

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SC HEALTHCARE HOLDING, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10443 (TMH)

(Jointly Administered)

Hearing Date: June 27, 2024 at 10:00 a.m. (ET)

Obj. Deadline: May 22, 2024 at 4:00 p.m. (ET)

**APPLICATION OF PATIENT CARE OMBUDSMAN FOR ENTRY OF AN ORDER
AUTHORIZING THE RETENTION AND EMPLOYMENT OF PORZIO, BROMBERG
& NEWMAN, P.C. AS COUNSEL, *NUNC PRO TUNC* AS OF APRIL 18, 2024**

Suzanne Koenig, the patient care ombudsman (the “Ombudsman”) appointed in the chapter 11 cases (the “Chapter 11 Cases”) of SC Healthcare Holding, LLC, *et al.* (collectively, the “Debtors”) submits this application (the “Application”) for the entry of an order (the “Proposed Order”), substantially in the form attached hereto, pursuant to sections 105, 330 and 333 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “Bankruptcy Code”) and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), authorizing the retention and employment of the law firm of Porzio, Bromberg & Newman, P.C. (“Porzio”), as counsel for the Ombudsman, *nunc pro tunc* as of April 18, 2024 (the “Application”). The facts and circumstances supporting this Application are as set forth herein and in the declaration of Cheryl A. Santaniello (the “Santaniello Declaration”), attached hereto as **Exhibit A**, and in the declaration of Suzanne

¹The last four digits of SC Healthcare Holding, LLC’s tax identification number are 2584. The mailing address for SC Healthcare Holding, LLC is c/o Petersen Health Care Management, LLC 830 West Trailcreek Dr., Peoria, IL 61614. Due to the large number of debtors in these Chapter 11 Cases, whose cases are being jointly administered, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information is available on a website of the Debtors’ claims and noticing agent at www.kccllc.net/Petersen.



A. Koenig in support of the Application (the “Koenig Declaration”), attached hereto as **Exhibit B**, each incorporated herein by reference. In support of the Application, the Ombudsman respectfully represents as follows:

Jurisdiction and Venue

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* entered by the United States District Court for the District of Delaware on February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief sought herein are sections 105, 330 and 333 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1.

Background

4. On March 20, 2024, (the “Petition Date”), the Debtors each commenced the above-captioned Chapter 11 Cases by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

5. The Debtors, with the exception of some inactive entities, are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Chapter 11 Cases.

6. On April 10, 2024, the U.S. Trustee filed the *Concurred in Application Regarding Order Pursuant to 11 U.S.C. § 333 and Fed. R. Bankr. P. 2007.2 Directing the Appointment of a Patient Care Ombudsman* [D.I. 136] (the “Ombudsman Application”).

7. On April 10, 2024, the Court entered the *Order Pursuant to Pursuant to 11 U.S.C. § 333 and Fed. R. Bankr. P. 2007.2 Directing the Appointment of a Patient Care Ombudsman* [D.I. 137] (the “Ombudsman Order”).

8. On April 16, 2024, the U.S. Trustee filed the *Notice of Appointment of Patient Care Ombudsman Under 11 U.S.C. § 333* [D.I. 160] (the “Ombudsman Appointment”), appointing Suzanne Koenig as the Ombudsman.

9. The Ombudsman is the President of SAK Management Services, LLC, which specializes in all phases of long-term care operations, skilled nursing, and senior living, particularly in turn-around situations and rescuing troubled facilities. Although the Ombudsman has vast experience in the health care field, she is not an attorney and requires the assistance of bankruptcy counsel.

Relief Requested

10. By this Application, the Ombudsman seeks to employ and retain Porzio as her counsel in these Chapter 11 Cases *nunc pro tunc* as of April 18, 2024. The Ombudsman seeks to retain Porzio as her counsel because of Porzio’s extensive knowledge and expertise in the substantive areas of law relevant to these cases, including but not limited to bankruptcy and restructuring with complex reorganization cases and health care cases, and is well qualified to represent the Ombudsman herein. Given the nature of these cases, including the specific duties required under section 333 of the Bankruptcy Code, as discussed hereinafter, the Ombudsman believes that retention of Porzio is appropriate and necessary.

11. Subject to Court approval, the Ombudsman requests that Porzio be compensated on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by

Porzio. The Porzio attorneys and paralegals presently expected to work on this matter are as follows:

<u>Individual</u>	<u>Position</u>	<u>Hourly Rate</u>
Robert M. Schechter	Principal	\$835.00
Cheryl A. Santaniello	Principal	\$770.00
Christopher P. Mazza	Associate	\$580.00
Dean M. Oswald	Associate	\$460.00
Maria P. Dermatis	Paralegal	\$370.00
Jessica M. O'Connor	Paralegal	\$330.00
Peri N. Balala	Paralegal	\$315.00

12. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals employed by Porzio may from time to time serve the Ombudsman in connection with the matters herein described. Rates for attorneys of the firm range from \$460 per hour to \$1,200 per hour and rates for paraprofessionals and law clerks of the firm range from \$315 per hour to \$400 per hour.

13. These rates are set at a level designed to fairly compensate Porzio for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. Porzio will also charge for normal and customary expenses incurred in connection with the Chapter 11 Cases. The expenses charged may include, among other things, ECF charges, telephone and telecopy charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by Porzio to outside copying services for use in mass mailings, travel expenses, expenses for “working meals,” computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. Any such expenses will be recorded in accordance with Porzio’s customary practices, and will be incurred at the same rates as customarily charged in similar engagements, or as otherwise limited by the Local Rules or any order of the Court.

14. Other than as set forth above, there is no proposed arrangement to compensate Porzio in connection with its representation of the Ombudsman. Porzio has received no compensation in these cases to date.

Scope of Employment

15. Subject to Court approval, the professional services that Porzio will render to the Ombudsman include, but shall not be limited to, the following:

- a. Advising the Ombudsman concerning the requirements of the Bankruptcy Code, Bankruptcy Rules, and the Appointment Order relating to the discharge of her duties under Section 333 of the Bankruptcy Code;
- b. Representing the Ombudsman in any proceeding or hearing in this Court and in any action in other courts where the rights of the patients generally may be litigated or affected as a result of these Chapter 11 Cases;
- c. Representing and advising the Ombudsman in connection with gaining access to patient records in accordance with Section 333 of the Bankruptcy Code and other relevant law to the extent applicable;
- d. Advising and representing the Ombudsman concerning the effect on patients of a potential reorganization, sale or other transfer of the Debtors' assets or closing of any of the Debtors' programs or facilities;
- e. Assisting the Ombudsman in connection with her periodic reports;
- f. Monitoring proceedings in these Chapter 11 Cases to identify any proceedings which could affect patients or which reflect developments potentially affecting patients; and
- g. Performing such other legal services as may be required under the circumstances of these Chapter 11 Cases in accordance with the Ombudsman's powers and duties as set forth in the Bankruptcy Code.

**Porzio Does Not Hold or Represent Any Adverse Interest and
is Qualified to Represent the Ombudsman**

16. Porzio has conducted a review of potential conflicts with respect to all known parties described in Exhibit 1 to the Santaniello Declaration (collectively, the “Potentially Interested Parties”). The accompanying Santaniello Declaration also describes relationships, if any, that Porzio has with the Potentially Interested Parties identified in Exhibit 1. To the extent required, Porzio will periodically update its disclosures. Subject to further review and supplementation as required by Bankruptcy Rule 2014 and Local Bankruptcy Rule 2014-1, the connections with Potentially Interested Parties identified by Porzio’s conflict check are listed on Exhibit 2 to the Santaniello Declaration.

17. To the best of the Ombudsman’s knowledge, and except as disclosed herein and set forth in the Santaniello Declaration, neither Porzio, nor any of its partners, counsel, or associates, represents any interest adverse to the Debtors, its estate, its creditors or any committee, in the matters upon which Porzio is to be engaged. Porzio is a “disinterested person,” as the Ombudsman understands this term to be defined, within the meaning of section 101(14) of the Bankruptcy Code, as modified by section 1103(b) of the Bankruptcy Code.

18. To the best of the Ombudsman’s knowledge, and except as disclosed in the annexed Santaniello Declaration, Porzio has no prior connection with the Debtors, its creditors, or any other party-in-interest, or their respective attorneys or accountants, in the matters upon which it is to be engaged that would in any way disqualify it from representing the Ombudsman.

19. Porzio has indicated a willingness to act as counsel on the Ombudsman’s behalf, in accordance with the terms of this Application.

20. Because the Ombudsman requested and retained the services of Porzio on April 18, 2024, the Ombudsman requests that any order entered authorizing such retention be effective as of April 18, 2024.

Basis for Relief

21. The retention of counsel is essential to a patient care ombudsman's proper discharge of her duties. The Debtors are in a period of transition. It remains possible that additional facilities of the Debtors could be closed. The Debtors also have encountered financial difficulties. Generally speaking, and not reflecting on the Debtors in these cases in particular, whenever financial conditions dictate that a debtor seek reorganization or cease doing business, there is concern whether ongoing patient care is being compromised. Should any such decline become apparent, then it would be necessary for the Ombudsman to report to the Court and possibly to engage in motion practice. Pre-existing retention of counsel is necessary for the Ombudsman to discharge these responsibilities in a full and timely matter.

22. Counsel also has an important role to play in connection with a patient care ombudsman's periodic reports, which will involve scores of separate facilities. Review by counsel of drafts of the reports can assure that the Ombudsman does not violate patient privacy, especially in the Ombudsman's discussion in the report of her review of patient records or interviews with patients. Counsel is also necessary in order to properly meet the technical requirements for 14-day notice of issuance of the reports, as mandated by Bankruptcy Rule 2015.1(a), to comply with the requirements of the Ombudsman Order, section 333 of the Bankruptcy Code and applicable non-bankruptcy law, and to assure the accuracy of references in the reports to legal matters and court proceedings.

23. Experienced bankruptcy counsel is necessary in order to monitor these cases so that the Ombudsman will be apprised of developments that can either directly affect patient care (for example, a stay relief or reclamation motion seeking leave to repossess essential medical equipment) or can indirectly affect patient care (for example, developments that impact upon the Debtors' financial condition and/or cash position and the debtors' consequent ability to provide adequate care).

24. Many courts, including this Court, have approved the engagement of professionals by patient care ombudsmen pursuant to Sections 105, 330, and 333 of the Bankruptcy Code. *See In re American Eagle Delaware Holding Corporation LLC*, Chapter 11 Case No. 22-10028 (JKS) (Bankr. D. Del.); *In re Quorum Health Corporation*, Chapter 11 Case No. 20-10766 (KBO) (Bankr. D. Del. 2020); *In re Gulf Coast Health Care, LLC*, Chapter 11 Case No. 21- 11336 (KBO) (Bankr. D. Del, 2021); *In re Envision Healthcare*, Chapter 11 case 23-90342 (S., D. TX); *In re New York Westchester Square Medical Center*, Chapter 11 Case No. 06- 13050 (SMB) (Bankr. S.D.N.Y., February 26, 2007); *Atlantic Health Services, Inc.*, Chapter 11 Case No. 06-10356 (PM) (Bankr. D. Md., March 11, 2006); *In re Sound Shore Medical Center of Westchester*, Chapter 11 Case No. 13-22840 (RDD) (Bankr. S.D.N.Y., August 9, 2013); *In re Primecare Nevada, Inc.*, Chapter 11 Case No. 13-20348 (LED) (Bankr. D. Nev., Aug. 4, 2014); *In re Upland Surgical Institute*, Chapter 11 Case No. 06-11298 (Bankr. S.D. Cal.); *In re Brotman Medical Center Inc.*, Case No. 07-19705 (Bankr. C.D. Cal.); *In re Meridian Behavioral Health, LLC*, Case No. 11-10860 (Bankr. S.D.N.Y.); *In re Christ Hospital*, Case No. 12-12906 (Bankr. D.N.J.); *In re ICL Holding Company, Inc., et al.*, Case No. 12-13319 (Bankr. D. Del.); *In re Horizon Health Center, Inc.*, Case No. 13-26348 (Bankr. D.N.J.); *In re Fairmont General Hospital, Inc., et al.*, Case No. 13-01054 (Bankr. N.D. W.Va.); *In re Curae Health, Inc.*, Case No. 18-05665 (Bankr. M.D. Tenn.);

and *In re ADPT DFW Holdings LLC, et al.*, Case No. 17-31432 (Bankr. N. D. TX). For elaboration, the Court is respectfully referred to the discussion in *In re Synergy Hematology-Oncology Medical Associates, Inc.*, 2010 WL 28537 (Bankr. C.D. Cal. 2010).

25. Other authority exists to grant this Application and approve the retention of professionals by the Ombudsman. The appointment of a patient care ombudsman is analogous to the appointment of an examiner, and, in many cases, courts have routinely authorized examiners to employ professionals notwithstanding the absence of express, specific authorization in the Bankruptcy Code for such employment, pursuant to Section 105. *See, e.g., In re Enron*, Case No. 01-16034 (Bankr. S.D.N.Y. 2001) (allowed examiner to retain professionals); *In re Southmark Corp.*, 113 B.R. 280, 283 (Bankr. N.D. Tx 1990) (allowing examiner to retain professionals); *In re Tighe Mercantile, Inc.*, 62 B.R. 995, 1000 (Bankr. S.D. Cal. 1986) (“This Court holds that in appropriate circumstances, a bankruptcy court may rely on § 105(a) to authorize examiners to employ professional persons.”). *See also Synergy, supra*, authorizing counsel for an ombudsman after a discussion of several of the cases cited in this paragraph.

26. Furthermore, section 330 of the Bankruptcy Code specifically provides that the Court may award an ombudsman appointed under section 333 of the Bankruptcy Code “reasonable compensation for actual, necessary services rendered by the trustee, examiner, ombudsman, professional person, or attorney and by any paraprofessional person employed by any such person.” 11 U.S.C. § 330.

Notice

27. Notice of this Application has been given to (i) the United States Trustee; (ii) counsel for the Debtors; (iii) the Debtors’ forty (40) largest unsecured creditors; (iv) the office of the attorney general for each of the states in which the Debtors operate; (v) United States

Attorney's Office for the District of Delaware; (vi) the Internal Revenue Service; (vii) the United States Department of Justice; (viii) the DIP Lender; (ix) the Prepetition Lenders; and (x) those persons who have requested notice pursuant to Bankruptcy Rule 2002. The Ombudsman submits that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

28. No previous application for the relief requested herein has been made to this or any other Court.

WHEREFORE, the Ombudsman requests entry of an Order substantially in the form attached hereto, authorizing the Ombudsman to employ and retain Porzio as counsel for the Ombudsman, effective as of April 18, 2024, and granting such other and further relief as is just and proper.

[Remainder of Page Intentionally Left Blank]

Dated: May 8, 2024

**SUZANNE KOENIG, AS COURT APPOINTED
PATIENT CARE OMBUDSMAN**

By: /s/ Suzanne Koenig
*Suzanne Koenig, solely in her capacity as the
Patient Care Ombudsman of SC Healthcare
Holding, LLC, et al.*

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SC HEALTHCARE HOLDING, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10443 (TMH)

(Jointly Administered)

Hearing Date: June 27, 2024 at 10:00 a.m. (ET)

Obj. Deadline: May 22, 2024 at 4:00 p.m. (ET)

**DECLARATION OF CHERYL A. SANTANIELLO, ESQ. IN SUPPORT OF
APPLICATION OF PATIENT CARE OMBUDSMAN FOR ENTRY OF AN ORDER
AUTHORIZING THE RETENTION AND EMPLOYMENT OF PORZIO, BROMBERG
& NEWMAN, P.C. AS COUNSEL, *NUNC PRO TUNC* AS OF APRIL 18, 2024**

I, Cheryl A. Santaniello, being duly sworn, declare pursuant to 28 U.S.C. § 1746, under penalty of perjury that deposes and says:

1. I am a principal with the firm of Porzio, Bromberg & Newman, P.C. (“Porzio” or the “Firm”)² with offices in Delaware, New York, New Jersey, Pennsylvania, Massachusetts, and Puerto Rico, including a location at 300 Delaware Ave, Suite 1220, Wilmington, DE 19801-1607.

2. I am an attorney-at-law, duly admitted, and in good standing to practice in the States of Delaware and New Jersey.

3. I submit this declaration (the “Declaration”) in support of the *Application of Patient Care Ombudsman for Entry of an Order Authorizing the Retention and Employment of Porzio, Bromberg & Newman, P.C. as Counsel, Nunc Pro Tunc as of April 18, 2024* (the “Application”), pursuant to sections 105, 330 and 333 of the Bankruptcy Code, Rules 2014 and 2016 of the Bankruptcy Rules, and Rules 2014-1 and 2016-1 of the Local Rules. Except as otherwise indicated

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²Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

herein, I have personal knowledge of the matters set forth herein, and/or I have relied in part on information and materials that the Firm's personnel under my direction have gathered, prepared, verified and provided to me for my use in preparing this Declaration, which to the best of my knowledge are true and correct, and if called as a witness, would testify competently thereto.

4. In preparing this Declaration, I and other attorneys within the Firm followed Porzio's conflict procedures, which are intended to adhere to the requirements of the Bankruptcy Code and Bankruptcy Rules for retention of professionals and the Rules of Professional Conduct governing members of the bar for the State of Delaware.

5. Under my direction and supervision, Porzio performed a conflict of interest search, which included: (a) sending an e-mail to all personnel at the Firm; and (b) a search of the Firm's client database with respect to the Debtors and a list of the names of potential parties-in-interest in these Chapter 11 Cases (the "Potentially Interested Parties"), which is attached hereto as **Exhibit 1**. It is the policy of Porzio that no new matter may be accepted or opened within the Firm without completing and submitting to those charged with maintaining the conflict check system the information necessary to check each such matter for conflicts, including the identity of the prospective client, as well as related and adverse parties. Accordingly, the database is regularly updated for every new matter undertaken by Porzio.

6. The Firm has wholly owned non-legal subsidiaries. It is the Firm's practice when conducting conflicts checks to also search relationships and customers of the Firm's subsidiaries.

7. The Potentially Interested Parties which Porzio submitted to its conflict database include, but are not limited to, the following categories derived from various pleadings and docket entries, including the Debtors' application to retain counsel:

- a. Banks;
- b. Debtors;

- c. Debtors' Advisors;
- d. Directors and Officers;
- e. Insurance Providers;
- f. Judges;
- g. Lenders;
- h. Litigation Parties;
- i. Material Vendors;
- j. Non-Debtor Affiliates;
- k. Office of the United States Trustee;
- l. Taxing Authorities;
- m. Utility Providers; and
- n. 40 Largest Unsecured Claims.

8. Upon a review of the report generated by our conflicts search, I do not represent and, to the best of my knowledge, none of the other attorneys of Porzio currently represent, any of the searched entities except as set forth on the schedule annexed hereto as **Exhibit 2**. The various matters set forth on Exhibit 2 are unrelated to the Debtors or these Chapter 11 Cases, except as expressly set forth in Exhibit 2.

9. To the best of my knowledge, none of the entities listed on **Exhibit 2** represent more than 1% of Porzio's revenue for the twelve-month or twenty-four-month period through April 18, 2024.

10. In addition to the parties listed in the **Exhibit 2**, the Firm represents or has represented clients in matters unrelated to the Debtors (i) pending before the Judges in the United States Bankruptcy Court for the District of Delaware, and (ii) in which various members of the Office United States Trustee have appeared on behalf of the Office of the United States Trustee.

From time to time, Porzio may represent, or may have represented the Debtors' creditors or equity security holders in matters unrelated either to the Debtors' cases or to those entities' transactions or dealings with the Debtors. The Firm, however, is not representing any of those entities in these Chapter 11 Cases in any claims that they may have collectively or individually against the Debtors. Similarly, from time to time, Porzio may represents clients in cases where the Debtors' professionals also represent clients and may share clients with those professionals. The Debtors may retain other professionals, whom Porzio has previously worked with and may continue to work with on various representations, at times representing the same parties and at other times representing parties with similar interests or parties with adverse interests.

11. I do not have, and to the best of my knowledge, none of the other attorneys of Porzio have, any connection with the Debtors, their major creditors or any other significant party in interest which would disqualify Porzio from this representation.

12. Based on the conflicts and connection search conducted and described herein, to the best of my knowledge, neither I, Porzio, nor any principal, counsel, or associate thereof, insofar as I have been able to ascertain, have any connection with the Debtors or any other Potentially Interested Party, except as stated below and as set forth on **Exhibit 2**.

13. Porzio is a "disinterested person" as that term is defined in section 101(14) of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code"), as modified by section 1103(b) of the Bankruptcy Code, in that the Firm, its principals, counsel and associates:

- a. are not creditors, equity security holders or insiders of the Debtors;
- b. are not and were not within two (2) years before the date of the filing of the Debtors' Chapter 11 petition, a director, officer, or employee of the Debtors; and
- c. does not have an interest materially adverse to the interest of the Debtors' estates or of any class of creditors or equity security holders, by reason of

any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason, except as disclosed herein.

14. Porzio is aware of its continuing obligation to review and supplement its conflict review pursuant Bankruptcy Rule 2014 and Local Bankruptcy Rule 2014-1.

15. The Firm intends to apply for compensation for professional services rendered in connection with these Chapter 11 Cases subject to approval of this Court and compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the Firm. Although Porzio may utilize the services of additional attorneys, the attorneys and paralegals likely to primarily represent the Ombudsman in these cases are as follows:

<u>Individual</u>	<u>Position</u>	<u>Hourly Rate</u>
Robert M. Schechter	Principal	\$835.00
Cheryl A. Santaniello	Principal	\$770.00
Christopher P. Mazza	Associate	\$580.00
Dean M. Oswald	Associate	\$460.00
Maria P. Dermatis	Paralegal	\$370.00
Jessica M. O'Connor	Paralegal	\$330.00
Peri N. Balala	Paralegal	\$315.00

Other attorneys and paralegals may from time to time serve the Ombudsman in connection with the matters herein described. Other attorneys and paralegals employed by Porzio may from time to time serve the Ombudsman in connection with the matters herein described. Rates for attorneys of the firm range from \$460 per hour to \$1,200 per hour and rates for paraprofessionals and law clerks of the firm range from \$315 per hour to \$400 per hour.

16. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. Porzio will also charge for normal and customary expenses incurred in connection with these Chapter 11 Cases.

The expenses charged include, among other things, telephone and telecopy toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for “working meals,” computerized research, and transcription costs. Any such expenses will be recorded in accordance with Porzio’s customary practices and will be incurred at the same rate as customarily charged in similar engagements or as otherwise limited by the local rules of the Court.

17. In order to comply with the United States Trustees’ *Appendix B – Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the “U.S. Trustee Guidelines”), which became effective on November 1, 2013, I make the following disclosures:

- a. Porzio did not agree to a variation of its standard or customary billing arrangements for this engagement;
- b. None of the professionals included in this engagement have varied their rate based upon the geographic location of these Chapter 11 Cases;
- c. The Ombudsman retained Porzio on April 18, 2024. The billing rates for the period prior to this application are the same as indicated in this application; and
- d. Porzio, in conjunction with the Ombudsman, is developing a prospective budget and staffing plan in a reasonable effort to comply with the Office of the United States Trustee Guidelines and any additional disclosures, recognizing that in the course of these Chapter 11 Cases, there may be unforeseeable fees and expenses that will need to be addressed by the Ombudsman and Porzio.

18. Subject to Court approval, the professional services that Porzio will render to the Ombudsman include, but shall not be limited to, the following:

- a. Advising the Ombudsman concerning the requirements of the Bankruptcy Code, Bankruptcy Rules, and the Appointment Order relating to the discharge of her duties under Section 333 of the Bankruptcy Code;
- b. Representing the Ombudsman in any proceeding or hearing in this Court and in any action in other courts where the rights of the patients generally may be litigated or affected as a result of these Chapter 11 Cases;
- c. Representing and advising the Ombudsman in connection with gaining access to patient records in accordance with Section 333 of the Bankruptcy Code and other relevant law to the extent applicable;
- d. Advising and representing the Ombudsman concerning the effect on patients of a potential reorganization, sale or other transfer of the Debtors' assets or closing of any of the Debtors' programs or facilities;
- e. Assisting the Ombudsman in connection with her periodic reports;
- f. Monitoring proceedings in these Chapter 11 Cases to identify any proceedings which could affect patients or which reflect developments potentially affecting patients; and
- g. Performing such other legal services as may be required under the circumstances of these Chapter 11 Cases in accordance with the Ombudsman's powers and duties as set forth in the Bankruptcy Code.

19. To the extent that Porzio is assigned by the Ombudsman, to perform new matters as requested by the Ombudsman that may be necessary and proper in these proceedings and that are materially different from the above-described services, Porzio will file a supplemental declaration in accordance with Bankruptcy Rule 2014, as required by Part F.1.c of the U.S. Trustee Guidelines.

20. No promises have been received by the Firm nor by any principals, counsel, or associate thereof as to compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these Chapter 11 Cases, except among the principals, counsel and associates of the Firm.

21. To the extent that the Firm discovers any connection with any Potentially Interested Party or enters into any new relationship with any Potentially Interested Party, the Firm will promptly supplement its disclosure to the Court.

22. The facts set forth in the Application and herein are true and correct to the best of my knowledge, information, and belief.

Dated: May 8, 2024

/s/ Cheryl A. Santaniello
Cheryl A. Santaniello

Exhibit 1 to Santaniello Declaration

Potential Parties in Interest

A. Banks

BankUnited
Better Banks
Busey Bank
CIBC
CIBM
First Mid-IL B & T
Hickory Point Bank
Hometown Community Banks
Huntington
People's
PNC Bank
Wells Fargo, N.A.
UBS

B. Debtors

Aledo HCO, LLC (d/b/a Aledo Rehabilitation & Health Care Center)
Aledo RE, LLC (d/b/a Aledo Rehabilitation & Health Care Center)
Arcola HCO, LLC (d/b/a Arcola Health Care)
Arcola RE, LLC (d/b/a Arcola Health Care)
Aspen HCO, LLC (d/b/a Aspen Rehab & Health Care)
Aspen RE, LLC (d/b/a Aspen Rehab & Health Care)
Bement HCO, LLC (d/b/a Bement Health Care Center)
Bement RE, LLC (d/b/a Bement Health Care Center)
Betty's Garden HCO, LLC (d/b/a Betty's Garden Memory Care of Kewanee)
Betty's Garden RE, LLC (d/b/a Betty's Garden Memory Care of Kewanee)
Bradford AL RE, LLC (d/b/a Courtyard Estates of Bradford)
Bushnell AL RE, LLC (d/b/a Courtyard Estates of Bushnell)
Casey HCO, LLC (d/b/a Casey Health Care Center)
Collinsville HCO, LLC (d/b/a Collinsville Rehabilitation & Health Care Center)
Collinsville RE, LLC (d/b/a Collinsville Rehabilitation & Health Care Center)
CYE Bradford HCO, LLC (d/b/a Courtyard Estates of Bradford)
CYE Bushnell HCO, LLC (d/b/a Courtyard Estates of Bushnell)
CYE Girard HCO, LLC (d/b/a Courtyard Estates of Girard)
CYE Kewanee HCO, LLC (d/b/a Courtyard Estates of Kewanee)
CYE Kewanee- PHC, Inc. (d/b/a Courtyard Estates of Kewanee)

CYE Knoxville - PHC, Inc (d/b/a Courtyard Estates of Knoxville)
CYE Knoxville HCO, LLC (d/b/a Courtyard Estates of Knoxville)
CYE Monmouth - PHC, Inc (d/b/a Courtyard Estates of Monmouth)
CYE Monmouth HCO, LLC (d/b/a Courtyard Estates of Monmouth)
CYE Sullivan HCO, LLC (d/b/a Courtyard Estates of Sullivan)
CYE Walcott HCO, LLC (d/b/a Courtyard Estates of Walcott)
CYV Kewanee AL RE, LLC (d/b/a Courtyard Village of Kewanee)
Decatur HCO, LLC (d/b/a Decatur Rehabilitation & Health Care Center)
Decatur RE, LLC (d/b/a Decatur Rehabilitation & Health Care Center)
Eastview HCO, LLC (d/b/a Eastview Terrace)
Eastview RE, LLC (d/b/a Eastview Terrace)
Effingham HCO, LLC (d/b/a Effingham Rehabilitation & Health Care Center)
Effingham RE, LLC (d/b/a Effingham Rehabilitation & Health Care Center)
El Paso - PHC, Inc (d/b/a El Paso Health Care Center)
El Paso HCC, LLC (d/b/a El Paso Health Care Center)
El Paso HCO, LLC (d/b/a El Paso Health Care Center)
Flanagan - PHC, Inc. (d/b/a Flanagan Rehabilitation & Health Care Center)
Flanagan HCC, LLC (d/b/a Flanagan Rehabilitation & Health Care Center)
Flanagan HCO, LLC (d/b/a Flanagan Rehabilitation & Health Care Center)
Havana HCO, LLC (d/b/a Havana Health Care Center)
Havana RE, LLC (d/b/a Havana Health Care Center)
Jonesboro, LLC (d/b/a Jonesboro Rehabilitation & Health Care Center)
Kewanee AL, LLC (d/b/a Courtyard Estates of Kewanee)
Kewanee HCO, LLC (d/b/a Kewanee Care Home)
Kewanee, LLC (d/b/a Kewanee Care Home)
Knoxville & Pennsylvania, LLC
Knoxville AL, LLC (d/b/a Courtyard Estates of Knoxville)
Lebanon HCO, LLC (d/b/a Lebanon Care Center)
Lebanon RE, LLC (d/b/a Lebanon Care Center)

Legacy PHC, Inc. (d/b/a Legacy Estates of Monmouth)
 Legacy Estates AL, LLC (d/b/a Legacy Estates of Monmouth)
 Legacy HCO, LLC (d/b/a Legacy Estates of Monmouth)
 Macomb, LLC (d/b/a Countryview Care Center of Macomb)
 Marigold – PHC, Inc. (d/b/a Marigold Rehabilitation & Health Care Center)
 Marigold HCC, LLC (d/b/a Marigold Rehabilitation & Health Care Center)
 Marigold HCO, LLC (d/b/a Marigold Rehabilitation & Health Care Center)
 MBP Partner, LLC
 McLeansboro HCO, LLC (d/b/a McLeansboro Rehabilitation & Health Care Center)
 McLeansboro RE, LLC (d/b/a McLeansboro Rehabilitation & Health Care Center)
 Midwest Health Operations, LLC (d/b/a Cornerstone Rehabilitation & Health Care Center; Sauk Valley Senior Living & Rehabilitation Center; Shawanee Rose Care; and CenterRock River Gardens)
 Midwest Health Properties, LLC (d/b/a Cornerstone Rehabilitation & Health Care Center; Sauk Valley Senior Living & Rehabilitation Center; Shawanee Rose Care; and CenterRock River Gardens)
 Monmouth AL, LLC (d/b/a Courtyard Estates of Monmouth)
 North Aurora HCO, LLC (d/b/a North Aurora Care Center)
 North Aurora, LLC (d/b/a North Aurora Care Center)
 Petersen 23, LLC (d/b/a Palm Terrace of Mattoon)
 Petersen 25, LLC (d/b/a Casey Health Care Center)
 Petersen 26, LLC (d/b/a Flora Rehabilitation & Health Care Center)
 Petersen 27, LLC (d/b/a Toulon Rehabilitation & Health Care Center)
 Petersen 29, LLC (d/b/a Mt. Vernon Health Care Center)
 Petersen 30, LLC (d/b/a White Oak Rehabilitation & Health Care Center)
 Petersen Farmer City, LLC (d/b/a Farmer City Rehab & Health Care)
 Petersen Health & Wellness, LLC (d/b/a Enfield Rehabilitation & Health Care Center; Rock Falls Rehabilitation & Health Care Center; and Newman Rehabilitation & Health Care Center)
 Petersen Health Business, LLC (d/b/a Sandwich Rehabilitation & Health Care Center)
 Petersen Health Care - Farmer City, LLC (d/b/a Farmer City Rehab & Health Care)
 Petersen Health Care - Illini, LLC (d/b/a Illini Heritage Rehab & Health Care)
 Petersen Health Care - Roseville, LLC (d/b/a Roseville Rehabilitation & Health Care)

Petersen Health Care II, Inc. (d/b/a Simple Blessings)
 Petersen Health Care III, LLC
 Petersen Health Care Management, LLC
 Petersen Health Care V, LLC
 Petersen Health Care VII, LLC
 Petersen Health Care VIII, LLC
 Petersen Health Care X, LLC (d/b/a Flora Gardens Care Center; Nokomis Rehabilitation & Health Care Center; Rochelle Gardens Care Center; Rochelle Rehabilitation & Health Care Center; Whispering Oaks Care Center; and Willow Rose Rehab & Health Care)
 Petersen Health Care XI, LLC (d/b/a Sandwich Rehabilitation & Health Care Center)
 Petersen Health Care XIII, LLC (d/b/a Rock Falls Rehabilitation & Health Care Center)
 Petersen Health Care, Inc. (d/b/a Countryview Terrace; Courtyard Estates of Canton; and Riverview Estates of Havana)
 Petersen Health Enterprises, LLC (d/b/a Sheldon Health Care Center)
 Petersen Health Group, LLC
 Petersen Health Network, LLC (d/b/a Flora Gardens Care Center; Nokomis Rehabilitation & Health Care Center; Rochelle Gardens Care Center; Rochelle Rehabilitation & Health Care Center; Whispering Oaks Care Center; and Willow Rose Rehab & Health Care)
 Petersen Health Properties, LLC (d/b/a Countryview Care of Macomb; Jonesboro Rehabilitation & Health Care Center; and South Elgin Rehabilitation & Health Care Center)
 Petersen Health Quality, LLC (d/b/a Countryview Terrace)
 Petersen Health Systems, Inc. (d/b/a Courtyard Estates of Herscher; Courtyard Estates of Farmington; Courtyard Estates of Galva; and Courtyard Estates of Green Valley)
 Petersen Management Company, LLC (d/b/a Flora Rehabilitation & Health Care Center; Palm Terrace of Mattoon; Flora Rehabilitation & Health Care Center; Toulon Rehabilitation & Health Care Center; Mt. Vernon Health Care Center; and White Oak Rehabilitation & Health Care Center)
 Petersen MT, LLC
 Petersen MT3, LLC
 Petersen Roseville, LLC (d/b/a Roseville Rehabilitation & Health Care Center)
 Piper HCO, LLC (d/b/a Piper City Rehab & Living Center and Courtyard Estates of Piper City)
 Piper RE, LLC (d/b/a Piper City Rehab & Living Center and Courtyard Estates of Piper City)
 Pleasant View HCO, LLC (d/b/a Pleasant View Rehabilitation & Health Care Center)
 Pleasant View RE, LLC (d/b/a Pleasant View Rehabilitation & Health Care Center)

Polo - PHC, Inc. (d/b/a Polo Rehabilitation & Health Care)
 Polo HCO, LLC (d/b/a Polo Rehabilitation & Health Care)
 Polo, LLC (d/b/a Polo Rehabilitation & Health Care)
 Prairie City HCO, LLC (d/b/a Prairie City Rehabilitation & Health Care Center)
 Prairie City RE, LLC (d/b/a Prairie City Rehabilitation & Health Care Center)
 Robings HCO, LLC (d/b/a Robings Manor Rehabilitation & Health Care)
 Robings, LLC (d/b/a Robings Manor Rehabilitation & Health Care and Courtyard Estates of Brighton)
 Rosiclare HCO, LLC (d/b/a Rosiclare Rehabilitation & Health Care Center)
 Rosiclare RE, LLC (d/b/a Rosiclare Rehabilitation & Health Care Center)
 Royal HCO, LLC (d/b/a Royal Oaks Care Center)
 Royal RE, LLC (d/b/a Royal Oaks Care Center)
 SABL, LLC
 SC Healthcare Holding, LLC
 Shangri La HCO, LLC (d/b/a Shangri La Rehab & Living Center)
 Shangri La RE, LLC (d/b/a Shangri La Rehab & Living Center)
 Shelbyville HCO, LLC (d/b/a Shelbyville Rehabilitation & Health Care Center)
 Shelbyville RE, LLC (d/b/a Shelbyville Rehabilitation & Health Care Center)
 SJL Health Systems, Inc. (d/b/a Prairie Rose Health Care Center)
 South Elgin, LLC (d/b/a South Elgin Rehabilitation & Health Care Center)
 Sullivan AL RE, LLC (d/b/a Courtyard Estates of Sullivan)
 Sullivan HCO, LLC (d/b/a Sullivan Rehabilitation & Health Care Center)
 Sullivan RE, LLC (d/b/a Sullivan Rehabilitation & Health Care Center)
 Swansea HCO, LLC (d/b/a Swansea Rehabilitation & Health Care Center)
 Swansea RE, LLC (d/b/a Swansea Rehabilitation & Health Care Center)
 Tarkio HCO, LLC (d/b/a Tarkio Rehabilitation & Health Care)
 Tarkio RE, LLC (d/b/a Tarkio Rehabilitation & Health Care)
 Tuscola HCO, LLC (d/b/a Tuscola Health Care Center)
 Tuscola RE, LLC (d/b/a Tuscola Health Care Center)
 Twin HCO, LLC (d/b/a Twin Lakes Rehab & Health Care)
 Twin RE, LLC (d/b/a Twin Lakes Rehab & Health Care)
 Vandalia HCO, LLC (d/b/a Vandalia Rehabilitation & Health Care Center)

Vandalia RE, LLC (d/b/a Vandalia Rehabilitation & Health Care Center)
 Village Kewanee HCO, LLC (d/b/a Courtyard Village of Kewanee)
 Walcott AL RE, LLC (Courtyard Estates of Walcott) War Drive, LLC
 Watseka HCO, LLC (d/b/a Watseka Rehabilitation & Health Care Center)
 Watseka RE, LLC (d/b/a Watseka Rehabilitation & Health Care Center)
 Westside HCO, LLC (d/b/a Westside Rehabilitation & Care Center)
 Westside RE, LLC
 XCH, LLC

C. Debtors' Advisors

Getzler Henrich & Associates LLC
 Walker & Dunlop, Inc.
 Winston & Strawn LLP
 Young Conaway Stargatt & Taylor, LLP

D. Directors and Officers

Mark Petersen
 Marikay Snyder
 David R. Campbell

E. Insurance Providers

Addison Insurance Company
 Artisan and Truckers Casualty Co.
 AXA XL Insurance Company
 AXA XL Insurance Company UK Limited
 BlueCross BlueShield of Illinois
 CRC Insurance Services Inc.
 First Insurance Funding
 Hartford Fire Insurance Company
 HUB International Insurance Services, Inc.
 IL Secretary of State Index Dept. of Springfield, IL
 Illinois Department of Public Health
 KCP & L
 Kuhl Agency
 Liberty Utilities
 Lloyds Underwriters, Lloyds America, Inc.
 Missouri Department of Health and Senior Services
 NICOR Gas Company
 Old Republic Surety Company
 Optimed
 Pendulum Risk Consulting
 Progressive Commercial
 RT Specialty / RSUI
 Selective Insurance Company of the Southeast
 Southern Illinois Electric Corp
 The Hartford
 The Progressive Corporation

West Bend Insurance
West Bend Mutual Insurance Company

F. Judges

Chan, Ashely M.
Dorsey, John T.
Goldblatt, Craig T.
Horan, Thomas M.
Owens, Karen B.
Shannon, Brendan L.
Silverstein, Laurie Selber
Stickles, J. Kate
Walrath, Mary F.

G. Lenders

AMI Capital, Inc.
Assistant Secretary of Housing/Federal Housing
Commission
Bank of Farmington
Bank of Rantoul
Berkadia Commercial Mortgage, LLC
Better Bank of Chillicothe
Better Banks
Capital Funding, LLC
Chase Bank
Column Financial, Inc.
Community State Bank
Credit Suisse
eCapital
GMF Petersen Note LLC
Grandbridge Real Estate Capital LLC
Hickory Point Bank
IMHVCU
JMB Capital Partners Lending LLC
Keybank National Association
Lancaster Pollard Mortgage Company
Lument Real Estate Capital LLC
Midwest Bank of Western IL
Pillar Capital Finance LLC
Secretary of Housing and Urban Development (HUD)
Solutions Bank
UBS
X-Caliber Capital Corp.

H. Litigation Parties¹

Calltek Inc.
Capital Funding, LLC
Edith Hartsock
James Borries

Jeanette Chamberland
Jimmie Owens
Joe Winters
Judith Bill
Kenneth Denson
Margaret Butler
Mary Ellen Qureshi
Mildred Downs
Phyllis Wellenreiter
Ola Williams
Rosie L. Tipton
Russel Smith
Select Rehabilitation
Wynona Alvord
X-Caliber Capital, LLC
X-Caliber Funding LLC
Zawadi Nursing Agency

I. Material Vendors

Datamax d/b/a Summer One
Favorite Healthcare Staffing
Health Advocates Network, Inc. d/b/a Horizons
Healthcare
Lawrence Recruiting
Martin Bros
McKesson Medical-Surgical
Medical Solutions LLC
Newman Manor Inc.
Nurses PRN
Omnicare
OneStaff Medical LLC
PEL/VIP
PIPCO Companies LTD
PointClickCare Technologies Inc.
RecoverCare LLC
RehabCare
Rentokil Pest Control
Sage Intacct Inc.
Select Rehabilitation LLC
Shiftkey LLC
SNF Receivable Solutions

J. Non-Debtor Affiliates

Batavia, LLC (d/b/a Batavia Rehabilitation & Health
Care Center)
Benton HCC, LLC (d/b/a Benton Rehabilitation &
Health Care Center)
Bloomington, LLC (d/b/a Bloomington
Rehabilitation & Health Care Center)
Candle Hospitality, LLC (d/b/a Candlewood Suites)

¹ The following list contains certain litigation counterparties.

Charleston - PHC, Inc. (d/b/a Charleston Rehabilitation & Health Care Center)
 Charleston HCC, LLC (d/b/a Charleston Rehabilitation & Health Care Center)
 Charleston HCO, LLC (d/b/a Charleston Rehabilitation & Health Care Center)
 Charter Bus Company, LLC
 Cisne, LLC (d/b/a Cisne Rehabilitation & Health Care Center)
 Cumberland - PHC, Inc. (d/b/a Cumberland Rehabilitation & Health Care)
 Cumberland HCC, LLC (d/b/a Cumberland Rehab & Health Care Center)
 Cumberland HCO, LLC (d/b/a Cumberland Rehab & Health Care Center)
 Eastside, LLC (d/b/a Eastside Health & Rehabilitation Center)
 Fondulac, LLC (d/b/a Fondulac Rehabilitation & Health Care)
 Neeley, LLC
 Neeley Incorporated Cell
 Ozark HCC, LLC (d/b/a Ozark Rehabilitation & Health Care)
 Petersen Companies, LLC
 Petersen Health Junction, LLC (d/b/a Sunset Rehabilitation & Health Care)
 Petersen Health Operations, LLC (d/b/a Batavia Rehabilitation & Health Care Center; Benton Rehabilitation & Health Care Center; Bloomington Rehabilitation & Health Care Center; Cisne Rehabilitation & Health Care Center; Sunset Rehabilitation & Health Care Center; Eastside Health & Rehabilitation Center; Fondulac Rehabilitation & Health Care Center; Ozark Rehabilitation & Health Care; and Timbercreek Rehab & Health Care)
 Petersen Hospitality, LLC (d/b/a Hampton Inn & Suites)
 Petersen Hotels, LLC (d/b/a AmericInn, Monmouth)
 Petersen MT2, LLC
 Petersen MT4, LLC²
 Plaza West Development, LLC (d/b/a Holiday Inn & Suites Peoria)
 Sunset HCC, LLC (d/b/a Sunset Rehabilitation & Health Care)
 Timbercreek HCC, LLC (d/b/a Timbercreek Rehabilitation & Health Care)
 Twenty Four Corp, LLC

K. Office of the United States Trustee

Adam Shaarawy
 Adela Alfaro
 Andrew R. Vara
 Angeliza Ortiz-Ng
 Benjamin Hackman
 Christine Green
 D. Troy Sellars
 Daniel C. Kropiewnicki
 Dave P. Adams
 David Berry
 David Gerardi
 David Milko
 Diane Giordano
 Dianne P. Dugan
 Dion Wynn
 Edith A. Serrano
 Elizabeth Thomas
 Fang Bu
 Fran B. Steele
 Francyne D. Arendas
 Frederic J. Baker
 George M. Conway
 Gregory B. Schiller
 Hannah Deininger
 Hannah M. McCollum
 Holly Dice
 Hugh J. Ward
 James B. Lambe
 James Gannone
 James R. O'Malley
 James Stives
 Jane Leamy
 Jeffrey Sponder
 Joanne E. Clausen
 Jodi Hause
 John Schanne
 Jonathan Lipshie
 Jonathan Nyaku
 Joseph C. Kern
 Joseph Cudia
 Joseph McMahon
 Joseph Schalk
 Kacie Cartwright
 Kathleen Blasi
 Kevin P. Callahan
 Kirsten K. Ardelean
 Lauren Attix
 Lauren Bielskie
 Linda Casey
 Linda Richenderfer

² The Debtors intend to seek dismissal of this entity from these Chapter 11 Cases.

Lisa Geyer
 Lisa L. Costa
 Maggie McGee
 Malcolm M. Bates
 Maria Nicole Borgesi
 Marta E. Villacorta
 Martha Hildebrandt
 Michael Artis
 Michael Girello
 Nancy Miller
 Nicole Watson
 Nyanquoi Jones
 Peter J. D'Auria
 Rachel Wolf
 Rebecca Plesic
 Richard Schepacarter
 Robert J. Schneider, Jr.
 Rosa Sierra-Fox
 Shakima L. Dortch
 Sharon Pasniewski
 Steven Albright
 Tia Green
 Timothy J. Fox, Jr.
 Tina L. Oppelt
 Wendy Paul
 William J. Ziemer

L. Taxing Authorities

Atchison County Treasurer
 Camden County
 Christian County Collector
 Clark County Collector
 Clay County Collector
 Coles County Collector
 Cumberland County Treasurer
 DeKalb County Collector
 Dewitt County Collector
 Douglas County Collector
 Edgar County Collector
 Edgar County Treasurer
 Effingham County Treasurer
 Fayette County Collector
 Ford County Collector
 Ford County Treasurer
 Franklin County Treasurer
 Fulton County Collector
 Hamilton County Collector
 Hardin County Treasurer
 Illinois Department of Healthcare and Family Services
 Illinois Office of Comptroller - Chicago
 Illinois Office of Comptroller - Springfield
 Illinois Secretary of State
 Illinois State Treasurer
 Internal Revenue Service
 Iowa Department of Revenue

Iowa Dept of Revenue and Finance
 Iroquois County Collector
 Jackson County Collector
 Jefferson County Collector
 Jersey County Collector
 Kane County Collector
 Macon County Collector
 Madison County Treasurer
 McDonough County Collector
 Mercer County Collector
 Missouri Department of Revenue
 Montgomery County Collector
 Ogle County Collector
 Piatt County Collector
 Rock Island County Collector
 Saline County Collector
 Shelby County Treasurer
 St Clair County Collector
 Stark County Collector
 Union County Collector
 Woodford County Treasurer

M. Utility Providers

Alliant Energy
 Ameren IL
 Ascentium Capital
 AT&T
 Brighton Water & Sewer Department
 Brightspeed
 Bushnell Municipal
 Cass Communications Management Inc.
 CenturyLink
 Charter Communications
 Christina Smith
 Citrix Systems Inc
 City of Aledo
 City of Arcola
 City of Blue Springs Utility
 City of Canton
 City of Casey
 City of Collinsville
 City of Decatur
 City of Effingham Water Dept
 City of El Paso
 City of Farmer City
 City of Flora
 City of Galesburg
 City of Galva Water Department
 City of Girard
 City of Havana
 City of Jonesboro
 City of Kewanee
 City of Knoxville
 City of Lebanon
 City of Mattoon

City of McLeansboro
 City of Monmouth
 City of Morrison
 City of Mt. Vernon
 City of Newman
 City of Nokomis
 City of Paris
 City of Peoria - Stormwater
 City of Polo
 City of Rock Falls
 City of Sandwich
 City of Silvis
 City of Sullivan
 City of Toulon
 City of Tuscola
 City of Vandalia
 City of Walcott
 City of Watseka
 City of West Frankfort
 Coles-Moultrie Electric Cooperative
 Comcast Cable
 ComEd
 Computer Techniques Inc
 Consolidated Communications
 Constellation NewEnergy
 Conxxus
 Crystal Simmons
 DIRECTV
 Dish Network
 E J Water Cooperative Inc
 Evergy
 Ferrellgas
 Fox Metro
 Frontier
 Goldstar Software
 Grafton Technologies
 Granite Telecommunications
 Greater Peoria Sanitary District
 Guaranteed Ink
 Harrisburg Water Department
 Home Field Energy
 Illinois American Water
 Liberty Utilities
 Lifeloop
 Macomb City Waterworks
 Mediacom
 MidAmerican Energy Company
 Midwest Data Center
 Nicor Gas
 Nitro
 Pana City Water Department
 Peoria Heights Waterworks
 Piasa Motor Fuels, LLC
 PointClickCare Technologies Inc
 Prairie City Water
 Rentokil

Rochelle Municipal Utilities
 Royell Communications
 Shadow Fax Projects
 Shawnee Communications-Whispering
 Shelby Electric Cooperative
 Shelbyville Water Dept
 South Central FS
 SouthEastern Illinois Electric Coop
 Southern Illinois Electric Cooperative
 Sparklight
 Spire
 Stellar Private Cable Systems
 Stratus Networks
 Swansea Sewer Department
 Tarkio Board of Public Works
 Touchtone
 Urbana-Champaign Sanitary District
 Verizon Wireless
 Village of Bement
 Village of Bradford
 Village of Enfield Utilities
 Village of Herscher
 Village of North Aurora
 Village of Piper City
 Village of Roseville
 Village of South Elgin
 Wabash Communications

N. **40 Largest Unsecured Claims (Not otherwise listed herein)**

Ginoli & Company LTD
 CliftonLarsonAllen LLP
 Baker Tilly US LLP

Exhibit 2 to Santaniello Declaration

<u>PARTY</u>	<u>RELATIONSHIP TO DEBTORS</u>	<u>MATTER</u>
AT&T	Utility Provider	The Firm currently represents AT&T and/or its affiliates in matters unrelated to the Debtors.
BankUnited	Banks	The Firm currently represents BankUnited in matters unrelated to the Debtors.
Comcast Cable	Utility Provider	A subsidiary of the Firm currently is engaged by Comcast Cable in matters unrelated to the Debtors.
RSUI	Insurance Provider	The Firm previously represented RUIS Group in a matter unrelated to the Debtors.
Wells Fargo, N.A.	Banks	The Firm currently represents Wells Fargo Bank and/or its affiliates in matters unrelated to the Debtors.

EXHIBIT B

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SC HEALTHCARE HOLDING, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10443 (TMH)

(Jointly Administered)

Hearing Date: June 27, 2024 at 10:00 a.m. (ET)

Obj. Deadline: May 22, 2024 at 4:00 p.m. (ET)

**DECLARATION OF SUZANNE KOENIG, IN HER CAPACITY AS
PATIENT CARE OMBUDSMAN, IN SUPPORT OF APPLICATION OF
PATIENT CARE OMBUDSMAN FOR ENTRY OF AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF PORZIO, BROMBERG &
NEWMAN, P.C. AS COUNSEL, NUNC PRO TUNC AS OF APRIL 18, 2024**

Pursuant to 28 U.S.C § 1746, I, Suzanne Koenig, hereby submit this declaration (the "Declaration") under penalty of perjury:

1. My name is Suzanne Koenig. I am over the age of 21 and am competent in all respects to make this Declaration. I am President of SAK Management Services, LLC ("SAK") and am the Court appointed patient care ombudsman (the "Ombudsman") in these chapter 11 cases of SC Healthcare Holding, LLC, *et al.*, Case No. 24-10443 (TMH) (the "Chapter 11 Cases"). I am in all respects competent to make this Declaration in support of the application ("Application") to retain Porzio, Bromberg & Newman, P.C., as counsel for the Ombudsman *nunc pro tunc* as of April 18, 2024 (the "Retention Date"). Except as otherwise noted, I have personal knowledge as to all information set forth below.

¹The last four digits of SC Healthcare Holding, LLC's tax identification number are 2584. The mailing address for SC Healthcare Holding, LLC is c/o Petersen Health Care Management, LLC 830 West Trailcreek Dr., Peoria, IL 61614. Due to the large number of debtors in these Chapter 11 Cases, whose cases are being jointly administered, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information is available on a website of the Debtors' claims and noticing agent at www.kccllc.net/Petersen.

2. This Declaration is provided pursuant to Part D.2 of the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the “Guidelines”) promulgated by the Office of the United States Trustee. I am informed by Porzio that the Guidelines require that any application for employment of an attorney under 11 U.S.C. §§ 327 or 1103 be accompanied by a verified statement from the client that addresses the following:

- The identity and position of the person making the verification. The person ordinarily should be the general counsel of the debtor or another officer responsible for supervising outside counsel and monitoring and controlling legal costs.
- The steps taken by the client to ensure that the applicant’s billing rates and material terms for the engagement are comparable to the applicant’s billing rates and terms for other non-bankruptcy engagements and to the billing rates and terms of other comparably skilled professionals.
- The number of firms the client interviewed.
- If the billing rates are not comparable to the applicant’s billing rates for other non-bankruptcy engagements and to the billing rates of other comparably skilled professionals, the circumstances warranting the retention of that firm.
- The procedures the client has established to supervise the applicant’s fees and expenses and to manage costs. If the procedure for the budgeting, review and approval of fees and expenses differ from those the client regularly employs in non-bankruptcy cases to supervise outside general counsel, explain how and why. In addition, describe any efforts to negotiate rates including rates for routing matters, or in the alternative to delegate such matters to less expensive counsel.

Identity of Declarant

3. On March 20, 2024, the Debtors filed petitions with this Court under chapter 11 of the Bankruptcy Code. On April 10, 2024, the U.S. Trustee filed the *Concurred in Application Regarding Order Pursuant to 11 U.S.C. § 333 and Fed. R. Bankr. P. 2007.2 Directing the Appointment of a Patient Care Ombudsman* [D.I. 136] (the “Ombudsman Application”). Further,

on April 10, 2024, the Court entered the *Order Pursuant to Pursuant to 11 U.S.C. § 333 and Fed. R. Bankr. P. 2007.2 Directing the Appointment of a Patient Care Ombudsman* [D.I. 137] (the “Ombudsman Order”). On April 16, 2024, the U.S. Trustee filed the *Notice of Appointment of Patient Care Ombudsman Under 11 U.S.C. § 333* [D.I. 160] (the “Ombudsman Appointment”), appointing me as the Ombudsman. As Ombudsman, I was directly involved in the decision to retain Porzio as counsel in these Chapter 11 Cases.

Steps Taken to Ensure Comparability of Engagement Terms

4. I have confirmed with Porzio that, while its billing rates vary from attorney to attorney based on such factors as the attorney’s seniority and position with the firm (e.g. principal, associate), years of experience, and the demand for services in the attorney’s particular area of expertise, its billing rates do not vary as a function of whether the services performed relate to a bankruptcy engagement or a non-bankruptcy engagement.

5. I have been informed that Porzio endeavors to set hourly rates for their attorneys and paraprofessionals at levels competitive to those charged by firms with whom they compete.

Number of Firms Interviewed

6. While I did not interview multiple firms with respect to this engagement, I am personally familiar with many firm’s bankruptcy and non-bankruptcy billing practices, hourly rates, and experience.

7. In selecting counsel to represent the Ombudsman, I considered potential counsel based on their expertise in the relevant legal issues and their familiarity with the Debtors and with restructurings in the Debtors’ industry, its presence in this jurisdiction, as well as the time-sensitive need to retain counsel to address immediate and emergent issues in these Chapter 11 Cases. Using these criteria, I decided to retain Porzio as counsel because of the firm’s familiarity with the legal

issues impacting the Ombudsman, the chapter 11 restructuring process before this Court, and specifically Porzio's experience with health care related restructurings.

Procedures Established to Supervise Fees and Expenses and Manage Costs

8. I understand that Porzio will be using budgets and staffing reports for legal services to be provided to the Ombudsman during this engagement. I recognize that in the course of a chapter 11 case, there may be unforeseeable fees and expenses that will need to be addressed by the Ombudsman and Porzio. Therefore, the Ombudsman recognizes that it is her responsibility to closely monitor the billing practices of its counsel to ensure that the fees and expenses paid by the estates remain consistent with the Ombudsman's expectations and exigencies of these Chapter 11 Cases. I will continue to review the invoices regularly submitted by Porzio and, together with Porzio, may periodically amend the budget and staffing plan as the Chapter 11 Cases develop to reflect changed circumstances or unanticipated developments.

9. Based on the foregoing, I am of the opinion that it is necessary and desirable to employ Porzio *nunc pro tunc* as of April 18, 2024, and that such employment is in the best interest of the Debtors' estates

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States, that the foregoing statements are true and correct.

Dated: May 8, 2024

**SUZANNE KOENIG, AS COURT APPOINTED
PATIENT CARE OMBUDSMAN**

By: /s/ Suzanne Koenig
*Suzanne Koenig, solely in her capacity as the
Patient Care Ombudsman of SC Healthcare
Holding, LLC, et al.*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SC HEALTHCARE HOLDING, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10443 (TMH)

(Jointly Administered)

Hearing Date: June 27, 2024 at 10:00 a.m. (ET)

Obj. Deadline: May 22, 2024 at 4:00 p.m. (ET)

**NOTICE ON APPLICATION OF PATIENT CARE
OMBUDSMAN FOR ENTRY OF AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF PORZIO, BROMBERG &
NEWMAN, P.C. AS COUNSEL, NUNC PRO TUNC AS OF APRIL 18, 2024**

PLEASE TAKE NOTICE THAT on **May 8, 2024** Suzanne Koenig, the appointed patient care ombudsman (the “Ombudsman”) filed the *Application of Patient Care Ombudsman for Entry for an Order Authorizing and Approving the Employment of Porzio, Bromberg & Newman, P.C. as Counsel, Nunc Pro Tunc to April 18, 2024* (the “Application”).

PLEASE TAKE NOTICE THAT that responses, if any, to the Application must be in writing, in conformity with the Federal Rules of Bankruptcy Procedure and the Local Rules of the United States Bankruptcy Court for the District of Delaware, filed with the Bankruptcy Court and served upon the undersigned counsel so as to be received on or before **May 22, 2024 at 4:00 p.m. (ET)** (the “**Objection Deadline**”). At the same time, you must also serve a copy of the response upon Applicant’s proposed attorneys:

Cheryl A. Santaniello, Esq.
Porzio, Bromberg & Newman, P.C.
300 Delaware Avenue, Suite 1220
Wilmington, DE 19801
Telephone: (302) 526-1235

Robert M. Schechter, Esq.
Christopher P. Mazza, Esq.
Porzio, Bromberg & Newman, P.C.
100 Southgate Parkway
P.O. Box 1997

¹The last four digits of SC Healthcare Holding, LLC’s tax identification number are 2584. The mailing address for SC Healthcare Holding, LLC is c/o Petersen Health Care Management, LLC 830 West Trailcreek Dr., Peoria, IL 61614. Due to the large number of debtors in these Chapter 11 Cases, whose cases are being jointly administered, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information is available on a website of the Debtors’ claims and noticing agent at www.kccllc.net/Petersen.

Facsimile: (302) 416-6064
Email: casantaniello@pbnlaw.com

Morristown, NJ 07962
Telephone: (973) 538-4006
Facsimile: (973) 538-5146
Email: rmschechter@pbnlaw.com
Email: cpmazza@pbnlaw.com

If Objections are filed, a hearing on the Application will be held on **June 27, 2024 at 10:00 a.m. (ET)** before the Honorable Thomas M. Horan, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Courtroom #6, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: May 8, 2024

/s/ Cheryl A. Santaniello
Cheryl A. Santaniello, Esq. (DE Bar No. 5062)
Porzio, Bromberg & Newman, P.C.
300 Delaware Avenue, Suite 1220
Wilmington, DE 19801
Telephone: (302) 526-1235
Facsimile: (302) 416-6064
E-mail: casantaniello@pbnlaw.com

Robert M. Schechter, Esq. (*pro hac vice*)
Christopher P. Mazza, Esq. (*pro hac vice*)
Porzio, Bromberg & Newman, P.C.
100 Southgate Parkway
P.O. Box. 1997
Morristown, New Jersey 07962
Telephone: (973) 538-4006
Facsimile: (973) 538-5146
Email: rmschechter@pbnlaw.com
Email: cpmazza@pbnlaw.com

*Proposed Counsel for the Patient Care
Ombudsman*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SC HEALTHCARE HOLDING, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10443 (TMH)

(Jointly Administered)

**ORDER GRANTING APPLICATION OF PATIENT CARE
OMBUDSMAN FOR ENTRY OF AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF PORZIO, BROMBERG &
NEWMAN, P.C. AS COUNSEL, *NUNC PRO TUNC* AS OF APRIL 18, 2024**

Upon consideration of the Application of Patient Care Ombudsman (“Ombudsman”) for Entry of an Order Authorizing the Retention and Employment of Porzio, Bromberg & Newman, P.C. (“Porzio”) as Counsel *Nunc Pro Tunc* to April 18, 2024 (the “Application”),² pursuant to sections 105, 330 and 333 of the Bankruptcy Code, Rules 2014 and 2016 of the Bankruptcy Rules, Rules 2014-1 and 2016-1 of the Local Rules, and upon reviewing and considering the Declaration of Cheryl A. Santaniello, an attorney with Porzio, in support of the Application (the “Santaniello Declaration”), the Declaration of Suzanne Koenig (the “Koenig Declaration”) in support of the Application; the Court being satisfied based on the representations made in the Application and in the Santaniello Declaration and Koenig Declaration that said attorneys represent no interest adverse to the Ombudsman, that they are disinterested persons as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1103(b) of the Bankruptcy Code, and that

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² Capitalized terms not otherwise defined herein shall have the meanings set forth in the Application.

their employment is necessary and would be in the best interests of the Ombudsman, and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. Pursuant to Bankruptcy Code sections 105 and 333, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1, the Ombudsman is authorized to retain and employ Porzio as counsel, *nunc pro tunc* to April 18, 2024.
3. Porzio is authorized to provide the Ombudsman with the professional services described in the Application and Santaniello Declaration.
4. Porzio shall apply for compensation and professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code, and applicable provisions of the Bankruptcy Rules, the Local Bankruptcy Rules, and such other procedures as may be fixed by order of this Court. Porzio shall be permitted to seek and obtain compensation pursuant to the procedures and timeline set forth in the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals [Dkt #235]. Porzio shall make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013*.
5. Porzio shall not seek reimbursement of fees or costs arising from the defense of any of Porzio's fee applications in the Cases, except as and to the extent otherwise permitted under applicable law and the decisions of this Court.

6. Porzio shall provide ten business days' notice to the Ombudsman, Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

7. Porzio shall use its reasonable best efforts to avoid duplication of services provided by any of the Ombudsman's other retained professionals in these Chapter 11 Cases.

8. The Ombudsman and Porzio are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

9. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

10. To the extent the Application, the Santaniello Declaration or the Koenig Declaration is inconsistent with this Order, the terms of this Order shall govern.

11. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

12. Notwithstanding anything to the contrary in the Application, the Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SC HEALTHCARE HOLDING, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10443 (TMH)

(Jointly Administered)

CERTIFICATE OF SERVICE

I hereby certify that on May 8, 2024, the foregoing *Application of Patient Care Ombudsman for Entry for an Order Authorizing and Approving the Employment of Porzio, Bromberg & Newman, P.C. as Counsel, Nunc Pro Tunc to April 18, 2024* was electronically filed via CM/ECF and served via CM/ECF upon all parties registered to receive CM/ECF notices in these cases, and I caused to be served upon the parties listed in the attached **Exhibit A** via first class mail.

Dated: May 8, 2024

/s/ Cheryl A. Santaniello
Cheryl A. Santaniello, Esq.

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EXHIBIT A

Description	CreditorName	CreditorNoticeName	Address1	Address2	City	State	Zip
Bankruptcy Servicer for Ford Motor Credit Company, LLC	AIS Portfolio Services, LLC	Ford Motor Credit Company, LLC Department	4515 N Santa Fe Ave. Dept. APS		Oklahoma City	OK	73118
Top 40 Creditor	Alvord, Wynona (Deborah L. Royse as Attorney-In-Fact for Wynona Alvord)	Taxman, Pollock, Murray, and Bekkerman, Colleen Mixan Mikaitis	225 W. Wacker Dr., Ste. 1650		Chicago	IL	60606
Prepetition Lenders	AMI Capital, Inc.	Servicing Department	7200 Wisconsin Ave., Suite 200		Bethesda	MD	20814
Prepetition Lenders	Assistant Secretary of Housing/Federal Housing Commissioner, DHUD, Washington, DC ISAOA ATIMA	Lument Real Estate Capital, LLC	10 W. Broad Street	8th Floor	Columbus	OH	43215
Top 40 Creditor	Baker Tilly US LLP	Colin J. Walsh	205 N Michigan Ave., 28th Floor		Chicago	IL	60601-5927
Counsel to Lument Real Estate Capital LLC, f/k/a Lancaster Pollard Mortgage Company	BALLARD SPAHR LLP	Matthew G. Summers, Laurel D. Roglen, Margaret Vesper	919 North Market Street, 11th Floor		Wilmington	DE	19801-3034
Prepetition Lenders	Bank of Farmington		16 North Main	PO Box 320	Farmington	IL	61531
Prepetition Lenders	Bank of Rantoul		201 E Campaign		Rantoul	IL	61866
Prepetition Lenders	Berkadia Commercial Mortgage, LLC		323 Norristown Road, Suite 300		Ambler	PA	19002
Prepetition Lenders	Berkadia Commercial Mortgage, LLC and the Assistant Secretary for Housing-Federal Housing Commissioner, DHUD	c/o Berkadia Commercial Mortgage LLC	PO Box 557		Ambler	PA	19002
Prepetition Lenders	Better Bank of Chillicothe		900 N. 4th Street		Chillicothe	IL	61523-1708
Prepetition Lenders	Better Banks		5600 S. Adams St.		Bartonville	IL	61607-1902
Prepetition Lenders	Better Banks		201 N. 2nd St.		Dunlap	IL	61525-8001
Top 40 Creditor	Bill, Judith	Parker & Parker, Robert Parker	300 NE Perry Ave.		Peoria	IL	61603
Counsel for X-Caliber Funding LLC	Blank Rome LLP	Kenneth J Ottaviano Paige B Tinkham	444 West Lake St Ste 1650		Chicago	IL	60606
Counsel for X-Caliber Funding LLC	Blank Rome LLP	Lawrence R Thomas III Jordan L Williams	1201 Market Street Ste 800		Wilmington	DE	19801
Top 40 Creditor	Borries, James (Jane A Spiker & Jeffrey L. Borries, Independent Co-Executors of the Estate of James L. Borries, Sr., deceased)	Sutterfield Law Offices, David Sutterfield	208 S. Second St.		Effingham	IL	62401
Counsel to McKesson Corporation, on behalf of itself and certain corporate affiliates	Buchalter, A Professional Corporation	Jeffrey K. Garfinkle, Esq.	18400 Von Karman Avenue, Suite 800		Irvine	CA	92612
Counsel to Wells Fargo Bank, N.A.	Burr & Forman LLP	J. Cory Falgowski	222 Delaware Avenue, Suite 1030		Wilmington	DE	19801
Top 40 Creditor	Butler, Margaret (Daniel Hall Butler and Kevin Randall Butler, as Independent Co-Executors of the Estate of Ola Margaret Butler, deceased)	Hopkins & Huebner, PC, Glenn Ruud	100 E. Kimberly Road, Suite 400	Northwest Bank Tower	Davenport	IA	52806-5943
Prepetition Lenders	Capital Funding, LLC	General Counsel	1422 Clarkview Road		Baltimore	MD	21209
Top 40 Creditor	Chamberland, Jeanette (Mary Williams, as Independent Executrix of the Estate of Jeanette Chamberland)	Konicek & Dillon, PC, Thomas Dillon	70 W. Madison St., #2600		Chicago	IL	60602
Prepetition Lenders	Chase Bank		7707 N. Knoxville Ave.		Peoria	IL	61614-2080
Top 40 Creditor	CliftonLarsonAllen LLP	Adam M. Matheson, Associate General Counsel	PO Box 775967		Chicago	IL	60677-5967
Prepetition Lenders	Column Financial	N. Dante LaRocca	Eleven Madison Avenue		New York	NY	10010
Prepetition Lenders	Community State Bank		625 SE 2nd Street	P.O. Box 78	Galva	IL	61434
Prepetition Lenders	Community State Bank of Kewanee		PO Box 549		Kewanee	IL	61443
Top 40 Creditor	Constellation NewEnergy	Gas Division LLC, Karen Green	PO Box 5473		Carol Stream	IL	60197-5473
Counsel for Omnicare, Inc. and its Affiliated Entities	Cooch and Taylor, P.A	R. Grant Dick IV, Esq	The Brandywine Building	1000 N. West St., Suite 1500	Wilmington	DE	19801
Prepetition Lenders	Credit Suisse	McGuireWoods LLP	Art Gambill, Esq.	1230 Peachtree Street, N.E., Suite 2100	Atlanta	GA	30309-3534
Prepetition Lenders	Credit Suisse	Patrick Hart	11 Madison Avenue		New York	NY	10010
Prepetition Lenders	Credit Suisse	Sector Financial Inc.	Attn Healthcare Portfolio Manager	5404 Wisconsin Avenue, Suite 410	Chevy Chase	MD	20815
Top 40 Creditor	Datamax dba Sumner One	Edmund Sumner	PO Box 5180		St. Louis	MO	63139-0180
Delaware State AG and DOJ	Delaware Dept of Justice	Attorney General	Attn Bankruptcy Department	Carvel State Building	Wilmington	DE	19801
DE Secretary of State	Delaware Secretary of State	Division of Corporations	Franchise Tax	820 N French St	Dover	DE	19903
DE State Treasury	Delaware State Treasury		820 Silver Lake Blvd., Suite 100	PO Box 898	Dover	DE	19904

Description	CreditorName	CreditorNoticeName	Address1	Address2	City	State	Zip
Top 40 Creditor Counsel for Martin Brothers Distributing Company, Inc.	Denson, Kenneth (Kenneth C. Denson, II, as Independent Administrator of the Estate of Kenneth Clarence Denson, Sr., deceased)	Kralovec, Jambois & Schwartz, Eva Golabek	60 W Randolph St., 4th Floor		Chicago	IL	60601
	DLA Piper LLP	Aaron S. Applebaum, Emily C.S. Jones	1201 North Market Street, Ste. 2100		Wilmington	DE	19801
Top 40 Creditor	Downs, Mildred (Janet Van Gundy, as Independent Administrator of the Estate of Mildred M. Downs, deceased)	The Law Offices of Steven J. Malman, Patricia Gifford	505 West University Avenue, Suite 119		Champaign	IL	61820
Prepetition Lenders	eCapital	Kincaid, Frame & Associates Co., LPA	Timothy J. Kincaid	6151 Wilson Mills Road, Suite 310	Highland Heights	OH	44143
Prepetition Lenders	eCapital	Legal Department	20807 Biscayne Blvd, Suite 203		Aventura	FL	33180
Top 40 Creditor Counsel for Omnicare, Inc. and its Affiliated Entities	Favorite Healthcare Staffing	Miranda Dingman	PO Box 26225		Overland Park	KS	66225
Prepetition Lenders	Foley & Lardner, LLP	Geoffrey S. Goodman, Esq.	321 N. Clark St., Ste. 3000		Chicago	IL	60654-4762
Prepetition Lenders	Ford Credit		PO Box 542000		Omaha	NE	68154
Counsel to Hickory Point Bank & Trust	Gellert Scali Busenkell & Brown, LLC	Michael Busenkell, Esq.	1201 North Orange Street, Suite 300		Wilmington	DE	19801
Top 40 Creditor	Ginoli & Company LTD	Michael Remmele, CPA	7625 North University, Suite A		Peoria	IL	61614-8303
Prepetition Lenders	GMF Petersen Note LLC	c/o GMF Capital, Daniel Klodor	650 Madison Avenue, Floor 22		New York	NY	10022
Prepetition Lenders	GMF Petersen Note LLC	McDermott Will & Emery LLP	Brian R. Donnelly	340 Madison Avenue	New York	NY	20006
Prepetition Lenders	Grandbridge Real Estate Capital LLC						
Proposed Counsel to Official Committee of Unsecured Creditors	ISAOA/ATIMA		214 North Tryon Street	Suite 2000	Charlotte	NC	28202
Proposed Counsel to Official Committee of Unsecured Creditors	Greenberg Traurig, LLP	Anthony W. Clark, Dennis A. Meloro	222 Delaware Avenue	Suite 1600	Wilmington	DE	19801
Proposed Counsel to Official Committee of Unsecured Creditors	Greenberg Traurig, LLP	Nancy A. Peterman, Danny Duerdoth	77 West Wacker Drive	Suite 3100	Chicago	IL	60601
Proposed Counsel to Official Committee of Unsecured Creditors	Greenberg Traurig, LLP	Shari L. Heyen	1000 Louisiana Street	Suite 6700	Houston	TX	77002
Counsel to Hickory Point Bank & Trust	Hart, Southworth & Witsman	Samuel J. Witsman, Esq.	1 North Old State Capitol Plaza	Suite 501	Springfield	IL	62701
Top 40 Creditor	Hartsock, Edith (Kim U. Hartsock, as Independent Executor of the Estate of Edith S. Hartsock, deceased)	The Law Offices of Steven J. Malman, Patricia Gifford	505 West University Avenue, Suite 119		Champaign	IL	61820
Top 40 Creditor	Health Advocates Network Inc. dba Horizons Healthcare	Monica Liebal	1875 NW Corporate Boulevard, Suite 120		Boca Raton	FL	33431
Prepetition Lenders	Hickory Point Bank		225 N Water St.		Decatur	IL	62523
Counsel for Column Financial, Inc.	Holland & Knight LLP	David E Lemke Tyler Layne	Nashville City Center	511 Union St Ste 2700	Nashville	TN	37219
Counsel for Column Financial, Inc.	Holland & Knight LLP	Trip Nix	100 Congress Ave Ste 1800		Austin	TX	78701
Prepetition Lenders	IHMVCU		PO Box 810		Moline	IL	61265
Illinois Attorney General	Illinois Attorney General	Attn Bankruptcy Department	James R. Thompson Ctr	100 W. Randolph St.	Chicago	IL	60601
IRS	Internal Revenue Service	Attn Susanne Larson	31 Hopkins Plz Rm 1150		Baltimore	MD	21201
IRS	Internal Revenue Service	Centralized Insolvency Operation	PO Box 7346		Philadelphia	PA	19101-7346
IRS	Internal Revenue Service	Centralized Insolvency Operation	2970 Market St		Philadelphia	PA	19104
Iowa Attorney General	Iowa Attorney General	Attn Bankruptcy Department	Hoover State Office Bldg	1305 E. Walnut Street	Des Moines	IA	50319
Prepetition Lenders	JMB Capital Partners Lending, LLC	Robert M. Hirsch	Norton Rose Fulbright US LLP	1301 Avenue of the Americas	New York	NY	10019-6022
Claims Agent	KCC	Andres Estrada	222 N Pacific Coast Highway, Suite 300		El Segundo	CA	90245
Prepetition Lenders	KeyBank National Association as Servicer for an on behalf of Credit Suisse First Boston Mortgage Capital LLC		11501 Outlook Street	Suite 300	Overland Park	KS	66211
Prepetition Lenders	Lancaster Pollard Mortgage Company	Loan Servicing	65 East State Street, 16th Floor		Columbus	OH	43215
Counsel for Column Financial, Inc.	Landis Rath & Cobb LLP	Richard S Cobb Joshua B Brooks	919 Market St Ste 1800		Wilmington	DE	19801
Top 40 Creditor	Lawrence Recruiting Specialists Inc.	Paige Wischmann	1120 N. 103rd Plaza, Suite 300		Omaha	NE	68114
Top 40 Creditor	Martin Bros	Nyemaster Goode P.C., Kristina M. Stanger	406 Viking Road		Cedar Falls	IA	50613
Counsel to GMF Petersen Note, LLC	McDermott Will & Emery LLP	David R Hurst	The Brandywine Building	1000 N West St Ste 1400	Wilmington	DE	19801
Counsel to GMF Petersen Note, LLC	McDermott Will & Emery LLP	Kristin Going Stacy A Lutkus	One Vanderbilt Ave		New York	NY	10017-3852
Attorneys for Hartford Fire Insurance Company and its affiliated sureties	McElroy, Deutsch, Mulvaney & Carpenter, LLP	Gary D. Bressler, Esq.	300 Delaware Avenue, Suite 1014		Wilmington	DE	19801

Description	CreditorName	CreditorNoticeName	Address1	Address2	City	State	Zip
Top 40 Creditor	McKesson Medical-Surgical	Attn Legal Dept	6651 Gate Parkway		Jacksonville	FL	32256
Top 40 Creditor	Medical Solutions LLC	Chris Wells	PO Box 850737		Minneapolis	MN	55485-0737
Prepetition Lenders	Midwest Bank of Western IL		200 E. Broadway		Monmouth	IL	61462-1871
Missouri Attorney General	Missouri Attorney General	Attn Bankruptcy Department	Supreme Court Bldg	207 W. High St. P.O. Box 899	Jefferson City	MO	65101
Counsel to JMB Capital Partners Lending LLC	Morris James LLP	Eric J. Monzo Brya M Keilson Christopher M Donnelly	500 Delaware Ave Ste 1500		Wilmington	DE	19801
Top 40 Creditor	Newman Manor Inc C/O Newman Bank	Harold N. Adams Meyer Capel	2481 US-36		Newman	IL	61942
Counsel to JMB Capital Partners Lending LLC	Norton Rose Fulbright US LLP	Robert M Hirsh Francisco Vazquez Emily Hong	1301 Avenue of the Americas		New York	NY	10019-6022
DIP Lender	Norton Rose Fulbright US LLP	Robert M. Hirsch	1301 Avenue of the Americas		New York	NY	10019-6022
Top 40 Creditor	Nurses PRN	Tim Hansen	1101 East South River Street		Appleton	WI	54915
Counsel for Martin Brothers Distributing Company, Inc.	Nyemaster Goode, P.C.	Kristina M. Stanger	700 Walnut Street, Ste. 1600		Des Moines	IA	50309
Counsel for the Illinois Department of Healthcare and Family Services	Office of the Illinois Attorney General	John P. Reding Assistant AG	115 South LaSalle Street		Chicago	IL	60603
US Trustee for District of DE	Office of the United States Trustee Delaware	Linda Richenderfer	844 King St Ste 2207	Lockbox 35	Wilmington	DE	19801
Top 40 Creditor	Omnicare Department 781668	Foley & Lardner LLP, Geoffrey S. Goodman	PO Box 78000		Detroit	MI	48278-1668
Top 40 Creditor	Onestaff Medical LLC	Ben Nelson	10802 Farnam Drive		Omaha	NE	68154
Top 40 Creditor	Owens, Jimmie (Angela Rich, as Independent Administrator of the Estate of Jimmie L. Owens, Deceased)	Levin & Perconti, Susan Novosad	325 North LaSalle Street, Suite 450		Chicago	IL	60654
Top 40 Creditor	PEL/VIP	Raymond Kalinsky	9840 Southwest Highway		Oak Lawn	IL	60453
Counsel for National Fire & Marine Insurance Company and its Affiliated Entities	Phillips, McLaughlin & Hall, P.A.	John C. Phillips, Jr. and David A. Bilson	1200 N. Broom Street		Wilmington	DE	19806
Prepetition Lenders	Pillar Capital Finance LLC	FHA Servicing - Lauri Wrubel	33 Bloomfield Hills Parkway, Suite 125		Bloomfield Hills	MI	48304
Prepetition Lenders	Pillar Capital Finance LLC		8120 Woodmont Avenue, Suite 860		Bethesda	MD	20814
Top 40 Creditor	PIPCO Companies LTD	Steve Ciciarelli	1409 West Altorfer Drive		Peoria	IL	61615
Top 40 Creditor	PointClickCare Technologies Inc	Mary Ann Minto	PO Box 674802		Detroit	MI	48267-4802
Top 40 Creditor	Qureshi, Mary Ellen (Mary Qureshi as Independent Administrator for the Estate of Mary Ellen Qureshi, deceased)	Kralovec, Jambois & Schwartz, Jeffrey Li	60 W Randolph St., 4th Floor		Chicago	IL	60601
Prepetition Lenders, Counsel to Bank of Farmington	Rafool & Bourne	Sumner A. Bourne	401 Main St., Suite 1130		Peoria	IL	61602
Top 40 Creditor	RecoverCare LLC dba Joerns LLC	Melia Crousore	PO Box 936446		Atlanta	GA	31193-6446
Top 40 Creditor	RehabCare (acquired by Select Rehabilitation LLC)	Anna Gardina Wolfe	2600 Compass Road		Glenview	IL	60026
Top 40 Creditor	Rentokil Pest Control	Tyler Shoemaker	PO Box 14095		Reading	PA	19612
Counsel for County Treasurer in and for Rock Island County, Illinois	Rock Island County Treasurer	Austin R. Carlson	1317 3rd Ave., 2nd Floor		Rock Island	IL	61201
Counsel for National Fire & Marine Insurance Company and its Affiliated Entities	Ropers Majeski	Andrew L. Margulis	750 Third Avenue, 25th Floor		New York	NY	10017
Top 40 Creditor	Sage Intacct Inc.	Dept 3237 Irene Aves	PO Box 123237		Dallas	TX	75312-3237
Debtors	SC Healthcare Holding, LLC	c/o Petersen Health Care Management, LLC	830 West Trailcreek Dr.		Peoria	IL	61614
Prepetition Lenders	Secretary of Housing and Urban Development, ATIMA		451 7th Street. SW		Washington	DC	20410
SEC Regional Office	Securities & Exchange Commission	NY Regional Office	Regional Director	100 Pearl St., Suite 20-100	New York	NY	10004-2616
SEC Regional Office	Securities & Exchange Commission	PA Regional Office	Regional Director	One Penn Center 1617 JFK Boulevard Ste 520	Philadelphia	PA	19103
SEC Headquarters	Securities & Exchange Commission	Secretary of the Treasury	100 F St NE		Washington	DC	20549
Top 40 Creditor	Select Rehabilitation LLC	Anna Gardina Wolfe	2600 Compass Road		Glenview	IL	60026

Description	CreditorName	CreditorNoticeName	Address1	Address2	City	State	Zip
Top 40 Creditor	Shiftkey LLC	Ryon Stewart	PO Box 735913		Dallas	TX	75373
Top 40 Creditor	Smith, Russel	Holder Law Group, LLP, Elizabeth Holder	505 W University Ave., #218		Champaign	IL	61820
Top 40 Creditor	SNF Receivable Solutions LLC	Ann Trimble	PO Box 216		Thonotosassa	FL	33592
Prepetition Lenders	Solutions Bank		200 Main Street	PO Box 278	Forreston	IL	61030