



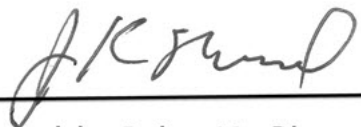
Order Filed on December 15, 2017 by Clerk U.S. Bankruptcy Court District of New Jersey

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY Caption in Compliance with D.N.J. LBR 9004-1	
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<i>In re</i> FLORHAM PARK SURGERY CENTER, LLC Debtor.	Chapter 11 Case No. 16-16964 Judge: Hon. John K. Sherwood

STIPULATION AND CONSENT ORDER REGARDING DEBTOR'S ASSUMPTION AND ASSIGNMENT OF ITS CIGNA PROVIDER AGREEMENT

This relief set forth on the following pages, numbered two (2) through four (4), is hereby **ORDERED.**

DATED: December 15, 2017



Honorable John K. Sherwood
United States Bankruptcy Court

Debtor: Florham Park Surgery Center, LLC

Case No.: 16-16964 (JKS)

Caption of Order: STIPULATION AND CONSENT ORDER REGARDING DEBTOR'S ASSUMPTION AND ASSIGNMENT OF ITS MEDICARE PROVIDER AGREEMENT AND PROVIDER NUMBER FOR FLORHAM PARK SURGERY CENTER LLC

This assumption and assignment stipulation is made by and among Florham Park Surgery Center LLC (the "Debtor"), Cigna HealthCare of New Jersey, Inc. ("Cigna") and Hanover Hills Surgery Center LLC (the "Purchaser").

RECITALS

WHEREAS, on April 11, 2016, the Debtor filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") and has continued to operate its business and manage its property as debtor-in-possession pursuant to section 1107 and 1108 of the Bankruptcy Code.

WHEREAS, on July 12, 2017, this Court entered an Order Authorizing the Sale of Substantially All of the Debtor's Assets, Pursuant to 11 U.S.C. §§ 105, 363(b) and (f) [ECF Doc. 193] (the "Sale Order"), which approved the sale of substantially all of the Debtor's assets free and clear of liens, claims and encumbrances to Florham Park LLC or its designee (the "Sale").

WHEREAS, Florham Park Capital, LLC has designated Hanover Hills Surgery Center LLC as the purchaser under the Sale Order.

WHEREAS, the Sale Order permitted the Purchaser to designate, within 60 days after entry of the Sale Order, which of the Debtor's executory contracts it would accept for assignment, and required the Debtor to seek Bankruptcy Court approval for assumption and assignment of the designated contracts.

WHEREAS, the Purchaser designated for assumption and assignment, inter alia, the Debtor's Ancillary Services Agreement with Cigna effective as of April 15, 2012 ("Cigna Provider Agreement"), pursuant to which the Debtor, through the healthcare facility that it

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operated, provided healthcare services to eligible participants within Cigna's Provider Network.

WHEREAS, on September 12, 2017, the Debtor filed a motion to assume and assign the Cigna Provider Agreement [ECF Doc. 215] (the "Assumption Motion").

WHEREAS, on December 8, 2017, Cigna filed an objection to the Assumption Motion [ECF Doc. 228] (the "Objection").

WHEREAS, the Debtor, Cigna and the Purchaser have come to an agreement, as memorialized herein, which resolves Objection.

NOW, THEREFORE, THE PARTIES AGREE AS FOLLOWS:

1. Pursuant to 11 U.S.C. § 365, the Ancillary Services Agreement between Cigna and the Debtor shall be assumed and assigned to the Purchaser as of October 13, 2017, the closing date of the Sale.

2. In lieu of cure, any accrued and unpaid obligations under the Cigna Provider Agreement shall pass through to Purchaser and survive assumption and assignment so that nothing in this Order or 11 U.S.C. § 365 shall affect Cigna's rights to enforce payment obligations under the Cigna Provider Agreement against Buyer, or any defenses with respect thereto; provided, however, that the accrued and unpaid obligations due to Cigna as of October 13, 2017, shall be capped at \$22,832.21 for the Purchaser and shall be subject to proof (including but not limited to contracts for the relevant time period and any and all relevant billing information) as required by the terms of the Cigna Provider Agreement.

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Dated: December 12, 2017

WEBBER MCGILL LLC

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