

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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IN RE:

CHAPTER 11

HHH CHOICES HEALTH PLAN, LLC, *ET AL.*

CASE NO. 15-11158-MEW  
CASE NO. 15-13264-MEW  
CASE NO. 16-10028-MEW

DEBTORS.

(JOINTLY ADMINISTERED)

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**ORDER APPROVING HEBREW HOSPITAL SENIOR HOUSING, INC.'S  
(I) DISCLOSURE STATEMENT, (II) FORM AND MANNER OF NOTICES,  
(III) FORM OF BALLOTS, (IV) SOLICITATION MATERIALS AND PROCEDURES,  
AND (V) SCHEDULING CONFIRMATION HEARING**

Upon the motion ("Motion") of Hebrew Hospital Senior Housing, Inc., as debtor and debtor-in-possession ("Debtor" or "HHS"), for the entry of an Order: (i) approving the proposed Disclosure Statement ("Disclosure Statement")<sup>1</sup> for the *Chapter 11 Plan of Liquidation Proposed by the Debtor*, both dated April 18, 2018 ("Plan"); (ii) approving the form and manner of notices; (iii) approving the form of Ballots; (iv) approving the solicitation materials and Solicitation Procedures (as defined therein); and (v) scheduling a Plan Confirmation Hearing (ECF No. 852); and it appearing that the relief requested is in the best interests of the Debtor's estate, its creditors and all parties with claims; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and a hearing on the approval of the Disclosure Statement having been held on May 31, 2018 ("Hearing"); and any opposition to the Motion (ECF Nos. 869 and 873) having been overruled or withdrawn after due consideration; and HHS having filed an Amended Disclosure Statement (ECF No. 883), an Amended Plan of Liquidation (ECF No. 884),

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<sup>1</sup> Capitalized terms not defined herein shall have the meanings ascribed to them in the Disclosure Statement or Plan.

notice of (i) hearing on confirmation of chapter 11 plan of liquidation for Hebrew Hospital Senior Housing Inc. and (ii) date by which to submit objections to confirmation (ECF No. 883-2), notice of non-voting status with respect to certain claims (ECF No. 883-3), and ballots for Class 3 and Class 4 (ECF Nos. 883-4 and 883-5).

NOW, THEREFORE, the Court hereby finds as follows:

- (i) The Disclosure Statement (ECF No. 883) complies with the requirements of the Bankruptcy Code and the Bankruptcy Rules and contains adequate information as such term is defined in Section 1125 of the Bankruptcy Code.
- (ii) Proper and adequate notice of the time fixed for filing objections to the Disclosure Statement and the Hearing on approval of the Disclosure Statement has been given to all parties with claims.
- (iii) The solicitation procedures proposed in the Motion (ECF No. 852) are fair and reasonable.
- (iv) Service of the Disclosure Statement and Plan (ECF Nos. 883 and 884) by Prime Clerk, with objections to the Plan due on July 18, 2018, with a Summary of Ballots due by July 18, 2018, and with a Confirmation Hearing to occur on July 25, 2018, shall constitute sufficient notice for purposes of Bankruptcy Rule 2002, and Local Bankruptcy Rules 3018-1 and 3020-1.

ACCORDINGLY, after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED that the Disclosure Statement (ECF No. 883) is hereby approved for distribution to creditors; and it is further

ORDERED that, in accordance with the record of the Hearing, the Debtor is authorized to:

(i) make non-material changes to the Disclosure Statement (ECF No. 883) and related documents (including, without limitation, the exhibits thereto); and (ii) revise the Disclosure Statement (ECF No. 883) and related documents (including, without limitation, the exhibits thereto) to add further disclosure concerning events occurring at or after the Hearing, prior to distributing it to each entity whose Claim against the Debtor is impaired and is entitled to vote on the Plan; and it is further

ORDERED that the Confirmation Hearing will be held before the Honorable Michael E. Wiles, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004, at **10 a.m. ET on July 25, 2018**; and it is further

ORDERED that objections or proposed modifications, if any, to the Plan must: (i) be in writing; (ii) state the name and address of the objecting party and the amount and nature of the claim of such party; (iii) state with particularity the basis and nature of any objection or proposed modification; and (iv) be filed with the Clerk of the Court, with a copy delivered to chambers, and served so as to be received by the following: (a) counsel to the Debtor, LIPPES MATHIAS WEXLER FRIEDMAN LLP, 50 Fountain Plaza, Suite 1700, Buffalo, NY 14202, Attn: Raymond L. Fink, Esq. and John A. Mueller, Esq.; (b) OFFICE OF THE UNITED STATES TRUSTEE FOR THE SOUTHERN DISTRICT OF NEW YORK, 201 Varick Street, Room 1006, New York, NY, 10006 Attn: Greg M. Zipes, Esq.; (c) counsel to the Creditors Committee appointed in this Chapter 11 case, DLA PIPER LLP (US), 1251 Avenue of the Americas, 27<sup>th</sup> Floor, New York, NY 10020-1104, Attn: Thomas R. Califano, Esq. and Rachel Nanes, Esq.; and (d) all persons and entities that have formally requested notice by filing a written request for notice, pursuant to Bankruptcy Rule 2002 and the

Local Bankruptcy Rules by no later than **4 p.m. ET on July 18, 2018** (“Plan Objection Deadline”);  
and it is further

ORDERED that the Solicitation Procedures are hereby approved; and it is further

ORDERED that the Debtor shall mail, by June 22, 2018: (i) the Plan (ECF No. 884), Disclosure Statement (ECF No. 883), Confirmation Hearing Notice (ECF No. 883-2), and, if applicable, the Notice of Non-Voting Status (ECF No. 883-3) to all known holders of Administrative Claims and Priority Tax Claims; and (ii) the Solicitation Package to all known holders of claims in Classes 3 and 4; and it is further

ORDERED that June 22, 2018, shall be the record date for purposes of determining which creditors are entitled to vote on the Plan; and it is further

ORDERED that for purposes of voting only, and not for the purpose of determining allowed claims or who is entitled to receive a distribution under the Plan: each holder of a Voting Claim shall have an allowed claim, for purposes of voting on the Plan, in an amount equal to: (i) the amount of such claims that is set forth as a claim in the Debtor’s Schedules (only to the extent such claim is not listed as being contingent, unliquidated, or disputed (excluding scheduled Claims that have been superseded by filed Claims)); or (ii) the amount set forth on a filed proof of claim which has not been disallowed, disqualified, suspended, reduced or estimated and temporarily allowed for voting purposes prior to computation of the vote on the Plan; and it is further

ORDERED that an objection to a Claims will not affect a creditor’s voting rights unless the objection to the Claim is filed on or before June 22, 2018; and it is further

ORDERED that any party who seeks the temporary allowance of a disputed claim for voting purposes pursuant to Bankruptcy Rule 3018(a) must file a motion seeking such relief by no

later than July 9, 2018, and to the extent any claims are temporarily allowed for purposes of voting, the amount fixed by the Bankruptcy Court shall be used for purposes of calculating acceptances and rejections of the Plan; and it is further

ORDERED that consistent with Section 1126 of the Bankruptcy Code and Bankruptcy Rule 3017(d), the Solicitation Package will not be distributed to holders of claims against the Debtor that are placed in a class under the Plan that is deemed to accept or reject the Plan under Section 1126 of the Bankruptcy Code; and it is further

ORDERED that Ballots completed by holders of claims in Classes 3 and 4 must be actually received by LIPPES MATHIAS WEXLER FRIEDMAN, LLP, Attn: Ian Klak, 50 Fountain Plaza, Suite 1700, Buffalo, New York 14202-2216 (“Voting Agent”), on or before 4 p.m. ET on July 13, 2018 (“Voting Deadline”); and it is further

ORDERED that the Voting Agent shall file a Summary of Ballots, in accordance with Local Bankruptcy Rule 3018-1, by 4 p.m. ET on July 18, 2018; and it is further

ORDERED that to ensure that its vote is counted, each holder of a claim in Class 3 must: (i) complete a Ballot; (ii) indicate the holder’s decision whether to accept or reject the Plan in the boxes provided in the Ballot; and (iii) sign and return the Ballot, by the Voting Deadline, to the Voting Agent at the address set forth herein; and it is further.

ORDERED that the following procedures in tabulating ballots:

- (i) only original Ballots bearing original signatures shall be counted;
- (ii) any Ballot which is properly completed, executed and timely returned to the Voting Agent that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and rejection of the Plan shall be deemed to be a vote to accept the Plan;
- (iii) any Ballot which is returned to the Voting Agent indicating acceptance or rejection of the Plan, but which is unsigned or does not bear an original signature shall not be counted;

- (iv) whenever a holder of a Claim casts more than one Ballot voting the same claim prior to the Voting Deadline, only the last timely Ballot received by the Voting Agent shall be counted;
- (v) if a holder of a claim casts simultaneous duplicative Ballots voted inconsistently, then such Ballots shall count as one vote accepting the Plan;
- (vi) if a holder of a claim casts simultaneous duplicative Ballots that are not voted inconsistently, only one such Ballot shall be counted;
- (vii) each holder of a Claim shall be deemed to have voted the full amount of its Claim;
- (viii) each holder of any Claim shall be entitled to vote all of the Claims it holds, but may only cast a single Ballot as to all Claims within a particular class;
- (ix) any Ballots that partially reject and partially accept the Plan shall not be counted;
- (x) any Ballot received by the Voting Agent by facsimile, e-mail, or other electronic communication shall not be counted;
- (xi) if a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or other person acting in a fiduciary or representative capacity, such person shall be required to indicate such capacity when signing and, upon request of the Voting Agent, must submit proper evidence satisfactory to the Voting Agent to so act on behalf of a holder of a Claim; and
- (xii) the Debtor shall maintain and tabulate all Ballots received in accordance with the aforementioned procedures. Within three (3) Business Days following the Voting Deadline, the Voting Agent shall produce copies of all Ballots received to the Debtor and the United States Trustee together with a written summary of the votes accepting and rejecting the Plan. Ballots and any written summary thereof shall not be filed with the Court;

and it is further

ORDERED that the Debtor is authorized and empowered to take all actions and execute such other documents as may be necessary to implement the relief granted herein; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

Dated: June 14, 2018  
New York, New York

/s/ Michael E. Wiles  
HONORABLE MICHAEL E. WILES  
UNITED STATES BANKRUPTCY JUDGE