

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

IN RE:	§	Chapter 11
	§	
FRIENDSHIP VILLAGE OF MILL CREEK	§	Case No.: 17-12470
NFP, d/b/a GREENFIELDS OF GENEVA	§	
	§	
Debtor.	§	Hon. LaShonda A. Hunt

**NOTICE OF NON-VOTING STATUS**

**PLEASE TAKE NOTICE** that Friendship Village of Mill Creek, NFP, d/b/a GreenFields of Geneva (the “Debtor”) and Friendship Senior Options NFP (“FSO”) filed their Amended Joint Plan of Reorganization dated September 18, 2017 (the “Plan”) in this case. The Court has approved a disclosure statement with respect to the Plan (the “Disclosure Statement”).

You are receiving this Notice because your claim is unimpaired by the Plan, which means that the Plan leaves unaltered your legal, equitable and contractual rights with respect to the Debtor. Because the Plan does not impair your claim, under the bankruptcy law, you are deemed to accept the Plan and do not have a right to vote to either accept it or reject it. **However, your rights are described in the Disclosure Statement, and, if the Plan is confirmed by the Court, your rights may be governed by the Plan (including the releases contained in Section 8.2 and 8.3 of the Plan, and the Injunction provided by Section 8.5 of the Plan).** You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan.

**Summary of the Plan**

The Debtor owns a continuing care retirement community known as GreenFields of Geneva, consisting of (i) 147 independent living apartments, (ii) 51 assisted living apartments, (iii) 26 memory support assisted living apartments, (iv) 43 nursing beds, and (v) related common areas and parking (the “Campus” or sometimes, “GreenFields”). The Campus is managed by FSO, which is the Debtor’s sole corporate member.

The Plan is a plan of reorganization. Under the Plan, the Debtor will make the payments to its creditors in full satisfaction of their claims against the Debtor. The Debtor will continue to own the Campus after the Effective Date of the Plan. The Debtor expects that the Effective Date of the Plan will occur on or about November 10, 2017. FSO, in consideration for a Five Million Dollar (\$5,000,000.00) capital contribution to the Debtor, will retain its ownership interest in the Debtor and its right to continue to manage the Debtor’s business.

The Debtor’s creditors fall into four categories: (a) “Unclassified Claims” including Residents and certain former Residents of the Campus; (b) “Bondholders” whose claims are classified in Class 1 of the Plan; (c) “Unsecured Priority Claims” which are classified in Class 3 of the Plan; and (d) “Unsecured Nonpriority Claims” which are classified in Class 4 of the Plan.

If you are receiving this Notice, your claim is either an “Unclassified Claim” or an “Unsecured Nonpriority Claim.”

### **Unclassified Claims**

“Unclassified Claims” include Administrative Claims, Priority Tax Claims and the U.S. Trustee Fees which, under the Bankruptcy Code, must be paid in full, in cash under a plan of reorganization. The “Unclassified Claims” also include the claims of current residents of the Campus (“**Residents**”) and certain former residents of the Campus (or their estates) (“**Former Residents**”) whose residency agreements with the Debtor (“**Residency Agreements**”) have not yet been fully performed.

Under the Plan, Administrative Claims, Priority Tax Claims and the U.S. Trustee Fees will be paid by the Debtor in full and in cash promptly following the later of the Effective Date of the Plan or the date that those Claims become due. The Debtor estimates that it will owe approximately \$296,000.00 to the holders of Administrative Claims, Priority Tax Claims and the U.S. Trustee Fee on the Effective Date of the Plan.

With respect to ***Residents*** and ***Former Residents***, the Debtor will “assume” pursuant to Section 365 of the Bankruptcy Code each and every Residency Agreement which is now in effect with Residents and Former Residents, and pay all funds, if any, which are due to those Residents or Former Residents, under the terms of their respective Residency Agreements.

***Residents*** have, throughout the bankruptcy, received everything they were entitled to receive from the Debtor under the terms of their Residency Agreements and will continue to do so after the Effective Date of the Plan. The Debtor does not anticipate that it will owe any funds to Residents following Plan confirmation.

***Former Residents*** will receive a payment from the Debtor in the amount which is due to them under the terms of their respective Residency Agreements. This payment will be drawn from the Escrow Account. The Escrow Account had a balance of \$2,779,880.00 on August 30, 2017, when this Disclosure Statement was filed.

On or promptly after the Effective Date, an estimated 10 Former Residents (or their estates) which have already fulfilled the conditions of their Residency Agreements which entitle them to receive a refund of the refundable portion of their entrance fee deposits with the Debtor will receive those refunds, in the aggregate amount of \$1,414,060.17. The Debtor projects that another 19 Former Residents will receive entrance fee refunds aggregating \$3,995,041.01 promptly after the conditions occur which entitle them to receive such refunds.

All Unclassified Claims are unimpaired by the Plan. Accordingly, the holders of Unclassified Claims, including Residents and Former Residents, do not have the right to vote to accept or reject the Plan.

### **Unsecured Priority Claims**

“Unsecured Priority Claims” include a handful of relatively small claims which the Debtor owes to taxing authorities for taxes which arose prior to the filing of the Case. Unsecured Priority Claims are also held by approximately 8 individuals (“Prospective Residents”) who paid “place-holding” deposits with the Debtor prior to the commencement of the Debtor’s Case, in order to reserve specific apartments or types of apartments in the Campus for their use, as those apartments become available. All Unsecured Priority Claims will be paid in full and in cash under the Plan. However, Prospective Residents may forego such payments and keep their “place-holding” deposits with the Debtor, if they choose.

All Unsecured Priority Claims are unimpaired by the Plan. Accordingly, the holders of Unsecured Priority Claims do not have the right to vote to accept or reject the Plan.

**PLEASE TAKE FURTHER NOTICE** that you may obtain a copy of the Plan and the Disclosure Statement through the website of the Debtor’s Claims & Noticing Agent, Donlin Recano & Company, Inc. (the “Claims Agent”) using the interface available on their website located at [www.donlinrecano.com/greenfields](http://www.donlinrecano.com/greenfields) under the link entitled “Plan of Reorganization and Disclosure Statement Documents.” You can also obtain copies of the Plan and Disclosure Statement by contacting the undersigned counsel, at the address shown below.

**PLEASE TAKE FURTHER NOTICE** that the Court has fixed Monday, October 23, 2017 at 4:00 p.m. Central Time as the last day for (a) parties entitled to vote on the Plan to cast ballots to accept or reject the Plan; and (b) for parties in interest to file objections to confirmation of the Plan.

**PLEASE TAKE FURTHER NOTICE** that the Court has set a hearing for October 26, 2017 at 2:00 p.m. in Courtroom 719, Everett McKinley Dirksen United States Courthouse, 219 S. Dearborn Street, Chicago, IL 60604, to consider the confirmation of the Plan and any timely objections thereto.

Dated: September 27, 2017

FRIENDSHIP VILLAGE OF MILL  
CREEK, NFP, Debtor and Debtor In  
Possession

By: /s/ Bruce Dopke  
Counsel for the Debtor

Bruce Dopke, Member (ARDC # 3127052)  
Kevin V. Hunt (ARDC# 6283126)  
Stahl Cowen Crowley Addis LLC  
55 W. Monroe Street, Suite 1200  
Chicago, IL 60603  
Tel: 312-641-0060  
Fax: 312-423-8189  
email: [bdopke@stahlcowen.com](mailto:bdopke@stahlcowen.com)  
email: [khunt@stahlcowen.com](mailto:khunt@stahlcowen.com)