

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

<p>In re:</p> <p>ABSOLUT FACILITIES MANAGEMENT, LLC, et al.,<sup>1</sup></p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 19-76260-ast Case No. 19-76263-ast Case No. 19-76267-ast Case No. 19-76268-ast Case No. 19-76269-ast Case No. 19-76270-ast Case No. 19-76271-ast Case No. 19-76272-ast</p> <p>(Jointly Administered)</p>
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**AMENDED ORDER (I) APPROVING SOLICITATION AND VOTING PROCEDURES,  
(II) APPROVING FORMS OF NOTICES AND BALLOTS, (III) SCHEDULING  
COMBINED HEARING TO CONSIDER DISCLOSURE STATEMENT APPROVAL  
AND PLAN CONFIRMATION, AND (IV) GRANTING RELATED RELIEF**

Upon the motion of the Official Committee of Unsecured Creditors (“Committee”) for an Order (a) establishing procedures for soliciting and tabulating votes to accept or reject the Committee’s proposed, second amended joint chapter 11 plan (as amended, supplemented, or modified from time to time, the “Plan”), (b) approving the form of ballots to be utilized to solicit votes to accept or reject the Plan, and notices of non-voting status and the notice of the combined hearing (“Combined Hearing”) to consider Plan confirmation and approval of the second amended disclosure statement to accompany the Plan (“Disclosure Statement”), (c) scheduling a Combined Hearing, and (d) granting related relief, filed March 16, 2020 (“Motion”);<sup>2</sup>

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<sup>1</sup> The Debtors are: Absolut Facilities Management, LLC; Absolut Center for Nursing and Rehabilitation at Allegany, LLC; Absolut Center for Nursing and Rehabilitation at Aurora Park, LLC; Absolut Center for Nursing and Rehabilitation at Gasport, LLC; Absolut at Orchard Brooke, LLC; Absolut Center for Nursing and Rehabilitation at Orchard Park, LLC; Absolut Center for Nursing and Rehabilitation at Three Rivers, LLC; and Absolut Center for Nursing and Rehabilitation at Westfield, LLC.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

and the Court having found that it has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334, and that venue in this district is proper pursuant to 28 U.S.C. § 1408; and the Court having determined that the Committee gave adequate and proper notice of the Motion and that no other notice need be provided; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors' estates, and that the legal and factual bases set forth in the Motion establish cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED:

1. The Motion is granted to the extent provided herein.

**I. Approval of Solicitation and Voting Procedures**

2. The Solicitation and Voting Procedures attached hereto as Schedule 1 provide for a fair and equitable voting process consistent with section 1126 of the Bankruptcy Code and are approved in their entirety.

3. Prime Clerk LLC as voting agent is hereby authorized to accept the submission of Ballots electronically through a customized online Balloting portal accessible via the Debtors' case website <https://cases.primeclerk.com/absolutcare>. The encrypted Ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot submitted in this manner and the applicable creditor's electronic signature shall be deemed to be immediately legally valid and effective.

**II. Approval of Materials and Timeline for Soliciting Votes and Procedures for Confirming the Plan**

**A. Approval of Certain Dates and Deadlines with Respect to the Plan and Disclosure Statement**

4. The following dates are hereby established and approved, subject to modification as necessary:

<b>Event</b>	<b>Date</b>
Voting Record Date	March 24, 2020
Solicitation Deadline	March 31, 2020
Voting Deadline	April 24, 2020, at 5:00 p.m.
Deadline to file Objections to Disclosure Statement Approval or Plan Confirmation	April 24, 2020
Deadline to file Affidavits or Affirmations in Support of Confirmation and/or Objections	April 30, 2020
Deadline to file Ballot Summary and Vote Certification	April 30, 2020
Deadline to file Confirmation Brief	April 30, 2020
Combined Hearing Date and Time	May 5, 2020, at 11:00 a.m.

**B. Approval of Form and Distribution of Solicitation Packages**

5. The Solicitation Packages to be transmitted on or before the Solicitation Deadline to holders of claims in Class 4 and Class 5 entitled to vote on the Plan as of the Voting Record Date shall include the following:

- (a) This Order, without exhibits except for the Solicitation and Voting Procedures annexed hereto as Schedule 1;
- (b) The Combined Hearing Notice annexed hereto as Schedule 7;
- (c) The Disclosure Statement;
- (d) The Plan; and
- (e) A Ballot, in the form annexed hereto as Schedule 2 or Schedule 3, as applicable.

6. The Committee shall cause the Solicitation Packages to be distributed to all holders of claims in Class 4 and Class 5 entitled to vote on the Plan on or before the Solicitation Deadline. In addition, the Committee shall distribute a complete Solicitation Package (excluding the Ballot) to the Office of the U.S. Trustee and to the Debtors.

7. The Ballots adequately address the particular needs of these chapter 11 cases, are appropriate for holders of claims entitled to vote to accept or reject the Plan, comply with the applicable Rules and are hereby approved.

**C. Approval of Combined Hearing Notice**

8. The Combined Hearing Notice in the form annexed hereto as Schedule 7 constitutes adequate and sufficient notice of (a) the date, time, and place of the Combined Hearing; (b) the manner in which a copy of the Disclosure statement and Plan can be obtained; (c) the deadline to object to approval of the Disclosure statement and confirmation of the Plan; (d) the Voting Deadline; and (e) the rejection of executory contracts and unexpired leases that may be rejected pursuant to the Plan, all in satisfaction of the requirements of the Bankruptcy Code and Rules and E.D.N.Y. Local Bankruptcy Rules and is hereby approved.

9. The Committee shall cause the Combined Hearing Notice to be served on or before the Solicitation Deadline upon all known holders of claims and equity interests and all other persons entitled to notice pursuant to Rule 2002 as of the Voting Record Date.

10. The Debtors shall give notice to Patients of the contents of the Combined Hearing Notice by posting a copy of this Order and the following notice in the reception area located in the main entrance of each of the Debtors' facilities and publishing a conformed copy in the Buffalo News and Orchard Park Sun no later than seven (7) days after entry of this Order. The Court finds the foregoing methods reasonably calculated under the circumstances to apprise Patients of the contents of and dates and deadlines in the Combined Hearing Notice, and determines such methods to be effective, adequate, and sufficient to notify Patients of the foregoing.

**NOTICE TO RESIDENTS:**

**Debtors Absolut Facilities Management, LLC; Absolut Center for Nursing and Rehabilitation at Allegany, LLC; Absolut Center for Nursing and Rehabilitation at Aurora**

**Park, LLC; Absolut Center for Nursing and Rehabilitation at Gasport, LLC; Absolut at Orchard Brooke, LLC; Absolut Center for Nursing and Rehabilitation at Orchard Park, LLC; Absolut Center for Nursing and Rehabilitation at Three Rivers, LLC; and Absolut Center for Nursing and Rehabilitation at Westfield, LLC have filed a plan of reorganization with the US Bankruptcy Court. To obtain a ballot to vote on that plan of reorganization, you may contact Prime Clerk LLC via e-mail to [absolutballots@primeclerk.com](mailto:absolutballots@primeclerk.com), and submit such ballot through a customized online Balloting portal accessible via the Debtors' case website <https://cases.primeclerk.com/absolutcare>.**

**D. Approval of Non-Voting Status Notices**

11. Except to the extent that the Committee determines otherwise, the Committee is not required to provide Solicitation Packages to holders of claims or equity interests in the Non-Voting Classes, as such holders are not entitled to vote on the Plan. Instead, on or before the Solicitation Deadline, the Combined Hearing Notice and a Non-Voting Status Notice shall be served on such parties; more specifically, holders of Administrative Expense Claims (Unclassified), Priority Tax Claims (Unclassified), DIP Loan Claim (Unclassified), and claims in Class 1, Class 2, and Class 3 shall each be served a Deemed Accepting Notice in the form annexed hereto as Schedule 4; holders of intercompany claims in Class 6 and equity interests in Class 7 shall each be served a Deemed Rejecting Notice in the form annexed hereto as Schedule 5; and Disputed Claimants shall each be served a Notice of Disputed Claim Status in the form annexed hereto as Schedule 6.

12. The Deemed Accepting Notice satisfies the requirements of Rule 3017(d) and is hereby approved. The Deemed Rejecting Notice and Notice of Disputed Claim Status are adequate under the circumstances and are hereby approved.

**E. Approval of Procedures for Filing Objections to Plan and Disclosure Statement**

13. Objections to approval of the Disclosure Statement or confirmation of the Plan will not be considered by the Court unless timely filed and properly served in accordance with this Order. Specifically, all objections to approval of the Disclosure Statement or confirmation of the Plan must be in writing and state with particularity the legal and factual bases for the objection (and, if practicable, a proposed modification that would resolve such objection) be filed with the Court and served on the Committee by April 24, 2020, with any affidavits or affirmations in support of any confirmation objection to be filed by April 30, 2020. The Court shall consider only timely filed written objections. All objections not timely filed and served in accordance with the instructions in the Combined Hearing Notice are hereby deemed waived.

**III. Miscellaneous**

14. The Committee shall have the right, in consultation with the Debtors, the Debtors' landlords, and ABS DIP, LLC, to alter, amend, and/or modify the Disclosure Statement or Plan, without further order of the Court, in accordance with the Plan, section 1127 of the Bankruptcy Code, and Rule 3019, including the right to withdraw the Plan at any time before the Combined Hearing Date.

15. Nothing in this Order shall be construed as a waiver of the right of the Plan Administrator, the Debtors, or the Committee to object any proof of claim after the Voting Record Date.

16. The Combined Hearing may be adjourned from time to time without further notice to creditors and other parties in interest by an announcement of the adjourned date at the Combined Hearing or any adjournment thereof or by an appropriate filing with the Court.

17. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Rule 2002 are satisfied by such notice.

18. Notwithstanding any provisions of the Bankruptcy Code or Rules or E.D.N.Y. Local Bankruptcy Rules to the contrary, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry, and the Committee is authorized to take all actions necessary to effectuate the relief granted herein.


19. The Committee is authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

20. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

21. NOTHING CONTAINED IN THIS ORDER CONSTITUTES AN APPROVAL OF THE DISCLOSURE STATEMENT OR ANY PROVISION OF THE PLAN.

**Dated: March 30, 2020**  
**Central Islip, New York**



  
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**Alan S. Trust**  
**United States Bankruptcy Judge**



**SCHEDULE 1**

**Solicitation and Voting Procedures**

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

<p>In re:</p> <p>ABSOLUT FACILITIES MANAGEMENT, LLC, et al.,<sup>1</sup></p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 19-76260-ast Case No. 19-76263-ast Case No. 19-76267-ast Case No. 19-76268-ast Case No. 19-76269-ast Case No. 19-76270-ast Case No. 19-76271-ast Case No. 19-76272-ast</p> <p>(Jointly Administered)</p>
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**SOLICITATION AND VOTING PROCEDURES**

PLEASE TAKE NOTICE that on March [•], 2020, the United States Bankruptcy Court for the Eastern District of New York (“Court”) entered an Order (“Order”), among other things, scheduling a combined hearing (“Combined Hearing”) to consider confirmation of the second amended joint chapter 11 plan (as amended, supplemented, or modified from time to time, the “Plan”) proposed by the Official Committee of Unsecured Creditors appointed in these chapter 11 cases (“Committee”) and approval of the second amended disclosure statement to accompany the Plan (“Disclosure Statement”). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Order.

PLEASE TAKE FURTHER NOTICE that the Order further approves dates, procedures, and forms applicable to the process of soliciting and tabulating votes on the Plan and providing notice of the Combined Hearing as provided herein.

PLEASE TAKE FURTHER NOTICE of the following:

A. Voting Record Date. The Court has established March 24, 2020 as the record date for purposes of determining the holders of claims entitled to receive Ballots to vote to accept or reject the Plan.

B. Voting Deadline. The Court has established April 24, 2020 at 5:00 p.m. (EST) as the deadline to vote to accept or reject the Plan (“Voting Deadline”). To be counted, all Ballots

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<sup>1</sup> The Debtors are: Absolut Facilities Management, LLC; Absolut Center for Nursing and Rehabilitation at Allegany, LLC; Absolut Center for Nursing and Rehabilitation at Aurora Park, LLC; Absolut Center for Nursing and Rehabilitation at Gasport, LLC; Absolut at Orchard Brooke, LLC; Absolut Center for Nursing and Rehabilitation at Orchard Park, LLC; Absolut Center for Nursing and Rehabilitation at Three Rivers, LLC; and Absolut Center for Nursing and Rehabilitation at Westfield, LLC.

must be submitted to Prime Clerk LLC the voting agent herein so as to be **actually received** prior to the Voting Deadline. Ballots may be submitted electronically through the voting agent's online Balloting portal which may be accessed via Debtors' case website <https://cases.primeclerk.com/absolutcare>. Alternatively completed and properly executed hard copy Ballots may be mailed or otherwise delivered to the voting agent, so as to be **actually received** prior to the Voting Deadline, at the following address:

Absolut Facilities Management Ballot Processing  
c/o Prime Clerk LLC  
One Grand Central Place  
60 East 42<sup>nd</sup> Street, Suite 1440  
New York, New York 10165

Any party submitting a Ballot through the online portal should not also submit a paper Ballot. Any Ballots submitted by fax or e-mail will not be valid. If you would like to coordinate hand delivery of your Ballot to the voting agent's office, please e-mail [absolutballots@primeclerk.com](mailto:absolutballots@primeclerk.com) at least one (1) hour in advance to arrange delivery. To be counted, Ballots must be actually received by no later than the Voting Deadline. Delivery of a Ballot not in accordance with these instructions shall not be valid and shall not be counted as a vote to accept or reject the Plan.

C. Resolution of Disputed Claims for Voting Purposes. Any holder of a claim in Class 5 (General Unsecured Claims) ("Class 5 Claim") that is (a) asserted as wholly unliquidated or wholly contingent, including all claims asserting a right to payment for wrongful death or other tort liability not reduced to judgment prior to the commencement of these chapter 11 cases; (b) asserted in a proof of claim not timely filed; or (c) asserted in a proof of claim as to which an objection to the entirety of the claim is pending as of the Voting Record Date (together, the "Disputed Claimants") will not be permitted to vote on the Plan unless a Resolution Event (defined below) occurs. As used herein the term "Resolution Event" means the occurrence of one of the following events by no later than two (2) business days prior to the Voting Deadline: a stipulation is executed between the holder of the applicable claim and the Committee temporarily allowing the claim for voting purposes, or an order is entered temporarily allowing the claim for voting purposes pursuant to Rule 3018(a). Not later than one (1) business day after the occurrence of a Resolution Event, the Committee shall cause to be distributed a Solicitation Package containing the appropriate Ballot to the applicable holder.

D. Treatment of Rejection Damages Claims for Voting Purposes. Notwithstanding anything else to the contrary herein, all holders of claims that will or may arise due to the rejection of an executory contract or unexpired lease pursuant to the Plan (such claim, a "Rejection Claim" and each such claimant, a "Rejection Claimant") shall be permitted to vote to accept or reject the Plan through the submission of a Ballot on or before the Voting Deadline; provided, however, that each Rejection Claimant shall be permitted to vote each Rejection Claim in the amount of \$1.00 only (unless otherwise determined pursuant to a Resolution Event); provided further, that each Rejection Claim shall be allowed in the amount of \$1.00 solely for the purposes of voting on the Plan, and such allowed amount shall not (a) be binding on the Debtors or Plan Administrator or any other party in interest for any purpose other than voting, or (b) excuse the Rejection Claimant from timely filing a proof of claim; provided, further, that notwithstanding the foregoing the

rejection damages claim filed by 6060 Armor Road LLC shall be allowed for voting purposes in the amount set forth in its proof of claim.

E. Form, Content, and Manner of Notices

1. *Solicitation Packages for Classes 4 and 5.* The following materials shall constitute the solicitation package (“Solicitation Package”): (i) the Order (without exhibits except for these Solicitation and Voting Procedures), (ii) the Confirmation Hearing Notice, (iii) the appropriate Ballot, (iv) the Disclosure Statement, and (v) the Plan. Copies of the Plan and Disclosure Statement may be provided in electronic format (i.e., flash drive), and all other contents of the Solicitation Package including Ballots shall be provided in hard copy. Hard copies of the Plan and Disclosure statement may be requested in writing from the Committee’s undersigned counsel at no cost to such party.

2. *Non-Voting Status Notices.* All holders of other claims and equity interests are not entitled to vote on the Plan and therefore shall not receive a Solicitation Package, but will instead receive the Confirmation Hearing Notice and the applicable Notice of Non-Voting Status in the form annexed to the Order.

3. *Solicitation Deadline.* The Committee shall commence the solicitation and noticing process by causing the Solicitation Packages and applicable Non-Voting Status Notices to be sent to the appropriate recipients by first class mail, postage prepaid. Additionally, the Committee shall cause to be served all of the materials in the Solicitation Package except the Ballot on the U.S. Trustee and the Debtors.

F. Voting and Tabulation Procedures.

1. *Holders of Class 5 Claims Entitled to Vote.* Only the following holders of Class 5 Claims shall be entitled to vote with regard to their respective claims:

- (a) holders of Class 5 Claims who, on or before the Voting Record Date, have timely filed a proof of claim that (i) has not been expunged, disallowed, disqualified, withdrawn, or superseded prior to the Voting Record Date; and (ii) is not the subject of a claim objection that was filed on or prior to **March 24, 2020**;
- (b) holders of any disputed Class 5 Claim that has been temporarily allowed for voting purposes pursuant to Rule 3018; and
- (c) the assignee of a Class 5 Claim that was transferred on or before the Voting Record Date by a person or entity described in subparagraphs (a) and (b) above pursuant to Rule 3001(e), provided such transfer is reflected on the claims register before the Voting Record Date.

2. *Establishing Claim Amounts for Voting Purposes.* The Class 5 Claim amounts established herein shall control for voting purposes only and shall not constitute the allowed amount of any Class 5 Claim for distribution under the Plan. Moreover, any amounts filled

in on Ballots are not binding for purposes of allowance and distribution under the Plan. In tabulating votes, the following hierarchy shall be used to determine the amount of the Class 5 Claim associated with each claimant's vote:

- (a) the claim amount temporarily allowed pursuant to Rule 3018; and
- (b) the claim amount contained in a timely-filed proof of claim; provided, however, any Ballot cast by a holder of a claim who filed a proof of claim in respect of (i) a contingent claim or a claim in a wholly-unliquidated or unknown amount (based on a reasonable review) shall not be counted, and (ii) a partially liquidated and partially unliquidated claim will be allowed for voting purposes only in the liquidated amount.

In the absence of any of the foregoing, such claim shall be disallowed for voting purposes.

3. *Tabulation Procedures.* The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the Committee's right to waive any of the below specified requirements for completion and submission of ballots, so long as such requirement is not otherwise required by the Bankruptcy Code or Rules E.D.N.Y. Local Bankruptcy Rules:

- (a) Except as otherwise provided herein, unless the Ballot being furnished is timely submitted by the Voting Deadline (as the same may be extended by the Committee), such Ballot shall be rejected as invalid and shall not count in connection with confirmation of the Plan;
- (b) Ballots shall be tabulated as if the Debtors' estates had been substantively consolidated; that is, Ballots shall not be tabulated on a Debtor-by-Debtor basis;
- (c) Consistent with E.D.N.Y. LBR 3018-1, the Committee will file a summary of Ballot and vote certification ("Voting Report") no later than **April 30, 2020**, which shall delineate every Ballot that contains any form of irregularity, including Ballots that are not timely filed, illegible, lacking signatures, lacking necessary information, received by fax or damaged. The Committee subject to a contrary Order of the Court may waive any such irregularity(ies) at any time before or after the Voting Deadline. The Voting Report shall indicate the Committee's treatment with respect to each irregular Ballot;
- (d) Holders of claims in the Voting Classes must vote all of their Class claims either to accept or reject the Plan and may not split any votes. To the extent a holder of a claim holds multiple claims in a single class, such claims shall be aggregated for the purpose of counting votes;

- (e) Ballots may not be submitted by e-mail or fax; provided, however, Ballots may be submitted electronically via the online Balloting portal maintained by the voting agent, Prime Clerk LLC;
- (f) A person signing a Ballot in his or her capacity as trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity must indicate such capacity when signing; **any person signing a ballot on behalf of any resident of any of Debtors' facilities to whom access has been denied or limited due to COVID-19 shall so indicate on any ballot along with the capacity or relationship in which such Ballot is being signed;**
- (g) Neither the Committee nor any other person or entity will be under any duty to provide notice of defects or irregularities with respect to any irregular Ballots other than as provided in the Voting Report, nor will any of them incur liability for failure to provide such notification;
- (h) If multiple Ballots are received from the same holder with respect to the same claim prior to the Voting Deadline, the last properly-executed and timely-received Ballot will be deemed to reflect the holder's intention and will supersede and revoke any previously-received Ballot; provided, however, that if a holder timely submits both a paper and electronic Ballot in respect of the same claim, the electronic Ballot shall supersede the paper Ballot;
- (i) If a claim has been estimated or allowed only for voting purposes by order of the Court, such claim shall be temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution (under the Plan);
- (j) After the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Committee.

G. Amendments to Plan and Solicitation and Voting Procedures. The Committee reserves the right to make non-substantive or immaterial changes to the Disclosure Statement, Plan, Ballots, Combined Hearing Notice, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors, if any, and to make conforming changes among the Disclosure Statement, Plan, and any of the Plan Notices before their distribution.

Dated: March \_\_\_\_, 2020

AMINI LLC

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Jeffrey Chubak  
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*Attorneys for the Official Committee of  
Unsecured Creditors*

**SCHEDULE 2**

**Form of Ballot  
(Class 4—Landlord Cure Claim)**



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

<p>In re:</p> <p>ABSOLUT FACILITIES MANAGEMENT, LLC, et al.,<sup>1</sup></p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 19-76260-ast Case No. 19-76263-ast Case No. 19-76267-ast Case No. 19-76268-ast Case No. 19-76269-ast Case No. 19-76270-ast Case No. 19-76271-ast Case No. 19-76272-ast</p> <p>(Jointly Administered)</p>
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**CLASS 4 BALLOT FOR ACCEPTING OR REJECTING CHAPTER 11 PLAN**  
**(Landlord Cure Claim)**

The Official Committee of Unsecured Creditors appointed in these chapter 11 cases (“Committee”) has filed a second amended joint chapter 11 plan for the above-named Debtors (as amended, modified, or supplemented from time to time, the “Plan”) and a second amended disclosure statement to accompany the Plan (“Disclosure Statement”).

The Plan places claims against the Debtors into separate classes and describes how creditors in each class would be treated if the Plan were confirmed and became effective. The Disclosure Statement is intended to give creditors holding claims in classes entitled to vote on the Plan with adequate information to make an informed judgment as to whether to vote to accept or reject the Plan.

You are receiving this Ballot because you are entitled to vote to accept or reject the Plan. Electronic copies of the Plan and Disclosure Statement are included in the accompanying flash drive. You may obtain a hard copy of the Plan and Disclosure Statement by contacting the voting agent Prime Clerk LLC (“Voting Agent”) either by phone at (877) 504-0539 or by e-mail at [absolutballots@primeclerk.com](mailto:absolutballots@primeclerk.com).

You should review the Disclosure Statement and Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 4 under the Plan. If you have any questions regarding this Ballot

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<sup>1</sup> The Debtors are: Absolut Facilities Management, LLC; Absolut Center for Nursing and Rehabilitation at Allegany, LLC; Absolut Center for Nursing and Rehabilitation at Aurora Park, LLC; Absolut Center for Nursing and Rehabilitation at Gasport, LLC; Absolut at Orchard Brooke, LLC; Absolut Center for Nursing and Rehabilitation at Orchard Park, LLC; Absolut Center for Nursing and Rehabilitation at Three Rivers, LLC; and Absolut Center for Nursing and Rehabilitation at Westfield, LLC.

or the accompanying Solicitation and Voting Procedures, please contact the Voting Agent by phone or e-mail.

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT WITH AN ORIGINAL SIGNATURE PROMPTLY, EITHER VIA THE VOTING AGENT'S ONLINE ELECTRONIC BALLOTING PLATFORM ("E-Ballot") OR VIA FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:

Absolut Facilities Management Ballot Processing  
c/o Prime Clerk LLC  
One Grand Central Place  
60 East 42<sup>nd</sup> Street, Suite 1440  
New York, New York 10165

You may access the E-Ballot platform on the Voting Agent's website by visiting <https://cases.primeclerk.com/absolutcare>, clicking on the "Submit E-Ballot" link, and following the instructions set forth on the website, and submitting your consent and vote.

**Your E-Ballot ID is: [•]**

To be counted, all Ballots must be actually received by no later than April 24, 2020 at 5:00 p.m. (EST), the Court-established voting deadline. If your Ballot is not submitted by the voting deadline your vote will not count as an acceptance or rejection of the Plan.

Only choose one method of return for your Ballot. If you submit your Ballot via E-Ballot, you should not submit a hard copy of the originally signed Ballot as well. Ballots submitted via E-Ballot will be deemed to include an original signature.

If the Plan is confirmed by the Court and becomes effective, it will be binding on you whether or not you vote on the Plan.

**ACCEPTANCE OR REJECTION OF THE PLAN**

The undersigned, the holder of a Class 4 Claim against the Debtors in the unpaid amount of \$2,385,000.

Accepts the Plan

Rejects the Plan

Dated: \_\_\_\_\_, 2020

Print or type name: \_\_\_\_\_

Signature: \_\_\_\_\_

Title (if claimant is an entity): \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

E-mail: \_\_\_\_\_

Tel: \_\_\_\_\_

**IF THE VOTING AGENT DOES NOT ACTUALLY RECEIVE THIS CLASS 4 BALLOT ON OR BEFORE APRIL 24, 2020, AT 5:00 P.M. (EST) (AND IF THE VOTING DEADLINE IS NOT EXTENDED), THE VOTE TRANSMITTED BY THIS CLASS 4 BALLOT MAY BE COUNTED AS AN ACCEPTANCE OR REJECTION OF THE PLAN ONLY IN THE SOLE AND ABSOLUTE DISCRETION OF THE COMMITTEE**

**SCHEDULE 3**

**Form of Ballot  
(Class 5—General Unsecured Claim)**

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

<p>In re:</p> <p>ABSOLUT FACILITIES MANAGEMENT, LLC, et al.,<sup>1</sup></p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 19-76260-ast Case No. 19-76263-ast Case No. 19-76267-ast Case No. 19-76268-ast Case No. 19-76269-ast Case No. 19-76270-ast Case No. 19-76271-ast Case No. 19-76272-ast</p> <p>(Jointly Administered)</p>
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**CLASS 5 BALLOT FOR ACCEPTING OR REJECTING CHAPTER 11 PLAN**  
**(General Unsecured Claim)**

The Official Committee of Unsecured Creditors appointed in these chapter 11 cases (“Committee”) has filed a second amended joint chapter 11 plan for the above-named Debtors (as amended, modified, or supplemented from time to time, the “Plan”) and a second amended disclosure statement to accompany the Plan (“Disclosure Statement”).

The Plan places claims against the Debtors into separate classes and describes how creditors in each class would be treated if the Plan were confirmed and became effective. The Disclosure Statement is intended to give creditors holding claims in classes entitled to vote on the Plan with adequate information to make an informed judgment as to whether to vote to accept or reject the Plan.

You are receiving this Ballot because you are entitled to vote to accept or reject the Plan. Electronic copies of the Plan and Disclosure Statement are included in the accompanying flash drive. You may obtain a hard copy of the Plan and Disclosure Statement by contacting the voting agent Prime Clerk LLC (“Voting Agent”) either by phone at (877) 504-0539 or by e-mail at [absolutballots@primeclerk.com](mailto:absolutballots@primeclerk.com).

You should review the Disclosure Statement and Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 5 under the Plan. If you have any questions regarding this Ballot

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<sup>1</sup> The Debtors are: Absolut Facilities Management, LLC; Absolut Center for Nursing and Rehabilitation at Allegany, LLC; Absolut Center for Nursing and Rehabilitation at Aurora Park, LLC; Absolut Center for Nursing and Rehabilitation at Gasport, LLC; Absolut at Orchard Brooke, LLC; Absolut Center for Nursing and Rehabilitation at Orchard Park, LLC; Absolut Center for Nursing and Rehabilitation at Three Rivers, LLC; and Absolut Center for Nursing and Rehabilitation at Westfield, LLC.

or the accompanying Solicitation and Voting Procedures, please contact the Voting Agent by phone or e-mail.

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT WITH AN ORIGINAL SIGNATURE PROMPTLY, EITHER VIA THE VOTING AGENT'S ONLINE ELECTRONIC BALLOTING PLATFORM ("E-Ballot") OR VIA FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:

Absolut Facilities Management Ballot Processing  
c/o Prime Clerk LLC  
One Grand Central Place  
60 East 42<sup>nd</sup> Street, Suite 1440  
New York, New York 10165

You may access the E-Ballot platform on the Voting Agent's website by visiting <https://cases.primeclerk.com/absolutcare>, clicking on the "Submit E-Ballot" link, and following the instructions set forth on the website, and submitting your consent and vote.

**Your E-Ballot ID is: [•]**

To be counted, all Ballots must be actually received by no later than April 24, 2020 at 5:00 p.m. (EST), the Court-established voting deadline. If your Ballot is not submitted by the voting deadline your vote will not count as an acceptance or rejection of the Plan.

Only choose one method of return for your Ballot. If you submit your Ballot via E-Ballot, you should not submit a hard copy of the originally signed Ballot as well. Ballots submitted via E-Ballot will be deemed to include an original signature.

If the Plan is confirmed by the Court and becomes effective, it will be binding on you whether or not you vote on the Plan.

**ACCEPTANCE OR REJECTION OF THE PLAN**

The undersigned, the holder of a Class 5 Claim against the Debtors in the unpaid amount of \$\_\_\_\_\_.

Accepts the Plan

Rejects the Plan

Dated: \_\_\_\_\_, 2020

Print or type name: \_\_\_\_\_

Signature: \_\_\_\_\_

Title (if claimant is an entity): \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

E-mail: \_\_\_\_\_

Tel: \_\_\_\_\_

**IF THE VOTING AGENT DOES NOT ACTUALLY RECEIVE THIS CLASS 5 BALLOT ON OR BEFORE APRIL 24, 2020, AT 5:00 P.M. (EST) (AND IF THE VOTING DEADLINE IS NOT EXTENDED), THE VOTE TRANSMITTED BY THIS CLASS 5 BALLOT MAY BE COUNTED AS AN ACCEPTANCE OR REJECTION OF THE PLAN ONLY IN THE SOLE AND ABSOLUTE DISCRETION OF THE COMMITTEE**

**SCHEDULE 4**

**Notice of Non-Voting Status  
(Deemed Accepting)**



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

<p>In re:</p> <p>ABSOLUT FACILITIES MANAGEMENT, LLC, et al.,<sup>1</sup></p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 19-76260-ast Case No. 19-76263-ast Case No. 19-76267-ast Case No. 19-76268-ast Case No. 19-76269-ast Case No. 19-76270-ast Case No. 19-76271-ast Case No. 19-76272-ast</p> <p>(Jointly Administered)</p>
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**NOTICE OF NON-VOTING STATUS**

**To: All holders of Administrative Expense Claims (Unclassified)  
All holders of Priority Tax Claims (Unclassified)  
The holder of the DIP Loan Claim (Unclassified)  
All holders of Prepetition Loan Claims (Class 1)  
All holders of Other Secured Claims (Class 2)  
All holders of Priority Non-Tax Claims (Class 3)**

PLEASE TAKE NOTICE that:

1. On March [•], 2020, the United States Bankruptcy Court for the Eastern District of New York (“Court”) entered an Order (“Order”), among other things, scheduling a combined hearing to consider confirmation of the second amended joint chapter 11 plan (as amended, supplemented, or modified from time to time, the “Plan”) proposed by the Official Committee of Unsecured Creditors appointed in these chapter 11 cases and approval of the second amended disclosure statement to accompany the Plan (“Disclosure Statement”) and approving dates, procedures, and forms applicable to the process of soliciting and tabulating votes on the Plan.

2. You are receiving this Notice because you may be the holder of an Administrative Expense Claim, a Priority Tax Claim, DIP Loan Claim, Prepetition Loan Claim, Other Secured Claim, or Priority Non-Tax Claim, each as described in the Plan and Disclosure Statement.

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<sup>1</sup> The Debtors are: Absolut Facilities Management, LLC; Absolut Center for Nursing and Rehabilitation at Allegany, LLC; Absolut Center for Nursing and Rehabilitation at Aurora Park, LLC; Absolut Center for Nursing and Rehabilitation at Gasport, LLC; Absolut at Orchard Brooke, LLC; Absolut Center for Nursing and Rehabilitation at Orchard Park, LLC; Absolut Center for Nursing and Rehabilitation at Three Rivers, LLC; and Absolut Center for Nursing and Rehabilitation at Westfield, LLC.

3. Because of the nature and treatment of your claim under the Plan, you are not entitled to vote on the Plan.

4. Please note that neither the Debtors nor the Committee has completed its review of claims asserted against the Debtors. The Debtors or, after the effective date of the Plan, the Plan Administrator may determine to object to the priority status alleged in your Proof of Claim. If they do, and such objection is successful, your claim may be a general unsecured claim in Class 5 of the Plan.

Dated: March \_\_\_\_, 2020

AMINI LLC

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asamet@aminillc.com  
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*Attorneys for the Official Committee of  
Unsecured Creditors*

**SCHEDULE 5**

**Notice of Non-Voting Status  
(Deemed Rejecting)**

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

<p>In re:</p> <p>ABSOLUT FACILITIES MANAGEMENT, LLC, et al.,<sup>1</sup></p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 19-76260-ast Case No. 19-76263-ast Case No. 19-76267-ast Case No. 19-76268-ast Case No. 19-76269-ast Case No. 19-76270-ast Case No. 19-76271-ast Case No. 19-76272-ast</p> <p>(Jointly Administered)</p>
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**NOTICE OF NON-VOTING STATUS**

**To: All holders of Intercompany Claims (Class 6)  
Israel Sherman and Samuel Sherman (Class 7)**

PLEASE TAKE NOTICE that:

1. On March [•], 2020, the United States Bankruptcy Court for the Eastern District of New York (“Court”) entered an Order (“Order”), among other things, scheduling a combined hearing to consider confirmation of the second amended joint chapter 11 plan (as amended, supplemented, or modified from time to time, the “Plan”) proposed by the Official Committee of Unsecured Creditors appointed in these chapter 11 cases and approval of the second amended disclosure statement to accompany the Plan (“Disclosure Statement”) and approving dates, procedures, and forms applicable to the process of soliciting and tabulating votes on the Plan.

2. You are receiving this Notice because you are an officer of the Debtors, and/or the holder of an Equity Interest in the Debtors.

3. Under the terms of the Plan, each holder of an Intercompany Claim, and each holder of an Equity Interest (each as defined in the Plan) (i.e., Israel Sherman and Samuel Sherman) is not entitled to receive a distribution on account of said claims or interests. In accordance with section 1126(g) of the Bankruptcy Code, such holders are deemed to have rejected the Plan and are not entitled to vote on the Plan.

Dated: March \_\_\_, 2020

AMINI LLC

<sup>1</sup> The Debtors are: Absolut Facilities Management, LLC; Absolut Center for Nursing and Rehabilitation at Allegany, LLC; Absolut Center for Nursing and Rehabilitation at Aurora Park, LLC; Absolut Center for Nursing and Rehabilitation at Gasport, LLC; Absolut at Orchard Brooke, LLC; Absolut Center for Nursing and Rehabilitation at Orchard Park, LLC; Absolut Center for Nursing and Rehabilitation at Three Rivers, LLC; and Absolut Center for Nursing and Rehabilitation at Westfield, LLC.

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*Attorneys for the Official Committee of  
Unsecured Creditors*

**SCHEDULE 6**

**Notice of Non-Voting Status  
(Disputed Claims)**

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

In re:

ABSOLUT FACILITIES MANAGEMENT,  
LLC, et al.,<sup>1</sup>

Debtors.

Chapter 11

Case No. 19-76260-ast  
Case No. 19-76263-ast  
Case No. 19-76267-ast  
Case No. 19-76268-ast  
Case No. 19-76269-ast  
Case No. 19-76270-ast  
Case No. 19-76271-ast  
Case No. 19-76272-ast

(Jointly Administered)

**NOTICE OF NON-VOTING STATUS**  
**(Disputed Claims)**

PLEASE TAKE NOTICE that:

1. On March [•], 2020, the United States Bankruptcy Court for the Eastern District of New York (“Court”) entered an Order (“Order”), among other things, scheduling a combined hearing to consider confirmation of the second amended joint chapter 11 plan (as amended, supplemented, or modified from time to time, the “Plan”) proposed by the Official Committee of Unsecured Creditors appointed in these chapter 11 cases and approval of the second amended disclosure statement to accompany the Plan (“Disclosure Statement”) and approving dates, procedures, and forms applicable to the process of soliciting and tabulating votes on the Plan.

2. You are receiving this Notice because you are the holder of a General Unsecured Claim classified in Class 5 under the Plan that is or was (a) asserted as wholly unliquidated or wholly contingent, such as a claim asserting a right to payment for wrongful death or other tort liability not reduced to judgment prior to the commencement of these chapter 11 cases; (b) asserted in a proof of claim not timely filed; or (c) asserted in a proof of claim as to which an objection to the entirety of the claim is pending as of the Voting Record Date.

3. You are not entitled to vote any disputed portion of your claim on the Plan unless one or more of the following events have taken place before April 22, 2020, the date that is two (2) business days before the Voting Deadline established by the Order: a stipulation is executed

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<sup>1</sup> The Debtors are: Absolut Facilities Management, LLC; Absolut Center for Nursing and Rehabilitation at Allegany, LLC; Absolut Center for Nursing and Rehabilitation at Aurora Park, LLC; Absolut Center for Nursing and Rehabilitation at Gasport, LLC; Absolut at Orchard Brooke, LLC; Absolut Center for Nursing and Rehabilitation at Orchard Park, LLC; Absolut Center for Nursing and Rehabilitation at Three Rivers, LLC; and Absolut Center for Nursing and Rehabilitation at Westfield, LLC.

between the holder of the applicable claim and the Committee temporarily allowing the claim for voting purposes, or an order is entered temporarily allowing the claim for voting purposes pursuant to Rule 3018(a).

4. If either of the foregoing events occurs, then no later than one (1) business day thereafter, the Committee shall distribute a Solicitation Package containing the appropriate Ballot to you, which must be executed and returned prior to the Voting Deadline.

Dated: March \_\_\_, 2020

AMINI LLC

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*Attorneys for the Official Committee of  
Unsecured Creditors*



**SCHEDULE 7**

**Notice of Combined Hearing**

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

In re:  
  
ABSOLUT FACILITIES MANAGEMENT,  
LLC, et al.,<sup>1</sup>  
  
Debtors.

Chapter 11  
  
Case No. 19-76260-ast  
Case No. 19-76263-ast  
Case No. 19-76267-ast  
Case No. 19-76268-ast  
Case No. 19-76269-ast  
Case No. 19-76270-ast  
Case No. 19-76271-ast  
Case No. 19-76272-ast  
  
(Jointly Administered)

**NOTICE OF COMBINED HEARING TO CONSIDER PLAN CONFIRMATION AND  
DISCLOSURE STATEMENT APPROVAL AND ASSOCIATED DEADLINES**

**To: All holders of Claims and Equity Interests  
All other parties in interest**

PLEASE TAKE NOTICE that:

1. On March [•], 2020, the United States Bankruptcy Court for the Eastern District of New York (“Court”) entered an Order (“Order”), among other things, scheduling a combined hearing (“Combined Hearing”) to consider confirmation of the second amended joint chapter 11 plan (as amended, supplemented, or modified from time to time, the “Plan”)<sup>2</sup> proposed by the Official Committee of Unsecured Creditors appointed in these chapter 11 cases and approval of the second amended disclosure statement to accompany the Plan (“Disclosure Statement”) and approving dates, procedures, and forms applicable to the process of soliciting and tabulating votes on the Plan (“Solicitation and Voting Procedures”).

2. Voting Record Date. The Court has established March 24, 2020, as the record date for purposes of determining which holders of claims in Class 4 and Class 5 are entitled to vote on the Plan.

<sup>1</sup> The Debtors are: Absolut Facilities Management, LLC; Absolut Center for Nursing and Rehabilitation at Allegany, LLC; Absolut Center for Nursing and Rehabilitation at Aurora Park, LLC; Absolut Center for Nursing and Rehabilitation at Gasport, LLC; Absolut at Orchard Brooke, LLC; Absolut Center for Nursing and Rehabilitation at Orchard Park, LLC; Absolut Center for Nursing and Rehabilitation at Three Rivers, LLC; and Absolut Center for Nursing and Rehabilitation at Westfield, LLC.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

3. Voting Deadline. The deadline for voting on the Plan is April 24, 2020 at 5:00 p.m. (EST). If you received a Solicitation Package, including a Ballot (each as defined in the Order), and intend to vote on the Plan you must: (a) follow the instructions carefully; (b) complete all of the required information on the Ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the Solicitation and Voting Procedures so that it is actually received by the voting agent on or before the Voting Deadline. **Failure to submit your Ballot by the Voting Deadline and/or any failure to comply with the Ballot instructions may result in the disqualification of your Ballot and your vote.**

4. Objections Deadline. The Court has established April 24, 2020 as the deadline to object to confirmation of the Plan or approval of the Disclosure Statement, and April 30, 2020 as the deadline to file any affidavits or affirmations in support of any confirmation objection. Any objection must be in writing and state with particularity the legal and factual bases therefor and be filed with the Court by the foregoing deadline. **Any objections not timely filed by the Objection Deadline shall not be considered and shall be deemed overruled.**

5. Combined Hearing. The Combined Hearing will be held on May 5, 2020 at 11:00 a.m. (EST) before the Honorable Alan S. Trust, United States Bankruptcy Judge, at the Conrad B. Duberstein United States Courthouse, 271-C Cadman Plaza East, Courtroom 2554, Brooklyn, New York 11201. The Combined Hearing may be continued from time to time by announcement in open Court or filed on the docket of these chapter 11 cases.

6. Rejection of Executory Contracts and Unexpired Leases. **The Plan provides for the rejection of the Debtors' executory contracts and unexpired leases not being assumed in connection with the sale of the Debtors' skilled nursing and assisted living facilities.** Pursuant to the Plan, all such contracts and leases will be rejected as of the Plan Effective Date. Pursuant to the Order and Solicitation and Voting Procedures, if you are a counterparty to one or more contracts or leases with the Debtors that may be an executory contract or unexpired lease, you may be entitled to cast a Ballot to vote on the Plan on account of the Debtors' rejection of your executory contract or unexpired lease. If you have not received a Solicitation Package or Ballot, or if you are uncertain if your executory contract or unexpired lease is being assumed in connection with the sale, you may request a Ballot or submit an inquiry to the undersigned.

7. Discharge, Injunction, Exculpation, and Releases. The Plan contains the following discharge, injunction, exculpation, and release provisions:

### **Discharge**

**Upon the Plan Effective Date and in consideration for Distributions under the Plan, except as otherwise provided in the Plan or in the Confirmation Order, each holder of a Claim or Equity Interest shall be deemed to have forever waived, released, and discharged the Debtors, to the fullest extent permitted by section 1141 of the Bankruptcy Code, of and from any and all Claims, rights, and liabilities that arose prior to the Plan Effective Date. Except as otherwise provided in the Plan, upon the Plan Effective Date, all such holders shall be forever precluded and enjoined from prosecuting or asserting any such discharged Claims, rights, and liabilities against or in any Debtor.**

### **Injunction**

Except as otherwise provided in the Plan or the Confirmation Order, on and after the Plan Effective Date, all persons who have held, currently hold, or may hold Claims against or Equity Interests in the Debtors or the Estates that arose prior to the Plan Effective Date shall be permanently enjoined from, on account of such Claims or Equity Interests, taking any of the following actions, either directly or indirectly, against or with respect to any Debtor, any Estate, or any of their respective properties or assets, or against or with respect to the Plan Administrator, the Officers, or any additional insureds under the Debtors' general liability insurance policies: (a) commencing or continuing in any manner any action or other proceeding of any kind; (b) enforcing, executing, levying, collecting, prosecuting, seeking, or recovering in any manner any judgment, award, decree, or order, or attaching any property pursuant to the foregoing; (c) creating, perfecting, or enforcing any Lien or encumbrance of any kind; (d) asserting or effecting any setoff, recoupment, or right of subrogation of any kind against any Claim or Cause of Action; (e) enjoining or invalidating any conveyance of any property of the Debtors; (f) interfering with or in any manner whatsoever disturbing the rights and remedies of the Plan Administrator, the Officers, the Debtors, or the Estates under the Plan and the Confirmation Order; and (g) taking any act, in any manner, in any place whatsoever, that does not conform to, comply with, or that is inconsistent with any provision of the Plan. The foregoing injunction shall not enjoin or prohibit the holder of a Disputed Claim from seeking to have such Claim declared Allowed and paid in accordance with the Plan or any party in interest from seeking the interpretation or enforcement before the Court of any obligations of the Debtors, the Plan Administrator, or the Officers under the Plan.

### **Releases by the Debtors**

Except as otherwise provided in the Plan or the Confirmation Order, as of the Plan Effective Date, the Debtors shall be deemed to have forever released, waived, and discharged all claims, obligations, suits, judgments, damages, demands, debts, rights, Causes of Action, and liabilities (other than the rights of the Debtors to enforce the Plan and the agreements delivered hereunder) against the Debtors' current and former members, managers, and officers (including, for the avoidance of doubt, Israel Sherman and Samuel Sherman), the Debtors' professionals (acting in such capacity), the Landlord Group, their current and former members, managers, and officers, the Landlord Group's professionals (acting in such capacity), the members of the Committee and the Committee's attorneys (acting in such capacity), the DIP Lender and its current and former members, managers, and officers, and the DIP Lender's attorneys (acting in such capacity) (together, the "Released Parties"), whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or thereafter arising, in law or in equity, that are based in whole or in part on any act, omission, transaction, event, or other occurrence taking place on or prior to the Plan Effective Date in any way relating to the Debtors, the Chapter 11 Cases, or the Plan or the Disclosure Statement, and that could have been asserted by or on behalf of the Debtors or their Estates, other than claims, obligations, suits, judgments, damages, demands, debts, rights, Causes of Action, and liabilities arising out of or relating to any act or omission of a Released Party that constitutes actual fraud, willful misconduct, or gross negligence, as determined by a Final Order of a court of competent jurisdiction.

### **Exculpation**

Except as expressly otherwise provided in the Plan or the Confirmation Order, as of the Plan Effective Date, to the fullest extent permissible under applicable law, none of the Released Parties shall have or incur any liability to any holder of any Claim or Equity Interest for any act or omission in connection with, or arising out of, the formulation, preparation, dissemination, or confirmation of the Plan, including solicitation of acceptances thereto, the Disclosure Statement, any Plan Supplement, or any contract, instrument, release, or other agreement or document created or entered into, including without limitation the Purchase Agreement, or any other act taken or omitted from being taken, in connection with the Sale, the Plan or these Chapter 11 Cases, or any other post-petition act taken or omitted to be taken in connection with or in contemplation of the restructuring of the Debtors, except for acts or omissions that constitute actual fraud, willful misconduct, or gross negligence, as determined by a Final Order of a court of competent jurisdiction.

### **Mutual Releases by Debtor and Landlord Release Parties**

(a) Except as otherwise provided in the Plan or the Confirmation Order, as of the Plan Effective Date and to the fullest extent permitted by law the Debtors and each of their current and former officers, directors, principals, members, professionals, advisors, accountants, attorneys, investment bankers, consultants, employees, agents, and other representatives, including for the avoidance of doubt Israel Sherman, Samuel Sherman, and the DIP Lender (“Debtor Release Parties”) and the Committee and the Committee’s members shall be deemed to have forever released and waived all claims, suits, damages, demands, debts, rights, and Causes of Action against any of the Landlord Group and each of its current and former officers, directors, principals, members, professionals, advisors, accountants, attorneys, investment bankers, consultants, employees, agents, and other representatives (including, for the avoidance of doubt, Ira Smedra, Abraham Schoenfeld, and Jacob Wintner) (“Landlord Release Parties”), whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or thereafter arising, in law, equity, or otherwise that are based in whole or in part on any act, omission, transaction, event or other occurrence taking place on or prior to the Plan Effective Date in any way relating to the Debtors or the Chapter 11 Cases, and that could have been asserted by or on behalf of the Debtors, their Estates, or the Plan Administrator; provided, however, that Israel Sherman’s and Samuel Sherman’s release of the Landlord Release Parties shall become effective at the time set forth and in accordance with the Settlement Agreement.

(b) Except as otherwise provided in the Plan or the Confirmation Order, as of the Plan Effective Date and to the fullest extent permitted by law the Landlord Release Parties shall be deemed to have forever released and waived all claims, suits, damages, demands, debts, rights, and Causes of Action against any of the Debtor Release Parties, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or thereafter arising, in law, equity, or otherwise that are based in whole or in part on any act, omission, transaction, event or other occurrence taking place on or prior to the Plan Effective Date in any way relating to the Debtors or the Chapter 11 Cases; provided, however, that the Landlord Release Parties’ releases in favor

**of Israel Sherman and Samuel Sherman shall become effective at the time set forth in and in accordance with the Settlement Agreement.**

8. Plan Supplement. The Committee intends to file a supplement to the Plan prior to the Voting Deadline that includes, among other things, a Plan Administrator Agreement, Responsible Officer Agreement, a list of Oversight Committee members, and causes of action expressly preserved under the Plan. The Committee does not intend to serve copies of the Plan Supplement on all parties in interest in these chapter 11 cases; however, it may be obtained from the restructuring website maintained by the Debtors set forth in the following Paragraph or by requesting the same from the Committee's undersigned counsel.

9. Court Filings. Copies of the Order, the Disclosure Statement, the Plan, the Plan Supplement (once filed), and all other documents filed with the Court in these chapter 11 cases may be viewed free of charge on the restructuring website maintained by the Debtors, <https://cases.primeclerk.com/absolutcare/>.

10. Plan is Binding. If confirmed, the Plan shall bind all holders of claims and equity interests to the maximum extent permitted by applicable law, whether or not such holder will receive or retain any property under the Plan, has filed a proof of claim against any of the Debtors, or failed to vote to accept or reject the Plan, or voted to reject the Plan.

Dated: March \_\_\_, 2020

AMINI LLC

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Unsecured Creditors*

## Notice Recipients

District/Off: 0207-8  
Case: 8-19-76260-ast

User: Iglaser  
Form ID: pdf000

Date Created: 3/30/2020  
Total: 1

### Recipients of Notice of Electronic Filing:

ust United States Trustee USTPRegion02.LI.ECF@usdoj.gov

TOTAL: 1