

**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)

**SUPPLEMENTAL SCHEDULES OF ASSETS AND LIABILITIES FOR
NORTHWEST SENIOR HOUSING CORPORATION, 22-30659**

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.



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**GLOBAL NOTES, METHODOLOGY, AND SPECIFIC
DISCLOSURES REGARDING THE DEBTORS' SCHEDULES OF
ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

Introduction

Northwest Senior Housing Corporation d/b/a Edgemere (“**Edgemere**”) and its affiliate Senior Quality Lifestyles Corporation (“**SQLC**”), as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), with the assistance of their advisors, have filed their respective Schedules of Assets and Liabilities (the “**Schedules**”) and Statements of Financial Affairs (the “**Statements**,” and together with the Schedules, the “**Schedules and Statements**”) with the United States Bankruptcy Court for the Northern District of Texas, Dallas Division, (the “**Bankruptcy Court**”), under section 521 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 1007-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “**Bankruptcy Local Rules**”).

These *Global Notes, Methodology, and Specific Disclosures Regarding the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs* (the “**Global Notes**”) pertain to, are incorporated by reference in, and comprise an integral part of all of the Debtors' Schedules and Statements. The Global Notes should be referred to, considered, and reviewed in connection with any review of the Schedules and Statements.

The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“**GAAP**”), nor are they intended to be fully reconciled with the financial statements of each Debtor. Additionally, the Schedules and Statements contain unaudited information that is subject to further review and potential adjustment and reflects the Debtors' reasonable efforts to report the assets and liabilities of each Debtor on an unconsolidated basis.

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.

The Debtors and their agents, attorneys, and advisors do not guarantee or warrant the accuracy or completeness of the data that is provided herein and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors, or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained herein. While reasonable efforts have been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtors and their agents, attorneys, and advisors expressly do not undertake any obligation to update, modify, revise, or re-categorize the information provided herein, or to notify any third party should the information be updated, modified, revised, or re-categorized. In no event shall the Debtors or their agents, attorneys, and advisors be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business, or lost profits), whether foreseeable or not and however caused, even if the Debtors or their agents, attorneys, and advisors are advised of the possibility of such damages.

Mr. Nick Harshfield signed each set of the Schedules and Statements. Mr. Harshfield is a Director, Vice Chair and Treasurer of the Debtors and is an authorized signatory for each Debtor. In reviewing and signing the Schedules and Statements, Mr. Harshfield necessarily relied upon the efforts, statements, and representations of various personnel employed by the Debtors and their advisors. Mr. Harshfield has not (and could not have) personally verified the accuracy of each statement and representation contained in the Schedules and Statements, including statements and representations concerning amounts owed to creditors, classification of such amounts, and creditor addresses.

Global Notes and Overview of Methodology

1. **Reservation of Rights.** Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements, but inadvertent errors or omissions may exist. The Debtors reserve all rights to: (a) amend or supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including the right to amend the Schedules and Statements with respect to the description, designation, or Debtor against which any claim against a Debtor (“**Claim**”)² is asserted; (b) dispute or otherwise assert offsets or defenses to any Claim reflected in the Schedules and Statements as to amount, liability, priority, status, or classification; (c) subsequently designate any Claim as “disputed,” “contingent,” or “unliquidated;” or (d) object to the extent, validity, enforceability, priority, or avoidability of any Claim (regardless of whether of such Claim is designated in the Schedules and Statements as “disputed,” “contingent,” or “unliquidated”). Any failure to designate a Claim in the Schedules and Statements as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by the Debtors that such Claim or amount is not “disputed,” “contingent,” or “unliquidated.”

² For the purposes of these Global Notes, the term Claim shall have the meaning as defined under Bankruptcy Code section 101(5).

Listing a Claim does not constitute an admission of liability by the Debtor against which the Claim is listed or against any of the Debtors. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to the Debtors' chapter 11 cases, including, issues involving Claims, substantive consolidation, defenses, equitable subordination, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation or rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph. Notwithstanding the foregoing, the Debtors shall not be required to update the Schedules and Statements.

2. **Description of Cases and "As Of" Information Date.** On April 14, 2022 (the "**Petition Date**"), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

The asset information provided herein represents the asset data of the Debtors as of the Petition Date, except as otherwise noted. The liability information provided herein represents the outstanding pre-petition liabilities as of the Petition Date.

3. **Net Book Value of Assets.** It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate resources for the Debtors to obtain current market valuations for all of their assets. Unless otherwise indicated, the asset data contained in the Schedules and Statements reflect net book value as of the Petition Date. Book values of assets prepared in accordance with GAAP generally do not reflect the current performance of the assets and may differ materially from the actual value of the underlying assets. Furthermore, values for assets that have been fully depreciated or were expenses for accounting purposes may not appear in these Schedules and Statements as they have no net book value.
4. **Recharacterization.** Notwithstanding the Debtors' reasonable efforts to properly characterize, classify, categorize, or designate certain Claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors may nevertheless have improperly characterized, classified, categorized, designated, or omitted certain items due to the complexity and size of the Debtors' businesses. Accordingly, the Debtors reserve all of their rights to recharacterize, reclassify, recategorize, redesignate, add, or delete items reported in the Schedules and Statements at a later time as is necessary or appropriate as additional information becomes available, including, whether contracts or leases listed herein were deemed executory or unexpired as of the Petition Date and remain executory and unexpired postpetition.
5. **Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and postpetition periods and by Debtor based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and postpetition periods may change. Accordingly, the Debtors reserve all of their rights to amend, supplement, or otherwise modify the Schedules and Statements as is necessary or appropriate.

6. **Excluded Assets and Liabilities**³. The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including, employee benefit accruals, and in some instances accrued accounts payable. In addition, certain immaterial assets and liabilities may have been excluded.

The Bankruptcy Court has authorized (but not directed) the Debtors to pay, in their discretion, certain outstanding Claims on a postpetition basis. As discussed below, prepetition liabilities that the Debtors have paid postpetition pursuant to relief granted by the court may not be listed in the Schedules and Statements.

7. **Insiders**. For purposes of the Schedules and Statements, the Debtors defined “insiders” pursuant to section 101(31) of the Bankruptcy Code as: (a) directors; (b) officers; (c) persons in control of the Debtors; (d) relatives of the Debtors’ directors, officers, or persons in control of the Debtors; and (e) debtor/non-debtor affiliates of the foregoing. Persons listed as “insiders” have been included for informational purposes only and by including them in the Schedules, shall not constitute an admission that those persons are insiders for purposes of section 101(31) of the Bankruptcy Code. Moreover, the Debtors do not take any position with respect to: (a) any insider’s influence over the control of the Debtors; (b) the management responsibilities or functions of any such insider; (c) the decision making or corporate authority of any such insider; or (d) whether the Debtors or any such insider could successfully argue that he or she is not an “insider” under applicable law or with respect to any theories of liability or for any other purpose.
8. **Intellectual Property Rights**. Exclusion of certain intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, have not been terminated or otherwise expired by their terms, or have not been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. The Debtors have made every effort to attribute intellectual property to the rightful Debtor owner. However, in some instances intellectual property owned by one Debtor may, in fact, be owned by another. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all such intellectual property rights.
9. **Executory Contracts**. Although the Debtors made reasonable efforts to attribute an executory contract to its rightful Debtor, in certain instances, the Debtors may have inadvertently failed to do so due to the complexity and size of the Debtors’ businesses. Accordingly, the Debtors reserve all of their rights with respect to the named parties of any and all executory contracts, including the right to amend Schedule G.
10. **Classifications**. Listing (a) a Claim on Schedule D as “secured,” (b) a Claim on Schedule E/F as “priority,” (c) a Claim on Schedule E/F as “unsecured,” or (d) a contract

³ Personal property of Residents situated on the Debtors’ premises, is not the property of the Debtors’ estates, and is, therefore, a category of an excluded asset.

on Schedule G as “executory” or “unexpired,” does not constitute an admission by the Debtors of the legal rights of the claimant or a waiver of the Debtors’ rights to recharacterize or reclassify such Claims or contracts or to setoff of such Claims.

11. **Claims Description.** Schedules D and E/F permit each of the Debtors to designate a Claim as “disputed,” “contingent,” and/or “unliquidated.” Any failure to designate a Claim on a given Debtor’s Schedules and Statements as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by that Debtor that such amount is not “disputed,” “contingent,” or “unliquidated,” or that such Claim is not subject to objection. The Debtors reserve all of their rights to dispute, or assert offsets or defenses to, any Claim reflected on their respective Schedules and Statements on any grounds, including liability or classification. Additionally, the Debtors expressly reserve all of their rights to subsequently designate such Claims as “disputed,” “contingent,” or “unliquidated.” Moreover, listing a Claim does not constitute an admission of liability by the Debtors.
12. **Causes of Action.** Despite their reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third parties as assets in the Schedules and Statements, including causes of action that are required to be kept confidential and causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtors reserve all of their rights with respect to any cause of action (including avoidance actions), controversy, right of setoff, cross claim, counterclaim, or recoupment, and any claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertable directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law or in equity, or pursuant to any other theory of law (collectively, “**Causes of Action**”) they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any claims or Causes of Action or in any way prejudice or impair the assertion of such claims or Causes of Action.
13. **Summary of Significant Reporting Policies.** The following is a summary of significant reporting policies:
 - a. **Undetermined Amounts.** The description of an amount as “unknown,” “TBD,” “NA”, or “undetermined” is not intended to reflect upon the materiality of such amount.
 - b. **Totals.** All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
 - c. **Paid Claims.** The Debtors were authorized (but not directed) to pay certain outstanding prepetition Claims pursuant to various orders entered by the

Bankruptcy Court. Accordingly, certain outstanding liabilities may have been reduced or satisfied by post-petition payments made on account of prepetition liabilities. The Debtors reserve all of their rights to amend or supplement the Schedules and Statements or take other action as is necessary or appropriate to avoid over-payment of or duplicate payments for any such liabilities.

- d. Liens. Property and equipment listed in the Schedules and Statements are presented without consideration of any liens that may attach (or have attached) to such property and equipment.

- 14. Currency. All amounts are reflected in U.S. dollars.
- 15. Intercompany Payables and Receivables. Intercompany payables between the Debtors and non-Debtor affiliates as of the Petition Date are set forth on Schedule E/F.

The listing by the Debtors of any account between a Debtor and another Debtor or between a Debtor and a non-Debtor affiliate is a statement of what appears in a particular Debtor's books and records and does not reflect any admission or conclusion of the Debtors regarding the allowance, classification, characterization, validity, or priority of such account. The Debtors take no position in these Schedules and Statements as to whether such accounts would be allowed as a Claim, an Interest, or not allowed at all. The Debtors reserve all rights with respect to such accounts and reserve all rights with respect to the treatment or characterization of such items.

- 16. Setoffs. The Debtors periodically incur certain setoffs in the ordinary course of business. Setoffs in the ordinary course can result from various items including, but not limited to, intercompany transactions, pricing discrepancies, returns, warranties, credits, refunds, negotiations, and/or disputes between the Debtors and their vendors or customers, and other disputes between the Debtors and their customers and/or suppliers. These normal setoffs are consistent with the ordinary course of business in the Debtors' industry and can be particularly voluminous, making it unduly burdensome and costly for the Debtors to list such ordinary course setoffs. Therefore, although such setoffs and other similar rights may have been accounted for when scheduling certain amounts, these ordinary course setoffs are not independently accounted for, and as such, are or may be excluded from the Debtors' Schedules and Statements.
- 17. Global Notes Control. In the event that the Schedules and Statements differ from these Global Notes, the Global Notes shall control.

Specific Disclosures with Respect to the Debtors' Schedules

Schedules Summary. Except as otherwise noted, the asset and liability information provided herein represents the Debtors' assets and liabilities as of the Petition Date.

For financial reporting purposes, the Debtors and certain of their non-Debtor affiliates ordinarily prepare consolidated financial statements. Unlike the consolidated financial statements, the Schedules reflect the assets and liabilities of each Debtor on a nonconsolidated basis. Accordingly, the totals listed in the Schedules will likely differ, at times materially, from the

consolidated financial reports prepared by the Debtors for financial reporting purposes or otherwise.

The Schedules do not purport to represent financial statements prepared in accordance with GAAP, nor are they intended to be fully reconciled with the financial statements of each Debtor. Certain write-downs, impairments, and other accounting adjustments may not be reflected in the Schedules. Additionally, the Schedules contain unaudited information that is subject to further review and potential adjustment and reflect the Debtors' reasonable best efforts to report the assets and liabilities of each Debtor on an unconsolidated basis. Moreover, given, among other things, the uncertainty surrounding the collection and ownership of certain assets and the valuation and nature of certain liabilities, to the extent that a Debtor shows more assets than liabilities, this is not an admission that the Debtor was solvent as of the Petition Date or at any time before the Petition Date. Likewise, to the extent a Debtor shows more liabilities than assets, this is not an admission that the Debtor was insolvent as of the Petition Date or at any time before the Petition Date.

Schedule A/B – Real and Personal Property

Part 1 – Cash and Cash Equivalents. Amounts listed reflect the bank balance as of April 14, 2022, and not the net book value. Accounts listed as Restricted are not part of the Debtor's general operating funds and cash collateral. The restricted cash in the Trustee-held accounts is held in trust by the Trustee as collateral for the benefit of the holders of the secured claims listed in Schedule D. The parties holding those claims have a validly perfected possessory security interest in the Trustee-held funds and, as such, the Trustee-held accounts are not property of the Debtors' bankruptcy estate.

Part 2 – Deposits and Prepayments. The Bankruptcy Court, pursuant to the *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* [Docket No. 224], has authorized the Debtors to provide adequate assurance of payment for postpetition utility services, including a deposit in the amount of approximately \$52,850. Such deposit is not listed on Schedule A/B 7, which reflects deposits as of the Petition Date.

Part 3 – Accounts Receivable. Gross accounts receivable is stated as of April 14, 2022. The allowance for doubtful accounts is estimated based on the aging of accounts receivable, historical collections data, review of specific accounts and other factors. Other Receivables where noted are as of the Petition Date.

Part 4 – Investments. Investment in subsidiary represents a 50% membership interest as of March 31, 2022. Investment in the private equity fund holding is valued at cost as of December 31, 2021. Nothing in these Schedules is an admission by or conclusion of the Debtors regarding the value of such subsidiary or other investment holdings, which, under certain fair market or enterprise valuation analyses, may differ materially from the value than what is presented.

Part 5 – Inventory. The Debtors hold inventory, which is turned over on a frequent basis, including perishables, such as raw food, and medical supplies. The Debtors perform periodic physical reviews of inventory.

Parts 7, 8 and 9 – Fixed Assets. Fixed Assets are presented at book value and are presented net of accumulated depreciation and other adjustments pursuant to the Debtors’ books as of March 31, 2022. For purposes of these Schedules, accumulated depreciation has been allocated to fixtures, furniture, and office equipment due to the Debtors’ financial recordkeeping practices. The Debtors have not completed a physical inventory or appraisal of their owned equipment, medical supply inventory or other physical assets. Further, nothing in the Schedules or SOFAs (including, without limitation, the failure to list leased property or equipment as owned property or equipment) is or shall be construed as an admission as to the determination of legal status of any lease (including whether any lease is a true lease or financing arrangement), and the Debtors reserve all their rights with respect to such issues.

Debtor Northwest Senior Housing Corporation reserves all rights, claims and causes of action against Intercity Investment Properties, Inc. and Kong Capital, LLC in the Adversary Proceeding (22-30660-MVL).

Part 10 – Intangibles and Intellectual Property. Intangibles and intellectual property are presented at book value, net of accumulated amortization and other adjustments pursuant to the Debtors’ books as of April 14, 2022.

Part 11 – All Other Assets. Despite exercising their reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third parties as assets in their Schedules including, but not limited to, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant non-bankruptcy laws to recover assets. Unless otherwise noted on specific responses, items reported on Schedule A/B are reported from the Debtors’ book and records as of the Petition Date. The Debtors reserve all of their rights with respect to any claims and causes of action they may have. Neither these Global Notes nor the Schedules shall be deemed a waiver of any such claims or causes of action or to prejudice or impair the assertion thereof in any way.

Schedule D – Creditors Who Have Claims Secured by Property. Except as otherwise agreed pursuant to a stipulation or order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D. Moreover, although the Debtors have schedule claims of various creditors as secured, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor’s claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor’s claim.

The Debtors have not included parties that may believe their Claims are secured through setoff rights, inchoate statutory lien rights, or other lien rights created by the laws of the various jurisdictions in which the Debtors operate.

While reasonable efforts have been made, determination of the date upon which each claim in Schedule D was incurred or arose would be unduly burdensome or cost prohibitive, and therefore the Debtor may not list a date for each claim listed on Schedule D. Finally, the Debtor is taking no position on the extent or priority of any particular creditor's lien in this document.

The amounts outstanding under the Debtors' prepetition secured debt reflect approximate principal and interest amounts as of the Petition Date.

Descriptions provided on Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of any liens.

Schedule E/F – Creditors Who Have Unsecured Claims. The listing by the Debtors of any account between a Debtor and a non-debtor affiliate is a statement of what appears in a particular Debtor's books and records and does not reflect any admission or conclusion of the Debtors regarding the allowance, classification, characterization, validity, or priority of such account. The Debtors take no position in these Schedules and Statements as to whether such accounts would be allowed as a Claim, an Interest, or not allowed at all. The Debtors and all parties in interest reserve all rights with respect to such accounts. Various Debtors are borrowers, and certain of the other Debtors are guarantors, under prepetition funded obligations.

The claims of individual creditors for, among other things, goods, products, services, customer refunds, or taxes are listed as the amounts entered on the Debtors' books and records and may not reflect credits, allowances, or other adjustments due from such creditors to the Debtors. The Debtors reserve all of their rights with regard to such credits, allowances, and other adjustments, including the right to assert claims objections and/or setoffs with respect to the same.

Schedule E/F does not include certain deferred charges, deferred liabilities, accruals, or general reserves. Such amounts are, however, reflected on the Debtors' books and records as required in accordance with GAAP. Such accruals are general estimates of liabilities and do not represent specific Claims as of the Petition Date. The Debtors have made every effort to include as contingent, unliquidated, or disputed the Claim of any vendor not included on the Debtors' open accounts payable that is associated with an account that has an accrual.

Under the *Final Order Authorizing Payment of Prepetition Taxes and Fees* [Docket No. 220] (the "**Tax Order**"), the Bankruptcy Court granted the Debtors authority to pay the prepetition Claims of regulatory authorities on account of taxes and fees.

Under the *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 Brokerage Fees and (II) Granting Certain Related Relief* [Docket No. 221] (the "**Insurance Order**"), the Bankruptcy Court granted the Debtors authority to pay the prepetition Claims of insurers on account of insurance premiums, claims and other related obligations.

Under the *Final Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Commissions, Employee Benefits, Prepetition Payroll Taxes, and Other Obligations, (B) Maintain Compensation and Benefits Programs, and Pay Related Administrative Obligations,*

and (C) Make Payroll Deductions, (II) Authorizing Applicable Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers, and (III) Granted Related Relief [Docket No. 223] (the “Wages Order”), the Bankruptcy Court granted the Debtors authority to pay or honor certain prepetition obligations for employee wages, salaries, and other compensation, reimbursable employee expenses, and employee medical and similar benefits. The Debtors have not listed on Schedule E/F any wage or wage-related obligations that the Debtors have paid postpetition pursuant to relief granted by court order entered by the Bankruptcy Court.

Schedule G – Executory Contracts and Unexpired Leases. Although reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, inadvertent errors, omissions or over-inclusion may have occurred in preparing Schedule G. Additionally, as it would be prohibitively expensive, unduly burdensome, and an inefficient use of estate resources for the Debtors to list the term length of each executory contract, only selected contracts’ terms have been disclosed. The Debtors hereby expressly reserve the right to revise the expiration date disclosed. Certain of the instruments reflected on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties, and obligations are not separately set forth on Schedule G. The Debtors hereby expressly reserve the right to assert that any instrument listed on Schedule G is an executory contract within the meaning of section 365 of the Bankruptcy Code. The Debtors reserve all of their rights, claims, and causes of action with respect to claims associated with any contracts and agreements listed on Schedule A/B, including their right to dispute or challenge the characterization or the structure of any transaction, document, or instrument (including any intercompany agreement) related to a creditor’s claim.

Certain confidentiality, hold harmless, and non-compete agreements may not be listed on Schedule G. In addition, agreements and underlying documentation related to the Debtors’ prepetition debt is not included in Schedule G. The Debtors reserve all of their rights with respect to such agreements.

Certain of the contracts and agreements listed on Schedule G may consist of several parts, including purchase orders, amendments, restatements, waivers, letters, and other documents that may not be listed on Schedule G or that may be listed as a single entry.

The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda, and other documents, instruments, and agreements that may not be listed therein despite the Debtors’ use of reasonable efforts to identify such documents. Further, unless otherwise specified on Schedule G, each executory contract or unexpired lease listed thereon shall include all exhibits, schedules, riders, modifications, declarations, amendments, supplements, attachments, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affects such executory contract or unexpired lease, without respect to whether such agreement, instrument, or other document is listed thereon. In some cases, the same supplier or provider appears multiple times on Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider.

Debtor Northwest Senior Housing Corporation reserves all rights, claims and causes of action against Intercity Investment Properties, Inc. and Kong Capital, LLC in the Adversary Proceeding (22-30660-MVL).

Specific Disclosures with Respect to the Debtors' Statements

Statement 3. In Statement 3, disbursements made on account of multiple invoices may be reflected as a single payment.

All disbursements listed in Statement 3 are made through the Debtors' cash management system, more fully described in the Cash Management Motion. Dates listed in Statement 3 reflect the dates upon which the Debtor transferred funds to the relevant payee or disbursing agent. Certain disbursements may be excluded from Statement 3, including disbursements to insiders and disbursements to certain retained professionals (reported elsewhere).

Statement 4. Transfers of cash or assets are listed on a transfer basis between Debtors. Intercompany payable balances as of the Petition Date can be found on Schedule E/F.

Statement 26. In addition to the Debtors' issuing financial statements to the specific entities disclosed, in the ordinary course of their business, the Debtors have posted their financial statements on the Electronic Municipal Market Access website and have provided financial statements or certain financial information to various parties for business, statutory, credit, financing and other commercial purposes.

Statement 28. Membership interests listed in Statement 28 are directly held.

[Remainder of page intentionally left blank]

Fill in this information to identify the case:

Debtor Name: In re : Northwest Senior Housing Corporation
 United States Bankruptcy Court for the: Northern District of Texas
 Case number (if known): 22-30659 (MVL)

Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B) and on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- No. Go to Part 2.
- Yes. Go to Line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

| Total claim | Priority amount |
|-------------|-----------------|
|-------------|-----------------|

2.1 Priority creditor's name and mailing address As of the petition filing date, the claim is: \$ _____ \$ _____
 N/A - Not Amended Check all that apply.

- Creditor Name Contingent
 Creditor's Notice name Unliquidated
 Disputed

Address Basis for the claim:

City State ZIP Code

Country

Date or dates debt was incurred

Last 4 digits of account number Is the claim subject to offset?
 No

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) () Yes

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

Amount of claim

3.1 Nonpriority creditor's name and mailing address

See Supplemental Schedule E/F Part 2 Attachment

Creditor Name _____

Creditor's Notice name _____

Address _____

City _____ State _____ ZIP Code _____

Country _____

Date or dates debt was incurred _____

Last 4 digits of account number _____

As of the petition filing date, the claim is: \$ 8,286,750.67

Check all that apply.

Contingent

Unliquidated

Disputed

Basis for the claim: _____

Is the claim subject to offset?

No

Yes

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors. If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

| Name and mailing address | On which line in Part 1 or Part 2 is the related creditor (if any) listed? | Last 4 digits of account number, if any |
|---------------------------------------|--|---|
| 4.1 N/A - Not Amended | Line _____ | _____ |
| Name _____ | <input type="checkbox"/> Not Listed.Explain _____ | |
| Notice Name _____ | _____ | |
| Street _____ | | |
| _____ | | |
| _____ | | |
| City _____ State _____ ZIP Code _____ | | |
| Country _____ | | |

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

| | | Total of claim amounts |
|---|-------|-------------------------------|
| 5a. Total claims from Part 1 | 5a. | \$ 0.00 |
| 5b. Total claims from Part 2 | 5b. + | \$ 8,286,750.67 |
| 5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c. | 5c. | \$ 8,286,750.67 |

| |
|--|
| Fill in this information to identify the case: Debtor Name: In re : Northwest Senior Housing Corporation United States Bankruptcy Court for the: Northern District of Texas Case number (if known): 22-30659 (MVL) |
|--|

Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

- No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

| | |
|--|---|
| 2. List all contracts and unexpired leases | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease |
| 2.1 State what the contract or lease is for and the nature of the debtor's interest See Supplemental Schedule G Attachment | Name _____ Notice Name _____ Address _____ _____ _____ City _____ State _____ ZIP Code _____ Country _____ |
| State the term remaining | _____ |
| List the contract number of any government contract | _____ |

Fill in this information to identify the case:

Debtor Name: In re : Northwest Senior Housing Corporation
United States Bankruptcy Court for the: Northern District of Texas
Case number (if known): 22-30659 (MVL)

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)
Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
Schedule H: Codebtors (Official Form 206H)
Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
Amended Schedule Supplemental E/F Part 2 & G
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
Other document that requires a declaration

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/23/2022
MM / DD / YYYY

/ s / Nick Harshfield
Signature of individual signing on behalf of debtor

Nick Harshfield
Printed name
Director, Vice Chair and Treasurer
Position or relationship to debtor

| Line | CreditorName | Address1 | City | State | Zip | Date incurred | Basis for claim | Subject to offset (Y/N) | Contingent | Unliquidated | Disputed | Amount of Claim | Reason for Amendment |
|------|-----------------------------|----------------------|-----------------|-------|-------|---------------|---------------------|-------------------------|------------|--------------|----------|-----------------------|-----------------------|
| 3.1 | Lifespace Communities, Inc. | 4201 Corporate Drive | West Des Moines | IA | 50266 | Various | Intercompany | N | | | | \$5,221,798.74 | Updated Amount |
| 3.2 | Resident 144 | Address Redacted | | | | | Entrance Fee Refund | N | X | X | | \$675,000.00 | Updated Amount |
| 3.3 | Resident 149 | Address Redacted | | | | | Entrance Fee Refund | N | X | X | | \$432,224.10 | Updated Amount |
| 3.4 | Resident 175 | Address Redacted | | | | | Entrance Fee Refund | N | X | X | | \$177,175.80 | Updated Amount |
| 3.5 | Resident 202 | Address Redacted | | | | | Resident Refund | N | | | | \$683.36 | Updated Amount |
| 3.6 | Resident 203 | Address Redacted | | | | | Entrance Fee Refund | N | X | X | | \$612,046.00 | Updated Resident Name |
| 3.7 | Resident 244 | Address Redacted | | | | | Entrance Fee Refund | N | X | X | | \$468,432.00 | Updated Amount |
| 3.8 | Resident 261 | Address Redacted | | | | | Entrance Fee Refund | N | X | X | | \$698,400.00 | Updated Amount |
| 3.9 | Resident 1401 | Address Redacted | | | | | Resident Refund | N | | | | \$62.90 | New Resident Refund |
| 3.10 | Resident 1421 | Address Redacted | | | | | Resident Refund | N | | | | \$215.64 | New Resident Refund |
| 3.11 | Resident 1438 | Address Redacted | | | | | Resident Refund | N | | | | \$294.13 | New Resident Refund |
| 3.12 | Resident 113340 | Address Redacted | | | | | Resident Refund | N | | | | \$418.00 | New Resident Refund |
| 3.13 | The Lifespace Foundation | 4201 Corporate Drive | West Des Moines | IA | 50266 | Various | Intercompany | N | | | | \$0.00 | Updated Amount |
| | | | | | | | | | | | | \$8,286,750.67 | |

| Line | Name of other parties with whom the debtor has an executory contract or unexpired lease | Creditor Notice Name | Address 1 | City | State | Zip | State what the contract or lease is for and the nature of the debtor's interest | State the term remaining |
|------|---|----------------------|------------------------|--------|-------|-------|---|---------------------------------|
| 2.1 | Augustine Management Texas, Inc. | c/o David Mainguy | 8161 Teal Dr., Ste 201 | Easton | MD | 21601 | Management Services Agreement | Renews annually until cancelled |
| 2.2 | Augustine Management Texas, Inc. | c/o David Mainguy | 8161 Teal Dr., Ste 201 | Easton | MD | 21601 | Operating Agreement dated 12/15/2011 | |
| 2.3 | Augustine Management Texas, Inc. | c/o John Falldine | 8523 Thackery Street | Dallas | TX | 75225 | Operating Agreement dated 12/15/2011 | |