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COUNSEL TO THE DEBTORS AND
DEBTORS IN POSSESSION

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

	§	
In re:	§	Chapter 11
	§	
Senior Care Centers, LLC, *et al.*,[1]	§	Case No. 18-33967 (BJH)
	§	
Debtors.	§	(Jointly Administered)
	§	

NOTICE OF FILING OF EXHIBITS TO DISCLOSURE STATEMENT FOR THE THIRD AMENDED JOINT PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On December 4, 2019, Senior Care Centers, LLC and its affiliated debtors and debtors in possession (the "**Debtors**") filed voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas.

2. On October 16, 2019, the Debtors filed the *Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 2053] (the "**Third Amended Plan**") and the *Disclosure Statement for the Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 2054] (the "**Third Amended Disclosure Statement**").

[1] The Debtors in the Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are set forth in the *Order (I) Directing Joint Administration of Chapter 11 Cases, and (II) Granting Related Relief* [Docket No. 569] and may also be found on the Debtors' claims agent's website at https://omnimgt.com/SeniorCareCenters. The location of the Debtors' service address is 600 North Pearl Street, Suite 1100, Dallas, Texas 75201.

3. Attached hereto are the exhibits to the Third Amended Disclosure Statement.

4. The Hearing to consider the Second Amended Disclosure Statement is scheduled to be held before the Honorable Stacey G. C. Jernigan, United States Bankruptcy Judge, United States Bankruptcy Court for the Northern District of Texas, Earle Cabell Federal Building, 1100 Commerce Street, 14th Floor, Courtroom No. 1, Dallas, Texas 7524 (the "**Court**") on **October 22, 2019 at 9:30 a.m.** (prevailing Central Time) (the "**Disclosure Statement Hearing**"), or as soon thereafter as counsel can be heard, to consider entry of an order determining, among other things, that the Disclosure Statement contains "adequate information" within the meaning ascribed to such term in Bankruptcy Code section 1125 and approving the Disclosure Statement.

5. ALL PLEADINGS FILED IN THESE CHAPTER 11 CASES ARE AVAILABLE FOR FREE AT: https://omnimgt.com/SeniorCareCenters.

Dated: October 20, 2019
Dallas, Texas

Respectfully submitted,

POLSINELLI PC

/s/ Trey A. Monsour

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Counsel to the Debtors and Debtors in Possession

Exhibit A

List of Debtors and Borrowers

Debtor Name	DBA name	Case No.	ABL Status
Alief SCC LLC	Senior Care of Westwood	18-33987	Non-HUD Borrower
Bandera SCC LLC	Bandera Nursing & Rehab Center	18-33989	Non-HUD Borrower
Baytown SCC LLC	Baytown Nursing & Rehab Center	18-33992	Non-HUD Borrower
Beltline SCC LLC	Senior Care Beltline	18-33996	HUD Borrower
Booker SCC LLC	SCC of Booker T. Washington Rehabilitation Center	18-33999	Non-HUD Borrower
Bossier SCC LLC	SCC of Pilgrim Manor Rehabilitation Center	18-34003	Non-HUD Borrower
Bradford SCC LLC	SCC of Bradford Rehabilitation Center	18-34004	Non-HUD Borrower
Brinker SCC LLC	Senior Care at Denton Post Acute Care	18-34005	HUD Borrower
Brownwood SCC LLC	Senior Care of Brownwood	18-33968	Non-HUD Borrower
Capitol SCC LLC	West Oaks Nursing & Rehab Center (Senior Care of West Oaks)	18-34006	Non-HUD Borrower
CapWest-Texas LLC		18-34008	Non-HUD Borrower
Cedar Bayou SCC LLC	Cedar Bayou Nursing & Rehab Center	18-34010	Non-HUD Borrower
Clear Brook SCC LLC	SCC at Clear Brook Crossing Rehabilitation and Healthcare Center	18-34012	Non-HUD Borrower
Colonial SCC LLC	SCC of Colonial Oaks Rehabilitation Center	18-34014	Non-HUD Borrower
Community SCC LLC	Senior Care at Stephenville	18-33969	Non-HUD Borrower
Corpus Christi SCC LLC	Senior Care of Corpus Christi SNF	18-34016	HUD Borrower
Crestwood SCC LLC	Free State Crestwood	18-34017	HUD Borrower
Crowley SCC LLC	Senior Care of Crowley	18-33970	Non-HUD Borrower
CTLTC Real Estate, LLC		18-34018	Non-HUD Borrower
Fairpark SCC LLC	Senior Care Health and Rehabilitation Center--Dallas	18-34020	Non-HUD Borrower
Gamble Hospice Care Central, LLC	AIME Hospice Care	18-34022	HUD Borrower
Gamble Hospice Care Northeast, LLC	AIME Hospice Care	18-34025	Excluded Debtor
Gamble Hospice Care Northwest, LLC	AIME Hospice Care	18-34027	Excluded Debtor
Gamble Hospice Care of Cenla, LLC	AIME Hospice Care	18-34029	Excluded Debtor
Green Oaks SCC LLC	Senior Care of Green Oaks	18-33971	Non-HUD Borrower
Harbor Lakes SCC LLC	Senior Care of Harbor Lakes	18-33972	Non-HUD Borrower
Harden HUD Holdco LLC		18-34032	Non-HUD Borrower
Harden Non-HUD Holdco LLC		18-34035	Non-HUD Borrower
Harden Pharmacy LLC		18-34036	HUD Pledgor

Hearthstone SCC LLC	Hearthstone SN Health Center	18-34037	HUD Borrower
Hewitt SCC LLC	Senior Care of Hewitt	18-33973	Non-HUD Borrower
HG SCC LLC	Honey Grove Nursing Center	18-34040	HUD Borrower
HHC Portland AL, LP		19-31719	Non-HUD Borrower
Hill Country SCC LLC	Hill Country Care	18-34043	Non-HUD Borrower
Holland SCC LLC	Senior Care at Holland Lake	18-33974	Non-HUD Borrower
Hunters Pond SCC LLC	SCC at Hunters Pond Rehabilitation and Healthcare Center	18-34045	Non-HUD Borrower
Jacksonville SCC LLC	Senior Care of Jacksonville	18-34046	Non-HUD Borrower
La Hacienda SCC LLC	La Hacienda Nursing & Rehab Center	18-34049	Non-HUD Borrower
Lakepointe SCC LLC	Senior Care at Lake Pointe	18-34050	HUD Borrower
Major Timbers LLC		18-34052	Non-HUD Borrower
Marlandwood East SCC LLC	Senior Care of Marlandwood East	18-34054	Non-HUD Borrower
Marlandwood West SCC LLC	Senior Care of Marlandwood West	18-34058	HUD Borrower
Meadow Creek SCC LLC	Senior Care of Meadow Creek	18-34064	Non-HUD Borrower
Midland SCC LLC	Senior Care of Midland	18-34065	Non-HUD Borrower
Mill Forest Road SCC LLC	The Pointe Nursing & Rehab Center	18-34066	Non-HUD Borrower
Mission SCC LLC	Mission Nursing and Rehabilitation Center	18-33975	Non-HUD Borrower
Mullican SCC LLC	Mullican Care Center	18-34067	HUD Borrower
Mystic Park SCC LLC	Mystic Park Nursing & Rehab Center	18-34068	Non-HUD Borrower
Normandie SCC LLC	The Guest House Rehabilitation Center	18-34069	Non-HUD Borrower
Onion Creek SCC LLC	Senior Care of Onion Creek	18-34070	Non-HUD Borrower
Park Bend SCC LLC	Park Bend SN Health Center	18-34071	HUD Borrower
Pasadena SCC LLC	Paramount Senior Care Centers at Pasadena	18-34072	Non-HUD Borrower
Pecan Tree SCC LLC	Pecan Tree Rehab and Healthcare Center	18-34073	Non-HUD Borrower
Pecan Valley SCC LLC	SCC at Pecan Valley Rehabilitation and Healthcare Center	18-34074	Non-HUD Borrower
Pleasantmanor SCC LLC	Pleasant Manor Health and Rehabilitation Center	18-34075	HUD Borrower
PM Management - Allen NC LLC	Victoria Gardens of Allen	18-34076	HUD Borrower
PM Management - Babcock NC LLC	Mesa Vista Inn Health Center	18-34077	Non-HUD Borrower
PM Management - Cedar Park NC LLC	Cottonwood Creek Nursing and Rehabilitation Center	18-34078	Non-HUD Borrower
PM Management - Corpus Christi NC II LLC	Trisun Care Center - River Ridge	18-34079	Non-HUD Borrower
PM Management - Corpus Christi NC III LLC	Trisun Care Center - Westwood	18-34080	Non-HUD Borrower
PM Management - Corsicana NC II LLC	Heritage Oaks Retirement Village	18-34081	Non-HUD Borrower

PM Management - Corsicana NC III LLC	Heritage Oaks West Retirement Village	18-34082	Non-HUD Borrower
PM Management - Corsicana NC LLC	Trisun Care Center - Corsicana	18-34083	Non-HUD Borrower
PM Management - Denison NC LLC	The Homestead of Denison	18-34084	HUD Borrower
PM Management - El Paso I NC LLC	Trisun Care Center - Northeast El Paso	18-34085	Non-HUD Borrower
PM Management - Fredericksburg NC LLC	Windcrest Nursing and Rehabilitation Center	18-34086	HUD Borrower
PM Management - Frisco NC LLC	Victoria Gardens of Frisco	18-34087	HUD Borrower
PM Management - Garland NC LLC	Winters Park Nursing and Rehabilitation Center	18-33979	HUD Borrower
PM Management - Golden Triangle NC I LLC	Summer Place Nursing & Rehabilitation	18-33980	Non-HUD Borrower
PM Management - Golden Triangle NC II LLC	The Meadows of Orange	18-33981	Non-HUD Borrower
PM Management - Golden Triangle NC III LLC	Cypress Glen	18-33982	Non-HUD Borrower
PM Management - Golden Triangle NC IV LLC	Lake Arthur Place	18-33983	Non-HUD Borrower
PM Management - Killeen I NC LLC	The Rosewood Retirement Community	18-33984	Excluded Debtor
PM Management - Killeen II NC LLC	Indian Oaks Living Center	18-33985	Excluded Debtor
PM Management - Killeen III NC LLC	Hill Country Rehab and Nursing Center	18-33986	Excluded Debtor
PM Management - Lewisville NC LLC	Vista Ridge Nursing and Rehabilitation Center	18-33988	HUD Borrower
PM Management - New Braunfels NC LLC	Sundance Inn Health Center	18-33990	Excluded Debtor
PM Management - Park Valley NC LLC	Park Valley Inn Health Center	18-33991	Excluded Debtor
PM Management - Pflugerville AL LLC	Heatherwilde Assisted Living	18-33993	Non-HUD Borrower
PM Management - Portfolio IX NC LLC		19-30253	Excluded Debtor
PM Management - Portfolio V NC, LLC		19-30249	Non-HUD Borrower
PM Management - Portfolio VI NC LLC		19-30250	HUD Borrower
PM Management - Portfolio VII NC LLC		19-30251	Non-HUD Borrower
PM Management - Portfolio VIII NC LLC		19-30252	Excluded Debtor
PM Management - Portland AL LLC	Trisun Assisted Living - Pavilion	18-33994	Non-HUD Borrower
PM Management - Portland NC LLC	Trisun Care Center - Coastal Palms	18-33995	Non-HUD Borrower
PM Management - Round Rock AL LLC	Wyoming Springs Assisted Living and Memory Center Care	18-33997	Non-HUD Borrower
PM Management - San Antonio AL LLC	Lakeside Assisted Living by Trisun Healthcare	19-30254	Non-HUD Borrower

PM Management - San Antonio NC LLC	Lakeside Assisted Living by Trisun Healthcare	18-33998	Non-HUD Borrower
Presidential SCC LLC	Paramount Senior Care Centers at San Antonio	18-34000	Non-HUD Borrower
Redoak SCC LLC	Red Oak Health and Rehabilitation Center	18-33976	Non-HUD Borrower
Riverside SCC LLC	Riverside Nursing & Rehab Center	18-34001	Non-HUD Borrower
Round Rock SCC LLC	Trinity Care Center	18-34002	HUD Borrower
Rowlett SCC LLC	Rowlett Health and Rehabilitation Center	18-34007	Non-HUD Borrower
Ruston SCC LLC	SCC of Alpine Rehabilitation Center	18-34009	Non-HUD Borrower
RW SCC LLC	Rockwall Nursing Care Center	18-34011	HUD Borrower
Sagebrook SCC LLC	Sagebrook SN Health Center	18-34013	HUD Borrower
San Angelo SCC LLC	Senior Care of San Angelo	18-34015	Non-HUD Borrower
San Antonio SCC, LLC		19-30261	Excluded Debtor
SCC Edinburg LLC	Senior Care of Edinburg	18-34019	Non-HUD Borrower
SCC Hospice Holdco LLC		18-34021	Excluded Debtor
SCC Senior Care Investments LLC		18-34023	Non-HUD Borrower
SCC Socorro LLC	Las Ventanas de Socorro	18-34024	Non-HUD Borrower
Senior Care Center Management II LLC		18-34026	Excluded Debtor
Senior Care Center Management LLC		18-34028	Non-HUD Borrower
Senior Care Centers Home Health, LLC		18-34030	Non-HUD Borrower
Senior Care Centers LLC		18-33967	Non-HUD Guarantor / Non-HUD Pledgor / HUD Guarantor / HUD Pledgor
Senior Rehab Solutions LLC		18-34031	Non-HUD Borrower
Senior Rehab Solutions North Louisiana LLC		18-34033	Excluded Debtor
Shreveport SCC LLC	SCC of Shreveport Manor Rehabilitation Center	18-34034	Non-HUD Borrower
Solutions 2 Wellness LLC		18-34038	Non-HUD Borrower
South Oaks SCC LLC	Brodie Ranch Nursing & Rehab Center	18-34039	Non-HUD Borrower
Springlake ALF SCC LLC	The Gables at Spring Lake	18-34041	Non-HUD Borrower
Springlake SCC LLC	SCC of Springlake Rehabilitation Center	18-34042	Non-HUD Borrower
Stallings Court SCC LLC	Senior Care of Stallings Court	18-33977	Non-HUD Borrower
Stonebridge SCC LLC	Stonebridge SN Health Center	18-34044	HUD Borrower
Stonegate SCC LLC	Senior Care of Stonegate	18-33978	Non-HUD Borrower
Summer Regency SCC LLC	Regency House	18-34047	HUD Borrower
TRISUN Healthcare LLC		18-34048	Non-HUD Borrower
Valley Grande SCC LLC	SCC at Valley Grande	18-34051	Non-HUD Borrower
Vintage SCC LLC	Vintage Health Care Center	18-34053	HUD Borrower
West Oaks SCC LLC	West Oaks Nursing & Rehab Center	18-34055	Non-HUD Borrower
Western Hills SCC LLC	Senior Care of Western Hills	18-34056	Non-HUD Borrower

Weston Inn SCC LLC	Senior Care of Weston Inn	18-34057	Non-HUD Borrower
Westover Hills SCC LLC	SCC at Westover Hills Rehabilitation and Healthcare Center	18-34059	Non-HUD Borrower
Whitesboro SCC LLC	Whitesboro Health and Rehabilitation Center	18-34060	HUD Borrower
Windcrest SCC LLC	Senior Care of Windcrest	18-34061	HUD Borrower
Windmill SCC LLC	Windmill Nursing & Rehab Center	18-34062	Non-HUD Borrower
Wurzbach SCC LLC	Senior Care of Wurzbach	18-34063	HUD Borrower

Exhibit B

List of Facilities

Facility #	Debtor Name	DBA name	City	State	Zip Code	Landlord	Status
165	PM Management - Allen NC LLC	Victoria Gardens of Allen	Allen	TX	75002	Annaly	Plan
173	PM Management - Denison NC LLC	The Homestead of Denison	Dennison	TX	75020	Annaly	Plan
176	PM Management - Frisco NC LLC	Victoria Gardens of Frisco	Frisco	TX	75035	Annaly	Plan
177	PM Management - Garland NC LLC	Winters Park Nursing and Rehabilitation Center	Garland	TX	75040	Annaly	Plan
186	PM Management - Lewisville NC LLC	Vista Ridge Nursing and Rehabilitation Center	Lewisville	TX	75067	Annaly	Plan
175	PM Management - Fredericksburg NC LLC	Windcrest Nursing and Rehabilitation Center	Fredericksburg	TX	78624	Fredericksburg	Plan
183/305	PM Management - Killeen I NC LLC	The Rosewood Retirement Community	Killeen	TX	76543	House Cross	Plan
184	PM Management - Killeen II NC LLC	Indian Oaks Living Center	Harker Heights	TX	76548	House Cross	Plan
185	PM Management - Killeen III NC LLC	Hill Country Rehab and Nursing Center	Copperas Cove	TX	76522	House Cross	Plan
139	SCC Edinburg LLC	Senior Care of Edinburg	Edinburg	TX	78539	Larry Parker	Plan
128	Stallings Court SCC LLC	Senior Care of Stallings Court	Nacogdoches	TX	75965	LTC	Plan
129	Mission SCC LLC	Mission Nursing and Rehabilitation Center	Mission	TX	78572	LTC	Plan
130	Community SCC LLC	Senior Care at Stephenville	Stephenville	TX	76401	LTC	Plan
132	Hewitt SCC LLC	Senior Care of Hewitt	Hewitt	TX	76643	LTC	Plan
135	Green Oaks SCC LLC	Senior Care of Green Oaks	Arlington	TX	76016	LTC	Plan
136	Crowley SCC LLC	Senior Care of Crowley	Crowley	TX	76036	LTC	Plan
137	Harbor Lakes SCC LLC	Senior Care of Harbor Lakes	Granbury	TX	76048	LTC	Plan
138	Brownwood SCC LLC	Senior Care of Brownwood	Brownwood	TX	76801	LTC	Plan
202	Redoak SCC LLC	Red Oak Health and Rehabilitation Center	Red Oak	TX	75154	LTC	Plan
216	Stonegate SCC LLC	Senior Care of Stonegate	Ft Worth	TX	76109	LTC	Plan
217	Holland SCC LLC	Senior Care at Holland Lake	Weatherford	TX	76086	LTC	Plan

Facility #	Debtor Name	DBA name	City	State	Zip Code	Landlord	Status
211	Gamble Hospice Care of Cenla, LLC	AIME Hospice Care	Alexandria	LA	71301	BATSC	Rejected
203	Gamble Hospice Care Central, LLC	AIME Hospice Care	Minden	LA	71055	GLS	Rejected
204	Gamble Hospice Care Northeast, LLC	AIME Hospice Care	West Monroe	LA	71291	GLS	Rejected
205	Gamble Hospice Care Northwest, LLC	AIME Hospice Care	Shreveport	LA	71115	GLS	Rejected
101	RW SCC LLC	Rockwall Nursing Care Center	Rockwall	TX	75087	Granite	Rejected
103	Fairpark SCC LLC	Senior Care Health and Rehabilitation Center--Dallas	Dallas	TX	75215	Granite	Rejected
104	Crestwood SCC LLC	Free State Crestwood	Wills Point	TX	75169	Granite	Rejected
105	Rowlett SCC LLC	Rowlett Health and Rehabilitation Center	Rowlett	TX	75088	Granite	Rejected
106	HG SCC LLC	Honey Grove Nursing Center	Honey Grove	TX	75446	Granite	Rejected
107	Mullican SCC LLC	Mullican Care Center	Savoy	TX	75479	Granite	Rejected
108	Lakepointe SCC LLC	Senior Care at Lake Pointe	Rockwall	TX	75087	Granite	Rejected
110	Beltline SCC LLC	Senior Care Beltline	Garland	TX	75040	Granite	Rejected
111	Whitesboro SCC LLC	Whitesboro Health and Rehabilitation Center	Whitesboro	TX	76273	Granite	Rejected
112	Pleasantmanor SCC LLC	Pleasant Manor Health and Rehabilitation Center	Waxahachie	TX	75165	Granite	Rejected
113/133	Vintage SCC LLC	Vintage Health Care Center	Denton	TX	76201	Granite	Rejected
114	Brinker SCC LLC	Senior Care at Denton Post Acute Care	Denton	TX	76208	Granite	Rejected
115	Park Bend SCC LLC	Park Bend SN Health Center	Austin	TX	78758	Granite	Rejected
116	Stonebridge SCC LLC	Stonebridge SN Health Center	Austin	TX	78736	Granite	Rejected
118	Hearthstone SCC LLC	Hearthstone SN Health Center	Round Rock	TX	78681	Granite	Rejected
119	Sagebrook SCC LLC	Sagebrook SN Health Center	Cedar Park	TX	78613	Granite	Rejected
140/301	Corpus Christi SCC LLC	Senior Care of Corpus Christi SNF	Corpus Christi	TX	78405	Granite	Rejected
141	Marlandwood East SCC LLC	Senior Care of Marlandwood East	Temple	TX	76502	Granite	Rejected
142	Marlandwood West SCC LLC	Senior Care of Marlandwood West	Temple	TX	76502	Granite	Rejected
143	Meadow Creek SCC LLC	Senior Care of Meadow Creek	San Angelo	TX	76904	Granite	Rejected
145	Round Rock SCC LLC	Trinity Care Center	Round Rock	TX	78664	Granite	Rejected

Facility #	Debtor Name	DBA name	City	State	Zip Code	Landlord	Status
146	Summer Regency SCC LLC	Regency House	San Angelo	TX	76901	Granite	Rejected
147	Western Hills SCC LLC	Senior Care of Western Hills	Temple	TX	76504	Granite	Rejected
148	Weston Inn SCC LLC	Senior Care of Weston Inn	Temple	TX	76504	Granite	Rejected
149	Windcrest SCC LLC	Senior Care of Windcrest	San Antonio	TX	78239	Granite	Rejected
150	Wurzbach SCC LLC	Senior Care of Wurzbach	San Antonio	TX	78229	Granite	Rejected
206	Hunters Pond SCC LLC	SCC at Hunters Pond Rehabilitation and Healthcare Center	San Antonio	TX	78224	Granite	Rejected
207	Clear Brook SCC LLC	SCC at Clear Brook Crossing Rehabilitation and Healthcare Center	Houston	TX	77089	Granite	Rejected
208	Pecan Valley SCC LLC	SCC at Pecan Valley Rehabilitation and Healthcare Center	San Antonio	TX	78222	Granite	Rejected
209	Westover Hills SCC LLC	SCC at Westover Hills Rehabilitation and Healthcare Center	San Antonio	TX	78251	Granite	Rejected
215	Valley Grande SCC LLC	SCC at Valley Grande	Brownsville	TX	78520	Granite	Rejected
308	PM Management - Round Rock AL LLC	Wyoming Springs Assisted Living and Memory Center Care	Round Rock	TX	78681	OLP	Rejected
187	PM Management - New Braunfels NC LLC	Sundance Inn Health Center	New Braunfels	TX	78130	Saddleback	Rejected
188	PM Management - Park Valley NC LLC	Park Valley Inn Health Center	Round Rock	TX	78681	Saddleback	Rejected
307	PM Management - Portland AL LLC	Trisun Assisted Living - Pavilion	Portland	TX	78387	Willacy	Rejected
156	La Hacienda SCC LLC	La Hacienda Nursing & Rehab Center	Houston	TX	77045	GBP	Transitioned
164	Windmill SCC LLC	Windmill Nursing & Rehab Center	Lubbock	TX	79403	GBP	Transitioned
306	PM Management - Pflugerville AL LLC	Heatherwilde Assisted Living	Pflugerville	TX	78660	Heatherwilde	Transitioned
210	SCC Socorro LLC	Las Ventanas de Socorro	Socorro	TX	79927	Larry Parker	Transitioned
172	PM Management - Corsicana NC LLC	Trisun Care Center - Corsicana	Corsicana	TX	75110	Navarro	Transitioned
120	Hill Country SCC LLC	Hill Country Care	Dripping Springs	TX	78620	Sabra	Transitioned
121	Jacksonville SCC LLC	Senior Care of Jacksonville	Jacksonville	TX	75766	Sabra	Transitioned

Facility #	Debtor Name	DBA name	City	State	Zip Code	Landlord	Status
122	Midland SCC LLC	Senior Care of Midland	Midland	TX	79705	Sabra	Transitioned
123	Pecan Tree SCC LLC	Pecan Tree Rehab and Healthcare Center	Gainesville	TX	76240	Sabra	Transitioned
124	San Angelo SCC LLC	Senior Care of San Angelo	San Angelo	TX	76904	Sabra	Transitioned
131	Onion Creek SCC LLC	Senior Care of Onion Creek	Austin	TX	78748	Sabra	Transitioned
151	Alief SCC LLC	Senior Care of Westwood	Houston	TX	77099	Sabra	Transitioned
152	Bandera SCC LLC	Bandera Nursing & Rehab Center	Bandera	TX	78003	Sabra	Transitioned
153	Baytown SCC LLC	Baytown Nursing & Rehab Center	Baytown	TX	77521	Sabra	Transitioned
154	Capitol SCC LLC	West Oaks Nursing & Rehab Center (Senior Care of West Oaks)	Austin	TX	78748	Sabra	Transitioned
155	Cedar Bayou SCC LLC	Cedar Bayou Nursing & Rehab Center	Baytown	TX	77521	Sabra	Transitioned
157	Mill Forest Road SCC LLC	The Pointe Nursing & Rehab Center	Webster	TX	77598	Sabra	Transitioned
158	Mystic Park SCC LLC	Mystic Park Nursing & Rehab Center	San Antonio	TX	78254	Sabra	Transitioned
159	Pasadena SCC LLC	Paramount Senior Care Centers at Pasadena	Pasadena	TX	77504	Sabra	Transitioned
160	Presidential SCC LLC	Paramount Senior Care Centers at San Antonio	San Antonio	TX	78218	Sabra	Transitioned
161	Riverside SCC LLC	Riverside Nursing & Rehab Center	Austin	TX	78741	Sabra	Transitioned
162	South Oaks SCC LLC	Brodie Ranch Nursing & Rehab Center	Austin	TX	78748	Sabra	Transitioned
163	West Oaks SCC LLC	West Oaks Nursing & Rehab Center	Houston	TX	77082	Sabra	Transitioned
166	PM Management - Babcock NC LLC	Mesa Vista Inn Health Center	San Antonio	TX	78240	Sabra	Transitioned
167	PM Management - Cedar Park NC LLC	Cottonwood Creek Nursing and Rehabilitation Center	Cedar Park	TX	78613	Sabra	Transitioned
168	PM Management - Corpus Christi NC II LLC	Trisun Care Center - River Ridge	Corpus Christi	TX	78410	Sabra	Transitioned
169	PM Management - Corpus Christi NC III LLC	Trisun Care Center - Westwood	Corpus Christi	TX	78408	Sabra	Transitioned

Facility #	Debtor Name	DBA name	City	State	Zip Code	Landlord	Status
170/302	PM Management - Corsicana NC II LLC	Heritage Oaks Retirement Village	Corsicana	TX	75110	Sabra	Transitioned
171	PM Management - Corsicana NC III LLC	Heritage Oaks West Retirement Village	Corsicana	TX	75110	Sabra	Transitioned
174	PM Management - El Paso I NC LLC	Trisun Care Center - Northeast El Paso	El Paso	TX	79934	Sabra	Transitioned
179	PM Management - Golden Triangle NC I LLC	Summer Place Nursing & Rehabilitation	Beaumont	TX	77707	Sabra	Transitioned
180	PM Management - Golden Triangle NC II LLC	The Meadows of Orange	Orange	TX	77630	Sabra	Transitioned
181	PM Management - Golden Triangle NC III LLC	Cypress Glen	Port Arthur	TX	77642	Sabra	Transitioned
182	PM Management - Golden Triangle NC IV LLC	Lake Arthur Place	Port Arthur	TX	77642	Sabra	Transitioned
190	PM Management - Portland NC LLC	Trisun Care Center - Coastal Palms	Portland	TX	78374	Sabra	Transitioned
191	PM Management - San Antonio NC LLC	Lakeside Assisted Living by Trisun Healthcare	San Antonio	TX	78245	Sabra	Transitioned
193	Ruston SCC LLC	SCC of Alpine Rehabilitation Center	Ruston	LA	71270	Sabra	Transitioned
194	Bradford SCC LLC	SCC of Bradford Rehabilitation Center	Shreveport	LA	71118	Sabra	Transitioned
195	Booker SCC LLC	SCC of Booker T. Washington Rehabilitation Center	Shreveport	LA	71106	Sabra	Transitioned
196	Colonial SCC LLC	SCC of Colonial Oaks Rehabilitation Center	Bossier City	LA	71112	Sabra	Transitioned
198	Springlake SCC LLC	SCC of Springlake Rehabilitation Center	Shreveport	LA	71106	Sabra	Transitioned
199	Normandie SCC LLC	The Guest House Rehabilitation Center	Shreveport	LA	71118	Sabra	Transitioned
200	Bossier SCC LLC	SCC of Pilgrim Manor Rehabilitation Center	Bossier City	LA	71111	Sabra	Transitioned
201	Shreveport SCC LLC	SCC of Shreveport Manor Rehabilitation Center	Shreveport	LA	71103	Sabra	Transitioned
309	PM Management - San Antonio AL LLC	Lakeside Assisted Living by Trisun Healthcare	San Antonio	TX	78245	Sabra	Transitioned
310	Springlake ALF SCC LLC	The Gables at Spring Lake	Shreveport	LA	71106	Sabra	Transitioned

Exhibit C

Plan of Reorganization

Exhibit D

Disclosure Statement Order

Exhibit E

Financial Projections

FINANCIAL PROJECTIONS ASSUMPTIONS

The Company, in consultation with its Professionals and the Professionals for the Committee, developed the following financial projections (the "**Financial Projections**") for the purposes set forth below. The Financial Projections reflect the Company's estimate for results of operations after confirmation of the *First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (the "**Plan**"), based upon the Company's assumptions and judgments as to future market and business conditions and expected future operating performance, all of which are subject to change. Actual operating results and values may vary.

1. Financial Projections

As a condition to confirmation of the plan, the Bankruptcy Code requires, among other things, that the Bankruptcy Court determine that confirmation is not likely to be followed by the liquidation or the need for further financial reorganization of the debtor. In connection with the development of the Plan, and for purposes of determining whether the Plan satisfies this feasibility standard, the Company's management has, through the development of the Financial Projections, analyzed its ability to meet its obligations under the Plan and to maintain sufficient liquidity and capital resources to conduct its business subsequent to its emergence from these Chapter 11 Cases. The Financial Projections were prepared to assist those Holders of Allowed Claims entitled to vote on the Plan in determining whether to accept or reject the Plan.

For the purpose of demonstrating Plan feasibility, the Company prepared the Financial Projections. The Financial Projections present, to the best of the Company's knowledge, potential operating results from 2019 through 2023 and reflect the Company's assumptions and judgments as of the time prepared. These Financial Projections were not prepared to comply with the guidelines for prospective financial statements published by the American Institute of Certified Public Accountants. The Company's independent accountants have neither examined nor compiled the accompanying projections and accordingly do not express an opinion or any other form of assurance with respect to the Financial Projections, assume no responsibility for the Financial Projections, and disclaim any association with the Financial Projections.

The Company does not publish projections of its anticipated financial position or results of operations. Unless otherwise required by securities law, the Company will not furnish updated projections or make updated information concerning the Financial Projections publicly available.

The Company believes that the Financial Projections represent the most probable range of operating and financial results and that the estimates and assumptions underlying the projections are reasonable. The estimates and assumptions may not be realized, however, and are inherently subject to significant business, regulatory, economic, and competitive uncertainties and contingencies, many of which are beyond the Company's control. No representations can be or are made as to whether the actual results will be within the range set forth in the Financial Projections. Some assumptions inevitably will not materialize, and events and circumstances occurring subsequent to the date on which the Financial Projections were prepared may be different from those assumed or may be unanticipated, and therefore may affect financial results in a material and possibly adverse manner.

2. Scope of Financial Projections

The Financial Projections are based on the assumption that the Effective Date will occur on or about December 31, 2019. If the Effective Date is significantly delayed, additional expenses, including professional fees, may be incurred and operating results may be negatively impacted. It is also assumed that the reorganized Company will conduct operations substantially similar to its current business. The Financial Projections do not fully reflect the application of fresh start accounting. Any formal fresh start reporting adjustments that maybe required in accordance with

Statement of Position 90-7 Financial Reporting by Entities in Reorganization under the Bankruptcy Code, including any allocation of the Company's reorganization value to the Company's assets in accordance with the procedures specified in Accounting Standards Codification 805, will be made after the Company emerges from bankruptcy. The Financial Projections include projected profit and loss of the reorganized Company.

The Financial Projections are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Factors that could cause actual results to differ materially include, but are not limited to: the ability of the reorganized Company to operate its business consistent with its projections generally, including the ability to maintain or increase revenue and cash flow to satisfy its liquidity needs, service its indebtedness and finance the ongoing obligations of its business, and to manage its future operating expenses and make necessary capital expenditures; the ability of the reorganized Company to comply with the covenants and conditions under its credit facilities; the loss or material downtime of major suppliers; increases in production and payroll expenses; the reorganized Company's ability to attract and maintain key executives, managers and employees; and changes in general domestic and international political conditions.

3. Key Assumptions of Financial Projections

A. Methodology

The Company's current business plan incorporates assumptions related to certain economic and business conditions for the projected period 2019-2023. These assumptions are based upon historic trends, management observations about existing trends, and management's industry experience.

The financial statements included herein reflect the projected core operating performance of the reorganized Company. The Financial Projections were developed on a bottoms-up basis through 2022. The Financial Projections incorporate multiple sources of information including general business and market conditions as well as industry and competitive trends.

B. 2019 Projections

The Financial Projections contain historical unaudited operating results of The Company from January 1, 2019 through May 31, 2019. Operating results from June 1, 2019 through December 31, 2019 are projections based upon historic trends, management observations about existing trends, and management’s industry experience.

C. Census

The Financial Projections assume an occupancy increase at certain Facilities due to management's marketing efforts. Management assumes that an investment in clinical staff will improve star ratings and patient care and as a result, certain Facilities will be accepted into referral networks and improve relationships with hospitals. Furthermore, management believes investing in physical plant will improve the aesthetic appearance of the Facilities and will be more attractive to potential patients. As a result, management assumes the following for occupancy percentages on consolidated portfolio basis:

	Occupancy %	**Growth**
2019	72.4%	
2020	74.7%	*3.2%*
2021	75.5%	*1.1%*
2022	76.1%	*0.8%*
2023	76.7%	*0.8%*

Furthermore, management believes, for the same reasons listed above, that Quality Mix Percentage **("Q-Mix %")**, the number of residents covered by Medicare or Insurance, will improve at certain properties. Below is a summary of the projected Q-Mix % on a consolidated basis:

	Q-Mix %	**Growth**
2019	18.9%	
2020	19.6%	*3.7%*
2021	19.8%	*1.0%*
2022	19.9%	*0.5%*
2023	20.0%	*0.5%*

D. Net Patient Revenue

The projected Q-Mix referenced above will result in improved Net Patient Revenue over the forecast period. Additionally, based on historical trends, management has included a 2% increase in the Medicare reimbursement rate each year. Additionally, patient revenue reflects a 1% increase in the Texas Medicaid rate, effective in 2021. Management has not projected any increase in the Medicaid rate in 2019, or 2020. The projections assume that all non-government payors will have a 2.5% rate increase each year.

Additionally, the financial projections include estimated revenue from participating in the Texas Quality Incentive Payment Program ("QIPP"). The model projects that four Facilities will qualify for QIPP in Year 3. If the Medicaid threshold, determined by the State, remains at 65%, management believes that additional buildings will qualify for the program in the latter years. The projections include the following QIPP revenue figures:

	QIPP Revenue
2019	$ 516,577
2020	$ 1,336,211
2021	$ 892,292
2022	$ 760,378
2023	$ 566,125

E. Operating Expenses

For these financial projections, Management assumed an expense inflator of 2% each year. Additionally, Management included a 2% increase to salaries and wages each year. As previously discussed, Management plans to make a significant investment in clinical staff. Below is a summary of the estimated costs associated with this investment:

	Staffing Investment
2019	$ 1,571,000
2020	$ 1,660,000
2021	$ 1,705,000
2022	$ 1,752,000
2023	$ 1,800,000

Additionally, Management believes they can achieve additional reductions in operating expenses through the renegotiation and/or rejection of certain executory contracts. The financial projections also include certain assumptions regarding the in-sourcing of certain operating functions such as dietary services.

F. Capital Expenditures

The Facilities currently and will continue to operate under Triple Net Leases. Accordingly, the debtors are required to make capital expenditure contributions as part of the lease requirements. Management believes that numerous properties in the reorganized company will require additional investments in the physical plant. The following budgets are representative of both the lease requirements and additional capital required for these improvements:

	Capital Budget
2019	$ 2,470,000
2020	$ 1,760,000
2021	$ 1,660,000
2022	$ 1,559,000
2023	$ 1,459,000

G. Adjusted EBITDA

To fully reflect the estimated capital expenses referenced above, management has included an adjusted EBITDA figure in the projections. The adjusted EBITDA includes the capital expenditures listed above.

H. Management Company

For purposes of these Financial Projections, the historical performance of the Management Company has been adjusted and normalized to reflect how the entity would have operated given the size of the proposed portfolio. The following normalization adjustments were included in both the historical and projected financials:

Labor Cost Reduction	75.0%
SG&A Cost Reduction	75.0%
Rent Reduction	75.0%

Historically, the management company has charged the operators a 5% management fee. The Financial Projections assume a continuation of this arrangement at the same rate of 5%.

Senior Care Centers, LLC

Consolidated Pro-Forma Financial Statements

Senior Care Centers, LLC
Consolidated
Five Year Pro-Forma Income Statement

	Actual		Projected					5 Year
	2017	2018	2019	2020	2021	2022	2023	CAGR
Occupancy %	**74.5%**	**72.6%**	**72.4%**	**74.9%**	**75.5%**	**76.1%**	**76.6%**	***1.1%***
Licensed Beds	2,768	2,768	2,768	2,768	2,768	2,768	2,768	
Operating Beds	2,768	2,768	2,768	2,768	2,768	2,768	2,768	
Average Daily Census	**2,061**	**2,010**	**2,004**	**2,073**	**2,089**	**2,105**	**2,121**	***1.1%***
Total Patient Days	**754,055**	**734,325**	**731,814**	**757,204**	**762,930**	**768,809**	**774,527**	***1.1%***
Q-Mix	**20.8%**	**19.6%**	**18.9%**	**19.6%**	**19.8%**	**19.9%**	**20.0%**	***1.1%***
Total Patient Revenue	218,767,879	210,963,993	189,171,247	198,550,299	203,378,074	208,595,542	213,732,854	
Total Other Revenue	235,252	187,826	732,228	1,554,827	1,113,974	984,911	793,484	
Provision for Bad Debt	(6,127,237)	(6,438,671)	(6,975,693)	(8,263,829)	(8,488,564)	(8,726,181)	(8,959,202)	
Total Revenue	**212,875,894**	**204,713,148**	**182,927,781**	**191,841,297**	**196,003,484**	**200,854,272**	**205,567,136**	***2.4%***
Total Nursing	62,411,556	57,195,582	57,835,836	62,528,874	64,176,238	65,857,939	67,539,721	
Total Consultants	1,222,457	943,726	951,739	1,017,090	1,039,152	1,061,434	1,083,758	
Total Training & Activities	2,842,289	3,138,086	3,291,886	3,500,298	3,595,373	3,692,657	3,790,041	
Total Ancillaries	51,139,647	46,641,593	33,278,232	34,326,462	35,170,842	36,017,535	36,845,683	
Total Laundry & Housekeeping	5,700,743	5,545,437	5,342,323	5,440,208	5,588,928	5,739,004	5,889,675	
Total Dietary Expenses	10,859,048	11,050,671	10,732,368	11,312,164	11,620,775	11,936,709	12,253,293	
Total Building & Equipment	2,932,967	3,121,947	3,046,679	3,072,851	3,133,072	3,193,294	3,253,515	
Total Operation & Maintenance	8,625,867	9,055,188	8,130,366	8,813,346	9,045,522	9,283,139	9,521,420	
Total Administrative	29,920,497	31,599,810	25,430,457	26,752,936	27,352,940	27,958,387	28,562,140	
Total Workers Comp & Employee Benefits	883,491	680,601	321,061	433,125	443,624	454,313	464,990	
Total Operating Expense	**176,538,562**	**168,972,640**	**148,360,947**	**157,197,353**	**161,166,468**	**165,194,410**	**169,204,235**	***2.7%***
EBITDAR	**36,337,331**	**35,740,508**	**34,566,834**	**34,643,944**	**34,837,016**	**35,659,862**	**36,362,901**	***1.0%***
EBITDAR %	*17.1%*	*17.5%*	*18.9%*	*18.1%*	*17.8%*	*17.8%*	*17.7%*	
Rent	**25,577,285**	**26,100,770**	**26,584,167**	**27,107,690**	**27,725,409**	**28,343,128**	**28,960,847**	***1.7%***
Rent Coverage Ratio	*1.42x*	*1.37x*	*1.30x*	*1.28x*	*1.26x*	*1.26x*	*1.26x*	
Additional Payment to Landlord	-	-	-	-	-	-	-	-
EBITDA	**10,760,046**	**9,639,738**	**7,982,667**	**7,536,255**	**7,111,608**	**7,316,734**	**7,402,054**	***-1.5%***
EBITDA %	*5.1%*	*4.7%*	*4.4%*	*3.9%*	*3.6%*	*3.6%*	*3.6%*	
CapEx	-	-	**2,470,000**	**1,760,290**	**1,659,702**	**1,559,114**	**1,458,526**	***-10.0%***
Adjusted EBITDA			**5,512,667**	**5,775,964**	**5,451,906**	**5,757,620**	**5,943,528**	***1.5%***
Revenue PPD	*282.31*	*278.78*	*249.96*	*253.35*	*256.91*	*261.25*	*265.41*	***1.2%***
Operating Expense PPD	*234.12*	*230.11*	*202.73*	*207.60*	*211.25*	*214.87*	*218.46*	***1.5%***

Exhibit F

Liquidation Analysis

Overview:

This Liquidation Analysis[1] has been prepared assuming that the Debtors hypothetically liquidate under a Chapter 7 Plan of Liquidation as of December 31, 2019 and the process takes between four to six months. Except as otherwise noted herein, the values reflected in Liquidation Analysis are based upon the Debtors' unaudited books and records as of August 31, 2019, and those values are assumed to be representative of the Debtors' assets and liabilities as of the liquidation date. It is assumed that the Bankruptcy Court would appoint a chapter 7 trustee (the "**Trustee**") on the Conversion Date to oversee the liquidation of the Debtors' Estates, during which time substantially all of the Debtors' assets would be sold, abandoned, surrendered, or otherwise liquidated, as applicable, and the cash proceeds, net of liquidation-related costs, would then be distributed in accordance with applicable law. Given the nature of the business of the Debtors, Skilled Nursing Facilities with over 3,500 residents, the Chapter 7 Trustee would proceed under an orderly liquidation and not a forced liquidation.

This Liquidation Analysis has not been examined or reviewed by independent accountants in accordance with standards promulgated by the American Institute of Certified Public Accountants. Although the Debtors consider the estimates and assumptions set forth herein to be reasonable under the circumstances, such estimates and assumptions are inherently subject to significant uncertainties and contingencies beyond the Debtors' control. Accordingly, there can be no assurance that the results set forth by this Liquidation Analysis would be realized if the Debtors were actually liquidated pursuant to chapter 7 of the Bankruptcy Code, and actual results in such a case could vary materially from those presented herein, and distributions available to Holders of Claims and Interests could differ materially from the projected recoveries set forth by this Liquidation Analysis.

THIS LIQUIDATION ANALYSIS IS A HYPOTHETICAL EXERCISE THAT HAS BEEN PREPARED FOR THE SOLE PURPOSE OF PRESENTING A REASONABLE GOOD FAITH ESTIMATE OF THE PROCEEDS THAT WOULD BE REALIZED IF THE DEBTORS WERE LIQUIDATED IN ACCORDANCE WITH CHAPTER 11 OF THE BANKRUPTCY CODE AS OF THE CONVERSION DATE. THIS LIQUIDATION ANALYSIS IS NOT INTENDED AND SHOULD NOT BE USED FOR ANY OTHER PURPOSE. THIS LIQUIDATION ANALYSIS DOES NOT PURPORT TO BE A VALUATION OF THE DEBTORS' ASSETS AS A GOING CONCERN AND THERE MAY BE A SIGNIFICANT DIFFERENCE BETWEEN THE VALUES AND RECOVERIES REPRESENTED IN THIS LIQUIDATION ANALYSIS AND THE VALUES THAT MAY BE REALIZED OR CLAIMS GENERATED IN AN ACTUAL LIQUIDATION.

[1] Capitalized terms used but not defined herein shall have the meanings ascribed to them in the *Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (the "**Plan**") and the *Disclosure Statement for the Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (the "**Disclosure Statement**").

NOTHING CONTAINED IN THIS LIQUIDATION ANALYSIS IS INTENDED TO BE, OR CONSTITUTES, A CONCESSION, ADMISSION, OR ALLOWANCE OF ANY CLAIM BY THE DEBTORS. THE ACTUAL AMOUNT OR PRIORITY OF ALLOWED CLAIMS IN THE CHAPTER 11 CASES COULD MATERIALLY DIFFER FROM THE ESTIMATED AMOUNTS SET FORTH AND USED IN THIS LIQUIDATION ANALYSIS. THE DEBTORS RESERVE ALL RIGHTS TO SUPPLEMENT, MODIFY, OR AMEND THE ANALYSIS SET FORTH HEREIN.

The Debtors have determined, as summarized in the following analysis, that Confirmation of the Plan will provide Holders of Claims and Interests with a recovery that is not less than what they would otherwise receive if the Debtors were liquidated under chapter 7 of the Bankruptcy Code.

Basis of Presentation:

The Claim amounts set forth herein are estimates as of the date hereof. Accordingly, the actual amount and/or priority of Claims Allowed against the Debtors' Estates may differ from the Claim amounts used in this Liquidation Analysis.

As noted above, this Liquidation Analysis is based on the Debtors' books and records as of August 31, 2019, except where otherwise indicated, and the actual value of assets available for distribution in the event of an actual liquidation may differ materially from the assets assumed to be available pursuant to this Liquidation Analysis.

Global Notes & Assumptions:

This Liquidation Analysis should be read in conjunction with, and is qualified in its entirety by, the following notes and assumptions:

(1) *Liquidation Scenarios:* The Liquidation Analysis contemplates both an "High" and "Low" liquidation scenario.

(a) The "High" scenario assumes higher recoveries on assets and lower Claims.

(b) The "Low" scenario assumes lower recoveries on assets and higher Claims.

(2) *Additional Claims.* The cessation of business in a chapter 11 liquidation is likely to cause additional Claims to be asserted against the Debtors' Estates that otherwise would not exist absent such a liquidation. Examples of these kinds of Claims include employee- related Claims, such as severance and WARN Act or similar Claims, tax liabilities, Claims related to the rejection of Unexpired Leases and Executory Contracts, and others. These additional Claims could be significant and, in certain circumstances, may be entitled to priority under the Bankruptcy Code. No adjustment has been made for these potential Claims in this Liquidation Analysis.

(3) *Intercompany Relationships.* In order to estimate the Debtors' recovery with respect to certain intercompany balances and investments in a chapter 11 liquidation, this Liquidation Analysis assumes substantially all of the Debtors will undertake parallel liquidations, whereby the proceeds of such liquidations are, in turn, distributed in accordance with priority of Claims and ownership on an entity-by-entity basis. The material assumptions (*e.g.*, liquidation costs and asset recovery percentages) made in connection with the foregoing analysis are substantially consistent with those made in connection with the Debtors' hypothetical chapter 11 liquidation.

(4) *Length of liquidation process.* The Liquidation Analysis assumes a process of four to six months from the liquidation date to conduct the orderly disposition of substantially all the Debtors' assets, to collect receivables, to arrange for distributions, and to wind-down the Debtors' Estate. However, the wind-down of the Debtors may be substantially more complex and require significantly more time, and associated costs could materially reduce the recoveries contemplated herein.

Specific Notes to the Liquidation Analysis:

A. Gross Liquidation Proceeds

(1) Cash and Restricted Cash

The liquidation proceeds of Cash and Cash equivalents for all Debtor entities holding Cash is estimated to be 100% of the projected balance at the Conversion Date per the Debtors' projections as of August 31, 2019. Restricted cash, composed of deposits, escrows, and impounds will be assumed by landlords.

(2) Pharmerica Escrow, Harden Pharmacy Escrow, Sabra Escrows, Bank of Texas Deposits, and Dental Provider Funds

The Pharmerica Escrow, Harden Pharmacy Escrow, Sabra Escrows, Bank of Texas Deposits, and Dental Provider Funds are the result of transactions and settlements previously entered by the company. The liquidation proceeds of these escrows are estimated to be 100% of their balance.

(3) Accounts Receivable

The Liquidation Analysis assumes that limited staff will be retained to handle a collection effort for outstanding trade accounts receivable at the Debtors.

For purposes of the Liquidation Analysis, the liquidation proceeds of existing receivables from revenue were estimated to range from 0% to 100% of net book value, based on the maturity of receivables. Current receivables were estimated to liquidate at 62.2% in a "High" scenario and 54.4% in a "Low" scenario.

(4) Intercompany Balances

The Debtors' collection from intercompany balances depends on, among other things, the available proceeds from Debtor liquidations and the characterization or recharacterization of such balances under applicable law. The ultimate treatment of such balances in a chapter 11 liquidation cannot be guaranteed with any certainty. Under both the "High" and "Low" scenarios, no recovery is assumed.

(5) Other Assets, Prepaid, and Building Lease Deposits

Other assets consist of several other accounts, including, but not limited to: leasehold improvement costs, project in process costs, and debt issuance costs. This Liquidation Analysis assumes no recoveries from other assets.

Prepaid expenses consist of several prepaid expense accounts, including, but not limited to: general liability insurance, memberships, rents, and vendor payments. This Liquidation Analysis assumes no recoveries from prepaid expenses.

This Liquidation Analysis assumes no recoveries from building lease deposits.

(6) PP&E

This Liquidation Analysis includes line items for building costs, department equipment, computer system/software, transportation equipment and furniture & fixtures. Building costs, department equipment, building fixed equipment, and computer system/software were to receive no recovery. Furniture and fixtures were assumed to receive 10%-0% recoveries. Transportation equipment, consisting of vans, were assumed to receive 20%-35% recoveries.

(7) Minority Interest Investments

The Liquidation Analysis assumes that $1.2 million will be recovered in a "High" scenario and $1 million will be recovered in a "Low" scenario. Minority interest investments includes equity ownership in a pharmacy business and hospice business.

(8) Goodwill and Intangible Assets

This Liquidation Analysis ascribes no value to goodwill or intangible assets.

B. Liquidation Cost

(9) Estimated Cash Burn from 8/31/19 to 12/31/19

This Liquidation Analysis assumes operations continue as normal while the business approaches the conversion date. Estimated cash burn from 8/31/19 to 12/31/19 was established by adding actual and forecasted cash burn as reported by the Debtors from 8/31/19 to 12/31/19.

This Liquidation Analysis assumes:

(a) Debtors will find new operators to take over the operations of the facilities and residents;

(b) The process to negotiate OTAs and file CHOW with regulatory agencies will last between four to six months. The timeframe could extend based on negotiations with landlords, new operators, and regulators;

(c) Variable costs will fluctuate with volumes while fixed costs will maintain the current run-rate;

(d) Assumes reduced run-rate of professional fees.

C. Claims

(10) Secured Claims

The CIBC loan balance as of August 31, 2019 taken from CIBC report provided by the Debtors.

(11) Administrative Claims

This Liquidation Analysis assumes in a base case approximately $37.9 million of Claims, which include, among other things, unpaid US Trustee fees, estimated 503(b)(9) Claims, estimated fees to wind down the estate, stub rent, chapter eleven professional fees, accounts payable due at closing, and Granite O&U payments. These Claims were estimated as $34.6 million in a "High" scenario and $37.9 million in a "Low" scenario.

(12) Priority Claims

This Liquidation Analysis assumes approximately $3.2 million of Claims, which include, among other things, priority unsecured Claims and pre-petition HBT trust funding amounts. These Claims were estimated as $3.0 million in a "High" scenario and $3.2 million in a "Low" scenario.

(13) General Unsecured Claims

Unsecured Claims arising in a hypothetical chapter 11 liquidation may include, among other things: (a) prepetition trade Claims; (b) lease rejection damages Claims; (c) Claims for damages arising from the termination or rejection of the Debtors' various supply agreements or contracts.

The Liquidation Analysis concludes that Unsecured Claims, will receive no recovery in a "High" or "Low" scenario in a chapter 7 liquidation.

The Liquidation Analysis does not account for certain liabilities that the Debtors' estates may have to the United States through its numerous agencies and governmental units. Such liabilities have not been incorporated into the Liquidation Analysis because such liabilities are contingent and unliquidated at this time.

	SCC Consolidated Balance Sheet August 31, 2019	High Scenario Recovery Factor %	High Scenario Liquidated Value $	Low Scenario Recovery Factor %	Low Scenario Liquidated Value $	Notes
Proceeds Analysis						
Cash	$18,339,415	100.0%	$18,339,415	100.0%	$18,339,415	Cash balance taken from 13 Week Cash Flow, as opposed to Balance Sheet.
Restricted Cash	35,645,581	N/A	-	N/A	-	Amounts are deposists, escrows, and impounds for landlords.
Pharmerica Escrow	350,000	100.0%	350,000	100.0%	350,000	
Harden Pharmacy Escrow	4,200,000	100.0%	4,200,000	100.0%	4,200,000	Balance in account
Sabra Holdings	800,000	100.0%	800,000	100.0%	800,000	Escrows for Sabra
Bank of Texas Deposits	150,000	100.0%	150,000	100.0%	150,000	Deposits related to Granite
Dental Providers	500,000	100.0%	500,000	100.0%	500,000	Excess funds withheld for Dental providers
Accounts Receivable	64,304,795	62.2%	40,000,000	54.4%	35,000,000	Estimate based on August 30, 2019 A/R aging.
Intercompany Accounts Receivable	304,353,963	N/A	-	N/A	-	
Other Assets	12,267,377	N/A	-	N/A	-	Includes such items as leasehold improvements and debt issuance costs.
Prepaid	14,727,058	N/A	-	N/A	-	
Deposit-Building Lease	15,936,832	N/A	-	N/A	-	
Deposit-Vendor	2,357,430	N/A	-	N/A	-	
Building Cost	12,692,306	N/A	-	N/A	-	
Department Equipment	3,417,826	N/A	-	N/A	-	
Building Fixed Equipment	5,449,212	N/A	-	N/A	-	
Computer System/Software	2,989,903	N/A	-	N/A	-	
Transportation Equipment	644,393	35.0%	225,537	20.0%	128,879	Vans to transport residents
Furniture & Fixtures	1,002,173	10.0%	100,217	N/A	-	
Investment Interest (Partner's & Hospice)	3,031,864	39.6%	1,200,000	33.0%	1,000,000	
Goodwill	22,071,515	N/A	-	N/A	-	
Intangible Assets, net	11,414,377	N/A	-	N/A	-	
Total Assets to Liquidate	**$536,646,019**	**12.3%**	**$65,865,170**	**11.3%**	**$60,468,294**	
Estimated Cash Burn From 8/31/19 to 12/31/19			**(19,542,601)**		**(19,542,601)**	
Net Proceeds Available for Claims			**46,322,569**		**40,925,693**	
Secured Claims:						
CIBC Loan Balance	$19,742,700	100.0%	$19,742,700	100.0%	$19,742,700	
Total Secured Claims	**$19,742,700**	100.0%	**$19,742,700**	100.0%	**$19,742,700**	
Net Proceeds Available for Administrative, Priority and Unsecured Claims			**$26,579,869**		**$21,182,993**	
Administrative Claims:						
US Trustee Fees	$4,500,000	100.0%	$4,500,000	100.0%	$4,500,000	
Estimated 503(b)(9) Claims	1,000,000	50.0%	500,000	100.0%	1,000,000	Debtors' estimate.
Estimated Fees to Wind Down the Estate	2,000,000	80.0%	1,600,000	100.0%	2,000,000	Estimate of cost to wind down the estate.
PTO	2,009,122	90.0%	1,808,210	100.0%	2,009,122	
Salaries & Payroll Taxes	9,629,623	90.0%	8,666,660	100.0%	9,629,623	Estimate of payroll prior to transfering to new operator
Ch. 11 Professionals Fees	6,500,000	90.8%	5,900,000	100.0%	6,500,000	Estimated unpaid professional fees.
Accounts Payable Due at Closing	8,100,000	90.1%	7,300,000	100.0%	8,100,000	Estimate based on August 30, 2019 Accounts Payable Aging.
Stub Rent	3,500,000	100.0%	3,500,000	100.0%	3,500,000	Based on Memorandum of opinion (1981)
Granite U&O Payments	700,000	100.0%	700,000	100.0%	700,000	Estimated amount based on Debtors' calculation.
Total Admin Claims	**$37,938,745**	90.9%	**$34,474,870**	100.0%	**$37,938,745**	
Net Proceeds Available for Priority and Unsecured Claims			**$ (7,895,001)**		**$ (16,755,752)**	
Priority Claims:						
Priority Unsecured Claims (including tax)	1,500,000	90.0%	1,350,000	100.0%	1,500,000	Estimate.
Pre-Petition HBT Trust Funding amounts	1,700,000	94.1%	1,600,000	100.0%	1,700,000	Estimated amount based on Debtors' calculation.
Total Priority Claims	**$3,200,000**	**92.2%**	**$2,950,000**	**100.0%**	**$3,200,000**	
Net Proceeds Available for Unsecured Claims			**$ (10,845,001)**		**$ (19,955,752)**	
Unsecured Claims:						
General Unsecured Claims	$48,000,000	89.6%	$43,000,000	100.0%	$48,000,000	Estimate.
Total Unsecured Claims	**$48,000,000**	**89.6%**	**$43,000,000**	**100.0%**	**$48,000,000**	
Total Recovery			**$ (10,845,001)**		**$ (19,955,752)**	
Recovery %			**-25.22%**		**-41.57%**	

Estimated Recovery From Litigation* **TBD**

Exhibit G

Valuation Analysis

The information contained herein is not a prediction or guarantee and FTI Consulting, Inc. ("FTI") does not express any view or opinion as to the price or range of prices of the securities of the Debtors at which they would be saleable or otherwise be transferable at any time, including subsequent to consummation of the *Third Amended Joint Chapter 11 Plan of Reorganization of Senior Care Centers, LLC, et al* (as amended, modified, or supplemented from time to time, the "Plan"). The summary set forth below does not purport to be a complete description of the indicative financial analyses performed by FTI. The preparation of such analyses involves various complex determinations and judgments as to the most appropriate and relevant methods of financial analysis and the application of these methods in the particular circumstances and, therefore, such analyses do not lend themselves readily to summary description.

Moreover, the estimated Enterprise Value and estimated Equity Value (each as defined below) of an operating business such as that of the Debtors are subject to various uncertainties and contingencies that are difficult to predict and will fluctuate, at times substantially, with changes in various factors affecting the financial condition, financial performance and financial prospects of such a business (including, without limitation, general business and economic conditions, capital markets conditions and industry-specific and company specific factors, all of which are beyond the control of the Debtors and FTI). Accordingly, the estimates set forth herein are not necessarily indicative of actual outcomes, which may be significantly more or less favorable than those set forth herein.

The information is presented solely for the purpose of providing adequate information under Section 1125 of the Bankruptcy Code to enable the holders of claims and equity interests and other stakeholders entitled to vote to accept or reject the Plan to make an informed judgment about the Plan and should not be used or relied upon for any other purpose, including the purchase or sale of claims against the Debtors or any of their Affiliates.

Overview

FTI has performed an analysis of the estimated value of the Reorganized Debtors on a going-concern basis as of July 24, 2019 (the "Valuation Date"), pro forma for the effectiveness of the Plan. This Valuation Analysis should be read in conjunction with Article IX of the Disclosure Statement, entitled "Risk Factors." In preparing its analysis, FTI has, among other things: (i) discussed with certain of the Debtors' senior executives the Debtors' current operations and prospects; (ii) reviewed certain of the Debtors' internal financial and operating data, including financial projections provided by the Debtors (the "Financial Projections"); (iii) discussed with certain of the Debtors' senior executives key assumptions embedded in the Financial Projections and their implications; (iv) prepared discounted cash flow analyses based on the Financial Projections; (v) assessed the market value of certain publicly-traded companies in businesses reasonably comparable to the Debtors' operating businesses; and (vi) conducted such other analyses as FTI deemed necessary under the circumstances. FTI also has considered a range of potential risk factors, including, but not limited to: (a) the Debtors' leveraged pro forma

capital structure; (b) the business challenges facing the Debtors; and (c) their ability to meet projected growth and profitability targets included in the Financial Projections. FTI assumed, without independent verification, the accuracy and completeness of all of the financial and other information as provided to FTI by the Debtors or their representatives. FTI also assumed that the Financial Projections have been reasonably prepared on a basis reflecting the Debtors' best estimates and judgment as to future financial and operating performance. FTI did not make any independent evaluation or appraisal of the Debtors' assets or liabilities, nor did FTI verify any of the information it reviewed. To the extent the valuation is dependent upon the Reorganized Debtors' achievement of the Financial Projections, the valuation must be considered speculative. FTI does not make any representation or warranty, and is not giving an opinion, as to the fairness of the terms of the Plan. In addition to the foregoing, for purposes of its analyses FTI relied upon the following assumptions with respect to the valuation of the Debtors:

- The Debtors successfully reorganize with an assumed effective date of the Plan of December 31, 2019 (the "Effective Date").

- The Debtors are able to emerge from the restructuring process with no material changes to their business operations relative to the Financial Projections, a viable capital structure and adequate liquidity.

- The Debtors' senior debt levels as of the Effective Date will be approximately $20 million.

- The Debtors' have no material liabilities beyond their debt obligations and have normal levels of working capital.

- General financial and market conditions as of the Effective Date will not differ materially from those conditions prevailing as of the Valuation Date.

As a result of such analyses, review, discussions, considerations, and assumptions, FTI estimates the Debtors' total enterprise value ("Enterprise Value") at approximately $34.0 million to $42.5 million. Any variance in actual results from the Financial Projections could have a material impact on the valuation achieved. These estimated ranges of values are based on a hypothetical value that reflects the estimated intrinsic value of the Debtors, derived through the application of various valuation methodologies. It should be understood that, although subsequent developments, before or after the Confirmation Hearing, may affect FTI's conclusions contained herein, FTI does not have any obligation to update, revise or reaffirm its estimate. The summary set forth herein does not purport to be a complete description of the analyses performed by FTI. The preparation of an estimate involves various determinations as to the most appropriate and relevant methods of financial analysis and the application of these methods in the particular circumstances and, therefore, such an estimate does not readily lend itself to summary description. The value of an operating business is subject to uncertainties and contingencies that are difficult to predict and will fluctuate with changes in factors affecting the financial conditions and prospects of such a business.

As a result, the estimate of Enterprise Value set forth herein is not necessarily indicative of actual outcomes, which may be significantly more or less favorable than those set forth herein.

In addition, estimates of Enterprise Value do not purport to be appraisals, nor do they necessarily reflect the values that might be realized if assets were sold. The estimates prepared by FTI assume that the Reorganized Debtors will continue as the owner and operator of their businesses and those businesses are operated in accordance with the Financial Projections. Depending on the results of the Debtors' operations or changes in the financial markets, the Enterprise Value of the Reorganized Debtors as of the Effective Date may differ materially from that disclosed herein.

In addition, and as discussed in Article IX of the Disclosure Statement entitled "Risk Factors," the valuation of newly issued securities, such as the New Common Shares, is subject to additional uncertainties and contingencies, all of which are difficult to predict. Actual market prices of such securities at issuance will depend upon, among other things, prevailing interest rates, conditions in the financial markets, market sentiment, specific valuation issues in the healthcare sector and other factors that generally influence the prices of securities. Actual market prices of such securities also may be affected by other factors not possible to predict. Accordingly, the Enterprise Value estimated by FTI does not necessarily reflect, and should not be construed as reflecting, values that will be attained in the public or private markets. As noted in Article X of the Disclosure Statement, the Debtors do not anticipate that there will be an established market for the New Common Shares.

Valuation Methodology

The following is a brief summary of certain financial analyses performed by FTI to arrive at its range of estimated Enterprise Value. FTI's valuation analysis must be considered as a whole. Reliance on only one of the methodologies used, or portions of the analysis performed, could create a misleading or incomplete conclusion as to the Enterprise Value. The summary set forth below does not purport to be a complete description of the analyses performed by FTI. FTI performed these valuation analyses, resulting in a consolidated range of enterprise values generated by the (i) discounted cash flow method, (ii) guideline transaction method and (ii) guideline public company method.

A. Discounted Cash Flow Method

The discounted cash flow (the "DCF") method is a forward-looking enterprise valuation methodology that estimates the value of an asset or business by calculating the present value of expected future cash flows to be generated by that asset or business. Under this methodology, projected future cash flows are discounted by the business's weighted average cost of capital (the "Discount Rate"). The Discount Rate reflects the estimated blended rate of return that would be required by debt and equity investors to invest in the business based on its target capital structure. FTI calculated a Discount Rate based on a traditional cost of capital calculation using the Capital Asset Pricing Model. Based on this methodology, FTI used a range of discount rates reflecting a number of company and market related considerations, which were calculated based on the cost of capital for companies that FTI deemed comparable.

The Enterprise Value was determined by calculating the present value of the Reorganized Debtors' unlevered after-tax free cash flows based on the Financial Projections, plus an estimate for the value of the Reorganized Debtors beyond the projection period known as the terminal

value. The terminal value is estimated using a terminal multiple method derived using an exit multiple of Adjusted EBITDA, EBIT, and EBITDA less capital expenditures based on a range selected to reflect the trading levels of the Peer Group (as defined below), discounted back to the Effective Date. Although formulaic methods are used to derive the key estimates for the DCF methodology, their application and interpretation still involve complex considerations and judgments concerning potential variances in the projected financial and operating characteristics of the Reorganized Debtors, which in turn affect its cost of capital and terminal multiples. In applying the above methodology, FTI utilized the Financial Projections to derive unlevered after-tax free cash flows of the Debtors. Free cash flow includes sources and uses of cash that may not be reflected in the income statement, such as capital expenditures, cash taxes, certain settlement payments, and changes in working capital. These cash flows, along with the terminal value, are discounted back to the assumed Effective Date using a range of Discount Rates calculated in a manner described above to arrive at a range of enterprise values.

B. Guideline Transactions Method

The guideline transactions method estimates the value of a company based on a relative comparison with recent acquisitions of comparable companies with similar operating and financial characteristics (the "Peer Group"). Under this methodology, the enterprise value for each selected transaction was provided from industry sources, including but not limited to DealStats, Irving Levin, and Capital IQ. Those enterprise values are commonly expressed as multiples of various measures of financial profitability. Based on these analyses, financial multiples are calculated to apply to the Reorganized Debtors' near-term projected financial performance.

A key factor in this approach is the selection of guideline transactions with relatively similar business and operational characteristics to the Reorganized Debtors. Common criteria for selecting guideline transactions for the analysis include, among other relevant characteristics, similar lines of businesses, business risks, growth prospects, maturity of businesses, targeted customer demographics, market presence, size and scale of operations, and profitability of the operations. The selection of appropriate guideline transactions is often difficult, a matter of professional judgment, and subject to limitations due to sample size and the availability of meaningful market-based information. It should be noted that the selected guideline transactions are not identical to the Debtors. FTI examined the selected Peer Groups' estimated EBITDA, EBIT and EBITDA less capital expenditures multiples to value the Debtors' business. In determining the applicable multiples and related ranges, FTI considered a variety of factors, including both qualitative attributes and quantitative measures such as historical and projected revenue, profitability, cost structure, size and similarity of business lines.

C. Guideline Public Company Method

The guideline public company method estimates the value of a company based on a relative comparison with publicly traded companies with similar operating and financial characteristics (the "Peer Group"). Under this methodology, the enterprise value for each selected public company was determined by examining the trading price for the equity securities of each company in the public markets and adding the aggregate amount of outstanding net debt and minority interests for each company. Those enterprise values are commonly expressed as

multiples of various measures of financial profitability. Based on these analyses, financial multiples are calculated to apply to the Reorganized Debtors' near-term projected financial performance.

A key factor in this approach is the selection of companies with relatively similar business and operational characteristics to the Reorganized Debtors. Common criteria for selecting comparable companies for the analysis include, among other relevant characteristics, similar lines of businesses, business risks, growth prospects, maturity of businesses, targeted customer demographics, market presence and size and scale of operations. The selection of appropriate comparable companies is often difficult, a matter of professional judgment, and subject to limitations due to sample size and the availability of meaningful market-based information. It should be noted that the selected companies are not identical to the Debtors. FTI examined the selected Peer Groups' estimated EBITDA, EBIT and EBITDA less capital expenditures multiples to value the Debtors' business. In determining the applicable multiples and related ranges, FTI considered a variety of factors, including both qualitative attributes and quantitative measures such as historical and projected revenue growth, profitability, cost structure, size and similarity of business lines.

Valuation Considerations

The foregoing valuation is based upon a number of estimates and assumptions that are inherently subject to significant uncertainties and contingencies beyond the control of the Debtors or the Reorganized Debtors. Accordingly, there can be no assurance that the ranges reflected in the valuation would be realized if the Plan were to become effective, and actual results could vary materially from those shown here. The Debtors' projections on which the valuation was based are unaudited and may not have been prepared in compliance with accounting principles, including GAAP. The estimated calculation of an enterprise value range is highly dependent upon achieving the future financial results as set forth in the Financial Projections, as well as the realization of certain other assumptions, none of which are guaranteed and many of which are outside of the Debtors' control. The foregoing valuation could be materially affected by the risk factors discussed in Article IX of the Disclosure Statement. The calculations of value set forth herein represent estimated reorganization values and do not necessarily reflect values that could be attainable in public or private markets. The Enterprise Value stated herein does not purport to be an estimate of the post-reorganization market value for the Reorganized Debtors. Such value, if any, may be materially different from the Reorganized Debtors' Enterprise Value ranges associated with this Valuation Analysis. No responsibility is taken by FTI for changes in market conditions and no obligations to revise these calculations to reflect events or conditions that subsequently occur are assumed. The calculations of value do not conform to the standards of professional appraisal practice.

Exhibit H

Sources and Uses

Senior Care Centers, LLC

Sources & Uses of Funds

($ in millions)	Estimated Value Low	Estimated Value High
Sources		
Cash Balance	$3.3	$3.3
Escrow Funds	5.5	5.5
Exit Financing	27.2	27.2
Deferred Compensation Plan	0.3	0.3
Asset Sales	0.8	0.8
Funds due from Third Parties	0.7	0.7
Sabra et al CHOW	6.5	6.5
Account subject to Lien Preference	0.3	0.3
Working Capital for Newco	(3.0)	(3.0)
Total Cash Sources	**$41.5**	**$41.5**
Uses		
CIBC Loan Balance	19.5	19.5
Cure costs due to LTC and Annaly	2.5	2.5
Cure costs due to Independent Landlords	1.0	1.0
Ch. 11 Professionals Fees	6.5	5.9
Granite Admin claim	-	-
US Trustee Fees	4.5	4.5
Financing Fees and legal costs	1.5	1.3
503(b)(9) Claims	1.5	0.5
Convenience class claims	0.5	0.5
Liquidating Trust	0.5	0.5
Contingency	1.0	0.8
Total Uses	**$39.0**	**$37.0**
Sources Less Uses	**2.5**	**4.6**