

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

IN RE:

**FOREST PARK MEDICAL CENTER
AT FRISCO, LLC,**

DEBTOR.

§
§
§
§
§
§
§
§
§
§

**CASE NO. 15-41684-BTR
Complex Chapter 11**

**DEBTOR’S LIMITED RESPONSE TO VIBRANT HEALTHCARE FRISCO, LLC’S
AND FPMC SERVICES, LLC’S MOTION TO COMPEL DEBTOR TO ASSUME
OR REJECT MANAGEMENT AGREEMENT**

Forest Park Medical Center at Frisco, LLC, Debtor and Debtor-in-Possession (“Debtor”), hereby files this Limited Response (the “ Limited Response”) to *Vibrant Healthcare Frisco, LLC’s and FPMC Services, LLC’s Motion to Compel Debtor to Assume or Reject Management Agreement* (the “Motion to Compel”)¹, and in support thereof, respectfully represents as follows:

1. On November 14, 2015, the Debtor filed its *Emergency Motion of Debtor for Orders (1) Approving Bidding Procedures in Advance of Auction, (2) Authorizing the Assumption, Assignment and Sale of Certain Executory Contracts and Unexpired Leases, (3) Approving Sale of Assets Free and Clear of All Liens, Claims, Encumbrances and Other Interests, (4) Setting Related Deadlines and Hearings and (5) Granting Related Relief* [dkt. no. 260] (the “Sale Motion”).

2. On November 20, 2015, the Court entered the *Order Approving (1) Bidding Procedures in Advance of Auction,(2) Approving Form and Manner of Notice of Proposed Cure*

¹ Capitalized terms not defined herein shall have the same meaning given to them in the Motion to Compel.
4812-3290-6798.1

Amounts, (3) Auction (4) Stalking Horse and Final Hearing and (5) Granting Related Relief [dkt. No. 283] thereby implementing the process for a sale of substantially all of the Debtor's assets.

3. On February 18, 2016, at a hearing held on the Sale Motion, the Court approved the sale of substantially all of the Debtor's assets to Columbia Medical Center of Plano Subsidiary, L.P. (the "Sale").

4. The Sale is anticipated to close by March 31, 2016.

5. Once the Sale has closed the Debtor would no longer need the services being provided by FPMC Services under the Management Agreement. Therefore, the Debtor intends to file a motion to reject the Management Agreement once the Sale has closed.

6. However, prior to the closing of the Sale, the Debtor continues to need the services of FPMC Services including but not limited to providing the Hospital with employees and certain other back office services.

7. Based on the foregoing, the Debtor is not opposed to the relief sought under the Motion to Compel but would respectfully request that the Court allow the Debtor the time needed until the close of the Sale to file the motion to reject the Management Agreement.

Dated: February 19, 2016.

Respectfully submitted,

/s/ William L. Medford

William L. Medford, Esq.

State Bar No. 00797060

Vickie L. Driver, Esq.

State Bar No. 24026886

Christina W. Stephenson, Esq.

State Bar No. 24049535

Lewis Brisbois Bisgaard & Smith, LLP

2100 Ross Avenue, Suite 2000

Dallas, Texas 75201

Phone: (214) 722-7100

Fax: (214) 722-7111

Email: william.medford@lewisbrisbois.com

Email: vickie.driver@lewisbrisbois.com

Email: christina.stephenson@lewisbrisbois.com

COUNSEL FOR THE DEBTOR

CERTIFICATE OF SERVICE

I hereby caused a true and correct copy of the foregoing pleading to be served by Donlin, Recano & Company upon the parties listed on the attached Master Service List via US Mail, ECF notification, e-mail, facsimile, overnight delivery, and/or courier on this 19th day of February, 2016.

/s/ William L. Medford

William L. Medford

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

CASH MANAGEMENT BANK

PLAINS CAPITAL BANK
8200 DOUGLAS AVENUE
SUITE 201
DALLAS TX 75225

COMPTROLLER OF PUBLIC ACCOUNTS OF THE STATE OF TEXAS

TEXAS ASSISTANT ATTORNEY GENERAL
ATTN: JAY W. HURST
BANKRUPTCY & COLLECTIONS DIVISION
P.O. BOX 12548
AUSTIN TX 78711-2548

COUNSEL FOR BLUE CROSS BLUE SHIELD OF TEXAS

HIERSCHE, HAYWARD ET AL.
ATTN: GERALD P. URBACH
15303 DALLAS PARKWAY, SUITE 700
ADDISON TX 75001

COUNSEL FOR CIGNA HEALTHCARE OF TEXAS, INC.

CONNOLLY GALLAGHER LLP
ATTN: JEFFREY C. WISLER, ESQ.
1000 N. WEST ST., SUITE 1400
WILMINGTON DE 19801

GRAY REED & MCGRAW, P.C.
ATTN: JASON S. BROOKNER, ESQ.
1601 ELM ST., SUITE 4600
DALLAS TX 75201

**COUNSEL FOR COLIN PERO, M.D., BJB SURGICAL INVESTMENTS
LLC, BRYAN J. BORGFELD, M.D., JEFFREY CATTORINI, M.D., GUY
CULPEPPER, M.D., DPSI HOLDINGS, L.P., LOWELL T. KU, M.D.,
FRISCO PEDI ENT INVESTMENTS, PATRICK W. SHOVLIN, III, M.D.,
DA MOS FAMILY, LP.**

**COUNSEL FOR COLIN PERO, M.D., BJB SURGICAL INVESTMENTS
LLC, BRYAN J. BORGFELD, M.D., JEFFREY CATTORINI, M.D., GUY
CULPEPPER, M.D., DPSI HOLDINGS, L.P., LOWELL T. KU, M.D.,
FRISCO PEDI ENT INVESTMENTS, PATRICK W. SHOVLIN, III, M.D.,
DA MOS FAMILY, LP.**

QUILLING SELANDER ET AL.
ATTN: LINDA S. LARUE
2001 BRYAN ST., SUITE 1800
DALLAS TX 75201

COUNSEL FOR COMMERCE BANK

HUSCH BLACKWELL, LLP
ATTN: BUFFEY E. KLEIN
2001 ROSS AVENUE, SUITE 2000
DALLAS TX 75201

**COUNSEL FOR FOREST PARK MEDICAL CENTER AT FORT WORTH
LLC**

FORSHEY & PROSTOK, L.L.P.
ATTN: J. ROBERT FORSHEY
777 MAIN ST., SUITE 1290
FORT WORTH TX 76102

FORSHEY & PROSTOK, L.L.P.
ATTN: JEFF P. PROSTOK
777 MAIN ST., SUITE 1290
FORT WORTH TX 76102

**COUNSEL FOR FOREST PARK MEDICAL CENTER AT SOUTHLAKE,
LLC**

HAYNES AND BOONE LLP
STEPHEN M PEZANOSKY
301 COMMERCE ST STE 2600
FORT WORTH TX 76102

HAYNES AND BOONE LLP
IAN T PECK
301 COMMERCE ST STE 2600
FORT WORTH TX 76102

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

COUNSEL FOR FOREST PARK MEDICAL CENTER AT SOUTHLAKE, LLC

HAYNES AND BOONE LLP
JAROM J YATES
301 COMMERCE ST STE 2600
FORT WORTH TX 76102

COUNSEL FOR MARY HATCHER, VIBRANT HEALTHCARE SOUTHLAKE, LLC AND FPMC SERVICES LLC

BREWER, ATTORNEYS & COUNSELORS
MICHAEL J. COLLINS, ESQ.
1717 MAIN STREET, SUITE 5900
DALLAS TX 75201

COUNSEL FOR INPATIENT PHYSICIAN ASSOCIATES, PLLC

MCCATHERN, PLLC
ATTN: ERIC M. VAN HORN
REGENCY PLAZA
3710 RAWLINS, SUITE 1600
DALLAS TX 75219

BREWER, ATTORNEYS & COUNSELORS
ROBERT M. MILLIMET, ESQ.
1717 MAIN STREET, SUITE 5900
DALLAS TX 75201

COUNSEL FOR MARY HATCHER, VIBRANT HEALTHCARE SOUTHLAKE, LLC, AND FPMC SERVICES LLC

MCCATHERN, PLLC
ATTN: AMBER M. CHAMBERS
REGENCY PLAZA
3710 RAWLINS, SUITE 1600
DALLAS TX 75219

BREWER, ATTORNEYS & COUNSELORS
WILLIAM A. BREWER, ESQ.
1717 MAIN STREET, SUITE 5900
DALLAS TX 75201

COUNSEL FOR INTUITIVE SURGICAL, INC.

FARELLA BRAUN + MARTEL LLP
ATTN: GARY M. KAPLAN, ESQ.
235 MONTGOMERY ST., 17TH FL.
SAN FRANCISCO CA 94104

COUNSEL FOR MEDISOURCE PARTNERS, LLC

HIERSCHE, HAYWARD, DRAKELEY ET AL.
ATTN: JASON M. KATZ
15303 DALLAS PARKWAY, SUITE 700
ADDISON TX 75001

COUNSEL FOR LIFECELL CORPORATION

PORZIO, BROMBERG & NEWMAN, P.C.
ATTN: CAROLINE C. MAXWELL, ESQ.
100 SOUTHGATE PARKWAY
MORRISTOWN NJ 07962

COUNSEL FOR OLYMPUS AMERICA INC.

COLE SCHOTZ, P.C.
ATTN: MICHAEL D. WARNER, ESQ.
301 COMMERCE ST., SUITE 1700
FORT WORTH TX 76102

PORZIO, BROMBERG & NEWMAN, P.C.
ATTN: BRETT S. MOORE, ESQ.
100 SOUTHGATE PARKWAY
MORRISTOWN NJ 07962

NORRIS MCLAUGHLIN & MARCUS, P.A.
ATTN: MORRIS S. BAUER, ESQ.
721 ROUTE 202/206, SUITE 200
BRIDGEWATER NJ 08807

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

COUNSEL FOR OLYMPUS AMERICA INC.

NORRIS MCLAUGHLIN & MARCUS, P.A.
ATTN: REBECCA J. PRICE, ESQ.
515 WEST HAMILTON ST., SUITE 502
ALLENTOWN PA 18101

**COUNSEL FOR VIBRANT HEALTHCARE FRISCO HOLDINGS, LLC;
VIBRANT HEALTHCARE FRISCO, LLC; FPMC SERVICES, LLC; FPM
FRISCO REALTY PARTNERS, L.P.; AND GLENDONTODD CAPITAL,
LLC**

GREENBERG TRAUIG, LLP
ATTN: HOWARD J. STEINBERG
1840 CENTURY PARK EAST, SUITE 1900
LOS ANGELES CA 90067

**COUNSEL FOR PHILIPS HEALTHCARE, A DIVISION OF PHILIPS
ELECTRONICS NORTH AMERICA CORPORATION**

RIDDELL WILLIAMS P.S.
BRUCE J. BORRUS
1001 FOURTH AVE, SUITE 4500
SEATTLE WA 98154-1192

GREENBERG TRAUIG, LLP
ATTN: CHRISTOPHER M. LAVIGNE
2200 ROSS AVE., SUITE 5200
DALLAS TX 75201

COUNSEL FOR SABRA TEXAS HOLDINGS, L.P.

GARDERE WYNNE SEWELL LLP
ATTN: MARCUS A. HELT
1601 ELM STREET, SUITE 3000
DALLAS TX 75201

GREENBERG TRAUIG, LLP
ATTN: JASON M. HOPKINS
2200 ROSS AVE., SUITE 5200
DALLAS TX 75201

GARDERE WYNNE SEWELL LLP
ATTN: THOMAS C. SCANNELL
1601 ELM STREET, SUITE 3000
DALLAS TX 75201

GLENDON TODD CAPITAL LLC
ATTN: ARTHUR A. STEWART, OF COUNSEL
2101 CEDAR SPRINGS RD., SUITE 1540
DALLAS TX 75201

COUNSEL FOR TEXAS HEALTH RESOURCES

MUNSCH HARDT KOPF & HARR, P.C.
ATTN: DEBORAH M. PERRY
500 N. AKARD ST., SUITE 3800
DALLAS TX 75201-6659

**COUNSEL FOR WEST SUMMIT INVESTMENTS, LP, DAVID G.
GENECOV, AND LISA W. GENECOV**

K AND L GATES LLP
DAVID WEITMAN ESQ
1717 MAIN ST SUITE 2800
DALLAS TX 75201

**COUNSEL FOR THE TEXAS DEPARTMENT OF STATE HEALTH
SERVICES**

TEXAS ATTORNEY GENERAL'S OFFICE
J. CASEY ROY - ASSISTANT ATTY GEN.
BANKRUPTCY & COLLECTIONS DIVISION
P. O. BOX 12548- MC 008
AUSTIN TX 78711-2548

K AND L GATES LLP
SIOBHAN RAY ESQ
1717 MAIN ST SUITE 2800
DALLAS TX 75201

MASTER SERVICE LIST
Forest Park Medical Center at Frisco, LLC

Case No. 15-41684-BTR-11

COUNSEL FOR WEST SUMMIT INVESTMENTS, LP, DAVID G. GENECOV, AND LISA W. GENECOV

JON STUART ROSS ATTORNEY AND COUNSELOR AT LAW
9870 PLANO RD
DALLAS TX 75238

GOVERNMENTAL AGENCY

TEXAS ATTORNEY GENERAL'S OFFICE
BANKRUPTCY & COLLECTIONS DIVISION
P.O. BOX 12548
AUSTIN TX 78711-2548

COUNSEL TO CITY OF FRISCO

LINEBARGER GOGGAN BLAIR & SAMPSON, LLP
ATTN: LAURIE SPINDLER HUFFMAN
2777 N. STEMMONS FREEWAY
SUITE 1000
DALLAS TX 75207

OFFICE OF THE ATTORNEY GENERAL
MAIN JUSTICE BUILDING, RM. 5111
10TH and CONSTITUTION AVENUE, N.W.
WASHINGTON DC 20530

COUNSEL TO TEXAS CAPITAL BANK

TEXAS CAPITAL BANK
C/O MCGUIRE, CRADDOCK & STROTHER, P.C.
ATTN: J. MARK CHEVALLIER AND JAMES REA
2501 N. HARWOOD STREET
SUITE 1800
DALLAS TX 75201

LANDLORD AND PROPOSED DIP FINANCING

SABRA TEXAS HOLDINGS, L.P.
C/O GARDERE WYNNE SEWELL LLP
ATTN: DEIDRE B. RUCKMAN, ESQ.
3000 THANKSGIVING TOWER
1601 ELM STREET
DALLAS TX 75201

GOVERNMENTAL AGENCY

UNITED STATES ATTORNEY
EASTERN DISTRICT OF TEXAS
600 EAST TAYLOR STREET
SUITE 2000
SHERMAN TX 75090

LITIGATION PARTY

HUSCH BLACKWELL LLP
ATTN: AARON J. MANN
4801 MAIN STREET, SUITE 1000
KANSAS CITY MO 64112

TEXAS DEPT. OF STATE HEALTH SERVICES
ATTN: LEGAL DEPT.
P.O. BOX 149347
AUSTIN TX 78714

LAW OFFICE OF GLENN TUCKER, SR.
GLENN D. TUCKER SR.
8330 LBJ FREEWAY
SUITE 360
DALLAS TX 75243

INTERNAL REVENUE SERVICE
P.O. BOX 7346
PHILADELPHIA PA 19101

K. STEWART LAW, P.C.
KELLY STEWART
100 HIGHLAND PARK VILLAGE
SUITE 200
DALLAS TX 75205

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

LITIGATION PARTY

WINSTEAD P.C.
JOSEPH P. REGAN
300 THROCKMORTON
SUITE 1700
FORT WORTH TX 76102

PROSPINE LLC
WILLIAM ENGLISH
5909 NEWGATE LANE
PLANO TX 75093

WORMINGTON & BOLLINGER
MARIA WORMINGTON RN JD
212 EAST VIRGINIA STREET
MCKINNEY TX 75069

WORMINGTON & BOLLINGER
DAVID BENFORD
212 EAST VIRGINIA STREET
MCKINNEY TX 75069

HUSCH BLACKWELL LLP
ATTN: KEVIN KORONKA
2001 ROSS AVENUE, SUITE 2000
DALLAS TX 75201

HUSCH BLACKWELL LLP
ATTN: JOHN POWER
4801 MAIN STREET, SUITE 1000
KANSAS CITY MO 64112

WINSTEAD P.C.
JACLYN AUSTEIN
500 WINSTEAD BUILDING
2728 N. HARWOOD STREET
DALLAS TX 75201

LITIGATION PARTY; COUNSEL FOR CPM MEDICAL, LLC

FERGUSON BRASWELL & FRASER, PC
ATTN: JOHN D. FRASER
2500 DALLAS PARKWAY
SUITE 501
PLANO TX 75093

OFFICE OF THE U.S. TRUSTEE

OFFICE OF THE U.S. TRUSTEE
ATTN: TIMOTHY W. O'NEAL
ASSISTANT U.S. TRUSTEE
BANK OF AMERICA BUILDING
110 N. COLLEGE AVE., SUITE 300
TYLER TX 75702-7231

PROPOSED COUNSEL FOR UNSECURED CREDITORS COMMITTEE

ARENT FOX, LLP
ATTN: ROBERT HIRSH
ATTN: GEORGE ANGELICH
1675 BROADWAY
NEW YORK NY 10019-5820

PROPOSED LOCAL COUNSEL FOR UNSECURED CREDITOR COMMITTEE

ERIC A. LIEPINS, P.C.
12770 COIT ROAD, SUITE 1100
DALLAS TX 75251

SECURED CREDITOR

COMMERCE BANK
ATTN: WILLIAM H. LITTON
MARKET PRESIDENT
2828 NORTH HARWOOD
SUITE 1250
DALLAS TX 75201

OLYMPUS AMERICA, INC.
3500 CORPORATE PARKWAY
CENTER VALLEY PA 18034

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

SECURED CREDITOR

KARL STORZ
2151 E. GRAND AVENUE
EL SEGUNDO CA 90245

GENERAL ELECTRIC CAPITAL CORPORATION
ATTN: ALAN BECKMAN
20225 WATERTOWER BLVD.
BROOKFIELD WI 53045

STATE OF TEXAS - ATTORNEY GENERAL

ATTORNEY GENERAL - STATE OF TEXAS
ATTN: KEN PAXTON
300 W. 15TH STREET
AUSTIN TX 78701

TOP 20 UNSECURED CREDITOR

RICOH USA INC.
P.O. BOX 660342
DALLAS TX 75266-0342

JOHNSON AND JOHNSON HEALTHCARE
5972 COLLECTIONS CENTER DRIVE
CHICAGO IL 60693

SMITH AND NEPHEW INC.
1450 BROOKS RD.
MEMPHIS TN 38116

TOP 20 UNSECURED CREDITOR

SMITH AND NEPHEW
150 MINUTE MAN ROAD
ANDOVER MA 01810

TOP 20 UNSECURED CREDITORS

VIBRANT MANAGEMENT
C/O GLENDONTODD LLC
TODD FURNISS & MARY HATCHER
2101 CEDAR SPRINGS RD, SUITE 1540
DALLAS TX 75201

INTUITIVE SURGICAL
PO BOX 39000
SAN FRANCISCO CA 94139

CPM MEDICAL LLC
1565 N CENTRAL EXPWY, STE 200
RICHARDSON TX 75080

VALLEY SERVICES, INC.
P.O. BOX 742992
ATLANTA GA 30374-2992

MEDLINE
ONE MUNDELEIN PLACE
MUNDELEIN IL 60060

LIFECCELL CORPORATION
ATTN: ADAM MANGER
95 CORPORATE DRIVE
BRIDGEWATER NJ 08807

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

TOP 20 UNSECURED CREDITORS

TOP 20 UNSECURED CREDITORS

JOHNSON AND JOHNSON HEALTHCARE
425 HOES LANE
PISCATAWAY NJ 08855

RICOH USA INC.
21146 NETWORK PLACE
CHICAGO IL 60673-1211

LDR SPINE USA, INC.
PO BOX 671716
DALLAS TX 75267

MEDICAL INFORMATION TECHNOLOGY, INC.
1 MEDITECH CIRCLE
WESTWOOD MA 02090

BELL NUNNALLY AND MARTIN, LLC
3232 MCKINNEY AVE
STE 1400
DALLAS TX 75204

SMITH AND NEPHEW, INC.
3909 HULEN STREET
FORT WORTH TX 76107

STRYKER INSTRUMENTS, A DIV. OF STRYKER CORP.
C/O LORI L. PURKEY, ESQ.
PURKEY & ASSOCIATES, PLC
5050 CASCADE ROAD, SE, SUITE A
GRAND RAPIDS MI 49546

SIEMENS MEDICAL SOLUTIONS USA, INC.
51 VALLEY STREAM PARKWAY
MALVERN PA 19355

STRYKER ENDOSCOPY, A DIV. OF STRYKER CORP.
C/O LORI L. PURKEY, ESQ.
PURKEY & ASSOCIATES, PLC
5050 CASCADE ROAD, SE, SUITE A
GRAND RAPIDS MI 49546

ALLERGEN USA, INC.
2525 DUPONT DRIVE
IRVINE CA 92612

PROSILVER STAR LTD.
1 COWBOYS PARKWAY
IRVING TX 75063

STEVEN NUESSE
IDENTITY MEDIA SERVICES
1801 ROYAL LANE
SUITE 800
DALLAS TX 75229

INPATIENT PHYSICIAN ASSOC, PLLC
6901 SNIDER PLAZA #130
DALLAS TX 75205

STRYKER SPINE, A DIVISION OF STRYKER CORP.
C/O LORI L. PURKEY, ESQ.
PURKEY & ASSOCIATES, PLC
5050 CASCADE ROAD, SE, SUITE A
GRAND RAPIDS MI 49546

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

U.S. ATTORNEY GENERAL

U.S. DEPT. OF JUSTICE
OFFICE OF THE U.S. ATTORNEY GENERAL
ATTN: LORETTA E. LYNCH
950 PENNSYLVANIA AVENUE, NW
WASHINGTON DC 20530-0001

UNSECURED CREDITORS COMMITTEE MEMBER

SHANE REED
MEDLINE INDUSTRIES, INC.
1 MEDLINE PLACE
MUNDELEIN IL 60060

MATTHEW DAVIS, M.D.
INPATIENT PHYSICIAN ASSOCIATES, PLLC
6901 SNIDER PLAZA #130
DALLAS TX 75205

THOMAS WALKER - CHAIRMAN
PRO SILVER STAR LTD.
ONE COWBOYS PKWAY
IRVING TX 75063

SCOTT WAY
LDR SPINE USA, INC.
13785 RESEARCH BLVD.
SUITE 200
AUSTIN TX 78750