



Care Vendor Claims, 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

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<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.

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 Procter 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 Office of the United States Trustee for Region 21, 362 Richard Russell Building & U.S. Courthouse, 75 Ted Turner Drive, S.W., Atlanta, GA 30303 (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, to pay some or all of the Resident Care Vendor Claims.

4. The Debtors' payment of the Resident Care Vendor Claims shall not exceed \$25,000 per vendor per Facility, and \$200,000 in the aggregate, during the period from the date of this Order until the date that a final order is entered in this matter (during such period, the "Interim Resident Care Vendor Cap"), unless otherwise ordered by the Court, as set forth herein.

5. As a condition of receiving payment on a Resident Care Vendor Claim, the Debtors are authorized, in their sole discretion, to require that such Resident Care Vendor agree to (a) continue to provide goods and services on the same trade terms available to the Debtors on a prepetition basis (the "Customary Trade Terms") and (b) take whatever action is necessary to remove any trade liens at such Resident Care Vendor's sole cost and expense and waive any right to assert a trade lien on account of the paid Resident Care Vendor Claim; *provided, however*, that the Debtors are authorized to negotiate trade terms with any Resident Care Vendor as a condition to payment of any Resident Care Vendor Claim that vary from the Customary Trade Terms to the extent the Debtors determine that such terms are necessary to procure essential goods and services or are otherwise in the best interests of the Debtors' estates.

6. If a Resident Care Vendor that has received payment of a prepetition claim later refuses to continue to supply goods or services for the applicable period in compliance with this Order, including providing goods and services on the same Customary Trade Terms on a postpetition basis, then the Debtors may declare such payments to have been unauthorized postpetition transfers under Bankruptcy Code section 549, and may take any and all appropriate steps to cause such Resident Care Vendor to repay payments made to it on account of this Order, or apply such payments as credits against any outstanding postpetition claim held by such Resident Care Vendor. Upon recovery of a payment made in respect to a Resident Care Vendor Claim,

such claim shall be reinstated as a claim in the amount so recovered, less the Debtors' reasonable costs of recovery.

7. The Debtors shall provide a list of the applicable Resident Care Vendors to the U.S. Trustee and any official committee appointed in these Chapter 11 Cases.

8. The Debtors shall maintain a matrix with respect to all payments made pursuant to this Interim Order (the "Resident Care Vendor Matrix"), reflecting (a) the name of the applicable Resident Care Vendors, (b) the amount paid to the respective Resident Care Vendors, and (c) the date of such payment. The Debtors shall provide the Resident Care Vendor Matrix to the U.S. Trustee and any official committee appointed in these Chapter 11 Cases on a monthly basis.

9. The banks and financial institutions 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 and financial institutions 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.

10. The Debtors are authorized to issue postpetition checks, or to effect postpetition 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 the relief granted herein.

11. 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.

12. Nothing in the Motion or this Order or the relief granted (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.

13. 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.

14. 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.

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

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

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

18. 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

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