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Proposed Counsel for the Debtors and Debtors-in-Possession

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

In re:

GENESIS HEALTHCARE, INC., *et al.*,¹

Debtors.

**DEBTORS' EMERGENCY MOTION FOR ENTRY OF ORDER
(I) RESTATING AND ENFORCING THE AUTOMATIC STAY, (II) APPROVING
THE FORM AND MANNER OF NOTICE, AND (III) GRANTING RELATED RELIEF**

¹ The last four digits of Genesis Healthcare, Inc.'s federal tax identification number are 4755. There are 299 Debtors in these chapter 11 cases, for which the Debtors have requested joint administration. 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' proposed claims and noticing agent at <https://dm.epiq11.com/Genesis>. The location of Genesis Healthcare, Inc.'s corporate headquarters and the Debtors' service address is 101 East State Street, Kennett Square, PA 19348.

EMERGENCY RELIEF HAS BEEN REQUESTED. RELIEF IS REQUESTED NOT LATER THAN 9:30 A.M. (CT) ON JULY 11, 2025.

IF YOU OBJECT TO THE RELIEF REQUESTED OR YOU BELIEVE THAT EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU MUST APPEAR AT THE HEARING IF ONE IS SET, OR FILE A WRITTEN RESPONSE PRIOR TO THE DATE THAT RELIEF IS REQUESTED IN THE PRECEDING PARAGRAPH. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

A VIRTUAL HEARING WILL BE CONDUCTED ON THIS MATTER ON JULY 11, 2025 AT 9:30 A.M. (CT) AT THE EARLE CABELL FEDERAL BUILDING, 1100 COMMERCE STREET, 14TH FLOOR, COURTROOM 1, DALLAS, TEXAS, 75242.

YOU MAY PARTICIPATE IN THE HEARING EITHER IN PERSON OR BY AN AUDIO AND VIDEO CONNECTION.

AUDIO COMMUNICATION WILL BE BY USE OF THE COURT'S DIAL-IN FACILITY. YOU MAY ACCESS THE FACILITY AT 1-650-479-3207. VIDEO COMMUNICATION WILL BE BY THE USE OF THE CISCO WEBEX PLATFORM. CONNECT VIA THE CISCO WEBEX APPLICATION OR CLICK THE LINK ON JUDGE JERNIGAN'S HOME PAGE. THE MEETING CODE IS 2304 154 2638. CLICK THE SETTINGS ICON IN THE UPPER RIGHT CORNER AND ENTER YOUR NAME UNDER THE PERSONAL INFORMATION SETTING.

HEARING APPEARANCES MUST BE MADE ELECTRONICALLY IN ADVANCE OF ELECTRONIC HEARINGS. TO MAKE YOUR APPEARANCE, CLICK THE "ELECTRONIC APPEARANCE" LINK ON JUDGE JERNIGAN'S HOME PAGE. SELECT THE CASE NAME, COMPLETE THE REQUIRED FIELDS AND CLICK "SUBMIT" TO COMPLETE YOUR APPEARANCE.

Genesis Healthcare, Inc. ("Genesis") and certain of its affiliates and subsidiaries, as debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), hereby move (the "Motion") for entry of an order, substantially in the form attached hereto as **Exhibit A** (the "Proposed Order"), granting the relief described below. In support thereof, the Debtors rely upon the *Declaration of Louis E. Robichaux IV in Support of Chapter 11 Petitions and First Day Pleadings* (the "First Day Declaration"),² filed contemporaneously herewith. In further support of the Motion, the Debtors respectfully represent as follows:

² Capitalized terms used but not otherwise defined in this Motion shall have the meanings ascribed to them in the First Day Declaration.

RELIEF REQUESTED

1. By the Motion, the Debtors respectfully request entry of the Proposed Order (a) restating and enforcing the automatic stay, (b) approving the form and manner of notice related thereto, substantially in the form attached as Exhibit 1 to the Proposed Order, and (c) granting related relief.

JURISDICTION AND VENUE

2. The Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Order of Reference of Bankruptcy Cases and Proceedings Nunc Pro Tunc* dated August 3, 1984, entered by the United States District Court for the Northern District of Texas. This matter is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and the Motion in this District is proper under 28 U.S.C. §§ 1408 and 1409.

3. The legal predicates for the relief requested herein are sections 105(a), 362(a), 363, 1107, and 1108 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 4001-1(f) of the *Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas* (the “Local Rules”), and Section B.8(k) of the *Procedures for Complex Cases in the Northern District of Texas*, effective February 6, 2023 (the “Complex Case Procedures”).

BACKGROUND

I. The Chapter 11 Cases

4. On July 9, 2025 (the “Petition Date”), each Debtor commenced a case by filing a petition for relief under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”) in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the “Court”). Contemporaneously herewith, the Debtors have requested procedural consolidation and joint administration of the Chapter 11 Cases pursuant to Bankruptcy Rule 1015(b). The

Debtors continue to operate their businesses and manage their properties as debtors and debtors-in-possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

5. To date, the Office of the United States Trustee for Region 6 (the “U.S. Trustee”) has not appointed an official committee in these Chapter 11 Cases, nor has any trustee or examiner been appointed.

6. 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 First Day Declaration.

II. The JV Entities

7. As set forth in the First Day Declaration, in addition to its in-patient, rehabilitative, and other ancillary businesses, certain of the Debtors (collectively, the “Genesis JV Members”)³ hold minority equity interests (the “JV Equity Interests”) in various real property joint ventures (collectively, the “JV Entities”)⁴ in partnership with various non-Debtor, unaffiliated real estate acquisitions and investment firms (collectively, the “JV Partners”).⁵ In the ordinary course of business, the JV Entities own and/or operate various skilled nursing facilities across several states. Each of the Genesis JV Members are Debtors, meaning that the JV Equity Interests, which are

³ The “Genesis JV Members” include GEN-Next Holdco I LLC; Magnolia JV LLC; GEN BQ JV Holdings LLC; Courtyard JV LLC; Franklin Woods JV LLC; Granite Ledges JV LLC; GEN CCG JV Holdings LLC; GEN SF JV Holdings, LLC; Maryland Harborside, LLC; and Harborside Healthcare Limited Partnership.

⁴ The “JV Entities” include NextGen Investors, LLC; Magnolia Gardens Limited Liability Company; Magnolia Gardens Real Estate LLC; Bold Quail Holdings LLC; Bold Quail 4 LLC; Courtyard Nursing Care Center Partnership; Franklin Square/Meridian Healthcare Nursing Home Limited Partnership; Capital/Region Genesis ElderCare L.L.C.; CCGEN Holdings, LLC; Seafire NEMA Investment, LLC, and Bowie Center Limited Partnership. None of the JV Entities are Debtors in these Chapter 11 Cases.

⁵ The “JV Partners” include NextGen Investors Holdings, LLC; Next Asset Management II, LLC; Doctors Community Health Ventures, Inc.; New Generation Health, LLC; Lawrence Memorial Hospital of Medford, Inc.; Parkway Ventures, Inc.; Capital Region Health Services Corporation; CCGEN Holdings Member, LLC; Seafire NEMA Holdings, LLC; and Madison Manor, Inc.

owned by the Genesis JV Members and pledged as collateral under the Debtors' prepetition term loan, are unequivocally property of the Debtors' estates.

8. In connection with their ownership of the JV Equity Interests, the Genesis JV Members are party to various agreements with the JV Partners, many of which contain provisions that provide for certain automatic default rights in the event of a bankruptcy filing of the Genesis JV Members or any of their affiliates. For example, certain of the operating agreements of the JV Entities (the "JV Operating Agreements") contain broad default *ipso facto* provisions that would, among other things, allow the JV Partners to acquire all of the JV Equity Interests held by the Genesis JV Members for a nominal amount (typically only \$1.00). If permitted, the exercise of this redemption right by a JV Partner would wipe out the JV Equity Interests currently held by the Genesis JV Members for essentially no consideration, resulting in the destruction of millions of dollars of value to the Debtors' estates.

9. In many instances, the default provisions in the JV Operating Agreements also cross-default with the lease agreements of the JV Entities, as well as certain of the loan agreements to which the JV Entities are a party. In other words, the occurrence of a default under the JV Operating Agreements as a result of the bankruptcy filing of the Genesis JV Members or any of their affiliates would also potentially trip defaults across the JV Entities' lease agreements and financing documents. Upon a lease default, certain of the JV Entities, as landlords, may institute value-destructive default sales of the skilled nursing facilities operating in the real property, many of which are operated by Debtor entities. Similarly, lenders may seek to exercise remedies upon a default of the loan agreements with the JV Entities, including acceleration of outstanding obligations and reclamation of collateral, which would be detrimental to the liquidity and operational value of the JV Entities and in turn destructive to the value of the Debtors' estates.

10. As noted in the First Day Declaration, the JV Equity Interests currently represent valuable assets that could, if preserved, be sold or otherwise monetized for the benefit of the estates and creditors alike; however, the value of the JV Equity Interests remains dependent upon the continued success of the JV Entities, which could be jeopardized if third parties are able to take unfettered remedial actions against the JV Entities following the commencement of these Chapter 11 Cases, as discussed above. Accordingly, the Debtors seek the relief requested herein to ensure that the value of the JV Entities is preserved for the benefit of the Debtors' estates and to inform all third parties involved or affiliated with the JV Entities—including, but not limited to, their lenders, landlords, creditors, and unaffiliated JV Partners—of the broad protections provided to property of the Debtors' estates, including the JV Equity Interests, by virtue of the automatic stay.⁶

BASIS FOR RELIEF REQUESTED

I. The JV Equity Interests are Property of the Debtors' Estates Pursuant to Bankruptcy Code Section 541.

11. As a general matter, property of a bankruptcy estate is construed broadly. *See U.S. v. Whiting Pools, Inc.*, 462 U.S. 198, 204–05 (1983). Bankruptcy Code section 541(a) states that a debtor's "estate" consists of "all legal or equitable interests of the debtor in property as of the commencement of the case." 11 U.S.C. § 541(a)(1). As noted above, the Genesis JV Members own minority equity interests in the JV Entities (*i.e.*, the JV Equity Interests) as of the Petition Date, meaning that the JV Equity Interests are property of the Debtors' estates pursuant to Bankruptcy Code section 541(a) and remain as such notwithstanding the provisions of the JV

⁶ For the avoidance of doubt, the Debtors do not seek to expand or enlarge the rights afforded to them under the Bankruptcy Code with this Motion. Instead, the Debtors seek to affirm those rights and believe that an order from this Court will help guard the Debtors against improper, value-destructive actions taken by, and provide clarity for, such parties-in-interest.

Operating Agreements discussed above. Indeed, Bankruptcy Code section 541(c) explicitly provides that an interest of the debtor in property becomes property of the estate

notwithstanding any provision in an agreement, transfer instrument, or applicable nonbankruptcy law—that is **conditioned** on the insolvency or financial condition of the debtor [or] **on the commencement of a case under [the Bankruptcy Code]** . . . **that effects or gives an option to effect a forfeiture, modification, or termination of the debtor’s interest in property.**

11 U.S.C. § 541(c)(1)(B) (emphasis added). Therefore, though the JV Operating Agreements may authorize the automatic transfer or nominal purchase of the JV Equity Interests held by the Genesis JV Members as a result of the bankruptcy filing of the applicable Genesis JV Member or any of its affiliates, such default provisions are preempted by Bankruptcy Code section 541(c) and the JV Equity Interests are unequivocally property of the Debtors’ estates.

12. In a similar vein, state law provisions in conflict with Bankruptcy Code section 541 are preempted by federal bankruptcy law, which operates to preserve property of the bankruptcy estate. *See In re All Year Holdings Ltd.*, 648 B.R. 434, 456 (S.D.N.Y. 2022) (subsequent history omitted) (holding that “[s]ection 541(c) expressly preempts conflicting state laws”); *Off. Comm. of Unsecured Creditors v. Va. Broadband, LLC*, 498 B.R. 90, 96–97 (Bankr. W.D. Va. 2013) (holding a state statute which stated that the non-economic rights of LLC members are forfeited after a chapter 11 filing was preempted as an invalid *ipso facto* provision); *In re Dixie Mgmt. & Inv., Ltd. Partners*, 474 B.R. 698, 701 (Bankr. W.D. Ark. 2011) (holding similar statute that implemented the disassociation of an LLC member following a bankruptcy filing was not enforceable because “it is conflict with federal law.”); *Daugherty Const., Inc.*, 188 B.R. 607, 611 (Bankr. D. Neb. 1995) (holding that Nebraska statute dissolving an LLC after a member filed for bankruptcy was not enforceable pursuant to Bankruptcy Code section 541(c)(1)).

II. The Debtors' JV Equity Interests are Protected from Interference by the Automatic Stay.

13. Simultaneously with the creation of the bankruptcy estate, Bankruptcy Code section 362(a) immediately imposes an automatic stay upon commencement of a chapter 11 case and prohibits all entities from taking certain actions against the debtor, including “any act to obtain possession of property of the estate or of property from the estate or to exercise control over property of the estate.” 11 U.S.C. § 362(a)(3); *see also Campbell v. Countrywide Home Loans, Inc.*, 545 F.3d 348, 354–55 (5th Cir. 2008) (“When a bankruptcy petition is filed, an automatic stay operates as a self-executing injunction.”).⁷ The protections provided by Bankruptcy Code section 362 extend to a debtor’s property, contracts, and regulatory rights and privileges wherever they are located and by whomever they are held. *See, e.g.*, 11 U.S.C. § 541(a) (“The commencement of a case under section 301 . . . of this title creates an estate. Such estate is comprised of all the following property, wherever located and *by whomever held*[.]”) (emphasis added). The purpose of the automatic stay is to provide debtors with a “breathing spell from [their] creditors” and channel competing claims for a debtor’s assets into a single forum to provide a platform for the debtor’s reorganization. *Browning v. Navarro*, 743 F.2d 1069, 1083 (5th Cir. 1984) (citing S. Rep. No. 989, 95th Cong., 2d Sess. 54–55, *reprinted in* 1978 U.S. Code Cong. & Ad. News 5787, 5840–41; H.R. Rep. No. 595, 95th Cong., 1st Sess. 340, *reprinted in* 1978 U.S. Code Cong. & Ad. News 5963, 6297); *see also In re Timbers of Inwood Forest Assocs., Ltd.*, 793

⁷ *See also In re Envision Healthcare Corp.*, 655 B.R. 701, 711 (2023) (“Federal bankruptcy law says that the creation of an estate is automatic and immediate upon a bankruptcy filing. There is no metaphysical moment in time for state law to alter or modify any prepetition legal rights between the filing of the petition and creation of the estate. And the automatic stay begins at the same time the petition is filed to protect a debtor and its creditors. Congressional intent that these events occur simultaneously and instantaneously is supported by § 541(c)(1)(B), which ensures that state law cannot be used to deprive a debtor of property rights because of a bankruptcy filing.”).

F.2d 1380, 1409 (5th Cir. 1986), *on reh 'g*, 808 F.2d 363 (5th Cir. 1987), *aff'd sub nom. United Sav. Ass'n of Tex. v. Timbers of Inwood Forest Assocs, Ltd.*, 484 U.S. 365 (1988).

14. Given its fundamental importance to a debtor's reorganization, courts in the Fifth Circuit have broadly construed the Bankruptcy Code's automatic stay provisions. *See In re Chesnut*, 422 F.3d 298, 303 (5th Cir. 2005); *In re Padilla*, 379 B.R. 643, 662 (Bankr. S.D. Tex. Aug. 3, 2007). The automatic stay protects a debtor's property, including in, among other things, the form of equity or membership interests in subsidiaries and executory contracts, wherever located and by whomever held and would for example preclude unilateral actions by non-debtor parties to terminate contracts without court order. *See, e.g., Bonneville Power Admin. v. Mirant Corp. (In re Mirant)*, 440 F.3d 238, 252–54 (5th Cir. 2006) (holding that the automatic stay prohibited termination of debtor's contract without further relief).

15. As discussed above, the Genesis JV Members are Debtors and, as such, the JV Equity Interests are property of the Debtors' estates. Accordingly, the automatic stay applies to bar all actions against the Genesis JV Members as well as the JV Entities, particularly those that may be triggered as a result of the commencement of these Chapter 11 Cases, as creditor interference with these entities would implicate the property of the Debtors' estates. In addition, as noted above, the JV Entities comprise a significant component of the Debtors' revenue and overall business, the continuation of which is dependent upon the viability and success of the JV Entities. As discussed in the First Day Declaration, the Debtors are currently in the process of marketing their assets, including the JV Equity Interests, for sale and any value-destructive actions taken against the Genesis JV Members or the JV Entities in the coming weeks may jeopardize the Debtors' sale process and the attendant value they are able to garner in connection therewith. As such, it is critical that the JV Equity Interests are protected from adverse action by any JV Partner

and that the JV Entities are able to operate in the ordinary course without the threat of creditor intrusion, as any other course of action would result in significant value destruction to the detriment of the Debtors' estates and would jeopardize the Debtors' proposed sale efforts.

16. Accordingly, the Debtors seek entry of the Proposed Order enforcing and affirming the automatic stay to ensure that all third parties that are either party to any agreements or do business with the Genesis JV Members or the JV Entities are apprised of the broad protections afforded to the Debtors, including the Genesis JV Members, and the property of their estates (which includes the JV Equity Interests) under Bankruptcy Code section 362(a).

III. Reaffirmation of the Automatic Stay is Essential to the Orderly Administration of the Bankruptcy Estates.

17. The automatic stay is self-executing and constitutes a fundamental debtor protection that, in combination with other provisions of the Bankruptcy Code, provides the Debtors with a "breathing spell" that is essential to the Debtors' ability to position themselves to maximize and preserve enterprise value for the benefit of their stakeholders. *See Campbell v. Countrywide Home Loans, Inc.*, 545 F.3d at 354–55. Notwithstanding the self-executing and global nature of the automatic stay, experience has shown that it is often necessary to advise third parties of the existence, scope, and effect of Bankruptcy Code section 362 through a separate court order. As noted above, entry of such an order is appropriate here because the value of the Debtors' estates is dependent upon, among other things, the uninterrupted performance by counterparties to contracts with the JV Entities, including the JV Partners, lenders, and other creditors of the JV Entities. The Debtors believe that many of the third parties involved with the JV Entities in some capacity, including the JV Partners, may be unaware of or misapprehend the scope and impact of the automatic stay. Accordingly, the Debtors respectfully request that the Court issue the Proposed Order confirming the applicability of this provisions of the Bankruptcy Code

to the Genesis JV Members and the JV Entities to ensure that the value of the JV Equity Interests continues to inure to the benefit of the Genesis JV Members, and in turn the Debtors' estates, and the JV Entities' operations are uninterrupted.

IV. The Relief Requested Should Be Granted Under Bankruptcy Code Section 105(a).

18. Pursuant to Bankruptcy Code section 105(a), the Court may issue "any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a). Bankruptcy Code section 105(a), therefore, authorizes a bankruptcy court to issue injunctions or take other necessary steps in aid of its jurisdiction. *See, e.g., United States v. Sutton*, 786 F.2d 1305, 1307 (5th Cir. 1986); *MacArthur Co. v. Johns-Manville Corp. (In re Johns-Manville Corp.)*, 837 F.2d 89, 93 (2d Cir. 1988). Such orders are appropriate where, as here, they are essential to a debtor's reorganization efforts and do not burden creditors. *See In re Momentum Mfg. Corp.*, 25 F.3d 1132, 1136 (2d Cir. 1994) (holding that, as courts of equity, bankruptcy courts are empowered to invoke equitable principles to achieve fairness and justice in the reorganization process); *In re Strudel Holdings LLC*, 656 B.R. 404, 409 (Bankr. S.D. Tex. 2024) (same). Accordingly, pursuant to the foregoing authority, the Court has the power to enter an order of the kind requested herein. Granting such relief is fully consistent with the Bankruptcy Code and will facilitate the Debtors' smooth and orderly transition into chapter 11 and the success of the Debtors' proposed sale of substantially all of their assets, including the JV Equity Interests, during the Chapter 11 Cases.

19. Given the vulnerability of the Debtors' business and operations to immediate disruption if any party violates the automatic stay, the Debtors seek authority to immediately serve or file the notice of the automatic stay (the "Notice") substantially in the form attached as Exhibit 1 to the Proposed Order. Granting the relief requested herein will better enable the Debtors to inform the JV Partners, as well as lenders and other creditors of the JV Entities, of Bankruptcy Code

protections that may be unfamiliar to them and will help ensure that such parties are less likely to take value-destructive actions against the Debtors, the Genesis JV Members, and the JV Entities in violation of the Bankruptcy Code.

20. Bankruptcy courts in this circuit and others have entered similar orders restating and enforcing the protections set forth in Bankruptcy Code section 362 under comparable circumstances. *See, e.g., In re Accuride Corp.*, Case No. 24-12289 (JKS) (Bankr. D. Del. Oct. 11, 2024); *In re Digital Media Solutions, Inc.*, Case No. 24-90468 (ARP) (Bankr. S.D. Tex. Sept. 12, 2024); *In re Venator Materials PLC*, Case No. 23-90301 (DRJ) (Bankr. S.D. Tex. May 16, 2023); *In re Envision Healthcare Corp.*, Case No. 23-90342 (CML) (Bankr. S.D. Tex. May 15, 2023). Given the critical importance of maximizing and preserving value for the Debtors' estates while ensuring the Debtors' restructuring and sale efforts are not undermined by noncompliance with bankruptcy law, similar relief is appropriate here.

EMERGENCY CONSIDERATION

21. The Debtors respectfully request emergency consideration of this Motion pursuant to Bankruptcy Rule 6003, which empowers a court to grant relief within the first 21 days after the commencement of a chapter 11 case "to the extent that relief is necessary to avoid immediate and irreparable harm." Fed. R. Bankr. P. 6003. Here, the Debtors believe an immediate and orderly transition into chapter 11 is critical to the viability of their operations and that any delay in granting the relief requested could hinder the Debtors' operations and cause irreparable harm. Furthermore, the failure to receive the requested relief during the first 21 days of these Chapter 11 Cases would severely disrupt the Debtors' operations at this critical juncture. Accordingly, the Debtors submit that they have satisfied the "immediate and irreparable harm" standard of Bankruptcy Rule 6003

and, therefore, respectfully request that the Court approve the relief requested in this Motion on an emergency basis.

RESERVATION OF RIGHTS

22. Nothing contained in this Motion nor any actions taken pursuant to the relief requested herein is intended or shall be construed as: (a) an implication or admission as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable non-bankruptcy law; (b) an impairment or waiver of the Debtors' or any other party in interest's rights to dispute the amount of, basis for, or validity of any claim against, or interest in, any Debtor, its property, or its estate on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any claim is of a type specified or defined in this Motion or any order granting the relief requested by this Motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a waiver of any claim or cause of action that may exist against any creditor or interest holder; (f) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code or otherwise affecting the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract or unexpired lease; (g) a waiver or limitation of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law; (h) an implication or admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance of property of the Debtors' estates; (i) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to this Motion are valid and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens; (j) a waiver of the obligation of any party in interest to file a proof of claim; or (k) an impairment

or waiver of any claims or causes of action that may exist against any entity under the Bankruptcy Code or any other applicable law. If the Court grants the relief sought herein, any payment made pursuant to an order of the Court is not intended and should not be construed as an admission as to the validity or priority of any claim or a waiver of the Debtors' or any other party in interest's rights to subsequently dispute the extent, perfection, priority, validity, or amount of such claim.

NOTICE

23. The Debtors will provide notice of the Motion to: (a) the U.S. Trustee; (b) the Internal Revenue Service; (c) the United States Attorney for the Northern District of Texas; (d) the Attorney General for the State of Texas; (e) State Comptroller of Public Accounts; (f) the Centers for Medicare and Medicaid Services; (g) the Attorneys General for the states in which the Debtors conduct business; (h) the parties included on the Debtors' list of their 30 largest unsecured creditors; (i) counsel to the Debtors' prepetition lenders; (j) counsel to the DIP Lenders; (k) the JV Partners, and (l) all parties entitled to notice pursuant to Bankruptcy Rule 2002. The Debtors submit that no other or further notice is required.

NO PRIOR REQUEST

24. No previous request for the relief sought herein has been made to this or any other court

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other and further relief as may be just and proper.

Dated: July 10, 2025
Dallas, Texas

MCDERMOTT WILL & EMERY LLP

/s/ Marcus A. Helt

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*Proposed Counsel for the Debtors and
Debtors-in-Possession*

CERTIFICATE OF SERVICE

I hereby certify that on this date a true and correct copy of the foregoing Motion was served by the Court's CM/ECF system on all counsel of record registered in these Chapter 11 Cases through CM/ECF. Subject to the Court's approval of their retention and access to filing privileges, the Debtors' proposed claims and noticing agent will be filing a supplemental certificate of service on the docket to reflect any additional service of the foregoing Motion.

Dated: July 10, 2025
Dallas, Texas

MCDERMOTT WILL & EMERY LLP

/s/ Marcus A. Helt

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*Proposed Counsel for the Debtors and
Debtors-in-Possession*

EXHIBIT A

Proposed Order

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

In re:

GENESIS HEALTHCARE, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 25-80185 (SGJ)
)
) (Jointly Administered)
)
) Related to Docket No. ____

**ORDER (I) RESTATING AND ENFORCING
THE AUTOMATIC STAY, (II) APPROVING THE FORM
AND MANNER OF NOTICE, AND (III) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the Debtors for entry of an order (this “Order”)
(a) restating and enforcing the automatic stay provided by Bankruptcy Code section 362(a),

¹ The last four digits of Genesis Healthcare, Inc.’s federal tax identification number are 4755. There are 299 Debtors in these chapter 11 cases, which 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/Genesis>. The location of Genesis Healthcare, Inc.’s corporate headquarters and the Debtors’ service address is 101 East State Street, Kennett Square, PA 19348.

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

(b) approving the form and manner of notice of the same, and (c) granting related relief, in each case as more fully set forth in the Motion and subject to the terms of this Order; and upon consideration of the First Day Declaration; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Order of Reference of Bankruptcy Cases and Proceedings Nunc Pro Tunc* dated August 3, 1984, entered by the United States District Court for the Northern District of Texas; and the matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and venue of this proceeding and the Motion in this District being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court being able to issue a final order consistent with Article III of the United States Constitution; and due and sufficient notice of the Motion having been given under the particular circumstances; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and it appearing that no other or further notice is necessary; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is granted on a final basis as set forth herein.
2. Pursuant to Bankruptcy Code section 541(a) and 541(c), the JV Equity Interests constitute property of the Debtors’ estates.
3. Unless otherwise allowed pursuant to a separate order of the Court, subject to Bankruptcy Code section 362, all persons (including, but not limited to, individuals, partnerships, corporations, and other entities and all those acting on their behalf) are hereby stayed, restrained,

and enjoined from: (a) terminating, modifying, or otherwise exercising remedies with respect to any and all operating agreements, contracts, leases, financing agreements, or other agreements to which the Genesis JV Members³ and the JV Entities⁴ are party or signatory at any time after the commencement of the Chapter 11 Cases; and (b) continuing, commencing, or employing any judicial, administrative, or other action or proceeding against the Genesis JV Members and the JV Entities that asserts allegations or causes of action relating to any and all contracts and leases to which the Genesis JV Members and the JV Entities are party or signatory.

4. For the avoidance of doubt, this Order does not expand or enlarge the rights afforded to the Debtors under the Bankruptcy Code and remains subject to Bankruptcy Code section 362, including its exceptions.

5. The form and manner of notice (the “Notice”) attached hereto as **Exhibit 1** is hereby approved. The Debtors are authorized, but not directed, to serve the Notice upon the JV Partners, lenders to the JV Entities, and/or other interested parties as the Debtors deem necessary in their sole discretion.

6. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order, including taking appropriate remedial action against any persons that violate the relief granted herein, including (to the extent the Court has proper jurisdiction): (a) holding such persons in contempt; (b) enjoining

³ “Genesis JV Members” include GEN-Next Holdco I LLC; Magnolia JV LLC; GEN BQ JV Holdings LLC; Courtyard JV LLC; Franklin Woods JV LLC; Granite Ledges JV LLC; GEN CCG JV Holdings LLC; GEN SF JV Holdings, LLC, Maryland Harborside, LLC, and Harborside Healthcare Limited Partnership.

⁴ “JV Entities” are NextGen Investors, LLC; Magnolia Gardens Limited Liability Company; Magnolia Gardens Real Estate LLC; Bold Quail Holdings LLC; Bold Quail 4 LLC; Courtyard Nursing Care Center Partnership; Franklin Square/Meridian Healthcare Nursing Home Limited Partnership; Capital/Region Genesis ElderCare L.L.C.; CCGEN Holdings, LLC; Seafire NEMA Investment, LLC; and Bowie Center Limited Partnership.

any such persons from further violations of the automatic stay; or (c) issuing any appropriate sanctions that may be enforced against such persons' assets.

7. The Court finds and determines that the requirements of Bankruptcy Rule 6003 are satisfied and that the relief requested in the Motion is necessary to avoid immediate and irreparable harm.

8. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a), the Local Rules, and the Complex Case Procedures are satisfied by such notice.

9. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

10. The Debtors are authorized to take all actions necessary to implement the relief granted in this Order.

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

12. Nothing contained in the Motion or this Order nor any actions taken pursuant to the relief granted herein is intended or shall be construed as: (a) an implication or admission as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable non-bankruptcy law; (b) an impairment or waiver of the Debtors' or any other party in interest's rights to dispute the amount of, basis for, or validity of any claim against, or interest in, any Debtor, its property, or its estate on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any claim is of a type specified or defined in the Motion, or in this Order granting the relief requested by the Motion, or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a waiver of any

claim or cause of action that may exist against any creditor or interest holder; (f) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code or otherwise affecting the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract or unexpired lease; (g) a waiver or limitation of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law; (h) an implication or admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance of property of the Debtors' estates; or (i) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to this Order are valid and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens; (j) a waiver of the obligation of any party in interest to file a proof of claim; or (k) an impairment or waiver of any claims or causes of action that may exist against any entity under the Bankruptcy Code or any other applicable law. Any payment made pursuant to this Order is not intended and should not be construed as an admission as to the validity or priority of any claim or a waiver of the Debtors' or any other party in interest's rights to subsequently dispute the extent, perfection, priority, validity, or amount of such claim.

END OF ORDER

Prepared and presented by:

/s/ Marcus A. Helt

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*Proposed Counsel for the Debtors and
Debtors-in-Possession*

EXHIBIT 1

Form of Notice

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

In re:)	
)	Chapter 11
GENESIS HEALTHCARE, INC., <i>et al.</i> , ¹)	
)	Case No. 25-80185 (SGJ)
Debtors.)	
)	(Jointly Administered)
)	

**NOTICE OF ENTRY OF ORDER (I) RESTATING
AND ENFORCING THE AUTOMATIC STAY, (II) APPROVING THE
FORM AND MANNER OF NOTICE, AND (III) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE that on July 9, 2025 (the “Petition Date”), the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and commenced the above-captioned chapter 11 cases (the “Chapter 11 Cases”) in the United States Bankruptcy Court for the Northern District of Texas (the “Court”), which are currently pending before the Honorable Judge Jernigan and are being jointly administered under the lead case, *In re Genesis Healthcare, Inc., et. al.*, Case No. 25-80185 (SGJ).

PLEASE TAKE FURTHER NOTICE that pursuant to Bankruptcy Code section 362(a), the Debtors’ filing of their respective voluntary petitions operates as a self-executing, statutory automatic stay or injunction, applicable to all Debtors and the property of their estates, and protects the Debtors from, among other things, any act to obtain possession of property of or from the Debtors’ bankruptcy estates or to exercise control over property of the Debtors’ bankruptcy estates.

PLEASE TAKE FURTHER NOTICE that, pursuant to the *Order (I) Restating and Enforcing the Automatic Stay, (II) Approving the Form and Manner of Notice, and (III) Granting Related Relief* (the “Automatic Stay Order”) [Docket No. []] entered on [], 2025, a copy of which is attached hereto as **Exhibit A**, the automatic stay prohibits any third party from terminating, modifying, or exercising remedies with respect to any and all operating agreements,

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contracts, leases, financing agreements, or other agreements to which the Genesis JV Members² and the JV Entities³ are party or signatory at any time after the commencement of the Chapter 11 Cases. Creditors who violate the automatic stay can be sanctioned by the Court and can be required to pay actual and punitive damages, as well as attorney's fees incurred in connection with any such violation.

PLEASE TAKE FURTHER NOTICE that any entity that seeks to assert claims, interests, causes of action, or other legal or equitable remedies against, or otherwise exercise any rights in law or equity against the Debtors or the property of their estates, including the Genesis JV Members and the JV Entities, must do so in front of the Court pursuant to the Automatic Stay Order, the Bankruptcy Code, and applicable law.

PLEASE TAKE FURTHER NOTICE that additional information regarding the Debtors' chapter 11 cases, including copies of pleadings filed therein, may be obtained by: (i) reviewing the publicly available docket of the Debtors' chapter 11 cases at <https://ecf.txnb.uscourts.gov> (PACER login and password required); (ii) accessing the Debtors' publicly available chapter 11 website providing information regarding these Chapter 11 Cases, located online at <https://dm.epiq11.com/Genesis>; or (iii) contacting the following proposed counsel for the Debtors listed on the following page.

[Remainder of page intentionally left blank]

² The "Genesis JV Members" include GEN-Next Holdco I LLC; Magnolia JV LLC; GEN BQ JV Holdings LLC; Courtyard JV LLC; Franklin Woods JV LLC; Granite Ledges JV LLC; GEN CCG JV Holdings LLC; GEN SF JV Holdings, LLC, Maryland Harborside, LLC, and Harborside Healthcare Limited Partnership.

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Dated: [], 2025
Dallas, Texas

MCDERMOTT WILL & EMERY LLP

/s/ DRAFT

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