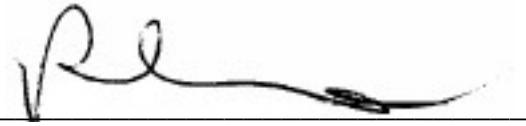


So Ordered.

Signed this 30 day of October, 2020.



Robert E. Littlefield, Jr.

United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK**

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**In re:**

**GOOD SAMARITAN LUTHERAN HEALTH  
CARE CENTER, INC. d/b/a BETHLEHEM  
COMMONS CARE CENTER, et al.<sup>1</sup>,  
Debtors.**

:  
: **Case No. 19-12215 (REL)**  
: **Chapter 11 (Main Case)**  
: **Case No. 19-12216 (REL)**  
:  
: **Jointly Administered**  
:

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**ORDER (I) PRELIMINARILY APPROVING DISCLOSURE STATEMENT; (II)  
APPROVING SOLICITATION AND VOTING PROCEDURES; (III) APPROVING  
FORMS OF NOTICES AND BALLOTS; (IV) SCHEDULING COMBINED HEARING  
TO CONSIDER FINAL DISCLOSURE STATEMENT APPROVAL AND PLAN  
CONFIRMATION; AND (V) GRANTING RELATED RELIEF**

Upon the motion of the debtors in the above-captioned chapter 11 cases, Good Samaritan Lutheran Health Care Center, Inc. d/b/a Bethlehem Commons Care Center (“**Good Samaritan**”) and Kenwood Manor Inc. (“**Kenwood**” and together with Good Samaritan, the “**Debtors**”) for an Order (a) preliminarily approving the disclosure statement to accompany their proposed joint chapter 11 plan (as amended, supplemented, or modified from time to time, the “**Disclosure Statement**” and “**Plan**”, respectively); (b) approving procedures for soliciting and tabulating votes to accept or reject the Plan; (c) approving forms of notices and ballots to be utilized to solicit votes to accept or reject

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Good Samaritan Lutheran Health Care Center, Inc. d/b/a Bethlehem Commons Care Center (0663) and Kenwood Manor, Inc. (8178).

the Plan, including the notice of non-voting status and the notice of the combined hearing (“**Combined Hearing**”) to consider final approval of the Disclosure Statement and confirmation of the Plan; (d) scheduling the Combined Hearing; and (e) granting related relief, filed April 10, 2020 (“**Motion**”)<sup>2</sup> [Dkt. No. 155]; and the Debtors having filed an amended Plan and amended Disclosure Statement; and the Court having reviewed the Disclosure Statement, as amended, the Motion, and the responses thereto, if any; and the Court having found that it has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334, and that venue in this district is proper pursuant to 28 U.S.C. § 1408; and the Court having determined that the Debtors gave adequate and proper notice of the Motion and the relief requested therein and that no other notice need be provided; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors’ estates, and that the legal and factual bases set forth in the Motion establish cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED:

1. The Motion is granted as provided herein.

**I. Preliminary Approval of Disclosure Statement**

2. The Disclosure Statement is hereby preliminarily approved pursuant to section 1125 of the Bankruptcy Code as providing: (a) all holders of claims entitled to vote on the Plan with adequate information to make an informed decision as to whether to vote to accept or reject the Plan in accordance with section 1125(a)(1); and (b) all holders of claims and other parties in interest with sufficient notice of the discharge, injunction, exculpation, and release provisions in the Plan, in satisfaction of Bankruptcy Rule 3016(c) and the Local Bankruptcy Rules for the Northern District of

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<sup>2</sup> All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

New York (the “**Local Rules**”).

3. All findings of fact and conclusions of law set forth herein: (a) are entered solely on an interim basis pending entry of a final order following the Combined Hearing; and (b) remain subject to final approval by the Court, including, without limitation, with respect to the adequacy of the Disclosure Statement and confirmation of the Plan. Notwithstanding anything herein to the contrary, this Order shall not operate as a limitation or waiver of any party’s rights in connection with approval of the Disclosure Statement, confirmation of the Plan, or any findings of fact or conclusions of law set forth herein, all of which are expressly preserved; provided, however, that any objections to the adequacy of the Disclosure Statement or confirmation of the Plan shall be filed with the Court and served on the appropriate parties in accordance with Paragraph 18 below.

**II. Approval of the Employment and Retention of the Balloting Agent**

4. The Debtors are authorized to employ and retain Omni Agent Solutions, Inc. as the Balloting Agent effective *nunc pro tunc* to the Petition Date under the terms of and for the purposes set forth in the Motion and in the Retention Agreement.

5. Omni is authorized and directed to perform solicitation and balloting services in these Chapter 11 Cases, and all related tasks, as further described in the Motion.

6. Omni is authorized to take such other actions to comply with the duties set forth in the Motion.

**III. Approval of Solicitation and Voting Procedures**

7. The Solicitation and Voting Procedures attached hereto as Schedule 1 provide for a fair and equitable voting process consistent with section 1126 of the Bankruptcy Code and are approved in their entirety.

8. Omni Agent Solutions as Balloting Agent is hereby authorized to accept the submission of Ballots via electronic online transmission through the Debtors’ case website

<https://omniagentsolutions.com/goodsamaritanballots/>. The encrypted Ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot submitted in this manner and the applicable creditor's electronic signature shall be deemed to be immediately legally valid and effective.

**IV. Approval of Materials and Timeline for Soliciting Votes and Procedures for Confirming the Plan**

**A. Approval of Certain Dates and Deadlines with Respect to the Plan and Disclosure Statement**

9. The following dates are hereby established and approved, subject to modification as necessary:

<b>Event</b>	<b>Date</b>
Voting Record Date	June 9, 2020
Solicitation Deadline	November 4, 2020
Voting Deadline	November 24, 2020
Objection Deadline	November 24, 2020
Deadline to file Ballot Summary and Vote Certification	December 1, 2020, at 12:00 p.m.
Deadline to file Confirmation Memorandum	December 1, 2020, at 12:00 p.m.
Combined Hearing Date	December 2, 2020, at 11 a.m.

**B. Approval of Form and Distribution of Solicitation Packages**

10. The Solicitation Packages to be transmitted on or before the Solicitation Deadline to holders of claims in Class 1 and Class 4 entitled to vote on the Plan as of the Voting Record Date shall include the following:

- (a) This Order, without exhibits except for the Solicitation and Voting Procedures annexed hereto as Schedule 1;

- (b) The Combined Hearing Notice annexed hereto as Schedule 6;
- (c) The Disclosure Statement;
- (d) The Plan; and
- (e) A Ballot, in the form annexed hereto as Schedule 2 or Schedule 3, as applicable.

11. The Debtors shall cause the Solicitation Packages to be distributed to all holders of claims in Class 1 and Class 4 entitled to vote on the Plan on or before the Solicitation Deadline. In addition, the Debtors shall distribute a complete Solicitation Package (excluding the Ballot) to the Office of the U.S. Trustee.

12. The Ballot is appropriate for holders of claims entitled to vote to accept or reject the Plan, complies with the applicable Bankruptcy Rules and is hereby approved.

**C. Approval of Combined Hearing Notice**

13. The Combined Hearing Notice in the form annexed hereto as Schedule 6 constitutes adequate and sufficient notice of (a) the date, time, and place of the Combined Hearing; (b) the manner in which a copy of the Disclosure Statement and Plan can be obtained; (c) the deadline to object to final approval of the Disclosure Statement and confirmation of the Plan; and (d) the Voting Deadline, all in satisfaction of the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

14. The Debtors shall cause the Combined Hearing Notice to be served on or before the Solicitation Deadline upon all known holders of claims and all other persons entitled to notice pursuant to Rule 2002 as of the Voting Record Date.

15. The Debtors shall give notice to the Debtors' residents of the contents of the Combined Hearing Notice by sending a copy to the Receivers to be posted in the reception area located in the main entrance of each of the Debtors' facilities as soon as practicable after entry of this Order.

The Court finds the foregoing methods reasonably calculated under the circumstances to apprise the Debtors' residents of the contents of and dates and deadlines in the Combined Hearing Notice, and determines such methods to be effective, adequate, and sufficient to notify Patients of the foregoing.

**D. Approval of Non-Voting Status Notices**

16. Except to the extent that the Debtors determine otherwise, the Debtors are not required to provide Solicitation Packages to holders of claims in the Non-Voting Classes, as such holders are not entitled to vote on the Plan. Instead, on or before the Solicitation Deadline, the Combined Hearing Notice and a Non-Voting Status Notice shall be served on such parties; more specifically, holders of Administrative Expense Claims (Unclassified), Priority Tax Claims (Unclassified), and claims in Class 2 and Class 3 shall each be served a Deemed Accepting Notice in the form annexed hereto as Schedule 4. Disputed Claimants shall each be served a Notice of Disputed Claim Status in the form annexed hereto as Schedule 5.

17. The Deemed Accepting Notice satisfies the requirements of Rule 3017(d) and is hereby approved. The Notice of Disputed Claim Status is adequate under the circumstances and is hereby approved.

**E. Approval of Procedures for Filing Objections to Plan and Disclosure Statement**

18. Objections to final approval of the Disclosure Statement or confirmation of the Plan will not be considered by the Court unless timely filed and properly served in accordance with this Order. Specifically, all objections to final approval of the Disclosure Statement or confirmation of the Plan must be in writing and state with particularity the legal and factual bases for the objection (and, if practicable, a proposed modification to the Plan or Disclosure Statement that would resolve such objection) be filed with the Court and served on the Debtors by the Objection Deadline. All objections not timely filed and served in accordance with the instructions in the Combined Hearing Notice are hereby deemed waived.

**V. Miscellaneous**

19. The Debtors shall have the right to alter, amend, and/or modify the Disclosure Statement, Plan, Combined Hearing Notice, Solicitation Packages, Non-Voting Status Notices, Ballots, and Solicitation and Voting Procedures without further order of the Court, in accordance with the Plan, section 1127 of the Bankruptcy Code, and Rule 3019, including the right to withdraw the Plan at any time before the Combined Hearing Date.

20. Nothing in this Order shall be construed as a waiver of the right of the Debtors or the Plan Administrator to be appointed under the Plan to object any proof of claim after the Voting Record Date.

21. The Combined Hearing may be adjourned from time to time without further notice to creditors and other parties in interest by an announcement of the adjourned date at the Combined Hearing or any adjournment thereof or by an appropriate filing with the Court.

22. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Rule 2002 are satisfied by such notice.

23. Notwithstanding any provisions of the Bankruptcy Code, the Bankruptcy Rules or Local Rules to the contrary, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry, and the Debtors are authorized to take all actions necessary to effectuate the relief granted herein.

24. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

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

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**SCHEDULE 1**

**Solicitation and Voting Procedures**



**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK**

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**In re:** :  
: **Case No. 19-12215 (REL)**  
**GOOD SAMARITAN LUTHERAN HEALTH** : **Chapter 11 (Main Case)**  
**CARE CENTER, INC. d/b/a BETHLEHEM** : **Case No. 19-12216 (REL)**  
**COMMONS CARE CENTER, et al.<sup>1</sup>,** :  
**Debtors.** : **Jointly Administered**  
:   
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**SOLICITATION AND VOTING PROCEDURES**

PLEASE TAKE NOTICE that on October 30, 2020, the United States Bankruptcy Court for the Northern District of New York (the “**Bankruptcy Court**”) entered an Order (“**Order**”), among other things, preliminarily approving the disclosure statement to accompany the joint chapter 11 plan (as amended, supplemented, or modified from time to time, the “**Disclosure Statement**” and “**Plan**”, respectively) proposed by Good Samaritan Lutheran Health Care Center, Inc. d/b/a Bethlehem Commons Care Center (“**Good Samaritan**”) and Kenwood Manor, Inc. (“**Kenwood**” and together with Good Samaritan, the “**Debtors**”), the Debtors in the above-captioned chapter 11 cases. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Order.

PLEASE TAKE FURTHER NOTICE that the Order further schedules a joint hearing to consider final approval of the Disclosure Statement and confirmation of the Plan (“**Combined Hearing**”) and establishes the deadline for filing objections thereto; and approves dates, procedures, and forms applicable to the process of soliciting and tabulating votes on the Plan and providing notice of the Combined Hearing (“**Solicitation and Voting Procedures**”).

PLEASE TAKE FURTHER NOTICE of the following:

A. Voting Record Date. The Bankruptcy Court has established June 9, 2020 as the record date for purposes of determining the holders of claims entitled to receive Ballots to vote to accept or reject the Plan.

B. Voting Deadline. The Court has established November 24, 2020 at 5:00 p.m. (EST) as the deadline to vote to accept or reject the Plan (“**Voting Deadline**”). To be counted, all Ballots must be submitted to Omni Agent Solutions, the “Balloting Agent” herein, so as to be **actually received** prior to the Voting Deadline. Ballots may be submitted electronically via ballot upload on the Voting Agent’s website <https://omniagentsolutions.com/goodsamaritanballots/>. Alternatively completed and properly executed hard copy Ballots may be mailed or otherwise

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Good Samaritan Lutheran Health Care Center, Inc. d/b/a Bethlehem Commons Care Center (0663) and Kenwood Manor, Inc. (8178).

delivered to the Balloting Agent, so as to be **actually received** prior to the Voting Deadline, at the following address:

Good Samaritan Lutheran Health Care Center, Inc., *et al.*  
c/o Omni Agent Solutions  
5955 De Soto Ave., Suite 100  
Woodland Hills, CA 91367

Any party submitting a Ballot through the online portal should not also submit a paper Ballot. Any Ballots submitted by fax or e-mail will not be valid. To be counted, Ballots must be actually received by no later than the Voting Deadline. Delivery of a Ballot not in accordance with these instructions shall not be valid and shall not be counted as a vote to accept or reject the Plan.

C. Resolution of Disputed Claims for Voting Purposes. Any holder of a claim in Class 4 (“**General Unsecured Claims**”) that is (a) asserted as wholly unliquidated or wholly contingent, including all claims asserting a right to payment for wrongful death or other tort liability not reduced to judgment prior to the commencement of these chapter 11 cases; (b) asserted in a proof of claim not timely filed; or (c) asserted in a proof of claim as to which an objection to the entirety of the claim is pending as of the Voting Record Date (together, the “**Disputed Claimants**”) will not be permitted to vote on the Plan unless a Resolution Event (defined below) occurs. As used herein the term “**Resolution Event**” means the occurrence of one of the following events by no later than two (2) business days prior to the Voting Deadline: a stipulation is executed between the holder of the applicable claim and the Debtors temporarily allowing the claim for voting purposes, or an order is entered temporarily allowing the claim for voting purposes pursuant to Rule 3018(a). Not later than one (1) business day after the occurrence of a Resolution Event, the Debtors shall cause to be distributed a Solicitation Package containing the appropriate Ballot to the applicable holder.

D. Form, Content, and Manner of Notices

1. *Solicitation Packages for Classes 1 and 4.* The following materials shall constitute the solicitation package (“**Solicitation Package**”): (i) the Order (without exhibits except for these Solicitation and Voting Procedures), (ii) the Confirmation Hearing Notice, (iii) the appropriate Ballot, (iv) the Disclosure Statement, and (v) the Plan. Copies of the Plan, the Disclosure Statement, and all other contents of the Solicitation Package including Ballots shall be provided in hard copy.

2. *Non-Voting Status Notices.* All holders of other claims are not entitled to vote on the Plan and therefore shall not receive a Solicitation Package, but will instead receive the Confirmation Hearing Notice and the Notice of Non-Voting Status in the form annexed to the Order.

3. *Solicitation Deadline.* On or before November 4, 2020, the Debtors shall commence the solicitation and noticing process by causing the Solicitation Packages and Non-Voting Status Notices to be sent to the appropriate recipients by first class mail, postage prepaid. Additionally, the Debtors shall cause to be served all of the materials in the Solicitation Package

except the Ballot on the U.S. Trustee.

E. Voting and Tabulation Procedures.

1. *Holders of Class 1 Claims and Class 4 Claims Entitled to Vote.* Only the following holders of Class 1 Claims and Class 4 Claims shall be entitled to vote with regard to their respective claims:

- (a) holders of Class 1 Claims and Class 4 Claims who, on or before the Voting Record Date, have timely filed a proof of claim that (i) has not been expunged, disallowed, disqualified, withdrawn, or superseded prior to the Voting Record Date; and (ii) is not the subject of a pending objection;
- (b) holders of any disputed Class 4 Claim that has been temporarily allowed for voting purposes pursuant to Rule 3018; and
- (c) the assignee of a Class 1 Claim or Class 4 Claim that was transferred on or before the Voting Record Date by a person or entity described in subparagraphs (a) and (b) above pursuant to Rule 3001(e), provided such transfer is reflected on the claims register before the Voting Record Date.

2. *Establishing Claim Amounts for Voting Purposes.* The Class 1 Claim and Class 4 Claim amounts established herein shall control for voting purposes only and shall not constitute the allowed amount of any Class 1 Claim or Class 4 Claim for distribution under the Plan. Moreover, any amounts filled in on Ballots are not binding for purposes of allowance and distribution under the Plan. In tabulating votes, the following hierarchy shall be used to determine the amount of the Class 1 Claim or Class 4 Claim associated with each claimant's vote:

- (a) the claim amount temporarily allowed pursuant to Rule 3018; and
- (b) the claim amount contained in a timely-filed proof of claim; provided, however, any Ballot cast by a holder of a claim who filed a proof of claim in respect of (i) a contingent claim or a claim in a wholly-unliquidated or unknown amount (based on a reasonable review) shall not be counted, and (ii) a partially liquidated and partially unliquidated claim will be allowed for voting purposes only in the liquidated amount.

In the absence of any of the foregoing, such claim shall be disallowed for voting purposes.

3. *Tabulation Procedures.* The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the Debtors' right to waive any of the below specified requirements for completion and submission of Ballots, so long as such requirement is not otherwise required by the Bankruptcy Code, Bankruptcy Rules, or N.D.N.Y. Local Bankruptcy Rules:

- (a) Except as otherwise provided herein, unless the Ballot being furnished is timely submitted by the Voting Deadline (as the same may be extended by the Debtors), such Ballot shall be rejected as invalid and shall not count in connection with confirmation of the Plan;
- (b) The Debtors will file a summary of Ballot and vote certification ("**Voting Report**") no later than December 1, 2020, at 12:00 p.m. (EST), which shall delineate every Ballot that contains any form of irregularity, including Ballots that are not timely filed, illegible, lacking signatures, lacking necessary information, received by fax or damaged. The Debtors subject to a contrary Order of the Court may waive any such irregularity(ies) at any time before or after the Voting Deadline. The Voting Report shall indicate the Debtors' treatment with respect to each irregular Ballot;
- (c) Holders of claims in the Voting Classes must vote all of their Class claims either to accept or reject the Plan and may not split any votes. To the extent a holder of a claim holds multiple claims in a single class, such claims shall be aggregated for the purpose of counting votes;
- (d) Ballots may not be submitted by e-mail or fax; provided, however, Ballots may be submitted electronically via the online Balloting portal maintained by the balloting agent, Omni Agent Solutions;
- (e) A person signing a Ballot in his or her capacity as trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity must indicate such capacity when signing;
- (f) Neither the Debtors nor any other person or entity will be under any duty to provide notice of defects or irregularities with respect to any irregular Ballots other than as provided

in the Voting Report, nor will any of them incur liability for failure to provide such notification;

- (g) If multiple Ballots are received from the same holder with respect to the same claim prior to the Voting Deadline, the last properly- executed and timely-received Ballot will be deemed to reflect the holder's intention and will supersede and revoke any previously received Ballot; provided, however, that if a holder timely submits both a paper and electronic Ballot in respect of the same claim, the electronic Ballot shall supersede the paper Ballot;
- (h) If a claim has been estimated or allowed only for voting purposes by order of the Court, such claim shall be temporarily allowed in the amount so estimated or allowed by the Bankruptcy Court for voting purposes only, and not for purposes of allowance or distribution (under the Plan);
- (i) Any class that contains claims entitled to vote but for which no Ballots are submitted shall be deemed to have accepted the Plan; and
- (j) After the voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Committee.

F. *Amendments to Plan and Solicitation and Voting Procedures.* The Debtors reserve the right to make non-substantive or immaterial changes to the Disclosure Statement, Plan, Ballots, Combined Hearing Notice, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors, if any, and to make conforming changes among the Disclosure Statement, Plan, and any of the Plan Notices before their distribution.

Dated: November 4, 2020.

STRADLEY RONON STEVENS AND  
YOUNG, LLP

By: /s/ Deborah A. Reperowitz  
Deborah A. Reperowitz  
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New York, NY 10017  
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(212) 812-4124  
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and

Daniel M. Pereira (admitted *pro hac vice*)  
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dpereira@stradley.com

*Attorneys for the Debtors  
and Debtors-in-Possession*

**SCHEDULE 2**

**Form of Ballot**  
**(Class 1—Amalgamated Bank’s Secured Claims)**

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK**

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<b>In re:</b>	:	
	:	<b>Case No. 19-12215 (REL)</b>
<b>GOOD SAMARITAN LUTHERAN HEALTH CARE CENTER, INC. d/b/a BETHLEHEM COMMONS CARE CENTER, et al.<sup>1</sup>,</b>	:	<b>Chapter 11 (Main Case)</b>
<b>Debtors.</b>	:	<b>Case No. 19-12216 (REL)</b>
	:	
	:	<b>Jointly Administered</b>
	:	

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**CLASS 1 BALLOT FOR ACCEPTING OR REJECTING CHAPTER 11 PLAN**  
**(Amalgamated Bank's Secured Claims)**

The debtors in the above-captioned chapter 11 cases, Good Samaritan Lutheran Health Care Center, Inc. d/b/a Bethlehem Commons Care Center (“**Good Samaritan**”) and Kenwood Manor, Inc. (“**Kenwood**” and together with Good Samaritan, the “**Debtors**”) have filed a joint chapter 11 plan and a disclosure statement to accompany the plan (as amended, supplemented, or modified from time to time, the “**Plan**” and the “**Disclosure Statement**” respectively).

The Plan places claims against the Debtors into separate classes and describes how creditors in each class would be treated if the Plan were confirmed and became effective. The Disclosure Statement is intended to give creditors holding claims in classes entitled to vote on the Plan with adequate information to make an informed judgment as to whether to vote to accept or reject the Plan. The Court has preliminarily approved the adequacy of the Disclosure Statement. Preliminary approval does not indicate approval of the Plan, or final approval of the Disclosure Statement, by the Court.

You are receiving this Ballot because you are entitled to vote to accept or reject the Plan. Copies of the Plan and Disclosure Statement are included with these documents.

You should review the Disclosure Statement and Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 1 under the Plan. If you have any questions regarding this Ballot or the accompanying Solicitation and Voting Procedures, please contact the Balloting Agent by phone at (866) 662-2174.

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT WITH AN ORIGINAL SIGNATURE PROMPTLY, EITHER VIA THE BALLOTING AGENT'S ONLINE BALLOTING WEBSITE OR VIA FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Good Samaritan Lutheran Health Care Center, Inc. d/b/a Bethlehem Commons Care Center (0663) and Kenwood Manor, Inc. (8178).



Good Samaritan Lutheran Health Care Center, Inc., *et al.*  
c/o Omni Agent Solutions  
5955 De Soto Ave., Suite 100  
Woodland Hills, CA 91367

You may access the ballot upload on the Balloting Agent's website by visiting <https://omniagentsolutions.com/goodsamaritanballots/>, clicking on the "Submit a Ballot" link, and following the instructions set forth on the website.

To be counted, all Ballots must be actually received by no later than November 24, 2020 at 5:00 p.m. (EST), the Court-established voting deadline. If your Ballot is not submitted by the voting deadline your vote will not count as an acceptance or rejection of the Plan.

Only choose one method of return for your Ballot. If you submit your Ballot electronically by uploading it to the Balloting Agent's website, you should not submit a hard copy of the originally signed Ballot as well. Ballots submitted electronically will be deemed to include an original signature.

If the Plan is confirmed by the Court and becomes effective, it will be binding on you whether or not you vote on the Plan.

**ACCEPTANCE OR REJECTION OF THE PLAN**

The undersigned, the holder of a Class 1 Claim against the Debtors in the unpaid amount of \$\_\_\_\_\_.

Accepts the Plan

Rejects the Plan

Dated: \_\_\_\_\_, 2020

Print or type name: \_\_\_\_\_

Signature: \_\_\_\_\_

Title (if claimant is an entity): \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

E-mail: \_\_\_\_\_

Tel: \_\_\_\_\_

**IF THE BALLOTING AGENT DOES NOT ACTUALLY RECEIVE THIS CLASS 1  
BALLOT ON OR BEFORE NOVEMBER 24, 2020, AT 5:00 P.M. (EST) (AND IF THE  
VOTING DEADLINE IS NOT EXTENDED), THE VOTE TRANSMITTED BY THIS CLASS  
1 BALLOT MAY BE COUNTED AS AN ACCEPTANCE OR REJECTION OF THE PLAN  
ONLY IN THE SOLE AND ABSOLUTE DISCRETION OF THE DEBTORS**

**SCHEDULE 3**

**Form of Ballot**

**(Class 4—General Unsecured Claim)**

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK**

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<b>In re:</b>	:	
	:	<b>Case No. 19-12215 (REL)</b>
<b>GOOD SAMARITAN LUTHERAN HEALTH CARE CENTER, INC. d/b/a BETHLEHEM COMMONS CARE CENTER, et al.<sup>1</sup>,</b>	:	<b>Chapter 11 (Main Case)</b>
<b>Debtors.</b>	:	<b>Case No. 19-12216 (REL)</b>
	:	
	:	<b>Jointly Administered</b>
	:	

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**CLASS 4 BALLOT FOR ACCEPTING OR REJECTING CHAPTER 11 PLAN**  
**(General Unsecured Claim)**

The debtors in the above-captioned chapter 11 cases, Good Samaritan Lutheran Health Care Center, Inc. d/b/a Bethlehem Commons Care Center (“**Good Samaritan**”) and Kenwood Manor, Inc. (“**Kenwood**” and together with Good Samaritan, the “**Debtors**”) have filed a joint chapter 11 plan and a disclosure statement to accompany the plan (as amended, supplemented, or modified from time to time, the “**Plan**” and the “**Disclosure Statement**” respectively).

The Plan places claims against the Debtors into separate classes and describes how creditors in each class would be treated if the Plan were confirmed and became effective. The Disclosure Statement is intended to give creditors holding claims in classes entitled to vote on the Plan with adequate information to make an informed judgment as to whether to vote to accept or reject the Plan. The Court has preliminarily approved the adequacy of the Disclosure Statement. Preliminary approval does not indicate approval of the Plan, or final approval of the Disclosure Statement, by the Court.

You are receiving this Ballot because you are entitled to vote to accept or reject the Plan. Copies of the Plan and Disclosure Statement are included with these documents.

You should review the Disclosure Statement and Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 4 under the Plan. If you have any questions regarding this Ballot or the accompanying Solicitation and Voting Procedures, please contact the Balloting Agent by phone at (866) 662-2174.

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT WITH AN ORIGINAL SIGNATURE PROMPTLY, EITHER VIA THE BALLOTING AGENT’S ONLINE BALLOTING WEBSITE OR VIA FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Good Samaritan Lutheran Health Care Center, Inc. d/b/a Bethlehem Commons Care Center (0663) and Kenwood Manor, Inc. (8178).

Good Samaritan Lutheran Health Care Center, Inc., *et al.*  
c/o Omni Agent Solutions  
5955 De Soto Ave., Suite 100  
Woodland Hills, CA 91367

You may access the ballot upload on the Balloting Agent's website by visiting <https://omniagentsolutions.com/goodsamaritanballots/>, clicking on the "Submit a Ballot" link, and following the instructions set forth on the website, and submitting your consent and vote.

To be counted, all Ballots must be actually received by no later than November 24, 2020 at 5:00 p.m. (EST), the Court-established voting deadline. If your Ballot is not submitted by the voting deadline your vote will not count as an acceptance or rejection of the Plan.

Only choose one method of return for your Ballot. If you submit your Ballot electronically by uploading it to the Balloting Agent's website, you should not submit a hard copy of the originally signed Ballot as well. Ballots submitted electronically will be deemed to include an original signature.

If the Plan is confirmed by the Court and becomes effective, it will be binding on you whether or not you vote on the Plan.

**ACCEPTANCE OR REJECTION OF THE PLAN**

The undersigned, the holder of a Class 4 Claim against the Debtors in the unpaid amount of \$\_\_\_\_\_.

Accepts the Plan

Rejects the Plan

Dated: \_\_\_\_\_, 2020

Print or type name: \_\_\_\_\_

Signature: \_\_\_\_\_

Title (if claimant is an entity): \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

E-mail: \_\_\_\_\_

Tel: \_\_\_\_\_

IF THE BALLOTING AGENT DOES NOT **ACTUALLY RECEIVE** THIS CLASS 4 BALLOT ON OR BEFORE NOVEMBER 24, 2020, AT 5:00 P.M. (EST) (AND IF THE VOTING DEADLINE IS NOT EXTENDED), THE VOTE TRANSMITTED BY THIS CLASS 4 BALLOT MAY BE COUNTED AS AN ACCEPTANCE OR REJECTION OF THE PLAN ONLY IN THE SOLE AND ABSOLUTE DISCRETION OF THE DEBTORS

**SCHEDULE 4**

**Notice of Non-Voting Status  
(Deemed Accepting)**

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK**

**In re:** :  
 : **Case No. 19-12215 (REL)**  
**GOOD SAMARITAN LUTHERAN HEALTH** : **Chapter 11 (Main Case)**  
**CARE CENTER, INC. d/b/a BETHLEHEM** : **Case No. 19-12216 (REL)**  
**COMMONS CARE CENTER, et al.**<sup>6</sup> :  
**Debtors.** : **Jointly Administered**  
 :  
----- :  
 :

**NOTICE OF NON-VOTING STATUS**

**To: All holders of Administrative Expense Claims (Unclassified)**  
**All holders of Priority Tax Claims (Unclassified)**  
**All holders of TLCN Secured Claims (Class 2)**  
**All holders of Priority Non-Tax Claims (Class 3)**

PLEASE TAKE NOTICE THAT:

1. Disclosure Statement Preliminarily Approved. On October 30, 2020, the United States Bankruptcy Court for the Northern District of New York (the “**Bankruptcy Court**”) entered an Order (“**Order**”), among other things, preliminarily approving the disclosure statement to accompany the joint chapter 11 plan (as amended, supplemented, or modified from time to time, the “**Disclosure Statement**” and “**Plan**”, respectively) proposed by the debtors in the above-captioned chapter 11 cases, Good Samaritan Lutheran Health Care Center, Inc. d/b/a Bethlehem Commons Care Center (“**Good Samaritan**”) and Kenwood Manor, Inc. (“**Kenwood**” and together with Good Samaritan, the “**Debtors**”).

2. Solicitation and Voting Procedures. The Order further: (a) schedules a joint hearing to consider final approval of the Disclosure Statement and confirmation of the Plan; (b) approves the dates, procedures, and forms applicable to the process of soliciting votes on and providing notice of the Plan; (c) approves certain vote tabulation procedures; and (d) establishes the deadline for filing objections to final approval of the Disclosure Statement and confirmation of the Plan.

3. You are receiving this Notice because you may be the holder of an Administrative Expense Claim, a Priority Tax Claim, a TLCN Secured Claim, or Priority Non-Tax Claim, each as described in the Plan and Disclosure Statement.

4. Because of the nature and treatment of your claim under the Plan, you are not

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<sup>6</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Good Samaritan Lutheran Health Care Center, Inc. d/b/a Bethlehem Commons Care Center (0663) and Kenwood Manor, Inc. (8178).



entitled to vote on the Plan.

5. Please note that neither the Debtors nor the Plan Administrator to be appointed under the Plan have completed a review of claims asserted against the Debtors. The Debtors or, after the effective date of the Plan, the Plan Administrator may determine to object to the priority status alleged in your Proof of Claim. If they do, and such objection is successful, your claim may be a general unsecured claim in Class 4 of the Plan.

Dated: November 4, 2020

STRADLEY RONON STEVENS AND  
YOUNG, LLP

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*Attorneys for the Debtors  
and Debtors-in-Possession*

**SCHEDULE 5**

**Notice of Non-Voting Status  
(Disputed Claims)**

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK**

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<b>In re:</b>	:	
	:	<b>Case No. 19-12215 (REL)</b>
<b>GOOD SAMARITAN LUTHERAN HEALTH</b>	:	<b>Chapter 11 (Main Case)</b>
<b>CARE CENTER, INC. d/b/a BETHLEHEM</b>	:	<b>Case No. 19-12216 (REL)</b>
<b>COMMONS CARE CENTER, et al.<sup>7</sup>,</b>	:	
<b>Debtors.</b>	:	<b>Jointly Administered</b>
	:	

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**NOTICE OF NON-VOTING STATUS**  
**(Disputed Claims)**

PLEASE TAKE NOTICE THAT:

1. Disclosure Statement Preliminarily Approved. On October 30, 2020, the United States Bankruptcy Court for the Eastern District of New York (“**Bankruptcy Court**”) entered an Order (**Order**”), among other things, preliminarily approving the disclosure statement to accompany the joint chapter 11 plan (as amended, supplemented, or modified from time to time, the “**Disclosure Statement**” and “**Plan**”, respectively) proposed by the debtors in the above-captioned chapter 11 cases, Good Samaritan Lutheran Health Care Center, Inc. d/b/a Bethlehem Commons Care Center (“**Good Samaritan**”) and Kenwood Manor, Inc. (“**Kenwood**” and together with Good Samaritan, the “**Debtors**”).

2. Solicitation and Voting Procedures. The Order further: (a) schedules a joint hearing to consider final approval of the Disclosure Statement and confirmation of the Plan; (b) approves the dates, procedures, and forms applicable to the process of soliciting votes on and providing notice of the Plan; (c) approves certain vote tabulation procedures; and (d) establishes the deadline for filing objections to final approval of the Disclosure Statement and confirmation of the Plan.

3. You are receiving this Notice because you are the holder of a General Unsecured Claim classified in Class 4 under the Plan that is or was (a) asserted as wholly unliquidated or wholly contingent; (b) asserted in a proof of claim not timely filed; or (c) asserted in a proof of claim as to which an objection to the entirety of the claim is pending as of the Voting Record Date.

4. You are not entitled to vote any disputed portion of your claim on the Plan unless one or more of the following events have taken place before November 20, 2020, the date that is two (2) business days before the Voting Deadline established by the Order: a stipulation is

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<sup>7</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Good Samaritan Lutheran Health Care Center, Inc. d/b/a Bethlehem Commons Care Center (0663) and Kenwood Manor, Inc. (8178).

executed between the holder of the applicable claim and the Debtors temporarily allowing the claim for voting purposes, or an order is entered temporarily allowing the claim for voting purposes pursuant to Rule 3018(a).

5. If either of the foregoing events occurs, then no later than one (1) business day thereafter, the Committee shall distribute a Solicitation Package containing the appropriate Ballot to you, which must be executed and returned prior to the Voting Deadline.

Dated: November 4, 2020

STRADLEY RONON STEVENS AND  
YOUNG, LLP

By: /s/ Deborah A. Reperowitz  
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*Attorneys for the Debtors  
and Debtors-in-Possession*

**SCHEDULE 6**

**Notice of Combined Hearing**

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK**

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**In re:** :  
 : **Case No. 19-12215 (REL)**  
**GOOD SAMARITAN LUTHERAN HEALTH** : **Chapter 11 (Main Case)**  
**CARE CENTER, INC. d/b/a BETHLEHEM** : **Case No. 19-12216 (REL)**  
**COMMONS CARE CENTER, et al.**<sup>8</sup> :  
**Debtors.** : **Jointly Administered**  
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**NOTICE OF (I) COMBINED HEARING TO CONSIDER  
CONFIRMATION OF CHAPTER 11 PLAN PROPOSED BY DEBTORS  
AND FINAL APPROVAL OF ACCOMPANYING DISCLOSURE  
STATEMENT AND (II) DEADLINES ASSOCIATED THEREWITH**

**To: All holders of Claims  
All other parties in interest**

PLEASE TAKE NOTICE that:

1. Disclosure Statement Preliminarily Approved. On October 30, 2020, the United States Bankruptcy Court for the Northern District of New York (the “**Bankruptcy Court**”) entered an Order (“**Order**”), among other things, preliminarily approving the disclosure statement to accompany the joint chapter 11 plan (as amended, supplemented, or modified from time to time, the “**Disclosure Statement**” and “**Plan**”, respectively) proposed by the debtors in the above-captioned chapter 11 cases, Good Samaritan Lutheran Health Care Center, Inc. d/b/a Bethlehem Commons Care Center (“**Good Samaritan**”) and Kenwood Manor, Inc. (“**Kenwood**” and together with Good Samaritan, the “**Debtors**”). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

2. Solicitation and Voting Procedures. The Order further: (a) schedules a joint hearing to consider final approval of the Disclosure Statement and confirmation of the Plan; (b) approves the dates, procedures, and forms applicable to the process of soliciting votes on and providing notice of the Plan; (c) approves certain vote tabulation procedures; and (d) establishes the deadline for filing objections to final approval of the Disclosure Statement and confirmation of the Plan (together, the “**Solicitation and Voting Procedures**”).

3. Record Date Established. The Bankruptcy Court has established June 9, 2020, as the record date for purposes of determining which holders of claims in Class 1 and Class 4 are entitled to vote on the Plan (“**Voting Record Date**”).

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<sup>8</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Good Samaritan Lutheran Health Care Center, Inc. d/b/a Bethlehem Commons Care Center (0663) and Kenwood Manor, Inc. (8178).

4. Voting Deadline. The deadline for voting on the Plan is November 24, 2020 at 5:00 p.m. (EST) (“**Voting Deadline**”). If you received a Solicitation Package, including a Ballot, and intend to vote on the Plan you must: (a) follow the instructions carefully; (b) complete all of the required information on the Ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the Solicitation and Voting Procedures so that it is actually received by balloting agent on or before the Voting Deadline. **Failure to submit your Ballot by the Voting Deadline and/or any failure to comply with the Ballot Instructions may result in the disqualification of your Ballot and your vote.**

5. Objections to Disclosure Statement and Plan. The Court has established November 25, 2020 at 5:00 p.m. as the deadline for filing and serving objections to final approval of the Disclosure Statement and confirmation of the Plan (“**Objection Deadline**”). If you object to the Disclosure Statement or Plan, your objection must be in writing and state with particularity the legal and factual bases for the objection (and, if practicable, a proposed modification to the Plan or Disclosure Statement that would resolve such objection) be filed with the Court and served on the undersigned counsel for the Committee by the Objection Deadline. **Any objections not timely filed and received by the Objection Deadline shall not be considered and shall be deemed overruled.**

6. Combined Hearing. A combined hearing to consider final approval of the Disclosure Statement and confirmation of the Plan (“**Combined Hearing**”) will be held on December 2, 2020 at 11:00 a.m. (EST) before the Honorable Robert E. Littlefield, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Eastern District of New York, James T. Foley United States Courthouse, 445 Broadway, Albany, New York 12207. The Combined Hearing may be continued from time to time by announcement in open court or filed on the docket. In accordance with the Plan, the Plan or Disclosure Statement may be modified, if necessary, prior to, during or as a result of the Combined Hearing, without further notice.

7. Discharge, Injunction, Exculpation, and Releases. The Plan contains the following discharge, injunction, exculpation, and release provisions:

#### **Injunction to Protect Estate Assets**

Except as expressly provided in this Plan or the Confirmation Order, from and after the Effective Date, all Persons who have held, hold, or may hold Claims or rights giving rise to any equitable relief against the Debtors or the Assets arising prior to the Effective Date are permanently enjoined from taking any of the following actions against the Debtors, the Estates, the Plan Administrator, or the Assets on account of any such Claims, including: (a) commencing or continuing, in any manner or in any place, any action or proceeding seeking to collect or to recover in any manner against, or assert control or dominion over, the Assets; (b) enforcing, attaching, collecting, or recovering in any manner against the Assets any judgment, award, decree or order; (c) creating, perfecting, or enforcing any Lien against the Assets; and (d) asserting a setoff (unless such setoff was formally asserted in a timely Filed proof of claim or in a pleading Filed with the Bankruptcy Court prior to entry of the Confirmation Order), or right of subrogation of any kind against any debt, liability, or obligation due to the Debtors.

### **Injunction Against Interference with Plan**

Except upon further order of the Bankruptcy Court, and except as to Amalgamated Bank's rights arising under its agreements, which are expressly reserved, upon the Bankruptcy Court's entry of the Confirmation Order, all Holders of Claims, and other parties in interest, along with their respective present or former employees, agents, officers, directors, or principals shall be enjoined from taking any actions to interfere with the Debtors', the Plan Administrator's, and their respective affiliates', employees', advisors', officers', directors', members', managers', and agents' implementation or consummation of this Plan.

### **Term of Injunctions or Stays**

Unless otherwise provided in this Plan or the Confirmation Order, including as to Amalgamated Bank's rights arising under its agreements, which are expressly preserved, or upon further order of the Bankruptcy Court, all injunctions or stays provided for under this Plan or in the Confirmation Order or pursuant to sections 105 or 362 of the Bankruptcy Code arising under or entered during the Chapter 11 Cases, or otherwise, and in existence on the Confirmation Date, shall remain in full force and effect until the later of the Effective Date and the date indicated in the order providing for such injunction or stay and to the extent consistent with the terms and provisions of this Plan or the Confirmation Order, as applicable.

### **Exculpation**

Upon the Effective Date, except as otherwise specifically provided in this Plan, the Exculpated Parties shall not have or incur any liability for any Claim, action, proceeding, Cause of Action, Avoidance Action, suit, account, controversy, agreement, promise, right to legal remedies, right to equitable remedies, or right to payment, whether known, unknown, reduced to judgment, not reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, Disputed, undisputed, secured, or unsecured and whether asserted or assertible directly or derivatively, in law, equity, or otherwise to one another or to any Claim Holder, or any other party in interest, or any of their respective directors, officers, agents, employees, representatives, advisors, attorneys, or affiliates, or any of their successors or assigns, for any act or omission in connection with, relating to, or arising out of the Chapter 11 Cases, the negotiation, solicitation, Filing, and confirmation of this Plan, the pursuit of confirmation this Plan, the consummation of this Plan, the administration of this Plan, or the property to be liquidated and/or distributed under this Plan, except for their willful misconduct or gross negligence as determined by a Final Order of a court of competent jurisdiction, and in all respects shall be entitled to rely reasonably upon the advice of counsel with respect to their duties and responsibilities under this Plan.

### **Compromise and Settlement of Claims, Interests and Controversies**

Pursuant to sections 363 and 1123(b) of the Bankruptcy Code and Bankruptcy Rule 9019 and in consideration for the Distributions and other benefits provided pursuant to this Plan, the provisions of this Plan shall constitute a good faith compromise of all Claims, and controversies relating to the contractual, legal and subordination rights that a Holder of a Claim has or may have



with respect to any Allowed Claim, or any Distribution to be made on account of such Allowed Claim. The entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the compromise or settlement of all such Claims and controversies, as well as a finding by the Bankruptcy Court that such compromise or settlement is in the best interests of the Debtors, the Estates, and Holders of Claims and is fair, equitable, and reasonable.

### **Releases by and Between the Debtors, the Estates and Particular Creditors**

**Releases Between and Among Particular Creditors.** Except as otherwise expressly set forth in this Plan, in exchange for good and sufficient consideration, including the agreement of each of Amalgamated Bank, The Lutheran Care Network and the Union (Amalgamated Bank, The Lutheran Care Network and the Union shall be referred to collectively as the “Released Creditors”) to reduce the amount of its Claim against the Debtors and support this Plan as set forth in Article III of this Plan, upon the Effective Date, each of the Released Creditors forever waives, releases and discharges the other Released Creditors and each of their respective directors, officers, agents, employees, representatives, advisors, attorneys and affiliates, including Laraine Fellegara, and each of their successors and assigns from all Claims, causes of action, actions, suits, debts, dues, sums of money, accounts, reckonings, bonds, bills, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, extents, executions, and demands whatsoever, in law or equity, which each Released Creditor has against any other Released Creditor arising out of (i) the Released Creditors’ business, transactions or dealings with the Debtors or their Estates, (ii) the Released Creditors’ business, transactions or dealings with each other in connection with the Debtors or the Estates, or (iii) the Chapter 11 Cases, provided however, that the release provided in this paragraph shall in no way affect claims asserted by the Pension Fund for Pension Withdrawal Liability against entities or parties other than the Debtors or their Estates.

**Release of Particular Creditors by Debtors and Their Estates.** Except as otherwise expressly set forth in this Plan, in exchange for good and sufficient consideration, including the agreement of each of the Released Creditors’ to reduce the amount of its Claim against the Debtors and support the Plan as set forth in Article III of this Plan, upon the Effective Date, each of the Debtors and its respective Estate, hereby forever waives, releases and discharges each of the Released Creditors and each of their respective directors, officers, agents, employees, representatives, advisors, attorneys and affiliates, including Laraine Fellegara, and each of their successors and assigns from all Claims, causes of action, actions, suits, debts, dues, sums of money, accounts, reckonings, bonds, bills, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, extents, executions, and demands whatsoever, in law or equity, which each Debtor or its Estate has against a Released Creditor arising out of (i) the Released Creditors’ business, transactions or dealings with the Debtors or their Estates, or (ii) the Chapter 11 Cases, provided however, that the release provided in this paragraph shall in no way affect any defenses, cross claims or counterclaims that any entities or parties other than the Debtors or their Estates have with respect to claims asserted by the Pension Fund for Pension Withdrawal Liability, even though such defense, cross claim or counterclaim has been released or waived by the Debtors or their Estates.

**Release of Debtors and Their Estates by Particular Creditors.** Except as otherwise expressly set forth in this Plan, in exchange for good and sufficient consideration, including the waiver, release and discharge of claims by each of the Debtors and their Estates against the Released Creditors, and each of their respective agents, employees, representatives, advisors, attorneys and

affiliates and each of their successors and assigns, upon the Effective Date, each of the Released Creditors hereby forever waives, releases and discharges each of the Debtors and its Estate and each of their respective directors, officers, agents, employees, representatives, advisors, attorneys and affiliates, including Laraine Fellegara, and each of their successors and assigns from all Claims, causes of action, actions, suits, debts, dues, sums of money, accounts, reckonings, bonds, bills, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, extents, executions, and demands whatsoever, in law or equity, which each Released Creditor has or may have against either of the Debtors and its Estate arising out of (i) the Released Creditors' business, transactions or dealings with the Debtors or their Estates, or (ii) the Chapter 11 Cases; provided however, that the release provided in this paragraph shall in no way affect the Distribution that such Released Creditor is to receive pursuant to the terms of this Plan with respect to its Allowed Claim, and provided further, that the release provided in this paragraph shall in no way affect claims asserted by the Pension Fund for Pension Withdrawal Liability against entities or parties other than the Debtors or their Estates or defenses, cross claims or counterclaims that such entities or parties have in response to claims for Pension Withdrawal Liability; and provided further that the release provided in this paragraph shall in no way affect rights to object to any PCO Professional Fee Claim.

For the avoidance of doubt, the releases contained in this Article IX.F shall be binding on any potential chapter 7 trustee appointed in these cases.

### **Necessity and Approval of Injunctions, Exculpations, Compromises, Settlements and Releases**

The exculpations and injunctions set forth in this Article IX are not severable and are integral consideration and critical parts of this Plan, and the Exculpated Parties have relied on the efficacy and conclusive effects of such exculpations and injunctions and on the Bankruptcy Court's retention of jurisdiction to enforce such exculpations and injunctions. Pursuant to Bankruptcy Code sections 1123(a)(5), 1123(b)(3), and 1123(b)(6), as well as Bankruptcy Rule 9019, entry of the Plan Confirmation Order shall constitute the Bankruptcy Court's approval of the exculpations and injunctions set forth in this Article IX and shall constitute the Bankruptcy Court's finding that such exculpations and injunctions are: (i) in exchange for the good, valuable, and reasonably equivalent consideration provided by the Exculpated Parties; (ii) in the best interests of the Debtors, the Estates, and Creditors; (iii) fair, equitable, and reasonable; and (iv) a bar to the assertion of any Claims or Causes of Action which are subject to such exculpations and injunctions.

### **Compromise and Settlement of Claims, Interests and Controversies**

Pursuant to sections 363 and 1123(b) of the Bankruptcy Code and Bankruptcy Rule 9019 and in consideration for the Distributions and other benefits provided pursuant to this Plan, the provisions of this Plan shall constitute a good faith compromise of all Claims, and controversies relating to the contractual, legal and subordination rights that a Holder of a Claim has or may have with respect to any Allowed Claim, or any Distribution to be made on account of such Allowed Claim. The entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the compromise or settlement of all such Claims and controversies, as well as a finding by the Bankruptcy Court that such compromise or settlement is in the best interests of the Debtors, the Estates, and Holders of Claims and is fair, equitable, and reasonable.

**No Discharge**

Because the Plan is a liquidating plan, under 11 U.S.C. § 1141(d)(3), the Plan does not provide for a discharge of indebtedness.

8. Plan Supplement. The Debtors intend to file a supplement to the Plan at least ten (10) days prior to the Combined Hearing that include, among other things, a Plan Administrator Agreement. The Debtors do not intend to serve copies of the Plan Supplement on all parties in interest in these chapter 11 cases; however, it may be obtained from the restructuring website maintained by the Debtors set forth in the following Paragraph or by requesting the same from the Debtors' undersigned counsel.

9. Court Filings. Copies of the Order, the Disclosure Statement, the Plan, the Plan Supplement (once filed), and all other documents filed with the Bankruptcy Court in these chapter 11 cases may be viewed free of charge on the restructuring website maintained by the Debtors, <https://cases.omniagentsolutions.com/goodsamaritanhealth/>.

10. Plan is Binding. If confirmed, the Plan shall bind all holders of claims and equity interests to the maximum extent permitted by applicable law, whether or not such holder will receive or retain any property under the Plan, has filed a proof of claim against any of the Debtors, or failed to vote to accept or reject the Plan, or voted to reject the Plan.

Dated: November 4, 2020

STRADLEY RONON STEVENS AND  
YOUNG, LLP

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*Attorneys for the Debtors  
and Debtors-in-Possession*