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 UNITED STATES BANKRUPTCY COURT
 NORTHERN DISTRICT OF ILLINOIS
 Eastern Division

In Re:	)	BK No.: 17-12470
Friendship Village of Mill Creek, NFP,	)	
d/b/a GreenFields of Geneva,	)	Chapter: 11
	)	Honorable LaShonda A. Hunt
FEIN: 20-3300991	)	SELECT IF OUTLYING AREA
	)	
Debtor(s)	)	

**ORDER GRANTING DEBTOR'S MOTION (I) FOR ENTRY OF AN ORDER APPROVING
 DISCLOSURE STATEMENT (II) TO SET DATES FOR OBJECTIONS TO AND THE
 HEARING ON CONFIRMATION; (III) TO ESTABLISH PLAN SOLICITATION, VOTING,
 AND TABULATION PROCEDURES; (IV) TO APPROVE THE FORM OF BALLOTS AND
 NOTICES TO BE SENT IN CONNECTION WITH PLAN SOLICITATION; (V) TO REDUCE
 THE TIME FOR FILING OBJECTIONS TO CONFIRMATION AND FOR THE HEARING
 ON CONFIRMATION; AND (VI) GRANTING RELATED RELIEF**

This matter was heard on the "Motion (i) For Entry Of An Order Approving Disclosure Statement (ii) To Set Dates For Objections To and The Hearing On Confirmation; (iii) To Establish Plan Solicitation, Voting and Tabulation Procedures; (iv) To Approve The Form Of Ballots And Notices To Be Sent In Connection With Plan Solicitation; (v) To Reduce The Time For Filing Objections To Confirmation And For The Hearing On Confirmation; and (vi) Granting Related Relief" (the "Motion") filed by Friendship Village of Mill Creek, NFP (the "Debtor"), and upon the previously set hearing to determine the adequacy of the Debtor's Second Amended Joint Disclosure Statement dated September 18, 2017 (the "Disclosure Statement") [Docket No. 161] with respect to the Debtor's Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code filed on September 18, 2017 [Docket No. 163], and the Court, having considered the record in this Case, the pleadings on file and the statements of counsel in support of their client's positions, and having afforded the parties an opportunity for hearing as was appropriate under the circumstances, and being advised in the premises:

IT IS ORDERED:

1. The Motion is GRANTED.
2. The Court finds that the Disclosure Statement meets all of the requirements of section 1125 of the Bankruptcy Code and is hereby approved as containing "adequate information" within the meaning of section 1125(a) of the Bankruptcy Code.
3. The Solicitation Procedures, as set forth in the Motion, are approved.
4. The Voting and Tabulation Procedures, as set forth in the Motion, are approved.
5. September 20, 2017 (the "Voting Record Date") shall be established as the record date for purposes of (a) voting on the Plan; and (b) in the case of non-voting classes, the creditors and any other parties entitled to receive a Notice of Non-Voting Status.
6. The Solicitation Packages will include: (a) the Plan, (b) the Disclosure Statement, (c) this Order, (d) the appropriate Ballots, (e) a pre-addressed, postage pre-paid return envelope, and (f) such

7. On or before September 27, 2017 (the "Solicitation Date") the Debtor, through Globic Advisors (the "Bondholder Noticing and Claims Agent") shall transmit Solicitation Packages for the beneficial holders of the Bonds to Nominees identified by the Bondholder Noticing and Claims Agent as an entity through which the Bondholders held Bonds as of the Voting Record Date. Each Nominee will be instructed to distribute the Solicitation Packages to the Bondholders for whom the Nominee held Bonds by the Solicitation Date. In addition to the Solicitation Package, the Bondholder Noticing and Claims Agent shall transmit to Nominees both: (a) beneficial holder ballots, as appropriate, substantially in the form attached to this Order as Exhibit 1 to this Order for pre-validation by the Nominee in accordance with the instructions provided below, and (b) a master ballot, as appropriate, substantially in the form attached to this Order as Exhibit 2, for use by the Nominee to the extent that the Nominee elects not to pre-validate Beneficial Holder Ballots for Bondholders in accordance with the instructions provided below.

8. Nominees shall obtain the vote of Bondholders consistent with customary practices for obtaining votes of securities held in "street name" in one of the following two ways:

a. A Nominee may pre-validate a Beneficial Holder Ballot (a "Pre-Validated Ballot") by: (i) signing the Beneficial Holder Ballot; (ii) indicating on the Beneficial Holder Ballot the name and account number of the relevant Bondholder and the amount of Bonds held by the Nominee for and on behalf of such Bondholder; and (iii) sending the Pre-Validated Ballot together with the Solicitation Package and other materials to the Bondholder for voting. Bondholders shall be instructed to relay their decision to accept or reject the Plan in accordance with instructions provided in the Pre-Validated Ballot included in the Solicitation Package and any instructions provided by the Nominee and shall complete the Pre-Validated Ballot, review the certifications contained in the Pre-Validated Ballot, and return the Pre-Validated Ballot directly to the Noticing and Claims Agent in the pre-addressed, postage paid envelope included with the Solicitation Package so that it is received by the Bondholder Noticing and Claims Agent before the Voting Deadline (as defined below). A list of Bondholders to whom Pre-Validated Ballots were delivered should be maintained by the Nominee for inspection for at least one year from the Voting Deadline; or

b. A Nominee may forward to Bondholders an unsigned Beneficial Holder Ballot, together with the Solicitation Package, other materials requested to be forwarded, and a pre-addressed, postage paid, envelope addressed to the Nominee. Each Bondholder shall then complete and sign the Beneficial Holder Ballot and return the Beneficial Holder Ballot to the Nominee in time such that the Nominee shall be able to transmit each Bondholder's vote(s) to the Noticing and Claims Agent by the Voting Deadline. After collecting the Beneficial Holder Ballots, the Nominee shall complete a Master Ballot compiling the votes and other information from each Beneficial Holder Ballot, execute the Master Ballot, and deliver the Master Ballot to the Noticing and Claims Agent so that it is received by the Bondholder Noticing and Claims Agent before the Voting Deadline. All Beneficial Holder Ballots shall be retained by the Nominee for inspection for at least one year from the Voting Deadline.

9. On or before the Solicitation Date, the Debtor, through Donlin Recano & Company, Inc., the Debtor's noticing and claims agent for creditors who are not Bondholders ("Donlin") shall transmit Solicitation Packages with a ballot substantially in the form attached to this Order as Exhibit 3, to the holders of unsecured, non-priority claims which are classified in Class 4 of the Plan.

10. In lieu of a Solicitation Package, and pursuant to the Court's authority under Section 1125(c)(2) of the Bankruptcy Code (11 U.S.C. §1125(c)(2)) and Federal Rule of Bankruptcy Procedure

3017(d), on or before the Solicitation Date, the Debtor, through Donlin, is authorized and directed to send a "Notice of Non-Voting Status" substantially in the form attached to this Order as Exhibit 4 (the form of which is approved by the Court) to all holders of claims which are unimpaired by the Plan, including without limitation, claims of "Other Secured Claims" classified in Class 2 of the Plan, "Unsecured Priority Claims" classified in Class 3 of the Plan, and Unclassified Creditors, if known to the Debtor, including the Unclassified Claims of all Residents and Former Residents (as defined in the Plan). However, the Debtor is ordered to have copies of the Plan and Disclosure Statement available at its campus in Geneva, Illinois for distribution free of charge to any person (including Residents and staff) who may request a copy.

11. In addition, the Debtor, through Donlin, shall serve all the materials in the Solicitation Package (except Ballots) on: (a) the United States Trustee for the Northern District of Illinois ("U.S. Trustee"), (b) counsel to Bond Trustee, (c) the holders of the twenty largest unsecured claims against the Debtor, (d) the United States Attorney for the Northern District of Illinois; (e) the Internal Revenue Service for the Northern District of Illinois; (f) the Tax Division of the U.S. Department of Justice; (g) the Centers for Medicare and Medicaid Services; (h) the Illinois Department of Financial and Professional Regulation; (i) the Illinois Department of Public Health; (j) the Illinois Attorney General, and (k) all creditors and other parties in interest as required pursuant to Bankruptcy Rule 2002 and the Local Rules.

12. The form of the Ballots, substantially in the form attached hereto as Exhibits 1 through 3 (collectively, the "Ballots") are sufficiently consistent with Bankruptcy Rule 3017(d) and Official Form No. 314 and are approved, and the Debtor and its claims and noticing agents are authorized to use such forms in soliciting votes on the Plan.

13. Ballots are to be distributed to all holders of claims in the Voting Classes. For the avoidance of any doubt, only holders of claims in the Voting Classes are entitled to vote to accept or reject the Plan. Specifically, such holders entitled to vote include:

- a. The Bondholders whose claims are classified in Class 1 of the Plan;
- b. Holders of claims classified in Class 4 of the Plan for which Proofs of Claim have been timely filed, as reflected in the Claims Register as of the Voting Record Date;
- c. Holders of claims classified in Class 4 of the Plan that are listed in the Schedules, with the exception of those claims that are scheduled as contingent, unliquidated or disputed (excluding such scheduled claims that have been superseded by a timely-filed Proof of Claim); and
- d. Holders whose claims classified in Class 4 of the Plan are allowed pursuant to an agreement or settlement with the Debtors, as reflected in a document filed with the Bankruptcy Court, in an order of the Bankruptcy Court, or in a document executed by the Debtors pursuant to authority granted by the Bankruptcy Court.

14. The assignee of a transferred claim (whether a timely-filed or scheduled claim) is permitted to vote such claim only if the transfer or assignment has been effectuated fully pursuant to the procedures dictated by Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date.

15. In order to be counted as a vote to accept or reject the Plan, each original must be properly delivered to the appropriate noticing and claims agent (i.e., for Class 1 claims of Bondholders, to Globic

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and for Class 4 Unsecured Non-Priority Claims, to Donlin) by: (a) first-class mail, either in the return envelope provided or any other mailing to the address indicated in the Ballots, (b) overnight courier, or (c) personal delivery so as to be received no later than October 23, 2017 at 4:00 p.m. (prevailing Central time) (the "Voting Deadline").

16. Solely for the purpose of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, a claim, and without prejudice to the rights of the Debtor in any other context, each holder of a claim within a class of claims entitled to vote to accept or reject the Plan is entitled to vote the amount of such claim as set forth in a timely filed Proof of Claim, or, if no Proof of Claim was filed, the amount of such claim as set forth in the Schedules, provided that:

a. If a claim is deemed allowed in accordance with the Plan, such claim is allowed for voting purposes in the deemed allowed amount set forth in the Plan;

b. If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes;

c. If a claim for which a Proof of Claim has been timely filed is listed as contingent and/or unliquidated on the face of the claim and such claim has not been allowed, such claim will be temporarily allowed, for voting purposes only and not for allowance or distribution, in an amount equal to the greater of: (i) \$1.00, or (ii) that portion of the claim that is non-contingent or liquidated and as to which the Debtor has not filed an objection, except as otherwise agreed to by the Debtor and the claim holder or as ordered by the Court;

d. If a claim is disputed or if the Debtor has served an objection with respect to a claim at least 5 days prior to the Voting Deadline and the objection has not been adjudicated or otherwise resolved, such claim will be temporarily allowed, for voting purposes only and not for purposes of allowance or distribution, in the amount of \$1.00, except to the extent and in the manner as may be otherwise set forth in the objection or as otherwise agreed to by the Debtor and the claim holder or as ordered by the Court;

e. If a claim is listed in the Schedules as contingent, unliquidated, or disputed and a Proof of Claim was not: (i) filed by the applicable bar date (each a "Bar Date") for the filing of Proofs of Claim established by the Court, or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, unless the Debtor has consented otherwise in writing or the Court has allowed such claim, such claim will be disallowed for voting purposes pursuant to Bankruptcy Rule 3003(c);

f. If a claim arises from or is related to an executory contract or lease that the Debtor has not yet assumed or rejected, such claim is temporarily allowed for voting purposes only and not for allowance or distribution in the amount of \$1.00 or such other amount as the Debtor and the claim holder may agree; and

g. If a claim is filed in the amount of \$0.00, such claim shall not be entitled to vote.

17. If any creditor seeks to challenge the allowance of its claim for voting purposes in accordance with the above procedures, such creditor is required to serve on the Debtors and file with the Court a motion for an order pursuant to Bankruptcy Rule 3018(a) (a "Rule 3018 Motion") temporarily allowing such claim in a different amount for purposes of voting to accept or reject the Plan on or before October 19, 2017, at 4:00 p.m. (prevailing Central Time) (the "Rule 3018 Motion Deadline") and such motion should be noticed for hearing before the Court on Thursday, October 26, 2017 at 2:00 p.m.

18. Rule 3018 Motions must: (a) be made in writing, (b) comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, (c) set forth the name of the party asserting the Rule 3018 Motion, (d) be filed with the Bankruptcy Court and served on the Debtors no later than the Rule 3018 Motion Deadline.

19. Any issues raised by a Rule 3018 Motion that are outstanding as of the Confirmation Hearing shall be considered at the Confirmation Hearing. The Ballot of any claim holder who raises such a Rule 3018 Motion issue shall not be counted unless temporarily allowed for voting purposes as agreed to by the claim holder and the Debtors or as ordered by the Court.

20. In tabulating the Ballots, the following additional procedures shall be utilized: (a) any Ballot that is otherwise properly completed, executed, and timely returned to Noticing and Claims Agent but does not indicate an acceptance or rejection of the Plan, or that indicates both an acceptance and rejection of the Plan, shall not be counted either as a vote to accept or a vote to reject the Plan, (b) if no votes to accept or reject the Plan are received with respect to a particular class that is entitled to vote on the Plan, such class shall be deemed to have voted to reject the Plan, (c) if a creditor or Nominee casts more than one Ballot voting the same claim before the Voting Deadline, the latest dated, validly executed, Ballot received before the Voting Deadline shall be deemed to reflect the voter's or Nominee's intent and thus to supersede any prior Ballots, (d) creditors must vote all of their claims within a particular class with respect to the Debtors under the Plan either to accept or reject the Plan, and may not split their votes within a particular class, and thus a Ballot (or a group of Ballots) within a particular class received from a single creditor that partially accepts and partially rejects the Plan shall not be counted as a vote to accept or reject the Plan; (e) only ballots bearing an original signature shall be counted; (e) any ballot received by telecopier, facsimile or other electronic communication shall not be counted; and (f) if a party that is entitled to vote has more than one claim within the same Class based on different transactions, such party shall be entitled to one vote for numerosity purposes in the aggregate dollar amount of all of said claims.

21. With respect to tabulation of Master Ballots and Ballots cast by Nominees and Bondholders, for the purpose of voting, the amount that will be used to tabulate acceptance or rejection of the Plan will be principal amount of the securities held as of the Voting Record Date (the "Record Amount"). The following additional rules will apply to the tabulation of Master Ballots and Ballots cast by Nominees and Bondholders:

a. Votes cast by Bondholders through a Nominee will be applied against the positions held by such entities in the securities as of the Voting Record Date, as applicable, as evidenced by the record and depository listings. Votes submitted by a Nominee will not be counted in excess of the Record Amount of such securities held by such Nominee.

b. To the extent that conflicting votes or "overvotes" are submitted by a Nominee, the Bondholder Noticing and Claims Agent will attempt and is authorized to reconcile discrepancies with the Nominees.

c. To the extent that overvotes on a Master Ballot are not reconcilable prior to the preparation of the vote certification, the Bondholder Noticing and Claims Agent will apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot that contained the overvote, but only to the extent of the Nominee's position in the security.

d. For purposes of tabulating votes, each Nominee will be deemed to have voted the principal amount relating to such security, although the Bondholder Noticing and Claims Agent may be asked

22. For purposes of determining whether the numerosity and claim amount requirements of sections 1126(c) and 1126(d) of the Bankruptcy Code have been satisfied, the Debtor will tabulate only those Ballots received by the Voting Deadline.

23. Unless otherwise directed by the Bankruptcy Court, all questions as to the validity, form, eligibility (including time of receipt), and acceptance of Ballots will be determined by the Bondholder Noticing and Claims Agent, or the Noticing and Claims Agent (as applicable) and by the Debtor in their respective sole discretion, which determination will be final and binding, subject to approval by the Bankruptcy Court (if necessary).

24. The Debtor reserves the right to reject any and all Ballots not in proper form, the acceptance of which would, in the opinion of the Debtor or its counsel, be unlawful.

25. The interpretation (including of the Ballot and of the respective instructions thereto) by the Debtor, unless otherwise directed by the Bankruptcy Court, shall be final and binding on all parties.

26. Unless waived, any defects or irregularities in connection with deliveries of Ballots must be cured within such time as the Debtor (or the Bankruptcy Court) determines, and unless otherwise directed by the Bankruptcy Court, delivery of such Ballots shall not be deemed to have been made until such irregularities have been cured or waived and any Ballots previously furnished (and as to which any irregularities have not been cured or waived) shall be invalidated.

27. Neither the Debtor nor any other person shall be under any duty to provide notification of defects or irregularities with respect to deliveries of Ballots, nor shall the Debtor or any other person incur any liabilities for failure to provide such notification.

28. The Debtor shall file the Section 1126(f) Ballot Form no later than 2:00 p.m. on October 25, 2017, and promptly after such filing, deliver a courtesy copy of that report to chambers.

29. The Confirmation Hearing will commence on October 26, 2017, beginning at 2:00 p.m. (prevailing Central Time), and if required, will continue at such further date and time as may be announced in Court without any further notice other than such in-Court announcement.

30. The form of the Confirmation Hearing Notice attached to this Order as "Exhibit 5" and the form of the "Publication Confirmation Hearing Notice" substantially in the form attached hereto as "Exhibit 6" are approved. The Debtor is authorized and directed to cause the Publication Confirmation Hearing Notice to be published in the Legal Notice section of the Chicago Tribune on Sunday, October 15, 2017.

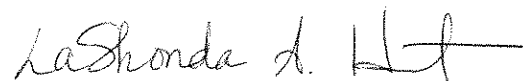
31. Objections to confirmation of the Plan or proposed modifications to the Plan, if any, must: (a) be in writing, (b) state the name of the objecting party and the amount and nature of the claim or interest of such party, (c) be filed, together with proof of service, with the Court and served so as to be actually received on or before October 23, 2017 at 4:00 p.m. (prevailing Central Time) (the "Plan Objection Deadline"), by: (1) Debtor's Counsel (Stahl Cowen Crowley Addis, LLC, 55 W. Monroe Street, Suite 1200, Chicago, IL 60603, attn.: Bruce Dopke, bdopke@stahlcowen.com); (2) the Office of the United States Trustee for the Northern District of Illinois, Attn: Patrick Layng, 219 S. Dearborn Street, Room 873, Chicago, IL 60604; and (3) all those persons and entities that have formally requested notice by filing a written request for notice, pursuant to Bankruptcy Rule 2002 and the Local Bankruptcy Rules.

32. As requested in the Motion, and as authorized by Federal Rule of Bankruptcy Rule 9006(c) and for good cause shown, the notice, objection and hearing dates reflected in this Order are reduced to the dates set forth herein and above.

33. The Debtor is authorized and empowered to take all actions necessary to implement the relief granted in this Order.

34. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Enter:



Honorable LaShonda A. Hunt

United States Bankruptcy Judge

Dated: *September 20, 2017*

Prepared by:

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