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*Counsel to Plan Sponsors*

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

In re:

Northwest Senior Housing Corporation, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 22-30659 (MVL)

(Jointly Administered)

**NOTICE OF HEARING TO CONSIDER APPROVAL OF  
(I) DISCLOSURE STATEMENT IN SUPPORT OF JOINT PLAN  
OF REORGANIZATION PROPOSED BY THE COMMITTEE AND THE  
DEBTORS AND RELATED SOLICITATION MATERIALS AND NOTICES,  
(II) DISCLOSURE STATEMENT IN SUPPORT OF PLAN OF REORGANIZATION  
PROPOSED BY TRUSTEE AND DIP LENDER AND RELATED SOLICITATION  
MATERIALS AND NOTICES, AND (III) BIDDING PROCEDURES, STALKING**

<sup>1</sup> 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.



**HORSE ASSET PURCHASE AGREEMENT AND RELATED NOTICES IN  
CONNECTION WITH THE PLAN PROPOSED BY TRUSTEE AND DIP LENDER**

**PLEASE TAKE NOTICE THAT** Northwest Senior Housing Corporation and its affiliated debtor (collectively, the “**Debtors**”) and the official committee of unsecured creditors (the “**Committee**”) in the above-captioned chapter 11 cases have filed: (i) the *Joint Plan of Reorganization Proposed by the Committee and the Debtors*, dated November 2, 2022 [Docket No. 750] (together with all the schedules and exhibits thereto, and each as amended, modified or supplemented from time to time, the “**Committee and Debtor Plan**”)<sup>2</sup> and (ii) the *Disclosure Statement in Support of the Joint Plan of Reorganization Proposed by the Committee and the Debtors* [Docket No. 751] (together with all the schedules and exhibits thereto, and each as may be amended, modified, or supplemented from time to time, the “**Committee and Debtor Disclosure Statement**”).

**PLEASE TAKE FURTHER NOTICE THAT** 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 a lender under the DIP Credit Agreement (the “**DIP Lender**,” and together with the Trustee, the “**Plan Sponsors**”) have filed (i) the *Plan of Reorganization of the Trustee and the DIP Lender Dated November 2, 2022* [Docket No. 752] (together with all the schedules and exhibits thereto, and each as amended, modified or supplemented from time to time, the “**Plan Sponsors’ Plan**”); (ii) the *Disclosure Statement for the Plan of Reorganization of the Trustee and DIP Lender Dated November 2, 2022* [Docket No. 753] (together with all the schedules and exhibits thereto, and each as may be amended, modified, or supplemented from time to time, the “**Plan Sponsors’ Disclosure Statement**”); (iii) the *Motion of the Trustee and DIP Lender for Entry of an Order Approving Disclosure Statement and Granting Related Relief*, dated November 2, 2022 [Docket No. 754] (the “**Plan Sponsors’ Disclosure Statement Motion**”) and (iv) 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*, dated November 2, 2022 [Docket No. 755] (the “**Bidding Procedures Motion**”).

**Each of the Debtors and the Committee on the one hand and the Plan Sponsors on the other have proposed their own plan of reorganization. As explained in the respective disclosure statements, Section 8 of each plan contains releases and related injunction and exculpation provisions, which will become effective if the applicable Plan is confirmed. You should carefully review each plan and the applicable releases, exculpation, injunction, and related provisions. If you do not agree to such provisions, you MUST take action to opt-out by filling out and timely submitting an “OPT-OUT FORM” for each plan that will be provided to all parties prior to the hearing to consider approval and confirmation of the Committee and Debtor Plan and the Plan Sponsors’ Plan which hearing is scheduled to be conducted on January 10, 2023 at 9:30 a.m. (prevailing Central Time).**

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<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the respective Disclosure Statement or the Plan, as applicable, or as the context otherwise requires.

**PLEASE TAKE FURTHER NOTICE THAT:**

1. A hearing (the “**Disclosure Statement Hearing**”) will be held before Judge Michelle V. Larson **November 30, 2022, at 1:30 p.m. (prevailing Central Time)**, to consider entry of an order, determining, among other things, that the Committee and Debtor Disclosure Statement and the Plan Sponsors’ Disclosure Statement each contain “adequate information” within the meaning ascribed to such term in Bankruptcy Code section 1125 and approving the Committee and Debtor Disclosure Statement and Plan Sponsors’ Disclosure Statement. Please be advised that the Disclosure Statement Hearing may be adjourned or continued from time to time by the Bankruptcy Court, the Debtors and the Committee or the Plan Sponsors without further notice other than as indicated in any notice or agenda of matters scheduled that is filed with the Bankruptcy Court or by being announced in open court. If the Disclosure Statement Hearing is continued with respect to either the Committee and Debtor Disclosure Statement or the Plan Sponsors’ Disclosure Statement, the applicable plan proponent will cause to be posted the new date and time of the Disclosure Statement Hearing at <https://kccllc.net/edgemere>. Each disclosure statement and plan may be modified, if necessary, in accordance with the Bankruptcy Code, the Bankruptcy Rules, and other applicable law, before, during, or as a result of the Disclosure Statement Hearing, without further notice to creditors or other parties in interest.

2. The Plan Sponsors’ Plan contemplates the sale of the Debtors’ assets subject to a marketing and sale process. Accordingly, at the Disclosure Statement Hearing, the Plan Sponsors will present their Bidding Procedures Motion, pursuant to which the Plan Sponsors will request Court approval for the sale process described therein.

3. You may participate in this hearing in-person or via Webex. (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:** Dial-In: 1.650.479.3207, Access code: 160 135 6015. A copy of the WebEx Hearing Instructions are attached hereto as Exhibit A.

4. Any party in interest wishing to obtain a copy of the (i) Committee and Debtor Disclosure Statement and Committee and Debtor Plan; (ii) Plan Sponsors’ Disclosure Statement and Plan Sponsors’ Plan; (iii) the Plan Sponsors’ Disclosure Statement Motion and/or (iv) the Plan Sponsors’ Bidding Procedures Motion (collectively, the “**Documents**”) should contact Kurtzman Carson Consultants LLC, (“**KCC**” or 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](mailto:EdgemereInfo@kccllc.com) with a reference to “Edgemere” in the subject line. Interested parties may also review these Documents free of charge at <http://www.kccllc.net/edgemere>.

5. In addition, the Documents are on file with the Bankruptcy Court and may be reviewed by accessing the Bankruptcy Court’s website: <http://www.txnb.uscourts.gov>. Note that a PACER password and login are needed to access documents on the Bankruptcy Court’s website. A PACER password can be obtained at: [www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov).

6. As required by the Bankruptcy Court's Order (I) Shortening Notice Periods with Respect to Disclosure Statements and Scheduled Disclosure Statement Hearing; (II) Establishing Objection Deadline; and (III) Granting Related Relief entered on November 2, 2022 [Docket No. 749], objections, if any, to approval of the (i) Committee and Debtor Disclosure Statement; (ii) Plan Sponsors' Disclosure Statement; and/or (iii) the Bidding Procedures must: (i) be in writing; (ii) conform to the Bankruptcy Rules and the Local Rules; (iii) set forth the name of the objecting party and the nature and amount of Claims or Interests held or asserted by such party against the Debtors' estates or property; (iv) provide the basis for objection and specific grounds thereof, and provide proposed language that, if accepted and incorporated by the respective plan proponents, would obviate such objection; and (v) be filed, together with proof of service, with the Bankruptcy Court, and served so that they are **actually received** by the following parties no later than **November 28, 2022 at 11:59 p.m. (prevailing Central Time)**: (i) counsel for the Debtors, Polsinelli PC, 2950 N. Harwood, Suite 2100, Dallas, TX 75201, Attn: Trinitee G. Green and Polsinelli PC, 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 Plan Sponsors, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., One Financial Center, Boston, Massachusetts 02111, Attn: Daniel Bleck and Eric Blythe; (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 Bankruptcy Court may order.

**7. IF AN OBJECTION TO THE DISCLOSURE STATEMENT(S) OR THE BIDDING PROCEDURE MOTION IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE COMMITTEE AND DEBTOR DISCLOSURE STATEMENT AND THE PLAN SPONSORS' DISCLOSURE STATEMENT OR THE ADEQUACY THEREOF AND THE BIDDING PROCEDURES MOTION AND MAY NOT BE HEARD AT THE DISCLOSURE STATEMENT HEARING.**

**8. THIS NOTICE IS NOT A SOLICITATION OF VOTES TO ACCEPT OR REJECT THE PLAN. VOTES ON EITHER LAN MAY NOT BE SOLICITED UNLESS AND UNTIL THE RESPECTIVE DISCLOSURE STATEMENT IS APPROVED BY AN ORDER OF THE BANKRUPTCY COURT.**

[Signatures on Following Page]

Dated: November 2, 2022  
Dallas, Texas

**HAYES AND BOONE, LLP**

/s/ J. Frasher Murphy

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– and –

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