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

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

In re:)	
)	Chapter 11
)	
INSPIRED HEALTHCARE CAPITAL)	Case No. 26-90004 (MXM)
HOLDINGS, LLC, <i>et al.</i> ¹)	
)	(Joint Administration Requested)
Debtors.)	(Emergency Hearing Requested)
)	

**DEBTORS' EMERGENCY MOTION FOR ENTRY OF
ORDER (I) AUTHORIZING THE DEBTORS TO (A) MAINTAIN,
ADMINISTER, AND MODIFY THEIR REFUND PROGRAMS AND
PRACTICES AND (B) HONOR PREPETITION OBLIGATIONS
RELATED THERETO; AND (II) GRANTING RELATED RELIEF**

¹ The last four digits of Inspired Healthcare Capital Holdings, LLC's federal tax identification number are 6696. There are 161 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' proposed claims and noticing agent at <https://dm.epiq11.com/InspiredHealthcare>. The Debtors' mailing address is 7033 East Greenway Parkway, Suite 250, Scottsdale, AZ 85254.

EMERGENCY RELIEF HAS BEEN REQUESTED. RELIEF IS REQUESTED NOT LATER THAN 3:00 P.M. (CT) ON FEBRUARY 4, 2026.

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

A VIRTUAL HEARING WILL BE CONDUCTED ON THIS MATTER ON FEBRUARY 4, 2026 AT 3:00 P.M. (CT) IN ROOM 128, U.S. COURTHOUSE, 501 W. TENTH STREET, FORT WORTH, TEXAS, 76102.

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

AUDIO COMMUNICATION WILL BE BY USE OF THE COURT'S DIAL-IN FACILITY. YOU MAY ACCESS THE FACILITY AT 1-650-479-3207, MEETING ID: 2310-650-8783. VIDEO COMMUNICATION WILL BE BY THE USE OF THE CISCO WEBEX PLATFORM. CONNECT VIA THE CISCO WEBEX APPLICATION OR CLICK THE LINK ON JUDGE MULLIN'S HOME PAGE. CLICK THE SETTINGS ICON IN THE UPPER RIGHT CORNER AND ENTER YOUR NAME UNDER THE PERSONAL INFORMATION SETTING.

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

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

RELIEF REQUESTED

1. By the Motion, the Debtors respectfully request entry of the Proposed Order, (a) authorizing, but not directing, the Debtors to (i) maintain and administer the Third-Party Payor Refunds and the Resident Refunds (each as defined below) in the ordinary course of business on a postpetition basis consistent with past practice and honor certain obligations related thereto, regardless of whether the obligations occurred prepetition or postpetition, and (ii) continue, replace, modify, or terminate any of the Refund Programs (as defined below) in the ordinary course of business; and (b) granting related relief.

2. The Debtors also request that the Proposed Order authorize the Debtors' banks and other financial institutions (collectively, the "Banks")³ to receive, process, honor, and pay any and all checks and other forms of payment drawn on the Debtors' bank accounts, including fund transfers and electronic payment requests, to the extent they relate to any of the foregoing and to rely on the Debtors' direction to pay amounts authorized under the Motion, provided that sufficient funds are available in the applicable accounts to make such payments.

JURISDICTION AND VENUE

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

³ A description of the Banks is set forth in the *Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue Their Existing Cash Management System and Maintain Their Existing Bank Accounts, (B) Continue to Perform Intercompany Transactions, and (C) Maintain Existing Business Forms and Books and Records; and (II) Granting Related Relief* (the "Cash Management Motion") filed contemporaneously herewith.

4. The legal predicates for the relief requested herein are sections 105(a), 363(b), 503(b)(1), 507(a), 1107(a), and 1108 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rules 2002-1 and 9013-1 of the *Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas* (the “Local Rules”), and Section B.8(k) of the *Procedures for Complex Cases in the Northern District of Texas*, effective February 6, 2023 (the “Complex Case Procedures”).

5. The Debtors confirm their consent to the entry of a final order by the Court in connection with the Motion in the event that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

BACKGROUND

I. The Chapter 11 Cases

6. On the date hereof (the “Petition Date”), each Debtor commenced a case by filing a petition for relief under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”) in the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the “Court”). Contemporaneously herewith, the Debtors have requested procedural consolidation and joint administration of these Chapter 11 Cases pursuant to Bankruptcy Rule 1015(b). The Debtors continue to operate their businesses and manage their properties as debtors and debtors-in-possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

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

8. Additional information regarding the Debtors and these Chapter 11 Cases, including the Debtors' business operations, capital structure, financial condition, and the reasons for and objectives of these Chapter 11 Cases, is set forth in the First Day Declaration.

II. The Debtors' Refund Programs⁴

9. As further described in the First Day Declaration, the Debtors' business relies on the acquisition, development, and ownership of acquiring or developing award winning upscale Senior Living Communities (the "Communities") across the country. The Communities provide their residents (the "Residents") with various services, which may include independent living, senior living, and memory care services.

10. Despite the operations of the Communities being sub-contracted to third-party managers, the Debtors, at times, issue refunds, reimbursements, or payments, as applicable, to Third-Party Payors (as defined below) and Residents (such programs, as described below, collectively, the "Refund Programs"), which includes the Third-Party Payor Refunds and Resident Refunds (as defined below).

11. The Refund Programs promote the well-being and safety of the Debtors' Residents, ensuring both their safety and satisfaction. Maintaining the goodwill of their Residents is critical to the Debtors' ongoing operations and is necessary to maximize value for the benefit of the Debtors' stakeholders.

A. Third-Party Payor Refunds

12. In the ordinary course of business, the Debtors, with the assistance of their third-party managers (the "Third-Party Managers"), bill Residents as well as certain third-party payors

⁴ Although this Motion is intended to be comprehensive, the Debtors may have inadvertently omitted one or more Refund Program. The Debtors requests relief with respect to all of the Refund Programs regardless of whether such Refund Program is specifically identified herein.

(the “Third-Party Payors”) for services provided to the Residents. The Third-Party Payors include, among others, healthcare insurers, governmental agencies, Medicaid, and Medicare. In the ordinary course of business, on a monthly basis, the Debtors refund, reconcile, or credit any overpayments received from a Third-Party Payor on account of healthcare services rendered to Residents (collectively, the “Third-Party Payor Refunds”). Overpayments resulting in Third-Party Payor Refunds derive from, among other things, (a) duplicate payments remitted for the same service, (b) overpayment by the Third-Party Payor, (c) changes in original charges billed, thereby reducing the amount owed for the service, and (d) payments made by an insurer for services rendered after termination of coverage.

13. As of the Petition Date, the Debtors estimate that they do not owe any amounts on account of the Third-Party Payor Refunds. Out of an abundance of caution, by this Motion, the Debtors seek authority, but not direction, to pay and honor, in their discretion, the prepetition obligations on account of Third-Party Payor Refunds in the ordinary course of business and continue honoring and fulfilling such obligations in the ordinary course of business on a postpetition basis.

B. Resident Refunds

14. In the ordinary course of business, the Third-Party Managers, as agents of the Debtors, receive payments from Residents on account of Resident- and healthcare-related charges. As part of managing these accounts, Third-Party Managers, on behalf of the Debtors, routinely issue reimbursements, reconciliations, and credits to the Residents (collectively, the “Resident Refunds”).

15. Generally, the Debtors charge Residents monthly fees for services provided to Residents (*e.g.*, accommodations, care, etc.) (the “Monthly Fees”), as applicable, under certain

residency agreements. The exact amount of the Monthly Fees depends on the terms provided in the relevant residency agreement. In the ordinary course of business, the Debtors receive Monthly Fees from Residents. In certain instances, when a residency agreement is terminated, the Resident's account may contain a credit balance for the pro-rated amount of unused services for such month. Accordingly, at times, the Debtors may refund or reconcile such overpayments of the Monthly Fees to the Resident (the "Monthly Fee Refund"). In addition to Monthly Fees, certain residency agreements may require Residents to pay refundable deposits (the "Refundable Deposits"). In certain instances, when the residency agreement is terminated, the Debtors may refund the Refundable Deposit.

16. As of the Petition Date, the Debtors estimate that approximately \$250,000 remains outstanding on account of the Resident Refunds, which includes among other things, the Monthly Fee Refund and the Refundable Deposits. The Debtors seek authority to pay and honor, in their discretion, the prepetition obligations on account of Resident Refunds in the ordinary course of business and continue honoring and fulfilling such obligations in the ordinary course of business on a postpetition basis.

BASIS FOR RELIEF REQUESTED

I. Continuation of the Refund Programs is Appropriate Under Bankruptcy Code Sections 105(a) and 363(b) and the Doctrine of Necessity.

17. The Court may grant the relief requested herein pursuant to Bankruptcy Code sections 363(b) and 105(a). Bankruptcy Code section 363(b)(1) authorizes the trustee to use property of the estate other than in the ordinary course of business after notice and a hearing. *See* 11 U.S.C. § 363(b)(1). Further, pursuant to Bankruptcy Code section 105(a), "the court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [title 11 of the Bankruptcy Code]." 11 U.S.C. § 105(a).

18. Courts have authorized payment of prepetition claims under section 363(b) of the Bankruptcy Code when a sound business purpose exists for doing so. *See, e.g., In re Ionosphere Clubs, Inc.*, 98 B.R. 174, 175 (Bankr. S.D.N.Y. 1989) (finding that a sound business justification existed to justify payment of certain claims); *In re Montgomery Ward Holding Corp.*, 242 B.R. 147, 153 (D. Del. 1999) (citations omitted) (requiring only that the debtor “show that a sound business purpose” justifies the proposed use of property); *In re Phx. Steel Corp.*, 82 B.R. 334, 335–36 (Bankr. D. Del. 1987) (requiring “good business reason” for use of property under section 363(b) of the Bankruptcy Code); *see also Armstrong World Indus., Inc. v. James A. Phillips, Inc.*, (*In re James A. Phillips, Inc.*), 29 B.R. 391, 397 (S.D.N.Y. 1983) (relying on section 363 to allow contractor to pay prepetition claims); *In re Equalnet Communs. Corp.*, 258 B.R. 368, 370 (Bankr. S.D. Tex. 2001) (noting that “the Court is generally loathe to substitute its business judgment about the consequences of the proposed course of action for that of the parties that hold the real financial interest” and permitting certain prepetition payments upon the demonstration of business necessity). Moreover, “[w]here the debtor articulates a reasonable basis for its business decisions (as distinct from a decision made arbitrarily or capriciously), courts will generally not entertain objections to the debtor’s conduct.” *Comm. of Asbestos-Related Litigants v. Johns-Manville Corp.* (*In re Johns-Manville Corp.*), 60 B.R. 612, 616 (Bankr. S.D.N.Y. 1986); *see also Stanziale v. Nachtomi* (*In re Tower Air, Inc.*), 416 F.3d 229, 238 (3d Cir. 2005) (“Overcoming the presumptions of the business judgment rule on the merits is a near-Herculean task.”).

19. Furthermore, a bankruptcy court’s power to authorize the pre-plan satisfaction of prepetition claims whose payment is critical to the debtor’s business is firmly established under the “doctrine of necessity,” which “recognizes the existence of the judicial power to authorize a

debtor in a reorganization case to pay pre-petition claims where such payment is essential to the continued operation of the debtor.” *In re Ionosphere Clubs, Inc.*, 98 B.R. at 176; *see also In re CoServ, L.L.C.*, 273 B.R. 487, 496–97 (Bankr. N.D. Tex. 2002). Although the “doctrine of necessity” pre-dates the Bankruptcy Code, *see Miltenberger v. Logansport Ry. Co.*, 106 U.S. 286, 309 (1882), the modern application of the doctrine of necessity is grounded in specific provisions of the Bankruptcy Code, including sections 105(a), 1107(a), and 1108. *See In re CoServ, L.L.C.*, 273 B.R. 487, 497 (Bankr. N.D. Tex. 2002) (holding that fiduciary duties implicit in Bankruptcy Code section 1107(a) justify the “preplan satisfaction of a prepetition claim” where necessary to preserve going concern value); *In re Gulf Air, Inc.*, 112 B.R. 152, 153 (Bankr. W.D. La. 1989) (noting the extension of the “necessity of payment” doctrine to non-railroad cases and authorizing the preplan payment of prepetition claims); *In re CEI Roofing, Inc.*, 315 B.R. 50, 59 (Bankr. N.D. Tex. 2004) (finding authority to permit the preplan payment of priority wage claims and employee benefits pursuant to Bankruptcy Code sections 105 and 507(a)(3) and (4)); *In re Just for Feet, Inc.*, 242 B.R. 821, 825 (D. Del. 1999) (indicating that “courts have used their equitable power under section 105(a) of the Code to authorize the payment of pre-petition claims when such payment is deemed necessary to the survival of a debtor in a chapter 11 reorganization”).

20. The necessity of the Refund Programs in the healthcare services industry cannot be overstated. It is critical to the Debtors’ operations to continue to provide the Refund Programs and to fulfill their obligations thereunder without regard to whether the obligation arose prepetition or postpetition. The Debtors’ ability to fulfill such obligations is essential to maintaining positive relationships with their Residents and Third-Party Payors. If the Debtors failed to satisfy their obligations under the Refund Programs in the ordinary course of business during these Chapter 11 Cases, it would damage their reputation and erode trust in the Debtors and the Third-Party

Managers, causing loss of enterprise value, and may result in Third-Party Payors attempting to recoup or offset various amounts owed from incoming accounts receivable, impacting incoming cash-flow to the Debtors. Due to these risks, any delay in satisfying obligations accrued under the Refund Programs should be reduced to the extent possible.

21. Because the Refund Programs provided by the Debtors are typical for the healthcare services industry, the relief requested by this Motion is necessary to allow the Debtors to remain competitive during these Chapter 11 Cases. If for any reason Residents do not believe they will be reimbursed for the amounts they are due, they may stop utilizing the Debtors' services and may choose to seek care or treatment elsewhere. Failure to continue the Refund Programs would cause the Debtors to lose significant business, damaging their reputation for reliability and resulting in long-term decline in the business. Third-Party Payors also may seek to exercise their setoff or recoupment rights to offset future amounts they would owe the Debtors, leading to undue accounting reconciliations or wasteful litigation. Thus, even if the Debtors could avoid payment of certain obligations accrued under the Refund Programs, the collateral consequences on the Debtors' go-forward business would far exceed any modest short-term cost savings the Debtors might achieve. As such, any disruption with respect to the Refund Programs could severely disrupt the Debtors' efforts to maximize value in these Chapter 11 Cases.

22. Moreover, failing to process overpayments on a timely basis pursuant to the Refund Programs could result in regulatory violations, leading to costly and/or disruptive enforcement actions from the applicable governmental authorities. Indeed, if such obligations are not honored, the Debtors may face legal sanctions or be liable for fines in the jurisdictions in which they operate. For example, in 2010, the Patient Protection and Affordable Care Act ("ACA") enacted new rules governing overpayments made by Medicare and Medicaid. Pursuant to the ACA, a person has "60

days after the date on which the overpayment was identified” to report and return such overpayment. 42 C.F.R. § 401.305(b)(1). Under the ACA, any overpayment retained after the 60-day deadline is an “obligation” subject to liability under the False Claims Act (“FCA”). 42 U.S.C. §1320a–7k(d)(3). The FCA states in relevant part that “any person who . . . knowingly makes, uses, or causes to be made or used, a false record or statement material to an obligation to pay or transmit money or property to the Government . . . is liable to the United States Government for a civil penalty . . . **plus 3 times the amount of damages which Government sustains because of the act of that person.**” 31 U.S.C. § 3729(a)(1)(G) (emphasis added); *see also* 31 U.S.C. § 3279(b)(3) (the term “obligation” means an “established duty, whether or not fixed, arising from an express or implied contractual, grantor-grantee, or licensor-licensee relationship, from a fee- based or similar relationship, from statute or regulation, or from the retention of any overpayment”). Accordingly, if the Debtors fail to obtain the relief sought by the Motion and are unable to “report and return” any overpayments by the 60-day deadline set forth by the ACA, the Debtors may be subject to penalties and treble damages under the FCA.

23. Courts in this district and within the Fifth Circuit have routinely granted relief similar to the relief requested herein. *See, e.g., In re Genesis Healthcare, Inc.*, Case No. 25-80185 (SGJ) (Bankr. N.D. Tex. July 11, 2025) [Docket No. 63]; *In re Prospect Medical Holdings*, Case No. 25-80002 (SGJ) (Bankr. N.D. Tex. Feb. 12, 2025) [Docket No. 604]; *In re Eiger Biopharmaceuticals, Inc.*, Case No. 24-80040 (SGJ) (Bankr. N.D. Tex. May 13, 2024) [Docket No. 253]; *In re Impel Pharm. Inc.*, Case No. 23-80016 (SGJ) (Bankr. N.D. Tex. Dec. 21, 2023) [Docket No. 139]; *In re Sunland Medical Found.*, Case No. 23-80000 (MVL) (Bankr. N.D. Tex. Sept. 28, 2023) [Docket No. 195]; *In re Envision Healthcare Corp.*, Case No. 23-90342 (CML) (Bankr. S.D. Tex. June 27, 2023) [Docket No. 452]; *In re IHC Care Pty Ltd.*, Case No.

23- 90614 (DRJ) (Bankr. S.D. Tex. June 1, 2023) [Docket No. 81]; *In re Senior Care Ctrs., LLC, et.al.*, Case No. 18-33967 (BJH) (Bankr. N.D. Tex. Jan. 18, 2019) [Docket No. 385]. The present circumstances warrant similar relief.

II. Cause Exists to Authorize the Debtors' Financial Institutions to Honor Checks and Electronic Fund Transfers.

24. The Debtors also request that all applicable banks and other financial institutions be authorized to receive, process, honor, and pay all checks presented for payment, and to honor all electronic payment requests made by the Debtors, related to the obligations described herein, whether such checks were presented or electronic requests were submitted prior to or after the Petition Date. The Debtors further request that all such banks and financial institutions be authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved pursuant to the Motion. The Debtors represent that they have sufficient availability of funds to pay any amounts described herein.

EMERGENCY CONSIDERATION

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

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

WAIVER OF ANY APPLICABLE STAY

26. The Debtors seek a waiver of any stay of the effectiveness of the order granting this Motion. Pursuant to Bankruptcy Rule 6004(h), any “order authorizing the use, sale, or lease of property other than cash collateral is stayed until the expiration of 14 days after entry of the order, unless the court orders otherwise.” Fed. R. Bankr. 6004(h). The Debtors submit that the relief requested in this Motion is necessary to avoid immediate and irreparable harm to the Debtors for the reasons set forth herein. Accordingly, the Debtors submit that ample cause exists to justify a waiver of the 14-day stay imposed by Bankruptcy Rule 6004(h), to the extent applicable.

RESERVATION OF RIGHTS

27. Nothing contained in this Motion nor any actions taken pursuant to the relief requested herein is intended or shall be construed as: (a) an implication or admission as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable non-bankruptcy law; (b) an impairment or waiver of the Debtors’ or any other party in interest’s rights to dispute the amount of, basis for, or validity of any claim against, or interest in, any Debtor, its property, or its estate on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any claim is of a type specified or defined in this Motion or any order granting the relief requested by this Motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a waiver of any claim or cause of action that may exist against any creditor or interest holder; (f) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code or otherwise affecting the Debtors’ rights under section 365 of the Bankruptcy Code to

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

NOTICE

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

NO PRIOR REQUEST

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

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

Dated: February 2, 2026
Dallas, Texas

MCDERMOTT WILL & SCHULTE LLP

/s/ Marcus A. Helt

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

CERTIFICATE OF SERVICE

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

Dated: February 2, 2026
Dallas, Texas

MCDERMOTT WILL & SCHULTE LLP

/s/ Marcus A. Helt

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

EXHIBIT A

Proposed Order

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

In re:)	
)	Chapter 11
INSPIRED HEALTHCARE CAPITAL)	
HOLDINGS, LLC, <i>et al.</i> ¹)	Case No. 26-90004 (MXM)
)	
)	(Jointly Administered)
Debtors.)	
)	Related to Docket No. _____

**ORDER (I) AUTHORIZING THE DEBTORS TO
(A) MAINTAIN, ADMINISTER, AND MODIFY THEIR REFUND
PROGRAMS AND PRACTICES AND (B) HONOR PREPETITION
OBLIGATIONS RELATED THERETO; AND (II) GRANTING RELATED RELIEF**

¹ The last four digits of Inspired Healthcare Capital Holdings, LLC’s federal tax identification number are 6696. There are 161 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’ proposed claims and noticing agent at <https://dm.epiq11.com/InspiredHealthcare>. The Debtors’ mailing address is 7033 East Greenway Parkway, Suite 250, Scottsdale, AZ 85254.

Upon the motion (the “Motion”)² of the Debtors for entry of an order (this “Order”) (a) authorizing, but not directing, the Debtors to (i) maintain and administer the Third-Party Payor Refunds and Resident Refunds in the ordinary course of business on a postpetition basis consistent with past practice and honor certain obligations related thereto, regardless of whether the obligations occurred prepetition or postpetition, and (ii) continue, replace, modify, or terminate any of the Refund Programs in the ordinary course of business; and (b) granting related relief, in each case as more fully set forth in the Motion; and upon consideration of the First Day Declaration; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Order of Reference of Bankruptcy Cases and Proceedings Nunc Pro Tunc* dated August 3, 1984, entered by the United States District Court for the Northern District of Texas; and the matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and venue of this proceeding and the Motion in this District being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court being able to issue a final order consistent with Article III of the United States Constitution; and due and sufficient notice of the Motion having been given under the particular circumstances; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and it appearing that no other or further notice is necessary; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby

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

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is granted as set forth herein.
2. The Debtors are authorized, but not directed, in their discretion to perform and honor all obligations related to the Refund Programs in the ordinary course of business consistent with past practices, including prepetition amounts owed with respect to Third-Party Payors and Resident Refunds.
3. The Debtors are authorized, but not directed, in their sole discretion to continue, renew, replace, modify, and/or terminate the Refund Programs as they deem appropriate in the ordinary course of business, without further application to the Court.
4. The banks and financial institutions on which checks were drawn or electronic payment requests made for payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Order without any duty of further inquiry and without liability for following the Debtors' instructions.
5. Notwithstanding anything to the contrary contained in the Motion or herein, any payment to be made hereunder, and any authorization contained herein, shall be subject to and in accordance with any interim and final orders, as applicable, authorizing or approving any postpetition debtor in possession financing or use of cash collateral for the Debtor (such orders, the "DIP Order"), including the budget attached thereto. To the extent there is any inconsistency between the terms of the DIP Order and any action taken or proposed to be taken hereunder, the terms of the DIP Order shall control.

6. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of the Chapter 11 Cases with respect to the relief granted herein.

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

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

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

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

10. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

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

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

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

END OF ORDER

Prepared and presented by:

/s/ Marcus A. Helt

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