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

In re:)	Chapter 11
)	
GENESIS HEALTHCARE, INC., <i>et al.</i> , ¹)	Case No. 25-80185 (SGJ)
)	
Debtors.)	(Jointly Administered)
)	
)	Related to Docket No. 117, 685, 705, 1402,
)	1569, 1670

NOTICE OF RESULTS OF AUCTION AND SUCCESSFUL BIDDER

PLEASE TAKE NOTICE that, on July 15, 2025, Genesis Healthcare, Inc. and certain of its affiliates and subsidiaries, as debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), filed the *Debtors’ Motion for Entry of an Order (I) Approving Bidding Procedures and Expense Reimbursement, (II) Approving the Debtors’*

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

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] (the “Bidding Procedures and Sale Motion”).

PLEASE TAKE FURTHER NOTICE that, on August 28, 2025, the Court entered the *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. 685] (the “Bidding Procedures Order”).²

PLEASE TAKE FURTHER NOTICE that, on August 29, 2025, the Debtors filed the *Notice of Sale by Auction and Sale Hearing* [Docket No. 705], which, among other things, scheduled the auction (the “Auction”) on November 13, 2025 and scheduled the sale hearing (the “Sale Hearing”) on November 18, 2025 at 9:30 a.m. (prevailing Central Time).

PLEASE TAKE FURTHER NOTICE that, on October 27, 2025, the Debtors filed the *Notice of Rescheduled Auction to November 12, 2025 and Sale Hearing to December 10, 2025 at 9:30 a.m. (CT)* [Docket No. 1402], rescheduling the Auction to November 12, 2025 and the Sale Hearing to December 10, 2025 at 9:30 a.m. (prevailing Central Time).

² Each capitalized term used but not otherwise defined herein shall have the meaning ascribed to it in the Bidding Procedures Order.

PLEASE TAKE FURTHER NOTICE that, on November 11, 2025, the Debtors filed the *Notice of Rescheduled Auction to November 18, 2025* [Docket No. 1569], rescheduling the Auction to November 18, 2025, at 9:30 a.m. (prevailing Central Time).

PLEASE TAKE FURTHER NOTICE that, in accordance with the Bidding Procedures Order, the Auction commenced on November 18, 2025, and was continued at approximately 1:00 a.m. the following morning. The Auction resumed on November 19, 2025, and following additional bidding, the Debtors and the Committee agreed on the submission from the two “WholeCo” bidders of final, sealed bids which were opened at the same time by the Consultation Parties. Following the opening of such bids, the Debtors adjourned the Auction until such time as they would determine, in the exercise of their reasonable business judgment, which bid would be determined to be the highest or otherwise best bid under the Bidding Procedures, after taking into account any and all factors, including without limitation:

- the amount and nature of the total consideration, which includes but is not limited to, assumed liabilities (administrative liabilities, Cure Costs), and Executory Contracts and Unexpired Leases that will be assumed;
- the likelihood of the Qualified Bidder’s ability to close a transaction and the timing thereof;
- the net economic effect of any changes to the value to be received by each of the Debtors’ estates from the transaction contemplated by the Bid Documents;
- the Debtors’ regulatory requirements;
- the tax consequences of such Qualified Bid;
- the certainty of a Qualified Bid leading to a confirmed chapter 11 plan;
- operating history, including financial performance and any material survey issues, any investigations, or corporate integrity agreements related to the Qualified Bidder’s operations;
- the impact on non-insider employees, collective bargaining agreements and employee benefit plans, and the proposed treatment of employee obligations owing to such non-insider employees and plans; and

- any other consideration that may impact the Debtors' stakeholders.³

PLEASE TAKE FURTHER NOTICE that, following significant deliberation which included, among other things, (i) six convened meetings with the Debtors' Special Restructuring Committee (the "Special Restructuring Committee") following the November 19 Auction, (ii) the submission of written views to the Debtors by White Oak, Welltower and Omega, and (iii) the convening of a consultation call among the Debtors' Special Restructuring Committee, the Debtors' advisors, and the Committee's advisors, the Special Restructuring Committee (comprising three independent and experienced fiduciaries) has designated, in an exercise of its reasonable business judgment and pursuant to the terms of the Bidding Procedures Order and based on the results of the Auction, CPE 88988 LLC, the Stalking Horse Bidder, as the Successful Bidder (the "Successful Bidder"). The Debtors' comprehensive marketing process and the auction process that led to the final bid of the Successful Bidder resulted in substantial benefits to the Debtors' estates, including the following improvements as compared to the original Stalking Horse Bid: (a) an increase of \$25 million in cash consideration (for a total of \$40 million), (b) an assignment to the Debtors' estates of \$25 million of secured debt by the Successful Bidder, (c) an unsecured promissory note from the Successful Bidder in the principal amount of approximately \$30 million, (d) the contribution to the Debtors' estates of savings with respect to certain putative priority claims that, in the event the Debtors are successful in preventing such claims from being allowed priority claims, will provide up to an additional \$28 million to the Debtors' estates, (e) additional certainty with respect to the assumption of other potential secured or priority claims, (f) excluding certain preference claims from the sale that have an estimated value of approximately \$24.5 million, and (g) supporting the Debtors' settlement with their Bold

³ See Section XII of the Bidding Procedures.

Quail joint venture and permitting the Debtors to retain certain additional cash proceeds as part of such settlement.

PLEASE TAKE FURTHER NOTICE that counsel for the Debtors and the Successful Bidder will be engaged in discussions and negotiations regarding the final form of Stalking Horse APA to be consummated between the Debtors and the Successful Bidder and the final form of proposed Sale Order approving the sale of the Debtors' Assets to the Successful Bidder. Prior to the Sale Hearing, the Debtors will file a notice on the docket of these Chapter 11 Cases with the final form of Stalking Horse APA and the final form of proposed Sale Order, which will reflect the substantial concessions obtained by the Debtors during the Auction process.

PLEASE TAKE FURTHER NOTICE that the Debtors are not designating a Back-Up Bid at this time, and will be prepared to address this matter at the Sale Hearing.

PLEASE TAKE FURTHER NOTICE that the Debtors will seek approval of the sale of their Assets to the Successful Bidder at the Sale Hearing, set for **Wednesday, December 10, 2025, at 9:30 a.m. (prevailing Central Time)** in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the "Court") before the Honorable Chief Judge Stacey G.C. Jernigan.

PLEASE TAKE FURTHER NOTICE that the Sale Hearing will be conducted in hybrid format, with parties being permitted to appear either in-person or virtually via WebEx. For purposes of this Sale Hearing, the Court will allow argument and evidence to be presented and witness testimony to be given via WebEx. Parties who wish to participate in the Sale Hearing via WebEx may do so at the following link:

<https://us-courts.webex.com/meet/jerniga>

PLEASE TAKE FURTHER NOTICE that parties who wish to participate in the Sale Hearing by teleconference may do so via WebEx using the following dial-in and access code information:

Dial-In: 650-479-3207
Access Code: 2304 154 2638

PLEASE TAKE FURTHER NOTICE that hearing appearances must be made electronically in advance of electronic hearings. To make your appearance, click the “Electronic Appearance” link on Judge Jernigan’s homepage: <https://www.txnb.uscourts.gov/electronic-appearances-5>. Select the case name, complete the required fields and click “Submit” to complete your appearance.

PLEASE TAKE FURTHER NOTICE that on November 25, 2025, the Court held a hearing on the *Emergency Motion of the Statutory Unsecured Claimholders’ Committee to Extend Deadlines in Connection With (I) Debtors’ Motion for Entry of an Order Authorizing the Sale of Assets and (II) Debtors’ Motion for Entry of Order Extending Debtors’ Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereof* [Docket No. 1665]. Following the hearing, the Court entered an order that provides that the deadline for all parties to object to the Debtors’ Bidding Procedures and Sale Motion shall be extended to seven (7) calendar days following the filing of the Notice of Successful Bidder [Docket No. 1670] (the “Sale Objection Deadline Order”).

PLEASE TAKE FURTHER NOTICE that pursuant to the Bidding Procedures Order and the Sale Objection Deadline Order, any objections must (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; and (c) state with particularity the legal and factual bases for the objection and the specific grounds therefor; and (d) be filed with the Court and served so as to be **actually received on or before December 8, 2025, at 5:00 p.m.**

(prevailing Central Time) (the “Post-Auction Objection Deadline”): (i) Genesis Healthcare, Inc., c/o Ankura Consulting Group, LLC, 2021 McKinney Ave. Suite 340, Dallas, TX 75201 (Attn: Louis E. Robichaux IV (louis.robichaux@ankura.com) and Russell A. Perry (russell.perry@ankura.com)); (ii) counsel to the Debtors, McDermott Will & Schulte LLP, 2801 North Harwood Street, Suite 2600, Dallas, TX 75201 (Attn: Marcus A. Helt (mhelt@mwe.com) and Jack G. Haake (jhaake@mwe.com)), and 1180 Peachtree St. NE, Suite 3350, Atlanta, GA 30309 (Attn: Daniel M. Simon (dsimon@mwe.com)), and 444 West Lake Street, Suite 4000, Chicago, IL 60606 (Attn: William A. Guerrieri (wguerrieri@mwe.com) and Emily C. Keil (ekeil@mwe.com)); (iii) the Office of the United States Trustee for Region 6, Office of The United States Trustee Earle Cabell Federal Building 1100 Commerce Street, Room 976, Dallas, TX 75242, (Attn: Meredyth A. Kippes (Meredyth.Kippes@usdoj.gov)); (iv) counsel to the Committee, (a) Proskauer Rose LLP, Eleven Times Square, New York, NY, 10036 (Attn: Brian S. Rosen (brosen@proskauer.com), Ehud Barak (ebarak@proskauer.com), Daniel Desatnik (ddesatnik@proskauer.com), and Timothy Q. Karcher (tkarcher@proskauer.com)) and 70 West Madison, Suite 3800, Chicago, IL 60602 (Attn: Paul V. Possinger (ppossinger@proskauer.com); and (b) Stinson LLP, 1201 Walnut Street, Suite 2900, Kansas City, MO 64106 (Attn: Nicholas Zluticky (nicholas.zluticky@stinson.com), Zachary Hemenway (zachary.hemenway@stinson.com), and Miranda Swift (miranda.swift@stinson.com)); (v) counsel to Markglen, LLC, Gibson, Dunn & Crutcher LLP, 2001 Ross Avenue, Suite Dallas, TX 75201 (Attn: John T. Cox III (tc Cox@gibsondunn.com)) and 333 South Grand Avenue, Los Angeles, CA 90071 (Attn: Jeffrey C. Krause (jkrause@gibsondunn.com) and Michael G. Farag (mf Farag@gibsondunn.com)); (vi) counsel to OHI Mezz Lender LLC, Goodwin Proctor LLP, The New York Times Building, 620 Eighth Avenue, New York, NY 10018 (Attn: Robert J.

Lemons (rlemons@goodwinlaw.com)), and Ferguson Braswell Fraser Kubasta PC, 2500 Dallas Parkway, Suite 600, Plano, TX 75093 (Attn: Leighton Aiken (laiken@fbfk.law)); (vii) counsel to White Oak Healthcare Finance, LLC, Blank Rome LLP, 444 West Lake Street, Suite 1650, Chicago, IL 60606 (Attn: Kenneth J. Ottaviano (ken.ottaviano@blankrome.com) and Paige Tinkham (paige.tinkham@blankrome.com)); and (viii) counsel to WAX Dynasty Partners LLC and the Stalking Horse Bidder, DLA Piper LLP, 1900 N. Pearl St., Suite 2200, Dallas, TX 75201 (Attn: James Muenker (james.muenker@us.dlapiper.com)).

PLEASE TAKE FURTHER NOTICE that if any party fails to timely file with the Court and serve an objection by the Post-Auction Objection Deadline or otherwise abide by the procedures set forth in the Bidding Procedures regarding an objection to the Transaction(s), such party shall be barred from asserting, at the Sale Hearing or otherwise, any objection to the relief granted in the Bidding Procedures Order or to the consummation and performance of the Transaction(s), including the transfer of the Assets to the Successful Bidder, free and clear of all liens, claims, interests, and encumbrances pursuant to Bankruptcy Code section 363(f), and shall be deemed to “consent” for the purposes of Bankruptcy Code section 363(f).

PLEASE TAKE FURTHER NOTICE that a copy of the foregoing pleadings, including the Bidding Procedures Order, may be obtained (i) at the website established by the Debtors’ noticing agent, Epiq Corporate Restructuring, LLC at <https://dm.epiq11.com/case/genesis/info>, (ii) from the Court’s website <http://www.txnb.uscourts.gov> via ECF/Pacer, or (iii) upon request to the undersigned.

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Dated: December 1, 2025
Dallas, Texas

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CERTIFICATE OF SERVICE

I do hereby certify that on the date hereof, a true and correct copy of the foregoing was served via the Court's CM/ECF system to all parties authorized to receive electronic notice in these cases. The Debtors' claims and noticing agent will be filing a supplemental certificate of service on the docket to reflect any additional service of the foregoing.

Dated: December 1, 2025
Dallas, Texas

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