Case 22-30659-mvl11 Doc 1008 Filed 01/06/23 Entered 01/06/23 22:55:53 Dec Main Document Payer Uto Docket #1008 Date Filed: 01/06/2023

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

In re:

Chapter 11

Northwest Senior Housing Corporation, et al.¹

Case No. 22-30659 (MVL)

Debtors.

(Jointly Administered)

AFFIDAVIT OF PUBLICATION OF THE 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

This Affidavit of Publication includes the sworn statement verifying that the *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 was published and incorporated by reference herein as follows:

- 1. In *The New York Times National Edition* on December 28, 2022, attached hereto as **Exhibit A**.
- 2. In *The Dallas Morning News* on December 29, 2022, attached hereto as **Exhibit B**.

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.



Exhibit A



PROOF OF PUBLICATION

December 28, 2022

Sworn to me this 28th day of

620 8th Avenue New York, NY 10018 nytimes.com

Ellen Herb

December, 2022

Notary Public

Ellen Herb Notary Public, State of New York No. 01 HE 61 63785 Qualified in New York County Commission Expires April 2, 2023 I, Larnyce Tabron, in my capacity as a Principal Clerk of the Publisher of The New York Times, a daily newspaper of general circulation printed and published in the City, County, and State of New York, hereby certify that the advertisement annexed hereto was published in the editions of The New York Times on the following date or dates, to wit on.

12/28/2022, NYT, pg B3

IN THE UNITED STATES BANKRUPTCY COURT E NORTHERN DISTRICT OF TEXAS, DALLAS DI ORTHERN DISTRICT OF LEASE, west Senior Housing aration, et al., 1 Dubtars. (Jointly Administered)

Debtors. (Jointly Administered) OF HEARING REGARDING (I) CONFIRMATION HIRD AMENDED PLAN OF REORGANIZATION LAN SPONSORS DATED DECEMBER 19, 2022; ROVAL OF THE SALE TRANSACTION; AND (III) TED VOTING AND OBJECTION DEADLINES DTICE THAT on December 19, 2022, North oration and its affiliated debtor (collectively one-captioned chapter 11 cases (the "Chapte K, N.A., in its capacity as successor bond trustee Original Bonds (together, the "Trustee") and and in its hird Amendeo Phan τ 19, 2022 [Docket re, the "Plan") and

19, 2022 [D AKE FURTHER NOTICE THAT on No

URLER NOTCE THAT on Document 4, 2022 (International Control Co on 1; TAKE FURTHER NOTICE THAT on December 6, 2022, the Sponsors filed the Notice of Filing Revised and Supplemental reperct cores; (IP) Scheduling combined Confirmation and Schet Hearing (V) Scotianty Bolderick Berleff Davit Has 25(Her Sale Documents 7); PLASE TAKE FURTHER NOTICE THAT on December 19, 2022, United States Bankparty Court 1° the Northem Olisticat of Texas "Bankparty Court") entered is order [Davites No. 936] (the Scotians Statement Order") approvide Buckdows Costaement, and December 22, 2022 the Bankparty Court entered its order [Davite (C) cost Entertained Policitation Configuration Configuration Configuration 20(c) cost Entertained Policitation Configuration Configuration Configuration 20(c) cost Entertained Policitation Configuration Configuration 20(c) cost Entertained Policitation Configuration Configuration Configuration Configuration 20(c) cost Entertained Policitation Configuration Configura

ourt entered its order [Docket ler") approving the bidding re Sale Documents:² T the h TAKE FURTHER NOTICE THAT the hei nsider Confirmation of the Plan, and and ing at which the to the ter he Bankruptcy Court located #2 Dallas, TX 75242. The Co and Sale

orm). For WebEx Video Attendance: Link: https://us-co VebEx Telephonic Only Parti 179 3207 Access code: 160 135/601 n: 1.650,479,3207,Access code: 1601356015. <u>EASE BE ADVISED:</u> THE CONFIRMATION AND SALE HEARING MAY NTINUED FROM TIME TO TIME BY THE COURT OR THE PLAN SPONSORS IOUT EURTHER NOTICE OTHER THAN BY SUCH ADJOURNMENT A NINDUNCED IN OPEN COURT ON BY A NOTICE OF ADJOURNMENT

e. The voting record date ate"), which is the date prests are entitled to vote of the deadline for vote of J Package including a Ballot and intend to a) follow the instructions carefully; (b) com-irmation on the Ballot; and (c) execute and according to and as set forth in detail in the ON REGARDING OBJECTING TO THE PLAN

ONSTHATWILL BECOME EFFECTIVE IF THE PLAN IS DU ARE ADVISED TO REVIEW AND CONSIDER SUCH IE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT

HIS NOTICE IS BEING SENT TO YOU FOR INFORM IF YOU HAVE QUESTIONS WITH RESPECT TO YOU OR ABOUT ANYTHING STATED HEREIN OR IFYC ADDITIONAL INFORMATION, CONTACT Plan Objection Deadline, The deadline Plan is January 20, 2023 at 4:00 p.m. prev "Plan Objection Deadline," All objections for formation and Sala laviance must for his to: Confirmation and Sale Hearing **must**: (a) be in Bankruptcy Rules, the Local Rules, and any apj (c) set forth the name of the objector and the

ADDITIONAL INFOR FURTHER NOTICE THAT on Ilovember 2, 2020, the son stied the Matinuo of Tauter and Die Conder facility papening the Soliday House Asset Pachade Agreement and U's Gaussip Heading House Conditional Agreement papening the Soliday House Asset Pachade Agreement papen Asset Pa by visiting the case e via PACER at http loting Agent is aut -1 conies of solicit

The Plan Suppl Supplement (as defined Supplement (as dening a will serve notice on all holders of Claims and the Plan, which will (a) inform parties of the % list the information contained in the Plan Supplement (a) the plan Su

how parties may obtain copies of the Plan Supp Lifespace's Financial Information. with respect to Lifespace is available on the maintained by KCC, the claims, solicitation and maintained by KCC, the claims, solicitation and Chapter 11 Ca Debtors' bank ing the "Li

BINDING NATURE OF THE PLAN: BIND ALL HOLDERS OF CLAIMS A EXTENT PERMITTED BY APPLICA R WILL RECEIVE

L**P**, <u>Is/ J. Frasher Murphy</u>, J. Fra nas J.Zavala, State Bar No.2411 haynesboone.com.tom.zavala@haynesboone. COHN. FERRIS. GLOVSKY, AND POPEO PC. Da

the Debtors' assets pursuant to the Plan are set f f the Sale Documents, which should be reviewed all particle interests

Larnyce Tabron

Clean Energy Goals Are Pitting Google **Against Utilities**

FROM FIRST BUSINESS PAGE fastest-growing regions. And Google's battle in the region, where it has a major concentration of data centers, raises a question that applies to the energy transition everywhere: Is what's good for a few companies good for all?

At the heart of their campaign, Google and its tech giant allies want to dismantle a decades-old regulatory system in the Southeast that allows a handful of utilities to generate and sell the region's electricity — and replace it with a market in which many companies can compete to do so.

Such markets exist in some form in much of the country, but the Southeastern utilities are staunchly defending the status quo. Senior utility executives contend that their system better insulates consumers from spikes in prices of commodities like natural gas, promotes reliability and supports the long-term investments needed to develop clean-power technologies.

"We absolutely are superior in every regard to those markets over time," Thomas A. Fanning, chief executive of Southern Company, Georgia Power's parent company, said in an interview.

A Revolution Avoided

Most electricity in the United States was long generated and distributed by heavily regulated monopoly utilities in each state. But just before the start of this century, lawmakers and regulators, arguing that competition would bring efficiencies, made it possible to set up power markets and end the dominance of the utilities - a revolution that bypassed the Southeast.

Google and others contend that the markets have brought cost savings, innovation and the capital needed to increase clean power generation from wind and solar. The most recent move toward a form of power market, in a group of Western states, has saved nearly \$3 billion since 2014, according to the market operator.

Self-interest also plays a role: In power markets, large companies can strike deals with independent producers that give them more leeway to bargain on price and secure more clean energy.

Google entered a landmark deal last year to provide clean power to its data centers in Virginia, which is in a sprawling market called PJM.

Now supporters of the approach have an opportunity to usurp the utilities in the Southeast. South Carolina passed a law in 2020 to explore setting up a power market, a move considered remarkable because of the influence the utilities have in state capitals; similar legislation failed to advance in North Carolina last vear.

Tom Davis, a Republican state senator in South Carolina who spearheaded the bill, said the current regulatory system financially rewarded utilities even when they messed up. "It's not incentivizing them to go out there and try to find somebody who's built a better mousetrap and can generate power more cheaply," he said.

Setting up a power market within South Carolina is one option, but Caroline Golin, Google's global head of energy market development and policy, went further at a legislative hearing in July, raising the possibility of South Carolina's breaking out of the Southeast utility system and joining PJM.

We can be a model for the rest of the region, and actually be a model for the rest of the country," she said.

Markets and Renewables

The big utilities in the Southeast are now building more solar projects, but those pushing for a market in the region say it's not enough.

In the region, the proposed solar projects' generating capacity is equivalent to just over a fourth of total capacity, which is far below the 80 percent for PJM, according to an analysis by Tyler Norris, a senior executive at Cypress Creek Renewables, a solar company, and a special adviser in the Energy Department during the Obama administration.

"Project developers are attracted to open wholesale electricity markets with price transparency, independent oversight and the ability to trade with multiple potential customers," Mr. Norris said.

To show how markets can stoke



Google, Meta, Microsoft and Apple have made eliminating their carbon emissions a prominent corporate goal, one that runs up against regional utilities.

the growth of renewables, supporters sometimes point to Texas, whose power market, ERCOT, is one of the least regulated in the country. Last year, wind power accounted for nearly 23 percent of Texas' generation, up from 8 percent in 2011.

Critics say the Texas market system led to much of the fragility that caused power outages during the winter storm that was responsible for over 200 deaths in 2021. But others note that ERCOT was structurally isolated from neighboring power markets, preventing it from drawing power from those areas when plants in the ERCOT market froze up in the storm

In addition, some experts question the degree to which markets drive the growth of renewables, saying certain states' geography and weather lend themselves to wind and solar power. With its vast and gusty unpopulated spaces, Texas is naturally set up for wind power.

"We happen to have seen more wind and solar in areas where markets have been deregulated." said Severin Borenstein, a professor of business administration and public policy at the University of California, Berkeley, who spe-

cializes in the economics of renewable energy. "But I think that's more of a geographic and political phenomenon than a market phenomenon."

And in the Southeast there is evidence that government mandates can do more than markets to promote the growth of renewables.

In North Carolina, where lawmakers have long pushed the development of solar energy, the power source made up 7.6 percent of net generation last year, according to an analysis of Energy Information Administration data by the Institute for Energy Economics and Financial Analysis, well above the national average and double the share in neighboring Virginia, in a market.

"We expect North Carolina to continue to be a leading state for solar," said Erin Culbert, a spokeswoman for Duke Energy, which is a major utility operator in the Southeast.

A Question of Reliability

One criticism of regulated utilities that lack market competition is that they are rewarded for building unneeded generating capacity because it increases the base on which rates are set. Ms. Golin said

a market would remove that incentive and cut costs without affecting the system's resilience under stress, based on Google's experience in areas with power mar-

But executives at the Southeast utilities say their reserve capacity contributes to their higher scores in a national assessment of reliability - an increasing concern as climate change produces more extreme weather events.

And they say one of the biggest failings of power markets is that they don't support the operation and building of nuclear plants, which, the executives say, will provide uninterrupted carbonfree energy that will shore up the reliability of their grids as more intermittent renewable energy is introduced. The revenue streams in the more regulated system provide the financial stability to support nuclear plants, they contend.

"We're the only utility building a nuclear plant in America," Mr. Fanning, the Southern chief executive, said. "Couldn't have built it in PJM or ERCOT.'

There have been cost overruns and delays on Southern's nuclear project, in Georgia, and a South Carolina project was shelved after the two utilities developing it went far over budget - problems that Mr. Davis, the state senator, said the regulatory system encouraged by allowing utilities to assume that ratepayers would inevitably provide a backstop.

But the nuclear plants in operation are giving the region some of the highest carbon-free scores in the country. Over 60 percent of South Carolina's generation was carbon-free in 2021, most of it from nuclear plants, compared with 35 percent in Texas, according to the analysis by the Institute for Energy Economics and Financial Analvsis.

Google includes electricity derived from nuclear plants as clean energy when calculating the carbon-free scores of its data centers, which mostly appear cleaner in the Southeast than in Texas' power market.

"There's a disconnect between Google relying on clean nuclear power for their data centers while pushing for markets that have all but stopped the construction of nuclear everywhere they've been implemented," said Mark W. Nelson, managing director of Radiant Energy Group, an energy consultancy. "What's fastest and cheapest for Google is not necessarily best for society long term."

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The Bull-and-Bear Case for 2023: Looking for Optimism in Gloom

By BERNHARD WARNER

Tech stocks, Treasury bills, cryptocurrencies, real estate. The great market sell-off of 2022 has been indiscriminate, wiping trillions off the stock market capitalization of risky and not-sorisky assets, and taking a huge bite out of average investors' retirement plans.

Despite the carnage, many investors are sticking with their beaten-down stock portfolios as they head into the new year. "There doesn't seem to be a lot of people, despite the drawdowns, who are saying, 'Hey, the pain has been awful," Lisa Shalett, chief investment officer at Morgan Stanley Wealth Management, told DealBook. "And the reason is, because all things considered, they're still up 50 percent since the start of the pandemic.

Ms. Shalett doesn't see much evidence that the broader stock market is due for a rebound any time soon, but she's not writing off 2023 either.

Morgan Stanley has a 2023 price target of 3,900 for the S&P 500 and expects the benchmark index to flatline over the next 12 months. (The S&P closed at 3,844 on Dec. 23, down roughly 20 percent this year.)

Still, Wall Street as a whole hasn't been so divided about the prospects for the next year since the global financial crisis, reflecting deep uncertainty over U.S. monetary policy, corporate profits and a wider debate about whether the world's biggest economy will fall into recession. The average forecast expects the S&P 500 to end 2023 at 4,009, according to Bloomberg, the most bearish outlook since 1999. But the predictions range from a low of 3,400 to as high as 4,500, representing "the widest dispersion since 2009," Ms. Shalett pointed out.

"There's always uncertainty in forecasts. But you know, many times you have a good gauge of where you are with policy, where you are in the profit cycle, where you are in terms of valuation," she said. "As we head into 2023, it's been our opinion that all of those things are in flux."

The bull case

At the upper end of forecasts is



Wall Street is divided, reflecting deep uncertainty over monetary policy, corporate profits and whether the U.S. will fall into recession.

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Bankim Chadha, chief U.S. equity and global strategist at Deutsche Bank, who sees the S&P 500 closing out 2023 17 percent higher than last Friday's market close

It will be a choppy ride to hit that 4,500 price target, however. Mr. Chadha predicts the market will rally through the first quarter (led by a rebound in tech and financial stocks), followed by a big midyear drop, only for stocks to bounce back and return to their 2023 highs by the end of December.

It's not a completely boldfaced call. Deutsche Bank sees a mild recession arriving by the third quarter of next year. The downturn will affect most consumers, home-sellers and, ultimately, corporate profits - but it will only last a few quarters before some semblance of growth returns.

All eyes on the Fed

What could lift markets next year is a shift by the Fed. If the U.S. central bank starts to tap the brakes on rate increases in 2023, stocks could rally. (Many bulls on Wall Street believe the Fed will

cut rates in the latter half of the year as inflation eases, despite zero indication from Jay Powell, the Fed chair, that it will do any such thing.)

Rob Dent and Aichi Amemiya, economists at Nomura, see another factor influencing Fed policy in 2023: politics. The Biden administration has been largely quiet throughout 2022 as the central bank raised the prime lending rate to a target range of 4.25 to 4.5 percent from essentially zero a year ago. That silence could come to an abrupt end, particularly if aggressive monetary policy forces employers to cut jobs.

"The criticism from Congress will likely intensify next year as job losses start," the economists wrote in a recent investor note. "Powell's hawkish commentary so far has been easier to maintain in an environment with historically low unemployment rates, but that will likely become more difficult once the labor market deteriorates. His semiannual testimony before Congress in February will likely be contentious."

Conflicting signals for the year ahead

For those who believe in holiday miracles, the last trading week of the year has historically been a winner for stocks. "The Santa rally," as Wall Street veterans call it, covers the seven trading days that follow Christmas when the S&P 500 typically outperforms

its historical rolling seven-day average. The most bullish see the Santa rally as an indicator of future returns well into the new year

The glass-half-full scenario: There are a few whales still buying stocks. Corporations executed a record \$1 trillion worth of share buybacks this year, according to Goldman Sachs.

The glass-half-empty view: Corporations won't keep up that pace next year, Goldman added.

Ms. Shalett of Morgan Stanley also predicts a dud of a year for stocks. But unlike many of her peers, she sees the U.S. avoiding recession, as resilient consumers continue spending and companies reinvest to keep the economy growing just enough to avoid a slowdown. "The implication of that is inflation is higher for longer, and the Fed is higher for longer," she added, which explains why stocks will be under pressure as corporate profits slump by 10 to 15 percent.

But there are cases for optimism. Ms. Shalett is advising clients to consider Treasury bills and value stocks that carry high dividends. She also expects emerging market economies, such as India and Brazil, to outperform, helped by a weaker dollar and a gradual easing of energy and food prices in 2023.

Grading Wall Street's ability to see into the future

How did Wall Street's predictions turn out in 2022? Mixed. At the start of the year, analysts on average saw the S&P 500 climbing to 4,950. They missed badly.

The problem: Almost nobody saw inflation rising to a 40-yearhigh, and that the Fed, in turn, would respond with a succession of jumbo interest rate increases to raise borrowing costs to their highest level since 2007.

Wall Street did a better job predicting corporate earnings. Analysts saw earnings per share for the S&P 500 as a whole coming in at \$221 at year-end, and it looks like they'll be within 1 to 2 percent of that call.

But even that doesn't tell the full story. Corporations were forced to raise prices this year, and that may be why so many of them achieved their profit target,

or came so close to doing so, Tom Porcelli, chief U.S. economist at RBC Capital Markets, pointed out in a recent investor note. On a real return basis, which takes

inflation into account, corporate profits looked less impressive.

"We just don't see a real catalyst for growth to bounce back," he added.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF TEXAS, DALLAS DIVISION In re: Northwest Senior Housing Corporation, et al.,1

Chapter 11 Case No. 22-30659 (MVL) (Jointly Administered) Debtors. NOTICE OF HEARING REGARDING (I) CONFIRMATION OF THE THIRD AMENDED PLAN OF REORGANIZATION 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 cases (the "Chapter 11 Cases") and UMB Bank, N.A., in its capacity as successor bond trustee and Cases' and offine and, in A., in Its capacity as successor bound trusteer and master trusteer for the Original Book (sogehter, the **Trustee**? and in its capacity as lender under the DIP Credit Agreement (the **'DIP Lender**' and, together with the Trustee, the **'Tinitial Plan Sponsors**' and collectively with the Debtors, the **'Plan Sponsors**' Ited the (1) *Third Amended Plan of Reorganization of the Plan Sponsors Toted 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 an Sponsors Dated December 19, 2022 [Docket No. 934] (together with al 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

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 (1) Authorizing and Approving the Bidding Procedures; (II) Authorizing and Approving the Stalking Horse Asset Purchase Agreement; (II) 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 November 2, 2022, the

and a reading, and (r) stanting hearder hearing at which the "Bankruptcy Court" of the Norther 10 Security Court entered its order [Docket No. 35] (the "Bankruptcy Court") entered its order [Docket No. 35] (the "Bankruptcy Court") entered its order [Docket No. 35] (the "Bankruptcy Court") entered its order [Docket No. 35] (the "Bankruptcy Court") entered its order [Docket No. 35] (the "Bankruptcy Court") entered its order [Docket No. 35] (the "Bankruptcy Court") entered its order [Docket No. 35] (the "Bankruptcy Court") entered its order [Docket No. 35] (the "Bankruptcy Court") entered its order [Docket No. 35] (the "Bankruptcy Court") entered its order [Docket No. 35] (the "Bankruptcy Court") entered its order [Docket No. 35] (the "Bankruptcy Court") entered its order [Docket No. 35] (the "Bankruptcy Court") entered its order [Docket No. 36] (the "Bankruptcy Court") entered its order [Docket No. 36] (the "Bankruptcy Court") entered its order [Docket No. 36] (the "Bankruptcy Court") entered its order [Docket No. 36] (the "Bankruptcy Court") entered its order [Docket No. 36] (the "Bankruptcy Court") entered its order [Docket No. 36] (the "Bankruptcy Court") entered its order [Docket No. 36] (the "Bankruptcy Court") entered its order [Docket No. 36] (the "Bankruptcy Court") entered its order [Docket No. 36] (the "Bankruptcy Court") entered its order [Docket No. 36] (the "Bankruptcy Court") entered its order [Docket No. 36] (the "Bankruptcy Court") entered its order [Docket No. 36] (the "Bankruptcy Court") entered its order [Docket No. 36] (the "Bankruptcy Court") entered its order [Docket No. 36] (the second proved and the Sale Pocuments;") entered its order [Docket No. 36] (the "Bankruptcy Court") entered its order [Docket No. 36] (the "Bankruptcy Court") entered its order [Docket No. 36] (the "Bankruptcy Court") entered its order [Docket No. 36] (the "Bankruptcy Court") entered its order [Docket No. 36] (the "Bankruptcy Court") entered its order [Docket No. 36] (the "Bankruptcy Court") entered its

Court will consider Confirmation of the Plan, and approval of the sale o 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 Participation/Attendance: Link: https://us-courts.webex.com/meet larson. For WebEx Telephonic Only Participation/Attendance DiaHn:1.650.479.3207,Access code:1601356015.

PLEASE BE ADVISED: THE CONFIRMATION AND SALE HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE COURT OR THE PLAN SPONSORS

BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT HILED 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 dealdline 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 Balot and intend to vote on the Plan, you must: (a) follow the instructions carefully. (b) com-plete 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. SECTION SOFTHE PLAN CONTINNS RELASE, EXCULPATION, AND INJUNCTION PROVISIONS THATWILL BECOME EFFECTIVE IF THE PLAN SECTION BOTHE PLAN CONTINNS RELASE, EXCULPATION, AND INJUNCTION PROVISIONS THATWILL BECOME EFFECTIVE IF THE PLAN IS CONFIRMED. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDERS UCH PROVISIONS UNDET HE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BEAFFECTED THEREUNDER.

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 <u>MUST</u> TAKE ACTION BY FILLING OUT AND TIMELY SUBMITTING A FORM TO "<u>OPT-OUT</u>" OF SUCH RELEASES AND RELATED PLAN PROVISIONS.

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

ORABOUT ANYTHINGS TATED HEREIN ORIFYOU WOULD LIKE TO OBTAIN ADDITIONALINFORMATION, (OTIACTIFIEVOTING 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 Confirmation and Sale Hearing must: (a) be in writing; (b) comply with the Bankruptor Rules; the Local Rules; and any applicable orders of the Court; (c) set forth the name of the objector against or in the Debtor? 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, Polismell IPC, 2950 NI Harvood. Suite 2100, Dallas; XT 27201, Attra: Timites G. Green and 6003 rd Avenue, 42nd Floor, New York, NY 10016, Attra: Eric, E. Walker; (ii) coursel for UMB Bank, NA, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, PC, One Financial Center, Boston, Massachusetts 02111, Attra: Daniel Bleck, Eric Bythe and Kaitlin Walsh; (iv) coursel for the Committe; Floge & Latarder, 2021 MKtinner, Soton, Massachusetts 02111, Attra: Daniel Bleck, Eric Bythe and Kaitlin Walsh; (iv) counsel for the Committe; Floge Kater, 2021 MKtinner, Soton, Massachusetts 02111, Attra: Daniel Bleck, Eric Bythe and Kaitlin Walsh; (iv) counsel for 100 Konmerce St, Room 976, Dallas, reas 75242-1699, Attra: Lisa Lambert; and (iv) such other 976, Dallas, reas 75242-1699, Attra: Lisa Lambert; and (iv) such other Parties as the Court mayorder. ADDITIONAL INFORMATION

parties as the Court may order. <u>ADDITIONAL INFORMATION</u> 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 (interna tional); (b) writing to Northwest Senior Housing Corporation Solicitation c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite

The advised that the Volting Argent's adultation 22ed values of upstation advise of and provide additional copies of solicitation materials, but may not advise if you as to whether you should vote to accept or reject the Plan. The Plan Supplement. The Plan Sponsors will file the Plan Argent and the Plan is a solicitation materials, but may advise it will also a new plane and the Plan is and Interests entitled to vote on the Plan, which will (a) inform parties of the filing of the Plan Supplement, to (c) explain the way attras may obtain copies of the Plan Supplement, and (c) explain the way attras may obtain copies of the Plan Supplement, and (c) explain the way attras may obtain copies of the Plan Supplement.
Utilifespace's Financial Information. Financial information with respect to Lifespace is available on the bankruptcy case website maintained by KC, the claims, solicitation and tabulation agent in these floater 11 Cases. The information may be accessed for free by visiting the Debtor's bankruptcy case vebsite at https://www.kckll.encet/degmeret ad selecting the "Lifespace Settlement and Contribution Agreement] estimation the Lifespace Settlement and Contribution Agreement underspined to request a copy of the Master Trust Indenture.
BINDING NATURE OF THE PLAN: FLOONFIRMED, THE PLAN SHALL

Undersigned to request a copy of the Waster flust indenture. BINDING ANTURE OF THE PLAN: IF CONFIRMEND, THE PLAN SHALL BINDIALI HOLDERS OF CLAIMS AND INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY RROPERTY OR INTERESTIN PROPERTY UNDER THE CONFIRMED PLAN, HAS FILED A PROOF OF CLAIMIN THE CANFERT ICASES, FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN, OR VOTED TO REJECT THE PLAN.

Dated: December 20, 2022, Dallas, Texas, **POLSINELLI P**C, <u>/s/ Trinitee G</u> <u>Green</u>, Trinitee G. Green (SBN 24081320), 2950 N. Harwood, Suite 2100 Dallas, Texas 75201, Telephone: (214) 397-0030, Facsimile: (214) 397-0032 Datas J, teka J 240', interprinte: Ly 1937-030', manual Li 19 397-033; <u>togreen@polsinelli.com</u> and -Jeremy R.Johnson (Admitted PD Hac Vice), 600 3rd Avenue, 42nd Floor, New York, New York 10016, Fleephone: (212) 684-0199, Facsimile: (212) 684-0197, jeremy.johnson@podsinelli. com, Counsel to the Debtors and Debtors in Possession and HAVNES AND BOONE, LLP, *J Frasher Murphy*, J. Frasher Murphy, State Bar No. (2012) 11, January L 2010, Excel Pathy Oli (2016) 12312 (2 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-tional Contemportation of the Contemportation 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, <u>dsbleck@mintz.com</u>, <u>erblythe@mintz.com</u>, <u>krwalsh@mintz.com</u>, Counsel to UMB Bank, N.A. as Trustee and DIP Lender

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

Important information and deadlines related to the proposed market ² Important mormation and dedumes related to the proposed market-ing 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.

Exhibit B

AFFIDAVIT OF PUBLICATION

STATE OF TEXAS

COUNTY OF DALLAS

Before me, a Notary Public in and for Dallas County, this day personally appeared Mert Tezkol, advertising Representative for The Dallas Morning News, being duly sworn by oath, states the attached advertisement of

Case No. 22-30659 (MVL) AD# 1840211 was published in The Dallas Morning News

DATE PUBLISHED December 29, 2022



Mert Tezkol

December 29, 2022

Rebucca & Jyplot

(Notary Public)

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IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF TEXAS, DALLAS DIVISION In re: Northwest Senior Housing Chapter 11

Case No. 22-30659 (MVL) Corporation, et al.,1 Debtors. (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 cases (the "Chapter 11 Cases") and UMB Bank, N.A., in captioned chapter 11 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 Plana Sponsors" and collectively with the Debtors, the "Plan Sponsors") field the (1) 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 (1) Third Amended Disclosure Statement for the Plan of Reorganization of the Plan Sponsors Dated December 10, 2021 Theorem No. 2021 (teorether with all the schedules and exhibits and the plan Sponsors Dated December 19, 2022 [Docket No. 394] (together with all the schedules and exhibits becember 19, 2022 [Docket No. 394] (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 Sporos, Lifespace Communities, Inc. ("Lifespace"), and the official committee of unsecured creditors (the?committee). "Committoo

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 (1) 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 Plar 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 Model of Insize and brieze lande that and you motive (1) Additionaling under Apploining and Bidding Proceedures; (1) Authorising and Approving the Salaking Hose Asset Purchase Agreement; (111) Approving Procedures Related to the Assumption of Certain Executory Contracts and Unexpired Leases; (11) Scheduling Combined Confirmation and Sale Hearing; and (V) Granting Related Relief [Docket No.872] (the "Sale Documents");

Hearing;and (/) GrainingRelated Relief[Docket Mo.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 for thin the Sale Motion and the Sale Documents". 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 hefore the Monorable Withelle V. Larson, in the Bankruptcy Court Courted

Time before the Honorable Michelle V. Larson, in the Bankruptcy Court located at 1100 Commerce St., 14th Fir. 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 and constraints of the courts webs: platform). <u>For Web5x Video Participation</u>/ <u>Attendance</u>: Link: https://us-courts.webs.com/meet/larson. <u>For Web5x</u> <u>Felephonic Only Participation/Attendance</u>: Dial-In: 1.650.479.3207, Access <u>video Constraints</u> (Section 1997).

PLEASE BE ADVISED: THE CONFIRMATION AND SALE HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE COURT OR THE PLAN SPONSORS <u>WITHOUT</u> 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

ONALL PARTIES ENTITLE DTO 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; for follow the instructions carefully: (b) complete *all* 0 fthe required information on the Ballot: and (*i* events and entry our completed Rallot according to and as set forth Ballot; and (c) execute and return your completed Ballot according to and as set forth

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 Nurtzman* Carson Consultants LLC (the "Voting Agent") on or before the Voting Deadline. A failure to follow such instructions may disqualify your vote. <u>CRITCALINFORMATION RECARDING COBJECTING TO THE PLAN</u> SECTION 8 OFTHE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS THAT WILL BECOME EFFECTIVE IF THE PLANIS CONFIRMED. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER SUCH PROVISIONS UNDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER. LEVILION OF A CREET GALLER ADDING AND 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 "<u>OPT-OUT</u>" OF SUCH RELEASES AND RELATED PLAN PROVISIONS. THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE OUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREINOR IFYOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT HE 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 and a constraint of the Court (c) set for the court (c) set for the man 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. In proceedings appropriate mountainer our rain rain ware ware and reserve service) and 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) coursel for the Debtors, Polsinelli PC, 2950 N, Harwood, Suite 2100, Dallas, TX 7520 J, Attr. Trinitee G. Green and 600 3rd Avenue, 42nd Floor, New Viol, NY 10016, Attr. Jeremy R. Johnson; (ii) counsel for Lifespace Communities, Inc., Cooley LLP, 110 North Upper Wacker Drive, Suite 4200, Chicago, Illinois 60606, Attr. Eric. E. Walker; (iii) counsel for UMB Bank, N.A., Mintz, Levin, Cohn, Ferris, Glovsky and Enc. E. vanker, (iii) Jourise for Umb Dain, A.E., whitz, Levin, Umir, Fertis, Suboxy and Popeo, P.C., One Financial Center Boston, Massachusetti X0:111, Artin: Dainel 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.

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 nata the Voting Agent by (a) a calling (866) 967-0269 (UII 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 refer by, it by the set of t rized to answer questions about, and provide additional copies of, solicitation materi-

als, but may not advise you as to whether you should vote to acceptor 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's Hinancial information. Hinancial information with respect to Lifespace is available on the bankruptic case website maintained by KC, the claims, solicitation and tabulation agent in these Chapter 11 Cases. The information may be accessed for free by visiting the Debtors' bankruptic case website at <u>https://www. Kccll.net/cdgemere</u> 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 Torus Indenture. the Master Trust Indenture

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tork, new tork tor b, elemptone: (212) 684–0199; radstimite; (212) 684–0199; jettiny, iphnsom@polisitellicom, Coursel to the Debtors and Debtors in Possession and-HAYNES AND BOONE, LLP, <u>[s1], Irasher Murphy</u>, J. Frasher Murphy, State Bar No. 2013214, Thomas J. Zavala, State Bar No. 24116565, 2323 Victory Neurous, Suite 700, Dallas, TX 75219, Telephone: (214) 651-5000, frasher.murphi@haynesboone.com, tom.zavala@haynesboone.com and MINTZ, LEVIN, OHN, FERIS, GLOVSKY, AND POPEOPC, Daniel S, Bieck (Manitted ProHacVice), Jinte Financial Center, Boston, MAO 2111, Telephone: (617): 546-6000, dAthet/eleminatr.com, Mushabe. Telephone: (617) 546-6000, <u>dsbleck@mintz.com</u>, <u>erblythe@mintz.com</u>, <u>krwalsh@</u> <u>mintz.com</u>, Counsel to UMB Bank, N.A. as Trustee and DIP Lender

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