

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

AAC HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-11648 (JTD)

(Jointly Administered)

**NOTICE OF HEARING TO CONSIDER  
CONFIRMATION OF THE CHAPTER 11 PLAN FILED BY THE  
DEBTORS AND RELATED VOTING AND OBJECTION DEADLINES**

**PLEASE TAKE NOTICE THAT** on September 1, 2020, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order [Docket No. 516] (the “Disclosure Statement Order”): (a) authorizing AAC Holdings, Inc and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Amended Joint Chapter 11 Plan of AAC Holdings, Inc. and its Debtor Affiliates* (as modified, amended, or supplemented from time to time, the “Plan”);<sup>2</sup> (b) approving the *Amended Disclosure Statement for the Amended Joint Chapter 11 Plan of AAC Holdings, Inc. and its Debtor Affiliates* (the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the

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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: Recovery First of Florida, LLC (3005); Fitrx, LLC (5410); Oxford Treatment Center, LLC (7853); Oxford Outpatient Center, LLC (0237); Concorde Treatment Center, LLC (6483); New Jersey Addiction Treatment Center, LLC (7108); ABTTC, LLC (7601); Laguna Treatment Hospital, LLC (0830); AAC Las Vegas Outpatient Center, LLC (5381); Greenhouse Treatment Center, LLC (4402); AAC Dallas Outpatient Center, LLC (6827); Forterus Health Care Services, Inc. (4758); Solutions Treatment Center, LLC (8175); San Diego Addiction Treatment Center, Inc. (1719); River Oaks Treatment Center, LLC (0640); Singer Island Recovery Center LLC (3015); B&B Holdings Intl LLC (8549); The Academy Real Estate, LLC (9789); BHR Oxford Real Estate, LLC (0023); Concorde Real Estate, LLC (7890); BHR Greenhouse Real Estate, LLC (4295); BHR Ringwood Real Estate, LLC (0565); BHR Aliso Viejo Real Estate, LLC (2910); Behavioral Healthcare Realty, LLC (2055); Clinical Revenue Management Services, LLC (8103); Recovery Brands, LLC (8920); Referral Solutions Group, LLC (7817); Taj Media LLC (7047); Sober Media Group, LLC (4655); American Addiction Centers, Inc. (3320); Tower Hill Realty, Inc. (0039); Lincoln Catharine Realty Corporation (5998); AdCare Rhode Island, Inc. (2188); Green Hill Realty Corporation (4951); AdCare Hospital of Worcester, Inc. (3042); Diversified Healthcare Strategies, Inc. (3809); AdCare Criminal Justice Services, Inc. (1653); AdCare, Inc. (7005); Sagenex Diagnostics Laboratory, LLC (7900); RI - Clinical Services, LLC (6291); Addiction Labs of America, LLC (1133); AAC Healthcare Network, Inc. (0677); AAC Holdings, Inc. (6142); San Diego Professional Group, P.C. (9334). Grand Prairie Professional Group, P.A. (2102); Palm Beach Professional Group, Professional Corporation (7608); Pontchartrain Medical Group, A Professional Corporation (1271); Oxford Professional Group, P.C. (8234); and Las Vegas Professional Group - Calarco, P.C. (5901). The location of the Debtors’ corporate headquarters is 200 Powell Place, Brentwood, TN 37027.

<sup>2</sup> Capitalized terms not otherwise defined herein have the same meanings as set forth in the Plan.

“Solicitation Packages”); and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider Confirmation of the Plan, which may include approval of a Sale Transaction as contemplated by the Bidding Procedures<sup>3</sup> (the “Sale/Confirmation Hearing”) will commence on **October 14, 2020, at 10:00 A.M.**, prevailing Eastern Time, before the Honorable John T. Dorsey, United States Bankruptcy Court Judge, in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Wilmington, Delaware 19801.

**PLEASE BE ADVISED:** THE SALE/CONFIRMATION HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE COURT OR THE DEBTORS **WITHOUT FURTHER NOTICE** OTHER THAN BY SUCH ADJOURNMENT BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED WITH THE COURT AND SERVED ON ALL PARTIES ENTITLED TO NOTICE.

**CRITICAL INFORMATION REGARDING VOTING ON THE PLAN**

**Voting Record Date.** The voting record date is **August 26, 2020** which is the date for determining which Holders of Claims in Classes 3, 4, and 5 are entitled to vote on the Plan.

**Voting/Opt-Out Deadline.** The deadline for voting on the Plan is on **October 1, 2020 at 4:00 P.M., prevailing Eastern Time** (the “Voting/Opt-Out 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 voting instructions so that it is ***actually received*** by the Debtors’ notice and claims agent, Donlin, Recano & Company, Inc. (the “Notice and Claims Agent”) on or before the Voting/Opt-Out Deadline. ***A failure to follow such instructions may disqualify your vote.***

**CRITICAL INFORMATION REGARDING RELEASES**

**ARTICLE X OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE X.F CONTAINS A THIRD PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.**

**ALL (A) HOLDERS OF CLAIMS OR INTERESTS IN THE DEBTORS THAT VOTE, OR ARE DEEMED, TO ACCEPT THE PLAN, (B) HOLDERS OF CLAIMS AND INTERESTS IN VOTING CLASSES THAT ABSTAIN FROM VOTING ON THE PLAN AND DO NOT TIMELY OPT OUT OF THE THIRD PARTY RELEASE**

<sup>3</sup> As defined in the Motion of the Debtors for Entry of an Order: (I) Approving Bid Procedures for Sale Transaction, Plan Sponsorship Proposal and/or Partial Sale; (II) Approving Certain Bid Protections; (III) Approving Form and Manner of Notice of Bid Procedures and Related Deadlines; and (IV) Scheduling the Bid Deadline and the Auction [Docket No. 100].

**PURSUANT TO THE PROCEDURES AUTHORIZED IN THE DISCLOSURE STATEMENT ORDER, AND (C) ALL HOLDERS OF CLAIMS AND INTERESTS THAT VOTE TO REJECT THE PLAN AND DO NOT TIMELY OPT OUT OF THE THIRD PARTY RELEASE PURSUANT TO THE PROCEDURES AUTHORIZED IN THE DISCLOSURE STATEMENT ORDER WILL BE DEEMED TO HAVE CONSENTED TO THE THIRD PARTY RELEASE; PROVIDED, HOWEVER, THAT ANY HOLDER OF A CLAIM OR INTEREST IN A CLASS THAT IS DEEMED TO REJECT THE PLAN PURSUANT TO SECTION 1126(g) OF THE BANKRUPTCY CODE SHALL NOT BE DEEMED TO HAVE CONSENTED TO THE THIRD PARTY RELEASE ON ACCOUNT OF SUCH CLAIM OR INTEREST.**

**CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN**

**Sale/Plan Objection Deadline.** The deadline for filing objections to the Plan is **October 1, 2020 at 4:00 P.M., prevailing Eastern Time** (the “Sale/Plan Objection Deadline”). All objections to the relief sought at the Sale/Confirmation Hearing *must*: (a) be in writing; (b) conform to the Bankruptcy Rules, the Bankruptcy Local Rules, and any orders of the Court; (c) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; *and* (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be *actually received* on or before the Sale/Plan Objection Deadline:

<i><b>Counsel to the Debtors</b></i>	
<b>Greenberg Traurig, LLP</b> Dennis A. Meloro The Nemours Building 1007 North Orange Street, Suite 1200 Wilmington, Delaware 19801 Telephone: (302) 661-7000 Facsimile: (302) 661-7360 Email: melorod@gtlaw.com	<b>Greenberg Traurig, LLP</b> David B. Kurzweil Alison Elko Franklin Terminus 200 3333 Piedmont Road, NE, Suite 2500 Atlanta, Georgia 30305 Telephone: (678) 553-2100 Facsimile: (678) 553-2212 Email: kurzweild@gtlaw.com franklinae@gtlaw.com
<i><b>Counsel to the Official Committee of Unsecured Creditors Appointed in These Chapter 11 Cases</b></i>	
<b>Cole Schotz P.C.</b> Justin R. Alberto Andrew Roth-Moore 500 Delaware Avenue Suite 1410 Wilmington, DE 19801 Telephone: (302) 652-3131 Facsimile: (302) 652-3117 Email: jalberto@coleschotz.com aroth-moore@coleschotz.com	<b>Cole Schotz P.C.</b> Seth Van Aalten Michael Trentin Anthony De Leo 1325 Avenue of the Americas 19th Floor New York, NY 10019 Telephone: (212) 752-8000 Facsimile: (212) 752-8393 Email: svanaalten@coleschotz.com mtrentin@coleschotz.com adeleo@coleschotz.com

<b><i>U.S. Trustee</i></b>	
Attn: Rosa Sierra Office of the United States Trustee for the District of Delaware 844 King Street Wilmington, DE 19801	
<b><i>Counsel to the Ad Hoc Committee of Certain Senior Lenders and Junior Lenders and the DIP Lenders</i></b>	
<b>Stroock &amp; Stroock &amp; Lavan LLP</b> Sayan Bhattacharyya Daniel A. Fliman 180 Maiden Lane New York, New York 10038 Email: sbhattacharyya@stroock.com dfliman@stroock.com	<b>Young Conaway Stargatt &amp; Taylor, LLP</b> Matthew B. Lunn Robert Poppiti Rodney Square, 1000 North King Street Wilmington, DE 19801 Email: mlunn@ycst.com rpoppiti@ycst.com
<b><i>Counsel to the Prepetition Agents and the DIP Agent</i></b>	
<b>Richards, Layton &amp; Finger, P.A.</b> Mark D. Collins Amanda R. Steele One Rodney Square 920 North King Street Wilmington, DE 19801 Email: collins@rlf.com steele@rlf.com	<b>Kilpatrick Townsend &amp; Stockton LLP</b> Todd C. Meyers 1100 Peachtree Street NE Suite 2800 Atlanta, GA 30309-4528 Email: tmeyers@kilpatricktownsend.com  - and -  Todd C. Meyers Gianfranco Finizio Kelly E. Moynihan 1114 Avenue of the Americas New York, NY 10036 Email: gfinizio@kilpatricktownsend.com kmoynihan@kilpatricktownsend.com

### **ADDITIONAL INFORMATION**

**Obtaining Solicitation Materials.** The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions or if you would like to obtain additional solicitation materials (or paper copies of solicitation materials if you received a CD-ROM or flash drive), please feel free to contact the Debtors' Notice and Claims Agent, by: (i) calling 877-476-4387 (toll free); (ii) visiting the Debtors' restructuring website at: <https://www.donlinrecano.com/Clients/aac/Index>; or (iii) writing to the Notice and Claims Agent at Donlin, Recano & Company, Inc., Re: AAC Holdings, Inc., *et al.*, P.O. Box 199043 Blythebourne Station, Brooklyn, New York 11219. Please be advised that the Notice and Claims Agent is authorized to answer questions about, and provide additional copies of, solicitation materials, but may **not** advise you as to whether you should vote to accept or reject the Plan. You

may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.deb.uscourts.gov>.

**Election Notice.** On or before **September 17, 2020**, the Debtors will file a notice (consistent with the election of the Consenting Lenders) indicating whether the Debtors will proceed with an Entire Company Asset Sale or a Reorganization Transaction (the “Election Notice”).

**The Plan Supplement.** The Debtors will file the Plan Supplement (as defined in the Plan) on or before **September 24, 2020** and will serve on all parties on the 2002 List. If you would like to view the Election Notice or Plan Supplement, you may do so by visiting the section of the Notice and Claims Agent’s website that contains information specific to the Plan and Disclosure Statement at: <https://www.donlinrecano.com/Clients/aac/PlanOfReorg>. The Plan Supplement will appear at the top of the page under “Plan of Reorganization.”

**BINDING NATURE OF THE PLAN:**

**IF CONFIRMED, THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS OR INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM OR INTEREST IN THE CHAPTER 11 CASES, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN OR VOTED TO REJECT THE PLAN.**

**GREENBERG TRAURIG, LLP**

/s/ David B. Kurzweil

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Dated: September 1, 2020

/s/ Dennis A. Meloro

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