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

In re:) Chapter 11
)
GENESIS HEALTHCARE, INC., *et al.*¹) Case No. 25-80185 (SGJ)
) (Jointly Administered)
Debtors.)) Related to Docket No. 685, 1989
)
)

**NOTICE OF SECOND AUCTION RESULTS AND DESIGNATION OF
SUCCESSFUL BIDDER AND BACK-UP BIDDER**

PLEASE TAKE NOTICE that, in accordance with the Court's directions set forth on the record at the hearings conducted on December 10-11, and continued to December 17, 2025, the Court entered the *Agreed Order (I) Approving Amended and Restated Bidding Procedures for the Submission, Receipt, and Analysis of Bids in Connection With the Sale of the Debtors' Assets, and (II) Scheduling Certain Auction Dates and Deadlines* [Docket No. 1989] (the "Revised Bidding Procedures Order"), approving the Revised Bidding Procedures.²

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.

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

PLEASE TAKE FURTHER NOTICE that, on December 24, 2025, following the entry of the Revised Bidding Procedures Order, the Debtors filed the *Notice of Renewed Auction and Sale Hearing* [Docket No. 2002], setting the renewed auction for January 13, 2026 (the “Second Auction”) and the sale hearing for January 20, 2026 (the “Sale Hearing”).

PLEASE TAKE FURTHER NOTICE that, on January 13, 2026, the Second Auction was held, and based on the results of the Second Auction following five rounds of bidding and more than \$100 million in additional consideration as compared to the Replacement Stalking Horse Bid, the Estate Broker, acting at the joint direction of the Debtors and the Committee and in consultation with the Consultation Parties, has designated 101 West State Street, LLC as the Successful Bidder and Genie 3 Partners, LLC as the Back-Up Bidder as follows:

Genesis Healthcare			
Second Auction Scorecard - Summary		1/13/2026	
(\$ in millions)			
		Final Bids	
		Genie 3	101 W State St
<u>Purchase Consideration</u>			
Cash		\$ 341	\$ 343
Promissory Note - Illustrative Values		78	100
Assumed Liabilities		572	572
Sale Transaction Value		991	1,015
<u>Bid Protection Adjustments</u>			
Break Up Fee/Expense Reimbursement		-	(11)
White Oak Termination Fees		-	(8)
Bid Value		\$ 991	\$ 996
<u>Memo:</u>			
Cash Deposit		\$ 54.1	\$ 54.3

PLEASE TAKE FURTHER NOTICE that, prior to the Sale Hearing, the Debtors will file a notice on the docket of these Chapter 11 Cases with the final form of asset purchase agreement for the Successful Bidder and the final form of proposed Sale Order attached as exhibits.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Revised Bidding Procedures Order, (a) each of the Auction Monitor and the UST Monitor shall file reports with the Bankruptcy Court regarding the transparency and fairness of the Second Auction and (b) the Estate Broker shall file a recommendation report to the Court identifying the proposed Successful Bid and Successful Bidder and the proposed Back-up Bid and Back-up Bidder promptly following conclusion of the Second Auction.

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 **Tuesday, January 20, 2026 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.

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Dated: January 14, 2026
Dallas, Texas

MCDERMOTT WILL & SCHULTE LLP

/s/ Marcus A. Helt

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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: January 14, 2026
Dallas, Texas

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