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**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)

**DEBTORS', TRUSTEE AND DIP LENDER'S MOTION FOR AN ORDER (I)
ESTABLISHING VOTING RECORD DATE AND OTHER DEADLINES;
(II) AUTHORIZING KURTZMAN CARSON CONSULTANTS LLC TO ACT AS THE
SINGULAR VOTING AGENT WITH RESPECT TO THE COMPETING PLANS; (III)
APPROVING SOLICITATION AND NOTICE PROCEDURES WITH RESPECT TO**

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.



**COMPETING PLANS; (IV) APPROVING MANNER AND FORMS OF BALLOTS,
NOTICES AND RELATED DOCUMENTS; AND (V) GRANTING RELATED RELIEF**

A HEARING WILL BE CONDUCTED ON THE MATTERS SET FORTH IN THIS MOTION ON NOVEMBER 30, 2022 AT 1:30 P.M. (PREVAILING CENTRAL TIME) AT THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF TEXAS, 1100 COMMERCE ST., 14TH FLOOR, COURTROOM NO. 2, DALLAS, TEXAS 75242. THE HEARING WILL BE CONDUCTED VIA WEBEX IN ACCORDANCE WITH INSTRUCTIONS PROVIDED IN A SEPARATE NOTICE OF HEARING FILED CONTEMPORANEOUSLY HEREWITH.

The above-captioned debtors and debtors-in-possession (the “**Debtors**”) and UMB Bank, N.A., in its capacity as successor bond trustee and master trustee for the Original Bonds (together, the “**Trustee**”) and in its capacity as a lender under the DIP Credit Agreement (the “**DIP Lender**,” and together with the Trustee, the “**Bondholder Plan Sponsors**”)² hereby move (the “**Motion**”) this Court in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) for entry of an order, pursuant to sections 105(a), 1123(a), 1124, 1125, 1126, and 1128 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 2002, 3016, 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rules 2002-1, 3017-1, 3018-1, and 3020-1 of the Local Bankruptcy Rules for the Northern District of Texas (the “**Local Rules**”): (i) authorizing Kurtzman Carson Consultants LLC to act as the singular voting agent with respect to the Edgemere Plan and the Bondholder Plan (each, as may be further amended or supplemented from time to time, and including all exhibits and supplements thereto, a “**Competing Plan**, and collectively, the “**Competing Plans**”); (ii) establishing the Voting Record Date and other deadlines³; (iii) approving solicitation and notice procedures with respect to confirmation of the

² Notwithstanding that this is a joint motion of the Debtors and the Bondholder Plan Sponsors, no party waives its rights with respect to objections regarding the Disclosure Statements (as defined herein) or confirmation of the Competing Plans (as defined herein).

³ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Competing Plans, as applicable.

Competing Plans and for filing objections to the Competing Plans; (iv) approving the manner and forms of ballots, notices and other related documents; and (v) granting related relief as set forth herein. In support of this Motion, the Debtors and the Bondholder Plan Sponsors respectfully state as follows:

PRELIMINARY STATEMENT

1. This Motion seeks relief to permit the coordinated solicitation of votes to accept or reject the two (2) Competing Plans that have been filed in these Chapter 11 Cases. The “**Plan Proponents**” include the official committee of unsecured creditors (the “**Committee**”) and the Debtors, on the one hand, and the Bondholder Plan Sponsors, on the other.

2. On November 2, 2022, (i) the Committee and the Debtors filed (a) the *Joint Plan of Reorganization Proposed by the Committee and the Debtors* [Docket No. 750] (the “**Edgemere Plan**”) and (b) the *Disclosure Statement in Support of the Joint Plan of Reorganization Proposed by the Committee and the Debtors* [Docket No. 751] (“**Edgemere Disclosure Statement**”); and (ii) the Bondholder Plan Sponsors filed (a) the *Plan of Reorganization of the Trustee and the DIP Lender Dated November 2, 2022* [Docket No. 752] (the “**Bondholder Plan**”); and (b) the *Disclosure Statement for the Plan of Reorganization of the Trustee and DIP Lender Dated November 2, 2022* [Docket No. 753] (the “**Bondholder Disclosure Statement**”) and together with the Edgemere Disclosure Statement, the “**Disclosure Statements**”). To streamline the solicitation, notice, and voting procedures and confirmation process, counsel for the Committee, the Debtors, and the Bondholder Plan Sponsors conferred and reached agreement with respect to the relief requested herein.

3. The Debtors and the Bondholder Plan Sponsors request approval of the various deadlines, ballots, notices and other documents designed to govern and facilitate the solicitation

of votes to accept or reject the Competing Plans. The Debtors and the Bondholder Plan Sponsors further request that the Court establish solicitation procedures with respect thereto, as more fully set forth below.

JURISDICTION AND VENUE

4. This Court has jurisdiction over these Chapter 11 Cases pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Debtors confirm their consent to the entry of a final order or judgment by the Court in connection with the Motion if it is determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

5. Venue is proper in this District under 28 U.S.C. §§ 1408 and 1409.

6. The statutory bases for the relief sought herein are Bankruptcy Code sections 105(a), 1123(a), 1124, 1125, 1126, and 1128, Bankruptcy Rules 2002, 3016, 3017, 3018, and 3020, and Local Rules 2002-1, 3017-1, 3018-1, and 3020-1.

BACKGROUND

7. On April 14, 2022 (the “**Petition Date**”), each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas (the “**Court**”).

8. The Chapter 11 Cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). *See* Docket No. 88. The Debtors continue to operate and manage their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

9. On April 28, 2022, the Office of the United States Trustee for the Northern District of Texas (the “**U.S. Trustee**”) appointed the Committee pursuant to Bankruptcy Code section 1102(a)(1). *See* Docket Nos. 135, 142, and 150.

10. No trustee or examiner has been appointed in the Chapter 11 Cases.

RELIEF REQUESTED

11. By this Motion, the Debtors and the Bondholder Plan Sponsors request authority for Plan Proponents to commence solicitation of votes on the Competing Plans and further request that the Court enter an order, substantially in the form attached hereto as Exhibit A (the “**Solicitation Procedures Order**”), granting the following relief with respect to the Disclosure Statements and the Competing Plans, and such other relief as is just and proper:

- a. *Disclosure Statement Hearing Notice.* Approving the form and manner of notice of the hearing to consider the approval of the Disclosure Statements (the “**Disclosure Statement Hearing Notice**”), which was filed on November 2, 2022 [Docket No. 756] and served on creditors and parties in interest on November 3, 2022 [Docket No. 765] in the form attached to the proposed Solicitation Procedures Order as Exhibit 3.
- b. *Solicitation Procedures.* Approving the procedures, substantially in the form attached to the Solicitation Procedures Order as Exhibit 1, for: (i) soliciting, receiving, and tabulating votes to accept or reject the Competing Plans; and (ii) voting to accept or reject the Competing Plans (the “**Solicitation Procedures**”).
- c. *Ballots.* Approving the forms of ballots to be distributed to holders of Claims entitled to vote to accept or reject either of the Competing Plans (each a “**Ballot**” and collectively, the “**Ballots**”), substantially in the forms attached to the Solicitation Procedures Order as Exhibit Group 2-A, which includes the Voting Instructions and Ballots relating to the Edgemere Plan and Exhibit Group 2-B, which includes the Voting Instructions and Ballots relating to the Bondholder Plan.
- d. *Non-Voting Status Notices.* Approving the forms of notice, substantially in the forms attached to the Solicitation Procedures Order as Exhibit 4-A, with respect to the Edgemere Plan, and Exhibit 4-B, with respect to the Bondholder Plan, applicable to: (i) holders of Claims and Interests that are Unimpaired under either of the Competing Plans and conclusively

presumed to accept any of the Competing Plans pursuant to Bankruptcy Code section 1126(f); (ii) holders of Claims and Interests that are Impaired under either of the Competing Plans and conclusively deemed to reject any of the Competing Plans pursuant to Bankruptcy Code section 1126(g) (each a “**Non-Voting Status Notice**” and collectively, the “**Non-Voting Status Notices**”).⁴

- e. *Disputed Claim Non-Voting Status Notices.* Approving the form of notice, substantially in the form attached to the Solicitation Procedures Order as Exhibit 5-A, with respect to the Edgemere Plan, and Exhibit 5-B, with respect to the Bondholder Plan, which shall be distributed to recipients of any objections to expunge and/or disallow Claims that may be filed by the Debtors and the Bondholder Plan Sponsors (each a “**Disputed Claim Non-Voting Status Notice**” and collectively, the “**Disputed Claim Non-Voting Status Notices**”).⁵
- f. *Opt Out Forms.* Approving the opt out election forms, substantially in the forms attached to the Solicitation Procedures Order as Exhibit 6-A, with respect to the Edgemere Plan, and Exhibit 6-B, with respect to the Bondholder Plan (the “**Opt Out Forms**”), applicable to all holders of Claims and Interests who are receiving either (i) a Non-Voting Status Notice or (ii) a Disputed Claim Non-Voting Status Notice. Such holders must return the applicable Opt Out Form if they wish to opt-out of being treated as a “Releasing Party” with respect to releases, exculpation and injunction provisions under the Competing Plans.⁶
- g. *Solicitation Packages.* Finding that the materials and documents to be included in the Solicitation Packages (as defined below) that the Plan Proponents will cause KCC (as defined below) to distribute to holders of Claims entitled to vote to accept or reject the Competing Plans, comply with the requirements of Bankruptcy Rules 2002(d) and 3017(d).
- h. *Confirmation and Sale Hearing Notice.* Approving the form and manner of the notice of the Confirmation and Sale Hearing (as defined below) (the “**Confirmation and Sale Hearing Notice**”), substantially in the form attached to the Solicitation Procedures Order as Exhibit 7.
- i. *Plan Supplement Notices.* Approving the notices relating to the filing of the Edgemere Plan Supplement and the Bondholder Plan Supplement (the

⁴ Such Non-Voting Status Notices will include Opt Out Forms, attached to the Solicitation Procedures Order as Exhibit 6.

⁵ Such Disputed Claim Non-Voting Status Notices will include Opt Out Forms attached to the Solicitation Procedures Order as Exhibit 6.

⁶ “Releasing Party” is defined under the Bondholder Plan and the Edgemere Plan, respectively, at Sections 1.118 and 1.128.

“**Plan Supplement Notices**”), substantially in the forms attached to the Solicitation Procedures Order as Exhibit 8-A and Exhibit 8-B, respectively.

- j. *Plan Objection Procedures.* Approving the proposed procedures for filing any objections to confirmation of the Competing Plans.
- k. *Confirmation Timeline.* Approving the dates and deadlines set forth in the below chart, which have not previously been established by the Court, with all dates being subject to modification as necessary.

Event	Proposed Date ⁷
Voting Record Date	November 28, 2022*
Solicitation Deadline	December 5, 2022
Date of Publication of Confirmation and Sale Hearing Notice	December 9, 2022 or as soon as reasonably practicable thereafter
Deadline to File Plan Supplements	December 27, 2022 at 4:00 p.m. CT*
Deadline to File Rule 3018(a) Motions	December 27, 2022 at 4:00 p.m. CT*
Deadline to Object to Rule 3018(a) Motions	January 3, 2023 at 4:00 p.m. CT *
Plan Objection Deadline	January 3, 2023 at 4:00 p.m. CT
Voting Deadline	January 3, 2023 at 4:00 p.m. CT
Opt Out Deadline	January 3, 2023 at 4:00 p.m. CT*
Deadline to File Voting Report	January 6, 2023*
Deadline to File Confirmation Brief and Reply to Plan Objection(s)	January 6, 2023*
Confirmation and Sale Hearing Date	January 10, 2023 at 9:30 a.m. CT

⁷ Certain of the dates in this chart and elsewhere in the Motion are dates that have been set by the Court, while others are proposed dates that have not been set or approved by the Court. Dates that appear with an asterisk (*) are proposed dates that have not yet been set by the Court.

BASIS FOR RELIEF REQUESTED

I. Authorizing KCC to Act as Voting Agent for the Competing Plans

1. On April 20, 2022, the Court authorized the Debtors' retention of Kurtzman Carson Consultants LLC ("KCC" and "Voting Agent"), as claims, noticing, and solicitation agent in these Chapter 11 Cases. *See* Docket No. 110. Specifically, KCC is authorized to assist the Debtors with, among other things: (a) balloting; (b) distributing applicable solicitation materials; (c) tabulating and calculating votes; (d) determining with respect to each ballot cast, its timeliness and its compliance with the Bankruptcy Code, Bankruptcy Rules, and procedures ordered by this Court; (e) preparing an official ballot certification and testifying, if necessary, in support of the ballot tabulation results; and (f) in connection with the foregoing services, processing requests for documents from parties in interest, including, if applicable, brokerage firms, bank back-offices and institutional holders.

2. The Debtors have confirmed that KCC is able and willing to perform the necessary services relating to the noticing, solicitation and tabulation process with respect to both Competing Plans. If the Bondholder Plan Sponsors are required to retain a separate voting agent for purposes of soliciting the Bondholder Plan, the result will be duplication of services that unnecessarily increase administrative costs and burdens of completing the confirmation process in these Chapter 11 Cases.

3. Accordingly, the Debtors' creditors and all parties in interest will be best served if the Court authorizes KCC to act as the Voting Agent with respect to both Competing Plans. The Debtors and the Bondholder Plan Sponsors request that the Court authorize KCC serve as the singular voting agent for the Plan Proponents and take all necessary actions to, among other things, (a) distribute the Solicitation Packages (as defined below); (b) solicit votes on the Competing

Plans; (c) receive, tabulate and report on Ballots (as defined below); and (d) respond to inquiries relating to the solicitation and voting process, including all matters related thereto.

II. The Materials and Timeline for Plan Solicitation Should be Approved.

A. Approval of the Voting Record Date

4. Bankruptcy Rule 3017(d) provides, in relevant part, that, for the purposes of soliciting votes in connection with the confirmation of a plan of reorganization, “creditors and equity security holders [must] include holders of stock, bonds, debentures, notes and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” Fed. R. Bankr. P. 3017(d).

5. To identify and set the universe of holders of Claims and Interests entitled to vote on the Competing Plans, the Debtors and the Bondholder Plan Sponsors request that the Court set **November 28, 2022** as the date for determining which creditors and interest holders are entitled to vote on the Competing Plans (the “**Voting Record Date**”). The Voting Record Date will be used for determining which holders of Claims and Interests are: (a) entitled to vote on one or both Competing Plans and, thus, entitled to receive one or two Solicitation Packages (as defined below); and (b) not entitled to vote on either of the Competing Plans and, thus, entitled to receive only the Confirmation and Sale Hearing Notice, Non-Voting Status Notices, and Opt Out Forms.

6. With respect to any transferred claim, the Debtors and the Bondholder Plan Sponsors further propose that the transferee will be entitled to receive a Solicitation Package (as defined below) and cast a Ballot, with respect to the Competing Plans, on account of the transferred claim only if: (a) all actions necessary to effect the transfer of the claim or equity interest pursuant to Bankruptcy Rule 3001(e), have been completed by the Voting Record Date; or (b) the transferee files, no later than the Voting Record Date, (i) the documentation required by Bankruptcy Rule

3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer. Regardless of the number of Claims obtained, each transferee will be treated as a single creditor for purposes of the numerosity requirements under Bankruptcy Code section 1126(c) and the other procedures set forth in this Motion.

7. Upon the approval of the Disclosure Statements as containing “adequate information” as required by Bankruptcy Code section 1125, the Plan Proponents will distribute or cause to be distributed the Solicitation Packages (as defined below) to holders of Claims and Interests entitled to vote on the Competing Plans on or before **December 5, 2022** (the “**Solicitation Deadline**”).

8. With respect to holders of Claims related to the Original Bonds (the “**Bondholders**”), the Voting Agent will submit the Solicitation Packages to all Bondholders in a manner customary in the securities industry so as to maximize the likelihood that beneficial owners of the Original Bonds receive the materials in a timely fashion. Specifically, the Voting Agent shall transmit Solicitation Packages for the beneficial holders of the Original Bonds to all banks, brokers, or as the agent of a bank, broker or other nominee (each, a “**Nominee**”) identified by the Voting Agent as an entity through which the Bondholders held their Original Bonds as of the Voting Record Date. Each Nominee will be instructed to distribute the Solicitation Packages to the Bondholders for whom the Nominee held such Original Bonds. In addition to Solicitation Packages, the Voting Agent shall transmit to Nominees both: (a) beneficial holder ballots, as appropriate, substantially in the forms included in Exhibit Group 2-A and Exhibit Group 2-B attached to the Solicitation Procedures Order (the “**Beneficial Holder Ballots**”) and (b) a master ballot, as appropriate, substantially in the forms included in Exhibit Group 2-A and Exhibit Group

2-B attached to the Solicitation Procedures Order (the “**Master Ballots**” and together with the Beneficial Holder Ballots, the “**Bondholder Ballots**”).

9. Bankruptcy Rule 3017(c) requires the Court to fix a time within which holders of Claims may vote to accept or reject the Competing Plans. *See* Fed. R. Bankr. P. 3017(c). The Court has set January 3, 2023 as the last date and time by which Ballots accepting or rejecting the Competing Plans must be received by KCC in order to be counted. *See* Docket No. 738. The Debtors’ request that the Court further establish that holders entitled to vote to accept or reject the Competing Plans must cast their votes no later than January 3, 2023 **at 4:00 p.m. (prevailing Central Time)**.

10. The foregoing proposed deadlines and materials will provide holders of Claims and Interests entitled to vote on one or both Competing Plans with twenty-nine (29) days to review the solicitation materials and make an informed decision with respect to whether to accept or reject the Competing Plans by the Voting Deadline, which is consistent with the requirements set forth under Bankruptcy Rule 3017(d). *See* Fed. R. Bankr. P. 3017(d) (after approval of a disclosure statement, the debtor must transmit the plan, the approved disclosure statement, a notice of the time within which acceptances and rejections of such plan may be filed and any other information that the court may direct to certain holders of claims).

B. The Forms of Ballots Should be Approved.

11. The Debtors and the Bondholder Plan Sponsors request that the Court approve the Ballots (and voting instructions), substantially in the forms attached to the Solicitation Procedures Order as Exhibit Group 2-A and Exhibit Group 2-B. Bankruptcy Rule 3017(d) obligates the Plan Proponents to mail ballot forms that substantially conform to Official Form No. B314 only to “creditors and equity security holders entitled to vote on the plan.” Fed R. Bankr. P. 3017(d). Thus,

the Debtors and the Bondholder Plan Sponsors propose that the Ballots will be distributed to holders of Claims and Interests entitled to vote on one or both Competing Plans as part of the Solicitation Packages. The forms of Ballots are based on Official Form No. B314 but have been modified to include certain additional information that is relevant and necessary for each Class of Claims entitled to vote to accept or reject the Competing Plans. Ballots will be accompanied by a pre-addressed, postage prepaid return envelope and/or instructions for submission of votes.

12. As indicated above, the Plan Proponents will distribute separate sets of Ballots for each Competing Plan. The Ballots and accompanying instructions for a given Competing Plan will be printed in a color scheme for ease of reference: (a) blue for the Edgemere Plan; and (b) green for the Bondholder Plan. Each set of Ballots is tailored to take into account the differing classification and voting requirements under each of the Competing Plans, as well as any differing elections called for under each of the Competing Plans. The Debtors and the Bondholder Plan Sponsors submit that the relief requested herein is consistent with the desire for a unified solicitation process and the requirements under Bankruptcy Rule 3018(c), which provides:

[a]n acceptance or rejection shall be in writing, identify the plan or plans accepted or rejected, be signed by the creditor or equity security holder or an authorized agent, and conform to the appropriate Official Form. If more than one plan is transmitted pursuant to Rule 3017, an acceptance or rejection may be filed by each creditor or equity security holder for any number of plans transmitted and if acceptances are filed for more than one plan, the creditor or equity security holder may indicate a preference or preferences among the plans so accepted.

Fed. R. Bankr. P. 3018(c).

13. The Ballots provide for acceptances or rejections of the Competing Plans to be submitted in a signed writing, certify the authority of the signatory, and permit the holder of a Claim or Interest to accept or reject each of the Competing Plans. Additionally, the Ballots are accompanied by instructions for completing the Ballots, which include explanations for each item

of the Ballots in detail, reference applicable sections under the Competing Plans, and provide clear instructions on how to complete and return the Ballots. Thus, the Debtors and the Bondholder Plan Sponsors submit that the Ballots comply with Bankruptcy Rule 3018(c) and, therefore, should be approved. Further, the Voting Agent should be authorized to distribute the Ballots to holders of Claims and Interests entitled to vote on either of the Competing Plans.

C. The Form of Solicitation Packages and Manner of Distribution to Parties Entitled to Vote on the Competing Plans Should be Approved.

14. Bankruptcy Rule 3017(d) specifies the materials to be distributed to holders of allowed claims or interests upon approval of a disclosure statement. *See* Fed. R. Bankr. P. 3017(d). Accordingly, the Debtors and the Bondholder Plan Sponsors propose that on or before the Solicitation Deadline, subject to approval of the Disclosure Statements, Solicitation Packages will be transmitted to the holders of Claims and Interests entitled to vote on the Competing Plans, subject to the limitations contained therein and elsewhere in this Motion, a solicitation package (each a “**Solicitation Package**” and, collectively, the “**Solicitation Packages**”) containing the following:⁸

- i. The Disclosure Statements as approved by the Court, including exhibits attached thereto, which shall include the Competing Plans, orders approving the Disclosure Statements; and the Solicitation Procedures Order, excluding exhibits attached thereto;
- ii. the Confirmation and Sale Hearing Notice, which the Debtors and the Bondholder Plan Sponsors request that the Court approve in form and substance; and
- iii. an appropriate number of Ballots⁹ conforming to Official Bankruptcy Form No. B314, together with postage-prepaid return envelopes (with the exception that

⁸ For the avoidance of doubt, holders of Claims that are entitled to vote on only one of the Competing Plans will receive a Solicitation Package for the corresponding Plan.

⁹ For the avoidance of doubt, Solicitation Packages will not be distributed directly to the Bondholders entitled to vote on the Competing Plans, which includes Class 4 Claims, with respect to the Edgemere Plan, and Class 2 Claims with respect to the Bondholder Plan. Instead, as noted above, the Solicitation Packages will be distributed to the Nominees

Solicitation Packages provided to Nominees will not include postage-prepaid return envelopes); and

- iv. any supplemental documents filed with the Court and any documents that the Court orders to be included in the Solicitation Package, including any letters which are otherwise approved by the Court after notice in support of the Competing Plans.

15. The Solicitation Packages shall provide the Disclosure Statements (and exhibits attached thereto, including the Competing Plans and the orders approving the Disclosure Statements) and the Plan Proponents may transmit such materials via electronic means which may include providing (i) a compact-disc or flash drive or (ii) making such materials available online for download. Only Ballots and the Confirmation and Sale Hearing Notice will be distributed in hard copy format. Bankruptcy courts routinely permit debtors to transmit solicitation documents in electronic format in chapter 11 cases where such electronic transmission would reduce expenses for bankruptcy estates. *See, e.g., In re Rockall Energy Holdings, LLC*, No. 22-94000 (MXM) (Bankr. N.D. Tex. May 4, 2022); *In re Fore Machine, LLC*, No. 22-40487 (MXM) (Bankr. N.D. Tex. Mar. 25, 2022); *In re Shale Support Global Holdings, LLC*, No. 19-33884 (DRJ) (Bankr. S.D. Tex. Sept. 18, 2019); *In re Westmoreland Coal Co.*, No. 18-35672 (DRJ) (Bankr. S.D. Tex. Dec. 18, 2018); *see also e.g., In re Lucky's Market Parent Company, LLC*, No. 20-10166 (JTD) (Bankr. D. Del. Nov. 24, 2020) (authorizing the debtors to distribute solicitation documents in electronic format); *In re Charming Charlie Holdings, Inc.*, No. 17-12906 (CSS) (Bankr. D. Del. Jan. 10, 2018) (same); *In re Energy Future Holdings Corp.*, No. 14-10979 (CSS) (Bankr. D. Del. Sept. 6, 2017) (same). Thus, except for the Ballots and the Confirmation and Sale Hearing Notice, the Debtors and the Bondholder Plan Sponsors respectfully request authority to cause KCC to send

(or their agents), who will in turn distribute the Solicitation Packages to the Bondholders (including, but not limited to, electronic methods and the use of a "voting instruction form" in lieu of a Ballot). Master Ballots will be distributed to the Nominee(s).

the Solicitation Packages in electronic format to all holders of Claims entitled to vote on the Competing Plans.

16. Additionally, the Plan Proponents will provide: (a) copies of all of the materials in the Solicitation Packages (except for the Ballots) to the U.S. Trustee, and (b) copies of any order(s) approving the Disclosure Statements and the Solicitation Procedures Order (each in electronic format) and the Confirmation and Sale Hearing Notice on all creditors and equity security holders, pursuant to Bankruptcy Rule 2002 as of the Voting Record Date (the “**2002 List**”).

17. Holders of unclassified claims, with respect to the Competing Plans, will not receive Solicitation Packages but will receive only the Confirmation and Sale Hearing Notice.

18. Solicitation Packages will not be sent to holders of Claims that have already been paid in full during these Chapter 11 Cases or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court or any party to whom the Disclosure Statement Hearing Notice was sent and was subsequently returned as undeliverable (unless the Debtors have been informed in writing by such Person or Entity of that Person’s or Entity’s new address).

19. Further, if Solicitation Packages (materials sent in lieu thereof to Classes that are not entitled to vote on one of the Competing Plans) are returned as undeliverable and the Plan Proponents have not been timely provided with corrected address information by such parties, the Debtors and the Bondholder Plan Sponsors request that the Plan Proponents be excused from attempting to re-deliver such materials to such parties. To avoid duplication and further reduce expenses, the Debtors and the Bondholder Plan Sponsors propose that holders of Claims that have filed duplicate Claims in any given Class, with respect to each of the Competing Plans, be entitled

to receive only one Solicitation Package and allowed one Ballot for voting their Claim with respect to the applicable Class.

20. The Confirmation and Sale Hearing Notice informs parties in interest that the Competing Plans and Disclosure Statements, together with all exhibits thereto, may be obtained by: (a) calling (866) 967-0269 (toll free) or +1 (310) 751-2669 (international); (b) writing to Northwest Senior Housing Corporation Solicitation, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (c) emailing at EdgemereInfo@kccllc.com with a reference to “Edgemere” in the subject line; or (d) visiting the case website at <http://www.kccllc.net/edgemere>. You may also obtain such information for a fee via PACER at <http://www.txnb.uscourts.gov>.

21. The Debtors further propose to make available additional copies of the Solicitation Packages for both Competing Plans at the Debtors’ community.

22. The proposed procedure for providing copies of the Competing Plans and the associated Disclosure Statements satisfies the requirements of Bankruptcy Rule 3017(a) and Local Rule 3017-1.

23. The Debtors and the Bondholder Plan Sponsors request authorization to accept (a) Ballots from voters via first class mail, overnight courier, and hand delivery, or, except for Bondholder Ballots, via electronic transmissions, solely through an online balloting portal to be maintained by the Voting Agent (“**E-Ballot**”); and (b) Bondholder Ballots, including Master Ballots submitted by Nominees, on behalf of beneficial holders, via e-mail to EdgemereBallots@kccllc.com. Parties, other than parties submitting Bondholder Ballots, may cast an E-Ballot solely through an online balloting portal on the Case Website located at <http://www.kccllc.net/edgemere>, and electronically sign and submit the Ballot. Instructions for

electronic, online transmission of Ballots are set forth on the Ballot. 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 creditor's electronic signature will be deemed to be immediately legally valid and effective.

D. The Confirmation and Sale Hearing Notice Should be Approved.

24. As set forth above, the Debtors and the Bondholder Plan Sponsors will serve the Confirmation and Sale Hearing Notice on all known holders of Claims and Interests and all parties included on the 2002 List by the Solicitation Deadline, which will provide all parties in interest with at least twenty-nine (29) calendar days' notice of the Plan Objection Deadline and thirty-six (36) calendar days' notice of the Confirmation and Sale Hearing. The Confirmation and Sale Hearing Notice will include: (a) instructions as to how to view or obtain copies of the Competing Plans and the Disclosure Statements (with all exhibits), any orders approving the Disclosure Statements, and all other materials included in the Solicitation Package (with the exception of the Ballot); (b) notice of the Voting Deadline; (c) notice of the Plan Supplement Deadline; (d) notice of the Plan Objection Deadline and the Opt Out Deadline; and (e) notice of the Confirmation and Sale Hearing Date and information related thereto.

25. Bankruptcy Rule 2002-1 permits the Court to "order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement notice." Fed. R. Bankr. P. 2002-1. Therefore, the Debtors propose to publish the Confirmation and Sale Hearing Notice by **December 9, 2022**, or as soon as practically possible thereafter, (i) in the national edition of the *New York Times* or *USA Today*; and (ii) in any other regional or local publication within Dallas, Texas, as the Debtors deem necessary, which will provide approximately thirty-two (32) days' notice of the Confirmation and Sale Hearing. The Debtors believe that publication in this manner

of this notice will give sufficient notice to Persons or Entities that do not otherwise receive notice by mail as provided for in the Solicitation Procedures Order, as part of the Solicitation Package or otherwise.

E. The Plan Proponents' Plan Supplement Notices Should Be Approved.

26. The Edgemere Plan defines "Plan Supplement" to mean:

[T]he compilation of documents and forms of documents, schedules, and exhibits to this Plan, to be filed prior to the Confirmation Hearing, as amended, supplemented, or modified from time to time in accordance with the terms hereof, the Bankruptcy Code, and the Bankruptcy Rules, which shall include, without limitation, the LSA, the DSSA, and the 2023 Bond Documents.

See Edgemere Plan at Sec. 1.116.

27. The Bondholder Plan defines "Plan Supplement" to mean:

[T]he compilation of documents and forms of documents, schedules, and exhibits to this Plan, to be filed prior to the Confirmation Hearing, as amended, supplemented, or modified from time to time in accordance with the terms hereof, the Bankruptcy Code, and the Bankruptcy Rules.

See Bondholder Plan at Sec. 1.105.

28. The Committee and the Debtors propose to file the Plan Supplement in support of the Edgemere Plan, and the Bondholder Plan Sponsors propose to file the Plan Supplement in support of the Bondholder Plan on or before **December 27, 2022, at 4:00 p.m. (prevailing Central Time)** (the "**Edgemere Plan Supplement Deadline**").

29. To ensure that all parties on the 2002 List receive notice of the filing of the Plan Supplements, the Plan Proponents propose to deliver, or cause to be delivered, the Edgemere Plan Supplement Notice, in substantially the form attached to the Solicitation Procedures Order as Exhibit 8-A, and the Bondholder Plan Supplement Notice, in substantially the form attached to the Solicitation Procedures Order as Exhibit 8-B, on the date the Plan Proponents file the Plan Supplements, or as soon as practicable thereafter. In the event the Edgemere Plan Supplement

and/or the Bondholder Plan Supplement is voluminous, the Plan Proponents will not physically serve the Plan Supplements and their exhibits, but will provide a notice of the filing of the applicable Plan Supplement with instructions on how to obtain copies of same. Notwithstanding the foregoing, the Debtors and the Bondholder Plan Sponsors request that they be permitted to amend the documents contained in, and exhibits to, the Plan Supplements solely in accordance with the Edgemere Plan or the Bondholder Plan, as applicable. The Debtors and the Bondholder Plan Sponsors request that the Court approve the form of notice of the filing of the Edgemere Plan Supplement and the Bondholder Plan Supplement and permit the Plan Proponents to serve the Plan Supplements in the form and manner set forth herein.

F. The Forms of Non-Voting Status Notices, including the Opt Out Forms, should be Approved.

30. With respect to the Competing Plans, certain Classes of Claims are Unimpaired as defined by Bankruptcy Code section 1124. Under Bankruptcy Code section 1126(f), such holders are conclusively presumed to accept the Competing Plans, and therefore solicitation of votes with respect to such Unimpaired Claims and Interests is not required. *See* 11 U.S.C. § 1126(f). Similarly, certain Classes of Claims are Impaired and, pursuant to Bankruptcy Code section 1126(g), are deemed to have rejected the Competing Plan. *See* 11 U.S.C. § 1126(g). As a result, holders of Claims that are not entitled to vote on any of the Competing Plans will not receive Solicitation Packages and, instead, the Debtors and Bondholder Plan Sponsors propose that such parties receive Non-Voting Status Notices and/or Disputed Claim Non-Voting Status Notices, each of which will include a separate Opt Out Form. With respect to the Edgemere Plan, only holders of Claims in Classes 4, 5, 6, and 8 will receive a Solicitation Package, and with respect to the Bondholder Plan, only holders of Claims in Classes 2 and 4 will receive a Solicitation Package. Thus, Non-Voting Status Notices and Opt Out Forms shall be delivered to: (i) with respect the

Edgemere Plan, holders of Claims and Interests in Classes 1, 2, 3, 7, and 9; and (ii) with respect to the Bondholder Plan, holders of Claims and Interests in Classes 1, 3, and 5.

31. The Non-Voting Status Notices, inclusive of the Opt Out Form, provide sufficient notice of the injunction, exculpation, and release provisions in the Competing Plans and provide holders of Claims and Interests with sufficient opportunity to elect not to (a) grant such third-party releases or (b) be treated as a Releasing Party under the Competing Plans by submitting a completed Opt Out Form to the Voting Agent in accordance with the instructions provided in the Opt Out Form.

G. The Solicitation Procedures Should be Approved.

32. Bankruptcy Code section 1126(c) provides that:

A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under section (e) of this section, that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designed under subsection (e) of this section, that have accepted or rejected the plan.

11 U.S.C. § 1126(c). Additionally, Bankruptcy Rule 3018(c) provides, in part, that “[a]n acceptance or rejection [of a plan] shall be in writing, identify the plan or plans accepted or rejected, be signed by the creditor or equity security holder or an authorized agent and conform to the appropriate Official Form.” Fed. R. Bankr. P. 3018(c).

33. Accordingly, the Debtors and the Bondholder Plan Sponsors propose to use the Solicitation Procedures, substantially in the form attached to the Solicitation Procedures Order as Exhibit 1, to govern voting procedures, standard assumptions in tabulating Ballots, and objections to confirmation of the Competing Plans. The Debtors and the Bondholder Plan Sponsors respectfully request that the Court approve the Solicitation Procedures, which are consistent with Bankruptcy Code section 1126(c) and Bankruptcy Rule 3018(a).

III. Confirmation and Sale Hearing and Objections

34. Bankruptcy Code section 1128 provides that a court shall hold a hearing on confirmation of a plan and provides that parties in interest may object to confirmation. 11 U.S.C. § 1128. Additionally, Bankruptcy Rule 3017(c) provides that, “[o]n or before approval of the disclosure statement, the court shall . . . fix a date for the hearing on confirmation” of a chapter 11 plan. Fed. R. Bankr. P. 3017(c). Pursuant to Bankruptcy Rule 2002(b), creditors must receive at least twenty-eight (28) days’ notice of the time fixed for filing objections to a plan. However, Bankruptcy Rule 9006(c)(1) provides that the Court may shorten the time periods established by the Local Rules or the Bankruptcy Rules “for cause shown”. Fed. R. Bankr. P. 9006(c).

35. The Court has set the hearing to consider confirmation of the Competing Plans, and the Bondholder Plan Sponsors have requested that the Court conduct a hearing to consider the approval of the sale of substantially all of the Debtors’ assets as contemplated by the Bondholder Plan, for **January 10, 2023 at 9:30 a.m. (prevailing Central Time)** (the “**Confirmation and Sale Hearing**”). *See* Docket No. 738.

36. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served “within a time fixed by the court.” *See* Fed. R. Bankr. P. 3020(b)(1). The Court has established January 3, 2023 as the deadline for parties to file and serve any objections to confirmation of the Competing Plans (“**Confirmation Objections**”). *See* Docket No. 738. The Debtors and the Bondholder Plan Sponsors request that the Court further establish that the deadline for filing Confirmation Objections shall be **January 3, 2023 at 4:00 p.m. (prevailing Central Time)**.

37. KCC will serve the Confirmation and Sale Hearing Notice by December 5, 2022, which would provide parties in interest with at least twenty-nine (29) days' notice of the Plan Objection Deadline and thirty-six (36) days' notice of the Confirmation and Sale Hearing.

38. Additionally, the Debtors and the Bondholder Plan Sponsors request that the Court direct that Confirmation Objections, if any, must: (a) be in writing; (b) comply with the Bankruptcy Rules, the Local Rules, and any applicable orders of the Court; (c) set forth the name of the objector and the nature and amount of any Claim or Interest asserted by the objector against or in the Debtors; (d) state with particularity the legal and factual bases for the Confirmation Objection; and (e) be filed, contemporaneously with proof of service, with the Court and served so that it is **actually received** by the undersigned counsel and the other Notice Parties no later than the Plan Objection Deadline.

39. The Court has established January 6, 2023 as the deadline to file and serve any replies (each a "**Reply**" and collectively, the "**Replies**") to any Confirmation Objections that may be timely filed. If the Confirmation and Sale Hearing is adjourned, the Debtors and the Bondholder Plan Sponsors propose the date that is three (3) business days prior to the adjourned hearing date as the deadline for filing and serving a Reply or Replies to any Confirmation Objections and a brief in support of confirmation of a Plan.

IV. Disallowance of Claims for Voting Purposes, and Procedures for Temporary Allowance of Claims that are Subject to an Objection Filed by the Debtors

A. Disallowance of Claims for Voting Purposes

40. Pursuant to Bankruptcy Code section 105(a), the Debtors and the Bondholder Plan Sponsors propose that in the event the Debtors or the Bondholder Plan Sponsors object to a Claim or seek to estimate a Claim, the holder of such Claim will not be entitled to vote on the Competing Plans and such Claim will not be counted in determining whether the requirements of Bankruptcy

Code section 1126(c) have been met with respect to the Competing Plans (except to the extent and in the manner as may be set forth in the objection or motion to estimate) unless: (a) the Claim has been temporarily allowed for voting purposes pursuant to Bankruptcy Rule 3018(a) and in accordance with the Solicitation Procedures Order; or (b) on or before the Voting Deadline, the objection to or request to estimate such Claim has been withdrawn or resolved in favor of the creditor asserting the Claim. Recipients of an objection to expunge, disallow, and/or estimate their Claim will receive a Disputed Claim Non-Voting Status Notice, substantially in the form attached to the Solicitation Procedures Order.

B. Procedures for Temporary Allowance of Certain Claims for Voting

41. Bankruptcy Rule 3018(a) provides, in relevant part, that, “[n]otwithstanding objection to a claim or interest, the court after notice and hearing may temporarily allow the claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan.” Fed R. Bankr. P. 3018(a). The Debtors and the Bondholder Plan Sponsors request that, pursuant to Bankruptcy Code section 105(a), the Court: (a) fix **December 27, 2022** (the “**Rule 3018(a) Motion Deadline**”) as the deadline for the filing and serving of a motion requesting temporary allowance of a movant’s Claim for purposes of voting pursuant to Bankruptcy Rule 3018(a) (a “**Rule 3018(a) Motion**”); and (b) require that such a Rule 3018(a) Motion be filed with the Court and served on the counsel to the Debtors, the Bondholder Plan Sponsors and the other Notice Parties so as to be **actually received not later than 4:00 p.m. (prevailing Central Time) on the Rule 3018(a) Motion Deadline**. The Debtors and the Bondholder Plan Sponsors request that the Court consider only a Rule 3018(a) Motion that has been timely filed and served in accordance with the provisions of this paragraph and Motion.

42. The Debtors and the Bondholder Plan Sponsors propose that any party having a Claim subject to a timely filed and served Rule 3018(a) Motion be permitted to cast a provisional Ballot to accept or reject the Competing Plans. If, and to the extent that, the Debtors, the Bondholder Plan Sponsors, and such party are unable to resolve the issues raised by a Rule 3018(a) Motion prior to the Voting Deadline, then, at the Confirmation and Sale Hearing, the Court shall determine whether the provisional Ballot should be counted as a vote on the Competing Plans. Such a procedure will help ensure that an efficient tabulation of Ballots will be completed accurately by the Confirmation and Sale Hearing. Moreover, setting the date of the Confirmation and Sale Hearing as the date for hearing Rule 3018(a) Motions also avoids holding separate hearings on such motions.

43. Notwithstanding the foregoing, the Debtors and the Bondholder Plan Sponsors request that the Debtors, the Bondholder Plan Sponsors and a holder of a Claim may agree and stipulate to treatment of a specific Claim for voting purposes pursuant to a notice filed with the Court. Nothing in these procedures is intended to impact the Debtors' or the Bondholder Plan Sponsors' rights to object to, dispute, or contest any Proof of Claim or Rule 3018(a) Motion.

V. Nonsubstantive and Nonmaterial Changes

44. The Debtors and the Bondholder Plan Sponsors' request that the Court grant the Plan Proponents authority to make nonsubstantive and nonmaterial changes to their respective Competing Plans and/or Disclosure Statements. Furthermore, the Debtors and the Bondholder Plan Sponsors' request authority to make nonsubstantive and nonmaterial changes to the Ballots, the Non-Voting Status Notices, the Confirmation and Sale Hearing Notice, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors, insert dates, and to make conforming changes among the Disclosure

Statements, the Competing Plan, the Ballots, the Non-Voting Status Notices, the Confirmation and Sale Hearing Notice, and any other materials in the Solicitation Packages prior to mailing. If such changes are made, the Debtors or the relevant Plan Proponent will promptly file a notice on the Court's docket reflecting all such changes in a manner that highlights each such change.

NOTICE

45. Notice of the Motion will be given to: (a) the U.S. Trustee; (b) counsel to the Committee; (c) counsel to UMB Bank, N.A., as Trustee; (d) counsel to Lifespace Communities, Inc.; (e) the United States Attorney's Office for the Northern District of Texas; (f) the Internal Revenue Service; (g) the United States Department of Justice; (h) the Texas State Attorney General; (i) the United States Securities and Exchange Commission; and (j) any party that has requested notice pursuant to Bankruptcy Rule 2002.

WHEREFORE, the Debtors and the Bondholder Plan Sponsors respectfully request that the Court enter the Solicitation Procedures Order, substantially in the form attached hereto as Exhibit A, granting the relief requested in the Motion and such further relief as may be just and proper.

Dated: November 6, 2022
Dallas, Texas

POLSINELLI PC

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– and –

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Counsel to the Debtors and Debtors in Possession

– and –

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Counsel to UMB Bank, N.A. as Trustee and DIP Lender

Exhibit A

(Proposed Form of Order)

**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)

**ORDER (I) ESTABLISHING VOTING RECORD DATE AND OTHER DEADLINES;
(II) AUTHORIZING KURTZMAN CARSON CONSULTANTS LLC TO ACT AS THE
SINGULAR VOTING AGENT WITH RESPECT TO THE COMPETING PLANS;
(III) APPROVING SOLICITATION AND NOTICE PROCEDURES WITH RESPECT
COMPETING PLANS; (IV) APPROVING MANNER AND FORMS OF BALLOTS,
NOTICES AND RELATED DOCUMENTS; AND (V) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)² of the debtors and debtors-in-possession (collectively, the “**Debtors**”) in the above-captioned Chapter 11 Cases and UMB Bank, N.A., in its capacity as

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 Capitalized terms used in this Order but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion or the Competing Plans, as applicable.

successor bond trustee and master trustee for the Original Bonds (together, the “**Trustee**”) and in its capacity as a lender under the DIP Credit Agreement (the “**DIP Lender**,” and together with the Trustee, the “**Bondholder Plan Sponsors**”), for entry of an order, pursuant to Bankruptcy Code sections 105(a), 1124, 1125, 1126, and 1128, Bankruptcy Rules 2002, 3016, 3017, 3018, and 3020, and of the Local Bankruptcy Rules 2002-1, 3017-1, 3018-1, and 3020-1: (i) authorizing Kurtzman Carson Consultants LLC to act as the singular voting agent with respect to the Competing Plans; (ii) establishing the Voting Record Date and other deadlines; (iii) approving solicitation and notice procedures with respect to confirmation of the Competing Plans and for filing objections to the Competing Plans; (iv) approving the manner and forms of ballots, notices and other related documents; and (v) granting related relief; and upon the record of the hearing on the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been given; and it appearing that no other or further notice of the Motion is required; and this Court having found that the relief requested by the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and sufficient cause appearing therefor, it is hereby:

FOUND AND DETERMINED THAT:

- A. Notice of the Motion was good and sufficient notice to all interested parties.
- B. The following forms attached hereto as Exhibit 3, 4-A, 4-B, 5-A, 5-B, 6-A, 6-B, 7, 8-A and 8-B contain sufficient information and are appropriate under the circumstances:
 - a. Disclosure Statement Hearing Notice, Exhibit 3;
 - b. Non-Voting Status Notice, Exhibit 4-A and Exhibit 4-B;

- c. Disputed Claim Non-Voting Status Notice, Exhibit 5-A and Exhibit 5-B;
- d. Opt Out Form, Exhibit 6-A and Exhibit 6-B; and
- e. Confirmation and Sale Hearing Notice, Exhibit 7; and
- f. Plan Supplement Notices, Exhibit 8-A and 8-B.

C. The forms of the Ballots attached hereto as Exhibit Group 2-A and Exhibit Group 2-B (i) are sufficiently consistent with Official Form No. B314, (ii) adequately address the particular needs of the Chapter 11 Cases, and (iii) are appropriate for each Class of Claims entitled to vote to accept or reject any of the Competing Plans.

D. The time period set forth below during which the Debtors and Bondholder Plan Sponsors may solicit votes on the Competing Plans is a reasonable period of time for holders of Claims to make an informed decision as to whether to accept or reject the Competing Plans.

E. The procedures set forth below for the solicitation and tabulation of votes to accept or reject the Competing Plans provide for a fair and equitable voting process and are consistent with Bankruptcy Code section 1126.

F. The procedures set forth below regarding the Confirmation and Sale Hearing Notice and the contents of the Solicitation Package comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties.

THEREFORE, IT IS ORDERED, ADJUDGED, AND DECREED THAT:

- 1. The Motion is GRANTED, as set forth herein.

I. Kurtzman Carson Consultants, LCC's duties as Voting Agent for Competing Plans

2. KCC is authorized to serve as the voting agent in these Chapter 11 Cases with respect to both Competing Plans.

3. KCC shall assist the Plan Proponents with respect to the Competing Plans with, among other things, (a) balloting; (b) distributing applicable solicitation materials; (c) tabulating and calculating of votes; (d) determining with respect to each ballot cast, its timeliness and its compliance with the Bankruptcy Code, Bankruptcy Rules, and procedures ordered by this Court; (e) preparing an official ballot certification and testifying, if necessary, in support of the ballot tabulation results; (f) in connection with the foregoing services, processing requests for documents from parties in interest, including, if applicable, brokerage firms, bank back-offices, and institutional holders; (g) responding to inquiries relating to the solicitation and voting process, including all matters related thereto; and (h) providing copies of documents and pleadings upon the request of creditors and parties in interest.

II. Approval of Key Dates and Deadlines

4. The following dates, to the extent they have not already been established by the Court, are hereby established (subject to modification by further order of the Court) with respect to the solicitation of votes to accept or reject the Competing Plans, voting on the Competing Plans, objecting to the Competing Plans, and pursuing confirmation of the Competing Plans.

Event	Date
Voting Record Date	November 28, 2022
Solicitation Deadline	December 5, 2022
Date of Publication of Confirmation and Sale Hearing Notice	December 9, 2022 or as soon as reasonably practicable thereafter
Deadline to File Plan Supplements	December 27, 2022 at 4:00 p.m. CT
Deadline to File Rule 3018(a) Motions	December 27, 2022 at 4:00 p.m. CT
Deadline to Object to Rule 3018(a) Motions	January 3, 2023 at 4:00 p.m. CT
Plan Objection Deadline	January 3, 2023 at 4:00 p.m. CT

Event	Date
Voting Deadline	January 3, 2023 at 4:00 p.m. CT
Opt Out Deadline	January 3, 2023 at 4:00 p.m. CT
Deadline to File Voting Report	January 6, 2023
Deadline to File Confirmation Brief and Reply to Plan Objection(s)	January 6, 2023
Confirmation and Sale Hearing Date	January 10, 2023 at 9:30 a.m. CT

III. Confirmation and Sale Hearing Notice, Confirmation and Sale Hearing, and Objections

5. Confirmation Objections, if any, shall (a) be in writing, (b) comply with the Bankruptcy Rules and the Local Rules, (c) set forth the name of the objector and the nature and amount of any Claim or Interest asserted by the objector against or in the Debtors, (d) state with particularity the legal and factual bases for the objection and, if practicable, a proposed modification to the Plan(s) that would resolve such objection, and (e) be filed, contemporaneously with proof of service, with the Court and served so that they are **actually received** by the undersigned counsel and the following Notice Parties no later than the Plan Objection Deadline: (i) counsel for the Debtors, Polsinelli PC, 2950 N. Harwood, Suite 2100, Dallas, TX 75201, Attn: Trinitee G. Green and 600 3rd Avenue, 42nd Floor, New York, NY 10016, Attn: Jeremy R. Johnson; (ii) counsel for Lifespace Communities, Inc., Cooley LLP, 110 North Upper Wacker Drive, Suite 4200, Chicago, Illinois 60606, Attn: Eric. E. Walker; (iii) counsel for UMB Bank, N.A., Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., One Financial Center, Boston, Massachusetts 02111, Attn: Daniel Bleck, Eric Blythe and Kaitlin Walsh; (iv) counsel for the Committee, Foley & Lardner, 2021 McKinney Avenue, Ste. 1600, Dallas, Texas 75201, Attn. Stephen A. McCartin, Thomas C. Scannell, and Mark C. Moore; (v) the Office of the United States

Trustee, 1100 Commerce St, Room 976, Dallas, Texas 75242-1699, Attn: Lisa Lambert; and (vi) such other parties as the Court may order.

6. The deadline for the Debtors, the Bondholder Plan Sponsors and/or other parties supporting confirmation of the Competing Plans to file and serve a confirmation brief and a Reply or Replies, as appropriate, to Confirmation Objections is **January 6, 2023** and, if the Confirmation and Sale Hearing is adjourned, the deadline shall be the date that is three (3) business days prior to any such adjourned hearing date.

7. Service of the Confirmation and Sale Hearing Notice, substantially in the form attached hereto as Exhibit 7, upon all known holders of Claims against and Interests in the Debtors and the parties on the Rule 2002 list (as of the Voting Record Date) constitutes adequate and sufficient notice, in satisfaction of the requirements of applicable provisions under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, of: (a) the Confirmation and Sale Hearing to consider approval of the Competing Plans; (b) the manner in which a copy of the Competing Plans may be obtained; and (c) the Plan Objection Deadline.

8. The Debtors shall publish the Confirmation and Sale Hearing Notice on or prior to **December 9, 2022**, or as soon as practically possible thereafter, (i) in the national edition of the *New York Times* or *USA Today*; and (ii) in any other regional or local publication within Dallas, Texas, as the Debtors deem necessary.

9. Publication of the Confirmation and Sale Hearing Notice as described herein shall constitute sufficient notice of the Confirmation and Sale Hearing to persons who do not otherwise receive notice by mail as provided for in this Order.

IV. Establishment of Voting Record Date, Disallowance of Claims for Voting Purposes, and Procedures for Temporary Allowance of Claims

10. Pursuant to Bankruptcy Rule 3017(d), **November 28, 2022** shall be the Voting Record Date. The Plan Proponents shall use the Voting Record Date for determining which holders of Claims are: (a) entitled to vote on any of the Competing Plans and, thus, entitled to receive the Solicitation Package; or (b) not entitled to vote on any of the Competing Plans and, thus, entitled to receive only the Confirmation and Sale Hearing Notice and a Non-Voting Status Notice and/or a Disputed Claim Non-Voting Status Notice (each of which will include an Opt Out Form).

11. With respect to any transferred claim, the transferee shall be entitled to receive a Solicitation Package and cast a Ballot on account of the transferred claim only if: (a) all actions necessary to effect the transfer of the claim or equity interest pursuant to Bankruptcy Rule 3001(e) have been completed by the Voting Record Date; or (b) the transferee files, no later than the Voting Record Date, (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer. Regardless of the number of Claims obtained, each transferee shall be treated as a single creditor for purposes of the numerosity requirements of Bankruptcy Code section 1126(c) and the other procedures set forth in this Order.

12. In the event the Debtors or the Bondholder Plan Sponsors object to a Claim or seek to estimate a Claim, the holder of such Claim shall not be entitled to vote on the Competing Plans and such Claim shall not be counted in determining whether the requirements of Bankruptcy Code section 1126(c) have been met with respect to the Competing Plans (except to the extent and in the manner as may be set forth in the objection or motion to estimate) unless (a) the Claim has been temporarily allowed for voting purposes pursuant to Bankruptcy Rule 3018(a) and in accordance with this Order or (b) on or before the Voting Deadline, the objection to such Claim has been withdrawn or resolved in favor of the creditor asserting the Claim. Recipients of an

objection to expunge and/or disallow their Claim shall receive a Disputed Claim Non-Voting Status Notice, substantially in the forms attached hereto as Exhibit 5-A and Exhibit 5-B, which will include the Opt Out Form, substantially in the forms attached hereto as Exhibit 6-A and Exhibit 6-B.

13. To be considered, any Rule 3018(a) Motion must be filed with this Court and served on counsel to the Plan Proponents and the other Notice Parties so as to be **actually received** no later than **December 27, 2022 at 4:00 p.m. (prevailing Central Time)**.

14. Any party having a Claim subject to a timely filed and served Rule 3018(a) Motion shall be permitted to cast a provisional Ballot to accept or reject the Competing Plans. If, and to the extent that, the Debtors, the Bondholder Plan Sponsors and such party are unable to resolve the issues raised by a Rule 3018(a) Motion prior to the Voting Deadline, then, at the Confirmation and Sale Hearing, the Court shall determine whether the provisional Ballot should be counted as a vote on the Competing Plans.

15. The Debtors, the Bondholder Plan Sponsors and a holder of a Claim may agree and stipulate to treatment of a specific Claim for voting purposes pursuant to a notice filed with the Court.

16. Nothing in this Order shall impact or limit the Debtors,' the Bondholder Plan Sponsors (or any other party in interest's) rights to object to any Proof of Claim or Rule 3018(a) Motion.

V. Approval of Solicitation Procedures

17. The Plan Proponents are authorized to solicit, receive, and tabulate votes to accept the Competing Plans in accordance with the Solicitation Procedures attached hereto as Exhibit 1, which are hereby approved in their entirety; *provided, however*, that the Debtors or the Bondholder Plan Sponsors may amend or supplement the Solicitation Procedures (in consultation with the

other Plan Proponents, or further order of the Court) where, in the Debtors' and Bondholder Plan Sponsors' best judgment, doing so would facilitate solicitation.

B. Ballots and Non-Voting Status Notices with Opt Out Forms

18. The Ballots (including voting instructions) to be distributed and used in connection with the solicitation of votes on, and confirmation of, the Competing Plans, substantially in the forms attached hereto as Exhibit Group 2-A, with respect to the Edgemere Plan, and Exhibit Group 2-B, with respect to the Bondholder Plan are hereby approved.

19. Ballots shall be distributed to holders of Claims entitled to vote on any of the Competing Plans, accompanied by a pre-addressed, postage prepaid return envelope. Holders of Claims entitled to vote on any of the Competing Plans (other than Bondholders), will receive Ballots in the forms included in Exhibit Group 2-A, with respect to the Edgemere Plan, and Exhibit Group 2-B, with respect to the Bondholder Plan.

20. With respect to Bondholders, the Voting Agent shall transmit Solicitation Packages for the beneficial holders of the Series 2015 Bonds and the Series 2017 Bonds (the "**Beneficial Owners**") to all Nominees identified by the Voting Agent as an entity through which the Bondholders held the Series 2015 and/or Series 2017 Bonds as of the Voting Record Date. Each Nominee will be instructed to distribute the Solicitation Packages to the Bondholders for whom the Nominee held bonds.³ As part of the Solicitation Package, the Voting Agent shall transmit to Nominees both: (a) beneficial holder ballots, as appropriate, substantially in the form(s) attached to the Motion (the "**Beneficial Holder Ballots**"), and (b) a master ballot, as appropriate,

³ Solicitation Packages may be sent in paper format or via electronic transmission in accordance with the customary requirements of each Nominee. Each Nominee will then distribute the Solicitation Packages, as appropriate, in accordance with their customary practices and obtain votes to accept or to reject the Competing Plans also in accordance with their customary practices. If it is the Nominee's customary and accepted practice to submit a "voting instruction form" to the beneficial holders for the purpose of recording the beneficial holder's vote, the Nominee will be authorized to send the voting instruction form in lieu of, or in addition to, a Beneficial Holder Ballot

substantially in the form(s) attached to the Motion (the “**Master Ballots**” and the Master Ballots collectively with the Beneficial Holder Ballots, the “**Bondholder Ballots**”).

21. Each Nominee through which one or more Beneficial Owners holds the securities as of the Voting Record Date is hereby ordered to distribute the Solicitation Package to the Beneficial Owners for which they hold the securities within three (3) business days after receipt of such Solicitation Package from the Voting Agent and obtain the vote of such Beneficial Owners consistent with customary practices for obtaining the votes of securities held in “street name,” in one of the following two ways:

- (a) **Master Ballots:** A Nominee may obtain the votes of Beneficial Owners by forwarding to the Beneficial Owners the applicable unsigned Beneficial Owner Ballot, together with the Solicitation Package, a return envelope provided by, and addressed to, the Nominee, and other materials requested to be forwarded. Each such Beneficial Owner may then indicate his/her or its vote on the Beneficial Owner Ballot, complete the information requested in the Beneficial Owner Ballot, review the certifications contained in the Beneficial Owner Ballot, execute the Beneficial Owner Ballot, and return the Beneficial Owner Ballot to the Nominee. After collecting the Ballots, the Nominee shall, in turn, complete the applicable Master Ballot provided to such Nominee by the Voting Agent, and compile the votes and other information from the Beneficial Owner Ballot, execute the Master Ballot, and deliver the Master Ballot to the Voting Agent so that it is received by the Voting Agent before the Voting Deadline. All Beneficial Owner Ballots returned by Beneficial Owners must be retained by Nominees for inspection for at least one year from the Voting Deadline.
- (b) **Pre-Validated Ballots:** A Nominee may pre-validate a Beneficial Owner Ballot, by: (i) signing the applicable Beneficial Owner Ballot, indicating their participant name and DTC participant number and; (ii) indicating on the Beneficial Owner Ballot the account number of the Beneficial Owner, the amount of the securities held by the Nominee for such Beneficial Owner, and the applicable CUSIP number; and (iii) forwarding such Beneficial Owner Ballot together with the Solicitation Package and other materials requested to be forwarded to the Beneficial Owner for voting. The Beneficial Owner may then complete the information requested in the Ballot, review the certifications contained in the Ballot, and return the Ballot directly to the Voting Agent via E-Ballot or in the pre-addressed, postage paid envelope included with the Solicitation Package so that it is received by the Voting Agent before the Voting Deadline. A list of the Beneficial Owners to whom “pre-validated” Ballots

were delivered should be maintained by the Nominee for inspection for at least one year from the Voting Deadline.

22. Notwithstanding the foregoing, Nominees are authorized to transmit Solicitation Packages and collect votes to accept or to reject the Plan Sponsors' Plan from Beneficial Owners in accordance with their customary practices, including the use of a "voting instruction form" in lieu of (or in addition to) a Beneficial Owner Ballot, and collecting votes from Beneficial Owners through online voting, by phone, facsimile, or other electronic means.

23. The Plan Proponents are not required to provide Solicitation Packages to holders of Claims who are not entitled to vote on any of the Competing Plans. Instead, on or before the Solicitation Deadline, the Voting Agent shall distribute, as appropriate, a Non-Voting Status Notice, substantially in the forms attached hereto as Exhibit 4-A, with respect to the Edgemere Plan, and Exhibit 4-B, with respect to the Bondholder Plan, or a Disputed Claim Non-Voting Status Notice, substantially in the forms attached hereto as Exhibit 5-A, with respect to the Edgemere Plan, and Exhibit 5-B, with respect to the Bondholder Plan, which notices are hereby approved, as the case may be, in lieu of a Solicitation Package. Holders of Claims receiving a Non-Voting Status Notice or a Disputed Claim Non-Voting Status Notice will also receive an Opt Out Form, substantially in the form(s) attached hereto as Exhibit 6-A with respect to the Edgemere Plan, and Exhibit 6-B, with respect to the Bondholder Plan, which such holders may complete and return to elect to opt-out of the consensual third-party releases set forth in the Edgemere Plan and the Bondholder Plan. The Opt Out Forms clearly and conspicuously instruct the recipient of such for that the form must be completed and submitted to avoid becoming a Releasing Party, as defined in the applicable Competing Plans.

24. The Non-Voting Status Notices, inclusive of the Opt Out Form, provide sufficient notice of the injunction, exculpation, and release provisions in the Competing Plans and provide

holders of Claims and Interests with sufficient opportunity to elect to not (a) grant such third-party releases or (b) be treated as a Releasing Party. The Opt Out Form sufficiently alerts holders of Claims and Interests not entitled to vote of their right to make the election and the manner in which such election must be made, by submitting a duly completed Opt Out Form to the Voting Agent in accordance with the instructions provided on the Opt Out Form.

25. Further, the Debtors and the Bondholder Plan Proponents are not required to distribute Solicitation Packages to: (i) holders of Claims that (a) have already been paid in full during the Chapter 11 Cases or (b) are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court; or (ii) any party to whom the Disclosure Statement Hearing Notice was sent and was subsequently returned as undeliverable.

C. Approval of the Form of, and Distribution of, Solicitation Packages

26. The Debtors and the Bondholder Plan Proponents are authorized to transmit, or cause to be transmitted, Solicitation Packages to holders of Claims entitled to vote on any of the Competing Plans on or before **December 5, 2022**, or as soon as practically possible thereafter (the “**Solicitation Deadline**”). Solicitation Packages shall include the following materials:

- (a) The Disclosure Statements as approved by the Court, including exhibits attached thereto, which shall include the Competing Plans, orders approving the Disclosure Statements; and the Solicitation Procedures Order, excluding exhibits attached thereto;]
- (b) the Confirmation and Sale Hearing Notice, which the Debtors and Bondholder Plan Sponsors request that the Court approve in form and substance; and
- (c) an appropriate number of Ballots⁴ conforming to Official Bankruptcy Form No. B314, together with postage-prepaid return envelopes (with the exception that

⁴ For the avoidance of doubt, Solicitation Packages will not be distributed directly to the Bondholders entitled to vote on the Competing Plans, which includes Class 4 Claims, with respect to the Edgemere Plan, and Class 2 Claims with respect to the Bondholder Plan. Instead, as noted above, the Solicitation Packages will be distributed to the Nominees (or their agents), who will in turn distribute the Solicitation Packages to the Bondholders (including, but not limited to, electronic methods and the use of a “voting instruction form” in lieu of a Ballot). Master Ballots will be distributed to the Nominee(s).

Solicitation Packages provided to Nominees will not include postage-prepaid return envelopes); and

- (d) any supplemental documents filed with the Court and any documents that the Court orders to be included in the Solicitation Packages, including any letters which are otherwise approved by the Court after notice in support of the Competing Plans.

27. Copies of all of the materials in the Solicitation Packages (except for the Ballots) shall be served on the U.S. Trustee, and (b) copies of any order(s) approving the Disclosure Statements and the Solicitation Procedures Order (each in electronic format) and the Confirmation and Sale Hearing Notice shall be served on all creditors and equity security holders, pursuant to Bankruptcy Rule 2002 as of the Voting Record Date (the “**2002 List**”). The Solicitation Packages provide holders of Claims that are entitled to vote to accept or reject the Competing Plans with adequate information necessary to make an informed decision with respect to voting to accept or reject the Competing Plans in accordance with Bankruptcy Rules 2002(b) and 3017(d), and all other applicable provisions under the Bankruptcy Code, the Bankruptcy Rules and the Local Rules. Accordingly, service of the Solicitation Packages prior to the Solicitation Deadline to those holders of Claims that are entitled to vote to accept or reject any of the Competing Plans, as set forth above, shall satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

28. The Debtors and the Bondholder Plan Sponsors are authorized, but not directed, to distribute the materials included in the Solicitation Packages, excluding Ballots and the Confirmation and Sale Hearing Notice in electronic format, which may include providing the materials (i) via compact-disc or flash drive or (ii) via online download. Any recipient of a Solicitation Package in electronic format who wishes to receive hard copies may request such hard copies from KCC in the manner provided in the Solicitation Packages.

29. Holders of Claims that have filed duplicate Claims in any given Class shall be entitled to receive only one Solicitation Package for each Competing Plan and allowed one Ballot for voting their Claims with respect to that Class.

D. When No Notice or Transmittal Necessary

30. The Debtors and the Bondholder Plan Sponsors are not required to send Solicitation Packages, individual solicitation materials, or other notices to (a) any creditor that filed a Proof of Claim if the amount asserted in such Proof of Claim is less than or equal to the amount that has already been paid to such creditor on account of such Proof of Claim or (b) the holder of a Claim that has been disallowed in full by order of the Court.

31. The Plan Proponents are not required to give notice of any kind to any Person or Entity to whom the Plan Proponents mailed the Disclosure Statement Hearing Notice and received the Disclosure Statement Hearing Notice returned by the United States Postal Service marked “undeliverable as addressed,” “moved - left no forwarding address,” “forwarding order expired,” or any similar reason, unless the Plan Proponents have been informed in writing by such Person or Entity of that Person’s or Entity’s new address.

32. The Plan Proponents are not required to attempt to re-deliver Solicitation Packages, Confirmation and Sale Hearing Notices, and Non-Voting Status Notices (including Opt Out Forms) that are returned as undeliverable if the Plan Proponents have not been timely provided with corrected address information by such parties.

VI. Procedures for Vote Tabulation

33. Any timely received Ballot that contains sufficient information to permit the identification of the holder of a Claim and is cast as an acceptance or rejection of the Competing

Plans shall be counted and shall be deemed to be cast as an acceptance or rejection, as the case may be, of the Plan, subject to the following exceptions:

- (a) If a Claim is deemed allowed in accordance with any of the Competing Plans, such Claim shall be allowed for voting purposes in the deemed allowed amount set forth in the applicable Plan;
- (b) If a Claim for which a Proof of Claim has been timely filed (i) is wholly contingent or unliquidated (*i.e.*, a claim based on litigation) (as determined on the face of the Proof of Claim or after a review of the supporting documentation by the Debtors, the Bondholder Plan Sponsors or the Voting Agent) or (ii) does not otherwise specify a fixed or liquidated amount, the claimant shall be allowed to cast one vote valued at one dollar (\$1.00) for voting purposes only;
- (c) If a Claim has been estimated or otherwise allowed 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, unless the Court, prior to the Voting Deadline, enters an order disallowing such Claim;
- (d) If a Claim is represented by a timely filed Proof of Claim, and based on reasonable review by the Debtors, the Bondholder Plan Sponsors or the Voting Agent of the supporting documentation attached to the Proof of Claim, to be contingent or unliquidated in part, such Claim shall be temporarily allowed in the amount that it is liquidated and non-contingent for voting purposes only, unless such Claim is disputed as set forth in subparagraph (h) below;
- (e) If a Claim has been estimated or otherwise allowed 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;
- (f) If a Claim was listed in the Debtors' filed Schedules in an amount that is liquidated, non-contingent, and undisputed, and a proof of Claim was not filed by the Voting Record Date, such Claim is allowed for voting in the liquidated, non-contingent, undisputed, amount set forth in the Debtors' filed Schedules;
- (g) If a Claim is scheduled at \$0.00, in an unknown amount, or as unliquidated, contingent, or disputed, and a Proof of Claim was not (a) timely filed by the date established in the Bar Date Order or (b) deemed timely filed by an order of the Court prior to the Voting Deadline, such Claim shall be disallowed for voting purposes, provided however, to the extent the applicable Claims Bar Date has not yet expired prior to the Voting Record Date, Claims that are scheduled as contingent, unliquidated, or disputed (excluding such scheduled disputed, contingent, or unliquidated Claims that have been paid or superseded

by a timely Filed Proof of Claim) shall be allowed to vote only in the amount of \$1.00;

- (h) If the Debtors or the Bondholder Plan Sponsors file and serve an objection to a Claim or a request for estimation of a Claim, such Claim shall be temporarily disallowed for voting purposes only and not for the purposes of allowance or distribution, except to the extent and in the manner as may be set forth in the request for estimation or objection, and subject to the outcome of any Rule 3018(a) Motion. If the Debtors or the Bondholder Plan Sponsors file a request for estimation or an objection to a portion of a Claim, the undisputed portion of such Claim shall be temporarily allowed for voting purposes only and not for the purposes of allowance or distribution, except to the extent and in the manner as may be set forth in the request for estimation or objection, and subject to the outcome of any Rule 3018(a) Motion;
- (i) Proofs of Claim filed in the amount of \$0.00 shall not be entitled to vote;
- (j) A Ballot cast in an amount in excess of the allowed amount of the applicable Claim shall only be counted to the extent of the allowed amount of such Claim;
- (k) Notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims within the same Class that is entitled to vote on any of the Competing Plans shall be provided with only one Solicitation Package and one ballot for voting a single Claim in such Class, regardless of whether the Debtors or the Bondholder Plan Sponsors have objected to such duplicate Claims; and
- (l) If a Proof of Claim has been amended by a later filed Proof of Claim that is filed on or prior to the Voting Record Date, the later filed amending Claim shall be entitled to vote in a manner consistent with these tabulation rules, and the earlier filed Claim shall be disallowed for voting purposes, regardless of whether the Debtors or the Bondholder Plan Sponsors have objected to such amended claim. Except as otherwise ordered by the Court, any amendments to proofs of Claim after the Voting Record Date shall not be considered for purposes of these tabulation rules.
- (m) Registered holders are entitled to vote the principal amount of their Claim as of the Voting Record Date as evidenced on the record and depository listings and shall not be counted in excess of the amount of debt securities held by such Nominee or Beneficial Owner as of the Voting Record Date, provided, however, that any principal amounts may be adjusted by the Voting Agent to reflect the amount of the Claim actually voted, including any prepetition interest.

34. The following additional procedures shall apply with respect to the tabulation of Master Ballots and Beneficial Owner Ballots cast by Nominees and Beneficial Owners.

- (a) The amount that will be used to tabulate acceptance or rejection of the Competing Plans will be the principal amount held by such Nominees and Beneficial Owners as of the Voting Record Date as evidenced on the record and depository listings and shall not be counted in excess of the amount of debt securities held by such Nominee or Beneficial Owner as of the Voting Record Date; provided, however, that any principal amounts may be adjusted by the Voting Agent to reflect the amount of the Claim actually voted, including any prepetition interest;
- (b) If conflicting votes or “over-votes” are submitted by a Nominee, the Voting Agent shall use reasonable efforts to reconcile discrepancies; if over-votes are submitted by a Voting Nominee which are not reconciled prior to the preparation of the Voting Report, the votes to accept and to reject the applicable Plan shall be applied in the same proportion as the votes to accept and to reject the applicable Plan submitted by the Nominee, but only to the extent of the Voting Nominee’s Voting Record Date position in the debt securities; and
- (c) A single Nominee may complete and deliver to the Voting Agent multiple Master Ballots. Votes reflected on multiple Master Ballots shall be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the last properly completed Master Ballot received prior to the Voting Deadline shall, to the extent of such inconsistency, supersede any prior Master Ballot.

35. If a holder of a Claim that is entitled to vote and has more than one Claim against the Debtors based upon different transactions, such holder is entitled to one vote for numerosity purposes in the aggregate dollar amount of all of such Claims.

36. The Plan Proponents have no duty to notify any holder of a Claim of any defects or irregularities with respect to Ballots received by KCC. Likewise, no Plan Proponent will incur any liability for failure to provide such notification. Further, unless waived by the Plan Proponent(s), any defects or irregularities with respect to Ballots must be cured before the Voting Deadline or such Ballots will not be counted.

37. The Debtors and the Bondholder Plan Sponsors request authorization to accept (a) Ballots from voters via first class mail, overnight courier, and hand delivery, or, except for Bondholder Ballots, via electronic transmissions, solely through an online balloting portal to be maintained by the Voting Agent (“**E-Ballot**”); and (b) Bondholder Ballots, including Master

Ballots submitted by Nominees, on behalf of beneficial holders, via e-mail to EdgemereBallots@kccllc.com. Parties, other than parties submitting Bondholder Ballots, may cast an E-Ballot solely through an online balloting portal on the Case Website located at <http://www.kccllc.net/edgemere>, and electronically sign and submit the Ballot. Instructions for electronic, online transmission of Ballots are set forth on the Ballot. 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 creditor's electronic signature will be deemed to be immediately legally valid and effective.

38. Under the following circumstances, Ballots shall not be counted or considered for any purpose in determining whether the Competing Plans have been accepted or rejected:

- (a) any Ballot received after the Voting Deadline;
- (b) any Ballot that is illegible or contains insufficient information;
- (c) any Ballot cast by a Person or Entity that does not hold a Claim in a Class entitled to vote;
- (d) any Ballot timely received that is cast in a manner that indicates neither acceptance nor rejection of any of the Competing Plans or that indicates both acceptance and rejection of any of Plans;
- (e) simultaneous duplicative Ballots voted inconsistently;
- (f) a creditor may not split their vote(s), and thus a Ballot that partially rejects and partially accepts any Plan shall not be counted;
- (g) any attempt to cast a vote on a form other than the official form sent by the Voting Agent;
- (h) any unsigned Ballot; or
- (i) any Ballot not cast in accordance with the procedures approved in this Order.

39. Any duplicate Ballot shall be counted only once.

40. If two (2) or more valid Ballots are cast that attempt to vote the same Claim prior to the Voting Deadline, the last valid Ballot received prior to the Voting Deadline shall be deemed

to reflect the voter's intent and thus to supersede any prior Ballots; *provided, however*, that where an ambiguity exists as to which Ballot was the latest mailed, the Voting Agent reserves the right to contact the holder of the Claim and count the vote according to such voter's stated intent, which shall be noted in the Voting Agent's voting report.

41. Claim splitting is not permitted.

42. The deadline for the Voting Agent to file its voting report shall be **January 6, 2023**.

VII. Approval of the Notice of Filing of the Plan Supplements of the Debtors and Bondholder Plan Sponsors

43. The Debtors are authorized to send the notice of the filing of the Edgemere Plan Supplement, substantially in the form attached hereto as Exhibit 8-A, and the Bondholder Plan Sponsors are authorized to send the notice of the filing of the Bondholder Plan Supplement, substantially in the form attached hereto as Exhibit 8-B. Notwithstanding the foregoing, the Debtors and the Bondholder Plan Sponsors may amend the documents contained in, and exhibits to, the respective Plan Supplement in accordance with the respective Plan.

VIII. Miscellaneous

44. The service of Solicitation Packages and other notices and documents described herein in the time and manner set forth herein constitutes adequate and sufficient notice of the Confirmation and Sale Hearing, and no further notice is necessary.

45. The Plan Proponents, and KCC, are authorized to take all actions necessary to implement the relief granted in this Order.

46. To the extent there is any conflict or inconsistency between the terms of this Order and the terms set forth in the Ballots, the Non-Voting Status Notices, the Confirmation and Sale

Hearing Notice, and/or any other document approved by this Order, the terms of this Order shall control.

47. The Plan Proponents shall have authority to make nonsubstantive and nonmaterial changes to their respective Plans and/or disclosure statements. Furthermore, the Plan Proponents shall have authority to make nonsubstantive and nonmaterial changes to the Ballots, the Non-Voting Status Notices, the Confirmation and Sale Hearing Notice, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors, insert dates, and to make conforming changes among the Disclosure Statements, the Competing Plans, the Ballots, the Non-Voting Status Notices, the Confirmation and Sale Hearing Notice, and any other materials in the Solicitation Packages prior to mailing. If such changes are made, the Debtors or the relevant Plan Proponent will promptly file a notice on the Court's docket reflecting all such changes in a manner that highlights each such change.

48. Notwithstanding any applicable Bankruptcy Rule, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

50. Copies of the Competing Plans, the applicable disclosure statements, and all pleadings and orders of the Court may be obtained by: (a) calling (866) 967-0269 (toll free) or +1 (310) 751-2669 (international); (b) writing to Northwest Senior Housing Corporation Solicitation, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (c) emailing at EdgemereInfo@kccllc.com with a reference to "Edgemere" in the subject line; or (d) visiting the case website at <http://www.kccllc.net/edgemere>. You may also obtain such information for a fee via PACER at <http://www.txnb.uscourts.gov>.

END OF ORDER

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Exhibit 1
(Solicitation Procedures)

**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)

SOLICITATION PROCEDURES

PLEASE TAKE NOTICE THAT on **November 2, 2022**, (i) the official committee of unsecured creditors (the “**Committee**”) and the above captioned debtors and debtors in possession (the “**Debtors**”) in these Chapter 11 Cases filed the *Joint Plan of Reorganization Proposed by the Committee and the Debtors* [Docket No. 750] (as may be amended, modified, or supplemented from time to time, the “**Edgemere Plan**”) and the *Disclosure Statement in Support of Joint Plan of Reorganization Proposed by the Committee and the Debtors* [Docket No. 751] (together with all the schedules and exhibits thereto, and each as amended, modified or supplemented from time to time, the “**Edgemere Disclosure Statement**”); and (ii) UMB Bank, N.A., in its capacity as successor bond trustee and master trustee for the Original Bonds (together, the “**Trustee**”) and in its capacity as a lender under the DIP Credit Agreement (the “**DIP Lender**,” and together with the Trustee, the “**Bondholder Plan Sponsors**”) filed the *Plan of Reorganization of the Trustee and the DIP Lender Dated November 2, 2022* [Docket No. 752] (together with all the schedules and exhibits thereto, and each as amended, modified or supplemented from time to time, the “**Bondholder Plan**”) and the *Disclosure Statement for the Plan of Reorganization of the Trustee and DIP Lender Dated November 2, 2022* [Docket No. 753] (together with all the schedules and exhibits thereto, and each as may be amended, modified, or supplemented from time to time, the “**Bondholder Disclosure Statement**”). Together the Edgemere Disclosure Statement and the Bondholder Disclosure Statement shall be referred to herein as the “**Disclosure Statements**” and “**Plan Proponents**” shall be used to refer, collectively, to the Committee and the Debtors, with respect to the Edgemere Plan, and the Bondholder Plan Sponsors, with respect to the Bondholder Plan.

PLEASE TAKE FURTHER NOTICE THAT on [DATE], 2022, the United States Bankruptcy Court for the Northern District of Texas (the “**Court**”) entered an order approving the Edgemere Disclosure Statement. *See* Docket No. [•].

PLEASE TAKE FURTHER NOTICE THAT on [DATE], 2022, the Court entered an order approving the Bondholder Disclosure Statement. *See* Docket No. [•].

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.

PLEASE TAKE FURTHER NOTICE THAT on [DATE], 2022, the Court entered an order (the “**Solicitation Procedures Order**”), among other things, (i) authorizing Kurtzman Carson Consultants LLC (“**KCC**” or the “**Voting Agent**”) to serve and act as the singular Voting Agent with respect to the Edgemere Plan and the Bondholder Plan (each, as may be further amended or supplemented from time to time, and including all exhibits and supplements thereto, a “**Competing Plan**” and, collectively, the “**Competing Plans**”);² (ii) establishing the voting record date and other related dates in connection with confirmation of the Competing Plans; (iii) approving procedures for soliciting, receiving, and tabulating votes on the Competing Plans and for filing objections to the Competing Plans; (iv) approving the manner and forms of notice and related documents; and (v) granting related relief. *See* Docket No. [•].

A. The Voting Record Date

The Court has approved **November 28, 2022**, as the record date for purposes of determining which holders of Claims are entitled to vote on the Competing Plans (the “**Voting Record Date**”).

B. The Voting Deadline

The Court has established **January 3, 2023, at 4:00 p.m. prevailing Central Time** as the voting deadline (the “**Voting Deadline**”) with respect to the Competing Plans.

To be counted as votes to accept or reject the Competing Plans, all ballots and master ballots (each a “**Ballot**” and collectively, the “**Ballots**”) must be properly executed, completed, and *actually received* by no later than the Voting Deadline by the Voting Agent.

C. Ballots and Notices of Non-Voting Status

1. Ballots

The Ballots to be used for the solicitation of votes on, and confirmation of, the Competing Plans, shall be substantially in the form(s) attached to the Solicitation Procedures Order as Exhibit Group 2-A, with respect to the Edgemere Plan, and Exhibit Group 2-B, with respect to the Bondholder Plan. Ballots, along with other materials in the Solicitation Packages (as defined below), shall be distributed to all parties entitled to vote no later than **December 5, 2022**. Ballots will be accompanied by a pre-addressed, postage prepaid return envelope and instructions for submission of votes (with the exception that Solicitation Packages provided to Nominees will not include postage-prepaid return envelopes).

2. Notices of Non-Voting Status and Disputed Claim Non-Voting Status

Notices of non-voting status, including the Non-Voting Status Notices attached to the Solicitation Procedures Order as Exhibit 4-A, with respect to the Edgemere Plan, and Exhibit 4-B, with respect to the Bondholder Plan, and the Disputed Claims Non-Voting Status Notices attached to the Solicitation Procedures Order as Exhibit 5-A, with respect to the Edgemere Plan, and Exhibit

² Capitalized terms used but not defined herein have the meaning given to such terms in the respective Competing Plan or Disclosure Statement, as applicable.

5-B, with respect to the Bondholder Plan, shall be distributed to parties that are not entitled to vote to accept or reject the Competing Plans. Such notices will instruct these holders as to how they may obtain copies of the documents contained in the Solicitation Package (with the exception of the Ballot). Additionally, with respect to each Competing Plan, parties not entitled to vote shall receive Opt-Out Forms that such holders MUST complete and return if they desire to (i) elect to opt-out of the consensual third-party releases and other provisions set forth in Section 8 of the Edgemere Plan and Section 8 of the Bondholder Plan; and (ii) avoid being treated as a Releasing Party, as that term is defined in each of the applicable Competing Plans.

D. Content, General Transmittal of Solicitation Packages, and Notice of Confirmation and Sale Hearing

1. The Solicitation Package

The solicitation package (the “**Solicitation Package**”) will include the following:

- a. The Disclosure Statements as approved by the Court, including exhibits attached thereto, which shall include the Competing Plans, orders approving the Disclosure Statements; and the Solicitation Procedures Order, excluding exhibits attached thereto;
- b. the Confirmation and Sale Hearing Notice, which the Debtors and the Bondholder Plan Sponsors request that the Court approve in form and substance;
- c. an appropriate number of Ballots conforming to Official Bankruptcy Form No. B314, together with postage-prepaid return envelopes (with the exception that Solicitation Packages provided to Nominees will not include postage-prepaid return envelopes); and
- d. any supplemental documents filed with the Court and any documents that the Court orders to be included in the Solicitation Package, including any letters which are otherwise approved by the Court after notice in support of the Competing Plans.

2. Distribution of the Solicitation Packages

As stated above, the Solicitation Packages shall provide the Disclosure Statements (and exhibits attached thereto, including the Competing Plans and the orders approving the Disclosure Statements) and the Plan Proponents may transmit such materials via electronic means by: (i) providing a compact-disc or flash drive; or (ii) making such materials available online for download. Only the Ballot and the Confirmation and Sale Hearing Notice shall be provided in paper format. Any party that receives the materials in electronic format but would prefer hard copies may contact the Voting Agent retained by the Debtors in the Chapter 11 Cases by: (a) calling (866) 967-0269 (toll free) or +1 (310) 751-2669 (international); (b) writing to Northwest Senior Housing Corporation Solicitation, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (c) emailing at EdgemereInfo@kccllc.com with a reference to “Edgemere” in the subject line; or (d) visiting the case website at <http://www.kccllc.net/edgemere>. Copies may also be obtained for a fee via PACER at <http://www.txnb.uscourts.gov>.

The Plan Proponents shall serve, or cause to be served, (a) copies of all of the materials in the Solicitation Package (except for the Ballots) on the U.S. Trustee, and (b) copies of any order(s) approving the Disclosure Statements and the Solicitation Procedures Order (each in electronic format) and the Confirmation and Sale Hearing Notice on all creditors and equity holders, pursuant to Bankruptcy Rule 2002 as of the Voting Record Date.

With respect to each Competing Plan, the Plan Proponents shall endeavor, to the extent possible, to ensure that holders of more than one Claim or Interest in a single Voting Class receive no more than one Solicitation Package on account of such Claim(s) or Interest(s).

E. Voting and Tabulation Procedures

1. Holders of Claims Entitled to Vote

With respect to the Edgemere Plan, only holders of Claims in Classes 4, 5, 6, and 8 are entitled to vote to accept or reject the Edgemere Plan pursuant to Bankruptcy Code section 1126.

With respect to the Bondholder Plan, only holders of Claims in Classes 2 and 4 are entitled to vote to accept or reject the Bondholder Plan pursuant to Bankruptcy Code section 1126.

2. Voting Options

The Plan Proponents may accept (a) Ballots from voters via first class mail, overnight courier, and hand delivery, or, except for Bondholder Ballots, via electronic transmissions, solely through an online balloting portal to be maintained by the Voting Agent (“**E-Ballot**”); and (b) Bondholder Ballots, including Master Ballots submitted by Nominees, on behalf of beneficial holders, via e-mail to EdgemereBallots@kcellc.com. Parties, other than parties submitting Bondholder Ballots, may cast an E-Ballot solely through an online balloting portal on the Case Website located at <http://www.kcellc.net/edgemere>, and electronically sign and submit the Ballot. Instructions for electronic, online transmission of Ballots are set forth on the Ballot. 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 creditor’s electronic signature will be deemed to be immediately legally valid and effective.

Beneficial Holders will receive instructions for voting from the applicable Nominee and each Beneficial Holder voting on the Competing Plans through a Nominee can (i) return their Beneficial Holder Ballot with a vote to the appropriate Nominee in sufficient time for such Nominee to timely cast a Master Ballot including the votes to accept or reject the Competing Plans on behalf of the Beneficial Holder(s), or (ii) if the Nominee has elected to “prevalidate” Beneficial Holder Ballots, to return the prevalidated Beneficial Holder Ballots to the Voting Agent by the Voting Deadline. The Voting Agent will then tabulate each such Master Ballot received.

Instructions for Ballot submissions accompany the Ballots.

3. Tabulation of Votes

Solely for purposes of voting to accept or reject the Competing Plans and not for the purpose of the allowance of, or distribution on account of, any Claim, and without prejudice to

either the Debtors' or the Bondholder Plan Sponsors' rights in any other context, each Claim entitled to vote to accept or reject the Competing Plans shall be in an amount determined by the following procedures:

- (a) If a Claim is deemed allowed in accordance with any of the Competing Plans, such Claim shall be allowed for voting purposes in the deemed allowed amount set forth in the applicable Plan;
- (b) If a Claim for which a Proof of Claim has been timely filed (i) is wholly contingent or unliquidated (*i.e.*, a claim based on litigation) (as determined on the face of the Proof of Claim or after a review of the supporting documentation by the Debtors, the Bondholder Plan Sponsors or the Voting Agent) or (ii) does not otherwise specify a fixed or liquidated amount, the claimant shall be allowed to cast one vote valued at one dollar (\$1.00) for voting purposes only;
- (c) If a Claim has been estimated or otherwise allowed 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, unless the Court, prior to the Voting Deadline, enters an order disallowing such Claim;
- (d) If a Claim is represented by a timely filed Proof of Claim, and based on reasonable review by the Debtors, the Bondholder Plan Sponsors or the Voting Agent of the supporting documentation attached to the Proof of Claim, to be contingent or unliquidated in part, such Claim shall be temporarily allowed in the amount that it is liquidated and non-contingent for voting purposes only, unless such Claim is disputed as set forth in subparagraph (h) below;
- (e) If a Claim has been estimated or otherwise allowed 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;
- (f) If a Claim was listed in the Debtors' filed Schedules in an amount that is liquidated, non-contingent, and undisputed, and a proof of Claim was not filed by the Voting Record Date, such Claim is allowed for voting in the liquidated, non-contingent, undisputed, amount set forth in the Debtors' filed Schedules;
- (g) If a Claim is scheduled at \$0.00, in an unknown amount, or as unliquidated, contingent, or disputed, and a Proof of Claim was not (a) timely filed by the date established in the Bar Date Order or (b) deemed timely filed by an order of the Court prior to the Voting Deadline, such Claim shall be disallowed for voting purposes, *provided however*, to the extent the applicable Claims Bar Date has not yet expired prior to the Voting Record Date, Claims that are scheduled as contingent, unliquidated, or disputed (excluding such scheduled disputed, contingent, or unliquidated Claims that have been paid or superseded by a timely Filed Proof of Claim) shall be allowed to vote only in the amount of \$1.00;

- (h) If the Debtors or the Bondholder Plan Sponsors file and serve an objection to a Claim or a request for estimation of a Claim, such Claim shall be temporarily disallowed for voting purposes only and not for the purposes of allowance or distribution, except to the extent and in the manner as may be set forth in the request for estimation or objection, and subject to the outcome of any Rule 3018(a) Motion. If the Debtors or the Bondholder Plan Sponsors file a request for estimation or an objection to a portion of a Claim, the undisputed portion of such Claim shall be temporarily allowed for voting purposes only and not for the purposes of allowance or distribution, except to the extent and in the manner as may be set forth in the request for estimation or objection, and subject to the outcome of any Rule 3018(a) Motion;
- (i) Proofs of Claim filed in the amount of \$0.00 shall not be entitled to vote;
- (j) A Ballot cast in an amount in excess of the allowed amount of the applicable Claim shall only be counted to the extent of the allowed amount of such Claim;
- (k) Notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims within the same Class that is entitled to vote on any of the Competing Plans shall be provided with only one Solicitation Package and one ballot for voting a single Claim in such Class, regardless of whether the Debtors or the Bondholder Plan Sponsors have objected to such duplicate Claims;
- (l) If a Proof of Claim has been amended by a later filed Proof of Claim that is filed on or prior to the Voting Record Date, the later filed amending Claim shall be entitled to vote in a manner consistent with these tabulation rules, and the earlier filed Claim shall be disallowed for voting purposes, regardless of whether the Debtors or the Bondholder Plan Sponsors have objected to such amended claim. Except as otherwise ordered by the Court, any amendments to proofs of Claim after the Voting Record Date shall not be considered for purposes of these tabulation rules;
- (m) Registered holders are entitled to vote the principal amount of their Claim as of the Voting Record Date as evidenced on the record and depository listings and shall not be counted in excess of the amount of debt securities held by such Nominee or Beneficial Owner as of the Voting Record Date, provided, however, that any principal amounts may be adjusted by the Voting Agent to reflect the amount of the Claim actually voted, including any prepetition interest; and
- (n) Notwithstanding this paragraph 3, holders of claims in Classes 5 and 6 under the Plan shall be permitted to vote the face amount of their scheduled claims notwithstanding any designation of such claim as unliquidated, disputed or contingent.

If a holder of a Claim is entitled to vote and has more than one Claim against the Debtors based upon different transactions, such holder is entitled to one vote for numerosity purposes in the aggregate dollar amount of all of such Claims.

4. Tabulation of Master Ballots

The following additional procedures shall apply with respect to the tabulation of Master Ballots and Beneficial Owner Ballots cast by Nominees and Beneficial Owners.

- (a) The amount that will be used to tabulate acceptance or rejection of the Competing Plans will be the principal amount held by such Nominees and Beneficial Owners as of the Voting Record Date as evidenced on the record and depository listings and shall not be counted in excess of the amount of debt securities held by such Nominee or Beneficial Owner as of the Voting Record Date; provided, however, that any principal amounts may be adjusted by the Voting Agent to reflect the amount of the Claim actually voted, including any prepetition interest;
- (b) If conflicting votes or “over-votes” are submitted by a Nominee, the Voting Agent shall use reasonable efforts to reconcile discrepancies; if over-votes are submitted by a Voting Nominee which are not reconciled prior to the preparation of the Voting Report, the votes to accept and to reject the applicable Plan shall be applied in the same proportion as the votes to accept and to reject the applicable Plan submitted by the Nominee, but only to the extent of the Voting Nominee’s Voting Record Date position in the debt securities; and
- (c) A single Nominee may complete and deliver to the Voting Agent multiple Master Ballots. Votes reflected on multiple Master Ballots shall be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the last properly completed Master Ballot received prior to the Voting Deadline shall, to the extent of such inconsistency, supersede any prior Master Ballot.

5. Ballots not Counted

In addition, under the following circumstances, Ballots shall not be counted or considered for any purpose in determining whether any of the Competing Plans have been accepted or rejected:

- (a) any Ballot received after the Voting Deadline;
- (b) any Ballot that is illegible or contains insufficient information;
- (c) any Ballot cast by a Person or Entity that does not hold a Claim in a Class entitled to vote;
- (d) any Ballot timely received that is cast in a manner that indicates neither acceptance nor rejection of any of the Competing Plans or that indicates both acceptance and rejection of any of Plans;
- (e) simultaneous duplicative Ballots voted inconsistently;

- (f) a creditor may not split their vote(s), and thus a Ballot that partially rejects and partially accepts any Plan shall not be counted;
- (g) any attempt to cast a vote on a form other than the official form sent by the Voting Agent;
- (h) any unsigned Ballot; or
- (i) any Ballot not cast in accordance with the procedures approved in the Solicitation Procedures Order.

If two (2) or more valid Ballots are cast that attempt to vote the same Claim prior to the Voting Deadline, the last valid Ballot received prior to the Voting Deadline shall be deemed to reflect the Claim holder's intent and, thus, will supersede any prior Ballot(s); *provided, however*, that where an ambiguity exists as to which Ballot was the latest mailed, the Voting Agent reserves the right to contact the holder of the Claim and count the vote according to such voter's stated intent, which shall be noted in the Voting Agent's voting report.

If no votes are returned for a Class of Claims entitled to vote on the Competing Plans, such Class shall be deemed to have accepted the applicable Plan.

The Plan Proponents have no duty to notify any holder of a Claim of any defects or irregularities with respect to Ballots received by KCC. Likewise, no Plan Proponent will incur any liability for failure to provide such notification. Further, unless waived by the Plan Proponent(s), any defects or irregularities with respect to Ballots must be cured before the Voting Deadline or such Ballots will not be counted.

Subject to any contrary order of the Court and except as otherwise set forth herein, the applicable Plan Proponent may waive any defects or irregularities as to any particular Ballot at any time, either before or after the Voting Deadline, and any such waiver(s) shall be documented in the Voting Agent's Voting Report.

6. The Voting Report

The Voting Agent shall file its Voting Report no later than **January 6, 2023, at 4:00 p.m. prevailing Central Time.**

F. Amendments to the Competing Plans and Solicitation Procedures

The Plan Proponents reserve the right to make nonsubstantive and nonmaterial changes to their respective Competing Plans and/or Disclosure Statements. Furthermore, the Debtors and the Plan Proponents, as applicable, reserve the right to make nonsubstantive and nonmaterial changes to the Ballots, the Non-Voting Status Notices, the Confirmation and Sale Hearing Notice, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors, insert dates, and to make conforming changes among the Disclosure Statements, the Competing Plans, the Ballots, the Non-Voting Status Notices, the Confirmation and Sale Hearing Notice, the Edgemere Plan Supplement Notice and

any other materials in the Solicitation Package prior to mailing. If such changes are made, the Plan Proponents will promptly file a notice on the Court's docket reflecting all such changes in a manner that highlights each such change.

Dated: November [__], 2022
Dallas, Texas

POLSINELLI PC

/s/ DRAFT

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COUNSEL TO UMB BANK, N.A. AS
TRUSTEE AND DIP LENDER

131317283v.2

Exhibit 2-A
(Edgemere Plan Ballots)

No person is authorized to give any information or advice, or to make any representation, other than what is contained in the Disclosure Statement in Support of the Joint Plan of Reorganization Proposed by the Committee and the Debtors, dated November 2, 2022.

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)

**BENEFICIAL HOLDER BALLOT FOR VOTING TO ACCEPT OR REJECT
THE JOINT PLAN OF REORGANIZATION
PROPOSED BY THE COMMITTEE AND THE DEBTORS**

CLASS 4 BOND DEFICIENCY CLAIMS

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS CAREFULLY BEFORE COMPLETING THIS BALLOT.

PLEASE REVIEW CAREFULLY THE ACCOMPANYING PLAN AND DISCLOSURE STATEMENT FOR A DESCRIPTION OF THE SAME AND THEIR EFFECTS ON HOLDERS OF CLAIMS AGAINST THE DEBTOR TO DETERMINE WHETHER TO VOTE TO ACCEPT OR REJECT THE PLAN.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR NOMINEE, IN ORDER FOR YOUR VOTE TO BE COUNTED, YOU MUST FOLLOW THE DIRECTIONS OF YOUR NOMINEE AND ALLOW SUFFICIENT TIME FOR YOUR NOMINEE TO RECEIVE YOUR VOTE AND TRANSMIT SUCH VOTE ON A MASTER BALLOT, WHICH MASTER BALLOT MUST BE RETURNED TO THE CLAIMS AND NOTICING AGENT BY JANUARY 3, 2023 AT 4:00 P.M., PREVAILING CENTRAL TIME (THE "VOTING DEADLINE").

IF, HOWEVER, YOU RECEIVED A "PRE-VALIDATED" BALLOT FROM YOUR NOMINEE WITH INSTRUCTIONS TO SUBMIT SUCH BALLOT DIRECTLY TO THE VOTING AGENT IN ORDER FOR YOUR VOTE TO BE COUNTED, YOU MUST COMPLETE, EXECUTE, AND RETURN THE "PRE-VALIDATED" BALLOT, SO AS TO BE ACTUALLY RECEIVED BY THE VOTING AGENT BY THE VOTING DEADLINE.

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.

Kurtzman Carson Consultants LLC (the “**Voting Agent**”) in its capacity as voting agent for and on behalf of the official committee of unsecured creditors (the “**Committee**”) and Northwest Senior Housing Corporation and Senior Quality Lifestyles Corporation (the “**Debtors**”) in the above-captioned cases (the “**Chapter 11 Cases**”) is soliciting votes with respect to the *Joint Plan of Reorganization Proposed by the Committee and the Debtors*, dated November 2, 2022 [Docket No. 750] (together with all schedules and exhibits thereto, and as may be modified, amended, or supplemented from time to time, the “**Plan**”) ² from the holders of certain Impaired Claims against the Debtors. The accompanying *Disclosure Statement in Support of the Joint Plan of Reorganization of the Committee and the Debtors* [Docket No. 752] (together with all schedules and exhibits thereto, and as may be modified, amended, or supplemented from time to time, the “**Disclosure Statement**”) describes the Plan and contains information to assist you in deciding how to vote on the Plan. The Disclosure Statement also includes a copy of the Plan, as filed on November 2, 2022, as Exhibit 1. On [DATE], 2022, the Court entered the *Order (A) Approving Disclosure Statement; (B) Granting Related Relief* [Docket No. [●]] (the “**Disclosure Statement Order**”). On [DATE], 2022, the Court approved the solicitation of the Plan (the “**Solicitation Procedures Order**”). See Docket No. [●]. Thus, the Debtors and the Committee are soliciting votes in accordance with the Solicitation Procedures approved by the Court’s Solicitation Procedures Order.

Please review the Disclosure Statement, the Plan, the Solicitation Procedures Order, and this ballot carefully before you submit this ballot.

This ballot (the “**Beneficial Holder Ballot**”) is being sent to all beneficial holders (collectively, the “**Beneficial Holders**”) of the Original Bonds (as defined in the Plan). You are receiving this Beneficial Holder Ballot because records maintained by your broker, bank, common representative or other nominee or intermediary (collectively with their mailing agents, “**Nominee**”) indicate that you are a Beneficial Holder of a Class 4 Bond Deficiency Claim arising under, related to or in connection with the Original Bonds as of November 28, 2022 (the “**Voting Record Date**”). Accordingly, you have a right to vote to accept or reject the Plan.

The rights and treatment for each Class are described in the Disclosure Statement. Each of the Disclosure Statement, Plan and the Disclosure Statement Order are available on the case website. The Solicitation Package you are receiving with this Ballot provides instructions detailing how to access electronic versions and request hard copies of each of the (a) Disclosure Statement Order as entered by the Court (without any exhibits) and (b) the Disclosure Statement as approved by the Court. If you need to obtain additional solicitation materials, you may obtain such information from the Voting Agent by: (i) calling (866) 967-0269 (toll-free) or +1 (310) 751-2669 (international); (b) writing to Northwest Senior Housing Corporation Solicitation, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; or (c) emailing EdgemereInfo@kccllc.com with a reference to “Edgemere” in the subject line. The materials may also be obtained free-of-charge from <https://www.kccllc.net/edgemere..> You may also obtain such information for a fee via PACER at <http://www.txnb.uscourts.gov>.

PLEASE NOTE THAT THE VOTING AGENT IS NOT AUTHORIZED TO PROVIDE LEGAL ADVICE.

² Capitalized terms used or not otherwise defined shall have the meanings ascribed to them in the Plan.

Pursuant to the Disclosure Statement and the Disclosure Statement Order, the Court has approved the Disclosure Statement as containing adequate information under Bankruptcy Code section 1125. Bankruptcy Court approval of the Disclosure Statement does not mean that the Plan has been confirmed by the Court. Rather, Ballots will be counted and the Court will use the tabulation of the Ballots as part of its determination as to whether or not to confirm (approve) the Plan. This Beneficial Holder Ballot may not be used for any purpose other than for voting to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe that you have received this Beneficial Holder Ballot in error, please contact the Voting Agent **immediately** at the address, telephone number, or email address set forth above.

Most Beneficial Holders will submit votes to accept or reject the Plan by completing a Beneficial Holder Ballot and returning it to their Nominee, who will then prepare and submit a master ballot (a “**Master Ballot**”). You may have received specific instructions from your Nominee for use in returning completed Beneficial Holder Ballots. Please follow the instructions provided by your Nominee and return your Beneficial Holder Ballot in sufficient time for your Nominee to complete and submit the Master Ballot so that it is received on or before January 3, 2023 at 4:00 p.m. (prevailing Central Time) (the “**Voting Deadline**”). If a Master Ballot is not received by the Voting Agent on or before the Voting Deadline and such Voting Deadline is not extended, the vote will not count as an acceptance or rejection of the Plan.

YOU SHOULD CAREFULLY REVIEW THE PLAN AND THE ATTACHED INSTRUCTIONS BEFORE COMPLETING AND RETURNING THIS BALLOT. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND THE CLASSIFICATION AND TREATMENT OF YOUR CLAIM UNDER THE PLAN.

If the Voting Agent does not receive the Master Ballot by January 3, 2023 at 4:00 p.m. (prevailing Central Time), and if the deadline is not extended, your vote as either acceptance or rejection of the Plan will not count and the Plan, if it is confirmed, will be binding on you whether or not you vote.

IMPORTANT NOTICE FOR ALL CREDITORS

PLEASE TAKE NOTICE THAT IF THE PLAN IS CONFIRMED BY THE COURT, ALL HOLDERS OF CLAIMS AGAINST, AND INTERESTS IN, THE DEBTORS (INCLUDING THOSE HOLDERS WHO ABSTAIN FROM VOTING ON OR WHO VOTE TO REJECT THE PLAN, AND THOSE HOLDERS WHO ARE NOT ENTITLED TO VOTE ON THE PLAN) WILL BE BOUND BY THE CONFIRMED PLAN AND THE TRANSACTIONS CONTEMPLATED THEREUNDER.

CUSIP indicated on Exhibit A hereto

Item 1. Amount of Claim.

As of the Voting Record Date, the undersigned was the Beneficial Holder (or authorized signatory for such Holder) or the Nominee of a Beneficial Holder in the following aggregate unpaid principal amount:

*(If an amount has not been provided by your bank, broker, nominee or other intermediary on a label below, please insert the amount in the box below. If your Bonds are held by a Nominee on your behalf and you do not know the amount of Bonds held or the amount provided on the label is incorrect, please contact your Nominee immediately.)

Principal Amount: \$ _____

Item 2. Vote on the Plan.

The Beneficial Holder of the Claim against the Debtors set forth in Item 1 votes to (please check only one):

<input type="checkbox"/> <u>ACCEPT</u> (vote FOR) the Plan	<input type="checkbox"/> <u>REJECT</u> (vote AGAINST) the Plan
---	---

Item 3. Important information regarding Releases, Exculpation, and Injunctions and Creditors' Rights to Opt-Out.

The Plan contains the following provision(s):

Section 1.128 Defines "Releasing Party"

"Releasing Party" means each Claimant who has not chosen, by marking the appropriate box on the Ballot, to opt out of the "Releases by Holders of Claims" provided for in Section 8.3 of this Plan.

Section 8.3 Releases by Holders of Claims

AS OF THE EFFECTIVE DATE AND EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE PLAN, THE PLAN SUPPLEMENT, OR THE CONFIRMATION ORDER, FOR GOOD AND VALUABLE CONSIDERATION, EACH RELEASING PARTY SHALL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY, AND FOREVER RELEASED AND DISCHARGED THE DEBTORS, THE REORGANIZED DEBTOR, THE ESTATES, THE SPONSOR, AND OTHER RELEASED PARTIES FROM ANY AND ALL CLAIMS, INTERESTS, OBLIGATIONS, RIGHTS, SUITS, DAMAGES, CAUSES OF ACTION, SETOFFS, RECOUPMENTS, REMEDIES, AND LIABILITIES WHATSOEVER, INCLUDING ANY DERIVATIVE CLAIMS ASSERTED OR ASSERTABLE ON BEHALF

CUSIP indicated on Exhibit A hereto

OF THE DEBTORS, WHETHER KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, EXISTING OR HEREAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, THAT SUCH PERSON WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT IN ITS OWN RIGHT (WHETHER INDIVIDUALLY OR COLLECTIVELY) OR ON BEHALF OF ANY OTHER PERSON, BASED ON OR RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, ANY ACT, REPRESENTATION, OMISSION, TRANSACTION, AFFILIATION, EVENT OR OTHER CIRCUMSTANCE TAKING PLACE OR EXISTING ON OR BEFORE THE EFFECTIVE DATE (INCLUDING BEFORE THE PETITION DATE) IN CONNECTION WITH OR RELATED TO THE DEBTORS, OR THEIR RESPECTIVE ASSETS, OPERATIONS, FINANCES, PROPERTY AND ESTATES, THE CHAPTER 11 CASES OR THE NEGOTIATION, FORMULATION, OR PREPARATION OF THE PLAN, THE DISCLOSURE STATEMENT, ANY PLAN SUPPLEMENT OR RELATED AGREEMENTS, INSTRUMENTS OR OTHER DOCUMENTS, THE DIP FACILITY, OR THE REFINANCING TRANSACTION (COLLECTIVELY, "CREDITOR RELEASED CLAIMS"), OTHER THAN CLAIMS OR LIABILITIES ARISING OUT OF OR RELATING TO ANY ACT OR OMISSION OF A RELEASED PARTY OR A FORMER OFFICER OR DIRECTOR OF THE DEBTORS THAT CONSTITUTES WILLFUL MISCONDUCT (INCLUDING FRAUD) OR GROSS NEGLIGENCE. FOR THE AVOIDANCE OF DOUBT, THE LITIGATION TRUSTEE SHALL NOT HAVE AUTHORITY TO PURSUE CREDITOR RELEASED CLAIMS ON ACCOUNT OF THE LITIGATION TRUST AS SUCH CLAIMS ARE RELEASED PURSUANT TO THIS PLAN AND, AS SUCH, DO NOT AND WILL NOT CONSTITUTE LITIGATION TRUST ASSETS.

Section 8.4 Exculpation

UPON THE EFFECTIVE DATE, THE DEBTORS, THE COMMITTEE AND THE SPONSOR, AND EACH OF THEIR RESPECTIVE OFFICERS, DIRECTORS, EMPLOYEES, ATTORNEYS, INVESTMENT BANKERS, FINANCIAL ADVISORS, AND OTHER PROFESSIONAL ADVISORS AND AGENTS WILL BE DEEMED TO HAVE SOLICITED ACCEPTANCES OF THE PLAN IN GOOD FAITH AND IN COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE BANKRUPTCY CODE, INCLUDING BANKRUPTCY CODE SECTION 1125(E). EXCEPT WITH RESPECT TO ANY ACTS OR OMISSIONS EXPRESSLY SET FORTH IN AND PRESERVED BY THE PLAN, THE PLAN SUPPLEMENT, OR ANY RELATED DOCUMENTS, THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR ANY LIABILITY TO ANY ENTITY FOR ANY PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH, OR RELATED TO FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE PLAN OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION OF THE PLAN, THE ADMINISTRATION AND IMPLEMENTATION OF THE PLAN, THE DISTRIBUTION OF PROPERTY UNDER THE PLAN, OR ANY OTHER RELATED

CUSIP indicated on Exhibit A hereto

AGREEMENT OR ANY OTHER PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH OR IN CONTEMPLATION OF THE RESTRUCTURING OF THE DEBTORS; PROVIDED, THAT THE FOREGOING “EXCULPATION” SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT OR OMISSION THAT IS DETERMINED IN A FINAL ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT (INCLUDING FRAUD); PROVIDED FURTHER, THAT EACH EXCULPATED PARTY SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, THE PLAN OR ANY OTHER RELATED DOCUMENT, INSTRUMENT, OR AGREEMENT. FOR THE AVOIDANCE OF DOUBT, THE LITIGATION TRUSTEE SHALL NOT HAVE AUTHORITY TO PURSUE ANY CLAIMS DESCRIBED IN THIS SECTION 8.4 OF THIS PLAN AGAINST ANY EXCULPATED PARTY.

Section 8.5 Injunction

FROM AND AFTER THE EFFECTIVE DATE, ALL ENTITIES ARE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER, ANY SUIT, ACTION, OR OTHER PROCEEDING, ON ACCOUNT OF OR RESPECTING ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, ENFORCEMENT RIGHT, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED PURSUANT TO THE PLAN OR THE CONFIRMATION ORDER. FROM AND AFTER THE EFFECTIVE DATE, TO THE EXTENT OF THE RELEASES AND EXCULPATION GRANTED IN THE PLAN, ALL RELEASING PARTIES SHALL BE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER AGAINST THE RELEASED PARTIES AND THE EXCULPATED PARTIES AND THEIR ASSETS AND PROPERTIES, AS THE CASE MAY BE, ANY SUIT, ACTION, OR OTHER PROCEEDING ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, ENFORCEMENT RIGHT, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED PURSUANT TO THE PLAN. EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THE PLAN, THE PLAN SUPPLEMENT, OR RELATED DOCUMENTS, OR FOR OBLIGATIONS ISSUED PURSUANT TO THE PLAN (INCLUDING, BUT NOT LIMITED TO, THE OBLIGATIONS RELATING TO THE 2023 BONDS), ALL PERSONS WHO HAVE HELD, HOLD, OR MAY HOLD CLAIMS OR INTERESTS THAT HAVE BEEN RELEASED, DISCHARGED, OR ARE SUBJECT TO EXCULPATION, ARE PERMANENTLY ENJOINED, FROM AND AFTER THE EFFECTIVE DATE, FROM TAKING ANY OF THE FOLLOWING ACTIONS: (I) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH RIGHTS, CLAIMS OR INTERESTS; (II) ENFORCING, ATTACHING, COLLECTING, OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE, ENFORCEMENT PROCEEDING, OR ORDER AGAINST SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY

CUSIP indicated on Exhibit A hereto

SUCH CLAIMS OR INTERESTS; (III) CREATING, PERFECTING, OR ENFORCING ANY ENCUMBRANCE OF ANY KIND AGAINST SUCH PERSONS OR THE PROPERTY OR ESTATE OF SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; AND (IV) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS RELEASED, SETTLED, OR DISCHARGED PURSUANT TO THE PLAN. THE RIGHTS AFFORDED IN THE PLAN AND THE TREATMENT OF ALL CLAIMS AND INTERESTS HEREIN SHALL BE IN EXCHANGE FOR AND IN COMPLETE SATISFACTION OF ALL CLAIMS AND INTERESTS OF ANY NATURE WHATSOEVER, INCLUDING ANY INTEREST ACCRUED ON CLAIMS FROM AND AFTER THE PETITION DATE, AGAINST THE DEBTORS OR ANY OF THE DEBTORS' ASSETS, PROPERTY, OR ESTATES. ON THE EFFECTIVE DATE, ALL SUCH CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED AND DISCHARGED, AND THE INTERESTS SHALL BE CANCELLED (EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THE PLAN). EXCEPT AS OTHERWISE EXPRESSLY PROVIDED FOR IN THE PLAN OR IN OBLIGATIONS ISSUED PURSUANT TO THE PLAN (INCLUDING, BUT NOT LIMITED TO, THE OBLIGATIONS RELATING TO THE 2023 BONDS) FROM AND AFTER THE EFFECTIVE DATE, ALL CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED AND DISCHARGED, AND ALL INTERESTS SHALL BE CANCELLED, AND THE DEBTORS' LIABILITY WITH RESPECT THERETO SHALL BE EXTINGUISHED COMPLETELY, INCLUDING ANY LIABILITY OF THE KIND SPECIFIED UNDER BANKRUPTCY CODE SECTION 502(g). ALL PERSONS SHALL BE PRECLUDED FROM ASSERTING AGAINST THE DEBTORS, THE DEBTORS' ESTATES, THE REORGANIZED DEBTOR, TH SPONSOR, AND EACH OF THEIR RESPECTIVE SUCCESSORS AND ASSIGNS OFFICERS, DIRECTORS, EMPLOYEES, ATTORNEYS, INVESTMENT BANKERS, FINANCIAL ADVISORS, AND OTHER PROFESSIONAL ADVISORS, AGENTS, ASSETS AND PROPERTIES, ANY OTHER CLAIMS OR INTERESTS BASED UPON ANY DOCUMENTS, INSTRUMENTS, OR ANY ACT OR OMISSION, TRANSACTION, OR OTHER ACTIVITY OF ANY KIND OR NATURE THAT OCCURRED BEFORE THE EFFECTIVE DATE.

If you wish to opt-out of being a "Releasing Party" you must check the following box, complete this form, and ensure that it is timely submitted to the Voting Agent. If you do not submit this Ballot to the Voting Agent before the Voting Deadline and check the following opt-out box, you will be deemed to have consented to being a Releasing Party.

I elect to **OPT OUT** of and do not consent to the releases, exculpations, and injunctions in Section 8 of the Edgemere Plan.

Item 4. Other Beneficial Holder Ballots Submitted.

By returning this Beneficial Holder Ballot, the holder of the Claims identified in Item 1 certifies that (a) this Beneficial Holder Ballot is the only Beneficial Holder Ballot submitted for Claims

CUSIP indicated on Exhibit A hereto

identified in Item 1 owned by such holder, except as identified in the following table, and (b) all Beneficial Holder Ballots submitted by the holder in the same Class indicate the same vote to accept or reject the Plan that the holder has indicated in Item 2 of this Beneficial Holder Ballot (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS TABLE IF YOU HAVE VOTED OTHER CLAIMS IN THIS CLASS ON ANOTHER BENEFICIAL HOLDER BALLOT

Account Number of Other Claims Voted	Name of Record Holder or Nominee	Principal Amount of Other Claims Voted	CUSIP Ticker Symbol of Other Claims Voted
		\$	
		\$	
		\$	
		\$	

Item 5. Acknowledgments and Certification

By signing this Beneficial Holder Ballot, the undersigned certifies that:

- a. no other Beneficial Holder Ballots have been cast with respect to the Claim identified in Item 1, and that, to the extent such Beneficial Holder Ballots have been cast, such earlier Ballots are hereby revoked;
- b. the undersigned Beneficial Holder has been provided with a copy of the Plan, the Disclosure Statement, and the Disclosure Statement Order, and acknowledges that the vote set forth on this Beneficial Holder Ballot is subject to all terms and conditions set forth therein; and
- c. the undersigned Beneficial Holder is the Beneficial Holder of the Claim set forth in Item 1, with full power and authority to vote to accept or reject the Plan.

The undersigned also acknowledges that this solicitation is subject to all the terms and conditions set forth in the Plan and that all authority conferred or agreed to be conferred pursuant to this Beneficial Holder Ballot, and every obligation of the undersigned hereunder, shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, trustees in bankruptcy, and legal representatives of the undersigned and shall not be affected by, and shall survive the death or incapacity, of the undersigned.

Name of Claimant: _____

Signature: _____

Name of Signatory:
(if different than Claimant) _____

If authorized by Agent, Title of Agent _____

CUSIP indicated on Exhibit A hereto

Street Address: _____

Street Address:
(continued) _____

City, State, Zip Code: _____

Telephone Number: _____

Email Address: _____

Date Completed: _____

Please return your Beneficial Holder Ballot promptly in the envelope provided or otherwise in accordance with the instructions provided by your Nominee. If the Voting Agent does not actually receive the Master Ballot reflecting the vote cast on this Beneficial Holder Ballot (or your pre-validated Beneficial Holder Ballot, if applicable) on or before January 3, 2023 at 4:00 p.m. (prevailing Central Time), and if the Voting Deadline is not extended, your vote will not be counted.

CUSIP indicated on Exhibit A hereto

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL HOLDER BALLOT

THESE INSTRUCTIONS EXPLAIN HOW TO COMPLETE THE BENEFICIAL HOLDER BALLOT. PLEASE READ AND FOLLOW THESE INSTRUCTIONS CAREFULLY TO ENSURE THAT YOUR BENEFICIAL HOLDER BALLOT WILL BE COUNTED.

1. The Debtors are soliciting the vote of holders of Bond Claims as of the Voting Record Date to accept or reject the Plan. The Debtors have caused the attached Beneficial Holder Ballot to be sent to you because the Debtors' available records indicate that you are a Beneficial Holder.

2. The Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by Bankruptcy Code section 1129(a). Please review the Disclosure Statement for more information.

3. Unless otherwise instructed by your Nominee or if you have received a pre-validated Ballot, to ensure that your vote is counted, you must submit your Beneficial Holder Ballot (or otherwise convey your vote) to your Nominee in sufficient time to allow your Nominee to process your vote and submit a Master Ballot so that the Master Ballot is **actually received** by the Voting Agent by the Voting Deadline. You may instruct your Nominee to vote on your behalf in the Master Ballot as follows: (a) complete the Beneficial Holder Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Beneficial Holder Ballot; and (c) sign and return the Beneficial Holder Ballot to your Nominee in accordance with the instructions provided by your Nominee. The Voting Deadline for the receipt of Master Ballots and pre-validated Ballots by the Voting Agent is **January 3, 2023 at 4:00 p.m. (prevailing Central Time)**. Please allow additional time for your vote to be submitted to the Voting Agent on or before the Voting Deadline.

4. If your Beneficial Holder Ballot is not received by your Nominee in sufficient time to be included on a timely submitted Master Ballot, it will not be counted unless the Debtors determine otherwise. In all cases, Beneficial Holders should allow sufficient time to assure timely delivery of your Beneficial Holder Ballot to your Nominee. No Beneficial Holder Ballot should be sent to any of the Debtors, the Debtors' agents (other than the Voting Agent and only with respect to a pre-validated Beneficial Holder Ballot), the Debtors' financial or legal advisors, or the Bond Trustee, and if so sent will not be counted.

5. If a Beneficial Holder Ballot is received by the Voting Agent after the Voting Deadline, it will not be counted, unless the Debtors determine or the Court orders otherwise.

6. This Beneficial Holder Ballot is not, and shall not, constitute or be deemed to be (a) a Proof of Claim or interest, an assertion of a Claim of Equity Interest, or (b) an

CUSIP indicated on Exhibit A hereto

admission by the Debtor of the nature, validity, or amount of any Claim or Equity Interest and does not signify that your Claim or Equity Interest has been or will be Allowed.

7. This Beneficial Holder Ballot is not a letter of transmittal and may not be used for any purposes other than to vote to accept or reject the Plan.

8. If Multiple Beneficial Holder Ballots are received by the same holder of a Claim with respect to the same Claim(s) prior to the Voting Deadline, the last dated valid Beneficial Holder Ballot timely received will supersede and revoke any earlier Beneficial Holder Ballots.

9. If you believe you have received this Beneficial Holder Ballot in error, or if you need an additional Beneficial Holder Ballot, please contact the Voting Agent immediately at the telephone number or email address set forth below.

Please return your Beneficial Holder Ballot promptly

If you have any questions regarding this Ballot, these Ballot Instructions or the procedures for voting, please contact the Voting Agent by: (a) calling (866) 967-0269 (toll free) or +1 (310) 751-2669 (international); (b) writing to Northwest Senior Housing Corporation Solicitation, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; or (c) emailing at EdgemereInfo@kccllc.com with a reference to “Edgemere” in the subject line.

Please return your Beneficial Holder Ballot promptly in the envelope provided or otherwise in accordance with the instructions provided by your Nominee. If the Voting Agent does not actually receive the Master Ballot reflecting the vote cast on this Beneficial Holder Ballot (or your pre-validated Beneficial Holder Ballot) on or before January 3, 2023 at 4:00 p.m. (prevailing Central Time), and if the Voting Deadline is not extended, your vote transmitted by this Beneficial Holder Ballot will not be counted.

CUSIP indicated on Exhibit A hereto

Exhibit A

Your Nominee may have checked a box below to indicate the Plan Class and CUSIP to which this Beneficial Holder Ballot pertains, or otherwise provided that information to you on a label or schedule attached to the Beneficial Holder Ballot:

CLASS 4-BOND DEFICIENCY CLAIMS		
<input type="checkbox"/>	Tarrant County Cultural Education Facilities Finance Corporation Retirement Facility Revenue Bonds (Northwest Senior Housing Corporation Edgemere Project) Series 2015A (TX)	CUSIP 87638R EJ2
<input type="checkbox"/>	Tarrant County Cultural Education Facilities Finance Corporation Retirement Facility Revenue Bonds (Northwest Senior Housing Corporation Edgemere Project) Series 2015A (TX)	CUSIP 87638R EK9
	Tarrant County Cultural Education Facilities Finance Corporation Retirement Facility Revenue Bonds (Northwest Senior Housing Corporation Edgemere Project) Series 2015A (TX)	CUSIP 87638R EL7
	Tarrant County Cultural Education Facilities Finance Corporation Retirement Facility Revenue Bonds (Northwest Senior Housing Corporation Edgemere Project) Series 2015A (TX)	CUSIP 87638R EM5
	Tarrant County Cultural Education Facilities Finance Corporation Retirement Facility Revenue Bonds (Northwest Senior Housing Corporation Edgemere Project) Series 2015A (TX)	CUSIP 87638R EN3
	Tarrant County Cultural Education Facilities Finance Corporation Retirement Facility Revenue Bonds (Northwest Senior Housing Corporation Edgemere Project) Series 2015B (TX)	CUSIP 87638R ET0
	Tarrant County Cultural Education Facilities Finance Corporation Retirement Facility Revenue Bonds (Northwest Senior Housing Corporation Edgemere Project) Series 2015B (TX)	CUSIP 87638R EU7
	Tarrant County Cultural Education Facilities Finance Corporation Retirement Facility Revenue Bonds (Northwest Senior Housing Corporation Edgemere Project) Series 2015B (TX)	CUSIP 87638R EV5
	Tarrant County Cultural Education Facilities Finance Corporation Retirement Facility Revenue Bonds (Northwest Senior Housing Corporation Edgemere Project) Series 2015B (TX)	CUSIP 87638R EW3
	Tarrant County Cultural Education Facilities Finance Corporation Retirement Facility Revenue Bonds (Northwest Senior Housing Corporation Edgemere Project) Series 2017 (TX)	CUSIP 87638R HV2

CUSIP indicated on Exhibit A hereto

No person is authorized to give any information or advice, or to make any representation, other than what is contained in the Disclosure Statement in Support of the Joint Plan of Reorganization Proposed by the Committee and the Debtors, dated November 2, 2022.

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)

MASTER BALLOT FOR VOTING TO ACCEPT OR REJECT
JOINT PLAN OF REORGANIZATION
PROPOSED BY THE COMMITTEE AND THE DEBTORS

CLASS 4 BOND DEFICIENCY CLAIMS

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS CAREFULLY BEFORE COMPLETING THIS BALLOT.

PLEASE REVIEW CAREFULLY THE ACCOMPANYING PLAN AND DISCLOSURE STATEMENT FOR A DESCRIPTION OF THE SAME AND THEIR EFFECTS. HOLDERS OF CLAIMS AGAINST THE DEBTORS TO DETERMINE WHETHER TO VOTE TO ACCEPT OR REJECT THE PLAN.

THIS MASTER BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED SO AS TO BE ACTUALLY RECEIVED BY KURTZMAN CARSON CONSULTANTS LLC (“KCC” OR THE “VOTING AGENT”) BY 4:00 P.M. (PREVAILING CENTRAL TIME) ON JANUARY 3, 2023 (THE “VOTING DEADLINE”).

Kurtzman Carson Consultants LLC (the “**Voting Agent**”) in its capacity as voting agent for and on behalf of Northwest Senior Housing Corporation and Senior Quality Lifestyles Corporation (the “**Debtors**”) in the above-captioned bankruptcy cases (the “**Chapter 11 Cases**”) is soliciting votes with respect to the *Joint Plan of Reorganization Proposed by the Committee and the Debtors*, dated November 2, 2022 [Docket No. 750] (together with all schedules and exhibits thereto, and as may be modified, amended, or supplemented from time to time, the “**Plan**”)² from the holders of certain Impaired Claims against the Debtors. The accompanying *Disclosure Statement in Support of the Joint Plan of Reorganization of the Committee and the Debtors*

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 Capitalized terms used or not otherwise defined shall have the meanings ascribed to them in the Plan.

CUSIP indicated on Exhibit A hereto

[Docket No. 752] (together with all schedules and exhibits thereto, and as may be modified, amended, or supplemented from time to time, the “**Disclosure Statement**”) describes the Plan and contains information to assist you in deciding how to vote on the Plan. The Disclosure Statement also includes a copy of the Plan, as filed on November 2, 2022, as Exhibit 1. On [DATE], 2022, the Court entered the *Order (A) Approving Disclosure Statement; (B) Granting Related Relief* [Docket No. [●]] (the “**Disclosure Statement Order**”). On [DATE], 2022, the Court approved the solicitation of the Plan (the “**Solicitation Procedures Order**”). See Docket No. [●]. Thus, the Debtors and the Committee are soliciting votes in accordance with the Solicitation Procedures approved by the Court’s Solicitation Procedures Order.

Please review the Disclosure Statement, the Plan, the Solicitation Procedures Order, and this Master Ballot carefully before you submit this Master Ballot.

This ballot (the “**Master Ballot**”) is to be used by you, as a bank, broker, nominee or other intermediary, or an agent thereof (each of the foregoing, a “**Nominee**”) for beneficial holders of Bond Deficiency Claims (each a “**Beneficial Holder**” and together the “**Beneficial Holders**”) as of November 28, 2022 (the “**Voting Record Date**”). This Master Ballot is being sent to Nominees for such Beneficial Holders to cast votes to accept or reject the Plan.

The rights and treatment for each Class are described in the Disclosure Statement. Each of the Disclosure Statement, Plan, and the Disclosure Statement Order are available on the Debtors’ Case Website. The Solicitation Package you are receiving with this Master Ballot provides instructions detailing how to access electronic versions and request hard copies of each of the (a) Disclosure Statement Order as entered by the Bankruptcy Court (without any exhibits) and (b) the Disclosure Statement as approved by the Court. If you need to obtain additional solicitation materials, you may obtain such information from the Voting Agent by: (i) calling (877) 499-4509 (toll-free) or +1 (917) 281-4800 (international); (b) writing to Northwest Senior Housing Corporation Solicitation, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; or (c) emailing EdgemereInfo@kccllc.com with a reference to “Edgemere” in the subject line. The materials may also be obtained free-of-charge from <https://www.kccllc.net/edgemere..> You may also obtain such information for a fee via PACER at <http://www.txnb.uscourts.gov>.

PLEASE NOTE THAT THE VOTING AGENT IS NOT AUTHORIZED TO PROVIDE LEGAL ADVICE.

Pursuant to the Disclosure Statement Order, the Bankruptcy Court has approved the Disclosure Statement as containing adequate information under Bankruptcy Code section 1125. Bankruptcy Court approval of the Disclosure Statement does not mean that the Plan has been confirmed by the Bankruptcy Court. Rather, Ballots will be counted and the Court will use the tabulation of the Ballots as part of its determination as to whether or not to confirm (approve) the Plan. This Master Ballot may not be used for any purpose other than for voting to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe that you have received this Master Ballot in error, please contact the Voting Agent **immediately** at the address, telephone number, or email address set forth above.

CUSIP indicated on **Exhibit A** hereto

You are authorized to collect votes to accept or reject the Plan from Beneficial Holders in accordance with your customary practices and any legal requirements, including the use of a “voting instruction form” or a meeting of the Beneficial Holders in lieu of (or in addition to) a Beneficial Holder Ballot, and collecting votes from Beneficial Holders through online voting, by phone, facsimile, or other electronic means.

The Court may confirm the Plan and thereby bind all holders of Claims and Interests. To have the votes of your Beneficial Holders count as either an acceptance or rejection of the Plan, you must complete and return this Master Ballot so that the Voting Agent **actually receives** it on or before the Voting Deadline.

This Master Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan.

Item 1. Certification of Authority to Vote.

The undersigned hereby certifies that, as of the Voting Record Date, the undersigned (please check the applicable box):

- Is a broker, bank, common representative or other Nominee for the Beneficial Holders of the aggregate principal amount of Claims listed in Item 2 below, and is the record holder of such Bonds, or
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, common representative or other Nominee that is the registered holder of the aggregate principal amount of Claims listed in Item 2 below,
- Has been granted a proxy (an original of which is attached hereto) from a broker, bank, common representative or other Nominee, or a beneficial owner, that is the registered holder of the aggregate principal amount of Claims listed in Item 2 below,

and, accordingly, has full power and authority to vote to accept or reject the Plan, on behalf of the Beneficial Holders of the Claims described in Item 2.

Item 2. Claim Votes on Plan:

The undersigned transmits the following votes of Beneficial Holders of Claims in the Class indicated on Exhibit A hereto and certifies that the following Beneficial Holders of such Claims, as identified by their respective customer account numbers set forth below, are the Beneficial Holders of such Claims as of the Voting Record Date and have delivered to the undersigned, as Nominee, Beneficial Holder Ballots (the “**Beneficial Holder Ballots**”) or other vote submissions casting such votes.

Indicate in the appropriate column below the aggregate principal amount voted for each account or attach such information to this Master Ballot in the form of the following table. Please note that each holder must vote all such Beneficial Holder’s Claims to accept or reject the Plan and may not split such vote. Any Beneficial Holder Ballot executed by the Beneficial Holder that does not

CUSIP indicated on Exhibit A hereto

indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan will not be counted.

CUSIP indicated on Exhibit A hereto

INDICATE CUSIP HERE: _____

(USE A SEPARATE FORM FOR EACH CUSIP).

Your Customer Account Number for Each Beneficial Holder of Claims	Principal Amount Held as of Voting Record Date	Indicate the vote cast from Item 2 of the Beneficial Holder Ballot by checking the appropriate box below			Indicate OPT OUT to giving the Releases by Holders of Claims in Item 3 of the Beneficial Holder Ballot by checking the box below.
		Accept the Plan	or	Reject the Plan	
1	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
2	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
3	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
4	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
5	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
6	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
TOTAL	\$				

Item 3. Important information regarding Releases, Exculpation, and Injunctions and Creditors’ Rights to Opt-Out.

The Plan contains the following provision(s):

Section 1.128 Defines “Releasing Party”

“*Releasing Party*” means each Claimant who has not chosen, by marking the appropriate box on the Ballot, to opt out of the “Releases by Holders of Claims” provided for in Section 8.3 of this Plan.

Section 8.3 Releases by Holders of Claims

AS OF THE EFFECTIVE DATE AND EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE PLAN, THE PLAN SUPPLEMENT, OR THE CONFIRMATION ORDER, FOR GOOD AND VALUABLE CONSIDERATION, EACH RELEASING PARTY SHALL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY, AND FOREVER RELEASED AND DISCHARGED THE DEBTORS, THE REORGANIZED DEBTOR, THE ESTATES, THE SPONSOR, AND OTHER RELEASED PARTIES FROM ANY AND ALL CLAIMS, INTERESTS, OBLIGATIONS, RIGHTS, SUITS, DAMAGES, CAUSES OF ACTION, SETOFFS, RECOUPMENTS, REMEDIES, AND LIABILITIES WHATSOEVER, INCLUDING ANY DERIVATIVE CLAIMS ASSERTED OR ASSERTABLE ON BEHALF OF THE DEBTORS, WHETHER KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, EXISTING OR HEREAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, THAT SUCH PERSON WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT IN ITS OWN RIGHT (WHETHER INDIVIDUALLY OR COLLECTIVELY) OR

CUSIP indicated on **Exhibit A** hereto

ON BEHALF OF ANY OTHER PERSON, BASED ON OR RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, ANY ACT, REPRESENTATION, OMISSION, TRANSACTION, AFFILIATION, EVENT OR OTHER CIRCUMSTANCE TAKING PLACE OR EXISTING ON OR BEFORE THE EFFECTIVE DATE (INCLUDING BEFORE THE PETITION DATE) IN CONNECTION WITH OR RELATED TO THE DEBTORS, OR THEIR RESPECTIVE ASSETS, OPERATIONS, FINANCES, PROPERTY AND ESTATES, THE CHAPTER 11 CASES OR THE NEGOTIATION, FORMULATION, OR PREPARATION OF THE PLAN, THE DISCLOSURE STATEMENT, ANY PLAN SUPPLEMENT OR RELATED AGREEMENTS, INSTRUMENTS OR OTHER DOCUMENTS, THE DIP FACILITY, OR THE REFINANCING TRANSACTION (COLLECTIVELY, “CREDITOR RELEASED CLAIMS”), OTHER THAN CLAIMS OR LIABILITIES ARISING OUT OF OR RELATING TO ANY ACT OR OMISSION OF A RELEASED PARTY OR A FORMER OFFICER OR DIRECTOR OF THE DEBTORS THAT CONSTITUTES WILLFUL MISCONDUCT (INCLUDING FRAUD) OR GROSS NEGLIGENCE. FOR THE AVOIDANCE OF DOUBT, THE LITIGATION TRUSTEE SHALL NOT HAVE AUTHORITY TO PURSUE CREDITOR RELEASED CLAIMS ON ACCOUNT OF THE LITIGATION TRUST AS SUCH CLAIMS ARE RELEASED PURSUANT TO THIS PLAN AND, AS SUCH, DO NOT AND WILL NOT CONSTITUTE LITIGATION TRUST ASSETS.

Section 8.4 Exculpation.

UPON THE EFFECTIVE DATE, THE DEBTORS, THE COMMITTEE AND THE SPONSOR, AND EACH OF THEIR RESPECTIVE OFFICERS, DIRECTORS, EMPLOYEES, ATTORNEYS, INVESTMENT BANKERS, FINANCIAL ADVISORS, AND OTHER PROFESSIONAL ADVISORS AND AGENTS WILL BE DEEMED TO HAVE SOLICITED ACCEPTANCES OF THE PLAN IN GOOD FAITH AND IN COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE BANKRUPTCY CODE, INCLUDING BANKRUPTCY CODE SECTION 1125(E). EXCEPT WITH RESPECT TO ANY ACTS OR OMISSIONS EXPRESSLY SET FORTH IN AND PRESERVED BY THE PLAN, THE PLAN SUPPLEMENT, OR ANY RELATED DOCUMENTS, THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR ANY LIABILITY TO ANY ENTITY FOR ANY PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH, OR RELATED TO FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE PLAN OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION OF THE PLAN, THE ADMINISTRATION AND IMPLEMENTATION OF THE PLAN, THE DISTRIBUTION OF PROPERTY UNDER THE PLAN, OR ANY OTHER RELATED AGREEMENT OR ANY OTHER PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH OR IN CONTEMPLATION OF THE RESTRUCTURING OF THE DEBTORS; PROVIDED, THAT THE FOREGOING “EXCULPATION” SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT OR OMISSION THAT IS DETERMINED IN

A FINAL ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT (INCLUDING FRAUD); PROVIDED FURTHER, THAT EACH EXCULPATED PARTY SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, THE PLAN OR ANY OTHER RELATED DOCUMENT, INSTRUMENT, OR AGREEMENT. FOR THE AVOIDANCE OF DOUBT, THE LITIGATION TRUSTEE SHALL NOT HAVE AUTHORITY TO PURSUE ANY CLAIMS DESCRIBED IN THIS SECTION 8.4 OF THIS PLAN AGAINST ANY EXCULPATED PARTY.

Section 8.5 Injunction

FROM AND AFTER THE EFFECTIVE DATE, ALL ENTITIES ARE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER, ANY SUIT, ACTION, OR OTHER PROCEEDING, ON ACCOUNT OF OR RESPECTING ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, ENFORCEMENT RIGHT, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED PURSUANT TO THE PLAN OR THE CONFIRMATION ORDER. FROM AND AFTER THE EFFECTIVE DATE, TO THE EXTENT OF THE RELEASES AND EXCULPATION GRANTED IN THE PLAN, ALL RELEASING PARTIES SHALL BE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER AGAINST THE RELEASED PARTIES AND THE EXCULPATED PARTIES AND THEIR ASSETS AND PROPERTIES, AS THE CASE MAY BE, ANY SUIT, ACTION, OR OTHER PROCEEDING ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, ENFORCEMENT RIGHT, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED PURSUANT TO THE PLAN. EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THE PLAN, THE PLAN SUPPLEMENT, OR RELATED DOCUMENTS, OR FOR OBLIGATIONS ISSUED PURSUANT TO THE PLAN (INCLUDING, BUT NOT LIMITED TO, THE OBLIGATIONS RELATING TO THE 2023 BONDS), ALL PERSONS WHO HAVE HELD, HOLD, OR MAY HOLD CLAIMS OR INTERESTS THAT HAVE BEEN RELEASED, DISCHARGED, OR ARE SUBJECT TO EXCULPATION, ARE PERMANENTLY ENJOINED, FROM AND AFTER THE EFFECTIVE DATE, FROM TAKING ANY OF THE FOLLOWING ACTIONS: (I) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH RIGHTS, CLAIMS OR INTERESTS; (II) ENFORCING, ATTACHING, COLLECTING, OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE, ENFORCEMENT PROCEEDING, OR ORDER AGAINST SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (III) CREATING, PERFECTING, OR ENFORCING ANY ENCUMBRANCE OF ANY KIND AGAINST SUCH PERSONS OR THE PROPERTY OR ESTATE OF SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; AND (IV) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH

RESPECT TO ANY SUCH CLAIMS OR INTERESTS RELEASED, SETTLED, OR DISCHARGED PURSUANT TO THE PLAN. THE RIGHTS AFFORDED IN THE PLAN AND THE TREATMENT OF ALL CLAIMS AND INTERESTS HEREIN SHALL BE IN EXCHANGE FOR AND IN COMPLETE SATISFACTION OF ALL CLAIMS AND INTERESTS OF ANY NATURE WHATSOEVER, INCLUDING ANY INTEREST ACCRUED ON CLAIMS FROM AND AFTER THE PETITION DATE, AGAINST THE DEBTORS OR ANY OF THE DEBTORS' ASSETS, PROPERTY, OR ESTATES. ON THE EFFECTIVE DATE, ALL SUCH CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED AND DISCHARGED, AND THE INTERESTS SHALL BE CANCELLED (EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THE PLAN). EXCEPT AS OTHERWISE EXPRESSLY PROVIDED FOR IN THE PLAN OR IN OBLIGATIONS ISSUED PURSUANT TO THE PLAN (INCLUDING, BUT NOT LIMITED TO, THE OBLIGATIONS RELATING TO THE 2023 BONDS) FROM AND AFTER THE EFFECTIVE DATE, ALL CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED AND DISCHARGED, AND ALL INTERESTS SHALL BE CANCELLED, AND THE DEBTORS' LIABILITY WITH RESPECT THERETO SHALL BE EXTINGUISHED COMPLETELY, INCLUDING ANY LIABILITY OF THE KIND SPECIFIED UNDER BANKRUPTCY CODE SECTION 502(g). ALL PERSONS SHALL BE PRECLUDED FROM ASSERTING AGAINST THE DEBTORS, THE DEBTORS' ESTATES, THE REORGANIZED DEBTOR, TH SPONSOR, AND EACH OF THEIR RESPECTIVE SUCCESSORS AND ASSIGNS OFFICERS, DIRECTORS, EMPLOYEES, ATTORNEYS, INVESTMENT BANKERS, FINANCIAL ADVISORS, AND OTHER PROFESSIONAL ADVISORS, AGENTS, ASSETS AND PROPERTIES, ANY OTHER CLAIMS OR INTERESTS BASED UPON ANY DOCUMENTS, INSTRUMENTS, OR ANY ACT OR OMISSION, TRANSACTION, OR OTHER ACTIVITY OF ANY KIND OR NATURE THAT OCCURRED BEFORE THE EFFECTIVE DATE.

Item 4. Other Ballots Submitted by Beneficial Holders in the same Class.

The undersigned certifies that it has transcribed in the following table the information, if any, provided by the Beneficial Holders in Item 4 of the Beneficial Holder Ballot:

YOUR customer account number and/or Customer Name for each Beneficial Holder who completed Item 4 of the Beneficial Holder Ballot	Transcribe from Item 4 of the Beneficial Holder Ballot			
	Account Number of Other Claims Voted	Name of Record Holder or Nominee	Principal Amount of Other Claims Voted	CUSIP of Other Claims Voted
1.			\$	
2.			\$	
3.			\$	
4.			\$	

CUSIP indicated on Exhibit A hereto

5.			\$	
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Item 5. Certifications.

Upon execution of this Master Ballot, the undersigned certifies the following:

- (a) it has received a copy of (or information regarding where to obtain) the Disclosure Statement, the Plan, the Master Ballots, the Beneficial Holder Ballots, and the remainder of the Solicitation Package and has delivered the same to the Beneficial Holders of the Claims listed in Item 2 above; (ii) it has received a completed and signed Beneficial Holder Ballot (or vote submission in accordance with its customary procedures, including without limitation a meeting of Beneficial Holders) from each Beneficial Holder listed in Item 2 of this Master Ballot; (iii) it is the registered holder of all Claims listed in Item 2 above being voted; and (iv) it has been authorized by each Beneficial Holder of the Claims listed in Item 2 above to vote on the Plan;
- (b) no other Master Ballots with respect to the same Claims identified in Item 2 have been cast or, if any other Master Ballots have been cast with respect to such Claims, then any such earlier received Master Ballots are hereby revoked;
- (c) it has properly disclosed: (i) the number of Beneficial Holders of Claims who completed the Beneficial Holder Ballots or otherwise conveyed its or their vote or votes; (ii) the respective amounts of the Claims owned, as the case may be, by each Beneficial Holder of the Claims who completed a Beneficial Holder Ballot; (iii) each such Beneficial Holder of the Claims' respective vote concerning the Plan; (iv) each such Beneficial Holder of Claims' certification as to other Claims voted in the same Class; and (v) the customer account or other identification number for each such Beneficial Holder of Claims; and
- (d) it will maintain the Beneficial Holder Ballots and/or evidence of separate transactions returned by each Beneficial Holder of Claims (whether properly completed or defective) for at least one (1) year after the Effective Date of the Plan and disclose all such information to the Debtors or the Court, if so requested or ordered.

Name of Nominee and/or DTC Participant:	_____
	(Print or Type)
Participant Number (if applicable):	_____
Name of Proxy Holder or Agent for Nominee and/or DTC Participant (if applicable):	_____
Signature:	_____
Name of Signatory:	_____
Title:	_____
Address:	_____

Telephone Number:	_____
Email:	_____
Date Completed:	_____

PLEASE COMPLETE, SIGN, AND DATE THIS MASTER BALLOT AND RETURN IT PROMPTLY TO THE VOTING AGENT AT THE STREET ADDRESS OR EMAIL ADDRESS LISTED BELOW:

Via first class mail, by overnight courier, or by hand delivery to:

Northwest Senior Housing Corporation Processing Center, c/o KCC 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245

OR

Via Email to: EdgemereBallots@kcellc.com with a reference to

**“EDGEMERE - Master Ballot”
in the subject line**

Please select only one method for the return of your Master Ballot.

CUSIP indicated on **Exhibit A** hereto

If the Voting Agent does not actually receive this Master Ballot on or before January 3, 2023 at 4:00 p.m. (prevailing Central Time), and if the Voting Deadline is not extended, the votes will not be counted.

INSTRUCTIONS FOR COMPLETING THIS MASTER BALLOT

**THESE INSTRUCTIONS EXPLAIN HOW TO COMPLETE THE ATTACHED
MASTER BALLOT. PLEASE READ AND FOLLOW THESE INSTRUCTIONS
CAREFULLY TO ENSURE THAT YOUR MASTER BALLOT WILL BE COUNTED.**

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit 1 to the Disclosure Statement. Capitalized terms used in the Master Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Master Ballot.

2. The Plan can be confirmed by the Court and thereby made binding upon the Beneficial Holders if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by Bankruptcy Code section 1129(a). Please review the Disclosure Statement for more information.

3. You should immediately distribute the Solicitation Package and the Beneficial Holder Ballots (or other customary material used to collect votes in lieu of the Beneficial Holder Ballot) to all Beneficial Holders of Claims listed on Exhibit A hereto and take any action required to enable each such Beneficial Holder to vote timely the Claims that it holds. You may distribute the Solicitation Packages to Beneficial Holders, as appropriate, in accordance with your customary practices. You are authorized to collect votes to accept or to reject the Plan from Beneficial Holders in accordance with your customary practices, including without limitation the use of a “voting instruction form” in lieu of (or in addition to) a Beneficial Holder Ballot or a meeting of the Beneficial Holders, and collecting votes from Beneficial Holders through online voting, by phone, facsimile, other electronic means or at a meeting of the Beneficial Holders. Any Beneficial Holder Ballot returned to you by a Beneficial Holder of a Claim shall not be counted for purposes of accepting or rejecting the Plan until you properly complete and deliver to the Voting Agent a Master Ballot that reflects the vote of such Beneficial Holders by **January 23, 2023 at 4:00 p.m. (prevailing Central Time)** or otherwise validate the Master Ballot in a manner acceptable to the Voting Agent.

4. If you are transmitting the votes of any Beneficial Holder of Claims other than yourself, you may either:

- (a) “Pre-validate” the individual Beneficial Holder Ballot contained in the Solicitation Package and then forward the Solicitation Package to the Beneficial Holder of the Claim for voting within five (5) Business Days after the receipt by such Nominee of the Solicitation Package, with the Beneficial Holder then returning the individual Beneficial Holder Ballot directly to the Voting Agent in the return envelope to be provided in the Solicitation Package. A Nominee “pre-validates” a Beneficial Holder’s Ballot by signing the Beneficial Holder Ballot and including their DTC participant number; indicating the account number of the Beneficial Holder and the principal amount of Claims held by the Nominee for such Beneficial Holder; and then forwarding the Beneficial Holder Ballot together with the Solicitation Package to the Beneficial Holder. The Beneficial Holder then completes the remaining information requested on the Beneficial Holder Ballot and returns the Beneficial

Plan Class and CUSIP indicated on Exhibit A hereto

Holder Ballot directly to the Voting Agent. A list of the Beneficial Holders to whom “pre-validated” Beneficial Holder Ballots were delivered should be maintained by Nominees for inspection for at least one (1) year from the Effective Date; or

- (b) Within five (5) Business Days after receipt by such Nominee of the Solicitation Package, forward the Solicitation Package to the Beneficial Holder of the Claim for voting along with a return envelope provided by and addressed to the Nominee, with the Beneficial Holder then returning the individual Beneficial Holder Ballot to the Nominee, unless voting takes place pursuant to a meeting of the Beneficial Holders. Nominees may also follow their customary procedures to distribute the Solicitation Package to the Beneficial Holder (including, but not limited to, electronic methods and the use of a “voting instruction form” in lieu of a Ballot). In either such case, the Nominee will tabulate the votes of its respective owners on this Master Ballot, in accordance with the instructions set forth herein, and then return the Master Ballot to the Voting Agent. The Nominee should advise the Beneficial Holders to return their individual Beneficial Holder Ballots (or otherwise transmit their vote) to the Nominee by a date calculated by the Nominee to allow it to prepare and return the Master Ballot to the Voting Agent so that the Master Ballot is actually received by the Voting Agent on or before the Voting Deadline.

5. With regard to any Beneficial Holder Ballots returned to you by a Beneficial Holder, you must: (a) compile and validate the votes and other relevant information of each such Beneficial Holder on the Master Ballot using the customer name or account number assigned by you to each such Beneficial Holder; (b) execute the Master Ballot; (c) transmit such Master Ballot to the Voting Agent by the Voting Deadline; and (d) retain such Beneficial Holder Ballots from Beneficial Holders, if utilized, or other evidence of the vote whether in hard copy or by electronic direction, in your files for a period of one (1) year after the Effective Date of the Plan. You may be requested or ordered to produce the Beneficial Holder Ballots (or evidence of the vote transmitted to you) by the Debtors or the Court.

6. The Master Ballot **must** be returned to the Voting Agent so as to be **actually received** by the Voting Agent on or before the Voting Deadline. **The Voting Deadline is January 3, 2023 at 4:00 p.m. (prevailing Central Time).**

7. If a Master Ballot is received **after** the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, **the following votes will not be counted:**

- (a) any Master Ballot to the extent it is illegible or contains insufficient information to permit the identification of the holder of the Claim;
- (b) any Master Ballot cast by a Party that does not hold a Claim in a Class that is entitled to vote on the Plan;
- (c) any Master Ballot sent by facsimile or any electronic means other than electronic mail;
- (d) any unsigned Master Ballot;

CUSIP indicated on **Exhibit A** hereto

- (e) any Master Ballot that does not contain an original signature provided however, that any Master Ballot submitted via electronic mail shall be deemed to contain an original signature;
- (f) votes contained on a Master Ballot not marked to accept or reject the Plan or marked both to accept and reject; and
- (g) any Master Ballot submitted by any party not entitled to cast a vote with respect to the Plan.

8. The method of delivery of Master Ballots to the Voting Agent is at the election and risk of each Nominee. Except as otherwise provided herein, such delivery will be considered made only when the Voting Agent **actually receives** the executed Master Ballot. In all cases, Beneficial Holders and Nominees should allow sufficient time to assure timely delivery.

9. If multiple Master Ballots are received from the same Nominee with respect to the same Claim(s) voted on a Beneficial Holder Ballot prior to the Voting Deadline, the latest, timely received, and properly completed Master Ballot will supersede and revoke any earlier received Master Ballots.

10. The Master Ballot does not constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.

11. **Please be sure to sign and date the Master Ballot.** You should indicate that you are signing the Master Ballot in your capacity as a trustee, common representative, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity and, if required or requested by the Voting Agent, the Debtors, or the Court, must submit proper evidence to the requesting party to so act on behalf of such Beneficial Holder.

12. If you are both the Nominee and the Beneficial Holder of any of the Claims indicated on Exhibit A of the Master Ballot or Beneficial Holder Ballot, as applicable, and you wish to vote such Claims, you may return a Beneficial Holder Ballot or Master Ballot for such Claims and you must vote your entire Claims in the same Class to either to accept or reject the Plan and may not split your vote. Accordingly, a Beneficial Holder Ballot, other than a Master Ballot with the votes of multiple Beneficial Holders that partially rejects and partially accepts the Plan will not be counted.

13. For purposes of the numerosity requirement of Bankruptcy Code section 1126(c), the Debtors and the Voting Agent shall use reasonable efforts to aggregate separate Claims held by a single creditor in a particular Class and treat such creditor as if such creditor held one Claim in such Class, and all votes related to such Claim will be treated as a single vote to accept or reject the Plan; *provided, however*, that if separate affiliated entities hold Claims in a particular Class, these Claims will not be aggregated and will not be treated as if such creditor held one Claim in such Class, and the vote of each affiliated entity may be counted separately as a vote to accept or reject the Plan.

14. The following additional rules shall apply to Master Ballots:

CUSIP indicated on Exhibit A hereto

- (a) Votes cast by Beneficial Holders through a Nominee will be applied against the positions held by such Nominee as of the Voting Record Date, as evidenced by the record and depository listings.
- (b) Votes submitted by a Nominee, whether pursuant to a Master Ballot or pre-validated Beneficial Holder Ballots, will not be counted in excess of the record amount of the Claims held by such Nominee;
- (c) To the extent that conflicting votes or “over-votes” are submitted by a Nominee, whether pursuant to a Master Ballot or pre-validated Beneficial Holder Ballots, the Voting Agent will attempt to reconcile discrepancies with the Nominee;
- (d) To the extent that over-votes on a Master Ballot or pre-validated Beneficial Holder Ballots are not reconcilable prior to the preparation of the vote certification, the Voting Agent will apply the votes to accept and reject the Plan in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot or pre-validated Beneficial Holder Ballots that contained the over-vote, but only to the extent of the Nominee’s position in the Claims; and
- (e) For purposes of tabulating votes, each holder holding through a particular account will be deemed to have voted the principal amount relating its holding in that particular account, although the Voting Agent may be asked to adjust such principal amount to reflect the claim amount.

Please return your Master Ballot promptly

If you have any questions regarding this Master Ballot, these Master Ballot Instructions or the procedures for voting, please contact the Voting Agent by: (a) calling (877) 499-4509 (toll free) or +1 (917) 281-4800 (international); (b) writing to Northwest Senior Housing Corporation Solicitation, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; or (c) emailing at EdgemereInfo@kccllc.com with a reference to “Edgemere” in the subject line.

If the Voting Agent does not actually receive this Master Ballot on or before the Voting Deadline, which is on January 3, 2023 at 4:00 p.m. (prevailing Central Time), and if the Voting Deadline is not extended, the vote transmitted hereby will not be counted.

CUSIP indicated on **Exhibit A** hereto

Exhibit A

Please check one CUSIP to which this Master Ballot pertains (or clearly indicate such information directly on the Master Ballot or on a schedule thereto):

CLASS 4 –BOND DEFICIENCY CLAIMS		
<input type="checkbox"/>	Tarrant County Cultural Education Facilities Finance Corporation Retirement Facility Revenue Bonds (Northwest Senior Housing Corporation Edgemere Project) Series 2015A (TX)	CUSIP 87638R EJ2
<input type="checkbox"/>	Tarrant County Cultural Education Facilities Finance Corporation Retirement Facility Revenue Bonds (Northwest Senior Housing Corporation Edgemere Project) Series 2015A (TX)	CUSIP 87638R EK9
	Tarrant County Cultural Education Facilities Finance Corporation Retirement Facility Revenue Bonds (Northwest Senior Housing Corporation Edgemere Project) Series 2015A (TX)	CUSIP 87638R EL7
	Tarrant County Cultural Education Facilities Finance Corporation Retirement Facility Revenue Bonds (Northwest Senior Housing Corporation Edgemere Project) Series 2015A (TX)	CUSIP 87638R EM5
	Tarrant County Cultural Education Facilities Finance Corporation Retirement Facility Revenue Bonds (Northwest Senior Housing Corporation Edgemere Project) Series 2015A (TX)	CUSIP 87638R EN3
	Tarrant County Cultural Education Facilities Finance Corporation Retirement Facility Revenue Bonds (Northwest Senior Housing Corporation Edgemere Project) Series 2015B (TX)	CUSIP 87638R ET0
	Tarrant County Cultural Education Facilities Finance Corporation Retirement Facility Revenue Bonds (Northwest Senior Housing Corporation Edgemere Project) Series 2015B (TX)	CUSIP 87638R EU7
	Tarrant County Cultural Education Facilities Finance Corporation Retirement Facility Revenue Bonds (Northwest Senior Housing Corporation Edgemere Project) Series 2015B (TX)	CUSIP 87638R EV5
	Tarrant County Cultural Education Facilities Finance Corporation Retirement Facility Revenue Bonds (Northwest Senior Housing Corporation Edgemere Project) Series 2015B (TX)	CUSIP 87638R EW3
	Tarrant County Cultural Education Facilities Finance Corporation Retirement Facility Revenue Bonds (Northwest Senior Housing Corporation Edgemere Project) Series 2017 (TX)	CUSIP 87638R HV2

No person has been authorized to give any information or advice, or to make any representation, other than what is contained in the Disclosure Statement in Support of the Joint Plan of Reorganization Proposed by the Committee and the Debtors, dated November 2, 2022.

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)

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE
JOINT PLAN OF REORGANIZATION
PROPOSED BY THE COMMITTEE AND THE DEBTORS**

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS CAREFULLY BEFORE COMPLETING THIS BALLOT.

PLEASE REVIEW CAREFULLY THE ACCOMPANYING PLAN AND DISCLOSURE STATEMENT FOR A DESCRIPTION OF THE SAME AND THEIR EFFECTS ON HOLDERS OF CLAIMS AGAINST THE DEBTOR(S) TO DETERMINE WHETHER TO VOTE TO ACCEPT OR REJECT THE PLAN.

IN ORDER FOR YOUR VOTE TO BE COUNTED, THIS BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED SO AS TO BE *ACTUALLY RECEIVED* BY THE VOTING AGENT BY JANUARY 3, 2023 AT 4:00 P.M., PREVAILING CENTRAL TIME (THE “VOTING DEADLINE”) IN ACCORDANCE WITH THE FOLLOWING:

Kurtzman Carson Consultants LLC (the “**Voting Agent**”) in its capacity as voting agent for and on behalf of the official committee of unsecured creditors (the “**Committee**”) and Northwest Senior Housing Corporation and Senior Quality Lifestyles Corporation (collectively, the “**Debtors**”) in the above-captioned bankruptcy cases (the “**Chapter 11 Cases**”) and UMB Bank, N.A., in its capacity as successor bond trustee and master trustee for the Original Bonds (together, the “**Trustee**”) and in its capacity as a lender under the DIP Credit Agreement (the “**DIP Lender**,” and together with the Trustee, the “**Bondholder Plan Sponsors**”) (together, the “**Plan**”

¹The 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.

Proponents) is soliciting votes with respect to the *Joint Plan of Reorganization Proposed by the Committee and the Debtors*, November 2, 2022 [Docket No. 750] (together with all schedules and exhibits thereto, and as may be modified, amended, or supplemented from time to time, the **“Edgemere Plan”**)² from the holders of certain Impaired Claims against the Debtors. On [DATE], 2022, the Court entered its order [Docket No. [•]] (the **“Disclosure Statement Order”**) approving the *Disclosure Statement in Support of Joint Plan of Reorganization Proposed by the Committee and the Debtors* that was filed on November 2, 2022 [Docket No. 751] (the **“Edgemere Disclosure Statement”**).

This ballot (the **“Ballot”**) is being sent to you as a holder of a Class [•] Claim as of **November 28, 2022** (the **“Voting Record Date”**). Accordingly, you have a right to vote to accept or reject the Plan.

The rights and treatment for each Class are described in the Disclosure Statement. Each of the Disclosure Statement, Plan, and the Disclosure Statement Order are available on the case website at <http://www.kccllc.net/edgemere>. The Solicitation Package you are receiving with this Ballot provides instructions detailing how to access electronic versions and request hard copies of each of the (a) Disclosure Statement Order as entered by the Court (without any exhibits) and (b) the Disclosure Statement as approved by the Court. If you need to obtain additional solicitation materials, you may obtain such information from the Voting Agent by: (i) calling (866) 967-0269 (toll free) or +1 (310) 751-2669 (international); (ii) writing to Northwest Senior Housing Corporation Solicitation, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (iii) emailing at EdgemereInfo@kccllc.com with a reference to “Edgemere” in the subject line; or (iv) visiting the case website at <http://www.kccllc.net/edgemere>. You may also obtain such information for a fee via PACER at <http://www.txnb.uscourts.gov>. PLEASE NOTE THAT THE VOTING AGENT IS NOT AUTHORIZED TO PROVIDE LEGAL ADVICE.

Pursuant to the Edgemere Disclosure Statement and the Disclosure Statement Order, the Court has approved the Edgemere Disclosure Statement as containing adequate information under Bankruptcy Code section 1125. Court approval of the Edgemere Disclosure Statement does not mean that the Plan has been confirmed by the Court. Rather, Ballots will be counted and the Court will use the tabulation of the Ballots as part of its determination as to whether or not to confirm (approve) the Edgemere Plan.

If your Ballot is not received by the Voting Agent on or before January 3, 2023 at 4:00 p.m. prevailing Central Time, your vote will not count as either an acceptance or rejection of the Plan.

PLEASE SUBMIT YOUR BALLOT BY ONE OF THE FOLLOWING TWO METHODS:

1. Paper Ballot; or
2. E-Ballot Portal.

² Capitalized terms used or not otherwise defined shall have the meanings ascribed to them in the Edgemere Plan.

To Submit Your Vote Via Paper Ballot. Complete, sign, and date this Ballot and return it (with an original signature) promptly via first class mail (or in the enclosed reply envelope provided), overnight courier, or hand delivery to:

Northwest Senior Housing Corporation Solicitation,
c/o Kurtzman Carson Consultants LLC,
222 N. Pacific Coast Highway, Suite 300,
El Segundo, CA 90245

To Submit Your Vote Via E-Ballot Portal. You may return your Ballot by electronic, online transmission *solely* by clicking on the “Submit E-Ballot” section on the Debtors’ bankruptcy case website, located at <http://www.kccllc.net/edgemere> (the “**E-Ballot Portal**”), and following the directions set forth on the website regarding submitting your E-Ballot as described more fully below.

- a. Visit the Debtors’ E-Ballot Portal.
- b. Use the following information to retrieve and submit your customized electronic ballot: Unique E-Ballot ID#: _____; PIN# _____
- c. Follow the directions provided on the case website for submitting your Ballot electronically.
- d. If you submit your Ballot through the E-Ballot Portal, do not return a hard copy of your Ballot.

Please choose only *one* method of returning your Ballot. If multiple Ballots are received from the same holder, with respect to the same Claim, prior to the Voting Deadline, the latest, timely received, and properly completed Ballot will supersede and revoke any earlier received Ballots. If you wish to change your vote on the Plan prior to the Voting Deadline, please contact the Voting Agent. If you elect to submit an E-Ballot, the E-Ballot Portal is the sole manner in which such E-Ballot will be accepted. Ballots submitted by facsimile, email, or any other means of electronic transmission will *not* be counted.

YOU SHOULD CAREFULLY READ AND FOLLOW THE VOTING INSTRUCTIONS SET FORTH HEREIN AND IN ARTICLE I OF THE DISCLOSURE STATEMENT BEFORE COMPLETING AND RETURNING THIS BALLOT.

Your claim has been placed in Class _ under the Plan.

Item 1. Amount of Claim. The undersigned is a holder of a Class _ Claim, in the unpaid principal amount of:

\$ _____

Item 2. Vote. The holder of the Claim set forth in Item 1 votes (please check one):

<input type="checkbox"/> <u>ACCEPT</u> (vote FOR) the Plan	<input type="checkbox"/> <u>REJECT</u> (vote AGAINST) the Plan
---	---

Item 3. Important information regarding Releases, Exculpation, and Injunctions and Creditors' Rights to Opt-Out.

The Plan contains the following provision(s):

Section 1.128 Defines "Releasing Party"

"Releasing Party" means each Claimant who has not chosen, by marking the appropriate box on the Ballot, to opt out of the "Releases by Holders of Claims" provided for in Section 8.3 of this Plan.

Section 8.3 Releases by Holders of Claims

AS OF THE EFFECTIVE DATE AND EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE PLAN, THE PLAN SUPPLEMENT, OR THE CONFIRMATION ORDER, FOR GOOD AND VALUABLE CONSIDERATION, EACH RELEASING PARTY SHALL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY, AND FOREVER RELEASED AND DISCHARGED THE DEBTORS, THE REORGANIZED DEBTOR, THE ESTATES, THE SPONSOR, AND OTHER RELEASED PARTIES FROM ANY AND ALL CLAIMS, INTERESTS, OBLIGATIONS, RIGHTS, SUITS, DAMAGES, CAUSES OF ACTION, SETOFFS, RECOUPMENTS, REMEDIES, AND LIABILITIES WHATSOEVER, INCLUDING ANY DERIVATIVE CLAIMS ASSERTED OR ASSERTABLE ON BEHALF OF THE DEBTORS, WHETHER KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, EXISTING OR HEREAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, THAT SUCH PERSON WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT IN ITS OWN RIGHT (WHETHER INDIVIDUALLY OR COLLECTIVELY) OR ON BEHALF OF ANY OTHER PERSON, BASED ON OR RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, ANY ACT, REPRESENTATION, OMISSION, TRANSACTION, AFFILIATION, EVENT OR OTHER CIRCUMSTANCE TAKING PLACE OR EXISTING ON OR BEFORE THE EFFECTIVE DATE (INCLUDING BEFORE THE PETITION DATE) IN CONNECTION WITH OR RELATED TO THE DEBTORS, OR THEIR RESPECTIVE ASSETS, OPERATIONS, FINANCES, PROPERTY AND ESTATES, THE CHAPTER 11 CASES OR THE NEGOTIATION, FORMULATION, OR PREPARATION OF THE PLAN, THE DISCLOSURE STATEMENT, ANY PLAN SUPPLEMENT OR RELATED AGREEMENTS, INSTRUMENTS OR OTHER DOCUMENTS, THE DIP FACILITY, OR THE REFINANCING TRANSACTION (COLLECTIVELY, "CREDITOR RELEASED CLAIMS"), OTHER THAN CLAIMS OR LIABILITIES ARISING OUT OF OR RELATING TO ANY ACT OR OMISSION OF A RELEASED PARTY OR A FORMER OFFICER OR DIRECTOR OF THE DEBTORS THAT CONSTITUTES WILLFUL MISCONDUCT (INCLUDING FRAUD) OR GROSS NEGLIGENCE. FOR THE AVOIDANCE OF DOUBT, THE LITIGATION TRUSTEE SHALL NOT HAVE AUTHORITY TO PURSUE CREDITOR RELEASED CLAIMS ON ACCOUNT OF THE LITIGATION TRUST AS SUCH CLAIMS ARE RELEASED PURSUANT TO THIS PLAN

AND, AS SUCH, DO NOT AND WILL NOT CONSTITUTE LITIGATION TRUST ASSETS.

Section 8.4 Exculpation

UPON THE EFFECTIVE DATE, THE DEBTORS, THE COMMITTEE AND THE SPONSOR, AND EACH OF THEIR RESPECTIVE OFFICERS, DIRECTORS, EMPLOYEES, ATTORNEYS, INVESTMENT BANKERS, FINANCIAL ADVISORS, AND OTHER PROFESSIONAL ADVISORS AND AGENTS WILL BE DEEMED TO HAVE SOLICITED ACCEPTANCES OF THE PLAN IN GOOD FAITH AND IN COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE BANKRUPTCY CODE, INCLUDING BANKRUPTCY CODE SECTION 1125(E). EXCEPT WITH RESPECT TO ANY ACTS OR OMISSIONS EXPRESSLY SET FORTH IN AND PRESERVED BY THE PLAN, THE PLAN SUPPLEMENT, OR ANY RELATED DOCUMENTS, THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR ANY LIABILITY TO ANY ENTITY FOR ANY PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH, OR RELATED TO FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE PLAN OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION OF THE PLAN, THE ADMINISTRATION AND IMPLEMENTATION OF THE PLAN, THE DISTRIBUTION OF PROPERTY UNDER THE PLAN, OR ANY OTHER RELATED AGREEMENT OR ANY OTHER PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH OR IN CONTEMPLATION OF THE RESTRUCTURING OF THE DEBTORS; PROVIDED, THAT THE FOREGOING "EXCULPATION" SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT OR OMISSION THAT IS DETERMINED IN A FINAL ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT (INCLUDING FRAUD); PROVIDED FURTHER, THAT EACH EXCULPATED PARTY SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, THE PLAN OR ANY OTHER RELATED DOCUMENT, INSTRUMENT, OR AGREEMENT. FOR THE AVOIDANCE OF DOUBT, THE LITIGATION TRUSTEE SHALL NOT HAVE AUTHORITY TO PURSUE ANY CLAIMS DESCRIBED IN THIS SECTION 8.4 OF THIS PLAN AGAINST ANY EXCULPATED PARTY.

Section 8.5 Injunction

FROM AND AFTER THE EFFECTIVE DATE, ALL ENTITIES ARE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER, ANY SUIT, ACTION, OR OTHER PROCEEDING, ON ACCOUNT OF OR RESPECTING ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, ENFORCEMENT RIGHT, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED PURSUANT TO THE PLAN OR THE CONFIRMATION

ORDER. FROM AND AFTER THE EFFECTIVE DATE, TO THE EXTENT OF THE RELEASES AND EXCULPATION GRANTED IN THE PLAN, ALL RELEASING PARTIES SHALL BE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER AGAINST THE RELEASED PARTIES AND THE EXCULPATED PARTIES AND THEIR ASSETS AND PROPERTIES, AS THE CASE MAY BE, ANY SUIT, ACTION, OR OTHER PROCEEDING ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, ENFORCEMENT RIGHT, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED PURSUANT TO THE PLAN. EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THE PLAN, THE PLAN SUPPLEMENT, OR RELATED DOCUMENTS, OR FOR OBLIGATIONS ISSUED PURSUANT TO THE PLAN (INCLUDING, BUT NOT LIMITED TO, THE OBLIGATIONS RELATING TO THE 2023 BONDS), ALL PERSONS WHO HAVE HELD, HOLD, OR MAY HOLD CLAIMS OR INTERESTS THAT HAVE BEEN RELEASED, DISCHARGED, OR ARE SUBJECT TO EXCULPATION, ARE PERMANENTLY ENJOINED, FROM AND AFTER THE EFFECTIVE DATE, FROM TAKING ANY OF THE FOLLOWING ACTIONS: (I) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH RIGHTS, CLAIMS OR INTERESTS; (II) ENFORCING, ATTACHING, COLLECTING, OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE, ENFORCEMENT PROCEEDING, OR ORDER AGAINST SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (III) CREATING, PERFECTING, OR ENFORCING ANY ENCUMBRANCE OF ANY KIND AGAINST SUCH PERSONS OR THE PROPERTY OR ESTATE OF SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; AND (IV) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS RELEASED, SETTLED, OR DISCHARGED PURSUANT TO THE PLAN. THE RIGHTS AFFORDED IN THE PLAN AND THE TREATMENT OF ALL CLAIMS AND INTERESTS HEREIN SHALL BE IN EXCHANGE FOR AND IN COMPLETE SATISFACTION OF ALL CLAIMS AND INTERESTS OF ANY NATURE WHATSOEVER, INCLUDING ANY INTEREST ACCRUED ON CLAIMS FROM AND AFTER THE PETITION DATE, AGAINST THE DEBTORS OR ANY OF THE DEBTORS' ASSETS, PROPERTY, OR ESTATES. ON THE EFFECTIVE DATE, ALL SUCH CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED AND DISCHARGED, AND THE INTERESTS SHALL BE CANCELLED (EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THE PLAN). EXCEPT AS OTHERWISE EXPRESSLY PROVIDED FOR IN THE PLAN OR IN OBLIGATIONS ISSUED PURSUANT TO THE PLAN (INCLUDING, BUT NOT LIMITED TO, THE OBLIGATIONS RELATING TO THE 2023 BONDS) FROM AND AFTER THE EFFECTIVE DATE, ALL CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED AND DISCHARGED, AND ALL INTERESTS SHALL BE CANCELLED, AND THE DEBTORS' LIABILITY WITH RESPECT THERETO SHALL BE EXTINGUISHED COMPLETELY, INCLUDING ANY LIABILITY OF THE KIND

SPECIFIED UNDER BANKRUPTCY CODE SECTION 502(g). ALL PERSONS SHALL BE PRECLUDED FROM ASSERTING AGAINST THE DEBTORS, THE DEBTORS' ESTATES, THE REORGANIZED DEBTOR, TH SPONSOR, AND EACH OF THEIR RESPECTIVE SUCCESSORS AND ASSIGNS OFFICERS, DIRECTORS, EMPLOYEES, ATTORNEYS, INVESTMENT BANKERS, FINANCIAL ADVISORS, AND OTHER PROFESSIONAL ADVISORS, AGENTS, ASSETS AND PROPERTIES, ANY OTHER CLAIMS OR INTERESTS BASED UPON ANY DOCUMENTS, INSTRUMENTS, OR ANY ACT OR OMISSION, TRANSACTION, OR OTHER ACTIVITY OF ANY KIND OR NATURE THAT OCCURRED BEFORE THE EFFECTIVE DATE.

PLEASE READ THE FOLLOWING: If you do not wish to be a "Releasing Party" and grant the releases set forth above and in the Edgemere Plan, you **MUST** do all of the following: (i) check the following box, (ii) complete and sign this form, and (iii) ensure that the completed and signed Ballot is timely submitted to the Voting Agent before the Voting Deadline expires. **If you do not submit this completed and signed Ballot to the Voting Agent before the Voting Deadline and check the following opt-out box, you will be deemed to have consented to the foregoing provisions and to being deemed a Releasing Party.**

<input type="checkbox"/> I elect to OPT OUT of and do not consent to the releases, exculpations, and injunctions in Section 8 of the Edgemere Plan.
--

ITEM 4. CERTIFICATION

By signing this Ballot, the undersigned certifies that:

- a. no other Ballots have been cast with respect to the Claim identified in Item 1, and that, to the extent such Ballots have been cast, such earlier Ballots are hereby revoked;
- b. it has been provided with a copy of the Edgemere Plan, the Edgemere Disclosure Statement, and Solicitation Procedures Order, and acknowledges that the vote set forth on this Ballot is subject to all terms and conditions set forth therein; and
- c. it is the holder of the Claim set forth in Item 1, and has full power and authority to vote to accept or reject the Edgemere Plan.

The undersigned also acknowledges that this solicitation is subject to all the terms and conditions set forth in the Plan and that all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the undersigned hereunder, shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, trustees in bankruptcy, and legal representatives of the undersigned and shall not be affected by, and shall survive the death or incapacity, of the undersigned.

Name of Claimant: _____

Signature: _____

Name of Signatory:
(if different than Claimant) _____

If authorized by Agent, Title of Agent _____

Street Address: _____

Street Address:
(continued) _____

City, State, Zip Code: _____

Telephone Number: _____

Email Address: _____

Date Completed: _____

This Ballot is not, and shall not constitute or be deemed to be, (a) a Proof of Claim or Interest or an assertion of a Claim or Interest; or (b) an admission by the Debtors of the nature, validity, or amount of any Claim and does not signify that your Claim has been or will be Allowed.

Please return your Ballot promptly in the envelope provided or otherwise in accordance with the instructions provided. If the Voting Agent does not *actually receive* your completed Ballot on or before January 3, 2023 at 4:00 p.m. (prevailing Central Time), and if the Voting Deadline is not extended, your vote will not be counted.

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. The Debtors are soliciting the votes of holders of Class _ Claims with respect to the Edgemere Plan attached as Exhibit 1 to the Edgemere Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Edgemere Plan or the Edgemere Disclosure Statement, as applicable, copies of which also accompanies the Ballot. **PLEASE READ THE PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. To ensure that your Ballot is counted, you ***must either***: (a) complete and submit this hard copy Ballot or (b) vote through the E-Ballot Portal accessible through the Debtors' restructuring website at <http://www.kccllc.net/edgemere>. **Ballots will not be accepted by facsimile or electronic means (other than the E-Ballot Portal).**
3. **Use of Hard Copy Ballot.** To ensure that your Ballot is counted, you must: (a) complete your Ballot in accordance with these instructions; (b) clearly indicate your decision either to accept or reject the Edgemere Plan in the boxes provided in Item 2 of the Ballot; and (c) clearly sign and submit your Ballot as instructed herein.
4. **Use of E-Ballot Portal.** To ensure that your electronic Ballot is counted, please follow the instructions on the Debtors' bankruptcy case website at <http://www.kccllc.net/edgemere>. The E-Ballot Portal is the sole manner in which Ballots will be accepted via electronic, online transmission. **Ballots will not be accepted by facsimile, email, or electronic means other than the E-Ballot Portal.**

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic ballot:

Unique E-Ballot ID#: _____

PIN#: _____

5. Your Ballot ***must*** be returned to the Voting Agent so as to be ***actually received*** by the Voting Agent on or before the Voting Deadline. **The Voting Deadline is January 3, 2023 at 4:00 p.m., prevailing Central Time.**
6. If a Ballot is received *after* the Voting Deadline and if the Voting Deadline is not extended, it will not be counted. Additionally, **the following Ballots will not be counted:**
 - (a) any Ballot that partially rejects and partially accepts the Edgemere Plan;
 - (b) any Ballot that is not sent to the Voting Agent;
 - (c) any Ballot sent by facsimile, email, or any electronic means other than via the E-Ballot Portal;

- (d) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
 - (e) any Ballot submitted by a holder not entitled to vote on the Edgemere Plan;
 - (f) any unsigned Ballot (for the avoidance of doubt, Ballots validly submitted through the E-Ballot Portal will be deemed signed);
 - (g) any non-original Ballot (for the avoidance of doubt, Ballots validly submitted through the E-Ballot Portal will be deemed original); and/or
 - (h) any Ballot not marked to accept or reject the Edgemere Plan or any Ballot marked both to accept and reject the Plan.
7. The method of delivery of Ballots to the Voting Agent is at the election and risk of each holder of a Class _ Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Voting Agent **actually receives** the originally executed Ballot. In all cases, holders should allow sufficient time to assure timely delivery.
 8. If multiple Ballots are received from the same holder, with respect to the same Claim, prior to the Voting Deadline, the latest, timely received, and properly completed Ballot will supersede and revoke any earlier received Ballots. If you wish to change your vote on the Edgemere Plan prior to the Voting Deadline, please contact the Voting Agent.
 9. You must vote all of your Claim either to accept or reject the Edgemere Plan and may *not* split your vote. Further, if a holder has multiple Claims within a Voting Class, the Debtors may aggregate the Claims for the purpose of counting votes.
 10. This Ballot does **not** constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
 11. **Please be sure to sign and date your Ballot.** If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Voting Agent, the Debtors, or the Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
 12. If you hold Claims in more than one Class under the Edgemere Plan you may receive more than one ballot for each different Class. Each ballot votes *only* your Claims indicated on that ballot, so please complete and return each ballot that you receive.

PLEASE SUBMIT YOUR BALLOT PROMPTLY

If you have any questions regarding this Ballot, these Ballot Instructions or the procedures for voting, please contact the Voting Agent by: (a) calling (866) 967-0269 (toll free) or +1 (310) 751-2669 (international); (b) writing to Northwest Senior Housing Corporation Solicitation, c/o

Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; or (c) emailing at EdgemereInfo@kccllc.com with a reference to “Edgemere” in the subject line.

IF THE VOTING AGENT DOES NOT *ACTUALLY RECEIVE* THIS BALLOT ON OR BEFORE JANUARY 3, 2023 AT 4:00 P.M., PREVAILING CENTRAL TIME (AND IF THE VOTING DEADLINE IS NOT EXTENDED) YOUR VOTE TRANSMITTED BY THIS BALLOT WILL NOT BE COUNTED.

Exhibit 2-B
(Bondholders Plan Ballots)

HAYNES AND BOONE, LLP

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Thomas J. Zavala
State Bar No. 24116265
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Counsel to the Plan Sponsors

**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)

Re: Docket No. 752

**BENEFICIAL OWNER BALLOT AND RELEASE
OPT OUT FORM FOR ACCEPTING OR REJECTING PLAN SPONSORS' CHAPTER 11 PLAN**

Bond Claims (Class 2); General Unsecured Claims (Class 4)

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS
CAREFULLY BEFORE COMPLETING THIS BALLOT**

UMB Bank, N.A., in its capacity as (i) successor bond trustee and master trustee for the Original Bonds (collectively, the “**Trustee**”) and (ii) lender under the DIP Credit Agreement (the “**DIP Lender**,” and collectively with the Trustee, the “**Plan Sponsors**”) are soliciting votes on the *Plan of Reorganization of the Trustee and DIP Lender Dated November 2, 2022* (as may be amended, supplemented, or otherwise modified from time to time, the “**Plan Sponsors’ Plan**”) [Docket No. 752].² This Beneficial Owner Ballot is for holders of Class 2 Bond Claims and Class 4 General Unsecured Claims. The accompanying *Disclosure Statement for the Plan of Reorganization of the Trustee and DIP Lender Dated November 2,*

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 Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan Sponsors’ Plan.

[CUSIP AS INDICATED ON ATTACHED ANNEX A]

2022 (as amended, modified, and supplemented, the “**Plan Sponsors’ Disclosure Statement**”) [Docket No. 753] describes the Plan Sponsors’ Plan and contains information to assist you in deciding how to vote. The Plan Sponsors’ Disclosure Statement also contains a copy of the Plan Sponsors’ Plan as Exhibit 1. The Bankruptcy Court approved the solicitation of votes on the Plan Sponsors’ Plan pursuant to an order entered [_____], 2022 (the “**Solicitation Procedures Order**”)[Docket No. ____]. The Plan Sponsors are soliciting votes in accordance with the Plan Sponsors’ Solicitation, Voting, and Balloting Procedures (Exhibit [____] to the Solicitation Procedures Order.)

Please review the Plan Sponsors’ Disclosure Statement, the Plan Sponsors’ Plan, the Solicitation Procedures Order, the Plan Sponsors’ Solicitation, Voting, and Balloting Procedures, and this Beneficial Owner Ballot carefully before you vote. You may wish to seek legal advice concerning the Plan Sponsors’ Plan and your Claim’s classification and treatment in it.

Questions. If you have any questions regarding this Beneficial Owner Ballot or the voting procedures, or if you do not have a copy of the Plan Sponsors’ Disclosure Statement or the Plan Sponsors’ Plan, please contact Kurtzman Carson Consultants LLC (“**KCC**” or the “**Voting Agent**”) (a) by calling (866) 967-0269 (toll-free) or +1 (310) 751-2669 (international); (b) writing to Northwest Senior Housing Corporation Solicitation, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; or (c) emailing EdgemereInfo@kccllc.com with a reference to “Edgemere” in the subject line. The materials may also be obtained free-of-charge from <https://www.kccllc.net/edgemere>.

THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

This Beneficial Owner Ballot is to be used for voting of Claims held by the record or beneficial owners (the “**Beneficial Owners**”) of Class 2 Bond Claims and Class 4 General Unsecured Claims as of November 28, 2022 (the “**Voting Record Date**”) with the CUSIP indicated by your broker, bank, dealer, or other agent (each, a “**Nominee**”) on Annex A attached hereto.

In order for your vote to be counted, this Beneficial Owner Ballot must be properly completed, signed, and returned in the envelope provided (or otherwise in accordance with the instructions of your Nominee). **The deadline for the receipt by the Voting Agent of pre-validated Beneficial Owner Ballots and Master Ballots cast on behalf of Beneficial Owners is no later than 4:00 p.m. (prevailing Central Time) on January 3, 2023 (the “Voting Deadline”), unless such time is extended.**

The Beneficial Owner Ballot should not be sent to the Plan Sponsors, the Debtors, their financial or legal advisors, or the Bankruptcy Court.

This Beneficial Owner Ballot is solely for purposes of voting to accept or reject the Plan Sponsors’ Plan and not for the purpose of allowance or disallowance of or distribution on account of Class 2 Bond Claims and Class 4 General Unsecured Claims.

[CUSIP AS INDICATED ON ATTACHED ANNEX A]

IMPORTANT NOTICE REGARDING TREATMENT FOR CLASS 2 AND CLASS 4

As described in more detail in the Plan Sponsors' Disclosure Statement, if the Plan Sponsors' Plan is confirmed and the Effective Date occurs:

Upon the terms and subject to the conditions set forth in the Plan Sponsors' Plan, on the Effective Date, in full and final satisfaction and discharge of and in exchange for each Allowed Bond Claim, Net Proceeds after payment of Allowed Administrative Claims, Priority Tax Claims, Professional Claims, DIP Facility Claims, the Diminution Claim and U.S. Trustee Fees, shall be paid to the Trustee, which funds shall be disbursed to holders of the Bond Claims in accordance with the Original Bond Documents. The Bond Deficiency Claim shall be treated on a Pro Rata basis with holders of Allowed General Unsecured Claims.

Allowed General Unsecured Claims shall be payable from a Pro Rata share of the Litigation Trust Proceeds.

PLEASE READ THE PLAN SPONSORS' DISCLOSURE STATEMENT AND PLAN SPONSORS' PLAN FOR MORE DETAILS.

[Remainder of the page intentionally left blank.]

[CUSIP AS INDICATED ON ATTACHED ANNEX A]

**NOTICE REGARDING CERTAIN RELEASE, EXCULPATION, AND
INJUNCTION PROVISIONS IN PLAN SPONSORS' PLAN**

EACH PERSON THAT DOES NOT (I) OBJECT SPECIFICALLY TO THE THIRD PARTY RELEASE OR (II) AFFIRMATIVELY OPT OUT OF THE THIRD PARTY RELEASE ON A TIMELY SUBMITTED BALLOT OR OPT OUT FORM SHALL, AND SHALL BE DEEMED, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, TO HAVE SPECIFICALLY CONSENTED TO THE RELEASES SET FORTH IN SECTION 8.3 OF THE PLAN SPONSORS' PLAN, AND REPRODUCED BELOW:

Section 8.3 of the Plan Sponsors' Plan - Releases.

Releases by Holders of Claims. AS OF THE EFFECTIVE DATE AND EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THIS PLAN, THE PLAN SUPPLEMENT, OR THE CONFIRMATION ORDER, FOR GOOD AND VALUABLE CONSIDERATION, EACH RELEASING PARTY SHALL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY, AND FOREVER RELEASED AND DISCHARGED THE DEBTORS, THE ESTATES, AND THE RELEASED PARTIES FROM ANY AND ALL CLAIMS, INTERESTS, OBLIGATIONS, RIGHTS, SUITS, DAMAGES, CAUSES OF ACTION, SETOFFS, RECOUPMENTS, REMEDIES, AND LIABILITIES WHATSOEVER, INCLUDING ANY DERIVATIVE CLAIMS ASSERTED OR ASSERTABLE ON BEHALF OF THE DEBTORS, WHETHER KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, EXISTING OR HEREAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, THAT SUCH PERSON WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT IN ITS OWN RIGHT (WHETHER INDIVIDUALLY OR COLLECTIVELY) OR ON BEHALF OF ANY OTHER PERSON, BASED ON OR RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, THE DEBTORS, THE DEBTORS' OPERATIONS, THE DEBTORS' RESTRUCTURING, THE CHAPTER 11 CASES OR THE NEGOTIATION, FORMULATION, OR PREPARATION OF THIS PLAN, THE DISCLOSURE STATEMENT, THE PLAN SUPPLEMENT OR RELATED AGREEMENTS, INSTRUMENTS OR OTHER DOCUMENTS, OR THE DIP FACILITY (COLLECTIVELY, "RELEASED CLAIMS"); FOR THE AVOIDANCE OF DOUBT, NO CLAIMS SHALL BE RELEASED AGAINST THE NON-RELEASED PARTIES.

"RELEASED PARTIES" MEANS (I) THE COMMITTEE, (II) THE PURCHASER, (III) THE ISSUER, (IV) THE PLAN SPONSORS, (V) THE HOLDERS OF THE ORIGINAL BONDS AND (VI) WITH RESPECT TO EACH OF THE FOREGOING ENTITIES IN CLAUSES (I) THROUGH (V), SUCH ENTITY AND ITS CURRENT AND FORMER PREDECESSORS, SUCCESSORS AND ASSIGNS, SUBSIDIARIES, AFFILIATES, MANAGED ACCOUNTS OR FUNDS, AND ALL OF THEIR RESPECTIVE CURRENT AND FORMER OFFICERS, DIRECTORS, PRINCIPALS, SHAREHOLDERS, MEMBERS, PARTNERS, MANAGERS, EMPLOYEES, ATTORNEYS, ADVISORS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, MANAGEMENT COMPANIES, FUND ADVISORS, AND OTHER PROFESSIONALS. FOR THE AVOIDANCE OF DOUBT, THE NON-RELEASED PARTIES ARE NOT AND SHALL NOT BE DEEMED A RELEASED PARTY UNDER THIS PLAN.

Section 8.4 of the Plan Sponsors' Plan - Exculpation.

UPON THE EFFECTIVE DATE, THE PLAN SPONSORS AND THEIR OFFICERS, DIRECTORS, EMPLOYEES, ATTORNEYS, INVESTMENT BANKERS, FINANCIAL

[CUSIP AS INDICATED ON ATTACHED ANNEX A]

ADVISORS, AND OTHER PROFESSIONAL ADVISORS AND AGENTS WILL BE DEEMED TO HAVE SOLICITED ACCEPTANCES OF THIS PLAN IN GOOD FAITH AND IN COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE BANKRUPTCY CODE, INCLUDING BANKRUPTCY CODE SECTION 1125(E).

EXCEPT WITH RESPECT TO ANY ACTS OR OMISSIONS EXPRESSLY SET FORTH IN AND PRESERVED BY THIS PLAN, THE PLAN SUPPLEMENT, OR ANY RELATED DOCUMENTS, THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR ANY LIABILITY TO ANY ENTITY FOR ANY PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH, OR RELATED TO FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THIS PLAN OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THIS PLAN, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION OF THIS PLAN, THE ADMINISTRATION AND IMPLEMENTATION OF THIS PLAN, THE DISTRIBUTION OF PROPERTY UNDER THIS PLAN, OR ANY OTHER RELATED AGREEMENT OR ANY OTHER PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH OR IN CONTEMPLATION OF THE RESTRUCTURING OF THE DEBTORS; PROVIDED, THAT THE FOREGOING "EXCULPATION" SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT OR OMISSION THAT IS DETERMINED IN A FINAL ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT (INCLUDING FRAUD); PROVIDED FURTHER, THAT EACH EXCULPATED PARTY SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, THIS PLAN OR ANY OTHER RELATED DOCUMENT, INSTRUMENT, OR AGREEMENT.

Section 8.5 of the Plan Sponsors' Plan - Discharge of Claims.

PURSUANT TO BANKRUPTCY CODE SECTION 1141(D), AND EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE BAR DATE ORDER, IN THIS PLAN, OR IN ANY CONTRACT, INSTRUMENT, OR OTHER AGREEMENT OR DOCUMENT CREATED PURSUANT TO THIS PLAN, THE DISTRIBUTIONS, RIGHTS, AND TREATMENT THAT ARE PROVIDED IN THIS PLAN SHALL BE IN FULL AND FINAL SATISFACTION, SETTLEMENT, RELEASE, AND DISCHARGE, EFFECTIVE AS OF THE EFFECTIVE DATE, OF ALL CLAIMS AND CAUSES OF ACTION OF ANY NATURE WHATSOEVER, INCLUDING ANY INTEREST ACCRUED ON CLAIMS FROM AND AFTER THE PETITION DATE, WHETHER KNOWN OR UNKNOWN, AGAINST, LIABILITIES OF, LIENS ON, OBLIGATIONS OF, AND RIGHTS AGAINST THE DEBTORS OR ANY OF THEIR ASSETS OR PROPERTIES, REGARDLESS OF WHETHER ANY PROPERTY SHALL HAVE BEEN DISTRIBUTED OR RETAINED PURSUANT TO THIS PLAN ON ACCOUNT OF SUCH CLAIMS, INCLUDING DEMANDS, LIABILITIES, AND CAUSES OF ACTION THAT AROSE BEFORE THE EFFECTIVE DATE, ANY CONTINGENT OR NON-CONTINGENT LIABILITY ON ACCOUNT OF REPRESENTATIONS OR WARRANTIES ISSUED ON OR BEFORE THE EFFECTIVE DATE, AND ALL DEBTS OF THE KIND SPECIFIED IN BANKRUPTCY CODE SECTIONS 502(G), 502(H), OR 502(I), IN EACH CASE WHETHER OR NOT: (I) A PROOF OF CLAIM BASED UPON SUCH CLAIM, DEBT, OR RIGHT IS FILED OR DEEMED FILED PURSUANT TO BANKRUPTCY CODE SECTION 501; (II) A CLAIM BASED UPON SUCH CLAIM, DEBT, OR RIGHT IS ALLOWED PURSUANT TO BANKRUPTCY CODE SECTION 502; OR (III) THE HOLDER OF SUCH A CLAIM HAS ACCEPTED THIS PLAN. EXCEPT AS OTHERWISE

[CUSIP AS INDICATED ON ATTACHED ANNEX A]

PROVIDED HEREIN, ANY DEFAULT BY THE DEBTORS WITH RESPECT TO ANY CLAIM THAT EXISTED BEFORE OR ON ACCOUNT OF THE FILING OF THE CHAPTER 11 CASES SHALL BE DEEMED CURED ON THE EFFECTIVE DATE. THE CONFIRMATION ORDER SHALL BE A JUDICIAL DETERMINATION OF THE DISCHARGE OF ALL CLAIMS SUBJECT TO THE EFFECTIVE DATE OCCURRING, EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THIS PLAN.

Section 8.6 of the Plan Sponsors' Plan - Injunction.

FROM AND AFTER THE EFFECTIVE DATE, ALL ENTITIES ARE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER, ANY SUIT, ACTION, OR OTHER PROCEEDING, ON ACCOUNT OF OR RESPECTING ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED AGAINST ANY RELEASED PARTY PURSUANT TO THIS PLAN OR THE CONFIRMATION ORDER.

FROM AND AFTER THE EFFECTIVE DATE, TO THE EXTENT OF THE RELEASES AND EXCULPATION GRANTED IN THIS PLAN, ALL RELEASING PARTIES SHALL BE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER AGAINST THE RELEASED PARTIES AND THE EXCULPATED PARTIES AND THEIR ASSETS AND PROPERTIES, AS THE CASE MAY BE, ANY SUIT, ACTION, OR OTHER PROCEEDING ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED PURSUANT TO THIS PLAN.

EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THIS PLAN, THE PLAN SUPPLEMENT, OR RELATED DOCUMENTS, OR FOR OBLIGATIONS ISSUED PURSUANT TO THIS PLAN, ALL PERSONS WHO HAVE HELD, HOLD, OR MAY HOLD CLAIMS OR INTERESTS THAT HAVE BEEN RELEASED, DISCHARGED, OR ARE SUBJECT TO EXCULPATION, ARE PERMANENTLY ENJOINED, FROM AND AFTER THE EFFECTIVE DATE, FROM TAKING ANY OF THE FOLLOWING ACTIONS: (I) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (II) ENFORCING, ATTACHING, COLLECTING, OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE, RELIEF OR ORDER AGAINST SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (III) CREATING, PERFECTING, OR ENFORCING ANY ENCUMBRANCE OF ANY KIND AGAINST SUCH PERSONS OR THE PROPERTY OR ESTATE OF SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; AND (IV) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS RELEASED, SETTLED, OR DISCHARGED PURSUANT TO THIS PLAN.

THE RIGHTS AFFORDED IN THIS PLAN AND THE TREATMENT OF ALL CLAIMS AND INTERESTS HEREIN SHALL BE IN EXCHANGE FOR AND IN COMPLETE SATISFACTION OF ALL CLAIMS AND INTERESTS OF ANY NATURE WHATSOEVER, INCLUDING ANY INTEREST ACCRUED ON CLAIMS FROM AND AFTER THE PETITION DATE, AGAINST THE DEBTORS OR ANY OF THE DEBTORS' ASSETS, PROPERTY, OR ESTATES. ON THE EFFECTIVE DATE, ALL SUCH CLAIMS AGAINST THE DEBTORS

[CUSIP AS INDICATED ON ATTACHED ANNEX A]

SHALL BE FULLY RELEASED AND DISCHARGED, AND THE INTERESTS SHALL BE CANCELLED (EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THIS PLAN).

EXCEPT AS OTHERWISE EXPRESSLY PROVIDED FOR IN THIS PLAN OR IN OBLIGATIONS ISSUED PURSUANT TO THIS PLAN FROM AND AFTER THE EFFECTIVE DATE, ALL CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED AND DISCHARGED, AND ALL INTERESTS SHALL BE CANCELLED, AND THE DEBTORS' LIABILITY WITH RESPECT THERETO SHALL BE EXTINGUISHED COMPLETELY, INCLUDING ANY LIABILITY OF THE KIND SPECIFIED UNDER BANKRUPTCY CODE SECTION 502(g).

ALL PERSONS SHALL BE PRECLUDED FROM ASSERTING AGAINST THE DEBTORS, THE DEBTORS' ESTATES, THE LITIGATION TRUST, EACH OF THEIR RESPECTIVE SUCCESSORS AND ASSIGNS, AND EACH OF THEIR ASSETS AND PROPERTIES, ANY OTHER CLAIMS OR INTERESTS BASED UPON ANY DOCUMENTS, INSTRUMENTS, OR ANY ACT OR OMISSION, TRANSACTION, OR OTHER ACTIVITY OF ANY KIND OR NATURE THAT OCCURRED BEFORE THE EFFECTIVE DATE.

YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE PLAN SPONSORS' PLAN, INCLUDING THE RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.

[Remainder of the page intentionally left blank.]

[CUSIP AS INDICATED ON ATTACHED ANNEX A]

INSTRUCTIONS FOR COMPLETING THE BALLOT

This Beneficial Owner Ballot is submitted to you to solicit your vote to accept or reject the Plan Sponsors' Plan. The terms of the Plan Sponsors' Plan are described in the Plan Sponsors' Disclosure Statement, including all exhibits thereto. **PLEASE READ THE PLAN SPONSORS' PLAN AND THE PLAN SPONSORS' DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BENEFICIAL OWNER BALLOT.**

In order for your Class 2 Bond Claim and Class 4 General Unsecured Claim vote to be counted, the Beneficial Owner Ballot must be properly completed, signed, and returned in the envelope provided (or otherwise in accordance with the instructions of your Nominee) in sufficient time for such Nominee to timely cast votes to accept or reject the Plan Sponsors' Plan on behalf of the beneficial holders on the Master Ballot by the Voting Deadline.

Beneficial Owner Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission (except as instructed by your Nominee).

To properly complete the Beneficial Owner Ballot, you must follow the procedures described below:

- a. Make sure that the information contained in Item 1 is correct;
- b. If you have a Claim in Class 2 Bond Claim and Class 4 General Unsecured Claim, cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
- c. Provide the information required by Item 3, if applicable to you;
- d. Complete the information requested in Item 4;
- e. If you are completing this Beneficial Owner Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing on the appropriate line in Item 5. By submitting the Beneficial Owner Ballot you are certifying that you have authority to so act and agree to provide documents evidencing such authority upon request (*e.g.*, a power of attorney or a certified copy of board resolutions authorizing you to so act);
- f. If you hold other Class 2 Bond Claims and Class 4 General Unsecured Claims or Claims in other Classes you may receive more than one Ballot. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign, and return the Ballot labeled for such Class of Claims in accordance with the instructions on that Ballot. Each Ballot votes only your Claims indicated on that Ballot. Please complete and return each Ballot you receive;
- g. You must vote all your Claims under the Plan Sponsors' Plan either to accept or reject the Plan Sponsors' Plan;
- h. If more than one timely, properly completed Beneficial Owner Ballot is received, only the last, properly completed Beneficial Owner Ballot received will be counted, unless the holder of the Claim receives Bankruptcy Court approval otherwise;

[CUSIP AS INDICATED ON ATTACHED ANNEX A]

- i. If you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
- j. Provide your name, mailing address, and any remaining information requested;
- k. Sign and date your Beneficial Owner Ballot; and
- l. Return your Beneficial Owner Ballot with an original signature using the enclosed pre-addressed return envelope (or otherwise in accordance with the instructions of your Nominee).
- m. No Beneficial Owner Ballot shall constitute or be deemed a proof of Claim or an assertion of a Claim.

IF YOU (I) HAVE ANY QUESTIONS REGARDING THIS BALLOT, (II) DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, (III) DID NOT RECEIVE A COPY OF THE PLAN SPONSORS' DISCLOSURE STATEMENT OR PLAN SPONSORS' PLAN, OR (IV) NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT AT (866) 967-0269 (TOLL-FREE) OR +1 (310) 751-2669 (INTERNATIONAL), AND REQUEST TO SPEAK WITH A MEMBER OF THE SOLICITATION TEAM OR BY E-MAILING EDGEMEREINFO@KCCLLC.COM WITH A REFERENCE TO "EDGEMERE" IN THE SUBJECT LINE. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

[CUSIP AS INDICATED ON ATTACHED ANNEX A]

PLEASE COMPLETE THE FOLLOWING:

Item 1. Amount of Class 2 Bond Claim and Class 4 General Unsecured Claim. The undersigned hereby certifies that as of the November 28, 2022 Voting Record Date, the undersigned was the beneficial owner (or authorized signatory for a beneficial owner) of a Class 2 Bond Claim and Class 4 General Unsecured Claim in the following principal amount (insert amount in box below). If you do not know the principal amount of Claim held, please contact your Nominee immediately.

Amount:	\$ _____
---------	----------

Item 2. Vote on the Plan. The beneficial owner of the Class 2 Bond Claim and Class 4 General Unsecured Claim identified in Item 1 hereby votes to:

- Check one box:
- Accept the Plan Sponsors’ Plan
- Reject the Plan Sponsors’ Plan

Item 3. Certification as to Class 2 Bond Claims held in Additional Accounts. By completing and returning this Beneficial Owner Ballot, the beneficial owner certifies that either (i) it has not submitted any other Beneficial Owner Ballots for other Class 2 Bond Claims held in other accounts or other record names with respect to the Plan Sponsors’ Plan or (ii) it has provided the information specified in the following table for all other Class 2 Bond Claims for which it has submitted additional Beneficial Owner Ballots, each of which indicates the same vote to accept or reject the Plan Sponsors’ Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED OTHER CLASS 2 BOND CLAIMS AND CLASS 4 GENERAL UNSECURED CLAIMS BENEFICIAL OWNER BALLOTS OTHER THAN THIS BENEFICIAL OWNER BALLOT WITH RESPECT TO THE PLAN SPONSORS’ PLAN.

Name of Record Holder or Nominee (if applicable)	Account Number with Other Nominee (if applicable)	Principal Amount of Other Class 2 Bond Claims / Class 4 General Unsecured Claims Voted	CUSIP of Other Other Class 2 Bond Claims / Class 4 General Unsecured Claims Voted

Item 4. Opt Out of Releases.

Check the box below if you elect not to grant the releases contained in Section 8.3 of the Plan Sponsors’ Plan. Election to withhold consent is at your option. If you abstain from submitting a Ballot and you do not check the box below, you will be deemed to consent to the releases contained in Section 8.3 of the Plan Sponsors’ Plan to the fullest extent permitted by applicable law. The undersigned elects to:

- OPT OUT** of the releases contained in Section 8.3 of the Plan Sponsors’ Plan.

[CUSIP AS INDICATED ON ATTACHED ANNEX A]

Item 5. Acknowledgements and Certification. By returning this Beneficial Owner Ballot, the Beneficial Owner of the Class 2 Bond Claim and Class 4 General Unsecured Claim identified in Item 1 certifies that a copy of the Plan Sponsors' Disclosure Statement and the Plan Sponsors' Plan has been received and reviewed by the undersigned.

Print or Type Name of Claimant: _____

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

E-mail Address: _____

Date Completed: _____

**PLEASE RETURN YOUR BALLOT IN ACCORDANCE WITH THE INSTRUCTIONS
YOU RECEIVED WITH YOUR SOLICITATION PACKAGE.**

**IN ORDER TO COUNT, YOUR BALLOT OR A MASTER BALLOT
CONTAINING YOUR VOTE MUST BE RECEIVED NO LATER THAN
JANUARY 3, 2023 BY THE 4:00 P.M. (PREVAILING CENTRAL TIME)
VOTING DEADLINE**

[CUSIP AS INDICATED ON ATTACHED ANNEX A]

ANNEX A

Please check ONE box below to indicate the CUSIP to which this Beneficial Owner Ballot pertains. Your Nominee may have checked a box below to indicate the CUSIP to which this Beneficial Owner Ballot pertains, or otherwise provided that information to you on a label or schedule attached to this Beneficial Owner Ballot.

Class 2 Bond Claims; Class 4 General Unsecured Claims	
<input type="checkbox"/>	87638REJ2
<input type="checkbox"/>	87638REK9
<input type="checkbox"/>	87638REL7
<input type="checkbox"/>	87638REM5
<input type="checkbox"/>	87638REN3
<input type="checkbox"/>	87638RES2
<input type="checkbox"/>	87638RET0
<input type="checkbox"/>	87638REU7
<input type="checkbox"/>	87638REV5
<input type="checkbox"/>	87638REW3
<input type="checkbox"/>	87638RHV2

HAYNES AND BOONE, LLP

J. Frasher Murphy
State Bar No. 24013214
Thomas J. Zavala
State Bar No. 24116265
2323 Victory Avenue, Suite 700
Dallas, TX 75219
Telephone: (214) 651-5000
frasher.murphy@haynesboone.com
tom.zavala@haynesboone.com

**MINTZ, LEVIN, COHN, FERRIS,
GLOVSKY, AND POPEO, PC**

Daniel S. Bleck (Admitted *Pro Hac Vice*)
Eric Blythe (Admitted *Pro Hac Vice*)
Kaitlin R. Walsh (Admitted *Pro Hac Vice*)
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erblythe@mintz.com
krwalsh@mintz.com

Counsel to the Plan Sponsors

**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)
Re: Docket No. 752

**MASTER BALLOT AND RELEASE OPT OUT FORM
FOR ACCEPTING OR REJECTING PLAN SPONSORS' CHAPTER 11 PLAN**

Bond Claims (Class 2); General Unsecured Claims (Class 4)

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS
CAREFULLY BEFORE COMPLETING THIS BALLOT**

**IN ORDER TO COUNT THIS MASTER BALLOT MUST BE RECEIVED
BY THE VOTING AGENT BY 4:00 P.M. (PREVAILING CENTRAL TIME) ON JANUARY 3,
2023 (THE "VOTING DEADLINE")**

UMB Bank, N.A., in its capacity as (i) successor bond trustee and master trustee for the Original Bonds (collectively, the "**Trustee**") and (ii) lender under the DIP Credit Agreement (the "**DIP Lender**," and collectively with the Trustee, the "**Plan Sponsors**") are soliciting votes on the *Plan of Reorganization of the Trustee and DIP Lender Dated November 2, 2022* (as may be amended, supplemented, or otherwise

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.

modified from time to time, the “**Plan Sponsors’ Plan**”) [Docket No. 752].² The accompanying *Disclosure Statement for the Plan of Reorganization of the Trustee and DIP Lender Dated November 2, 2022* (as amended, modified, and supplemented, the “**Plan Sponsors’ Disclosure Statement**”) [Docket No. 753] describes the Plan Sponsors’ Plan and contains information to assist you in deciding how to vote. The Plan Sponsors’ Disclosure Statement also contains a copy of the Plan as Exhibit 1. The Bankruptcy Court approved the solicitation of votes on the Plan Sponsors’ Plan pursuant to an order entered [_____], 2022 (the “**Solicitation Procedures Order**”) [Docket No. ____]. The Plan Sponsors are soliciting votes in accordance with the Plan Sponsors’ Solicitation, Voting, and Balloting Procedures (Exhibit [__] to the Solicitation Procedures Order.)

Please review the Plan Sponsors’ Disclosure Statement, the Plan Sponsors’ Plan, the Solicitation Procedures Order, the Plan Sponsors’ Solicitation, Voting, and Balloting Procedures, and this Master Ballot carefully before you submit this Master Ballot.

Questions. If you have any questions regarding this ballot or the voting procedures, or if you do not have a copy of the Plan Sponsors’ Disclosure Statement or the Plan Sponsors’ Plan, please contact Kurtzman Carson Consultants LLC (“**KCC**” or the “**Voting Agent**”) (a) by calling (877) 499-4509 (toll-free) or +1 (917) 281-4800 (international); (b) writing to Northwest Senior Housing Corporation Solicitation, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; or (c) emailing EdgemereInfo@kccllc.com with a reference to “Edgemere” in the subject line. The materials may also be obtained free-of-charge from <https://www.kccllc.net/edgemere>.

THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

This Master Ballot is to be used by you as Nominee, or as the proxy holder of a Nominee for the beneficial owners (the “**Beneficial Owners**”) of Class 2 Bond Claims and Class 4 General Unsecured Claims, to transmit to the Voting Agent the votes of such Beneficial Owners in respect of their Class 2 Bond Claims and Class 4 General Unsecured Claims to accept or reject the Plan Sponsors’ Plan.

In order for the votes of such Beneficial Owners to be counted, this Master Ballot must be properly completed, signed, and returned. **The deadline for the receipt by the Voting Agent of Master Ballots is no later than 4:00 p.m. (prevailing Central Time) on January 3, 2023 (the “Voting Deadline”), unless such time is extended.**

The Master Ballot should not be sent to the Plan Sponsors, the Debtors, their financial or legal advisors, or the Bankruptcy Court.

This Master Ballot is solely for purposes of voting to accept or reject the Plan Sponsors’ Plan and not for the purpose of allowance or disallowance of or distribution on account of Class 2 Bond Claims and Class 4 General Unsecured Claims.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan Sponsors’ Plan.

IMPORTANT NOTICE REGARDING TREATMENT FOR CLASS 2 AND CLASS 4

As described in more detail in the Plan Sponsors' Disclosure Statement, if the Plan Sponsors' Plan is confirmed and the Effective Date occurs:

Upon the terms and subject to the conditions set forth in the Plan Sponsors' Plan, on the Effective Date, in full and final satisfaction and discharge of and in exchange for each Allowed Bond Claim, Net Proceeds after payment of Allowed Administrative Claims, Priority Tax Claims, Professional Claims, DIP Facility Claims, the Diminution Claim and U.S. Trustee Fees, shall be paid to the Trustee, which funds shall be disbursed to holders of the Bond Claims in accordance with the Original Bond Documents. The Bond Deficiency Claim shall be treated on a Pro Rata basis with holders of Allowed General Unsecured Claims.

Allowed General Unsecured Claims shall be payable from a Pro Rata share of the Litigation Trust Proceeds.

PLEASE READ THE PLAN SPONSORS' DISCLOSURE STATEMENT AND PLAN SPONSORS' PLAN FOR MORE DETAILS.

[Remainder of the page intentionally left blank.]

**NOTICE REGARDING CERTAIN RELEASE, EXCULPATION, AND
INJUNCTION PROVISIONS IN PLAN SPONSORS' PLAN**

EACH PERSON THAT DOES NOT (I) OBJECT SPECIFICALLY TO THE THIRD PARTY RELEASE OR (II) AFFIRMATIVELY OPT OUT OF THE THIRD PARTY RELEASE ON A TIMELY SUBMITTED BALLOT OR OPT OUT FORM SHALL, AND SHALL BE DEEMED, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, TO HAVE SPECIFICALLY CONSENTED TO THE RELEASES SET FORTH IN SECTION 8.3 OF THE PLAN SPONSORS' PLAN, AND REPRODUCED BELOW:

Section 8.3 of the Plan Sponsors' Plan - Releases.

Releases by Holders of Claims. AS OF THE EFFECTIVE DATE AND EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THIS PLAN, THE PLAN SUPPLEMENT, OR THE CONFIRMATION ORDER, FOR GOOD AND VALUABLE CONSIDERATION, EACH RELEASING PARTY SHALL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY, AND FOREVER RELEASED AND DISCHARGED THE DEBTORS, THE ESTATES, AND THE RELEASED PARTIES FROM ANY AND ALL CLAIMS, INTERESTS, OBLIGATIONS, RIGHTS, SUITS, DAMAGES, CAUSES OF ACTION, SETOFFS, RECOUPMENTS, REMEDIES, AND LIABILITIES WHATSOEVER, INCLUDING ANY DERIVATIVE CLAIMS ASSERTED OR ASSERTABLE ON BEHALF OF THE DEBTORS, WHETHER KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, EXISTING OR HEREAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, THAT SUCH PERSON WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT IN ITS OWN RIGHT (WHETHER INDIVIDUALLY OR COLLECTIVELY) OR ON BEHALF OF ANY OTHER PERSON, BASED ON OR RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, THE DEBTORS, THE DEBTORS' OPERATIONS, THE DEBTORS' RESTRUCTURING, THE CHAPTER 11 CASES OR THE NEGOTIATION, FORMULATION, OR PREPARATION OF THIS PLAN, THE DISCLOSURE STATEMENT, THE PLAN SUPPLEMENT OR RELATED AGREEMENTS, INSTRUMENTS OR OTHER DOCUMENTS, OR THE DIP FACILITY (COLLECTIVELY, "RELEASED CLAIMS"); FOR THE AVOIDANCE OF DOUBT, NO CLAIMS SHALL BE RELEASED AGAINST THE NON-RELEASED PARTIES.

"RELEASED PARTIES" MEANS (I) THE COMMITTEE, (II) THE PURCHASER, (III) THE ISSUER, (IV) THE PLAN SPONSORS, (V) THE HOLDERS OF THE ORIGINAL BONDS AND (VI) WITH RESPECT TO EACH OF THE FOREGOING ENTITIES IN CLAUSES (I) THROUGH (V), SUCH ENTITY AND ITS CURRENT AND FORMER PREDECESSORS, SUCCESSORS AND ASSIGNS, SUBSIDIARIES, AFFILIATES, MANAGED ACCOUNTS OR FUNDS, AND ALL OF THEIR RESPECTIVE CURRENT AND FORMER OFFICERS, DIRECTORS, PRINCIPALS, SHAREHOLDERS, MEMBERS, PARTNERS, MANAGERS, EMPLOYEES, ATTORNEYS, ADVISORS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, MANAGEMENT COMPANIES, FUND ADVISORS, AND OTHER PROFESSIONALS. FOR THE AVOIDANCE OF DOUBT, THE NON-RELEASED PARTIES ARE NOT AND SHALL NOT BE DEEMED A RELEASED PARTY UNDER THIS PLAN.

Section 8.4 of the Plan Sponsors' Plan - Exculpation.

UPON THE EFFECTIVE DATE, THE PLAN SPONSORS AND THEIR OFFICERS, DIRECTORS, EMPLOYEES, ATTORNEYS, INVESTMENT BANKERS, FINANCIAL ADVISORS, AND OTHER PROFESSIONAL ADVISORS AND AGENTS WILL BE DEEMED TO HAVE SOLICITED ACCEPTANCES OF THIS PLAN IN GOOD FAITH AND IN COMPLIANCE

WITH THE APPLICABLE PROVISIONS OF THE BANKRUPTCY CODE, INCLUDING BANKRUPTCY CODE SECTION 1125(E).

EXCEPT WITH RESPECT TO ANY ACTS OR OMISSIONS EXPRESSLY SET FORTH IN AND PRESERVED BY THIS PLAN, THE PLAN SUPPLEMENT, OR ANY RELATED DOCUMENTS, THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR ANY LIABILITY TO ANY ENTITY FOR ANY PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH, OR RELATED TO FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THIS PLAN OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THIS PLAN, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION OF THIS PLAN, THE ADMINISTRATION AND IMPLEMENTATION OF THIS PLAN, THE DISTRIBUTION OF PROPERTY UNDER THIS PLAN, OR ANY OTHER RELATED AGREEMENT OR ANY OTHER PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH OR IN CONTEMPLATION OF THE RESTRUCTURING OF THE DEBTORS; PROVIDED, THAT THE FOREGOING "EXCULPATION" SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT OR OMISSION THAT IS DETERMINED IN A FINAL ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT (INCLUDING FRAUD); PROVIDED FURTHER, THAT EACH EXCULPATED PARTY SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, THIS PLAN OR ANY OTHER RELATED DOCUMENT, INSTRUMENT, OR AGREEMENT.

Section 8.5 of the Plan Sponsors' Plan - Discharge of Claims.

PURSUANT TO BANKRUPTCY CODE SECTION 1141(D), AND EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE BAR DATE ORDER, IN THIS PLAN, OR IN ANY CONTRACT, INSTRUMENT, OR OTHER AGREEMENT OR DOCUMENT CREATED PURSUANT TO THIS PLAN, THE DISTRIBUTIONS, RIGHTS, AND TREATMENT THAT ARE PROVIDED IN THIS PLAN SHALL BE IN FULL AND FINAL SATISFACTION, SETTLEMENT, RELEASE, AND DISCHARGE, EFFECTIVE AS OF THE EFFECTIVE DATE, OF ALL CLAIMS AND CAUSES OF ACTION OF ANY NATURE WHATSOEVER, INCLUDING ANY INTEREST ACCRUED ON CLAIMS FROM AND AFTER THE PETITION DATE, WHETHER KNOWN OR UNKNOWN, AGAINST, LIABILITIES OF, LIENS ON, OBLIGATIONS OF, AND RIGHTS AGAINST THE DEBTORS OR ANY OF THEIR ASSETS OR PROPERTIES, REGARDLESS OF WHETHER ANY PROPERTY SHALL HAVE BEEN DISTRIBUTED OR RETAINED PURSUANT TO THIS PLAN ON ACCOUNT OF SUCH CLAIMS, INCLUDING DEMANDS, LIABILITIES, AND CAUSES OF ACTION THAT AROSE BEFORE THE EFFECTIVE DATE, ANY CONTINGENT OR NON-CONTINGENT LIABILITY ON ACCOUNT OF REPRESENTATIONS OR WARRANTIES ISSUED ON OR BEFORE THE EFFECTIVE DATE, AND ALL DEBTS OF THE KIND SPECIFIED IN BANKRUPTCY CODE SECTIONS 502(G), 502(H), OR 502(I), IN EACH CASE WHETHER OR NOT: (I) A PROOF OF CLAIM BASED UPON SUCH CLAIM, DEBT, OR RIGHT IS FILED OR DEEMED FILED PURSUANT TO BANKRUPTCY CODE SECTION 501; (II) A CLAIM BASED UPON SUCH CLAIM, DEBT, OR RIGHT IS ALLOWED PURSUANT TO BANKRUPTCY CODE SECTION 502; OR (III) THE HOLDER OF SUCH A CLAIM HAS ACCEPTED THIS PLAN. EXCEPT AS OTHERWISE PROVIDED HEREIN, ANY DEFAULT BY THE DEBTORS WITH RESPECT TO ANY CLAIM THAT EXISTED BEFORE OR ON ACCOUNT OF THE FILING OF THE CHAPTER 11 CASES SHALL BE DEEMED CURED ON THE EFFECTIVE DATE. THE CONFIRMATION ORDER

SHALL BE A JUDICIAL DETERMINATION OF THE DISCHARGE OF ALL CLAIMS SUBJECT TO THE EFFECTIVE DATE OCCURRING, EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THIS PLAN.

Section 8.6 of the Plan Sponsors' Plan - Injunction.

FROM AND AFTER THE EFFECTIVE DATE, ALL ENTITIES ARE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER, ANY SUIT, ACTION, OR OTHER PROCEEDING, ON ACCOUNT OF OR RESPECTING ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED AGAINST ANY RELEASED PARTY PURSUANT TO THIS PLAN OR THE CONFIRMATION ORDER.

FROM AND AFTER THE EFFECTIVE DATE, TO THE EXTENT OF THE RELEASES AND EXCULPATION GRANTED IN THIS PLAN, ALL RELEASING PARTIES SHALL BE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER AGAINST THE RELEASED PARTIES AND THE EXCULPATED PARTIES AND THEIR ASSETS AND PROPERTIES, AS THE CASE MAY BE, ANY SUIT, ACTION, OR OTHER PROCEEDING ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED PURSUANT TO THIS PLAN.

EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THIS PLAN, THE PLAN SUPPLEMENT, OR RELATED DOCUMENTS, OR FOR OBLIGATIONS ISSUED PURSUANT TO THIS PLAN, ALL PERSONS WHO HAVE HELD, HOLD, OR MAY HOLD CLAIMS OR INTERESTS THAT HAVE BEEN RELEASED, DISCHARGED, OR ARE SUBJECT TO EXCULPATION, ARE PERMANENTLY ENJOINED, FROM AND AFTER THE EFFECTIVE DATE, FROM TAKING ANY OF THE FOLLOWING ACTIONS: (I) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (II) ENFORCING, ATTACHING, COLLECTING, OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE, RELIEF OR ORDER AGAINST SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (III) CREATING, PERFECTING, OR ENFORCING ANY ENCUMBRANCE OF ANY KIND AGAINST SUCH PERSONS OR THE PROPERTY OR ESTATE OF SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; AND (IV) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS RELEASED, SETTLED, OR DISCHARGED PURSUANT TO THIS PLAN.

THE RIGHTS AFFORDED IN THIS PLAN AND THE TREATMENT OF ALL CLAIMS AND INTERESTS HEREIN SHALL BE IN EXCHANGE FOR AND IN COMPLETE SATISFACTION OF ALL CLAIMS AND INTERESTS OF ANY NATURE WHATSOEVER, INCLUDING ANY INTEREST ACCRUED ON CLAIMS FROM AND AFTER THE PETITION DATE, AGAINST THE DEBTORS OR ANY OF THE DEBTORS' ASSETS, PROPERTY, OR ESTATES. ON THE EFFECTIVE DATE, ALL SUCH CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED AND DISCHARGED, AND THE INTERESTS SHALL BE CANCELLED (EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THIS PLAN).

EXCEPT AS OTHERWISE EXPRESSLY PROVIDED FOR IN THIS PLAN OR IN

OBLIGATIONS ISSUED PURSUANT TO THIS PLAN FROM AND AFTER THE EFFECTIVE DATE, ALL CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED AND DISCHARGED, AND ALL INTERESTS SHALL BE CANCELLED, AND THE DEBTORS' LIABILITY WITH RESPECT THERETO SHALL BE EXTINGUISHED COMPLETELY, INCLUDING ANY LIABILITY OF THE KIND SPECIFIED UNDER BANKRUPTCY CODE SECTION 502(g).

ALL PERSONS SHALL BE PRECLUDED FROM ASSERTING AGAINST THE DEBTORS, THE DEBTORS' ESTATES, THE LITIGATION TRUST, EACH OF THEIR RESPECTIVE SUCCESSORS AND ASSIGNS, AND EACH OF THEIR ASSETS AND PROPERTIES, ANY OTHER CLAIMS OR INTERESTS BASED UPON ANY DOCUMENTS, INSTRUMENTS, OR ANY ACT OR OMISSION, TRANSACTION, OR OTHER ACTIVITY OF ANY KIND OR NATURE THAT OCCURRED BEFORE THE EFFECTIVE DATE.

YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE PLAN SPONSORS' PLAN, INCLUDING THE RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.

[Remainder of the page intentionally left blank.]

INSTRUCTIONS FOR COMPLETING THE BALLOT

VOTING DEADLINE AND MASTER BALLOT SUBMISSION

To have the votes reflected on this Master Ballot counted, this Master Ballot must be completed, signed, and returned to the Voting Agent so that it is actually received no later than 4:00 p.m. (prevailing Central Time) on January 3, 2023 (the “Voting Deadline”), unless such time is extended by the Plan Sponsors. Master Ballots must be delivered to the Voting Agent at the appropriate address listed below:

If by standard or overnight mail or hand delivery: Northwest Senior Housing Corporation Solicitation c/o Kurtzman Carson Consultants LLC 222 N. Pacific Coast Highway, Suite 300 El Segundo, CA 90245	If by email: EdgemereBallots@kccllc.com with a reference to “Edgemere Plan Sponsor Master Ballot” in the subject line
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Master Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission (other than by e-mail to EdgemereBallots@kccllc.com with a reference to “Edgemere Plan Sponsor Master Ballot” in the subject line).

The Master Ballot should not be sent to the Plan Sponsors, the Debtors, their financial or legal advisors, or the Bankruptcy Court.

HOW TO VOTE:

If you are both the record owner and the Beneficial Owner of any principal amount of the Class 2 Bond Claims and Class 4 General Unsecured Claims and you wish to vote on account thereof, you may complete, sign, and return to the Voting Agent either an individual Beneficial Owner Ballot or a Master Ballot.

If you are transmitting the votes of any Beneficial Owners of Class 2 Bond Claims other than yourself, you may either:

- a. “Pre-validate” the individual Beneficial Owner Ballot contained in the solicitation package and then forward the “Plan Sponsors’ Solicitation Package,” including the Plan Sponsors’ Disclosure Statement, the Plan Sponsors’ Plan and all other exhibits thereto, a Confirmation Hearing Notice, a copy of the Solicitation Procedures Order, without attachments, other than Exhibit [___], and a Beneficial Owner Ballot to Beneficial Owners holding Class 2 Bond Claims for voting within three (3) business days after your receipt of the solicitation materials, along with clear instructions stating that Beneficial Owners must return their pre-validated Beneficial Owner Ballots directly to the Voting Agent so that they are actually received by the Voting Agent on or before the Voting Deadline. The Beneficial Owner should then return the individual Beneficial Owner Ballot directly to the Voting Agent in the return envelope provided in the solicitation materials.

You “pre-validate” a Beneficial Owner Ballot by indicating thereon the name, address, and DTC participant number of the record holder of the Class 2 Bond Claims, the amount of the Class 2 Bond Claims held by the Beneficial Owner as of the Voting Record Date,

the appropriate account numbers through which the Beneficial Owner's holdings are derived, and the applicable CUSIP number, and executing the Beneficial Owner Ballot. The Beneficial Owner should complete and return the pre-validated Beneficial Owner Ballot directly to the Voting Agent;

OR

- b. Within three (3) business days after the receipt of the solicitation materials, forward the solicitation materials to the Beneficial Owner of the Class 2 Bond Claims for voting along with a return envelope provided by and addressed to you, as the Nominee. The Beneficial Owner should return the individual Beneficial Owner Ballot to you. In such case, you will tabulate the votes of the respective Beneficial Owners on this Master Ballot, in accordance with these instructions, and then return the Master Ballot to the Voting Agent. You should advise the Beneficial Owners to return their individual Beneficial Owner Ballots to you by a date calculated by you to allow you to prepare and return the Master Ballot to the Voting Agent so that the Master Ballot is actually received by the Voting Agent by the Voting Deadline.
- c. In addition, you are authorized to collect votes to accept or to reject the Plan Sponsors' Plan from Beneficial Owners in accordance with their customary practices, including the use of a "voting instruction form" in lieu of (or in addition to) a Beneficial Owner Ballot, and collecting votes from Beneficial Owners through online voting, by phone, facsimile, or other electronic means.

WITH RESPECT TO ALL BENEFICIAL OWNER BALLOTS RETURNED TO YOU, YOU MUST PROPERLY COMPLETE THE MASTER BALLOT, AS FOLLOWS:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. Provide the information requested in Item 2 of the Master Ballot, as transmitted to you by the Beneficial Owners of the Class 2 Bond Claims and Class 4 General Unsecured Claims. To identify such Beneficial Owners without disclosing their names, please use the customer account number assigned by you to each such Beneficial Owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each Beneficial Owner and the assigned number). **IMPORTANT: EACH BENEFICIAL OWNER MUST VOTE ALL OF ITS CLASS 2 BOND CLAIMS EITHER TO ACCEPT OR REJECT THE PLAN SPONSORS' PLAN AND MAY NOT SPLIT SUCH VOTE.** Any Beneficial Owner Ballot that is signed, dated, and timely received, but does not indicate acceptance or rejection of the Plan Sponsors' Plan, or indicates both an acceptance and rejection of the Plan Sponsors' Plan, by order of the Bankruptcy Court, will not be counted;
- c. Please note that Item 3 of the Master Ballot requests that you transcribe the information provided by each Beneficial Owner in Item 3 of each completed Beneficial Owner Ballot relating to other Class 2 Bond Claims voted;
- d. Review the certification in Item 4 of the Master Ballot;
- e. Sign and date the Master Ballot, and provide the remaining information requested;

- f. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- g. Contact the Voting Agent if you need any additional information; and
- h. Deliver the completed, executed Master Ballot so as to be received by the Voting Agent before the Voting Deadline. For each completed, executed Beneficial Owner Ballot returned to you by a Beneficial Owner, you must retain such Beneficial Owner Ballot in your files for one year from the Voting Deadline and produce the same upon the written request of the Plan Sponsors, the Debtors, the Reorganized Debtors, or their respective counsel. You must also retain a list of the Beneficial Owners to whom pre-validated Ballots were delivered for inspection for at least one year from the Voting Deadline.
- i. The Master Ballot is *not* a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan. At this time, Beneficial Owners should not surrender certificates representing their securities. Neither the Plan Sponsors, the Debtors nor the Voting Agent will accept delivery of any such certificates surrendered together with the Master Ballot.
- j. No Beneficial Owner Ballot or Master Ballot shall constitute or be deemed a proof of Claim or an assertion of a Claim.
- k. No fees, commissions, or other remuneration will be payable to any Nominee for soliciting votes on the Plan Sponsors' Plan. Upon written request, however, the Plan Sponsors will reimburse you for reasonable, actual, and necessary out-of-pocket expenses incurred by you in forwarding the Beneficial Owner Ballots and other enclosed materials to the Beneficial Owners of Class 2 Bond Claims held by you as a Nominee or in a fiduciary capacity and in tabulating the Beneficial Owner Ballots.
- l. In the event that (i) the Plan Sponsors revoke or withdraw the Plan Sponsors' Plan or (ii) the Confirmation Order is not entered or consummation of the Plan Sponsors' Plan does not occur, this Master Ballot shall automatically be null and void and deemed withdrawn without any requirement of affirmative action by or notice to you.
- m. The following Ballots will not be counted in determining the acceptance or rejection of the Plan Sponsors' Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the Beneficial Holder, (ii) any Ballot that does not hold a Claim in a Class entitled to vote on the Plan Sponsors' Plan, (iii) any unsigned Ballot, (iv) any Ballot that does not contain an original signature; and (v) any Ballot transmitted to the Voting Agent by facsimile, or electronic transmission, or other electronic means (other than Master Ballots which are entitled to vote via electronic mail). An otherwise properly completed, executed, and timely returned Ballot failing to indicate either acceptance or rejection of the Plan Sponsors' Plan or indicating both acceptance and rejection of the Plan Sponsors' Plan will not be counted.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE PLAN SPONSORS, THE DEBTORS, OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY

DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF THE PLAN SPONSORS, THE DEBTORS, OR THE VOTING AGENT WITH RESPECT TO THE PLAN SPONSORS' PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.

[Remainder of the page intentionally left blank.]

PLEASE COMPLETE THE FOLLOWING:

Item 1. Certification of Authority to Vote. The undersigned certifies that as of November 28, 2022 (the “Record Date”), the undersigned (please check appropriate box):

- Is a broker, bank, or other agent or nominee for the Beneficial Owners of the aggregate principal amount of the Class 2 Bond Claims listed in Item 2 below, and is the record holder of such securities; or
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other agent or nominee, or a Beneficial Owner that is the record holder of the aggregate principal amount of Class 2 Bond Claims listed in Item 2 below; or
- Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other agent or nominee, or a Beneficial Owner, that is the record holder of the aggregate principal amount of Class 2 Bond Claims listed in Item 2 below;

and accordingly, has full power and authority to vote to accept or reject the Plan Sponsors’ Plan on behalf of the Class 2 Bond Claims held by the Beneficial Owners of the Class 2 Bond Claims described in Item 2.

Item 2. Vote. The undersigned transmits the following votes of Beneficial Owners in respect of the Class 2 Bond Claims and certifies that the following Class 2 Bond Claims, as identified by their respective customer account numbers set forth below, are the Beneficial Owners of such securities as of the Record Date, and have delivered to the undersigned, as Nominee, Beneficial Owner Ballots casting such votes. Indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note each Beneficial Owner must vote all of its Class 2 Bond Claims to accept or to reject the Plan Sponsors’ Plan and may not split such vote or vote to both accept and reject the Plan Sponsors’ Plan.

ONLY ONE MASTER BALLOT SHOULD BE USED PER CUSIP. PLEASE CHECK THE APPLICABLE BOX BELOW TO INDICATE WHICH CUSIP IS VOTED WITH THIS MASTER BALLOT:

Class 2 Bond Claims			
<input type="checkbox"/>	87638REJ2	<input type="checkbox"/>	87638RET0
<input type="checkbox"/>	87638REK9	<input type="checkbox"/>	87638REU7
<input type="checkbox"/>	87638REL7	<input type="checkbox"/>	87638REV5
<input type="checkbox"/>	87638REM5	<input type="checkbox"/>	87638REW3
<input type="checkbox"/>	87638REN3	<input type="checkbox"/>	87638RHV2
<input type="checkbox"/>	87638RES2		

Your Customer Account Number for Each Beneficial Owner of Class 2 Bond Claims Voted	Principal Amount of Class 2 Bond Claims Held by Beneficial Owner as of Voting Record Date	Item 2			Item 4 Releases - Please check the box below if the Beneficial Owner checked the box in Item 4.
		Indicate the vote cast on the Beneficial Owner Ballot by checking the appropriate box below.	Accept the Plan Sponsor' Plan	or	
1	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
2	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
3	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
4	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
5	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
TOTALS	\$				

To vote on the Plan Sponsors' Plan, the Beneficial Owner must have checked a box in Item 2 to ACCEPT or REJECT the Plan Sponsors' Plan on its individual Beneficial Owner Ballot. If the Beneficial Owner did not check a box in Item 2 on its individual Beneficial Owner Ballot, by order of the Bankruptcy Court its vote will not be counted.

Item 3. Certification as to Transcription of Information from Item 3 as to Class 2 Bond Claims and Class 4 General Unsecured Claims Voted Through Other Beneficial Owner Ballots. The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Owners in Item 3 of each Beneficial Owner's original Beneficial Owner Ballot, identifying any Class 2 Bond Claims and Class 4 General Unsecured Claims for which such Beneficial Owners have submitted other Beneficial Owner Ballots to other than the undersigned (use additional sheets of paper if necessary):

Your Customer Account Number for Each Beneficial Owner of Class 2 Bonds Claims and Class 4 General Unsecured Claims Who Completed Item 3 of the Beneficial Owner Ballots	TRANSCRIBE FROM ITEM 3 OF THE BENEFICIAL OWNER BALLOTS:			
	Name of Record Holder or Other Nominee (if applicable)	Account Number with other Nominee (if applicable)	Principal Amount of Other Class 2 Bond Claims and Class 4 General Unsecured Claims Voted	CUSIP of Other Class 2 Bond Claims Voted
1.				

2.				
3.				

Item 4. Certification. By signing this Master Ballot, the undersigned certifies that:

- a. each Beneficial Owner of Class 2 Bond Claims and Class 4 General Unsecured Claims listed in Item 2 above has been provided with a Plan Sponsors’ Solicitation Package with a Beneficial Owner Ballot (or other customary communication used to solicit or collect votes in lieu of a Beneficial Owner Ballot) to Beneficial Owner holding Class 2 Bond Claims through the undersigned with a return envelope;
- b. the undersigned is the record holder of the securities being voted or agent thereof;
- c. the undersigned has been authorized by each such Beneficial Owner to vote on the Plan Sponsors’ Plan and to make applicable elections;
- d. the undersigned has properly disclosed: (i) the number of Beneficial Owners voting Class 2 Bond Claims and Class 4 General Unsecured Claims through the undersigned; (ii) the respective amounts of Class 2 Bond Claims and Class 4 General Unsecured Claims owned by each such Beneficial Owner; (iii) each such Beneficial Owner’s respective vote concerning the Plan Sponsors’ Plan; and (iv) the customer account or other identification number for each such Beneficial Owners;
- e. the undersigned will maintain Beneficial Owner Ballots and evidence of separate transactions returned by Beneficial Owners (whether properly completed or defective) for at least one (1) year after the Voting Deadline, and disclose all such information to the Bankruptcy Court, the Plan Sponsors or the Debtors, as the case may be, if so ordered; and
- f. The undersigned further acknowledges that the Plan Sponsors’ solicitation of votes is subject to all terms and conditions set forth in the Plan Sponsors’ Disclosure Statement, the Solicitation Procedures Order, and the procedures for the solicitation of votes to accept or reject the Plan Sponsors’ Plan contained therein.

Print or Type Name of Nominee: _____

DTC Participant Number: _____

Name of Proxy Holder or Agent (if applicable): _____

Signature: _____

Name of Signatory (if different than Nominee): _____

Title: _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

E-mail Address: _____

Date Completed: _____

HAYNES AND BOONE, LLP

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Counsel to the Plan Sponsors

**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)
Re: Docket No. 752

**BALLOT AND RELEASE OPT OUT FORM
FOR ACCEPTING OR REJECTING PLAN SPONSORS' CHAPTER 11 PLAN**

General Unsecured Claims (Class 4)

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS
CAREFULLY BEFORE COMPLETING THIS BALLOT**

VOTING DEADLINE

THE VOTING DEADLINE IS JANUARY 3, 2023 AT 4:00 P.M. (PREVAILING CENTRAL TIME). IF THE VOTING AGENT DOES NOT TIMELY RECEIVE YOUR BALLOT, IT WILL NOT BE COUNTED. DO NOT FAX OR EMAIL THIS BALLOT; BALLOTS SENT BY FAX OR EMAIL WILL NOT BE COUNTED.

¹ The Debtors in the Chapter 11 Cases (the “**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.

UMB Bank, N.A., in its capacity as (i) successor bond trustee and master trustee for the Original Bonds (collectively, the “**Trustee**”) and (ii) lender under the DIP Credit Agreement (the “**DIP Lender**,” and collectively with the Trustee, the “**Plan Sponsors**”) are soliciting votes on the *Plan of Reorganization of the Trustee and DIP Lender Dated November 2, 2022* (as may be amended, supplemented, or otherwise modified from time to time, the “**Plan Sponsors’ Plan**”) [Docket No. 752].² This ballot is for holders of Class 4 General Unsecured Claims. The accompanying *Disclosure Statement for the Plan of Reorganization of the Trustee and DIP Lender Dated November 2, 2022* (as amended, modified, and supplemented, the “**Plan Sponsors’ Disclosure Statement**”) [Docket No. 753] describes the Plan Sponsors’ Plan and contains information to assist you in deciding how to vote. The Plan Sponsors’ Disclosure Statement also contains a copy of the Plan as Exhibit 1. The Bankruptcy Court approved the solicitation of votes on the Plan Sponsors’ Plan pursuant to the *Order (I) Establishing Voting Record Date and Other Deadlines; (II) Authorizing Kurtzman Carson Consultants LLC to Act as the Singular Voting Agent with Respect to the Competing Plans; (III) Approving Solicitation and Notice Procedures with Respect to Competing Plans; (IV) Approving Manner and Form of Ballots, Notices and Related Documents; and (V) Granting Related Relief* (the “**Solicitation Procedures Order**”) [Docket No. ____]. The Plan Sponsors are soliciting votes in accordance with the Plan Sponsors’ Solicitation, Voting, and Balloting Procedures (Exhibit [____] to the Solicitation Procedures Order.)

Please review the Plan Sponsors’ Disclosure Statement, the Plan Sponsors’ Plan, the Solicitation Procedures Order, the Plan Sponsors’ Solicitation, Voting, and Balloting Procedures, and this Ballot carefully before you vote. You may wish to seek legal advice concerning the Plan Sponsors’ Plan and your Claim’s classification and treatment in it.

Questions. If you have any questions regarding this ballot or the voting procedures, or if you do not have a copy of the Plan Sponsors’ Disclosure Statement or the Plan Sponsors’ Plan, please contact Kurtzman Carson Consultants LLC (“**KCC**” or the “**Voting Agent**”) (a) by calling (866) 967-0269 (toll-free) or +1 (310) 751-2669 (international); (b) writing to Northwest Senior Housing Corporation Solicitation, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; or (c) emailing EdgemereInfo@kccllc.com with a reference to “Edgemere” in the subject line. The materials may also be obtained free-of-charge from <https://www.kccllc.net/edgemere>.

THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

This General Unsecured Claims Ballot is to be used for voting of Claims held by holders of Class 4 General Unsecured Claims.

If your Ballot is not received by the Voting Agent on or before January 3, 2023 at 4:00 p.m. (prevailing Central Time) (the “Voting Deadline”), your vote will not count as either an acceptance or rejection of the Plan Sponsors’ Plan.

PLEASE SUBMIT YOUR BALLOT BY ONE OF THE FOLLOWING TWO METHODS:

1. Paper Ballot; or
2. E-Ballot Portal.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan Sponsors’ Plan.

To Submit Your Vote Via Paper Ballot. Complete, sign, and date this Ballot and return it (with an original signature) promptly via first class mail (or in the enclosed reply envelope provided), overnight courier, or hand delivery to:

Northwest Senior Housing Corporation Solicitation,
c/o Kurtzman Carson Consultants LLC,
222 N. Pacific Coast Highway, Suite 300,
El Segundo, CA 90245

To Submit Your Vote Via E-Ballot Portal. You may return your Ballot by electronic, online transmission *solely* by clicking on the “Submit E-Ballot” section on the Debtors’ bankruptcy case website, located at <http://www.kccllc.net/edgemere> (the “**E-Ballot Portal**”), and following the directions set forth on the website regarding submitting your E-Ballot as described more fully below.

- a. Visit the Debtors’ E-Ballot Portal.
- b. Use the following information to retrieve and submit your customized electronic ballot: Unique E-Ballot ID#: _____; PIN# _____
- c. Follow the directions provided on the case website for submitting your Ballot electronically.
- d. If you submit your Ballot through the E-Ballot Portal, do not return a hard copy of your Ballot.

Please choose only *one* method of returning your Ballot. If multiple Ballots are received from the same holder, with respect to the same Claim, prior to the Voting Deadline, the latest, timely received, and properly completed Ballot will supersede and revoke any earlier received Ballots. If you wish to change your vote on the Plan prior to the Voting Deadline, please contact the Voting Agent. If you elect to submit an E-Ballot, the E-Ballot Portal is the sole manner in which such E-Ballot will be accepted. Ballots submitted by facsimile, email, or any other means of electronic transmission will *not* be counted.

The General Unsecured Claims Ballot should not be sent to the Plan Sponsors, the Debtors, their financial or legal advisors, or the Bankruptcy Court.

This General Unsecured Claims Ballot is solely for purposes of voting to accept or reject the Plan Sponsors’ Plan and not for the purpose of allowance or disallowance of or distribution on account of Class 4 General Unsecured Claims.

IMPORTANT NOTICE REGARDING TREATMENT FOR CLASS 4

As described in more detail in the Plan Sponsors’ Disclosure Statement, if the Plan Sponsors’ Plan is confirmed and the Effective Date occurs:

Upon the terms and subject to the conditions set forth in the Plan Sponsors’ Plan, on the Effective Date, in full and final satisfaction and discharge of and in exchange for each Allowed General Unsecured Claim, Allowed General Unsecured Claims shall be payable from a Pro Rata share of the Litigation Trust Proceeds.

PLEASE READ THE PLAN SPONSORS' DISCLOSURE STATEMENT AND PLAN SPONSORS' PLAN FOR MORE DETAILS.

[Remainder of the page intentionally left blank.]

**NOTICE REGARDING CERTAIN RELEASE, EXCULPATION, AND
INJUNCTION PROVISIONS IN PLAN SPONSORS' PLAN**

EACH PERSON THAT DOES NOT (I) OBJECT SPECIFICALLY TO THE THIRD PARTY RELEASE OR (II) AFFIRMATIVELY OPT OUT OF THE THIRD PARTY RELEASE ON A TIMELY SUBMITTED BALLOT OR OPT OUT FORM SHALL, AND SHALL BE DEEMED, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, TO HAVE SPECIFICALLY CONSENTED TO THE RELEASES SET FORTH IN SECTION 8.3 OF THE PLAN SPONSORS' PLAN, AND REPRODUCED BELOW:

Section 8.3 of the Plan Sponsors' Plan - Releases.

1. Releases by Holders of Claims. AS OF THE EFFECTIVE DATE AND EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THIS PLAN, THE PLAN SUPPLEMENT, OR THE CONFIRMATION ORDER, FOR GOOD AND VALUABLE CONSIDERATION, EACH RELEASING PARTY SHALL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY, AND FOREVER RELEASED AND DISCHARGED THE DEBTORS, THE ESTATES, AND THE RELEASED PARTIES FROM ANY AND ALL CLAIMS, INTERESTS, OBLIGATIONS, RIGHTS, SUITS, DAMAGES, CAUSES OF ACTION, SETOFFS, RECOUPMENTS, REMEDIES, AND LIABILITIES WHATSOEVER, INCLUDING ANY DERIVATIVE CLAIMS ASSERTED OR ASSERTABLE ON BEHALF OF THE DEBTORS, WHETHER KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, EXISTING OR HEREAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, THAT SUCH PERSON WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT IN ITS OWN RIGHT (WHETHER INDIVIDUALLY OR COLLECTIVELY) OR ON BEHALF OF ANY OTHER PERSON, BASED ON OR RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, THE DEBTORS, THE DEBTORS' OPERATIONS, THE DEBTORS' RESTRUCTURING, THE CHAPTER 11 CASES OR THE NEGOTIATION, FORMULATION, OR PREPARATION OF THIS PLAN, THE DISCLOSURE STATEMENT, THE PLAN SUPPLEMENT OR RELATED AGREEMENTS, INSTRUMENTS OR OTHER DOCUMENTS, OR THE DIP FACILITY (COLLECTIVELY, "RELEASED CLAIMS"); FOR THE AVOIDANCE OF DOUBT, NO CLAIMS SHALL BE RELEASED AGAINST THE NON-RELEASED PARTIES.

"RELEASED PARTIES" MEANS (I) THE COMMITTEE, (II) THE PURCHASER, (III) THE ISSUER, (IV) THE PLAN SPONSORS, (V) THE HOLDERS OF THE ORIGINAL BONDS AND (VI) WITH RESPECT TO EACH OF THE FOREGOING ENTITIES IN CLAUSES (I) THROUGH (V), SUCH ENTITY AND ITS CURRENT AND FORMER PREDECESSORS, SUCCESSORS AND ASSIGNS, SUBSIDIARIES, AFFILIATES, MANAGED ACCOUNTS OR FUNDS, AND ALL OF THEIR RESPECTIVE CURRENT AND FORMER OFFICERS, DIRECTORS, PRINCIPALS, SHAREHOLDERS, MEMBERS, PARTNERS, MANAGERS, EMPLOYEES, ATTORNEYS, ADVISORS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, MANAGEMENT COMPANIES, FUND ADVISORS, AND OTHER PROFESSIONALS. FOR THE AVOIDANCE OF DOUBT, THE NON-RELEASED PARTIES ARE NOT AND SHALL NOT BE DEEMED A RELEASED PARTY UNDER THIS PLAN.

Section 8.4 of the Plan Sponsors' Plan - Exculpation.

UPON THE EFFECTIVE DATE, THE PLAN SPONSORS AND THEIR OFFICERS, DIRECTORS, EMPLOYEES, ATTORNEYS, INVESTMENT BANKERS, FINANCIAL ADVISORS, AND OTHER PROFESSIONAL ADVISORS AND AGENTS WILL BE DEEMED TO

HAVE SOLICITED ACCEPTANCES OF THIS PLAN IN GOOD FAITH AND IN COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE BANKRUPTCY CODE, INCLUDING BANKRUPTCY CODE SECTION 1125(E).

EXCEPT WITH RESPECT TO ANY ACTS OR OMISSIONS EXPRESSLY SET FORTH IN AND PRESERVED BY THIS PLAN, THE PLAN SUPPLEMENT, OR ANY RELATED DOCUMENTS, THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR ANY LIABILITY TO ANY ENTITY FOR ANY PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH, OR RELATED TO FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THIS PLAN OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THIS PLAN, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION OF THIS PLAN, THE ADMINISTRATION AND IMPLEMENTATION OF THIS PLAN, THE DISTRIBUTION OF PROPERTY UNDER THIS PLAN, OR ANY OTHER RELATED AGREEMENT OR ANY OTHER PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH OR IN CONTEMPLATION OF THE RESTRUCTURING OF THE DEBTORS; PROVIDED, THAT THE FOREGOING "EXCULPATION" SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT OR OMISSION THAT IS DETERMINED IN A FINAL ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT (INCLUDING FRAUD); PROVIDED FURTHER, THAT EACH EXCULPATED PARTY SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, THIS PLAN OR ANY OTHER RELATED DOCUMENT, INSTRUMENT, OR AGREEMENT.

Section 8.5 of the Plan Sponsors' Plan - Discharge of Claims.

PURSUANT TO BANKRUPTCY CODE SECTION 1141(D), AND EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE BAR DATE ORDER, IN THIS PLAN, OR IN ANY CONTRACT, INSTRUMENT, OR OTHER AGREEMENT OR DOCUMENT CREATED PURSUANT TO THIS PLAN, THE DISTRIBUTIONS, RIGHTS, AND TREATMENT THAT ARE PROVIDED IN THIS PLAN SHALL BE IN FULL AND FINAL SATISFACTION, SETTLEMENT, RELEASE, AND DISCHARGE, EFFECTIVE AS OF THE EFFECTIVE DATE, OF ALL CLAIMS AND CAUSES OF ACTION OF ANY NATURE WHATSOEVER, INCLUDING ANY INTEREST ACCRUED ON CLAIMS FROM AND AFTER THE PETITION DATE, WHETHER KNOWN OR UNKNOWN, AGAINST, LIABILITIES OF, LIENS ON, OBLIGATIONS OF, AND RIGHTS AGAINST THE DEBTORS OR ANY OF THEIR ASSETS OR PROPERTIES, REGARDLESS OF WHETHER ANY PROPERTY SHALL HAVE BEEN DISTRIBUTED OR RETAINED PURSUANT TO THIS PLAN ON ACCOUNT OF SUCH CLAIMS, INCLUDING DEMANDS, LIABILITIES, AND CAUSES OF ACTION THAT AROSE BEFORE THE EFFECTIVE DATE, ANY CONTINGENT OR NON-CONTINGENT LIABILITY ON ACCOUNT OF REPRESENTATIONS OR WARRANTIES ISSUED ON OR BEFORE THE EFFECTIVE DATE, AND ALL DEBTS OF THE KIND SPECIFIED IN BANKRUPTCY CODE SECTIONS 502(G), 502(H), OR 502(I), IN EACH CASE WHETHER OR NOT: (I) A PROOF OF CLAIM BASED UPON SUCH CLAIM, DEBT, OR RIGHT IS FILED OR DEEMED FILED PURSUANT TO BANKRUPTCY CODE SECTION 501; (II) A CLAIM BASED UPON SUCH CLAIM, DEBT, OR RIGHT IS ALLOWED PURSUANT TO BANKRUPTCY CODE SECTION 502; OR (III) THE HOLDER OF SUCH A CLAIM HAS ACCEPTED THIS PLAN. EXCEPT AS OTHERWISE PROVIDED HEREIN, ANY DEFAULT BY THE DEBTORS WITH RESPECT TO ANY CLAIM THAT EXISTED BEFORE OR ON ACCOUNT OF THE FILING OF THE CHAPTER 11 CASES

SHALL BE DEEMED CURED ON THE EFFECTIVE DATE. THE CONFIRMATION ORDER SHALL BE A JUDICIAL DETERMINATION OF THE DISCHARGE OF ALL CLAIMS SUBJECT TO THE EFFECTIVE DATE OCCURRING, EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THIS PLAN.

Section 8.6 of the Plan Sponsors' Plan - Injunction.

FROM AND AFTER THE EFFECTIVE DATE, ALL ENTITIES ARE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER, ANY SUIT, ACTION, OR OTHER PROCEEDING, ON ACCOUNT OF OR RESPECTING ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED AGAINST ANY RELEASED PARTY PURSUANT TO THIS PLAN OR THE CONFIRMATION ORDER.

FROM AND AFTER THE EFFECTIVE DATE, TO THE EXTENT OF THE RELEASES AND EXCULPATION GRANTED IN THIS PLAN, ALL RELEASING PARTIES SHALL BE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER AGAINST THE RELEASED PARTIES AND THE EXCULPATED PARTIES AND THEIR ASSETS AND PROPERTIES, AS THE CASE MAY BE, ANY SUIT, ACTION, OR OTHER PROCEEDING ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED PURSUANT TO THIS PLAN.

EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THIS PLAN, THE PLAN SUPPLEMENT, OR RELATED DOCUMENTS, OR FOR OBLIGATIONS ISSUED PURSUANT TO THIS PLAN, ALL PERSONS WHO HAVE HELD, HOLD, OR MAY HOLD CLAIMS OR INTERESTS THAT HAVE BEEN RELEASED, DISCHARGED, OR ARE SUBJECT TO EXCULPATION, ARE PERMANENTLY ENJOINED, FROM AND AFTER THE EFFECTIVE DATE, FROM TAKING ANY OF THE FOLLOWING ACTIONS: (I) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (II) ENFORCING, ATTACHING, COLLECTING, OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE, RELIEF OR ORDER AGAINST SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (III) CREATING, PERFECTING, OR ENFORCING ANY ENCUMBRANCE OF ANY KIND AGAINST SUCH PERSONS OR THE PROPERTY OR ESTATE OF SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; AND (IV) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS RELEASED, SETTLED, OR DISCHARGED PURSUANT TO THIS PLAN.

THE RIGHTS AFFORDED IN THIS PLAN AND THE TREATMENT OF ALL CLAIMS AND INTERESTS HEREIN SHALL BE IN EXCHANGE FOR AND IN COMPLETE SATISFACTION OF ALL CLAIMS AND INTERESTS OF ANY NATURE WHATSOEVER, INCLUDING ANY INTEREST ACCRUED ON CLAIMS FROM AND AFTER THE PETITION DATE, AGAINST THE DEBTORS OR ANY OF THE DEBTORS' ASSETS, PROPERTY, OR ESTATES. ON THE EFFECTIVE DATE, ALL SUCH CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED AND DISCHARGED, AND THE INTERESTS SHALL BE CANCELLED (EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THIS PLAN).

EXCEPT AS OTHERWISE EXPRESSLY PROVIDED FOR IN THIS PLAN OR IN OBLIGATIONS ISSUED PURSUANT TO THIS PLAN FROM AND AFTER THE EFFECTIVE DATE, ALL CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED AND DISCHARGED, AND ALL INTERESTS SHALL BE CANCELLED, AND THE DEBTORS' LIABILITY WITH RESPECT THERETO SHALL BE EXTINGUISHED COMPLETELY, INCLUDING ANY LIABILITY OF THE KIND SPECIFIED UNDER BANKRUPTCY CODE SECTION 502(g).

ALL PERSONS SHALL BE PRECLUDED FROM ASSERTING AGAINST THE DEBTORS, THE DEBTORS' ESTATES, THE LITIGATION TRUST, EACH OF THEIR RESPECTIVE SUCCESSORS AND ASSIGNS, AND EACH OF THEIR ASSETS AND PROPERTIES, ANY OTHER CLAIMS OR INTERESTS BASED UPON ANY DOCUMENTS, INSTRUMENTS, OR ANY ACT OR OMISSION, TRANSACTION, OR OTHER ACTIVITY OF ANY KIND OR NATURE THAT OCCURRED BEFORE THE EFFECTIVE DATE.

YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE PLAN SPONSORS' PLAN, INCLUDING THE RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.

[Remainder of the page intentionally left blank.]

HOW TO VOTE

1. Complete Item 1, Item 2, Item 3, and Item 4.
2. Review the certifications contained in Item 4.
3. **Sign and date the Ballot.**
4. Return the original Ballot in the enclosed pre-addressed envelope so it is received by the Voting Deadline.

Item 1. Amount of Class 4 General Unsecured Claim Voted. The creditor who executes this Ballot or on whose behalf this Ballot is executed holds a Class 4 General Unsecured Claim against the Debtors in the following aggregate amount:³

\$

Item 2. Vote on Plan Sponsors' Plan (check only one box).

- ACCEPT (vote FOR) the Plan Sponsors' Plan.
- REJECT (vote AGAINST) the Plan Sponsors' Plan.

Any Ballot that is executed by the holder of a Claim but is not marked to accept or reject the Sponsors' Plan or is marked both to accept and reject the Plan Sponsors' Plan will not be counted.

Item 3. Optional Opt Out Release Election. Check the box below if you elect not to grant the releases contained in Section 8.3 of the Plan Sponsors' Plan. Election to withhold consent is at your option. If you abstain from submitting a Ballot and you do not check the box below, you will be deemed to consent to the releases contained in Section 8.3 of the Plan Sponsors' Plan to the fullest extent permitted by applicable law. The undersigned elects to:

- OPT OUT** of the releases contained in Section 8.3 of the Plan Sponsors' Plan.

Item 4. By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

- a. that either: (i) the undersigned is the holder of the Claims being voted, or (ii) the undersigned is an authorized signatory for a holder of the Claims being voted;
- b. that the undersigned has received a copy of the Plan Sponsors' Disclosure Statement and the Plan Sponsors' Plan; and
- c. that no other Ballots with respect to the amount of the Claim identified in Item 1 have been cast or with respect to the Plan Sponsors' Plan, if any other Ballots have been cast with respect to such Claim, then any such earlier received Ballots are hereby revoked.

³ For voting purposes only, subject to tabulation rules.

Name of Creditor: _____

Signature: _____

Name of Signatory (If other than Creditor): _____

Title (if corporation, partnership, or LLC): _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Date Completed: _____

PLEASE COMPLETE, SIGN, AND DATE THE BALLOT AND RETURN IT PROMPTLY IN THE RETURN ENVELOPE PROVIDED OR AS FOLLOWS SO THAT IT IS RECEIVED NO LATER THAN JANUARY 3, 2023 AT 4:00 P.M. (PREVAILING CENTRAL TIME), THE VOTING DEADLINE

If by First Class Mail, Hand Delivery, or Overnight Mail:

Northwest Senior Housing Corporation Solicitation
c/o Kurtzman Carson Consultants LLC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

If by E-Ballot Portal:

Please follow the instructions on the Debtors' bankruptcy case website at <http://www.kccllc.net/edgemere>. The E-Ballot Portal is the sole manner in which Ballots will be accepted via electronic, online transmission. Ballots will not be accepted by facsimile, email, or electronic means other than the E-Ballot Portal.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic ballot:

Unique E-Ballot ID#: _____

PIN#: _____

Exhibit 3
(Disclosure Statement Hearing Notice)

Trinitee G. Green (SBN 24081320)
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Dallas, Texas 75201
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Counsel to Debtors and Debtors in Possession

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Daniel S. Bleck (Admitted *Pro Hac Vice*)
Eric Blythe (Admitted *Pro Hac Vice*)
Kaitlin R. Walsh (Admitted *Pro Hac Vice*)
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dsbleck@mintz.com
erblythe@mintz.com
krwalsh@mintz.com

Counsel to Plan Sponsors

**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)

**NOTICE OF HEARING TO CONSIDER APPROVAL OF
(I) DISCLOSURE STATEMENT IN SUPPORT OF JOINT PLAN
OF REORGANIZATION PROPOSED BY THE COMMITTEE AND THE
DEBTORS AND RELATED SOLICITATION MATERIALS AND NOTICES,
(II) DISCLOSURE STATEMENT IN SUPPORT OF PLAN OF REORGANIZATION
PROPOSED BY TRUSTEE AND DIP LENDER AND RELATED SOLICITATION
MATERIALS AND NOTICES, AND (III) BIDDING PROCEDURES, STALKING**

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.

**HORSE ASSET PURCHASE AGREEMENT AND RELATED NOTICES IN
CONNECTION WITH THE PLAN PROPOSED BY TRUSTEE AND DIP LENDER**

PLEASE TAKE NOTICE THAT Northwest Senior Housing Corporation and its affiliated debtor (collectively, the “**Debtors**”) and the official committee of unsecured creditors (the “**Committee**”) in the above-captioned chapter 11 cases have filed: (i) the *Joint Plan of Reorganization Proposed by the Committee and the Debtors*, dated November 2, 2022 [Docket No. 750] (together with all the schedules and exhibits thereto, and each as amended, modified or supplemented from time to time, the “**Committee and Debtor Plan**”)² and (ii) the *Disclosure Statement in Support of the Joint Plan of Reorganization Proposed by the Committee and the Debtors* [Docket No. 751] (together with all the schedules and exhibits thereto, and each as may be amended, modified, or supplemented from time to time, the “**Committee and Debtor Disclosure Statement**”).

PLEASE TAKE FURTHER NOTICE THAT UMB Bank, N.A., in its capacity as successor bond trustee and master trustee for the Original Bonds (together, the “**Trustee**”) and in its capacity as a lender under the DIP Credit Agreement (the “**DIP Lender**,” and together with the Trustee, the “**Plan Sponsors**”) have filed (i) the *Plan of Reorganization of the Trustee and the DIP Lender Dated November 2, 2022* [Docket No. 752] (together with all the schedules and exhibits thereto, and each as amended, modified or supplemented from time to time, the “**Plan Sponsors’ Plan**”); (ii) the *Disclosure Statement for the Plan of Reorganization of the Trustee and DIP Lender Dated November 2, 2022* [Docket No. 753] (together with all the schedules and exhibits thereto, and each as may be amended, modified, or supplemented from time to time, the “**Plan Sponsors’ Disclosure Statement**”); (iii) the *Motion of the Trustee and DIP Lender for Entry of an Order Approving Disclosure Statement and Granting Related Relief*, dated November 2, 2022 [Docket No. 754] (the “**Plan Sponsors’ Disclosure Statement Motion**”) and (iv) the *Motion of Trustee and DIP Lender for Entry of an Order (I) Authorizing and Approving the Bidding Procedures; (II) Authorizing and Approving the Stalking Horse Asset Purchase Agreement; (III) Approving Procedures Related to the Assumption of Certain Executory Contracts and Unexpired Leases; (IV) Scheduling Combined Confirmation and Sale Hearing; and (V) Granting Related Relief*, dated November 2, 2022 [Docket No. 755] (the “**Bidding Procedures Motion**”).

Each of the Debtors and the Committee on the one hand and the Plan Sponsors on the other have proposed their own plan of reorganization. As explained in the respective disclosure statements, Section 8 of each plan contains releases and related injunction and exculpation provisions, which will become effective if the applicable Plan is confirmed. You should carefully review each plan and the applicable releases, exculpation, injunction, and related provisions. If you do not agree to such provisions, you MUST take action to opt-out by filling out and timely submitting an “OPT-OUT FORM” for each plan that will be provided to all parties prior to the hearing to consider approval and confirmation of the Committee and Debtor Plan and the Plan Sponsors’ Plan which hearing is scheduled to be conducted on January 10, 2023 at 9:30 a.m. (prevailing Central Time).

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the respective Disclosure Statement or the Plan, as applicable, or as the context otherwise requires.

PLEASE TAKE FURTHER NOTICE THAT:

1. A hearing (the “**Disclosure Statement Hearing**”) will be held before Judge Michelle V. Larson **November 30, 2022, at 1:30 p.m. (prevailing Central Time)**, to consider entry of an order, determining, among other things, that the Committee and Debtor Disclosure Statement and the Plan Sponsors’ Disclosure Statement each contain “adequate information” within the meaning ascribed to such term in Bankruptcy Code section 1125 and approving the Committee and Debtor Disclosure Statement and Plan Sponsors’ Disclosure Statement. Please be advised that the Disclosure Statement Hearing may be adjourned or continued from time to time by the Bankruptcy Court, the Debtors and the Committee or the Plan Sponsors without further notice other than as indicated in any notice or agenda of matters scheduled that is filed with the Bankruptcy Court or by being announced in open court. If the Disclosure Statement Hearing is continued with respect to either the Committee and Debtor Disclosure Statement or the Plan Sponsors’ Disclosure Statement, the applicable plan proponent will cause to be posted the new date and time of the Disclosure Statement Hearing at <https://kccllc.net/edgemere>. Each disclosure statement and plan may be modified, if necessary, in accordance with the Bankruptcy Code, the Bankruptcy Rules, and other applicable law, before, during, or as a result of the Disclosure Statement Hearing, without further notice to creditors or other parties in interest.

2. The Plan Sponsors’ Plan contemplates the sale of the Debtors’ assets subject to a marketing and sale process. Accordingly, at the Disclosure Statement Hearing, the Plan Sponsors will present their Bidding Procedures Motion, pursuant to which the Plan Sponsors will request Court approval for the sale process described therein.

3. You may participate in this hearing in-person or via Webex. (by video or telephone via the Court’s WebEx platform). **For WebEx Video Participation/Attendance:** Link: <https://us-courts.webex.com/meet/larson>. **For WebEx Telephonic Only Participation/Attendance:** Dial-In: 1.650.479.3207, Access code: 160 135 6015. A copy of the WebEx Hearing Instructions are attached hereto as Exhibit A.

4. Any party in interest wishing to obtain a copy of the (i) Committee and Debtor Disclosure Statement and Committee and Debtor Plan; (ii) Plan Sponsors’ Disclosure Statement and Plan Sponsors’ Plan; (iii) the Plan Sponsors’ Disclosure Statement Motion and/or (iv) the Plan Sponsors’ Bidding Procedures Motion (collectively, the “**Documents**”) should contact Kurtzman Carson Consultants LLC, (“**KCC**” or the “**Voting Agent**”), by (a) calling (866) 967-0269 (toll free) or +1 (310) 751-2669 (international); (b) writing to Northwest Senior Housing Corporation Solicitation, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; or (c) emailing at EdgemereInfo@kccllc.com with a reference to “Edgemere” in the subject line. Interested parties may also review these Documents free of charge at <http://www.kccllc.net/edgemere>.

5. In addition, the Documents are on file with the Bankruptcy Court and may be reviewed by accessing the Bankruptcy Court’s website: <http://www.txnb.uscourts.gov>. Note that a PACER password and login are needed to access documents on the Bankruptcy Court’s website. A PACER password can be obtained at: www.pacer.psc.uscourts.gov.

6. As required by the Bankruptcy Court's Order (I) Shortening Notice Periods with Respect to Disclosure Statements and Scheduled Disclosure Statement Hearing; (II) Establishing Objection Deadline; and (III) Granting Related Relief entered on November 2, 2022 [Docket No. 749], objections, if any, to approval of the (i) Committee and Debtor Disclosure Statement; (ii) Plan Sponsors' Disclosure Statement; and/or (iii) the Bidding Procedures must: (i) be in writing; (ii) conform to the Bankruptcy Rules and the Local Rules; (iii) set forth the name of the objecting party and the nature and amount of Claims or Interests held or asserted by such party against the Debtors' estates or property; (iv) provide the basis for objection and specific grounds thereof, and provide proposed language that, if accepted and incorporated by the respective plan proponents, would obviate such objection; and (v) be filed, together with proof of service, with the Bankruptcy Court, and served so that they are **actually received** by the following parties no later than **November 28, 2022 at 11:59 p.m. (prevailing Central Time)**: (i) counsel for the Debtors, Polsinelli PC, 2950 N. Harwood, Suite 2100, Dallas, TX 75201, Attn: Trinitee G. Green and Polsinelli PC, 600 3rd Avenue, 42nd Floor, New York, NY 10016, Attn: Jeremy R. Johnson; (ii) counsel for Lifespace Communities, Inc., Cooley LLP, 110 North Upper Wacker Drive, Suite 4200, Chicago, Illinois 60606, Attn: Eric. E. Walker; (iii) counsel for Plan Sponsors, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., One Financial Center, Boston, Massachusetts 02111, Attn: Daniel Bleck and Eric Blythe; (iv) counsel for the Committee, Foley & Lardner, 2021 McKinney Avenue, Ste. 1600, Dallas, Texas 75201, Attn. Stephen A. McCartin, Thomas C. Scannell, and Mark C. Moore; (v) the Office of the United States Trustee, 1100 Commerce St, Room 976, Dallas, Texas 75242-1699, Attn: Lisa Lambert; and (vi) such other parties as the Bankruptcy Court may order.

7. IF AN OBJECTION TO THE DISCLOSURE STATEMENT(S) OR THE BIDDING PROCEDURE MOTION IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE COMMITTEE AND DEBTOR DISCLOSURE STATEMENT AND THE PLAN SPONSORS' DISCLOSURE STATEMENT OR THE ADEQUACY THEREOF AND THE BIDDING PROCEDURES MOTION AND MAY NOT BE HEARD AT THE DISCLOSURE STATEMENT HEARING.

8. THIS NOTICE IS NOT A SOLICITATION OF VOTES TO ACCEPT OR REJECT THE PLAN. VOTES ON EITHER LAN MAY NOT BE SOLICITED UNLESS AND UNTIL THE RESPECTIVE DISCLOSURE STATEMENT IS APPROVED BY AN ORDER OF THE BANKRUPTCY COURT.

[Signatures on Following Page]

Dated: November 2, 2022
Dallas, Texas

HAYES AND BOONE, LLP

/s/ J. Frasher Murphy

J. Frasher Murphy
State Bar No. 24013214
Thomas J. Zavala
State Bar No. 24116265
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– and –

**MINTZ, LEVIN, COHN, FERRIS,
GLOVSKY, AND POPEO, PC**

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Eric Blythe (Admitted *Pro Hac Vice*)
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Counsel to Plan Sponsors

POLSINELLI PC

/s/ Trinitee G. Green

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– and –

Jeremy R. Johnson (Admitted *Pro Hac
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*Counsel to the Debtors and Debtors in
Possession*

Exhibit 4-A
(Non-Voting Status Notice – Edgemere Plan)

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jeremy.johnson@polsinelli.com

COUNSEL TO THE DEBTORS AND
DEBTORS IN POSSESSION

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

In re:	Chapter 11
Northwest Senior Housing Corporation, <i>et al.</i> , ¹	Case No. 22-30659 (MVL)
Debtors.	(Jointly Administered)

**NOTICE OF (I) NON-VOTING STATUS WITH RESPECT TO
THE JOINT PLAN OF REORGANIZATION
PROPOSED BY THE COMMITTEE AND THE DEBTORS**

PLEASE TAKE NOTICE THAT:

On April 14, 2022 (the “**Petition Date**”), the debtors and debtors in possession (each a “**Debtor**” and collectively, the “**Debtors**”) in the above-captioned cases (the “**Chapter 11 Cases**”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). Additional information regarding the Debtors and these Chapter 11 Cases, including the Debtors’ business operations, capital structure, financial condition, and the reasons for and objectives of these Chapter 11 Cases, is set forth in the *Declaration of Nick Harshfield in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings* [Docket No. 7] (the “**First Day Declaration**”).

THE EDGEMERE PLAN AND EDGEMERE DISCLOSURE STATEMENT

On November 2, 2022, the Debtors and the official committee of unsecured creditors appointed in the Chapter 11 Cases (the “**Committee**”) filed: (i) the *Joint Plan of Reorganization Proposed by the Committee and the Debtors*, dated November 2, 2022 [Docket No. 750] (together

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.

with all the schedules and exhibits thereto, and each as amended, modified or supplemented from time to time, the “**Edgemere Plan**”) and (ii) the *Disclosure Statement in Support of the Joint Plan of Reorganization Proposed by the Committee and the Debtors* [Docket No. 751] (together with all the schedules and exhibits thereto, and each as may be amended, modified, or supplemented from time to time, the “**Edgemere Disclosure Statement**”).

APPROVAL OF EDGEMERE DISCLOSURE STATEMENT

On [DATE], 2022 the United States Bankruptcy Court for the Northern District of Texas (the “**Bankruptcy Court**”) entered its order [Docket No. [•]] (the “**Disclosure Statement Order**”) approving the Edgemere Disclosure Statement.

PLAN CONFIRMATION HEARING

On January 10, 2023 at 9:30 a.m., prevailing Central Time, a hearing (the “**Confirmation Hearing**”) will be held to consider confirmation of the Edgemere Plan before the Honorable Michelle V. Larson, in the United States Bankruptcy Court for the Northern District of Texas, 1100 Commerce St., 14th Flr. Courtroom #2 Dallas, TX 75242. The Confirmation Hearing will be conducted in a hybrid format. Thus, you may participate in-person or remotely. If you wish to participate remotely, you may do so by video or telephone via the Court’s WebEx platform). **For WebEx Video Participation/Attendance:** Link: <https://us-courts.webex.com/meet/larson>. **For WebEx Telephonic Only Participation/Attendance:** Dial-In: 1.650.479.3207, Access code: 160 135 6015.

The Confirmation Hearing may be adjourned from time to time, without further notice. The Edgemere Plan may be modified in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Edgemere Plan, and other applicable law, without further notice, prior to or as a result of the Confirmation Hearing.

NON-VOTING STATUS

You are receiving this Non-Voting Status Notice because under the terms of the Edgemere Plan (i) you are a holder of Claim(s) or Interest(s) in a Class that (a) has been conclusively presumed to accept the Edgemere Plan (Class 1 - Other Priority Claims, Class 2 – Secured Bond Claims, Class 3 – Other Secured Claims, and Class 9 – Interests in Debtors) and (b) is not entitled to vote on the Edgemere Plan. Accordingly, this Non-Voting Status Notice is being mailed to you for your information only.

If, notwithstanding this notice of your non-voting status, you believe that you may have a Claim or Interest against the Debtors that entitles you to vote on the Edgemere Plan, you should immediately request the appropriate Ballot by contacting Kurtzman Carson Consultants LLC, (the “**Voting Agent**”), using the contact information provided below.

COPIES OF THE EDGEMERE PLAN AND EDGEMERE DISCLOSURE STATEMENT

The Debtors and the Committee will not provide you with copies of the Edgemere Plan and/or Edgemere Disclosure Statement. If you wish to receive copies of the Edgemere Plan and/or Edgemere Disclosure Statement, they will be provided, as quickly as practicable, upon request to

the Voting Agent, either by (a) calling (866) 967-0269 (toll free) or +1 (310) 751-2669 (international); (b) writing to Northwest Senior Housing Corporation Solicitation, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; or (c) emailing at EdgemereInfo@kccllc.com with a reference to “Edgemere” in the subject line. Copies of the Edgemere Plan and Edgemere Disclosure Statement may be accessed for free by visiting the Debtors’ bankruptcy website at: <http://www.kccllc.net/edgemere>. Copies of the Edgemere Plan and Edgemere Disclosure Statement are also on file with the Clerk of the Bankruptcy Court for the Northern District of Texas and may be reviewed during the regular hours of the Bankruptcy Court or online through the Bankruptcy Court’s website at <http://www.txnb.uscourts.gov>.

PROPOSED TREATMENT OF CLAIMS AND INTERESTS

The Edgemere Plan provides for nine (9) Classes of Claims and Interests. Under the Edgemere Plan, Claims and Interests in Class 4 – Bond Deficiency Claims, Class 5 – Former Resident Claims, Class 6 – Current Resident Claims, and Class 8 – General Unsecured Claims are Impaired by the Edgemere Plan, and entitled to vote to accept or reject the Edgemere Plan. Claims in Class 1 - Other Priority Claims, Class 2 – Secured Bond Claims, Class 3 – Other Secured Claims, and Class 9 – Interests in Debtors (together, the “**Unimpaired Classes**”) are unimpaired by the Edgemere Plan, and such holders are conclusively presumed to have accepted the Edgemere Plan pursuant to Bankruptcy Code section 1126(f) and are, therefore, not entitled to vote. Holders of Claims in Class 7 – Intercompany Claims are affiliated with the Debtors and are, thus, not entitled to vote on the Edgemere Plan. Class 7 – Intercompany Claims, together with the Unimpaired Classes, are the “**Non-Voting Classes**” with respect to the Edgemere Plan.

OBJECTIONS TO CONFIRMATION OF THE EDGEMERE PLAN

Objections to confirmation of the Edgemere Plan, if any, must be in writing, must conform to the Bankruptcy Rules, must set forth the name of the objector, the nature and amount of Claims or Interests held or asserted by the objector against the Debtors, the basis for the objection, the specific grounds of the objection, and must be filed and served upon: (i) counsel for the Debtors, Polsinelli PC, 2950 N. Harwood, Suite 2100, Dallas, TX 75201, Attn: Trinitee G. Green and 600 3rd Avenue, 42nd Floor, New York, NY 10016, Attn: Jeremy R. Johnson; (ii) counsel for Lifespace Communities, Inc., Cooley LLP, 110 North Upper Wacker Drive, Suite 4200, Chicago, Illinois 60606, Attn: Eric. E. Walker; (iii) counsel for UMB Bank, N.A., Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., One Financial Center, Boston, Massachusetts 02111, Attn: Daniel Bleck, Kaitlin Walsh, and Eric Blythe; (iv) counsel for the Committee, Foley & Lardner, 2021 McKinney Avenue, Ste. 1600, Dallas, Texas 75201, Attn. Stephen A. McCartin, Thomas C. Scannell, and Mark C. Moore; (v) the Office of the United States Trustee, 1100 Commerce St, Room 976, Dallas, Texas 75242-1699, Attn: Lisa Lambert; and (vi) such other parties as the Bankruptcy Court may order by no later than **January 3, 2023 at 4:00 p.m., Prevailing Central Time.**

SECTION 8 OF THE EDGEMERE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS THAT WILL BECOME EFFECTIVE IF THE EDGEMERE PLAN IS CONFIRMED. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE EDGEMERE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

IF YOU DO NOT AGREE TO SUCH PROVISIONS AND DO NOT WISH TO BE A RELEASING PARTY, AS DEFINED BY THE EDGEMERE PLAN, YOU MUST TAKE ACTION BY FILLING OUT AND TIMELY SUBMITTING AN “OPT-OUT FORM”.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE EDGEMERE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE VOTING AGENT.

PLAN “RELEASES, EXCULPATION, AND INJUNCTION” PROVISIONS

The Edgemere Plan contains the following provision(s), which you may elect to opt-out of by timely submitting a completed Opt-Out Form (which is being provided to you, separately, in conjunction with this notice)²:

Section 1.128 Defines “Releasing Party”

“*Releasing Party*” means each Claimant who has not chosen, by marking the appropriate box on the Ballot, to opt out of the “Releases by Holders of Claims” provided for in Section 8.3 of this Plan.

Section 8.3 Releases by Holders of Claims

AS OF THE EFFECTIVE DATE AND EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE PLAN, THE PLAN SUPPLEMENT, OR THE CONFIRMATION ORDER, FOR GOOD AND VALUABLE CONSIDERATION, EACH RELEASING PARTY SHALL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY, AND FOREVER RELEASED AND DISCHARGED THE DEBTORS, THE REORGANIZED DEBTOR, THE ESTATES, THE SPONSOR, AND OTHER RELEASED PARTIES FROM ANY AND ALL CLAIMS, INTERESTS, OBLIGATIONS, RIGHTS, SUITS, DAMAGES, CAUSES OF ACTION, SETOFFS, RECOUPMENTS, REMEDIES, AND LIABILITIES WHATSOEVER, INCLUDING ANY DERIVATIVE CLAIMS ASSERTED OR ASSERTABLE ON BEHALF OF THE DEBTORS, WHETHER KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, EXISTING OR HEREAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, THAT SUCH PERSON WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT IN ITS OWN RIGHT (WHETHER INDIVIDUALLY OR COLLECTIVELY) OR ON BEHALF OF ANY OTHER PERSON, BASED ON OR RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, ANY ACT, REPRESENTATION,

² Any description, summary, or statement made in this notice concerning the Edgemere Plan or the terms thereof is qualified in all respects by reference to the Edgemere Plan. In the event of any inconsistency between this notice and the Edgemere Plan, the provisions of the Edgemere Plan shall govern and control.

OMISSION, TRANSACTION, AFFILIATION, EVENT OR OTHER CIRCUMSTANCE TAKING PLACE OR EXISTING ON OR BEFORE THE EFFECTIVE DATE (INCLUDING BEFORE THE PETITION DATE) IN CONNECTION WITH OR RELATED TO THE DEBTORS, OR THEIR RESPECTIVE ASSETS, OPERATIONS, FINANCES, PROPERTY AND ESTATES, THE CHAPTER 11 CASES OR THE NEGOTIATION, FORMULATION, OR PREPARATION OF THE PLAN, THE DISCLOSURE STATEMENT, ANY PLAN SUPPLEMENT OR RELATED AGREEMENTS, INSTRUMENTS OR OTHER DOCUMENTS, THE DIP FACILITY, OR THE REFINANCING TRANSACTION (COLLECTIVELY, "CREDITOR RELEASED CLAIMS"), OTHER THAN CLAIMS OR LIABILITIES ARISING OUT OF OR RELATING TO ANY ACT OR OMISSION OF A RELEASED PARTY OR A FORMER OFFICER OR DIRECTOR OF THE DEBTORS THAT CONSTITUTES WILLFUL MISCONDUCT (INCLUDING FRAUD) OR GROSS NEGLIGENCE. FOR THE AVOIDANCE OF DOUBT, THE LITIGATION TRUSTEE SHALL NOT HAVE AUTHORITY TO PURSUE CREDITOR RELEASED CLAIMS ON ACCOUNT OF THE LITIGATION TRUST AS SUCH CLAIMS ARE RELEASED PURSUANT TO THIS PLAN AND, AS SUCH, DO NOT AND WILL NOT CONSTITUTE LITIGATION TRUST ASSETS.

Section 8.4 Exculpation

UPON THE EFFECTIVE DATE, THE DEBTORS, THE COMMITTEE AND THE SPONSOR, AND EACH OF THEIR RESPECTIVE OFFICERS, DIRECTORS, EMPLOYEES, ATTORNEYS, INVESTMENT BANKERS, FINANCIAL ADVISORS, AND OTHER PROFESSIONAL ADVISORS AND AGENTS WILL BE DEEMED TO HAVE SOLICITED ACCEPTANCES OF THE PLAN IN GOOD FAITH AND IN COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE BANKRUPTCY CODE, INCLUDING BANKRUPTCY CODE SECTION 1125(E). EXCEPT WITH RESPECT TO ANY ACTS OR OMISSIONS EXPRESSLY SET FORTH IN AND PRESERVED BY THE PLAN, THE PLAN SUPPLEMENT, OR ANY RELATED DOCUMENTS, THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR ANY LIABILITY TO ANY ENTITY FOR ANY PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH, OR RELATED TO FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE PLAN OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION OF THE PLAN, THE ADMINISTRATION AND IMPLEMENTATION OF THE PLAN, THE DISTRIBUTION OF PROPERTY UNDER THE PLAN, OR ANY OTHER RELATED AGREEMENT OR ANY OTHER PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH OR IN CONTEMPLATION OF THE RESTRUCTURING OF THE DEBTORS; PROVIDED, THAT THE FOREGOING "EXCULPATION" SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT OR OMISSION THAT IS DETERMINED IN A FINAL ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT (INCLUDING FRAUD); PROVIDED FURTHER, THAT EACH

EXCULPATED PARTY SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, THE PLAN OR ANY OTHER RELATED DOCUMENT, INSTRUMENT, OR AGREEMENT. FOR THE AVOIDANCE OF DOUBT, THE LITIGATION TRUSTEE SHALL NOT HAVE AUTHORITY TO PURSUE ANY CLAIMS DESCRIBED IN THIS SECTION 8.4 OF THIS PLAN AGAINST ANY EXCULPATED PARTY.

Section 8.5 Injunction

FROM AND AFTER THE EFFECTIVE DATE, ALL ENTITIES ARE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER, ANY SUIT, ACTION, OR OTHER PROCEEDING, ON ACCOUNT OF OR RESPECTING ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, ENFORCEMENT RIGHT, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED PURSUANT TO THE PLAN OR THE CONFIRMATION ORDER. FROM AND AFTER THE EFFECTIVE DATE, TO THE EXTENT OF THE RELEASES AND EXCULPATION GRANTED IN THE PLAN, ALL RELEASING PARTIES SHALL BE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER AGAINST THE RELEASED PARTIES AND THE EXCULPATED PARTIES AND THEIR ASSETS AND PROPERTIES, AS THE CASE MAY BE, ANY SUIT, ACTION, OR OTHER PROCEEDING ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, ENFORCEMENT RIGHT, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED PURSUANT TO THE PLAN. EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THE PLAN, THE PLAN SUPPLEMENT, OR RELATED DOCUMENTS, OR FOR OBLIGATIONS ISSUED PURSUANT TO THE PLAN (INCLUDING, BUT NOT LIMITED TO, THE OBLIGATIONS RELATING TO THE 2023 BONDS), ALL PERSONS WHO HAVE HELD, HOLD, OR MAY HOLD CLAIMS OR INTERESTS THAT HAVE BEEN RELEASED, DISCHARGED, OR ARE SUBJECT TO EXCULPATION, ARE PERMANENTLY ENJOINED, FROM AND AFTER THE EFFECTIVE DATE, FROM TAKING ANY OF THE FOLLOWING ACTIONS: (I) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH RIGHTS, CLAIMS OR INTERESTS; (II) ENFORCING, ATTACHING, COLLECTING, OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE, ENFORCEMENT PROCEEDING, OR ORDER AGAINST SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (III) CREATING, PERFECTING, OR ENFORCING ANY ENCUMBRANCE OF ANY KIND AGAINST SUCH PERSONS OR THE PROPERTY OR ESTATE OF SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; AND (IV) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS RELEASED, SETTLED, OR DISCHARGED PURSUANT TO THE PLAN. THE RIGHTS AFFORDED IN THE PLAN AND THE TREATMENT OF ALL CLAIMS

AND INTERESTS HEREIN SHALL BE IN EXCHANGE FOR AND IN COMPLETE SATISFACTION OF ALL CLAIMS AND INTERESTS OF ANY NATURE WHATSOEVER, INCLUDING ANY INTEREST ACCRUED ON CLAIMS FROM AND AFTER THE PETITION DATE, AGAINST THE DEBTORS OR ANY OF THE DEBTORS' ASSETS, PROPERTY, OR ESTATES. ON THE EFFECTIVE DATE, ALL SUCH CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED AND DISCHARGED, AND THE INTERESTS SHALL BE CANCELLED (EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THE PLAN). EXCEPT AS OTHERWISE EXPRESSLY PROVIDED FOR IN THE PLAN OR IN OBLIGATIONS ISSUED PURSUANT TO THE PLAN (INCLUDING, BUT NOT LIMITED TO, THE OBLIGATIONS RELATING TO THE 2023 BONDS) FROM AND AFTER THE EFFECTIVE DATE, ALL CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED AND DISCHARGED, AND ALL INTERESTS SHALL BE CANCELLED, AND THE DEBTORS' LIABILITY WITH RESPECT THERETO SHALL BE EXTINGUISHED COMPLETELY, INCLUDING ANY LIABILITY OF THE KIND SPECIFIED UNDER BANKRUPTCY CODE SECTION 502(g). ALL PERSONS SHALL BE PRECLUDED FROM ASSERTING AGAINST THE DEBTORS, THE DEBTORS' ESTATES, THE REORGANIZED DEBTOR, TH SPONSOR, AND EACH OF THEIR RESPECTIVE SUCCESSORS AND ASSIGNS OFFICERS, DIRECTORS, EMPLOYEES, ATTORNEYS, INVESTMENT BANKERS, FINANCIAL ADVISORS, AND OTHER PROFESSIONAL ADVISORS, AGENTS, ASSETS AND PROPERTIES, ANY OTHER CLAIMS OR INTERESTS BASED UPON ANY DOCUMENTS, INSTRUMENTS, OR ANY ACT OR OMISSION, TRANSACTION, OR OTHER ACTIVITY OF ANY KIND OR NATURE THAT OCCURRED BEFORE THE EFFECTIVE DATE.

Dated: [DATE], 2022
Dallas, Texas

POLSINELLI PC

/s/ DRAFT

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

– and –

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

COUNSEL TO THE DEBTORS
AND DEBTORS IN POSSESSION

Exhibit 4-B
(Non-Voting Status Notice – Bondholders Plan)

HAYNES AND BOONE, LLP

J. Frasher Murphy
State Bar No. 24013214
Thomas J. Zavala
State Bar No. 24116265
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Counsel to the Plan Sponsors

**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)

Re: Docket No. 752

NOTICE TO HOLDERS OR POTENTIAL HOLDERS OF UNIMPAIRED CLAIMS NOT ENTITLED TO VOTE ON THE PLAN SPONSORS’ PLAN OF (I) NON-VOTING STATUS; (II) CONFIRMATION HEARING; (III) CONFIRMATION OBJECTION DEADLINE; AND (IV) OPPORTUNITY TO OPT OUT OF THIRD-PARTY RELEASES

On [_____], 2022, the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the “**Bankruptcy Court**”) entered its *Order Approving Disclosure Statement and Granting Related Relief* (the “**Plan Sponsors’ Disclosure Statement Order**”).² Among other things, the Plan Sponsors’ Disclosure Statement Order approved the *Disclosure Statement for the Plan of Reorganization of the Trustee and DIP Lender Dated November 2, 2022* (as modified, amended, and supplemented, the “**Plan Sponsors’ Disclosure Statement**”)³ filed by UMB Bank, N.A., in its capacity as (i) successor bond trustee and master trustee for the Original Bonds (together, the “**Trustee**”) and (ii) lender under the DIP Credit Agreement (the “**DIP Lender**,” and collectively with the Trustee, the “**Plan Sponsors**”). In the Plan Sponsors’

¹ The Debtors in the Chapter 11 Cases (the “**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 Docket No. [__].

³ Docket No. 753.

Disclosure Statement Order, the Court found that the Plan Sponsors' Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code. You are being provided this notice with respect to the *Plan of Reorganization of the Trustee and DIP Lender Dated November 2, 2022* (as modified, amended, and supplemented, the "**Plan Sponsors' Plan**").⁴

Under the Plan Sponsors' Plan, your Claim has been classified in one of the following Unimpaired Classes:

Class	Impairment	Entitled to Vote
Class 1 – Other Priority Claims	Unimpaired	No (Deemed to accept)
Class 3 – Other Secured Claims	Unimpaired	No (Deemed to accept)

You hold an Unimpaired Claim that will be paid in full to the extent such Claim is Allowed. **Holders of Unimpaired Claims, such as you, are not entitled to vote on the Plan Sponsors' Plan.** Pursuant to the *Order (I) Establishing Voting Record Date and Other Deadlines; (II) Authorizing Kurtzman Carson Consultants LLC to Act as the Singular Voting Agent with Respect to the Competing Plans; (III) Approving Solicitation and Notice Procedures with Respect to Competing Plans; (IV) Approving Manner and Forms of Ballots, Notices and Related Documents; and (V) Granting Related Relief* (the "**Solicitation Procedures Order**"),⁵ the Plan Sponsors' Disclosure Statement, the Plan Sponsors' Plan, and other materials included in the Plan Sponsors' Solicitation Package will not be served upon you. The materials may be obtained free-of-charge from <https://www.kccllc.net/Edgemere> or by written request to Kurtzman Carson Consultants LLC (the "**Voting Agent**") requesting that a paper copy of the Plan Sponsors' Disclosure Statement, the Plan Sponsors' Plan, and other materials included in the Plan Sponsors' Solicitation Package be sent to the address specified in the request at the following address:

Northwest Senior Housing Corporation Solicitation
c/o Kurtzman Carson Consultants LLC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

The Court has scheduled **January 10, 2023, at 9:30 a.m.** (prevailing Central Time), which is at least 21 days from the date of service hereof, as the date and time for the hearing on confirmation of the Plan Sponsors' Plan and the sale of substantially all of the Debtors' assets as contemplated therein (the "**Confirmation Hearing**") and to consider any objections to the Plan Sponsors' Plan. The Confirmation Hearing will be held at the United States Bankruptcy Court, before the Honorable Judge Michelle V. Larson, United States Bankruptcy Judge, at United States Courthouse, Earle Cabell Federal Building, 1100 Commerce St., 14th Floor, Courtroom No. 2, Dallas, TX 75242. You may participate in the Confirmation Hearing in-person or via WebEx (by

⁴ Docket No. 752. All capitalized terms not herein defined shall have the meaning ascribed to them in the Plan Sponsors' Plan.

⁵ Docket No. [__].

video or telephone via the Court's WebEx platform). For WebEx Video Participation/Attendance: <https://uscourts.webex.com/meet/larson>. For WebEx Telephonic Only Participation/Attendance: Dial-In: **1.650.479.3207**, Access code: **160 135 6015**.⁶

The Confirmation Hearing may be adjourned from time to time without further notice other than an announcement of the adjourned date(s) at the hearing, and thereafter, at any adjourned hearing(s). Additionally, the Plan Sponsors' Plan may be modified without further notice before or as a result of the Confirmation Hearing, and thereafter, as otherwise provided in the Bankruptcy Code.

Objections, if any, to the confirmation of the Plan Sponsors' Plan and the sale of substantially all of the Debtors' assets as contemplated therein must be filed with the Bankruptcy Court so as to be received on or before **January 3, 2023, at 4:00 p.m.** (prevailing Central Time) (the "**Objection Deadline**") and served so as to be actually received by the following parties no later than the Objection Deadline: (i) counsel for the Debtors, Polsinelli PC, 2950 N. Harwood, Suite 2100, Dallas, TX 75201, Attn: Trinitee G. Green, tggreen@polsinelli.com, and Polsinelli PC, 600 3rd Avenue, 42nd Floor, New York, NY 10015, Attn: Jeremy R. Johnson, jeremy.johnson@polsinelli.com; (ii) counsel for UMB Bank, N.A., Mintz, Levin, Cohn, Ferris, Glovsky, and Popeo, P.C., One Financial Center, Boston, Massachusetts 02111, Attn: Daniel Bleck, dsbleck@mintz.com, Eric Blythe, erblythe@mintz.com, and Kaitlin Walsh, krwalsh@mintz.com; (iii) counsel for the Committee, Foley & Lardner, 2021 McKinney Avenue, Ste. 1600, Dallas, Texas 75201, Attn. Stephen A. McCartin, smccartin@foley.com, Thomas C. Scannell, tscannell@foley.com, and Mark C. Moore, mmoore@foley.com; (iv) the Office of the United States Trustee, 1100 Commerce St, Room 976, Dallas, Texas 75242-1699, Attn: Lisa Lambert, lisa.l.lambert@usdoj.gov; (v) counsel for Lifespace Communities, Inc., Perkins Coie LLP, 110 North Wacker Drive, 34th Floor, Chicago, Illinois 60606, Attn: Eric E. Walker, EWalker@perkinscoie.com; and (vi) such other parties as the Bankruptcy Court may order.

Any objection to the Plan Sponsors' Plan must be in writing, filed by the Objection Deadline, and (a) must state the name and address of the objecting party and the amount of its Claim or the nature of its interest, and (b) must state with particularity the nature of its objection. **Any objection not timely filed shall be deemed waived and shall not be considered by the Bankruptcy Court.**

[Remainder of the page intentionally left blank.]

⁶ Judge Larson's WebEx hearing instructions can be found at: https://www.txnb.uscourts.gov/sites/txnb/files/hearings/WebEx%20Hearing%20Instructions%20for%20Judge%20Larson_4.pdf.

**NOTICE REGARDING CERTAIN RELEASE, EXCULPATION, AND
INJUNCTION PROVISIONS IN PLAN SPONSORS' PLAN**

EACH PERSON THAT DOES NOT (I) OBJECT SPECIFICALLY TO THE THIRD PARTY RELEASE OR (II) AFFIRMATIVELY OPT OUT OF THE THIRD PARTY RELEASE ON A TIMELY SUBMITTED BALLOT OR OPT OUT FORM SHALL, AND SHALL BE DEEMED, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, TO HAVE SPECIFICALLY CONSENTED TO THE RELEASES SET FORTH IN SECTION 8.3 OF THE PLAN SPONSORS' PLAN, AND REPRODUCED BELOW:

Section 8.3 of the Plan Sponsors' Plan - Releases.

Releases by Holders of Claims. AS OF THE EFFECTIVE DATE AND EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THIS PLAN, THE PLAN SUPPLEMENT, OR THE CONFIRMATION ORDER, FOR GOOD AND VALUABLE CONSIDERATION, EACH RELEASING PARTY SHALL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY, AND FOREVER RELEASED AND DISCHARGED THE DEBTORS, THE ESTATES, AND THE RELEASED PARTIES FROM ANY AND ALL CLAIMS, INTERESTS, OBLIGATIONS, RIGHTS, SUITS, DAMAGES, CAUSES OF ACTION, SETOFFS, RECOUPMENTS, REMEDIES, AND LIABILITIES WHATSOEVER, INCLUDING ANY DERIVATIVE CLAIMS ASSERTED OR ASSERTABLE ON BEHALF OF THE DEBTORS, WHETHER KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, EXISTING OR HEREAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, THAT SUCH PERSON WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT IN ITS OWN RIGHT (WHETHER INDIVIDUALLY OR COLLECTIVELY) OR ON BEHALF OF ANY OTHER PERSON, BASED ON OR RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, THE DEBTORS, THE DEBTORS' OPERATIONS, THE DEBTORS' RESTRUCTURING, THE CHAPTER 11 CASES OR THE NEGOTIATION, FORMULATION, OR PREPARATION OF THIS PLAN, THE DISCLOSURE STATEMENT, THE PLAN SUPPLEMENT OR RELATED AGREEMENTS, INSTRUMENTS OR OTHER DOCUMENTS, OR THE DIP FACILITY (COLLECTIVELY, "RELEASED CLAIMS"); FOR THE AVOIDANCE OF DOUBT, NO CLAIMS SHALL BE RELEASED AGAINST THE NON-RELEASED PARTIES.

"RELEASED PARTIES" MEANS (I) THE COMMITTEE, (II) THE PURCHASER, (III) THE ISSUER, (IV) THE PLAN SPONSORS, (V) THE HOLDERS OF THE ORIGINAL BONDS AND (VI) WITH RESPECT TO EACH OF THE FOREGOING ENTITIES IN CLAUSES (I) THROUGH (V), SUCH ENTITY AND ITS CURRENT AND FORMER PREDECESSORS, SUCCESSORS AND ASSIGNS, SUBSIDIARIES, AFFILIATES, MANAGED ACCOUNTS OR FUNDS, AND ALL OF THEIR RESPECTIVE CURRENT AND FORMER OFFICERS, DIRECTORS, PRINCIPALS, SHAREHOLDERS, MEMBERS, PARTNERS, MANAGERS, EMPLOYEES, ATTORNEYS, ADVISORS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, MANAGEMENT COMPANIES, FUND ADVISORS, AND OTHER PROFESSIONALS. FOR THE AVOIDANCE OF DOUBT,

THE NON-RELEASED PARTIES ARE NOT AND SHALL NOT BE DEEMED A RELEASED PARTY UNDER THIS PLAN.

Section 8.4 of the Plan Sponsors' Plan - Exculpation.

UPON THE EFFECTIVE DATE, THE PLAN SPONSORS AND THEIR OFFICERS, DIRECTORS, EMPLOYEES, ATTORNEYS, INVESTMENT BANKERS, FINANCIAL ADVISORS, AND OTHER PROFESSIONAL ADVISORS AND AGENTS WILL BE DEEMED TO HAVE SOLICITED ACCEPTANCES OF THIS PLAN IN GOOD FAITH AND IN COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE BANKRUPTCY CODE, INCLUDING BANKRUPTCY CODE SECTION 1125(E).

EXCEPT WITH RESPECT TO ANY ACTS OR OMISSIONS EXPRESSLY SET FORTH IN AND PRESERVED BY THIS PLAN, THE PLAN SUPPLEMENT, OR ANY RELATED DOCUMENTS, THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR ANY LIABILITY TO ANY ENTITY FOR ANY PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH, OR RELATED TO FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THIS PLAN OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THIS PLAN, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION OF THIS PLAN, THE ADMINISTRATION AND IMPLEMENTATION OF THIS PLAN, THE DISTRIBUTION OF PROPERTY UNDER THIS PLAN, OR ANY OTHER RELATED AGREEMENT OR ANY OTHER PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH OR IN CONTEMPLATION OF THE RESTRUCTURING OF THE DEBTORS; PROVIDED, THAT THE FOREGOING "EXCULPATION" SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT OR OMISSION THAT IS DETERMINED IN A FINAL ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT (INCLUDING FRAUD); PROVIDED FURTHER, THAT EACH EXCULPATED PARTY SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, THIS PLAN OR ANY OTHER RELATED DOCUMENT, INSTRUMENT, OR AGREEMENT.

Section 8.5 of the Plan Sponsors' Plan - Discharge of Claims.

PURSUANT TO BANKRUPTCY CODE SECTION 1141(D), AND EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE BAR DATE ORDER, IN THIS PLAN, OR IN ANY CONTRACT, INSTRUMENT, OR OTHER AGREEMENT OR DOCUMENT CREATED PURSUANT TO THIS PLAN, THE DISTRIBUTIONS, RIGHTS, AND TREATMENT THAT ARE PROVIDED IN THIS PLAN SHALL BE IN FULL AND FINAL SATISFACTION, SETTLEMENT, RELEASE, AND DISCHARGE, EFFECTIVE AS OF THE EFFECTIVE DATE, OF ALL CLAIMS AND CAUSES OF ACTION OF ANY NATURE WHATSOEVER, INCLUDING ANY INTEREST ACCRUED ON CLAIMS FROM AND AFTER THE PETITION DATE, WHETHER KNOWN OR

UNKNOWN, AGAINST, LIABILITIES OF, LIENS ON, OBLIGATIONS OF, AND RIGHTS AGAINST THE DEBTORS OR ANY OF THEIR ASSETS OR PROPERTIES, REGARDLESS OF WHETHER ANY PROPERTY SHALL HAVE BEEN DISTRIBUTED OR RETAINED PURSUANT TO THIS PLAN ON ACCOUNT OF SUCH CLAIMS, INCLUDING DEMANDS, LIABILITIES, AND CAUSES OF ACTION THAT AROSE BEFORE THE EFFECTIVE DATE, ANY CONTINGENT OR NON-CONTINGENT LIABILITY ON ACCOUNT OF REPRESENTATIONS OR WARRANTIES ISSUED ON OR BEFORE THE EFFECTIVE DATE, AND ALL DEBTS OF THE KIND SPECIFIED IN BANKRUPTCY CODE SECTIONS 502(G), 502(H), OR 502(I), IN EACH CASE WHETHER OR NOT: (I) A PROOF OF CLAIM BASED UPON SUCH CLAIM, DEBT, OR RIGHT IS FILED OR DEEMED FILED PURSUANT TO BANKRUPTCY CODE SECTION 501; (II) A CLAIM BASED UPON SUCH CLAIM, DEBT, OR RIGHT IS ALLOWED PURSUANT TO BANKRUPTCY CODE SECTION 502; OR (III) THE HOLDER OF SUCH A CLAIM HAS ACCEPTED THIS PLAN. EXCEPT AS OTHERWISE PROVIDED HEREIN, ANY DEFAULT BY THE DEBTORS WITH RESPECT TO ANY CLAIM THAT EXISTED BEFORE OR ON ACCOUNT OF THE FILING OF THE CHAPTER 11 CASES SHALL BE DEEMED CURED ON THE EFFECTIVE DATE. THE CONFIRMATION ORDER SHALL BE A JUDICIAL DETERMINATION OF THE DISCHARGE OF ALL CLAIMS SUBJECT TO THE EFFECTIVE DATE OCCURRING, EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THIS PLAN.

Section 8.6 of the Plan Sponsors' Plan - Injunction.

FROM AND AFTER THE EFFECTIVE DATE, ALL ENTITIES ARE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER, ANY SUIT, ACTION, OR OTHER PROCEEDING, ON ACCOUNT OF OR RESPECTING ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED AGAINST ANY RELEASED PARTY PURSUANT TO THIS PLAN OR THE CONFIRMATION ORDER.

FROM AND AFTER THE EFFECTIVE DATE, TO THE EXTENT OF THE RELEASES AND EXCULPATION GRANTED IN THIS PLAN, ALL RELEASING PARTIES SHALL BE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER AGAINST THE RELEASED PARTIES AND THE EXCULPATED PARTIES AND THEIR ASSETS AND PROPERTIES, AS THE CASE MAY BE, ANY SUIT, ACTION, OR OTHER PROCEEDING ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED PURSUANT TO THIS PLAN.

EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THIS PLAN, THE PLAN SUPPLEMENT, OR RELATED DOCUMENTS, OR FOR OBLIGATIONS ISSUED PURSUANT TO THIS PLAN, ALL PERSONS WHO HAVE HELD, HOLD, OR MAY HOLD CLAIMS OR INTERESTS THAT HAVE BEEN RELEASED, DISCHARGED, OR ARE SUBJECT TO EXCULPATION, ARE PERMANENTLY ENJOINED, FROM AND

AFTER THE EFFECTIVE DATE, FROM TAKING ANY OF THE FOLLOWING ACTIONS: (I) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (II) ENFORCING, ATTACHING, COLLECTING, OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE, RELIEF OR ORDER AGAINST SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (III) CREATING, PERFECTING, OR ENFORCING ANY ENCUMBRANCE OF ANY KIND AGAINST SUCH PERSONS OR THE PROPERTY OR ESTATE OF SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; AND (IV) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS RELEASED, SETTLED, OR DISCHARGED PURSUANT TO THIS PLAN.

THE RIGHTS AFFORDED IN THIS PLAN AND THE TREATMENT OF ALL CLAIMS AND INTERESTS HEREIN SHALL BE IN EXCHANGE FOR AND IN COMPLETE SATISFACTION OF ALL CLAIMS AND INTERESTS OF ANY NATURE WHATSOEVER, INCLUDING ANY INTEREST ACCRUED ON CLAIMS FROM AND AFTER THE PETITION DATE, AGAINST THE DEBTORS OR ANY OF THE DEBTORS' ASSETS, PROPERTY, OR ESTATES. ON THE EFFECTIVE DATE, ALL SUCH CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED AND DISCHARGED, AND THE INTERESTS SHALL BE CANCELLED (EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THIS PLAN).

EXCEPT AS OTHERWISE EXPRESSLY PROVIDED FOR IN THIS PLAN OR IN OBLIGATIONS ISSUED PURSUANT TO THIS PLAN FROM AND AFTER THE EFFECTIVE DATE, ALL CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED AND DISCHARGED, AND ALL INTERESTS SHALL BE CANCELLED, AND THE DEBTORS' LIABILITY WITH RESPECT THERETO SHALL BE EXTINGUISHED COMPLETELY, INCLUDING ANY LIABILITY OF THE KIND SPECIFIED UNDER BANKRUPTCY CODE SECTION 502(g).

ALL PERSONS SHALL BE PRECLUDED FROM ASSERTING AGAINST THE DEBTORS, THE DEBTORS' ESTATES, THE LITIGATION TRUST, EACH OF THEIR RESPECTIVE SUCCESSORS AND ASSIGNS, AND EACH OF THEIR ASSETS AND PROPERTIES, ANY OTHER CLAIMS OR INTERESTS BASED UPON ANY DOCUMENTS, INSTRUMENTS, OR ANY ACT OR OMISSION, TRANSACTION, OR OTHER ACTIVITY OF ANY KIND OR NATURE THAT OCCURRED BEFORE THE EFFECTIVE DATE.

YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE PLAN SPONSORS' PLAN, INCLUDING THE RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES AND TO PROVIDE YOU WITH THE ACCOMPANYING OPT OUT FORM WITH RESPECT TO THE THIRD-PARTY RELEASES INCLUDED IN THE PLAN SPONSORS' PLAN. IF YOU HAVE QUESTIONS REGARDING YOUR RIGHTS UNDER THE PLAN SPONSORS' PLAN OR ANYTHING STATED HEREIN OR THEREIN, YOU MAY CONTACT THE VOTING AGENT OR THE PLAN SPONSORS' COUNSEL AT THE ADDRESSES PROVIDED BELOW.

IF YOU WISH TO OPT OUT OF THE THIRD-PARTY RELEASES, PLEASE COMPLETE, SIGN, AND DATE THE ACCOMPANYING OPT OUT FORM AND RETURN IT NO LATER THAN JANUARY 3, 2023 AT 4:00 P.M. (PREVAILING CENTRAL TIME).

[Remainder of the page intentionally left blank.]

DATED: _____, 2022
Dallas, Texas

HAYNES AND BOONE, LLP

By: /s/ Draft

J. Frasher Murphy
State Bar No. 24013214
Thomas J. Zavala
State Bar No. 24116265
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Dallas, TX 75219
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– and –

**MINTZ, LEVIN, COHN, FERRIS,
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Counsel to the Plan Sponsors

Exhibit 5-A
(Disputed Claims Non-Voting Status Notice – Edgemere Plan)

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COUNSEL TO THE DEBTORS AND
DEBTORS IN POSSESSION

**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)

NOTICE OF NON-VOTING STATUS WITH RESPECT TO DISPUTED CLAIMS

PLEASE TAKE NOTICE THAT on April 14, 2022 (the “**Petition Date**”), the debtors and debtors in possession (each a “**Debtor**” and collectively, the “**Debtors**”) in the above-captioned cases (the “**Chapter 11 Cases**”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). Additional information regarding the Debtors and these Chapter 11 Cases, including the Debtors’ business operations, capital structure, financial condition, and the reasons for and objectives of these Chapter 11 Cases, is set forth in the *Declaration of Nick Harshfield in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings* [Docket No. 7] (the “**First Day Declaration**”).

PLEASE TAKE FURTHER NOTICE THAT on November 2, 2022, the Debtors and the official committee of unsecured creditors (the “**Committee**”) in the Chapter 11 Cases filed: (i) the *Joint Plan of Reorganization Proposed by the Committee and the Debtors*, dated November 2, 2022 [Docket No. 750] (together with all the schedules and exhibits thereto, and each as amended, modified or supplemented from time to time, the “**Edgemere Plan**”) and (ii) the *Disclosure Statement in Support of the Joint Plan of Reorganization Proposed by the Committee and the Debtors* [Docket No. 751] (together with all the schedules and exhibits thereto, and each as may be amended, modified, or supplemented from time to time, the “**Edgemere Disclosure Statement**”).

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.

PLEASE TAKE FURTHER NOTICE THAT on [DATE], 2022, the United States Bankruptcy Court for the Northern District of Texas (the “**Court**”) entered its order [Docket No. [•]] (the “**Disclosure Statement Order**”) approving the Edgemere Disclosure Statement.

PLAN CONFIRMATION HEARING

On January 10, 2023 at 9:30 a.m., prevailing Central Time, a hearing (the “**Confirmation Hearing**”) will be held to consider confirmation of the Edgemere Plan before the Honorable Michelle V. Larson, in the United States Bankruptcy Court for the Northern District of Texas, 1100 Commerce St., 14th Flr. Courtroom #2 Dallas, TX 75242. The Confirmation Hearing will be conducted in a hybrid format. Thus, you may participate in-person or remotely. If you wish to participate remotely, you may do so by video or telephone via the Court’s WebEx platform). **For WebEx Video Participation/Attendance:** Link: <https://us-courts.webex.com/meet/larson>. **For WebEx Telephonic Only Participation/Attendance:** Dial-In: 1.650.479.3207, Access code: 160 135 6015.

The Confirmation Hearing may be adjourned from time to time, without further notice. The Edgemere Plan may be modified in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Edgemere Plan, and other applicable law, without further notice, prior to or as a result of the Confirmation Hearing.

COPIES OF THE EDGEMERE PLAN AND EDGEMERE DISCLOSURE STATEMENT

The Debtors and the Committee will not provide you with copies of the Edgemere Plan and/or Edgemere Disclosure Statement. If you wish to receive copies of the Edgemere Plan and/or Edgemere Disclosure Statement, they will be provided, as quickly as practicable, upon request to the Voting Agent, either by (a) calling (866) 967-0269 (toll free) or +1 (310) 751-2669 (international); (b) writing to Northwest Senior Housing Corporation Solicitation, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; or (c) emailing at EdgemereInfo@kccllc.com with a reference to “Edgemere” in the subject line. Copies of the Edgemere Plan and Edgemere Disclosure Statement may be accessed for free by visiting the Debtors’ bankruptcy website at: <http://www.kccllc.net/edgemere>. Copies of the Edgemere Plan and Edgemere Disclosure Statement are also on file with the Clerk of the Bankruptcy Court for the Northern District of Texas and may be reviewed during the regular hours of the Bankruptcy Court or online through the Bankruptcy Court’s website at <http://www.txnb.uscourts.gov>.

DISPUTED CLAIMS AND NON-VOTING STATUS

You are receiving this notice because you are the holder of a Claim that is subject to a pending objection by the Debtors. **You are not entitled to vote any disputed portion of your Claim on the Edgemere Plan unless one or more of the following events have taken place before [•], 2022 (the date that is two (2) business days before the Voting Deadline)** (each, a “**Resolution Event**”):

1. an order of the Court is entered allowing such Claim pursuant to Bankruptcy Code section 502(b), after notice and a hearing;

2. an order of the Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
3. a stipulation or other agreement is executed between the holder of such Claim and the Debtors temporarily allowing the holder of such Claim to vote its Claim in an agreed upon amount; or
4. the pending objection to such Claim is voluntarily withdrawn by the objecting party.

Accordingly, this notice is being sent to you for informational purposes only.

PLEASE TAKE FURTHER NOTICE THAT if a Resolution Event occurs, then no later than one (1) business day thereafter, the Voting Agent shall distribute a ballot, and a pre-addressed envelope to you, which must be returned to the Voting Agent no later than the Voting Deadline, which is **January 3, 2023 at 4:00 p.m. (prevailing Central Time)**.

PLEASE TAKE FURTHER NOTICE THAT if you have any questions about the status of your Claim(s), you should contact the Voting Agent in accordance with the instructions provided above.

SECTION 8 OF THE EDGEMERE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS THAT WILL BECOME EFFECTIVE IF THE EDGEMERE PLAN IS CONFIRMED. SECTION 8.3 **CONTAINS RELEASES BY HOLDERS OF CLAIMS**. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE EDGEMERE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

IF YOU DO NOT AGREE TO SUCH PROVISIONS AND DO NOT WISH TO BE A RELEASING PARTY, AS DEFINED BY THE EDGEMERE PLAN, YOU MUST TAKE ACTION BY FILLING OUT AND TIMELY SUBMITTING AN “OPT-OUT FORM”.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE EDGEMERE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE VOTING AGENT.

PLAN “RELEASES, EXCULPATION, AND INJUNCTION” PROVISIONS

The Edgemere Plan contains the following provision(s), which you may elect to opt-out of by timely submitting a completed Opt-Out Form (which is being provided to you, separately, in conjunction with this notice)²:

² Any description, summary, or statement made in this notice concerning the Edgemere Plan or the terms thereof is qualified in all respects by reference to the Edgemere Plan. In the event of any inconsistency between this notice and the Edgemere Plan, the provisions of the Edgemere Plan shall govern and control.

Section 1.128 Defines “Releasing Party”

“Releasing Party” means each Claimant who has not chosen, by marking the appropriate box on the Ballot, to opt out of the “Releases by Holders of Claims” provided for in Section 8.3 of this Plan.

Section 8.3 Releases by Holders of Claims

AS OF THE EFFECTIVE DATE AND EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE PLAN, THE PLAN SUPPLEMENT, OR THE CONFIRMATION ORDER, FOR GOOD AND VALUABLE CONSIDERATION, EACH RELEASING PARTY SHALL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY, AND FOREVER RELEASED AND DISCHARGED THE DEBTORS, THE REORGANIZED DEBTOR, THE ESTATES, THE SPONSOR, AND OTHER RELEASED PARTIES FROM ANY AND ALL CLAIMS, INTERESTS, OBLIGATIONS, RIGHTS, SUITS, DAMAGES, CAUSES OF ACTION, SETOFFS, RECOUPMENTS, REMEDIES, AND LIABILITIES WHATSOEVER, INCLUDING ANY DERIVATIVE CLAIMS ASSERTED OR ASSERTABLE ON BEHALF OF THE DEBTORS, WHETHER KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, EXISTING OR HEREAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, THAT SUCH PERSON WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT IN ITS OWN RIGHT (WHETHER INDIVIDUALLY OR COLLECTIVELY) OR ON BEHALF OF ANY OTHER PERSON, BASED ON OR RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, ANY ACT, REPRESENTATION, OMISSION, TRANSACTION, AFFILIATION, EVENT OR OTHER CIRCUMSTANCE TAKING PLACE OR EXISTING ON OR BEFORE THE EFFECTIVE DATE (INCLUDING BEFORE THE PETITION DATE) IN CONNECTION WITH OR RELATED TO THE DEBTORS, OR THEIR RESPECTIVE ASSETS, OPERATIONS, FINANCES, PROPERTY AND ESTATES, THE CHAPTER 11 CASES OR THE NEGOTIATION, FORMULATION, OR PREPARATION OF THE PLAN, THE DISCLOSURE STATEMENT, ANY PLAN SUPPLEMENT OR RELATED AGREEMENTS, INSTRUMENTS OR OTHER DOCUMENTS, THE DIP FACILITY, OR THE REFINANCING TRANSACTION (COLLECTIVELY, “CREDITOR RELEASED CLAIMS”), OTHER THAN CLAIMS OR LIABILITIES ARISING OUT OF OR RELATING TO ANY ACT OR OMISSION OF A RELEASED PARTY OR A FORMER OFFICER OR DIRECTOR OF THE DEBTORS THAT CONSTITUTES WILLFUL MISCONDUCT (INCLUDING FRAUD) OR GROSS NEGLIGENCE. FOR THE AVOIDANCE OF DOUBT, THE LITIGATION TRUSTEE SHALL NOT HAVE AUTHORITY TO PURSUE CREDITOR RELEASED CLAIMS ON ACCOUNT OF THE LITIGATION TRUST AS SUCH CLAIMS ARE RELEASED PURSUANT TO THIS PLAN AND, AS SUCH, DO NOT AND WILL NOT CONSTITUTE LITIGATION TRUST ASSETS.

Section 8.4 Exculpation

UPON THE EFFECTIVE DATE, THE DEBTORS, THE COMMITTEE AND THE SPONSOR, AND EACH OF THEIR RESPECTIVE OFFICERS, DIRECTORS,

EMPLOYEES, ATTORNEYS, INVESTMENT BANKERS, FINANCIAL ADVISORS, AND OTHER PROFESSIONAL ADVISORS AND AGENTS WILL BE DEEMED TO HAVE SOLICITED ACCEPTANCES OF THE PLAN IN GOOD FAITH AND IN COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE BANKRUPTCY CODE, INCLUDING BANKRUPTCY CODE SECTION 1125(E). EXCEPT WITH RESPECT TO ANY ACTS OR OMISSIONS EXPRESSLY SET FORTH IN AND PRESERVED BY THE PLAN, THE PLAN SUPPLEMENT, OR ANY RELATED DOCUMENTS, THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR ANY LIABILITY TO ANY ENTITY FOR ANY PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH, OR RELATED TO FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE PLAN OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION OF THE PLAN, THE ADMINISTRATION AND IMPLEMENTATION OF THE PLAN, THE DISTRIBUTION OF PROPERTY UNDER THE PLAN, OR ANY OTHER RELATED AGREEMENT OR ANY OTHER PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH OR IN CONTEMPLATION OF THE RESTRUCTURING OF THE DEBTORS; PROVIDED, THAT THE FOREGOING “EXCULPATION” SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT OR OMISSION THAT IS DETERMINED IN A FINAL ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT (INCLUDING FRAUD); PROVIDED FURTHER, THAT EACH EXCULPATED PARTY SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, THE PLAN OR ANY OTHER RELATED DOCUMENT, INSTRUMENT, OR AGREEMENT. FOR THE AVOIDANCE OF DOUBT, THE LITIGATION TRUSTEE SHALL NOT HAVE AUTHORITY TO PURSUE ANY CLAIMS DESCRIBED IN THIS SECTION 8.4 OF THIS PLAN AGAINST ANY EXCULPATED PARTY.

Section 8.5 Injunction

FROM AND AFTER THE EFFECTIVE DATE, ALL ENTITIES ARE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER, ANY SUIT, ACTION, OR OTHER PROCEEDING, ON ACCOUNT OF OR RESPECTING ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, ENFORCEMENT RIGHT, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED PURSUANT TO THE PLAN OR THE CONFIRMATION ORDER. FROM AND AFTER THE EFFECTIVE DATE, TO THE EXTENT OF THE RELEASES AND EXCULPATION GRANTED IN THE PLAN, ALL RELEASING PARTIES SHALL BE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER AGAINST THE RELEASED PARTIES AND THE EXCULPATED PARTIES AND THEIR ASSETS AND PROPERTIES, AS THE CASE MAY BE, ANY SUIT, ACTION, OR OTHER PROCEEDING ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT,

RIGHT, CAUSE OF ACTION, ENFORCEMENT RIGHT, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED PURSUANT TO THE PLAN. EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THE PLAN, THE PLAN SUPPLEMENT, OR RELATED DOCUMENTS, OR FOR OBLIGATIONS ISSUED PURSUANT TO THE PLAN (INCLUDING, BUT NOT LIMITED TO, THE OBLIGATIONS RELATING TO THE 2023 BONDS), ALL PERSONS WHO HAVE HELD, HOLD, OR MAY HOLD CLAIMS OR INTERESTS THAT HAVE BEEN RELEASED, DISCHARGED, OR ARE SUBJECT TO EXCULPATION, ARE PERMANENTLY ENJOINED, FROM AND AFTER THE EFFECTIVE DATE, FROM TAKING ANY OF THE FOLLOWING ACTIONS: (I) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH RIGHTS, CLAIMS OR INTERESTS; (II) ENFORCING, ATTACHING, COLLECTING, OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE, ENFORCEMENT PROCEEDING, OR ORDER AGAINST SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (III) CREATING, PERFECTING, OR ENFORCING ANY ENCUMBRANCE OF ANY KIND AGAINST SUCH PERSONS OR THE PROPERTY OR ESTATE OF SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; AND (IV) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS RELEASED, SETTLED, OR DISCHARGED PURSUANT TO THE PLAN. THE RIGHTS AFFORDED IN THE PLAN AND THE TREATMENT OF ALL CLAIMS AND INTERESTS HEREIN SHALL BE IN EXCHANGE FOR AND IN COMPLETE SATISFACTION OF ALL CLAIMS AND INTERESTS OF ANY NATURE WHATSOEVER, INCLUDING ANY INTEREST ACCRUED ON CLAIMS FROM AND AFTER THE PETITION DATE, AGAINST THE DEBTORS OR ANY OF THE DEBTORS' ASSETS, PROPERTY, OR ESTATES. ON THE EFFECTIVE DATE, ALL SUCH CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED AND DISCHARGED, AND THE INTERESTS SHALL BE CANCELLED (EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THE PLAN). EXCEPT AS OTHERWISE EXPRESSLY PROVIDED FOR IN THE PLAN OR IN OBLIGATIONS ISSUED PURSUANT TO THE PLAN (INCLUDING, BUT NOT LIMITED TO, THE OBLIGATIONS RELATING TO THE 2023 BONDS) FROM AND AFTER THE EFFECTIVE DATE, ALL CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED AND DISCHARGED, AND ALL INTERESTS SHALL BE CANCELLED, AND THE DEBTORS' LIABILITY WITH RESPECT THERETO SHALL BE EXTINGUISHED COMPLETELY, INCLUDING ANY LIABILITY OF THE KIND SPECIFIED UNDER BANKRUPTCY CODE SECTION 502(g). ALL PERSONS SHALL BE PRECLUDED FROM ASSERTING AGAINST THE DEBTORS, THE DEBTORS' ESTATES, THE REORGANIZED DEBTOR, TH SPONSOR, AND EACH OF THEIR RESPECTIVE SUCCESSORS AND ASSIGNS OFFICERS, DIRECTORS, EMPLOYEES, ATTORNEYS, INVESTMENT BANKERS, FINANCIAL ADVISORS, AND OTHER PROFESSIONAL ADVISORS, AGENTS, ASSETS AND PROPERTIES, ANY OTHER CLAIMS OR INTERESTS BASED UPON ANY DOCUMENTS, INSTRUMENTS, OR

ANY ACT OR OMISSION, TRANSACTION, OR OTHER ACTIVITY OF ANY KIND OR NATURE THAT OCCURRED BEFORE THE EFFECTIVE DATE.

Dated: [DATE], 2022
Dallas, Texas

POLSINELLI PC

/s/ DRAFT

Trinitee G. Green (SBN 24081320)
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Dallas, Texas 75201
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– and –

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COUNSEL TO THE DEBTORS
AND DEBTORS IN POSSESSION

Exhibit 5-B
(Disputed Claims Non-Voting Status Notice – Edgemere Plan)

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Counsel to the Plan Sponsors

**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)

Re: Docket No. 752

NOTICE TO HOLDERS OR POTENTIAL HOLDERS OF DISPUTED CLAIMS NOT ENTITLED TO VOTE ON THE PLAN SPONSORS’ PLAN OF (I) NON-VOTING STATUS; (II) CONFIRMATION HEARING; (III) CONFIRMATION OBJECTION DEADLINE; AND (IV) OPPORTUNITY TO OPT OUT OF THIRD-PARTY RELEASES

On [_____], 2022, the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the “**Bankruptcy Court**”) entered its *Order Approving Disclosure Statement and Granting Related Relief* (the “**Plan Sponsors’ Disclosure Statement Order**”).² Among other things, the Plan Sponsors’ Disclosure Statement Order approved the *Disclosure Statement for the Plan of Reorganization of the Trustee and DIP Lender Dated November 2, 2022* (as modified, amended, and supplemented, the “**Plan Sponsors’ Disclosure Statement**”)³ filed by UMB Bank, N.A., in its capacity as (i) successor bond trustee and master trustee for the Original Bonds (together, the “**Trustee**”) and (ii) lender under the DIP Credit Agreement (the “**DIP Lender**,” and collectively with the Trustee, the “**Plan Sponsors**”). In the Plan Sponsors’

¹ The Debtors in the Chapter 11 Cases (the “**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 Docket No. [__].

³ Docket No. 753.

Disclosure Statement Order, the Court found that the Plan Sponsors' Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code. You are being provided this notice with respect to the *Plan of Reorganization of the Trustee and DIP Lender Dated November 2, 2022* (as modified, amended, and supplemented, the "**Plan Sponsors' Plan**").⁴

You hold a Disputed Claim. Holders of Disputed Claims, such as you, are not entitled to vote on the Plan Sponsors' Plan. Under the Bankruptcy Code, only holders of allowed claims or interests may vote to accept or reject a plan of reorganization. Your Claim has been objected by the Debtors and/or the Plan Sponsors. You do, however, have the right to contest your non-voting status and/or object to the confirmation of the Plan Sponsors' Plan in accordance with Bankruptcy Rule 3018.

Pursuant to the *Order (I) Establishing Voting Record Date and Other Deadlines; (II) Authorizing Kurtzman Carson Consultants LLC to Act as the Singular Voting Agent with Respect to the Competing Plans; (III) Approving Solicitation and Notice Procedures with Respect to Competing Plans; (IV) Approving Manner and Forms of Ballots, Notices and Related Documents; and (V) Granting Related Relief* (the "**Solicitation Procedures Order**"),⁵ the Plan Sponsors' Disclosure Statement, the Plan Sponsors' Plan, and other materials included in the Plan Sponsors' Solicitation Package will not be served upon you. The materials may be obtained free-of-charge from <https://www.kccllc.net/Edgemere> or by written request to Kurtzman Carson Consultants LLC (the "**Voting Agent**") requesting that a paper copy of the Plan Sponsors' Disclosure Statement, the Plan Sponsors' Plan, and other materials included in the Plan Sponsors' Solicitation Package be sent to the address specified in the request at the following address:

Northwest Senior Housing Corporation Solicitation
c/o Kurtzman Carson Consultants LLC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

The Court has scheduled **January 10, 2023, at 9:30 a.m.** (prevailing Central Time), which is at least 21 days from the date of service hereof, as the date and time for the hearing on confirmation of the Plan Sponsors' Plan and the sale of substantially all of the Debtors' assets as contemplated therein (the "**Confirmation Hearing**") and to consider any objections to the Plan Sponsors' Plan. The Confirmation Hearing will be held at the United States Bankruptcy Court, before the Honorable Judge Michelle V. Larson, United States Bankruptcy Judge, at United States Courthouse, Earle Cabell Federal Building, 1100 Commerce St., 14th Floor, Courtroom No. 2, Dallas, TX 75242. You may participate in the Confirmation Hearing in-person or via WebEx (by video or telephone via the Court's WebEx platform). For WebEx Video Participation/Attendance:

⁴ Docket No. 752. All capitalized terms not herein defined shall have the meaning ascribed to them in the Plan Sponsors' Plan.

⁵ Docket No. [___].

<https://uscourts.webex.com/meet/larson>. For WebEx Telephonic Only
Participation/Attendance: Dial-In: **1.650.479.3207**, Access code: **160 135 6015**.⁶

The Confirmation Hearing may be adjourned from time to time without further notice other than an announcement of the adjourned date(s) at the hearing, and thereafter, at any adjourned hearing(s). Additionally, the Plan Sponsors' Plan may be modified without further notice before or as a result of the Confirmation Hearing, and thereafter, as otherwise provided in the Bankruptcy Code.

Objections, if any, to the confirmation of the Plan Sponsors' Plan and the sale of substantially all of the Debtors' assets as contemplated therein must be filed with the Bankruptcy Court so as to be received on or before **January 3, 2023, at 4:00 p.m.** (prevailing Central Time) (the "**Objection Deadline**") and served so as to be actually received by the following parties no later than the Objection Deadline: (i) counsel for the Debtors, Polsinelli PC, 2950 N. Harwood, Suite 2100, Dallas, TX 75201, Attn: Trinitee G. Green, tggreen@polsinelli.com, and Polsinelli PC, 600 3rd Avenue, 42nd Floor, New York, NY 10015, Attn: Jeremy R. Johnson, jeremy.johnson@polsinelli.com; (ii) counsel for UMB Bank, N.A., Mintz, Levin, Cohn, Ferris, Glovsky, and Popeo, P.C., One Financial Center, Boston, Massachusetts 02111, Attn: Daniel Bleck, dsbleck@mintz.com, Eric Blythe, erblythe@mintz.com, and Kaitlin Walsh, krwalsh@mintz.com; (iii) counsel for the Committee, Foley & Lardner, 2021 McKinney Avenue, Ste. 1600, Dallas, Texas 75201, Attn. Stephen A. McCartin, smccartin@foley.com, Thomas C. Scannell, tscannell@foley.com, and Mark C. Moore, mmoore@foley.com; (iv) the Office of the United States Trustee, 1100 Commerce St, Room 976, Dallas, Texas 75242-1699, Attn: Lisa Lambert, lisa.l.lambert@usdoj.gov; (v) counsel for Lifespace Communities, Inc., Perkins Coie LLP, 110 North Wacker Drive, 34th Floor, Chicago, Illinois 60606, Attn: Eric E. Walker, EWalker@perkinscoie.com; and (vi) such other parties as the Bankruptcy Court may order.

Any objection to the Plan Sponsors' Plan must be in writing, filed by the Objection Deadline, and (a) must state the name and address of the objecting party and the amount of its Claim or the nature of its interest, and (b) must state with particularity the nature of its objection. **Any objection not timely filed shall be deemed waived and shall not be considered by the Bankruptcy Court.**

[Remainder of the page intentionally left blank.]

⁶ Judge Larson's WebEx hearing instructions can be found at:
https://www.txnb.uscourts.gov/sites/txnb/files/hearings/WebEx%20Hearing%20Instructions%20for%20Judge%20Larson_4.pdf.

**NOTICE REGARDING CERTAIN RELEASE, EXCULPATION, AND
INJUNCTION PROVISIONS IN PLAN SPONSORS' PLAN**

EACH PERSON THAT DOES NOT (I) OBJECT SPECIFICALLY TO THE THIRD PARTY RELEASE OR (II) AFFIRMATIVELY OPT OUT OF THE THIRD PARTY RELEASE ON A TIMELY SUBMITTED BALLOT OR OPT OUT FORM SHALL, AND SHALL BE DEEMED, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, TO HAVE SPECIFICALLY CONSENTED TO THE RELEASES SET FORTH IN SECTION 8.3 OF THE PLAN SPONSORS' PLAN, AND REPRODUCED BELOW:

Section 8.3 of the Plan Sponsors' Plan - Releases.

Releases by Holders of Claims. AS OF THE EFFECTIVE DATE AND EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THIS PLAN, THE PLAN SUPPLEMENT, OR THE CONFIRMATION ORDER, FOR GOOD AND VALUABLE CONSIDERATION, EACH RELEASING PARTY SHALL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY, AND FOREVER RELEASED AND DISCHARGED THE DEBTORS, THE ESTATES, AND THE RELEASED PARTIES FROM ANY AND ALL CLAIMS, INTERESTS, OBLIGATIONS, RIGHTS, SUITS, DAMAGES, CAUSES OF ACTION, SETOFFS, RECOUPMENTS, REMEDIES, AND LIABILITIES WHATSOEVER, INCLUDING ANY DERIVATIVE CLAIMS ASSERTED OR ASSERTABLE ON BEHALF OF THE DEBTORS, WHETHER KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, EXISTING OR HEREAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, THAT SUCH PERSON WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT IN ITS OWN RIGHT (WHETHER INDIVIDUALLY OR COLLECTIVELY) OR ON BEHALF OF ANY OTHER PERSON, BASED ON OR RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, THE DEBTORS, THE DEBTORS' OPERATIONS, THE DEBTORS' RESTRUCTURING, THE CHAPTER 11 CASES OR THE NEGOTIATION, FORMULATION, OR PREPARATION OF THIS PLAN, THE DISCLOSURE STATEMENT, THE PLAN SUPPLEMENT OR RELATED AGREEMENTS, INSTRUMENTS OR OTHER DOCUMENTS, OR THE DIP FACILITY (COLLECTIVELY, "RELEASED CLAIMS"); FOR THE AVOIDANCE OF DOUBT, NO CLAIMS SHALL BE RELEASED AGAINST THE NON-RELEASED PARTIES.

"RELEASED PARTIES" MEANS (I) THE COMMITTEE, (II) THE PURCHASER, (III) THE ISSUER, (IV) THE PLAN SPONSORS, (V) THE HOLDERS OF THE ORIGINAL BONDS AND (VI) WITH RESPECT TO EACH OF THE FOREGOING ENTITIES IN CLAUSES (I) THROUGH (V), SUCH ENTITY AND ITS CURRENT AND FORMER PREDECESSORS, SUCCESSORS AND ASSIGNS, SUBSIDIARIES, AFFILIATES, MANAGED ACCOUNTS OR FUNDS, AND ALL OF THEIR RESPECTIVE CURRENT AND FORMER OFFICERS, DIRECTORS, PRINCIPALS, SHAREHOLDERS, MEMBERS, PARTNERS, MANAGERS, EMPLOYEES, ATTORNEYS, ADVISORS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, MANAGEMENT COMPANIES, FUND ADVISORS, AND OTHER PROFESSIONALS. FOR THE AVOIDANCE OF DOUBT,

THE NON-RELEASED PARTIES ARE NOT AND SHALL NOT BE DEEMED A RELEASED PARTY UNDER THIS PLAN.

Section 8.4 of the Plan Sponsors' Plan - Exculpation.

UPON THE EFFECTIVE DATE, THE PLAN SPONSORS AND THEIR OFFICERS, DIRECTORS, EMPLOYEES, ATTORNEYS, INVESTMENT BANKERS, FINANCIAL ADVISORS, AND OTHER PROFESSIONAL ADVISORS AND AGENTS WILL BE DEEMED TO HAVE SOLICITED ACCEPTANCES OF THIS PLAN IN GOOD FAITH AND IN COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE BANKRUPTCY CODE, INCLUDING BANKRUPTCY CODE SECTION 1125(E).

EXCEPT WITH RESPECT TO ANY ACTS OR OMISSIONS EXPRESSLY SET FORTH IN AND PRESERVED BY THIS PLAN, THE PLAN SUPPLEMENT, OR ANY RELATED DOCUMENTS, THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR ANY LIABILITY TO ANY ENTITY FOR ANY PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH, OR RELATED TO FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THIS PLAN OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THIS PLAN, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION OF THIS PLAN, THE ADMINISTRATION AND IMPLEMENTATION OF THIS PLAN, THE DISTRIBUTION OF PROPERTY UNDER THIS PLAN, OR ANY OTHER RELATED AGREEMENT OR ANY OTHER PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH OR IN CONTEMPLATION OF THE RESTRUCTURING OF THE DEBTORS; PROVIDED, THAT THE FOREGOING "EXCULPATION" SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT OR OMISSION THAT IS DETERMINED IN A FINAL ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT (INCLUDING FRAUD); PROVIDED FURTHER, THAT EACH EXCULPATED PARTY SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, THIS PLAN OR ANY OTHER RELATED DOCUMENT, INSTRUMENT, OR AGREEMENT.

Section 8.5 of the Plan Sponsors' Plan - Discharge of Claims.

PURSUANT TO BANKRUPTCY CODE SECTION 1141(D), AND EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE BAR DATE ORDER, IN THIS PLAN, OR IN ANY CONTRACT, INSTRUMENT, OR OTHER AGREEMENT OR DOCUMENT CREATED PURSUANT TO THIS PLAN, THE DISTRIBUTIONS, RIGHTS, AND TREATMENT THAT ARE PROVIDED IN THIS PLAN SHALL BE IN FULL AND FINAL SATISFACTION, SETTLEMENT, RELEASE, AND DISCHARGE, EFFECTIVE AS OF THE EFFECTIVE DATE, OF ALL CLAIMS AND CAUSES OF ACTION OF ANY NATURE WHATSOEVER, INCLUDING ANY INTEREST ACCRUED ON CLAIMS FROM AND AFTER THE PETITION DATE, WHETHER KNOWN OR

UNKNOWN, AGAINST, LIABILITIES OF, LIENS ON, OBLIGATIONS OF, AND RIGHTS AGAINST THE DEBTORS OR ANY OF THEIR ASSETS OR PROPERTIES, REGARDLESS OF WHETHER ANY PROPERTY SHALL HAVE BEEN DISTRIBUTED OR RETAINED PURSUANT TO THIS PLAN ON ACCOUNT OF SUCH CLAIMS, INCLUDING DEMANDS, LIABILITIES, AND CAUSES OF ACTION THAT AROSE BEFORE THE EFFECTIVE DATE, ANY CONTINGENT OR NON-CONTINGENT LIABILITY ON ACCOUNT OF REPRESENTATIONS OR WARRANTIES ISSUED ON OR BEFORE THE EFFECTIVE DATE, AND ALL DEBTS OF THE KIND SPECIFIED IN BANKRUPTCY CODE SECTIONS 502(G), 502(H), OR 502(I), IN EACH CASE WHETHER OR NOT: (I) A PROOF OF CLAIM BASED UPON SUCH CLAIM, DEBT, OR RIGHT IS FILED OR DEEMED FILED PURSUANT TO BANKRUPTCY CODE SECTION 501; (II) A CLAIM BASED UPON SUCH CLAIM, DEBT, OR RIGHT IS ALLOWED PURSUANT TO BANKRUPTCY CODE SECTION 502; OR (III) THE HOLDER OF SUCH A CLAIM HAS ACCEPTED THIS PLAN. EXCEPT AS OTHERWISE PROVIDED HEREIN, ANY DEFAULT BY THE DEBTORS WITH RESPECT TO ANY CLAIM THAT EXISTED BEFORE OR ON ACCOUNT OF THE FILING OF THE CHAPTER 11 CASES SHALL BE DEEMED CURED ON THE EFFECTIVE DATE. THE CONFIRMATION ORDER SHALL BE A JUDICIAL DETERMINATION OF THE DISCHARGE OF ALL CLAIMS SUBJECT TO THE EFFECTIVE DATE OCCURRING, EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THIS PLAN.

Section 8.6 of the Plan Sponsors' Plan - Injunction.

FROM AND AFTER THE EFFECTIVE DATE, ALL ENTITIES ARE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER, ANY SUIT, ACTION, OR OTHER PROCEEDING, ON ACCOUNT OF OR RESPECTING ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED AGAINST ANY RELEASED PARTY PURSUANT TO THIS PLAN OR THE CONFIRMATION ORDER.

FROM AND AFTER THE EFFECTIVE DATE, TO THE EXTENT OF THE RELEASES AND EXCULPATION GRANTED IN THIS PLAN, ALL RELEASING PARTIES SHALL BE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER AGAINST THE RELEASED PARTIES AND THE EXCULPATED PARTIES AND THEIR ASSETS AND PROPERTIES, AS THE CASE MAY BE, ANY SUIT, ACTION, OR OTHER PROCEEDING ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED PURSUANT TO THIS PLAN.

EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THIS PLAN, THE PLAN SUPPLEMENT, OR RELATED DOCUMENTS, OR FOR OBLIGATIONS ISSUED PURSUANT TO THIS PLAN, ALL PERSONS WHO HAVE HELD, HOLD, OR MAY HOLD CLAIMS OR INTERESTS THAT HAVE BEEN RELEASED, DISCHARGED, OR ARE SUBJECT TO EXCULPATION, ARE PERMANENTLY ENJOINED, FROM AND

AFTER THE EFFECTIVE DATE, FROM TAKING ANY OF THE FOLLOWING ACTIONS: (I) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (II) ENFORCING, ATTACHING, COLLECTING, OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE, RELIEF OR ORDER AGAINST SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (III) CREATING, PERFECTING, OR ENFORCING ANY ENCUMBRANCE OF ANY KIND AGAINST SUCH PERSONS OR THE PROPERTY OR ESTATE OF SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; AND (IV) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS RELEASED, SETTLED, OR DISCHARGED PURSUANT TO THIS PLAN.

THE RIGHTS AFFORDED IN THIS PLAN AND THE TREATMENT OF ALL CLAIMS AND INTERESTS HEREIN SHALL BE IN EXCHANGE FOR AND IN COMPLETE SATISFACTION OF ALL CLAIMS AND INTERESTS OF ANY NATURE WHATSOEVER, INCLUDING ANY INTEREST ACCRUED ON CLAIMS FROM AND AFTER THE PETITION DATE, AGAINST THE DEBTORS OR ANY OF THE DEBTORS' ASSETS, PROPERTY, OR ESTATES. ON THE EFFECTIVE DATE, ALL SUCH CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED AND DISCHARGED, AND THE INTERESTS SHALL BE CANCELLED (EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THIS PLAN).

EXCEPT AS OTHERWISE EXPRESSLY PROVIDED FOR IN THIS PLAN OR IN OBLIGATIONS ISSUED PURSUANT TO THIS PLAN FROM AND AFTER THE EFFECTIVE DATE, ALL CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED AND DISCHARGED, AND ALL INTERESTS SHALL BE CANCELLED, AND THE DEBTORS' LIABILITY WITH RESPECT THERETO SHALL BE EXTINGUISHED COMPLETELY, INCLUDING ANY LIABILITY OF THE KIND SPECIFIED UNDER BANKRUPTCY CODE SECTION 502(g).

ALL PERSONS SHALL BE PRECLUDED FROM ASSERTING AGAINST THE DEBTORS, THE DEBTORS' ESTATES, THE LITIGATION TRUST, EACH OF THEIR RESPECTIVE SUCCESSORS AND ASSIGNS, AND EACH OF THEIR ASSETS AND PROPERTIES, ANY OTHER CLAIMS OR INTERESTS BASED UPON ANY DOCUMENTS, INSTRUMENTS, OR ANY ACT OR OMISSION, TRANSACTION, OR OTHER ACTIVITY OF ANY KIND OR NATURE THAT OCCURRED BEFORE THE EFFECTIVE DATE.

YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE PLAN SPONSORS' PLAN, INCLUDING THE RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES AND TO PROVIDE YOU WITH THE ACCOMPANYING OPT OUT FORM WITH RESPECT TO THE THIRD-PARTY RELEASES INCLUDED IN THE PLAN SPONSORS' PLAN. IF YOU HAVE QUESTIONS REGARDING YOUR RIGHTS UNDER THE PLAN SPONSORS' PLAN OR ANYTHING STATED HEREIN OR THEREIN, YOU MAY CONTACT THE VOTING AGENT OR THE PLAN SPONSORS' COUNSEL AT THE ADDRESSES PROVIDED BELOW.

IF YOU WISH TO OPT OUT OF THE THIRD-PARTY RELEASES, PLEASE COMPLETE, SIGN, AND DATE THE ACCOMPANYING OPT OUT FORM AND RETURN IT NO LATER THAN JANUARY 3, 2023 AT 4:00 P.M. (PREVAILING CENTRAL TIME).

[Remainder of the page intentionally left blank.]

DATED: _____, 2022
Dallas, Texas

HAYNES AND BOONE, LLP

By: /s/ Draft

J. Frasher Murphy
State Bar No. 24013214
Thomas J. Zavala
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– and –

**MINTZ, LEVIN, COHN, FERRIS,
GLOVSKY, AND POPEO, PC**

Daniel S. Bleck (Admitted *Pro Hac Vice*)
Eric Blythe (Admitted *Pro Hac Vice*)
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erblythe@mintz.com
krwalsh@mintz.com

Counsel to the Plan Sponsors

Exhibit 6-A
(Edgemere Plan Opt Out Form)

**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)

OPT OUT FORM FOR NON-VOTING CLAIMS

You have received this opt out election form (the “**Opt Out Form**”) because you are or may be a holder of a Claim or Interest that is not entitled to vote on the *Joint Plan of Reorganization Proposed by the Committee and the Debtors* [Docket No. 750] (together with all schedules and exhibits thereto, and as may be modified, amended, or supplemented from time to time, the “**Edgemere Plan**”) ². Holders of Claims are deemed to grant the third-party releases set forth in Section 8 of the Edgemere Plan, which are included herein for ease of reference. If the Edgemere Plan is confirmed these provisions will become effective against such holders of Claims. If you do not agree to such provisions and do not wish to be a releasing party as defined by the Edgemere Plan, you **MUST** affirmatively elect to opt out by filling out and submitting this form on or before **January 3, 2023 at 4:00 p.m. (prevailing Central Time)** (the “**Opt Out Deadline**”).

PLEASE READ the following important information regarding **Releases, Exculpation, and Injunctions and Creditors’ Rights to Opt Out.**

The Edgemere Plan contains the following provision(s):

Section 1.128 Defines “Releasing Party”

“*Releasing Party*” means each Claimant who has not chosen, by marking the appropriate box on the Ballot, to opt out of the “Releases by Holders of Claims” provided for in Section 8.3 of this Plan.

Section 8.3 Releases by Holders of Claims

AS OF THE EFFECTIVE DATE AND EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE PLAN, THE PLAN SUPPLEMENT, OR THE CONFIRMATION ORDER, FOR GOOD AND VALUABLE CONSIDERATION, EACH RELEASING PARTY SHALL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY, AND FOREVER RELEASED

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 Capitalized terms used or not otherwise defined shall have the meanings ascribed to them in the Edgemere Plan.

AND DISCHARGED THE DEBTORS, THE REORGANIZED DEBTOR, THE ESTATES, THE SPONSOR, AND OTHER RELEASED PARTIES FROM ANY AND ALL CLAIMS, INTERESTS, OBLIGATIONS, RIGHTS, SUITS, DAMAGES, CAUSES OF ACTION, SETOFFS, RECOUPMENTS, REMEDIES, AND LIABILITIES WHATSOEVER, INCLUDING ANY DERIVATIVE CLAIMS ASSERTED OR ASSERTABLE ON BEHALF OF THE DEBTORS, WHETHER KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, EXISTING OR HEREAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, THAT SUCH PERSON WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT IN ITS OWN RIGHT (WHETHER INDIVIDUALLY OR COLLECTIVELY) OR ON BEHALF OF ANY OTHER PERSON, BASED ON OR RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, ANY ACT, REPRESENTATION, OMISSION, TRANSACTION, AFFILIATION, EVENT OR OTHER CIRCUMSTANCE TAKING PLACE OR EXISTING ON OR BEFORE THE EFFECTIVE DATE (INCLUDING BEFORE THE PETITION DATE) IN CONNECTION WITH OR RELATED TO THE DEBTORS, OR THEIR RESPECTIVE ASSETS, OPERATIONS, FINANCES, PROPERTY AND ESTATES, THE CHAPTER 11 CASES OR THE NEGOTIATION, FORMULATION, OR PREPARATION OF THE PLAN, THE DISCLOSURE STATEMENT, ANY PLAN SUPPLEMENT OR RELATED AGREEMENTS, INSTRUMENTS OR OTHER DOCUMENTS, THE DIP FACILITY, OR THE REFINANCING TRANSACTION (COLLECTIVELY, "CREDITOR RELEASED CLAIMS"), OTHER THAN CLAIMS OR LIABILITIES ARISING OUT OF OR RELATING TO ANY ACT OR OMISSION OF A RELEASED PARTY OR A FORMER OFFICER OR DIRECTOR OF THE DEBTORS THAT CONSTITUTES WILLFUL MISCONDUCT (INCLUDING FRAUD) OR GROSS NEGLIGENCE. FOR THE AVOIDANCE OF DOUBT, THE LITIGATION TRUSTEE SHALL NOT HAVE AUTHORITY TO PURSUE CREDITOR RELEASED CLAIMS ON ACCOUNT OF THE LITIGATION TRUST AS SUCH CLAIMS ARE RELEASED PURSUANT TO THIS PLAN AND, AS SUCH, DO NOT AND WILL NOT CONSTITUTE LITIGATION TRUST ASSETS.

Section 8.4 Exculpation

UPON THE EFFECTIVE DATE, THE DEBTORS, THE COMMITTEE AND THE SPONSOR, AND EACH OF THEIR RESPECTIVE OFFICERS, DIRECTORS, EMPLOYEES, ATTORNEYS, INVESTMENT BANKERS, FINANCIAL ADVISORS, AND OTHER PROFESSIONAL ADVISORS AND AGENTS WILL BE DEEMED TO HAVE SOLICITED ACCEPTANCES OF THE PLAN IN GOOD FAITH AND IN COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE BANKRUPTCY CODE, INCLUDING BANKRUPTCY CODE SECTION 1125(E). EXCEPT WITH RESPECT TO ANY ACTS OR OMISSIONS EXPRESSLY SET FORTH IN AND PRESERVED BY THE PLAN, THE PLAN SUPPLEMENT, OR ANY RELATED DOCUMENTS, THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR ANY LIABILITY TO ANY ENTITY FOR ANY PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH, OR RELATED TO FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE PLAN OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR

DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION OF THE PLAN, THE ADMINISTRATION AND IMPLEMENTATION OF THE PLAN, THE DISTRIBUTION OF PROPERTY UNDER THE PLAN, OR ANY OTHER RELATED AGREEMENT OR ANY OTHER PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH OR IN CONTEMPLATION OF THE RESTRUCTURING OF THE DEBTORS; PROVIDED, THAT THE FOREGOING “EXCULPATION” SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT OR OMISSION THAT IS DETERMINED IN A FINAL ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT (INCLUDING FRAUD); PROVIDED FURTHER, THAT EACH EXCULPATED PARTY SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, THE PLAN OR ANY OTHER RELATED DOCUMENT, INSTRUMENT, OR AGREEMENT. FOR THE AVOIDANCE OF DOUBT, THE LITIGATION TRUSTEE SHALL NOT HAVE AUTHORITY TO PURSUE ANY CLAIMS DESCRIBED IN THIS SECTION 8.4 OF THIS PLAN AGAINST ANY EXCULPATED PARTY.

Section 8.5 Injunction

FROM AND AFTER THE EFFECTIVE DATE, ALL ENTITIES ARE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER, ANY SUIT, ACTION, OR OTHER PROCEEDING, ON ACCOUNT OF OR RESPECTING ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, ENFORCEMENT RIGHT, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED PURSUANT TO THE PLAN OR THE CONFIRMATION ORDER. FROM AND AFTER THE EFFECTIVE DATE, TO THE EXTENT OF THE RELEASES AND EXCULPATION GRANTED IN THE PLAN, ALL RELEASING PARTIES SHALL BE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER AGAINST THE RELEASED PARTIES AND THE EXCULPATED PARTIES AND THEIR ASSETS AND PROPERTIES, AS THE CASE MAY BE, ANY SUIT, ACTION, OR OTHER PROCEEDING ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, ENFORCEMENT RIGHT, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED PURSUANT TO THE PLAN. EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THE PLAN, THE PLAN SUPPLEMENT, OR RELATED DOCUMENTS, OR FOR OBLIGATIONS ISSUED PURSUANT TO THE PLAN (INCLUDING, BUT NOT LIMITED TO, THE OBLIGATIONS RELATING TO THE 2023 BONDS), ALL PERSONS WHO HAVE HELD, HOLD, OR MAY HOLD CLAIMS OR INTERESTS THAT HAVE BEEN RELEASED, DISCHARGED, OR ARE SUBJECT TO EXCULPATION, ARE PERMANENTLY ENJOINED, FROM AND AFTER THE EFFECTIVE DATE, FROM TAKING ANY OF THE FOLLOWING ACTIONS: (I) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH RIGHTS, CLAIMS OR INTERESTS; (II) ENFORCING, ATTACHING,

COLLECTING, OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE, ENFORCEMENT PROCEEDING, OR ORDER AGAINST SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (III) CREATING, PERFECTING, OR ENFORCING ANY ENCUMBRANCE OF ANY KIND AGAINST SUCH PERSONS OR THE PROPERTY OR ESTATE OF SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; AND (IV) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS RELEASED, SETTLED, OR DISCHARGED PURSUANT TO THE PLAN. THE RIGHTS AFFORDED IN THE PLAN AND THE TREATMENT OF ALL CLAIMS AND INTERESTS HEREIN SHALL BE IN EXCHANGE FOR AND IN COMPLETE SATISFACTION OF ALL CLAIMS AND INTERESTS OF ANY NATURE WHATSOEVER, INCLUDING ANY INTEREST ACCRUED ON CLAIMS FROM AND AFTER THE PETITION DATE, AGAINST THE DEBTORS OR ANY OF THE DEBTORS' ASSETS, PROPERTY, OR ESTATES. ON THE EFFECTIVE DATE, ALL SUCH CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED AND DISCHARGED, AND THE INTERESTS SHALL BE CANCELLED (EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THE PLAN). EXCEPT AS OTHERWISE EXPRESSLY PROVIDED FOR IN THE PLAN OR IN OBLIGATIONS ISSUED PURSUANT TO THE PLAN (INCLUDING, BUT NOT LIMITED TO, THE OBLIGATIONS RELATING TO THE 2023 BONDS) FROM AND AFTER THE EFFECTIVE DATE, ALL CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED AND DISCHARGED, AND ALL INTERESTS SHALL BE CANCELLED, AND THE DEBTORS' LIABILITY WITH RESPECT THERETO SHALL BE EXTINGUISHED COMPLETELY, INCLUDING ANY LIABILITY OF THE KIND SPECIFIED UNDER BANKRUPTCY CODE SECTION 502(g). ALL PERSONS SHALL BE PRECLUDED FROM ASSERTING AGAINST THE DEBTORS, THE DEBTORS' ESTATES, THE REORGANIZED DEBTOR, TH SPONSOR, AND EACH OF THEIR RESPECTIVE SUCCESSORS AND ASSIGNS OFFICERS, DIRECTORS, EMPLOYEES, ATTORNEYS, INVESTMENT BANKERS, FINANCIAL ADVISORS, AND OTHER PROFESSIONAL ADVISORS, AGENTS, ASSETS AND PROPERTIES, ANY OTHER CLAIMS OR INTERESTS BASED UPON ANY DOCUMENTS, INSTRUMENTS, OR ANY ACT OR OMISSION, TRANSACTION, OR OTHER ACTIVITY OF ANY KIND OR NATURE THAT OCCURRED BEFORE THE EFFECTIVE DATE.

PLEASE READ THE FOLLOWING: If you do not wish to be a "Releasing Party" and grant the releases set forth above and in the Edgemere Plan, you **MUST** do all of the following: (i) check the following box, (ii) complete and sign this form, and (iii) ensure that this completed and signed form is timely submitted to the Voting Agent before the Opt Out Deadline expires. **If you do not submit this completed and signed "Opt-Out Form" to the Voting Agent before the Voting Deadline and check the following opt-out box, you will be deemed to have consented to the foregoing provisions and to being deemed a Releasing Party.**

I elect to **OPT OUT** of and do not consent to the releases, exculpations, and injunctions in Section 8 of the Edgemere Plan.

Name of Claimant: _____

Signature: _____

Name of Signatory: _____
(if different than Claimant)

If authorized by Agent, Title of Agent _____

Street Address: _____

Street Address: _____
(continued)

City, State, Zip Code: _____

Telephone Number: _____

Email Address: _____

Date Completed: _____

If you wish to opt-out of being a “Releasing Party”, please complete this form and return it so as to be **actually received** by January 3, 2023 at 4:00 p.m., prevailing Central Time through one of the following ways:

VIA REGULAR MAIL, OVERNIGHT, OR HAND DELIVERY:	VIA ELECTRONIC BALLOT BY VISITING THE WEBSITE BELOW:
Northwest Senior Housing Corporation Solicitation, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245	http://www.kccllc.net/edgemere

E-Ballot Voting Instructions

To properly submit your Opt Out Form electronically, you must electronically complete, sign, and return this customized electronic Opt Out Form by utilizing the “E-Ballot” portal on the website maintained by Kurtzman Carson Consultants, LLC (the “Voting Agent”) website by visiting <http://www.kccllc.net/edgmerge>, clicking on the “Submit E-Ballot” link and following the instructions set forth on the website. Opt Out Forms will not be accepted by facsimile, email or electronic means other than E-Ballot portal.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Opt Out Form:

Unique E-Ballot ID#: _____

PIN#: _____

If you are unable to use the E-Ballot portal or need assistance in completing and submitting your Opt Out Form, please contact the Voting Agent via telephone at (866) 967-0269 (U.S./Canada) or (310) 751-2669 (International) or by e-mail at EdgemereInfo@kccllc.com. Holders who cast an Opt Out Form using the Voting Agent’s E-Ballot portal should NOT also submit a paper Opt Out Form.

Exhibit 6-B
(Bondholders Plan Opt Out Form)

**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)

OPT OUT ELECTION FORM FOR NON-VOTING CLAIMS

You have received this opt out election form (the “**Opt Out Form**”) because you are or may be a holder of a Claim or Interest that is not entitled to vote on the *Plan of Reorganization of the Trustee and DIP Lender Dated November 2, 2022* (as modified, amended, and supplemented, the “**Plan Sponsors’ Plan**”).² Holders of Claims are deemed to grant the third-party releases set forth in Section 8 of the Plan Sponsors’ Plan, which are included herein for ease of reference. If the Plan Sponsors’ Plan is confirmed these provisions will become effective against such holders of Claims. If you do not agree to such provisions and do not wish to be a Releasing Party as defined by the Plan Sponsors’ Plan, you **MUST** affirmatively elect to opt out by filling out and submitting this form on or before **January 3, 2023 at 4:00 p.m. (prevailing Central Time)** (the “**Opt Out Deadline**”).

[Remainder of the page intentionally left blank.]

¹ The Debtors in the Chapter 11 Cases (the “**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 Docket No. 752. All capitalized terms not herein defined shall have the meaning ascribed to them in the Plan Sponsors’ Plan.

**NOTICE REGARDING CERTAIN RELEASE, EXCULPATION, AND
INJUNCTION PROVISIONS IN PLAN SPONSORS' PLAN**

EACH PERSON THAT DOES NOT (I) OBJECT SPECIFICALLY TO THE THIRD PARTY RELEASE OR (II) AFFIRMATIVELY OPT OUT OF THE THIRD PARTY RELEASE ON A TIMELY SUBMITTED BALLOT OR OPT OUT FORM SHALL, AND SHALL BE DEEMED, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, TO HAVE SPECIFICALLY CONSENTED TO THE RELEASES SET FORTH IN SECTION 8.3 OF THE PLAN SPONSORS' PLAN, AND REPRODUCED BELOW:

Section 8.3 of the Plan Sponsors' Plan - Releases.

Releases by Holders of Claims. AS OF THE EFFECTIVE DATE AND EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THIS PLAN, THE PLAN SUPPLEMENT, OR THE CONFIRMATION ORDER, FOR GOOD AND VALUABLE CONSIDERATION, EACH RELEASING PARTY SHALL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY, AND FOREVER RELEASED AND DISCHARGED THE DEBTORS, THE ESTATES, AND THE RELEASED PARTIES FROM ANY AND ALL CLAIMS, INTERESTS, OBLIGATIONS, RIGHTS, SUITS, DAMAGES, CAUSES OF ACTION, SETOFFS, RECOUPMENTS, REMEDIES, AND LIABILITIES WHATSOEVER, INCLUDING ANY DERIVATIVE CLAIMS ASSERTED OR ASSERTABLE ON BEHALF OF THE DEBTORS, WHETHER KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, EXISTING OR HEREAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, THAT SUCH PERSON WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT IN ITS OWN RIGHT (WHETHER INDIVIDUALLY OR COLLECTIVELY) OR ON BEHALF OF ANY OTHER PERSON, BASED ON OR RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, THE DEBTORS, THE DEBTORS' OPERATIONS, THE DEBTORS' RESTRUCTURING, THE CHAPTER 11 CASES OR THE NEGOTIATION, FORMULATION, OR PREPARATION OF THIS PLAN, THE DISCLOSURE STATEMENT, THE PLAN SUPPLEMENT OR RELATED AGREEMENTS, INSTRUMENTS OR OTHER DOCUMENTS, OR THE DIP FACILITY (COLLECTIVELY, "RELEASED CLAIMS"); FOR THE AVOIDANCE OF DOUBT, NO CLAIMS SHALL BE RELEASED AGAINST THE NON-RELEASED PARTIES.

"RELEASED PARTIES" MEANS (I) THE COMMITTEE, (II) THE PURCHASER, (III) THE ISSUER, (IV) THE PLAN SPONSORS, (V) THE HOLDERS OF THE ORIGINAL BONDS AND (VI) WITH RESPECT TO EACH OF THE FOREGOING ENTITIES IN CLAUSES (I) THROUGH (V), SUCH ENTITY AND ITS CURRENT AND FORMER PREDECESSORS, SUCCESSORS AND ASSIGNS, SUBSIDIARIES, AFFILIATES, MANAGED ACCOUNTS OR FUNDS, AND ALL OF THEIR RESPECTIVE CURRENT AND FORMER OFFICERS, DIRECTORS, PRINCIPALS, SHAREHOLDERS, MEMBERS, PARTNERS, MANAGERS, EMPLOYEES, ATTORNEYS, ADVISORS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, MANAGEMENT COMPANIES, FUND ADVISORS, AND OTHER PROFESSIONALS. FOR THE AVOIDANCE OF DOUBT, THE NON-RELEASED PARTIES ARE NOT AND SHALL NOT BE DEEMED A RELEASED PARTY UNDER THIS PLAN.

Section 8.4 of the Plan Sponsors' Plan - Exculpation.

UPON THE EFFECTIVE DATE, THE PLAN SPONSORS AND THEIR OFFICERS, DIRECTORS, EMPLOYEES, ATTORNEYS, INVESTMENT BANKERS, FINANCIAL ADVISORS, AND OTHER PROFESSIONAL ADVISORS AND AGENTS WILL BE DEEMED TO HAVE SOLICITED ACCEPTANCES OF THIS PLAN IN GOOD FAITH AND IN COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE BANKRUPTCY CODE, INCLUDING BANKRUPTCY CODE SECTION 1125(E).

EXCEPT WITH RESPECT TO ANY ACTS OR OMISSIONS EXPRESSLY SET FORTH IN AND PRESERVED BY THIS PLAN, THE PLAN SUPPLEMENT, OR ANY RELATED DOCUMENTS, THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR ANY LIABILITY TO ANY ENTITY FOR ANY PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH, OR RELATED TO FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THIS PLAN OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THIS PLAN, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION OF THIS PLAN, THE ADMINISTRATION AND IMPLEMENTATION OF THIS PLAN, THE DISTRIBUTION OF PROPERTY UNDER THIS PLAN, OR ANY OTHER RELATED AGREEMENT OR ANY OTHER PREPETITION OR POSTPETITION ACT TAKEN OR OMITTED TO BE TAKEN IN CONNECTION WITH OR IN CONTEMPLATION OF THE RESTRUCTURING OF THE DEBTORS; PROVIDED, THAT THE FOREGOING "EXCULPATION" SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT OR OMISSION THAT IS DETERMINED IN A FINAL ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT (INCLUDING FRAUD); PROVIDED FURTHER, THAT EACH EXCULPATED PARTY SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, THIS PLAN OR ANY OTHER RELATED DOCUMENT, INSTRUMENT, OR AGREEMENT.

Section 8.5 of the Plan Sponsors' Plan - Discharge of Claims.

PURSUANT TO BANKRUPTCY CODE SECTION 1141(D), AND EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE BAR DATE ORDER, IN THIS PLAN, OR IN ANY CONTRACT, INSTRUMENT, OR OTHER AGREEMENT OR DOCUMENT CREATED PURSUANT TO THIS PLAN, THE DISTRIBUTIONS, RIGHTS, AND TREATMENT THAT ARE PROVIDED IN THIS PLAN SHALL BE IN FULL AND FINAL SATISFACTION, SETTLEMENT, RELEASE, AND DISCHARGE, EFFECTIVE AS OF THE EFFECTIVE DATE, OF ALL CLAIMS AND CAUSES OF ACTION OF ANY NATURE WHATSOEVER, INCLUDING ANY INTEREST ACCRUED ON CLAIMS FROM AND AFTER THE PETITION DATE, WHETHER KNOWN OR UNKNOWN, AGAINST, LIABILITIES OF, LIENS ON, OBLIGATIONS OF, AND RIGHTS AGAINST THE DEBTORS OR ANY OF THEIR ASSETS OR PROPERTIES, REGARDLESS OF WHETHER ANY PROPERTY SHALL HAVE BEEN DISTRIBUTED OR RETAINED PURSUANT TO THIS PLAN ON ACCOUNT OF SUCH CLAIMS, INCLUDING DEMANDS, LIABILITIES, AND CAUSES OF ACTION THAT AROSE BEFORE THE EFFECTIVE DATE,

ANY CONTINGENT OR NON-CONTINGENT LIABILITY ON ACCOUNT OF REPRESENTATIONS OR WARRANTIES ISSUED ON OR BEFORE THE EFFECTIVE DATE, AND ALL DEBTS OF THE KIND SPECIFIED IN BANKRUPTCY CODE SECTIONS 502(G), 502(H), OR 502(I), IN EACH CASE WHETHER OR NOT: (I) A PROOF OF CLAIM BASED UPON SUCH CLAIM, DEBT, OR RIGHT IS FILED OR DEEMED FILED PURSUANT TO BANKRUPTCY CODE SECTION 501; (II) A CLAIM BASED UPON SUCH CLAIM, DEBT, OR RIGHT IS ALLOWED PURSUANT TO BANKRUPTCY CODE SECTION 502; OR (III) THE HOLDER OF SUCH A CLAIM HAS ACCEPTED THIS PLAN. EXCEPT AS OTHERWISE PROVIDED HEREIN, ANY DEFAULT BY THE DEBTORS WITH RESPECT TO ANY CLAIM THAT EXISTED BEFORE OR ON ACCOUNT OF THE FILING OF THE CHAPTER 11 CASES SHALL BE DEEMED CURED ON THE EFFECTIVE DATE. THE CONFIRMATION ORDER SHALL BE A JUDICIAL DETERMINATION OF THE DISCHARGE OF ALL CLAIMS SUBJECT TO THE EFFECTIVE DATE OCCURRING, EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THIS PLAN.

Section 8.6 of the Plan Sponsors' Plan - Injunction.

FROM AND AFTER THE EFFECTIVE DATE, ALL ENTITIES ARE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER, ANY SUIT, ACTION, OR OTHER PROCEEDING, ON ACCOUNT OF OR RESPECTING ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED AGAINST ANY RELEASED PARTY PURSUANT TO THIS PLAN OR THE CONFIRMATION ORDER.

FROM AND AFTER THE EFFECTIVE DATE, TO THE EXTENT OF THE RELEASES AND EXCULPATION GRANTED IN THIS PLAN, ALL RELEASING PARTIES SHALL BE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER AGAINST THE RELEASED PARTIES AND THE EXCULPATED PARTIES AND THEIR ASSETS AND PROPERTIES, AS THE CASE MAY BE, ANY SUIT, ACTION, OR OTHER PROCEEDING ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, INTEREST, OR REMEDY RELEASED OR TO BE RELEASED PURSUANT TO THIS PLAN.

EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THIS PLAN, THE PLAN SUPPLEMENT, OR RELATED DOCUMENTS, OR FOR OBLIGATIONS ISSUED PURSUANT TO THIS PLAN, ALL PERSONS WHO HAVE HELD, HOLD, OR MAY HOLD CLAIMS OR INTERESTS THAT HAVE BEEN RELEASED, DISCHARGED, OR ARE SUBJECT TO EXCULPATION, ARE PERMANENTLY ENJOINED, FROM AND AFTER THE EFFECTIVE DATE, FROM TAKING ANY OF THE FOLLOWING ACTIONS: (I) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (II) ENFORCING, ATTACHING, COLLECTING, OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE, RELIEF OR ORDER AGAINST SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (III) CREATING, PERFECTING, OR

ENFORCING ANY ENCUMBRANCE OF ANY KIND AGAINST SUCH PERSONS OR THE PROPERTY OR ESTATE OF SUCH PERSONS ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; AND (IV) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF, IN CONNECTION WITH, OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS RELEASED, SETTLED, OR DISCHARGED PURSUANT TO THIS PLAN.

THE RIGHTS AFFORDED IN THIS PLAN AND THE TREATMENT OF ALL CLAIMS AND INTERESTS HEREIN SHALL BE IN EXCHANGE FOR AND IN COMPLETE SATISFACTION OF ALL CLAIMS AND INTERESTS OF ANY NATURE WHATSOEVER, INCLUDING ANY INTEREST ACCRUED ON CLAIMS FROM AND AFTER THE PETITION DATE, AGAINST THE DEBTORS OR ANY OF THE DEBTORS' ASSETS, PROPERTY, OR ESTATES. ON THE EFFECTIVE DATE, ALL SUCH CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED AND DISCHARGED, AND THE INTERESTS SHALL BE CANCELLED (EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THIS PLAN).

EXCEPT AS OTHERWISE EXPRESSLY PROVIDED FOR IN THIS PLAN OR IN OBLIGATIONS ISSUED PURSUANT TO THIS PLAN FROM AND AFTER THE EFFECTIVE DATE, ALL CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED AND DISCHARGED, AND ALL INTERESTS SHALL BE CANCELLED, AND THE DEBTORS' LIABILITY WITH RESPECT THERETO SHALL BE EXTINGUISHED COMPLETELY, INCLUDING ANY LIABILITY OF THE KIND SPECIFIED UNDER BANKRUPTCY CODE SECTION 502(g).

ALL PERSONS SHALL BE PRECLUDED FROM ASSERTING AGAINST THE DEBTORS, THE DEBTORS' ESTATES, THE LITIGATION TRUST, EACH OF THEIR RESPECTIVE SUCCESSORS AND ASSIGNS, AND EACH OF THEIR ASSETS AND PROPERTIES, ANY OTHER CLAIMS OR INTERESTS BASED UPON ANY DOCUMENTS, INSTRUMENTS, OR ANY ACT OR OMISSION, TRANSACTION, OR OTHER ACTIVITY OF ANY KIND OR NATURE THAT OCCURRED BEFORE THE EFFECTIVE DATE.

PLEASE READ THE FOLLOWING: If you do not wish to be a "Releasing Party" and grant the releases set forth above and in the Plan Sponsors' Plan, you **MUST do all of the following: (i) check the following box, (ii) complete and sign this form, and (iii) ensure that this completed and signed form is timely submitted to the Voting Agent before the Opt Out Deadline expires. **If you do not submit this completed and signed "Opt Out Form" to the Voting Agent before the Voting Deadline and check the following opt-out box, you will be deemed to have consented to the foregoing provisions and to being deemed a Releasing Party.****

Item 1. Optional Opt Out Release Election. Check the box below if you elect not to grant the releases contained in Section 8.3 of the Plan Sponsors' Plan. Election to withhold consent is at your option. If you do not check the box below, you will be deemed to consent to the releases contained in Section 8.3 of the Plan Sponsors' Plan to the fullest extent permitted by applicable law. The undersigned elects to:

OPT OUT of the releases contained in Section 8.3 of the Plan Sponsors' Plan.

Item 2. Certifications.

By signing this Opt-Out Form, the undersigned certifies:

- (a) that, as of the Record Date, either: (i) the Entity is the holder of the Claims set forth below; or (ii) the Entity is an authorized signatory for an Entity that is a holder of the Claims set forth below;
- (b) that the holder has received a copy of the *Notice to Holders or Potential Holders of Disputed Claims Not Entitled to Vote on the Plan Sponsors' Plan of (i) Non-Voting Status; (ii) Confirmation Hearing; (iii) Confirmation Objection Deadline; and (iv) Opportunity to Opt Out of Third-Party Releases* and that this Opt-Out Form is submitted pursuant to the terms and conditions set forth therein;
- (c) that the Entity has submitted the same respective election concerning the releases with respect to all Claims in a single Class set forth above; and
- (d) that no other Opt-Out Form with respect to the amount(s) of Claims identified below have been submitted with respect to the Plan Sponsors' Plan or, if any other Opt-Out Forms have been submitted with respect to such Claims, then any such earlier Opt-Out Forms are hereby revoked.

Name of Holder:	(Print or Type)
Signature:	
Name of Signatory:	(If other than holder)
Title:	
Address:	
Telephone Number:	
Email:	
Date Completed:	

IF YOU WISH TO OPT OUT, PLEASE COMPLETE, SIGN, AND DATE THIS OPT-OUT FORM AND RETURN NO LATER THAN JANUARY 3, 2023 AT 4:00 P.M. (PREVAILING CENTRAL TIME):

VIA REGULAR MAIL, OVERNIGHT, OR HAND DELIVERY:	VIA ELECTRONIC BALLOT BY VISITING THE WEBSITE BELOW:
Northwest Senior Housing Corporation Solicitation, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245	http://www.kccllc.net/edgemere

E-Ballot Voting Instructions

To properly submit your Opt Out Form electronically, you must electronically complete, sign, and return this customized electronic Opt Out Form by utilizing the “E-Ballot” portal on the website maintained by Kurtzman Carson Consultants, LLC (the “**Voting Agent**”) by visiting <http://www.kccllc.net/edgemerge>, clicking on the “Submit E-Ballot” link, and following the instructions set forth on the website. Opt Out Forms will not be accepted by facsimile, email or electronic means other than E-Ballot portal.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Opt Out Form:

Unique E-Ballot ID#: _____

PIN#: _____

If you are unable to use the E-Ballot portal or need assistance in completing and submitting your Opt Out Form, please contact the Voting Agent via telephone at (866) 967-0269 (U.S./Canada) or (310) 751-2669 (International) or by e-mail at EdgemereInfo@kccllc.com. Holders who cast an Opt Out Form using the Voting Agent’s E-Ballot portal should NOT also submit a paper Opt Out Form.

Exhibit 7
(Confirmation and Sale Hearing Notice)

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

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

Counsel to Debtors and Debtors in Possession

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Dallas, TX 75219
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Counsel to UMB Bank, N.A. as Trustee and DIP Lender

**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)

**NOTICE OF HEARING REGARDING (I) CONFIRMATION OF THE
THE JOINT PLAN OF REORGANIZATION PROPOSED BY THE
COMMITTEE AND THE DEBTORS; (II) CONFIRMATION OF THE
PLAN OF REORGANIZATION OF THE TRUSTEE AND DIP LENDER
DATED NOVEMBER 2, 2022; (III) APPROVAL OF THE SALE
TRANSACTION; AND (IV) RELATED VOTING AND OBJECTION DEADLINES**

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.

PLEASE TAKE NOTICE THAT on November 2, 2022, Northwest Senior Housing Corporation and its affiliated debtor (collectively, the “**Debtors**”) and the official committee of unsecured creditors (the “**Committee**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) filed: (i) the *Joint Plan of Reorganization Proposed by the Committee and the Debtors*, dated November 2, 2022 [Docket No. 750] (together with all the schedules and exhibits thereto, and each as amended, modified or supplemented from time to time, the “**Edgemere Plan**”) and (ii) the *Disclosure Statement in Support of the Joint Plan of Reorganization Proposed by the Committee and the Debtors* [Docket No. 751] (together with all the schedules and exhibits thereto, and each as may be amended, modified, or supplemented from time to time, the “**Edgemere Disclosure Statement**”).

PLEASE TAKE FURTHER NOTICE THAT on November 2, 2022, UMB Bank, N.A., in its capacity as successor bond trustee and master trustee for the Original Bonds (together, the “**Trustee**”) and in its capacity as a lender under the DIP Credit Agreement (the “**DIP Lender**,” and together with the Trustee, the “**Bondholder Plan Sponsors**”) filed (i) the *Plan of Reorganization of the Trustee and the DIP Lender Dated November 2, 2022* [Docket No. 752] (together with all the schedules and exhibits thereto, and each as amended, modified or supplemented from time to time, the “**Bondholder Plan**”); (ii) the *Disclosure Statement for the Plan of Reorganization of the Trustee and DIP Lender Dated November 2, 2022* [Docket No. 753] (together with all the schedules and exhibits thereto, and each as may be amended, modified, or supplemented from time to time, the “**Bondholder Disclosure Statement**”); and (iii) the *Motion of Trustee and DIP Lender for Entry of an Order (I) Authorizing and Approving the Bidding Procedures; (II) Authorizing and Approving the Stalking Horse Asset Purchase Agreement; (III) Approving Procedures Related to the Assumption of Certain Executory Contracts and Unexpired Leases; (IV) Scheduling Combined Confirmation and Sale Hearing; and (V) Granting Related Relief* [Docket No. 755] (the “**Sale Motion**”);

PLEASE TAKE FURTHER NOTICE THAT on [DATE], 2022 the United States Bankruptcy Court for the Northern District of Texas (the “**Bankruptcy Court**”) entered its order [Docket No. [•]] (the “**Edgemere Disclosure Statement Order**”) approving the Edgemere Disclosure Statement, and on [DATE], 2022 the Bankruptcy Court entered its order [Docket No. [•]] (the “**Bondholder Disclosure Statement Order**”) approving the Bondholder Disclosure Statement and its order [Docket No. [•]] (the “**Bidding Procedures Order**”) approving the bidding procedures set forth in the Sale Motion;²

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Edgemere Plan and the Bondholder Plan, and approval of the sale of substantially all of the Debtors’ assets pursuant to the Proposed Order under the terms of the Bondholder Plan (the “**Confirmation and Sale Hearing**”) will commence on **January 10, 2023 at 9:30 a.m. prevailing Central Time** before the Honorable Michelle V. Larson, in the Bankruptcy Court located at 1100 Commerce St., 14th Flr. Courtroom #2 Dallas, TX 75242. The Confirmation and Sale Hearing will be conducted in a hybrid format. Thus, you may participate in-person or via Webex. If you wish to participate remotely, you may do so by video or telephone via the Court’s WebEx platform). **For WebEx Video Participation/Attendance:** Link: <https://us->

² Important information and deadlines related to the proposed marketing and sale of the Debtors’ assets pursuant to the Bondholder Plan are set forth in the Sale Motion, which should be reviewed together with the Bondholder Plan by all parties in interest.

courts.webex.com/meet/larson. **For WebEx Telephonic Only Participation/Attendance:** Dial-In: 1.650.479.3207, Access code: 160 135 6015.

PLEASE BE ADVISED: THE CONFIRMATION AND SALE HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE COURT OR THE DEBTORS **WITHOUT FURTHER NOTICE** OTHER THAN BY SUCH ADJOURNMENT BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED WITH THE COURT AND SERVED ON ALL PARTIES ENTITLED TO NOTICE.

CRITICAL INFORMATION REGARDING VOTING ON THE PLANS

Voting Record Date. The voting record date is **November 28, 2022** (the “**Voting Record Date**”), which is the date for determining which holders of Claims and Interests are entitled to vote on the Edgemere Plan and the Bondholder Plan.

Voting Deadline. The deadline for voting on the Edgemere Plan and the Bondholder Plan is **January 3, 2023, at 4:00 p.m. prevailing Central Time** (the “**Voting Deadline**”). If you received a Solicitation Package including a Ballot and intend to vote on the Edgemere Plan and/or the Bondholder 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 voting instructions so that it is *actually received* by Kurtzman Carson Consultants LLC (the “**Voting Agent**”) on or before the Voting Deadline. *A failure to follow such instructions may disqualify your vote.*

CRITICAL INFORMATION REGARDING OBJECTING TO THE PLANS

SECTION 8 OF EACH PLAN (THE EDGEMERE PLAN AND THE BONDHOLDER PLAN) CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS THAT WILL BECOME EFFECTIVE IF THE APPLICABLE PLAN(S) IS CONFIRMED. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER SUCH PROVISIONS UNDER THE PLANS CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

IF YOU DO NOT AGREE TO SUCH PROVISIONS AND DO NOT WISH TO BE A RELEASING PARTY, AS DEFINED BY THE PLANS, YOU MUST TAKE ACTION BY FILLING OUT AND TIMELY SUBMITTING A FORM TO “OPT-OUT” OF SUCH RELEASES AND RELATED PLAN PROVISIONS.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE EDGEMERE PLAN AND/OR THE BONDHOLDER PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE VOTING AGENT.

Plan Objection Deadline. The deadline for filing objections to the Edgemere Plan and the Bondholder Plan is **January 3, 2023 at 4:00 p.m. prevailing Central Time** (the “**Plan Objection Deadline**”). All objections to the relief sought at the Confirmation and Sale Hearing *must*: (a) be

in writing; (b) comply with the Bankruptcy Rules, the Local Rules, and any applicable orders of the Court; (c) set forth the name of the objector and the nature and amount of any Claim or Interest asserted by the objector against or in the Debtors' Estates; (d) state, with particularity, the legal and factual bases for the objection and, if practicable, a proposed modification to the Edgemere Plan and/or the Bondholder Plan that would resolve such objection; and (e) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before the Plan Objection Deadline: (i) counsel for the Debtors, Polsinelli PC, 2950 N. Harwood, Suite 2100, Dallas, TX 75201, Attn: Trinitee G. Green and 600 3rd Avenue, 42nd Floor, New York, NY 10016, Attn: Jeremy R. Johnson; (ii) counsel for Lifespace Communities, Inc., Cooley LLP, 110 North Upper Wacker Drive, Suite 4200, Chicago, Illinois 60606, Attn: Eric. E. Walker; (iii) counsel for UMB Bank, N.A., Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., One Financial Center, Boston, Massachusetts 02111, Attn: Daniel Bleck, Eric Blythe and Kaitlin Walsh; (iv) counsel for the Committee, Foley & Lardner, 2021 McKinney Avenue, Ste. 1600, Dallas, Texas 75201, Attn. Stephen A. McCartin, Thomas C. Scannell, and Mark C. Moore; (v) the Office of the United States Trustee, 1100 Commerce St, Room 976, Dallas, Texas 75242-1699, Attn: Lisa Lambert; and (vi) such other parties as the Court may order.

ADDITIONAL INFORMATION

Obtaining Solicitation Materials. The materials in the Solicitation Package(s) with respect to the Edgemere Plan and the Bondholder Plan are intended to be self-explanatory. If you should have any questions or if you would like to obtain additional solicitation materials (or paper copies of solicitation materials if you received an electronic version), please feel free to contact the Voting Agent by: (a) calling (866) 967-0269 (toll free) or +1 (310) 751-2669 (international); (b) writing to Northwest Senior Housing Corporation Solicitation, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; or (c) emailing at EdgemereInfo@kccllc.com with a reference to "Edgemere" in the subject line. You may also obtain such information for free by visiting the case website at <http://www.kccllc.net/edgemere> or for a fee via PACER at <http://www.txnb.uscourts.gov>. Please be advised that the Voting Agent is authorized to answer questions about, and provide additional copies of, solicitation materials, but may not advise you as to whether you should vote to accept or reject the Edgemere Plan and/or the Bondholder Plan.

The Plan Supplement. The Committee and the Debtors and the Bondholder Plan Sponsors will file their Plan Supplements (as defined in the respective Plans) on or before **December 27, 2022** and will serve notice on all holders of Claims and Interests entitled to vote on the Plans, which will: (a) inform parties of the filing of the Plan Supplements; (b) list the information contained in the Plan Supplements; and (c) explain how parties may obtain copies of the Plan Supplements.

BINDING NATURE OF THE PLANS:

IF CONFIRMED, THE APPLICABLE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE

**CONFIRMED PLAN, HAS FILED A PROOF OF CLAIM IN THE CHAPTER 11
CASES, FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN, OR VOTED TO
REJECT THE PLAN.**

Dated: _____, 2022

Dallas, Texas

POLSINELLI PC

/s/ Draft

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Counsel to the Debtors and Debtors in Possession

HAYNES AND BOONE, LLP

/s/ Draft

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*Counsel to UMB Bank, N.A. as Trustee and
DIP Lender*

Exhibit 8-A
(Edgemere Plan Supplement Notice)

**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)

NOTICE OF FILING OF PLAN SUPPLEMENT

PLEASE TAKE NOTICE THAT on November 2, 2022, Northwest Senior Housing Corporation and its affiliated debtor (collectively, the “**Debtors**”) and the official committee of unsecured creditors (the “**Committee**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) filed: (i) the *Joint Plan of Reorganization Proposed by the Committee and the Debtors*, dated November 2, 2022 [Docket No. 750] (together with all the schedules and exhibits thereto, and each as amended, modified or supplemented from time to time, the “**Edgemere Plan**”) and (ii) the *Disclosure Statement in Support of the Joint Plan of Reorganization Proposed by the Committee and the Debtors* [Docket No. 751] (together with all the schedules and exhibits thereto, and each as may be amended, modified, or supplemented from time to time, the “**Edgemere Disclosure Statement**”).

PLEASE TAKE FURTHER NOTICE THAT on [DATE], 2022, the United States Bankruptcy Court for the Northern District of Texas (the “**Bankruptcy Court**”) entered its order [Docket No. [•]] (the “**Disclosure Statement Order**”) approving the Edgemere Disclosure Statement.

PLEASE TAKE FURTHER NOTICE THAT, as contemplated by the Edgemere Plan, the Debtors filed the Plan Supplement with the Court on [Date], 2022 [Docket No. [•]]. The Plan Supplement contains the following documents (as defined in the Edgemere Plan, where applicable): (a) a copy of the LSA, (b) a copy of the DSSA, (c) the 2023 Bond Documents, and (d) the Litigation Trust Agreement. The Debtors and the Committee shall have the right to amend the documents contained in, and exhibits to, the Plan Supplement, subject to the terms of the Edgemere Plan.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Edgemere Plan (the “**Confirmation Hearing**”) will commence on **January 10, 2023 at 9:30 a.m. prevailing Central Time** before the Honorable Michelle V. Larson, in the Bankruptcy Court located at 1100 Commerce St., 14th Flr. Courtroom #2 Dallas, TX 75242. The Confirmation and Sale Hearing will be conducted in a hybrid format. Thus, you may participate in-person or via Webex. If you wish to participate remotely, you may do so by

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.

video or telephone via the Court's WebEx platform). **For WebEx Video Participation/Attendance:** Link: <https://us-courts.webex.com/meet/larson>. **For WebEx Telephonic Only Participation/Attendance:** Dial-In: 1.650.479.3207, Access code: 160 135 6015.

PLEASE BE ADVISED: THE CONFIRMATION HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE COURT OR THE DEBTORS **WITHOUT FURTHER NOTICE** OTHER THAN BY SUCH ADJOURNMENT BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED WITH THE COURT AND SERVED ON ALL PARTIES ENTITLED TO NOTICE.

CRITICAL INFORMATION REGARDING OBJECTING TO THE EDGEMERE PLAN

SECTION 8 OF THE EDGEMERE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS THAT WILL BECOME EFFECTIVE IF THE EDGEMERE PLAN IS CONFIRMED. SECTION 8.3 **CONTAINS RELEASES BY THIRD PARTY HOLDERS OF CLAIMS**. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE EDGEMERE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

IF YOU DO NOT AGREE TO SUCH PROVISIONS AND DO NOT WISH TO BE A RELEASING PARTY, AS DEFINED BY THE EDGEMERE PLAN, YOU MUST TAKE ACTION BY FILLING OUT AND TIMELY SUBMITTING AN "OPT-OUT FORM."

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE EDGEMERE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE VOTING AGENT.

Plan Objection Deadline. The deadline for filing objections to the Edgemere Plan is **January 3, 2023 at 4:00 p.m. prevailing Central Time** (the "**Plan Objection Deadline**"). All objections to the relief sought at the Confirmation Hearing **must**: (a) be in writing; (b) comply with the Bankruptcy Rules, the Local Rules, and any applicable orders of the Court; (c) set forth the name of the objector and the nature and amount of any Claim or Interest asserted by the objector against or in the Debtors' Estates; (d) state, with particularity, the legal and factual bases for the objection and, if practicable, a proposed modification to the Edgemere Plan that would resolve such objection; and (e) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before the Plan Objection Deadline: (i) counsel for the Debtors, Polsinelli PC, 2950 N. Harwood, Suite 2100, Dallas, TX 75201, Attn: Trinitee G. Green and 600 3rd Avenue, 42nd Floor, New York, NY 10016, Attn: Jeremy R. Johnson; (ii) counsel for Lifespace Communities, Inc., Cooley LLP, 110 North Upper Wacker Drive, Suite 4200, Chicago, Illinois 60606, Attn: Eric. E. Walker; (iii) counsel for UMB Bank, N.A., Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., One Financial Center, Boston, Massachusetts 02111, Attn: Daniel Bleck, Eric Blythe, and Kaitlin Walsh; (iv) counsel for the

Committee, Foley & Lardner, 2021 McKinney Avenue, Ste. 1600, Dallas, Texas 75201, Attn. Stephen A. McCartin, Thomas C. Scannell, and Mark C. Moore; (v) the Office of the United States Trustee, 1100 Commerce St, Room 976, Dallas, Texas 75242-1699, Attn: Lisa Lambert; and (vi) such other parties as the Court may order.

ADDITIONAL INFORMATION

Obtaining Solicitation Materials. The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions or if you would like to obtain additional solicitation materials (or paper copies of solicitation materials if you received a an electronic version) or a copy of the Plan Supplement, please feel free to contact the voting by: (a) calling (866) 967-0269 (toll free) or +1 (917) 281-4800 (international); (b) writing to Northwest Senior Housing Corporation Solicitation, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (c) emailing at EdgemereInfo@kccllc.com with a reference to “Edgemere” in the subject line; or (d) visiting the case website at <http://www.kccllc.net/edgemere>. You may also obtain such information for a fee via PACER at <http://www.txnb.uscourts.gov>. Please be advised that the Voting Agent is authorized to answer questions about, and provide additional copies of, solicitation materials, but may not advise you as to whether you should vote to accept or reject the Edgemere Plan.

BINDING NATURE OF THE EDGEMERE PLAN:

IF CONFIRMED, THE EDGEMERE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE EDGEMERE PLAN, HAS FILED A PROOF OF CLAIM IN THE CHAPTER 11 CASES, FAILED TO VOTE TO ACCEPT OR REJECT THE EDGEMERE PLAN, OR VOTED TO REJECT THE EDGEMERE PLAN.

Dated: [Date], 2022
Dallas, Texas

POLSINELLI PC

DRAFT

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COUNSEL TO THE DEBTORS
AND DEBTORS IN POSSESSION

Exhibit 8-B
(Bondholders Plan Supplement Notice)

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GLOVSKY, AND POPEO, PC**

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Counsel to the Plan Sponsors

**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)

NOTICE OF FILING OF PLAN SPONSORS’ PLAN SUPPLEMENT

PLEASE TAKE NOTICE THAT on November 2, 2022, UMB Bank, N.A., in its capacity as (i) successor bond trustee and master trustee for the Original Bonds (together, the “**Trustee**”) and (ii) lender under the DIP Credit Agreement (the “**DIP Lender**,” and collectively with the Trustee, the “**Plan Sponsors**”), filed: (i) the *Plan of Reorganization of the Trustee and DIP Lender Dated November 2, 2022* (as modified, amended, and supplemented, the “**Plan Sponsors’ Plan**”)² and (ii) the *Disclosure Statement for the Plan of Reorganization of the Trustee and DIP Lender Dated November 2, 2022* (as modified, amended, and supplemented, the “**Plan Sponsors’ Disclosure Statement**”).³

PLEASE TAKE FURTHER NOTICE THAT on [_____], 2022, the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the

¹ The Debtors in the Chapter 11 Cases (the “**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 Docket No. 752. All capitalized terms not herein defined shall have the meaning ascribed to them in the Plan Sponsors’ Plan.

³ Docket No. 753.

“**Bankruptcy Court**”) entered its *Order Approving Disclosure Statement and Granting Related Relief* (the “**Plan Sponsors’ Disclosure Statement Order**”).⁴

PLEASE TAKE FURTHER NOTICE THAT as contemplated by the Plan Sponsors’ Plan and the Plan Sponsors’ Disclosure Statement, the Plan Sponsors filed the Plan Supplement with the Court on [_____], 2022. The Plan Supplement contains the following documents: [(i) the Litigation Trust Agreement; (ii) a list of Executory Contracts and Unexpired Leases, and (iii) a form of monthly rental agreement]. The Plan Sponsors shall have the right to amend the documents contained in, and exhibits to, the Plan Supplement, subject to the terms of the Plan Sponsors’ Plan.

Pursuant to the *Order (I) Establishing Voting Record Date and Other Deadlines; (II) Authorizing Kurtzman Carson Consultants LLC to Act as the Singular Voting Agent with Respect to the Competing Plans; (III) Approving Solicitation and Notice Procedures with Respect to Competing Plans; (IV) Approving Manner and Forms of Ballots, Notices and Related Documents; and (V) Granting Related Relief* (the “**Solicitation Procedures Order**”),⁵ the Plan Sponsors’ Disclosure Statement, the Plan Sponsors’ Plan, and other materials included in the Plan Sponsors’ Solicitation Package may be obtained free-of-charge from <https://www.kccllc.net/Edgemere> or by written request to Kurtzman Carson Consultants LLC (the “**Voting Agent**”) requesting that a paper copy of the Plan Sponsors’ Disclosure Statement, the Plan Sponsors’ Plan, and other materials included in the Plan Sponsors’ Solicitation Package be sent to the address specified in the request at the following address:

Northwest Senior Housing Corporation Solicitation
c/o Kurtzman Carson Consultants LLC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

The Court has scheduled **January 10, 2023, at 9:30 a.m.** (prevailing Central Time), which is at least 21 days from the date of service hereof, as the date and time for the hearing on confirmation of the Plan Sponsors’ Plan and the sale of substantially all of the Debtors’ assets as contemplated therein (the “**Confirmation Hearing**”) and to consider any objections to the Plan Sponsors’ Plan. The Confirmation Hearing will be held at the United States Bankruptcy Court, before the Honorable Judge Michelle V. Larson, United States Bankruptcy Judge, at United States Courthouse, Earle Cabell Federal Building, 1100 Commerce St., 14th Floor, Courtroom No. 2, Dallas, TX 75242. You may participate in the Confirmation Hearing in-person or via WebEx (by video or telephone via the Court’s WebEx platform). For WebEx Video Participation/Attendance: <https://uscourts.webex.com/meet/larson>. For WebEx Telephonic Only Participation/Attendance: Dial-In: **1.650.479.3207**, Access code: **160 135 6015**.⁶

⁴ Docket No. [___].

⁵ Docket No. [___].

⁶ Judge Larson’s WebEx hearing instructions can be found at: https://www.txnb.uscourts.gov/sites/txnb/files/hearings/WebEx%20Hearing%20Instructions%20for%20Judge%20Larson_4.pdf.

The Confirmation Hearing may be adjourned from time to time without further notice other than an announcement of the adjourned date(s) at the hearing, and thereafter, at any adjourned hearing(s). Additionally, the Plan Sponsors' Plan may be modified without further notice before or as a result of the Confirmation Hearing, and thereafter, as otherwise provided in the Bankruptcy Code.

**CRITICAL INFORMATION REGARDING
OBJECTING TO THE PLAN SPONSORS' PLAN**

SECTION 8 OF THE PLAN SPONSORS' PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS THAT WILL BECOME EFFECTIVE IF THE PLAN SPONSORS' PLAN IS CONFIRMED. SECTION 8.3 **CONTAINS RELEASES BY THIRD PARTY HOLDERS OF CLAIMS**. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN SPONSORS' PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

IF YOU DO NOT AGREE TO SUCH PROVISIONS AND DO NOT WISH TO BE A RELEASING PARTY AS DEFINED BY THE PLAN SPONSORS' PLAN, YOU MUST TAKE ACTION BY FILLING OUT AND TIMELY SUBMITTING AN OPT OUT FORM.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN SPONSORS' PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE VOTING AGENT.

Objections, if any, to the confirmation of the Plan Sponsors' Plan and the sale of the Debtors' assets as contemplated therein must be filed with the Bankruptcy Court so as to be received on or before **January 3, 2023, at 4:00 p.m.** (prevailing Central Time) (the "**Objection Deadline**") and served so as to be actually received by the following parties no later than the Objection Deadline: (i) counsel for the Debtors, Polsinelli PC, 2950 N. Harwood, Suite 2100, Dallas, TX 75201, Attn: Trinitee G. Green, tggreen@polsinelli.com, and Polsinelli PC, 600 3rd Avenue, 42nd Floor, New York, NY 10015, Attn: Jeremy R. Johnson, jeremy.johnson@polsinelli.com; (ii) counsel for UMB Bank, N.A., Mintz, Levin, Cohn, Ferris, Glovsky, and Popeo, P.C., One Financial Center, Boston, Massachusetts 02111, Attn: Daniel Bleck, dsbleck@mintz.com, Eric Blythe, erblythe@mintz.com, and Kaitlin Walsh, krwalsh@mintz.com; (iii) counsel for the Committee, Foley & Lardner, 2021 McKinney Avenue, Ste. 1600, Dallas, Texas 75201, Attn. Stephen A. McCartin, smccartin@foley.com, Thomas C. Scannell, tscannell@foley.com, and Mark C. Moore, mmoore@foley.com; (iv) the Office of the United States Trustee, 1100 Commerce St, Room 976, Dallas, Texas 75242-1699, Attn: Lisa Lambert, lisa.l.lambert@usdoj.gov; (v) counsel for Lifespace Communities, Inc., Perkins Coie LLP, 110 North Wacker Drive, 34th Floor, Chicago, Illinois 60606, Attn: Eric E. Walker, EWalker@perkinscoie.com; and (vi) such other parties as the Bankruptcy Court may order.

Any objection to the Plan Sponsors' Plan must be in writing, filed by the Objection Deadline, and (a) must state the name and address of the objecting party and the amount of its Claim or the nature of its interest, and (b) must state with particularity the nature of its objection.

Any objection not timely filed shall be deemed waived and shall not be considered by the Bankruptcy Court.

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DATED: _____, 2022
Dallas, Texas

HAYNES AND BOONE, LLP

By: /s/ Draft

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– and –

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