

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

<b>In re:</b>  <b>NEIGHBORS LEGACY HOLDINGS, INC.,</b> <i>et al.,</i>  <b>Debtors.<sup>1</sup></b>	§ § § § § § §	<b>Chapter 11</b>  <b>Case No. 18-33836</b>  <b>(Jointly Administered)</b>
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**NOTICE OF PROPOSED MISCELLANEOUS ASSET SALE**

**PLEASE TAKE FURTHER NOTICE** that on November 26, 2018, the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered that certain *Order Establishing Procedures for Sales of Certain Miscellaneous Assets Outside the Ordinary Course of Business Free and Clear of All Liens, Claims, Interests and Encumbrances* [Docket No. 698] the (“Miscellaneous Asset Sale Procedures Order”),<sup>2</sup> whereby the Court authorized the above-captioned debtors and debtors in possession (collectively, the “Debtors”) to sell certain Miscellaneous Assets in accordance with procedures provided for therein.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the terms of the Miscellaneous Asset Sale Procedures Order, the Debtors propose to sell (the “Proposed Miscellaneous Asset Sale”) the Miscellaneous Assets as set forth on **Exhibit A** attached hereto. In accordance with the Miscellaneous Asset Sale Procedures Order, **Exhibit A** attached hereto provides: (i) a description of the Miscellaneous Assets that are the subject of the Proposed Miscellaneous Asset Sale; (ii) the location of the Miscellaneous Assets; (iii) the economic terms of sale; (iv) the identity of any non-Debtor party to the Proposed Miscellaneous Asset Sale; and (v) the identity of the party, if any, holding liens, claims, encumbrances or other interests in the Miscellaneous Assets.

**PLEASE TAKE FURTHER NOTICE** that pursuant to the Miscellaneous Asset Sale Procedures Order, parties shall have until **December 14, 2018, at 4:00 p.m. (Central Time)** (the “Objection Deadline”) to advise the undersigned counsel to the Debtors in writing with specific and particular bases that they object to the Proposed Miscellaneous Asset Sale.

**PLEASE TAKE FURTHER NOTICE THAT IF NO WRITTEN OBJECTION IS RECEIVED BY THE OBJECTION DEADLINE, THE ABSENCE OF A TIMELY OBJECTION TO THE PROPOSED MISCELLANEOUS ASSET SALE SHALL BE “CONSENT” TO SUCH SALE WITHIN THE MEANING OF SECTION 363(f)(2) OF**

<sup>1</sup> Due to the large number of Debtors in these chapter 11 cases, a complete list of the Debtors and the last four digits of their tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at [www.kccllc.net/neighbors](http://www.kccllc.net/neighbors). The location of Debtors’ principal place of business and the Debtors’ service address is: 10800 Richmond Avenue, Houston, Texas 77042.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Miscellaneous Asset Sale Procedures Order.



**THE BANKRUPTCY CODE, AND THE DEBTORS MAY CONSUMMATE THE PROPOSED MISCELLANEOUS ASSET SALE.**

**PLEASE TAKE FURTHER NOTICE** that if a written objection to the Proposed Miscellaneous Asset Sale is timely received by the Objection Deadline, the Debtors will not proceed with the Proposed Miscellaneous Asset Sale unless: (i) the objection is withdrawn or otherwise resolved; or (ii) the Court approves the Proposed Miscellaneous Asset Sale.

Dated: December 7, 2018  
Houston, Texas

**PORTER HEDGES LLP**

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**COUNSEL FOR DEBTORS  
AND DEBTORS IN POSSESSION**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re:	§	Chapter 11
NEIGHBORS LEGACY HOLDINGS, INC.,	§	Case No. 18-33836
<i>et al.</i> ,	§	(Jointly Administered)
Debtors. <sup>3</sup>	§	

**EXHIBIT A**

**(I) A DESCRIPTION OF THE MISCELLANEOUS ASSETS THAT ARE THE SUBJECT OF THE PROPOSED MISCELLANEOUS ASSET SALE.**

Medical equipment, medical supplies, furniture and fixtures currently located at Debtors' corporate headquarters (representing the supplies, furniture and fixtures for four complete free-standing emergency centers).

**(II) THE LOCATION OF THE MISCELLANEOUS ASSETS.**

10900 Richmond Avenue, Houston, Texas 77042.

**(III) THE ECONOMIC TERMS OF SALE.**

\$490,000.00 cash purchase.

**(IV) THE IDENTITY OF ANY NON-DEBTOR PARTY TO THE PROPOSED MISCELLANEOUS ASSET SALE.**

The purchaser is Greater Texas Emergency Centers, LLC.

**(V) THE IDENTITY OF THE PARTY, IF ANY, HOLDING LIENS, CLAIMS, ENCUMBRANCES OR OTHER INTERESTS IN THE MISCELLANEOUS ASSETS.**

KeyBank National Association, in its capacity as Agent and DIP Agent.

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<sup>3</sup> Due to the large number of Debtors in these chapter 11 cases, a complete list of the Debtors and the last four digits of their tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at [www.kccllc.net/neighbors](http://www.kccllc.net/neighbors). The location of Debtors' principal place of business and the Debtors' service address is: 10800 Richmond Avenue, Houston, Texas 77042.