

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ROME DIVISION

IN RE:)	CHAPTER 11
)	
REGIONAL HOUSING & COMMUNITY)	Jointly Administered Under
SERVICES CORP., et al.,)	CASE NO. 21-41034-pwb
)	
Debtors.)	
)	
)	

REPORT OF SALE TO WEST PROPERTY REALTY LLC AND SCAL LLC

COME NOW the above-captioned debtors and debtors and debtors-in-possession (collectively, the “**Debtors**”)¹ by and through the undersigned counsel, in the above-styled jointly administered cases (collectively, the “**Case**”), and pursuant to Bankruptcy Rule 6004(f) hereby make and file this Report of Sale, showing as follows:

1.

On August 26, 2021 (the “**Petition Date**”), the Debtors each filed voluntary petitions for relief with the United States Bankruptcy Court for the Northern District of Georgia, Rome Division (the “**Court**”) under Chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to operate their business as debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

¹ The Debtors in these Chapter 11 cases include: Regional Housing & Community Services Corporation, RHCSC Columbus AL Holdings LLC, RHCSC Columbus Health Holdings LLC, RHCSC Douglas AL Holdings LLC, RHCSC Douglas Health Holdings LLC, RHCSC Gainesville AL Holdings LLC, RHCSC Gainesville Health Holdings LLC, RHCSC Montgomery I AL Holdings LLC, RHCSC Montgomery I Health Holdings LLC, RHCSC Montgomery II AL Holdings LLC, RHCSC Montgomery II Health Holdings LLC, RHCSC Rome AL Holdings LLC, RHCSC Rome Health Holdings LLC, RHCSC Savannah AL Holdings LLC, RHCSC Savannah Health Holdings LLC, RHCSC Social Circle AL Holdings LLC, and RHCSC Social Circle Health Holdings LLC.



2.

No committee, trustee or examiner has been appointed in this Case. No request has been made for the appointment of a trustee or examiner.

3.

On August 5, 2022, the Court entered its *Order Establishing Notice and Objection Procedures With Respect to Debtors' Motion for Authority to Sell Assets Free and Clear of Liens, Claims, and Encumbrances* [Dkt. No. 173] (the "**Sales Procedures Order**"), which provided certain procedures for the Debtors to sell some or all of their assets.

4.

On August 9, 2023, the Debtors filed the *Notice of Filing Asset Purchase Agreement* [Dkt. No. 261], the *Notice of Proposed Sale, Hearing and Deadline to Object* [Dkt. No. 262], and the *Notice of Filing Exhibits and Schedules to Asset Purchase Agreement* [Dkt. No. 263], whereby, pursuant to the terms of the Sales Procedures Order, the Debtors provided notice of their intention to sell the assets of Debtors RHCSC Social Circle AL Holdings LLC and RHCSC Social Circle Health Holdings LLC (the "**Social Circle Debtors**") to West Property Realty LLC and SCAL LLC (collectively the "**Buyers**").

5.

On August 18, 2023, the Court entered its *Order (I) Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (II) Authorizing the Assumption and Assignment of Contracts and Leases, and (III) Granting Related Relief* [Dkt. No. 264] (the "**Sale Order**"), which approved the sale of the assets of the Social Circle Debtors to the Buyers.

6.

The transactions authorized by the Sale Order were closed effective as of 12:01 a.m. on August 21, 2023.

7.

Pursuant to the terms of the Sale Order, \$39,324.35 of the sales proceeds were paid to various parties on account of various closing costs, \$150,000 was paid to the DIP Lender's² counsel, \$30,000 was paid to the Bond Trustee, and the balance, \$1,745,040, was paid to the DIP Lender. A copy of the Closing Statement is attached hereto as Exhibit A.

This 26th day of July 2024.

SCROGGINS & WILLIAMSON, P.C.

By: /s/ Matthew W. Levin

J. ROBERT WILLIAMSON
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ASHLEY REYNOLDS RAY
Georgia Bar No. 601559
MATTHEW W. LEVIN
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Counsel for the Debtors

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Sale Order.

EXHIBIT A

Closing Statement



One West Park Avenue
Savannah, GA 31401

CLOSING STATEMENT

Closing Date:	August 21, 2023
Sellers:	RHSC SOCIAL CIRCLE AL HOLDINGS LLC RHSC SOCIAL CIRCLE HEALTH HOLDINGS LLC
Buyers:	WEST PROPERTY REALTY LLC SCAL LLC
Property/Project:	The Gardens at Social Circle 621 North Cherokee Road Social Circle, Walton County, Georgia 30023 \$1,919,000.00 Real Property Price \$1,000.00 Personal Property Price
Settlement Agent:	Bouhan Falligant LLP One West Park Avenue Savannah, Georgia 31401
File No.:	21949-0001

I. SELLER STATEMENT

	Item Description	Debits	Credits
1.	Purchase Price		\$1,920,000.00
2.	Transfer Taxes to Walton County Clerk of Superior Court	\$960.00	
3.	Payment to UMB Bank, N.A, Bond Trustee	\$30,000.00	
4.	Payment to Greenburg Traurig LLP, as counsel to Bond Trustee	\$150,000.00	
	Balance Due to Sellers		\$1,739,040.00

II. PURCHASER STATEMENT

	Item Description	Debits	Credits
1.	Purchase Price	\$1,920,000.00	
2.	Earnest Money Deposit		\$230,000.00
3.	Title Search Fee to Bouhan Falligant, LLP	\$925.00	
4.	CHOW Filing Fees to Bouhan Falligant, LLP	\$928.35	
5.	Recording Fees to Walton County Clerk of Superior Court	\$51.00	
6.	Transfer Taxes to Walton County Clerk of Superior Court	\$960.00	
7.	Exchange Fee to Landmark 1031, LLC	\$7,500.00	
8.	Purchaser Attorneys Fees to Bouhan Falligant LLP	\$28,000.00	
		Total Debits	Total Credits
		\$1,958,364.35	\$230,000.00
	Balance Due from Purchaser		\$1,728,364.35

III. DISBURSEMENTS

Type	Recipient	Amount
Wire	UMB Bank, N.A.	\$30,000.00
Wire	Greenburg Traurig, LLP	\$150,000.00
Wire	EDMOF (DIP Lender)	\$1,217,328.00
Wire	TSIFX (DIP Lender)	\$521,712.00
Wire	Transfer Taxes, Recording Fees	\$1,971.00
Wire	Exchange Fee to Landmark 1031, LLC	\$7,500.00
Check	Title Search, CHOW filing (reimburse to Bouhan Falligant)	\$1,853.35
Check	Bouhan Falligant LLP	\$28,000.00
Total Disbursements		\$1,958,364.35

ADDENDUM:

1. This Closing Statement and Addendum and the matters set forth in the underlying Asset Purchase Agreement expressly stated to survive the closing shall survive the closing and shall not merge into the conveyance deed from Sellers to Buyers.

2. This Closing Statement and Addendum may be executed in multiple counterparts, each of which shall be deemed to be an original and all of which shall constitute one and the same Closing Statement.

3. The parties acknowledge and agree that the amounts set forth herein are a true and correct representation of the transaction evidenced by the Closing Statement.

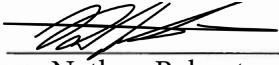
Having read, approved, and agreed to the above disbursements, the undersigned parties hereby authorize Bouhan Falligant LLP to make the disbursements set forth in the Closing Statement. This Addendum is an integral part of the Closing Statement and by their signatures hereon the parties agree to the terms set forth herein.

[SIGNATURES BEGIN ON FOLLOWING PAGE]

The Parties have executed this Closing Statement as of the Closing Date

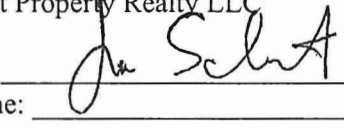
BUYERS:

Landmark 1031, LLC as Qualified Intermediary for
West Property Realty, LLC

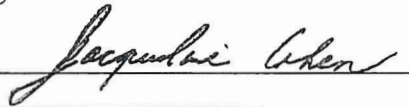
By: 
Name: Nathan Rekant
Title: Authorized Signatory

Read and Approved by

West Property Realty LLC

By: 
Name: _____
Title: _____

SCAL LLC

By: 
Name: _____
Title: _____

SELLERS:

RHCSC SOCIAL CIRCLE AL HOLDINGS, LLC
RHCSC SOCIAL CIRCLE HEALTH HOLDINGS LLC

By: 
Name: 1BCED00129554C0... Katie Goodman
Title: Chief Restructuring Officer

ACKNOWLEDGED BY THE TRUSTEE:

UMB Bank, N.A., as Trustee

By: _____
Name: _____
Title: _____

SELLERS:

RHCSC SOCIAL CIRCLE AL HOLDINGS, LLC
RHCSC SOCIAL CIRCLE HEALTH HOLDINGS LLC

By: _____
Name: _____
Title: _____

ACKNOWLEDGED BY THE TRUSTEE:

UMB Bank, N.A., as Trustee

By: Mark Heer
Name: Mark Heer
Title: Senior Vice President

CERTIFICATE OF SERVICE

This is to certify that I have on this day electronically filed the foregoing **Report of Sale to West Property Realty LLC and SCAL LLC** using the Bankruptcy Court's Electronic Case Filing program, which sends a notice of this document and an accompanying link to this document to all parties who have appeared in this case under the Bankruptcy Court's Electronic Case Filing program.

This 26th day of July, 2024.

SCROGGINS & WILLIAMSON, P.C.

By: /s/ Matthew W. Levin

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