



**IT IS ORDERED as set forth below:**

**Date: June 5, 2024**

*Paul Baisier*

**Paul Baisier  
U.S. Bankruptcy Court Judge**

**IN THE UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

In re:

LAVIE CARE CENTERS, LLC, *et al.*<sup>1</sup>

Debtors.

) Chapter 11

) Case No. 24-55507 (PMB)

) (Jointly Administered)

) Related to Docket No. 13

**INTERIM ORDER AUTHORIZING DEBTORS TO (I) PAY PREPETITION WAGES, COMPENSATION, AND EMPLOYEE BENEFITS, (II) CONTINUE CERTAIN EMPLOYEE BENEFIT PROGRAMS IN THE ORDINARY COURSE, (III) SCHEDULING A FINAL HEARING, AND (IV) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")<sup>2</sup> of the Debtors for entry of an interim order (this "Order") and a Final Order, authorizing, but not directing, the Debtors (i) to pay, perform, and/or honor, as

<sup>1</sup> The last four digits of LaVie Care Centers, LLC's federal tax identification number are 5592. There are 282 Debtors in these chapter 11 cases, which are being jointly administered for procedural purposes only. A complete list of the Debtors and the last four digits of their federal tax identification numbers are not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://www.kccllc.net/LaVie>. The location of LaVie Care Centers, LLC's corporate headquarters and the Debtors' service address is 1040 Crown Pointe Parkway, Suite 600, Atlanta, GA 30338.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.



applicable, the Employee Compensation Claims and the prepetition claims of the Employment Agencies, the Employee Benefit Obligations, the Employee Expense Obligations, the Employee Tax Obligations, the Workers' Compensation Obligations, the Union Obligations, the 401(k) Obligations, the Employee Bonus Obligations, and the Employee Severance Obligations and (ii) to honor and continue their Employee benefit plans, programs, policies, and procedures in the ordinary course of business in accordance with prepetition practices, all as more fully set forth in the Motion; and upon consideration of the First Day Declaration; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and venue of this proceeding and the Motion in this District being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court being able to issue a final order consistent with Article III of the United States Constitution; and due and sufficient notice of the Motion having been given under the particular circumstances; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and it appearing that no other or further notice is necessary; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby

**ORDERED, ADJUDGED, AND DECREED that:**

1. The Motion is granted on an interim basis as set forth herein.

2. The final hearing (the “Final Hearing”)<sup>3</sup> on the Motion shall be held on June 27 2024, at 9:30 a.m. (prevailing Eastern Time). Any objections or responses to the entry of the proposed Final Order shall be filed with the Court and served on the following no later 4:00 p.m. (prevailing Eastern Time) on June 21, 2024: (a) LaVie Care Centers, LLC, c/o Ankura Consulting Group, LLC, 485 Lexington Avenue, 10th Floor, New York, NY 10017 (Attn: M. Benjamin Jones); (b) proposed counsel to the Debtors, McDermott Will & Emery LLP, 1180 Peachtree St. NE, Suite 3350, Atlanta, GA 30309 (Attn: Daniel M. Simon), and 444 West Lake Street, Suite 4000, Chicago, IL 60606 (Attn: Emily C. Keil); (c) counsel to the Prepetition Omega Secured Parties and proposed DIP Lenders, Scroggins & Williamson, P.C., 4401 Northside Parkway, Suite 450, Atlanta, GA 30327 (Attn: Matthew W. Levin), and Goodwin Proctor LLP, The New York Times Building, 620 Eighth Avenue, New York, NY 10018 (Attn: Robert J. Lemons), and Ferguson Braswell Fraser Kubasta PC, 2500 Dallas Parkway, Suite 600, Plano, TX 75093 (Attn: Leighton Aiken); (d) counsel to the Debtors’ prepetition ABL lender, Proskauer LLP, One International Place, Boston, MA 02110 (Attn: Charles A. Dale) and Vedder Price LLP, 222 North LaSalle Street, Chicago, IL 60601 (Attn: Kathryn L. Stevens); (e) counsel to the Debtors’ proposed DIP Lenders, DLA Piper LLP, 1900 N. Pearl St., Suite 2200, Dallas, TX 75201 (Attn: James Muenker) and 1251 Avenue of the Americas, New York, NY 10020 (Attn: Kira Mineroff); (f) the United States Trustee for Region 21, 75 Ted Turner Drive, S.W., Room 362, Atlanta, GA 30303

---

<sup>3</sup> Parties may attend the Final Hearing in **Courtroom 1202 in the Richard B. Russell Federal Building and United States Courthouse, 75 Ted Turner Drive, SW, Atlanta, GA 30303** or virtually via **Judge Baisier’s Virtual Hearing Room**. The link for the Virtual Hearing Room can be found on Judge Baisier’s webpage at <https://www.ganb.uscourts.gov/content/honorable-paul-m-baisier> and is best used on a desktop or laptop computer but may be used on a phone or tablet. Participants’ devices must have a camera and audio. You may also join the Virtual Hearing Room through the “Dial-In and Virtual Bankruptcy Hearing Information” link at the top of the homepage of the Court’s website, [www.ganb.uscourts.gov](http://www.ganb.uscourts.gov). Please review “Instructions for Appearing by Telephone and Video Conference” located under the “Hearing Information” tab on the judge’s webpage prior to the hearing. You should be prepared to appear at the hearing via video, but you may leave your camera in the off position unless you are speaking or until the Court instructs otherwise. Unrepresented persons who do not have video capability may use the telephone dial-in information on the judge’s webpage.

(Attn: Jonathan S. Adams); (g) counsel to the official committee of unsecured creditors (if any) appointed in these Chapter 11 Cases; and (h) any party that has requested notice pursuant to Bankruptcy Rule 2002. If no objections to entry of the Final Order are filed and served, the Court may enter such Final Order without further notice or hearing.

3. The Debtors are authorized, but not directed, in their sole discretion, to pay, perform, and/or honor, as applicable, the Employee Compensation Claims, the Employee Benefit Obligations, the Employee Expense Obligations, the Employee Tax Obligations, the Workers' Compensation Obligations, and the 401(k) Obligations (collectively, the "Prepetition Employee Obligations"), including payment to any third parties that provide or aid in the monitoring, processing, or administration of the Prepetition Employee Obligations, as and when such obligations are due; *provided, however*, no Employee shall be paid in excess of \$15,150 on account of prepetition Employee Compensation.

4. The Debtors are authorized to pay prepetition amounts owed to Independent Contractors.

5. The Debtors are authorized, but not directed, in their sole discretion, to pay the prepetition claims of the Employment Agencies.

6. The Debtors are authorized, but not directed, to continue the Time Off Benefits, including Holiday Time, PTO, Medical Leave, Other Time Off Policies, and Military Leave policies, *provided, however*, that nothing herein shall be deemed to authorize the Debtors to pay in cash any unpaid PTO pending the Final Hearing unless required by applicable non-bankruptcy law or the relevant CBAs.

7. Pursuant to Bankruptcy Code section 362(d), Employees are authorized to proceed with their claims under the Workers' Compensation Program in the appropriate judicial or

administrative forum, and the Debtors are authorized, but not directed, to continue the Workers' Compensation Program and pay all prepetition amounts relating thereto in the ordinary course. This modification of the automatic stay pertains solely to claims under the Workers' Compensation Program.

8. Subject to the limitations contained in this Order, the Debtors are authorized, but not directed, in their sole discretion, to continue their Employee benefit plans, programs, policies, and procedures, in the ordinary course of business and in accordance with prepetition practices, and to modify or discontinue such plans, programs, policies, and procedures as necessary or prudent in the Debtors' business judgment; *provided, however*, that nothing herein authorizes the incurrence or payment of bonus or severance obligations, including obligations that implicate Bankruptcy Code section 503(c); *provided further, however*, that nothing herein shall prejudice the Debtors' ability to seek approval of relief with respect to such obligations at a later time.

9. The Debtors are authorized, but not directed, to forward any unpaid amounts on account of Payroll Taxes to the appropriate third-party recipients or taxing authorities in accordance with the Debtors' prepetition policies and practices.

10. The Debtors (including through ADP and CMC III, as applicable) may pay any and all withholdings, including social security, FICA, federal, state, and local income taxes, garnishments, health care premiums, retirement fund withholding, and other types of withholdings, whether or not these relate to the period prior to the Petition Date.

11. The Debtors are authorized, but not directed, to remit the Union Obligations in the ordinary course of business consistent with past practice and to continue collecting and remitting the Union Obligations in the ordinary course of business on a postpetition basis.

12. The Debtors are authorized, but not directed, to maintain the Employee Bonus Programs in the ordinary course of business and consistent with past practice and to pay the Employee Bonus Obligations associated therewith; *provided, however*, that payments for prepetition amounts owed on account of the Employee Bonus Obligations shall not exceed \$243,065 (which consists of the following amounts due and owing in the first thirty days: \$161,813 for the Sign-On Bonus; \$25,088 for the PBJ Bonus; \$15,248 for the Pick-Up Shift Bonus; \$2,416 for the Perfect Punch Bonus; \$9,000 for the Quality Bonus; \$28,500 for the Employee Referral Bonus; and \$1,000 for the Sales & Marketing Bonus) in the aggregate pending entry of the Final Order; *provided, further*, that the Debtors shall not make any payments on account of the Care Center Leadership Incentive Plan pending the Final Hearing.

13. The Debtors' request to maintain the Employee Severance Program in the ordinary course of business and consistent with past practice shall be considered at the Final Hearing, and nothing herein shall be deemed to authorize the Debtors to incur obligations relating to the Employee Severance Program pending the Final Hearing.

14. Notwithstanding anything to the contrary contained in the Motion or this Order, any payment to be made and any relief or authorization granted hereunder shall be limited by, and shall be subject to, the requirements imposed on the Debtors in the Interim DIP Order, including, for the avoidance of doubt, the Approved DIP Budget. To the extent of any conflict (but solely to the extent of such conflict) between the terms of this Order and the terms of the Interim DIP Order, the terms of the Interim DIP Order will govern.

15. The Banks on which checks were drawn or electronic payment requests made for payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such

Banks are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Order without any duty of further inquiry and without liability for following the Debtors' instructions.

16. The Debtors are authorized to issue postpetition checks, or to effect postpetition electronic fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of the Chapter 11 Cases with respect to payments authorized pursuant to this Order.

17. Nothing in the Motion, this Order, or the relief granted herein (including any actions taken or payments made by the Debtors pursuant thereto) shall be construed as (a) authority to assume or reject any executory contract or unexpired lease of real property, or as a request for the same; (b) an admission as to the validity, priority, or character of any claim or other asserted right or obligation, or a waiver or other limitation on the Debtors' ability to contest the same on any ground permitted by bankruptcy or applicable non-bankruptcy law; (c) a promise or requirement to pay any claim or other obligation; or (d) granting third-party-beneficiary status, bestowing any additional rights on any third party, or being otherwise enforceable by any third party.

18. The Court finds and determines that the requirements of Bankruptcy Rule 6003 are satisfied and that the relief requested in the Motion is necessary to avoid immediate and irreparable harm.

19. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a), the Local Rules, and the Complex Case Procedures are satisfied by such notice.

20. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

21. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

22. The Debtors are authorized to take all actions necessary to implement the relief granted in this Order.

23. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

END OF ORDER



Prepared and presented by:

/s/ Daniel M. Simon

Daniel M. Simon (Georgia Bar No. 690075)

**MCDERMOTT WILL & EMERY LLP**

1180 Peachtree Street NE, Suite 3350

Atlanta, Georgia 30309

Telephone: (404) 260-8535

Facsimile: (404) 393-5260

Email: dsimon@mwe.com

- and -

Emily C. Keil (admitted *pro hac vice*)

Jake Jumbeck (admitted *pro hac vice*)

Catherine Lee (admitted *pro hac vice*)

**MCDERMOTT WILL & EMERY LLP**

444 West Lake Street, Suite 4000 Chicago,

Illinois 60606

Telephone: (312) 372-2000

Facsimile: (312) 984-7700

Email: ekeil@mwe.com

jjumbeck@mwe.com

clee@mwe.com

*Proposed Counsel for the Debtors and  
Debtors-in-Possession*

**Distribution List**

LaVie Care Centers, LLC  
c/o Ankura Consulting Group, LLC,  
485 Lexington Avenue, 10th Floor,  
New York, NY 10017  
Attn: M. Benjamin Jones

Daniel M. Simon  
McDermott Will & Emery LLP  
1180 Peachtree Street NE, Suite 3350  
Atlanta, GA 30309

Emily C. Keil  
McDermott Will & Emery LLP  
444 West Lake Street, Suite 4000  
Chicago, IL 60606

Kurtzman Carson Consultants LLC  
222 N. Pacific Coast Highway, 3rd Floor  
El Segundo, CA 90245

Jonathan S. Adams  
Office of the United States Trustee  
362 Richard Russell Federal Building  
75 Ted Turner Drive, SW  
Atlanta, GA 30303