

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re:

MIDWEST CHRISTIAN VILLAGES, INC.
et al.,¹

Debtors.

Chapter 11

Case No. 24-42473-659
(Joint Administration Requested)

Hearing Date: July 17, 2024
Hearing Time: 2:00 p.m. (CT)
Hearing Location: Courtroom 7 North

**MOTION OF DEBTORS FOR ORDER (I) EXTENDING THE
TIME TO FILE SCHEDULES AND STATEMENTS; (II) EXTENDING THE
TIME TO SCHEDULE THE MEETING OF CREDITORS; (III) WAIVING
THE REQUIREMENTS TO FILE EQUITY LISTS AND PROVIDE NOTICE
TO EQUITY SECURITY HOLDERS; (IV) AUTHORIZING THE DEBTORS TO
FILE A CONSOLIDATED LIST OF THE DEBTORS' THIRTY (30) LARGEST
UNSECURED CREDITORS (V) AUTHORIZING THE DEBTORS TO FILE A
CONSOLIDATED AND REDACTED CREDITOR MATRIX; AND (VI) APPROVING
THE MANNER OF SERVICE OF NOTICE OF CASE COMMENCEMENT**

The above-captioned debtors and debtors-in-possession (the “**Debtors**”), by and through their proposed counsel, submit this motion (the “**Motion**”), for entry of an order, pursuant to §§ 105, 341 and 521 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 1007, 2002 and 2003 (a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy**

¹ The address of the Debtors headquarters is 2 Cityplace Dr, Suite 200, Saint Louis, MO 63141-7390. The last four digits of the Debtors' federal tax identification numbers are: (i) Midwest Christian Villages, Inc. [5009], (ii) Hickory Point Christian Village, Inc. [7659], (iii) Lewis Memorial Christian Village [3104], (iv) Senior Care Pharmacy Services, LLC [1176], (v) New Horizons PACE MO, LLC [4745], (vi) Risen Son Christian Village [9738], (vii) Spring River Christian Village, Inc. [1462], (viii) Christian Homes, Inc. [1562], (ix) Crown Point Christian Village, Inc. [4614], (x) Hoosier Christian Village, Inc. [3749], (xi) Johnson Christian Village Care Center, LLC [8262], (xii) River Birch Christian Village, LLC [7232], (xiii) Washington Village Estates, LLC [9088], (xiv) Christian Horizons Living LLC [4871], (xv) Wabash Christian Therapy and Medical Clinic, LLC [2894], (xvi) Wabash Christian Village Apartments, LLC [8352], (xvii) Wabash Estates, LLC [8743], (xviii) Safe Haven Hospice, LLC [6886], (xix) Heartland Christian Village, LLC [0196], (xx) Midwest Senior Ministries, Inc. [3401] and (xxi) Shawnee Christian Nursing Center, LLC [0068].



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Rules”) extending the time to file schedules and statements. In support of this Motion, the Debtors respectfully represent as follows:

Background

1. On the date hereof (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases. The Debtors have also filed a motion requesting joint administration of their chapter 11 cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015(b) of the Local Rules of Bankruptcy Procedure for the Eastern District of Missouri (the “**Local Rules**”).

2. As described in more detail in the *Declaration of Kathleen (Kate) Bertram in Support of the Debtors’ Chapter 11 Petition and First Day Motions* (the “**First Day Declaration**”),² the Debtors operate a mix of independent, assisted, and supportive living skilled nursing campuses in 10 locations across the Midwest, serving over 1,000 residents. The Debtors also serves residents via its institutional pharmacy provider, Senior Care Pharmacy Services. Additional information regarding the Debtors’ business and capital structure and the circumstances leading to the commencement of these chapter 11 cases is set forth in the First Day Declaration, which has been filed with the Court contemporaneously herewith and is incorporated by reference herein.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the First Day Declaration.

Jurisdiction

3. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

4. By this Motion, the Debtors seek entry of an order, pursuant to §§ 105, 341 and 521 of the Bankruptcy Code, Bankruptcy Rules 1007, 2002, and 2003(a), and Local Rules 1007-6(A), 1007-7, 1009, and 2002-2, (i) extending the time to file the Debtors' schedules of assets and liabilities and statements of financial affairs (the "**Schedules and Statements**"), (ii) extending the time to schedule the meeting of creditors (the "**Section 341 Meeting**"), (iii) waiving the requirements to file equity lists and provide notice to equity security holders (since these entities are not for profit and have no equityholders), (iv) authorizing the Debtors to file a consolidated list of the Debtors' thirty (30) largest unsecured creditors, (v) authorizing the Debtors to file a consolidated and redacted creditor matrix, and (vi) approving the Manner of Service of the Notice of Case Commencement.

Basis for Requested Relief

A. Schedules, Related Documents, and Section 341 Meeting

5. Schedules and Statements: Section 521 of the Bankruptcy Code and Bankruptcy Rule 1007(b) require the Debtors to file their Schedules and Statements within fourteen (14) days after the Petition Date. *See* 11 U.S.C. § 521; Fed. R. Bankr. P. 1007(c). Bankruptcy Rule 1007(c) together with Bankruptcy Rule 9006(b) allows the Court to extend the filing deadline for the Schedules and Statements "for cause shown." Fed. R. Bankr. P. 9006(b). Similarly, Local Rule 1007-6(A) provides for extending the filing deadline for Schedules and Statements.

6. Good cause exists for granting an extension of the time to file Schedules and Statements. To prepare the Schedules and Statements, the Debtors must compile information from books, records, and documents relating to the claims of the Debtors' numerous creditors, as well as the Debtors' many assets and contracts. This information is voluminous and collecting it requires an enormous expenditure of time and effort on the part of the Debtors, their employees, and their professional advisors in the near term. Given the critical matters to be addressed at the outset of these cases, the Debtors' resources would be best used to maintain the stability of the Debtors' business operations.

7. As further explained in the First Day Declaration, the Debtors and their professionals have spent the months preceding the commencement of these chapter 11 cases endeavoring to improve their existing financial arrangements, and engaging in negotiations over the potential terms of their restructuring.

8. While the Debtors, with the help of their professional advisors, are working diligently and expeditiously on the preparation of the Schedules and Statements, resources have been attenuated. Not only have the same employees with the expertise to complete the Schedules and Statements been focused on the commencement of the chapter 11 cases, they have also been significantly occupied by numerous other restructuring workstreams. The Debtors' claims and noticing agent was recently engaged and will be assisting on preparation of the Schedules and Statements.

9. Due to the quantity of work necessary to complete the Schedules and Statements and the competing demands upon the Debtors' employees and professionals to assist in matters critical to the Debtors' reorganization efforts, the Debtors will not be able to properly and

accurately complete the Schedules and Statements within the required fourteen (14) day time period.

10. At present, the Debtors anticipate that they will require at least thirty-one (31) additional days to complete their Schedules and Statements. The Debtors therefore request that the Court extend the fourteen (14) day time period for an additional thirty-one (31) days, up to and including August 30, 2024 without prejudice to the Debtors' right to seek further extensions.

11. The Debtors submit that the immense volume of information that must be assembled and compiled, the numerous separate locations where the information exists, and the potentially hundreds of employee and professional hours required to complete the Schedules and Statements constitute good and sufficient cause for granting the requested extension of time. In addition, employee efforts during the initial post-petition period are critical, and the Debtors must devote their time and attention to business operations and the postpetition sale process to maximize the value of the Debtors' estates in the early days of these chapter 11 cases.

12. Importantly, the Debtors' proposed bidding procedures filed contemporaneously herewith require the Debtors to file cure notices on all non-Debtor contract counterparties by August 15, 2024. At present, the Debtors anticipate needing to schedule approximately hundreds of executory contracts and unexpired leases on the Debtors' cure notices. The extension proposed by Debtors provides an additional two weeks to prepare and file the Schedules and Statements.

13. Similar relief to that requested here has been granted by this Court in other chapter 11 cases. *See, e.g., In re Payless Holdings LLC*, No. 19-40883 (KAS) (Bankr. E.D. Mo. Feb. 22, 2019) [Docket No. 192] (granting a twenty-eight (28) day extension); *In re Foresight Energy LP*, No. 20-41308 (KAS) (Bankr. E.D. Mo. Nov. 8, 2017) [Docket No. 142] (granting a nineteen (19)

day extension); *In re Peabody Energy, Corp.*, No. 16-42529 (BSS) (Bankr. E.D. Mo. April 15, 2016) [Docket No. 116] (granting a forty-six (46) day extension); *In re Abengoa Bioenergy US Holdings, LLC*, No. 16-41161 (KAS) (Bankr. E.D. Mo. Mar. 4, 2016) [Docket No. 87] (granting a thirty (30) day extension); *In re Noranda Aluminum, Inc.*, No. 16-10083 (BSS) (Bankr. E.D. Mo. February 10, 2016) [Docket No. 82] (granting a thirty-five (35) day extension); *In re Arch Coal, Inc.*, No. 16-40120 (CER) (Bankr. E.D. Mo. Jan. 13, 2016) [Docket No. 76] (granting a forty-five (45) day extension); *In re Bakers Footwear Grp., Inc.*, No. 12-49658-705 (CER) (Bankr. E.D. Mo. Oct. 5, 2012) [Docket No. 51] (granting a thirty (30) day extension); *In re Dry Ice, Inc.*, No. 05-49452 (BSS) (Bankr. E.D. Mo. Jul. 11, 2005) [Docket No. 18] (granting a thirty (30) day extension).

14. Section 341 Meeting: Bankruptcy Rule 2003(a) provides that in a chapter 11 case the U.S. Trustee “shall call a meeting of creditors to be held no fewer than 21 and no more than 40 days after the order for relief.” Fed. R. Bankr. P. 2003(a). However, Local Rule 10076(A) allows the U.S. Trustee to reschedule the Section 341 Meeting if the Court extends the time for filing the Schedules and Statements to a date that is less than ten (10) days before the Section 341 Meeting. To the extent the U.S. Trustee wishes to schedule the Section 341 Meeting on a date that is more than forty (40) days after the Petition Date, the Debtors also request that the Court authorize the U.S. Trustee to do so. Similar relief to that requested here has been granted by this Court in other chapter 11 cases. *See, e.g., In re Payless Holdings LLC*, No. 19-40883 (KAS) (Bankr. E.D. Mo. Feb. 22, 2019) [Docket No. 192] (authorizing the U.S. Trustee to schedule the Section 341 Meeting after the forty day deadline); *In re Foresight Energy LP*, No. 20-41308 (Bankr. E.D. Mo. Nov. 8, 2017) [Docket No. 142] (same); *In re Peabody Energy, Corp.*, No. 16-42529 (BSS) (Bankr. E.D. Mo. April 15, 2016) [Docket No. 116] (same); *In re Abengoa*

Bioenergy US Holdings, LLC, No. 16-41161 (Bankr. E.D. Mo. Mar. 4, 2016) [Docket No. 87] (same); *In re Noranda Aluminum, Inc.*, No. 16-10083 (BSS) (Bankr. E.D. Mo. February 10, 2016) [Docket No. 82] (same); *In re Arch Coal, Inc.*, No. 16-40120 (CER) (Bankr. E.D. Mo. Jan. 13, 2016) [Docket No. 76] (same).

15. As set forth herein, cause exists to extend the time by which the Debtors may file their Schedules and Statements.

B. Equity List and Notice to Equity Security Holders

16. Under Bankruptcy Rule 1007(a)(3), the Debtors are required to file a list of equity holders (collectively, the “**Equity List**”) “within 14 days after entry of the order for relief.” Fed. R. Bankr. P. 1007(a)(3). Under Bankruptcy Rule 2002(d), unless otherwise ordered by the Court, the Debtors are required to give notice of the order for relief to all equity security holders.

17. As set forth in the First Day Declaration, the Debtors are not for profit entities. Therefore, none of the Debtors have equity owners.

18. In light of the foregoing, the Debtors submit that ample cause exists for the Court to waive the requirement under Bankruptcy Rule 1007(a)(3) to file the Equity Lists and the requirement under Bankruptcy Rule 2002(d) to send notice of the order for relief to all equity security holders of the Debtors.

C. Consolidated List of the Debtors’ Largest Unsecured Creditors

19. Pursuant to Bankruptcy Rule 1007(d), a debtor must file “a list containing the name, address and claim of the creditors that hold the 20 largest unsecured claims, excluding insiders.” Fed. R. Bankr. P. 1007(d).

20. Here, numerous creditors are shared amongst the Debtors. Compiling separate top twenty (20) creditor lists for each individual Debtor would consume an excessive amount of the

Debtors' scarce time and resources. Accordingly, the Debtors request authority to file a single, consolidated list of their thirty (30) largest general unsecured creditors.

21. The U.S. Trustee may appoint a single official committee of unsecured creditors in these chapter 11 cases, a consolidated list of the Debtors' largest creditors will better represent the Debtors' most significant unsecured creditors. As such, the Debtors believe that filing a single, consolidated list of the largest unsecured creditors in these chapter 11 cases is appropriate. The consolidated list includes trade creditors, a litigation claim and certain residents with entrance fees or deposits.

22. Similar relief has been granted in other chapter 11 cases in this Court and other jurisdictions. *See, e.g., In re Payless Holding LLC*, No. 19-40883 (KAS) (Bankr. E.D. Mo. Feb. 22, 2019) [Docket No. 193] (authorizing the filing of a consolidated list of the 50 largest unsecured creditors); *In re Noranda Aluminum, Inc.*, No. 16-10083 (BSS) (Bankr. E.D. Mo. Feb. 10, 2016) [Docket No. 82] (authorizing the filing of a consolidated list of the 30 largest unsecured creditors); *In re Arch Coal, Inc.*, No. 16-40120 (CER) (Bankr. E.D. Mo. Jan. 13, 2016) [Docket No. 74] (authorizing the filing of a consolidated list of the 30 largest unsecured creditors); *In re Alpha Natural Res., Inc.*, No. 15-33896 (KRH) (Bankr. E.D. Va. Aug. 5, 2015) [Docket No. 94] (authorizing the filing of a consolidated list of the 50 largest unsecured creditors); *In re Sabine Oil & Gas Corp.*, No. 15-11835 (SCC) (Bankr. S.D.N.Y. July 16, 2015) [Docket No. 49] (authorizing the filing of a consolidated list of the 30 largest unsecured creditors); *In re Walter Energy, Inc.*, No. 15-02741 (TOM) (Bankr. N.D. Ala. July 15, 2015) [Docket No. 58] (authorizing the filing of a consolidated list of the 50 largest unsecured creditors); *In re RadioShack Corp.*, No. 15-10197 (KJC) (Bankr. D. Del. Feb. 9, 2015) [Docket No. 166] (authorizing the filing of a consolidated list of the 50 largest unsecured creditors); *In re*

NII Holdings, Inc., No. 14-12611 (SCC) (Bankr. S.D.N.Y. Sept. 16, 2014) [Docket No. 27] (authorizing the filing of a consolidated list of the 20 largest unsecured creditors); *In re James River Coal Co.*, No. 14-31848 (KRH) (Bankr. E.D. Va. Apr. 10, 2014) [Docket No. 254] (authorizing the filing of a consolidated list of the 30 largest unsecured creditors).

23. In addition, under section 105(a) of the Bankruptcy Code, “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a).

24. Based on the foregoing, the Debtors submit that ample cause exists to authorize the Debtors’ to file a consolidated list of their largest unsecured creditors.

D. Consolidated and Redacted Creditor Matrix

25. Section 521(a) of the Bankruptcy Code, Bankruptcy Rule 1007(a)(1), and Local Rules 1002(C) and 1007-7 require a debtor in a voluntary chapter 11 case to file a list containing the name and complete address of each creditor. Further, Local Rule 1007-7(A), the Procedures Manual accompanying the Local Rules, the CM/ECF Administrative Procedures, and the Court’s *Instructions for CM/ECF Matrix* (collectively, the “**Creditor Matrix Procedures**”) require, among other things, that each of the Debtors file a Creditor Matrix listing the name and address of each creditor of the particular Debtor.

26. Permitting the Debtors to file a consolidated Creditor Matrix would reduce the risk of error and allow the Debtors’ to direct resources to critical matters in these cases.

27. Additionally, the complete Creditor Matrix for the Debtors’ cases includes the names and addresses of the Debtors’ employees and directors. Further, additional employees and directors of the Debtors may be added to the Creditor Matrix through the future filing of an Amended Creditor Matrix under Local Rule 1009.

28. A separate Motion to Seal Personal Information is being filed concurrently with the Motion to Extend Time which will also impact how the Creditor Matrix is filed and the information available to the public about certain creditors.

29. In light of the foregoing, the Debtors' submit that cause exists to authorize the Debtors to file a consolidated Creditor Matrix and to redact that information consistent with any order entered on the Debtors' Motion to Seal Personal Information.

E. Manner of Service of the Notice of Commencement of Case

30. Pursuant to Local Rule 2002-2(A), the Court may designate a debtor-in-possession or other party to provide notice where the interests of justice and efficiency are served. L.R. 2002-2(A).

31. Debtors request authority for Kurtzman Carson Consultants, LLC d/b/a Verita Global ("**KCC**") as Claims and Noticing Agent to serve the notice of case commencement entered by the Court in the Debtors' chapter 11 cases, as is required by Section 342(a) of the Bankruptcy Code and Bankruptcy Rule 2002(a) (the "**Notice of Case Commencement**").

32. Specifically, Debtors proposed that the Court authorize KCC to serve the Notice of Case Commencement by regular, first-class mail, postage prepaid, on those entities entitled to receive notice pursuant to Bankruptcy Rule 2002(a) and Local Rule 2002-1 no later than two days after such Notice is entered by the Court in these chapter 11 cases.

33. Allowing KCC to assist with the mailing and preparation of a consolidated creditor list will ease administrative burdens that otherwise fall on the Court and the U.S. Trustee.

34. For the foregoing reasons, allowing KCC to serve the Notice of Case Commencement is appropriate, and in the best interests of the Debtors, their estates, and all other parties in interest in these cases.

Notice

35. This Motion and notice of this Motion will be served respectively on Master Service List No. 1 (dated July 16, 2024) and Master Notice List No. 1 (dated July 16, 2024). Notice of this Motion and any order entered hereon will be served in accordance with Local Rule 9013-3(A)(1). The Debtors submit that, under the circumstances, no other or further notice is required.

No Previous Request

36. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

Conclusion

The Debtors request entry of an order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: July 16, 2024
St. Louis, Missouri

Respectfully submitted,

DENTONS US LLP

/s/ Stephen O'Brien

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