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*Counsel to UMB Bank, N.A. as Trustee and
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**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)

**NOTICE OF HEARING TO CONSIDER APPROVAL OF (I) FIRST AMENDED
DISCLOSURE STATEMENT FOR THE PLAN OF REORGANIZATION OF THE
PLAN SPONSORS DATED DECEMBER 6, 2022 AND RELATED SOLICITATION
MATERIALS AND NOTICES; AND (II) BIDDING PROCEDURES, STALKING HORSE
ASSET PURCHASE AGREEMENT AND RELATED NOTICES IN CONNECTION
WITH THE PLAN**

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.



PLEASE TAKE NOTICE THAT on November 2, 2022, UMB Bank, N.A., in its capacity as successor bond trustee and master trustee for the Original Bonds (together, the “**Trustee**”) and in its capacity as a lender under the DIP Credit Agreement (the “**DIP Lender**,” and together with the Trustee, the “**Initial Plan Sponsors**”) filed: (i) the *Plan of Reorganization of the Trustee and DIP Lender Dated November 2, 2022* [Docket No. 752], (ii) the *Disclosure Statement for the Plan of Reorganization of the Trustee and DIP Lender Dated November 2, 2022* [Docket No. 753], (iii) the *Motion of the Trustee and DIP Lender for Entry of an Order Approving Disclosure Statement and Granting Related Relief* [Docket No. 754] (the “**Disclosure Statement Motion**”), and (iv) the *Motion of Trustee and DIP Lender for Entry of an Order (I) Authorizing and Approving the Bidding Procedures; (II) Authorizing and Approving the Stalking Horse Asset Purchase Agreement; (III) Approving Procedures Related to the Assumption of Certain Executory Contracts and Unexpired Leases; (IV) Scheduling Combined Confirmation and Sale Hearing; and (V) Granting Related Relief* [Docket No. 755] (the “**Bidding Procedures Motion**”).

PLEASE TAKE FURTHER NOTICE THAT on December 6, 2022, the Initial Plan Sponsors and the Debtors (collectively, the “**Plan Sponsors**”) filed: (i) the *First Amended Plan of Reorganization of the Plan Sponsors Dated December 6, 2022* [Docket No. 869] (together with all the schedules and exhibits thereto, and each as amended, modified or supplemented from time to time, the “**Plan**”), and (ii) the *First Amended Disclosure Statement for the Plan of Reorganization of the Plan Sponsors Dated December 6, 2022* [Docket No. 870] (together with all the schedules and exhibits thereto, and each as amended, modified or supplemented from time to time, the “**Disclosure Statement**”),

PLEASE TAKE FURTHER NOTICE THAT on December 6, 2022, the Plan Sponsors filed the *Notice of Filing Revised and Supplemental Documents in Support of Motion of Trustee and DIP Lender for Entry of an Order (I) Authorizing and Approving the Bidding Procedures; (II) Authorizing and Approving the Stalking Horse Asset Purchase Agreement; (III) Approving Procedures Related to the Assumption of Certain Executory Contracts and Unexpired Leases; (IV) Scheduling Combined Confirmation and Sale Hearing; and (V) Granting Related Relief* [Docket No. 872], which includes as Exhibit 1 the revised form of the proposed *Order (I) Authorizing and Approving the Bidding Procedures; (II) Authorizing Entry into Stalking Horse Asset Purchase Agreement; (III) Approving Procedures Related to the Assumption of Certain Executory Contracts and Unexpired Leases; (IV) Scheduling Combined Confirmation and Sale Hearing and (V) Granting Related Relief* (the “**Bidding Procedures Order**”).

As explained in the Disclosure Statement, Section 8 of the Plan contains releases and related injunction and exculpation provisions, which will become effective if the Plan is confirmed. You should carefully review the Plan and the releases, exculpation, injunction, and related provisions. If you do not agree to such provisions, you MUST take action to opt-out by filling out and timely submitting an “OPT-OUT FORM” for the Plan that will be provided to all parties prior to the hearing to consider approval and confirmation of the Plan which hearing is scheduled to be conducted on January 26, 2023 at 9:30 a.m. (prevailing Central Time).

PLEASE TAKE FURTHER NOTICE THAT:

1. A hearing (the “**Disclosure Statement Hearing**”) will be held before Judge Michelle V. Larson **December 15, 2022, at 1:30 p.m. (prevailing Central Time)**, to consider entry of an order, determining, among other things, that the Disclosure Statement contains “adequate information” within the meaning ascribed to such term in Bankruptcy Code section 1125 and approving the Disclosure Statement. Please be advised that the Disclosure Statement Hearing may be adjourned or continued from time to time by the Bankruptcy Court or the Plan Sponsors without further notice other than as indicated in any notice or agenda of matters scheduled that is filed with the Bankruptcy Court or by being announced in open court. If the Disclosure Statement Hearing is continued, the Plan Sponsors will cause to be posted the new date and time of the Disclosure Statement Hearing at <https://kccllc.net/edgemere>. The Disclosure Statement and Plan may be modified, if necessary, in accordance with the Bankruptcy Code, the Bankruptcy Rules, and other applicable law, before, during, or as a result of the Disclosure Statement Hearing, without further notice to creditors or other parties in interest.

2. The Plan contemplates the sale of the Debtors’ assets subject to a marketing and sale process. Accordingly, at the Disclosure Statement Hearing, the Initial Plan Sponsors will present the Bidding Procedures Order, pursuant to which the Plan Sponsors will request Court approval for the Bid Procedures.

3. You may participate in this hearing in-person or via Webex. (by video or telephone via the Court’s WebEx platform). **For WebEx Video Participation/Attendance:** Link: <https://us-courts.webex.com/meet/larson>. **For WebEx Telephonic Only Participation/Attendance:** Dial-In: 1.650.479.3207, Access code: 160 135 6015. A copy of the WebEx Hearing Instructions are attached hereto as Exhibit A.

4. Any party in interest wishing to obtain a copy of the (i) Disclosure Statement and the Plan; (ii) the Disclosure Statement Motion and/or (iii) the Bidding Procedures Motion (collectively, the “**Documents**”) should contact Kurtzman Carson Consultants LLC, (“**KCC**” or the “**Voting Agent**”), by (a) calling (866) 967-0269 (toll free) or +1 (310) 751-2669 (international); (b) writing to Northwest Senior Housing Corporation Solicitation, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; or (c) emailing at EdgemereInfo@kccllc.com with a reference to “Edgemere” in the subject line. Interested parties may also review these Documents free of charge at <http://www.kccllc.net/edgemere>.

5. In addition, the Documents are on file with the Bankruptcy Court and may be reviewed by accessing the Bankruptcy Court’s website: <http://www.txnb.uscourts.gov>. Note that a PACER password and login are needed to access documents on the Bankruptcy Court’s website. A PACER password can be obtained at: www.pacer.psc.uscourts.gov.

7. **THIS NOTICE IS NOT A SOLICITATION OF VOTES TO ACCEPT OR REJECT THE PLAN. VOTES ON THE PLAN MAY NOT BE SOLICITED UNLESS AND UNTIL THE DISCLOSURE STATEMENT IS APPROVED BY AN ORDER OF THE BANKRUPTCY COURT.**

Dated: December 8, 2022
Dallas, Texas

HAYNES AND BOONE, LLP

/s/ J. Frasher Murphy

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EXHIBIT A

WebEx Hearing Instructions

Judge Michelle V. Larson

Pursuant to General Order 2021-06 issued by the Court on June 14, 2021, certain hearings before Judge Michelle V. Larson will be conducted by WebEx videoconference.

For WebEx Video Participation/Attendance:

Link: <https://us-courts.webex.com/meet/larson>

For WebEx Telephonic Only Participation/Attendance:

Dial-In: 1.650.479.3207

Access code: 160 135 6015

Participation/Attendance Requirements:

- Counsel and other parties in interest who plan to actively participate in the hearing are encouraged to attend the hearing in the WebEx video mode using the WebEx video link above. Counsel and other parties in interest who will not be seeking to introduce any evidence at the hearing and who wish to attend the hearing in a telephonic only mode may attend the hearing in the WebEx telephonic only mode using the WebEx dial-in and meeting ID above.
- Attendees should join the WebEx hearing at least 10 minutes prior to the hearing start time. Please be advised that a hearing may already be in progress. During hearings, participants are required to keep their lines on mute at all times that they are not addressing the Court or otherwise actively participating in the hearing. The Court reserves the right to disconnect or place on permanent mute any attendee that causes any disruption to the proceedings. For general information and tips with respect to WebEx participation and attendance, please see Clerk's Notice 20-04: https://www.txnb.uscourts.gov/sites/txnb/files/hearings/Webex%20Information%20and%20Tips_0.pdf
- **Unless the Court orders otherwise, witnesses are required to attend the hearing in the WebEx video mode and live testimony will only be accepted from witnesses who have the WebEx video function activated.** Telephonic testimony without accompanying video will not be accepted by the Court.
- All WebEx hearing attendees are required to comply with Judge Larson's Telephonic and Videoconference Hearing Policy (included within Judge Larson's Judge-Specific Guidelines): <https://www.txnb.uscourts.gov/content/judge-michelle-v-larson-0>

Exhibit Requirements:

- Any party intending to introduce documentary evidence at the hearing must file an exhibit list in the case prior to the hearing, with a true and correct copy of each designated exhibit filed as a separate, individual attachment thereto so that the Court and all participants have ready access to all designated exhibits.
- If the number of pages of such exhibits exceeds 100, then such party must also deliver two (2) sets of such exhibits in exhibit binders to the Court by no later than twenty-four (24) hours in advance of the hearing.

Notice of Hearing Content and Filing Requirements:

IMPORTANT: For all hearings that will be conducted by WebEx only:

- The Notice of Hearing filed in the case and served on parties in interest must: (1) provide notice that the hearing will be conducted by WebEx videoconference only, (2) provide notice of the above WebEx video participation/attendance link, and (3) attach a copy of these WebEx Hearing Instructions or provide notice that they may be obtained from Judge Larson's hearing/calendar site: <https://www.txnb.uscourts.gov/judges-info/hearing-dates/judge-larson-hearing-dates>
- When electronically filing the Notice of Hearing via CM/ECF select "at https://us-

