



IT IS ORDERED as set forth below:

Date: July 22, 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.*¹

Debtors.

)
) Chapter 11
)

) Case No. 24-55507 (PMB)
)

) (Jointly Administered)
)

) Related to Docket No. 140
)

**ORDER (I) AUTHORIZING EMPLOYMENT
AND PAYMENT OF PROFESSIONALS USED IN THE
ORDINARY COURSE OF BUSINESS AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the Debtors, filed at Docket No. 140 on June 25, 2024, for entry of an order (this “Order”) (a) authorizing the employment and payment of certain

¹ 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’ 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.

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



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professionals used in the ordinary course of the Debtors' businesses and operations (collectively, the "OCPs"), effective as of the Petition Date and (b) granting related relief, all as more fully set forth in the Motion; 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 (a) the opportunity to object to the relief requested in the Motion by July 18, 2024 at 4:00 p.m. (prevailing Eastern Time) and (b) for hearing on the Motion scheduled for July 24, 2024 at 9:30 a.m. (prevailing Eastern Time) having been given under the particular circumstances pursuant to the procedures set forth in the *Third Amended and Restated General Order No. 24-2018*, filed June 27, 2024 (Docket No. 180); and no hearing is necessary on the Motion absent the filing of an objection with respect to the same; and no objection to the Motion was filed prior to the objection deadline; and by uploading an order to be entered pursuant to these procedures, proposed counsel to the Debtors certifies to the Court that he has reviewed the docket and that no objections to the Motion have been filed by any party in interest or received by counsel; and the Court having considered the Motion and all other matters of record, including the lack of objection thereto; and based on the foregoing, no further notice or hearing is required; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; 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 the Court having found that good and sufficient cause exists to grant the relief requested in the Motion; it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is granted as set forth herein.
2. The Debtors are authorized, but not directed, to employ and compensate the OCPs listed on Exhibit 1, Exhibit 2, and Exhibit 3 hereto, in accordance with the terms of this Order, subject to objection as set forth herein.
3. The following procedures (the “OCP Procedures”) for the employment and compensation of OCPs are hereby approved:
 - (a) Before the Debtors may compensate any OCP, the Debtors must first file with the Court and serve upon (i) 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); (ii) proposed counsel to the Committee, Troutman Pepper Hamilton Sanders LLP, 3000 Two Logan Square, Eighteenth and Arch Streets, Philadelphia, PA, 19103 (Attn: Francis Lawall) and 875 Third Avenue, New York, NY 10022 (Attn: Deborah Kovsky-Apap); (iii) 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); and (iv) parties entitled to notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002 (collectively, the “Notice Parties”) a Declaration of Ordinary Course Professional (the “OCP Declaration”), substantially in the form attached as Exhibit 4 to the Proposed Order. The OCP Declaration will be filed on or before the later of (x) 60 days after the Petition Date or (y) 30 days after an OCP’s commencement of postpetition services.
 - (b) The Notice Parties will have 10 days after service of each OCP Declaration (the “Objection Deadline”) to object to the Debtors’ employment and compensation of such OCP. Any objecting party will serve any such objection upon each of the Notice Parties and the respective OCP on or before the Objection Deadline. If any such objection cannot be consensually resolved within 10 days of its receipt by the Debtors, the objection will be scheduled for a hearing before the Court at the next regularly-scheduled omnibus hearing date or such other date otherwise agreeable to the parties thereto. If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular OCP, the Debtors will be authorized to employ and compensate such OCP in accordance with the OCP Procedures.
 - (c) After retention in accordance with the procedures set forth above, each OCP may present to the Debtors a monthly invoice setting forth in reasonable

detail the nature of the services rendered by such OCP for the applicable monthly period and calculated in accordance with such OCP's standard billing rates (without prejudice to the Debtors' right to dispute any invoice). The Debtors will be authorized to pay, without the requirement of further Court approval, 100% of the postpetition fees charged and expenses incurred by such OCP; *provided* that (i) the fees of each OCP set forth on Exhibit 1 to the Proposed Order, excluding costs, may not exceed \$10,000 per month on average over a rolling three-month period (the "Tier 1 OCP Cap"); (ii) the fees of each OCP set forth on Exhibit 2 to the Proposed Order, excluding costs, may not exceed \$25,000 per month on average over a rolling three-month period (the "Tier 2 OCP Cap"); and (iii) the fees of each OCP set forth on Exhibit 3 to the Proposed Order, excluding costs, may not exceed \$45,000 per month on average over a rolling three-month period (the "Tier 3 OCP Cap" and together with the Tier 1 OCP Cap and Tier 2 OCP Cap, the "OCP Caps").

- (d) In the event that the fees charged and invoiced by any OCP exceed the OCP Caps set forth in clause (c) above, such OCP will be required to seek this Court's approval of all postpetition fees and expenses in accordance with Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Complex Case Procedures, and the Court's orders (including those governing interim compensation of professionals).
- (e) Beginning with the fiscal quarter ending June 30, 2024, within 30 days following the end of each fiscal quarter, the Debtors will file with the Court and serve upon the Notice Parties a statement that will include: (i) the name of each OCP; (ii) the amount paid as compensation for services rendered and reimbursement of expenses incurred by each OCP during the previous quarter; and (iii) a general description of the services rendered by each OCP during the previous quarter. The Debtors will continue to file such statements through the earlier of the dismissal or conversion of the Chapter 11 Cases or the confirmation of a chapter 11 plan.
- (f) The Debtors reserve the right to supplement the list of OCPs in Exhibit 1, Exhibit 2, and Exhibit 3 to the Proposed Order from time to time, in their discretion, as necessary to add or remove OCPs without the need for further Court approval. In such event, the Debtors will file a supplemental list of OCPs with the Court and serve it on the Notice Parties. The Notice Parties will have 10 days after service of a supplemental list (the "Supplemental List Objection Deadline") to object to the Debtors' employment and compensation of any professionals on a supplemental list. If no objection is received from any of the Notice Parties by the Supplemental List Objection Deadline, the Debtors will be authorized to employ and compensate each additional OCP on such supplemental list in accordance with the OCP Procedures set forth above.

4. With the exception of the OCPs, all professionals that the Debtors employ in connection with the administration of these Chapter 11 Cases (a) shall be employed by the Debtors pursuant to separate applications for employment subject to the Court's approval, and (b) shall be paid in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Court's orders.

5. OCPs shall not perform substantial services relating to bankruptcy matters or be involved in the administration of the Chapter 11 Cases, but rather shall provide services in connection with the Debtors' ongoing business operations and services ordinarily provided by non-bankruptcy counsel and professionals.

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

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

8. Proposed counsel for the Debtors, through Kurtzman Carson Consultants LLC ("KCC") shall, within three days of the entry of this Order, cause a copy of this Order to be served by electronic mail or first class mail, as applicable, on all parties served with the Application, and KCC shall file promptly thereafter a certificate of service confirming such service.

END OF ORDER

Prepared and presented by:

/s/ Daniel M. Simon

Daniel M. Simon (Georgia Bar No. 690075)

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- and -

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

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

EXHIBIT 1

Schedule of Tier 1 OCPs

PROFESSIONAL	ADDRESS/CONTACT	SERVICES PROVIDED TO DEBTORS
Burns White	1001 Conshohocken State Road, Suite 1-515 West Conshohocken, PA 19428 Attn: Elizabeth Stefanski, Esq. eastefanski@burnswhite.com	Insurance Defense Counsel
Cole, Scott & Kissane	9150 South Dadeland Blvd., Suite 1400 Miami, FL 33156 Attn: Barry Postman, Esq. barry.postman@csklegal.com	EPLI Litigation Defense Counsel (FL)
Condon Tobin Sladek Thornton	8080 Park Lane, Suite 700 Dallas, TX 75231 Attn: Jared Pace, Esq. Elizabeth Mensch, Esq. jpace@condontobin.com; emensch@condontobin.com	TX Vendor Litigation Defense Counsel
Daniel Coker Horton & Bell, P.A.	214 Key Drive, Suite 2000 Madison, MS 39110 Attn: Timothy Peeples, Esq. tpeeples@danielcoker.com	EPLI Litigation Defense Counsel (MS)
Dzenitis Newman, PLLC	8006 Lydon Centre Way Louisville, KY 40222 Attn: Emily Newman, Esq. Paul Dzenitis, Esq. enewman@dznlaw.com; pdzenitis@dznlaw.com	GLPL Litigation Defense Counsel (KY & OH)
Health Care Lawyers	2101 North Monroe Street, Suite 103 Arlington, VA 22207 Attn: Joseph Bianculli, Esq. bianculli@healthcarelawyers.com	Survey & Licensure Counsel
Kiernan Trebach	1108 E. Main St. Richmond, VA 23219 Attn: Charles Sipe, Esq. csipe@kiernantrebach.com	GLPL Litigation Defense Counsel (VA)

PROFESSIONAL	ADDRESS/CONTACT	SERVICES PROVIDED TO DEBTORS
Ragsdale Liggett	2840 Plaza Place, Suite 400 Raleigh, NC 27612 Attn: Lee Evans, Esq. L. Skye MacLeod, Esq. levans@rl-law.com; smacleod@rl-law.com	GLPL and Vendor Litigation Defense Counsel (NC)
Rushton, Stakely, Johnston & Garrett, P.A.	184 Commerce Street Montgomery, AL 36101 Attn: J. Evans Bailey, Esq. ebailey@rushtonstakely.com	Vendor Litigation Defense Counsel (AL)
Sands Anderson	P.O. Box 1998 Richmond, VA 23218 Attn: Andrew Biondi, Esq. abiondi@sandsanderson.com	Resident Collection Counsel
Seyfarth Shaw LLP	233 S. Wacker Dr., Suite 8000 Chicago, IL 60606 Attn: Glen Smith, Esq. and Joseph Vento, Esq. gsmith@seyfarth.com; jvento@seyfarth.com	Local / Union Litigation Counsel
Thomas & Company	One Vantage Way, Suite A-105 Nashville, TN 37228 Attn: Marc Kessler mkessler@thomas-and-company.com	Unemployment Claim Management
Walsh Barnes P.C.	2100 Corporate Drive, Suite 300 Wexford, PA 15090 Attn: Susan Kostkas, Esq. skostkas@walshlegal.net	Insurance Defense Counsel
Womble Bond Dickenson LLP	2001 K Street, NW, Suite 400 Washington, D.C. 20006 Attn: Lela Ames, Esq. Lela.ames@wbd-us.com	EPLI Litigation Defense Counsel (VA)

EXHIBIT 2

Schedule of Tier 2 OCPs

PROFESSIONAL	ADDRESS/CONTACT	SERVICES PROVIDED TO DEBTORS
Credit Management Company	2121 Noblestown Road Pittsburgh, PA 15205 Attn: Joel McKiernan jmckiernan@creditmanagementcompany.com	AR Collection Services
Actuarial Advantage	N63W23524 Silver Spring Drive, Upper Level Sussex, WI 53089 Attn: Laura Martin lmartin@taa-inc.com	Actuarial Services
Alston & Bird LLP	1908 Maple Shade Lane Richmond, VA 23227 Attn: Scott Harty Scott.Harty@alston.com	Employer Tax Legal Services
Harman, Claytor, Corrigan & Wellman	4951 Lake Book Dr., Suite 100 Glen Allen, VA 23060 Attn: Elizabeth Papoulakos, Esq. and Juliane Miller, Esq. epapoulakos@hccw.com; jcmiller@hccw.com	GLPL and Vendor Litigation Defense Counsel (VA)
Van Marlek & Associates	5415 Lake Howell Road, Suite 128 Winter Park, FL 32792 Attn: Bree March bree@vanmarlek.com	Real Estate and Tangible Tax Services
Wise Carter Child & Caraway	401 E. Capitol Street, Suite 600 Jackson, MS 39205 Attn: Lynda Carter, Esq. and Gaye Nell Currie, Esq. LCC@wisecarter.com; GNC@wisecarter.com	GLPL and Vendor Litigation Defense Counsel (MS & LA)
Marsh Management Services Inc.	701 Poydras St., Suite 4125 New Orleans, LA 70139 Attn: Jeff Englert Jeffrey.Englert@marsh.com	Insurance Claim Preparation Services

EXHIBIT 3

Schedule of Tier 3 OCPs

PROFESSIONAL	ADDRESS/CONTACT	SERVICES PROVIDED TO DEBTORS
ATL Tax Group & Associates	191 Peachtree Street NE, Suite 3720 Atlanta, GA 30303 Attn: Don Sklar dsklar@atltaxgroup.com	Tax Return Services
Cherry Bekaert	1075 Peachtree Street NE, Suite 2200 Atlanta, GA 30309 Attn: Rick Creese Rcreese@cbh.com	Audit Services

EXHIBIT 4

Form Declaration

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

In re:

LAVIE CARE CENTERS, LLC, *et al.*¹

Debtors.

)
) Chapter 11
)
) Case No. 24-55507 (PMB)
)
) (Jointly Administered)
)
) Related to Docket No. ____
)

DECLARATION OF ORDINARY COURSE PROFESSIONAL

I, [DECLARANT], pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am a [POSITION] of [THE FIRM] (the “Firm”), which maintains offices at [ADDRESS].

2. This Declaration is submitted in connection with an order of the United States Bankruptcy Court for the Northern District of Georgia, Atlanta Division, entered on ___, 2024, authorizing the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) to employ and compensate certain professionals in the ordinary course of business during the pendency of the Debtors’ chapter 11 cases (the “Chapter 11 Cases”).

3. The Debtors have requested that the Firm provide [INSERT DESCRIPTION OF SERVICES TO BE RENDERED AND, IF SERVICES ARE LEGAL SERVICES, SPECIFY AREA OF LAW] services to the Debtors, and the Firm has agreed to provide such services.

¹ 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’ 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.

4. The Firm [IS/IS NOT] a legal services firm.
5. The Firm [PROVIDED/DID NOT PROVIDE] services to the Debtors prior to the filing of the Chapter 11 Cases on June 2, 2024.
6. The Firm's current customary rates, subject to change from time to time, are _____. In the normal course of its business, the Firm revises its billing rates on _____ of each year and requests that, effective _____ of each year, the aforementioned rates be revised to the regular hourly rates which will be in effect at that time.
7. The Firm may have performed services in the past, may currently perform services, and may perform services in the future in matters unrelated to the Debtors or the Chapter 11 Cases, for persons that are parties-in-interest in the Debtors' Chapter 11 Cases. To the best of my knowledge, the Firm does not perform services for any such person in connection with the Chapter 11 Cases, or have any relationship with any such person, its attorneys, or its accountants that would be adverse to the Debtors or their estates.
8. Neither I nor [ANY PRINCIPAL, PARTNER, DIRECTOR, OFFICER, ETC.] of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to, the Debtors or their estates with respect to the matter(s) upon which the Firm is to be employed.
9. Neither I nor [ANY PRINCIPAL, PARTNER, DIRECTOR, OFFICER, ETC.] of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm, as permitted by 11 U.S.C. § 504(b).

10. The Debtors owe the Firm \$[] for prepetition services. The Firm, however, has agreed to waive its prepetition claim. The Firm holds a retainer of \$[] that is applicable to postpetition services.

11. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

I declare under penalty of perjury that, to the best of my knowledge and belief after reasonable inquiry, the foregoing is true and correct.

Executed on this ____ day of _____, 2024.

[DECLARANT]