



CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed March 9, 2018


United States Bankruptcy Judge

**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.	§	(Jointly Administered)
	§	
	§	

INTERIM ORDER AUTHORIZING DEBTORS TO (I) PAY PREPETITION WAGES, COMPENSATION, AND EMPLOYEE BENEFITS, (II) CONTINUE CERTAIN EMPLOYEE BENEFIT PROGRAMS IN THE ORDINARY COURSE, AND (III) GRANTING RELATED RELIEF

Upon the motion (the “Motion”)² of the above-captioned debtors (collectively, the “Debtors”) for entry of an interim order (this “Interim Order”), pursuant to sections 105(a), 363(b), 507(a), 541, 1107(a) and 1108 and Bankruptcy Rules 6003 and 6004(h), authorizing, but not directing, the Debtors to (i) pay prepetition wages and other compensation, reimbursable employee expenses, taxes and withholdings, (ii) honor and continue certain employee benefit

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 this Order as Exhibit A.

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

programs in the ordinary course of business in accordance with prepetition practices, and (iii) grant related relief, 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. Subject to the limitations contained in sections 507(a)(4) and (a)(5) of the Bankruptcy Code, the Debtors are hereby authorized, but not directed, to pay and/or honor, in their sole discretion, the Employee Claims, the Employee Benefit Obligations, the Employee Expense Obligations and the Employee Taxes, and 401(k) Obligations (collectively, the "Prepetition Employee Obligations"), including payment to any third parties that provide or aid in the monitoring, processing or administration of the Prepetition Employee Obligations, including, but not limited to Ceridian and Employment Agencies, as and when such obligations are due; *provided, however*, notwithstanding any other provision of this Interim Order, no

payments on account of the prepetition period to any individual Employee or Independent Contractor shall exceed the amounts set forth in sections 507(a)(4) and 507(a)(5) of the Bankruptcy Code. Notwithstanding the foregoing, the Debtors shall provide to the DIP Lender a schedule all invoices from the Employment Agencies at least one (1) business day prior to payment of any prepetition claims of the Employment Agencies.

3. Notwithstanding anything herein to the contrary and subject to the entry of the final order on the Motion, the Debtors shall not pay any Miscellaneous Obligations.

4. Nothing herein shall be deemed to authorize the payment of any amounts in satisfaction of severance obligations or which are otherwise subject to section 503(c) of the Bankruptcy Code.

5. Nothing herein shall be deemed to authorize the Debtors to pay in cash any unpaid Vacation Time unless applicable non-bankruptcy law requires such payment.

6. The Debtors are authorized, but not directed, in their sole discretion, to honor and continue their expense reimbursement programs (including payments to American Express on account of the corporate cards), Employee Benefit Obligations, and policies, plans, programs, practices, and procedures, in the ordinary course in accordance with prepetition practices, that were in effect as of the Petition Date and to pay any prepetition amounts associated therewith; *provided, however*, that such relief shall not constitute or be deemed an assumption or an authorization to assume any of such Employee Benefit Obligations, under section 365(a) of the Bankruptcy Code, *provided further*, that the Debtors shall only be authorized to reimburse Business Expenses to the non-insider Employees upon entry of this Interim Order.

7. The Debtors (including through Ceridian and HCN, as applicable) may pay any and all withholding, including social security, FICA, federal, state and local income taxes,

garnishments, health care premiums, retirement fund withholding, and other types of withholding, whether or not these relate to the period prior to the Petition Date.

8. The Debtors are authorized to pay for any additional miscellaneous obligations related to the Employees in an amount not to exceed \$15,000 in the aggregate; provided, however, that to the extent the Debtors seek additional miscellaneous obligations in excess of such amount, any additional amounts shall not be paid unless either (a) both OHI Asset RO, LLC and any Official Committee appointed in these Chapter 11 Cases consent in writing or (b) this Court approves such disbursements, after notice and a hearing.

9. In accordance with this Interim Order, each of the financial institutions at which the Debtors maintain their accounts relating to the payment of the obligations described in the Motion are authorized to (a) receive, process, honor, and pay all checks presented for payment and to honor all fund transfer requests made by the Debtors related to the Prepetition Employee Obligations, to the extent that sufficient funds are on deposit in those accounts and (b) accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, or automated clearing house transfers should be honored or dishonored in accordance with this or any other order of the Court, whether such checks, drafts, wires, or transfers are dated prior to, on, or subsequent to the Petition Date, without any duty to inquire otherwise.

10. The Debtors are authorized, but not directed, to issue new postpetition checks, or effect new electronic funds transfers, on account of prepetition obligations and claims as set forth herein, and to replace any prepetition checks or electronic fund transfer requests that may be lost or dishonored or rejected as a result of the commencement of the Debtors' Chapter 11 Cases.

11. Notwithstanding anything to the contrary contained herein, any payment made or to be made under this Interim Order, any authorization contained in this Interim Order, or any

claim for which payment is authorized hereunder, shall be subject to the requirements imposed on the Debtors under any orders of this Court approving any debtor-in-possession financing for, or any use of cash collateral by, the Debtors and any budget in connection therewith.

12. 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. Furthermore, any payment made by the Debtors pursuant to this Interim 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.

13. 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.

14. The Debtors are authorized to take all actions they deem necessary to effectuate the relief granted pursuant to this Interim Order in accordance with the Motion.

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

16. The final hearing (the "Final Hearing") on the Motion shall be held on **April 5, 2018 at 1:30 p.m. (prevailing Central Time)**, at 1100 Commerce Street, 14th floor, Courtroom #3, Dallas, Texas 75242. 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 March 29, 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.

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

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

19. 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:

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/s/ Andrew Zollinger

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Proposed Counsel for the Debtors

EXHIBIT A**(Sorted Alphabetically)**

	Debtor Name	Case No.	EIN
1.	4 West Holdings, Inc.	18-30777	9732
2.	4 West Investors, LLC	18-30778	6021
3.	Aiken RE, LLC	18-30850	1814
4.	Ambassador Rehabilitation and Healthcare Center, LLC	18-30879	1636
5.	Anchor Rehabilitation and Healthcare Center of Aiken, LLC	18-30868	9448
6.	Anderson RE TX, LLC	18-30774	3630
7.	Anderson RE, LLC	18-30861	1806
8.	Ark II Real Estate, LLC	18-30840	3628
9.	Ark III Real Estate, LLC	18-30847	0121
10.	Ark Mississippi Holding Company, LLC	18-30788	3765
11.	Ark Real Estate, LLC	18-30809	6014
12.	Ark South Carolina Holding Company, LLC	18-30856	0002
13.	Ark Texas Holding Company, LLC	18-30806	3739
14.	Battle Ground RE, LLC	18-30825	1818
15.	Brushy Creek Rehabilitation and Healthcare Center, LLC	18-30884	3292
16.	Bryan RE, LLC	18-30775	3633
17.	Burleson RE, LLC	18-30759	1777
18.	Capstone Rehabilitation and Healthcare Center, LLC	18-30878	7871
19.	Charlottesville Pointe Rehabilitation and Healthcare Center, LLC	18-30801	4467
20.	Charlottesville RE, LLC	18-30829	0836
21.	Cleveland RE, LLC	18-30811	6013
22.	Clinton RE, LLC	18-30812	8109
23.	Cobblestone Rehabilitation and Healthcare Center, LLC	18-30869	1612
24.	Collierville RE, LLC	18-30841	8845
25.	Columbia RE, LLC	18-30815	8838
26.	Columbia Rehabilitation and Healthcare Center, LLC	18-30795	6772
27.	Comfort RE, LLC	18-30764	1902
28.	Connersville RE, LLC	18-30833	9824
29.	Corinth RE, LLC	18-30814	1777
30.	Cornerstone Rehabilitation and Healthcare Center, LLC	18-30800	8841
31.	Crystal Rehabilitation and Healthcare Center, LLC	18-30807	8842
32.	Delta Rehabilitation and Healthcare Center of Cleveland, LLC	18-30792	7212
33.	Descending Dove, LLC	18-30842	8081
34.	Diboll RE, LLC	18-30766	1939
35.	Easley RE II, LLC	18-30857	1819
36.	Easley RE, LLC	18-30854	1817
37.	Edgefield RE, LLC	18-30836	3574
38.	Farmville RE, LLC	18-30831	3442
39.	Farmville Rehabilitation and Healthcare Center, LLC	18-30804	4464

	Debtor Name	Case No.	EIN
40.	Fleetwood Rehabilitation and Healthcare Center, LLC	18-30888	9615
41.	Fortress Health & Rehab of Rock Prairie, LLC	18-30765	1314
42.	Granbury RE, LLC	18-30769	1999
43.	Great Oaks RE, LLC	18-30819	1731
44.	Great Oaks Rehabilitation and Healthcare Center, LLC	18-30780	4357
45.	Greenville RE II, LLC	18-30846	1798
46.	Greenville RE, LLC	18-30843	1797
47.	Greenville Rehabilitation and Healthcare Center, LLC	18-30882	3920
48.	Greenwood RE, LLC	18-30816	1654
49.	Greer RE, LLC	18-30839	1795
50.	Greer Rehabilitation and Healthcare Center, LLC	18-30859	9462
51.	Grenada RE, LLC	18-30821	1623
52.	Grenada Rehabilitation and Healthcare Center, LLC	18-30786	8843
53.	Heritage Park Rehabilitation and Healthcare Center, LLC	18-30787	9055
54.	Hillsville RE, LLC	18-30834	2195
55.	Hillsville Rehabilitation and Healthcare Center, LLC	18-30808	4463
56.	Holly Lane Rehabilitation and Healthcare Center, LLC	18-30797	9103
57.	Holly RE, LLC	18-30830	1816
58.	Holly Springs RE, LLC	18-30823	1559
59.	Holly Springs Rehabilitation and Healthcare Center, LLC	18-30789	6524
60.	Indianola RE, LLC	18-30822	6022
61.	Indianola Rehabilitation and Healthcare Center, LLC	18-30779	7203
62.	Italy RE, LLC	18-30761	2086
63.	Iva RE, LLC	18-30852	1801
64.	Iva Rehabilitation and Healthcare Center, LLC	18-30874	0384
65.	Johns Island Rehabilitation and Healthcare Center, LLC	18-30891	4898
66.	Joy of Bryan, LLC	18-30837	4072
67.	Lampstand Health & Rehab of Bryan, LLC	18-30767	2002
68.	Linley Park Rehabilitation and Healthcare Center, LLC	18-30890	0525
69.	Macon Rehabilitation and Healthcare Center, LLC	18-30880	9644
70.	Magnified Health & Rehab of Anderson, LLC	18-30773	9060
71.	Manna Rehabilitation and Healthcare Center, LLC	18-30863	9441
72.	Marietta RE, LLC	18-30867	1809
73.	McCormick RE, LLC	18-30864	1808
74.	McCormick Rehabilitation and Healthcare Center, LLC	18-30873	3193
75.	Memphis RE, LLC	18-30844	8846
76.	Midland RE, LLC	18-30832	5138
77.	Midland Rehabilitation and Healthcare Center, LLC	18-30799	9679
78.	Moultrie RE, LLC	18-30848	9943
79.	Mountain View Rehabilitation and Healthcare Center, LLC	18-30798	9227
80.	Natchez RE, LLC	18-30818	6019
81.	Natchez Rehabilitation and Healthcare Center, LLC	18-30803	6773
82.	New Ark Master Tenant, LLC	18-30885	7893
83.	New Ark Operator Holdings, LLC	18-30893	7623

	Debtor Name	Case No.	EIN
84.	New Redeemer Health & Rehab of Pickens, LLC	18-30881	5321
85.	Olive Leaf Holding Company, LLC	18-30845	0129
86.	Olive Leaf, LLC	18-30866	0001
87.	Omega Health & Rehab of Greenville, LLC	18-30870	9461
88.	Orianna Health Systems, LLC	18-30785	5160
89.	Orianna Holding Company, LLC	18-30784	1323
90.	Orianna Investment, Inc.	18-30781	1141
91.	Orianna SC Operator Holdings, Inc.	18-30871	0383
92.	Palladium Hospice and Palliative Care, LLC	18-30887	1873
93.	Patewood Rehabilitation and Healthcare Center, LLC	18-30865	9457
94.	Picayune RE, LLC	18-30827	9749
95.	Picayune Rehabilitation and Healthcare Center, LLC	18-30793	9183
96.	Pickens RE II, LLC	18-30862	1823
97.	Pickens RE, LLC	18-30860	1821
98.	Piedmont RE, LLC	18-30849	1800
99.	Poinsett Rehabilitation and Healthcare Center, LLC	18-30876	0713
100.	Poplar Oaks Rehabilitation and Healthcare Center, LLC	18-30813	4771
101.	Portland RE, LLC	18-30826	1822
102.	Provo RE, LLC	18-30835	3568
103.	Rainbow Rehabilitation and Healthcare Center, LLC	18-30802	4772
104.	River Falls Rehabilitation and Healthcare Center, LLC	18-30886	9788
105.	Riverside Rehabilitation and Healthcare Center, LLC	18-30883	3951
106.	Rock Prairie RE, LLC	18-30772	3636
107.	Rocky Mount RE, LLC	18-30838	5904
108.	Rocky Mount Rehabilitation and Healthcare Center, LLC	18-30810	4466
109.	Roy RE, LLC	18-30817	5142
110.	Scepter Rehabilitation and Healthcare Center, LLC	18-30872	1630
111.	Scepter Senior Living Center, LLC	18-30875	1621
112.	Simpsonville RE II, LLC	18-30858	1804
113.	Simpsonville RE, LLC	18-30855	1802
114.	Simpsonville Rehabilitation and Healthcare Center, LLC	18-30889	3564
115.	Snellville RE, LLC	18-30851	9933
116.	Southern Oaks Rehabilitation and Healthcare Center, LLC	18-30877	1141
117.	The Bluffs Rehabilitation and Healthcare Center, LLC	18-30796	9314
118.	The Ridge Rehabilitation and Healthcare Center, LLC	18-30892	1456
119.	Trinity Mission Health & Rehab of Connersville, LLC	18-30805	8787
120.	Trinity Mission of Burleson, LLC	18-30762	2585
121.	Trinity Mission of Comfort, LLC	18-30763	2573
122.	Trinity Mission of Diboll, LLC	18-30768	2581
123.	Trinity Mission of Granbury, LLC	18-30771	2582
124.	Trinity Mission of Italy, LLC	18-30760	2576
125.	Trinity Mission of Winnsboro, LLC	18-30776	2583
126.	Utah Valley Rehabilitation and Healthcare Center, LLC	18-30782	9661
127.	Vicksburg RE, LLC	18-30828	0150

	Debtor Name	Case No.	EIN
128.	Victory Rehabilitation and Healthcare Center, LLC	18-30794	9485
129.	Wadesboro RE, LLC	18-30853	9929
130.	Wide Horizons RE, LLC	18-30820	5144
131.	Wide Horizons Residential Care Facility, LLC	18-30790	9387
132.	Winnsboro RE, LLC	18-30770	2134
133.	Woodlands Rehabilitation and Healthcare Center, LLC	18-30791	9127
134.	Yazoo City RE, LLC	18-30824	8844
135.	Yazoo City Rehabilitation and Healthcare Center, LLC	18-30783	7216