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

In re:	§	
	§	
	§	Chapter 11
	§	
4 West Holdings, Inc. <i>et al.</i> , ¹	§	Case No. 18-30777
	§	
Debtors.	§	(Joint Administration Requested)
	§	
	§	

**MOTION OF THE DEBTORS FOR ENTRY OF INTERIM AND FINAL
ORDERS AUTHORIZING (I) CONTINUED USE OF EXISTING CASH
MANAGEMENT SYSTEM, (II) MAINTENANCE OF EXISTING BANK
ACCOUNTS, AND (III) CONTINUED USE OF EXISTING BUSINESS
FORMS, AND (IV) EXTENSION OF TIME TO COMPLY WITH
11 U.S.C. § 345(b) DEPOSIT AND INVESTMENT REQUIREMENTS**

The above-captioned debtors (collectively the “Debtors”), by and through their proposed counsel, DLA Piper LLP (US), hereby submit this motion (the “Motion”) for entry of an interim

¹ A list of the Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, is attached hereto as Exhibit A.

order, substantially in the form attached hereto as **Exhibit B** (the “Proposed Interim Order”) and a final order, substantially in the form attached hereto as **Exhibit C** (the “Proposed Final Order”) and, together with the Proposed Interim Order, the “Proposed Orders”), pursuant to sections 105(a), 345, 1107 and 1108 of title 11 of the United States Code (the “Bankruptcy Code”), and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing (a) the Debtors to (i) continue to use their existing cash management system, (ii) maintain their existing bank accounts, and (iii) continue to use their existing business forms, and (b) an extension of time to comply with section 345(b) of the Bankruptcy Code, to the extent it is applicable. In support of the Motion, the Debtors rely upon, and incorporate by reference, the *Declaration of Louis E. Robichaux IV in Support of Chapter 11 Petitions and First Day Pleadings* (the “First Day Declaration”),² filed with the Court contemporaneously herewith. In further support of the Motion, the Debtors respectfully represent as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over the Debtors, their estates, and this matter under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b)(2).
2. Venue is proper before this Court under 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

3. On the date hereof (the “Petition Date”), each Debtor filed with this Court a voluntary petition for relief under the Bankruptcy Code.
4. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee,

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

examiner, or official committee of unsecured creditors has been appointed in the Debtors' chapter 11 cases (the "Chapter 11 Cases").

5. 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.

RELIEF REQUESTED

6. By this Motion, the Debtors seek entry of an order, pursuant to sections 105(a), 345, 1107 and 1108 of the Bankruptcy Code, granting the following relief:

- (a) Authorizing the Debtors to continue to use the Cash Management System, subject to any modification or other relief granted by order of this Court relating thereto,³ including the following:
 - (i) the continued use of the existing Bank Accounts (as defined below) at the Banks with the same names and account numbers as such Bank Accounts existed immediately prior to the Petition Date and authorizing the Debtors to open or close Bank Accounts in the ordinary course of business, including in connection with the Debtors' prepetition Account Migration Process (as defined below).
 - (ii) the ability of the Debtors to deposit funds into and withdraw funds from any of the Bank Accounts (subject to available funds or, in the case of zero balance accounts, subject to the availability of funds in the applicable linked funding accounts) by all usual means, including but not limited to checks, wire transfers, electronic funds transfers, ACH and other debits;
 - (iii) the waiver of any requirements to establish additional separate accounts for cash collateral and/or tax payments;

³ The Debtors have filed the *Debtors' Motion (I) Pursuant to 11 U.S.C. §§ 105, 361, 362, 363 and 364 Authorizing the Debtors to (A) Obtain Senior Secured Priming Superpriority Postpetition Financing, (B) Grant Liens and Superpriority Administrative Expense Status, (C) Use Cash Collateral of Prepetition Secured Parties, and (D) Grant Adequate Protection to Prepetition Secured Parties; (II) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and 4001(c) and (III) Granting Related Relief* (the "DIP Motion"), contemporaneously herewith. The DIP Motion contemplates payoff of Sterling of the Sterling Obligations (as defined therein) upon entry of an interim order approving the DIP Motion.

- (iv) authorizing the Banks to maintain, service and administer the Bank Accounts, without interruption and in the ordinary course of business, in accordance with applicable non-bankruptcy law and the account agreements and/or other service documentation between the applicable Bank and the Debtors relating to such accounts;
 - (v) authorizing the Banks to rely on the representations of the Debtors as to which Disbursements (as defined below) are authorized to be honored or dishonored, whether or not such Disbursements are dated prior to, on, or subsequent to the Petition Date, and whether or not the Bank believes the payment is authorized by an order of the Court; and
 - (vi) authorizing the Banks to charge and collect, and authorizing, but not directing the Debtors to pay, the prepetition and post-petition service charges and other fees and expenses to which the Banks are entitled under the terms of its account agreements and/or other service documentation with the Debtors (collectively, the “Bank Fees”);
- (b) Authorizing the Debtors to continue to use their existing preprinted Business Forms without alteration or change; provided, however, that once the Debtors have depleted their existing stock, the Debtors shall order new stock with the “debtor in possession” designation; and
 - (c) Granting an extension of time to comply with section 345(b) of the Bankruptcy Code.

7. Contemporaneously with the filing of this Motion, the Debtors have filed other motions seeking authority to pay certain prepetition obligations, including obligations related to employee payroll and employee benefits, critical vendors and taxes. With respect to certain of these prepetition obligations, the Debtors already have issued, in the ordinary course of business, checks and other debits that have yet to clear the banking system. In other instances, the Debtors will issue checks or other debits post-petition on account of the prepetition obligations once the Court has entered an appropriate order permitting the Debtors to do so. The Debtors intend to inform the Banks which prepetition checks and other debits should be honored pursuant to orders of the Court authorizing such payment. Regardless of any orders of the Court authorizing

prepetition and/or post-petition payments by the Debtors, the Banks shall not be required to honor any overdrafts, checks, drafts, ACH transfers, debits, wires or other transfers from the Bank Accounts (collectively, the “Disbursements”) unless there are collected and immediately available funds in the Bank Accounts sufficient to cover such requests.

8. As a result of the foregoing, the Debtors request that the Banks be authorized to accept and honor all representations from the Debtors as to which Disbursements should be honored or dishonored consistent with any order(s) of the Court and governing law, whether such Disbursements are dated or made prior to, on or subsequent to the Petition Date. To the extent that the Debtors direct that any Disbursement be dishonored or the Banks inadvertently dishonor any Disbursements, the Debtors request authority to issue replacement Disbursements consistent with the orders of this Court. The Debtors further request that the Banks shall not be liable to any party on account of: (a) following the Debtors’ instructions or representations; (b) the honoring of any prepetition check or item in a good faith belief that the Court has authorized such prepetition check or item to be honored despite implementation of reasonable and customary item handling procedures; or (c) as the result of an innocent mistake made despite implementation of reasonable and customary item handling procedures.

9. As described in greater detail below, the Debtors submit that the relief requested herein will help to ensure the Debtors’ orderly entry into and administration in chapter 11 and avoid many of the possible disruptions and distractions that could divert the Debtors’ attention from more pressing matters during the initial days of these Chapter 11 Cases.

THE DEBTORS’ CASH MANAGEMENT SYSTEM

10. In the ordinary course of their businesses, the Debtors utilize a centralized cash management system (the “Cash Management System”) through which funds are received,

consolidated, and disbursed to pay various business-related expenses. The Cash Management System is similar to those commonly employed by corporate enterprises of comparable size and complexity. A chart depicting the flow of funds in the Cash Management System is attached hereto as **Exhibit D**.

11. On a daily basis, the Debtors process a large number of transactions through the Cash Management System. In doing so, the Debtors routinely deposit, withdraw, and otherwise transfer funds to, from, and between bank accounts by various methods, including by check, wire transfer, automated clearing house transfer, and electronic funds transfer. The Debtors maintain current and accurate records of all transactions processed through the Cash Management System, including intercompany obligations. In the ordinary course of business, the Debtors generally do not engage in intercompany transfers; however, to the extent that there are any intercompany claims incurred after the Petition Date, such transactions will be documented in the Debtors' books and records through their ordinary course accounting process.

12. The Cash Management System consists of the banks and bank accounts listed on **Schedule 1** to the Proposed Interim Order (such bank accounts and banks, the "**Bank Accounts**" and "**Banks**," respectively).⁴

13. As of the Petition Date, the Cash Management System utilized 306 Bank Accounts. Most of the Bank Accounts are held at CIBC a/k/a The Private Bank ("**TPB**"), Sterling National Bank ("**Sterling**") and Wells Fargo Bank, N.A. As of the Petition Date, the Debtors were in the process of transitioning their accounts from TPB to Sterling (the "**Account Migration Process**"). As each Facility completes its transition of deposit accounts to Sterling, the

⁴ Schedule 1 to the Proposed Interim Order contains a list of the active Bank Accounts and a separate list of accounts pending closure at TPB (as defined below).

corresponding accounts with TPB are closed. In some instances, the transition of accounts is in process but have not been completed primarily due to delays associated with redirecting government receivables into a new Sterling account. The Debtors seek authorization to continue, in their sole discretion, the Account Migration Process postpetition.⁵

14. The Debtors request that the Court authorize the Banks to continue to maintain, service and administer the applicable Bank Accounts without interruption in the ordinary course of business, notwithstanding whether the Banks are authorized depository institutions in this District. However, all of the Banks are Federal Deposit Insurance Corporation (the “FDIC”) insured banking institutions and therefore the Debtors submit that it is appropriate to continue to maintain these accounts during the pendency of these Chapter 11 Cases.

A. The Bank Accounts

15. The Cash Management System consists of the following categories of Bank Accounts:

- a. Government Receivables Accounts: Each skilled nursing facility that the Debtors operate (each, a “Facility”) maintains a deposit account for government receivables (each, a “Government Receivables Account”). Most of the Government Receivables Accounts are held at Sterling, but some still remain at TPB as the Account Migration Process is ongoing. These Bank Accounts are funded from Medicaid and Medicare payments and are zero balance accounts. Any funds contained in these accounts are swept on a daily basis into a Concentration Account (as defined below) of each Facility entity’s parent.
- b. Private Pay Accounts: Each Facility also maintains an account into which non-government receivables are funded (each, a “Private Pay Account”). These accounts are funded from resident and resident payments (including through insurance carriers). As with the Government Receivables Accounts, any funds contained in these accounts are swept on a daily basis into a Concentration Account (as defined below) of each Facility entity’s parent.

⁵ There are approximately sixty-five accounts at TBP that are currently pending closure as indicated on Schedule 1 to the Proposed Interim Order.

- c. Concentration Accounts: The Debtors maintain five (5) concentration accounts (each, a “Concentration Account”) at Sterling and four (4) Concentration Accounts at TPB.⁶ As discussed above, funds from the Governmental Receivables Accounts and the Private Pay Accounts are swept daily into a Concentration Account of each Facility entity’s parent. The funds in the Concentration Accounts are then swept daily into the 4 West Holdings Master Deposit Accounts (as defined below).
- d. 4 West Holdings Master Deposit Accounts: Debtor 4 West Holdings, Inc. maintains a master deposit account at Sterling and another at TPB (together, the “4 West Holdings Master Deposit Accounts”). Funds from the Concentration Accounts held at Sterling are swept daily into the 4 West Holdings Master Deposit Account at Sterling. Funds from the Concentration Accounts held at TPB are swept daily into the 4 West Holdings Master Deposit Account at TPB. Funds in both 4 West Holdings Master Deposit Accounts are then transferred by automatic daily wire to Sterling to pay down the revolving line of credit under the Sterling credit facility. Following the Petition Date, and following payoff of the Sterling Obligations pursuant to an order approving the DIP Motion, the Debtors will no longer be required to transfer the funds in the 4 West Holdings Master Deposit Accounts to Sterling, and rather will transfer those funds on a daily basis to the Operating Account.
- e. Operating Account: Prior to the Petition Date, the Debtors, through Debtor Orianna Health Systems, LLC (“OHS”), make a daily borrowing request for funding under the Sterling credit facility. Sterling deposits funds into OHS’ operating account at Sterling (the “Operating Account”). Funds from the Operating Account are swept daily to the (i) OHS Disbursement Account (as defined below), (ii) OHS Payroll Disbursement Account (as defined below), or (iii) OHS Payroll Tax Disbursement Account (as defined below), to among other things, fund payroll and other operating expenses. Following the Petition Date, and following payoff of the Sterling Obligations pursuant to an order approving the DIP Motion, there will be a daily transfer from the 4 West Holdings Master Deposit Accounts to the Operating Account.
- f. OHS Disbursement Account: As needed, funds from the Operating Account are swept daily into an OHS disbursement account at Sterling (the “OHS Disbursement Account”) to pay operating expenses and employee benefit programs (other than 401(k)), either via check, wire transfer, or ACH to vendors.
- g. OHS Payroll Disbursement Account: As needed, funds from the Operating Account were swept daily into an OHS payroll disbursement account at Sterling (the “OHS Payroll Disbursement Account”) to fund payroll for all employees

⁶ Some Concentration Accounts at TPB are referred to as “Master Deposit Accounts” but have the same function as a Concentration Account in the Debtors’ overall Cash Management System.

employed by the Debtors⁷, employee contributions to the 401(k) plan and other employee benefit and processing fees. As described in further detail in the First Day Declaration, Health Care Navigator, LLC (“HCN”) is the payroll processor and benefits administrator for the Debtors.

- h. OHS Payroll Tax Disbursement Account: As needed, funds from the Operating Account are transferred into an OHS payroll tax disbursement account at Sterling (the “OHS Payroll Tax Disbursement Account”). The funds in this account are transferred to Ceridian Tax Services to remit payroll taxes to the appropriate taxing authorities and employee garnishments to the appropriate third parties.
- i. Scepter Security Deposit Account: Debtor Scepter Senior Living Center, LLC (“Scepter”) maintains a security deposit account at CIBC (the “Scepter Security Deposit Account”) to hold security deposits of Scepter’s residents. Upon a resident leaving Scepter or upon the death of a resident, any remaining funds in the security deposit account are returned to the resident or the resident’s representative.
- j. Brushy Creek Accounts: Debtor Brushy Creek Rehabilitation and Healthcare Center, LLC (“Brushy Creek”) maintains a deposit account at TPB (the “Deposit Account”). Brushy Creek is not a borrower under the Sterling credit facility and therefore, the funds in Brushy Creek’s deposit account are transferred via wire (as needed) into the OHS Operating Account (instead of flowing through a parent’s Concentration Account into the 4 West Holdings Master Deposit Account).
- k. Palladium Accounts: Debtor Palladium Hospice and Palliative Care, LLC (“Palladium”) is a company that provides hospice care in a number of the Debtors’ Facilities as well as other non-debtor skilled nursing facilities. Palladium is not a borrower under the Sterling credit facility⁸ and therefore its receivable account (for both government receivables and third party payors) maintained at TPB (the “Palladium Receivables Account”) is not swept into the 4 West Master Deposit Accounts. Instead, the funds in the Palladium Receivables Account are swept daily into Palladium’s master operating account (the “Palladium Master Operating Account”) ⁹. Checks, ACH transfers and wire transfers are made from the Palladium Master Operating Account to pay payroll for employees employed by Palladium, vendors and other operating expenses of Palladium. As needed, funds are swept into Palladium’s payroll tax disbursement account to fund payroll taxes and garnishment payments. Palladium also utilizes the services of Ceridian for remittance of payroll taxes and HCN for payroll processing.

⁷ With the exception of employees employed by Palladium.

⁸ Palladium is, however, a borrower under the Omega Working Capital Loan (as defined in the First Day Declaration).

⁹ The Palladium Master Operating Account is also referred to as a “General Account.”

- l. Resident Trust Accounts: Each Facility maintains a resident trust account (collectively, the “Resident Trust Accounts”) for their residents for amounts in excess of \$100. Upon written authorization of a resident, the Facility must hold, safeguard, manage and account for such resident’s personal funds as federally mandated. The Resident Trust Accounts are escrow accounts which hold funds belonging to the residents, such as social security payments or any other payments they may receive from third parties. The Resident Trust Accounts are not property of the Debtors’ estates, but rather are property of the Debtors’ residents. The Facility’s residents may direct a draw from the Resident Trust Account upon request and to the extent that residents use the funds to pay amounts owed to the Debtors, such funds are transferred to the Resident Care Cost Account and then from there, by automatic wire to a Concentration Account at Seterling. . The Facility’s residents may also transfer funds in the Resident Trust Account or into the Resident Trust Petty Cash Account (as defined below).
- m. Resident Trust Petty Cash Accounts: Each Facility also maintains a resident trust petty cash account (“Resident Trust Petty Cash Accounts”), for any other personal resident’s funds (usually amounts less than \$100 from the Resident Trust Accounts), which allows the residents to withdraw small amounts of cash for personal use such as entertainment, travel, or personal care. The Resident Trust Petty Cash Accounts are also escrow accounts and the funds contained therein are not property of the Debtors’ estates, but rather are property of the Debtors’ residents.
- n. Resident Care Cost Accounts: Each Facility maintains a resident “care cost” account (the “Care Cost Accounts”). Funds from the Resident Trust Accounts are transferred to Care Cost Accounts to pay for services rendered to residents that are not covered by third party payors. Each day, funds in the Care Cost Accounts are automatically wired into the Facility’s Concentration Account.
- o. New Operator Accounts. Approximately one year prior to the Petition Date, the Debtors transferred certain of their Facilities to new operators (the “Third Party Operators”). As part of the transition, the Debtors coordinated with the Third Party Operators to change the direct deposit and wire transfer information with third parties, including Medicare and Medicaid, so that any future payment of funds from these entities would be transferred to the Third Party Operators’ accounts. Despite the Debtors’ efforts, these payment changes have taken longer than expected to effectuate and consequently, from time to time, the Debtors continue to inadvertently receive money into their accounts (the “New Operator Accounts”) rather than Third Party Operators’ accounts. In the ordinary course of business, the Debtors routinely remit such funds to the Third Party Operators as the Debtors understand that they are not entitled to such funds. The Debtors seek authority to continue this practice of remitting funds from the New Operator Accounts to the Third Party Operators postpetition in accordance with prepetition practices.

B. Business Forms

16. In addition to the Cash Management System and Bank Accounts, the Debtors, in the ordinary course of its business, use numerous business forms (including but not limited to checks, deposit slips, letterhead, contracts, purchase orders and invoices) (collectively, the “Business Forms”). Most of the Business Forms are printed on an as-needed basis from an electronic template and therefore, the Debtors intend to designate “Debtor-in-Possession” on such forms, including checks. However, with respect to the preprinted Business Forms, the Debtors request that they be authorized to continue to use these preprinted Business Forms on a postpetition basis and once their existing stock is depleted, the Debtors will then replace them with stock containing the “Debtor-in-Possession” designation. The Debtors submit that it would be expensive and wasteful, and disruptive to the Debtors’ business, to destroy all of these forms and order new ones. Absent this relief, the estates will be required to bear a potentially significant expense that the Debtors believe is unwarranted, without any meaningful corresponding benefit, and would unnecessarily distract the Debtors away from their efforts from administering these Chapter 11 Cases.

BASIS FOR RELIEF

A. The Debtors’ Continued Use of Their Cash Management System, Bank Accounts and Business Forms is Essential to Their Ongoing Businesses and Is in the Best Interests of the Debtors’ Respective Estates and Creditors.

17. The Office of the United States Trustee (the “U.S. Trustee”) has established operating guidelines for debtors in possession relating to cash management systems (the “UST Guidelines”). The UST Guidelines, which are designed to provide a clear demarcation between a debtor’s prepetition and postpetition operations, require, among other things, that a debtor: (a) close all existing bank Accounts; (b) open new accounts designated as “debtor in possession”

accounts; (c) make all post-petition disbursements by check; and (d) include the words “debtor in possession” and certain other information on all checks. *See* 28 U.S.C. § 586 and UST Guidelines.

18. The Debtors seek authority to continue to use their Cash Management System consistent with their prepetition business practices and procedures, pending a final hearing and entry of the Proposed Final Order. The Cash Management System is an ordinary course, essential business practice of the Debtors, and absent the requested relief, the Debtors would have to significantly alter their Cash Management System in order to comply with the UST Guidelines. The Cash Management System currently in place enables the Debtors to, among other things, (a) control and monitor corporate funds, (b) ensure cash availability and (c) reduce administrative expenses by facilitating the movement of funds throughout their enterprise.

19. In larger chapter 11 cases, courts have routinely waived the requirements of the UST Guidelines, recognizing that they are often impractical and potentially detrimental to a debtor’s postpetition business operations and restructuring efforts. *See, e. g., Southmark Corp. v. Grosz (In re Southmark Corp.),* 49 F.3d 1111, 1114 (5th Cir. 1995) (finding that the cash management system allows the debtor “to administer more efficiently and effectively its financial operations and assets”); *Official Comm. of Unsecured Creditors of the Columbia Gas Transmission Corp. v. Columbia Gas Sys. Inc. (In re Columbia Gas Sys. , Inc.),* 997 F.2d 1039, 1061 (3rd Cir. 1993) (finding that a requirement to maintain all accounts separately “would be a huge administrative burden and economically inefficient”).

20. Given the size and complexity of the Debtors’ business operations, any disruption of their accounting and cash management procedures would be burdensome and disruptive and could adversely impact the Debtors’ efforts to reorganize. At this critical juncture, the Debtors

must be able to conduct “business as usual” to the extent possible. To this end, it is essential that the Debtors be permitted to continue to use their existing Cash Management System and Bank Accounts.

21. The Cash Management System and Bank Accounts provide numerous benefits to the Debtors and their estates. Among other benefits, the Cash Management System and the Bank Accounts permit the Debtors to centrally control and monitor the collection and transfer of funds, to ensure cash availability, to reconcile intercompany transactions, to maximize investment income, and to reduce administrative burden and expense. The Debtors have the capability through the Cash Management System to distinguish between prepetition and postpetition transactions and to reconcile intercompany transactions without the necessity of closing the Bank Accounts and opening new ones. Moreover, the Debtors have the ability to generate through the Cash Management System detailed and accurate reports.

22. The Court has authority to grant the relief requested in this Motion under section 105(a) of the Bankruptcy Code, which empowers bankruptcy courts to enter “any order, process, or judgment that is necessary or appropriate” to carry out the provisions of the Bankruptcy Code. Section 105(a) of the Bankruptcy Code codifies the “equitable power” of bankruptcy courts and provides “broad authority” to accomplish tasks important to the implementation of the Bankruptcy Code. *See United States v. Energy Res. Co.*, 495 U.S. 545, 549 (1990) (stating that the statutory directive of section 105(a) is “consistent with the traditional understanding that bankruptcy courts, as courts in equity, have broad authority to modify creditor-debtor relationships”). Based on the foregoing, there is good cause for waiver of the requirements of the UST Guidelines. The continued use of the Cash Management System and the Bank

Accounts is in the best interests of the Debtors' estates, and no party in interest would be prejudiced in any way by their continued use.

23. Finally, because the Debtors accept Medicare and Medicaid payments, the Bank Accounts are subject to certain restrictions. Specifically, anti-assignment rules require Medicare and Medicaid payments to be made only to a bank account that is under the sole control of the healthcare provider, and any governmental payments must be made into a lockbox account. If Medicare or Medicaid receivables were assigned to another account, such assignment could violate the anti-assignment rules and result in the termination of the provider agreement.

24. To protect against the possible inadvertent payment of prepetition claims, within two (2) business days after the date of entry of an interim order on this Motion, the Debtors will advise their Banks not to honor checks issued by the Debtors prior to the Petition Date, except as otherwise expressly permitted by an order of the Court. The Debtors will communicate to the Banks which checks expressly have been permitted by an order of the Court. Moreover, the Debtors have the capacity to draw the necessary distinctions between prepetition and postpetition obligations and payments without closing the Bank Accounts and opening new ones

25. By this Motion, the Debtors are seeking authority to implement ordinary course changes to their Cash Management System, should they determine in the ordinary course of business that such changes are beneficial to their businesses. This includes authority to open and close bank accounts, including in connection with their prepetition Accounts Migration Process. The Debtors request that the Banks be authorized to honor the Debtors' requests to open or close any bank accounts; *provided, however*, that any new domestic account is established at Sterling or any other bank insured with the FDIC and is organized under the laws of the United States or any State therein or, in the case of accounts that may carry a balance exceeding the insurance

limitations set thereby, at banks that have executed a Uniform Depository Agreement with the U.S. Trustee or at such banks that are willing to immediately execute such an agreement. The Debtors will provide written notice within ten (10) days following the opening or closing of any bank account to the U.S. Trustee for the Northern District of Texas, OHI Asset RO, LLC (“Omega”), and any statutory committee(s) appointed in these Chapter 11 Cases.

Business Forms

26. In the ordinary course of their businesses, the Debtors use a multitude of checks and other Business Forms. The majority of the Debtors’ Bank Accounts are managed electronically and do not use paper forms. However, the Debtors may use limited preprinted forms such as letterhead. By virtue of the nature and scope of the Debtors’ business operations and the large number of suppliers of goods and services with whom the Debtors interact on a regular basis, it is important that the Debtors be permitted to continue to use the preprinted forms without alteration or change and without the “Debtor in Possession” designation. Otherwise, the estates would be required to bear a potentially significant expense which the Debtors respectfully submit is unwarranted. Once such preprinted Business Forms are depleted, the Debtors will then seek to replace them with forms containing the “Debtor in Possession” designation.

27. In addition, the Debtors have prepared communication materials to distribute to the various parties with which they conduct business, which will, among other things, inform such parties of the commencement of these Chapter 11 Cases. The Debtors believe that these direct and targeted communications will provide adequate notice of the Debtors’ status as debtors in possession without requiring the Debtors to modify their Business Forms.

28. Courts in this district routinely approve the postpetition confirmation of a debtor’s cash management system and use of business forms. *See, e.g., In re ADPT DFW Holdings LLC,*

Case No. 17-31432 (SGJ) (Bankr. N.D. Tex. June 14, 2017) (authorizing continued use of cash management system and business forms) [Dkt. No. 324]; *In re Erickson Incorporated*, Case No. 16-34393 (HDH) (Bankr. N.D. Tex. Nov. 10, 2016) (same) [Dkt. No. 41]; *In re Energy & Exploration Partners, Inc.*, Case No. 15-44931 (RFN) (Bankr. N.D. Tex. Feb. 25, 2016) (same) [Dkt. No. 427].

29. The Debtors respectfully submit that under the circumstances, the maintenance of the Debtors' Cash Management System in substantially the same form as it existed prior to the Petition Date is in the best interests of the Debtors' estates and creditors. Preserving a "business as usual" atmosphere and avoiding the unnecessary distractions that inevitably would be associated with any substantial changes to the Cash Management System will (a) facilitate the Debtors' stabilization of their postpetition business operations and (b) assist the Debtors in their efforts to preserve and maximize value. Moreover, it will allow the Debtors to continue providing services to the residents at the Debtors' facilities in an uninterrupted manner.

B. The Court Should Authorize Banks Participating in the Cash Management System to Honor Certain Transfers, Charge Bank Fees and Certain Other Amounts.

30. Contemporaneously with the filing of this Motion, the Debtors have filed various motions for authorization to pay prepetition debt. With respect to some of this debt, prior to the Petition Date, the Debtors issued checks that have yet to clear the banking system and, but for the entry of an Order of the Bankruptcy Court, such checks would not clear. With respect to other debt, the Debtors intend to issue checks postpetition on account of such prepetition debt once the Court enters an order permitting the Debtors to take such action. The Debtors intend to inform their Banks that any checks issued prior to the Petition Date should be dishonored, except to the extent any checks should be honored pursuant to orders of the Court authorizing such payment.

31. As a result of the foregoing, the Debtors request the Banks be authorized to accept and honor all representations from the Debtors as to which checks, drafts, wires or ACH transfers should be honored or dishonored consistent with any order of this Court and governing law, whether such checks, drafts, wires or ACH transfers are dated prior to, on or subsequent to the Petition Date. Pursuant to the relief requested in this Motion, the Banks shall not be liable to any party on account of: (a) following the Debtors' instructions or representations as to any order of this Court; (b) the honoring of any prepetition check or item in a good-faith belief that the Court has authorized such prepetition check or item to be honored; or (c) an innocent mistake made despite implementation of reasonable item handling procedures. Such relief is reasonable and appropriate because the Banks are not in a position to independently verify or audit whether a particular item may be paid in accordance with a Court order or otherwise.

32. Finally, the Debtors request authority for the Banks to charge, and the Debtors to pay or honor, both prepetition and postpetition service and other fees, costs, charges and expenses to which the Banks may be entitled under the terms of and in accordance with their contractual arrangements with the Debtors (collectively, the "Bank Fees"). The Debtors also request the Banks be authorized to charge back returned items to the Bank Accounts in the normal course of business. The Debtors require this relief to minimize the disruption of the Cash Management System and their Bank Accounts and to assist them in accomplishing a smooth transition to operating in chapter 11.

C. An Extension of Time to Comply With Section 345(b) of the Bankruptcy Code is Warranted.

33. By this Motion, the Debtors seek a 60-day extension of the time to comply with section 345(b) of the Bankruptcy Code to the extent it is not already in compliance, without prejudice to the Debtors' ability to seek a further extension or final waiver of those requirements.

34. Section 345(a) of the Bankruptcy Code governs a debtor's deposit and investment of cash during its chapter 11 case and authorizes such deposits or investments as "will yield the maximum reasonable net return on such money, taking into account the safety of such deposit or investment." For deposits or investments that are not "insured or guaranteed by the United States or by a department, agency, or instrumentality of the United States or backed by the full faith and credit of the United States," section 345(b) of the Bankruptcy Code requires that the debtor obtain from the "entity with which the money is deposited or invested a bond in favor of the United States [that is] secured by the undertaking of a[n adequate] corporate surety . . . unless the court for cause orders otherwise."

35. In a chapter 11 case such as this one, strict adherence to the requirements of section 345(b) of the Bankruptcy Code would be inconsistent with the value-maximizing purpose of chapter 11 by unduly hampering a debtor's ability under section 345(a) to invest money such "as will yield the maximum reasonable net return on such money." As a result, in 1994, to avoid "needlessly handcuff[ing] larger, more sophisticated debtors," Congress amended section 345(b) to provide that its strict investment requirements may be waived or modified if the court so orders "for cause." 140 Cong. Rec. H. 10,767 (Oct. 4, 1994).

36. Historically, all excess funds of the Debtors have been maintained in domestic bank accounts insured by the FDIC. To the extent the Debtors' cash management practices may not strictly comply in all respects with the guidelines identified in section 345 of the Bankruptcy Code, the Debtors' investments are nevertheless safe and prudent. However, during the extension period, the Debtors propose to engage with the U.S. Trustee in discussions to determine what modifications to its investment guidelines, if any, would be appropriate under the circumstances.

RESERVATION OF RIGHTS

37. Nothing contained herein is intended or shall be construed as (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of any of the Debtors' or any appropriate party in interest's rights to dispute the amount of, basis for, or validity of any claim against the Debtors, (iii) a waiver of any claims or causes of action which may exist against any creditor or interest holder, or (iv) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy between any Debtor and any third party under section 365 of the Bankruptcy Code. Likewise, if the Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended to be and should not be construed as an admission to the validity of any claim or a waiver of any of the Debtors' rights to dispute such claim.

THE DEBTORS SATISFY BANKRUPTCY RULE 6003(b)

38. Bankruptcy Rule 6003(b) provides that, if relief is necessary to avoid immediate and irreparable harm, a bankruptcy court may approve a motion to "pay all or part of a claim that arose before the filing of the petition" prior to twenty-one (21) days after the Petition Date. FED. R. BANKR. P. 6003(B); *See Czyewski v. Jevic Holding Corp.*, 137 S. Ct. 973, 985 (2017) (noting that courts can approve orders that allow payment of prepetition debt, which is necessary for the debtors to reorganize and restructure their debts and maximize the value of the bankruptcy estate). Immediate and irreparable harm exists where the absence of relief would impair a debtor's ability to reorganize or threaten the debtor's future as a going concern. Specifically, the Fifth Circuit has interpreted the language "immediate and irreparable harm" in the context of preliminary injunctions. In that context, courts in this Circuit have explained that irreparable harm requires proof that "(1) the harm to Plaintiffs is imminent (2) the injury would be

irreparable and (3) that Plaintiffs have no other adequate legal remedy.” *See, e.g., GoNannies, Inc. v. GoAuPair.Com, Inc.*, 464 F. Supp. 2d 603, 608 (N.D. Tex. 2006) (citing *Chacon v. Granata*, 515 F.2d 922, 925 (5th Cir. 1975)).

39. Based on the foregoing, the Debtors submit that the relief requested herein is necessary to avoid immediate and irreparable harm, and therefore, Bankruptcy Rule 6003 is satisfied.

REQUEST FOR WAIVER OF BANKRUPTCY RULES 6004(a) AND (h)

40. To implement the foregoing successfully, the Debtors seek a waiver of the notice requirements under Bankruptcy Rule 6004(a) and the fourteen (14) day stay of an order authorizing the use, sale, or lease of property under Bankruptcy Rule 6004(h). As explained above and in the First Day Declaration, the relief requested herein is necessary to avoid immediate and irreparable harm to the Debtors. Accordingly, ample cause exists to justify the waiver of the notice requirements under Bankruptcy Rule 6004(a) and the fourteen-day (14) stay imposed by Bankruptcy Rule 6004(h), to the extent such notice requirements and such stay apply.

NOTICE

41. Notice of this Motion shall be provided to: (a) U.S. Trustee; (b) the Office of the Attorney General of the states in which the Debtors operate Facilities; (c) the Debtors’ forty (40) largest unsecured creditors on a consolidated basis; (d) counsel to OHI Asset RO, LLC and the DIP Lender; (e) the Banks; (f) the Internal Revenue Service; and (g) the Department of Medicaid, Department of Health, and Division of Health Services Regulation in each state in which the Debtors operate Facilities. The Debtors respectfully submit that such notice is sufficient and that no further notice of this Motion is required.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Orders granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: March 6, 2018
Dallas, Texas

Respectfully submitted,

DLA PIPER LLP (US)

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Proposed Attorneys for the Debtors and Debtors in Possession

EXHIBIT A**(Sorted Alphabetically)**

	Debtor Name	EIN
1.	4 West Holdings, Inc.	9732
2.	4 West Investors, LLC	6021
3.	Aiken RE, LLC	1814
4.	Ambassador Rehabilitation and Healthcare Center, LLC	1636
5.	Anchor Rehabilitation and Healthcare Center of Aiken, LLC	9448
6.	Anderson RE TX, LLC	3630
7.	Anderson RE, LLC	1806
8.	Ark II Real Estate, LLC	3628
9.	Ark III Real Estate, LLC	0121
10.	Ark Mississippi Holding Company, LLC	3765
11.	Ark Real Estate, LLC	6014
12.	Ark South Carolina Holding Company, LLC	0002
13.	Ark Texas Holding Company, LLC	3739
14.	Battle Ground RE, LLC	1818
15.	Brushy Creek Rehabilitation and Healthcare Center, LLC	3292
16.	Bryan RE, LLC	3633
17.	Burleson RE, LLC	1777
18.	Capstone Rehabilitation and Healthcare Center, LLC	7871
19.	Charlottesville Pointe Rehabilitation and Healthcare Center, LLC	4467
20.	Charlottesville RE, LLC	0836
21.	Cleveland RE, LLC	6013
22.	Clinton RE, LLC	8109
23.	Cobblestone Rehabilitation and Healthcare Center, LLC	1612
24.	Collierville RE, LLC	8845
25.	Columbia RE, LLC	8838
26.	Columbia Rehabilitation and Healthcare Center, LLC	6772
27.	Comfort RE, LLC	1902
28.	Connersville RE, LLC	9824
29.	Corinth RE, LLC	1777
30.	Cornerstone Rehabilitation and Healthcare Center, LLC	8841
31.	Crystal Rehabilitation and Healthcare Center, LLC	8842
32.	Delta Rehabilitation and Healthcare Center of Cleveland, LLC	7212
33.	Descending Dove, LLC	8081
34.	Diboll RE, LLC	1939
35.	Easley RE II, LLC	1819
36.	Easley RE, LLC	1817
37.	Edgefield RE, LLC	3574
38.	Farmville RE, LLC	3442
39.	Farmville Rehabilitation and Healthcare Center, LLC	4464
40.	Fleetwood Rehabilitation and Healthcare Center, LLC	9615
41.	Fortress Health & Rehab of Rock Prairie, LLC	1314
42.	Granbury RE, LLC	1999
43.	Great Oaks RE, LLC	1731

	Debtor Name	EIN
44.	Great Oaks Rehabilitation and Healthcare Center, LLC	4357
45.	Greenville RE II, LLC	1798
46.	Greenville RE, LLC	1797
47.	Greenville Rehabilitation and Healthcare Center, LLC	3920
48.	Greenwood RE, LLC	1654
49.	Greer RE, LLC	1795
50.	Greer Rehabilitation and Healthcare Center, LLC	9462
51.	Grenada RE, LLC	1623
52.	Grenada Rehabilitation and Healthcare Center, LLC	8843
53.	Heritage Park Rehabilitation and Healthcare Center, LLC	9055
54.	Hillsville RE, LLC	2195
55.	Hillsville Rehabilitation and Healthcare Center, LLC	4463
56.	Holly Lane Rehabilitation and Healthcare Center, LLC	9103
57.	Holly RE, LLC	1816
58.	Holly Springs RE, LLC	1559
59.	Holly Springs Rehabilitation and Healthcare Center, LLC	6524
60.	Indianola RE, LLC	6022
61.	Indianola Rehabilitation and Healthcare Center, LLC	7203
62.	Italy RE, LLC	2086
63.	Iva RE, LLC	1801
64.	Iva Rehabilitation and Healthcare Center, LLC	0384
65.	Johns Island Rehabilitation and Healthcare Center, LLC	4898
66.	Joy of Bryan, LLC	4072
67.	Lampstand Health & Rehab of Bryan, LLC	2002
68.	Linley Park Rehabilitation and Healthcare Center, LLC	0525
69.	Macon Rehabilitation and Healthcare Center, LLC	9644
70.	Magnified Health & Rehab of Anderson, LLC	9060
71.	Manna Rehabilitation and Healthcare Center, LLC	9441
72.	Marietta RE, LLC	1809
73.	McCormick RE, LLC	1808
74.	McCormick Rehabilitation and Healthcare Center, LLC	3193
75.	Memphis RE, LLC	8846
76.	Midland RE, LLC	5138
77.	Midland Rehabilitation and Healthcare Center, LLC	9679
78.	Moultrie RE, LLC	9943
79.	Mountain View Rehabilitation and Healthcare Center, LLC	9227
80.	Natchez RE, LLC	6019
81.	Natchez Rehabilitation and Healthcare Center, LLC	6773
82.	New Ark Master Tenant, LLC	7893
83.	New Ark Operator Holdings, LLC	7623
84.	New Redeemer Health & Rehab of Pickens, LLC	5321
85.	Olive Leaf Holding Company, LLC	0129
86.	Olive Leaf, LLC	0001
87.	Omega Health & Rehab of Greenville, LLC	9461
88.	Orianna Health Systems, LLC	5160
89.	Orianna Holding Company, LLC	1323
90.	Orianna Investment, Inc.	1141

	Debtor Name	EIN
91.	Orianna SC Operator Holdings, Inc.	0383
92.	Palladium Hospice and Palliative Care, LLC	1873
93.	Patewood Rehabilitation and Healthcare Center, LLC	9457
94.	Picayune RE, LLC	9749
95.	Picayune Rehabilitation and Healthcare Center, LLC	9183
96.	Pickens RE II, LLC	1823
97.	Pickens RE, LLC	1821
98.	Piedmont RE, LLC	1800
99.	Poinsett Rehabilitation and Healthcare Center, LLC	0713
100.	Poplar Oaks Rehabilitation and Healthcare Center, LLC	4771
101.	Portland RE, LLC	1822
102.	Provo RE, LLC	3568
103.	Rainbow Rehabilitation and Healthcare Center, LLC	4772
104.	River Falls Rehabilitation and Healthcare Center, LLC	9788
105.	Riverside Rehabilitation and Healthcare Center, LLC	3951
106.	Rock Prairie RE, LLC	3636
107.	Rocky Mount RE, LLC	5904
108.	Rocky Mount Rehabilitation and Healthcare Center, LLC	4466
109.	Roy RE, LLC	5142
110.	Scepter Rehabilitation and Healthcare Center, LLC	1630
111.	Scepter Senior Living Center, LLC	1621
112.	Simpsonville RE II, LLC	1804
113.	Simpsonville RE, LLC	1802
114.	Simpsonville Rehabilitation and Healthcare Center, LLC	3564
115.	Snellville RE, LLC	9933
116.	Southern Oaks Rehabilitation and Healthcare Center, LLC	1141
117.	The Bluffs Rehabilitation and Healthcare Center, LLC	9314
118.	The Ridge Rehabilitation and Healthcare Center, LLC	1456
119.	Trinity Mission Health & Rehab of Connersville, LLC	8787
120.	Trinity Mission of Burleson, LLC	2585
121.	Trinity Mission of Comfort, LLC	2573
122.	Trinity Mission of Diboll, LLC	2581
123.	Trinity Mission of Granbury, LLC	2582
124.	Trinity Mission of Italy, LLC	2576
125.	Trinity Mission of Winnsboro, LLC	2583
126.	Utah Valley Rehabilitation and Healthcare Center, LLC	9661
127.	Vicksburg RE, LLC	0150
128.	Victory Rehabilitation and Healthcare Center, LLC	9485
129.	Wadesboro RE, LLC	9929
130.	Wide Horizons RE, LLC	5144
131.	Wide Horizons Residential Care Facility, LLC	9387
132.	Winnsboro RE, LLC	2134
133.	Woodlands Rehabilitation and Healthcare Center, LLC	9127
134.	Yazoo City RE, LLC	8844
135.	Yazoo City Rehabilitation and Healthcare Center, LLC	7216

EXHIBIT B

Proposed Interim Order

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

	§	
	§	
In re:	§	Chapter 11
	§	
4 West Holdings, Inc. <i>et al.</i> , ¹	§	Case No. 18-30777
	§	
Debtors.	§	(Joint Administration Requested)
	§	
	§	

INTERIM ORDER AUTHORIZING (I) CONTINUED USE OF EXISTING CASH MANAGEMENT SYSTEM, (II) MAINTENANCE OF EXISTING BANK ACCOUNTS, (III) CONTINUED USE OF EXISTING BUSINESS FORMS, AND (IV) EXTENSION OF TIME TO COMPLY WITH 11 U.S.C. § 345(b) DEPOSIT AND INVESTMENT REQUIREMENTS

Upon the motion (the “Motion”)² of the above-captioned debtors (the “Debtors”) for entry of an interim order (this “Interim Order”), pursuant to sections 105(a), 345, 1107, and 1108, of title 11 of the United States Code (the “Bankruptcy Code”), and rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing (a) the Debtors to (i) continue to use their existing cash management system, (ii) maintain their existing

¹ A list of the Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, is attached to the Motion as Exhibit A.

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

bank accounts, and (iii) continue to use their existing business forms, and (b) an extension of time to comply with section 345(b) of the Bankruptcy Code, to the extent they apply to the Bank Accounts, all as further described in the Motion; and upon consideration of the First Day Declaration; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing were adequate and appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted on an interim basis, as set forth herein.
2. The Debtors are authorized to: (a) maintain and continue using in the ordinary course, subject to the terms of this Interim Order and any other orders of this Court, the Cash Management System described in the Motion, a diagram of which is attached to the Motion as Exhibit D, including the Bank Accounts listed as Schedule 1 hereto, and (b) open and close bank accounts in their sole discretion without further order of this Court, including in connection with the Account Migration Process; *provided, however*, that the Debtors shall give notice within ten (10) days to the Office of the United States Trustee for the Northern District of Texas, Omega,

and any statutory committee(s) appointed in these Chapter 11 Cases. The Debtors shall open any such new bank account(s) at any bank that is insured with the Federal Deposit Insurance Company and has executed a Uniform Depository Agreement with the Office of the United States Trustee for the Northern District of Texas, or at such banks that are willing to execute such an agreement.

3. Upon entry of this Interim Order and following payoff of the Sterling Obligations pursuant to an order approving the DIP Motion, the Debtors are authorized to take all actions necessary to transfer funds from the 4 West Holdings Master Deposit Accounts to the Operating Account.

4. The Debtors are authorized to continue to use the Bank Accounts under existing account numbers without interruption; provided, however, that no checks issued against the Bank Accounts prior to the commencement of these Chapter 11 Cases shall be honored, except as otherwise set forth in this Interim Order or as authorized by further order of this Court and directed by the Debtors.

5. The Debtors are authorized to continue to maintain and manage the Resident Trust Accounts and Resident Trust Petty Cash Accounts on behalf of their residents in the ordinary course of business consistent with prepetition practices and as mandated by applicable federal law. For the avoidance of doubt, the funds in the Resident Trust Accounts and the Resident Trust Petty Cash Accounts are not property of the Debtors' estates and shall not be available for distribution to creditors of the Debtors.

6. The Debtors are authorized to continue to maintain the New Operator Accounts and continue to remit funds inadvertently deposited by third parties into the New Operator Accounts to the Third Party Operators in accordance with prepetition practices. For the

avoidance of doubt, the funds deposited into the New Operator Accounts are not property of the Debtors' estates and shall not be available for distribution to creditors of the Debtors.

7. The Debtors shall have 60 days (or such additional time as the U.S. Trustee may agree to) from the Petition Date within which to either come into compliance with section 345(b) of the Bankruptcy Code or to make such other arrangements as agreed to by the U.S. Trustee, and that such extension is without prejudice to the Debtors' right to request a further extension or waiver of the requirements of section 345(b) of the Bankruptcy Code.

8. Any applicable requirement to establish separate accounts for cash collateral and/or tax payments are hereby waived.

9. Notwithstanding anything herein to the contrary, (a) those certain existing deposit agreements between the Debtors and Banks shall continue to govern the postpetition cash management relationship between the Debtors and Banks, and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect, (b) the Debtors and the Banks may, without further order of this Court, agree to and implement changes to the Cash Management System and procedures in the ordinary course of business; provided, however, that the Debtors must provide no less than five (5) business days' written notice of such changes to counsel to Omega and counsel to any Official Committee appointed in these cases (c) the Debtors are authorized, without further order of this Court, to pay Bank Fees owed to the Banks, whether arising prepetition or postpetition, and (d) the Banks are authorized to charge back to the appropriate accounts of the Debtors any amounts resulting from returned checks or other returned items, including, without limitation, returned items that result from automated clearing house transactions ("ACH Transfers"), wire transfers, or other electronic transfers of any kind (collectively, the "Returned Items") regardless of whether such

items were deposited or transferred prepetition or postpetition and regardless of whether the Returned Items relate to prepetition or postpetition items or transfers.

10. The Banks are authorized, but not directed, to continue to service and administer the Bank Accounts as accounts of each respective Debtor as a debtor in possession without interruption and in the usual and ordinary course, and to receive, process, honor and pay any and all checks, drafts, wires, or ACH Transfers drawn on the Bank Accounts after the Petition Date by the holders or makers thereof (to the extent of available funds), as the case may be, including with respect to checks or other items issued prior to the Petition Date to the extent authorized by this Interim Order or a further order of this Court.

11. Except for those checks, drafts, wires, or ACH Transfers that may be honored and paid in accordance with any order(s) of this Court authorizing payment of certain prepetition claims, and except as otherwise set forth in this Interim Order, no checks, drafts, wires, or ACH Transfers issued on the existing Bank Accounts prior to the Petition Date but presented for payment after the Petition Date shall be honored or paid.

12. The Banks shall not be required to honor any Disbursements unless there are collected and immediately available funds in the Bank Accounts sufficient to cover such requests. The Banks are authorized to rely on the representations of the Debtors as to which Disbursements are authorized to be honored or dishonored, whether or not such Disbursements are dated prior to, on, or subsequent to the Petition Date, and whether or not the Bank believes the payment is authorized by an order of the Court. The Banks shall not be liable to any party or otherwise deemed in violation of this Interim Order on account of (a) following the Debtors' instructions or Debtors' representations as to any order of this Court; (b) the honoring of any prepetition check or item in a good faith belief that the Court has authorized such prepetition

check or item to be honored despite implementation of reasonable item handling procedures; or
(c) as the result of an innocent mistake made despite implementation of customary item handling procedures.

13. To the extent that the Debtors direct that any Disbursement be dishonored or the Banks inadvertently dishonor any Disbursements, the Debtors are authorized to issue replacement Disbursements consistent with the orders of this Court.

14. The Banks are authorized to continue to honor any standing instructions of the Debtors with respect to daily or periodic wires, ACH Transfers or other debits made to the Bank Accounts in accordance with the Debtors' prepetition instructions. The Banks are further authorized to debit the Bank Accounts in the ordinary course of business and without further order of this Court on account of all checks drawn on the Debtors' accounts which were cashed at the counter of Banks or exchanged for cashier's or official checks by the payees thereof prior to the Petition Date.

15. The Debtors are authorized to continue to use their existing preprinted paper stock of Business Forms, which shall not be required to include the "Debtor-in-Possession" or the Debtors' lead case number, provided however, that once their existing stock is depleted, the Debtors will then replace them with stock containing the "Debtor-in-Possession" designation and lead case number. With respect to the Debtors' electronic Business Forms, including checks, the Debtors shall begin printing the "Debtor-in-Possession" designation, and include the Debtors' lead case number, on such items promptly following the date of entry of this Interim Order.

16. Any payments pursuant to this Interim Order shall only be made to the extent allowed by any orders authorizing the Debtors to incur postpetition financing or use cash collateral, including any budget approved by such orders.

17. Within two (2) business days after the date of entry of this Interim Order, the Debtors shall contact each of the Banks, (i) providing each of the Debtors' employer identification numbers and the case numbers and identifying each of their Bank Accounts held at such Banks as being held by a debtor-in-possession in a bankruptcy case, and (ii) advising the Banks not to honor checks issued by the Debtors prior to the Petition Date, except as otherwise expressly permitted by an order of the Court and identifying those checks that are permitted to be cashed by an order of the Court.

18. Nothing contained in the Motion or this Interim Order, nor any payment made pursuant to the authority granted by this Interim Order is intended to be or shall be construed as (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of any of the Debtors' or any appropriate party in interest's rights to dispute the amount of, basis for, or validity of any claim against the Debtors, (iii) a waiver of any claims or causes of action which may exist against any creditor or interest holder, or (iv) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy between any Debtor and any third party under section 365 of the Bankruptcy Code. Likewise, if the Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended to be and should not be construed as an admission to the validity of any claim or a waiver of any of the Debtors' rights to dispute such claim.

19. Notwithstanding entry of this Interim Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by, any party.

20. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion.

21. The final hearing (the "Final Hearing") on the Motion shall be held on _____, 2018 at ____:____.m. (prevailing Central Time). Any objections or responses to entry of a final order on the Motion (each, an "Objection") shall be filed on or before 4:00 p.m. (prevailing Central Time) on _____, 2018, and served on the following parties: (a) proposed counsel for the Debtors, DLA Piper LLP (US), 1251 Avenue of the Americas, New York, NY 10020 (Attn: Thomas R. Califano, Esq. and Dienna Corrado, Esq.), One Atlantic Center, 1201 West Peachtree Street, Suite 2800, Atlanta, GA 30309 (Attn: Daniel Simon, Esq.), 1717 Main Street, Suite 4600, Dallas, TX 75201 (Attn: Andrew Zollinger, Esq.), (b) the Office of the United States Trustee for the Northern District of Texas, Earle Cabell Federal Building, 1100 Commerce Street, Room 976, Dallas, TX 75242 (Attn: Lisa Lambert), (c) counsel to Sterling National Bank, King & Spalding LLP, 1185 Avenue of the Americas, New York, NY 10036 (Attn: Arthur Steinberg, Esq., and Terry Novetsky, Esq.) , (d) counsel to OHI Asset RO, LLC and the DIP Lender, Bryan Cave, LLP, One Atlantic Center, 1201 West Peachtree Street, Suite 1400, Atlanta, GA 30309 (Attn: Mark Duedall, Esq.), JP Morgan Chase Tower, 2200 Ross Avenue, Suite 3300, Dallas, TX 75201 (Attn: Keith Aurzada, Esq.), and One Metropolitan Square, 211 North Broadway, Suite 3600, St. Louis, MO 63102 (Attn: David Unseth, Esq.), and (e) counsel to any official committee of unsecured creditors appointed in these Chapter 11 Cases. In the event no Objections to entry of a final order on the Motion are timely received, this Court may enter such final order without need for the Final Hearing. The requirements of Bankruptcy Rule 6003(b) have been satisfied.

22. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Interim Order shall be immediately effective and enforceable upon its entry.

23. This Court shall retain jurisdiction over any and all matters arising from the interpretation or implementation of this Interim Order.

End of Order

Order submitted by:

DLA PIPER LLP (US)

/s/ Andrew Zollinger

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Proposed Counsel for the Debtors

SCHEDULE 1

Bank Accounts

As of February 28, 2018

Account Name	Account Number	Bank Name	Account Type
4 West Holdings, Inc.	9413	Bank of America, NA	Master Operating
4 West Holdings, Inc.	8608	CIBC	Master Depository
4 West Holdings, Inc.	9063	Sterling National Bank, NA	Master Depository
4 West Holdings, Inc.	2783	Sterling National Bank, NA	Master Disbursement
4 West Holdings, Inc.	8140	Sterling National Bank, NA	Master Operating
4 West Holdings, Inc.	9071	Sterling National Bank, NA	Payroll
4 West Holdings, Inc.	9080	Sterling National Bank, NA	Payroll Tax
Ambassador Rehabilitation and Healthcare Center, LLC	3858	CIBC	Depository (Gov'n't)
Ambassador Rehabilitation and Healthcare Center, LLC	9282	Sterling National Bank, NA	Depository (Gov'n't)
Ambassador Rehabilitation and Healthcare Center, LLC	9290	Sterling National Bank, NA	Depository (Non-Gov'n't)
Ambassador Rehabilitation and Healthcare Center, LLC	8674	Wells Fargo Bank, NA	Care Cost
Ambassador Rehabilitation and Healthcare Center, LLC	7426	Wells Fargo Bank, NA	Resident Trust Petty Cash
Ambassador Rehabilitation and Healthcare Center, LLC	7307	Wells Fargo Bank, NA	Resident Trust
Anchor Rehabilitation and Healthcare Center of Aiken, LLC	3913	CIBC	Depository (Gov'n't)
Anchor Rehabilitation and Healthcare Center of Aiken, LLC	9143	Sterling National Bank, NA	Depository (Gov'n't)
Anchor Rehabilitation and Healthcare Center of Aiken, LLC	9151	Sterling National Bank, NA	Depository (Non-Gov'n't)
Anchor Rehabilitation and Healthcare Center of Aiken, LLC	8674	Wells Fargo Bank, NA	Care Cost
Anchor Rehabilitation and Healthcare Center of Aiken, LLC	7484	Wells Fargo Bank, NA	Resident Trust Petty Cash
Anchor Rehabilitation and Healthcare Center of Aiken, LLC	7268	Wells Fargo Bank, NA	Resident Trust
Ark SC Holding Company, Inc.	9100	Sterling National Bank, NA	Concentration Account
Brushy Creek Rehabilitation and Healthcare Center, LLC	0172	CIBC	Depository (Gov'n't)
Brushy Creek Rehabilitation and Healthcare Center, LLC	4856	Wells Fargo Bank, NA	Care Cost
Brushy Creek Rehabilitation and Healthcare Center, LLC	4869	Wells Fargo Bank, NA	Resident Trust Petty Cash
Brushy Creek Rehabilitation and Healthcare Center, LLC	4843	Wells Fargo Bank, NA	Resident Trust
Capstone Rehabilitation and Healthcare Center, LLC	0024	CIBC	Depository (Gov'n't)
Capstone Rehabilitation and Healthcare Center, LLC	9741	Sterling National Bank, NA	Depository (Gov'n't)
Capstone Rehabilitation and Healthcare Center, LLC	9901	Sterling National Bank, NA	Depository (Non-Gov'n't)
Capstone Rehabilitation and Healthcare Center, LLC	8674	Wells Fargo Bank, NA	Care Cost
Capstone Rehabilitation and Healthcare Center, LLC	7442	Wells Fargo Bank, NA	Resident Trust Petty Cash
Capstone Rehabilitation and Healthcare Center, LLC	7103	Wells Fargo Bank, NA	Resident Trust
Charlottesville Pointe Rehabilitation and Healthcare Center, LLC	6204	CIBC	Depository (Gov'n't)
Charlottesville Pointe Rehabilitation and Healthcare Center, LLC	9362	Sterling National Bank, NA	Depository (Gov'n't)
Charlottesville Pointe Rehabilitation and Healthcare Center, LLC	9370	Sterling National Bank, NA	Depository (Non-Gov'n't)
Charlottesville Pointe Rehabilitation and Healthcare Center, LLC	9185	Wells Fargo Bank, NA	Care Cost
Charlottesville Pointe Rehabilitation and Healthcare Center, LLC	9965	Wells Fargo Bank, NA	Resident Trust Petty Cash
Charlottesville Pointe Rehabilitation and Healthcare Center, LLC	5303	Wells Fargo Bank, NA	Resident Trust
Cobblestone Rehabilitation and Healthcare Center, LLC	3832	CIBC	Depository (Gov'n't)
Cobblestone Rehabilitation and Healthcare Center, LLC	9303	Sterling National Bank, NA	Depository (Gov'n't)
Cobblestone Rehabilitation and Healthcare Center, LLC	9311	Sterling National Bank, NA	Depository (Non-Gov'n't)
Cobblestone Rehabilitation and Healthcare Center, LLC	8674	Wells Fargo Bank, NA	Care Cost
Cobblestone Rehabilitation and Healthcare Center, LLC	8652	Wells Fargo Bank, NA	Resident Trust Petty Cash
Cobblestone Rehabilitation and Healthcare Center, LLC	7381	Wells Fargo Bank, NA	Resident Trust
Columbia Rehabilitation and Healthcare Center, LLC	6050	CIBC	Depository (Gov'n't)
Columbia Rehabilitation and Healthcare Center, LLC	6440	CIBC	Depository (Gov'n't)
Columbia Rehabilitation and Healthcare Center, LLC	1255	Regions Bank, NA	Resident Trust Petty Cash
Columbia Rehabilitation and Healthcare Center, LLC	9661	Sterling National Bank, NA	Depository (Gov'n't)
Columbia Rehabilitation and Healthcare Center, LLC	9670	Sterling National Bank, NA	Depository (Non-Gov'n't)
Columbia Rehabilitation and Healthcare Center, LLC	9185	Wells Fargo Bank, NA	Care Cost
Columbia Rehabilitation and Healthcare Center, LLC	9761	Wells Fargo Bank, NA	Resident Trust Petty Cash
Columbia Rehabilitation and Healthcare Center, LLC	5002	Wells Fargo Bank, NA	Resident Trust
Cornerstone Rehabilitation and Healthcare Center, LLC	6000	CIBC	Depository (Gov'n't)
Cornerstone Rehabilitation and Healthcare Center, LLC	1263	Regions Bank, NA	Resident Trust Petty Cash
Cornerstone Rehabilitation and Healthcare Center, LLC	9389	Sterling National Bank, NA	Depository (Gov'n't)
Cornerstone Rehabilitation and Healthcare Center, LLC	9397	Sterling National Bank, NA	Depository (Non-Gov'n't)
Cornerstone Rehabilitation and Healthcare Center, LLC	9185	Wells Fargo Bank, NA	Care Cost
Cornerstone Rehabilitation and Healthcare Center, LLC	9774	Wells Fargo Bank, NA	Resident Trust Petty Cash
Cornerstone Rehabilitation and Healthcare Center, LLC	5015	Wells Fargo Bank, NA	Resident Trust
Crystal Rehabilitation and Healthcare Center, LLC	6018	CIBC	Depository (Gov'n't)
Crystal Rehabilitation and Healthcare Center, LLC	1271	Regions Bank, NA	Resident Trust Petty Cash
Crystal Rehabilitation and Healthcare Center, LLC	9400	Sterling National Bank, NA	Depository (Gov'n't)
Crystal Rehabilitation and Healthcare Center, LLC	9418	Sterling National Bank, NA	Depository (Non-Gov'n't)
Crystal Rehabilitation and Healthcare Center, LLC	9185	Wells Fargo Bank, NA	Care Cost
Crystal Rehabilitation and Healthcare Center, LLC	9787	Wells Fargo Bank, NA	Resident Trust Petty Cash
Crystal Rehabilitation and Healthcare Center, LLC	5028	Wells Fargo Bank, NA	Resident Trust
Delta Rehabilitation and Healthcare Center of Cleveland, LLC	6042	CIBC	Depository (Gov'n't)
Delta Rehabilitation and Healthcare Center of Cleveland, LLC	1247	Regions Bank, NA	Resident Trust Petty Cash
Delta Rehabilitation and Healthcare Center of Cleveland, LLC	9426	Sterling National Bank, NA	Depository (Gov'n't)
Delta Rehabilitation and Healthcare Center of Cleveland, LLC	9434	Sterling National Bank, NA	Depository (Non-Gov'n't)
Delta Rehabilitation and Healthcare Center of Cleveland, LLC	9185	Wells Fargo Bank, NA	Care Cost
Delta Rehabilitation and Healthcare Center of Cleveland, LLC	9745	Wells Fargo Bank, NA	Resident Trust Petty Cash
Delta Rehabilitation and Healthcare Center of Cleveland, LLC	4980	Wells Fargo Bank, NA	Resident Trust
Farmville Rehabilitation and Healthcare Center, LLC	6212	CIBC	Depository (Gov'n't)
Farmville Rehabilitation and Healthcare Center, LLC	9442	Sterling National Bank, NA	Depository (Gov'n't)
Farmville Rehabilitation and Healthcare Center, LLC	9450	Sterling National Bank, NA	Depository (Non-Gov'n't)
Farmville Rehabilitation and Healthcare Center, LLC	9185	Wells Fargo Bank, NA	Care Cost
Farmville Rehabilitation and Healthcare Center, LLC	9978	Wells Fargo Bank, NA	Resident Trust Petty Cash

Account Name	Account Number	Bank Name	Account Type
Farmville Rehabilitation and Healthcare Center, LLC	5316	Wells Fargo Bank, NA	Resident Trust
Fleetwood Rehabilitation and Healthcare Center, LLC	8797	CIBC	Depository (Govn't)
Fleetwood Rehabilitation and Healthcare Center, LLC	9910	Sterling National Bank, NA	Depository (Govn't)
Fleetwood Rehabilitation and Healthcare Center, LLC	9928	Sterling National Bank, NA	Depository (Non-Govn't)
Fleetwood Rehabilitation and Healthcare Center, LLC	8674	Wells Fargo Bank, NA	Care Cost
Fleetwood Rehabilitation and Healthcare Center, LLC	7536	Wells Fargo Bank, NA	Resident Trust Petty Cash
Fleetwood Rehabilitation and Healthcare Center, LLC	7129	Wells Fargo Bank, NA	Resident Trust
Great Oaks Rehabilitation and Healthcare Center, LLC	5981	CIBC	Depository (Govn't)
Great Oaks Rehabilitation and Healthcare Center, LLC	5061	Citizens National Bank	Resident Trust Petty Cash
Great Oaks Rehabilitation and Healthcare Center, LLC	9469	Sterling National Bank, NA	Depository (Govn't)
Great Oaks Rehabilitation and Healthcare Center, LLC	9477	Sterling National Bank, NA	Depository (Non-Govn't)
Great Oaks Rehabilitation and Healthcare Center, LLC	9185	Wells Fargo Bank, NA	Care Cost
Great Oaks Rehabilitation and Healthcare Center, LLC	9732	Wells Fargo Bank, NA	Resident Trust Petty Cash
Great Oaks Rehabilitation and Healthcare Center, LLC	4977	Wells Fargo Bank, NA	Resident Trust
Greenville Rehabilitation and Healthcare Center, LLC	3213	CIBC	Depository (Govn't)
Greenville Rehabilitation and Healthcare Center, LLC	9223	Sterling National Bank, NA	Depository (Govn't)
Greenville Rehabilitation and Healthcare Center, LLC	9231	Sterling National Bank, NA	Depository (Non-Govn't)
Greenville Rehabilitation and Healthcare Center, LLC	7757	Wells Fargo Bank, NA	Care Cost
Greenville Rehabilitation and Healthcare Center, LLC	7760	Wells Fargo Bank, NA	Resident Trust Petty Cash
Greenville Rehabilitation and Healthcare Center, LLC	7744	Wells Fargo Bank, NA	Resident Trust
Greer Rehabilitation and Healthcare Center, LLC	3840	CIBC	Depository (Govn't)
Greer Rehabilitation and Healthcare Center, LLC	9160	Sterling National Bank, NA	Depository (Govn't)
Greer Rehabilitation and Healthcare Center, LLC	9178	Sterling National Bank, NA	Depository (Non-Govn't)
Greer Rehabilitation and Healthcare Center, LLC	8674	Wells Fargo Bank, NA	Care Cost
Greer Rehabilitation and Healthcare Center, LLC	7413	Wells Fargo Bank, NA	Resident Trust Petty Cash
Greer Rehabilitation and Healthcare Center, LLC	7349	Wells Fargo Bank, NA	Resident Trust
Grenada Rehabilitation and Healthcare Center, LLC	6026	CIBC	Depository (Govn't)
Grenada Rehabilitation and Healthcare Center, LLC	1298	Regions Bank, NA	Resident Trust Petty Cash
Grenada Rehabilitation and Healthcare Center, LLC	9485	Sterling National Bank, NA	Depository (Govn't)
Grenada Rehabilitation and Healthcare Center, LLC	9493	Sterling National Bank, NA	Depository (Non-Govn't)
Grenada Rehabilitation and Healthcare Center, LLC	9185	Wells Fargo Bank, NA	Care Cost
Grenada Rehabilitation and Healthcare Center, LLC	9790	Wells Fargo Bank, NA	Resident Trust Petty Cash
Grenada Rehabilitation and Healthcare Center, LLC	5031	Wells Fargo Bank, NA	Resident Trust
Heritage Park Rehabilitation and Healthcare Center, LLC	6288	CIBC	Depository (Combined)
Heritage Park Rehabilitation and Healthcare Center, LLC	9286	Wells Fargo Bank, NA	Care Cost
Heritage Park Rehabilitation and Healthcare Center, LLC	9952	Wells Fargo Bank, NA	Resident Trust Petty Cash
Heritage Park Rehabilitation and Healthcare Center, LLC	5293	Wells Fargo Bank, NA	Resident Trust
Hillsville Rehabilitation and Healthcare Center, LLC	5001	Carter Bank & Trust	Resident Trust Petty Cash
Hillsville Rehabilitation and Healthcare Center, LLC	6220	CIBC	Depository (Govn't)
Hillsville Rehabilitation and Healthcare Center, LLC	9522	Sterling National Bank, NA	Depository (Govn't)
Hillsville Rehabilitation and Healthcare Center, LLC	9530	Sterling National Bank, NA	Depository (Non-Govn't)
Hillsville Rehabilitation and Healthcare Center, LLC	9185	Wells Fargo Bank, NA	Care Cost
Hillsville Rehabilitation and Healthcare Center, LLC	9981	Wells Fargo Bank, NA	Resident Trust Petty Cash
Hillsville Rehabilitation and Healthcare Center, LLC	5329	Wells Fargo Bank, NA	Resident Trust
Holly Lane Rehabilitation and Healthcare Center, LLC	9286	Wells Fargo Bank, NA	Care Cost
Holly Lane Rehabilitation and Healthcare Center, LLC	9703	Wells Fargo Bank, NA	Resident Trust Petty Cash
Holly Lane Rehabilitation and Healthcare Center, LLC	4948	Wells Fargo Bank, NA	Resident Trust
Holly Springs Rehabilitation and Healthcare Center, LLC	8822	Bank of Holly Springs	Resident Trust Petty Cash
Holly Springs Rehabilitation and Healthcare Center, LLC	6034	CIBC	Depository (Govn't)
Holly Springs Rehabilitation and Healthcare Center, LLC	9565	Sterling National Bank, NA	Depository (Govn't)
Holly Springs Rehabilitation and Healthcare Center, LLC	9573	Sterling National Bank, NA	Depository (Non-Govn't)
Holly Springs Rehabilitation and Healthcare Center, LLC	9185	Wells Fargo Bank, NA	Care Cost
Holly Springs Rehabilitation and Healthcare Center, LLC	9800	Wells Fargo Bank, NA	Resident Trust Petty Cash
Holly Springs Rehabilitation and Healthcare Center, LLC	5086	Wells Fargo Bank, NA	Resident Trust
Indianola Rehabilitation and Healthcare Center, LLC	6068	CIBC	Depository (Govn't)
Indianola Rehabilitation and Healthcare Center, LLC	1468	Regions Bank, NA	Resident Trust Petty Cash
Indianola Rehabilitation and Healthcare Center, LLC	9581	Sterling National Bank, NA	Depository (Govn't)
Indianola Rehabilitation and Healthcare Center, LLC	9590	Sterling National Bank, NA	Depository (Non-Govn't)
Indianola Rehabilitation and Healthcare Center, LLC	9185	Wells Fargo Bank, NA	Care Cost
Indianola Rehabilitation and Healthcare Center, LLC	9813	Wells Fargo Bank, NA	Resident Trust Petty Cash
Indianola Rehabilitation and Healthcare Center, LLC	5099	Wells Fargo Bank, NA	Resident Trust
Iva Rehabilitation and Healthcare Center, LLC	8446	CIBC	Depository (Govn't)
Iva Rehabilitation and Healthcare Center, LLC	9936	Sterling National Bank, NA	Depository (Govn't)
Iva Rehabilitation and Healthcare Center, LLC	9944	Sterling National Bank, NA	Depository (Non-Govn't)
Iva Rehabilitation and Healthcare Center, LLC	8674	Wells Fargo Bank, NA	Care Cost
Iva Rehabilitation and Healthcare Center, LLC	7471	Wells Fargo Bank, NA	Resident Trust Petty Cash
Iva Rehabilitation and Healthcare Center, LLC	7226	Wells Fargo Bank, NA	Resident Trust
Johns Island Rehabilitation and Healthcare Center, LLC	8836	CIBC	Depository (Govn't)
Johns Island Rehabilitation and Healthcare Center, LLC	9952	Sterling National Bank, NA	Depository (Govn't)
Johns Island Rehabilitation and Healthcare Center, LLC	9960	Sterling National Bank, NA	Depository (Non-Govn't)
Johns Island Rehabilitation and Healthcare Center, LLC	7314	Wells Fargo Bank, NA	Care Cost
Johns Island Rehabilitation and Healthcare Center, LLC	7510	Wells Fargo Bank, NA	Resident Trust Petty Cash
Johns Island Rehabilitation and Healthcare Center, LLC	7365	Wells Fargo Bank, NA	Resident Trust
Linley Park Rehabilitation and Healthcare Center, LLC	8488	CIBC	Depository (Govn't)
Linley Park Rehabilitation and Healthcare Center, LLC	9979	Sterling National Bank, NA	Depository (Govn't)
Linley Park Rehabilitation and Healthcare Center, LLC	9987	Sterling National Bank, NA	Depository (Non-Govn't)
Linley Park Rehabilitation and Healthcare Center, LLC	8674	Wells Fargo Bank, NA	Care Cost
Linley Park Rehabilitation and Healthcare Center, LLC	7497	Wells Fargo Bank, NA	Resident Trust Petty Cash
Linley Park Rehabilitation and Healthcare Center, LLC	7187	Wells Fargo Bank, NA	Resident Trust

Account Name	Account Number	Bank Name	Account Type
Macon Rehabilitation and Healthcare Center, LLC	3190	CIBC	Depository (Gov'n't)
Macon Rehabilitation and Healthcare Center, LLC	9240	Sterling National Bank, NA	Depository (Gov'n't)
Macon Rehabilitation and Healthcare Center, LLC	9258	Sterling National Bank, NA	Depository (Non-Gov'n't)
Macon Rehabilitation and Healthcare Center, LLC	7728	Wells Fargo Bank, NA	Care Cost
Macon Rehabilitation and Healthcare Center, LLC	7731	Wells Fargo Bank, NA	Resident Trust Petty Cash
Macon Rehabilitation and Healthcare Center, LLC	7715	Wells Fargo Bank, NA	Resident Trust
Manna Rehabilitation and Healthcare Center, LLC	3989	CIBC	Depository (Gov'n't)
Manna Rehabilitation and Healthcare Center, LLC	9186	Sterling National Bank, NA	Depository (Gov'n't)
Manna Rehabilitation and Healthcare Center, LLC	9194	Sterling National Bank, NA	Depository (Non-Gov'n't)
Manna Rehabilitation and Healthcare Center, LLC	8674	Wells Fargo Bank, NA	Care Cost
Manna Rehabilitation and Healthcare Center, LLC	7549	Wells Fargo Bank, NA	Resident Trust Petty Cash
Manna Rehabilitation and Healthcare Center, LLC	8213	Wells Fargo Bank, NA	Resident Trust
McCormick Rehabilitation and Healthcare Center, LLC	8535	CIBC	Depository (Gov'n't)
McCormick Rehabilitation and Healthcare Center, LLC	9995	Sterling National Bank, NA	Depository (Gov'n't)
McCormick Rehabilitation and Healthcare Center, LLC	0001	Sterling National Bank, NA	Depository (Non-Gov'n't)
McCormick Rehabilitation and Healthcare Center, LLC	8674	Wells Fargo Bank, NA	Care Cost
McCormick Rehabilitation and Healthcare Center, LLC	7853	Wells Fargo Bank, NA	Resident Trust Petty Cash
McCormick Rehabilitation and Healthcare Center, LLC	8190	Wells Fargo Bank, NA	Resident Trust
Midland Rehabilitation and Healthcare Center, LLC	9286	Wells Fargo Bank, NA	Care Cost
Midland Rehabilitation and Healthcare Center, LLC	9716	Wells Fargo Bank, NA	Resident Trust Petty Cash
Midland Rehabilitation and Healthcare Center, LLC	4951	Wells Fargo Bank, NA	Resident Trust
Mountain View Rehabilitation and Healthcare Center, LLC	9185	Wells Fargo Bank, NA	Care Cost
Mountain View Rehabilitation and Healthcare Center, LLC	9868	Wells Fargo Bank, NA	Resident Trust Petty Cash
Mountain View Rehabilitation and Healthcare Center, LLC	5141	Wells Fargo Bank, NA	Resident Trust
Natchez Rehabilitation and Healthcare Center, LLC	6076	CIBC	Depository (Gov'n't)
Natchez Rehabilitation and Healthcare Center, LLC	1301	Regions Bank, NA	Resident Trust Petty Cash
Natchez Rehabilitation and Healthcare Center, LLC	9645	Sterling National Bank, NA	Depository (Gov'n't)
Natchez Rehabilitation and Healthcare Center, LLC	9653	Sterling National Bank, NA	Depository (Non-Gov'n't)
Natchez Rehabilitation and Healthcare Center, LLC	9185	Wells Fargo Bank, NA	Care Cost
Natchez Rehabilitation and Healthcare Center, LLC	9826	Wells Fargo Bank, NA	Resident Trust Petty Cash
Natchez Rehabilitation and Healthcare Center, LLC	5109	Wells Fargo Bank, NA	Resident Trust
New Ark Operator Holdings, LLC	2152	CIBC	Concentration Account
New Ark Operator Holdings, LLC	9135	Sterling National Bank, NA	Concentration Account
Olive Leaf, LLC	9127	Sterling National Bank, NA	Concentration Account
Olive Leaf, LLC	7593	CIBC	Concentration Account
Orianna Health Systems, LLC	9098	Sterling National Bank, NA	Concentration Account
Orianna Holding Company, LLC	7237	CIBC	Concentration Account
Orianna SC Holding Company, Inc.	8844	CIBC	Concentration Account
Orianna SC Oper. Holdings, Inc.	9119	Sterling National Bank, NA	Concentration Account
Palladium Hospice and Palliative Care, LLC	4312	CIBC	Depository (Gov'n't)
Palladium Hospice and Palliative Care, LLC	0059	CIBC	Payroll
Palladium Hospice and Palliative Care, LLC	0009	CIBC	Payroll Tax
Patewood Rehabilitation and Healthcare Center, LLC	3882	CIBC	Depository (Gov'n't)
Patewood Rehabilitation and Healthcare Center, LLC	9207	Sterling National Bank, NA	Depository (Gov'n't)
Patewood Rehabilitation and Healthcare Center, LLC	9215	Sterling National Bank, NA	Depository (Non-Gov'n't)
Patewood Rehabilitation and Healthcare Center, LLC	8674	Wells Fargo Bank, NA	Care Cost
Patewood Rehabilitation and Healthcare Center, LLC	7455	Wells Fargo Bank, NA	Resident Trust Petty Cash
Patewood Rehabilitation and Healthcare Center, LLC	7200	Wells Fargo Bank, NA	Resident Trust
Picayune Rehabilitation and Healthcare Center, LLC	8564	Bank Plus	Resident Trust Petty Cash
Picayune Rehabilitation and Healthcare Center, LLC	5965	CIBC	Depository (Gov'n't)
Picayune Rehabilitation and Healthcare Center, LLC	9688	Sterling National Bank, NA	Depository (Gov'n't)
Picayune Rehabilitation and Healthcare Center, LLC	9696	Sterling National Bank, NA	Depository (Non-Gov'n't)
Picayune Rehabilitation and Healthcare Center, LLC	9185	Wells Fargo Bank, NA	Care Cost
Picayune Rehabilitation and Healthcare Center, LLC	9839	Wells Fargo Bank, NA	Resident Trust Petty Cash
Picayune Rehabilitation and Healthcare Center, LLC	5112	Wells Fargo Bank, NA	Resident Trust
Poinsett Rehabilitation and Healthcare Center, LLC	8404	CIBC	Depository (Gov'n't)
Poinsett Rehabilitation and Healthcare Center, LLC	0010	Sterling National Bank, NA	Depository (Gov'n't)
Poinsett Rehabilitation and Healthcare Center, LLC	0028	Sterling National Bank, NA	Depository (Non-Gov'n't)
Poinsett Rehabilitation and Healthcare Center, LLC	8674	Wells Fargo Bank, NA	Care Cost
Poinsett Rehabilitation and Healthcare Center, LLC	7507	Wells Fargo Bank, NA	Resident Trust Petty Cash
Poinsett Rehabilitation and Healthcare Center, LLC	7064	Wells Fargo Bank, NA	Resident Trust
Poplar Oaks Rehabilitation and Healthcare Center, LLC	6123	CIBC	Depository (Gov'n't)
Poplar Oaks Rehabilitation and Healthcare Center, LLC	9709	Sterling National Bank, NA	Depository (Gov'n't)
Poplar Oaks Rehabilitation and Healthcare Center, LLC	9717	Sterling National Bank, NA	Depository (Non-Gov'n't)
Poplar Oaks Rehabilitation and Healthcare Center, LLC	9185	Wells Fargo Bank, NA	Care Cost
Poplar Oaks Rehabilitation and Healthcare Center, LLC	9907	Wells Fargo Bank, NA	Resident Trust Petty Cash
Poplar Oaks Rehabilitation and Healthcare Center, LLC	5183	Wells Fargo Bank, NA	Resident Trust
Rainbow Rehabilitation and Healthcare Center, LLC	6131	CIBC	Depository (Gov'n't)
Rainbow Rehabilitation and Healthcare Center, LLC	6521	CIBC	Depository (Non-Gov'n't)
Rainbow Rehabilitation and Healthcare Center, LLC	9725	Sterling National Bank, NA	Depository (Gov'n't)
Rainbow Rehabilitation and Healthcare Center, LLC	9733	Sterling National Bank, NA	Depository (Non-Gov'n't)
Rainbow Rehabilitation and Healthcare Center, LLC	9185	Wells Fargo Bank, NA	Care Cost
Rainbow Rehabilitation and Healthcare Center, LLC	9897	Wells Fargo Bank, NA	Resident Trust Petty Cash
Rainbow Rehabilitation and Healthcare Center, LLC	5170	Wells Fargo Bank, NA	Resident Trust
River Falls Rehabilitation and Healthcare Center, LLC	0016	CIBC	Depository (Gov'n't)
River Falls Rehabilitation and Healthcare Center, LLC	0036	Sterling National Bank, NA	Depository (Gov'n't)
River Falls Rehabilitation and Healthcare Center, LLC	0044	Sterling National Bank, NA	Depository (Non-Gov'n't)
River Falls Rehabilitation and Healthcare Center, LLC	0155	Wells Fargo Bank, NA	Care Cost
River Falls Rehabilitation and Healthcare Center, LLC	0168	Wells Fargo Bank, NA	Resident Trust Petty Cash

Account Name	Account Number	Bank Name	Account Type
River Falls Rehabilitation and Healthcare Center, LLC	0142	Wells Fargo Bank, NA	Resident Trust
Riverside Rehabilitation and Healthcare Center, LLC	3182	CIBC	Depository (Gov'n't)
Riverside Rehabilitation and Healthcare Center, LLC	9266	Sterling National Bank, NA	Depository (Gov'n't)
Riverside Rehabilitation and Healthcare Center, LLC	9274	Sterling National Bank, NA	Depository (Non-Gov'n't)
Riverside Rehabilitation and Healthcare Center, LLC	7786	Wells Fargo Bank, NA	Care Cost
Riverside Rehabilitation and Healthcare Center, LLC	7799	Wells Fargo Bank, NA	Resident Trust Petty Cash
Riverside Rehabilitation and Healthcare Center, LLC	7773	Wells Fargo Bank, NA	Resident Trust
Rocky Mount Rehabilitation and Healthcare Center, LLC	6238	CIBC	Depository (Gov'n't)
Rocky Mount Rehabilitation and Healthcare Center, LLC	9741	Sterling National Bank, NA	Depository (Gov'n't)
Rocky Mount Rehabilitation and Healthcare Center, LLC	9750	Sterling National Bank, NA	Depository (Non-Gov'n't)
Rocky Mount Rehabilitation and Healthcare Center, LLC	9929	SunTrust Bank	Resident Trust Petty Cash
Rocky Mount Rehabilitation and Healthcare Center, LLC	9185	Wells Fargo Bank, NA	Care Cost
Rocky Mount Rehabilitation and Healthcare Center, LLC	9994	Wells Fargo Bank, NA	Resident Trust Petty Cash
Rocky Mount Rehabilitation and Healthcare Center, LLC	5332	Wells Fargo Bank, NA	Resident Trust
Scepter Rehabilitation and Healthcare Center, LLC	4032	CIBC	Depository (Gov'n't)
Scepter Rehabilitation and Healthcare Center, LLC	9320	Sterling National Bank, NA	Depository (Gov'n't)
Scepter Rehabilitation and Healthcare Center, LLC	9338	Sterling National Bank, NA	Depository (Non-Gov'n't)
Scepter Rehabilitation and Healthcare Center, LLC	8674	Wells Fargo Bank, NA	Care Cost
Scepter Rehabilitation and Healthcare Center, LLC	7578	Wells Fargo Bank, NA	Resident Trust Petty Cash
Scepter Rehabilitation and Healthcare Center, LLC	7323	Wells Fargo Bank, NA	Resident Trust
Scepter Senior Living Center, LLC	0017	CIBC	Security Deposit
Scepter Senior Living Center, LLC	9346	Sterling National Bank, NA	Depository (Gov'n't)
Scepter Senior Living Center, LLC	9354	Sterling National Bank, NA	Depository (Non-Gov'n't)
Simpsonville Rehabilitation and Healthcare Center, LLC	8462	CIBC	Depository (Gov'n't)
Simpsonville Rehabilitation and Healthcare Center, LLC	3890	CIBC	Depository (Non-Gov'n't)
Simpsonville Rehabilitation and Healthcare Center, LLC	0052	Sterling National Bank, NA	Depository (Gov'n't)
Simpsonville Rehabilitation and Healthcare Center, LLC	0060	Sterling National Bank, NA	Depository (Non-Gov'n't)
Simpsonville Rehabilitation and Healthcare Center, LLC	8674	Wells Fargo Bank, NA	Care Cost
Simpsonville Rehabilitation and Healthcare Center, LLC	7468	Wells Fargo Bank, NA	Resident Trust Petty Cash
Simpsonville Rehabilitation and Healthcare Center, LLC	7080	Wells Fargo Bank, NA	Resident Trust
Southern Oaks Rehabilitation and Healthcare Center, LLC	8420	CIBC	Depository (Gov'n't)
Southern Oaks Rehabilitation and Healthcare Center, LLC	0079	Sterling National Bank, NA	Depository (Gov'n't)
Southern Oaks Rehabilitation and Healthcare Center, LLC	0087	Sterling National Bank, NA	Depository (Non-Gov'n't)
Southern Oaks Rehabilitation and Healthcare Center, LLC	8674	Wells Fargo Bank, NA	Care Cost
Southern Oaks Rehabilitation and Healthcare Center, LLC	7523	Wells Fargo Bank, NA	Resident Trust Petty Cash
Southern Oaks Rehabilitation and Healthcare Center, LLC	7145	Wells Fargo Bank, NA	Resident Trust
The Bluffs Rehabilitation and Healthcare Center, LLC	6342	Bancorp South	Resident Trust Petty Cash
The Bluffs Rehabilitation and Healthcare Center, LLC	5973	CIBC	Depository (Gov'n't)
The Bluffs Rehabilitation and Healthcare Center, LLC	9768	Sterling National Bank, NA	Depository (Gov'n't)
The Bluffs Rehabilitation and Healthcare Center, LLC	9776	Sterling National Bank, NA	Depository (Non-Gov'n't)
The Bluffs Rehabilitation and Healthcare Center, LLC	9185	Wells Fargo Bank, NA	Care Cost
The Bluffs Rehabilitation and Healthcare Center, LLC	9842	Wells Fargo Bank, NA	Resident Trust Petty Cash
The Bluffs Rehabilitation and Healthcare Center, LLC	5125	Wells Fargo Bank, NA	Resident Trust
The Ridge Rehabilitation and Healthcare Center, LLC	8357	CIBC	Depository (Gov'n't)
The Ridge Rehabilitation and Healthcare Center, LLC	0095	Sterling National Bank, NA	Depository (Gov'n't)
The Ridge Rehabilitation and Healthcare Center, LLC	0108	Sterling National Bank, NA	Depository (Non-Gov'n't)
The Ridge Rehabilitation and Healthcare Center, LLC	9185	Wells Fargo Bank, NA	Care Cost
The Ridge Rehabilitation and Healthcare Center, LLC	9884	Wells Fargo Bank, NA	Resident Trust Petty Cash
The Ridge Rehabilitation and Healthcare Center, LLC	5167	Wells Fargo Bank, NA	Resident Trust
Utah Valley Rehabilitation and Healthcare Center, LLC	9286	Wells Fargo Bank, NA	Care Cost
Utah Valley Rehabilitation and Healthcare Center, LLC	6328	Wells Fargo Bank, NA	Resident Trust Petty Cash
Utah Valley Rehabilitation and Healthcare Center, LLC	5280	Wells Fargo Bank, NA	Resident Trust
Victory Rehabilitation and Healthcare Center, LLC	9185	Wells Fargo Bank, NA	Care Cost
Victory Rehabilitation and Healthcare Center, LLC	0006	Wells Fargo Bank, NA	Resident Trust Petty Cash
Victory Rehabilitation and Healthcare Center, LLC	5345	Wells Fargo Bank, NA	Resident Trust
Wide Horizons Residential Care Facility, LLC	9286	Wells Fargo Bank, NA	Care Cost
Wide Horizons Residential Care Facility, LLC	6496	Wells Fargo Bank, NA	Resident Trust Petty Cash
Wide Horizons Residential Care Facility, LLC	5277	Wells Fargo Bank, NA	Resident Trust
Woodlands Rehabilitation and Healthcare Center, LLC	4473	Bank Plus	Resident Trust Petty Cash
Woodlands Rehabilitation and Healthcare Center, LLC	5999	CIBC	Depository (Gov'n't)
Woodlands Rehabilitation and Healthcare Center, LLC	9864	Sterling National Bank, NA	Depository (Gov'n't)
Woodlands Rehabilitation and Healthcare Center, LLC	9872	Sterling National Bank, NA	Depository (Non-Gov'n't)
Woodlands Rehabilitation and Healthcare Center, LLC	9185	Wells Fargo Bank, NA	Care Cost
Woodlands Rehabilitation and Healthcare Center, LLC	9758	Wells Fargo Bank, NA	Resident Trust Petty Cash
Woodlands Rehabilitation and Healthcare Center, LLC	4993	Wells Fargo Bank, NA	Resident Trust
Yazoo City Rehabilitation and Healthcare Center, LLC	6084	CIBC	Depository (Gov'n't)
Yazoo City Rehabilitation and Healthcare Center, LLC	1328	Regions Bank, NA	Resident Trust Petty Cash
Yazoo City Rehabilitation and Healthcare Center, LLC	9880	Sterling National Bank, NA	Depository (Gov'n't)
Yazoo City Rehabilitation and Healthcare Center, LLC	9899	Sterling National Bank, NA	Depository (Non-Gov'n't)
Yazoo City Rehabilitation and Healthcare Center, LLC	9185	Wells Fargo Bank, NA	Care Cost
Yazoo City Rehabilitation and Healthcare Center, LLC	9855	Wells Fargo Bank, NA	Resident Trust Petty Cash
Yazoo City Rehabilitation and Healthcare Center, LLC	5138	Wells Fargo Bank, NA	Resident Trust

Account Name	Account Number	Bank Name	Account Type
Ambassador Rehabilitation and Healthcare Center, LLC	9566	CIBC	Depository
Anchor Rehabilitation and Healthcare Center of Aiken, LLC	3688	CIBC	Depository
Brushy Creek Rehabilitation and Healthcare Center, LLC	4194	CIBC	Depository
Capstone Rehabilitation and Healthcare Center, LLC	0070	CIBC	Depository
Capstone Rehabilitation and Healthcare Center, LLC	3874	CIBC	Depository
Charlottesville Pointe Rehabilitation and Healthcare Center, LLC	6597	CIBC	Depository
Cobblestone Rehabilitation and Healthcare Center, LLC	9540	CIBC	Depository
Cornerstone Rehabilitation and Healthcare Center, LLC	6393	CIBC	Depository
Crystal Rehabilitation and Healthcare Center, LLC	6408	CIBC	Depository
Delta Rehabilitation and Healthcare Center of Cleveland, LLC	6432	CIBC	Depository
Farmville Rehabilitation and Healthcare Center, LLC	1568	CIBC	Depository
Fleetwood Rehabilitation and Healthcare Center, LLC	3971	CIBC	Depository
Fleetwood Rehabilitation and Healthcare Center, LLC	3743	CIBC	Depository
Great Oaks Rehabilitation and Healthcare Center, LLC	6377	CIBC	Depository
Greenville Rehabilitation and Healthcare Center, LLC	3221	CIBC	Depository
Greer Rehabilitation and Healthcare Center, LLC	9558	CIBC	Depository
Grenada Rehabilitation and Healthcare Center, LLC	6416	CIBC	Depository
Hillsville Rehabilitation and Healthcare Center, LLC	1576	CIBC	Depository
Holly Lane Rehabilitation and Healthcare Center, LLC	6254	CIBC	Depository
Holly Springs Rehabilitation and Healthcare Center, LLC	6424	CIBC	Depository
Indianola Rehabilitation and Healthcare Center, LLC	6458	CIBC	Depository
Iva Rehabilitation and Healthcare Center, LLC	3670	CIBC	Depository
Iva Rehabilitation and Healthcare Center, LLC	3905	CIBC	Depository
Johns Island Rehabilitation and Healthcare Center, LLC	3947	CIBC	Depository
Johns Island Rehabilitation and Healthcare Center, LLC	3719	CIBC	Depository
Linley Park Rehabilitation and Healthcare Center, LLC	3921	CIBC	Depository
Linley Park Rehabilitation and Healthcare Center, LLC	3696	CIBC	Depository
Macon Rehabilitation and Healthcare Center, LLC	3205	CIBC	Depository
Manna Rehabilitation and Healthcare Center, LLC	3751	CIBC	Depository
McCormick Rehabilitation and Healthcare Center, LLC	4008	CIBC	Depository
McCormick Rehabilitation and Healthcare Center, LLC	3777	CIBC	Depository
Midland Rehabilitation and Healthcare Center, LLC	6262	CIBC	Depository
Mountain View Rehabilitation and Healthcare Center, LLC	6092	CIBC	Depository
Mountain View Rehabilitation and Healthcare Center, LLC	6482	CIBC	Depository
Natchez Rehabilitation and Healthcare Center, LLC	6466	CIBC	Depository
Orianna Health Systems, LLC	4401	CIBC	Operating
Orianna Health Systems, LLC	0017	CIBC	Operating
Olive Leaf, LLC	7933	CIBC	Depository
Palladium Hospice and Palliative Care, LLC	4971	CIBC	Operating
Palladium Hospice and Palliative Care, LLC	0550	CIBC	Depository
Palladium Hospice and Palliative Care, LLC	4058	CIBC	Operating
Patewood Rehabilitation and Healthcare Center, LLC	0038	CIBC	Depository
Picayune Rehabilitation and Healthcare Center, LLC	6351	CIBC	Depository
Poinsett Rehabilitation and Healthcare Center, LLC	3939	CIBC	Depository
Poinsett Rehabilitation and Healthcare Center, LLC	3701	CIBC	Depository
Poplar Oaks Rehabilitation and Healthcare Center, LLC	6513	CIBC	Depository
River Falls Rehabilitation and Healthcare Center, LLC	3955	CIBC	Depository
River Falls Rehabilitation and Healthcare Center, LLC	3727	CIBC	Depository
Riverside Rehabilitation and Healthcare Center, LLC	3174	CIBC	Depository
Rocky Mount Rehabilitation and Healthcare Center, LLC	1584	CIBC	Depository
Scepter Rehabilitation and Healthcare Center, LLC	3808	CIBC	Depository
Scepter Senior Living Center, LLC	4024	CIBC	Depository
Scepter Senior Living Center, LLC	3793	CIBC	Depository
Simpsonville Rehabilitation and Healthcare Center, LLC	3662	CIBC	Depository
Southern Oaks Rehabilitation and Healthcare Center, LLC	3735	CIBC	Depository
Southern Oaks Rehabilitation and Healthcare Center, LLC	3963	CIBC	Depository
The Bluffs Rehabilitation and Healthcare Center, LLC	6369	CIBC	Depository
The Ridge Rehabilitation and Healthcare Center, LLC	6115	CIBC	Depository
The Ridge Rehabilitation and Healthcare Center, LLC	6505	CIBC	Depository
Utah Valley Rehabilitation and Healthcare Center, LLC	6270	CIBC	Depository
Victory Rehabilitation and Healthcare Center, LLC	6246	CIBC	Depository
Victory Rehabilitation and Healthcare Center, LLC	1592	CIBC	Depository
Wide Horizons Residential Care Facility, LLC	6296	CIBC	Depository
Woodlands Rehabilitation and Healthcare Center, LLC	6385	CIBC	Depository
Yazoo City Rehabilitation and Healthcare Center, LLC	6474	CIBC	Depository

EXHIBIT C

Proposed Final Order

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

In re:	§	
	§	
	§	Chapter 11
	§	
4 West Holdings, Inc. <i>et al.</i> , ¹	§	Case No. 18-30777
	§	
Debtors.	§	(Joint Administration Requested)
	§	
	§	

FINAL ORDER AUTHORIZING (I) CONTINUED USE OF EXISTING CASH MANAGEMENT SYSTEM, (II) MAINTENANCE OF EXISTING BANK ACCOUNTS, (III) CONTINUED USE OF EXISTING BUSINESS FORMS, AND (IV) EXTENSION OF TIME TO COMPLY WITH 11 U.S.C. § 345(b) DEPOSIT AND INVESTMENT REQUIREMENTS

Upon the motion (the “Motion”)² of the above-captioned debtors (the “Debtors”) for entry of a final order (this “Final Order”), pursuant to sections 105(a), 345, 1107, and 1108, of title 11 of the United States Code (the “Bankruptcy Code”), and rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing (a) the Debtors to (i) continue to use their existing cash management system, (ii) maintain their existing bank

¹ A list of the Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, is attached to the Motion hereto as Exhibit A.

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

accounts, and (iii) continue to use their existing business forms, and (b) an extension of time to comply with section 345(b) of the Bankruptcy Code, to the extent they apply to the Bank Accounts, all as further described in the Motion; and upon consideration of the First Day Declaration; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing were adequate and appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted on a final basis, as set forth herein.
2. The Debtors are authorized to: (a) maintain and continue using in the ordinary course, subject to the terms of this Final Order, the Cash Management System described in the Motion, a diagram of which is attached to the Motion as Exhibit D, including the Bank Accounts listed as Schedule 1 hereto, and (b) open and close bank accounts in their sole discretion without further order of this Court, including in connection with the Account Migration Process; *provided, however*, that the Debtors shall give notice within ten (10) days to the Office of the United States Trustee for the Northern District of Texas, Omega, and any statutory committee(s)

appointed in these Chapter 11 Cases. The Debtors shall open any such new bank account(s) at (i) Sterling or (ii) any other bank that is insured with the Federal Deposit Insurance Company and has executed a Uniform Depository Agreement with the Office of the United States Trustee for the Northern District of Texas, or at such banks that are willing to execute such an agreement.

3. The Debtors are authorized to continue to use the Bank Accounts under existing account numbers without interruption provided, however, that no checks issued against the Bank Accounts prior to the commencement of these Chapter 11 Cases shall be honored, except as otherwise set forth in this Final Order or as authorized by further order of this Court and directed by the Debtors.

4. The Debtors are authorized to continue to maintain and manage the Resident Trust Accounts and Resident Trust Petty Cash Accounts on behalf of their residents in the ordinary course of business consistent with prepetition practices and as mandated by applicable federal law. For the avoidance of doubt, the funds in the Resident Trust Accounts and the Resident Trust Petty Cash Accounts are not property of the Debtors' estates and shall not be available for distribution to creditors of the Debtors.

5. The Debtors are authorized to continue to maintain the New Operator Accounts and continue to remit funds inadvertently deposited by third parties into the New Operator Accounts to the Third Party Operators in accordance with prepetition practices. For the avoidance of doubt, the funds deposited into the New Operator Accounts are not property of the Debtors' estates and shall not be available for distribution to creditors of the Debtors.

6. The deposit and investment requirements under section 345(b) of the Bankruptcy Code are hereby waived to the extent they apply with respect to the Bank Accounts.

7. Any applicable requirement to establish separate accounts for cash collateral and/or tax payments are hereby waived.

8. Notwithstanding anything herein to the contrary, (a) those certain existing deposit agreements between the Debtors and Banks shall continue to govern the postpetition cash management relationship between the Debtors and Banks, and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect, (b) the Debtors and the Banks may, without further order of this Court, agree to and implement changes to the Cash Management System and procedures in the ordinary course of business, provided, however, that the Debtors must provide no less than five (5) business days' written notice of such changes to counsel to Omega and counsel to any Official Committee appointed in these cases, (c) the Debtors are authorized, without further order of this Court, to pay Bank Fees owed to the Banks, whether arising prepetition or postpetition, and (d) the Banks are authorized to charge back to the appropriate accounts of the Debtors any amounts resulting from returned checks or other returned items, including, without limitation, returned items that result from automated clearing house transactions ("ACH Transfers"), wire transfers, or other electronic transfers of any kind (collectively, the "Returned Items") regardless of whether such items were deposited or transferred prepetition or postpetition and regardless of whether the Returned Items relate to prepetition or postpetition items or transfers.

9. The Banks are authorized, but not directed, to continue to service and administer the Bank Accounts as accounts of each respective Debtor as a debtor in possession without interruption and in the usual and ordinary course, and to receive, process, honor and pay any and all checks, drafts, wires, or ACH Transfers drawn on the Bank Accounts after the Petition Date by the holders or makers thereof (to the extent of available funds), as the case may be, including

with respect to checks or other items issued prior to the Petition Date to the extent authorized by this Final Order or a further order of this Court.

10. Except for those checks, drafts, wires, or ACH Transfers that may be honored and paid in accordance with any order(s) of this Court authorizing payment of certain prepetition claims, and except as otherwise set forth in this Final Order, no checks, drafts, wires, or ACH Transfers issued on the existing Bank Accounts prior to the Petition Date but presented for payment after the Petition Date shall be honored or paid.

11. The Banks shall not be required to honor any Disbursements unless there are collected and immediately available funds in the Bank Accounts sufficient to cover such requests. The Banks are authorized to rely on the representations of the Debtors as to which Disbursements are authorized to be honored or dishonored, whether or not such Disbursements are dated prior to, on, or subsequent to the Petition Date, and whether or not the Bank believes the payment is authorized by an order of the Court. The Banks shall not be liable to any party or otherwise deemed in violation of this Final Order on account of (a) following the Debtors' instructions or representations with respect to any order(s) of this Court; (b) the honoring of any prepetition check or item in a good faith belief that the Court has authorized such prepetition check or item to be honored despite implementation of reasonable and customary item handling procedures; or (c) as the result of an innocent mistake made despite implementation of reasonable and customary item handling procedures.

12. To the extent that the Debtors direct that any Disbursement be dishonored or the Banks inadvertently dishonor any Disbursements, the Debtors are authorized to issue replacement Disbursements consistent with the orders of this Court.

13. The Banks are authorized to continue to honor any standing instructions of the Debtors with respect to daily or periodic wires, ACH Transfers or other debits made to the Bank Accounts in accordance with the Debtors' prepetition instructions. The Banks are further authorized to debit the Bank Accounts in the ordinary course of business and without further order of this Court on account of all checks drawn on the Debtors' accounts which were cashed at the counter of Banks or exchanged for cashier's or official checks by the payees thereof prior to the Petition Date.

14. The Debtors are authorized to continue to use their existing preprinted paper stock of Business Forms, which shall not be required to include the "Debtor-in-Possession" designation or the Debtors' lead case number, provided however, that once their existing stock is depleted, the Debtors will then replace them with stock containing the "Debtor-in-Possession" designation. With respect to the Debtors' electronic Business Forms, including checks, the Debtors shall begin printing the "Debtor in Possession" designation, and include the debtor in possession lead case number, on such items promptly following the date of entry of this Final Order.

15. Any payments pursuant to this Final Order shall only be made to the extent allowed by any orders authorizing the Debtors to incur postpetition financing or use cash collateral, including any budget approved by such orders.

16. Within five (5) business days after the date of entry of this Final Order, the Debtors shall contact each of the Banks, (i) providing each of the Debtors' employer identification numbers and the lead case numbers and identifying each of their Bank Accounts held at such Banks as being held by a debtor in possession in a bankruptcy case, and (ii) advising the Banks not to honor checks issued by the Debtors prior to the Petition Date, except as

otherwise expressly permitted by an order of the Court and identifying those checks that are permitted to be cashed by an order of the Court.

17. Nothing contained in the Motion or this Final Order, nor any payment made pursuant to the authority granted by this Final Order is intended to be or shall be construed as (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of any of the Debtors' or any appropriate party in interest's rights to dispute the amount of, basis for, or validity of any claim against the Debtors, (iii) a waiver of any claims or causes of action which may exist against any creditor or interest holder, or (iv) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy between any Debtor and any third party under section 365 of the Bankruptcy Code. Likewise, if the Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended to be and should not be construed as an admission to the validity of any claim or a waiver of any of the Debtors' rights to dispute such claim.

18. Notwithstanding entry of this Final Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by, any party.

19. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion.

20. The requirements of Bankruptcy Rule 6003(b) have been satisfied.

21. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be immediately effective and enforceable upon its entry.

22. This Court shall retain jurisdiction over any and all matters arising from the interpretation or implementation of this Final Order.

End of Order

Order submitted by:

DLA PIPER LLP (US)

/s/ Andrew Zollinger

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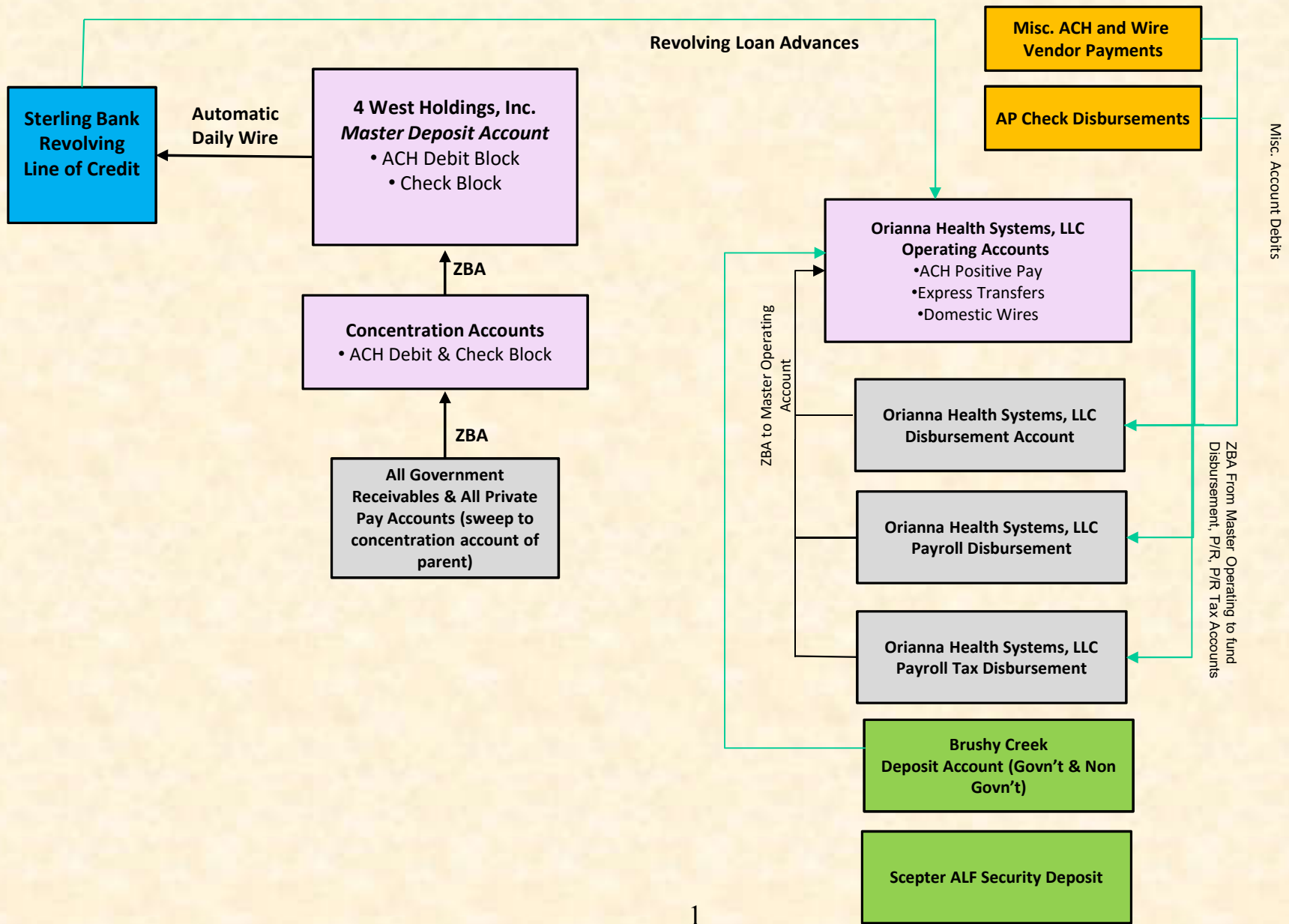
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Proposed Counsel for the Debtors

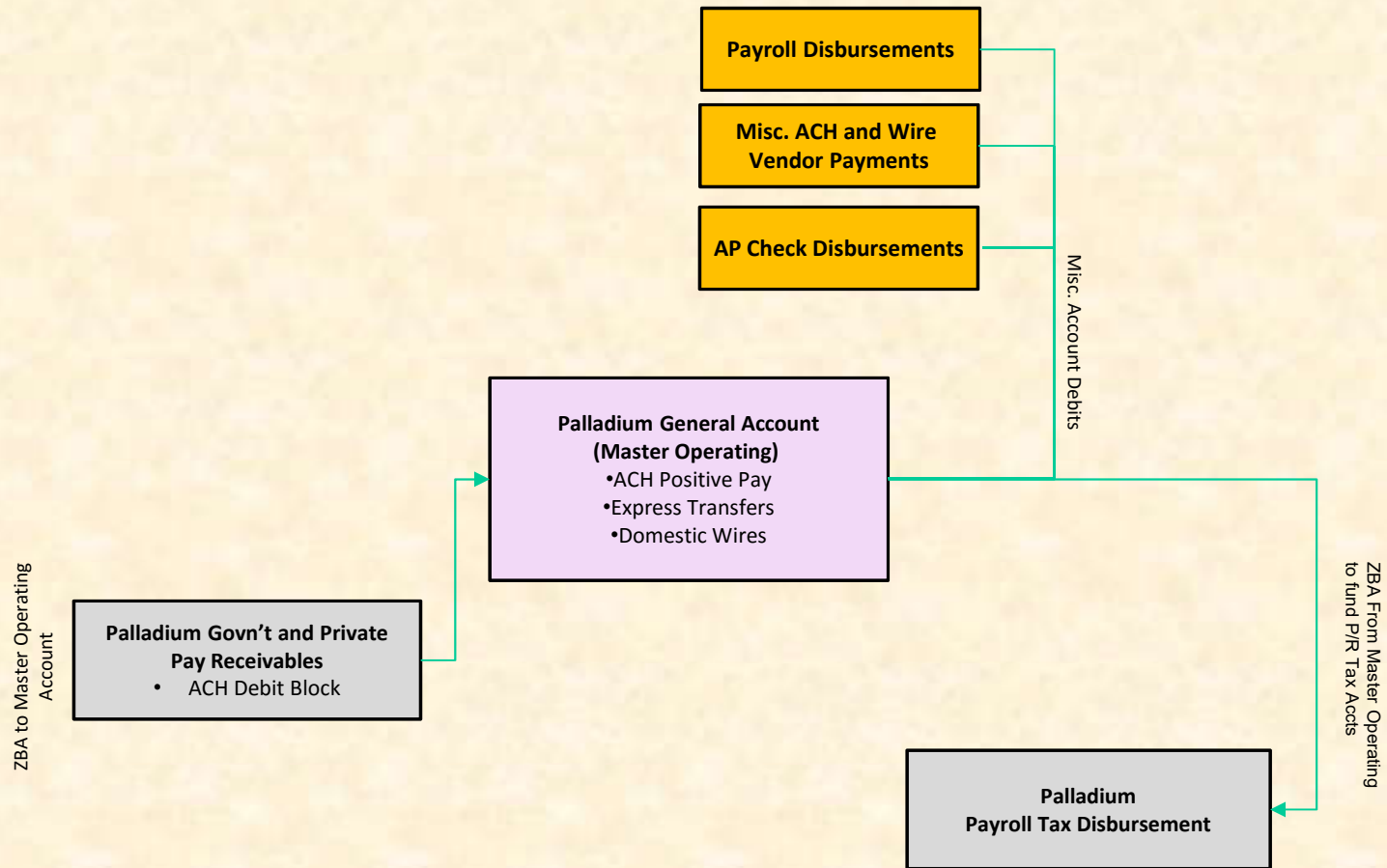
EXHIBIT D

Cash Flow Chart

Master Accounts Cash Flow Chart



Palladium Cash Flow Chart



Resident Trust Account Cash Flow

