

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 (TMH)

(Jointly Administered)

Obj. Deadline: May 15, 2024 at 4:00 pm (ET)

Hearing Date: May 22, 2024 at 10:00 am (ET)

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF SC HEALTHCARE HOLDING, LLC, *ET AL.* FOR ENTRY OF AN ORDER
AUTHORIZING THE EMPLOYMENT AND RETENTION OF GREENBERG
TRAURIG, LLP AS COUNSEL *NUNC PRO TUNC* TO APRIL 10, 2024**

The Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned chapter 11 cases (collectively, the “Cases”) of SC Healthcare Holding, LLC and its affiliated debtors and debtors in possession (collectively, the “Debtors”), submits this application (the “Application”) for entry of an Order, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), authorizing the retention and employment of the law firm of Greenberg Traurig, LLP (“Greenberg Traurig”), as counsel to the Committee, *nunc pro tunc* to April 10, 2024. The facts and circumstances supporting the Application are as set forth herein, in the Declaration of Nancy A. Peterman (the “Peterman Declaration”), attached hereto as **Exhibit B**, and in the Declaration of Jay D. Mitchell

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 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.



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(the “Mitchell Declaration”), attached hereto as **Exhibit C**. In further support of this Application, the Committee respectfully represents as follows:

JURISDICTION AND VENUE

1. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409 and, in accordance with Local Rule 9013-1(f), the Committee consents to the entry of a final order by the Court, to the extent it is later determined by the Court, that absent consent of the parties, it cannot enter final orders or judgments consistent with Article III of the United States Constitution. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014, 2016, and 5002, and Local Rule 2014-1.

BACKGROUND

3. On March 20, 2024 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief in this Court under chapter 11 of the Bankruptcy Code. The Debtors continue in possession of their properties and management of their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been requested or appointed in these Cases.

4. The Debtors’ Cases are being jointly administered for procedural purposes only, pursuant to an order the Court entered on March 22, 2024 [Docket No. 79].

5. On April 9, 2024, the United States Trustee appointed the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code [Docket No. 131]. On April 10, 2024, the Committee met, organized and selected Greenberg Traurig as its proposed counsel.

RELIEF REQUESTED

6. By this Application, the Committee respectfully requests that this Court enter an order authorizing the Committee to employ and retain Greenberg Traurig, as its counsel, pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, *nunc pro tunc* to April 10, 2024, to perform the services described below.

SCOPE OF EMPLOYMENT

7. Greenberg Traurig will be called upon to render the following services for the Committee:

- (a) advise the Committee with respect to its rights, duties, and powers in these Cases;
- (b) assist and advise the Committee in its consultations with the Debtors in connection with the administration of these Cases;
- (c) assist the Committee in its investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtors, operation of the Debtors' businesses and the desirability of continuing or selling such businesses and/or assets under Bankruptcy Code section 363, the formulation of a chapter 11 plan, and other matters relevant to these Cases;
- (d) assist the Committee in analyzing the claims of the Debtors' creditors and the Debtors' capital structure and in negotiating with holders of claims and equity interests, including analysis of possible objections to the nature, extent, validity, priority, amount, subordination, or avoidance of claims and/or transfers of property in consideration of such claims;
- (e) advise and represent the Committee in connection with matters generally arising in these Cases, including the obtaining of credit, the sale of assets, and the rejection or assumption of executory contracts and unexpired leases;
- (f) appear before this Court, and any other federal, state, or appellate court;
- (g) prepare, on behalf of the Committee, any pleadings, including without limitation, motions, memoranda, complaints, objections, and responses to any of the foregoing; and
- (h) perform such other legal services as may be required or are otherwise deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code, Bankruptcy Rules, or other applicable law.

8. Greenberg Traurig has coordinated and shall continue to coordinate its services with any other professionals that may be employed by the Committee, as appropriate, to minimize any possible duplication of work in these Cases.

9. Subject to the Court's approval of this Application, Greenberg Traurig has indicated that it is willing to serve as the Committee's counsel in these Cases and to perform the services described above.

**GREENBERG TRAURIG DOES NOT HOLD
OR REPRESENT ANY ADVERSE INTEREST**

10. As set forth in greater detail in the Peterman Declaration, Greenberg Traurig has completed a conflicts check on those names set forth on Exhibit 1 attached to the Peterman Declaration, provided to the Committee by the Debtors, which names include: (a) the Debtors and the Debtors' affiliates; (b) current officers, directors and senior management of the Debtors; (c) the Debtors' professionals and other known professionals in these Cases; (d) the Debtors' lenders and banking institutions, as well as lien parties and administrative agents; (e) the Office of the United States Trustee for the District of Delaware; (f) the Debtors' insurance providers; (g) the Bankruptcy Judges and District Court Judges in the District of Delaware; (h) the Debtors' utility providers; (i) the Debtors' suppliers, creditors and other vendors; (j) parties with whom the Debtors are engaged in current litigation; (k) the Non-Debtor affiliates; and (l) taxing authorities (collectively, the "Potentially Interested Parties"). Greenberg Traurig compared the names of the Potentially Interested Parties against a list of Greenberg Traurig's current and former engagements, clients and adverse parties (the "Client Database").

11. This inquiry revealed that Greenberg Traurig currently represents or has represented (i) certain of the Potentially Interested Parties and (ii) certain other parties who may be affiliates of or otherwise related to certain of the Potentially Interested Parties (collectively,

the “Matched Entities”). A listing of the Matched Entities (the “Client Match List”) is attached to the Peterman Declaration as Exhibit 2. Through the information generated from the above-mentioned computer inquiry, and to the extent necessary, through follow-up inquiries with Greenberg Traurig attorneys responsible for parties listed on the Client Match List, Greenberg Traurig determined that the representation of those parties concerned matters unrelated to the Debtors or these Cases.

12. To the best of the Committee’s knowledge, based upon the Peterman Declaration and except as set forth herein, Greenberg Traurig (a) does not hold or represent any interest adverse to the Debtors or their chapter 11 estates, their creditors, or any other party-in-interest and (b) is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code. Because Greenberg Traurig is a large firm with an international practice, the Committee is aware that Greenberg Traurig may represent, or may have represented, certain creditors of the Debtors’ estates or other parties-in-interest in matters unrelated to the Debtors or these Cases, which are disclosed in the Peterman Declaration.

13. Through a firm wide e-mail, Greenberg Traurig also solicited information from its attorneys to determine if any attorneys employed by Greenberg Traurig are related to any United States Bankruptcy Judges for the District of Delaware, including the Honorable Thomas M. Horan, the Bankruptcy Judge presiding over these Cases, the United States Trustee for Region 3, or any person employed in the Office of the United States Trustee for Region 3. Greenberg Traurig further solicited information from its attorneys to determine if any attorneys employed by Greenberg Traurig (i) are investors in any of the Debtors or (ii) were, within two years of the Petition Date, a director, officer, or employee of any of the Debtors. Paragraph 8 of the Peterman Declaration discloses those responses received to date.

14. If any further information in this regard is received, Greenberg Traurig will supplement the Peterman Declaration to the extent necessary.

COMPENSATION²

15. Section 328(a) of the Bankruptcy Code authorizes the employment of a professional person on any reasonable terms and conditions of employment, including on an hourly basis. *See* 11 U.S.C. § 328(a). Greenberg Traurig intends to apply for compensation for professional services rendered in connection with these Cases subject to the approval of this Court and in compliance with applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules and orders of this Court, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by Greenberg Traurig. A statement pursuant to Rule 2016 of the Bankruptcy Rules is incorporated herein by reference.

16. Greenberg Traurig intends to apply for compensation for professional services rendered in connection with these Cases subject to the approval of this Court and in compliance with applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules and orders of this Court, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by Greenberg Traurig. Greenberg Traurig has advised the Committee that the current hourly rates for Greenberg Traurig are in the following ranges:

Professional	Hourly Rate
Shareholders	\$650 – \$1,995
Of Counsel	\$500 – \$1,880
Associates	\$325 – \$1,155
Legal Assistants/Paralegals	\$150 – \$605

² Further information regarding Greenberg Traurig’s compliance with *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the “Revised UST Guidelines”) is set forth in the Peterman Declaration.

As an accommodation to the Committee, however, Greenberg Traurig has agreed to a fifteen percent (15%) discount for work performed by Greenberg Traurig on these Cases.

17. The Committee understands that the hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. The Committee believes that Greenberg Traurig has assembled a highly qualified team of professionals and paraprofessionals to provide services to the Committee during these Cases.

18. Greenberg Traurig has further explained to the Committee that the hourly rates set forth above are (a) set at a level designed to fairly compensate Greenberg Traurig for its work, (b) standard for work of this nature inside or outside bankruptcy and (c) remain subject to periodic, firm-wide adjustments in the ordinary course of Greenberg Traurig's business.

19. It is Greenberg Traurig's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telecopier, toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research, and transcription costs, as well as non-ordinary overhead expenses such as overtime for secretarial personnel and other staff. Greenberg Traurig will charge the Debtors' estates for these expenses in a manner and at rates consistent with charges made generally to Greenberg Traurig's clients outside of bankruptcy and the expense guidelines of the Office of the United States Trustee for Region 3. Greenberg Traurig believes that these expenses should be fairly charged to the clients incurring them rather than to increase the hourly rates and spread the expenses among all clients. In addition, Greenberg Traurig intends to seek compensation for all time and expenses associated with its retention in accordance with sections 330 and 331 of the Bankruptcy Code and any orders of this

Court, including the preparation of the Application, and related documents, as well as any monthly fee statements or interim or final fee applications.

20. Other than as set forth herein, there is no proposed arrangement to compensate Greenberg Traurig. Greenberg Traurig has not shared, nor agreed to share (a) any compensation it has received or may receive with any other party or person, other than with the shareholders, counsel and associates of Greenberg Traurig, or (b) any compensation another person or party has received or may receive.

**REQUEST FOR APPROVAL OF RETENTION OF
GREENBERG TRAURIG *NUNC PRO TUNC* TO APRIL 10, 2024**

21. The Committee requests that the approval of Greenberg Traurig's retention be approved *nunc pro tunc* to April 10, 2024. Due to the size and complexity of these Cases, the significant relief sought by the Debtors during the early stages of these Cases, and the overall expedited nature of the Cases, there was an immediate need for Greenberg Traurig to perform services for the Committee. The Committee has sought authorization to retain Greenberg Traurig as soon as reasonably practicable. The Committee submits that these circumstances warrant such approval. *See, e.g., F/S Airlease II, Inc. v. Simon (In re F/S Airlease II, Inc.)*, 844 F.2d 99, 103 (3d Cir. 1988); *In re Ark. Co.*, 789 F.2d 645, 650 (3d Cir. 1986); *Indian River Homes, Inc. v. Sussex Trust Co. (In re Indian River Homes, Inc.)*, 108 B.R. 46, 51 (D. Del. 1989).

NOTICE AND NO PRIOR APPLICATION

22. No prior Application for the relief sought in this Application has been made in this or any other court. Notice of this Application was provided to: (i) the Office of United States Trustee; (ii) the Debtors; (iii) counsel to the Debtors; (iv) the DIP Lender; (v) the Prepetition Lenders; and (vi) any party requesting notice pursuant to Bankruptcy Rule 2002 at

the time of service. The Committee submits that, given the nature of the relief requested, no further notice is necessary.

[Remainder of page intentionally left blank.]

CONCLUSION

WHEREFORE, based upon the foregoing, the Committee respectfully requests that the Court enter an order substantially in the form annexed hereto (a) granting this Application, (b) authorizing the Committee to retain and employ Greenberg Traurig as its counsel in these Cases, *nunc pro tunc* to April 10, 2024, and (c) granting such other and further relief as this Court may deem just and equitable.

Dated: May 1, 2024

**THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF SC
HEALTHCARE HOLDING, LLC, *ET AL.***

/s/ Jay D. Mitchell

Jay D. Mitchell, solely in his capacity as authorized representative for Lawrence Recruiting Specialists, Inc., Chairperson of the Official Committee of Unsecured Creditors of SC Healthcare Holding, LLC, *et al.*, and not in any other capacity

EXHIBIT A

Proposed Order

**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 (TMH)

(Jointly Administered)

Ref. Docket No. ____

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
GREENBERG TRAURIG, LLP AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS OF SC HEALTHCARE
HOLDING, LLC, *ET AL. NUNC PRO TUNC TO APRIL 10, 2024***

Upon the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases (the “Cases”) of SC Healthcare Holding, LLC, *et al.* (collectively, the “Debtors”) for entry of an Order, pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b), authorizing the retention and employment of Greenberg Traurig, LLP as counsel for the Committee, *nunc pro tunc* to April 10, 2024; and upon reviewing and considering the Application, the Peterman Declaration and the Mitchell Declaration; and it appearing that the Court has jurisdiction over the Application pursuant to 28 U.S.C. § 1334; and this being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A); and due and adequate notice of the Application having been given; and it appearing that no other or further notice need be given; and this Court having determined that based upon the representations in the Application and the Peterman

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 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 All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

Declaration, Greenberg Traurig neither holds nor represents any interest adverse to the Debtors' estates or their creditors, Greenberg Traurig is a disinterested person as that term is defined under section 101(14) of the Bankruptcy Code, and Greenberg Traurig's employment is in the best interests of the Debtors' estates and creditors; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application shall be, and hereby is, GRANTED as set forth herein.
2. The Committee is authorized to retain and employ Greenberg Traurig as counsel, pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, *nunc pro tunc* to April 10, 2024, to perform the services set forth in the Application.
3. Greenberg Traurig shall be compensated under the fee arrangement set forth in this Application and in accordance with sections 330 and 331 of the Bankruptcy Code, any applicable Bankruptcy Rules, Local Rules and any orders of this Court.
4. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application, Greenberg Traurig shall provide ten days' notice of any such increases to the Debtors, the U.S. Trustee, and the Committee. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and this Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.
5. Greenberg Traurig shall use its best efforts to avoid any duplication of services provided by any of the Committee's other retained professionals in the Cases.

6. Greenberg Traurig shall not seek reimbursement of fees or costs arising from the defense of any of Greenberg Traurig's fee applications in the Cases, except as and to the extent otherwise permitted under applicable law and the decisions of this Court.

7. The Committee and Greenberg Traurig are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

8. Greenberg Traurig shall comply in all respects with Local Rule 2016-1 and *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013*.

9. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Bankruptcy Local Rules are satisfied by the contents of the Application.

10. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall be immediately effective and enforceable upon its entry.

11. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

EXHIBIT B

Declaration of Nancy A. Peterman

**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 (TMH)

(Jointly Administered)

**DECLARATION OF NANCY A. PETERMAN IN SUPPORT OF THE
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF SC HEALTHCARE HOLDING, LLC, *ET AL.* FOR ENTRY OF AN ORDER
AUTHORIZING THE EMPLOYMENT AND RETENTION OF GREENBERG
TRAURIG, LLP AS COUNSEL *NUNC PRO TUNC* TO APRIL 10, 2024**

I, Nancy A. Peterman, being duly sworn, depose and say:

1. I am a Shareholder at the law firm of Greenberg Traurig, LLP (“Greenberg Traurig”), which maintains offices throughout the United States, including at 222 Delaware Avenue, Suite 1600, Wilmington, Delaware 19801. I am a member in good standing of the Bar of the State of Illinois and the Bar of the State of New York, and I have been admitted to practice in the United States District Court for the Northern District of Illinois. I submit this declaration (the “Peterman Declaration”) on behalf of Greenberg Traurig in support of the Application² of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases (the “Cases”) of SC Healthcare Holding, LLC, *et al.* (the “Debtors”), for entry of an Order, pursuant to sections 328(a) and 1103(a) of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules

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for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) authorizing the retention and employment of Greenberg Traurig, as counsel for the Committee, *nunc pro tunc* to April 10, 2024. Except as otherwise indicated herein, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.³

2. Pursuant to the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases* (the “Revised UST Guidelines”), Greenberg Traurig makes certain disclosures herein.

QUALIFICATIONS OF GREENBERG TRAURIG, LLP

3. Greenberg Traurig maintains an office for the practice of law in Wilmington, Delaware, where these Cases are pending and has extensive experience appearing before courts in this District. In addition, Greenberg Traurig has substantial experience representing committees in complex chapter 11 cases. Given the nature of these Cases, Greenberg Traurig has the resources and experience necessary to represent the Committee in these Cases.

GREENBERG TRAURIG’S LACK OF ADVERSE INTEREST

4. Except as disclosed herein, to the best of my knowledge and information after due inquiry, Greenberg Traurig has no connection with the Debtors, their creditors, any other party-in-interest herein or their respective attorneys or professionals and does not hold or represent any entity having an adverse interest in connection with these Cases. For so long as Greenberg Traurig represents the Committee, and absent further order of this Court, Greenberg Traurig will not represent any entity other than the Committee in connection with these Cases.

² Capitalized terms used herein but not otherwise defined shall have those meanings set forth in the Application.

5. As more fully described hereinafter, Greenberg Traurig maintains a computer client database (the “Client Database”) containing the names of Greenberg Traurig’s current and former clients and, where practical, the known affiliates of those clients. Greenberg Traurig maintains and systematically updates its Client Database in the ordinary course of business, and it is the regular practice of Greenberg Traurig to make and maintain these records. The Client Database maintained by Greenberg Traurig is designed to include every matter on which Greenberg Traurig is now or has been engaged, the entity by which Greenberg Traurig is now or has been engaged and, in each instance, the identity of related parties and adverse parties and the attorney at Greenberg Traurig that is knowledgeable about the matter. It is the policy of Greenberg Traurig that no new matter may be accepted or opened without completing and submitting to those charged with maintaining the Client Database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and related and adverse parties. Accordingly, the Client Database is regularly updated for every new matter undertaken by Greenberg Traurig.

6. In connection with preparing this Declaration, I caused to be submitted to, and checked against, that Client Database all those names set forth on **Exhibit 1** attached hereto, provided to the Committee by the Debtors, which names include: (a) the Debtors and the Debtors’ affiliates; (b) current officers, directors and senior management of the Debtors; (c) the Debtors’ professionals and other known professionals in these Cases; (d) the Debtors’ lenders and banking institutions, as well as lien parties and administrative agents; (e) the Office of the United States Trustee for the District of Delaware; (f) the Debtors’ insurance providers; (g) the Bankruptcy Judges and District Court Judges in the District of Delaware; (h) the Debtors’ utility

³ Certain of the disclosures herein relate to matters within the personal knowledge of other attorneys and staff at Greenberg Traurig and are based on information provided by them.

providers; (i) the Debtors' suppliers, creditors and other vendors; (j) parties with whom the Debtors are engaged in current litigation; (k) the Non-Debtor affiliates; and (l) taxing authorities (collectively, the "Potentially Interested Parties"). Greenberg Traurig compared the names of the Potentially Interested Parties against a list of Greenberg Traurig's current and former engagements, clients and adverse parties (the "Client Database").

7. This inquiry revealed that Greenberg Traurig currently represents or has represented (i) certain of the Potentially Interested Parties and (ii) certain other parties who may be affiliates of or otherwise related to certain of the Potentially Interested Parties (collectively, the "Matched Entities"). A listing of the Matched Entities (the "Client Match List") is attached hereto as **Exhibit 2**. Through the information generated from the above-mentioned computer inquiry, and to the extent necessary, through follow-up inquiries with Greenberg Traurig attorneys responsible for parties listed on the Client Match List, Greenberg Traurig determined that the representation of those parties concerned matters unrelated to the Debtors or these Cases.

8. Through a firm wide e-mail, I also solicited information from Greenberg Traurig's attorneys to determine if any attorneys employed by Greenberg Traurig are related to any United States Bankruptcy Judges for the District of Delaware, including the Honorable Thomas M. Horan, the Bankruptcy Judge presiding over these Cases, the United States Trustee for Region 3, or any person employed in the Office of the United States Trustee for Region 3. Greenberg Traurig further solicited information from its attorneys to determine if any attorneys employed by Greenberg Traurig (i) are investors in any of the Debtors or (ii) were, within two years of the Petition Date, a director, officer, or employee of any of the Debtors. I received the following response:

- Danny Duerdoth, an attorney in Greenberg Traurig's Chicago office who is working on this matter, was previously employed at the United States Bankruptcy Court for

the Northern District of Illinois in Chicago, Illinois at the same time as Rosa Sierra, trial attorney for the Office of the United States Trustee in these Cases, and Mr. Duerdoth and Ms. Sierra knew each other as acquaintances.

9. If any further information in this regard is received, Greenberg Traurig will supplement this Declaration as necessary.

10. As expected, with more than 3,000 lawyers internationally, Greenberg Traurig necessarily has connections with certain creditors and other parties-in-interest in these Cases. To the fullest extent possible, those connections as known or discovered to date are disclosed in this Declaration and/or **Exhibit 2** hereto. However, in addition to the connections disclosed herein and in **Exhibit 2**, Greenberg Traurig and certain of its shareholders, counsel and associates may have in the past represented, may currently represent, and likely in the future will represent parties-in-interest of the Debtors in connection with matters unrelated to the Debtors or these Cases. Moreover, Greenberg Traurig appears in many cases, proceedings, and transactions involving different attorneys, financial consultants and investment bankers, some of which may now or in the future represent the Debtors, the Potentially Interested Parties or other parties-in-interest in these Cases.

11. From time to time, Greenberg Traurig will review its disclosures in these Cases and in the event that additional material connections are discovered, Greenberg Traurig will disclose such information to the Court on notice to parties-in-interest and the United States Trustee.

12. None of Greenberg Traurig's representations of parties-in-interest in these Cases comprises a material component of Greenberg Traurig's practice, nor, except as disclosed herein, does it represent such parties on any issue relating to the Debtors or their estates. As in any complex chapter 11 cases, however, it may become necessary to pursue legal action against certain parties who appear on the Client Match List. The Committee may need to seek to retain

conflicts counsel to pursue such matters. Moreover, to the extent necessary and appropriate, Greenberg Traurig will implement an ethical wall, screening attorneys working on any such matters from interacting with attorneys working on this Cases.

13. Based on the foregoing and except as set forth herein, neither I, Greenberg Traurig, nor any shareholder, counsel, or associate thereof, insofar as I have been able to ascertain based on the information currently available to me, represents any interest adverse to the Debtors or their estates. To the best of my knowledge, information and belief, Greenberg Traurig is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code in that Greenberg Traurig, its shareholders, counsel and associates:

- (a) are not creditors, equity security holders or insiders of the Debtors;
- (b) are not and were not, within two (2) years before the date of the filing of the Debtors’ chapter 11 petitions, a director, officer, or employee of the Debtors; and
- (c) do not have an interest materially adverse to the interest of the estates or any class of creditors or equity security holders by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors or for any other reason.

SCOPE OF EMPLOYMENT

14. The Committee anticipates that Greenberg Traurig may render the following services in these Cases:

- (a) advise the Committee with respect to its rights, duties, and powers in these Cases;
- (b) assist and advise the Committee in its consultations with the Debtors in connection with the administration of these Cases;
- (c) assist the Committee in its investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtors, operation of the Debtors’ businesses and the desirability of continuing or selling such businesses and/or assets under Bankruptcy Code section 363, the formulation of a chapter 11 plan, and other matters relevant to these Cases;
- (d) assist the Committee in analyzing the claims of the Debtors’ creditors and the Debtors’ capital structure and in negotiating with holders of claims and equity interests, including analysis of possible objections to the nature, extent, validity, priority, amount, subordination, or avoidance of claims and/or transfers of property in consideration of such claims;

- (e) advise and represent the Committee in connection with matters generally arising in these Cases, including the obtaining of credit, the sale of assets, and the rejection or assumption of executory contracts and unexpired leases;
- (f) appear before this Court, and any other federal, state, or appellate court;
- (g) prepare, on behalf of the Committee, any pleadings, including without limitation, motions, memoranda, complaints, objections, and responses to any of the foregoing; and
- (h) perform such other legal services as may be required or are otherwise deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code, Bankruptcy Rules, or other applicable law.

PROFESSIONAL COMPENSATION

15. Greenberg Traurig intends to apply for compensation for professional services rendered in connection with these Cases subject to the approval of this Court and in compliance with applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules and orders of this Court, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by Greenberg Traurig. Greenberg Traurig has advised the Committee that the current hourly rates of Greenberg Traurig are in the following ranges:

Professional	Hourly Rate
Shareholders	\$650 – \$1,995
Of Counsel	\$500 – \$1,880
Associates	\$325 – \$1,155
Legal Assistants/Paralegals	\$150 – \$605

As an accommodation to the Committee, however, Greenberg Traurig has agreed to a fifteen percent (15%) discount for work performed by Greenberg Traurig on these Cases.

16. The Committee understands that the hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Greenberg Traurig has further explained to the Committee that the hourly rates set forth above are (a) set at a level designed to fairly compensate Greenberg Traurig for its work, (b) standard for work of this nature inside or outside bankruptcy and (c) remain subject to periodic, firm-wide adjustments in the ordinary

course of Greenberg Traurig's business.

17. It is Greenberg Traurig's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research, and transcription costs, as well as non-ordinary overhead expenses such as overtime for secretarial personnel and other staff. Greenberg Traurig will charge the Debtors' estates for these expenses in a manner and at rates consistent with charges made generally to Greenberg Traurig's clients outside of bankruptcy and the expense billing guidelines of the Office of the United States Trustee for Region 3. Greenberg Traurig believes that these expenses should be fairly charged to the clients incurring them rather than to increase the hourly rates and spread the expenses among all clients. In addition, Greenberg Traurig intends to seek compensation for all time and expenses associated with its retention in accordance with sections 330 and 331 of the Bankruptcy Code and any orders of this Court, including the preparation of the Application, and related documents, as well as any monthly fee statements or interim or final fee applications.

18. Pursuant to Part D.1 of the Revised UST Guidelines, Greenberg Traurig hereby provides the responses set forth below:

Questions Required by Part D1 of Revised UST Guidelines	Answer
Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?	Yes, Greenberg Traurig agreed to fifteen percent (15%) discount for work performed by Greenberg Traurig on these Cases.

Questions Required by Part D1 of Revised UST Guidelines	Answer
Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?	No.
If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and reasons for the difference	Greenberg Traurig was not selected to represent the Committee until after it was appointed by the United States Trustee on April 9, 2024, <i>i.e.</i> , post-petition. Greenberg Traurig's billing rates will likely increase at the beginning of 2025 from its rates in 2024, but its rates have not increased following the Petition Date.
Has your client approved your respective budget and staffing plan, and, if so, for what budget period?	The Committee and Greenberg Traurig expect to develop a prospective budget and staffing plan, recognizing that in the course of these Cases, there may be unforeseeable fees and expenses that will need to be addressed by the Committee and Greenberg Traurig.

19. Other than as set forth herein, there is no proposed arrangement to compensate Greenberg Traurig. Greenberg Traurig has not shared, nor agreed to share (a) any compensation it has received or may receive with any other party or person, other than with the shareholders, counsel and associates of Greenberg Traurig, or (b) any compensation another person or party has received or may receive.

**REQUEST FOR APPROVAL OF RETENTION OF
GREENBERG TRAURIG *NUNC PRO TUNC* TO APRIL 10, 2024**

20. For the reasons stated in the Application, Greenberg Traurig has requested, and the Committee has agreed, that Greenberg Traurig's retention be approved *nunc pro tunc* to April 10, 2024 in order to allow Greenberg Traurig to be compensated for the work it has

performed for the Committee since such date, but prior to the Court's consideration of the Application.

21. By reason of the foregoing, I believe Greenberg Traurig is eligible for employment and retention by the Committee pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code and the applicable Bankruptcy Rules.

22. Pursuant to 28 U.S.C. § 1746, I declare under the penalty of perjury that the foregoing is true and correct, to the best of my knowledge, information and belief, and after reasonable inquiry.

Dated: May 1, 2024

/s/ Nancy A. Peterman

Nancy A. Peterman, in her capacity
as a Shareholder of Greenberg Traurig, LLP

EXHIBIT 1

Potentially Interested Parties

Debtors

Aledo HCO, LLC (d/b/a Aledo
 Rehabilitation & Health Care Center)
 Aledo RE, LLC (d/b/a Aledo Rehabilitation
 & Health Care Center)
 Arcola HCO, LLC (d/b/a Arcola Health
 Care)
 Arcola RE, LLC (d/b/a Arcola Health Care)
 Aspen HCO, LLC (d/b/a Aspen Rehab &
 Health Care)
 Aspen RE, LLC (d/b/a Aspen Rehab &
 Health Care)
 Bement HCO, LLC (d/b/a Bement Health
 Care Center)
 Bement RE, LLC (d/b/a Bement Health
 Care Center)
 Betty's Garden HCO, LLC (d/b/a Betty's
 Garden Memory Care of Kewanee) Betty's
 Garden RE, LLC (d/b/a Betty's Garden
 Memory Care of Kewanee) Bradford AL
 RE, LLC (d/b/a Courtyard Estates of
 Bradford)
 Bushnell AL RE, LLC (d/b/a Courtyard
 Estates of Bushnell)
 Casey HCO, LLC (d/b/a Casey Health Care
 Center)
 Collinsville HCO, LLC (d/b/a Collinsville
 Rehabilitation & Health Care Center)
 Collinsville RE, LLC (d/b/a Collinsville
 Rehabilitation & Health Care Center) CYE
 Bradford HCO, LLC (d/b/a Courtyard
 Estates of Bradford)
 CYE Bushnell HCO, LLC (d/b/a Courtyard
 Estates of Bushnell)
 CYE Girard HCO, LLC (d/b/a Courtyard
 Estates of Girard)
 CYE Kewanee HCO, LLC (d/b/a Courtyard
 Estates of Kewanee)
 CYE Kewanee- PHC, Inc. (d/b/a Courtyard
 Estates of Kewanee)
 CYE Knoxville - PHC, Inc (d/b/a Courtyard
 Estates of Knoxville)
 CYE Knoxville HCO, LLC (d/b/a Courtyard
 Estates of Knoxville)

CYE Monmouth - PHC, Inc (d/b/a
 Courtyard Estates of Monmouth)
 CYE Monmouth HCO, LLC (d/b/a
 Courtyard Estates of Monmouth)
 CYE Sullivan HCO, LLC (d/b/a Courtyard
 Estates of Sullivan)
 CYE Walcott HCO, LLC (d/b/a Courtyard
 Estates of Walcott)
 CYV Kewanee AL RE, LLC (d/b/a
 Courtyard Village of Kewanee)
 Decatur HCO, LLC (d/b/a Decatur
 Rehabilitation & Health Care Center)
 Decatur RE, LLC (d/b/a Decatur
 Rehabilitation & Health Care Center)
 Eastview HCO, LLC (d/b/a Eastview
 Terrace)
 Eastview RE, LLC (d/b/a Eastview Terrace)
 Effingham HCO, LLC (d/b/a Effingham
 Rehabilitation & Health Care Center)
 Effingham RE, LLC (d/b/a Effingham
 Rehabilitation & Health Care Center)
 El Paso - PHC, Inc (d/b/a El Paso Health
 Care Center)
 El Paso HCC, LLC (d/b/a El Paso Health
 Care Center)
 El Paso HCO, LLC (d/b/a El Paso Health
 Care Center)
 Flanagan - PHC, Inc. (d/b/a Flanagan
 Rehabilitation & Health Care Center)
 Flanagan HCC, LLC (d/b/a Flanagan
 Rehabilitation & Health Care Center)
 Flanagan HCO, LLC (d/b/a Flanagan
 Rehabilitation & Health Care Center)
 Havana HCO, LLC (d/b/a Havana Health
 Care Center)
 Havana RE, LLC (d/b/a Havana Health Care
 Center)
 Jonesboro, LLC (d/b/a Jonesboro
 Rehabilitation & Health Care Center)
 Kewanee AL, LLC (d/b/a Courtyard Estates
 of Kewanee)
 Kewanee HCO, LLC (d/b/a Kewanee Care
 Home)
 Kewanee, LLC (d/b/a Kewanee Care Home)

Knoxville & Pennsylvania, LLC
 Knoxville AL, LLC (d/b/a Courtyard Estates of Knoxville)
 Lebanon HCO, LLC (d/b/a Lebanon Care Center)
 Lebanon RE, LLC (d/b/a Lebanon Care Center)
 Legacy PHC, Inc. (d/b/a Legacy Estates of Monmouth)
 Legacy Estates AL, LLC (d/b/a Legacy Estates of Monmouth)
 Legacy HCO, LLC (d/b/a Legacy Estates of Monmouth)
 Macomb, LLC (d/b/a Countryview Care Center of Macomb)
 Marigold – PHC, Inc. (d/b/a Marigold Rehabilitation & Health Care Center)
 Marigold HCC, LLC (d/b/a Marigold Rehabilitation & Health Care Center)
 Marigold HCO, LLC (d/b/a Marigold Rehabilitation & Health Care Center)
 MBP Partner, LLC
 McLeansboro HCO, LLC (d/b/a McLeansboro Rehabilitation & Health Care Center)
 McLeansboro RE, LLC (d/b/a McLeansboro Rehabilitation & Health Care Center)
 Midwest Health Operations, LLC (d/b/a Cornerstone Rehabilitation & Health Care Center; Sauk Valley Senior Living & Rehabilitation Center; Shawanee Rose Care; and CenterRock River Gardens)
 Midwest Health Properties, LLC (d/b/a Cornerstone Rehabilitation & Health Care Center; Sauk Valley Senior Living & Rehabilitation Center; Shawanee Rose Care; and CenterRock River Gardens)
 Monmouth AL, LLC (d/b/a Courtyard Estates of Monmouth)
 North Aurora HCO, LLC (d/b/a North Aurora Care Center)
 North Aurora, LLC (d/b/a North Aurora Care Center)
 Petersen 23, LLC (d/b/a Palm Terrace of Mattoon)

Petersen 25, LLC (d/b/a Casey Health Care Center)
 Petersen 26, LLC (d/b/a Flora Rehabilitation & Health Care Center)
 Petersen 27, LLC (d/b/a Toulon Rehabilitation & Health Care Center)
 Petersen 29, LLC (d/b/a Mt. Vernon Health Care Center)
 Petersen 30, LLC (d/b/a White Oak Rehabilitation & Health Care Center)
 Petersen Farmer City, LLC (d/b/a Farmer City Rehab & Health Care)
 Petersen Health & Wellness, LLC (d/b/a Enfield Rehabilitation & Health Care Center; Rock Falls Rehabilitation & Health Care Center; and Newman Rehabilitation & Health Care Center)
 Petersen Health Business, LLC (d/b/a Sandwich Rehabilitation & Health Care Center)
 Petersen Health Care - Farmer City, LLC (d/b/a Farmer City Rehab & Health Care)
 Petersen Health Care - Illini, LLC (d/b/a Illini Heritage Rehab & Health Care)
 Petersen Health Care - Roseville, LLC (d/b/a Roseville Rehabilitation & Health Care)
 Petersen Health Care II, Inc. (d/b/a Simple Blessings)
 Petersen Health Care III, LLC
 Petersen Health Care Management, LLC
 Petersen Health Care V, LLC
 Petersen Health Care VII, LLC
 Petersen Health Care VIII, LLC
 Petersen Health Care X, LLC (d/b/a Flora Gardens Care Center; Nokomis Rehabilitation & Health Care Center; Rochelle Gardens Care Center; Rochelle Rehabilitation & Health Care Center; Whispering Oaks Care Center; and Willow Rose Rehab & Health Care)
 Petersen Health Care XI, LLC (d/b/a Sandwich Rehabilitation & Health Care Center)
 Petersen Health Care XIII, LLC (d/b/a Rock Falls Rehabilitation & Health Care Center)
 Petersen Health Care, Inc. (d/b/a

Countryview Terrace; Courtyard Estates of Canton; and Riverview Estates of Havana)
 Petersen Health Enterprises, LLC (d/b/a Sheldon Health Care Center)
 Petersen Health Group, LLC
 Petersen Health Network, LLC (d/b/a Flora Gardens Care Center; Nokomis Rehabilitation & Health Care Center; Rochelle Gardens Care Center; Rochelle Rehabilitation & Health Care Center; Whispering Oaks Care Center; and Willow Rose Rehab & Health Care)
 Petersen Health Properties, LLC (d/b/a Countryview Care of Macomb; Jonesboro Rehabilitation & Health Care Center; and South Elgin Rehabilitation & Health Care Center)
 Petersen Health Quality, LLC (d/b/a Countryview Terrace)
 Petersen Health Systems, Inc. (d/b/a Courtyard Estates of Herscher; Courtyard Estates of Farmington; Courtyard Estates of Galva; and Courtyard Estates of Green Valley)
 Petersen Management Company, LLC (d/b/a Flora Rehabilitation & Health Care Center; Palm Terrace of Mattoon; Flora Rehabilitation & Health Care Center; Toulon Rehabilitation & Health Care Center; Mt. Vernon Health Care Center; and White Oak Rehabilitation & Health Care Center)
 Petersen MT, LLC
 Petersen MT3, LLC
 Petersen Roseville, LLC (d/b/a Roseville Rehabilitation & Health Care Center)
 Piper HCO, LLC (d/b/a Piper City Rehab & Living Center and Courtyard Estates of Piper City) Piper RE, LLC (d/b/a Piper City Rehab & Living Center and Courtyard Estates of Piper City) Pleasant View HCO, LLC (d/b/a Pleasant View Rehabilitation & Health Care Center)
 Pleasant View RE, LLC (d/b/a Pleasant View Rehabilitation & Health Care Center)

Polo - PHC, Inc. (d/b/a Polo Rehabilitation & Health Care)
 Polo HCO, LLC (d/b/a Polo Rehabilitation & Health Care)
 Polo, LLC (d/b/a Polo Rehabilitation & Health Care)
 Prairie City HCO, LLC (d/b/a Prairie City Rehabilitation & Health Care Center)
 Prairie City RE, LLC (d/b/a Prairie City Rehabilitation & Health Care Center)
 Robings HCO, LLC (d/b/a Robings Manor Rehabilitation & Health Care)
 Robings, LLC (d/b/a Robings Manor Rehabilitation & Health Care and Courtyard Estates of Brighton)
 Rosiclare HCO, LLC (d/b/a Rosiclare Rehabilitation & Health Care Center)
 Rosiclare RE, LLC (d/b/a Rosiclare Rehabilitation & Health Care Center)
 Royal HCO, LLC (d/b/a Royal Oaks Care Center)
 Royal RE, LLC (d/b/a Royal Oaks Care Center)
 SABL, LLC
 SC Healthcare Holding, LLC
 Shangri La HCO, LLC (d/b/a Shangri La Rehab & Living Center)
 Shangri La RE, LLC (d/b/a Shangri La Rehab & Living Center)
 Shelbyville HCO, LLC (d/b/a Shelbyville Rehabilitation & Health Care Center)
 Shelbyville RE, LLC (d/b/a Shelbyville Rehabilitation & Health Care Center)
 SJL Health Systems, Inc. (d/b/a Prairie Rose Health Care Center)
 South Elgin, LLC (d/b/a South Elgin Rehabilitation & Health Care Center)
 Sullivan AL RE, LLC (d/b/a Courtyard Estates of Sullivan)
 Sullivan HCO, LLC (d/b/a Sullivan Rehabilitation & Health Care Center)
 Sullivan RE, LLC (d/b/a Sullivan Rehabilitation & Health Care Center)
 Swansea HCO, LLC (d/b/a Swansea Rehabilitation & Health Care Center)

Swansea RE, LLC (d/b/a Swansea Rehabilitation & Health Care Center)
Tarkio HCO, LLC (d/b/a Tarkio Rehabilitation & Health Care)
Tarkio RE, LLC (d/b/a Tarkio Rehabilitation & Health Care)
Tuscola HCO, LLC (d/b/a Tuscola Health Care Center)
Tuscola RE, LLC (d/b/a Tuscola Health Care Center)
Twin HCO, LLC (d/b/a Twin Lakes Rehab & Health Care)
Twin RE, LLC (d/b/a Twin Lakes Rehab & Health Care)
Vandalia HCO, LLC (d/b/a Vandalia Rehabilitation & Health Care Center)
Vandalia RE, LLC (d/b/a Vandalia Rehabilitation & Health Care Center)
Village Kewanee HCO, LLC (d/b/a Courtyard Village of Kewanee)
Walcott AL RE, LLC (Courtyard Estates of Walcott)
War Drive, LLC
Watseka HCO, LLC (d/b/a Watseka Rehabilitation & Health Care Center)
Watseka RE, LLC (d/b/a Watseka Rehabilitation & Health Care Center)
Westside HCO, LLC (d/b/a Westside Rehabilitation & Care Center)
Westside RE, LLC
XCH, LLC

Debtors' Advisors

Getzler Henrich & Associates LLC
Walker & Dunlop, Inc.
Winston & Strawn LLP
Young Conaway Stargatt & Taylor, LLP

Officers and Directors

Mark Petersen
Marikay Snyder
David R. Campbell

Insurance Providers

Addison Insurance Company
Artisian and Truckers Casualty Co.

AXA XL Insurance Company
AXA XL Insurance Company UK Limited
BlueCross BlueShield of Illinois
CRC Insurance Services Inc.
First Insurance Funding
Hartford Fire Insurance Company
HUB International Insurance Services, Inc.
IL Secretary of State Index Dept. of Springfield, IL Illinois Department of Public Health
KCP & L
Kuhl Agency
Liberty Utilities
Lloyds Underwriters, Lloyds America, Inc.
Missouri Department of Health and Senior Services
NICOR Gas Company
Old Republic Surety Company
Optimed
Pendulum Risk Consulting
Progressive Commercial
RT Specialty / RSUI
Selective Insurance Company of the Southeast
Southern Illinois Electric Corp
The Hartford
The Progressive Corporation
West Bend Insurance
West Bend Mutual Insurance Company

Judges

Chan, Ashely M.
Dorsey, John T.
Goldblatt, Craig T.
Horan, Thomas M.
Owens, Karen B.
Shannon, Brendan L.
Silverstein, Laurie Selber
Stickles, J. Kate
Walrath, Mary F.

Lenders

AMI Capital, Inc.
Assistant Secretary of Housing/Federal Housing Commission
Bank of Farmington
Bank of Rantoul
Berkadia Commercial Mortgage, LLC
Better Bank of Chillicothe

Better Banks
Capital Funding, LLC
Chase Bank
Column Financial, Inc.
Community State Bank
Credit Suisse
eCapital
GMF Petersen Note LLC
Grandbridge Real Estate Capital LLC
Hickory Point Bank
IMHVCU
JMB Capital Partners Lending LLC
Keybank National Association
Lancaster Pollard Mortgage Company
Lument Real Estate Capital LLC
Midwest Bank of Western IL
Pillar Capital Finance LLC
Secretary of Housing and Urban
Development (HUD) Solutions Bank
UBS
X-Caliber Capital Corp

Litigation Parties

Calltek Inc.
Capital Funding, LLC
Edith Hartsock
James Borries
Jeanette Chamberland
Jimmie Owens
Joe Winters
Judith Bill
Kenneth Denson
Margaret Butler
Mary Ellen Qureshi
Mildred Downs
Phyllis Wellenreiter
Ola Williams
Rosie L. Tipton
Russel Smit
Select Rehabilitation
Wynona Alvord
X-Caliber Capital, LLC
X-Caliber Funding LLC
Zawadi Nursing Agency

Material Vendors

Datamax d/b/a Summer One
Favorite Healthcare Staffing
Health Advocates Network, Inc. d/b/a
Horizons Healthcare
Lawrence Recruiting
Martin Bros
McKesson Medical-Surgical
Medical Solutions LLC
Newman Manor Inc.
Nurses PRN
Omnicare
OneStaff Medical LLC
PEL/VIP
PIPCO Companies LTD
PointClickCare Technologies Inc.
RecoverCare LLC
RehabCare
Rentokil Pest Control
Sage Intacct Inc.
Select Rehabilitation LLC
Shiftkey LLC
SNF Receivable Solutions
J. Non-Debtor Affiliates
Batavia, LLC (d/b/a Batavia Rehabilitation
& Health Care Center)
Benton HCC, LLC (d/b/a Benton
Rehabilitation & Health Care Center)
Bloomington, LLC (d/b/a Bloomington
Rehabilitation & Health Care Center)
Candle Hospitality, LLC (d/b/a Candlewood
Suites)
Charleston - PHC, Inc. (d/b/a Charleston
Rehabilitation & Health Care Center)
Charleston HCC, LLC (d/b/a Charleston
Rehabilitation & Health Care Center)
Charleston HCO, LLC (d/b/a Charleston
Rehabilitation & Health Care Center)
Charter Bus Company, LLC
Cisne, LLC (d/b/a Cisne Rehabilitation &
Health Care Center)
Cumberland - PHC, Inc. (d/b/a Cumberland
Rehabilitation & Health Care)
Cumberland HCC, LLC (d/b/a Cumberland
Rehab & Health Care Center)
Cumberland HCO, LLC (d/b/a Cumberland
Rehab & Health Care Center)

Eastside, LLC (d/b/a Eastside Health & Rehabilitation Center)
Fondulac, LLC (d/b/a Fondulac Rehabilitation & Health Care)
Neeley, LLC
Neeley Incorporated Cell
Ozark HCC, LLC (d/b/a Ozark Rehabilitation & Health Care)
Petersen Companies, LLC
Petersen Health Junction, LLC (d/b/a Sunset Rehabilitation & Health Care)
Petersen Health Operations, LLC (d/b/a Batavia Rehabilitation & Health Care Center; Benton Rehabilitation & Health Care Center; Bloomington Rehabilitation & Health Care Center; Cisne Rehabilitation & Health Care Center; Sunset Rehabilitation & Health Care Center; Eastside Health & Rehabilitation Center; Fondulac Rehabilitation & Health Care Center; Ozark Rehabilitation & Health Care; and Timbercreek Rehab & Health Care)
Petersen Hospitality, LLC (d/b/a Hampton Inn & Suites)
Petersen Hotels, LLC (d/b/a AmericInn, Monmouth)
Petersen MT2, LLC
Petersen MT4, LLC2
Plaza West Development, LLC (d/b/a Holiday Inn & Suites Peoria)
Sunset HCC, LLC (d/b/a Sunset Rehabilitation & Health Care)
Timbercreek HCC, LLC (d/b/a Timbercreek Rehabilitation & Health Care)
Twenty Four Corp, LLC

Office of the United States Trustee

Andrew R. Vara
Benjamin Hackman
Christine Green
Diane Giordano
Dion Wynn
Edith A. Serrano
Elizabeth Thomas
Fang Bu
Hannah M. McCollum

Holly Dice
James R. O'Malley
Jane Leamy
Jonathan Lipshie
Jonathan Nyaku
Joseph Cudia
Joseph McMahon
Lauren Attix
Linda Casey
Linda Richenderfer
Malcolm M. Bates
Michael Girello
Nyanquoi Jones
Richard Schepacarter
Rosa Sierra-Fox
Shakima L. Dortch
Timothy J. Fox, Jr.

Taxing Authorities

Atchison County Treasurer
Camden County
Christian County Collector
Clark County Collector
Clay County Collector
Coles County Collector
Cumberland County Treasurer
DeKalb County Collector
Dewitt County Collector
Douglas County Collector
Edgar County Collector
Edgar County Treasurer
Effingham County Treasurer
Fayette County Collector
Ford County Collector
Ford County Treasurer
Franklin County Treasurer
Fulton County Collector
Hamilton County Collector
Hardin County Treasurer
Illinois Department of Healthcare and Family Services Illinois Office of Comptroller - Chicago
Illinois Office of Comptroller - Springfield
Illinois Secretary of State
Illinois State Treasurer
Internal Revenue Service

Iowa Department of Revenue
Iowa Dept of Revenue and Finance
Iroquois County Collector
Jackson County Collector
Jefferson County Collector
Jersey County Collector
Kane County Collector
Macon County Collector
Madison County Treasurer McDonough
County Collector
Mercer County Collector
Missouri Department of Revenue
Montgomery County Collector
Ogle County Collector
Piatt County Collector
Rock Island County Collector
Saline County Collector
Shelby County Treasurer
St Clair County Collector
Stark County Collector
Union County Collector
Woodford County Treasurer

Utility Providers

Alliant Energy
Ameren IL
Ascentium Capital
AT&T
Brighton Water & Sewer Department
Brightspeed
Bushnell Municipal
Cass Communications Management Inc.
CenturyLink
Charter Communications
Christina Smith
Citrix Systems Inc
City of Aledo
City of Arcola
City of Blue Springs Utility
City of Canton
City of Casey
City of Collinsville
City of Decatur
City of Effingham Water Dept
City of El Paso
City of Farmer City

City of Flora
City of Galesburg
City of Galva Water Department
City of Girard
City of Havana
City of Jonesboro
City of Kewanee
City of Knoxville
City of Lebanon
City of Mattoon
City of McLeansboro
City of Monmouth
City of Morrison
City of Mt. Vernon
City of Newman
City of Nokomis
City of Paris
City of Peoria - Stormwater
City of Polo
City of Rock Falls
City of Sandwich
City of Silvis
City of Sullivan
City of Toulon
City of Tuscola
City of Vandalia
City of Walcott
City of Watseka
City of West Frankfort
Coles-Moultrie Electric Cooperative
Comcast Cable
ComEd
Computer Techniques Inc Consolidated
Communications Constellation NewEnergy
Conxxus
Crystal Simmons
DIRECTV
Dish Network
E J Water Cooperative Inc
Evergy
Ferrellgas
Fox Metro
Frontier
Goldstar Software
Grafton Technologies

Granite Telecommunications Greater Peoria
Sanitary District Guaranteed Ink
Harrisburg Water Department Home Field
Energy
Illinois American Water
Liberty Utilities
Lifeloop
Macomb City Waterworks
Mediacom
MidAmerican Energy Company
Midwest Data Center
Nicor Gas
Nitro
Pana City Water Department
Peoria Heights Waterworks
Piasa Motor Fuels, LLC PointClickCare
Technologies Inc Prairie City Water
Rentokil
Rochelle Municipal Utilities
Royell Communications
Shadow Fax Projects

Shawnee Communications-Whispering
Shelby Electric Cooperative Shelbyville
Water Dept
South Central FS
SouthEastern Illinois Electric Coop
Southern Illinois Electric Cooperative
Sparklight
Spire
Stellar Private Cable Systems
Stratus Networks
Swansea Sewer Department
Tarkio Board of Public Works Touchtone
Urbana-Champaign Sanitary District
Verizon Wireless
Village of Bement
Village of Bradford
Village of Enfield Utilities
Village of Herscher
Village of North Aurora
Village of Piper City
Village of Roseville
Village of South Elgin
Wabash Communications

EXHIBIT 2**Client Match List**

The following names were compared to Greenberg Traurig's Client Database. As noted below, Greenberg Traurig has represented, in the past, or currently represents certain Potentially Interested Parties, including various entities that may be related to or affiliated with the Potentially Interested Parties, in matters unrelated to the Debtors or these Cases.

All names marked with an asterisk (*) are individuals who are creditors of the Debtors. Greenberg Traurig has been unable to ascertain whether individual clients with the same names as such individual creditors are in fact the same individuals; however, its representation of such individual clients is not related to the Debtors or these Cases.

Name of Entity Searched	Brief Description of Relationship
Ascentium Capital	Current Client
AT&T	Current Client
AXA XL Insurance Company	Current Client
Capital Funding	Current Client
Charter Communications	Current Client
Chase Bank	Current Client
Credit Suisse	Current Client
Dish Network	Current Client
eCapital	Current Client
Frontier	Current Client
Health Advocates Network Inc.	Current Client
HUB International Insurance Services, Inc.	Current Client
Lifeloop	Current Client
Rentokil Pest Control	Current Client

Name of Entity Searched	Brief Description of Relationship
Selective Insurance Company of the Southeast	Current Client
The Hartford	Current Client
Verizon Wireless	Current Client
Walker & Dunlop, Inc.	Current Client

EXHIBIT C

Declaration of Jay D. Mitchell

**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 (TMH)

(Jointly Administered)

**DECLARATION OF JAY D. MITCHELL ON BEHALF OF LAWRENCE RECRUITING
SPECIALISTS, INC. IN ITS CAPACITY AS CHAIRPERSON OF THE COMMITTEE,
IN SUPPORT OF THE APPLICATION OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF SC HEALTHCARE HOLDING, LLC, *ET AL.* FOR
ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
GREENBERG TRAUIG, LLP AS COUNSEL *NUNC PRO TUNC* TO APRIL 10, 2024**

I, Jay D. Mitchell, hereby declare, pursuant to 28 U.S.C. § 1746, as follows:

1. I am over the age of 21 and am competent in all respects to make this Declaration.

I am an authorized representative of Lawrence Recruiting Specialists, Inc. (“Lawrence”), which is Chairperson of the Official Committee of Unsecured Creditors (the “Committee”) of SC Healthcare Holding, LLC and its affiliated debtors (collectively, the “Debtors”). Accordingly, I am in all respects competent to make this Declaration in support of the application (the “Application”)² of the Committee to retain Greenberg Traurig, LLP (“Greenberg Traurig”) as counsel for the Committee *nunc pro tunc* to April 10, 2024 (the “Retention Date”).

Except as otherwise noted, I have personal knowledge as to all the information set forth below.

2. This declaration is provided pursuant to Part D.2 of the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* by

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 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 herein but not otherwise defined shall have those meanings set forth in the Application.

Attorneys in Larger Chapter 11 Cases (the “Guidelines”) promulgated by the Office of the United States Trustee. I am informed by Greenberg Traurig that the Guidelines require that any application for employment of an attorney under 11 U.S.C. §§ 327 or 1103 be accompanied by a verified statement from the client that addresses the following:

- The identity and position of the person making the verification. The person ordinarily should be the general counsel of the debtor or another officer responsible for supervising outside counsel and monitoring and controlling legal costs.
- The steps taken by the client to ensure that the applicant’s billing rates and material terms for the engagement are comparable to the applicant’s billing rates and terms for other non-bankruptcy engagements and to the billing rates and terms of other comparably skilled professionals.
- The number of firms the client interviewed.
- If the billing rates are not comparable to the applicant’s billing rates for other non-bankruptcy engagements and to the billing rates of other comparably skilled professionals, the circumstances warranting the retention of that firm.
- The procedures the client has established to supervise the applicant’s fees and expenses and to manage costs. If the procedure for the budgeting, review and approval of fees and expenses differ from those the client regularly employs in non-bankruptcy cases to supervise outside general counsel, explain how and why. In addition, describe any efforts to negotiate rates including rates for routing matters, or in the alternative to delegate such matters to less expensive counsel.

Identity of Declarant

3. On March 20, 2024 (the “Petition Date”), the Debtors filed petitions with this Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On April 9, 2024 (the “Formation Date”), the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed the Committee, consisting of the following seven (7) members: (i) Select Rehabilitation, LLC; (ii) Martin Brothers

Distributing Company, Inc.; (iii) Omnicare Inc.; (iv) McKesson Corporation; (v) Onestaff Medical, LLC; (vi) Lawrence Recruiting Specialists, Inc.; and (vii) Darlena Moore, as Independent Administrator of the Estate of Linda I. Johnson [Docket No. 131].

4. As a member and chairperson of the Committee on behalf of Lawrence, I was directly involved in the Committee's decision to retain Greenberg Traurig as the Committee's counsel in these Cases.

Steps Taken to Ensure Comparability of Engagement Terms

5. I have confirmed with Greenberg Traurig that, while its billing rates vary from attorney to attorney based on such factors as the attorney's seniority and position with the firm (*e.g.*, partner, associate), years of experience, and the demand for services in the attorney's particular area of expertise, its billing rates do not vary as a function of whether the services performed relate to a bankruptcy engagement or a non-bankruptcy engagement.

6. The Committee has been informed that Greenberg Traurig endeavors to set the hourly rates for their attorneys and paraprofessionals at levels competitive to those charged by firms with whom they compete.

Number of Firms Interviewed

7. Shortly after the Formation Date, the Committee interviewed several law firms which expressed interest in serving as counsel. During each interview, the Committee sought information with respect to each firm's bankruptcy and non-bankruptcy billing practices, hourly rates, and experience.

8. In selecting counsel to represent the Committee, the Committee considered potential counsel based on their expertise in the relevant legal issues and their familiarity with the Debtors and with restructurings in the Debtors' industry. Using these criteria, the Committee

decided to retain Greenberg Traurig as its counsel because of the firms' familiarity with the legal issues impacting the Committee and the chapter 11 restructuring process before this Court.

Procedures Established to Supervise Fees and Expenses and Manage Costs

9. I understand that Greenberg Traurig will be using budgets and staffing reports for legal services to be provided to the Committee during this engagement. The Committee recognizes that in the course of a chapter 11 case, there may be unforeseeable fees and expenses that will need to be addressed by the Committee and Greenberg Traurig. Therefore, the Committee recognizes that it is its responsibility to closely monitor the billing practices of its counsel to ensure that the fees and expenses paid by the estates remain consistent with the Committee's expectations and exigencies of these Cases. The Committee will continue to review the invoices regularly submitted by Greenberg Traurig and, together with Greenberg Traurig, may periodically amend the budget and staffing plan as the Cases develop to reflect changed circumstances or unanticipated developments.

10. Based on the foregoing, the Committee is of the opinion that it is necessary and desirable to employ Greenberg Traurig *nunc pro tunc* to the Retention Date, and that such employment is in the best interest of the Debtors' estates

I declare under penalty of perjury that the foregoing is true and correct.

Dated: May 1, 2024

/s/ Jay D. Mitchell

Jay D. Mitchell, solely in his capacity as authorized representative for Lawrence Recruiting Specialists, Inc., Chairperson of the Official Committee of Unsecured Creditors of SC Healthcare Holding, LLC, *et al.*, and not in any other capacity

**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 (TMH)

(Jointly Administered)

Obj. Deadline: May 15, 2024 at 4:00 pm (ET)

Hearing Date: May 22, 2024 at 10:00 am (ET)

NOTICE OF APPLICATION

PLEASE TAKE NOTICE that the Official Committee of Unsecured Creditors appointed in the above-captioned cases has filed the *Application of the Official Committee of Unsecured Creditors of SC Healthcare Holding, LLC, et al. for Entry of an Order Authorizing the Employment and Retention of Greenberg Traurig, LLP as Counsel Nunc Pro Tunc to April 10, 2024* (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Application must be in writing, filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon the undersigned proposed counsel and received **ON OR BEFORE MAY 15, 2024, AT 4:00 P.M. (EST)**.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE APPLICATION WILL BE HELD ON **MAY 22, 2024, AT 10:00 A.M. (EST)** BEFORE THE HONORABLE THOMAS M. HORAN, UNITED STATES BANKRUPTCY COURT JUDGE FOR THE

DISTRICT OF DELAWARE, UNITED STATES BANKRUPTCY COURT, 824 NORTH MARKET STREET, 3RD FLOOR, COURTROOM NO. 7, WILMINGTON, DELAWARE 19801.

Dated: May 1, 2024

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

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-and-

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*Proposed Counsel for the Official
Committee of Unsecured Creditors*

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 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.