

of unsecured creditors. Indeed, since 2021, certain of the Debtors (the “DivestCo Debtors”) ceased operations and transferred approximately 100 then-operating facilities—including the Keystone Facility—to new operators (the “Transferees”), many of which may be, upon information and belief, directly or indirectly connected to insiders of the Debtors. Pursuant to certain operations transfer agreements (each, an “OTA”), the DivestCo Debtors assigned all their tangible and intangible assets to the Transferees for little to no consideration, while the DivestCo Debtors retained most, if not all, of each facility’s liabilities. The Keystone Facility was transferred from DivestCo Debtor Donegan Square to New Operator through one such transaction for no apparent consideration.

2. Though the investigation into these transfers remains ongoing (and the Committee is engaging the Debtors on matters related thereto), these prepetition transfers of the then-operating facilities by the DivestCo Debtors, including the Keystone Facility, may constitute fraudulent transfers under the Bankruptcy Code and applicable state law. The Debtors now seek to further enable the prepetition fraudulent transfer of the Keystone Facility and depletion of the Debtors’ estates by seeking approval to enter into the AHCA Agreement so Donegan Square may transfer the License to New Operator. It should not be permitted to do so.

3. In addition to further enabling the broader fraudulent transaction caused by the OTA with New Operator, the relief sought in the Motion would again prejudice unsecured creditors as it sets in motion yet another transfer of estate assets that may further deplete the Debtors’ estates. The License may hold significant value, yet per the OTA, the Debtors seek to transfer it to New Operator for nothing in exchange. Whether the proposed transaction results in

a “no net loss” is irrelevant. Motion ¶ 14. The License could be a valuable asset that the Debtors should not give away for free.

4. Apart from the fact that the License itself is an asset of the Debtors’ estate that may hold value and the Debtors seek to transfer that License for no value, the Debtors further risk creditor recovery by attempting to enter into the AHCA Agreement that requires the payment of \$44,500 in sanctions (the “AHCA Sanctions”) prior to AHCA simply *considering* the request to transfer the License.³ Because of the Motion’s vague assertions, it is unclear who is actually obligated to pay the AHCA Sanctions—the Debtors or New Operator. The Debtors failed to include a copy of the AHCA Agreement with the Motion, further adding to the confusion. The Motion asserts that the administrative sanctions were issued to Donegan Square but arose after the New Operator took control. *Id.* ¶¶ 9–10. It also asserts that New Operator is willing to pay the AHCA Sanctions but in the same sentence suggests that New Operator would be required to indemnify the Debtor for payment. *Id.* ¶ 10. If the debt is owed by Donegan Square, the Motion seeks to improperly pay in full a prepetition debt ahead of other creditors. If the debt is owed by only New Operator, the Debtors should have expressly stated so. The Committee is also concerned that the Debtors only other proffer regarding payment is that the New Operator “is otherwise willing to pay the AHCA Sanctions.” *Id.* ¶ 10. The Committee believes the terms of the AHCA Agreement are the best evidence and it should have been provided to fully apprise the Court and interested parties. At bottom, the automatic stay should not be lifted at this time to the extent it

³ As the Motion concedes, the Debtors seek limited relief to only enter into the AHCA Agreement. AHCA will only *consider* the License transfer upon payment of the AHCA Sanctions. AHCA could still deny the request. Furthermore, the question of whether the License is actually transferred is a separate question not covered by the Motion. To the extent the transfer of the License is approved by AHCA, however, it is unclear whether that transfer/sale is subject to Court approval pursuant to 11 U.S.C. § 363 or assumption and assignment procedures under 11 U.S.C. § 365.

would permit the Debtors to further deplete estate assets, and as proposed, it is unclear whether the Motion would do so.

5. Despite the Motion's assertions otherwise, the Debtors will not be greatly prejudiced by the failure to grant the Motion. *See* Motion ¶ 15. The Debtors did not identify any negative consequence from the failure to grant the Motion except that it "will impede transfer of the License and potentially impact the care of Keystone Facility residents." *Id.* Throughout this case, the Committee has been highly protective of resident health, safety, and welfare and will remain so. However, there is no reason the Debtors, as opposed to New Operator, should pay this fee or transfer the license without just compensation.

6. For the foregoing reasons, the Committee respectfully requests that the Court deny the Motion.

RESERVATION OF RIGHTS

7. The Committee reserves all rights to supplement or amend this Objection.

CONCLUSION

WHEREFORE, the Committee respectfully requests that the Court deny the Motion and grant such further relief as is just and appropriate.

Dated: September 11, 2024

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

In re:)	Chapter 11
)	
LAVIE CARE CENTERS, LLC, <i>et al.</i> ¹)	Case No. 24-55507 (PMB)
)	
Debtors.)	(Jointly Administered)
)	
)	

CERTIFICATE OF SERVICE

I hereby certify that on September 11, 2024, all ECF participants registered in this case were served electronically with *The Official Committee of Unsecured Creditors' Objection to Debtors' Motion for Entry of an Order Granting Limited Relief from the Automatic Stay, to The Extent Applicable, to Permit Debtor Donegan Square Health Care Associates, LLC to Perform Under AHCA Agreement* (the "Objection") through the Court's ECF system at their respective email addresses registered with the Court.

I further certify that on September 11, 2024, I caused true and correct copies of the *Objection* to be served by United States first class mail, postage prepaid, as indicated, on the parties identified on the attached service list.

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.

Dated: September 11, 2024

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