

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

(Jointly Administered)

Final Hearing Date: August 14, 2024
Final Hearing Time: 10:00 a.m. (CT)
Final Hearing Location: Courtroom 7
North

(Interim Order Without a Hearing
Sought)

**DEBTORS' MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS
AUTHORIZING THE RETENTION AND COMPENSATION OF
CERTAIN PROFESSIONALS IN THE ORDINARY COURSE OF BUSINESS**

The above-captioned debtors and debtors-in-possession (the “Debtors”), by and through their counsel respectfully state as follows in support of this motion (this “Motion”):

RELIEF REQUESTED

1. By this Motion, the Debtors seek entry of an order, pursuant to §§ 105, 327, 328, 330, and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 2014(a), 6003, and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule

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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2014(A) of the Local Rules of Bankruptcy Procedure for the Eastern District of Missouri (the “Local Bankruptcy Rules”), (a) authorizing procedures for the retention and compensation of certain professionals employed by the Debtors in the ordinary course of business (the “Ordinary Course Professionals”), without the need for each Ordinary Course Professional to file formal applications for retention and compensation and (b) granting related relief.

2. The retention and employment of any ordinary course professional, and any payments made or to be made by the Debtors in connection with the retention and employment of any ordinary course professional, shall be in compliance with and shall be subject to the DIP Financing budget then in effect (as may be amended, modified, or supplemented, the “DIP Budget”) to the *Interim Order (1) Authorizing Debtors in Possession to Obtain Post-Petition Financing; (2) Authorizing Debtors in Possession to Use Cash Collateral; (3) Providing Adequate Protection; (4) Granting Liens, Security Interests and Superpriority Claims; and (5) Scheduling a Final Hearing* [Docket No. 60] or pursuant to any interim or final DIP financing orders entered from time to time (the “DIP Order”) and shall be subject to all rights and interests granted to UMB Bank, N.A. as DIP Lender.

3. As previewed orally with the Court at the July 25, 2024 hearing, interim approval of the retentions of the professionals doing the real estate title, survey, Phase I environmental reports, and property condition assessments are particularly time sensitive to meet the timetable in the *Interim Order Granting Motion for the Entry of: (A) an Order: (1) Approving Auction Sale Format and Bidding Procedures; (2) Approving Process for Discretionary Selection of Stalking Horse Bidder and Bid Protections; (3) Approving Notices to be Provided to Interested Parties; (4) Scheduling a Court Hearing to Consider Approval of the Sale to the Highest and Best Bidder; and (5) Approving Procedures Related to the Assumption of Certain Executory Contracts and*

Unexpired Leases; and (B) an Order Authorizing the Sale of Property Free and Clear of all Claims, Liens, and Encumbrances [Docket No. 102] (the “Interim Bid and Sale Procedures Order”), since those materials need to be completed and loaded into the data room for prospective bidders before the deadline to submit stalking horse bids. Some of the Ordinary Course Professionals will not start work until after their retention is approved and they receive their retainer, given some prior bankruptcy cases where they had issues being paid. Meeting the bid and sale process timetable is also a covenant under the DIP Financing. UMB Bank as Indenture Trustee and DIP Lender is in support of these retentions, the retainers, and the expedited timetable.

JURISDICTION AND VENUE

4. The United States Bankruptcy Court for the Eastern District of Missouri (the “Court”) has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

5. The statutory and legal predicates for the relief requested herein are §§ 105, 327, 328, 330, and 331 of the Bankruptcy Code and Bankruptcy Rule 2014(a), and Local Bankruptcy Rule 2014(A).

BACKGROUND

6. On July 16, 2024, (the “Petition Date”), the Debtors filed voluntary petitions for relief pursuant to chapter 11 of the Bankruptcy Code.

7. The Debtors continue in the operation and management of their business as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

8. No trustee, examiner or official committee has been appointed in these chapter 11 cases.

9. Information regarding the Debtors' businesses, their capital and debt structure, and the events leading to the filing of these chapter 11 cases is set forth in the *Declaration of Kathleen (Kate) Bertram in Support of the Debtors' Chapter 11 Petition and First Day Motions* [Docket No. 3] (the "First Day Declaration").

ORDINARY COURSE PROFESSIONALS

10. The Debtors employ various Ordinary Course Professionals, who render a wide range of services to the Debtors in a variety of matters unrelated to these chapter 11 cases, including, without limitation, litigation, accounting, real estate consulting, environmental consulting, and other services for the Debtors in relation to the issues that have a direct and significant impact on the Debtors' day-to-day operations. It is essential that the employment of the Ordinary Course Professionals, many of whom are already familiar with the Debtors' businesses and affairs, be continued to avoid disruption of the Debtors' normal business operations.

11. Several of the professionals are generating due diligence materials such as current real estate title reports, real estate surveys, Phase I environmental reports and property condition assessments which will then be available for the benefit of all potential bidders in the data room.

12. A list of Ordinary Course Professionals as of the Petition Date is attached hereto as **Exhibit A**.²

13. The Debtors submit that the proposed employment of the Ordinary Course Professionals and the payment of monthly compensation on the basis set forth below are in the best interest of their estates and their creditors. The relief requested will save the estates substantial

² The Debtors believe that Exhibit A is a complete list of the Debtors' Ordinary Course Professionals as of the Petition Date. Due to the breadth of issues confronting the Debtors in the normal operation of their businesses, this list may not be comprehensive. Further, the Debtors may require the service of additional legal professionals while these cases are active. In the event that the Debtors retain additional professionals during these cases, such professionals will comply with the practices and requirements set forth.

expense associated with applying separately for the employment of each professional. Furthermore, the requested relief will save the estates the substantial additional fees relating to the preparation and prosecution of interim fee applications. Likewise, the procedures outlined below will relieve the Court, the Office of the United States Trustee for the Eastern District of Missouri (the “U.S. Trustee”) and any official committee of unsecured creditors appointed in these cases (the “Committee”) of the burden of reviewing numerous fee applications involving relatively small amounts of fees and expenses.

A. The Debtors’ Proposed Procedures

14. Specifically, the Debtors request that the Court approve the following procedures (the “Procedures”) for retaining and compensating Ordinary Course Professionals:

- i. Pursuant to sections 105(a), 327, 328, and 330 of the Bankruptcy Code, the Debtors will be authorized to employ the Ordinary Course Professionals listed on **Exhibit A** attached hereto in accordance with the Procedures.
- ii. Each Ordinary Course Professional will provide the Debtors’ attorneys, within 20 days after the later of the date (a) of entry of and order granting the relief requested herein or (b) on which the Ordinary Course Professional commences services for the Debtors, a declaration substantially in the form attached hereto as **Exhibit B** (the “OCP Declaration”) certifying that such Ordinary Course Professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter on which the professional is to be employed.
- iii. The Debtors’ attorneys will file each OCP Declaration with the Court and serve a copy of each upon: (a) the U.S. Trustee, (b) counsel to the UMB Bank N.A., and (c) counsel to the unsecured creditors committee, if any (collectively, the “Reviewing Parties”).
- iv. The Reviewing Parties will have 10 days after service of each OCP Declaration (the “Objection Deadline”) to serve upon the Debtors, the other Reviewing Parties, and the relevant Ordinary Course Professional a written objection to the retention, employment, or compensation of the Ordinary Course Professional based on the contents of the OCP Declaration.
- v. If no objection is served by the Objection Deadline, the retention, employment, and compensation of the Ordinary Course Professional will

be deemed approved pursuant to sections 327 and 328 of the Bankruptcy Code without the need for a hearing and without further Order of the Court; *provided*, that if an objection is served by the Objection Deadline and such objection cannot be resolved within ten (10) days, the Debtors will schedule the matter for a hearing before the Court.

- vi. Once an Ordinary Course Professional is retained in accordance with these Procedures, the Debtors may pay such Ordinary Course Professional 100% of the fees and 100% of the expenses incurred upon the submission to, and approval by, the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and expenses actually incurred (without prejudice to the Debtors' right to dispute any such invoices); *provided*, that the Ordinary Course Professional's total compensation and reimbursement will not exceed \$80,000 per month on average (the "Monthly Fee Cap") or \$500,000 in the aggregate over the life of these chapter 11 cases (the "Aggregate Cap" and together with the Monthly Cap, the "Ordinary Course Professional Fee Caps.") If any Ordinary Course Professional ends up being over the Ordinary Course Professional Fee Caps on a three (3) month rolling average, the Debtors will seek their retention and amounts over the cap under section 327 of the Bankruptcy Code.
- vii. The Debtors may immediately pay the Ordinary Course Professional any amount invoiced for retainers, fees, and expenses upon entry of an order approving these Procedures, *provided*, that if an objection is served by the Objection Deadline and cannot be resolved within ten (10) days, the Ordinary Course Professional shall return such payment until such time as the matter has been heard and resolved by the Court.
- viii. The Debtors will be authorized to retain additional Ordinary Course Professionals throughout these cases; *provided*, that each additional Ordinary Course Professional shall file an OCP Declaration with the Court, and, subject to the objection procedure described above, the approved retention of the Ordinary Course Professional will be effective as of the date requested in any supplemental list of Ordinary Course Professionals or the expiration of the Objection Deadline applicable for each Ordinary Course Professional, whichever is earlier. The Debtors may amend the compensation limitations set forth above upon a duly filed and served motion.
- ix. To the extent an Ordinary Course Professional seeks compensation in excess of the Fee Caps (the "Excess Fees"), the Ordinary Course Professional shall file with the Court a notice of fees in excess of the applicable cap (the "Notice of Excess Fees") and an invoice setting forth, in reasonable detail, the nature of the services rendered and disbursements actually incurred. The Reviewing Parties shall then have 14 days to file an

objection to the Notice of Excess Fees with the Court. If, after 14 days, no objection is filed, the Excess Fees shall be deemed approved, and the Ordinary Course Professional may be paid 100% of its fees and 100% of its expenses without the need to file a fee application. If an objection is timely filed and such objection cannot be resolved within ten (10) days, the Debtors will schedule the matter for a hearing before the Court.

- x. At three-month intervals during the pendency of these chapter 11 cases (each, a “Quarter”), beginning with the Quarter ending September 30, 2024, the Debtors will file with the Court and serve on the Reviewing Parties, no later than 30 days after the last day of such Quarter, a statement that will include the following information for each Ordinary Course Professional: (a) the name of the Ordinary Course Professional; (b) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that Ordinary Course Professional during the reported Quarter; (c) the aggregate amount of postpetition payments made to that Ordinary Course Professional to date; and (d) a general description of the services rendered by that Ordinary Course Professional.

15. The foregoing Procedures shall not apply to those professionals for whom the Debtors have filed or will file separate applications for approval of employment.

16. The Debtors reserve their rights to (i) dispute any invoice submitted by an Ordinary Course Professional and (ii) retain additional Ordinary Course Professionals from time-to-time as the need arises.

BASIS FOR RELIEF

17. A debtor is required to obtain bankruptcy court approval before it is permitted to hire certain professionals and compensate them with funds from property of the estate. However, as explained below, the Bankruptcy Code allows a debtor to retain professionals in the ordinary course of business when they are not representing or assisting the debtor in carrying out its duties under title 11. 11 U.S.C. § 327(a). Most, if not all, of the Ordinary Course Professionals may be retained and paid by the Debtors in the ordinary course of business, without Court approval. However, to provide the Court and parties in interest an opportunity to object, and to provide

assurance to Ordinary Course Professionals of the Debtors' authority to compensate them for postpetition work, the Debtors have proposed the Procedures set forth herein.

18. Section 327(a) of the Bankruptcy Code provides as follows:

Except as otherwise provided in this section, the trustee, with the court's approval, may employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the trustee in carrying out the trustee's duties under this title.

11 U.S.C. § 327(a). Section 327(e) of the Bankruptcy Code further provides that "with the court's approval," a debtor may employ:

for a specified purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.

Id. § 327(e).

19. In determining whether an entity is a "professional" within the meaning of section 327, and therefore must be retained by express approval of the court, courts generally consider whether such entity is involved in the actual reorganization effort, rather than a debtor's ongoing business operations. *See, e.g., Comm. of Asbestos-Related Litigants v. Johns-Manville Corp. (In re Johns-Manville Corp.)*, 60 B.R. 612, 619 (Bankr. S.D.N.Y. 1986) ("[T]he phrase 'professional persons,' as used in § 327(a), is a term of art reserved for those persons who play an intimate role in the reorganization of a debtor's estate."). In making this determination, courts often consider the following factors in determining whether an entity is a "professional" within the meaning of section 327:

- i. whether the entity controls, manages, administers, invests, purchases, or sells assets that are significant to the debtor's reorganization;

- ii. whether the entity is involved in negotiating the terms of a plan of reorganization;
- iii. whether the entity's employment is directly related to the type of work carried out by the debtor or to the routine maintenance of the debtor's business operations;
- iv. whether the entity is given discretion or autonomy to exercise its own professional judgment in some part of the administration of the debtor's estate;
- v. the extent of the entity's involvement in the administration of the debtor's estate; and
- vi. whether the entity's services involve some degree of special knowledge or skill, such that it can be considered a "professional" within the ordinary meaning of the term.

See, e.g., In re First Merchs. Acceptance Corp., No. 97-1500 (JJF), 1997 WL 873551, at *3 (D. Del. Dec. 15, 1997) (listing factors); *see also In re Am. Tissue, Inc.*, 331 B.R. 169, 174 (Bankr. D. Del. 2005) (applying the *First Merchs.* factors and holding that litigation consulting firm was not a "professional" for section 327 purposes); *In re Riker Indus., Inc.*, 122 B.R. 964, 973 (Bankr. N.D. Ohio 1990) (not requiring Bankruptcy Code section 327 approval of the fees of a management and consulting firm that performed only "routine administrative functions" and whose "services were not central to [the] bankruptcy case"); *In re Fretheim*, 102 B.R. 298, 299 (Bankr. D. Conn. 1989) (only those professionals involved in the "administration of the debtor's estate," rather than debtor's ongoing business, require approval under section 327 of the Bankruptcy Code). The foregoing factors must be weighed in their totality when determining if an entity is a "professional" within the meaning of section 327 of the Bankruptcy Code. None of the factors alone is dispositive. *See First Merchs.*, 1997 WL 873551, at *3 ("In applying these factors, the Court stresses that no one factor is dispositive and that the factors should be weighed against each other and considered in toto.")

20. Section 328(a) of the Bankruptcy Code provides that the terms and conditions upon which professionals are retained must be reasonable, and section 330 of the Bankruptcy Code authorizes the court to award reasonable compensation for actual and necessary services rendered by such professionals. 11 U.S.C. §§ 328(a), 330.

21. Furthermore, section 105(a) of the Bankruptcy Code authorizes the requested relief. Section 105(a) of the Bankruptcy Code allows the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code.]” 11 U.S.C. § 105(a). It permits a bankruptcy court to take whatever action “is appropriate or necessary in aid of the exercise of its jurisdiction.” 2 COLLIER ON BANKRUPTCY ¶ 105.01.

22. Upon consideration of the foregoing factors, and because the Ordinary Course Professionals will not be involved in the administration of these chapter 11 cases, the Debtors do not believe that the Ordinary Course Professionals are “professionals” requiring formal retention proceedings under section 327 of the Bankruptcy Code. Instead, the Ordinary Course Professionals will provide services in connection with the Debtors’ ongoing business operations, which services are ordinarily provided by nonbankruptcy professionals. Nevertheless, to provide clarity and an opportunity for oversight, the Debtors seek the relief requested herein to establish clear mechanisms for retention and compensation of the Ordinary Course Professionals pursuant to the Procedures and thereby avoid any subsequent controversy with respect thereto.

23. Although certain of the Ordinary Course Professionals may hold unsecured claims against the Debtors for prepetition services rendered to the Debtors, the Debtors do not believe that any of the Ordinary Course Professionals have an interest materially adverse to the Debtors, their creditors, or other parties in interest that should preclude such professionals from continuing to represent the Debtors. Furthermore, section 328(c) of the Bankruptcy Code excludes

professionals retained pursuant to section 327(e) from the requirement that such professional persons be “disinterested.” *Id.* § 328(c). Accordingly, pursuant to the above-cited provisions of the Bankruptcy Code, the Court may authorize the retention of the Ordinary Course Professionals.

24. Other than Ordinary Course Professionals, all professionals employed by the Debtors during these chapter 11 cases will be retained by the Debtors pursuant to separate retention applications. Such professionals shall be compensated in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and other orders of this Court.

25. Courts in this and other districts have routinely granted relief similar to the relief requested herein in other chapter 11 cases. *See, e.g., In re Briggs & Stratton Corp.*, No. 20-43597-399 (Bankr. E.D. Mo. July 20, 2020) [Docket No. 351]; *In re Foresight Energy LP*, No. 20-41308-659 (Bankr. E.D. Mo. Mar. 10, 2020) [Docket No. 123]; *In re Payless Holdings LLC*, No. 1940883 (KAS) (Bankr. E.D. Mo. Apr. 3, 2019) [Docket No.: 787]; *In re Armstrong Energy, Inc.*, No. 17-47541 (KAS) (Bankr. E.D. Mo. Dec. 1, 2017) [Docket No.: 214]; *In re Peabody Energy Corp.*, No. 16-42529 (BSS) (Bankr. E.D. Mo. May 17, 2016) [Docket No.: 527] (approving comparable ordinary course professionals procedures); *In re Abengoa Bioenergy US Holding, LLC*, No. 16-41161 (KAS) (Bankr. E.D. Mo. Apr. 12, 2016) [Docket No. 240] (same); *In re Noranda Aluminum, Inc.*, No. 16-10083 (BSS) (Bankr. E.D. Mo. Mar. 11, 2016) [Docket No.: 393]; *In re Arch Coal, Inc.*, No. 16-40120 (CER) (Bankr. E.D. Mo. Feb. 24, 2016) [Docket No.: 400] (same). The Debtors submit that the circumstances of these chapter 11 cases warrant granting similar relief, and that doing so is in the best interests of the Debtors, their estates, their creditors, and their stakeholders, and therefore should be granted.

26. The services sought to be rendered by the Ordinary Course Professionals are necessary to enable the Debtors to maximize the value of their estates. The services of several of

the Ordinary Course Professionals will provide potential buyers with valuable information related to the Debtors' real property and will avoid the cost and delay of each potential bidder having to hire their own consultant to perform each of those services. As orally previewed at the July 25, 2024 hearing, the Debtors are seeking immediate ex-parte interim relief with respect to this Motion because the services rendered by the Ordinary Course Professionals are critical to the continued marketing of the certain of the Debtors' real properties, thus ensuring that the Debtors can maximize the value of their estate. Further, certain of the Ordinary Course Professionals will need to begin their work as soon as possible to create detailed property inspections and production of certain reports and in order to meet the expedited timing requirements of the bid and sale process approved by the Interim Bid and Sale Procedures Order. The deadline for potential bidders to submit bids to be considered for designation as a Stalking Horse Bidder is September 19, 2024. One of the important qualifications for stalking horse is that bids cannot contain further due diligence requirements. A key aspect any potential bidder is going to consider when making a bid on the Debtors' assets is the condition of the Debtors' real property. Any reports prepared by the Ordinary Course Professionals will be made available to potential bidders in the data room and could significantly enhance the ability of one or more bidders to submit a potentially qualifying Stalking Horse Bid. To timely complete the reports such that potential bidders can reference them and use that as a part of their due diligence before submitting a bid, the Ordinary Course Professionals must begin work immediately.

27. Accordingly, the Debtors believe that good cause exists to request immediate ex-parte interim relief, and that by requesting such relief, they will be able to more effectively market and sell their real properties and meet the various other deadlines present in these chapter 11 cases and the Debtors' duties as debtors in possession.

28. For the foregoing reasons, authority to employ professionals retained in the ordinary course of business is necessary, appropriate, and in the best interests of the Debtors, their estates, and all other parties in interest in these cases. Accordingly, the Court should authorize the Debtors to employ professionals retained in the ordinary course of business without the submission of separate employment applications or the issuance of separate retention orders for each professional.

NO PRIOR REQUEST

29. No previous application for the relief sought herein has been made to this or any other Court.

NOTICE

30. This Motion and notice of this Motion will be served respectively on Master Service List and Master Notice List. 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.

WHEREFORE, the Debtors respectfully request entry of an order granting the relief requested herein, together with such other and further relief as the Court deems just and proper.

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Dated: August 5, 2024
St. Louis, Missouri

Respectfully submitted,

DENTONS US LLP

/s/ Stephen O'Brien

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*Co-Counsel to the Debtors and
Debtors-in-Possession*

EXHIBIT A

List of Ordinary Course Professionals

Professional Name	Address	Services Provided
Chicago Title	10 South LaSalle Street Suite 3100 Chicago, IL 60603	Title Reports for Due Diligence Room
NV5 Bock and Clark Corporation	4580 Stephen Circle Suite 300 Canton, OH 44718	Environmental Phase I Reports and Surveys for Due Diligence Room
Plante Moran PLLC	250 South High Street Suite 100 Columbus, OH 43215	Audit, Tax, Cost Reports and Related Services
ZumBrunnen, Inc.	Building 6A 151 Village Pkwy NE Marietta, GA 30067	Property Condition Assessments
Sandberg Phoenix	701 Market Street, Suite 600 St. Louis, MO 63101	Defense Counsel for Professional & General Liability (IL & MO)
Kiley Klein Ltd	132 S. Water, Suite 610 Decatur, IL 62523	Defense Counsel for Professional & General Liability (IL)
Shuttleworth & Ingersoll	235 6 th St SE Cedar Rapids, IA 52401	Defense Counsel for Professional & General Liability (IA)
Stoll Keenon Ogden PLLC	334 North Senate Avenue Indianapolis, IN 46204	Defense Counsel for Professional & General Liability (IN)
McMahon Berger	2730 North Ballas Road, Suite 200 St. Louis, MO 63131	Employment Counsel
Davis & Campbell L.L.C.	401 Main Street, Suite 1600 Peoria, IL, 61602	Collections Counsel

EXHIBIT B

OCP Declaration

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

(Jointly Administered)

**DECLARATION AND DISCLOSURE STATEMENT OF [] ON
BEHALF OF []**

I, [NAME], hereby declare, pursuant to section 1746 of title 28 of the United States Code:

1. I am [TITLE] of [FIRM] located at [ADDRESS] (the “Firm”).

2. The above-captioned debtors and debtors-in-possession (the “Debtors”), have requested that the Firm provide [DESCRIPTION OF SERVICES] to the Debtors, and the Firm has consented to provide such services (the “Services”).

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may be represented or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases.

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].

The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, such person's attorneys, or such person's accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

4. Neither I, nor any principal 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 matters on which the Firm is to be retained.

5. Neither I, nor any principal 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.

6. The Debtors owe the Firm \$[●] for prepetition services.

7. The Firm may receive a retainer for its post-petition work per the terms of its engagement letter.

8. 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 matter described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Declaration was executed on _____, 2024.

[NAME]