

Trinitee G. Green (SBN 24081320)
Polsinelli PC
2950 N. Harwood, Suite 2100
Dallas, Texas 75201
Telephone: (214) 397-0030
Facsimile: (214) 397-0033
tggreen@polsinelli.com

Jeremy R. Johnson (Admitted *Pro Hac Vice*)
Polsinelli PC
600 3rd Avenue, 42nd Floor
New York, New York 10016
Telephone: (212) 684-0199
Facsimile: (212) 684-0197
jeremy.johnson@polsinelli.com

Counsel to Debtors and Debtors in Possession

J. Frasher Murphy (SBN 24013214)
Thomas J. Zavala (SBN 24116265)
Haynes and Boone, LLP
2323 Victory Avenue, Suite 700
Dallas, TX 75219
Telephone: (214) 651-5000
frasher.murphy@haynesboone.com
tom.zavala@haynesboone.com

Daniel S. Bleck (Admitted *Pro Hac Vice*)
Eric Blythe (Admitted *Pro Hac Vice*)
Kaitlin R. Walsh (Admitted *Pro Hac Vice*)
Mintz, Levin, Cohn, Ferris, Glovsky, and Popeo, PC
One Financial Center
Boston, MA 02111
Telephone: (617) 546-6000
dsbleck@mintz.com
erblythe@mintz.com
krwalsh@mintz.com

Counsel to UMB Bank, N.A. as Trustee and DIP Lender

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

Northwest Senior Housing Corporation, *et al.*,¹

Debtors.

Chapter 11

Case No. 22-30659 (MVL)

(Jointly Administered)

**NOTICE OF HEARING REGARDING (I) CONFIRMATION OF THE
THIRD AMENDED PLAN OF REORGANIZATION OF THE PLAN SPONSORS
DATED DECEMBER 19, 2022; (II) APPROVAL OF THE SALE TRANSACTION;
AND (III) RELATED VOTING AND OBJECTION DEADLINES**

PLEASE TAKE NOTICE THAT on December 19, 2022, Northwest Senior Housing Corporation and its affiliated debtor (collectively, the “**Debtors**”) in the above-captioned chapter 11

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Northwest Senior Housing Corporation (1278) and Senior Quality Lifestyles Corporation (2669). The Debtors’ mailing address is 8523 Thackery Street, Dallas, Texas 75225.



cases (the “**Chapter 11 Cases**”) and UMB Bank, N.A., in its capacity as successor bond trustee and master trustee for the Original Bonds (together, the “**Trustee**”) and in its capacity as lender under the DIP Credit Agreement (the “**DIP Lender**” and, together with the Trustee, the “**Initial Plan Sponsors**” and collectively with the Debtors, the “**Plan Sponsors**”) filed the (i) *Third Amended Plan of Reorganization of the Plan Sponsors Dated December 19, 2022* [Docket No. 933] (together with all the schedules and exhibits thereto, and each as amended, modified or supplemented from time to time, the “**Plan**”) and (ii) *Third Amended Disclosure Statement for the Plan of Reorganization of the Plan Sponsors Dated December 19, 2022* [Docket No. 934] (together with all the schedules and exhibits thereto, and each as amended, modified or supplemented from time to time, the “**Disclosure Statement**”). The Plan is supported by the Plan Sponsors, Lifespace Communities, Inc. (“**Lifespace**”), and the official committee of unsecured creditors (the “**Committee**”).

PLEASE TAKE FURTHER NOTICE THAT on November 2, 2022, the Initial Plan Sponsors filed the *Motion of Trustee and DIP Lender for Entry of an Order (I) Authorizing and Approving the Bidding Procedures; (II) Authorizing and Approving the Stalking Horse Asset Purchase Agreement; (III) Approving Procedures Related to the Assumption of Certain Executory Contracts and Unexpired Leases; (IV) Scheduling Combined Confirmation and Sale Hearing; and (V) Granting Related Relief* [Docket No. 755] (the “**Sale Motion**”);

PLEASE TAKE FURTHER NOTICE THAT on December 6, 2022, the Initial Plan Sponsors filed the *Notice of Filing Revised and Supplemental Documents in Support of Motion of Trustee and DIP Lender for Entry of an Order (I) Authorizing and Approving the Bidding Procedures; (II) Authorizing and Approving the Stalking Horse Asset Purchase Agreement; (III) Approving Procedures Related to the Assumption of Certain Executory Contracts and Unexpired Leases; (IV) Scheduling Combined Confirmation and Sale Hearing; and (V) Granting Related Relief* [Docket No. 872] (the “**Sale Documents**”);

PLEASE TAKE FURTHER NOTICE THAT on December 19, 2022, the United States Bankruptcy Court for the Northern District of Texas (the “**Bankruptcy Court**”) entered its order [Docket No. 936] (the “**Disclosure Statement Order**”) approving the Disclosure Statement, and on December 20, 2022 the Bankruptcy Court entered its order [Docket No. 946] (the “**Bidding Procedures Order**”) approving the bidding procedures set forth in the Sale Motion and the Sale Documents;²

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan, and approval of the sale of substantially all of the Debtors’ assets pursuant to the terms of the Plan (the “**Confirmation and Sale Hearing**”) will commence on **January 26, 2023 at 9:30 a.m. prevailing Central Time** before the Honorable Michelle V. Larson, in the Bankruptcy Court located at 1100 Commerce St., 14th Flr. Courtroom #2 Dallas, TX 75242. The Confirmation and Sale Hearing will be conducted in a hybrid format. Thus, you may participate in-person or via Webex. If you wish to participate remotely, you may do so by video or telephone via the Court’s WebEx platform). **For WebEx Video**

² Important information and deadlines related to the proposed marketing and sale of the Debtors’ assets pursuant to the Plan are set forth in the Sale Motion and the Sale Documents, which should be reviewed together with the Plan by all parties in interest.

Participation/Attendance: Link: <https://us-courts.webex.com/meet/larson>. **For WebEx Telephonic Only Participation/Attendance:** Dial-In: 1.650.479.3207, Access code: 160 135 6015.

PLEASE BE ADVISED: THE CONFIRMATION AND SALE HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE COURT OR THE PLAN SPONSORS **WITHOUT FURTHER NOTICE** OTHER THAN BY SUCH ADJOURNMENT BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED WITH THE COURT AND SERVED ON ALL PARTIES ENTITLED TO NOTICE.

CRITICAL INFORMATION REGARDING VOTING ON THE PLAN

Voting Record Date. The voting record date is **December 15, 2022** (the “**Voting Record Date**”), which is the date for determining which holders of Claims and Interests are entitled to vote on the Plan.

Voting Deadline. The deadline for voting on the Plan **January 20, 2023, at 4:00 p.m. prevailing Central Time** (the “**Voting Deadline**”). If you received a Solicitation Package including a Ballot and intend to vote on the Plan, you **must**: (a) follow the instructions carefully; (b) complete **all** of the required information on the Ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is **actually received** by Kurtzman Carson Consultants LLC (the “**Voting Agent**”) on or before the Voting Deadline. *A failure to follow such instructions may disqualify your vote.*

CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN

SECTION 8 OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS THAT WILL BECOME EFFECTIVE IF THE PLAN IS CONFIRMED. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER SUCH PROVISIONS UNDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

IF YOU DO NOT AGREE TO SUCH PROVISIONS AND DO NOT WISH TO BE A RELEASING PARTY, AS DEFINED BY THE PLAN, YOU MUST TAKE ACTION BY FILLING OUT AND TIMELY SUBMITTING A FORM TO “OPT-OUT” OF SUCH RELEASES AND RELATED PLAN PROVISIONS.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE VOTING AGENT.

Plan Objection Deadline. The deadline for filing objections to the Plan is **January 20, 2023 at 4:00 p.m. prevailing Central Time** (the “**Plan Objection Deadline**”). All objections to the relief sought at the Confirmation and Sale Hearing **must**: (a) be in writing; (b) comply with the Bankruptcy Rules, the Local Rules, and any applicable orders of the Court; (c) set forth the name

of the objector and the nature and amount of any Claim or Interest asserted by the objector against or in the Debtors' Estates; (d) state, with particularity, the legal and factual bases for the objection and, if practicable, a proposed modification to the Plan that would resolve such objection; and (e) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before the Plan Objection Deadline: (i) counsel for the Debtors, Polsinelli PC, 2950 N. Harwood, Suite 2100, Dallas, TX 75201, Attn: Trinitee G. Green and 600 3rd Avenue, 42nd Floor, New York, NY 10016, Attn: Jeremy R. Johnson; (ii) counsel for Lifespace Communities, Inc., Cooley LLP, 110 North Upper Wacker Drive, Suite 4200, Chicago, Illinois 60606, Attn: Eric E. Walker; (iii) counsel for UMB Bank, N.A., Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., One Financial Center, Boston, Massachusetts 02111, Attn: Daniel Bleck, Eric Blythe and Kaitlin Walsh; (iv) counsel for the Committee, Foley & Lardner, 2021 McKinney Avenue, Ste. 1600, Dallas, Texas 75201, Attn: Stephen A. McCartin, Thomas C. Scannell, and Mark C. Moore; (v) the Office of the United States Trustee, 1100 Commerce St, Room 976, Dallas, Texas 75242-1699, Attn: Lisa Lambert; and (vi) such other parties as the Court may order.

ADDITIONAL INFORMATION

Obtaining Solicitation Materials. The materials in the Solicitation Package(s) with respect to the Plan are intended to be self-explanatory. If you should have any questions or if you would like to obtain additional solicitation materials (or paper copies of solicitation materials if you received an electronic version), please feel free to contact the Voting Agent by: (a) calling (866) 967-0269 (toll free) or +1 (310) 751-2669 (international); (b) writing to Northwest Senior Housing Corporation Solicitation, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; or (c) emailing at EdgemereInfo@kccllc.com with a reference to "Edgemere" in the subject line. You may also obtain such information for free by visiting the case website at <http://www.kccllc.net/edgemere> or for a fee via PACER at <http://www.txnb.uscourts.gov>. Please be advised that the Voting Agent is authorized to answer questions about, and provide additional copies of, solicitation materials, but may not advise you as to whether you should vote to accept or reject the Plan.

The Plan Supplement. The Plan Sponsors will file the Plan Supplement (as defined in the Plan) on or before **January 13, 2023** and will serve notice on all holders of Claims and Interests entitled to vote on the Plan, which will: (a) inform parties of the filing of the Plan Supplement; (b) list the information contained in the Plan Supplement; and (c) explain how parties may obtain copies of the Plan Supplement.

Lifespace's Financial Information. Financial information with respect to Lifespace is available on the bankruptcy case website maintained by KCC, the claims, solicitation and tabulation agent in these Chapter 11 Cases. The information may be accessed for free by visiting the Debtors' bankruptcy case website at <https://www.kccllc.net/edgemere> and selecting the "Lifespace Financials" tab on the home page. In addition, parties in interest may request a copy of the Master Trust Indenture (as defined in the Lifespace Settlement and Contribution Agreement) by contacting the Voting Agent. Additionally, parties may contact the undersigned to request a copy of the Master Trust Indenture.

BINDING NATURE OF THE PLAN:

IF CONFIRMED, THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE CONFIRMED PLAN, HAS FILED A PROOF OF CLAIM IN THE CHAPTER 11 CASES, FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN, OR VOTED TO REJECT THE PLAN.

Dated: December 20, 2022
Dallas, Texas

POLSINELLI PC

/s/ Trinitee G. Green
Trinitee G. Green (SBN 24081320)
2950 N. Harwood, Suite 2100
Dallas, Texas 75201
Telephone: (214) 397-0030
Facsimile: (214) 397-0033
tggreen@polsinelli.com

– and –

Jeremy R. Johnson (Admitted *Pro Hac Vice*)
600 3rd Avenue, 42nd Floor
New York, New York 10016
Telephone: (212) 684-0199
Facsimile: (212) 684-0197
jeremy.johnson@polsinelli.com

Counsel to the Debtors and Debtors in Possession

HAYNES AND BOONE, LLP

/s/ J. Frasher Murphy
J. Frasher Murphy
State Bar No. 24013214
Thomas J. Zavala
State Bar No. 24116265
2323 Victory Avenue, Suite 700
Dallas, TX 75219
Telephone: (214) 651-5000
frasher.murphy@haynesboone.com
tom.zavala@haynesboone.com

– and –

**MINTZ, LEVIN, COHN, FERRIS,
GLOVSKY, AND POPEO, PC**

Daniel S. Bleck (Admitted *Pro Hac Vice*)
Eric Blythe (Admitted *Pro Hac Vice*)
Kaitlin R. Walsh (Admitted *Pro Hac Vice*)
One Financial Center
Boston, MA 02111
Telephone: (617) 546-6000
dsbleck@mintz.com
erblythe@mintz.com
krwalsh@mintz.com

Counsel to UMB Bank, N.A. as Trustee and DIP Lender