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*Proposed Counsel for the Statutory  
Unsecured Claimholders' Committee*

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

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

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**APPLICATION FOR ENTRY OF AN ORDER  
AUTHORIZING THE RETENTION AND EMPLOYMENT OF  
PROSKAUER ROSE LLP AS CO-COUNSEL TO THE STATUTORY UNSECURED  
CLAIMHOLDERS' COMMITTEE, EFFECTIVE AS OF AUGUST 1, 2025**

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<sup>1</sup> 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. 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/case/Genesis>. The location of Genesis Healthcare, Inc.'s corporate headquarters and the Debtors' service address is 101 East State Street, Kennett Square, PA 19348.

**IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE ELECTRONICALLY AT [HTTPS://ECF.TXNB.USCOURTS.GOV/](https://ecf.txnb.uscourts.gov/) WITHIN TWENTY-FOUR (24) DAYS FROM THE DATE THIS APPLICATION WAS FILED. IF YOU DO NOT HAVE ELECTRONIC FILING PRIVILEGES, YOU MUST FILE A WRITTEN OBJECTION THAT IS ACTUALLY RECEIVED BY CLERK AND FILED ON THE DOCKET NO MORE THAN TWENTY-FOUR (24) DAYS AFTER THE DATE THIS APPLICATION WAS FILED. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.**

The Statutory Unsecured Claimholders' Committee (the "Committee") of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), hereby applies (this "Application") to this Court for entry of an order pursuant to sections 328, 330, and 1103 of Title 11 of the United States Code (the "Bankruptcy Code") and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") authorizing the Committee's retention of Proskauer Rose LLP as its co-counsel, and in support hereof respectfully states as follows:

**Relief Requested**

1. The Committee seeks entry of an order, substantially in the form attached hereto (the "Order"): (a) authorizing the retention and employment of Proskauer Rose LLP ("Proskauer") as its co-counsel, effective as of August 1, 2025; and (b) granting related relief.

2. In support of the Application, the Committee respectfully submits (i) the *Declaration of Daniel S. Desatnik in Support of the Application for Entry of an Order Authorizing the Retention and Employment of Proskauer Rose LLP as Co-Counsel to the Statutory Unsecured Claimholders' Committee, Effective as of August 1, 2025* (the "Desatnik Declaration"), which is attached hereto as **Exhibit A**, and (ii) the *Declaration of Peter Nenstiel in Support of the Application for Entry of an Order Authorizing the Retention and Employment of Proskauer Rose LLP as Co-Counsel to the Statutory Unsecured Claimholders' Committee, Effective as of August 1, 2025* (the "Nenstiel Declaration"), which is attached hereto as **Exhibit B**.

### **Jurisdiction and Venue**

3. The United States Bankruptcy Court for the Northern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 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.

4. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The Committee confirms its consent to the entry of a final order by the Court in connection with this Application to the extent it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

5. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The bases for the relief requested herein are sections 328, 330 and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, rules 2014-1 and 2016-1 of the Bankruptcy Local Rules for the Northern District of Texas (the “Bankruptcy Local Rules”), and Section F of the *Procedures for Complex Cases in the Northern District of Texas (effective February 6, 2023)* (“Complex Case Procedures”).

### **Background**

7. On July 9, 2025 (the “Petition Date”), each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner had been appointed.

8. On July 30, 2025, the United States Trustee for the Northern and Eastern Districts of Texas (the “U.S. Trustee”) appointed the Committee pursuant to section 1102 of the Bankruptcy

Code. *See* Docket No. 205; *as amended*, Docket No. 262. Shortly after its appointment, the Committee conducted its organizational meeting. On July 31, 2025, the Committee interviewed five law firms and thereafter selected Proskauer and Stinson LLP to serve as co-counsel.

9. On August 25, 2025, the U.S. Trustee issued a notice reconstituting the Committee by adding two members. *See* Docket No. 593. On August 28, 2025, 2025, the U.S. Trustee issued an amended notice further reconstituting the Committee by adding an additional two members. *See* Docket No. 698; *as amended*, Docket No. 699. The Committee presently consists of the following voting members:

- a. Debra F. Constantine, individually and as administratrix of the estate of Mary E. Miller;
- b. Tanya Turner, as Class Representative;
- c. Mark Adkins, durable power of attorney for Juanita Spurlock;
- d. Ignacio Garcia, individually and as representative of the estate of Frances Lupasita Serna;
- e. Joshua Perlin, Vice President and Chief Operating Officer of Omnicare, LLC;
- f. Silvana Stankus, Executive Director of New England Healthcare Employees Pension Fund;
- g. Peter Nenstiel, Senior Vice President Financial Services of Healthcare Services Group, Inc.
- h. Paul Runice, Vice President of Change Healthcare Operations, LLC and Change Healthcare Technologies, LLC;
- i. Brian Chambers, Director of Credit and Collections at Sysco Corporation;
- j. Michael Bubman of BFW, LLC and Sunset-Herman-Frankel-Flesihman, LLC; and
- k. Peter Gudaitis, President of Aculabs, Inc.

### **Proskauer's Qualifications**

10. Proskauer is an international firm with approximately 800 lawyers in multiple countries, including the United States, United Kingdom, China, France, and Brazil. Within the United States, Proskauer has offices in New York, New York; Boca Raton, Florida; Boston, Massachusetts; Chicago, Illinois; Los Angeles, California; New Orleans, Louisiana; and Washington, D.C. Proskauer's attorneys provide a wide range of legal services, including corporate, litigation, regulatory, tax, and employment law.

11. Proskauer's attorneys have extensive experience representing creditors' committees, debtors, equity committees, creditors, trustees, and others in a wide variety of bankruptcy cases. Proskauer's attorneys currently represent, or have represented, debtors, creditors, and equity interest holders in multiple large and complex chapter 11 cases, and have been involved representing a statutory committee or debtor in some of the largest bankruptcy cases of the past two decades, including Caesars Entertainment Operating Company, Breitburn Energy Partners, Enron Corporation, G-I Holdings, Refco, Inc., Ambac, MF Global, Capmark, Texaco, NewPage Corporation, Rotech Healthcare, Murray Metallurgical Coal Holdings LLC, Pacific Exploration, KB US Holdings, and Westinghouse Electric Company LLC, as well as other complex restructurings, both in and out of court. Most recently, Proskauer was selected as counsel for the Statutory Unsecured Claimholders' Committees in the chapter 11 cases of Zachry Holdings, Inc, and Wellpath Holdings, Inc., both in the U.S. Bankruptcy Court for the Southern District of Texas.

12. The attorneys from Proskauer who will be employed in these chapter 11 cases are each members in good standing in the jurisdictions in which such attorneys are admitted.

13. In preparing for its representation of the Committee, Proskauer has become familiar with these cases and the Debtors' businesses, and many of the potential legal issues that may arise in the context of these chapter 11 cases. Based on these facts, the Committee believes Proskauer is both well-qualified and uniquely able to represent the Committee in these chapter 11 cases in an efficient and timely manner, without duplication of services.

#### **Services to be Provided**

14. The Committee seeks to employ Proskauer on an hourly basis to act as the Committee's counsel in the above-captioned bankruptcy case and in any and all matters that arise with respect thereto. In particular, the Committee anticipates that, in coordination with Stinson LLP to achieve billable rate efficiencies, Proskauer will render, among others, the following professional services:

- (a) advising the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Bankruptcy Local Rules;
- (b) assisting and advising the Committee in its consultation with the Debtors relative to the administration of these chapter 11 cases;
- (c) attending meetings and negotiating with the representatives of the Debtors and other parties-in-interest;
- (d) assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- (e) assisting and advising the Committee in connection with any sale of the Debtors' assets pursuant to section 363 of the Bankruptcy Code;
- (f) providing lead counsel in assisting the Committee in the review, analysis, and negotiation of any chapter 11 plan(s) of reorganization or liquidation that may be filed and assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan(s);
- (g) appearing, as appropriate, before this Court, the appellate courts, and the U.S. Trustee, and protecting the interests of the Committee before those courts and before the U.S. Trustee;
- (h) leading in the negotiations and revisions of the Debtors' proposed orders on various motions for relief;
- (i) leading in the analysis and investigation into potential infirmities with asserted security interests, liens, claims, and leases;

- (j) taking all necessary actions to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;
- (k) generally preparing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and papers in support of positions taken by the Committee; and
- (l) performing all other necessary legal services in these chapter 11 cases.

15. The Committee requires knowledgeable and experienced counsel to provide these essential professional services. Proskauer has stated its desire and willingness to act on the Committee's behalf to render the foregoing services.

16. The Committee has informed Proskauer, and Proskauer understands, that the Committee is planning on filing applications to retain other professionals in these chapter 11 cases. In particular, the Committee has filed, or expects to file shortly, applications to employ: (i) Stinson LLP; (ii) FTI Consulting; and (iii) Houlihan Lokey. The Committee may also file applications to employ additional professionals.

17. The Debtors' bankruptcy proceedings will involve a unique mixture of multiple sectors of law, including but not limited to healthcare, mass tort litigation, federal regulations, and of course bankruptcy law. Proskauer believes serving as co-counsel with Stinson LLP will provide the Committee with the expertise necessary to advocate effectively on behalf of unsecured creditors. As summarized above, Proskauer has an extensive history of representing statutory committees and debtors in complex bankruptcy proceedings. Proskauer has a nationally recognized healthcare group, and also has experience in recent healthcare-related bankruptcies specifically, such as Wellpath Holdings, Inc.'s chapter 11 proceedings, as well as, Steward Healthcare System LLC's chapter 11 proceedings.

18. To provide high quality and efficient advocacy, Proskauer and Stinson LLP have agreed to a division of work in a manner that utilizes the relative strengths and experience of both firms, and preserves estate resources by avoiding duplicative work. While tasks are fluid and determining which firm is going to work on such tasks cannot be fully addressed in advance, Proskauer and Stinson LLP will coordinate in real time to determine the optimal division of labor, personnel, and expertise. Such staffing conversations will not be billed to the Debtors' estate. The joint efforts by and among the Committee's attorneys, and its other professionals, will substantially contribute to the effective representation of the Committee as fiduciary to the Debtors' unsecured claimholders in these chapter 11 cases.

#### **Professional Compensation**

19. Pursuant to section 330(a)(1)(A) of the Bankruptcy Code, the court may award a professional person employed under section 1103 of the Bankruptcy Code "reasonable compensation for actual, necessary services ... and reimbursement for actual, necessary expenses." 11 U.S.C. §330(a)(1)(A).

20. Proskauer intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the Complex Case Procedures, and the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 for Attorneys in Larger Chapter 11 Cases*, effective June 11, 2013 (the "Appendix B Guidelines")<sup>2</sup> and any other applicable procedures and orders of the Court.

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<sup>2</sup> Proskauer's intention to make reasonable efforts to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Appendix B Guidelines in connection with this Application and the interim and final fee applications to be filed by Proskauer in these cases is based exclusively on the facts and circumstances

As detailed in the Desatnik Declaration, the hourly rates and corresponding rate structure Proskauer will use in these chapter 11 cases for the attorneys assigned to these cases are the same as the hourly rates and corresponding rate structure Proskauer uses in other corporate restructuring matters under chapter 11 of the Bankruptcy Code, and the same as or lower than similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required.<sup>3</sup> These rates (and the rate structure) reflect that such restructuring and other complex matters typically are national (if not global) in scope and involve great complexity, high stakes, and severe time pressures.

21. Proskauer operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors.

22. The current hourly rates of the Proskauer attorneys principally expected to work on this matter<sup>4</sup> range as follows:

<b>Billing Category<sup>5</sup></b>	<b>Range</b>
Partners	\$1,705-\$2,350
Associates	\$1,200-\$1,605
Paraprofessionals	\$320

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of these cases. Proskauer fully reserves the right to object to the requirements contained in the Appendix B Guidelines should Proskauer determine it appropriate.

<sup>3</sup> These rates exclude unique circumstances where Proskauer creates an alternate fee arrangement such as charging a flat rate for all attorney hours, or providing a lower rate subject to receiving a bonus.

<sup>4</sup> Proskauer may utilize the services of attorneys or paraprofessionals in connection with this matter whose rates exceed the ranges of those attorneys or paraprofessionals principally expected to work on the matter. In conducting its lien investigation, for which the Committee's fees are already subject to a cap, Proskauer may utilize the expertise of attorneys whose fees exceed the aforementioned range.

<sup>5</sup> Proskauer does not anticipate using contract attorneys during these chapter 11 cases. In the unlikely event it becomes necessary to use contract attorneys, or if it is in the interests of the UCC to use contract attorneys, Proskauer will not charge a markup to the Debtors with respect to fees billed by such attorneys. Moreover, any contract attorneys or non-attorneys who are employed by the UCC in connection with work performed by Proskauer will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code.

23. Proskauer's hourly rates are set at a level designed to compensate Proskauer at market levels for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions.<sup>6</sup>

24. The rate structure provided by Proskauer is appropriate and the same as (a) the rates that Proskauer charges for other similar types of representations or (b) the rates that other comparable counsel would charge to do work substantially similar to the work Proskauer will perform in these chapter 11 cases.

25. The Committee also understands Proskauer is customarily reimbursed for all actual and necessary expenses incurred in connection with the representation of a client in a given matter, including, but not limited to, photocopying charges, travel expenses, filing fees, delivery charges, postage, long distance telephone charges, transcription charges, and computerized legal research charges. Proskauer will seek reimbursement for its actual and necessary costs and expenses incurred in connection with its representation of the Committee, and will maintain detailed records of all such costs and expenses.

26. The Committee respectfully submits such rates and policies are reasonable and market-based. In reaching this conclusion, the Committee has taken into account several factors, including that the Committee interviewed five law firms before deciding to retain Proskauer (and Stinson LLP as co-counsel) for this representation. The Committee also reviewed the rates of the

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<sup>6</sup> In the ordinary course of business, Proskauer adjusts the standard hourly billing rates for professionals and paraprofessionals on an annual basis as of the commencement of the firm's fiscal year on November 1 to reflect economic and other conditions, which adjustments apply to matters in and out of bankruptcy cases. Hourly rates attributable to associates on the matter will increase on May 1 when such associates matriculate to a new class (e.g. a fourth year associate becomes a fifth year associate).

Debtors' counsel in their retention application in the Debtors' chapter 11 cases. Based upon the foregoing, the Committee believes Proskauer's proposed rates are reasonable and market-based.

27. In light of the foregoing, and based on the Desatnik Declaration and the Nenstiel Declaration, the Committee believes the employment of Proskauer, on the terms set forth herein, is necessary, in the best interests of the Debtors' unsecured claimholders, and will enable the Committee to carry out its statutory duties.

28. Proskauer has not received any retainer from the Debtors, the Committee, or any other entity in these chapter 11 cases.

29. Pursuant to Bankruptcy Rule 2016(b), Proskauer has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than the partners, associates, and counsel associated with Proskauer or (b) any compensation another person or party has received or may receive, other than permitted pursuant to section 504 of the Bankruptcy Code. Proskauer's proposed engagement is not prohibited by Bankruptcy Rule 5002.

#### **Proskauer's Disinterestedness**

30. To the best of the Committee's knowledge, and as disclosed herein and in the Desatnik Declaration, (a) Proskauer is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code and as used in section 328(c) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates in connection with these cases and (b) neither Proskauer nor its professionals have any connection with the Debtors, their creditors, or other parties-in-interest, except as may be disclosed in the Desatnik Declaration. As mentioned above, the Committee selected Proskauer on August 1, 2025. Proskauer immediately requested and received the Debtors' potential parties in interest list (the "PPII List") on August 4, 2025. The PPII List contains approximately 800 names and entities.

31. The PPII List provided by the Debtors did not contain certain key parties, including parties that Debtors specifically seek to grant releases through the Stalking Horse Release.<sup>7</sup> To comply with the requirements to be a ‘disinterested person’ under Bankruptcy Code section 101(14), and that Proskauer does not represent any other entity having an adverse interest in connection with these chapter 11 cases as required by section 1103(b), Proskauer has added these parties to its search list and disclosed any connections below.

32. Proskauer’s compliance with the requirements of sections 1103 and 504 of the Bankruptcy Code and Bankruptcy Rule 2014 are set forth in greater detail in the Desatnik Declaration. Based on its review so far, Proskauer does not represent any party in these cases other than the Committee and will not represent any constituent in these cases other than the Committee.

33. Following completion of its initial review of the PPII List, Proskauer will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Proskauer will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

### **Basis for Relief**

34. A committee appointed pursuant to section 11 U.S.C. § 1102, with the Court’s approval, “may select and authorize the employment by such committee of one or more attorneys, accountants, or other agents, to represent or perform services for such committee.” 11 U.S.C. §

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<sup>7</sup> “Stalking Horse Release shall be defined as set forth in the *Debtors’ Motion for Entry of an Order (I) Approving Bidding Procedures and Expense Reimbursement, (II) Approving the Debtors’ Entry into the Stalking Horse APA, (III) Scheduling Certain Dates and Deadlines, (IV) Approving the Form and Manner of Notice Thereof, (V) Establishing Notice and Procedures for the Assumption and Assignment of Contracts and Leases, (IV) Authorizing the Assumption and assignment of assumed Contracts, and (VII) Authorizing the Sale of Assets* (the “Procedures Motion). [Docket No. 117].

1103(a). Section 328(a) further provides that such employment may be “on any reasonable terms and conditions.” *Id.* § 328(a).

35. Bankruptcy Rule 2014(a) requires that an application for retention include:

[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant’s knowledge, all of the [firm’s] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014.

36. Proskauer’s services will enable the Committee to faithfully execute its duties as a fiduciary for the Debtors’ unsecured claimholders and are necessary to the successful functioning of the Debtors’ chapter 11 cases. Based upon its extensive experience and expertise in the field of debtors’ and creditors’ rights and with chapter 11 reorganizations and liquidations, Proskauer is well qualified to represent the Committee in an efficient, cost-effective, and timely manner. As stated above, the Committee does not believe that Proskauer holds or represents an adverse interest to the interest of the Debtors’ estates in connection with these cases and believes that Proskauer is a “disinterested person” under the Bankruptcy Code. Accordingly, the Committee submits that the retention of Proskauer is in the best interests of the Committee and the unsecured creditors of the Debtors and should be approved by the Court.

37. The Committee further requests approval of the employment of Proskauer effective as of August 1, 2025, which was the date Proskauer’s substantive work on behalf of the Committee commenced, work which has included extensive preparation for several days of hotly contested evidentiary hearings throughout the month of August 2025. Proskauer has focused its immediate attention on time-sensitive matters and promptly devoted substantial resources to the affairs of this case pending submission and approval of this Application. Pursuant to Bankruptcy Local Rule

2014-1(b), “[i]f a motion for approval of the employment of a professional is made within 30 days of the commencement of that professional’s provision of services, it is deemed contemporaneous.” N.D. Tex. L.B.R. § 2014-1(b). This Application is being submitted 29 days after the Committee’s retention of Proskauer, and thus, *nunc pro tunc* approval, retroactive to August 1, 2025, is appropriate.

**Notice**<sup>8</sup>

38. The Committee will provide notice of this Application to the following parties and/or their respective counsel, as applicable: (a) the U.S. Trustee; (b) the Debtors; (c) the Office of the United States Attorney for the Northern District of Texas; (d) the state attorneys general for states in which the Debtors conduct business; (e) the Internal Revenue Service; (f) the Securities and Exchange Commission; and (g) any party identified in the Complex Service List (as defined in the Creditor Matrix Order [Docket No. 54]) (collectively, the “Notice Parties”). A copy of this Application and the Order approving it will also be made available on the Debtors’ case information website located at <https://dm.epiq11.com/case/Genesis>. The Committee submits that, in light of the nature of the relief requested, no other or further notice need be given.

**No Prior Request**

39. No prior request for the relief sought in this Application has been made to this or any other court.

*[Remainder of page intentionally left blank]*

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<sup>8</sup> The capitalized terms used but not otherwise defined in this Notice section shall have the meanings ascribed to them in the *Declaration of Louis E. Robichaux IV in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 18].

WHEREFORE, the Committee respectfully requests that the Court enter an order granting the relief requested in this Application and granting such other and further relief as is appropriate under the circumstances.

Respectfully submitted this 30th day of August 2025.

The Statutory Unsecured Claimholders' Committee  
of Genesis Healthcare, Inc., *et al.*

By: /s/ Peter Nenstiel  
Peter Nenstiel<sup>9</sup>  
Senior Vice President Financial Services  
Healthcare Services Group, Inc.  
As representative of Healthcare Services Group, Inc.,

By: /s/ Paul Possinger  
**PROSKAUER ROSE LLP**  
Paul V. Possinger

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<sup>9</sup> By signing this Application, Mr. Nenstiel makes no representation as to the accuracy of (a) any statements of law, or (b) any statements of fact, other than that those alleged in paragraphs 7-9, 14-16, 25, 27, and other than statements that the Committee believes that the retention of Proskauer is in the best interests of the Debtors' unsecured claimholders, and will enable the Committee to carry out its statutory duties.

**Certificate of Service**

The undersigned hereby certifies that on the 30th day of August, 2025, he caused a true and correct copy of the foregoing document to be served via the Court's CM/ECF system.

/s/ Zachary Hemenway  
Zachary Hemenway

**Exhibit A**

**Desatnik Declaration**

**PROSKAUER ROSE LLP**  
 Brian S. Rosen (*pro hac vice*)  
 Timothy Q. Karcher (*pro hac vice*)  
 Ehud Barak (*pro hac vice*)  
 Daniel S. Desatnik (*pro hac vice*)  
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*Proposed Counsel for the Statutory  
 Unsecured Claimholders' Committee*

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

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

**DECLARATION OF DANIEL S. DESATNIK IN  
 SUPPORT OF APPLICATION FOR ENTRY OF AN ORDER  
 AUTHORIZING THE RETENTION AND EMPLOYMENT OF  
 PROSKAUER ROSE LLP AS CO-COUNSEL TO THE STATUTORY  
 UNSECURED CLAIMHOLDERS' COMMITTEE, EFFECTIVE AS OF AUGUST 1, 2025**

Daniel S. Desatnik declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

<sup>1</sup> 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. 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/case/Genesis>. The location of Genesis Healthcare, Inc.'s corporate headquarters and the Debtors' service address is 101 East State Street, Kennett Square, PA 19348.

1. I am a partner in the law firm of Proskauer. Proskauer maintains offices in New York, New York, Boston, Massachusetts, Washington, D.C., Los Angeles, California, Chicago, Illinois, New Orleans, Louisiana, Boca Raton, Florida, Hong Kong, China, London, England, Paris, France, and Sao Paulo, Brazil. With approximately 800 attorneys, the Firm provides a full range of legal services to clients throughout the United States.

2. I am a lead attorney from Proskauer working on the above-captioned chapter 11 cases. I am a member in good standing of the State Bar of New York, and I have been admitted to practice *pro hac vice* in the United States Bankruptcy Court for the Northern District of Texas. There are no disciplinary proceedings pending against me.

3. I submit this declaration ("Declaration") in support of the *Application for Entry of an Order Authorizing the Retention and Employment of Proskauer Rose LLP as Co-Counsel to the Statutory Unsecured Claimholders' Committee, Effective as of August 1, 2025* (the "Application"),<sup>2</sup> and to provide the disclosures required under Fed. R. Bankr. P. 2014(a).

4. I have personal knowledge of the facts set forth herein unless otherwise indicated. To the extent any information disclosed herein requires amendment or modification, I will submit a supplemental declaration.

5. To the best of my knowledge, neither I, Proskauer, nor any lawyer at the Firm represents any party in interest (or its attorneys or accountants) other than the Statutory Unsecured Claimholders' Committee (the "Committee") in connection with the above-captioned chapter 11 cases.<sup>3</sup>

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

<sup>3</sup> I reserve the right to amend this statement based on the final review of the PPII List, and the responses from an email inquiry that was sent to all of Proskauer's employees.

6. As set forth below, Proskauer has in the past, may currently, and may in the future, represent entities that are creditors or interest holders of the Debtors in matters unrelated to these chapter 11 cases. Proskauer will not represent any of these parties in connection with the Debtors' chapter 11 cases. Proskauer will only represent the Committee in connection with these cases.

#### **Proskauer's Qualifications**

7. Proskauer is an international firm with approximately 800 lawyers in multiple countries, including the United States, United Kingdom, China, France, and Brazil. Within the United States, Proskauer has offices in New York, New York; Boca Raton, Florida; Boston, Massachusetts; Chicago, Illinois; Los Angeles, California; New Orleans, Louisiana; and Washington, D.C. Proskauer's attorneys provide a wide range of legal services, including corporate, litigation, regulatory, tax, and employment law.

8. Proskauer's attorneys have extensive experience representing creditors' committees, debtors, equity committees, creditors, lenders, trustees, independent directors, and others in a wide variety of bankruptcy cases. Proskauer's attorneys currently represent, or have represented, debtors, creditors, and equity interest holders in multiple large and complex chapter 11 cases, and have been involved representing a statutory committee or debtor in some of the largest bankruptcy cases of the past two decades, including Caesars Entertainment Operating Company, Breitburn Energy Partners, Enron Corporation, G-I Holdings, Refco, Inc., Ambac, MF Global, Capmark, Texaco, NewPage Corporation, Rotech Healthcare, Murray Metallurgical Coal Holdings LLC, Pacific Exploration, KB US Holdings, Westinghouse Electric Company LLC, as well as other complex restructurings, both in and out of court. Most recently, Proskauer was selected as counsel for the Statutory Unsecured Claimholders' Committee of Zachry Holdings,

Inc. and the Statutory Unsecured Claimholders' Committee of Wellpath Holdings, Inc., both in the Bankruptcy Court for the Southern District of Texas.

9. I understand the attorneys from Proskauer who will be employed in these chapter 11 cases are each members in good standing in the jurisdictions in which such attorneys are admitted.

10. In preparing for its representation of the Committee, Proskauer has become familiar with these cases and the Debtors' businesses, and many of the potential legal issues that may arise in the context of these chapter 11 cases. I understand the Committee believes Proskauer is both well-qualified and uniquely able to represent the Committee in these chapter 11 cases in an efficient and timely manner, without duplication of services.

#### **Services to be Provided**

11. The Committee seeks to employ Proskauer on an hourly basis to act as the Committee's counsel in the above-captioned bankruptcy case and in any and all matters that arise with respect thereto. In particular, the Committee has been informed that, in conjunction with Stinson LLP, Proskauer will render, among others, the following professional services:

- (a) advising the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Bankruptcy Local Rules;
- (b) assisting and advising the Committee in its consultation with the Debtors relative to the administration of these chapter 11 cases;
- (c) attending meetings and negotiating with the representatives of the Debtors and other parties-in-interest;
- (d) assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- (e) assisting and advising the Committee in connection with any sale of the Debtors' assets pursuant to section 363 of the Bankruptcy Code;
- (f) providing lead counsel in assisting the Committee in the review, analysis, and negotiation of any chapter 11 plan(s) of reorganization or liquidation that may be filed and assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan(s);

- (g) appearing, as appropriate, before this Court, the appellate courts, and the U.S. Trustee, and protecting the interests of the Committee before those courts and before the U.S. Trustee;
- (h) leading in the negotiations and revisions of the Debtors' proposed orders on various motions for relief;
- (i) leading in the analysis and investigation into potential infirmities with asserted security interests, liens, claims, and leases;
- (j) taking all necessary actions to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;
- (k) generally preparing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and papers in support of positions taken by the Committee; and
- (l) performing all other necessary legal services in these chapter 11 cases.

12. The Debtors' bankruptcy proceedings will involve a unique mixture of multiple sectors of law, including but not limited to healthcare, mass tort litigation, federal regulations, and of course bankruptcy law. I believe Proskauer serving as co-counsel with Stinson LLP will provide the Committee with the expertise necessary to advocate effectively on behalf of unsecured creditors. As summarized above, Proskauer has an extensive history of representing statutory committees and debtors in complex bankruptcy proceedings. Proskauer also has experience in healthcare-related bankruptcies specifically, such as recent engagements in the chapter 11 cases of Wellpath Holdings, Inc. and Steward Healthcare System LLC. In addition to extensive overall bankruptcy experience, I understand Stinson LLP also previously represented statutory committees in correctional facility health care-related bankruptcy proceedings, most notably those of Tehum Care Services, Inc. and Wellpath Holdings, Inc.

13. To ensure excellent and efficient advocacy, I understand Proskauer and Stinson LLP have agreed to a division of work in a manner that utilizes the relative strengths of both firms,

and preserves estate resources by avoiding duplicative work. While tasks are fluid and determining which firm is going to work on such tasks cannot be fully addressed in advance, I understand Proskauer and Stinson LLP will coordinate in real time to determine the optimal division of labor, personnel, and expertise. Such staffing conversations will not be billed to the Debtors' estate. I believe the joint efforts by and among the Committee's attorneys, and its other professionals, will substantially contribute to the effective representation of the Committee as fiduciary to the Debtors' unsecured claimholders in these chapter 11 cases.

### **Professional Compensation**

14. Proskauer intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any other applicable procedures and orders of the Court. I understand the hourly rates and corresponding rate structure Proskauer will use in these chapter 11 cases for the attorneys assigned to these cases are the same as the hourly rates and corresponding rate structure Proskauer uses in other corporate restructuring matters under chapter 11 of the Bankruptcy Code, and the same as or lower than similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required.<sup>4</sup>

15. Proskauer operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors.

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<sup>4</sup> These rates exclude unique circumstances where Proskauer creates an alternate fee arrangement such as charging a flat rate for all attorney hours, or providing a lower rate subject to receiving a bonus.

16. The billing rates of the Proskauer attorneys principally expected to work on this matter,<sup>5</sup> effective as of November 1, 2024, range as follows:

<u>Billing Category<sup>6</sup></u>	<u>Range</u>
Partners	\$1,705-\$2,350
Associates	\$1,200-\$1,605
Paraprofessionals	\$320

17. Proskauer's hourly rates are set at a level designed to compensate Proskauer at market for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions.<sup>7</sup>

18. I believe the rate structure provided by Proskauer is the same as (a) the rates that Proskauer charges for other similar types of representations or (b) the rates that other comparable counsel would charge to do work substantially similar to the work Proskauer will perform in these chapter 11 cases.

19. Proskauer is customarily reimbursed for all actual and necessary expenses incurred in connection with the representation of a client in a given matter, including, but not limited to, photocopying charges, travel expenses, filing fees, delivery charges, postage, long distance telephone charges, transcription charges, and computerized legal research charges. Proskauer will

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<sup>5</sup> Proskauer may utilize the services of attorneys or paraprofessionals in connection with this matter whose rates exceed the ranges of those attorneys or paraprofessionals principally expected to work on the matter. In conducting its lien investigation, for which the Committee's fees are already subject to a cap, Proskauer may utilize the expertise of attorneys whose fees exceed the aforementioned range.

<sup>6</sup> Proskauer does not anticipate using contract attorneys during these chapter 11 cases. In the unlikely event it becomes necessary to use contract attorneys, or if it is in the interests of the UCC to do use contract attorneys, Proskauer will not charge a markup to the Debtors with respect to fees billed by such attorneys. Moreover, any contract attorneys or non-attorneys who are employed by the UCC in connection with work performed by Proskauer will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code.

<sup>7</sup> In the ordinary course of business, Proskauer adjusts the standard hourly billing rates for professionals and paraprofessionals on an annual basis as of the commencement of the firm's fiscal year on November 1 to reflect economic and other conditions, which adjustments apply to matters in and out of bankruptcy cases.

seek reimbursement for its actual and necessary costs and expenses incurred in connection with its representation of the Committee, and will maintain detailed records of all such costs and expenses.

20. Proskauer has not received any retainer from the Debtors, the Committee, or any other entity in these chapter 11 cases.

21. Pursuant to Bankruptcy Rule 2016(b), Proskauer has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than the partners, associates, and counsel associated with Proskauer or (b) any compensation another person or party has received or may receive, other than permitted pursuant to section 504 of the Bankruptcy Code. Proskauer's proposed engagement is not prohibited by Bankruptcy Rule 5002.

**Statement Regarding U.S. Trustee Guidelines**

22. Proskauer will apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 328, 330, and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Bankruptcy Local Rules, and any other applicable procedures and orders of the Court. Proskauer also intends to comply with the U.S. Trustee's requests for information and additional disclosures, both in connection with this application and the interim and final fee applications to be filed by Proskauer in the chapter 11 cases.

**Attorney Statement Pursuant to the U.S. Trustee Fee Guidelines**

23. The following is provided in response to the request for additional information set forth in paragraph D.1 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 Effective as of November 1, 2013* (the "U.S. Trustee Fee Guidelines"):

**Question:** Did the Firm agree to any variations from, or alternatives to, the Firm's standard billing arrangements for this engagement?

**Answer:** No. Proskauer did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement.

**Question:** Do any of the Firm professionals included in this engagement vary their rate based on the geographical location of the Debtors' chapter 11 cases?

**Answer:** No rate for any Proskauer professionals included in this engagement varies based on the geographic location of the bankruptcy cases.

**Question:** If the Firm has represented the client in the 12 months prepetition, disclose the Firm's billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition.

**Answer:** Proskauer did not represent any member of the Committee in the Debtors' chapter 11 cases prior to its retention by the Committee.

**Question:** Has your client approved the Firm's budget and staffing plan, and if so, for what budget period?

**Answer:** Proskauer expects to develop a prospective budget and staffing plan to reasonably comply with the U.S. Trustee's request for information and additional disclosures, to which Proskauer reserves all rights.

### **Proskauer's Disinterestedness**

24. Except as set forth herein, to the best of my knowledge, information and belief after due inquiry by me, or attorneys working under my supervision, neither I, Proskauer, nor any member, counsel, or associate of, Proskauer currently represents any party in interest or entity other than the Committee in connection with these chapter 11 cases.

25. Based upon the foregoing and the disclosures set forth herein, I believe that Proskauer is a "disinterested person," as such term is defined in Bankruptcy Code section 101(14), as modified by section 1107(b), in that Proskauer, its members, counsel, and associates:

- a. are not creditors, equity security holders, or insiders of the Debtors or their affiliates;
- b. are not and were not, within two (2) years before the Petition Date, a director, officer, or employee of the Debtors or their affiliates; and
- c. do not have an interest materially adverse to the interests of the estate 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 their affiliates, or for any other reason.

**Proskauer's Disclosure Procedures**

26. Proskauer has a large and diversified legal practice that encompasses the representation of many financial institutions and commercial corporations, including entities that have interests in distressed debt and/or distressed entities. Proskauer has in the past represented, currently represents, and may in the future represent, entities that are claimants of, or interest holders in, the Debtors, in matters unrelated to the Debtors' chapter 11 cases. Some of these entities are, or may consider themselves to be, creditors or parties in interest in the Debtors' chapter 11 cases or may otherwise have interests in these cases. Proskauer will not represent such entities in matters related to these chapter 11 cases. Some of Proskauer's clients in unrelated matters are in the business of buying and selling claims in chapter 11 cases. Accordingly, without Proskauer's knowledge, it is possible that certain of its clients have or will buy or sell claims against the Debtors' estates during these chapter 11 cases.

27. In preparing this Declaration, I caused attorneys working under my supervision to implement a set of procedures utilized by Proskauer to ensure compliance with the requirements of the Bankruptcy Code and the Bankruptcy Rules regarding the retention of professionals by a statutory committee under the Bankruptcy Code (the "Firm Disclosure Procedures"). Pursuant to the Firm Disclosure Procedures, I performed, or caused to be performed, the following actions to identify the parties relevant to this Declaration and to ascertain Proskauer's connection to such parties:

- a. As part of the Firm Disclosure Procedures, Proskauer consulted the PPII List in generating the Match List (as defined below). The PPII List is annexed hereto as **Schedule A**.
- b. Proskauer maintains a master client database that it compiles from information obtained through its conflict clearance system and its client

billing records (the “Conflicts Database”). I understand that the Conflicts Database includes the names of entities for which any attorney has billed time charges since the database was created, and the name of each current or former client, the names of the parties who are or were related or adverse to such current or former client, and the names of the Proskauer personnel who are or were responsible for current or former matters for such client. It is Proskauer’s policy that no new matter may be accepted or opened within the firm without timely completing and submitting to those charged with maintaining the conflict clearance system the information necessary to check each such matter for conflicts, including the identity of the prospective client, the name of the matter, adverse parties (if known) and, in some cases, parties related to the client or to an adverse party. Accordingly, it is my understanding that the database is updated for every new matter undertaken by Proskauer. The accuracy of the system is a function, in part, of the completeness and accuracy of the information submitted by the attorney opening a new matter.

- c. In applying the Firm Disclosure Procedures, Proskauer compared the names of each of the entities identified on the PPII List against the names contained in Proskauer’s Conflicts Database for which professional time was recorded during the three (3) years prior to the comparison. Any matches between the names on the PPII List and those in the Conflicts Database were compiled in a list, together with the names of the respective Proskauer personnel responsible for the identified client matters (the “Match List”).
- d. Proskauer attorneys were instructed to then review the Match List and delete obvious name coincidences and individuals or entities that were adverse to Proskauer’s clients in the matter referenced on the Match List.
- e. Using information in the Conflicts Database relating to entities on the Match List, and making general and, where applicable, specific inquiries of Proskauer personnel, Proskauer verified that it does not represent and has not represented any entity on the Match List in a matter connected to the Debtors, or these chapter 11 cases, except as specified herein.
- f. In addition, a general inquiry to all Proskauer personnel (attorneys and staff) was sent by electronic mail to determine whether any such individual, his or her spouse, minor children, or family members living in his or her household: (i) owns any equity security of the Debtors or any of their affiliates; (ii) owns any debt security of the Debtors or any of their affiliates; (iii) holds a general unsecured claim against the Debtors or any of their affiliates; (iv) holds any other claim against the Debtors or any of their affiliates; (v) is or was, within the last two (2) years, an officer, director, or employee of the Debtors or any of their affiliates; (vi) holds an interest materially adverse to the interest of the Debtors or any of their affiliates, 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 any of their affiliates, or for any other reason; or (vii) is related to any Judge of the United States Bankruptcy Court for the Northern District of Texas

and/or any employee of the Office of the United States Trustee for Region 7. No Proskauer personnel reported affirmatively to this inquiry.

- g. I understand that the information disclosed herein is current through August 30, 2025.

**Proskauer's Connections with Parties in  
Interest in Matters Unrelated to these Chapter 11 Cases**

28. In applying the Firm Disclosure Procedures, Proskauer has identified the client connections addressed below and on **Schedule B** hereto. The connections are categorized as follows: (a) potential parties in interest, or affiliates thereof, for which Proskauer has rendered services within the last three (3) years ("Current Clients"); (b) potential parties in interest, or affiliates thereof, for which Proskauer has rendered services in the past three (3) years and with respect to which Proskauer's engagement is closed ("Former Clients"); and (c) potential parties in interest, or affiliates thereof, that are or may be related to a client identified on the Match List, including insurers of Current Clients and Former Clients (the "Potentially Related Parties"). All client connections disclosed in this Application were diligently reviewed by an attorney working under my supervision or the supervision of my colleagues. Proskauer continues to conduct a review for potential connections and will revise the Application as necessary. From such review, I currently believe that, except as disclosed below, with respect to each connection between Proskauer and such parties, Proskauer does not hold or represent an interest adverse to the Debtors' estates, and that Proskauer is a "disinterested person" as such term is defined in Bankruptcy Code section 101(14), for the reasons discussed below.

29. Through this review process, Proskauer has determined that Proskauer has the connections described above with the persons and entities identified in **Schedule B** (the "Proskauer Connections List"). Proskauer continues to conduct a search of named parties in the PPII List, and I reserve the right to amend the Proskauer Connections List based on the final results of this search.

**A. Current Clients**

30. In applying the Firm Disclosure Procedures, Proskauer has not identified any Current Clients named on the PPII List.

**B. Former Clients**

31. In applying the Firm Disclosure Procedures, Proskauer has identified in the Proskauer Connections List those named on the PPII List that are Former Clients. Joel Landau and John Randazzo have been identified as Former Clients for work unrelated to these chapter 11 cases and for which the relationship partner is no longer with the firm. To the best of my knowledge, information, and belief, and in accordance with Firm Disclosure Procedures, no Proskauer attorney remains engaged by Joel Landau or John Randazzo and no matters in connection with either party remain open or active.

**C. Potentially Related Parties**

32. In applying the Firm Disclosure Procedures, Proskauer has identified in the Proskauer Connections List the Potentially Related Parties that either have a name similar to a client identified on the Match List, or are or may be related to a client identified on the Match List.

33. With respect to the entities listed as Current Clients, Former Clients, and Potentially Related Parties, Proskauer has not, and will not, represent any of these entities, or any of their respective affiliates or subsidiaries, in connection with the Debtors or these chapter 11 cases.

34. It is possible that Proskauer has represented, or may represent, certain other currently unknown entities that are, may be, or may believe themselves to be equity security holders, creditors, or parties in interest in these cases, including vendors, utility providers, ordinary course professionals, employees, and other equity holders. To the extent of any such connections,

Proskauer has not, and will not, represent any of these entities, or any of their respective affiliates or subsidiaries, in connection with the Debtors or their chapter 11 cases.

35. Many of Proskauer's attorneys are active in local, regional, and national bar and other professional associations, and in community organizations. As a result, Proskauer attorneys have developed relationships with judges, attorneys, and financial advisors/investment bankers throughout the country. In unrelated matters, Proskauer is frequently co-counsel with or adverse to many of the law firms and individual attorneys who will be involved in these cases. Similarly, in unrelated matters, Proskauer frequently works with, represents, or is adverse to certain of the other professional advisors that may be involved in these cases.

36. I do not believe that any connections or potential connections between Proskauer and the entities identified in the attached schedules results in Proskauer holding or representing an interest materially adverse to the Debtors, their estates, their equity security holders, their creditors, or any other party in interest, or their respective attorneys and accountants.

#### **D. Specific Disclosures**

37. Through its employee benefits and executive compensation practice, Proskauer often represents individuals negotiating their employment agreements with their respective employers. Certain of these employers may be parties in interest in these cases. Unless the employer independently is (or was) a client of Proskauer, these instances will not be specifically identified herein or the attachments.

#### **Proskauer Personnel Inquiry**

38. As noted, Proskauer has conducted a general inquiry of Proskauer personnel (attorneys and staff) by electronic mail to determine whether any such individual, his or her spouse, minor children, or family members living in his or her household: (a) owns any equity security of the Debtors or any of their affiliates; (b) owns any debt security of the Debtors or any of their

affiliates; (c) holds a general unsecured claim against the Debtors or any of their affiliates; (d) holds any other claim against the Debtors or any of their affiliates; (e) is or was, within the last two (2) years, an officer, director, or employee of the Debtors or any of their affiliates; (f) holds an interest materially adverse to the interests of the Debtors, 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 any of their affiliates, or for any other reason; or (g) is related to any Judge of the United States Bankruptcy Court for the Northern District of Texas and/or any employee of the Office of the United States Trustee for Region 6.

39. In response to these inquiries, Proskauer has identified a certain Proskauer attorney whose family member is currently employed by Non-Debtor Non-Genesis Professional Corporation Powerback Rehabilitation of MA, PA (f/k/a Genesis Rehab Services, PC).

40. Proskauer will continue to apply the Firm Disclosure Procedures as additional information is developed and, as necessary, will file appropriate supplemental disclosures with the Court.

41. The foregoing constitutes the statement of Proskauer pursuant to section 504 of the Bankruptcy Code and Bankruptcy Rule 2014.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on this 30th day of August, 2025.

By: /s/ Daniel S. Desatnik  
Daniel S. Desatnik

**Schedule A**

**List of Entities Searched**

**Debtors and Non-Debtor Affiliates; Non-Debtor Joint Ventures; Non-Debtor Professional Corporations**

***Debtors***

Genesis Healthcare, Inc.  
1 Glen Hill Road Operations LLC  
1 Sutphin Drive Operations LLC  
10 Woodland Drive Operations LLC  
100 Abbeyville Road Operations LLC  
100 Chambers Street Operations LLC  
100 W. Queen Street Operations LLC  
105 Chester Road Operations LLC  
1000 Lincoln Drive Operations LLC  
1008 Thompson Street Operations LLC  
101 13th Street Operations LLC  
101 Development Group, LLC  
1020 South Main Street Operations LLC  
106 Tyree Street Operations LLC  
1070 Stouffer Avenue Operations LLC  
11 Dairy Lane Operations LLC  
1100 Norman Eskridge Highway Operations LLC  
1104 Welsh Road Operations LLC  
1105 Perry Highway Operations LLC  
113 W. McMurray Road Operations LLC  
115 S. Providence Road Operations LLC  
12-15 Saddle River Road Operations LLC  
1245 Church Road Operations LLC  
1248 Hospital Drive Operations LLC  
125 Holly Road Operations LLC  
128 East State Street Associates, LLC  
136 Donahoe Manor Road Operations LLC  
1361 Route 72 West Operations LLC  
1539 Country Club Road Operations LLC  
1543 Country Club Road Manor Operations LLC  
161 Bakers Ridge Road Operations LLC  
1631 Ritter Drive Operations LLC  
1650 Galisteo Street Operations LLC  
1680 Spring Creek Road Operations LLC  
1700 Market Street Operations LLC  
1700 Pine Street Operations LLC  
175 Blueberry Lane Operations LLC  
1770 Barley Road Operations LLC  
1848 Greentree Road Operations LLC  
191 Hackett Hill Road Operations LLC  
2 Blackberry Lane Operations LLC  
20 Maitland Street Operations LLC  
200 Pauline Drive Operations LLC  
200 Reynolds Avenue Operations LLC  
200 South Ritchie Avenue Operations LLC  
201 Wood Street Operations LLC  
2021 Westgate Drive Operations LLC  
2029 Westgate Drive Operations LLC

2101 Fairland Road Operations LLC 211-  
213 Ana Drive Operations LLC  
2125 Elizabeth Avenue Operations LLC  
22 Tuck Road Operations LLC  
225 Evergreen Road Operations LLC  
227 Evergreen Road Operations LLC  
23 Fair Street Operations LLC  
23 Fair Street Property, LLC  
24 Old Etna Road Operations LLC  
2400 Kingston Court Operations LLC  
25 East Lindsley Road Operations LLC  
25 Ridgewood Road Operations LLC  
2507 Chestnut Street Operations LLC  
2600 Northampton Street Operations LLC  
262 Toll Gate Road Operations LLC  
2720 Charles Town Road Operations LLC  
279 Cabot Street Operations LLC  
279 Cabot Street Property LLC  
2800 Palo Parkway Operations LLC  
290 Hanover Street Operations LLC  
292 Applegarth Road Operations LLC  
3 Industrial Way East Operations LLC  
30 West Avenue Operations LLC  
300 Pearl Street Operations LLC  
3000 Windmill Road Operations LLC  
302 Cedar Ridge Road Operations LLC  
330 Franklin Turnpike Operations LLC  
333 Green End Avenue Operations LLC  
3430 Huntingdon Pike Operations LLC  
3485 Davisville Road Operations II LLC  
3514 Fowler Avenue Operations LLC  
3590 Washington Pike Operations LLC  
3720 Church Rock Street Operations LLC  
390 Red School Lane Operations LLC  
40 Crosby Street Operations LLC  
40 Whitehall Road Operations LLC  
40 Whitehall Road Property LLC  
400 McKinley Avenue Operations LLC  
4140 Old Washington Highway Operations LLC  
419 Harding Street Operations LLC  
422 23rd Street Operations LLC  
425 Buttonwood Street Operations LLC  
450 East Philadelphia Avenue Operations LLC  
462 Main Street Operations LLC  
50 Mulberry Tree Street Operations LLC  
50 Pheasant Road Operations LLC  
500 East Philadelphia Avenue Operations LLC  
501 Thomas Jones Way Operations LLC  
505 Weyman Road Operations LLC  
530 Macoby Street Operations LLC  
54 Sharp Street Operations LLC

5485 Perkiomen Avenue Operations LLC  
550 South Negley Avenue Operations LLC  
5609 Fifth Avenue Operations LLC  
590 North Poplar Fork Road Operations LLC  
60 Highland Road Operations LLC  
600 Paoli Pointe Drive Operations LLC  
600 W. Valley Forge Road Operations LLC  
613 Hammonds Lane Operations LLC  
624 N. Converse Street Property, LLC  
640 Bethlehem Pike Operations LLC  
642 Metacom Avenue Operations LLC  
660 Commonwealth Avenue Operations  
LLC  
677 Court Street Operations LLC  
7 Baldwin Street Operations LLC  
700 Marvel Road Operations LLC  
700 Town Bank Road Operations LLC  
715 East King Street Operations LLC  
723 Summers Street Operations LLC  
724 N. Charlotte Street Operations LLC  
735 Putnam Pike Operations LLC  
75 Hickle Street Operations LLC  
777 Lafayette Road Operations LLC  
8 Rose Street Operations LLC  
8 Snow Road Operations LLC  
80 Maddex Drive Operations LLC  
800 Court Street Circle Operations LLC  
803 Hacienda Lane Operations LLC  
885 MacBeth Drive Operations LLC  
8100 Washington Lane Operations LLC  
825 SUMMIT STREET OPERATIONS  
LLC  
84 Cold Hill Road Operations LLC  
840 Lee Road Operations LLC  
850 12th Avenue Property, LLC  
867 York Road Operations LLC  
900 Tuck Street Operations LLC  
91 Country Village Road Operations LLC  
940 Walnut Bottom Road Operations LLC  
98 Hospitality Drive Operations LLC  
Albuquerque Heights Healthcare and  
Rehabilitation Center, LLC  
Albuquerque Heights Property, LLC  
Belen Meadows Healthcare and  
Rehabilitation Center, LLC  
Belfast Operations, LLC  
Brier Oak on Sunset, LLC  
Camden Operations, LLC  
Canyon Albuquerque Property, LLC  
Canyon Transitional Rehabilitation Center,  
LLC  
Clovis Healthcare and Rehabilitation Center,  
LLC  
Courtyard JV LLC  
Encore GC Acquisition LLC

Encore Pediatrics, LLC Encore Preakness,  
LLC  
Encore Rehabilitation Services, LLC  
Falmouth Operations, LLC  
Farmington Operations, LLC  
FC-GEN Operations Investment, LLC  
Five Ninety Six Sheldon Road Operations  
LLC  
Forty Six Nichols Street Operations LLC  
Fountain Holdco, LLC  
Franklin Woods JV LLC  
GEN BQ JV Holdings LLC GEN CCG JV  
Holdings LLC  
GEN Operations I, LLC  
GEN Operations II, LLC GEN SF JV  
Holdings, LLC  
GEN-CCG WO Master Tenant LLC  
GEN-Next Holdco I LLC  
Genesis Administrative Services LLC  
Genesis CT Holdings LLC  
Genesis CT XCL Operations LLC  
Genesis DE Holdings LLC  
Genesis Dynasty Operations LLC  
Genesis Eldercare Network Services, LLC  
Genesis ElderCare Physician Services, LLC  
Genesis HealthCare LLC  
Genesis HealthCare of Maine, LLC  
Genesis Holdings LLC  
Genesis MA Holdings LLC  
Genesis MD Holdings LLC  
Genesis Midwest II Operations LLC  
Genesis NH Holdings LLC  
Genesis NHG Operations LLC  
Genesis NHG-GEN Operations LLC  
Genesis NJ Holdings LLC  
Genesis OMG Operations LLC  
Genesis Operations III LLC  
Genesis Operations IV LLC Genesis  
Operations LLC  
Genesis Operations V LLC  
Genesis Operations VI LLC  
Genesis Orion Operations LLC  
Genesis PA Holdings LLC  
Genesis Partnership LLC  
Genesis Physician Services MSO, LLC  
Genesis PM CO Operations LLC  
Genesis PM NJ Operations LLC  
Genesis PM PA Operations LLC  
Genesis RI Holdings LLC  
Genesis SNI Operations LLC  
Genesis Tang Operations LLC  
Genesis VA Holdings LLC  
Genesis VT Holdings LLC  
Genesis WV Holdings LLC  
GHC Holdings LLC

GHC JV Holdings LLC  
GHC Payroll LLC  
GHC TX Operations LLC  
Granite Ledges JV LLC  
Harborside Danbury Limited Partnership  
Harborside Health I LLC  
Harborside Healthcare Advisors Limited Partnership  
Harborside Healthcare Limited Partnership  
Harborside Healthcare, LLC  
Harborside New Hampshire Limited Partnership  
Harborside Rhode Island Limited Partnership  
Harborside Toledo Business LLC  
HBR Kentucky, LLC  
HBR Trumbull, LLC HC  
63 Operations LLC  
Kansas City Transitional Care Center, LLC  
Kennebunk Operations, LLC  
Kennett Center, L.P. KHI LLC  
Leasehold Resource Group, LLC  
Lewiston Operations, LLC  
LTC ACO, LLC  
Magnolia JV LLC  
Maryland Harborside, LLC Metro Therapy, Inc.  
Nine Haywood Avenue Operations LLC  
Odd Lot LLC  
Orono Operations, LLC  
PAI Participant 1, LLC  
PAI Participant 2, LLC  
PAI Participant 3, LLC  
PAI Participant 4, LLC  
PBR Intermediate Holdings, LLC  
PDDTSE, LLC  
Peak Medical Assisted Living, LLC  
Peak Medical Las Cruces No. 2, LLC  
Peak Medical Las Cruces, LLC  
Peak Medical New Mexico No. 3, LLC  
Peak Medical Roswell, LLC  
Peak Medical, LLC Pine Tree Villa LLC  
Post-Acute Innovations, LLC  
Powerback Pediatrics of Arkansas, LLC  
Powerback Pediatrics of Georgia, LLC  
Powerback Pediatrics of Missouri, LLC  
Powerback Pediatrics of Nebraska, LLC  
Powerback Pediatrics of South Carolina, LLC  
Powerback Pediatrics of Vermont, LLC  
Powerback Rehabilitation, LLC  
PRMC/GEC at Salisbury Center, LLC  
Property Resource Holdings, LLC  
Regency Health Services, LLC  
Respiratory Health Services LLC  
Romney Health Care Center Limited Partnership  
Route 92 Operations LLC  
Saddle Shop Road Operations LLC  
Salisbury JV LLC  
Scarborough Operations, LLC  
SHG Partnership, LLC  
SHG Resources, LLC  
Skies Healthcare and Rehabilitation Center, LLC  
Skiles Avenue and Sterling Drive Urban Renewal Operations LLC  
Skilled Healthcare, LLC Skowhegan SNF Operations, LLC  
St. Anthony Healthcare and Rehabilitation Center, LLC  
St. Catherine Healthcare and Rehabilitation Center, LLC  
St. John Healthcare and Rehabilitation Center, LLC  
St. Theresa Healthcare and Rehabilitation Center, LLC  
State Street Associates, L.P.  
State Street Kennett Square, LLC  
Stillwell Road Operations LLC  
Summit Care Parent, LLC Summit Care, LLC  
Sun Healthcare Group, Inc.  
SunBridge Beckley Health Care LLC  
SunBridge Care Enterprises, LLC  
SunBridge Clipper Home of North Conway, LLC  
SunBridge Clipper Home of Wolfeboro, LLC  
SunBridge Dunbar Health Care LLC  
SunBridge Gardendale Health Care Center, LLC  
SunBridge Goodwin Nursing Home, LLC  
SunBridge Healthcare, LLC (f/k/a SunBridge Healthcare Corporation)  
SunBridge Nursing Home, LLC  
SunBridge Putnam Health Care LLC  
SunBridge Regency-North Carolina, LLC  
SunBridge Regency-Tennessee, LLC  
SunBridge Retirement Care Associates, LLC  
SunBridge Salem Health Care LLC  
SunDance Rehabilitation Agency, LLC  
SunDance Rehabilitation Holdco, Inc.  
SunDance Rehabilitation, LLC  
The Rehabilitation Center of Albuquerque, LLC  
Thirty Five Bel-Aire Drive SNF Operations LLC  
Three Mile Curve Operations LLC  
Waterville SNF Operations LLC

Westbrook Operations, LLC  
Westwood Medical Park Operations LLC

***Non-Debtor Affiliates***

AttainCare Consulting Services LLC  
AttainCare LLC  
Careerstaff Unlimited, LLC  
Fountain View Reinsurance, Ltd.  
GHS International Inc.  
GRS Asia Limited  
Liberty Health Corporation, Ltd.  
Moriah Consulting Services LLC  
Moriah Healthcare Partners, LLC  
Pinnacle Health Partners LLC  
Pinnacle HP Consulting Services LLC

***Non-Debtor Joint Ventures***

Bold Quail 4 LLC  
Bold Quail Holdings LLC  
Bowie Center Limited Partnership  
Capital/Region Genesis ElderCare L.L.C.  
CCGEN Holdings, LLC  
Courtyard Nursing Care Cener Partnership  
Franklin Square/Meridian Healthcare  
Nursing Home Limited Partnership  
Magnolia Gardens Limited Liability  
Company  
Magnolia Gardens Real Estate LLC  
NEXTGEN INVESTORS, LLC  
Seafire NEMA Investment, LLC

***Non-Debtor Non-Genesis JV Members***

Capital Region Health Services Corporation  
CCGEN Holdings Member, LLC  
Doctors Community Health Ventures, Inc.  
Lawrence Memorial Hospital of Medford,  
Inc.  
Madison Manor, Inc.  
New Generation Health, LLC  
NextGen Investors Holdings, LLC Parkway  
Ventures, Inc.  
Seafire NEMA Holdings, LLC

***Non-Debtor Non-Genesis Professional  
Corporations***

AlignMed Medical Group IL SC  
AlignMed Medical Group MA, P.C.  
AlignMed Medical Group NC, P.C.  
AlignMed Medical Group NJ, P.C. (f/k/a  
PAI Participant 26, P.C.)  
AlignMed Medical Group WV, P.C.  
AlignMed Medical Group, P.C.  
AlignMed Partners, P.C. (f/k/a GPA  
Physician Group, P.C.)

Enjati/Johnson Occupational and Physical  
Therapy, PS  
GEPS Physician Group of New Jersey, P.C.  
GEPS Physician Group of New Mexico, P.C.  
GEPS Physician Group of North Carolina,  
P.C.  
GEPS Physician Group of Pennsylvania,  
P.C.  
GEPS Physician Group of West Virginia,  
P.C.  
GPS Physician Group of New Jersey, P.C.  
GPS Physician Group of Rhode Island, P.C.  
GPS Physician Group of Texas, PLLC  
Leland Wheeler Speech and Language P.A.  
Nancy Johnson Speech & Language, PS NV  
LTC Physicians – Shariff, P.C.  
NY Long-Term Care Physician Services,  
P.C.  
PAI Participant 10, P.A.  
PAI Participant 11, P.C.  
PAI Participant 12, P.C.  
PAI Participant 13, P.C.  
PAI Participant 15, P.A.  
PAI Participant 18, P.C.  
PAI Participant 23, S.C.  
PAI Participant 25, P.C.  
PAI Participant 27, P.C.  
PAI Participant 29, P.C.  
PAI Participant 5, P.C.  
PAI Participant 6, P.C.  
PAI Participant 7, P.C.  
PAI Participant 8, P.C.  
PAI Participant 9, P.A.  
PAI Participant MA, PC  
Powerback Rehabilitation of MA, PA (f/k/a  
Genesis Rehab Services, PC)  
Tidd/Krafft Occupational and Physical  
Therapy, P.A.

**Directors & Officers**

***Current Directors and Officers***

Alexander Shaine  
Avi Mendelson  
Carlye Reese  
David Harrington  
Elizabeth LaPuma  
Erin Reed  
Gary Siegel  
Gerry Adest  
Ian Oppel  
Jake Komin  
James Chow  
John Loome, M.D.  
John Randazzo

Jonathan Foster  
Jonathan Kirschner  
Juan Vallarino  
Keith Nause  
Kristen Krzyzewski  
Laura Bridgeford  
Laura Slack  
Lauren Murray  
Michael Berg  
Paul Cass, M.D.  
Walter Lin, M.D.  
William Snyder

***Former Directors and Officers***

Arnold Whitman  
Carl Shrom  
Greg Bogdan  
Isaac Lefkowitz  
Jason Feuerman  
Mark Sulecki  
Tim Davis

**5% or more Equity Holders**

Arnold Whitman  
Isaac M. Neuberger  
Steven E. Fishman  
Welltower OP LLC

**Bankruptcy Judges and Staff for the  
United States Bankruptcy Court for the  
Northern District of Texas, and U.S.  
Trustee Personnel for the Northern  
District of Texas**

***Bankruptcy Judges***

Honorable Judge Brad W. Odell  
Honorable Judge Edward L. Morris  
Honorable Judge Mark X. Mullin  
Honorable Judge Michelle V. Larson  
Honorable Judge Robert L. Jones  
Honorable Judge Scott W. Everett  
Honorable Judge Stacey G.C. Jernigan

***Bankruptcy Court Staff***

Dawn Harden  
Hawaii Jeng  
Jenni Bergreen  
Jennifer Calfee  
Jennifer Speer  
Karyn Rueter  
Shelby Wimberley  
Stephen Manz  
Traci Ellison

***U.S. Trustee Personnel***

Aamer Javed  
Alexandria Hughes  
Asher Bublick  
C. Marie Goodier  
Cheryl H. Wilcoxson  
Elizabeth Young  
Erin Schmidt  
Felicia P. Palos  
Fernando Garnica  
Jason Russell  
Kara Croop  
Kendra M. Rust  
Lisa L. Lambert  
Meredyth Kippes  
Rafay Suchedina  
Reinhard Freimuth  
Susan Hersh

**Bankes, Lenders, Lien Parties, and  
Administrative Agents**

***Debtors' Secured Lenders and  
Administrative Agents***

Berkadia Commercial Mortgage LLC  
Cambridge Realty Capital Ltd. of Illinois  
CPE 88988 LLC  
Heartland Bank  
Keybank National Association  
MAO 22322 LLC  
Markglen, LLC  
OHI Mezz Lender LLC  
Oxford Finance  
ReGen Healthcare, LLC  
WAX Dynasty Partners LLC  
Welltower OP LLC (f/k/a Welltower Inc.)  
White Oak Healthcare Finance, LLC  
WO Healthcare Operating Partners, LLC  
WO Healthco-MCM LLC

***Additional Lien Parties***

Department of Treasury – Internal Revenue  
Service  
Secretary of Housing & Urban Development  
– Office of Residential Care Facilities

***Banks***

Bank of America  
Bank of the Midwest  
Builtwell  
Burke & Herbert Bank  
Camden National Bank  
Capital One Bank  
CIBC  
Citibank

Citizens Bank  
City National Bank of West Virginia  
Commercial Bank  
Crossfirst Bank  
Fifth Third Bank  
First Bank  
First Citizens Bank & Trust Company  
First Financial Bank  
First National Bank of Romney  
FirstBank of Franklin  
Key Bank, N.A.  
Manufacturers and Trust Bank  
Old National Bank  
Passumpsic Bank  
PNC Bank  
Regions Bank  
Southside Bank  
TD Bank, N.A.  
Truist Financial  
United Bank  
U.S. Bank  
Wells Fargo Bank, N.A.  
WesBanco  
West Union Bank

**Top 100 Unsecured Creditors**

1199 New England Health Care Employees  
Pension Fund  
1970 Group Inc.  
ACS Pro Global Solutions  
Agile Premium Finance  
Arrington, Don  
Aspire  
Atlas  
Barboan, Lorraine  
Betancourt, Nellie  
Bland, Joseph  
Blea, Rosalina  
Blue Cross Blue Shield of Idaho  
Blue Cross Blue Shield of New Mexico  
Bodie Dolina Hobbs Friddell & Grenzer PC  
Brown, Alma  
Busch, Joel  
Byndas, James  
CareerStaff Unlimited LLC  
Cerbie, Maryann  
Change Healthcare Operations, LLC  
Change Healthcare Technologies LLC  
Charles, Lorna  
Chavis, James  
Clark, Aleene  
Commonwealth of Pennsylvania  
Complete Care  
Dages, Pauline

Dechert LLP  
DiLabbio, Harry  
Direct Supply Inc.  
Eckhardt, James  
Ecolab Inc.  
Encore  
Englehart, Judith  
G-Radar LLC  
HD Supply Facilities Maintenance  
Healthcare Services Group Inc.  
Hugar, Jessica  
Hunt, Nancy  
ICIMS Inc.  
Ilco, George  
Integra Scripts LLC  
Internal Revenue Service  
Kam, Phan  
Kelly, April  
LaFortune, Stephanie  
Lincare Inc.  
Lucero, Stella  
MAO 22322 LLC  
Mark, Bessie  
Marquez, Cointa  
Martinez, Candido  
Medina, Eloy  
Medline Industries Inc.  
Medlock, Linda  
Miles, Barbara  
Miller, Mary  
MobilexUSA  
Monje, Esther  
Montoya, Ruben  
Net Health Systems Inc.  
Omnicare  
OmniPro LLC  
Pennington, Sandra  
PharMerica  
PointClickCare Technologies Inc.  
Porter, Alvertia  
Presbyterian Healthcare Services  
Quintana, Gloria  
Rainbow Real Estate Partners  
Ramirez-Tellez, Yvonne  
Recover Care  
Romero, Edwin  
Romero, Georgia  
SADA Systems Inc.  
Salaiz, Manuel  
Serna, Luisita  
Serrano, Ted  
Snowden, Marilyn  
State of Maryland  
State of New Hampshire  
State of New Jersey

State of New Mexico  
State of North Carolina  
State of Rhode Island  
State of West Virginia  
Stotler Hayes Group LLC  
Swartz Culleton PC  
Synergi Partners  
Sysco  
Target Building Construction Inc.  
Taylor Communications  
Tinkham, Faustina  
Tracy, Darlene  
Treasurer of State of New Jersey  
Twomagnets Inc.  
Unitex Textile Rental  
UNM Hospitals  
Vaccaro, Anna  
Wolderufael, Selome  
Young, Paul

### **Chapter 11 Professionals**

#### ***Debtor Professionals***

Ankura Consulting Group LLC  
Epiq Corporate Restructuring, LLC  
Jefferies LLC  
Katten Muchin Rosenman LLP  
McDermott Will & Emery LLP

#### ***Ordinary Course Professionals***

Anderson Kill  
Bradley Arant Boult Cummings LLP  
Buchanan Ingersoll & Rooney  
Carolina Advocacy Group LLC  
Casey & Chapman  
CBIZ  
Cherry Petersen Landry Albert LLP  
Coleman & Sons Appraisal Group  
Constangy Brooks, Smith & Prophete LLP  
Cozen O'Connor PC  
Davis Malm & D'Agostine PC  
Dechert LLP  
Deloitte Tax LLP  
Dietrich Law Firm  
Dinse P.C.  
Dorsi & Dorsi  
Flaherty Sensabaugh & Bonasso PLLC  
Fultz Maddox Dickens PLC  
Genova Burns LLC  
Global Tax Management  
Goldsmith & Grout  
Gordon & Rees LLP  
Grant Thornton LLP  
Gregory Richters  
Harris Beach Murtha Cullina PLLC

Hiring Incentives, Inc.  
Holloway & Sullivan LLC  
Hooper Lundy & Bookman  
J McHale & Associates Inc.  
Jackson Lewis LLP  
Jarrard, Inc.  
Klasko Immigration Law Partners, LLP  
Law Offices of Robert M. McCarthy  
Littler Mendelson P.C.  
Lowenstein Sandler LLP  
McNees Wallace & Nurick LLC  
Morgan Lewis & Bockius LLP  
Ogletree Deakins LLP  
Property Valuation Services  
Quatro Tax LLC  
Richards, Layton & Finger, P.A.  
Ryan LLC  
Saxton & Stump LLC  
Seegel Lipshutz & Lo  
Senior Care Valuation LLC  
Skoloff & Wolfe PC  
SOHO Legal Services Ltd.  
Stevens & Lee  
Stotler Hayes Group LLC  
T Scott Basik PA  
The Albano Group LLC  
The Webb Law Firm  
Unidas Case Management, Inc.  
Williams Mullen Clark & Dobbins PC  
Winston & Strawn LLP  
Zipp & Tannenbaum LLC

### **Insurance Providers and Agents**

ACE American Insurance Company  
AIG  
American Bankers Insurance Company of Florida  
American National Group, Inc.  
American Zurich Insurance Company  
AmTrust Financial Company  
Arch Specialty Insurance Company  
Arrowpoint Capital  
Associated Industries Insurance Company Inc.  
AXIS Insurance Company  
Balance Partners, LLC (Archer)  
C&F  
Capitol Specialty Insurance Corporation  
Chubb Insurance  
Continental Insurance Company  
Coverys Specialty Insurance Company  
Evanston  
Fair American Insurance  
Federal Insurance Company

Hiscox Inc. (TRIA)  
Houston Specialty Insurance Company  
Hudson Insurance Company (Euclid)  
Ironshore Specialty Insurance Company  
Kinsale Insurance Company  
Labor and Industries Washington State  
Lancashire Insurance (US) LLC  
Landmark American Insurance Company  
Lexington Insurance Company  
Liberty Mutual (B&M)  
Lloyds of London  
Marsh  
Midwest Insurance Group  
Mitsui  
National Fire & Marine Insurance Company  
National Union Fire Insurance Company of  
Pittsburgh, PA (AIG)  
Notting Hill Risk Retention Group, LLC  
NY State Disability Plan  
Ohio Bureau of Workers' Compensation  
QBE Specialty Insurance Co.  
RLI  
Sedgewick Claims Management Services,  
Inc.  
Selective  
Sentry Insurance  
Sompo International Insurance  
Starr Surplus Lines Insurance Company  
Technology Insurance Company (AmTrust)  
Travelers Insurance  
Trisura Specialty Insurance Company  
U.S. Specialty Insurance Company  
Velocity Specialty Insurance Company  
Wesco Insurance Company  
Westchester Fire Insurance Company  
Wright National Flood Insurance Company  
Zurich American Insurance Company

#### **Landlords**

33-35 Water Street Nominee Trust,  
Newburyport Manager LLC  
3200 Mission Arch Drive, LLC  
3399 Peachtree, LLC  
885 3rd Avenue Realty Owner LLC  
A.L.E. Partners  
Albuquerque Health Care, Ltd.  
Albuquerque Real Estate Investments, Inc.  
Belen Health Care, Ltd.  
BFW, LLC  
Bottled Lightning, LP  
Cascade Capital Group  
Cindat Best Years Welltower JV LLC  
Cindat Capital Management Limited  
Crest Hauppauge

Edward and Diane Egazarian  
Elaine Manor Limited Partnership  
FC-Gen Real Estate, LLC  
FPA 1350 King Associates, LLC  
Fund IV/Ratio Park, LLC  
Glenwood Realty, LLC  
GMF Capital  
Green Power Developers LLC  
Imperial Realty  
Integra Health Properties LLC  
LTD Properties, Inc.  
Next Healthcare Group  
Omega Healthcare Investors, Inc.  
Palmcrest Associates, Ltd.  
Pemberton Place, Inc.  
Presbyterian Healthcare Services  
Rainbow Real Estate Partners II, LLC  
Ralph Hazelbaker  
RDB-NJR Office Holdings  
Sabra Health Care REIT, Inc.  
Sanatoga RE, LLC  
Sandy River Health Systems LLC  
Siebar Windor, LLC  
The County Commission of Hampshire  
County, West Virginia  
Troy 1997 LLC  
Troy NH, LLC  
Upchurch Living Trust  
Vantage Point Capital, LLC  
Ventas, Inc.  
WNG, LLC

#### **Unions & Benefit Providers**

##### ***Unions***

AFSCME, AFL-CIO  
Chauffeurs, Teamsters, and Helpers Local  
Union  
Jersey Nurses Economic Security  
Organization  
New England Health Care Employee Union  
Office & Professional Employees  
International Union  
Retail Wholesale and Department Store  
Union  
Rhode Island Laborers' District Council  
Service Employees International Union  
United Brotherhood of Carpenters and  
Joiners of America and Carpenters Industrial  
Council  
United Food & Commercial Workers Union  
United Steel, Paper, and Forestry, Rubber,  
Manufacturing, Energy, Allied Industrial and  
Service  
Workers International Union

***Benefit Providers***

Aetna Dental  
Aflac  
Anthem Blue Cross Blue Shield  
ArmadaCare  
Automatic Data Processing, Inc.  
Brian Patten Associates  
CapTrust  
ConnectYourCare, LLC  
Divvy  
EmpiRx Health  
Empower  
EyeMed  
First Stop Health  
Health Advocate  
Kaiser Permanente  
Leading Edge Administrators  
Liberty Mutual  
MetLife  
Optum Financial  
PeopleSoft

**Potential Sale Parties**

WAX Dynasty Partners LLC

**Governmental Agencies / Regulators /  
Billing Agencies**

***Governmental Agencies / Regulators***

Alabama Department of Public Health  
Alabama Medicaid  
Alabama State Health Planning and  
Development Agency  
California Department of Health Services –  
Provider Enrollment Division  
California Department of Public Health  
Centers for Medicare & Medicaid Services  
Connecticut Certificate of Need  
Connecticut Department of Public Health  
Connecticut Department of Social Services –  
Medical Assistance Program  
Delaware Health and Social Services:  
Division of Health Care Quality  
Delaware Health and Social Services:  
Division of Medicaid & Medical Assistance  
Department of Health for the State of New  
Jersey  
Department of Health of the Commonwealth  
of Pennsylvania  
Department of Human Services – NJ  
FamilyCare/Medicaid  
Department of Human Services (Medicaid)  
of the Commonwealth of Pennsylvania

Department of Vermont Health Access –  
Medicaid  
Maine Department of Health and Human  
Services  
Maine Department of Health and Human  
Services – Office of MaineCare Services  
Maine Department of Public Health  
Maryland Department of Health – Maryland  
Medicaid  
Maryland Department of Health and Mental  
Hygiene – Division of Long Term Care  
Services  
Maryland Nursing Home Licensure Program  
– Office of Health Quality  
Massachusetts Department of Public Health  
– Determination of Need Program  
Massachusetts Department of Public Health  
– Division of Health Care Facility Licensure  
&  
Certification  
NC Medicaid  
New Hampshire Department of Health and  
Human Services – Health Facilities  
Administration-  
Licensing  
New Mexico Department of Health –  
Division of Health Improvement  
New Mexico Health Care Authority  
New Mexico Medicaid – Provider  
Enrollment  
NH Department of Health & Human  
Services – Office of Medicaid Business &  
Policy  
North Carolina Department of Health and  
Human Services – Division of Health  
Service  
Regulation  
North Carolina Department of Health and  
Human Services – Medicaid  
Office of Health and Human Services of  
Massachusetts  
Rhode Island Department of Health – Center  
for Health Systems Policy and Regulations  
Rhode Island Department of Health –  
Licensing Unit  
Rhode Island Department of Human Services  
– Medicaid / Medicare  
Rhode Island Executive Office of Health &  
Human Services  
TennCare Provider Services

***Medicare/Medicaid Billing Agencies***

Gainwell Technologies  
General Dynamics Information Technology  
National Government Services, Inc.

Noridian  
Novitas Solutions, Inc.  
Palmetto GBA

**Released Parties**<sup>1</sup>

Joel Landau  
David Gefner  
ReGen Healthcare, LLC  
WAX Dynasty Partners, LLC  
MAO 22322 LLC  
Pinta Capital Partners  
Perigrove  
Integra WIP Tenant LLC  
CPE 88988 LLC (Purchaser)

**Landau Entities**

Allure Group  
Aurora Health Network, LLC

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<sup>1</sup> “Released Parties” shall have the meaning set forth in the Procedures Motion. [Docket No. 117 fn. 14].

**Schedule B**

**Proskauer Connections List**

Matched Entity	PIIL Category	Relationship to Proskauer
Joel Landau	Released Parties	Former client
State Street Associates, L.P.	Debtors and Non-Debtor Affiliates; Non-Debtor Joint Ventures; Non-Debtor Professional Corporations	Underwriter of current client
John Randazzo	Current and Former Directors and Officers	Former client
Atlas	Top 100 Unsecured Creditors	Maybe current client, affiliate of current client or sponsor of current client
Healthcare Services Group Inc.	Top 100 Unsecured Creditors	Former client
AIG	Insurance Providers and Agents	Insurer of current and former clients
ACE American Insurance Company	Insurance Providers and Agents	Insurer of current clients
AXIS Insurance Company	Insurance Providers and Agents	Insurer of current clients
Evanston	Insurance Providers and Agents	Maybe insurer of current client
Fair American Insurance	Insurance Providers and Agents	Maybe affiliate of current client
Hudson Insurance Company (Euclid)	Insurance Providers and Agents	Insurer of current clients and former client
Berkadia Commercial Mortgage LLC	Banks, Lenders, Lien Parties, and Administrative Agent	Maybe affiliate of current client
Capital One Bank	Banks, Lenders, Lien Parties, and Administrative Agent	Affiliate of former client
Citizens Bank	Banks, Lenders, Lien Parties, and Administrative Agent	Maybe current client and affiliate of current client
First Citizens Bank & Trust Company	Banks, Lenders, Lien Parties, and Administrative Agent	Maybe affiliate of current client

<b>Matched Entity</b>	<b>PIIL Category</b>	<b>Relationship to Proskauer</b>
Keybank National Association	Banks, Lenders, Lien Parties, and Administrative Agent	Affiliate of current client
Old National Bank	Banks, Lenders, Lien Parties, and Administrative Agent	Former client and affiliate of former client
TD Bank, N.A.	Banks, Lenders, Lien Parties, and Administrative Agent	Affiliate of current and former clients
U.S. Bank	Banks, Lenders, Lien Parties, and Administrative Agent	Former client and affiliate of former client

**Exhibit B**

**Nenstiel Declaration**

**PROSKAUER ROSE LLP**  
 Brian S. Rosen (*pro hac vice*)  
 Timothy Q. Karcher (*pro hac vice*)  
 Ehud Barak (*pro hac vice*)  
 Daniel S. Desatnik (*pro hac vice*)  
 Eleven Times Square  
 New York, New York 10036-8299  
 Telephone: (212) 969-3000  
 Facsimile: (212) 969-2900  
 Email: brosen@proskauer.com  
 tkarcher@proskauer.com  
 ebarak@proskauer.com  
 ddesatnik@proskauer.com

**PROSKAUER ROSE LLP**  
 Paul V. Possinger (*pro hac vice*)  
 Jordan Sazant (*pro hac vice*)  
 Three First National Plaza  
 70 West Madison, Suite 3800  
 Chicago, Illinois 60602-4342  
 Telephone: (312) 962-3550  
 Facsimile: (312) 962-3551  
 Email: ppossinger@proskauer.com  
 jsazant@proskauer.com

*Proposed Counsel for the Statutory  
 Unsecured Claimholders' Committee*

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

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

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**DECLARATION OF PETER NENSTIEL IN SUPPORT OF THE  
 APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION  
 AND EMPLOYMENT OF PROSKAUER ROSE LLP AS CO-COUNSEL TO THE  
 STATUTORY UNSECURED CLAIMHOLDERS' COMMITTEE,  
EFFECTIVE AS OF AUGUST 1, 2025**

Peter Nenstiel declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

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<sup>1</sup> 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. 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/case/Genesis>. The location of Genesis Healthcare, Inc.'s corporate headquarters and the Debtors' service address is 101 East State Street, Kennett Square, PA 19348.

1. I am Senior Vice President of Financial Services at Healthcare Services Group, Inc., an unsecured creditor in the above-captioned cases of Genesis Healthcare, Inc., and its debtor affiliates (collectively, the “Debtors”) and the current Co-Chair of the Committee. In such capacity, I was part of the process and involved in selecting and engaging Proskauer as counsel to the Statutory Unsecured Claimholders’ Committee (the “Committee” or the “UCC”). I submit this declaration (the “Declaration”) solely in my capacity as a member of the Committee. All rights of Healthcare Services Group, Inc. are expressly reserved.

2. I have reviewed and am familiar with the contents of the *Application for Entry of an Order Authorizing the Retention and Employment of Proskauer Rose LLP as Counsel to the Statutory Unsecured Claimholders’ Committee, Effective as of August 1, 2025* (the “Application”).<sup>2</sup> In support of the Application, the Committee relies upon the Desatnik Declaration, which is attached to the Application as **Exhibit A**.

3. On July 9, 2025, each of the Debtors commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

4. On July 30, 2025, the Office of the United States Trustee for the Northern and Eastern Districts of Texas (the “U.S. Trustee”) appointed the Committee to represent the interests of the Debtors’ unsecured creditors in the Debtors’ chapter 11 cases pursuant to section 1102 of the Bankruptcy Code and filed the *Notice of Appointment of the Official Unsecured Creditors’ Committee* [Docket No. 250], and the *Amended Notice of the Official Unsecured Creditors’ Committee* [Docket No. 262]. The members appointed to the UCC are: (a) Debra F. Constantine, individually and as Administratrix of the Estate of Mary E. Miller; (b) Tanya Turner, as class representative; (c) Mark Adkins, for Juanita Spurlock; (d) Ignacio Garcia individually and as

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

representative of the estate of Frances Lupasita Serna; (e) Omnicare LLC; (f) New England Healthcare Employees Pension Fund; and (g) Healthcare Services Group, Inc.

5. On August 1, 2025, the UCC voted to retain Proskauer Rose LLP (“Proskauer”) as its co-counsel, along with Stinson LLP, subject to Court approval.

6. On August 25, 2025, the U.S. Trustee issued a notice reconstituting the Committee and appointing two additional members: Change Healthcare Operations, LLC and Change Healthcare Technologies, LLC, and Sysco Corporation.

7. On August 28, 2025, the U.S. Trustee issued an amended notice further reconstituting the Committee by adding another two members: BFW, LLC and Sunset-Herman-Frankel-Fleishman, LLC, and Aculabs, Inc. The eleven Committee members are now: The members appointed to the UCC are: (a) Debra F. Constantine, individually and as Administratrix of the Estate of Mary E. Miller; (b) Tanya Turner, as class representative; (c) Mark Adkins, for Juanita Spurlock; (d) Ignacio Garcia individually and as representative of the estate of Frances Lupasita Serna; (e) Omnicare LLC; (f) New England Healthcare Employees Pension Fund; (g) Healthcare Services Group, Inc; (h) Change Healthcare Operations, LLC and Change Healthcare Technologies, LLC; (i) Sysco Corporation; (j) BFW, LLC and Sunset-Herman-Frankel-Fleishman, LLC; and (k) Aculabs, Inc.

8. I submit this Declaration in support of the Application, pursuant to sections 330 and 1103(a) of the Bankruptcy Code, Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Northern District of Texas (the “Local Rules”), for authority to employ and retain Proskauer as attorneys for the UCC *nunc pro tunc* to August 1, 2025.

9. This Declaration is provided pursuant to Paragraph D.2 of the *United States Trustee 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 November 1, 2013* (the “Fee Guidelines”). Except as otherwise indicated herein, the facts set forth in this Declaration are based upon my personal knowledge, information provided to me by the Committee’s advisors, or my opinion based upon knowledge and experience. I am authorized to submit this Declaration on behalf of the Committee.

10. The Committee recognizes that a comprehensive review process is necessary when selecting and managing its counsel to ensure their bankruptcy professionals are subject to the same client-driven market forces, security, and accountability as professionals in non-bankruptcy engagements. In August 2025, the Committee asked Proskauer, along with co-counsel Stinson LLP, to serve as the Committee’s co-counsel after interviewing several competing law firms, and to assist in analyzing issues pertaining to any potential restructuring of the Debtors. The Committee chose Proskauer based upon Proskauer’s reputation and experience in the restructuring field and following interviews with a number of law firms, which included Proskauer and its attorneys who were proposed to work on this matter. Since August 1, 2025, Proskauer has assisted the Committee in evaluating the Debtors’ capital structure and business operations, the legal aspects of any potential restructuring, and the effects any such restructuring would have on the Debtors’ unsecured creditors, including recoveries thereunder.

11. I understand the Debtors’ bankruptcy proceedings will involve a unique mixture of multiple sectors of law, including but not limited to healthcare, mass tort litigation, federal regulations, and of course bankruptcy law. I believe Proskauer serving as co-counsel with Stinson LLP will provide the Committee with the expertise necessary to advocate effectively on behalf of

unsecured creditors. To ensure excellent and efficient advocacy, I understand Proskauer and Stinson LLP have agreed to a division of work in a manner that utilizes the relative strengths of both firms, and preserves estate resources by avoiding duplicative work. I understand Proskauer and Stinson LLP intend on coordinating the division of labor in real time. I further understand neither Proskauer nor Stinson LLP will charge time spent coordinating workflow to the Debtors' estate. I believe the joint efforts by and among the Committee's attorneys, and its other professionals, will substantially contribute to the effective representation of the Committee as fiduciary to the Debtors' unsecured claimholders in these chapter 11 cases.

12. As Co-Chair of the Committee, I have carefully reviewed and am familiar with the terms of Proskauer's engagement on behalf of the Committee. Proskauer has confirmed to me that it does not vary its billing rates or the material terms of an engagement depending on whether such engagement is a bankruptcy or a non-bankruptcy engagement. Proskauer has advised me that its rates for professionals currently expected to work on behalf of the Committee are \$1,705 to \$2,350 for partners, \$1,200 to \$1,605 for associates, and \$320 for paraprofessionals. It is my understanding that Proskauer reviews and adjusts its billing rates annually, and that its billing rates were adjusted in November 2024, consistent with its customary practice. Proskauer has informed me that hourly rates attributable to associates on the matter will increase on May 1 when such associates matriculate to a new class (e.g. a fourth year associate becomes a fifth year associate). Proskauer has advised me that it will inform the Committee of any adjustment to its existing rate structure.

13. I am informed by Proskauer that its attorneys' billing rates are aligned each year to ensure that its rates are comparable to the billing rates of its peer firms. However, to the extent

there is any disparity in such rates, I nevertheless believe that Proskauer's retention by the Committee is warranted in these cases for the reasons set forth herein.

14. I understand that Proskauer's fees and expenses will be subject to periodic review on a monthly, interim, and final basis during the pendency of the Debtors' chapter 11 cases by, among other parties, the Office of the United States Trustee, the Debtors, the Committee, and any other statutory committee appointed in these chapter 11 cases in accordance with the terms of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any orders of the Court governing the procedures for approval of interim compensation of professionals retained in chapter 11 cases.

15. The Committee will regularly monitor the fees and expenses of Proskauer to ensure that Proskauer's professionals are assisting the Committee in the most cost-effective and efficient manner. This will be done to ensure that all requested fees and expenses are not unreasonable and correspond with necessary or beneficial services rendered on behalf of the Committee. The Committee will coordinate with Proskauer and Stinson LLP to develop a prospective budget and staffing plan. The Committee will continue to receive and review the invoices that Proskauer submits.

I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

By: /s/ Peter Nenstiel  
Peter Nenstiel  
Senior Vice President Financial Services  
Healthcare Services Group, Inc.  
As representative for Healthcare Services Group, Inc.,  
in its capacity as Committee Co-Chair

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

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

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**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF  
PROSKAUER ROSE LLP AS CO-COUNSEL TO THE STATUTORY UNSECURED  
CLAIMHOLDERS' COMMITTEE, EFFECTIVE AS OF AUGUST 1, 2025**

Upon the application (the "Application")<sup>2</sup> filed by the Statutory Unsecured Claimholders' Committee (the "Committee") of Genesis Healthcare, Inc., *et al.* (the "Debtors") for entry of an

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<sup>1</sup> 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. 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/case/Genesis>. The location of Genesis Healthcare, Inc.'s corporate headquarters and the Debtors' service address is 101 East State Street, Kennett Square, PA 19348.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

order authorizing the Committee to employ Proskauer as its counsel effective as of August 1, 2025, pursuant to sections 328, 330 and 1103 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Bankruptcy Local Rules for the Northern District of Texas (the “Bankruptcy Local Rules”); and the Court having reviewed the Application, the Desatnik Declaration, and the Nenstiel Declaration; and the Court having jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue of this proceeding and the Application in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found, based on the representations made in the Application, the Desatnik Declaration, and the Nenstiel Declaration, that (a) Proskauer does not hold or represent an interest adverse to the Debtors’ estates and (b) Proskauer is a “disinterested person” as defined in section 101(14) of the Bankruptcy Code and as required by section 328(c) of the Bankruptcy Code; and it appearing that the relief requested in the Application is in the best interests of the Committee; and adequate and appropriate notice of the Application having been given under the circumstances and no other or further notice being required; and the Court having found that the requirements of the Bankruptcy Local Rules are satisfied by the contents of the Application; and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED**:

1. Pursuant to Bankruptcy Code sections 328, 330, and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, the Committee is authorized to retain Proskauer as counsel effective as of August 1, 2025, in accordance with the terms and conditions set forth in the Application.

2. Proskauer shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Bankruptcy Local Rules, and any other applicable procedures and orders of the Court.

3. For billing purposes, Proskauer shall keep its time in one tenth (1/10) of an hour increments.

4. Proskauer shall use its reasonable efforts to avoid any duplication of services provided by any of the Committee's other retained professionals in these chapter 11 cases.

5. Notwithstanding anything to the contrary in the Application or the Declarations attached to the Application, Proskauer shall not be entitled to reimbursement for fees and expenses in connection with any objection that is sustained to its fees, without further order of the Court.

6. Proskauer shall not charge a markup to the Committee with respect to fees billed by contract attorneys who are hired by Proskauer to provide services to the Committee and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

7. Proskauer shall provide ten business days' notice to the Debtors, the U.S. Trustee, and the 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.

8. Proskauer will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new

relevant facts or relationships are discovered or arise, Proskauer will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

9. Proskauer has satisfied the requirements for *nunc pro tunc* approval, effective as of August 1, 2025, under Bankruptcy Local Rule 2014-1.

10. The Committee and Proskauer are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

11. To the extent the Application, the Desatnik Declaration, or the Nenstiel Declaration are inconsistent with this Order, the terms of this Order shall govern.

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

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

### END OF ORDER ###

By: /s/ Daniel S. Desatnik

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Unsecured Claimholders' Committee*