and the Court having jurisdiction over the Motion pursuant to 28 U.S.C. §1334 and 157, and the Motion being a core proceeding under 28 U.S.C. §157(b)(2)(A), (G) and (O); and venue being proper pursuant to 28 U.S.C. §§1408 and 1409; and upon all the proceedings heretofore had herein; and upon the agreement of Texas Capital Bank, N.A., ("TCB"), Forest Park Medical Center at Frisco, LLC (the "Debtor") and Sabra Texas Holdings, L.P. ("Sabra"); and good cause appearing therefor, it is hereby

ORDERED that the automatic stay provisions of 11 U.S.C. §362(a) are hereby MODIFIED as to TCB as follows:

1. TCB shall continue to receive collections from Debtor's accounts in accordance with the Final Agreed Order Granting Debtor's Emergency Motion Pursuant to Sections 105(a), 345(b), 363(c) and 364(a) of the Bankruptcy Code for Authorization to (a) Continue to Limited Use of Existing Cash Management System, and (b) Maintain Existing Bank Accounts, and (c) Waiving Certain Deposit Guidelines [Doc. No. 198] (the "Final Cash Management Order");

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<sup>1</sup> Except as otherwise set forth herein, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Motion.

2. TCB, the Debtor and Sabra shall cooperate in good faith and identify the origin of and basis for deposits made into TCB Account Nos. xxxxxx4028, xxxxxx3152 and xxxxxx6097 (collectively, the "TCB Accounts").

3. TCB shall promptly and periodically, as agreed to with Sabra and the Debtor, remit to the Debtor funds which are identified as payments on accounts arising from services provided by the Debtor on or after September 22, 2015 (the "Petition Date").

4. Funds deposited in the TCB Accounts which TCB, the Debtor and Sabra identify as payments on accounts arising from services provided by the Debtor prior to the Petition Date shall be swept from the TCB Accounts and applied against the debt evidenced by the Promissory Note, Loan and Security Agreement with TCB dated October 10, 2012, as such may have been amended and/or supplemented (the "TCB Revolving Loan"), with such amounts to be applied in the order provided in the loan documents for the TCB Revolving Loan.

5. Except as otherwise provided herein, this Agreed Order is without prejudice to the right of any party to object to TCB's claims or the validity or priority of TCB's liens.

6. This Agreed Order does not impair or limit in any way TCB's rights to seek such further relief in this proceeding as it deems appropriate; it is further

ORDERED that no further notice of this Agreed Order is required in accordance with the provisions of Bankruptcy Rule 4001(d)(4); and it is further

ORDERED that this Court shall retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Agreed Order; and it is further

ORDERED that, since the Motion was unopposed by any party, the fourteen (14)-day stay period otherwise imposed by Fed.R.Bankr.P. 4001(a)(3) shall not be applicable to this Agreed Order.

**AGREED TO IN FORM AND SUBSTANCE BY:**

/s/ Vickie L. Driver [11/04/15]

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UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF TEXAS  
SHERMAN DIVISION

IN RE: § CHAPTER 11  
§  
FOREST PARK MEDICAL CENTER AT FRISCO, LLC § CASE NO. 15-41684-BTR  
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ORDERED that the automatic stay provisions of 11 U.S.C. §362(a) are hereby MODIFIED as to TCB as follows:

1. TCB shall continue to receive collections from Debtor's accounts in accordance with the Final Agreed Order Granting Debtor's Emergency Motion Pursuant to Sections 105(a), 345(b), 363(c) and 364(a) of the Bankruptcy Code for Authorization to (a) Continue to Limited Use of Existing Cash Management System, and (b) Maintain Existing Bank Accounts, and (c) Waiving Certain Deposit Guidelines [Doc. No. 198] (the "Final Cash Management Order");

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<sup>1</sup> Except as otherwise set forth herein, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Motion.

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5. Except as otherwise provided herein, this Agreed Order is without prejudice to the right of any party to object to TCB’s claims or the validity or priority of TCB’s liens.

6. This Agreed Order does not impair or limit in any way TCB’s rights to seek such further relief in this proceeding as it deems appropriate; it is further

ORDERED that no further notice of this Agreed Order is required in accordance with the provisions of Bankruptcy Rule 4001(d)(4); and it is further

ORDERED that this Court shall retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Agreed Order; and it is further

ORDERED that, since the Motion was unopposed by any party, the fourteen (14)-day stay period otherwise imposed by Fed.R.Bankr.P. 4001(a)(3) shall not be applicable to this Agreed Order.

**AGREED TO IN FORM AND SUBSTANCE BY:**

/s/ Vickie L. Driver [11/04/15]

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