



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

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

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

Signed April 19, 2022

United States Bankruptcy Judge

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

In re:

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

Chapter 11

Case No. 22-30659 (MVL)

(Jointly Administered)

**INTERIM ORDER (I) AUTHORIZING THE DEBTORS
TO (A) MAINTAIN EXISTING INSURANCE POLICIES AND PAY ALL
OBLIGATIONS ARISING THEREUNDER, (B) RENEW, REVISE, EXTEND,
SUPPLEMENT, CHANGE, OR ENTER INTO NEW INSURANCE POLICIES,
(C) PAY BROKER FEES AND (II) GRANTING CERTAIN RELATED RELIEF**

Upon the motion (the “**Motion**”)² of the debtors and debtors in possession in the above-captioned chapter 11 cases (the “**Debtors**”) for entry of an interim order (this “**Interim Order**”), pursuant to Bankruptcy Code Sections 105(a), 363, 1107, and 1008 and Bankruptcy Rules 6003 and 6004, (i) authorizing, but not directing, the Debtors to (a) maintain existing Insurance Policies

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Northwest Senior Housing Corporation (1278) and Senior Quality Lifestyles Corporation (2669). The Debtors’ mailing address is 8523 Thackery Street, Dallas, Texas 75225.

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



and pay all obligations arising thereunder, (b) renew, revise, extend, supplement, change, or enter into new insurance policies as needed in its business judgment, and (c) pay brokerage fees arising on account of the Debtors' insurance policies and (ii) granting related relief, including scheduling a hearing to consider approval of the Motion on a final basis (the "**Final Hearing**"); and upon consideration of the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and this Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of this proceeding and the Motion in this District being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and the opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court; and all objections, if any, to the Motion having been withdrawn, resolved or overruled; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The relief requested in the Motion is **GRANTED** on an interim basis as set forth herein.

2. The **Final Hearing** on the Motion shall be held on May 11, 2022 at 1:30 p.m., prevailing Central Time. Any objections or responses to entry of a final order (the "**Final Order**") on the Motion shall be filed with the Court and served on the following parties at least seven (7)

days prior to the commencement of the Final Hearing: (a) the Debtors, 8523 Thackery Street, Dallas, Texas 75225 (attn: Nick Harshfield); (b) proposed counsel to the Debtor, Polsinelli PC, 2950 N. Harwood, Suite 2100, Dallas, TX 75201 (attn: Trinitee G. Green) and 600 3rd Avenue, 42nd Floor, New York, NY 10016 (attn: Jeremy R. Johnson and Brenna A. Dolphin); (c) the Office of the United States Trustee for the Northern District of Texas (Dallas Division), Earle Cabell Federal Building, 1100 Commerce Street, Room 976, Dallas, TX 75242; (d) counsel to UMB Bank N.A., as Trustee, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., One Financial Center, Boston, MA 02111 (attn: Daniel Bleck); (e) counsel to Lifespace Communities, Inc., Dorsey & Whitney LLP, 801 Grand Avenue, Suite 4100, Des Moines, IA 50309 (attn: David D. Grossklaus) and Perkins Coie LLP, 110 North Wacker Drive, 34th Floor, Chicago, IL 60606 (Attn: Eric E. Walker); (f) counsel to any statutory committee appointed in this chapter 11 case; and (g) any party that has requested notice pursuant to Bankruptcy Rule 2002.

3. The Debtors are authorized to maintain their existing Insurance Policies and pay all Insurance Obligations and related reimbursements associated with the Insurance Policies as they become due in the ordinary course of business. The Debtors are also authorized to renew, revise, extend, supplement, change, or enter into new insurance policies as needed in its business judgment.

4. The Debtors are authorized to honor the terms of the existing premium financing agreements for the Insurance Policies and pay premiums thereunder in the ordinary course of business. The Debtors are further authorized to renew such premium financing agreements, enter into new premium finance agreements, and/or reimburse Lifespace for their allocated share of premiums under premium financing agreements through the Intercompany Accounting Protocol in the ordinary course of business.

5. All banks and financial institutions on which checks were drawn or from which electronic payment requests are made for payment of the prepetition obligations, approved herein are authorized and directed to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designations or any particular check or electronic payment request as being approved by this Interim Order.

6. The Debtors are authorized to issue post-petition checks, or to effect post-petition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these Chapter 11 Cases with respect to prepetition amounts owed in connection with any payments authorized herein, including, without limitation, on account of Insurance Obligations.

7. Notwithstanding the relief granted in this Interim Order and any actions taken pursuant to such relief, nothing in this Interim Order shall be deemed as (a) an admission as to the validity or priority of any claim or lien against the Debtors or their estates, (b) a waiver of the Debtors' right to subsequently dispute such claim or lien on any grounds, (c) a promise or requirement to pay any prepetition claim, (d) an implication or admission that any particular claim is of a type specified or defined in the Motion or this Interim Order, (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to Bankruptcy Code Section 365, or (f) a waiver of any Debtor's or any other party in interest's rights under the Bankruptcy Code or any other applicable law.

8. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b) because the relief granted in this Interim Order is necessary to avoid immediate and irreparable harm to the Debtors' estates.

9. Notice of the Motion shall be deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice or waived.

10. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Interim Order shall be immediately effective and enforceable upon its entry.

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

12. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Interim Order in accordance with the Motion.

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

End of Order

Submitted by:

Trinitee G. Green (SBN 24081320)
Polsinelli PC
2950 N. Harwood, Suite 2100
Dallas, Texas 75201
Telephone: (214) 397-0030
Facsimile: (214) 397-0033
tggreen@polsinelli.com

and

Jeremy R. Johnson (*Pro Hac Vice* Pending)
Brenna A. Dolphin (*Pro Hac Vice* Pending)
Polsinelli PC
600 3rd Avenue, 42nd Floor
New York, New York 10016
Telephone: (212) 684-0199
Facsimile: (212) 684-0197
jeremy.johnson@polsinelli.com
bdolphin@polsinelli.com

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

Exhibit 1

Insurance Schedule

Insurance Schedule

COVERED DEBTOR	COVERAGE TYPE	CARRIER	POLICY NUMBER	POLICY PERIOD	PAYMENT PERIOD
Northwest Senior Housing Corporation (Edgemere)	Property	Liberty Mutual Insurance Company	YAC-L9L-473506-011	10/1/2021 to 10/2/2022	Monthly
Northwest Senior Housing Corporation (Edgemere)	Terrorism & Sabotage	Underwriters at Lloyds, London (Hiscox)	UTS2567785.21	10/1/2021 to 10/1/2022	Monthly
Northwest Senior Housing Corporation (Edgemere)	Commercial Automobile	Sentry Insurance	9003329003	10/1/2021 to 1/1/2023	Monthly
Northwest Senior Housing Corporation (Edgemere)	Crime	Beazley Insurance Company	V24AD2220401	1/1/2022 to 1/1/2023	Quarterly
Northwest Senior Housing Corporation (Edgemere)	Cyber Liability	Beazley Insurance Company	W30754210101	10/01/2021 to 10/01/2022	Monthly
Northwest Senior Housing Corporation (Edgemere)	Environmental	Ironshore Specialty Insurance Company	00334700	10/1/2020 to 10/1/2023	Quarterly
Northwest Senior Housing Corporation (Edgemere)	Workers Compensation	Sentry Casualty Company	9003329001	1/1/2022 to 1/1/2023	Monthly
Northwest Senior Housing Corporation (Edgemere)	Commercial General/Professional	Caring Communities, a Reciprocal Risk Retention Group	CCRRG-0043-22	1/1/2022 to 1/1/2023	Quarterly
Senior Quality Lifestyles Corporation	Directors & Officers	National Union Fire Insurance Company of Pittsburgh, PA	03-406-33-04	12/1/2018 – unlimited tail	N/A
Senior Quality Lifestyles Corporation	Excess Directors & Officers	Starr Indemnity & Liability Company	1000620604171	12/1/2018 – 12/1/2024	N/A