

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

SC HEALTHCARE HOLDING, LLC *et al.*,

Debtors.¹

Chapter 11

Case No. 24-10443 (THM)

Jointly Administered

Ref. Docket Nos. 41, 87, 230, & 302

FOURTH INTERIM ORDER (I) AUTHORIZING THE DEBTORS TO (A) CONTINUE TO USE THEIR BANK ACCOUNTS, (B) HONOR PREPETITION OBLIGATIONS RELATED THERETO, (C) MAINTAIN THE REFUND PROGRAMS, (D) PERFORM INTERCOMPANY TRANSACTIONS, (E) MAINTAIN EXISTING BUSINESS FORMS; AND (II) GRANTING RELATED RELIEF

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an interim order (this “Fourth Interim Order”), (i) authorizing the Debtors to (a) continue to operate the Bank Accounts, (b) honor certain prepetition obligations related thereto, (c) maintain, administer, and modify their Refund Programs, (d) continue to maintain the Intercompany Transactions consistent with historical practice, (e) maintain existing business forms in the ordinary course of business; and (ii) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28

¹ 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 Chapter 11 Cases, whose cases are being jointly administered, 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 on a website of the Debtors’ claims and noticing agent at www.kccllc.net/Petersen.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.



U.S.C. § 157(b); and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is permissible pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and it appearing that the relief requested in the Motion and provided for herein is in the best interests of the Debtors, their estates, and their creditors; and this Court having previously entered that certain *Interim Order (I) Authorizing the Debtors to (A) Continue to Use Their Bank Accounts, (B) Honor Prepetition Obligation Related Thereto, (C) Maintain the Refund Programs, (D) Perform Intercompany Transactions, (E) Maintain Existing Business Forms; and (II) Granting Related Relief* [Docket No. 87] (the "Interim Order"), that certain *Second Interim Order (I) Authorizing the Debtors to (A) Continue to Use Their Bank Accounts, (B) Honor Prepetition Obligation Related Thereto, (C) Maintain the Refund Programs, (D) Perform Intercompany Transactions, (E) Maintain Existing Business Forms; and (II) Granting Related Relief* [Docket No. 230] (the "Second Interim Order"), and that certain *Third Interim Order (I) Authorizing the Debtors to (A) Continue to Use Their Bank Accounts, (B) Honor Prepetition Obligation Related Thereto, (C) Maintain the Refund Programs, (D) Perform Intercompany Transactions, (E) Maintain Existing Business Forms; and (II) Granting Related Relief*

[Docket No. 302] (the “Third Interim Order”); and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on an interim basis as set forth in this Fourth Interim Order.

2. Except to the extent set forth herein, the Debtors are authorized, but not directed, to, in accordance with the budget: (a) continue operating their Bank Accounts and associated Cash Management System in the ordinary course of business and consistent with the Debtors’ historical practice, substantially as described in the Motion and as described in the Cash Flow Schematic, attached hereto as **Schedule 1**, *provided*, that the DIP Bank Account (as defined in the DIP Loan Documents) shall be funded, maintained and used by the Debtors solely in accordance with the Interim DIP Order and the DIP Loan Documents; (b) honor their prepetition obligations related to the Cash Management System in the ordinary course of business and consistent with the Debtors’ historical practice; (c) maintain, administer, and modify their Refund Programs; (d) continue to perform Intercompany Transactions consistent with historical practice; and (e) maintain existing Business Forms as set forth herein.

3. In connection with the ongoing utilization of the Cash Management System, the Debtors shall continue to maintain records with respect to all transfers, including Intercompany Transactions, so that all of the Debtors’ transactions may be readily ascertainable, traced, recorded properly, and distinguished between prepetition and postpetition transfers.

4. The Debtors are authorized, but not directed, to: (a) designate, maintain, close, and continue to use on an interim basis their existing Bank Accounts, including, but not limited to, the Bank Accounts identified in **Schedule 2** attached hereto, which represents an updated schedule of

the Debtors' Bank Accounts, and the Resident Trust Accounts identified in Schedule 2 attached to the Motion, in the names and with the account numbers existing immediately before the Petition Date; (b) deposit funds in, and withdraw funds from, the Bank Accounts by all usual means, including checks, wire transfers, ACH transfers, and other debits; (c) treat their prepetition Bank Accounts for all purposes as debtor in possession accounts; and (d) only open new debtor in possession bank accounts at banks that have executed a Uniform Depository Agreement with the U.S. Trustee or banks that are willing to execute one.

5. The Debtors shall cap the total aggregated balance held in each Non-Authorized Depository Bank to no more than \$250,000.

6. The Debtors are authorized, but not directed, to continue using, in their present form, the Business Forms, as well as checks and other documents related to the Bank Accounts existing immediately before the Petition Date; *provided* that once the Debtors have exhausted their existing stock of Business Forms, they shall ensure that any new Business Forms are clearly labeled "Debtor in Possession." To the extent the Debtors print any new checks or use any electronic Business Forms, they will include the designation "Debtor in Possession" and the corresponding bankruptcy number on all such checks.

7. The Cash Management Banks are authorized to continue to maintain, service, and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course of business, and to receive, process, honor, and pay, to the extent of available funds, any and all checks, drafts, wires, credit card payments, and ACH transfers issued and drawn on the Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be.

8. To the extent any of the Debtor Bank Accounts are not in compliance with section 345(b) of the Bankruptcy Code or any of the U.S. Trustee's requirements or guidelines, the Debtors shall have thirty (30) days from the date of this Fourth Interim Order to comply with section 345 of the Bankruptcy Code and any of the U.S. Trustee's requirements or guidelines. The Debtors or the U.S. Trustee may seek further relief from the Court to the extent necessary. For banks at which the Debtors hold accounts that are not a party to a Uniform Depository Agreement with the Office of the U.S. Trustee for the District of Delaware, the Debtors shall continue use their good-faith efforts to cause the banks to execute a Uniform Depository Agreement within fifteen (15) days of the date of this Fourth Interim Order. The U.S. Trustee's rights to seek further relief from this Court on notice in the event that the aforementioned banks are unwilling to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee are fully reserved.

9. The Debtors are authorized to open any new bank accounts and close any of the Bank Accounts as the Debtors may deem necessary and appropriate; provided, however, that prior to opening any new bank accounts or closing any of the Bank Accounts, the Debtors give notice within fifteen (15) days to the Office of the United States Trustee for the District of Delaware and counsel to the Official Committee of Unsecured Creditors (the "Committee"); *provided, further*, however, that the Debtors shall open any such new Bank Account at banks that have executed a Uniform Depository Agreement with the Office of the United States Trustee for the District of Delaware, or at such banks that are willing to immediately execute such an agreement.

10. The relief granted in this Fourth Interim Order is extended to any new bank account opened by the Debtors in the ordinary course of business after the date hereof, which account shall be deemed a "Bank Account," and to the bank at which such account is opened, which bank shall be deemed a "Cash Management Bank."

11. Subject to the terms set forth herein, any bank, including the Cash Management Banks, may rely upon the representations of the Debtors with respect to whether any check, draft, wire, payment, or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to any order of this Court, and no bank that honors any such prepetition payment drawn on any account that is the subject of this Fourth Interim Order (a) at the direction of the Debtors, (b) in a good-faith belief that this Court has authorized such prepetition check or item to be honored, or (c) as a result of a mistake made despite implementation of reasonable customary handling procedures, shall be deemed to be nor shall be liable to the Debtors, their estates, or any other party on account of such prepetition check or other item being honored postpetition, or otherwise deemed to be in violation of this Fourth Interim Order.

12. All banks maintaining any of the Bank Accounts that are provided with notice of this Fourth Interim Order shall not honor or pay any bank payments drawn on the Bank Accounts or otherwise issued before the Petition Date for which the Debtors specifically issue stop payment orders in accordance with the documents governing such Bank Accounts.

13. The Debtors' Cash Management Banks are authorized to debit the Debtors' accounts in the ordinary course of business without the need for further order of this Court for all checks drawn on the Debtors' account; *provided* that no checks issued against the Debtor prior to the commencement of these Chapter 11 Cases shall be honored except as authorized by order of this Court and directed by the Debtors.

14. The Cash Management Banks are authorized, without further order of this Court, to charge back to the appropriate accounts of the Debtors any amounts resulting from returned checks or other returned items, including returned items that result from ACH transactions, wire transfers, or other electronic transfers of any kind, regardless of whether such returned items were

deposited or transferred prepetition or postpetition and regardless of whether the returned items relate to prepetition or postpetition items or transfers.

15. Any banks, including the Cash Management Banks, are further authorized to honor the Debtors' direction with respect to the opening and closing of any Bank Account and accept and hold the Debtors' funds in accordance with the Debtors' instructions; *provided* that the Cash Management Banks shall not have any liability to any party for relying on such representations to the extent such reliance otherwise complies with applicable law.

16. The Debtors are authorized, but not directed, to continue to issue and pay the Refund Program Obligations to residents and Fourth-Party Payors, including refunds for overpayments made prepetition or resulting from prepetition services in the ordinary course of business, in an amount not to exceed \$40,000.00 on an interim basis. The Debtors are further authorized to modify any Refund Program in their business judgement without further application to this Court; *provided, however*, that the issuance and payment of Refund Program Obligations shall not exceed \$40,000.00 under the Refund Programs in the aggregate (whether such Programs are modified or not) on an interim basis.

17. The Debtors are authorized to continue engaging in Intercompany Transactions in connection with the Cash Management System in the ordinary course of business and in accordance with the Interim DIP Order and the DIP Loan Documents in a manner such that all Intercompany Transactions are readily ascertained, traced, and properly recorded; *provided* that, other than for the provision of insurance that is obtained for the benefit of Debtors and non-debtors under the same policy, the Debtors are not permitted to effectuate Intercompany Transactions to non-Debtor affiliates absent further order of the Court.

18. The Debtors shall maintain a matrix summarizing all cash and non-cash Intercompany Transactions, the amount paid on account of such Intercompany Transactions, the parties to such Intercompany Transactions, and the month-end intercompany gross receivable and gross payable balances between and among Debtors and non-Debtor affiliates and shall provide such matrix on a monthly basis to the advisors for the Committee. The rights of the Committee to (i) seek additional disclosures from the Debtors, including disclosures regarding the terms of specific Intercompany Transactions, and (ii) challenge any Intercompany Transaction, including the way in which they are recorded, are expressly reserved and shall not be prejudiced by entry of this Fourth Interim Order.

19. Nothing contained in the Motion or this Fourth Interim Order shall be construed to (a) create or perfect, in favor of any person or entity, any interest in cash of the Debtor that did not exist as of the Petition Date or (b) alter or impair the validity, priority, enforceability, or perfection of any security interest or lien, in favor of any person or entity, that existed as of the Petition Date.

20. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Fourth Interim Order.

21. The Debtors are authorized, but not directed, to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these Chapter 11 Cases with respect to prepetition amounts that are authorized to be paid under an order of this Court.

22. Notwithstanding the Debtors' use of a consolidated Cash Management System, the Debtors shall calculate quarterly fees under 28 U.S.C. § 1930(a)(6) based on the disbursements of each Debtor, regardless of which entity pays those disbursements.

23. Notwithstanding the relief granted in this Fourth Interim Order and any actions taken pursuant to such relief, nothing in this Fourth Interim Order shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable non-bankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Fourth Interim Order or the Motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law; or (h) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in this Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens.

24. Nothing herein is intended to modify, alter, or waive, in any way, any terms, provisions, requirements, or restrictions of the DIP Loan Documents, or any subsequent or final DIP order entered by the Court. For the avoidance of doubt, the DIP orders control.

25. For Cash Management Banks at which the Debtors hold accounts that are not party to a Uniform Depository Agreement with the U.S. Trustee, the Debtors shall use their good-faith efforts to cause the Cash Management Banks to execute a Uniform Depository agreement in a form prescribed by the U.S. Trustee within thirty (30) days of the date of this Order. The U.S. Trustee's rights to seek further relief from this Court on notice in the event that the aforementioned Cash Management Banks are unwilling to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee are fully reserved.

26. The final hearing (the "Final Hearing") on the Motion shall be held on June 27, 2024, at 10:00 a.m., prevailing Eastern Time. Any objections or responses to entry of a Final Order on the Motion shall be filed on or before 4:00 p.m., prevailing Eastern Time, on May 15, 2024. Objections must be filed and served on: (i) proposed counsel to the Debtors, (a) Winston & Strawn LLP, 35 W. Wacker Drive, Chicago, IL 60601, Attn: Daniel J. McGuire (dmcguire@winston.com) and Gregory M. Gartland (ggartland@winston.com), and 200 Park Avenue, New York, NY 10166, Attn: Carrie V. Hardman (chardman@winston.com), and (b) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N. King St., Wilmington, DE 19801, Attn: Shella Borovinskaya (sborovinskaya@ycst.com) and Carol E. Cox (ccox@ycst.com); (ii) the Office of the United States Trustee for the District of Delaware, 844 King St., Suite 2207, Wilmington, DE 19801, Attn: Linda Richenderfer (linda.richenderfer@usdoj.gov) and Jon Lipshie (Jon.Lipshie@usdoj.gov); (iii) counsel to the DIP Lender, (a) Norton Rose Fulbright US LLP, 1301 Avenue of the Americas, New York, NY 10019, Attn: Robert M. Hirsh (robert.hirsh@nortonrosefulbright.com) and Emily Hong (emily.hong@nortonrosefulbright.com) and (b) 500 Morris James LLP, 500 Delaware Ave, Suite 1500, Wilmington, DE 19801, Attn: Eric J. Monzo (emonzo@morrisjames.com); and (iv) counsel

to the Committee, Greenberg Traurig, LLP, 77 West Wacker Drive, Suite 3100, Chicago, IL 60601, Attn: Nancy A. Peterman (petermann@gtlaw.com) and Danny Duerdoth (Duerdothd@gtlaw.com); 1000 Louisiana Street, Suite 6700, Houston TX 77002, Attn: Shari L. Heyen (shari.heyen@gtlaw.com); and 222 Delaware Avenue, Suite 1600, Wilmington, DE 19801, Attn: Anthony W. Clark (anthony.clark@gtlaw.com) and Dennis A. Meloro (dennis.meloro@gtlaw.com). If no objections are filed to the Motion, the Court may enter a Final Order without further notice or a hearing.

27. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b) because the relief request set forth in this Fourth Interim Order is necessary to avoid immediate and irreparable harm to the estates.

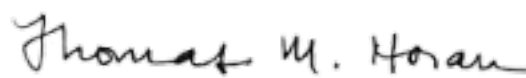
28. As soon as practicable after entry of this Fourth Interim Order, the Debtors shall serve a copy of this Fourth Interim Order on the Cash Management Banks.

29. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Fourth Interim Order are immediately effective and enforceable upon its entry.

30. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Fourth Interim Order in accordance with the Motion.

31. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Fourth Interim Order.

Dated: May 21st, 2024
Wilmington, Delaware

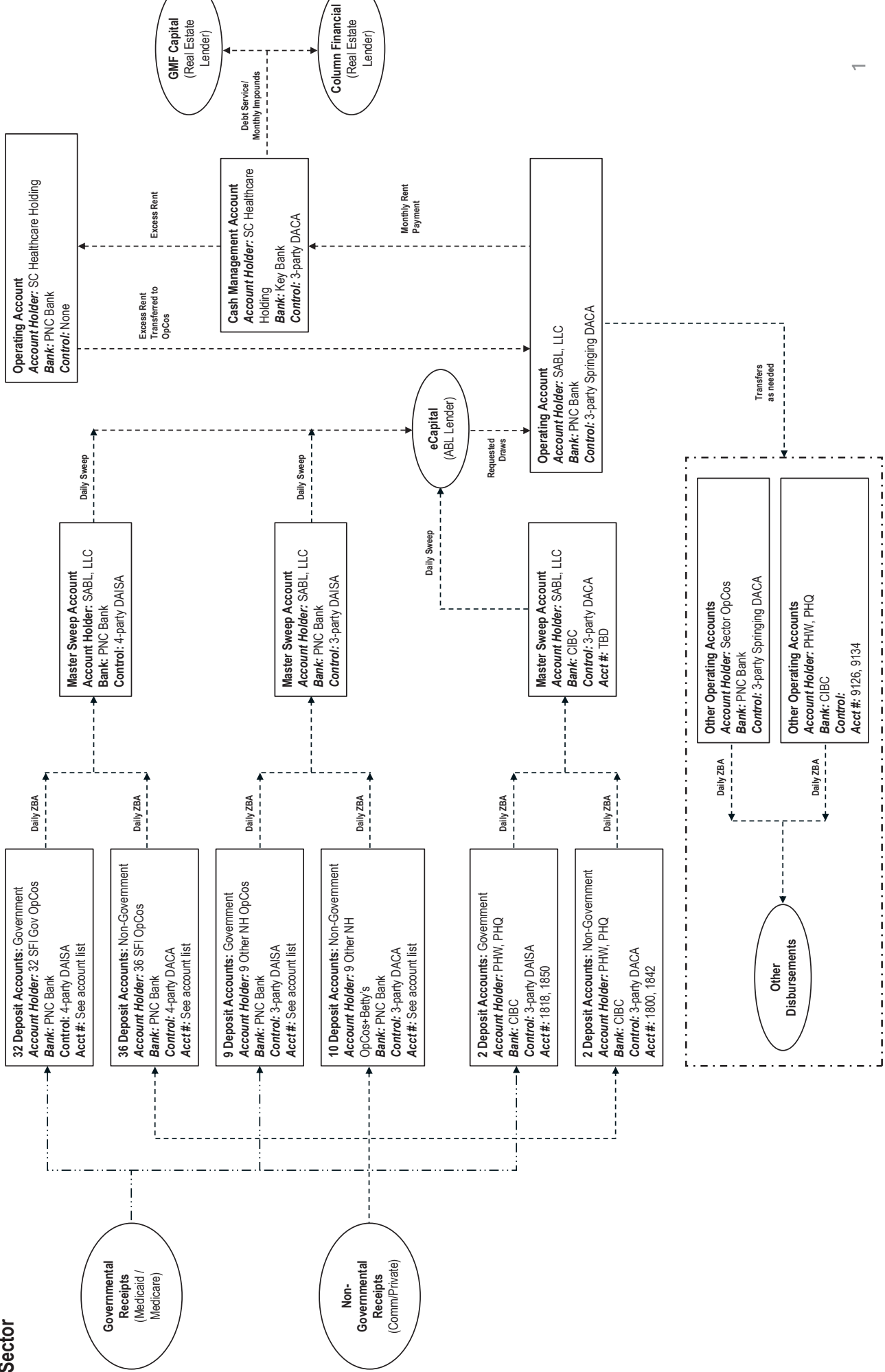


THOMAS M. HORAN
UNITED STATES BANKRUPTCY JUDGE

Schedule 1

Cash Flow Schematic

Sector



Xcaliber

