

(JUSTICE BRIAN P. STERN)

STATE OF RHODE ISLAND  
PROVIDENCE, SC.

SUPERIOR COURT

CHARTERCARE COMMUNITY BOARD, :  
et al., :

Plaintiffs, :

v. :

C.A. No. PC-2019-3654

SAMUEL LEE, et al., :

Defendants, :

**OBJECTIONS AND RESPONSES OF DEFENDANT JPMORGAN CHASE BANK, N.A.  
TO PLAN RECEIVER’S FIRST REQUEST FOR PRODUCTION OF DOCUMENTS**

Pursuant to Rule 34 of the Rhode Island Superior Court Rules of Civil Procedure (“Rules”), Defendant JPMorgan Chase Bank, N.A. (“JPMC”) hereby responds and objects as follows to the First Request for Production of Documents propounded by Plaintiff Stephen Del Sesto, as Receiver and Administrator of the St. Joseph Health Services of Rhode Island Retirement Plan (“Plan Receiver”).

**GENERAL OBJECTIONS**

1. JPMC objects to the following requests to the extent that they seek the production of documents concerning transactions or business relationships between JPMC and other persons or entities if such documents are entirely unrelated to the facts and claims at issue in this litigation. To that extent, such requests would not be reasonably calculated to lead to the discovery of admissible evidence, and are overly broad and unduly burdensome.

2. JPMC objects to the following requests to the extent that they seek the production of documents protected from disclosure by the attorney-client privilege, the work product

doctrine, or any other applicable privilege, immunity or exemption from disclosure. The inadvertent disclosure by JPMC of information protected from disclosure by any privilege or doctrine shall not constitute a waiver by JPMC of such objections or protections.

3. JPMC objects to the following requests to the extent that they seek the disclosure of documents containing information that is confidential, private or proprietary in nature, or that are subject to any non-disclosure agreements or confidentiality agreements between JPMC and any other parties. JPMC objects to the production of any and all such documents absent the entry of an appropriate Protective Order governing the use and disclosure of such documents.

4. JPMC objects to any request to the extent it call for the disclosure of information prohibited or otherwise protected from disclosure by the laws or regulations of any State or of the United States.

5. JPMC objects to any request that seeks the production of documents containing personally identifiable information that is protected by law or regulation, or that is protected from disclosure by any agreement of non-disclosure or confidentiality.

### **SPECIFIC OBJECTIONS AND RESPONSES**

**REQUEST NO. 1:** All documents relating to dividends since 2010 (whether proposed, attempted, or consummated) from or to, or distributions since 2010 (whether proposed, attempted, or consummated) by or to, Prospect Chartercare, LLC, Prospect East Holdings, Inc., Prospect Medical Holdings, Inc., Ivy Intermediate Holding, Inc., Ivy Holdings, Inc., or Chamber, Inc.

**OBJECTION:** JPMC objects to the foregoing request on the grounds that it is vague and ambiguous to the extent it seeks the production of documents concerning transactions strictly between and among parties other than JPMC. JPMC further objects to the foregoing request to the extent that it seeks documents containing confidential,

private or proprietary information, or documents that are subject to any non-disclosure or confidentiality agreements between JPMC and any other parties, without the entry of an appropriate Protective Order governing the use or disclosure of such documents.

**RESPONSE:** Notwithstanding the foregoing objection, and without waiving same, to the extent that this request seeks the production of documents regarding dividends or distributions made between or among parties to this action other than JPMC, and to which JPMC was not a party, JPMC states that it is not currently aware of any such responsive documents .

**REQUEST NO. 2:** All documents relating to any transaction (whether proposed, pending, or consummated) involving one or more of: (a) Samuel Lee; (b) David Topper; (c) Thomas Reardon; (d) Von Crockett; (e) Edwin Santos; (f) Edward Quinlan; (g) Joseph Distefano; (h) Andrea Doyle; (i) Prospect East Hospital Advisory Services, LLC; (j) Prospect Chartercare, LLC; (k) Prospect Chartercare SJHSRI, LLC; (l) Prospect Chartercare Holdings, Inc., (m) Prospect East Holdings, Inc.; (n) Prospect Medical Holdings, Inc.; (o) Ivy Holdings, Inc.; (p) Ivy Intermediate Holding, Inc.; (q) David & Alexa Topper Family Trust; (r) Green Equity Investors V, LP; (s) Green Equity Investors Side V, LP; (t) Chamber, Inc.; or (u) CharterCARE Community Board.

**OBJECTION:** JPMC objects to the foregoing request to the extent that it seeks documents related to transactions or business relationships between JPMC and any of the other parties named herein that are entirely unrelated to the facts and claims at issue in this litigation. To that extent, the foregoing request is not reasonably calculated to lead to the discovery of admissible evidence, and is overly broad and unduly burdensome. JPMC further objects to the production of any documents evidencing transactions of business relationships between JPMC and any non-parties to this litigation, absent some showing that such documents are within the permissible scope of discovery. JPMC further objects to the foregoing request to the extent that it seeks the production of

documents containing confidential, private or proprietary information, or documents that are subject to any non-disclosure or confidentiality agreements between JPMC and any other parties, without the entry of an appropriate Protective Order governing the use or disclosure of such documents.

**RESPONSE:** Notwithstanding the foregoing objection, and without waiving same, responsive and non-privileged documents related to the facts and claims at issue in this litigation will be produced following the entry of an appropriate Protective Order governing the use and disclosure of such documents.

**REQUEST NO. 3:** All documents relating to JPMorgan Chase Bank, N.A.'s activities or responsibilities as administrative agent and/or collateral agent in connection with the Original Term Loan, the Original ABL Facility, the Amended and Restated Term Loan Credit Agreement, the Term B-1 Loan, the New ABL Facility, the Amended and Restated ABL Credit Agreement, and/or the New Senior Secured Credit Facilities referred to in paragraph 96 of the Verified First Amended and Supplemental Complaint (quoting from the consolidated financial statements of Prospect Medical Holdings, Inc.).

**OBJECTION:** JPMC objects to the foregoing request to the extent that it seeks the production of documents containing confidential, private or proprietary information, or documents that are subject to any non-disclosure or confidentiality agreements between JPMC and any other parties, without the entry of an appropriate Protective Order governing the use or disclosure of such documents.

**RESPONSE:** Notwithstanding the foregoing objection, and without waiving same, responsive and non-privileged documents will be produced following the entry of an appropriate Protective Order governing the use and disclosure of such documents.

**REQUEST NO. 4:** All documents identifying the lenders party to the Amended and Restated Term Loan Credit Agreement referred to in paragraph 96 of the Verified First Amended and Supplemental Complaint.

**OBJECTION:** JPMC objects to the foregoing request to the extent that it seeks the disclosure of information that is confidential, private or proprietary in nature, or that is governed by any agreements of confidentiality or non-disclosure with any non-parties to this litigation. JPMC further objects to the production of any documents evidencing transactions of business relationships between JPMC and any non-parties to this litigation, absent some showing that such documents are within the permissible scope of discovery.

**RESPONSE:** Notwithstanding the foregoing objection, and without waiving same, responsive and non-privileged documents will be produced following the entry of an appropriate Protective Order governing the use and disclosure of such documents.

Respectfully submitted,

JPMORGAN CHASE BANK, N.A.

By its Attorneys,

/s/ Mark W. Freel  
Mark W. Freel (#4003)  
LOCKE LORD LLP  
2800 Financial Plaza  
Providence, RI 02903-2499  
(401) 276-6681  
mark.freel@lockelord.com

**CERTIFICATE OF SERVICE**

I hereby certify that on the 28th day of December, 2020, I filed and served this document through the electronic filing system on all counsel of record.

The document electronically filed and served is available for viewing and/or downloading from the Rhode Island Judiciary's Electronic Filing System.

/s/ Mark W. Freel