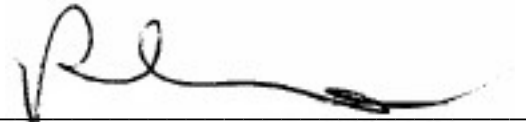


So Ordered.

Signed this 2 day of December, 2020.



Robert E. Littlefield, Jr.

United States Bankruptcy Judge

**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.,	:	
	:	Jointly Administered
Debtors.	:	

**ORDER (I) APPROVING DEBTORS' SECOND AMENDED DISCLOSURE
STATEMENT AND (II) CONFIRMING DEBTORS' SECOND AMENDED JOINT
CHAPTER 11 PLAN OF LIQUIDATION**

Debtors, 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**”), having each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, §§ 101 *et seq.* (the “**Bankruptcy Code**”) on December 12, 2019 (the “**Petition Date**”); and this Court having ordered the joint administration of the Debtors’ respective chapter 11 cases (the “**Chapter 11 Cases**”); and the Debtors having filed the *Debtors’ Second Amended Joint Chapter 11 Plan of Liquidation* [Dkt. No. 262] (including any exhibits, schedules and supplements thereto, including the Plan Supplement, the “**Plan**”) and the *Debtors’ Second Amended Disclosure Statement to Accompany the Debtors’ Second Amended Joint Chapter 11 Plan of Liquidation* [Dkt. No. 263] (including any exhibits, schedules and

supplements thereto, the “**Disclosure Statement**”); and the Debtors having filed the Plan Supplement (as defined in the Plan) on November 23, 2020 [Dkt. No. 284-1]; and the Court having preliminarily approved the Disclosure Statement by Order entered October 30, 2020 (the “**Preliminary Order**”); and pursuant to the Preliminary Order, the Court (i) approved certain Solicitation and Voting Procedures for the Plan, (ii) fixed November 24, 2020 as the last date for voting to accept or reject the Plan (the “**Voting Deadline**”) and filing objections to the final approval of the Plan or the Disclosure Statement (the “**Objection Deadline**”); and (iii) scheduled a hearing to consider final approval of the Disclosure Statement and confirmation of the Plan pursuant to section 1129 of the Bankruptcy Code (the “**Confirmation Hearing**”) to be held on December 2, 2020; and due notice of the Voting Deadline, the Objection Deadline and the Confirmation Hearing having been given to the Debtors’ creditors, and other parties in interest in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and the Preliminary Order; and the Court having found that the Disclosure Statement and the Plan were transmitted to all of the Debtors’ impaired creditors entitled to vote to accept or reject the Plan; and upon the Affidavit of Service of Randy Lowry of Omni Agent Solutions filed on November 10, 2020 (the “**Mailing Certificate**”); and upon the Declaration Of Catherine Nownes-Whitaker Of Omni Agent Solutions Regarding Solicitation Of Votes And Tabulation Of Ballots Cast On Debtors’ Second Amended Joint Chapter 11 Plan Of Liquidation, filed on December 1, 2020 pursuant to Local Rule 3018-1(b) [Dkt No, 288] (the “**Ballot Certification**”); and upon the telephonic Confirmation Hearing having been held on December 2, 2020 (the “**Confirmation Hearing**”); and the Debtors having appeared through Stradley Ronon Stevens & Young, LLP (Deborah A. Reperowitz, Esq. and Daniel M. Pereira, Esq.) in support of confirmation of the Plan; and no objections or other responses to the final approval of

the Disclosure Statement or the confirmation of the Plan having been filed or raised; and upon the record of the proceedings throughout the Chapter 11 Cases and at the Confirmation Hearing; and upon due deliberation and sufficient cause appearing therefor,

The Court hereby FINDS AND DETERMINES that:

A. The findings and conclusions set forth in this Order (the “**Confirmation Order**”) herein constitute the Court’s findings of fact and conclusions of law pursuant to Bankruptcy Rule 7052, made applicable to this proceeding pursuant to Bankruptcy Rule 9014. To the extent that any finding of fact shall later be determined to be a conclusion of law it shall be so deemed and vice versa. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan or the Disclosure Statement, as applicable.

B. This Court has jurisdiction over the Plan and confirmation thereof and the Disclosure Statement and approval thereof pursuant to 28 U.S.C. §§157 and 1334. Confirmation of the Plan and approval of the Disclosure Statement are core proceedings pursuant to 28 U.S.C. § 157(b)(2)(L). Venue of the Debtors’ Chapter 11 Cases is proper pursuant to 28 U.S.C. §§1408 and 1409.

C. This Court takes judicial notice of the docket maintained by the Clerk of the Court for these Chapter 11 Cases, including, all pleadings and other documents filed, all orders entered, and all evidence and arguments made, proffered or adduced at the hearings and status conferences held before the Court during the pendency of these Chapter 11 Cases, including, the hearing to consider the adequacy of the Disclosure Statement.

D. Any modifications to the Plan contained herein are made for cause, consistent with section 1127 of the Bankruptcy Code.

E. In accordance with the Preliminary Order, the applicable sections of the Bankruptcy Code and the Bankruptcy Rules, including Bankruptcy Rules 2002, 3017 and 3020, due notice of the Confirmation Hearing and the opportunity to object to confirmation of the Plan and final approval of the Disclosure Statement was given to the Debtors' creditors and all other parties in interest. Such notice of the Confirmation Hearing and the opportunity to object to confirmation of the Plan and final approval of the Disclosure Statement was timely, sufficient and adequate, and no other or further notice is required.

F. In accordance with Bankruptcy Rule 3017(d) and the Preliminary Order, copies of (i) the Plan and Disclosure Statement, (ii) the Preliminary Order, (iii) the Combined Hearing Notice (as defined in the Preliminary Order), and (iv) a Ballot for voting on the Plan (collectively, the "**Solicitation Package**") were transmitted to the holders of Claims in Classes 1 and 4 under the Plan (collectively, the "**Voting Classes**"). Such transmittal and the Solicitation Package, and the time periods and dates provided therein and employed in connection therewith, were timely, sufficient and adequate and no other or further notice or action is required.

G. In accordance with Bankruptcy Rule 3017(d) and the Preliminary Order, and as set forth in the Mailing Certification, notice of the Confirmation Hearing was transmitted to holders of Claims in Classes 2 and 3 under the Plan and to all other parties in interest.

H. Votes for acceptance or rejection of the Plan were solicited in good faith and in compliance with sections 1125 and 1126 of the Bankruptcy Code, Bankruptcy Rules 3017 and 3018, the applicable provisions of the Disclosure Statement, the Preliminary Order, all other applicable provisions of the Bankruptcy Code and all other applicable rules, laws, and regulations.

I. All procedures used to distribute to the applicable holders of Claims and to tabulate the Ballots as set forth in the Ballot Certification, were fair and appropriate and conducted in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of this Court, the Disclosure Statement, the Preliminary Order and all other applicable rules, laws and regulations.

J. The Debtors, as the proponents of the Plan, have met their burden of proving the elements of sections 1129(a) of the Bankruptcy Code.

K. Pursuant to sections 1122(a) and 1123(a)(1) of the Bankruptcy Code, Article III of the Plan designates separate classes of Claims, each of which contains only Claims that are substantially similar to the other Claims within that Class. Valid business, factual and legal reasons exist for separately classifying the various classes of Claims contained in the Plan, and such Classes do not unfairly discriminate among holders of Claims. Pursuant to section 1123(a)(2) and 1123(a)(3) of the Bankruptcy Code, Article III of the Plan identifies each Class that is impaired and each Class that is unimpaired under the Plan, and specifies the treatment provided to each Class. Pursuant to section 1123(a)(4) of the Bankruptcy Code, Article III of the Plan provides for the same treatment of each Claim in a particular Class.

L. Pursuant to section 1123(a)(5) of the Bankruptcy Code, Article V and other provisions of the Plan and the Confirmation Order provide adequate means for the Plan's implementation.

M. Pursuant to section 1123(a)(7) of the Bankruptcy Code, the Plan contains only provisions that are consistent with the interests of the holders of Claims and with public policy with respect to the manner of selection of the Plan Administrator under the Plan and any

successor to such Plan Administrator, and therefore section 1123(a)(7) of the Bankruptcy Code is satisfied.

N. The Plan is dated and identifies the entity submitting it, thereby satisfying Bankruptcy Rule 3016(a).

O. In accordance with section 1123(b)(6) of the Bankruptcy Code, the provisions of the Plan are appropriate and consistent with applicable provisions of the Bankruptcy Code including, provisions for (a) distributions to Creditors, (b) the rejection or assumption of executory contracts and unexpired leases, and (c) the retention of and right to enforce, sue on, settle or compromise (or to refuse to do any of the foregoing with respect to) certain claims or causes of action against third parties, to the extent not waived or released under the Plan.

P. Claims in Classes 2 and 3 are unimpaired under the Plan and, pursuant to section 1126(f) of the Bankruptcy Code, the votes of such holders have not been solicited as such Classes are conclusively presumed to have accepted the Plan.

Q. The Claims in Classes 1 and 4 are impaired under, and therefore are entitled to vote to accept or reject the Plan.

R. In accordance with section 1126(c) of the Bankruptcy Code and as set forth in the Ballot Certification, Classes 1 and 4 have voted unanimously to accept the Plan, in that 100% in amount and 100% in number of the Claims in such Class that actually voted on the Plan have voted to accept the Plan.

S. The Debtors and their representatives have acted in good faith within the meaning of section 1125(e) of the Bankruptcy Code in compliance with the applicable provisions of the Bankruptcy Code and Bankruptcy Rules in connection with all their respective activities relating to the solicitation of acceptances to the Plan and their participation in the activities described in

section 1125 of the Bankruptcy Code, and are entitled to the protections afforded by section 1125(e) of the Bankruptcy Code and the exculpation provisions set forth in the Plan.

T. The Plan complies with the applicable provisions of the Bankruptcy Code, as required by section 1129(a)(1) of the Bankruptcy Code.

U. The Debtors, as the proponents of the Plan, have complied with the applicable provisions of the Bankruptcy Code, as required by section 1129(a)(2) of the Bankruptcy Code. Specifically, the Debtors are proper debtors under section 109(d) of the Bankruptcy Code and are proper proponents of the Plan under section 1121(a) of the Bankruptcy Code. Throughout the Chapter 11 Cases and, specifically, in transmitting the Solicitation Package and notice of the Confirmation Hearing, and in soliciting and tabulating votes to accept or reject the Plan, the Debtors have complied with the applicable provisions of the Bankruptcy Code and the Bankruptcy Rules, including as provided or permitted by Orders of this Court.

V. The Plan has been proposed in good faith and not by any means forbidden by law, in compliance with section 1129(a)(3) of the Bankruptcy Code. In determining that the Plan has been proposed in good faith, this Court has examined the totality of the circumstances, including, those surrounding the filing of the Chapter 11 Cases, the events and challenges of the Chapter 11 Cases, and external factors that have impacted the Debtors' efforts to keep their residents safe, their facilities open, their employees employed and their creditors repaid. The Chapter 11 Cases were filed, and the Plan was proposed, with the legitimate and honest purposes of liquidating the Debtors' assets to provide the maximum recovery to Claim holders under the circumstances, while keeping the Debtors' residents safe, their facilities open, and their employees employed.

W. The Debtors, and their present and former officers, directors, employees, affiliates, agents, representatives and attorneys have acted in good faith, and have satisfied their

duties to all third persons, as applicable, in connection with the management and operation of the Debtors and all actions related to the Chapter 11 Cases, including the formulation, negotiation, proposal and implementation of the Plan and every contract, instrument, document or other agreement related thereto.

X. Except for ordinary operating expenses, any payment made or to be made by the Debtors for services or for costs and expenses in or in connection with the Chapter 11 Cases, or in connection with the Plan and incident to the Chapter 11 Cases incurred through the date of this Order, has been approved by, or is subject to the approval of, the Bankruptcy Court as reasonable, thereby satisfying section 1129(a)(4) of the Bankruptcy Code.

Y. While each of the Debtors continues to be operated by a receiver since June 1, 2020, pursuant to the receivership agreements entered into by each of the Debtors (the “**Receivership Agreements**”), which Receivership Agreements were entered into pursuant to the *Order (A) Approving the Sale of Substantially All of the Debtors’ Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests Pursuant to the Sale Agreements, (B) Allowing the Appointment by the New York State Department of Health of the Purchasers to Serve as Receivers Pursuant to the Receivership Agreements, and (C) Granting Related Relief* [Dkt. No. 150] (the “**Sale Order**”), the Debtors have complied with section 1129(a)(5) of the Bankruptcy Code by disclosing the identity of the directors and Plan Administrator.

Z. The Plan does not provide for any change in rates over which a governmental regulatory commission has jurisdiction. Accordingly, section 1129(a)(6) of the Bankruptcy Code is inapplicable to the Plan.

AA. The Plan satisfies section 1129(a)(7) of the Bankruptcy Code. The Disclosure Statement and Plan establish that each holder of an impaired Claim either has accepted the Plan

or will receive or retain under the Plan, on account of such Claim, property of a value, as of the Effective Date, that is not less than the amount that such holder would receive or retain if the Debtors were liquidated under Chapter 7 of the Bankruptcy Code on such date.

BB. The treatment of Administrative Claims and Section 503(b)(9) Claims pursuant to Article II of the Plan satisfies the requirements of section 1129(a)(9)(A) of the Bankruptcy Code.

CC. In compliance with sections 1129(a)(9)(B), (C) and (D) of the Bankruptcy Code, holders of priority claims of the kind specified in those sections, if any, will receive cash on the Effective Date of the Plan equal to the allowed amount of such claim.

DD. The Debtors have either assumed or rejected all pre-petition executory contracts and unexpired leases pursuant to section 365(a) of the Bankruptcy Code, and all outstanding cure amounts, if any, will be satisfied by the Purchasers in satisfaction of section 365(b)(1) of the Bankruptcy Code.

EE. The Plan has been accepted by impaired Classes 1 and 4, and therefore, the Plan has been accepted by at least one class of Impaired Claims entitled to vote on the Plan, determined without including any acceptance of the Plan by any insider, in compliance with section 1129(a)(10) of the Bankruptcy Code.

FF. The Plan is feasible as a liquidating plan and has a reasonable likelihood of success, in that, after the Effective Date, the Debtors should have adequate capital to effect the payments required under the Plan, thus satisfying the requirements of section 1129(a)(11) of the Bankruptcy Code.

GG. The Plan, as amended by this Confirmation Order, provides for the payment of all fees payable pursuant to section 1930 of Title 28 of the United States Code on or before the Effective Date, in compliance with section 1129(a)(12) of the Bankruptcy Code. The Plan further

provides that all fees payable under 28 U.S.C. section 1930(a)(6) that become due after the appointment of the Receivers on June 1, 2020, will be assumed and paid by the Receivers.

HH. Section 1129(a)(13) of the Bankruptcy Code requires a plan to provide for payment of retiree benefits at levels established pursuant to section 1114 of the Bankruptcy Code. As demonstrated by (a) the modifications to the Debtors' collective bargaining agreement, set forth in the Sale Order and the exhibits thereto, and (b) the record of these Chapter 11 Cases, the Debtors comply with section 1129(a)(13) of the Bankruptcy Code.

II. Sections 1129(a)(14) and (a)(15) of the Bankruptcy Code concern domestic support obligations and debtors who are individuals, and are not applicable in these Chapter 11 Cases.

JJ. Section 1129(a)(16) requires that any transfers of property under a plan shall be made in accordance with any applicable provisions of non-bankruptcy law. The Debtors shall comply with all applicable provisions of the New York Not-for-Profit Corporation Law, which govern such transfers by a not-for-profit corporation and the sale of substantially all of the Debtors' assets previously approved by this Court pursuant to the Sale Order shall remain subject to the final approval of the New York Department of Health and the New York Office of the Attorney General.

KK. The principal purpose of the Plan, as evidenced by its terms, is not the avoidance of taxes or the avoidance of the application of section 5 of the Securities Act of 1933 (15 U.S.C. § 77e).

LL. Article VIII of the Plan, governing assumption and rejection of executory contracts and unexpired leases, satisfies the requirements of section 365(b) of the Bankruptcy Code.

MM. All releases, exculpations, injunctions and limitations of liability as to Claims and Causes of Action that are embodied in Article IX of the Plan are approved in all respects and are fair, equitable and reasonable in the context of the circumstances presented in these Chapter 11 Cases.

NN. Based upon the foregoing, the Plan satisfies the requirements for confirmation set forth in section 1129 of the Bankruptcy Code.

OO. This Court may properly retain jurisdiction over all matters set forth in the Plan and section 1142 of the Bankruptcy Code.

NOW, TEHREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Disclosure Statement is finally 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 Rules 3016(c) and the Local Bankruptcy Rules for the Northern District of New York (the “**Local Rules**”).

2. No objections to the confirmation of the Plan were filed or raised and the Plan, including the Plan Supplement, which includes, *inter alia*, the Amended Receivership Agreements, the Second DIP Amendment and Plan Administrator Agreement, is hereby approved. The Plan complies with all applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules relating to confirmation. The Plan, all provisions thereof, and the exhibits, schedules and supplement thereto, including the Plan Supplement, are

confirmed under section 1129 of the Bankruptcy Code.

3. Notwithstanding anything contained in the Plan, the Disclosure Statement, the Sale Order, or this Confirmation Order, nothing in the Plan, the Disclosure Statement or this Confirmation Order shall be construed to limit or restrict the actions of any governmental unit or agency having regulatory authority over the Debtors or the Debtors' agents, representatives, successors or assigns.

4. Notwithstanding anything contained in the Plan, the Disclosure Statement, the Sale Order, the Asset Purchase Agreement by and between Good Samaritan and Delmar SNF Operations Associates, LLC ("**Delmar**") dated as of December 10, 2019 and attached to the Sale Order, or this Confirmation Order, Good Samaritan has agreed to assume, and Delmar, as receiver and the prospective purchaser of Good Samaritan's facilities, has agreed to accept assignment of Good Samaritan's Medicare Provider Agreement effective as of June 1, 2020. Consequently, Delmar shall be subject to all of the rules, regulations and policies of the Medicare program in the ordinary course of business, including, successor liability for any pre-Closing debts which may be determined and the statutory rights of the U.S. Secretary of Health and Human Services to recoup or setoff overpayments that have been or hereafter may be determined.

5. Pursuant to section 1141 of the Bankruptcy Code, effective upon entry of this Order, but subject to the occurrence of the Effective Date, the Plan (including exhibits, schedules and supplements to the Plan, including the Plan Supplement, and all documents and agreements created pursuant to the Plan) and its provisions shall be binding upon the Debtors, the Plan Administrator, any entity acquiring or receiving property or a distribution under the Plan, any lessor or lessee of property to or from the Debtors, any party to a contract with the Debtors, any

person who granted or is a beneficiary of the exculpations and releases provided for under the Plan, any holder of a Claim against the Debtors, including all governmental entities, whether or not the Claim of such holder is impaired under the Plan and whether or not such holder or entity has accepted the Plan, any and all non-debtor parties to executory contracts and unexpired leases with the Debtors, any and all entities that are parties to or are subject to the settlements, compromises, releases and injunctions described herein or in the Plan, any other party in interest, and the respective heirs, executors, administrators, successors or assigns, if any, of all of the foregoing.

6. Pursuant to sections 1141(b) and (c) of the Bankruptcy Code, except as otherwise provided in the Plan and subject to the Receivership Agreements, all property of the Debtors' estates, to the full extent of section 541 of the Bankruptcy Code, and any and all other rights and assets of the Debtors of every kind and nature shall on the Effective Date of the Plan, vest in the Plan Administrator free and clear of all Liens, Claims and other encumbrances other than those Liens, Claims and encumbrances retained, preserved or created pursuant to the Plan or any document entered into in connection with the transactions described in the Plan, the Disclosure Statement, and this Order. The Plan Administrator will distribute all property in accordance with the terms of the Plan. To the extent that the vesting of the assets in the Plan Administrator pursuant to the Plan is deemed to constitute a "transfer" of property, such transfer of property, except as otherwise provided in the Plan and subject to the Receivership Agreements, (a) shall be a legal, valid and effective transfer of property, (b) vests or shall vest the Plan Administrator with good title to such property, free and clear of all liens, Claim and encumbrances except as set forth in the Plan and herein, and (c) does not and shall not subject the Plan Administrator to any liability by reason of such transfer under the Bankruptcy Code or applicable nonbankruptcy law

including, any laws affecting successor or transferee liability, other than the Liens, Claims and encumbrances retained, preserved or created pursuant hereto, or in the Plan.

7. The Debtors, the Plan Administrator and their representatives hereby are authorized, empowered and directed to grant, issue, execute, deliver, file or record any agreement, document or security, and to take all other actions necessary or appropriate, in each of their respective sole discretion, to implement, effectuate and consummate the Plan in accordance with its terms, or take any or all actions authorized to be taken pursuant to the Plan all without further Order of this Court. Any or all such documents shall be accepted by each of the respective state filing offices and recorded, if required, in accordance with applicable state law and shall become effective in accordance with their terms and the provisions of state law, and any such document will be legal, valid and binding in accordance with its terms.

8. All injunctions or stays, whether imposed by operation of law or by Order of this Court, pursuant to sections 105 or 362 of the Bankruptcy Code or otherwise, shall remain in full force and effect until the Effective Date and subject to the injunction set forth in paragraph 9 below and/or sections 524 and 1141 of the Bankruptcy Code, *provided however*, that the Debtors and the Plan Administrator may take such actions as are necessary to effectuate the transactions specifically contemplated by the Plan, the Disclosure Statement, and this Order.

9. Except as provided for in this Order or in the Plan, the rights afforded under the Plan and the treatment of Claims under the Plan will be in exchange for, and in complete satisfaction and release of, all Claims against the Debtors' and their Assets and their respective officers, directors, agents, representatives and their respective assets. In accordance with section 1141(d)(3) of the Bankruptcy Code, confirmation of the Plan shall not operate to discharge the Debtors.

10. As of the Effective Date, except as provided in the Plan or this Order, all persons will be precluded from asserting against the Debtors (including their successors or assigns) and their Assets, any other or further Claims, demands, debts, rights, causes of action, liabilities, or interests based upon any act, omission, transaction or other activity of any kind or nature that occurred prior to the Effective Date.

11. Subject to paragraph 3 of this Confirmation Order, this Confirmation Order shall constitute all approvals and consents required, if any, by the laws, rules, or regulations of any state or any other governmental authority with respect to the implementation or consummation of the Plan and any documents, instruments, or agreements, and any amendments or modifications thereto, and any other acts referred to in or contemplated by the Plan, the Disclosure Statement, and any documents, instruments, or agreements, and any amendments or modifications thereto.

12. Pursuant to section 1146(a) of the Bankruptcy Code, the making or delivery of any deed or other instrument of transfer by the Debtors under, in furtherance of, or in connection with, the Plan, including, any disposition, liquidation, or dissolution, deeds, bills of sale, transfers of tangible property, will not be subject to any stamp tax, recording tax, personal property tax, real estate transfer tax, sales or use tax or other similar tax, and the County Clerk or other recording officer of any office in which such document or instrument of transfer is to be recorded hereby is directed to record such instrument without collecting any such tax.

13. Unless otherwise provided in the Plan, on the Effective Date, or as soon thereafter as is reasonable practicable, the Plan Administrator shall remit distributions to be made under the Plan to holders of Allowed Claims, and with respect to Disputed Claims, no payment shall be made unless such Disputed Claim becomes an Allowed Claim consistent with the Plan.

14. All final applications for payment of Professional Fee Claims and PCO Professional Fee Claims must be filed with the Bankruptcy Court and served on or before the date that is thirty (30) days after this Confirmation Order is entered on the docket.

15. Pursuant to paragraph 10 of the Sale Order, the Receivers, on behalf of the Debtors, shall make timely payments to the Office of the United States Trustee pursuant 28 U.S.C. § 1930(a)(6) for all periods from June 1, 2020 through the date the Chapter 11 Cases are converted, dismissed or closed by Court Order, and simultaneously provide to the Office of the United States Trustee, post-confirmation operating reports indicating the cash disbursements for relevant subsequent calendar quarters until the Chapter 11 Cases are converted, dismissed or closed by Court Order. These reports are to be submitted by the 20th of the month following the reporting period in question.

16. Within ten (10) days after the Effective Date, or as soon as practical thereafter, the Plan Administrator shall cause notice (the “**Effective Date Notice**”) to be filed in substantially the form annexed hereto as Exhibit “A”, and mailed by first class mail, postage prepaid, to (i) the Office of the United States Trustee for the Northern District of New York, (ii) all known holders of Claims against the Debtors, and (iii) all parties that have requested notice in these Chapter 11 Cases. The form of Effective Date Notice is hereby approved. Service of the Effective Date Notice as provided herein shall constitute good and sufficient notice pursuant to Bankruptcy Rules 2002(f)(7), 2002(i) and 3020(c) of the Effective Date and, except as otherwise set forth in this Order, no other or further notice of the Effective Date need be given.

17. Unless otherwise agreed to in writing or provided in the Plan, no distribution on account of any Claim, whether allowed on or after the Effective Date, shall be deemed to waive the rights of the Debtors’ estates in connection with any Causes of Action against the holder of

any Claim receiving such distribution, including, any Causes of Action under chapter 5 of the Bankruptcy Code.

18. The Debtors and the Plan Administrator shall have the right, in accordance with section 1127 of the Bankruptcy Code, to modify or amend the Plan after the Confirmation Date to the fullest extent permitted by law, provided that any such modification is approved, prior to the effectiveness of any such modification or amendment, by Order of this Court.

19. The failure to specifically include or reference any particular provision of the Plan in this Order shall not diminish or impair the effectiveness of such provision, it being the intent of the Court that the Plan be confirmed in its entirety.

20. Except as otherwise specifically provided in the Plan, pursuant to sections 1123(a) and 1142(a) of the Bankruptcy Code, the provisions of this Confirmation Order and the Plan shall apply and be enforceable notwithstanding any otherwise applicable nonbankruptcy law.

21. Each term and provision of the Plan, as it may have been altered or interpreted by this Court, is valid and enforceable pursuant to its terms.

22. If any or all of the provisions of this Order are hereafter reversed, modified or vacated by subsequent Order of this Court or any other court, such reversal, modification or vacatur shall not affect the validity of the acts or obligations incurred or undertaken under or in connection with the Plan prior to the Debtors' and Plan Administrator's receipt of written notice of any such order. Notwithstanding any such reversal, modification or vacatur of this Order, any such act or obligation incurred or undertaken pursuant to, and in reliance on, this Order prior to the effective date of such reversal, modification or vacatur shall be governed in all respects by the provisions of this Order and the Plan and all documents executed pursuant thereto or any amendments or modifications thereto.

23. To the extent of any inconsistency between the provisions of the Plan and this Confirmation Order, the terms and conditions contained in this Confirmation Order shall govern. The provisions of this Confirmation Order are integrated with each other and are non-severable and mutually dependent unless expressly stated by further Order of this Court.

24. This Court shall retain jurisdiction of all matters arising out of or related to the Chapter 11 Cases and the Plan as long as necessary under sections 105(a), 1127, 1142(a) and 1144 of the Bankruptcy Code and for, among other things, the following non-inclusive purposes:

- a. to decide any objections to the allowance, disallowance or subordination of Claims or a controversy as to the classification of a Claim;
- b. to decide and fix (i) all Administrative Claims, (ii) Claims arising from the rejection of any executory contracts or unexpired leases, (iii) Liens on any Assets or any proceeds thereof, and (iv) any other fee and expense authorized to be paid or reimbursed under the Bankruptcy Code;
- c. to liquidate or estimate damages or determine the manner and time for such liquidation or estimation in connection with any Disputed, contingent or unliquidated Claims;
- d. to adjudicate any matters as may be provided for in the Confirmation Order;
- e. to adjudicate all matters arising out of or related to Article IX (Injunction and Exculpation) of the Plan;
- f. to effectuate Distributions under and enforce the provisions of the Plan;
- g. to hear and determine any pending applications, adversary proceedings or contested matters including all controversies, suits and disputes that may arise in connection with the interpretation or enforcement of the Plan, including matters concerning state, local and federal taxes according to sections 346, 505 and 1146 of the Bankruptcy Code;
- h. to amend or to correct any defect, cure any omission or reconcile any inconsistency in the Plan or this Confirmation Order as may be necessary to carry out the purposes and intent of the Plan;
- i. to enter and implement such orders as may be appropriate in the event the Confirmation Order is for any reason stayed, reversed, revoked or vacated;

- j. to consider any modification of the Plan pursuant to section 1127 of the Bankruptcy Code or modification of the Plan after substantial consummation, as such term is defined in section 1101(2) of the Bankruptcy Code;
- k. to determine such other matters as may be provided for in the Confirmation Order, authorized under the provisions of the Bankruptcy Code, or otherwise to the maximum extent of its jurisdiction; and
- l. to enter a final decree closing the Chapter 11 Cases.

25. In accordance with Local Rule 3022-1, the Plan Administrator is hereby directed to file the following with the Court no later than 180 days after entry of this Confirmation Order:

- a. Report of Substantial Consummation;
- b. Application for Final Decree;
- c. Final Report Fee;
- d. Proposed Final Decree;
- e. Cancelled checks representing distributions made; and
- f. Supplementary exhibit as application for final compensation.

26. A copy of this Confirmation Order be served upon all creditors listed in the schedules (and amended schedules) filed by the Debtor including entities listed therein that may have claims against non-Debtor entities.

27. The Receivers shall be responsible for filing all required state and federal tax forms and payments thereunder of all applicable income/withholding taxes on revenue generated by the Debtors' operations subsequent to the entry of this Confirmation Order.

28. Should the Debtors default in plan payments to the Internal Revenue Service:

- a. The Debtors shall have thirty (30) days from receipt of written notice from the Internal Revenue Service of such default to cure the default, and during such thirty (30) day period, the Internal Revenue Service shall take no action to terminate the Plan. If such default is cured by the Debtors within said thirty (30) day period, then the Plan shall continue in full force and effect. Any notices of

default under the Plan shall be sent to the Debtors, the Debtors' attorney and the Plan Administrator.

- b. If full payment is not made within thirty (30) days of receipt of a notice of default specified in subsection a. hereof, the Internal Revenue Service may collect any unpaid liabilities through the administrative collection provisions of the Internal Revenue Code, and the automatic stay if 11 U.S.C 362(a) is lifted for this purpose without further order of the Court.
- c. If the Debtors fail to make any post-confirmation tax deposits, fail to pay any post-confirmation tax liabilities or fail to file post-confirmation tax returns by the due date of the return, then the United States may declare a default under the Plan.

29. The Debtor and Debtor's attorney or the Plan Administrator shall appear before the Court on May 24, 2021 at 10:30 a.m., and show cause why the Report of Substantial Consummation (Local Rule 3022-1) and the Application for Final Decree (F.R.B.P. 3022) have not been filed by the Court.

###

EXHIBIT A

**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., :
 : **Jointly Administered**

Debtors. :

NOTICE OF EFFECTIVE DATE

TO: ALL CREDITORS AND PARTIES IN INTEREST

PLEASE TAKE NOTICE that the Effective Date of the Plan (as defined in the Debtors' Second Amended Joint Chapter 11 Plan of Liquidation filed by debtors, Good Samaritan Lutheran Health Care Center, Inc. d/b/a Bethlehem Common Care Center and Kenwood Manor, Inc. on October 29, 2020 [Dkt. No. 262]) is _____, 2021.

Dated: _____, 2021

[TBD]
Plan Administrator