

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION

In re:

MIDWEST CHRISTIAN VILLAGES, INC.  
*et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-42473-659

(Jointly Administered)

Hearing Date: April 22, 2025

Hearing Time: 11:00 a.m. (CT)

Hearing Location: Courtroom 7 North

**DEBTORS' FOURTH MOTION PURSUANT TO  
11 U.S.C. § 1121(d) TO EXTEND EXCLUSIVE PERIODS**

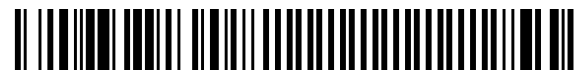
The above-captioned debtors and debtors-in-possession (the “Debtors”), by and through their counsel, file this *Fourth Motion Pursuant to 11 U.S.C. § 1121(d) to Extend Exclusive Periods* (the “Motion”) and in support respectfully submit the following:

**RELIEF REQUESTED**

1. By this Motion, the Debtors seek entry of an order pursuant to § 1121 of title 11 of the United States Code (the “Bankruptcy Code”) extending the periods during which the Debtors have the exclusive right to file a chapter 11 plan (the “Exclusive Filing Period”) and to solicit acceptances thereof (the “Exclusive Solicitation Period” and, together with the Exclusive Filing

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<sup>1</sup> 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]; (xxi) Shawnee Christian Nursing Center, LLC [0068]; and (xxii) Safe Haven Hospice, LLC [6886].



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Period, the “Exclusive Periods”) by approximately sixty-three (63) days each, through and including June 16, 2025 and August 15, 2025, respectively.

2. On November 7, 2024, the United States Bankruptcy Court for the Eastern District of Missouri (the “Court”) entered the *Order Approving Debtors’ Motion Pursuant to 11 U.S.C. § 1121(d) to Extend Exclusive Periods* [Docket No. 431] (the “First Exclusivity Extension Order”), granting the Debtors’ first request to extend their statutory exclusive period to file a chapter 11 plan through and including January 27, 2025, and solicit votes through and including March 31, 2025 (the “First Exclusivity Motion”) [Docket No. 394].

3. On January 15, 2025, the Court entered the *Bridge Order Granting Debtors’ Motion to Extend Exclusive Filing Period to File a Chapter 11 Plan Through and Including January 30, 2025* [Docket No. 554], which extended the Exclusive Filing Period by three (3) days from January 27, 2025 to January 30, 2025 in order to prevent the Exclusive Filing Period from expiring.

4. On January 29, 2025, the Court entered the *Order Approving Debtors’ Second Motion Pursuant to 11 U.S.C. § 1121(d) to Extend Exclusive Periods* [Docket No. 582] (the “Second Exclusivity Extension Order”), granting the Debtors’ second request to extend their statutory exclusive period to file a chapter 11 plan through and including February 28, 2025, and solicit votes through and including April 30, 2025 (the “Second Exclusivity Motion”) [Docket No. 550].

5. On February 25, 2025, the Court entered the *Order Approving Debtors’ Third Motion Pursuant to 11 U.S.C. § 1121(d) to Extend Exclusive Periods* [Docket No. 611] (the “Third Exclusivity Extension Order”), granting the Debtors’ third request to extend their statutory exclusive period to file a chapter 11 plan through and including April 14, 2025, and solicit votes through and including June 13, 2025 (the “Third Exclusivity Motion”) [Docket No. 601].

6. By this Motion, the Debtors request a further order extending their exclusive right to file a chapter 11 plan by an additional 63 days through and including June 16, 2025 (the “Filing Exclusivity Period”), and to solicit votes thereon by 63 days through and including August 15, 2025 (the “Soliciting Exclusivity Period,” and together with the Filing Exclusivity Period, the “Exclusivity Periods”). This is the Debtors’ fourth request for an extension of the Exclusivity Period.

7. The First Exclusivity Extension Order, the Second Exclusivity Extension Order and the Third Exclusivity Order provided the Debtors with the requisite time required to progress these cases, including by allowing the Debtors to close the sales of the Pharmacy and the final transfer of the two supportive living facilities. To date, the sales for nine out of twelve of the Debtors’ facilities have closed. The Debtors require additional time to allow for the closing of the sales of their remaining facilities, some of which they expect to occur in by May or early June 2025.

8. The Debtors have gathered and exchanged information with professionals for the Official Committee of Unsecured Creditors (the “Committee”) and UMB Bank, N.A. (as successor bond trustee, successor master trustee, and DIP Lender) (the “Bond Trustee”) which is relevant to which of the Debtors’ bankruptcy estates a Chapter 11 plan may be confirmable and worthwhile or whether a structured dismissal may make more sense. Discussions regarding those options are ongoing.

9. At the hearing on March 26, 2025, the Debtors presented a motion to sell the Senior Care Pharmacy [Docket No. 645], a second omnibus motion to reject certain executory contracts and unexpired leases [Docket No. 4], and a second omnibus objection to claims [Docket No. 608], all of which the Court approved at the hearing. There may be rejection damage claims asserted in

connection with certain of the rejected executory contracts and unexpired leases – the proposed extension of the Exclusive Periods will allow time to review those rejection damage claims and where appropriate, object to those rejection damage claims.

10. There will be additional executory contracts to be rejected once the Debtors' final three asset sales have fully closed and a period to assert rejection damage claims with respect to those claims.

11. The Debtors are also soliciting bids pursuant to the *Debtors' Motion for Order Under 11 U.S.C. §§ 363 and 105(a) and Fed. R. Bankr. P. 2002, 6004, 9006, and 9019 Establishing Procedures for Remaining Asset Sales* [Docket No. 623]. The results of those bids may impact the feasibility of a potential Chapter 11 plan for one or more of the Debtors' estates.

12. The Debtors are also sending out notice claimants holding satisfied claims and need to evaluate objections from any parties asserting their claims were not satisfied.

13. The Debtors understand that the Bond Trustee and Committee support the extension of the Exclusive Periods. Accordingly, the Debtors request the Court extend the Exclusive Periods by approximately sixty-three days as requested herein.

14. As announced on the record at the March 26, 2025 hearing, given the proposed hearing date for this Motion is April 22, 2025 and the current expiration date of the Exclusive Filing Period is April 14, 2025, the Debtors seek entry of a bridge order extending the Exclusive Filing Period by ten (10) days from April 14, 2025 to April 24, 2025 in order to prevent the Exclusive Filing Period from expiring. The Bond Trustee and Committee are supportive of entry of the Bridge Order.

### **BACKGROUND**

15. On July 16, 2024 (the “Petition Date”), the Debtors filed voluntary petitions for relief pursuant to chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Missouri (the “Court”).

16. 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. The U.S. Trustee appointed the Committee on August 8, 2024 [Docket No. 121].

17. A detailed description of the Debtors’ businesses and the events leading up to the filing of these chapter 11 cases can be found in the *Declaration of Kathleen (Kate) Bertram in Support of the Debtors’ Chapter 11 Petition and First Day Motions* [Docket No. 3], incorporated by reference herein.

18. The Debtors filed these chapter 11 cases to pursue one or more going concern sales and/or going concern affiliations for each of their facilities. As of the date of the filing of this Motion, the Debtors have largely completed the sales for their facilities and nine out of twelve sales have closed.

19. The general claims bar date and governmental unit bar dates have expired. There are still rejection damage claims which may be asserted. The Debtors and other parties are in the process of reviewing proofs of claims.

### **JURISDICTION AND VENUE**

20. This 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).

21. The statutory predicate for the relief sought herein is § 1121(d) of the Bankruptcy Code.

### **BASIS FOR RELIEF**

#### **A. Exclusive Periods May be Extended for Cause.**

22. Under § 1121(d) of the Bankruptcy Code, the Court may extend the Exclusive Periods for cause “on request of a party in interest made within the respective periods specified in subsections (b) and (c) of this section and after notice and a hearing, the court may for cause reduce or increase the 120-day period or the 180-day period referred to in this section.” 11 U.S.C. § 1121(d).

23. The Bankruptcy Code neither defines the term “cause” for purposes of § 1121(d) nor establishes formal criteria for an extension. The legislative history of § 1121 of the Bankruptcy Code indicates, however, that it is intended to be a flexible standard to balance the competing interests of a debtor and its creditors. *See* H.R. Rep. No. 95-595, at 23132 (1978), *reprinted in* 1978 U.S.C.C.A.N. 5963 (noting that Congress intended to give Bankruptcy Courts great flexibility to protect a debtor’s interests by allowing a debtor an unimpeded opportunity to negotiate settlement of debts without interference from other parties in interest); *In re Timbers of Inwood Forest Assoc., Ltd.*, 808 F.2d 363, 372 (5th Cir. 1987) (“Any bankruptcy court involved in an assessment of whether ‘cause’ exists should be mindful of the legislative goal behind § 1121.”); *In re Mirant Corp.*, Ch. 11 Case No. 4-04-CV-476-A, 2004 WL 2250986, at \*2 (N.D. Tex. Sept. 30, 2004) (“In

virtually every case where an extension has been granted, the debtor showed substantial progress had been made in negotiations toward reorganization.”).

24. The broad discretion conferred on the Court in these circumstances enables the Court to consider a variety of factors to assess the totality of circumstances in each case. *In re Adelphia Commc’ns Corp.*, 352 B.R. 578, 587 (Bankr. S.D.N.Y. 2006) (identifying factors courts consider in determining whether to extend exclusivity); *see also In re Hoffinger Indus., Inc.*, 292 B.R. 639, 643-44 (B.A.P. 8th Cir. 2003) (identifying the *Adelphia* factors as factors to consider in determining whether cause exists to extend exclusivity); *In re New Millennium Mgmt., LLC*, No. 13-35719-H3-11, 2014 WL 792115, at \*6 (Bankr. S.D. Tex. Feb. 25, 2014) (same); *In re Friedman’s, Inc.*, 336 B.R. 884, 888 (Bankr. S.D. Ga. 2005) (same); *In re Express One Int’l, Inc.*, 194 B.R. 98, 100 (Bankr. E.D. Tex. 1996) (same); *In re Washington-St. Tammany Elec. Co-op., Inc.*, 97 B.R. 852, 854 (E.D. La. 1989) (noting that the decision to extend exclusivity “rests with the discretion of the Court”).

25. These non-exclusive factors include:

- a. the size and complexity of the debtor’s case;
- b. the necessity for sufficient time to permit the debtor to negotiate a chapter 11 plan and prepare adequate information;
- c. the existence of good faith progress towards reorganization;
- d. the fact that the debtor is paying its bills as they become due;
- e. whether the debtor has demonstrated reasonable prospects for filing a viable plan;
- f. whether the debtor has made progress in negotiations with its creditors;
- g. whether the debtor is seeking an extension of exclusivity in order to pressure creditors to submit to the debtor’s reorganization demands; and

h. whether an unresolved contingency exists.

*See, e.g., Millennium Mgmt.*, 2014 WL 792115, at \*6; *see also Adelpia*, 352 B.R. at 587 (noting that the factors listed above are “objective factors which courts historically have considered in making determinations of this character”); *see also In re Borders Grp., Inc.*, 460 B.R. 818, 822 (Bankr. S.D.N.Y. 2011) (evaluating the factors set forth in *Adelpia* to hold that the debtor established cause to extend exclusivity).

26. Not all factors are relevant to every case, and courts tend to use a relevant subset of the above factors in determining whether cause exists to grant an exclusivity extension in a particular chapter 11 case. *See, e.g., Hoffinger Indus.*, 292 B.R. at 644 (“It is within the discretion of the bankruptcy court to decide which factors are relevant and give the appropriate weight to each.”); *In re Wisconsin Barge Line, Inc.*, 78 B.R. 946, 948 (Bankr. E.D. Mo. 1987) (finding cause to extend exclusivity where the cases were large and complex and the debtors acted diligently by having on file a plan capable of confirmation); *In re Seri. Merch. Co., Inc.*, 256 B.R. 744, 751-54 (Bankr. M.D. Tenn. 2000) (finding cause to extend where the debtors established six of the aforementioned factors); *Express One Int’l.*, 194 B.R. at 100 (identifying four of the factors as relevant in determining whether “cause” existed to extend exclusivity); *see also In re Dow Corning Corp.*, 208 B.R. 661, 670 (Bankr. E.D. Mich. 1997) (“When the Court is determining whether to terminate a debtor’s exclusivity, the primary consideration should be whether or not doing so would facilitate moving the case forward. And that is a practical call that can override a mere toting up of the factors.”).

**B. Cause Exists to Extend Exclusive Periods.**

27. As set forth below, an extension of each of the Exclusive Periods by approximately sixty-three (63) days is appropriate, in the best interest of the Debtors’ stakeholders, and consistent with the intent and purpose of Chapter 11 of the Bankruptcy Code. The requested extension of the



Exclusive Periods will enable the Debtors to continue to focus on the closing of the remaining sales of their facilities and the ongoing discussions regarding possible Chapter 11 plans for one or more of the bankruptcy estates and/or structured dismissal of one or more of the cases.

28. Further, an extension will allow the Debtors to keep their attention on their operations, and allow for the continued review and analysis of claims and sale of remaining assets, which will be relevant to formulating a chapter 11 plan and drafting a substantive disclosure statement for one or more of the bankruptcy estates. Accordingly, application of the relevant above factors to the facts of these chapter 11 cases demonstrates that ample cause exists to grant the reasonable and limited extension of the Exclusive Periods requested herein.

29. The Debtors have selected certain Successful Bidders for their Assets. Sales for 9 of the facilities have now closed. Sales for 3 of the other facilities are pending (with some expected to close in April or May 2025, and possibly early June 2025). As demonstrated further below, granting an extension of the Exclusive Periods will help progress these cases and allow the Debtors to focus on completing the sale process and closing the sales of their facilities.

30. The Debtors also continue to respond to formal or informal information requests from various parties and their advisors, including, without limitation, the Committee, the U.S. Trustee, the Bond Trustee, and various other creditors.

31. The Exclusive Periods established by Congress were incorporated into the Bankruptcy Code to afford a full and fair opportunity for a debtor to propose a chapter 11 plan and solicit acceptances of such plan without the deterioration and disruption of a debtor's business that might be caused by the filing of multiple competing plans. The Debtors are seeking an early extension of the Exclusive Periods in order to ensure that their focus remains on maximizing the value of their estates through the marketing and sale process.

32. The facts in these cases are more than sufficient to support a finding of “cause” to extend the Exclusive Periods. Therefore, the Debtors request that the Court extend the Exclusive Periods for a brief period to allow the Debtors to be given a full and fair opportunity to continue their good faith efforts to market and sell their business as a going concern, without the risk of distraction of any competing plan proposals, and the relief requested herein should be granted.

33. Additionally, the Debtors understand that the Bond Trustee and the Committee support the extension of the Exclusive Periods.

34. For the foregoing reasons, an extension of the Exclusive Periods is necessary, appropriate, and in the best interests of the Debtors, their estates, and all other parties in interest in these cases. Accordingly, the Debtors request that the Court extend the Exclusive Periods.

#### **RESERVATION OF RIGHTS**

35. Nothing contained herein is intended to be or shall be deemed to waive the right to seek a further extension of the Debtors’ Exclusive Periods for cause shown or other relief.

#### **NOTICE**

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

37. 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 (i) entry of an order extending the Exclusive Filing Period by approximately sixty-three (63) days through and including June 16, 2025 and extending the Exclusive Solicitation Period by sixty-three (63) days through and including August 15, 2025, (ii) entry of a bridge order extending the current Exclusive Filing Period of April 14, 2025 to April 24, 2025 to prevent the Exclusive Filing Period from expiring and (iii) any such other and further relief as the Court deems just and proper.

Dated: April 1, 2025  
St. Louis, Missouri

Respectfully submitted,

**DENTONS US LLP**

/s/ Stephen O'Brien

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