

STINSON LLP

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*Proposed Co-Counsel to the Statutory
Unsecured Claimholders' Committee of
Genesis Healthcare, Inc., et al.*

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

In re:

GENESIS HEALTHCARE, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-80185 (SGJ)

(Joint Administered)

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

¹ The last four digits of Genesis Healthcare, Inc.'s federal tax identification number are 4755. There are 299 Debtors in these chapter 11 cases, which are being jointly administered for procedural purposes only. A complete list of the Debtors and the last four digits of their federal tax identification numbers are not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/Genesis>. The location of Genesis Healthcare, Inc.'s corporate headquarters and the Debtors' service address is 101 East State Street, Kennett Square, PA 19348.

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) NO MORE THAN TWENTY-FOUR (24) DAYS AFTER 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 THE 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 APPLICATION AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

The Statutory Unsecured Claimholders' Committee (the "Committee") appointed in the above-captioned jointly-administered chapter 11 cases (collectively, "Bankruptcy Cases") hereby submits this application ("Application") requesting entry of an order, substantially in the form attached hereto as **Exhibit A** (the "Proposed Order"), authorizing and approving the Committee's retention and employment of Stinson LLP ("Stinson") as its co-counsel, effective as of August 1, 2025. In further support of this Application, the Committee represents as follows:

RELIEF REQUESTED

1. By this Application, the Committee respectfully requests that the Court enter an order pursuant to sections 328(a) and 1103(a) of Title 11 of the United States Code (the "Bankruptcy Code"), rule 2014 of Fed. R. Bankr. P. ("Bankruptcy Rule"), rule 2014-1 of N.D. Tex. L.B.R. ("Local Rule"), and section F of the *Procedures for Complex Cases in the Northern District of Texas, Effective February 6, 2023* ("Complex Case Procedures"), (a) authorizing the Committee to employ and retain Stinson as its bankruptcy co-counsel, effective as of August 1, 2025, in these Bankruptcy Cases; and (b) granting related relief.

2. The Committee has selected Stinson and Proskauer Rose LLP ("Proskauer") to represent its interest in these Bankruptcy Cases, effective as of August 1, 2025, as Stinson and

Proskauer began providing services to the Committee as of such date. The Committee believes that such retention is appropriate and necessary in these Bankruptcy Cases.

3. In support of the Application, the Committee respectfully submits (i) the *Declaration of Zachary Hemenway in Support of the Application for Entry of an Order Authorizing the Retention and Employment of Stinson LLP as Co-Counsel to the Statutory Unsecured Claimholders' Committee, Effective as of August 1, 2025* (the "Hemenway Declaration"), which is attached hereto as **Exhibit B**, and (ii) the *Declaration of Peter Nenstiel, Solely in His Capacity as a Member of the Statutory Unsecured Claimholders' Committee, in Support of the Application for Entry of an Order Authorizing the Retention and Employment of Stinson 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 C**.

JURISDICTION AND VENUE

4. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter constitutes a core proceeding under 28 U.S.C. § 157(b)(2).

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

6. The statutory predicates for the relief requested herein are sections §§ 328 and 1103 of the Bankruptcy Code, Bankruptcy Rule 2014, Local Rule 2014-1, and section F of the Complex Case Procedures.

BACKGROUND

7. On July 9, 2025, Genesis Healthcare, Inc. and its affiliated entities (collectively, the "Debtors") each filed a voluntary petition under Chapter 11 of the Bankruptcy Code, thereby initiating these Bankruptcy Cases.

8. On July 10, 2025, the Debtors filed the *Notice of Designation as Complex Chapter 11 Bankruptcy Case* [Docket No. 2] on the basis that the Debtors' debt totals more than \$25 million, there are more than 100 parties-in-interest in these Bankruptcy Cases, and claims against or interests in the Debtors are publicly traded (though delisted on the SEC). On July 11, 2025, the Court granted complex case treatment [Docket No. 52].

9. On July 31, 2025, the United States Trustee filed the *Amended Notice of Appointment of the Official Unsecured Creditors' Committee* [Docket No. 262] as later amended by Docket Nos. 593 and 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, Class Representative;
- c. Mark Adkins, Durable Power of Attorney for Juanita Spurlock;
- d. Ignacio Garcia, Individually and as Personal Representative of Estate of Frances Lupasita Serna;
- e. Joshua Perlin, Vice President and Chief Financial 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 United Group Change Healthcare Operations, LLC and Change Healthcare Technologies, LLC;
- i. Brian Chambers, Director of Credit and Collections of Sysco Corporation;
- j. Michael Bubman, BFW, LLC and Sunset-Herman-Frankel-Fleishman, LLC; and
- k. Peter Gudaitis, President of Aculabs, Inc.

10. On August 1, 2025, the Committee held a meeting and, among other things, voted to retain Stinson and Proskauer as co-legal counsel to the Committee, subject to Court approval.

11. Since such meeting, Stinson and Proskauer have continued to meet with the Committee, participated in extensive discussions and negotiations with the Debtors regarding final orders on first day motions on the Committee's behalf, and filed pleadings on the Committee's behalf including, but not limited to, extensive objections and declarations in support of objections to the Debtors' *Emergency Motion for Entry of Interim and Final Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief* [Docket No. 17] and 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, (VI) Authorizing the Assumption and Assignment of Assumed Contracts, and (VII) Authorizing the Sale of Assets* [Docket No. 117].

STINSON'S QUALIFICATIONS AND SERVICES TO BE RENDERED

12. The Committee has selected and seeks to retain Stinson as its co-counsel due to Stinson's extensive experience and knowledge in the field of complex business reorganization under Chapter 11 of the Bankruptcy Code. Stinson has expertise, experience, and knowledge practicing before numerous bankruptcy courts and has represented debtors, trustees, committees, investors, shareholders and purchasers in virtually all aspects of insolvency cases, including representation of debtors-in-possession and committees. Stinson is a full-service law firm with broad experience and expertise in numerous legal practice areas that will be relevant and

advantageous to the Committee during these reorganizations, in addition to reorganizing and restructuring, including litigation and transactional specialties.

13. The attorneys from Stinson who will be employed in these Bankruptcy Cases are each members in good standing in the jurisdictions in which such attorneys are admitted (with the exception of any 1st-year lawyers awaiting bar admission).

14. In preparing for its representation of the Committee, Stinson 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 Bankruptcy Cases. Based on these facts, the Committee believes Stinson is both well-qualified and uniquely able to represent the Committee in these Bankruptcy Cases in an efficient and timely manner, without duplication of services.

15. The Committee anticipates that Stinson will render general legal services to the Committee as needed throughout the course of these Chapter 11 proceedings, including bankruptcy/restructuring, corporate, tax and litigation assistance and advice. In particular, it is anticipated that Stinson will provide, among other services, the following legal services to the Committee:

- a. Assisting and advising the Committee in its consultation with the Debtors regarding administration of these Bankruptcy Cases;
- b. advising the Committee with respect to its rights, powers, and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, as refined and interpreted by applicable caselaw, as they relate to the case;
- c. leading negotiations and revisions of the Debtors' proposed orders on various motions for relief, including the Debtors' request to extend application of the automatic stay, their request related to the Debtors' customer programs, the Debtors' request related to the payment of estate professionals, their request to pay critical vendors and certain other creditors, the Debtors' request to obtain post-petition financing, and the Debtors' proposed bidding procedures as part of the sale of the Debtors' assets;

- d. assisting in negotiations and revisions of the Debtors' proposed orders on various motions for relief, including the Debtors' request to obtain post-petition financing, their request regarding the Debtors' cash management system, their motion seeking relief related to the Debtors' current and future insurance policies, the Debtors' proposed lease and contract rejection procedures, and the Debtors' proposed procedures for filing proofs of claim against the Debtors;
- e. assisting the Committee in analyzing the Debtors' pre-petition and post-petition relationships with its creditors, equity interest holders, employees, and other parties in interest;
- f. assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- g. assisting and advising the Committee in connection with any sale of the Debtors' assets pursuant to section 363 of the Bankruptcy Code;
- h. 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);
- i. assisting and advising the Committee as to 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;
- j. assisting with, preparing, and filing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and papers in support of positions taken by the Committee;
- k. 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;
- l. researching, analyzing, investigating, filing and prosecuting litigation on behalf of the Committee in connection with issues including but not limited to avoidance actions or fraudulent conveyances;
- m. reviewing and analyzing applications, orders, statements of operations, and schedules filed with the Court and advising the Committee regarding all such materials;
- n. serving as a contact and resource for creditors and relevant third-party advocacy groups to address questions and hear creditors' concerns about the Bankruptcy Cases, including but not limited to issues involving the

claims process, notices to claimants, the automatic stay, motion practice, and insurance issues;

- o. assisting the Committee in advising its constituents of the Committee's decisions, including the collection and filing of acceptances and rejections to any proposed plan;
- p. handling all filings and ensuring all pleadings conform to Local Rules and Complex Case Procedures; and
- q. assisting with any other tasks as appropriate or required based on expediency, efficiency, appropriate leverage of favorable professional rates, or other considerations which prompt the Committee or its collaborative professionals to determine the assistance and involvement of Stinson attorneys would be in the best interest of the estate.

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

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

18. 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. Stinson believes serving as co-counsel with Proskauer will provide the Committee with the expertise necessary to advocate effectively on behalf of unsecured creditors. As summarized above, Stinson has an extensive history of representing statutory committees and debtors in complex bankruptcy proceedings. Stinson has a nationally recognized healthcare group, and also has experience in recent healthcare-related bankruptcies specifically, such as Tehum Care Service's chapter 11 proceedings and Wellpath Holdings, Inc.'s chapter 11 proceedings.

Additionally, Stinson has offices in Texas and the lead Stinson attorneys in these cases are admitted to the Northern District of Texas, which will allow Stinson to act as local counsel in addition to advising and advocating for the Committee as outlined in further detail herein.

19. To provide high quality and efficient advocacy, Stinson and Proskauer 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, Stinson and Proskauer 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 and efficient representation of the Committee as a fiduciary to the Debtors' unsecured claimholders in these Bankruptcy Cases.

PROFESSIONAL COMPENSATION

20. Subject to Court approval and in accordance with section 330(a) of the Bankruptcy Code and any applicable orders of this Court, compensation will be payable to Stinson on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by Stinson. Stinson's hourly rates charged in these Bankruptcy Cases are at or below its standard hourly rates based on its agreement with the Committee:

Partners:	\$620-\$965 per hour
Associates:	\$435-\$600 per hour
Paralegals:	\$300-\$350 per hour

21. The rates reflected above may change from time to time in accordance with Stinson's established billing practices and procedures. Stinson will maintain detailed, contemporaneous records of its time and any actual and necessary expenses incurred in connection

with the rendering of the legal services described above by category and nature of the services rendered.

22. In addition to the hourly rates charged for the services of Stinson's professionals, and consistent with Stinson's policy with respect to their other clients, Stinson will also charge for all other charges, expenses and disbursements incurred during representation of the Committee.

23. Stinson intends to apply to the Court for allowance of compensation for professional services rendered and reimbursement of charges and disbursements incurred in these Bankruptcy Cases in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Complex Case Procedures, and the orders of this Court.

24. Stinson's hourly rates are set at a level designed to compensate Stinson 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.

25. 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 multiple law firms before deciding to retain Stinson (and Proskauer as co-counsel) for this representation. The Committee also reviewed the rates of the Debtors' counsel in their retention application in the Debtors' chapter 11 cases. Based upon the foregoing, the Committee believes Stinson's proposed rates are reasonable and market-based.

26. In light of the foregoing, and based on the Hemenway Declaration and the Nenstiel Declaration, the Committee believes the employment of Stinson, 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.

27. Stinson has not received any retainer from the Debtors, the Committee, or any other entity in these Bankruptcy Cases.

28. Pursuant to Bankruptcy Rule 2016(b), Stinson 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 Stinson or (b) any compensation another person or party has received or may receive, other than permitted pursuant to section 504 of the Bankruptcy Code. Stinson's proposed engagement is not prohibited by Bankruptcy Rule 5002.

DISINTERESTEDNESS OF STINSON

29. To the best of the Committee's knowledge, information, and belief, and based on the Hemenway Declaration attached hereto, neither Stinson nor its attorneys have any connection with any party in interest or their attorneys or accountants in these Bankruptcy Cases, other than as set forth in the Hemenway Declaration.

30. To the best of the Committee's knowledge, information, and belief, except as provided in the Hemenway Declaration, neither Stinson nor any of its attorneys represent any interest adverse to that of the Committee in the matters on which they are to be retained.

31. To the best of the Committee's knowledge, information and belief, Stinson qualifies as a "disinterested person" as defined in Bankruptcy Code § 101(14). The Committee further submits that the employment of Stinson would be in the best interest of the Committee, the estate, and its creditors.

32. As mentioned above, the Committee selected Stinson on August 1, 2025. The Debtors filed the *Declaration of Daniel M. Simon in Support of Debtors' Application for Entry of Order Authorizing the Retention and Employment of McDermott Will & Emery LLP as Counsel for the Debtors and Debtors-In-Possession Effective as of the Petition Date* [Docket No. 246-2]

on July 29, 2025 and provided their potential parties in interest list (the “PPII List”) in Schedule 1 attached thereto. The PPII List contains more than 800 names and entities, and Stinson has worked since to review and has completed a conflict check as more fully described in the Hemenway Declaration.

33. Further, Stinson completed a conflict check of the following additional parties: Joel Landau, David Gefner, Pinta Capital Partners, Perigrove, and Integra WIP Tenant LLC.

34. Stinson will periodically review its files during the pendency of these Bankruptcy Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Stinson will use reasonable efforts to identify such further development and will file promptly a supplemental declaration, as required by Bankruptcy Rule 2014.

BASIS FOR RELIEF

35. A committee appointed pursuant to 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. § 1103(a). Section 328(a) of the Bankruptcy Code further provides that such employment may be “on any reasonable terms and conditions.”

36. 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.

37. Stinson’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, Stinson is well qualified to represent the Committee in an efficient, cost-effective, and timely manner. As stated above, the Committee does not believe that Stinson holds or represents an adverse interest to the interest of the Debtors' estates in connection with these cases and believes that Stinson is a "disinterested person" under the Bankruptcy Code. Accordingly, the Committee submits that the retention of Stinson is in the best interests of the Committee and the unsecured creditors of the Debtors and should be approved by the Court.

38. The Committee further requests approval of the employment of Stinson effective as of August 1, 2025, which was the date Stinson's substantive work on behalf of the Committee commenced. Stinson has focused its immediate attention on time-sensitive matters and promptly devoted substantial resources to the affairs of these cases pending submission and approval of this Application. This Application is being submitted within 30 days after the Committee's retention of Stinson on August 1, 2025, and thus, *nunc pro tunc* approval is appropriate and required.

39. The Court has discretion to issue an order approving the employment of an attorney *nunc pro tunc* under its general equity powers. *In re Triangle Chemicals, Inc.*, 697 F.2d 1280, 1288-89 (5th Cir. 1983). Further, Local Rule 2014-1(b)(1) provides that "[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." As described above, Stinson commenced its provision of services as of August 1, 2025 and, thus, this Application is being timely made within 30 days of the commencement of the services. Moreover, no parties in interest will be prejudiced by the less than 30-day delay in filing because Stinson has been actively involved in these cases since it was hired on August 1, 2025, promptly filed a notice of appearance

on the docket, and worked with the Debtors to reach resolution of the first day pleadings. Stinson understands that it bears responsibility for ensuring that the Application is properly filed with the Court. Stinson has, however, acted reasonably and prudently in these cases. No party has been prejudiced. As a result, *nunc pro tunc* relief is warranted pursuant to Local Rule 2014-1(b)(1) by the circumstances presented in these cases.

NOTICE

40. The Committee will provide notice of this Application to the Complex Service List (as defined in the Creditor Matrix Order [Docket No. 54]). A copy of this Application and the Proposed Order approving it will also be made available on the Debtors' case information website located at <https://dm.epiq11.com/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

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

WHEREFORE, the Committee respectfully requests entry of an order authorizing the Committee to employ and retain Stinson LLP as co-counsel for the Committee, effective as of August 1, 2025, and granting such other and further relief as is just and proper.

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Respectfully submitted this 30th day of August 2025,

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

By: /s/ Peter Nenstiel

Peter Nenstiel²

Senior Vice President Financial Services

Healthcare Services Group, Inc.

As representative of Healthcare Services Group, Inc.

By: /s/ Zachary H. Hemenway

STINSON LLP

Zachary H. Hemenway

² 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 those alleged in paragraphs 7-11, 15-17, 25-27, and other than statements that the Committee believes that the retention of Stinson 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 August 30, 2025 the foregoing document was electronically filed with the court using the CM/ECF system, which sent notification to all parties of interest participating in the CM/ECF System.

/s/ Zachary Hemenway
Proposed Counsel for the Committee

EXHIBIT A

Proposed Order

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

In re:

GENESIS HEALTHCARE, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-80185 (SGJ)

(Joint Administered)

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

Upon the application (“Application”),² filed by the Statutory Unsecured Claimholders’ Committee (“Committee”) requesting entry of an order authorizing and approving the employment of Stinson LLP (“Stinson”) to represent the Committee in all capacities in the bankruptcy cases of

¹ The last four digits of Genesis Healthcare, Inc.’s federal tax identification number are 4755. There are 299 Debtors in these chapter 11 cases, which are being jointly administered for procedural purposes only. A complete list of the Debtors and the last four digits of their federal tax identification numbers are not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://dm.epiq11.com/Genesis>. The location of Genesis Healthcare, Inc.’s corporate headquarters and the Debtors’ service address is 101 East State Street, Kennett Square, PA 19348.

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

the above-captioned debtors and debtors in possession (the “Debtors”), effective as of August 1, 2025, pursuant to rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 2014-1 of the Bankruptcy Local Rules for the Northern District of Texas (the “Bankruptcy Local Rules”); and the Court having reviewed the Application, the Hemenway Declaration and the Constantine Declaration; and the Court having jurisdiction to consider the Application pursuant to 28 U.S.C. § 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 18 U.S.C. §§ 1408 and 1409; and the Court having found, based on the representations made in the Application, the Hemenway Declaration and the Constantine Declaration, that (a) Stinson does not hold or represent an interest adverse to the Committee and/or the Debtors’ estate and (b) Stinson is a “disinterested person” as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and it appearing that the relief requested in the Application is in the best interests of Committee and the Debtors’ estate, its creditors, and other parties in interest; 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. That the Application is granted to the extent provided herein.
2. That in accordance with section 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Bankruptcy Rule 2014-1, the Committee is hereby authorized and empowered to employ and retain Stinson as its counsel, effective as of August 1, 2025, to represent it in these

cases under Chapter 11 of the Bankruptcy Code and to provide, among other things, the following services:

- a. Assisting and advising the Committee in its consultation with the Debtors regarding administration of these Bankruptcy Cases;
- b. advising the Committee with respect to its rights, powers, and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, as refined and interpreted by applicable caselaw, as they relate to the case;
- c. leading negotiations and revisions of the Debtors' proposed orders on various motions for relief, including the Debtors' request to extend application of the automatic stay, their request related to the Debtors' customer programs, the Debtors' request related to the payment of estate professionals, their request to pay critical vendors and certain other creditors, the Debtors' request to obtain post-petition financing, and the Debtors' proposed bidding procedures as part of the sale of the Debtors' assets;
- d. assisting in negotiations and revisions of the Debtors' proposed orders on various motions for relief, including the Debtors' request to obtain post-petition financing, their request regarding the Debtors' cash management system, their motion seeking relief related to the Debtors' current and future insurance policies, the Debtors' proposed lease and contract rejection procedures, and the Debtors' proposed procedures for filing proofs of claim against the Debtors;
- e. assisting the Committee in analyzing the Debtors' pre-petition and post-petition relationships with its creditors, equity interest holders, employees, and other parties in interest;
- f. assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- g. assisting and advising the Committee in connection with any sale of the Debtors' assets pursuant to section 363 of the Bankruptcy Code;
- h. 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);
- i. assisting and advising the Committee as to 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;

- j. assisting with, preparing, and filing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and papers in support of positions taken by the Committee;
- k. 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;
- l. researching, analyzing, investigating, filing and prosecuting litigation on behalf of the Committee in connection with issues including but not limited to avoidance actions or fraudulent conveyances;
- m. reviewing and analyzing applications, orders, statements of operations, and schedules filed with the Court and advising the Committee regarding all such materials;
- n. serving as a contact and resource for creditors and relevant third-party advocacy groups to address questions and hear creditors' concerns about the Bankruptcy Cases, including but not limited to issues involving the claims process, notices to claimants, the automatic stay, motion practice, and insurance issues;
- o. assisting the Committee in advising its constituents of the Committee's decisions, including the collection and filing of acceptances and rejections to any proposed plan;
- p. handling all filings and ensuring all pleadings conform to Local Rules and Complex Case Procedures; and
- q. assisting with any other tasks as appropriate or required based on expediency, efficiency, appropriate leverage of favorable professional rates, or other considerations which prompt the Committee or its collaborative professionals to determine the assistance and involvement of Stinson attorneys would be in the best interest of the estate..

3. Stinson shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Bankruptcy Local Rules, the U.S. Trustee Guidelines, and any other applicable procedures and orders of the Court. Stinson shall also make a reasonable effort to comply with the U.S. Trustee's requests for information, both in connection with the Application and the interim and final fee applications to be filed by Stinson in these chapter 11 cases.

4. The Committee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application;

5. That ten (10) business days' notice must be provided by Stinson to the Debtors, the United States Trustee, and the Committee prior to any increases in the rates set forth in the Application, and such notice must be filed with the Court;

6. That to the extent the Application is inconsistent with this Order, the terms of this Order shall govern;

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

8. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

END OF ORDER

Prepared and presented by:

STINSON LLP

/s/ Zachary Hemenway

Zachary Hemenway (NDTX Bar No. 59670MO)

Nicholas Zluticky (*pro hac vice*)

Miranda Swift (*pro hac vice*)

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*Proposed Co-Counsel to the Statutory
Unsecured Claimholders' Committee of
Genesis Healthcare, Inc., et al.*

EXHIBIT B

Hemenway Declaration

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

In re:

GENESIS HEALTHCARE, INC., *et al.*,¹
Debtors.

Chapter 11

Case No. 25-80185 (SGJ)

(Joint Administered)

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

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

1. I am a partner of the law firm of Stinson LLP ("Stinson"), which maintains offices for the practice of law at, among other locations, 1201 Walnut, Suite 2900, Kansas City, MO 64106. I am duly licensed to practice law and am a member of good standing in the State Bar of Missouri and the State Bar of Kansas. I am also duly licensed to practice law and am a member of good standing in the United States Bankruptcy Court for the Northern District of Texas. I have no disciplinary proceedings pending against me.

2. I submit this declaration ("Declaration") pursuant to Fed. R. Bankr. P. 2014 and N.D. Tex. L.B.R. 2014-1 in support of the *Application for Entry of an Order Authorizing the Retention and Employment of Stinson LLP as Co-Counsel to the Statutory Unsecured*

¹ The last four digits of Genesis Healthcare, Inc.'s federal tax identification number are 4755. There are 299 Debtors in these chapter 11 cases, which are being jointly administered for procedural purposes only. A complete list of the Debtors and the last four digits of their federal tax identification numbers are not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/Genesis>. The location of Genesis Healthcare, Inc.'s corporate headquarters and the Debtors' service address is 101 East State Street, Kennett Square, PA 19348.

Claimholders' Committee, Effective as of August 1, 2025 ("Application") filed concurrently herewith.

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

4. The Statutory Unsecured Claimholders' Committee (the "Committee") wishes to employ Stinson to serve as attorneys for the Committee under the terms and conditions set forth in the Application.

5. To the best of my knowledge, (a) Stinson is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors'² estates and (b) Stinson has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed herein.

6. In connection with its proposed retention by the Committee in these chapter 11 cases, Stinson undertook to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors or their estates. Specifically, Stinson has completed a conflict check of all known potential parties-in-interest ("Potential Parties in Interest"), including the list of parties included in Schedule 1 of the *Declaration of Daniel M. Simon in Support of Debtors' Application for Entry of Order Authorizing the Retention and Employment of McDermott Will & Emery LLP as Counsel for the Debtors and Debtors-In-Possession Effective as of the Petition Date* by the Debtors on July 29, 2025 [Docket No. 246-2]. Such Potential Parties in Interest are listed on **Schedule 1** hereto. In preparing this

² Terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

Declaration, either I or someone under my supervision and direction searched Stinson's client database to determine whether Stinson had any relationships with the groups of persons and entities listed on Schedule 1.

7. Further, Stinson completed a conflict check of the following additional parties: Joel Landau, David Gefner, Pinta Capital Partners, Perigrove, and Integra WIP Tenant LLC.

8. To the extent that I have been able to ascertain that Stinson has a relationship with any Potential Parties in Interest in matters unrelated to these chapter 11 cases, such facts are disclosed on **Schedule 2** attached hereto. Where there is any uncertainty as to whether Stinson currently represents or formerly represented within the past three years any of the Potential Parties in Interest, Stinson has listed such party on Schedule 2 out of an abundance of caution.

9. Stinson previously represented Elizabeth LaPuma, not individually and not in her capacity as an Independent Director of any company, but solely in her capacity as plan administrator ("Plan Administrator") for PS Funding, Inc. and PSF TX 1, LLC under the to the Amended Combined Disclosure Statement and Joint Chapter 11 Plan for Peer Street, Inc., and Its Affiliated Debtors [Bankr. D. Del., Case No. 23-10815, Docket No. 1114, Ex. C] confirmed in the chapter 11 cases pending in the United States Bankruptcy Court for the District of Delaware and jointly consolidated under *Peer Street, Inc.*, Case No. 23-10815-LSS. Stinson's representation was limited to filing a response to an objection to proofs of claim as Kansas local counsel in the bankruptcy case of *In re Sean K. Tarpenning*, Case No. 23-21455-7 (RDB) pending in the United States Bankruptcy Court for the District of Kansas.

10. Stinson previously represented Welltower OP LLC as Kansas local counsel in limited matters regarding real estate.

11. Stinson and certain of its partners and associates may have in the past represented, may currently represent, and likely in the future will represent, individuals or entities that may be parties in interest in these chapter 11 cases in connection with matters unrelated to the Debtors and these chapter 11 cases, except as may otherwise be disclosed herein. Stinson has searched on its electronic database for its connection to the entities listed on Schedule 1 attached hereto. The information listed on Schedule 1 may have changed without our knowledge and may change during the pendency of these chapter 11 cases. Accordingly, Stinson will update this Declaration as necessary and when Stinson becomes aware of additional material information.

12. From time to time, Stinson has referred work to other professionals to be retained in these chapter 11 cases. Likewise, certain such professionals have referred work to the Firm.

13. Listed on Schedule 2 to this Declaration are the results of Stinson's conflicts searches of the above-listed entities. For the avoidance of doubt, Stinson will not commence a cause of action in these chapter 11 cases against the entities listed on Schedule 2 that are current or former clients of Stinson unless Stinson has an applicable waiver on file or first receives a waiver from such entity allowing Stinson to commence such an action.

14. Additionally, as specifically set forth in Schedule 2, to date Stinson has not represented any of the creditors or other entities that may be parties in interest in ongoing matters related to the Debtors and these chapter 11 cases. To the extent that Stinson discovers errors in Schedule 2 or new connections come to light, Stinson will amend and update Schedule 2. Moreover, pursuant to section 327(c) of the Bankruptcy Code, Stinson is not disqualified from acting as the attorneys for the Committee merely because it currently represents or formerly represented certain of the creditors or other entities that may be parties in interest in matters unrelated to these chapter 11 cases.

15. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither I, Stinson, nor any partner or associate thereof, insofar as I have been able to ascertain, have any connection with the Debtors, their creditors, or any other parties in interest, their respective attorneys and accountants, the Office of the United States Trustee for the Northern District of Texas, any person employed in the Office of the U.S. Trustee, or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the Northern District of Texas, except as disclosed or otherwise described herein.

16. Stinson 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, Stinson will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

SERVICES TO BE PROVIDED

17. As is set forth in the Application, legal services to be rendered by Stinson include, but are not limited to:

- a. assisting and advising the Committee in its consultation with the Debtors regarding administration of these Bankruptcy Cases;
- b. advising the Committee with respect to its rights, powers, and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, as refined and interpreted by applicable caselaw, as they relate to the case;
- c. leading negotiations and revisions of the Debtors' proposed orders on various motions for relief, including the Debtors' request to extend application of the automatic stay, their request related to the Debtors' customer programs, the Debtors' request related to the payment of estate professionals, their request to pay critical vendors and certain other creditors, the Debtors' request to obtain post-petition financing, and the Debtors' proposed bidding procedures as part of the sale of the Debtors' assets;

- d. assisting in negotiations and revisions of the Debtors' proposed orders on various motions for relief, including the Debtors' request to obtain post-petition financing, their request regarding the Debtors' cash management system, their motion seeking relief related to the Debtors' current and future insurance policies, the Debtors' proposed lease and contract rejection procedures, and the Debtors' proposed procedures for filing proofs of claim against the Debtors;
- e. assisting the Committee in analyzing the Debtors' pre-petition and post-petition relationships with its creditors, equity interest holders, employees, and other parties in interest;
- f. assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- g. assisting and advising the Committee in connection with any sale of the Debtors' assets pursuant to section 363 of the Bankruptcy Code;
- h. 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);
- i. assisting and advising the Committee as to 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;
- j. assisting with, preparing, and filing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and papers in support of positions taken by the Committee;
- k. 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;
- l. researching, analyzing, investigating, filing and prosecuting litigation on behalf of the Committee in connection with issues including but not limited to avoidance actions or fraudulent conveyances;
- m. reviewing and analyzing applications, orders, statements of operations, and schedules filed with the Court and advising the Committee regarding all such materials;
- n. serving as a contact and resource for creditors and relevant third-party advocacy groups to address questions and hear creditors' concerns about the Bankruptcy Cases, including but not limited to issues involving the

claims process, notices to claimants, the automatic stay, motion practice, and insurance issues;

- o. assisting the Committee in advising its constituents of the Committee's decisions, including the collection and filing of acceptances and rejections to any proposed plan;
- p. handling all filings and ensuring all pleadings conform to Local Rules and Complex Case Procedures; and
- q. assisting with any other tasks as appropriate or required based on expediency, efficiency, appropriate leverage of favorable professional rates, or other considerations which prompt the Committee or its collaborative professionals to determine the assistance and involvement of Stinson attorneys would be in the best interest of the estate.

18. 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 Stinson serving as co-counsel with Proskauer Rose LLP ("Proskauer") will provide the Committee with the expertise necessary to advocate effectively on behalf of unsecured creditors. Stinson has an extensive history of representing statutory committees and debtors in complex bankruptcy proceedings. Stinson also has experience in healthcare-related bankruptcies specifically, such as Tehum Care Services, Inc. and Wellpath Holdings, Inc. I also understand that 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 Steward Healthcare System LLC's chapter 11 proceedings and Wellpath Holdings, Inc.'s chapter 11 proceedings.

19. To ensure excellent and efficient advocacy, I understand Stinson and Proskauer 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 Stinson and Proskauer 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.

20. No promises have been received by Stinson or any partner, counsel or associate thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Complex Case Procedures and orders of this Court.

21. For the reasons stated herein, Stinson represents no interest adverse to the Debtors' individual creditors or the Committee upon matters which Stinson is to be employed and, therefore, is capable of fulfilling its duties to the Committee and the unsecured creditors that the Committee represents.

22. Stinson will continue to review any new information regarding Potential Parties in Interest and will make further disclosures as may be appropriate at that time.

PROFESSIONAL COMPENSATION

23. Stinson will be compensated at or below its standard hourly rates for engagements of this nature. Such fees are based upon, among other things, the level and sophistication of each professional's experience, the size and complexity of the matter, and each professional's track record for efficiency and effectiveness. Stinson's hourly rates normally charged for matters of this nature are: \$620.00 to \$965.00 for partners; \$435.00 to \$600.00 for associates; and \$300.00 to \$350.00 for paralegals. These hourly rates are subject to periodic adjustments to reflect economic and other conditions, and with respect to those below the level of shareholder, to reflect their increased experience and expertise in this area of law. The professionals and paraprofessionals

primarily responsible for this engagement and their respective hourly rates for this engagement are as follows:

Name	Title	Rate
Nicholas Zluticky	Partner	\$760
Zachary Hemenway	Partner	\$675
Courtney Harrison	Partner	\$635
Paul Veazey	Associate	\$445
Miranda Swift	Associate	\$435
Edward Jeong	Associate	\$435

These persons will be assisted by other professionals at Stinson as necessary.

24. Stinson's hourly rates are set at a level designed to compensate Stinson 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.

25. Stinson will also seek reimbursement for all out-of-pocket expenses incurred in rendering services to the Committee, consistent with the rules and guidelines of the Court. These expenses include, *inter alia*, court reporters, transcription, computerized research, filing fees, photocopying charges (both in-house and outside), long-distance telephone calls, facsimile transmissions, postage and overnight carrier delivery services, messengers, courier mail, and overtime and temporary services. Some of these services are provided by Stinson, in which case the charges are set by Stinson, and others are provided by third-party service providers, in which case the charges are set by the providers. Stinson will charge the cost of these expenses in a manner and at rates consistent with charges generally made to the firm's other clients. All such charges for which Stinson seeks payment are subject to Court approval and/or pursuant to any administrative procedures established by the Court.

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

27. No promises have been received by Stinson or any partner, counsel or associate thereof as to compensation in connection with these chapter 11 case other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Complex Case Procedures and orders of this Court.

28. In accordance with Section 504 of the Bankruptcy Code, no agreement or understanding exists between me, my firm or any partner or employee thereof, on the one hand, and any other person, on the other hand, for the division of such compensation as my firm may receive from the Court herein, nor will any division of fees prohibited by Section 504 of the Bankruptcy Code be made by me, or any partner or employee of my firm.

STATEMENT REGARDING U.S. TRUSTEE GUIDELINES

29. Stinson 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, the Local Rules, the Complex Case Procedures and any other applicable procedures and orders of the Court. Stinson also intends to comply with the U.S. Trustee's requests for information and additional disclosures, both in connection with the Application and the interim and final fee applications to be filed by Stinson in the chapter 11 cases.

**ATTORNEY STATEMENT PURSUANT TO
THE U.S. TRUSTEE FEE GUIDELINES**

30. 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. Stinson 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 Stinson professionals included in this engagement varies based on the geographic location of the bankruptcy case.

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: Stinson 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: Stinson, in conjunction with 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 Stinson reserves all rights.

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 this 30th day of August 2025.

By: /s/ Zachary Hemenway
Zachary Hemenway

SCHEDULE 1

Potential Parties In Interest

<u>Schedules</u>	<u>Category</u>
1(a)	Debtors and Non-Debtor Affiliates; Non-Debtor Joint Ventures; Non-Debtor Professional Corporations
1(b)	Current and Former Directors and Officers
1(c)	Equity Holders (More than 5%)
1(d)	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
1(e)	Banks, Lenders, Lien Parties, and Administrative Agents
1(f)	Top 100 Unsecured Creditors
1(g)	Chapter 11 Professionals
1(h)	Insurance Providers and Agents
1(i)	Landlords
1(j)	Unions & Benefit Providers
1(k)	Potential Sale Parties
1(l)	Governmental Agencies / Regulators / Billing Agencies

SCHEDULE 1(a)

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

Debtors

Genesis Healthcare, Inc.	1848 Greentree Road Operations LLC
1 Glen Hill Road Operations LLC	191 Hackett Hill Road Operations LLC
1 Sutphin Drive Operations LLC	2 Blackberry Lane Operations LLC
10 Woodland Drive Operations LLC	20 Maitland Street Operations LLC
100 Abbeyville Road Operations LLC	200 Pauline Drive Operations LLC
100 Chambers Street Operations LLC	200 Reynolds Avenue Operations LLC
100 W. Queen Street Operations LLC	200 South Ritchie Avenue Operations LLC
105 Chester Road Operations LLC	201 Wood Street Operations LLC
1000 Lincoln Drive Operations LLC	2021 Westgate Drive Operations LLC
1008 Thompson Street Operations LLC	2029 Westgate Drive Operations LLC
101 13th Street Operations LLC	2101 Fairland Road Operations LLC
101 Development Group, LLC	211-213 Ana Drive Operations LLC
1020 South Main Street Operations LLC	2125 Elizabeth Avenue Operations LLC
106 Tyree Street Operations LLC	22 Tuck Road Operations LLC
1070 Stouffer Avenue Operations LLC	225 Evergreen Road Operations LLC
11 Dairy Lane Operations LLC	227 Evergreen Road Operations LLC
1100 Norman Eskridge Highway Operations LLC	23 Fair Street Operations LLC
1104 Welsh Road Operations LLC	23 Fair Street Property, LLC
1105 Perry Highway Operations LLC	24 Old Etna Road Operations LLC
113 W. McMurray Road Operations LLC	2400 Kingston Court Operations LLC
115 S. Providence Road Operations LLC	25 East Lindsley Road Operations LLC
12-15 Saddle River Road Operations LLC	25 Ridgewood Road Operations LLC
1245 Church Road Operations LLC	2507 Chestnut Street Operations LLC
1248 Hospital Drive Operations LLC	2600 Northampton Street Operations LLC
125 Holly Road Operations LLC	262 Toll Gate Road Operations LLC
128 East State Street Associates, LLC	2720 Charles Town Road Operations LLC
136 Donahoe Manor Road Operations LLC	279 Cabot Street Operations LLC
1361 Route 72 West Operations LLC	279 Cabot Street Property LLC
1539 Country Club Road Operations LLC	2800 Palo Parkway Operations LLC
1543 Country Club Road Manor Operations LLC	290 Hanover Street Operations LLC
161 Bakers Ridge Road Operations LLC	292 Applegarth Road Operations LLC
1631 Ritter Drive Operations LLC	3 Industrial Way East Operations LLC
1650 Galisteo Street Operations LLC	30 West Avenue Operations LLC
1680 Spring Creek Road Operations LLC	300 Pearl Street Operations LLC
1700 Market Street Operations LLC	3000 Windmill Road Operations LLC
1700 Pine Street Operations LLC	302 Cedar Ridge Road Operations LLC
175 Blueberry Lane Operations LLC	330 Franklin Turnpike Operations LLC
1770 Barley Road 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.

SCHEDULE 1(b)

Current and Former Directors and 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

SCHEDULE 1(c)

Equity Holders (More than 5%)

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

SCHEDULE 1(d)

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

SCHEDULE 1(e)

Banks, 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	First National Bank of Romney
Bank of the Midwest	FirstBank of Franklin
Builtwell	Key Bank, N.A.
Burke & Herbert Bank	Manufacturers and Trust Bank
Camden National Bank	Old National Bank
Capital One Bank	Passumpsic Bank
CIBC	PNC Bank
Citibank	Regions Bank
Citizens Bank	Southside Bank
City National Bank of West Virginia	TD Bank, N.A.
Commercial Bank	Truist Financial
Crossfirst Bank	United Bank
Fifth Third Bank	U.S. Bank
First Bank	Wells Fargo Bank, N.A.
First Citizens Bank & Trust Company	WesBanco
First Financial Bank	West Union Bank

SCHEDULE 1(f)

Top 100 Unsecured Creditors

1199 New England Health Care Employees Pension Fund	Integra Scripts LLC
1970 Group Inc.	Internal Revenue Service
ACS Pro Global Solutions	Kam, Phan
Agile Premium Finance	Kelly, April
Arrington, Don	LaFortune, Stephanie
Aspire	Lincare Inc.
Atlas	Lucero, Stella
Barboan, Lorraine	MAO 22322 LLC
Betancourt, Nellie	Mark, Bessie
Bland, Joseph	Marquez, Cointa
Blea, Rosalina	Martinez, Candido
Blue Cross Blue Shield of Idaho	Medina, Eloy
Blue Cross Blue Shield of New Mexico	Medline Industries Inc.
Bodie Dolina Hobbs Friddell & Grenzer PC	Medlock, Linda
Brown, Alma	Miles, Barbara
Busch, Joel	Miller, Mary
Byndas, James	MobilexUSA
CareerStaff Unlimited LLC	Monje, Esther
Cerbie, Maryann	Montoya, Ruben
Change Healthcare Operations, LLC	Net Health Systems Inc.
Change Healthcare Technologies LLC	Omnicare
Charles, Lorna	OmniPro LLC
Chavis, James	Pennington, Sandra
Clark, Aleene	PharMerica
Commonwealth of Pennsylvania	PointClickCare Technologies Inc.
Complete Care	Porter, Alvertia
Dages, Pauline	Presbyterian Healthcare Services
Dechert LLP	Quintana, Gloria
DiLabbio, Harry	Rainbow Real Estate Partners
Direct Supply Inc.	Ramirez-Tellez, Yvonne
Eckhardt, James	Recover Care
Ecolab Inc.	Romero, Edwin
Encore	Romero, Georgia
Englehart, Judith	SADA Systems Inc.
G-Radar LLC	Salaiz, Manuel
HD Supply Facilities Maintenance	Serna, Luisita
Healthcare Services Group Inc.	Serrano, Ted
Hugar, Jessica	Snowden, Marilyn
Hunt, Nancy	State of Maryland
ICIMS Inc.	State of New Hampshire
Ilco, George	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

SCHEDULE 1(g)

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

SCHEDULE 1(h)

Insurance Providers and Agents

ACE American Insurance Company	RLI
AIG	Sedgewick Claims Management Services, Inc.
American Bankers Insurance Company of Florida	Selective
American National Group, Inc.	Sentry Insurance
American Zurich Insurance Company	Sompo International Insurance
AmTrust Financial Company	Starr Surplus Lines Insurance Company
Arch Specialty Insurance Company	Technology Insurance Company (AmTrust)
Arrowpoint Capital	Travelers Insurance
Associated Industries Insurance Company Inc.	Trisura Specialty Insurance Company
AXIS Insurance Company	U.S. Specialty Insurance Company
Balance Partners, LLC (Archer)	Velocity Specialty Insurance Company
C&F	Wesco Insurance Company
Capitol Specialty Insurance Corporation	Westchester Fire Insurance Company
Chubb Insurance	Wright National Flood Insurance Company
Continental Insurance Company	Zurich American 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.	

SCHEDULE 1(i)

Landlords

33-35 Water Street Nominee Trust,
Newburyport Manager LLC
3200 Mission Arch Drive, LLC
3399 Peachtreet, 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

SCHEDULE 1(j)

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

SCHEDULE 1(k)

Potential Sale Parties

WAX Dynasty Partners LLC

SCHEDULE 1(I)

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

Tennessee Department of Health – Division of Health Licensure and Regulation
Tennessee Health Services and Development Agency
U.S. Department of Health and Human Services
U.S. Department of Justice
Vermont Agency of Human Services – Disabilities, Aging and Independent Living
Virginia Agency of Human Services – Disability, Aging and Independent Living
Virginia Department of Health – Office of Licensure and Certification
Virginia Department of Medical Assistance Services
Washington State Department of Health – Certificate of Need
Washington State Department of Social and Health Services
Washington State Department of Social and Health Services – Medicaid Provider Enrollment
West Virginia Health Care Authority – Certificate of Need Program
West Virginia Department of Health and Human Resources – Medicaid Provider Services
West Virginia Department of Health and Human Resources – Office of Health Facility Licensure
& Certification

Medicare/Medicaid Billing Agencies

Gainwell Technologies
General Dynamics Information Technology
National Government Services, Inc.
Noridian
Novitas Solutions, Inc.
Palmetto GBA

SCHEDULE 2

Current and Former Clients

<u>Schedules</u>	<u>Category</u>
2(a)	Current Clients
2(b)	Former Clients Within Past 3 Years

SCHEDULE 2(a)

Current Clients

Potential Parties In Interest	Current Clients
Atlas	Atlas Van Lines, Inc. Atlas Building Group Atlas Weavers Atlas Securitized Products Advisors GP, LLC Atlas Bear LLC Atlas Systems, LLC Atlas Packaging
Encore Preakness, LLC	Encore Management Group LLC dba Encore Labs
NextGen Investors Holdings, LLC	NextGen Wellness Institute, LLC
Elizabeth LaPuma	Elizabeth LaPuma (Wilmington, DE)
Empower	Empower Missouri Empower Fresh Company
Bank of America	Bank of America
Chubb Insurance	Chubb Group of Insurance Companies
Commercial Bank	Commercial Bank of Westport Commercial Bancshares, Inc. Commercial Federal Bank
Constangy Brooks, Smith & Prophete LLP	Constangy, Brooks, Smith & Prophete LLP
Service Employees International Union (SEIU)	SEIU Local 721
Seafire NEMA Holdings, LLC	Nema Health (New Haven, CT)
CrossFirst Bank	CrossFirst Bank
ACE American Insurance Company	ACE American Insurance Company
Green Power Developers LLC	Green Power CA Holdings, LLC (subsidiary of client, NextEra Energy Resources, LLC)
United Bank	United Bank (based in Vienna, VA)
First Bank	First Bank, Inc. (St. Louis, MO) First Banks, Inc. (Creve Coeur, MO) First Bank & Trust Texas
Epiq Corporate Restructuring, LLC	Epiq Partners, LLC
Mitsui	Mitsui & Co, Ltd.
U.S. Bank	U.S. Bank
Aetna Dental	Aetna, Inc.
Federal Insurance Company	Federal Insurance Company
Honorable Judge Robert L. Jones	Robert L Jones (Overland Park, KS)
Jeffries LLC	Jefferies Investment Banking
New Hampshire Department of Health and Human Services –	State of New Hampshire

Health Facilities Administration – Licensing	
Noridian	Noridian Mutual Insurance Company; Noridian Healthcare Solutions, LLC; Noridian Insurance Services, Inc.; and Noridian Benefit Plan Administrators (all affiliated with BlueCross BlueShield of North Dakota)
Wells Fargo Bank, N.A.	Wells Fargo Bank, N.A.
First Financial Bank	1 st Financial Bank USA
Jackson Lewis P.C.	Jackson Lewis P.C.
Vantage Point Capital, LLC	Vantage Point Capital
Bank of the Midwest	Bank Midwest, a division of NBH Bank Bank Midwest, NA Bank Midwest (Fairmont, MN)
Metlife	MetLife Real Estate Lending LLC
Palmetto GBA	GP Palmetto Holding LLC (affiliated with Koch Industries, Inc.)
Optum Financial	Optum Inc. OptumHealth Financial Services Inc.
KeyBank National Association	KeyBank National Association
First Bank of Franklin	First Bank, Inc. (St. Louis, MO) First Banks, Inc.
Taylor Communications	Taylor Communications, Inc
Westchester Fire Insurance Company	Westchester Fire Insurance Company (affiliate of Chubb Group)
Lincare Inc.	Lincare Holdings, Inc
Law Offices of Robert M. McCarthy	Rob McCarthy (Des Peres, MO)
Ecolab, Inc.	Ecolab Inc.
ENCORE	Encore Electric, Inc. Encore Management Group LLC dba Encore Labs
KHI LLC	KHI/GP, LLC
Old National Bank	Old National Bank
Pinnacle HP Consulting Services	Pinnacle III LLC (affiliated with UnitedHealth)
Tim Davis	Timothy Davis (Labadie, MO) Timothy Andrew Davis (likely MN) Timothy J. Davis (not a client, but party to a mediation being handled by David Barnard)
Oxford Finance	Oxford Bank & Trust
Agile Premium Finance	Agile Marketing Agile Marketing Partners
State of New Hampshire	State of New Hampshire
ConnectYourCare LLC	ConnectYourCare LLC (affiliate of client UnitedHealth Group)
Encore GC Acquisition LLC	Encore Management Group LLC dba Encore Labs
PNC Bank	PNC Bank

C&F	CF Title Co (affiliated with client, US Bank)
Divvy	Divvy Homes, Inc. divvyMED LLC
CBIZ	CBIZ
Aspire	Aspire Defence Holdings Limited Aspire Homes Aspire Networks 1, LLC Aspire Empower, LLC Flagstaff Transitional Care d/b/a Aspire Transitional Care
Citizens Bank	Citizens Bank, NA Citizens Bank of Rogersville Citizens Bancshares Co Citizens Bancshares of Hutchinson, Inc. Citizens Bancshares of Eldon Citizens Bank & Trust Company (Chillicothe)

SCHEDULE 2(b)

Former Clients Within Past 3 Years

Potential Parties In Interest	Former Clients
Atlas	Atlas Technology Solutions Atlas Air Worldwide Holdings Inc.
Welltower OP LLC	Welltower OP LLC Welltower OP Inc.
Rainbow Real Estate Partners	Rainbow Realty Group, Inc.
TD Bank, N.A.	TD Auto Finance LLC
Seafire NEMA Holdings, LLC	Seafire NEMA Holdings, LLC
CrossFirst Bank	CrossFirst Bank
ACE American Insurance Company	ACE American Insurance Company
Green Power Developers LLC	Green Power Developers LLC
Ryan LLC	Ryan, LLC
Metlife	MetLife
Hudson Insurance Company (Euclid)	Hudson Insurance Company
Capital One Bank	Capital One Capital One Services, Inc.
CIBC	Canadian Imperial Bank of Commerce (CIBC)

EXHIBIT C

Nenstiel Declaration

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

In re:

GENESIS HEALTHCARE, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-80185 (SGJ)

(Joint Administered)

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

Peter Nenstiel, solely in his capacity as a member of the Statutory Unsecured Claimholders' Committee, declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

1. I am Senior Vice President of Financial Services at Healthcare Services Group, Inc., an unsecured creditor in the above-captioned jointly-administered chapter 11 cases (collectively, "Bankruptcy Cases") of Genesis Healthcare Inc., and its debtor affiliates (collectively, the "Debtors") and the current Co-Chair of the Statutory Unsecured Claimholders' Committee ("Committee") appointed in these Bankruptcy Cases. In such capacity, I was part of the process and involved in selecting and engaging Stinson LLP ("Stinson") as counsel to the Committee. I submit this declaration ("Declaration") solely in my capacity as a member of the Committee. All rights of Healthcare Services Group, Inc. are expressly reserved.

¹ The last four digits of Genesis Healthcare, Inc.'s federal tax identification number are 4755. There are 299 Debtors in these chapter 11 cases, which are being jointly administered for procedural purposes only. A complete list of the Debtors and the last four digits of their federal tax identification numbers are not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/Genesis>. The location of Genesis Healthcare, Inc.'s corporate headquarters and the Debtors' service address is 101 East State Street, Kennett Square, PA 19348.

2. I have reviewed and am familiar with the contents of the *Application for Entry of an Order Authorizing the Retention and Employment of Stinson LLP as Co-Counsel to the Statutory Unsecured Claimholders' Committee, Effective as of August 1, 2025* (the "Application").² In support of the Application, the Committee relies upon the Hemenway Declaration, which is attached to the Application as Exhibit B.

3. On July 9, 2025, each of the Debtors commenced with this Court a voluntary case under Chapter 11 of the Bankruptcy Code.

4. On July 31, 2025, the Office of the United States Trustee filed the *Amended Notice of Appointment of the Official Unsecured Creditors' Committee* [Docket No. 262] as amended by Docket Nos. 593 and 699, appointing the Committee to represent the interests of the Debtors' unsecured claimholders in the Debtors' chapter 11 cases pursuant to section 1102 of the Bankruptcy Code. The members appointed to the Committee are:

- a. Debra F. Constantine, Individually and as Administratrix of the Estate of Mary E. Miller;
- b. Tanya Turner, Class Representative;
- c. Mark Adkins, Durable Power of Attorney for Juanita Spurlock;
- d. Ignacio Garcia, Individually and as Personal Representative of Estate of Frances Lupasita Serna;
- e. Joshua Perlin, Vice President and Chief Financial 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 United Group Change Healthcare Operations, LLC and Change Healthcare Technologies, LLC;

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

- i. Brian Chambers, Director of Credit and Collections of Sysco Corporation;
- j. Michael Bubman, BFW, LLC and Sunset-Herman-Frankel-Fleishman, LLC; and
- k. Peter Gudaitis, President of Aculabs, Inc.

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

6. I submit this Declaration in support of the Application, pursuant to sections 328 and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, for authority to employ and retain Stinson as attorneys for the Committee *nunc pro tunc* to August 1, 2025.

7. 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.

8. 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. On August 1, 2025, the Committee asked Stinson, along with Proskauer, 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 Stinson based upon Stinson’s reputation and experience in the restructuring field and following interviews with a number of law firms, which included Stinson and its attorneys who were

proposed to work on this matter. Since August 1, 2025, Stinson 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 claimholders, including recoveries thereunder.

9. 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 Stinson serving as co-counsel with Proskauer will provide the Committee with the expertise necessary to advocate effectively on behalf of unsecured creditors. To ensure excellent and efficient advocacy, I understand Stinson and Proskauer 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 Stinson and Proskauer intend on coordinating the division of labor in real time. I further understand neither Stinson nor Proskauer 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.

10. As Chair of the Committee, I have carefully reviewed and am familiar with the terms of Stinson's engagement on behalf of the Committee. Stinson 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. Stinson has advised me that its rates for professionals currently expected to work on behalf of the Committee are \$620 to \$965 for partners, \$435 to \$600 for associates, and \$300 to \$350 for paraprofessionals. It is my understanding that Stinson reviews and adjusts its billing rates annually, and that its billing rates

were adjusted on December 1, 2024, consistent with its customary practice. Stinson has advised me that it will inform the Committee of any adjustment to its existing rate structure.

11. I am informed by Stinson 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 Stinson's retention by the Committee is warranted in these cases for the reasons set forth herein.

12. I understand that Stinson'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.

13. The Committee will regularly monitor the fees and expenses of Stinson to ensure that Stinson'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 Stinson and Proskauer to develop a prospective budget and staffing plan. The Committee will continue to receive and review the invoices that Stinson 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