Fill in this information to identify the case:

United States Bankruptcy Court for the:

Northern District of Texas (State)

Case number (*If known*): _____ Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy 04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals,* is available.

1. Debtor's name

SCC Edinburg LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business as* names

Senior Care of Edinburg

3. Debtor's federal Employer Identification Number (EIN)

8 0 – 0 8 2 1 1 9 5

4. Debtor's address

Principal place of business

4503 S Sugar Road
Number Street

Edinburg, TX 78539
City State ZIP Code

Hidalgo
County

Mailing address, if different from principal place of business

600 N. Pearl Street, Suite 1100
Number Street

P.O. Box

Dallas, TX 75201
City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL)

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor SCC Edinburg LLC
Name

Case number (*if known*)_____

7. Describe debtor's business

A. *Check one:*

- [x] Health Care Business (as defined in 11 U.S.C. § 101(27A))
- [ ] Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- [ ] Railroad (as defined in 11 U.S.C. § 101(44))
- [ ] Stockbroker (as defined in 11 U.S.C. § 101(53A))
- [ ] Commodity Broker (as defined in 11 U.S.C. § 101(6))
- [ ] Clearing Bank (as defined in 11 U.S.C. § 781(3))
- [ ] None of the above

B. *Check all that apply:*

- [ ] Tax-exempt entity (as described in 26 U.S.C. § 501)
- [ ] Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- [ ] Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes .

6 2 3 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- [ ] Chapter 7
- [ ] Chapter 9
- [x] Chapter 11. *Check all that apply*:
  - [ ] Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
  - [ ] The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - [ ] A plan is being filed with this petition.
  - [ ] Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - [ ] The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - [ ] The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- [ ] Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

- [x] No
- [ ] Yes. District _____ When _____ (MM / DD / YYYY) Case number _____
  District _____ When _____ (MM / DD / YYYY) Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

- [ ] No
- [x] Yes. Debtor See Attached Schedule 1 Relationship _____
  District _____ When _____ (MM / DD / YYYY)
  Case number, if known _____

Debtor SCC Edinburg LLC
Name

Case number (*if known*)_____

11. Why is the case filed in *this district*?

Check all that apply:

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (*Check all that apply.*)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?_____
Number Street

_____

_____ _____ _____
City State ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

☐ Funds will be available for distribution to unsecured creditors.

☒ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

☒ 1-49	☐ 1,000-5,000	☐ 25,001-50,000
☐ 50-99	☐ 5,001-10,000	☐ 50,001-100,000
☐ 100-199	☐ 10,001-25,000	☐ More than 100,000
☐ 200-999		

15. Estimated assets

☐ $0-$50,000	☒ $1,000,001-$10 million	☐ $500,000,001-$1 billion
☐ $50,001-$100,000	☐ $10,000,001-$50 million	☐ $1,000,000,001-$10 billion
☐ $100,001-$500,000	☐ $50,000,001-$100 million	☐ $10,000,000,001-$50 billion
☐ $500,001-$1 million	☐ $100,000,001-$500 million	☐ More than $50 billion

Debtor SCC Edinburg LLC
Name

Case number (*if known*)

16. Estimated liabilities

☐ $0-$50,000	☒ $1,000,001-$10 million	☐ $500,000,001-$1 billion
☐ $50,001-$100,000	☐ $10,000,001-$50 million	☐ $1,000,000,001-$10 billion
☐ $100,001-$500,000	☐ $50,000,001-$100 million	☐ $10,000,000,001-$50 billion
☐ $500,001-$1 million	☐ $100,000,001-$500 million	☐ More than $50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to $500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/04/2018
MM / DD / YYYY

✘ /s/ Kevin O'Halloran
Signature of authorized representative of debtor

Kevin O'Halloran
Printed name

Title Chief Restructuring Officer

18. Signature of attorney

✘ /s/ Trey A. Monsour
Signature of attorney for debtor

Date 12/04/2018
MM / DD / YYYY

Trey A. Monsour
Printed name

Polsinelli PC
Firm name

2950 N. Harwood Street, Suite 2100
Number Street

Dallas TX 75201
City State ZIP Code

713-374-1643
Contact phone

tmonsour@polsinelli.com
Email address

14277200 TX
Bar number State

SCHEDULE 1

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case (collectively, the "**Debtors**"), filed a petition in the United States Bankruptcy Court for the Northern District of Texas for relief under chapter 11 of the Bankruptcy Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting that the chapter 11 cases of the entities listed below be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

Entity Name	**EIN**
Alief SCC LLC	37-1770523
Bandera SCC LLC	37-1770617
Baytown SCC LLC	37-1770778
Beltline SCC LLC	26-3797264
Booker SCC LLC	35-2530967
Bossier SCC LLC	37-1782017
Bradford SCC LLC	61-1759535
Brinker SCC LLC	26-3797304
Brownwood SCC LLC	80-0820677
Capitol SCC LLC	35-2521750
CapWest-Texas LLC	74-3024897
Cedar Bayou SCC LLC	30-0848889
Clear Brook SCC LLC	61-1761877
Colonial SCC LLC	32-0464385
Community SCC LLC	27-3757951
Corpus Christi SCC LLC	32-0419807
Crestwood SCC LLC	26-3797349
Crowley SCC LLC	45-2506697
CTLTC Real Estate, LLC	73-1650202
Fairpark SCC LLC	26-3797381
Gamble Hospice Care Central LLC	20-5916688
Gamble Hospice Care Northeast LLC	20-5916661
Gamble Hospice Care Northwest LLC	27-0092044
Gamble Hospice Care of Cenla LLC	46-3434510
Green Oaks SCC LLC	45-2507218
Harbor Lakes SCC LLC	45-2507299
Harden HUD Holdco LLC	46-3991502
Harden Non-HUD Holdco LLC	90-1023391
Harden Pharmacy LLC	20-0201995
Hearthstone SCC LLC	27-0899154
Hewitt SCC LLC	45-2487237
HG SCC LLC	26-3797415
Hill Country SCC LLC	27-2474199
Holland SCC LLC	38-3981427
Hunters Pond SCC LLC	35-2532886

Jacksonville SCC LLC	27-2474216
La Hacienda SCC LLC	37-1771074
Lakepointe SCC LLC	26-3797457
Major Timbers LLC	74-2987477
Marlandwood East SCC LLC	61-1721871
Marlandwood West SCC LLC	80-0952192
Meadow Creek SCC LLC	32-0419278
Midland SCC LLC	27-2474231
Mill Forest Road SCC LLC	32-0455137
Mission SCC LLC	27-3758086
Mullican SCC LLC	26-3797499
Mystic Park SCC LLC	30-0851898
Normandie SCC LLC	37-1781542
Onion Creek SCC LLC	27-3647425
Park Bend SCC LLC	27-0899410
Pasadena SCC LLC	30-0851694
Pecan Tree SCC LLC	27-2474241
Pecan Valley SCC LLC	36-4809585
Pleasantmanor SCC LLC	26-3797536
PM Management - Allen NC LLC	27-1774961
PM Management - Babcock NC LLC	20-0517829
PM Management - Cedar Park NC LLC	45-3141050
PM Management - Corpus Christi NC II LLC	20-4755231
PM Management - Corpus Christi NC III LLC	20-4755129
PM Management - Corsicana NC II LLC	27-4099281
PM Management - Corsicana NC III LLC	27-4099353
PM Management - Corsicana NC LLC	27-0871333
PM Management - Denison NC LLC	27-1775022
PM Management - El Paso I NC LLC	27-4642965
PM Management - Fredericksburg NC LLC	26-3930599
PM Management - Frisco NC LLC	27-1775082
PM Management - Garland NC LLC	27-1775137
PM Management - Golden Triangle NC I LLC	27-4099478
PM Management - Golden Triangle NC II LLC	27-4099536
PM Management - Golden Triangle NC III LLC	27-4099597
PM Management - Golden Triangle NC IV LLC	27-4099654
PM Management - Killeen I NC LLC	27-4643105
PM Management - Killeen II NC LLC	27-4643179
PM Management - Killeen III NC LLC	27-4643245
PM Management - Lewisville NC LLC	27-1775296
PM Management - New Braunfels NC LLC	20-4506293
PM Management - Park Valley NC LLC	36-4607186
PM Management - Pflugerville AL LLC	74-3024007

PM Management - Portland AL LLC	20-4755018
PM Management - Portland NC LLC	20-4754928
PM Management - Round Rock AL LLC	27-3925304
PM Management - San Antonio NC LLC	27-4251216
Presidential SCC LLC	30-0851913
Redoak SCC LLC	26-3797569
Riverside SCC LLC	35-2521889
Round Rock SCC LLC	90-1018936
Rowlett SCC LLC	26-3797606
Ruston SCC LLC	61-1760242
RW SCC LLC	26-3797631
Sagebrook SCC LLC	27-0899571
San Angelo SCC LLC	27-2474254
SCC Edinburg LLC	80-0821195
SCC Hospice Holdco LLC	80-2193166
SCC Senior Care Investments LLC	27-2474123
SCC Socorro LLC	38-3935459
Senior Care Center Management II LLC	80-0951280
Senior Care Center Management LLC	26-3797811
Senior Care Centers Home Health LLC	80-0731931
Senior Care Centers, LLC	26-3788550
Senior Rehab Solutions LLC	26-4244829
Senior Rehab Solutions North Louisiana LLC	35-2531690
Shreveport SCC LLC	37-1781659
Solutions 2 Wellness LLC	61-1754065
South Oaks SCC LLC	30-0848002
Springlake ALF SCC LLC	37-1782436
Springlake SCC LLC	38-3969102
Stallings Court SCC LLC	45-2507393
Stonebridge SCC LLC	27-0899234
Stonegate SCC LLC	35-2543005
Summer Regency SCC LLC	90-1017782
TRISUN Healthcare LLC	03-0432497
Valley Grande SCC LLC	30-0871341
Vintage SCC LLC	26-3797710
West Oaks SCC LLC	36-4799535
Western Hills SCC LLC	80-0951922
Weston Inn SCC LLC	30-0797871
Westover Hills SCC LLC	35-2533303
Whitesboro SCC LLC	26-3797745
Windcrest SCC LLC	90-1019541
Windmill SCC LLC	30-0848067
Wurzbach SCC LLC	90-1019920

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF SENIOR CARE CENTERS, LLC

December● , 2018

Under the provisions of the Second Amended and Restated Limited Liability Company Agreement of Senior Care Centers, LLC (the "**Company**"), a limited liability company duly organized and validly existing under the laws of the State of Delaware, as amended, and the Delaware Limited Liability Company Act, as amended, effective as of the date written above, the undersigned constituting all members of the Board of Directors (the "**Board**") and the Board of each of the Company's subsidiaries, hereby consent in writing that the following resolutions be adopted and direct that this consent be filed with the Company's (and each of the Company's subsidiaries') official minutes, to have the same force as a unanimous vote of the Directors (and the directors of each of the Company's subsidiaries) at a meeting duly held this date:

A. Chapter 11 Filing

WHEREAS, the Board has considered presentations by management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it and the effect of the foregoing on the Company's business; and

WHEREAS, the Board has had the opportunity to consult with the management and the financial and legal advisors of the Company and fully consider each of the strategic alternatives available to the Company;

NOW, THEREFORE, IT IS

RESOLVED, that in the judgment of the Board it is desirable and in the best interests of the Company to appoint Kevin O'Halloran to serve as chief restructuring officer (the "**Chief Restructuring Officer**") of the Company; and it is further

RESOLVED, that in the judgment of the Board it is desirable and in the best interests of the Company to appoint Venson Wallin from BDO USA, LLP to serve as chief financial officer (the "**Chief Financial Officer**") of the Company; and it is further

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, that the Company shall be and hereby is authorized to file or cause to be filed voluntary petitions for relief for the Company and each of the Company's affiliates (each affiliate is listed on the attached Schedule 1 and collectively referred to herein as the "**Chapter 11 Cases**") under the provisions of chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**") in a court of proper jurisdiction (the "**Bankruptcy Court**"); and it is further

RESOLVED, that the Chief Executive Officer, Chief Restructuring Officer and Chief Financial Officer (collectively, the "**Authorized Officers**"), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized, empowered and directed to execute and file on behalf of the Company all petitions, schedules, lists and other motions,

papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business; and it is further

RESOLVED, that the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and they hereby are, authorized, empowered and directed to certify the authenticity of these resolutions.

B. Retention of Professionals

IT IS FURTHER RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of POLSINELLI PC as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of POLSINELLI PC; and it is further

IT IS FURTHER RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of HUNTON ANDREWS KURTH LLP as conflicts counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of HUNTON ANDREWS KURTH LLP; and it is further

IT IS FURTHER RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of GRAY ROBINSON, P.A as counsel to represent and assist the Board in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Board's rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of GRAY ROBINSON, P.A.; and it is further

RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of BDO USA, LLP to represent and assist the Authorized Officers and the Company in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers are, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of BDO USA, LLP; and it is further

RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of OMNI MANAGEMENT GROUP, INC. as notice, claims, and balloting agent and as administrative advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of OMNI MANAGEMENT GROUP, INC.; and it is further

RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of SITRICK AND COMPANY as corporate communications consultants to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of SITRICK AND COMPANY; and it is further

RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and it is further

RESOLVED, that each of the Authorized Officers be, and they hereby are, with power of delegation, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Officers deem necessary, proper, or desirable in connection with the Chapter 11 Cases, with a view to the successful prosecution of such cases.

C. Cash Collateral and Adequate Protection

RESOLVED, that the Company will obtain benefits from the use of collateral, including cash collateral, as that term is defined in Bankruptcy Code section 363(a) (the "**Collateral**"), which is security for the prepetition lenders as set forth in that certain Amended and Restated Credit and Security Agreement dated January 12, 2017 (as amended, restated, modified, or supplemented from time to time, the "**Non-HUD Credit Agreement**") and certain Amended and Restated Credit and Security Agreement dated June 21, 2017 (as amended, restated, modified, or supplemented from time to time, the "**HUD Credit Agreement**"); and it is further

RESOLVED, that to use and obtain the benefits of the Collateral and in accordance with Bankruptcy Code section 363, the Company will provide certain adequate protection to the prepetition lenders (the "**Adequate Protection Obligations**"), as documented in a proposed

interim order (the "**Cash Collateral Order**") and submitted for approval to the Bankruptcy Court; and it is further

RESOLVED, that the form, terms and provisions of the Cash Collateral Order to which the Company is or will be subject, and the actions and transactions contemplated thereby be, and hereby are authorized, adopted and approved, and each of the Authorized Officers of the Company be, and they hereby are, authorized and empowered, in the name of and on behalf of the Company, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, the Cash Collateral Order, and such other agreements, certificates, instruments, receipts, petitions, motions or other papers or documents to which the Company is or will be a party (collectively with the Cash Collateral Order, the "**Cash Collateral Documents**"), incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, in the form or substantially in the form thereof submitted to the Directors, with such changes, additions, and modifications thereto as the officers of the Company executing the same shall approve, such approval to be conclusively evidenced by such officers' execution and delivery thereof; and it is further

RESOLVED, that the Company, as debtor and debtor-in-possession under the Bankruptcy Code be, and hereby is, authorized to incur the Adequate Protection Obligations (as set forth in the Cash Collateral Order) and to undertake any and all related transactions on substantially the same terms as contemplated under the Cash Collateral Documents (collectively, the "**Adequate Protection Transactions**"); and it is further

RESOLVED, that the Authorized Officers of the Company be, and they hereby are, authorized and directed, and each of them acting alone hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions as in their discretion is determined to be necessary, desirable, or appropriate and execute the Adequate Protection Transactions, including delivery of: (a) the Cash Collateral Documents and such agreements, certificates, instruments, guaranties, notices and any and all other documents, including, without limitation, any amendments to any Cash Collateral Documents (collectively, the "**Adequate Protection Documents**"); (b) such other instruments, certificates, notices, assignments, and documents as may be reasonably requested by the prepetition lenders; and (c) such forms of deposit, account control agreements, officer's certificates and compliance certificates as may be required by the Cash Collateral Documents or any other Adequate Protection Document; and it is further

RESOLVED, that each of the Authorized Officers of the Company be, and they hereby are, authorized, directed, and empowered in the name of, and on behalf of, the Company to take all such further actions, including, without limitation, to pay or approve the payment of all fees and expenses payable in connection with the Adequate Protection Transactions and all fees and expenses incurred by or on behalf of the Company in connection with the foregoing resolutions, in accordance with the terms of the Adequate Protection Documents, which shall in their sole judgment be necessary, proper or advisable to perform the Company's obligations under or in connection with the Cash Collateral Order or any of the other Adequate Protection Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions; and it is further

RESOLVED, that each of the Authorized Officers of the Company be, and they hereby are, authorized, directed, and empowered in the name of, and on behalf of, the Company, to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the Cash Collateral Order or any of the Adequate Protection Documents or to do such other things which shall in their sole judgment be necessary, desirable, proper, or advisable to give effect to the foregoing resolutions, which determination shall be conclusively evidenced by their execution thereof

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and they hereby are, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such officer's or officers' judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and it is further

RESOLVED, that all members of the Board of the Company have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice; and it is further

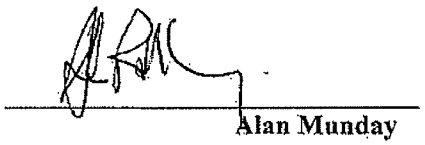
RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution of the Board; and it is further

RESOLVED, that each of the Authorized Officers (and their designees and delegates) be and hereby are authorized and empowered to take all actions or to not take any action in the name of the Company with respect to the transactions contemplated by these resolutions hereunder as the sole shareholder, partner, member or managing member of each direct subsidiary of the Company, in each case, as such Authorized Officer shall deem necessary or desirable in such Authorized Officers' reasonable business judgment as may be necessary or appropriate to effectuate the purposes of the transactions contemplated herein.

This Consent may be signed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one instrument.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned have executed this Consent effective as of the date first set forth above.



Alan Munday

Allen Boerner

John Heller

Scott Rickard

IN WITNESS WHEREOF, the undersigned have executed this Consent effective as of the date first set forth above.

Alan Munday

Allen Boerner

John Heller

Scott Rickard

Schedule 1

Company and Affiliates

- Alief SCC LLC
- Bandera SCC LLC
- Baytown SCC LLC
- Beltline SCC LLC
- Booker SCC LLC
- Bossier SCC LLC
- Bradford SCC LLC
- Brinker SCC LLC
- Brownwood SCC LLC
- Capitol SCC LLC
- CapWest-Texas LLC
- Cedar Bayou SCC LLC
- Clear Brook SCC LLC
- Colonial SCC LLC
- Community SCC LLC
- Corpus Christi SCC LLC
- Crestwood SCC LLC
- Crowley SCC LLC
- CTLTC Real Estate, LLC
- Fairpark SCC LLC
- Gamble Hospice Care Central LLC
- Gamble Hospice Care Northeast LLC
- Gamble Hospice Care Northwest LLC
- Gamble Hospice Care of Cenla LLC
- Green Oaks SCC LLC
- Harbor Lakes SCC LLC
- Harden HUD Holdco LLC
- Harden Non-HUD Holdco LLC
- Harden Pharmacy LLC
- Hearthstone SCC LLC
- Hewitt SCC LLC
- HG SCC LLC
- Hill Country SCC LLC
- Holland SCC LLC
- Hunters Pond SCC LLC
- Jacksonville SCC LLC
- La Hacienda SCC LLC
- Lakepointe SCC LLC
- Major Timbers LLC
- Marlandwood East SCC LLC

- Marlandwood West SCC LLC
- Meadow Creek SCC LLC
- Midland SCC LLC
- Mill Forest Road SCC LLC
- Mission SCC LLC
- Mullican SCC LLC
- Mystic Park SCC LLC
- Normandie SCC LLC
- Onion Creek SCC LLC
- Park Bend SCC LLC
- Pasadena SCC LLC
- Pecan Tree SCC LLC
- Pecan Valley SCC LLC
- Pleasantmanor SCC LLC
- PM Management - Allen NC LLC
- PM Management - Babcock NC LLC
- PM Management - Cedar Park NC LLC
- PM Management - Corpus Christi NC II LLC
- PM Management - Corpus Christi NC III LLC
- PM Management - Corsicana NC II LLC
- PM Management - Corsicana NC III LLC
- PM Management - Corsicana NC LLC
- PM Management - Denison NC LLC
- PM Management - El Paso I NC LLC
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- PM Management - Frisco NC LLC
- PM Management - Garland NC LLC
- PM Management - Golden Triangle NC I LLC
- PM Management - Golden Triangle NC II LLC
- PM Management - Golden Triangle NC III LLC
- PM Management - Golden Triangle NC IV LLC
- PM Management - Killeen I NC LLC
- PM Management - Killeen II NC LLC
- PM Management - Killeen III NC LLC
- PM Management - Lewisville NC LLC
- PM Management - New Braunfels NC LLC
- PM Management - Park Valley NC LLC
- PM Management - Pflugerville AL LLC
- PM Management - Portland AL LLC
- PM Management - Portland NC LLC
- PM Management - Round Rock AL LLC
- PM Management - San Antonio NC LLC
- Presidential SCC LLC
- Redoak SCC LLC

- Riverside SCC LLC
- Round Rock SCC LLC
- Rowlett SCC LLC
- Ruston SCC LLC
- RW SCC LLC
- Sagebrook SCC LLC
- San Angelo SCC LLC
- SCC Edinburg LLC
- SCC Hospice Holdco LLC
- SCC Senior Care Investments LLC
- SCC Socorro LLC
- Senior Care Center Management II LLC
- Senior Care Center Management LLC
- Senior Care Centers Home Health, LLC
- Senior Care Centers LLC
- Senior Rehab Solutions LLC
- Senior Rehab Solutions North Louisiana LLC
- Shreveport SCC LLC
- Solutions 2 Wellness LLC
- South Oaks SCC LLC
- Springlake ALF SCC LLC
- Springlake SCC LLC
- Stallings Court SCC LLC
- Stonebridge SCC LLC
- Stonegate SCC LLC
- Summer Regency SCC LLC
- TRISUN Healthcare LLC
- Valley Grande SCC LLC
- Vintage SCC LLC
- West Oaks SCC LLC
- Western Hills SCC LLC
- Weston Inn SCC LLC
- Westover Hills SCC LLC
- Whitesboro SCC LLC
- Windcrest SCC LLC
- Windmill SCC LLC
- Wurzbach SCC LLC

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PROPOSED COUNSEL TO THE DEBTORS
AND DEBTORS IN POSSESSION

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

In re: SENIOR CARE CENTERS, LLC, *et al.*, Debtors.	Chapter 11 Case No. 18-_____ (___) (Joint Administration Pending)

CONSOLIDATED LIST OF CREDITORS WHO HAVE THE 40 LARGEST UNSECURED CLAIMS AND ARE NOT INSIDERS

The above-captioned debtor and its debtor affiliates (collectively, the "**Debtors**") hereby certify that the *Consolidated List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders* submitted herewith contains the names and addresses of the Debtors' consolidated top 40 unsecured creditors (the "**Top 40 List**"). The list has been prepared from the Debtors' unaudited books and records as of the Petition Date. The Top 40 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' chapter 11 cases. The Top 40 List does not include: (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 40 largest unsecured claims. The information presented in the Top 40 List shall not constitute an admission by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtors' right to challenge the amount or characterization of any claim at a later date. The failure of the Debtors to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority, and/or amount of any such claim.

Debtor name Senior Care Centers LLC

UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF TEXAS

Case No. (If known) _____

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 40 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 40 largest unsecured claims.

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim. If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 Sabra Health Care Reit, Inc. 353 N Clark, Ste 2900 Chicago, IL 60654	Sabra Health Care Reit, Inc. Tel: 888-393-8248 Email: Bchappell@Sabrahealth.Com Bhealey@Sabrahealth.Com	Rent				$31,785,032.13
2 Healthcare Services Group Inc 3220 Tillman Dr Ste 300 Bensalem, PA 19020	Healthcare Services Group Inc Tel: 267-525-8551 Email: Jotoole@Hcsgcorp.Com	HSG				$7,963,956.84
3 Omnicare, Inc. P.O. Box 715276 Columbus, OH 43271-5276	Omnicare, Inc. Tel: 480-765-6353 Email: Susan.Vallone@Cvshealth.Com	Pharmacy				$7,040,541.07
4 Medline Industries Inc Dept 1080 P.O. Box 121080 Dallas, TX 75312-1080	Medline Industries Inc Tel: 800-388-2147 Email: Finance@Medline.Com	Trade				$3,151,957.78
5 Recovercare LLC P.O. Box 936446 Atlanta, GA 31193-6446	Recovercare LLC Tel: 800-826-0270 Email: Billing@Joernsrecovercare.Com	Trade				$2,259,824.04

Debtor name Senior Care Centers LLC **Case No. (If known)**

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6 Direct Supply P.O. Box 88201 Milwaukee, WI 53288-0201	Direct Supply Tel: 888-433-3224	Supplies				$1,406,964.18
7 Schryver Medical Sales And Marketing, LLC 12075 East 45Th Ave Suite 600 Denver, CO 80239	Schryver Medical Sales And Marketing, LLC Tel: 800-638-3240	Trade				$1,382,300.38
8 Acadian Ambulance Services, Inc. P.O. Box 92970 Lafayette, LA 70509	Acadian Ambulance Services, Inc. Tel: 800-259-3333	Transport				$836,859.51
9 Sedgwick CMS 175 W. Jackson Suite 700 Chicago, IL 60604	Sedgwick CMS Tel: 713-914-3238	Trade				$811,236.45
10 Specialized Medical Services, Inc. 7237 Solution Center Chicago, IL 60677-7002	Specialized Medical Services, Inc. Tel: 800-786-3656	Trade				$755,222.84
11 Diagnostic Laboratories & Radiology 2820 N Ontario St. Burbank, CA 91504-2015	Diagnostic Laboratories & Radiology Tel: 818-549-1880	Trade				$536,447.30
12 Mobilexusa (DSSI) 930 Ridgebrook Road 3rd Floor Sparks, MD 21152	Mobilexusa (DSSI) Tel: 800-388-2147	Trade				$477,200.57

Debtor name Senior Care Centers LLC **Case No. (If known)**

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim. If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
13 Pharmerica P.O. Box 409251 Atlanta, GA 30384-9251	Pharmerica Tel: 800-722-3005	Pharmacy				$401,318.39
14 Seqirus USA, Inc. P.O. Box 934973 3585 Atlanta Ave Hapeville, GA 30354	Seqirus USA, Inc. Tel: 855-358-8966 Email: Usainc.Accountsreceivable@Seqirus.Com	Trade				$333,126.39
15 Centurylink P.O. Box 52187 Phoenix, AZ 85072-2187	Centurylink Tel: 865-465-2313	Telephone				$324,315.96
16 Pointclickcare Technologies, Inc. P.O. Box 674802 Detroit, MI 48267-4802	Pointclickcare Technologies, Inc. Tel: 800-277-5889	Trade				$305,072.46
17 San Antonio North Knoll LLC 10960 Wilshire Blvd, 5Th Fl Los Angeles, CA 90024	San Antonio North Knoll LLC Email: Dbellis@Nksf.Com; Nsm12Lmu@Yahoo.Com; Tokum@Picoainc.Com	Rent				$276,686.29
18 Hidalgo Healthcare Realty 5647 New Copeland Rd Tyler, TX 75703	Hidalgo Healthcare Realty Email: Lparker@Sciconstruction-Tx.Com	Rent				$250,951.87
19 Cedar Park Healthcare LLC 21726 Hardy Oak Blvd San Antonio, TX 78258	Cedar Park Healthcare LLC Email: Jsmithers@Smithersconstruction.Com, Lwhite@Smithersconstruction.Com	Rent				$227,424.00

Debtor name Senior Care Centers LLC **Case No. (If known)**

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
20 Performance Food Group - Temple P.O. Box 951641 Dallas, TX 75395-1641	Performance Food Group - Temple Tel: 800-375-3606	Food				$205,982.24
21 Belfor Usa Group, Inc. 4820 Ih 35 North Waco, TX 76705	Belfor Usa Group, Inc. Tel: 254-799-8400 Email: Lori.Ballard@Us.Belfor.Com	Trade				$200,000.00
22 GPDP Development Ltd. 610 Towson Avenue Fort Smith, AR 72901	GPDP Development Ltd. Email: Jana.Mundy@Gpfsm.Com	Rent				$189,170.32
23 BKD, LLP Attn: Accounts Receivable P.O. Box 1190 Springfield, MO 65801-1190	BKD, LLP Tel: 417-866-5822 Email: Bbowmaster@Bkd.Com	Trade				$184,535.00
24 Century Healthcare LLC CHC Companion P.O. Box 3280 Grapevine, TX 76099-3280	Century Healthcare LLC	Insurance				$175,991.18
25 OLP Wyoming Springs LLC c/o One Liberty Properties, Inc. 60 Cuttermill Rd, Suite 303 Great Neck, NY 11021	OLP Wyoming Springs LLC Email: Pchachlani@1Liberty.Com	Rent				$169,370.52
26 ADP, Inc. P.O. Box 842875 Boston, MA 02284-2875	ADP, Inc. Tel: 800-225-5237	Trade				$164,817.69

Debtor name Senior Care Centers LLC **Case No. (If known)**

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
27 Staples Business Advantage (DSSI) 500 Staples Drive Framingham, MA 01702	Staples Business Advantage (DSSI) Tel: 877-826-7755 Email: John.Jones3@Staples.Com	Supplies				$153,040.47
28 Presto-X / Rentokil Sterite P.O. Box 13848 Reading, PA 19612	Presto-X / Rentokil Sterite Tel: 877-764-0007 Email: Nationalcollections@Rentokil.Com	Trade				$143,727.29
29 Colonial Life Accident & Insurance Co Processing Center P.O. Box 1365 Columbia, SC 29202-1365	Colonial Life Accident & Insurance Co Tel: Email:	Insurance				$138,876.78
30 PC Connection Sales Dba Connections P.O. Box 536472 Pittsburgh, PA 15253-5906	PC Connection Sales Tel: 800-800-0011 Email:	Trade				$130,583.12
31 GB&P Lubbock Ltd 610 Towson Avenue Fort Smith, AR 72901	GB&P Lubbock Ltd Email: Jana.Mundy@Gpfsm.Com	Rent				$125,094.22
32 Clinical Resources LLC 3338 Peachtree Road, Ne Suite 102 Atlanta, GA 30326	Clinical Resources LLC Tel: 404-343-7227 Email:	Contraclbr				$123,787.07

Debtor name Senior Care Centers LLC **Case No. (If known)**

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
33 AHS-Medrec, Inc. D/B/A Medrec P.O. Box 732800 Dallas, TX 75373-2800	AHS-Medrec, Inc. D/B/A Medrec Tel: 888-740-4341 Email:	Contraclbr				$118,702.72
34 CEU360 5048 Tennyson Parkway Suite 200 Plano, TX 75024	CEU360 Tel: 800-554-2387 Email:	Trade				$110,792.00
35 HD Supply Facilities Maintenance P.O. Box 509058 San Diego, CA 92150-9058	HD Supply Facilities Maintenance Tel: 800-798-8888 Email:	Trade				$103,050.31
36 Staples Promotional Products Bin #150003 P.O. Box 790322 St. Louis, MO 63179-0322	Staples Promotional Products Tel: 469-262-4548 Email:	Trade				$102,126.56
37 CNA Deductible Recovery Group P.O. Box 6065-02 Hermitage, PA 16148-1068	CNA Deductible Recovery Group Tel: 888-999-1365 Email:	Trade				$100,000.00
38 Ogletree Deakins P.O. Box 89 Columbia, SC 29202	Ogletree Deakins Tel: 864-241-1900 Email:	Trade				$98,319.99

Debtor name Senior Care Centers LLC **Case No. (If known)**

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
39 Navarro Snf Development, LP 9840 Jacksboro Hwy Ft. Worth, TX 76135	Navarro Snf Development, LP Email: Mcdonnellconst@Gmail.Com; Mcdonnellbuildersmf@Gmail.Com	Rent				$95,839.00
40 Trinity Tile And Stone 3705 Tarragona Lane Austin, TX 78727	Trinity Tile And Stone Email:	Trade				$87,667.48

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New York, New York 10016
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Facsimile: (212) 684-0197
jeremy.johnson@polsinelli.com

PROPOSED COUNSEL TO THE DEBTORS
AND DEBTORS IN POSSESSION

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

In re: SENIOR CARE CENTERS, LLC, *et al.*, Debtors.	Chapter 11 Case No. 18-_____ (___) (Joint Administration Pending)

CONSOLIDATED CORPORATE OWNERSHIP STATEMENT PURSUANT TO FEDERAL RULES OF BANKRUPTCY PROCEDURE 1007AND 7007.1

Pursuant to Rule 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtors and debtors in possession (collectively, the "**Debtors**") respectfully represent that the following corporations directly or indirectly own 10% or more of any class of the Debtors' equity interests.

Entity	**Ownership**
Alief SCC LLC	Senior Care Centers, LLC (100%)
Bandera SCC LLC	Senior Care Centers, LLC (100%)
Baytown SCC LLC	Senior Care Centers, LLC (100%)
Beltline SCC LLC	Senior Care Centers, LLC (100%)
Booker SCC LLC	Senior Care Centers, LLC (100%)
Bossier SCC LLC	Senior Care Centers, LLC (100%)
Bradford SCC LLC	Senior Care Centers, LLC (100%)
Brinker SCC LLC	Senior Care Centers, LLC (100%)
Brownwood SCC LLC	Senior Care Centers, LLC (100%)
Capitol SCC LLC	Senior Care Centers, LLC (100%)
CapWest-Texas LLC	CTLTC Real Estate, LLC (100%)
Cedar Bayou SCC LLC	Senior Care Centers, LLC (100%)
Clear Brook SCC LLC	Senior Care Centers, LLC (100%)

Colonial SCC LLC	Senior Care Centers, LLC (100%)
Community SCC LLC	Senior Care Centers, LLC (100%)
Corpus Christi SCC LLC	Senior Care Centers, LLC (100%)
Crestwood SCC LLC	Senior Care Centers, LLC (100%)
Crowley SCC LLC	Senior Care Centers, LLC (100%)
CTLTC Real Estate, LLC	Senior Care Centers, LLC (100%)
Fairpark SCC LLC	Senior Care Centers, LLC (100%)
Gamble Hospice Care Central LLC	Gamble Hospice Care Northwest LLC (100%)
Gamble Hospice Care Northeast LLC	Gamble Hospice Care Northwest LLC (100%)
Gamble Hospice Care Northwest LLC	SCC Hospice Holdco LLC (100%)
Gamble Hospice Care of Cenla LLC	SCC Hospice Holdco LLC (100%)
Green Oaks SCC LLC	Senior Care Centers, LLC (100%)
Harbor Lakes SCC LLC	Senior Care Centers, LLC (100%)
Harden HUD Holdco LLC	CTLTC Real Estate, LLC (100%)
Harden Non-HUD Holdco LLC	CTLTC Real Estate, LLC (100%)
Harden Pharmacy LLC	CTLTC Real Estate, LLC (100%)
Hearthstone SCC LLC	Senior Care Centers, LLC (100%)
Hewitt SCC LLC	Senior Care Centers, LLC (100%)
HG SCC LLC	Senior Care Centers, LLC (100%)
Hill Country SCC LLC	Senior Care Centers, LLC (100%)
Holland SCC LLC	Senior Care Centers, LLC (100%)
Hunters Pond SCC LLC	Senior Care Centers, LLC (100%)
Jacksonville SCC LLC	Senior Care Centers, LLC (100%)
La Hacienda SCC LLC	Senior Care Centers, LLC (100%)
Lakepointe SCC LLC	Senior Care Centers, LLC (100%)
Major Timbers LLC	CTLTC Real Estate, LLC (100%)
Marlandwood East SCC LLC	Senior Care Centers, LLC (100%)
Marlandwood West SCC LLC	Senior Care Centers, LLC (100%)
Meadow Creek SCC LLC	Senior Care Centers, LLC (100%)
Midland SCC LLC	Senior Care Centers, LLC (100%)
Mill Forest Road SCC LLC	Senior Care Centers, LLC (100%)
Mission SCC LLC	Senior Care Centers, LLC (100%)
Mullican SCC LLC	Senior Care Centers, LLC (100%)
Mystic Park SCC LLC	Senior Care Centers, LLC (100%)
Normandie SCC LLC	Senior Care Centers, LLC (100%)
Onion Creek SCC LLC	Senior Care Centers, LLC (100%)
Park Bend SCC LLC	Senior Care Centers, LLC (100%)
Pasadena SCC LLC	Senior Care Centers, LLC (100%)
Pecan Tree SCC LLC	Senior Care Centers, LLC (100%)
Pecan Valley SCC LLC	Senior Care Centers, LLC (100%)
Pleasantmanor SCC LLC	Senior Care Centers, LLC (100%)
PM Management - Allen NC LLC	Harden Non-HUD Holdco, LLC (100%)
PM Management - Babcock NC LLC	Harden Non-HUD Holdco, LLC (100%)

PM Management - Cedar Park NC LLC	Harden Non-HUD Holdco, LLC (100%)
PM Management - Corpus Christi NC II LLC	Harden Non-HUD Holdco, LLC (100%)
PM Management - Corpus Christi NC III LLC	Harden Non-HUD Holdco, LLC (100%)
PM Management - Corsicana NC II LLC	Harden Non-HUD Holdco, LLC (100%)
PM Management - Corsicana NC III LLC	Harden Non-HUD Holdco, LLC (100%)
PM Management - Corsicana NC LLC	Harden Non-HUD Holdco, LLC (100%)
PM Management - Denison NC LLC	Harden Non-HUD Holdco, LLC (100%)
PM Management - El Paso I NC LLC	Harden Non-HUD Holdco, LLC (100%)
PM Management - Fredericksburg NC LLC	Harden Non-HUD Holdco, LLC (100%)
PM Management - Frisco NC LLC	Harden Non-HUD Holdco, LLC (100%)
PM Management - Garland NC LLC	Harden Non-HUD Holdco, LLC (100%)
PM Management - Golden Triangle NC I LLC	Harden Non-HUD Holdco, LLC (100%)
PM Management - Golden Triangle NC II LLC	Harden Non-HUD Holdco, LLC (100%)
PM Management - Golden Triangle NC III LLC	Harden Non-HUD Holdco, LLC (100%)
PM Management - Golden Triangle NC IV LLC	Harden Non-HUD Holdco, LLC (100%)
PM Management - Killeen I NC LLC	Harden HUD Holdco, LLC (100%)
PM Management - Killeen II NC LLC	Harden HUD Holdco, LLC (100%)
PM Management - Killeen III NC LLC	Harden HUD Holdco, LLC (100%)
PM Management - Lewisville NC LLC	Harden Non-HUD Holdco, LLC (100%)
PM Management - New Braunfels NC LLC	Harden HUD Holdco, LLC (100%)
PM Management - Park Valley NC LLC	Harden HUD Holdco, LLC (100%)
PM Management - Pflugerville AL LLC	Harden Non-HUD Holdco, LLC (100%)
PM Management - Portland AL LLC	Harden Non-HUD Holdco, LLC (100%)
PM Management - Portland NC LLC	Harden Non-HUD Holdco, LLC (100%)
PM Management - Round Rock AL LLC	Harden Non-HUD Holdco, LLC (100%)
PM Management - San Antonio NC LLC	Harden Non-HUD Holdco, LLC (100%)
Presidential SCC LLC	Senior Care Centers, LLC (100%)
Redoak SCC LLC	Senior Care Centers, LLC (100%)
Riverside SCC LLC	Senior Care Centers, LLC (100%)
Round Rock SCC LLC	Senior Care Centers, LLC (100%)
Rowlett SCC LLC	Senior Care Centers, LLC (100%)
Ruston SCC LLC	Senior Care Centers, LLC (100%)
RW SCC LLC	Senior Care Centers, LLC (100%)
Sagebrook SCC LLC	Senior Care Centers, LLC (100%)
San Angelo SCC LLC	Senior Care Centers, LLC (100%)
SCC Edinburg LLC	Senior Care Centers, LLC (100%)
SCC Hospice Holdco LLC	Senior Care Centers, LLC (100%)
SCC Senior Care Investments LLC	Senior Care Centers, LLC (100%)
SCC Socorro LLC	Senior Care Centers, LLC (100%)
Senior Care Center Management II LLC	Senior Care Centers, LLC (100%)
Senior Care Center Management LLC	Senior Care Centers, LLC (100%)
Senior Care Centers Home Health LLC	Senior Care Centers, LLC (100%)
Senior Care Centers, LLC	Silver Star Investments, LLC (68.3%)

Senior Rehab Solutions LLC	Senior Care Centers, LLC (85.09%) CTLTC Real Estate, LLC (14.91%)
Senior Rehab Solutions North Louisiana LLC	Senior Care Centers, LLC (100%)
Shreveport SCC LLC	Senior Care Centers, LLC (100%)
Solutions 2 Wellness LLC	Senior Care Centers, LLC (100%)
South Oaks SCC LLC	Senior Care Centers, LLC (100%)
Springlake ALF SCC LLC	Senior Care Centers, LLC (100%)
Springlake SCC LLC	Senior Care Centers, LLC (100%)
Stallings Court SCC LLC	Senior Care Centers, LLC (100%)
Stonebridge SCC LLC	Senior Care Centers, LLC (100%)
Stonegate SCC LLC	Senior Care Centers, LLC (100%)
Summer Regency SCC LLC	Senior Care Centers, LLC (100%)
TRISUN Healthcare LLC	CTLTC Real Estate, LLC (100%)
Valley Grande SCC LLC	Senior Care Centers, LLC (100%)
Vintage SCC LLC	Senior Care Centers, LLC (100%)
West Oaks SCC LLC	Senior Care Centers, LLC (100%)
Western Hills SCC LLC	Senior Care Centers, LLC (100%)
Weston Inn SCC LLC	Senior Care Centers, LLC (100%)
Westover Hills SCC LLC	Senior Care Centers, LLC (100%)
Whitesboro SCC LLC	Senior Care Centers, LLC (100%)
Windcrest SCC LLC	Senior Care Centers, LLC (100%)
Windmill SCC LLC	Senior Care Centers, LLC (100%)
Wurzbach SCC LLC	Senior Care Centers, LLC (100%)

Fill in this information to identify the case and this filing:

Debtor Name Senior Care Centers, LLC, et al.

United States Bankruptcy Court for the: Northern District of Texas (State)

Case number (*If known*): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to $500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended *Schedule* ____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/4/2018
MM / DD / YYYY

✘ /s/ Kevin O'Halloran
Signature of individual signing on behalf of debtor

Kevin O'Halloran
Printed name

Chief Restructuring Officer
Position or relationship to debtor

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS

IN RE:	§	
	§	
SENIOR CARE CENTERS, LLC, et al.	§	Case No. _____
	§	
Debtor(s)	§	Chapter 11

DECLARATION FOR ELECTRONIC FILING OF BANKRUPTCY PETITION, LISTS, STATEMENTS, AND SCHEDULES

PART I: DECLARATION OF PETITIONER:

As an individual debtor in this case, or as the individual authorized to act on behalf of the corporation, partnership, or limited liability company seeking bankruptcy relief in this case, I hereby request relief as, or on behalf of, the debtor in accordance with the chapter of title 11, United States Code, specified in the petition to be filed electronically in this case. I have read the information provided in the petition, lists, statements, and schedules to be filed electronically in this case and ***I hereby declare under penalty of perjury*** that the information provided therein, as well as the social security information disclosed in this document, is true and correct. I understand that this Declaration is to be filed with the Bankruptcy Court within seven (7) business days after the petition, lists, statements, and schedules have been filed electronically. I understand that a failure to file the signed original of this Declaration will result in the dismissal of my case.

☐ *[Only include for Chapter 7 individual petitioners whose debts are primarily consumer debts]* –
I am an individual whose debts are primarily consumer debts and who has chosen to file under chapter 7. I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each chapter, and choose to proceed under chapter 7.

☒ *[Only include if petitioner is a corporation, partnership or limited liability company]* –
I hereby further declare under penalty of perjury that I have been authorized to file the petition, lists, statements, and schedules on behalf of the debtor in this case.

Date: 12/4/2018. /s/ Kevin O'Halloran _____
Debtor

_____
Joint Debtor

PART II: DECLARATION OF ATTORNEY:

I declare ***under penalty of perjury*** that: (1) I will give the debtor(s) a copy of all documents referenced by Part I herein which are filed with the United States Bankruptcy Court; and (2) I have informed the debtor(s), if an individual with primarily consumer debts, that he or she may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

Date: 12/4/2018. /s/ Trey A. Monsour
Attorney for Debtor