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PROPOSED COUNSEL TO THE DEBTORS
AND DEBTORS IN POSSESSION

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

Northwest Senior Housing Corporation, *et al.*,¹

Debtors.

Chapter 11

Case No. 22-30659 (MVL)

(Jointly Administered)

OMNIBUS CERTIFICATE OF NO OBJECTION ON CERTAIN FIRST DAY MOTIONS

The undersigned hereby certifies, on behalf of the above-captioned debtors and debtors in possession (the “**Debtors**”), that as of the date hereof, no response or objection has been filed relating to the following motions (collectively, the “**First Day Motions**”):

1. *Debtors’ Motion for Entry of Interim and Final Orders (I) Prohibiting Utility Providers From Altering, Refusing, or Discontinuing Service, (II) Deeming the Utility Providers Adequately Assured of Future Performance, and (III) Establishing Procedures for Determining Requests for Additional Adequate Assurance* [Docket No. 15]

2. *Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Maintain Existing Insurance Policies and Pay all Insurance Obligations Arising Thereunder, (B) Renew, Revise, Extend, Supplement, Change, or Enter Into New Insurance*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Northwest Senior Housing Corporation (1278) and Senior Quality Lifestyles Corporation (2669). The Debtors’ mailing address is 8523 Thackery Street, Dallas, Texas 75225.



Policies, (C) Pay Brokerage Fees and (II) Granting Certain Related Relief [Docket No. 17]

3. *Debtors' Motion for Entry of Interim and Final Orders Authorizing Payment of Prepetition Taxes and Fees* [Docket No. 11]

On April 19, 2022 and April 20, 2022, the Court entered interim orders on each of the foregoing First Day Motions. The deadline for interested parties to object to the First Day Motions was May 4, 2022. A hearing on the First Day Motions has been set for May 11, 2022 at 1:30 p.m. (CT).

As no objections or responses have been received, the Debtors hereby respectfully request that the Court enter the proposed final orders on the First Day Motions substantially in the forms attached hereto as Exhibits A through C.

[Signature on the following page]

Dated: May 9, 2022
Dallas, Texas

POLSINELLI PC

/s/ Trinitee G. Green

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PROPOSED COUNSEL TO THE DEBTORS
AND DEBTORS IN POSSESSION

Exhibit A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

Northwest Senior Housing Corporation, *et al.*,¹
Debtors.

Chapter 11

Case No. 22-30659 (MVL)

(Jointly Administered)

**FINAL ORDER (I) PROHIBITING UTILITY PROVIDERS
FROM ALTERING, REFUSING, OR DISCONTINUING SERVICE,
(II) DEEMING THE UTILITY PROVIDERS ADEQUATELY ASSURED
OF FUTURE PERFORMANCE, AND (III) ESTABLISHING PROCEDURES
FOR DETERMINING REQUESTS FOR ADDITIONAL ADEQUATE ASSURANCE**

Upon the motion (the “**Motion**”)² of the debtors and debtors in possession in the above-captioned chapter 11 cases (the “**Debtors**”) for entry of a final order (this “**Final Order**”), pursuant to Bankruptcy Code Sections 105(a), 363, and 366 and Bankruptcy Rules 6003 and 6004 (i) prohibiting the Debtors’ Utility Providers from altering, refusing, or discontinuing service, (ii)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Northwest Senior Housing Corporation (1278) and Senior Quality Lifestyles Corporation (2669). The Debtors’ mailing address is 8523 Thackery Street, Dallas, Texas 75225.

² All capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

deeming the Debtors' Utility Providers adequately assured of future performance, (iii) establishing procedures for determining requests for additional adequate assurance by the Debtors' Utility Providers, and (iv) granting related relief; and upon consideration of the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and this Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of this proceeding and the Motion in this District being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estate, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and the opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at an interim hearing, and, if necessary a final hearing before this Court; and all objections, if any, to the Motion having been withdrawn, resolved or overruled; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The relief requested in the Motion is **GRANTED** on a final basis as set forth herein.
2. The Debtors are authorized, but not directed, to maintain prepetition relationships and practices with respect to the Utility Providers.
3. Subject to the Procedures described below, no Utility Provider may (a) alter, refuse, terminate, or discontinue services to and/or discriminate against the Debtors on the basis of the commencement of the Chapter 11 Cases or on account of outstanding prepetition invoices; or (b) require additional payment of a deposit or receipt or any other security for continued services

other than the adequate assurance Deposit, as a result of the Chapter 11 Cases or any unpaid prepetition invoices as a condition to the Debtors receiving such utility services (except subject to the Procedures established in this Motion).

4. The Debtors shall provide notice, via first-class mail, of this Final Order within three (3) business days of entry of this Final Order on (a) all Utility Providers identified as Exhibit 1 attached to this Final Order and incorporated by reference to the Motion (the “**Utility Services List**”); (b) the U.S. Trustee; (c) the Debtors’ thirty (30) largest unsecured creditors; and (iv) counsel for Trustee.

5. If not already established, the Debtors shall establish the Utility Deposit Account for the benefit of the Utility Providers and deposit an amount equal to two weeks of the average monthly cost for the Utility Services as set forth on Exhibit 1 to this Final Order (unless any Utility Provider agrees in writing to a lesser amount, is paid in advance for Utility Services, or already holds a deposit for the Utility Services—in which case, the deposit on account of such Utility Service was reduced by the amount of the deposit or prepayment).

6. Except as provided herein with respect to the rights of the Utility Providers, no creditor of the Debtors shall have any interest in or lien on the Deposit or the Utility Deposit Account.

7. The Deposit may be adjusted by the Debtors if the Debtors: (a) terminate any of the Utility Services provided by a Utility Provider; (b) make other arrangements with certain Utility Providers for adequate assurance of payment; (c) determine that an entity listed on the Utility Services List is not a utility as defined by Bankruptcy Code Section 366; or (d) supplement the Utility Services List to include additional Utility Providers (as described below). The Deposit shall

be maintained until the earlier of (a) entry of an order of the Court authorizing the return of the Deposit to the Debtors or (b) the effective date of the chapter 11 plan in the Chapter 11 Cases.

8. To the extent the Debtors become delinquent with respect to a Utility Provider's account, such Utility Provider shall file the Delinquency Notice with the Court and serve such notice on (a) the Debtors, (b) proposed counsel to the Debtors, (c) counsel to the Trustee, and (d) the U.S. Trustee (collectively, the "**Notice Parties**"). If the Debtors have not cured such delinquency and no Notice Party has objected to the Delinquency Notice within ten (10) days of the receipt of the Delinquency Notice, then the Debtors shall remit to the Utility Provider from the Deposit the lesser of: (a) the amount allocated in the Deposit for such Utility Provider's account and (b) the amount of post-petition charges claimed as delinquent in the Delinquency Notice.

9. The following adequate assurance procedures (the "**Procedures**") are approved in all respects:

- a. Absent any further order of this Court and except as otherwise provided herein, the Utility Providers may not alter, refuse, or discontinue service to, or discriminate against the Debtors on account of the commencement of the Chapter 11 Cases or any unpaid prepetition charges, or request payment of a deposit or receipt of other security in connection with any unpaid prepetition charges;
- b. The Debtors will serve the Motion and this order granting the Motion (the "**Final Order**") via first-class mail, within three (3) business days after the date that the Final Order is entered by the Court on all Utility Providers identified in Exhibit 1 attached hereto; provided that for any Utility Provider that may have been omitted from Exhibit 1, the Debtors shall have the right to supplement such list of Utility Providers and shall promptly provide notice of the Final Order upon learning of such Utility Provider;
- c. In the event that a Utility Provider maintains that the Deposit is not satisfactory adequate assurance of payment as contemplated by Bankruptcy Code Section 366(c)(2), a Utility Provider may submit a written request for additional assurance of payment (the "**Additional Assurance Request**") by submitting such request to Polsinelli PC, 2950 N. Harwood, Suite 2100, Dallas, Texas 75201

(attn: Trinitee G. Green) and 600 3rd Avenue, 42nd Floor, New York, New York 10016 (attn: Jeremy R. Johnson and Brenna A. Dolphin) on or before fifteen (15) days after entry of this Final Order (the “**Additional Assurance Request Deadline**”), with a copy to counsel to the Trustee;

- d. Any Additional Assurance Request must: (i) be in writing; (ii) set forth the location for which utility services are provided; (iii) include a summary of the Debtors’ payment history relevant to the affected account(s), including any security deposits or other prepayments or assurances previously provided by the Debtors; (iv) describe in sufficient detail the reason(s) why the treatment afforded pursuant to the procedures set forth herein does not constitute satisfactory adequate assurance of payment; (v) include a proposal for what treatment would constitute adequate assurance of payment from the Debtors, along with an explanation of why such proposal is reasonable; and (vi) provide an e-mail address to which the Debtors may respond to the Additional Assurance Request;
- e. If a Utility Provider makes a timely Additional Assurance Request that the Debtors believe is reasonable, then the Debtors shall be authorized in their sole discretion to comply with such request without further order of the Court;
- f. If the Debtors believe that the Additional Assurance Request is unreasonable, then the Debtors will schedule a hearing to determine the adequate assurance to such Utility Provider as necessary at the next omnibus hearing scheduled in the Chapter 11 Cases (the “**Determination Hearing**”);
- g. Pending resolution of that issue at any such Determination Hearing, any Utility Provider making an Additional Assurance Request shall be prohibited from altering, refusing, or discontinuing service to the Debtors;
- h. Any Utility Provider that does not serve an Additional Assurance Request by the Additional Assurance Request Deadline shall be deemed to have consented to and be bound by the procedures and amount of the Deposit provided by the Debtors; and
- i. A Utility Provider shall be deemed to have adequate assurance of payment unless and until a future order of this Court is entered requiring further adequate assurance of payment.

10. The Debtors are authorized in their discretion to supplement the Utility Services

List via Supplemental Service. Concurrently with any Supplemental Service, the Debtors will:

(a) file with the Court a supplement to the Utility Services List adding the name of the Utility Provider so served; (b) serve a copy of such filing on the Notice Parties; and (c) increase the amount in the Utility Deposit Account to include a two-week deposit for the new Utility Provider.

11. The additional Utility Provider shall have fifteen (15) days after the date of Supplemental Service to make an Additional Assurance Request. If such an Additional Assurance Request is made, the Debtors shall abide by the Procedures set forth above, as applicable.

12. The Debtors are authorized to, in their sole discretion, close any Utility Services account (a “**Closed Account**”) without the need for further order of this Court or notice to any parties. If any Utility Services account becomes a Closed Account during the course of the Chapter 11 Cases, without the need for further order of this Court or notice to any parties, the Debtors shall be authorized to decrease the amount of the Deposit by withdrawing from the segregated account the amount deposited with respect to such Closed Account, which shall be deposited into the Debtors’ operating account.

13. Nothing in the Motion or this Final Order, including Exhibit 1 attached hereto, constitutes a finding that any entity is or is not a utility provider under Bankruptcy Code section 366.

14. Notwithstanding the relief granted in this Final Order and any actions taken pursuant to such relief, nothing in this Final Order shall be deemed as (a) an admission as to the validity or priority of any claim or lien against the Debtors or their estates, (b) a waiver of the Debtors’ rights to subsequently dispute such claim or lien on any grounds, (c) a promise or requirement to pay any prepetition claim, (d) an implication or admission that any particular claim is of a type specified or defined in the Motion or this Final Order, (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to Bankruptcy Code Section 365, or

(f) a waiver of the Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law.

15. Notice of the Motion shall be deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice or waived.

16. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be immediately effective and enforceable upon its entry.

17. All payments made pursuant to this Order shall be subject to any interim or final order entered by the Court governing the Debtors' right to the use the cash collateral of UMB Bank, N.A., as Trustee, including the budget attached thereto.

18. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Final Order in accordance with the Motion.

19. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

End of Order

Submitted by:

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*Proposed Counsel to Debtors and
Debtors-in-Possession*

Exhibit 1

Utility Services List

DEBTOR	UTILITY PROVIDER	UTILITY SERVICE	ACCOUNT NO.	COMPLETE ADDRESS (city, state and zip)	APPROXIMATE ANNUAL TOTAL	AVERAGE MONTHLY PAYMENT	ADEQUATE ASSURANCE DEPOSIT
Northwest Senior Housing Corporation	AT&T	Telecom/ Internet	21469215635725	P.O. Box 5001 Carol Springs, IL 60197	\$4,800	\$400	\$200
Northwest Senior Housing Corporation	Atmos Energy	Natural Gas	3021755672 3021755145	P.O. Box 790311 St. Louis, MO 63179	\$55,200	\$4,600	\$2,300
Northwest Senior Housing Corporation	City of Dallas	Water/Sewer	100365093 100365081 505142142	P.O. Box 870, Ft. Worth, TX 76101	\$217,200	\$18,100	\$9,050
Northwest Senior Housing Corporation	Community Waste Disposal LP	Waste	100361382 100361397 100361412 100361426	PO BOX 208939 Dallas TX 75320- 8939	\$66,000	\$5,500	\$2,750
Northwest Senior Housing Corporation	Direct Energy	Electric	176948 176949 176950 176951 176952 176953 176954	P.O. Box 1532 Houston, TX 77251	\$700,800	\$58,400	\$29,200
Northwest Senior Housing Corporation	Fusion LLC	Telecom/ Internet	707253	Fusion, LLC PO BOX 51341 Los Angeles CA 90051	\$22,800	\$1,900	\$950
Northwest Senior Housing Corporation	Spectrum	Telecom/ Internet	8260132080039230	PO BOX 94188 Palatine, IL 60094-4188	\$165,600	\$13,800	\$6,900
Northwest Senior Housing Corporation	Spectrum (f/k/a Time Warner Cable)	Telecom/ Internet	8260132080039230 8260132084566099 8260132084566107 8260132084566081 8260132084565265 8260132084566131	PO BOX 94188 Palatine, IL 60094-4188	\$7,200	\$600	\$300

DEBTOR	UTILITY PROVIDER	UTILITY SERVICE	ACCOUNT NO.	COMPLETE ADDRESS (city, state and zip)	APPROXIMATE ANNUAL TOTAL	AVERAGE MONTHLY PAYMENT	ADEQUATE ASSURANCE DEPOSIT
Northwest Senior Housing Corporation	Verizon	Telecom/ Internet	922984120-00001	P.O. Box 660108 Dallas TX 75266-0108	\$28,800	\$2,400	\$1,200

Exhibit B

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

Northwest Senior Housing Corporation, *et al.*,¹

Debtors.

Chapter 11

Case No. 22-30659 (MVL)

(Jointly Administered)

**FINAL ORDER (I) AUTHORIZING THE DEBTORS
TO (A) MAINTAIN EXISTING INSURANCE POLICIES AND PAY ALL
OBLIGATIONS ARISING THEREUNDER, (B) RENEW, REVISE, EXTEND,
SUPPLEMENT, CHANGE, OR ENTER INTO NEW INSURANCE POLICIES,
(C) PAY BROKER FEES AND (II) GRANTING CERTAIN RELATED RELIEF**

Upon the motion (the “**Motion**”)² of the debtors and debtors in possession in the above-captioned chapter 11 cases (the “**Debtors**”) for entry of an final order (this “**Final Order**”), pursuant to Bankruptcy Code Sections 105(a), 363, 1107, and 1008 and Bankruptcy Rules 6003 and 6004, (i) authorizing, but not directing, the Debtors to (a) maintain existing Insurance Policies

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Northwest Senior Housing Corporation (1278) and Senior Quality Lifestyles Corporation (2669). The Debtors’ mailing address is 8523 Thackery Street, Dallas, Texas 75225.

² All capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

and pay all obligations arising thereunder, (b) renew, revise, extend, supplement, change, or enter into new insurance policies as needed in its business judgment, and (c) pay brokerage fees arising on account of the Debtors' insurance policies and (ii) granting related relief; and upon consideration of the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and this Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of this proceeding and the Motion in this District being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and the opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at an interim, and, if necessary, a final hearing before this Court; and all objections, if any, to the Motion having been withdrawn, resolved or overruled; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The relief requested in the Motion is GRANTED on a final basis as set forth herein.
2. The Debtors are authorized to maintain their existing Insurance Policies and pay all Insurance Obligations and related reimbursements associated with the Insurance Policies as they become due in the ordinary course of business. The Debtors are also authorized to renew, revise, extend, supplement, change, or enter into new insurance policies as needed in its business judgment.

3. The Debtors are authorized to honor the terms of the existing premium financing agreements for the Insurance Policies and pay premiums thereunder in the ordinary course of business. The Debtors are further authorized to renew such premium financing agreements, enter into new premium finance agreements, and/or reimburse Lifespace for their allocated share of premiums under premium financing agreements through the Intercompany Accounting Protocol in the ordinary course of business.

4. All banks and financial institutions on which checks were drawn or from which electronic payment requests are made for payment of the prepetition obligations, approved herein are authorized and directed to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designations or any particular check or electronic payment request as being approved by this Final Order.

5. The Debtors are authorized to issue post-petition checks, or to effect post-petition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these Chapter 11 Cases with respect to prepetition amounts owed in connection with any payments authorized herein, including, without limitation, on account of Insurance Obligations.

6. Notwithstanding the relief granted in this Final Order and any actions taken pursuant to such relief, nothing in this Final Order shall be deemed as (a) an admission as to the validity or priority of any claim or lien against the Debtors or their estates, (b) a waiver of the Debtors' right to subsequently dispute such claim or lien on any grounds, (c) a promise or requirement to pay any prepetition claim, (d) an implication or admission that any particular claim is of a type specified or defined in the Motion or this Final Order, (e) a request or authorization to

assume any prepetition agreement, contract, or lease pursuant to Bankruptcy Code Section 365, or (f) a waiver of any Debtor's or any other party in interest's rights under the Bankruptcy Code or any other applicable law.

7. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b) because the relief granted in this Final Order is necessary to avoid immediate and irreparable harm to the Debtors' estates.

8. Notice of the Motion shall be deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice or waived.

9. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be immediately effective and enforceable upon its entry.

10. All payments made pursuant to this Order shall be subject to any interim or final order entered by the Court governing the Debtors' right to the use the cash collateral of UMB Bank, N.A., as Trustee, including the budget attached thereto.

11. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Final Order in accordance with the Motion.

12. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

End of Order

Submitted by:

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*Proposed Counsel to Debtors and
Debtors-in-Possession*

Exhibit 1

Insurance Schedule

Insurance Schedule

COVERED DEBTOR	COVERAGE TYPE	CARRIER	POLICY NUMBER	POLICY PERIOD	PAYMENT PERIOD
Northwest Senior Housing Corporation (Edgemere)	Property	Liberty Mutual Insurance Company	YAC-L9L-473506-011	10/1/2021 to 10/2/2022	Monthly
Northwest Senior Housing Corporation (Edgemere)	Terrorism & Sabotage	Underwriters at Lloyds, London (Hiscox)	UTS2567785.21	10/1/2021 to 10/1/2022	Monthly
Northwest Senior Housing Corporation (Edgemere)	Commercial Automobile	Sentry Insurance	9003329003	10/1/2021 to 1/1/2023	Monthly
Northwest Senior Housing Corporation (Edgemere)	Crime	Beazley Insurance Company	V24AD2220401	1/1/2022 to 1/1/2023	Quarterly
Northwest Senior Housing Corporation (Edgemere)	Cyber Liability	Beazley Insurance Company	W30754210101	10/01/2021 to 10/01/2022	Monthly
Northwest Senior Housing Corporation (Edgemere)	Environmental	Ironshore Specialty Insurance Company	00334700	10/1/2020 to 10/1/2023	Quarterly
Northwest Senior Housing Corporation (Edgemere)	Workers Compensation	Sentry Casualty Company	9003329001	1/1/2022 to 1/1/2023	Monthly
Northwest Senior Housing Corporation (Edgemere)	Commercial General/Professional	Caring Communities, a Reciprocal Risk Retention Group	CCRRG-0043-22	1/1/2022 to 1/1/2023	Quarterly
Senior Quality Lifestyles Corporation	Directors & Officers	National Union Fire Insurance Company of Pittsburgh, PA	03-406-33-04	12/1/2018 – unlimited tail	N/A
Senior Quality Lifestyles Corporation	Excess Directors & Officers	Starr Indemnity & Liability Company	1000620604171	12/1/2018 – 12/1/2024	N/A

Exhibit C

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

<p>In re:</p> <p>Northwest Senior Housing Corporation, <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 22-30659 (MVL)</p> <p>(Jointly Administered)</p>
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**FINAL ORDER AUTHORIZING PAYMENT OF
PREPETITION TAXES AND FEES**

Upon the motion (the “**Motion**”)² of the Debtors for entry of a final order (this “**Final Order**”) pursuant to Bankruptcy Code Sections 105(a), 363(b), 506(a), 507(a)(8), and 541 and Bankruptcy Rules 6003 and 6004, authorizing, but not directing, the Debtors, in their discretion, to pay any prepetition Taxes and Fees owing to the Taxing Authorities; and the Court having reviewed the Motion and the First Day Declaration; and the Court having jurisdiction over

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² All capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

this matter pursuant to 28 U.S.C. 157 and §§ 1334(b); and the Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that the Debtors consent to entry of a final order under Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors' estate, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and the opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at an interim, and, if necessary a final hearing before this Court; and all objections, if any, to the Motion having been withdrawn, resolved or overruled; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** on a final basis as set forth herein.
2. The Debtors are hereby authorized, but not directed, to pay, in the ordinary course of their businesses, all prepetition Taxes and Fees relating to the period prior to the Petition Date, including all those Taxes and Fees subsequently determined upon audit, or otherwise, to be owed for periods prior to the Petition Date, to the Taxing Authorities, provided that payments on account of prepetition Taxes and Fees shall not exceed \$5,000 on an aggregate basis without further order of this Court.
3. Nothing in the Motion or this Final Order shall be construed as impairing the Debtors' rights to contest the validity or amount of any Taxes and Fees allegedly due or owing to

any Taxing Authorities or priority of any claim or lien against the Debtors and all Debtors' rights with respect thereto are hereby reserved.

4. The Debtors' banks and financial institutions shall be, and are hereby authorized, when requested by the Debtors, to process, honor, and pay any and all checks or electronic fund transfers drawn on the Debtors' bank accounts to pay all prepetition Taxes and Fees owed to the Taxing Authorities, whether those checks were presented prior to or after the Petition Date, provided that sufficient funds are available in the applicable accounts to make the payments.

5. The Debtors' banks and financial institutions may rely on the representations of the Debtors with respect to whether any check or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this order, and any such bank or financial institution shall not have any liability to any party for relying on such representations by the Debtors as provided for in this Final Order.

6. Notwithstanding the relief granted herein or any actions taken hereunder, nothing contained in this Final Order shall create any rights in favor of, or enhance the status of any claim held by, any Taxing Authority.

7. Neither the provisions contained herein, nor any actions or payments made by the Debtors pursuant to this Final Order, shall be deemed an admission as to the validity of any underlying obligation or a waiver of any rights the Debtors may have to dispute such obligation on any ground that applicable law permits.

8. All payments made pursuant to this Order shall be subject to any interim or final order entered by the Court governing the Debtors' right to the use the cash collateral of UMB Bank, N.A., as Trustee, including the budget attached thereto.

9. The Debtors are hereby authorized to take such actions and to execute such documents as may be necessary to implement the relief granted by this order.

10. The requirements set forth in Bankruptcy Rule 6004(a) are hereby waived.

11. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this order shall be effective and enforceable immediately upon entry hereof.

12. Nothing in the Motion or this Final Order, or the Debtors' payment of any claims pursuant to this Final Order, shall be deemed or construed as: (a) an admission as to the validity of any claim or lien against the Debtors or their estates, (b) a waiver of the Debtors' rights to dispute any claim or lien, (c) an approval or assumption of any agreement, contract, or lease pursuant to Bankruptcy Code Section 365, (d) an admission of the priority status of any claim, whether under Bankruptcy Code Section 503(b)(9) or otherwise, or (e) a modification of the Debtors' rights to seek relief under any section of the Bankruptcy Code on account of any amounts owed or paid to any Taxing Authority.

13. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

End of Order

Submitted by:

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*Proposed Counsel to Debtors and
Debtors-in-Possession*

Exhibit 1

List of Governmental Authorities

List of Governmental Authorities

Name	Address	City	State	Postal Code
Internal Revenue Service Department of the Treasury	Internal Revenue Service Center	Ogden	UT	84201
Internal Revenue Service Department of Treasury	PO Box 7346	Philadelphia	PA	19101-7346
State of Texas Attorney General	Attn: Ken Paxton 300 W. 15th Street	Austin	TX	78701
State of Texas Attorney General	Attn: Ken Paxton PO Box 13528 Bankruptcy and Collections, 8 th Floor WPC Bldg Capitol Station	Austin	TX	78711-3528
Texas Comptroller of Public Accounts	PO Box 13528 Bankruptcy and Collections, 8 th Floor WPC Bldg Capitol Station	Austin	TX	78711-3528
Texas Workforce Commission	101 E 15th St	Austin	TX	78778
Texas Department of Labor	1117 Trinity Street	Austin	TX	78701
Texas Department of Insurance	333 Guadalupe	Austin	TX	78711
Texas Department of State Health Services	1100 West 49th St	Austin	TX	78756-3199
Texas Department of Licensing & Regulation	PO Box 1157	Austin	TX	78711
City of Dallas	Building Inspection Offices Oak Cliff Municipal Center 320 E. Jefferson Blvd.	Dallas	TX	75203
City of Dallas	1500 Marillas Street Room 4A	Dallas	TX	75201

Name	Address	City	State	Postal Code
Dallas County Tax Office John R. Ames, CTA Tax Assessor/Collector	1201 Elm St, Ste. 2600	Dallas	TX	75270
Centers for Medicare and Medicaid Services	7500 Security Boulevard	Baltimore	MD	21244
Texas Secretary of State	1019 Brazos St	Austin	TX	78701