

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:

**MIDWEST CHRISTIAN VILLAGES, INC. *et al.*,

Debtors.**

Chapter 11

Case No. 24-42473-659

Jointly Administered

Re Docket No. 107

(re: Interim order 114)

**FINAL ORDER AUTHORIZING THE RETENTION AND COMPENSATION OF
CERTAIN PROFESSIONALS IN THE ORDINARY COURSE OF BUSINESS**

Upon the Motion¹ of Debtors requesting entry of an order (this “Final Order”), pursuant to sections 105, 327, 328, and 330 of title 11 of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Bankruptcy Rule 2014(A), authorizing procedures for the retention and compensation of certain professionals employed by the Debtors in the ordinary course of business, all as more fully described in the Motion; the Debtors have previewed this Motion with the Court at the July 25, 2024 hearing with other parties in attendance, and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of the Debtors’ chapter 11 cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; the retention of professionals providing reports and analysis for the Ziegler due diligence room being vital to meet the timeline approved in the Interim Bid and Sale Procedures Order [Docket No. 102]; and the Court having found and determined that the relief

¹ Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Motion.



sought in the Motion is in the best interests of the Debtors, their estates, their creditors and all other parties in interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on a final basis to the extent set forth herein.
2. The Court authorizes 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 UMB Bank N.A., and (c) counsel to the unsecured creditors committee (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.

3. The Debtors right to retain additional Ordinary Course Professionals from time to time during these chapter 11 cases shall not be affected or prejudiced in any manner by the relief granted in this Final Order, *provided*, that such Ordinary Course Professionals comply with these Procedures.

4. The Debtors’ right to dispute any invoices shall not be affected or prejudiced in any manner by the relief granted in this Final Order.

5. The retention an 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 Budget, the DIP Order, and shall be subject to all rights and interests granted to UMB Bank, N.A. as DIP Lender.

6. This Final Order shall not apply to any professional retained by the Debtors pursuant to a separate order of the Court.

7. This Final Order is without prejudice to the Debtors’ right to request modification of the Ordinary Course Professional Fee Caps.

8. The form of OCP Declaration is approved.

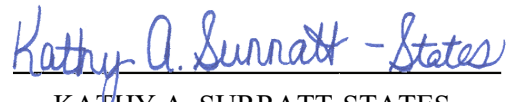
9. All applicable banks and other financial institutions are hereby authorized to receive, process, honor and pay any and all checks, drafts, wires, check transfer requests,

automated clearing house transfers and other payment orders drawn or issued by the Debtors under this Final Order, whether presented or issued before or after the Petition Date to the extent the Debtors have good funds standing to their credit with such bank or other financial institution. Such banks and financial institutions are authorized to rely on representations of the Debtors as to which checks, electronic funds transfer requests, and payment orders are authorized to be paid pursuant to this Final Order without any duty of further inquiry and without liability for following the Debtors' instructions.

10. Notice of the Motion as provided therein is hereby deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Bankruptcy Rules are satisfied by such notice.

11. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be immediately effective upon its entry.

12. No later than 2 business days after the date of this Final Order, the Debtors shall serve on the Notice Parties a copy of the Final Order and shall file a certificate of service no later than 24 hours after service.

A handwritten signature in blue ink that reads "Kathy A. Surratt - States". The signature is written in a cursive, flowing style.

KATHY A. SURRATT-STATES
U.S. Bankruptcy Judge

DATED: August 16, 2024
St. Louis, Missouri
jjh

Order prepared by:

Stephen O'Brien
MoBar # 43977
DENTONS US LLP
211 N Broadway Ste 3000
St. Louis, MO 63102
Telephone: (314) 241-1800
stephen.obrien@dentons.com

Robert E. Richards (admitted *pro hac vice*)
Samantha Ruben (admitted *pro hac vice*)
Elysa Chew (admitted *pro hac vice*)
DENTONS US LLP
233 S. Wacker Drive, Suite 5900
Chicago, Illinois 60606-6404
Telephone: (312) 876-8000
robert.richards@dentons.com
samantha.ruben@dentons.com
elysa.chew@dentons.com

— and —

David A. Sosne
MoBar # 28365
SUMMERS COMPTON WELLS LLC
903 South Lindbergh Blvd., Suite 200
St. Louis, Missouri 63131
Telephone: (314) 991-4999
dsosne@scw.law

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

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].

or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. 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]