

**IN THE UNITED STATES BANKRUPTCY COURT  
 FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
SC HEALTHCARE HOLDING, LLC, <i>et al.</i> ,	)	Case No. 24-10443
	)	
Debtors. <sup>1</sup>	)	Jointly Administered
	)	
	)	<b>Related to Docket Nos. 38, 97, 163, 296</b>

**NOTICE OF CONSENTING LENDER**

GMF Petersen Note, LLC (“GMF”), a secured lender to the debtors in the above-captioned cases (collectively, the “Debtors”), hereby provides notice (this “Notice”) of its consent to being primed by the DIP Lender<sup>2</sup> and the Consenting Lender Cost Allocation Adequate Protection Claims (as defined in the Proposed Final DIP Order (defined below)) as and to the extent provided in the proposed *Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Granting Security Interests and Superpriority Administrative Expense Status, (III) Granting Adequate Protection to Certain Prepetition Secured Credit Parties, (VI) Modifying the Automatic Stay; (V) Authorizing the Debtors to Enter Into Agreements With JMB Capital Partners Lending, LLC, (VI) Authorizing Use of Cash Collateral, and (VII) Granting Related Relief* (the “Proposed Final DIP Order”) [Docket No. 296, Ex. A], in

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<sup>1</sup> The last four digits of SC Healthcare Holding, LLC’s tax identification number are 2584. The mailing address for SC Healthcare Holding, LLC is c/o Petersen Health Care Management, LLC 830 West Trailcreek Dr., Peoria, IL 61614. Due to the large number of debtors in these jointly administered chapter 11 cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information is available at [www.kccllc.net/Petersen](http://www.kccllc.net/Petersen).

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the *Amended Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Granting Security Interests and Superpriority Administrative Expense Status, (III) Granting Adequate Protection to Certain Prepetition Secured Credit Parties, (VI) Modifying the Automatic Stay; (V) Authorizing the Debtors to Enter Into Agreements With JMB Capital Partners Lending, LLC, (VI) Authorizing Non-Consensual Use of Cash Collateral, (VII) Scheduling a Final Hearing, and (VIII) Granting Related Relief* [Docket No. 97] (the “Interim DIP Order”).



exchange for certain treatment proposed by such order to be provided to Consenting Lenders (as defined in the Proposed Final DIP Order). In support of this Notice, GMF respectfully states as follows:

### **BACKGROUND**

1. The Debtors commenced these chapter 11 cases on March 20, 2024. In support of the filings, the Debtors submitted the *Declaration of David R. Campbell in Support of Debtors' Chapter 11 Petitions and First Day Pleadings* [Docket No. 44] (the "First-Day Declaration"). The First-Day Declaration provides background information regarding, among other things, the Debtors' businesses and capital structure. As discussed in the First-Day Declaration, the Debtors' Prepetition Secured Parties each have financed different portions of the Debtors' geographic footprint and, as a result, have unique collateral packages.<sup>3</sup>

2. GMF is one such Prepetition Secured Party. Specifically, GMF is lender under that certain *Amended and Restated Loan Agreement*, dated August 5, 2020 (with any amendments or modifications thereto, the "GMF Loan Agreement"), which amended and restated that certain *Loan Agreement*, dated March 23, 2020.<sup>4</sup> Certain Debtors are borrowers under the GMF Loan Agreement (the "Debtor Borrowers"), and certain other Debtors are guarantors (the "Debtor Guarantors").<sup>5</sup> As of the date of this Notice, GMF is owed not less than \$30 million (the "GMF Obligations"). The GMF Obligations are secured by perfected liens on real and personal property of certain of the Debtors (the "GMF Collateral").<sup>6</sup>

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<sup>3</sup> First-Day Declaration ¶ 22.

<sup>4</sup> *Id.*

<sup>5</sup> A list of the Debtor Borrowers and Debtor Guarantors is provided on Exhibit D to the First-Day Declaration.

<sup>6</sup> First-Day Declaration ¶ 22.

3. On March 21, 2024, the Debtors filed *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Granting Security Interests and Superpriority Administrative Expense Status, (III) Granting Adequate Protection to Certain Prepetition Secured Credit Parties, (IV) Modifying the Automatic Stay, (V) Authorizing the Debtors to Enter Into Agreements With JMB Capital Partners Lending, LLC, (VI) Authorizing Non-Consensual Use of Cash Collateral, (VII) Scheduling a Final Hearing, and (VII) Granting Related Relief* [Docket No. 38] (the "DIP Motion").

4. On March 22, 2024, the Court held an interim hearing on the DIP Motion (the "Interim Hearing.") On the record of the Interim Hearing, counsel to GMF (i) noted that GMF had not been asked by the Debtors to consent to the DIP Facility; and (ii) reserved the right to seek additional adequate protection in connection with any final order on the DIP Motion.

5. On March 26, 2024, the Court entered the Interim DIP Order.

6. On April 16, 2024, GMF filed the *Objection and Reservation of Rights of GMF Petersen Note, LLC to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Granting Security Interests and Superpriority Administrative Expense Status, (III) Granting Adequate Protection to Certain Prepetition Secured Credit Parties, (IV) Modifying the Automatic Stay, (V) Authorizing the Debtors to Enter Into Agreements With JMB Capital Partners Lending, LLC, (VI) Authorizing Non-Consensual Use of Cash Collateral, (VII) Scheduling a Final Hearing, and (VIII) Granting Related Relief* [Docket No. 163] pursuant to which GMF requested, among other things, that the Court deny approval of the DIP Motion on a final basis absent appropriate adequate protection.

7. On May 12, 2024, the Debtors filed the Proposed Final DIP Order on the docket of the Debtors' chapter 11 cases.

**NOTICE**

8. The Proposed Final DIP Order contemplates an adequate protection package for Prepetition Secured Lenders who are Consenting Lenders that is acceptable to GMF. Therefore, GMF hereby notifies the Court, the Debtors, and all parties in interest that, subject to (i) review of any amendments to the Proposed Final DIP Order, and (ii) any such amendments resulting in no less favorable treatment to Consenting Lenders than that proposed in the Proposed Final DIP Order, GMF consents to being primed by the DIP Lender and the Consenting Lender Cost Allocation Adequate Protection Claims as and to the extent provided in the Proposed Final DIP Order such that GMF is (x) a Consenting Lender and (y) entitled to the adequate protection package for Consenting Lenders described in the Proposed Final DIP Order.

Dated: May 13, 2024  
Wilmington, Delaware

**MCDERMOTT WILL & EMERY LLP**

/s/ David R. Hurst

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