



CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed April 19, 2022

United States Bankruptcy Judge

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

In re:

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

Debtors.

Chapter 11

Case No. 22-30659 (MVL)

(Jointly Administered)

**INTERIM ORDER AUTHORIZING PAYMENT OF
PREPETITION TAXES AND FEES**

Upon the motion (the “**Motion**”)² of the Debtors for entry of an interim order (this “**Interim Order**”) pursuant to Bankruptcy Code Sections 105(a), 363(b), 506(a), 507(a)(8), and 541 and Bankruptcy Rules 6003 and 6004, authorizing, but not directing, the Debtors, in their discretion, to pay any prepetition Taxes and Fees owing to the Taxing Authorities; and the Court having reviewed the Motion and the First Day Declaration; and the Court having jurisdiction over

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.

² All capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.



this matter pursuant to 28 U.S.C. 157 and §§ 1334(b); and the Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that the Debtors consent to entry of a final order under Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and the opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court; and all objections, if any, to the Motion having been withdrawn, resolved or overruled; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** on an interim basis as set forth herein.
2. The Debtors are hereby authorized, but not directed, to pay, in the ordinary course of their businesses, all prepetition Taxes and Fees relating to the period prior to the Petition Date, including all those Taxes and Fees subsequently determined upon audit, or otherwise, to be owed for periods prior to the Petition Date, to the Taxing Authorities, provided that payments on account of prepetition Taxes and Fees shall not exceed \$1,000 on an aggregate basis during the interim period.
3. Nothing in the Motion or this Interim Order shall be construed as impairing the Debtors' rights to contest the validity or amount of any Taxes and Fees allegedly due or owing to

any Taxing Authorities or priority of any claim or lien against the Debtors and all Debtors' rights with respect thereto are hereby reserved.

4. The Debtors' banks and financial institutions shall be, and are hereby authorized, when requested by the Debtors, to process, honor, and pay any and all checks or electronic fund transfers drawn on the Debtors' bank accounts to pay all prepetition Taxes and Fees owed to the Taxing Authorities, whether those checks were presented prior to or after the Petition Date, provided that sufficient funds are available in the applicable accounts to make the payments.

5. The Debtors' banks and financial institutions may rely on the representations of the Debtors with respect to whether any check or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this order, and any such bank or financial institution shall not have any liability to any party for relying on such representations by the Debtors as provided for in this order.

6. Notwithstanding the relief granted herein or any actions taken hereunder, nothing contained in this order shall create any rights in favor of, or enhance the status of any claim held by, any Taxing Authority.

7. Neither the provisions contained herein, nor any actions or payments made by the Debtors pursuant to this order, shall be deemed an admission as to the validity of any underlying obligation or a waiver of any rights the Debtors may have to dispute such obligation on any ground that applicable law permits.

8. All payments made pursuant to this Order shall be subject to any interim or final order entered by the Court governing the Debtors' right to the use the cash collateral of UMB Bank, N.A., as Trustee, including the budget attached thereto.

9. The Debtors are hereby authorized to take such actions and to execute such documents as may be necessary to implement the relief granted by this order.

10. The requirements set forth in Bankruptcy Rule 6004(a) are hereby waived.

11. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this order shall be effective and enforceable immediately upon entry hereof.

12. Nothing in the Motion or this Order, or the Debtors' payment of any claims pursuant to this Order, shall be deemed or construed as: (a) an admission as to the validity of any claim or lien against the Debtors or their estates, (b) a waiver of the Debtors' rights to dispute any claim or lien, (c) an approval or assumption of any agreement, contract, or lease pursuant to Bankruptcy Code Section 365, (d) an admission of the priority status of any claim, whether under Bankruptcy Code Section 503(b)(9) or otherwise, or (e) a modification of the Debtors' rights to seek relief under any section of the Bankruptcy Code on account of any amounts owed or paid to any Taxing Authority.

13. The Final Hearing on the Motion shall be held on May 11, 2022 at 1:30 p.m., prevailing Central Time. Any objections or responses to entry of a final order (the "**Final Order**") on the Motion shall be filed with the Court and served on the following parties at least seven (7) days prior to the commencement of the Final Hearing: (a) the Debtors, 8523 Thackery Street, Dallas, TX 75225 (attn: Nick Harshfield); (b) proposed counsel to the Debtors, Polsinelli PC, 2950 N. Harwood, Suite 2100, Dallas, TX 75201 (attn: Trinitee G. Green) and 600 3rd Avenue, 42nd Floor, New York, NY 10016 (attn: Jeremy R. Johnson and Brenna A. Dolphin); (c) the Office of the United States Trustee for the Northern District of Texas (Dallas Division), Earle Cabell Federal Building, 1100 Commerce Street, Room 976, Dallas, TX 75242; (d) counsel to UMB Bank N.A., as Trustee, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., One Financial Center, Boston,

MA 02111 (attn: Daniel Bleck); (e) counsel to Lifespace Communities, Inc., Dorsey & Whitney LLP, 801 Grand Avenue, Suite 4100, Des Moines, IA 50309 (attn: David D. Grossklaus) and Perkins Coie LLP, 110 North Wacker Drive, 34th Floor, Chicago, IL 60606 (attn: Eric E. Walker), (f) counsel to any statutory committee appointed in these Chapter 11 Cases; and (g) any party that has requested notice pursuant to Bankruptcy Rule 2002.

14. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Interim Order.

End of Order

Submitted by:

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*Proposed Counsel to Debtors and
Debtors-in-Possession*

Exhibit 1

List of Governmental Authorities

List of Governmental Authorities

Name	Address	City	State	Postal Code
Internal Revenue Service Department of the Treasury	Internal Revenue Service Center	Ogden	UT	84201
Internal Revenue Service Department of Treasury	PO Box 7346	Philadelphia	PA	19101-7346
State of Texas Attorney General	Attn: Ken Paxton 300 W. 15th Street	Austin	TX	78701
State of Texas Attorney General	Attn: Ken Paxton PO Box 13528 Bankruptcy and Collections, 8 th Floor WPC Bldg Capitol Station	Austin	TX	78711-3528
Texas Comptroller of Public Accounts	PO Box 13528 Bankruptcy and Collections, 8 th Floor WPC Bldg Capitol Station	Austin	TX	78711-3528
Texas Workforce Commission	101 E 15th St	Austin	TX	78778
Texas Department of Labor	1117 Trinity Street	Austin	TX	78701
Texas Department of Insurance	333 Guadalupe	Austin	TX	78711
Texas Department of State Health Services	1100 West 49th St	Austin	TX	78756-3199
Texas Department of Licensing & Regulation	PO Box 1157	Austin	TX	78711
City of Dallas	Building Inspection Offices Oak Cliff Municipal Center 320 E. Jefferson Blvd.	Dallas	TX	75203
City of Dallas	1500 Marillas Street Room 4A	Dallas	TX	75201

Name	Address	City	State	Postal Code
Dallas County Tax Office John R. Ames, CTA Tax Assessor/Collector	1201 Elm St, Ste. 2600	Dallas	TX	75270
Centers for Medicare and Medicaid Services	7500 Security Boulevard	Baltimore	MD	21244
Texas Secretary of State	1019 Brazos St	Austin	TX	78701