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*Attorneys for the Reorganized Debtors*

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**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF WASHINGTON**

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In re:

ASTRIA HEALTH,  
Debtor.

Chapter 11  
Case No. 19-01189-11

**NOTICE OF DEBTOR'S MOTION AND  
MOTION FOR ENTRY OF A FINAL  
DECREE (I) CLOSING CASE AND (II)  
GRANTING RELATED RELIEF**

**MOTION FOR FINAL DECREE  
AND TO CLOSE CASE**

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1       **PLEASE TAKE NOTICE** that Astria Health, a Washington nonprofit  
2 corporation, the remaining reorganized debtor and former debtor in possession (the  
3 “Reorganized Debtor”) under chapter 11 of title 11 of the United States Code, §§ 101  
4 *et seq.* (the “Bankruptcy Code”), in the above-captioned chapter 11 case (the  
5 “Remaining Case”), by and through the undersigned counsel of record, respectfully  
6 requests the entry of an order closing the Remaining Case.

7       **PLEASE TAKE FURTHER NOTICE** that the Reorganized Debtor files this  
8 Motion pursuant to § 350(a), Rule 3022 of the Federal Rules of Bankruptcy  
9 Procedure, and Local Rule 3022-1 of the Local Bankruptcy Rules of the United States  
10 Bankruptcy Court for the Eastern District of Washington.

11       **PLEASE TAKE FURTHER NOTICE** that the Motion is based on this  
12 Notice of Motion and Motion, the *Declaration of John M. Gallagher in Support of*  
13 *Emergency First-Day Motions* [Docket No. 21] and the *Declaration of Brian*  
14 *Gibbons In Support of the Motion for Entry of a Final Decree (I) Closing Case and*  
15 *(II) Granting Related Relief*, filed herewith.

16       **PLEASE TAKE FURTHER NOTICE** that if you object to the Motion, you  
17 must do so by filing a written objection with this Court and serve a copy upon the  
18 undersigned not later than **Friday, April 25, 2025**. Should you fail to timely and  
19 properly object to the Motion, the Court may grant the Motion without a hearing and  
20 without further notice to you.

21       **MOTION TO CLOSE CASE AND  
RELATED RELIEF**

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1 Dated: April 8, 2025

2 /s/ Samuel R. Maizel

3 SAMUEL R. MAIZEL (Admitted *Pro*  
4 *Hac Vice*)

5 GEOFFREY M. MILLER (Admitted  
6 *Pro Hac Vice*)

7 SAM J. ALBERTS (WSBA #22255)  
8 DENTONS US LLP

9 *Attorneys for the Reorganized Debtors*

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## INTRODUCTION

The above-captioned remaining debtor (the “Reorganized Debtor”) hereby moves the Court (the “Motion”) for entry of an order and final decree substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), pursuant to §§ 105(a) and 350 of title 11 of the United States Code (the “Bankruptcy Code”),<sup>1</sup> Rule 3022 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 3022-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Eastern District of Washington (the “LBR”) closing the above-captioned chapter 11 case (the “Remaining Case”), and granting such other relief as the Court deems just and proper.

The Reorganized Debtor’s estate has been fully administered and it is appropriate to close the Remaining Case at this time. On June 30, 2021, the Court entered the *Final Decree (I) Closing the Affiliated Cases and (II) Granting Related Relief* [Dkt. No. 2590] (the “Initial Closure Order”), closing the Affiliated Cases of the Closed Reorganized Debtors,<sup>2</sup> and keeping open the Remaining Case. The

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<sup>1</sup> All references to “section” (or “sections”) or “§” (or “§§”) herein are to sections of the Bankruptcy Code.

<sup>2</sup> The “Closed Reorganized Debtors” and the “Affiliated Cases” are: Glacier Canyon, LLC (Case No. 19-01193-11), Kitchen and Bath Furnishings, LLC (Case No. 19-01194-11), Oxbow Summit, LLC (Case No. 1901195-11), SHC Medical Center - Toppenish (Case No. 19-01190-11), SHC Medical Center - Yakima (Case No. 19-01192-11), Sunnyside Community Hospital Association (Case No. 19-01191-11), SHC Holdco, LLC (Case No. 19-01196-11), Sunnyside Community Hospital Home

1 Remaining Case was left open to (a) adjudicate certain remaining administrative and  
2 priority claims; (b) resolve pending litigation, including litigation against Cerner  
3 Corporation and Cerner Revworks, LLC (collectively “Cerner”) (Adv. Pro. No. 21-  
4 80005-WLH) and the United States Small Business Administration (the “SBA”) (Adv. Pro. No. 20-8016-WLH); and (c) permit the GUC Distribution Trustee<sup>3</sup> to  
5 object to and otherwise resolve any issues with General Unsecured Claims and pursue  
6 and settle avoidance actions.  
7

8 Since the entry of the Initial Closure Order, all remaining Administrative and  
9 Priority Claims have been adjudicated and pending litigation against Cerner and the  
10 SBA has been resolved. Also, the GUC Distribution Trustee has substantially  
11 completed his duties under the Plan and resolved all objections to General Unsecured  
12 Claims and settled all avoidance actions. The GUC Distribution Trustee’s only  
13 remaining duties under the Plan and GUC Distribution Trust Agreement are to  
14 complete a final distribution of funds to Holders of General Unsecured Claims and  
15 complete certain ministerial tasks to winddown the GUC Distribution Trust,  
16

17  
18 Medical Supply, LLC (Case No. 19-01197-11), Sunnyside Home Health (Case No.  
19 19-01198-11), Sunnyside Professional Services, LLC (Case No. 19-01199-11),  
20 Yakima Home Care Holdings, LLC (Case No. 19-01201-11), and Yakima HMA  
21 Home Health, LLC (Case No. 19-01200-11).

<sup>3</sup> Capitalized terms not otherwise defined herein shall have the meaning afforded in the Plan.

**MOTION TO CLOSE CASE AND  
RELATED RELIEF**

2

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1 including filing a final tax return. There are no pending disputed claims, contested  
2 matters, or any other proceedings that require the Court's consideration or oversight.

3 Thus, it is appropriate for the Court to grant the Motion and enter a final decree  
4 closing the Remaining Case.

5 **I.**

6 **JURISDICTION AND VENUE**

7 This Court has jurisdiction over this Motion under 28 U.S.C. § 157(b)(2)(A)  
8 and (O), the *Modified Second Amended Joint Chapter 11 Plan of Reorganization of*  
9 *Astria Health and Its Debtors Affiliates* [Docket No. 2196] (the "Plan") (see Section  
10 VI, Retention of Jurisdiction) and the *Order Confirming Modified Second Amended*  
11 *Joint Chapter 11 Plan of Reorganization of Astria Health and Its Debtor Affiliates*  
12 [Docket No. 2217] (the "Confirmation Order") (see ¶ 21, Retention of Jurisdiction).

13 This is a core proceeding pursuant to 28 U.S.C. § 157(b). The Reorganized Debtor  
14 consents to the entry of a final order by the Court in connection with this Motion to  
15 the extent it is later determined that the Court, absent consent of the parties, cannot  
16 enter final orders or judgments consistent with Article III of the United States  
17 Constitution. Venue of these proceedings and this Motion is proper pursuant to  
18 28 U.S.C. § 1409.

1 **II.**

2 **BACKGROUND**

3 1. The Reorganized Debtor and Closed Reorganized Debtors (collectively,  
4 the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy  
5 Code on May 6, 2019 (the “Petition Date”). Between the Petition Date and the  
6 Effective Date (defined below), the Debtors operated their businesses as debtors in  
7 possession pursuant to §§1107 and 1108.

8 2. Astria Health, a Washington nonprofit corporation, is a non-profit  
9 healthcare system based in Eastern Washington.

10 3. At the Petition Date, the Astria Health system included three hospitals:  
11 Astria Regional Medical Center, a 214-bed hospital in Yakima, Washington; Astria  
12 Sunnyside Hospital, a 38-bed critical access hospital in Sunnyside, Washington; and  
13 Astria Toppenish Hospital, a 63-bed hospital in Toppenish, Washington. During the  
14 Case the Debtor closed and sold the hospital in Yakima.

15 4. The United States Trustee appointed the Official Committee of  
16 Unsecured Creditors in the Debtors’ chapter 11 cases on May 24, 2019 [Docket No.  
17 135]. No trustee or examiner was appointed.

18 5. Additional information about the Debtors’ prepetition businesses and  
19 affairs, capital structure, prepetition indebtedness and, the events leading up to the  
20 Petition Date, can be found in the *Declaration of John M. Gallagher in Support of*  
21

1 *Emergency First-Day Motions* [Docket No. 21] (the “First Day Declaration”), which  
2 is incorporated herein by reference.

3 6. The Debtors’ Plan was confirmed by the Confirmation Order dated  
4 December 23, 2020. The Plan became effective on January 15, 2021 (the “Effective  
5 Date”). *See Notice of Occurrence of Effective Date of Modified Second Amended*  
6 *Joint Plan Reorganization of Astria Health and Its Debtor Affiliates* the [Docket No.  
7 2264]. Multicare Health System provided the Debtors with \$75 million of exit  
8 financing under the Multicare Credit Agreement to fund the Plan.

9 7. On the Effective Date, the Debtors (a) paid in full all Allowed  
10 Administrative Claims (that are not Allowed Professional Fee Claims, DIP Claims,  
11 or Ordinary Course Administrative Expenses), Allowed Priority Claims, and  
12 Allowed Cure Payments; (b) made the Multicare Transaction Payment to pay secured  
13 claims held by the Lapis Parties; (c) paid 20% of the amount of the Allowed  
14 Convenience Class Claims up to a maximum of \$1,000 for each such claim; and (d)  
15 appointed a new board of directors which has assumed governance over the  
16 Reorganized Debtors.

17 8. Also, on the Effective Date, the GUC Distribution Trust was established  
18 and the Debtors contributed the Initial GUC Distribution Amount of \$5 million to the  
19 trust. The GUC Distribution Trustee’s powers under the GUC Distribution Trust  
20 Agreement include the power to distribute and dispose of the GUC Distribution Trust  
21



1 Assets and effect distributions under the Plan to general unsecured claimants, pay all  
2 costs and expenses of administering the GUC Distribution Trust, and settle claims  
3 and causes of action, including avoidance actions, or disputes concerning holders of  
4 general unsecured claims. Since the initial payment on the Effective Date, the  
5 Debtors have paid a total of \$1,300,571 to the GUC Distribution Trust, for a total  
6 overall of \$6,300,571.

7 9. On June 30, 2021, the Court entered Initial Closure Order, closing the  
8 Affiliated Cases of the Closed Reorganized Debtors and leaving open the Remaining  
9 Case of Astria Health.

10 10. Since the entry of the Initial Closure Order, all Administrative and  
11 Priority Claims have been adjudicated and all pending adversary proceedings have  
12 been closed, including those pending against Cerner and the SBA.<sup>4</sup> The GUC  
13 Distribution Trustee has also substantially administered the GUC Distribution Trust.  
14 In particular, the GUC Distribution Trustee has resolved all objections to and issues  
15 concerning General Unsecured Claims and, to date, has made distributions of  
16 approximately \$9,998,107 to Holders of General Unsecured Claims in accordance  
17 with the Plan.

18  
19  
20 <sup>4</sup> The Reorganized Debtor and Cerner stipulated to dismissal of the adversary proceeding with  
21 prejudice on July 28, 2022 [Adv. Pro. 21-80005, Dkt. No. 231]. The SBA adversary proceeding  
was appealed to the United States District Court for the Eastern District of Washington and  
dismissed as equitably moot on March 9, 2022 [Case No. 20-3098, Dkt. No. 29].

11. The GUC Distribution Trustee's remaining duties under the Plan and GUC Distribution Trust Agreement are mostly ministerial. A final distribution of approximately \$4 million still must be made to Holders of General Unsecured Claims. The final distribution will be subject to deposit and clearing of the funds by the recipients and any uncleared funds will be used to pay outstanding obligations of the GUC Distribution Trust. The GUC Distribution Trustee's other remaining duties include certain administrative tasks to wind down the GUC Distribution Trust, including filing a final tax return.

12. If the Remaining Case is left open, unnecessary costs, including, but not limited to, quarterly fees owed to the U.S. Trustee, will be imposed on the Reorganized Debtor's estate. Accordingly, the Reorganized Debtor requests entry of a final decree closing the Remaining Case at this time.

### III.

## REQUESTED RELIEF

13. By this Motion, the Reorganized Debtor seeks entry of a final order, substantially in the form attached hereto as **Exhibit A**, closing the Remaining Case and granting such other relief as the Court deems just and proper.

1 IV.

2 BASIS FOR RELIEF

3 14. Section 350(a) provides that “[a]fter an estate is fully administered and  
4 the court has discharged the trustee, the court shall close the case.” Bankruptcy Rule  
5 3022, which implements § 350, likewise provides that “[a]fter an estate is fully  
6 administered in a chapter 11 reorganization case, the court, on its own motion or on  
7 motion of a party in interest, shall enter a final decree closing the case.”

8 15. Further, § 105 provides that, “[t]he court may issue any order, process,  
9 or judgment that is necessary or appropriate to carry out the provisions of this title.”

10 16. The term “fully administered” is not defined in the Bankruptcy Code,  
11 the Bankruptcy Rules, or the LBR. The 1991 Advisory Committee Note to  
12 Bankruptcy Rule 3022 (the “Advisory Committee Note”) sets forth the following  
13 non-exclusive factors to be considered in determining whether a case has been fully  
14 administered:

- 15 a. whether the order confirming the plan has become final;
- 16 b. whether deposits required by the plan have been distributed;
- 17 c. whether the property proposed by the plan to be transferred has been  
18 transferred;
- 19 d. whether the debtor or the successor of the debtor under the plan has  
20 assumed the business or the management of the property dealt with by  
21 the plan;
- e. whether payments under the plan have commenced; and

1 f. whether all motions, contested matters, and adversary proceedings have  
2 been finally resolved.

3 Fed. R. Bankr. P. 3022 Advisory Committee Note (1991).

4 17. All of these factors need not be present before the Court can enter a final  
5 decree. *See Walnut Assocs. v. Saidel*, 164 B.R. 487, 493 (E.D. Pa. 1994) (“[A]ll of  
6 the factors in the Committee Note need not be present before the Court will enter a  
7 final decree.”). Courts in this circuit and others adopt the view that “these factors are  
8 but a guide in determining whether a case has been fully administered, and not all  
9 factors need to be present before the case is closed.” *In re SLI, Inc.*, No. 02-12608,  
10 2005 WL 1668396, at \*2 (Bankr. D. Del. June 24, 2005) (citing *In re Mold Makers,*  
11 *Inc.*, 124 B.R. 766, 768–69 (Bankr. N.D. Ill. 1990)); *see also In re Spokane Raceway*  
12 *Park Inc.*, No. BAP EW-12-1659, 2013 WL 3972429, at \*4 (B.A.P. 9th Cir. Aug. 2,  
13 2013) (“Although the Advisory Committee Note provides guidance on when a  
14 bankruptcy court may enter a final decree, not all the factors set forth in the Advisory  
15 Committee Note need to be present to establish that a case is fully administered for  
16 final decree purposes.”); *In re Precision Autocraft, Inc.*, 197 B.R. 901, 908 (Bankr.  
17 W.D. Wash. 1996), *rev'd*, 207 B.R. 692 (W.D. Wash. 1997) (“Each of the factors  
18 listed relates strictly to obligations imposed by the plan and confirming order. Thus,

1 while the list is not exclusive, it is indicative that the only preconditions to entry of a  
2 final decree are those relating to the plan and/or the order of confirmation.”).<sup>5</sup>

3 18. In addition to the factors set forth in the Advisory Committee Note,  
4 courts have considered whether the plan has been substantially consummated. *See In*  
5 *re Motors Liquidation Co.*, 625 B.R. 605, 615 (Bankr. S.D.N.Y. 2021) (stating that  
6 courts consider substantial consummation as a factor) (citations omitted); *see also In*  
7 *re Gates Cmty. Chapel of Rochester, Inc.*, 212 B.R. 220, 224 (Bankr. W.D.N.Y.  
8 1997) (considering substantial consummation as a factor in determining whether to  
9 close a case). Section 1101(2) defines substantial consummation as follows:

- 10 a. transfer of all or substantially all of the property proposed by the plan to  
11 be transferred;

12  
13 <sup>5</sup> *See also In re Federated Department Stores, Inc.*, 43 Fed. Appx. 820, 822 (6th Cir.  
14 2002) (“A court should review each request for entry of a final decree on a case-by-  
15 case basis and analyze the factors set forth in Rule 3022, along with any other relevant  
16 factors, in determining whether an estate has been fully administered.”); *In re Kliegl*  
17 *Bros. Universal Elec. Stage Lighting Co., Inc.*, 238 B.R. 531, 542 (Bankr. E.D.N.Y.  
18 1999) (recognizing that bankruptcy courts weigh the factors contained in the advisory  
19 committee note when deciding whether to close a case); *Ericson v. IDC Servs., Inc.*  
20 *(In re IDC Servs., Inc.)*, No. 93-B-45922 (SMB), 1998 WL 547085, at \*3 (S.D.N.Y.  
21 Aug. 28, 1998) (“[T]he approach that looks to the Advisory Note provides a more  
complete and flexible standard for determining when to close a chapter 11 case, and  
is therefore preferable.”); *In re Jay Bee Enters., Inc.*, 207 B.R. 536, 538 (Bankr. E.D.  
Ky. 1997) (“Rule 3022 allows the court flexibility. It does not require that a chapter  
11 case be kept open until all awarded fees and allowed claims have been paid in  
accordance with the confirmed plan or until the statutory fees . . . have been paid.”);  
*Walnut Assocs. v. Saidel*, 164 B.R. 487, 493 (E.D. Pa. 1994) (“[A]ll of the factors in  
the Committee Note need not be present before the Court will enter a final decree.”).

1           b. assumption by the debtor or by the successor to the debtor under the  
2           plan of the business or of the management of all or substantially all of  
3           the property dealt with by the plan; and

4           c. commencement of distribution under the plan.

5           11.S.C. § 1101(2).

6           19. The Advisory Committee Note also indicates that the entry of a final  
7           decree “should not be delayed solely because the payments required by the plan have  
8           not been completed,” and the Court “should not keep the case open only because of  
9           the possibility that the court's jurisdiction may be invoked in the future.” Fed. R.  
10          Bankr. P. 3022 Advisory Committee Note (1991). Additionally, “a final decree  
11          closing the case after the estate is fully administered does not deprive the court of  
12          jurisdiction to enforce or interpret its own orders and does not prevent the court from  
13          reopening the case for cause pursuant to § 350(b) of the [Bankruptcy] Code.” *Id.*  
14          Indeed, Bankruptcy Rule 3022 was amended in order to “set forth a flexible Rule to  
15          permit the court to determine that an estate is fully administered and should be closed  
16          even though payments or other activities involving the debtor and its creditors might  
17          continue. . . .” *In re Gould*, 437 B.R. 34, 37-38 (Bankr. D. Conn. 2010) (citation  
18          omitted).

19          20. The Debtors’ Plan in this case has been substantially consummated. In  
20          particular, on the Effective Date, the Debtors paid in full all Allowed Administrative  
21          Claims (that are not Allowed Professional Fee Claims, DIP Claims, or Ordinary

1 Course Administrative Expenses), Allowed Priority Claims, and Allowed Cure  
2 Payments. The Debtors also made the Multicare Transaction Payment and appointed  
3 a new board of directors which has assumed governance over the Reorganized  
4 Debtors.

5 21. The GUC Distribution Trust was also established on the Effective Date  
6 and the Debtors contributed the Initial GUC Distribution Amount to the trust. The  
7 GUC Distribution Trustee has since substantially administered the GUC Distribution  
8 Trust. Accordingly, the Plan has been substantially consummated, as that term is  
9 defined by § 1101(2).

10 22. Since entry of the Initial Closure Order, the Remaining Case has also  
11 been fully administered under all of the foregoing standards. Among other things:

- 12 a. The Confirmation Order is final and non-appealable and the Effective  
13 Date of the Plan occurred on January 15, 2021;
- 14 b. The fees and costs estimated in the Plan to be incurred through the  
15 Effective Date by professionals employed in the Chapter 11 Cases have  
16 also been paid in full. Further, all deposits required by the Plan have  
17 been made;
- 18 c. The Debtors have emerged from chapter 11 as reorganized entities;
- 19 d. As discussed in paragraphs 21 and 22 *supra*, the material transactions  
20 contemplated by the Plan have been completed;

- 1 e. All Administrative, Priority, and General Unsecured Claims have been  
2 resolved and reconciled;
- 3 f. There are no pending disputed claims, contested matters, or any other  
4 proceedings that require the Court's consideration or oversight; and
- 5 g. Substantially all distributions provided for under the Plan for classified  
6 claims have been made and any remaining distributions with respect to  
7 those claims will be made in accordance with the terms of the Plan.

8 23. The foregoing factors support closing the Remaining Case. The fact that  
9 the GUC Distribution Trustee still needs to make a final distribution to Holders of  
10 General Unsecured Claims and perform other ministerial tasks required to wind down  
11 the GUC Distribution Trust, including filing a final tax return, does not require the  
12 Remaining Case to remain open. *See In re Jay Bee Enters., Inc.*, 207 B.R. at 539  
13 (finding that Bankruptcy Rule 3022 "does not require that a chapter 11 case be kept  
14 open until all awarded fees and allowed claims have been paid in accordance with  
15 the confirmed plan or until the statutory fees . . . have been paid").

16 24. In addition, all Section 1930 Fees that are due and owing in the  
17 Remaining Case have been paid or will be paid in the ordinary course. As such,  
18 closing the Remaining Case complies with LBR 3022-1.

19 25. For the reasons stated herein, the Reorganized Debtor submits that the  
20 Remaining Case has been fully administered within the meaning of § 350. Therefore,



1 the Reorganized Debtor respectfully submits that the Final Decree should be entered  
2 and the Remaining Case should be closed.

3 **V.**

4 **FINAL REPORT**

5 26. Pursuant to LBR 3022-1(a), the Reorganized Debtor plans to file a final  
6 account for the Remaining Case and each of the Closed Chapter 11 Cases in  
7 accordance with the LBR.

8 **VI.**

9 **NOTICE**

10 27. The Reorganized Debtor will provide notice of this Motion to: (i) the  
11 Office of the United States Trustee for the Eastern District of Washington; (ii)  
12 counsel to the GUC Distribution Trustee; and (iii) any party that has requested notice  
13 pursuant to Bankruptcy Rule 2002. The Reorganized Debtor respectfully submits  
14 that no further notice is required.

15 **VII.**

16 **CONCLUSION**

17 WHEREFORE, the Reorganized Debtor respectfully requests entry of the  
18 Proposed Final Decree substantially in the form attached hereto as **Exhibit A**,  
19 granting the relief requested herein and such other and further relief as the Court may  
20 deem just and appropriate.

1 Dated: April 8, 2025

DENTONS US LLP

2 By /s/ Samuel R. Maizel  
3 SAMUEL R. MAIZEL (Admitted *Pro Hac Vice*)  
4 GEOFFREY M. MILLER (Admitted *Pro Hac*  
5 *Vice*)  
6 SAM J. ALBERTS (WSBA #22255)

7 *Attorneys for the Reorganized Debtors*

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**MOTION TO CLOSE CASE AND  
RELATED RELIEF**

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1. I am the Chief Executive Officer (“CEO”) of Astria Health (“Astria”) and the affiliated Closed Reorganized Debtors.<sup>1</sup>

3. This declaration is being filed in support of the *Notice of Debtor's Motion and Motion for Entry of a Final Decree (I) Closing Case and (II) Granting Related Relief* (the “Motion”).

4. On the Effective Date, the Debtors (a) paid in full all Allowed Administrative Claims (that are not Allowed Professional Fee Claims, DIP Claims, or Ordinary Course Administrative Expenses), Allowed Priority Claims, and Allowed Cure Payments; (b) made the Multicare Transaction Payment to pay secured claims held by the Lapis Parties; (c) paid 20% of the amount of the of Allowed Convenience Class Claims up to a maximum of \$1,000 for each such claim; and (d) appointed a new board of directors which has assumed governance over the Reorganized Debtors.

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning afforded in the Motion.

1           5.     On the Effective Date, the GUC Distribution Trust was established and  
2 the Debtors also contributed the Initial GUC Distribution Amount of \$5 million to  
3 the trust. Since the initial payment on the Effective Date, the Debtors have paid a  
4 total of \$1,300,571 to the GUC Distribution Trust, for a total overall of \$6,300,571.

5           6.     Since the entry of the Initial Closure Order, all Administrative and  
6 Priority Claims have been adjudicated and all pending adversary proceedings have  
7 been closed, including those pending against Cerner and the SBA. The GUC  
8 Distribution Trustee has also substantially administered the GUC Distribution Trust.  
9 In particular, the GUC Distribution Trustee has resolved all objections to and issues  
10 concerning General Unsecured Claims and, to date, has made distributions of  
11 approximately \$9,998,107 to Holders of General Unsecured Claims in accordance  
12 with the Plan.

13           7.     The GUC Distribution Trustee's remaining duties under the Plan and  
14 GUC Distribution Trust Agreement are mostly ministerial. A final distribution of  
15 approximately \$4 million still must be made to Holders of General Unsecured  
16 Claims. The final distribution will be subject to deposit and clearing of the funds by  
17 the recipients and any uncleared funds will be used to pay outstanding obligations of  
18 the GUC Distribution Trust. The GUC Distribution Trustee's other remaining duties  
19 include certain administrative tasks to wind down the GUC Distribution Trust,  
20 including filing a final tax return.

21           **MOTION TO CLOSE CASE AND  
RELATED RELIEF**

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1           8.     I believe that it is appropriate for the Court to enter a final decree closing  
2 the Remaining Case because, among other things:

- 3           a)     the Confirmation Order has become final and non-appealable;
- 4           b)     the Debtors have emerged from chapter 11 as reorganized entities;
- 5           c)     the material transactions contemplated by the Plan, including payment  
6 of claims held by the Lapis Parties, payment of Allowed Administrative  
7 Claims, Allowed Priority Claims and contribution of the Initial GUC  
8 Distribution Amount, have been substantially consummated;
- 9           d)     the Reorganized Debtors have assumed the business and management  
10 of the assets of the Debtors as reorganized entities and a new board has  
11 been appointed and has assumed governance over the Reorganized  
12 Debtors;
- 13           e)     all Administrative, Priority, and General Unsecured Claims have been  
14 resolved and reconciled;
- 15           f)     there are no pending disputed claims, contested matters, or any other  
16 proceedings that require the Court's consideration or oversight; and
- 17           g)     substantially all distributions provided for under the Plan for classified  
18 claims have been made and any remaining distributions with respect to  
19 those claims will be made in accordance with the terms of the Plan.

20           9.     All Section 1930 Fees that are due and owing in the Remaining Case  
21 have been paid or will be paid in the ordinary course.

          10.     I declare under penalty of perjury that the above is true and correct.

1 Dated: March <sup>27</sup> [ ], 2025

ASTRIA HEALTH

2 By:   
3 Brian Gibbons  
4 Chief Executive Officer

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**MOTION TO CLOSE CASE AND  
RELATED RELIEF**

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**EXHIBIT A**  
**Proposed Order**

**MOTION TO CLOSE CASE AND  
RELATED RELIEF** 1

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**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF WASHINGTON**

IN RE:  
ASTRIA HEALTH,  
Reorganized Debtor.

Chapter 11  
Case No. 19-01189-11  
**FINAL DECREE (I) CLOSING THE  
CASE AND (II) GRANTING  
RELATED RELIEF**

This matter coming before the Court on the Motion, dated April 4, 2025 (the “Motion”), of the above-captioned remaining debtor (collectively, the “Reorganized Debtor”), pursuant to § 350(a) of chapter 11 of title 11 of the United States Code, §§ 101 *et seq.* (the “Bankruptcy Code”),<sup>1</sup> Bankruptcy Rule 3022 and LBR 3022-1, for

<sup>1</sup> All references to “§” herein are to sections of the Bankruptcy Code. All references to “Bankruptcy Rules” are to provisions of the Federal Rules of Bankruptcy Procedure. All references to “LBR” are to provisions of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Eastern District of Washington (the “Bankruptcy Court”).

**MOTION TO CLOSE CASE AND  
RELATED RELIEF**



1 entry of a final decree (this "Final Decree"), (i) closing the above-captioned  
2 Remaining Case<sup>2</sup> of the Reorganized Debtor, and (ii) granting related relief, all as  
3 more fully described in the Motion; and the Court having reviewed the Motion and  
4 no objections having been filed; and the Court having found that

5 (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157  
6 and 1334, the Plan and Confirmation Order, and that this Court may enter a final  
7 order consistent with Article III of the United States Constitution; and that venue of  
8 this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408  
9 and 1409;

10 (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b); and

11 (c) notice of the Motion was sufficient under the circumstances; and the  
12 Court having determined that the legal and factual bases set forth in the Motion  
13 establish just cause for the relief granted herein;

14 IT IS HEREBY ORDERED THAT:

15 1. The Motion is GRANTED as set forth herein.

16 2. Pursuant to § 350, the Remaining Case is hereby CLOSED.

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20 <sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to  
21 such terms in the Motion.

1           3.     The Clerk of this Court shall enter this Final Decree individually on the  
2 docket of the above-captioned Remaining Case and the docket of the Remaining Case  
3 shall be marked as "Closed."

4           4.     The Reorganized Debtor is authorized to take all actions necessary to  
5 effectuate the relief granted pursuant to this order and final decree in accordance with  
6 the Motion.

7           5.     Entry of this order and final decree is without prejudice to the rights of  
8 the GUC Distribution Trustee to complete a final distribution to GUC Distribution  
9 Trust Beneficiaries and perform any other duties to fully administer the GUC  
10 Distribution Trust as contemplated by the Plan and GUC Distribution Trust  
11 Agreement, including taking steps to wind down the GUC Distribution Trust and  
12 complete and file a final tax return.

13          6.     The entry of this Final Decree shall not impair or otherwise affect the  
14 Court's retention of jurisdiction under the Plan.

15          7.     The Court shall retain jurisdiction to hear and determine all matters  
16 arising from or related to the implementation, enforcement or interpretation of this  
17 Final Decree.

18          8.     This Order is without prejudice to the Reorganized Debtor's, the GUC  
19 Distribution Trustee's or any other party's right to file a motion to reopen the  
20 Remaining Case or any Closed Chapter 11 Case.

21  
**MOTION TO CLOSE CASE AND  
RELATED RELIEF**

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