

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF FLORIDA

In Re:

Jointly Administered

High Ridge Management Corp., et al.

CASE NO.: 15-16388-JKO

Debtors.

Chapter 11

\_\_\_\_\_/

**PRELIMINARY OBJECTION TO DEBTORS' SALE PROCEDURES MOTION**

Secured Creditor, Hollywood Property Investments, LLC ("HPI"), by and through undersigned counsel, hereby file their Preliminary Objection to Debtors' Sale Procedure Motion and corresponding APA [DE 13], and in support thereof, would state as follows:

1. On April 8, 2015, the Debtor filed the instant Chapter 11 proceedings. As of the Petition Date, a Receiver was in control of the Debtors' assets pursuant to the corresponding Amended Order entered in State Court (attached as Exhibit 2 to DE 42).

2. Post-Petition, on April 10, 2015, the Honorable Judge Martinez entered that certain Amended Order of Forfeiture in connection with the almost \$40 million pre-petition Order of Forfeiture dated March 6, 2015 (attached as Exhibit 3 to DE 42).

3. Pre-Petition, the Honorable Judge Huck entered a Preliminary Injunction on November 21, 2012, enjoining any sale of assets of the Debtors:

"the Defendant, [Karen Kallen Zury], her agents employees, attorneys and all persona acting in concert and participation with her, including all corporations and other entities over which she exercised control as of October 3, 2012 or thereafter...[were] enjoined from alienating, withdrawing, transferring, removing dissipating, or otherwise disposing of, in any manner: (a) any assets, real or personal, in with the Defendant or any corporation or other entity over which she exercised control as of October 3, 2012 or thereafter [] has an interest..."

Case No. 12-cv-23601-HUCK [ECF No. 46)

4. Pre-Petition, HPI commenced a foreclosure action against the Debtors and asserts a claim of approximately \$14.6 million, plus post-petition interest and attorneys' fees.

5. Recently, the Debtors, Receiver and HPI resolved the turnover issue on an interim basis based on that corresponding Agreed Status Quo Order [DE 31]. Although HPI would hope that the foregoing would render the turnover issue moot, HPI formally filed a motion for the entry of an order to excuse compliance of turnover [DE 42].

6. The Debtors have filed a Motion to establish certain sales procedures and ultimately approve an asset purchase agreement [DE 13] (the "Sales Procedure Motion"). The Debtors have also asked the Court to shorten the bar date to file claims [DE 40].

7. HPI has certain objections to the Sale Procedures Motion, as stated herein below. To be clear, however, HPI reserves all rights to object to any sale that does not satisfy its claim in full. The preliminary objections are as follows:

a. Although the proposed purchaser has been around since January, they have refused to provide proof of funds to close or the absence of any insider deals. Indeed, the objection filed in State Court reflects these very concerns (attached as Exhibit A hereto);

b. Upon information and belief, the proposed buyer's ability to fund is subject to financing, which is material and has not been disclosed to the Court or creditors;

c. Based on the foregoing, a deposit of only \$500,000 is insufficient for a \$17 million sale. Further, the default is limited to the Deposit, which is another reason the deposit amount must be increased;

d. The proposed APA is premature for stalking horse status based on the ability of the buyer to walk. In other words, neither the contract or deposits are "hard". Absent an at risk purchaser, it seems odd that a break-up fee would be warranted;

- e. The break-up fee is excessive and appears to suggest double dipping as written. Any break-up fee allowed should not exceed \$100,000 and only applies in the event the stalking horse is beat at the auction. The break-up fee chills bidding and is harmful to the sale process. In fact the break-up fee goes way beyond its standard definition involving APA's and must be removed in this regard;
- f. The escrow for set-off of \$1 million is excessive and requires additional support. Further, the indemnification provisions are grossly inappropriate.
- g. The proposed credit of \$50,000 per employee that departs post closing is not appropriate;
- h. The representation in the APA as to applicable zoning laws is impossible given the limitation as to an office building and not a hospital;
- i. Despite numerous requests, the Debtors have not provided information detailing the net sales price based on reductions, credits and pro-rations. This is critical since they impact the ultimate sales price, which is not \$17 million. This in turn may alter the representations to the creditors that the sale will pay all creditors in full;
- j. The intended sale of all "causes of action" is never appropriate in an APA. Nor is there any disclosure of what is being sold, the value or consideration. This must be deleted;
- k. Nor can any break-up fee be deemed an administrative expense with a super priority above all other creditors;
- l. It is not appropriate that any sale order be subject to the sole discretion of buyer;
- m. The mandatory employment termination provision is odd given the liability as noted above, and may subject the estate to a large WARN claim;
- n. There is no estimation of the costs to cure any License issues, which will reduce the sales price; and
- o. HPI reserves the right to supplement their objection due to the short notice and compressed time in which the hearing was set, as well as any and all objections to any sale presented to the Court for approval;

WHEREFORE, Hollywood Property Investments, LLC respectfully request that its objection be sustained, together with such other and further relief that this Honorable Court may deem just and proper.

Dated this 22<sup>nd</sup> day of April 2015.

**ROETZEL & ANDRESS**

By: /s/ Alan J. Perlman  
Alan J. Perlman  
Florida Bar No. 826006  
350 E. Las Olas Boulevard, Suite 1150  
Ft. Lauderdale, FL 33301  
Telephone: (954) 462-4150  
Facsimile: (954) 462-4260  
E-mail: [aperlman@ralaw.com](mailto:aperlman@ralaw.com)  
*Attorneys for Hollywood Property  
Investments, LLC*

**CERTIFICATE OF SERVICE  
AND COMPLIANCE WITH LOCAL RULE 2090-1(A)**

**I HEREBY CERTIFY** that a true and correct copy of the foregoing was served on April 22, 2015 via CM/ECF on all parties who are registered for electronic notice and via U.S. Mail to the attached matrix.

**I HEREBY FURTHER CERTIFY** that I am admitted to the Bar of the United States District Court for the Southern District of Florida and I am in compliance with the additional qualifications to practice in this Court set forth in Local Rule 2090-1(A).

/s/ Alan J. Perlman  
Alan J. Perlman

High Ridge Management Corp. 15-16388-JKO  
Hollywood Hills Rehabilitation Center, LLC 15-16389-JKO  
Hollywood Pavilion, LLC 15-16390-JKO  
Master Service List

High Ridge Management Corp. et al.  
2421 NE 32 Court  
Lighthouse Point, FL 33064

U.S. Attorney General, Eric Holder  
U.S. Department of Justice  
950 Pennsylvania Ave., NW  
Washington, DC 20530-0001

U.S. Trustee  
51 SW 1<sup>st</sup> Avenue, Room 1204  
Miami, FL 33130

Internal Revenue Service  
Insolvency Support Group, Unit 1  
STOP 5760  
7850 SW 6<sup>th</sup> Court, Room 165  
Fort Lauderdale, FL 33318

FL Agency for Health Care Administration  
2727 Mahan Drive  
Tallahassee, FL 32308

CMS Regional Office  
61 Forsyth Street SW, Suite 4T20  
Atlanta, GA 30303

Avaya, Inc.  
POB 93000  
Chicago, IL 60673-0001

Centrad Healthcare LLC  
184 Shuman Blvd., Suite 130  
Naperville, IL 60563-1219

Chase Card Serv.  
POB 15153  
Wilmington, DE 19886-5153

CHC of Florida  
POB 6552  
Carol Stream, IL 60197-6552

Cheney Brothers, Inc.  
One Cheney Way  
Riviera Beach, FL 33404-700

Ecolab Supplies (NC)  
POB 905327  
Charlotte, NC 28290-5327

Edward Don & Company  
2562 Paysphere Circle  
Chicago, IL 60674

Flat Iron Capital  
1700 Lincoln Street 12 Floor  
Denver, CO 80203

HLE Medical  
9659 Porta Leona Lane  
Boynton Beach, FL 33472

Hollywood Property Investments, LLC  
5996 SW 70<sup>th</sup> Street, 5<sup>th</sup> Fl.  
Miami, FL 33143

Marsh & McLennan Agency LLC  
9850 NW 41 Street  
Suite 100  
Miami, FL 33178

Medical Decision Services  
1890 Marina Mile Blvd  
Suite 102  
Fort Lauderdale, FL 33312

Medline Industries Inc.  
Medline Industries Inc. Dept CH 14400  
Palatine, IL 60055-4400

Partner RX, LLC  
6555 Noca Drive #304  
Davie, FL 33317

Resource Services  
4019 SW 30 Ave.  
Fort Lauderdale, FL 33312

RXPPTS Pharmacy Services, Inc.  
4032 N. 29<sup>th</sup> Ave.  
Hollywood, FL 33020

Tri State Surgical Supply  
409 Hoyt St.  
Brooklyn, NY 11231

TMS Quality Care Rehab Division  
8477 S. Suncoast Blvd.  
Homosassa, FL 33446

Wayne Evancho  
1380 Miami Gardens Dr.  
Miami, FL 33179

American Health Associates, Inc.  
2831 Corporate Way  
Hollywood, FL 33025

Isaac & Salgado Grondin, P.L.  
267 Minorca Ave, Suite 100  
Miami, FL 33134

Broward County Records, Taxes & Treas.  
Government Center Annex  
115 S. Andrews Ave.  
Fort Lauderdale, FL 33301

CMS Regional Office  
61 Forsyth Street SW  
Suite 4T20  
Atlanta, GA 30303

Florida Department of Revenue  
5050 W. Tennessee St.  
Tallahassee, FL 32399

Leonore Kallen  
c/o Phillip Kallen, POA  
2324 NE 28<sup>th</sup> Street  
Lighthouse Point, FL 33064

Internal Revenue Service  
Centralized Insolvency Operations  
P.O. Box 7346  
Philadelphia, PA 19114

US Attorney's Office  
Wilfredo A. Ferrer, US Attorney  
99 NE 4<sup>th</sup> Street  
Miami, FL 33132

IN THE CIRCUIT COURT FOR THE 17<sup>TH</sup> JUDICIAL CIRCUIT  
IN AND FOR BROWARD COUNTY, FLORIDA  
CIVIL DIVISION

HOLLYWOOD PROPERTY INVESTMENTS, LLC,  
Plaintiff,

v.

CASE NO.: 13-026516 (12)

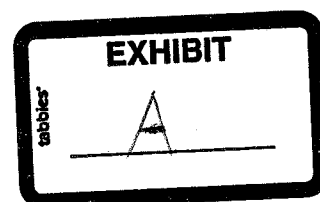
LEONORE KALLEN, HIGH RIDGE  
MANAGEMENT CORP., a Florida  
Corporation; HERLEE MANAGEMENT  
CO., INC., a Florida corporation,  
HOLLYWOOD PAVILION, LLC, a  
Florida limited liability company;  
HOLLYWOOD HILLS  
REHABILITATION CENTER, LLC, a  
Florida limited liability company; KAREN  
KALLEN-ZURY, TAMIR ZURY, and  
KAREN-KALLEN-ZURY TRUST  
UNDER LEONORE KALLEN 2007  
DYNASTY TRUST,  
Defendants.

**PLAINTIFF, HOLLYWOOD PROPERTY INVESTMENTS, LLC'S  
OBJECTION TO THE DEFENDANTS' EMERGENCY MOTION TO PURSUE AND  
CONSUMMATE SALE OF RECEIVERSHIP ASSETS**

Plaintiff, Hollywood Property Investments, LLC ("HPI"), hereby files its Objection to the Defendants' Emergency Motion to Pursue and Consummate Sale of Receivership Assets, and in support hereof, states:

**Background**

1. The instant lawsuit commenced on December 5, 2013, including causes of action for foreclosure of commercial real property, breach of a promissory note, replevin, and breach of various guarantees.
2. Trial is currently scheduled for a three (3) day non-jury trial during the three (3) week trial period commencing on March 23, 2015.
3. On January 5, 2015, Defendants filed their Motion to Pursue and Consummate





Sale of Receivership Assets titled as an emergency (“Motion to Sell Assets”).

**Objection**

4. Plaintiff objects to the Motion to Sell Assets on the basis that the proposed contract (asset purchase agreement) is a sham and the prospective purchaser is unqualified for the following reasons.

5. The prospective purchaser, “1200 North 35<sup>th</sup> Avenue, LLC” is not registered to do business in the State of Florida. (See Florida Department of State record attached as **Exh. A**).

6. The prospective purchaser “1200 North 35<sup>th</sup> Avenue, LLC,” was registered in Delaware on December 18, 2014, and as such likely was created a single purpose entity with no current assets and no credit history. (See Delaware Dept. of State record attached as **Exh. B**).

7. The principal of the prospective purchaser, Eliezer Friedman lists his contact address at 16 Fifth Street, Lakewood, NJ 08701, which is a \$400k property owned by David and Miriam Kalmanowitz. (See property search attached as **Exh. C**.). There is no indication by means of a property search that Eliezer Friedman has assets sufficient to qualify as a buyer for \$17Million.

8. Neither Defendants nor the prospective purchaser have accompanied this contract with a bank letter establishing proof of funds.

9. The contract at ¶2.01 required a \$500,000 deposit, but no escrow letter has been produced to prove any such deposit.

10. The alleged purchase price at ¶2.00 of the contract is \$17Million, but it is subject to multiple “prorations,” including but not limited to seller’s obligation to pay (a) the doc stamps, (b) the taxes, and (c) outstanding ACHA payments, along with an escrow hold back of \$1Million, which suggests the purchase price has been overstated by \$1Million, or is intended to give a kickback to the Defendants.

11. Another proration is included at ¶7.3 of the contract, which requires seller to provide buyer with a credit of “an amount equal to all of the accrued& paid time off& and all other accrued but unpaid payroll obligations including but not limited to FICA, withholding, unemployment, workmen’s compensation or other employment related taxes& ”

12. This is likely because the contract contemplates the termination of all current employees; “seller shall terminate the employment of all employees& ” (See contract at ¶7.1).

13. If for any reason seller rehires the terminated employees, then seller must pay buyer liquidated damages in the amount of \$50,000 for each rehired employee. (See contract at ¶7.4).

14. Similarly Plaintiff recently discovered additional outstanding credit card charges for approximately \$700,000, which amounts must be resolved and/or tacked on to the indebtedness.

15. All of these “prorations” significantly reduce the purchase price, which may not cover the total outstanding indebtedness, currently greater than \$13.2Million with necessary and reasonable reparations to be made imminently for another \$1Million plus.

16. Moreover the contract provides that seller must represent that all licenses are valid, binding, and in effect; that the property is licensed by AHCA, and the AHCA licenses are not in jeopardy. (See contract at ¶4.18). The seller cannot make these representations where the licenses are subject to current revocation proceedings in the Seventeenth Judicial Circuit in and for Broward County, Florida.

17. The contract further provides that seller must transfer good and marketable title, but there are various issues with title where the Plaintiff recently discovered a zoning problem in that the property is not zoned for a hospital or nursing home, but rather solely for office space.

18. The documents requested by seller are privileged and confidential where they

seek the private financial information related to employees and health records of patients.

19. Finally, the most telling aspect that the contract is a sham is the assignment clause, noting that seller has no intention of purchasing the property, but rather gaining access to private and confidential information at the property and possibly stalling the litigation; “Buyer may assign all or part of its rights hereunder to one or more entities formed for the purpose of taking title to the Purchased Assets.” (See agreement for purchase and sale, ¶24.00).

**Conclusion**

20. For the foregoing reasons, Plaintiff Hollywood Property Investments, LLC objects to the Defendants’ Motion to Sell Assets on the basis that the prospective contract is a sham meant for the sole purpose of delaying the litigation, interfering with the Receiver’s responsibilities at the property, and/or gaining information in order to shop around the property to other bidders.

WHEREFORE, Plaintiff, Hollywood Property Investments, LLC, respectfully requests the Court to enter an order: (i) sustaining Plaintiff’s Objection, (ii) denying the Motion to Sell Assets; and (iii) awarding any such other and further relief as is just and proper.

Respectfully submitted,

THOMPSON PLLC  
214 Brazilian Ave., Suite 200  
Palm Beach, FL 33480  
Telephone: 305.494.3400  
Facsimile: 305.503.8688  
eService@tafirm.com

By: /s/ Cherish A. Thompson  
Cherish A. Thompson, Esq.  
Florida Bar No. 0816221

**CERTIFICATE OF SERVICE**


I HEREBY CERTIFY that a true and correct copy of the *foregoing* was sent via E-Service on January 21, 2015, to:

TUCKER H. BYRD, ESQ.  
MORGAN & MORGAN, P.A.  
20 N. Orange Avenue, Suite 1600  
Orlando, Florida 32801-0000  
Ph: (407) 420-1414  
Fax: (407) 245-3406  
tbyrd@forthepeople.com  
SMcpherson@forthepeople.com  
Counsel for Defendants

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Tel: (305) 444-7087  
Fax: (305) 444-7703  
Jorge@isglawfirm.com  
Counsel for Substitute Receiver

/s/ Cherish A. Thompson  
Cherish A. Thompson, Esq.

# EXHIBIT A

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# **EXHIBIT B**



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<u>File Number:</u>	<b>5660288</b>	<u>Incorporation Date / Formation Date:</u>	<b>12/18/2014</b> (mm/dd/yyyy)
<u>Entity Name:</u>	<b>1200 NORTH 35TH AVENUE, LLC</b>		
<u>Entity Kind:</u>	<b>LIMITED LIABILITY COMPANY (LLC)</b>	<u>Entity Type:</u>	<b>GENERAL</b>
<u>Residency:</u>	<b>DOMESTIC</b>	State:	<b>DE</b>

## REGISTERED AGENT INFORMATION

Name:	<b>VCORP SERVICES, LLC</b>		
Address:	<b>1811 SILVERSIDE RD</b>		
City:	<b>WILMINGTON</b>	County:	<b>NEW CASTLE</b>
State:	<b>DE</b>	Postal Code:	<b>198104345</b>
Phone:			

Additional Information is available for a fee. You can retrieve Status for a fee of \$10.00 or more detailed information including current franchise tax assessment, current filing history and more for a fee of \$20.00.

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[Cellular & Alternate](#)[Phone Data](#) 1/20/2015

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[Source](#) CHLOE A. THOMPSON AND ASSOCIATES, PA (145GKT)

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**Further Searches**[Health Care Provider](#)

Full Name	Address	County	Phone
KALMANOWITZ, DAVID Z	119 VILLAGE PATH LAKEWOOD, NJ 08701-2578	OCEAN	(732) 363-3680 (732) 905-7182

[Sanctions](#)[Marriage & Divorce](#)[Records](#)

Fore	SSN	DOB	Gender	LexID(sm)
091-70-XXXX	1979 (Age:36)			079245319357

[Stat](#)[Real Property](#)[Voluntary Lien](#)[Transaction](#)**Subject Summary****Name Variations**[View All Name Variations Sources](#)

Results

1/20/15, 3:12 PM

- 1: KALMANOWITZ, DAVID  
 2: KALMANOWITZ, DAVID Z  
 3: KALMOWITZ, DAVID  
 4: KALNANOWITZ, DAVID

**SSNs Summary**[View All SSN Sources](#)

No. SSN	State Iss.	Date Iss.	Warnings
Most frequent SSN attributed to subject:			
1: 091-70-XXXX	New York	1986-1987	

**DOBs**[View All DOB Sources](#)

Reported DOBs:  
 1979

**Address Summary - 7 records found**[View All Address Variations Sources](#)

No.	Address	Actions
1:	119 VILLAGE PATH LAKEWOOD, NJ 08701-2578 OCEAN COUNTY	<a href="#">Get Report</a> <a href="#">View Details</a>
2:	16 5TH ST 1 LAKEWOOD, NJ 08701-3239 OCEAN COUNTY	<a href="#">Get Report</a> <a href="#">View Details</a>
3:	611 N LAKE DR LAKEWOOD, NJ 08701-2570 OCEAN COUNTY	<a href="#">Get Report</a> <a href="#">View Details</a>
4:	1872 60TH ST BROOKLYN, NY 11204-2320 KINGS COUNTY	<a href="#">Get Report</a> <a href="#">View Details</a>
5:	703 E 4TH ST BROOKLYN, NY 11218-5703 KINGS COUNTY	<a href="#">Get Report</a> <a href="#">View Details</a>
6:	1249 E 26TH ST BROOKLYN, NY 11210-4618 KINGS COUNTY	<a href="#">Get Report</a> <a href="#">View Details</a>
7:	824 DITMAS AVE BROOKLYN, NY 11218-5204 KINGS COUNTY	<a href="#">Get Report</a> <a href="#">View Details</a>

**Address Details****1: 119 VILLAGE PATH LAKEWOOD, NJ 08701-2578**

Address	Dates	Phone	Actions
119 VILLAGE PATH LAKEWOOD, NJ 08701-2578 OCEAN COUNTY	10/2010 - 1/2015	(732) 363-3680 (732) 905-7182	<a href="#">Get Report</a> <a href="#">Neighbors(8)</a>
Census Data for Geographical Region			
Median Head of Household Age:			17
Median Income:			\$29,697
Median Home Value:			\$493,750
Median Education:			12 years
Household Members			
KALMANOWITZ, MIRIAM			<a href="#">Get Report</a>
Other Associates			
FINER, NECHAMA			<a href="#">Get Report</a>

**2: 16 5TH ST 1 LAKEWOOD, NJ 08701-3239**

Address	Dates	Phone	Actions
16 5TH ST 1 LAKEWOOD, NJ 08701-3239 OCEAN COUNTY	2012 - 12/2014		<a href="#">Get Report</a>
Census Data for Geographical Region			
Median Head of Household Age:			21
Median Income:			\$31,240
Median Home Value:			\$433,088
Median Education:			10 years

Results

1/20/15, 3:12 PM

## Household Members

None Listed

## Other Associates

None Listed

## 3: 611 N LAKE DR LAKEWOOD, NJ 08701-2570

Address	Dates	Phone	Actions
611 N LAKE DR LAKEWOOD, NJ 08701-2570 OCEAN COUNTY	3/2013 - 7/2013	(732) 905-0950	<a href="#">Get Report</a>
Census Data for Geographical Region			
Median Head of Household Age:			17
Median Income:			\$29,697
Median Home Value:			\$493,750
Median Education:			12 years
Household Members			
KALMANOWITZ, MIRIAM			<a href="#">Get Report</a>
Other Associates			
None Listed			

## 4: 1872 60TH ST BROOKLYN, NY 11204-2320

Address	Dates	Phone	Actions
1872 60TH ST BROOKLYN, NY 11204-2320 KINGS COUNTY	3/2012 - 5/2013	(718) 837-0723	<a href="#">Get Report</a>
Census Data for Geographical Region			
Median Head of Household Age:			24
Median Income:			\$58,203
Median Home Value:			\$606,322
Median Education:			12 years
Household Members			
None Listed			
Other Associates			
WEISS, MAYER I I			<a href="#">Get Report</a>

## 5: 703 E 4TH ST BROOKLYN, NY 11218-5703

Address	Dates	Phone	Actions
703 E 4TH ST BROOKLYN, NY 11218-5703 KINGS COUNTY	2/2006 - 1/2012	(718) 436-4768	<a href="#">Get Report</a>
Census Data for Geographical Region			
Median Head of Household Age:			29
Median Income:			\$43,263
Median Home Value:			\$667,553
Median Education:			13 years
Household Members			
None Listed			
Other Associates			
None Listed			

## 6: 1249 E 26TH ST BROOKLYN, NY 11210-4618

Address	Dates	Phone	Actions
1249 E 26TH ST BROOKLYN, NY 11210-4618 KINGS COUNTY	11/2005 - 11/2010	(718) 338-1219	<a href="#">Get Report</a>
Census Data for Geographical Region			
Median Head of Household Age:			39
Median Income:			\$202,648
Median Home Value:			\$684,322
Median Education:			16 years
Household Members			
None Listed			