

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ROME DIVISION

IN RE:) CHAPTER 11
)
REGIONAL HOUSING & COMMUNITY) Jointly Administered Under
SERVICES CORP., et al.,) CASE NO. 21-41034-pwb
)
Debtors.)

NOTICE OF FILING AMENDMENT TO ASSET PURCHASE AGREEMENT
(THE GARDENS OF SAVANNAH)

COME NOW the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”)¹ by and through the undersigned counsel, and hereby file the Amendment to Asset Purchase Agreement (the “APA Amendment”) attached hereto as Exhibit 1 which reflects an amendment to the Title Insurer as defined in Section 3.2 of the Asset Purchase Agreement between RHCSC Savannah AL Holdings LLC and RHCSC Savannah Health Holdings LLC (collectively, the “Sellers”), on the one hand, and AGSL Assets, LLC (the “Buyer”) on the other hand.

This 26th day of February, 2025.

Respectfully submitted,

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SCROGGINS, WILLIAMSON & RAY, P.C.
/s/ Ashley R. Ray
J. ROBERT WILLIAMSON
Georgia Bar No. 765214
ASHLEY REYNOLDS RAY
Georgia Bar No. 601559

1 The Debtors in these Chapter 11 cases include: Regional Housing & Community Services Corporation, RHCSC Columbus AL Holdings LLC, RHCSC Columbus Health Holdings LLC, RHCSC Douglas AL Holdings LLC, RHCSC Douglas Health Holdings LLC, RHCSC Gainesville AL Holdings LLC, RHCSC Gainesville Health Holdings LLC, RHCSC Montgomery I AL Holdings LLC, RHCSC Montgomery I Health Holdings LLC, RHCSC Montgomery II AL Holdings LLC, RHCSC Montgomery II Health Holdings LLC, RHCSC Rome AL Holdings LLC, RHCSC Rome Health Holdings LLC, RHCSC Savannah AL Holdings LLC, RHCSC Savannah Health Holdings LLC, RHCSC Social Circle AL Holdings LLC, and RHCSC Social Circle Health Holdings LLC.

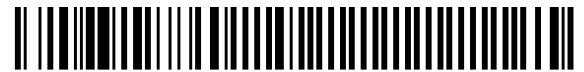


EXHIBIT 1

AMENDMENT TO ASSET PURCHASE AGREEMENT

THIS AMENDMENT TO ASSET PURCHASE AGREEMENT (this “**Amendment**”) is made and entered into this 18th day of February, 2025, by and between (i) AGSL Assets, LLC (“**Buyer**”) and (ii) RHCSC Savannah AL Holdings LLC and RHCSC Savannah Health Holdings LLC (together, the “**Sellers**” and collectively with the Buyer, the “**Parties**”). UMB Bank, N.A., serves as successor trustee (the “**Trustee**”) with respect to certain bonds (the “**Bonds**”) related to the Purchased Assets (as defined in the Agreement), and as directed by the holder of the Bonds, consents to and acknowledges the transactions contemplated by this Agreement.

PREMISES:

- A. Buyer and Seller entered into that certain Asset Purchase Agreement dated as of January 15, 2025, as amended (hereinafter referred to as the “**Agreement**”) for the purchase and sale of real property and related assets located at 249 Holland Drive Savannah, GA 31419, as more particularly described in the Agreement (the “**Property**”).
- B. Under the Agreement; the Title Insurer is Crown Title Corporation.
- C. Buyer and Seller have agreed to change the Title Insurer, under such terms as set forth herein.

AGREEMENT:

NOW THEREFORE, in consideration of the subject premises, and the mutual covenants contained in the Agreement and in this Amendment, the Parties covenants and agree as follows::

1. Capitalized Terms. All capitalized terms contained in this Amendment and not otherwise defined herein shall have the same meaning afforded to them in the Agreement.

2. Title Insurer. The Title Insurer as defined in Section 3.2 of the Agreement is hereby amended to mean Continental Land Title Company. All references in the Agreement to Section 3.2 shall mean such Section as amended by this Amendment, and all references to the “Title Insurer” in the Agreement shall mean Continental Land Title Company. The Parties hereby request Crown Title Corporation to immediately transfer any Deposit held to Title Insurer as defined herein.

3. Notice. Any correspondence or Notice to Title Insurer should be directed to Title Insurer at the following address:

Continental Land Title Company
191 Peachtree Street NE, Ste. 2600
Atlanta, Georgia 30303
Attn: Ma’Kishia Anderson, Esq., Title Agency Manager
Email: makishia@cltitlecompany.com

4. Miscellaneous. For purposes of executing this Amendment and any subsequent amendments to the Agreement, a document signed and transmitted by facsimile machine, PDF or other electronic means shall be treated as an original document and any such signature shall be treated as an original signature. This Amendment may be signed in any number of identical counterparts, each of which shall be deemed to be an original hereof, and all of which together shall constitute the Amendment.

5. Ratification. Except as expressly amended herein, all of the terms and conditions of the Agreement remain in full force and effect and are hereby ratified and affirmed by the parties.

IN WITNESS WHEREOF, the parties hereto have executed under seal this Amendment the year and date set forth above.

BUYER:

AGSI ASSETS, LLC

By: JD Singh
Name: Jasdeep Singh
Title: Authorized Signatory

SELLERS:

RHCSG Savannah AL Holdings LLC

By: Katie S. Goodman
Name: Katie S. Goodman
Title: Chief Restructuring Officer

RHCSG Savannah Health Holdings LLC

By: Katie S. Goodman
Name: Katie S. Goodman
Title: Chief Restructuring Officer

ACKNOWLEDGED BY THE TRUSTEE:

UMB Bank N.A., as Trustee

By: Mark Heer
Name: Mark Heer
Title: Senior Vice President

CERTIFICATE OF SERVICE

This is to certify that on this date a true and correct copy of the within and foregoing **Notice of Filing Amendment to Asset Purchase Agreement (The Gardens of Savannah)** was served by the Court's CM/ECF system on all counsel of record registered in this case through CM/ECF.

This 26th day of February, 2025.

Respectfully submitted,

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Counsel for the Debtors