

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

In re:)	Chapter 11
)	
GULF COAST HEALTH CARE, LLC, <i>et al.</i> , ¹)	Case No. 21-11336 (KBO)
)	
Debtors.)	Jointly Administered
)	
)	Related to Docket Nos. 166, 318
)	

CERTIFICATION OF COUNSEL REGARDING MOTION OF DEBTORS FOR ENTRY OF AN ORDER (I) AUTHORIZING TRANSFER OF THE MANAGEMENT, OPERATIONS, AND RELATED ASSETS OF THE OMEGA FACILITIES FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND INTERESTS; (II) APPROVING PROCEDURES FOR THE DEBTORS' FUTURE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES; (III) APPROVING REJECTION AND TERMINATION OF THE MASTER LEASE, AND THE ALLOWANCE OF THE OMEGA REJECTION DAMAGES CLAIM IN CONNECTION THEREWITH; (IV) APPROVING FORM OF MANAGEMENT AND OPERATIONS TRANSFER AGREEMENT; AND (V) GRANTING RELATED RELIEF

The undersigned, counsel to the above-captioned debtors and debtors-in-possession (the “Debtors”), hereby certifies as follows:

1. On November 3, 2021, the Debtors filed the *Motion of Debtors for Entry of an Order (I) Authorizing Transfer of the Management, Operations, and Related Assets of the Omega Facilities Free and Clear of All Liens, Claims, Encumbrances, and Interests; (II) Approving Procedures for the Debtors' Future Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; (III) Approving Rejection and Termination of the Master Lease, and the Allowance of the Omega Rejection Damages Claim in Connection*

¹ The last four digits of Gulf Coast Health Care, LLC's federal tax identification number are 9281. There are 62 Debtors in these chapter 11 cases, which cases are being jointly administered for procedural purposes only. A complete list of the Debtors and the last four digits of their federal tax identification numbers are not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/GulfCoastHealthCare>. The location of Gulf Coast Health Care, LLC's corporate headquarters and the Debtors' service address is 9511 Holsberry Lane, Suite B11, Pensacola, FL 32534.

Therewith; (IV) Approving Form of Management and Operations Transfer Agreement; and (V) Granting Related Relief [Docket No. 166] (the “**Motion**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

2. On November 21, 2021, the Debtors filed the *Notice of Filing of (I) Revised Proposed Order Authorizing Transfer of the Management, Operations, and Related Assets of the Omega Facilities and Granting Related Relief and (II) Revised Management and Operations Transfer Agreement* [Docket No. 318], which included a revised proposed order (the “**Proposed Order**”).

3. On November 24, 2021, the Court conducted a hearing (the “**Hearing**”) on, among other things, approval of the Motion and entry of the Proposed Order. At the Hearing, the Debtors agreed to revise the Proposed Order to address certain concerns by objecting parties.

4. The revised form of order attached hereto as **Exhibit A** (the “**Revised Proposed Order**”) reflects the agreed modifications to the Proposed Order. A blackline version of the Revised Proposed Order reflecting these revisions is attached hereto as **Exhibit B**.

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Accordingly, the Debtors respectfully request that the Court enter the Revised Proposed Order attached hereto as **Exhibit A** at the convenience of the Court.

Dated: Wilmington, Delaware
November 24, 2021

MCDERMOTT WILL & EMERY LLP

/s/ David R. Hurst

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