

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

In Re: ) **Case No. 22-30659-mvl-11**  
 ) Jointly Administered Ch. 11  
 )  
NORTHWEST SENIOR HOUSING ) Dallas, Texas  
CORPORATION, et al., ) November 29, 2022  
 ) 2:00 p.m. Docket  
Debtors. )  
 ) STATUS CONFERENCE RE:  
 ) APPLICATION FOR ADMINISTRATIVE  
 ) EXPENSES (691)  
 )  
 ) STATUS CONFERENCE RE: MOTION  
 ) TO DISMISS CASE (541)  
 ) (Withdrawn)  
 )  
\_\_\_\_\_)  
OFFICIAL COMMITTEE OF ) **Adversary Proc. 22-3073-mvl**  
UNSECURED CREDITORS, )  
 )  
Plaintiff, ) STATUS CONFERENCE RE: MOTION  
 ) TO ABATE (5)  
 )  
v. )  
 )  
UMB BANK, N.A., AS BOND )  
TRUSTEE AND MASTER TRUSTEE, )  
 )  
Defendant. )  
\_\_\_\_\_)  
NORTHWEST SENIOR HOUSING ) **Adversary Proc. 22-3040-mvl**  
CORPORATION, )  
 )  
Plaintiff, ) MOTION TO MODIFY AMENDED  
 ) SCHEDULING ORDER (137)  
 )  
v. )  
 )  
INTERCITY INVESTMENT )  
PROPERTIES, INC., et al., )  
 )  
Defendants. )  
\_\_\_\_\_)



TRANSCRIPT OF PROCEEDINGS  
BEFORE THE HONORABLE MICHELLE V. LARSON,  
UNITED STATES BANKRUPTCY JUDGE.

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1                   DALLAS, TEXAS - NOVEMBER 29, 2022 - 2:01 P.M.

2                   THE COURT: Good afternoon, everyone. We are here on  
3 our 2:00 o'clock docket. Before we call any matters, the most  
4 important thing, it is 1-0 USA at halftime. All righty. So,  
5 on to potentially more important things.

6                   All right. I'm going to go ahead and call -- I think I'll  
7 call all three matters at one time, for efficiency's sake. So  
8 we have the main case, which is Case No. 22-30659, Northwest  
9 Senior Housing Corporation, and two adversaries, Adversary No.  
10 22-3073, the Official Committee of Unsecured Creditors versus  
11 Northwest Senior Housing Corp., and also another adversary,  
12 22-3040, Northwest Senior Housing Corp. versus Intercity and  
13 Kong Capital.

14                  I'll take appearances for the record, and I'll start with  
15 those in the courtroom.

16                  MR. JOHNSON: Good afternoon, Your Honor. Jeremy  
17 Johnson from Polsinelli. With me is Trinitee Green. And on  
18 the phone I believe we have Brenna Dolphin dialing in for the  
19 WebEx. Thank you.

20                  THE COURT: Good afternoon.

21                  MR. MCCARTIN: Good afternoon, Your Honor. Steve  
22 McCartin and Tom Scannell on behalf of the Official Unsecured  
23 Creditors' Committee.

24                  THE COURT: Good afternoon.

25                  MR. BLECK: Good afternoon, Your Honor. Daniel

1 Bleck, Eric Blythe, and Kaitlin Walsh from Mintz Levin  
2 representing the Master Trustee and the Bond Trustee, and co-  
3 counsel Frasher Murphy from Haynes and Boone.

4 THE COURT: Excellent.

5 MR. WALKER: Good afternoon, Your Honor. Eric Walker  
6 on behalf of Lifespace Communities, Inc.

7 MR. SWITZER: Good afternoon, Your Honor. Jay  
8 Switzer and Andrew Ennis in the adversary on behalf of the  
9 Debtor and Plaintiff.

10 MS. VANDESTEEG: Good afternoon, Your Honor.  
11 Elizabeth Vandesteeg and Eileen Sethna on behalf of Intercity  
12 Investment Properties, Inc. in the bankruptcy proceeding and  
13 on behalf of both Adversary Defendants, Intercity Investment  
14 Properties, Inc. and Kong Capital, LLC, in the Adversary  
15 Proceeding 22-3040.

16 THE COURT: Thank you very much.

17 All right. Anyone else in the courtroom?

18 All right. In terms of, excuse me, WebEx appearances,  
19 I'll start with those from the electronic roll. On behalf of  
20 Bay 9 Holdings, LLC, of the Locke Lord firm, I have Chelsey  
21 Rosenbloom and Adrienne Walker.

22 On behalf of the Estate of Patricia Adams, --

23 MS. ROSENBLUM: Good morning.

24 THE COURT: -- I have Mr. Benton Williams. And on  
25 behalf of Ann Adams, I have Mr. James Adams.

1 Is there anyone else who wishes to make an appearance from  
2 WebEx?

3 Okay. I don't hear any takers, so I just want to give one  
4 more moment for anyone to unmute their line, or if you're on a  
5 phone, press \*6 to unmute.

6 All righty. Mr. Johnson?

7 MR. JOHNSON: Thank you, Your Honor. Well, we've got  
8 a lot of people here. We don't have a lot going on this  
9 afternoon, which I guess is a good thing, so maybe we'll catch  
10 the rest of that match.

11 But the first thing I want to announce, I think, before we  
12 get anywhere, I think we only have one matter to deal with,  
13 and we have agreed to a settlement. I think we're going to  
14 put the settlement on the record, probably prepare a  
15 stipulation. That's Intercity's motion, so I'll let Ms.  
16 Vandesteeg and Ms. Dolphin address it next, I think, Your  
17 Honor.

18 And then we have a few matters in the adversary, but I  
19 think they're statuses.

20 But in terms of trying to give the Court a little bit of a  
21 heads up regarding tomorrow, you probably gathered by some  
22 people reaching out to chambers, et cetera, there's been a  
23 little bit of movement in terms of the plan and disclosure  
24 statement. And I'm pleased to announce that we have reached a  
25 -- I'll call it a consensual plan amongst the major

1 stakeholders in the case, being -- the major stakeholders  
2 being the Debtors, Your Honor, the Committee, the Bond  
3 Holders, and Lifespace. So I think we've -- all of us have  
4 gotten on the same page.

5 What we are going to be doing, Your Honor, is we are going  
6 to be withdrawing the plan filed by the Debtors and the  
7 Committee. We're going to be amending the plan filed by the  
8 Bond Holders, Your Honor. And that plan will be supported by  
9 all of us as co-proponents of the plan.

10 And generally speaking, Your Honor, we're adopting the  
11 format and structure of the plan that the Bond Holders put on  
12 file because this will remain a sale plan, so it'll still be  
13 going forward along the sale process. The only changes to the  
14 plan, there'll be a few more changes, but the material changes  
15 to the plan -- and, again, Your Honor, it's not drafted and  
16 down on paper yet, and there's no term sheet so I can't really  
17 read out exactly what the terms are -- but Lifespace will be  
18 making a substantial financial contribution to the Reorganized  
19 Debtor, or the sole Debtor, actually, at that particular  
20 point, whoever -- making it to the estates, rather. And a big  
21 part of that contribution will go to -- it'll go to two  
22 parties, Your Honor. Number one, it'll go to the Bond Holders  
23 as additional return on their secured claim. And then they'll  
24 be setting up a Resident Fund and funding into the Resident  
25 Fund to pay the refund obligations of the residents, both



1 those that are currently due and those that'll become due in  
2 the future.

3 So we're still working out some of the details, Your  
4 Honor, but in terms of the structure of the plan, it'll be  
5 very similar to the plan that's on file and the only changes  
6 will be to the treatment to the Residents and the Bond  
7 Holders. So, we're working on those changes, Your Honor.

8 One other change I would note is that Lifespace has agreed  
9 to work with the Buyer, whoever that Buyer may be, for some  
10 period of time to transition the facility over, whenever that  
11 time is appropriate. They've agreed to work with the  
12 existing, you know, I guess, stalking-horse-to-be, although it  
13 hasn't been designated the stalking horse yet, but the one  
14 that was mentioned in the papers filed by the Bond Holders.  
15 But ultimately, Your Honor, that's to try and ease the  
16 transition to the new owners and new operators as part of that  
17 process.

18 And finally, Your Honor, we're working on making those  
19 changes. We believe that we will have the changes to the plan  
20 and disclosure statement done and filed on Monday. I believe  
21 that co-counsel to the Bond Holders had reached out to  
22 chambers to inquire about some availability for next week to  
23 have that, and your chambers advised him, I believe, that  
24 December 8th is available for hearing on that. I think we'd  
25 propose we come back on that day, Your Honor, and have the

1 amended -- the, I guess, the first amended plan be considered  
2 at that point.

3 THE COURT: Okay. And as I recall, Ms. Harden, the  
4 8th was available all day?

5 THE CLERK: No. I believe we --

6 THE COURT: Oh.

7 THE CLERK: Oh, yes, it is. I'm sorry.

8 THE COURT: Okay. Did the parties wish to come in  
9 the morning or the afternoon?

10 MR. JOHNSON: (sotto voce) Afternoon?

11 THE COURT: Afternoon?

12 MR. JOHNSON: Afternoon, please, Your Honor.

13 THE COURT: Okay.

14 MR. JOHNSON: Yeah.

15 THE COURT: All righty. So I think we've penciled in  
16 that day for you, but we'll firm it up. And that'll  
17 essentially be a reset of the disclosure statement hearings.

18 MR. JOHNSON: That's correct. Yeah.

19 Now, Your Honor, we have a hearing scheduled for tomorrow  
20 on the disclosure statement. There's also potentially some  
21 other issues being handled tomorrow as well.

22 THE COURT: Uh-huh.

23 MR. JOHNSON: Obviously, we don't -- we're not going  
24 forward with the disclosure statement objections tomorrow.  
25 But I don't think we can really strike the hearing, though,

1 because we don't know if other folks might be showing up. So  
2 we'll probably all be back here again, but not -- not to do  
3 much on that side of things, I don't think, Your Honor.

4 THE COURT: Sure.

5 MR. JOHNSON: So, --

6 THE COURT: Sure. And again, we can talk about it  
7 tomorrow, or if the gang's all here we can talk about it  
8 today: One of the issues that is percolating, and you weren't  
9 the only parties, but apparently Wednesday was Motion-to-  
10 Expedite Wednesday before Thanksgiving. And we didn't know,  
11 but we know now.

12 MR. JOHNSON: Got to get everything in there before  
13 the holiday weekend, Your Honor.

14 THE COURT: Yes. Yes.

15 MR. JOHNSON: So, yeah, it was a --

16 THE COURT: And so --

17 MR. JOHNSON: It was a heck of a day.

18 THE COURT: -- one of the issues, as I'm sure you  
19 guys are aware, was the motion -- I think it was an emergency  
20 motion for the 2004. The emergency portion of that motion to  
21 expedite was denied, but I have set for tomorrow -- and,  
22 again, the gang's all here; if we want to discuss it today,  
23 I'm ambivalent either way -- time to discuss the setting of  
24 the 2004.

25 MR. JOHNSON: Uh-huh.

1 THE COURT: Okay. And -- oh, wait. Just one moment.  
2 Oh, so December 8th is at 1:30, yes. Okay. That's good.

3 So, anyway, so we'll discuss the setting of the 2004.  
4 There seemed to be some confusion based upon what I read on  
5 the docket this afternoon of whether it was going to be heard.  
6 It won't be heard tomorrow. When we're going to set it is  
7 going to be heard.

8 And it was my thought, the Court's thought, that if we  
9 were pushing towards a disclosure statement hearing, I assumed  
10 that the parties would be discussing discovery and related  
11 things at that time, and so that we could set the 2004 at the  
12 appropriate time so it could be basically part of that  
13 discussion.

14 MR. JOHNSON: Uh-huh.

15 THE COURT: So, I'm sorry if the Court created  
16 confusion with that, but in any event that's the state of  
17 play.

18 MR. JOHNSON: Understood, Your Honor. I think, you  
19 know, I think Ms. Dolphin from Polsinelli is going to be  
20 handling that on behalf of the Debtors, Your Honor. We could  
21 do it today. We could do it tomorrow.

22 THE COURT: Okay.

23 MR. JOHNSON: We don't have anything else to talk  
24 about tomorrow, so maybe we should do it then.

25 THE COURT: Okay.

1 MR. JOHNSON: So, we could probably do it at that  
2 point.

3 THE COURT: Well, and again, so, basically, for the  
4 parties, just to put some guardrails around the discussion,  
5 that's exactly what I was looking to discuss, was when we  
6 would set it, and if the parties are going to come in and  
7 request some hearings and some movement of confirmation dates  
8 and things like that consistent with the push of the  
9 disclosure statement hearing, maybe, again, the parties could  
10 agree upon when that should be set, --

11 MR. JOHNSON: Yes.

12 THE COURT: -- at a minimum.

13 MR. JOHNSON: We appreciate the guidance. We'll see  
14 if we can make some headway on it.

15 THE COURT: All righty. Thank you, Mr. Johnson.

16 MR. JOHNSON: Thank you.

17 Your Honor, the only matter that's on is Intercity's  
18 motion for administrative expense claim, and I'll turn the  
19 podium over to Ms. Vandesteeg.

20 THE COURT: Thank you.

21 MS. VANDESTEEG: Thank you. Before we -- and Your  
22 Honor, Elizabeth Vandesteeg, for the record.

23 Before we turn to the admin expense motion, I have a  
24 couple housekeeping questions, actually, to raise with respect  
25 to, then, these new potential updates on timing for new

1 documents. And Your Honor, we, the Landlord, was not named as  
2 one of those stakeholders --

3 THE COURT: Right.

4 MS. VANDESTEEG: -- now a part of this new consensual  
5 plan because we have not been consulted or advised on any of  
6 this.

7 So while we had heard some rumors with respect to another  
8 potential pivot here, all we had gotten confirmation of coming  
9 into the hearing today was that tomorrow's hearing would be a  
10 status hearing and that the objection deadline for objections  
11 to the disclosure statement that should have been last night  
12 at 11:59 would be pushed now to next Tuesday, December 6th.

13 And Your Honor, I've got some concerns that if we're not  
14 going to be seeing new filings for these new -- this new  
15 consensual plan and disclosure statement until Monday,  
16 December 5th, that less than 24 hours, potentially, is not  
17 going to be an appropriate amount of time for parties to have  
18 the opportunity to digest and understand this new disclosure  
19 statement that apparently does have some new amendments and  
20 terms to it. And with respect, then, to preparing for a  
21 hearing just two days thereafter, again, on December 8th at  
22 1:30, I'm worried that we're jamming this up a little bit for  
23 next week's purposes.

24 THE COURT: Well, I do appreciate and I think it's a  
25 valid concern and something for the parties to consider. But

1 what we'll do is that can be part of what we discuss tomorrow  
2 in connection with the disclosure statement, because I assume  
3 that essentially there'll be another group of deadlines.

4 Now, that's not to say the parties couldn't reach  
5 agreements before then, because I believe that -- do we also  
6 have hearings on the 15th?

7 MS. VANDESTEEG: We do, Your Honor.

8 THE COURT: Yes. So, again, luckily, we've got some  
9 blocks of time in December already. So, but I hear what  
10 you're saying. And depending on the level of changes, I mean,  
11 obviously, there'll be a lot of scrivener kind of stuff in  
12 terms of who the plan proponents are and what. So, but we'll  
13 see how detailed the changes are.

14 MS. VANDESTEEG: Understood.

15 THE COURT: All righty.

16 MS. VANDESTEEG: We'll all be waiting to see.

17 So, turning, then, Your Honor, to the Landlord's  
18 administrative expense and rent turnover motion, the name of  
19 the game, we do have another pivot here, too, Your Honor. But  
20 this is a good one. This is a good one. So, --

21 THE COURT: I don't know. One plan rather than two  
22 might be a good one as well. Depending on who you ask.

23 MS. VANDESTEEG: We shall see.

24 As Your Honor may recall, after the original plan that was  
25 filed in August was abandoned, and after that December trial

1 date in the adversary was gone, and it looked as though we  
2 were going to have these two competing plans, both of which  
3 were going to assume the lease, the Landlord sought to  
4 terminate the escrow agreement and have the rent turned over  
5 --

6 THE COURT: Uh-huh.

7 MS. VANDESTEEG: -- and then have rent payments made  
8 directly going forward. As you may recall as well, Your  
9 Honor, the Debtor did resist and sought instead the  
10 implementation of an evidentiary hearing process and  
11 procedure.

12 THE COURT: Uh-huh.

13 MS. VANDESTEEG: Extensive and expensive briefing  
14 ensued, Your Honor. But finally, yesterday evening, we did  
15 receive an offer of settlement from the Debtor. And I am  
16 pleased to report that we do indeed have a negotiated  
17 agreement here in terms of our understanding of terms  
18 necessary to resolve this motion.

19 At a broad, high level -- obviously, subject still to  
20 agreement on written terms and the submission of a stipulated  
21 agreed order -- the broad terms of the settlement will be that  
22 there will be a release of the base rent in full for the  
23 months May through December of 2022 from the escrow account  
24 that is currently held at Regions Bank to the Landlord.

25 The late fees that have been deposited into that escrow



1 account -- again, for the months of May through December of  
2 2022 -- will stay in that escrow account for the time being,  
3 subject to the Landlord's right to seek their release and  
4 payment at some future date.

5 Beginning January 1, 2023, rent will be paid directly to  
6 the Landlord, either by or on behalf of the Edgemere, --

7 THE COURT: Starting on which date?

8 MS. VANDESTEEG: January 1, --

9 THE COURT: Thank you.

10 MS. VANDESTEEG: -- Your Honor, 2023.

11 And the parties are working on, then, the stipulated order  
12 that can be submitted to this Court for review and approval.  
13 Because as Your Honor will recall, the terms of the escrow  
14 agreement require that court order, then, to direct and  
15 authorize the escrow agreement to release and disburse the  
16 funds to the Landlord.

17 THE COURT: Fair enough. Well, I think that -- I  
18 mean, is there anyone else who wishes to be heard with respect  
19 to the settlement on the administrative claim motion?

20 MS. DOLPHIN: May it please the Court, Brenna Dolphin  
21 on behalf of the Debtors and Debtors-in-Possession.

22 Ms. Vandesteeg, thank you so much for your presentation.  
23 Great to finally have a meeting of the minds with you. And  
24 thank you for that recitation of the terms of our agreement.

25 I'd just like to add one thing, Your Honor. The Debtors,

1 to the extent the Landlord is reserving the right to seek  
2 future disbursement of the late fees, the Debtors would like  
3 to zealously reserve the right to oppose that. And we will --  
4 we are very committed to working earnestly with Ms. Vandesteeg  
5 on getting pen to paper and finalizing a deal for the Court's  
6 review.

7 THE COURT: All righty. Well, does anyone else wish  
8 to be heard on the admin expense claim motion?

9 Well, the Court's very pleased. I think that this is very  
10 good news. I think it probably, number one, it will forego an  
11 evidentiary hearing on that, which would be time-consuming and  
12 expensive for both the Landlord and the estates. And number  
13 two, I think it also paves the way in terms of next steps for  
14 confirmation and things like that, probably simplifies it as  
15 well. And so I think that's altogether good news, and I'll  
16 look forward to the stipulated order.

17 MS. VANDESTEEG: Thank you, Your Honor.

18 THE COURT: You're very welcome.

19 Oh, before we move to the adversarial matters -- and I so  
20 apologize; just grab a table -- the one thing, given the push  
21 of confirmation, and I see from the agenda it's been  
22 withdrawn, do we need to take a new, fresh look at all at the  
23 motion for an amendment of the DIP order? Or no? No?

24 MS. GREEN: That motion has been withdrawn.

25 THE COURT: Okay. All righty. Thank you.

1 All righty. I apologize, Mr. Switzer.

2 MR. SWITZER: I'm on it. Jay Switzer, again, in the  
3 Adversary 22-3040 on behalf of the Debtor and Plaintiff, Your  
4 Honor.

5 There are four matters that are up for status today: the  
6 three pending motions to compel that are under advisement with  
7 the Court as well as the motion with respect to the scheduling  
8 order.

9 Our request, Your Honor, will be that those matters be  
10 continued to the omnibus on December 15th. As the Court has  
11 probably seen, both the Defendants and the Plaintiff have  
12 filed supplemental motions to compel with respect to what we  
13 believe to be the final disputed issues regarding the  
14 documents in the case. And so I think it just makes sense to  
15 keep everything on track and have it heard at that time.

16 THE COURT: Fair enough.

17 MR. SWITZER: And we currently have a place-saver  
18 date for trial in April. I think that that's far enough out  
19 that we can revisit that date at the next omnibus hearing and  
20 there's no need to further kick that can at this point.

21 THE COURT: Okay. So, with respect -- is that with  
22 respect to the scheduling order?

23 MR. SWITZER: That's correct.

24 THE COURT: All right. So we are currently an April

25 --

1 MR. SWITZER: Correct.

2 THE COURT: -- scheduling order, and that's good for  
3 now?

4 MR. SWITZER: Yes.

5 THE COURT: All righty. Thank you.

6 MR. SWITZER: Nothing else from me.

7 THE COURT: Maybe. Just one moment.

8 MS. VANDESTEEG: For the record, Your Honor,  
9 Elizabeth Vandesteeg on behalf of the Adversary Defendants in  
10 Adversary Case 22-3040.

11 Just a heads up to the Court that, by agreement of the  
12 parties, responses will be filed to those respective motions  
13 to compel on December 8th.

14 And Your Honor may have also noticed that we have both  
15 noticed up, then, a hearing on that for December 15th at the  
16 omnibus.

17 THE COURT: Okay.

18 MS. VANDESTEEG: There will be, just also as a heads  
19 up to the Court, one additional motion to compel filed by the  
20 Defendants today. That will be noticed up for the omnibus  
21 proceeding in January, with intervening response deadlines  
22 baked in pursuant to Local Rule.

23 THE COURT: All right. Is that also against the  
24 Debtors?

25 MS. VANDESTEEG: No, Your Honor.

1 THE COURT: Okay.

2 MS. VANDESTEEG: That is directed at Lifespace.

3 THE COURT: Okay. But in connection with the  
4 adversary?

5 MS. VANDESTEEG: Yes, Your Honor.

6 THE COURT: All righty. Thank you.

7 All righty. In terms of orders, I don't think that we  
8 have anything that we need to cover there. So, for sake of  
9 the record, we'll continue Dockets 106, 109, which are  
10 technically under advisement anyway, 137, and 98, which I do  
11 believe is also under advisement. We'll continue each of  
12 those to December 15th. Is it at 1:30?

13 MR. SWITZER: Correct.

14 THE COURT: At 1:30. Okay. So we'll do that for  
15 sake of the record.

16 MS. VANDESTEEG: Thank you, Your Honor.

17 THE COURT: Thank you very much. And now what we've  
18 all been here for. Mr. Scannell?

19 MR. SCANNELL: Thank you, Judge. Tom Scannell for  
20 the Committee in Adversary No. 22-3073.

21 In light of the consensual plan developments, the  
22 Committee believes it's most efficient to keep the abatement  
23 in place.

24 THE COURT: Okay.

25 MR. SCANNELL: We would humbly request a 60-day

1 continuance of the status conference. That 60-day time frame  
2 should fall after the continued confirmation hearing, which I  
3 think would largely inform any ultimate disposition of the  
4 adversary at that time.

5 So, with that, that would be our humble request. I'm  
6 happy to answer any questions or concerns the Court may have.

7 THE COURT: All righty. Thank you very much.

8 And I assume UMB is, excellent, is all square with the  
9 abatement as well?

10 Is there anyone else who wishes to be heard with respect  
11 to the further abatement of Adversary 3073?

12 All right. I think that's an excellent proposition, Mr.  
13 Scannell, and the Court will -- if you'll prepare an order  
14 further abating it, I'll sign that.

15 MR. SCANNELL: Certainly will. Thank you, Judge.

16 THE COURT: All righty. Anything else, ladies and  
17 gentlemen?

18 MR. JOHNSON: That's all we have, Your Honor. Thank  
19 you.

20 THE COURT: All righty. Okay. So, again, we'll see  
21 each other again tomorrow. Again, I'd impress upon the  
22 parties to continue to work consensually to the extent that  
23 you can on those matters that can be settled, but obviously I  
24 understand that there's still going to be some push and pull  
25 with respect to the plan, the plan process and the adversary

1 process. But I always -- it's great lawyering in this case,  
2 and I always am pleased to see the professionalism and  
3 courtesy that you show to one another.

4 So, belated Happy Thanksgiving. At the 62-minute mark, it  
5 is still 1-0 USA. And other than that, see you guys tomorrow.  
6 Court will stand adjourned for the day.

7 (Proceedings concluded at 2:25 p.m.)

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CERTIFICATE

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I certify that the foregoing is a correct transcript from  
the electronic sound recording of the proceedings in the  
above-entitled matter.

23

**/s/ Kathy Rehling**

**11/30/2022**

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\_\_\_\_\_  
Kathy Rehling, CETD-444  
Certified Electronic Court Transcriber

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Date

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