

Hearing Date: July 30, 2018 at 9:30 a.m.
Objection Deadline: July 27, 2018 at Noon

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MASSACHUSETTS
(EASTERN DIVISION)**

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In re: : **Chapter 11**
:
: **Case No. 18-11053 (FJB)**
WACHUSETT VENTURES, LLC, *et al.*, :
: **(Jointly Administered)**
Debtors.¹ :
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MOTION FOR ENTRY OF ORDER (I) APPROVING WV DEBTORS' DISCLOSURE STATEMENT; (II) ESTABLISHING VOTING RECORD DATE; (III) APPROVING SOLICITATION PACKAGES AND DISTRIBUTION PROCEDURES; (IV) APPROVING FORMS OF BALLOTS AND ESTABLISHING PROCEDURES FOR VOTING ON PLAN OF REORGANIZATION; (V) APPROVING FORMS OF NOTICES TO NON-VOTING CLASSES UNDER PLAN OF REORGANIZATION; (VI) ESTABLISHING VOTING DEADLINE TO ACCEPT OR REJECT PLAN; (VII) APPROVING PROCEDURES FOR VOTE TABULATIONS; (VIII) ESTABLISHING CONFIRMATION HEARING DATE AND NOTICE AND OBJECTION PROCEDURES THEREOF AND (VIX) PROVIDING RELIEF FROM CONFIDENTIALITY PROVISIONS OF SETTLEMENT AGREEMENT

¹ The Debtors, along with the last four digits of each debtor's tax identification number, as applicable, are: Wachusett Ventures, LLC (8587), WV – Crossings East LLC (0809), WV – Crossings West, LLC (1860), WV – Parkway Pavilion, LLC (5082), WV – Brockton SNF, LLC (3855), WV – Concord SNF OPCO, LLC (0813), WV – Rockport SNF OPCO, LLC (3681) and WV – Quincy SNF OPCO, LLC (9951).

Wachusett Ventures, LLC (“Wachusett”) and certain of its affiliated debtors (the “WV Debtors”), as debtors in possession (collectively, the “Debtors”), respectfully represent:

BACKGROUND

1. On March 26, 2018 (the “Petition Date”), the Debtors commenced voluntary cases under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in this Court. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On April 6, 2018 the United States Trustee appointed an Official Committee of Unsecured Creditors (the “Committee”). No trustee or examiner has been appointed in these chapter 11 cases.

3. The Debtors’ chapter 11 cases were consolidated for procedural purposes only and are jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

The Debtors’ Business and Events Leading to the Chapter 11 Cases

4. While Wachusett was founded in 2013, the Debtors began to operate in their current structure in 2016. Specifically, in March 2016, Wachusett acquired the first of the facilities it currently operates. At that time, Wachusett was owned by (i) Raymond A. Dennehy III, (ii) Wakefield Capital, LLC, and (iii) Steven Vera.

5. As of the Petition Date, the Debtors operated five (5) skilled nursing facilities located in Massachusetts (three (3) facilities) and Connecticut (two (2) facilities). These facilities are operated under leases with the respective Debtors being the lessees of the facilities. In total, the WV Debtors employ approximately 500 people and the WV Debtors’ facilities can accommodate up to 460 residents. The Debtors provide residents with superior service delivered

by knowledgeable care giver employees and associates. For the fiscal year 2017, the Debtors' gross revenue was approximately \$54 million.

6. Each operating facility of Wachusett leases the building that it operates out of. None of the Debtors own any real estate. Two (2) facilities that were previously operated by the Debtors were closed in late 2017.

7. Each of the four (4) facilities that the Debtors currently operate (as well as the two (2) closed facilities and Brockton) were previously opened and operated by unrelated prior owners at the time that Wachusett took over management. At the time of acquisition by the Debtors, each facility faced operational and financial difficulties. As detailed below, since taking over each facility Wachusett has completed significant resident care, operational and financial improvements. Wachusett expects that total combined gross revenue for the WV Debtors' facilities in 2018 will total approximately \$39 million.

8. The Debtors' current financial difficulties stem from three historic sources. First, the Debtors suffered certain unusual one-time losses and extraordinary non-recurring expenses related to historic events. While some of these costs have been recovered, the net losses and damage from those events remains significant.

9. Second, as noted above, the facilities that Wachusett indirectly acquired in March 2016, were previously managed and owned by operators who themselves were experiencing financial difficulties. The time and expense required to improve those facilities proved greater than expected. The financial difficulties were further compounded by the fact that significant accounts receivable collection delays occurred in connection with the transitions from the prior operators to the Debtors.

10. Since the acquisition of each facility, the Debtors' management team and the staff at each facility have worked relentlessly to simultaneously improve financial performance and the quality of resident care

The WV Debtors' Joint Plan of Reorganization and Disclosure Statement

11. Contemporaneously herewith, Wachusett Ventures, LLC, WV – Crossings East LLC, WV – Crossings West, LLC, WV – Parkway Pavilion, LLC, WV – Concord SNF OPCO, LLC, WV – Rockport SNF OPCO, LLC and WV – Quincy SNF OPCO, LLC (collectively, the “WV Debtors”) filed their *Joint Chapter 11 Plan of Reorganization of the WV Debtors* (as it may be amended, the “Plan”) and its related disclosure statement (as it may be amended, the “Disclosure Statement”). For purposes of clarity, the Debtors note that WV – Brockton SNF, LLC (“Brockton”) is not a party to the Plan.

JURISDICTION

12. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

RELIEF REQUESTED

13. By this Motion, the WV Debtors seek, pursuant to sections 105, 502, 1125, 1126 and 1128 of the Bankruptcy Code, Bankruptcy Rules 2002, 3003, 3017, 3018, 3020, 9013, 9014 and 9021, and Rules 2002-1, 3017-1, and 9013-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of Massachusetts (the “Local Rules”), entry of an order (the “Disclosure Statement Order”), substantially in the form attached to the Motion:

- (a) approving the WV Debtors' proposed Disclosure Statement, the form of which is attached to the Disclosure Statement Order as Exhibit A, as containing adequate information pursuant to section 1125 of the Bankruptcy Code;

- (b) approving the notice of the disclosure statement hearing (the “Disclosure Statement Notice”) in the form annexed to the Disclosure Statement Order as Exhibit B, and the procedures for filing objections to the Disclosure Statement;
- (c) approving the Solicitation Packages (as defined herein) and the procedures for distribution thereof;
- (d) establishing the Voting Deadline (as defined herein) by which holders of claims against, or equity interests in, the WV Debtors may accept or reject the Plan;
- (e) approving the forms of ballots, substantially in the form of Exhibit C attached to the Disclosure Statement Order;
- (f) establishing the Voting Record Date (as defined herein) for purposes of determining the holders of claims against, and interest in, the WV Debtors;
- (g) approving voting and tabulation procedures;
- (h) approving the forms of notice to impaired and unimpaired non-voting classes under the Plan, attached as Exhibits D and E to the Disclosure Statement Order;
- (i) scheduling a date for the hearing on confirmation of the Plan (the “Confirmation Hearing”); and
- (j) approving the form and manner of notice and objection procedures for the Confirmation Hearing (the “Confirmation Hearing Notice”), substantially in the form attached to the Disclosure Statement Order as Exhibit F.

14. For the convenience of the Court and other parties in interest, the following is a summary of the requested deadlines contained in the Motion:²

² Capitalized terms not defined herein shall have the meaning ascribed to them in the Plan or the Disclosure Statement, as applicable.

July 6, 2018	Voting Record Date
July 27, 2018 at Noon	Disclosure Statement Objection Deadline
July 30, 2018 at 9:30 a.m.	Disclosure Statement Hearing
August 3, 2018	Solicitation Commencement Date
On or before August 6, 2018	Publication of the Confirmation Hearing Notice
August 29, 2018 at 4:30 p.m.	Voting Deadline
September 4, 2018 at 4:30 p.m.	Confirmation Objection Deadline
September 5, 2018 at 4:30 p.m.	Deadline to File Tabulation Certification
September 7, 2018 at 4:30 p.m.	Deadline for Debtors to Reply to Confirmation Objections
September 12, 2018 at 9:30 a.m.	Confirmation Hearing

BASIS FOR THE RELIEF REQUESTED

I. THE DISCLOSURE STATEMENT CONTAINS ADEQUATE INFORMATION AND SHOULD BE APPROVED

15. Pursuant to section 1125 of the Bankruptcy Code, the WV Debtors must provide holders of impaired claims with “adequate information” regarding the WV Debtors’ proposed Plan. Section 1125(a)(1) of the Bankruptcy Code provides:

“[A]dequate information” means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such a hypothetical investor of the relevant class to make an informed judgment about the plan

11 U.S.C. § 1125(a)(1). A disclosure statement, as a whole, must provide information that is “reasonably practicable” to permit an “informed judgment” by creditors and interests holders to vote on a plan. *See In re Momentum Mfg. Corp.*, 25 F.3d 1132, 1136 (2d Cir. 1994); *see also Abel v. Shugrue (In re Ionosphere Clubs, Inc.)*, 179 B.R. 24, 29 (S.D.N.Y. 1995).

16. The Bankruptcy Court has wide discretion in determining the adequacy of the information contained in a disclosure statement. *See Kirk v. Texaco, Inc.*, 82 B.R. 678, 682

(S.D.N.Y. 1988) (stating that “[t]he legislative history could hardly be more clear in granting broad discretion to bankruptcy judges under § 1125(a): ‘Precisely what constitutes adequate information in any particular instance will develop on a case-by-case basis. Courts will take a practical approach as to what is necessary under the circumstances of each case’”) (quoting H.R. REP. NO. 595, at 408-09 (1977)). This grant of discretion was intended to permit courts to tailor the disclosures made in connection with a plan to facilitate the effective reorganization of debtors in a broad range of businesses and circumstances. *See* H.R. REP. NO. 595, at 408-09 (1977) (“In reorganization cases, there is frequently great uncertainty. Therefore, the need for flexibility is greatest.”); *Kirk v. Texaco, Inc.*, 82 B.R. at 682. Accordingly, the determination of whether a disclosure statement contains adequate information is to be made on a case-by-case basis. The inquiry focuses on the unique acts and circumstances of each case. *See In re Phoenix Petroleum Co.*, 278 B.R. 385, 393 (Bankr. E.D. Pa. 2001).

17. Courts generally examine whether the disclosure statement contains various types of information, including the following:

- (a) the circumstances that gave rise to the filing of the bankruptcy petition;
- (b) an explanation of the available assets and their value;
- (c) the source of the information provided in the disclosure statement;
- (d) a disclaimer, which typically indicates that no statements or information concerning the debtor or its assets or securities are authorized, other than those set forth in the disclosure statement;
- (e) the condition and performance of the debtor while in chapter 11;
- (f) information regarding claims against the estate;
- (g) a liquidation analysis setting forth the estimated return that creditors would receive under chapter 7;
- (h) the valuation methods used to produce the financial information in the disclosure statement;

- (i) information regarding the future management of the debtor, including the amount of compensation to be paid to any insiders, directors and/or officers of the debtor;
- (j) a summary of the plan of reorganization or liquidation;
- (k) any financial information, valuations or pro forma projections that would be relevant to creditors' determinations of whether to accept or reject the plan;
- (l) information relevant to the risks being taken by the creditors and interest holders;
- (m) the tax consequences of the plan; and
- (n) the relationship of the debtor with its affiliates.

See, e.g., In re Scioto Valley Mortgage Co., 88 B.R. 168, 170-71 (Bankr. S.D. Ohio 1988).

These factors are not meant to be exclusive nor must a debtor provide all the information on the list; rather, the court must decide what is appropriate in each case. *See Phoenix Petroleum*, 278 B.R. at 393 (cautioning that "no one list of categories will apply in every case").

18. In this case, the Disclosure Statement contains information concerning, but not limited to:

- (a) an overview of the Plan;
- (b) the operation of the WV Debtors' business;
- (c) the indebtedness of WV Debtors and information regarding pending claims and administrative expenses;
- (d) key events leading to the commencement of these chapter 11 cases;
- (e) significant events that occurred during the chapter 11 cases;
- (f) information regarding claims against the WV Debtors' estates;
- (g) a liquidation analysis;
- (h) a valuation analysis and financial projections;
- (i) requirements for confirmation of the Plan; and

(j) tax consequences of the Plan.

19. In addition to the information listed above that bankruptcy courts typically examine, the Disclosure Statement provides an analysis of the alternatives to the confirmation and consummation of the Plan.

20. The Disclosure Statement contains the information bankruptcy courts typically consider when determining whether the information in a disclosure statement is adequate. Accordingly, the WV Debtors submit that the Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code and respectfully requests that the Court approve the Disclosure Statement.

II. THE NOTICE OF DISCLOSURE STATEMENT HEARING AND PROCEDURES FOR FILING OBJECTIONS TO THE PROPOSED DISCLOSURE STATEMENT SHOULD BE APPROVED

The Notice of Disclosure Statement Hearing Should be Approved

21. Rule 3017(a) of the Bankruptcy Rules provides that:

[A]fter a disclosure statement is filed in accordance with Rule 3016(b), the court shall hold a hearing on at least 28 days' notice to the debtor, creditors, equity security holders and other parties in interest as provided in Rule 2002 to consider the disclosure statement and any objections or modifications thereto. The plan and the disclosure statement shall be mailed with the notice of the hearing only to the debtor, any trustee or committee appointed under the Code, the Securities and Exchange Commission and any party in interest who requests in writing a copy of the statement or plan.

Fed. R. Bank. P. 3017(a).

22. Bankruptcy Rules 2002(b) and (d) require notice to all creditors, and indenture trustees of the time set for filing objections to, and the hearing to consider the approval of, a disclosure statement. On June 27, 2018, the WV Debtors served the Disclosure Statement Notice, annexed to the Disclosure Statement Order as Exhibit B and incorporated herein by reference, by electronic and/or first class mail to: (i) the U.S. Trustee; (ii) the attorneys for the Committee; (iii) all parties requesting notice pursuant to Bankruptcy Rule 2002; and (iv) all

persons or entities listed in the schedules of assets and liabilities, schedules of executory contracts and unexpired leases, and statements of financial affairs filed by the WV Debtors on April 18, 2018, (the “Schedules”) (collectively, the “Noticed Parties”).

23. The WV Debtors provided the Noticed Parties with notice of the time set for filing objections to the Disclosure Statement as well as notice of the Disclosure Statement Hearing (as defined herein) in accordance with the Bankruptcy Rules.

24. In accordance with Bankruptcy Rule 3017(a), on June 26, 2018, the Debtors provided, by electronic and/or first class mail, a copy of the Disclosure Statement and the Plan to (i) the U.S. Trustee; (ii) the attorneys for the Creditors’ Committee; (iii) attorneys for CCP Finance; and (iv) all parties requesting notice pursuant to Bankruptcy Rule 2002.

25. The WV Debtors also provided, and will continue to provide, copies of the Disclosure Statement and Plan to any party in interest who specifically requests such documents in the manner specified in the Disclosure Statement Notice and Bankruptcy Rule 3017(a). Copies of the Disclosure Statement and Plan are also available on-line at www.donlinrecano.com/wv.

26. The WV Debtors submit that the foregoing procedures provided adequate notice of the Disclosure Statement Hearing, and accordingly, request that the Court approve such notice as adequate.

III. VOTING RECORD DATE, SOLICITATION PACKAGES AND DISTRIBUTION PROCEDURES

Establishment of a Voting Record Date

27. Bankruptcy Rule 3017(d) provides, upon Court approval of the Disclosure Statement for the purposes of soliciting votes in connection with the confirmation of a plan or reorganization, “creditors and equity security holders shall include holders of stocks, bonds,

debentures, notes and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” FED. R. BANKR. P. 3017(d). Bankruptcy Rule 3018(a) contains a similar provision regarding determination of the record date for voting. *See* FED. R. BANKR. P. 3018(a) (“[A]n equity security holder or creditor whose claim is based on a security of record shall not be entitled to accept or reject a plan unless the equity security holder or creditor is the holder of record of the security on the date the order approving the disclosure statement is entered or on another date fixed by the court, for cause, after notice and a hearing . . .”).

28. Both of the foregoing Bankruptcy Rules contemplate that the record date for voting will typically be the date a court enters an order approving a disclosure statement. The WV Debtors request commencement of the hearing to approve the Disclosure Statement (the “Disclosure Statement Hearing”) on July 30, 2018 at 9:30 a.m. Further, the WV Debtors request that this Court set July 6, 2018, as the record date (the “Voting Record Date”).

29. Holders of claims or interests, as of the Voting Record Date and as determined by the WV Debtors’ books and records, shall be holders of record, and as such, shall be entitled to (a) vote on the Plan; or (b) in the case of the Non-Voting Classes, be entitled to receive an appropriate notice of non-voting status (“Notice of Non-Voting Status”), regardless of the date on which the Disclosure Statement Order is actually entered. The Voting Record Date shall have no preclusive effect as to distributions under the Plan.

30. The WV Debtors believe that the Voting Record Date is an appropriate date, in light of the facts and circumstances of these chapter 11 cases, to facilitate the determination of which creditors are entitled to vote on the Plan or, in the case of non-voting classes of creditors and equity interest holders, to receive an appropriate Notice of Non-Voting Status.

Approval of Solicitation Packages and Distribution Procedures

31. Bankruptcy Rule 3017(d) sets forth the materials that must be provided to holders of claims and equity interests for the purpose of soliciting their votes and providing adequate notice of the hearing on confirmation of a plan:

Upon approval of a disclosure statement, – except to the extent that the court orders otherwise with respect to one or more unimpaired classes of creditors or equity security holders – the debtor in possession, trustee, proponent of the plan, or clerk as the court orders, shall mail to all creditors and equity security holders, and in a chapter 11 reorganization case shall transmit to the United States trustee,

- (1) the plan or a court-approved summary of the plan;
- (2) the disclosure statement approved by the court;
- (3) notice of the time within which acceptances and rejections of such plan may be filed; and
- (4) any other information as the court may direct, including any court opinion approving the disclosure statement or a court approved summary of the opinion.

In addition, notice of the time fixed for filing objections and the hearing on confirmation shall be mailed to all creditors and equity security holders in accordance with Rule 2002(b), and a form of ballot conforming to the appropriate Official Form shall be mailed to creditors and equity security holders entitled to vote on the plan

....

FED. R. BANKR. P. 3017(d).

32. Upon Court approval of the Disclosure Statement as containing adequate information as required under section 1125 of the Bankruptcy Code, the WV Debtors propose to mail or cause to be mailed solicitation packages (the “Solicitation Packages”) by no later than August 3, 2018 (the “Solicitation Date”). The WV Debtors also request the ability to distribute only the Ballots and the Confirmation Hearing Notice in paper format and the remainder of the Solicitation Package on a USB or CD-ROM format, in its discretion, if doing so will translate

into monetary savings and/or reduce production time. Similar procedures have been approved in numerous other chapter 11 cases. *See, e.g., In re Eastman Kodak Co.*, Case No. 12-10202 (ALG) (Bankr. S.D.N.Y. June 26, 2013); *In re AMR Corp.*, Case No. 11-15463 (SHL) (Bankr. S.D.N.Y. June 7, 2013); *In re MSR Resort Golf Course LLC*, Case No. 11-10372 (SHL) (Bankr. S.D.N.Y. Dec. 14, 2012); *In re Great Atlantic & Pacific Tea Co.*, Case No. 10-24549 (RDD) (Bankr. S.D.N.Y. Dec. 20, 2011).

33. Solicitation Packages distributed to creditors holding claims in Class 3, 4, 5, 6, and 11 (collectively, the “Voting Classes”) will contain a copy of (i) the Disclosure Statement Order (excluding exhibits attached thereto); (ii) the appropriate form of ballot to accept or reject the Plan in the form set forth in Exhibit C to the Disclosure Statement Order (a “Ballot” or collectively, the “Ballots”) with instructions and a return envelope; (iii) the Disclosure Statement and Plan; (iv) a notice of the Confirmation Hearing, substantially in the form annexed to the Disclosure Statement Order as Exhibit F (the Confirmation Hearing Notice”) and (v) such other material as the Court may direct.

34. Solicitation Packages distributed to holders of claims and interests in Class 1, 2, 7, 8, 9 and 10 (collectively, the “Non-Voting Classes”) will contain a copy of (i) the Confirmation Hearing Notice and (ii) the appropriate Notice of Non-Voting Status.

35. The WV Debtors request that, consistent with sections 1126(f) and (g) of the Bankruptcy Code and Bankruptcy Rule 3017(d) the Non-Voting Classes receive a Solicitation Package that does not include a Ballot, Disclosure Statement, Plan, or the Disclosure Statement Order. The WV Debtors further request that the Court determine that the WV Debtors are not required to distribute copies of the Plan, Disclosure Statement, Disclosure Statement Order or Ballots to holders of such claims and interests, unless a party makes a specific written request to

the Debtors' voting agent, Donlin, Recano & Company, Inc. (the "Voting Agent") at Donlin, Recano & Company, Inc., Re: Wachusett Ventures, LLC, et al., 6201 15th Avenue, Brooklyn, NY 11219 before August 22, 2018, for copies of such documents.

36. Further, the WV Debtors shall distribute, or cause to be distributed by the Solicitation Date, the Disclosure Statement Order (excluding exhibits attached thereto), the Confirmation Hearing Notice, the Disclosure Statement and Plan, and any other materials as the Court may direct to all parties entitled to notice pursuant to Bankruptcy Rule 2002: (i) the U.S. Trustee; (ii) the attorneys for the Committee; (iii) the attorneys for CCP Finance; (v) all parties who have requested notice under Bankruptcy Rule 2002; and (vi) all persons or entities listed in the Schedules of executory contracts and unexpired leases. The WV Debtors also propose to make the Disclosure Statement, Plan and Confirmation Hearing Notice available in electronic format on-line at www.donlinrecano.com/wv, and to advise creditors and equity holders in the Non-Voting Classes of that fact in the Confirmation Hearing Notice and the Notice of Non-Voting Status.

37. The WV Debtors also propose not to send Solicitation Packages to creditors that have claims that have already been paid in full; *provided, however*, that if, and to the extent that, any such creditor would be entitled to receive a Solicitation Package for any reason other than by virtue of the fact that such claim had been paid by the WV Debtors, then such creditor will be sent a Solicitation Package in accordance with the procedures set forth above.

38. The WV Debtors also request that the Court determine they are not required to distribute copies of the Plan or Disclosure Statement to any party who holds a claim that is either not filed, not scheduled in an amount greater than \$0, or that is listed in the Schedules as

contingent, unliquidated or disputed, unless such party files a motion for temporary allowance of a claim under Bankruptcy Rule 3018.

39. Certain notices mailed during the course of these chapter 11 cases have been returned as undeliverable by the United States Postal Service. The WV Debtors submit that it would be costly and wasteful to mail Solicitation Packages to the same addresses to which undeliverable notices were mailed. Therefore, the WV Debtors seek Court approval to depart from the strict notice rule, excusing the WV Debtors from mailing Solicitation Packages to those entities listed at such addresses unless and until the WV Debtors are provided with accurate addresses for such entities before the Solicitation Date.

40. The WV Debtors have made, and will make, every effort to ensure that the Solicitation Packages described are in final form. However, the WV Debtors request that they be authorized to make nonsubstantive changes to the Disclosure Statement, the Plan, and related documents without further order of the Court, including ministerial changes to correct typographical and grammatical errors, and to make conforming changes among the Disclosure Statement, the Plan and any other materials in the Solicitation Packages prior to mailing.

41. In addition to mailing the Confirmation Hearing Notice to known creditors and holders of equity interests, the WV Debtors propose to publish the Confirmation Hearing Notice (in a format modified for publication) in *Boston Herald* and the *Hartford Courant* no later than August 6, 2018. Bankruptcy Rule 2002(l) permits the Court to “order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement notice.” FED. R. BANKR. P. 2002(l). The WV Debtors believe that publication of the Confirmation Hearing Notice will provide sufficient notice of the approval of the Disclosure Statement, the date for the Confirmation Hearing, the Voting Record Date, the Voting Deadline, and the Plan Objection

Deadline to entities who will not otherwise receive notice by mail as provided in the Solicitation Procedures.

42. The WV Debtors submit that they have shown good cause for implementing the proposed notice and service procedures.

IV. FORMS OF BALLOTS AND NOTICES TO NON-VOTING CLASSES

Approval of Forms of Ballots, Master Ballot and Distribution Procedures

43. Bankruptcy Rule 3017(d) requires the WV Debtors to mail a form of ballot, which substantially conforms to Official Form No. 314, only to “creditors and equity security holders entitled to vote on the plan.” FED. R. BANKR. P. 3017(d). As indicated above, the WV Debtors propose to distribute to the Voting Classes, one or more Ballots substantially in the form annexed as Exhibit C to the Disclosure Statement Order. The forms for the Ballots are based upon Official Form No. 314 but have been modified to address the particular aspects of these chapter 11 cases and to include certain additional information that the WV Debtors believe to be relevant and appropriate for each class of claims that is entitled to vote to accept or reject the Plan. The appropriate Ballot forms will be distributed to holders of claims in the Voting Classes. All other classes are either unimpaired and conclusively presumed to have accepted the Plan, or are receiving no distribution and conclusively presumed to have rejected the Plan.

44. The WV Debtors submit that in light of the facts and circumstances of these chapter 11 cases, the form of Ballots to Voting Classes are appropriate and should be approved.

Notice to Non-Voting Classes Deemed to Accept the Plan

45. Bankruptcy Rule 3017(d) provides, in relevant part, as follows:

If the court orders that the disclosure statement and the plan or a summary of the plan shall not be mailed to any unimpaired class, notice that the class is designated in the plan as unimpaired and notice of the name and address of the person from whom the plan or summary of the plan and disclosure statement may be obtained

upon request and at the plan proponent's expense, shall be mailed to members of the unimpaired class together with the notice of the time fixed for filing objections to and the hearing on confirmation.

FED. R. BANKR. P. 3017(d). The holders of claims in Class 1, 2, 7, 9 and 10 (collectively, the "Unimpaired Non-Voting Classes") are unimpaired under the Plan. Therefore, the holders of claims and interests in such classes are conclusively deemed to accept the Plan. 11 U.S.C. § 1126(f).

46. Consistent with Bankruptcy Rule 3017(d), the WV Debtors propose to send to holders of such unimpaired claims a Confirmation Hearing Notice and a Notice of Non-Voting Status, substantially in the form annexed to the Disclosure Statement Order as Exhibit D (the "Notice of Unimpaired Non-Voting Status"), which identifies each such class as unimpaired and provides information to such holders of unimpaired claims as to how a copy of the Plan and Disclosure Statement may be obtained. As noted above, the WV Debtors request that the Court determine that they are not required to distribute copies of the Plan, Disclosure Statement, or Disclosure Statement Order any holder of a claim or interest in the Unimpaired Non-Voting Classes unless such party makes a written request for copies of such documents to the Voting Agent before August 22, 2018.

Notice to Non-Voting Classes Deemed to Reject the Plan

47. The holders of claims in Class 8 (the "Impaired Non-Voting Class") are not receiving distributions under the Plan; thus, the holders of such claims or interests are deemed to reject the Plan pursuant to section 1126(g) of the Bankruptcy Code. *See* 11 U.S.C. § 1126(g); *In re The Leslie Fay Co., Inc.*, 207 B.R. 764 (Bankr. S.D.N.Y. 1997) (classes that would receive nothing under the debtor's proposed plan did not have the right to vote as they were conclusively presumed to have rejected the plan pursuant to 11 U.S.C. § 1126(g)); *see also In re Walnut Equip. Leasing*, No. 97-19699, 1999 WL 1068448, at *2 (Bankr. E.D. Pa. 1999) ("A class that is to

receive nothing under a plan is deemed to reject the plan and is not entitled to vote.”); *In re Zenith Elec. Corp.*, 241 B.R. 92, 99 (Bankr. D. Del. 1999) (a class that would receive nothing under the debtor’s proposed plan did not have the right to vote as it was conclusively presumed to have rejected the plan pursuant to 11 U.S.C. § 1126(g)).

48. The WV Debtors propose to mail to the holder of claims and interests in the Impaired Non-Voting Classes a Confirmation Hearing Notice and a Notice of Non-Voting Status (the “Notice of Impaired Non-Voting Status”), substantially in the form annexed to the Disclosure Statement Order as Exhibit E, which informs the holder of any claims or interests in such Impaired Non-Voting Classes that it will receive no recovery under the Plan, is not entitled to vote, and therefore, is deemed to have rejected the Plan. The Notice of Impaired Non-Voting Status also sets forth the manner in which the holder of claims or interests in such classes may obtain a copy of the Plan and Disclosure Statement.

49. The WV Debtors submit that the Notice of Impaired Non-Voting Status satisfies the requirements of the Bankruptcy Code and the Bankruptcy Rules. The WV Debtors request that the Court determine that it is not required to distribute copies of the Plan, Disclosure Statement, or Disclosure Statement Order to any holder of a claim or interest in the Impaired Non-Voting Classes, unless such party makes a written request for copies of such documents to the Voting Agent before August 22, 2018.

V. VOTING AND TABULATION PROCEDURES AND VOTING DEADLINE

Establishing Voting Deadline for Receipt of Ballots

50. Bankruptcy Rule 3017(c) provides that, on or before approval of a disclosure statement, the Court shall fix a time within which the holders of claims or equity security interests may accept or reject a plan. The WV Debtors anticipate completing mailing of the Solicitation Packages by the Solicitation Date. Based on such schedule, the WV Debtors

propose that in order to be counted as a vote to accept or reject the Plan, each Ballot must be properly executed, completed, and received by no later than 4:30 p.m. (Eastern Time) on August 29, 2018 (the “Voting Deadline”), which is twenty-six (26) days after the Solicitation Date, at the address below:

If By First Class Mail:
Donlin, Recano & Company, Inc.
Re: Wachusett Ventures, LLC, et al
PO Box 192016 Blythebourne Station
Brooklyn, NY 11219

If by Hand Delivery or Overnight Mail:
Donlin, Recano & Company, Inc.
Re: Wachusett Ventures, LLC, et al
6201 15th Avenue
Brooklyn, NY 11219

51. The WV Debtors further propose that, in the WV Debtors’ discretion they retain the right to extend the Voting Deadline prior to the Voting Deadline.

52. The WV Debtors submit that such solicitation period is a sufficient period within which creditors can make an informed decision whether to accept or reject the Plan.

Approval of Voting and Tabulation Procedures

53. Section 1126(c) of the Bankruptcy Code provides:

A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under subsection (e) of this section, that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designated under subsection (e) of this section, that have accepted or rejected such plan.

11 U.S.C. § 1126(c). Further, Bankruptcy Rule 3018(a) provides that “the court after notice and hearing may temporarily allow the claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan.” FED. R. BANKR. P. 3018(a).

54. Solely for purposes of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, any claim, and without prejudice to the rights of the WV Debtors in any other context, the WV Debtors propose that each claim within a class of claims entitled to vote to accept or reject the Plan be temporarily allowed in an amount equal to the amount of such claim as set forth in the schedules. The foregoing general procedure will be subject to the following exceptions:

- (a) If a claim is deemed allowed under the Plan, such claim is allowed for voting purposes in the deemed allowed amount set forth in the Plan;
- (b) If a claim for which a proof of claim has been timely filed is contingent, unliquidated, or disputed, and such claim has not been allowed, such claim will be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution and accorded one vote and valued at an amount equal to one dollar (\$1.00) unless such claim is objected to as set forth in paragraph (g) below;
- (c) 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 only, and not for purposes of allowance or distribution;
- (d) If a proof of claim was timely filed in an amount that is liquidated, matured, and undisputed, such claim is temporarily allowed in the amount set forth on the proof of claim, unless such claim is disputed as set forth in subparagraph (g) below;
- (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 for the filing of proofs of claims established by the Court or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline the WV Debtors propose that such claim shall be disallowed for voting purposes; *provided, however*, if the applicable Claims bar date has not expired, a Claim listed in the Schedules as contingent, unliquidated or disputed, or undetermined in amount shall vote \$1.00.
- (f) If a claim is listed in the schedules or on a timely filed proof of claim as contingent, unliquidated, or disputed in part, such claim is temporarily allowed in the amount that is liquidated, matured, and undisputed for voting purposes only, and not for purposes of allowance or distribution; and

- (g) If the WV Debtors have served an objection or request for estimation as to a claim at least ten (10) days before the Voting Deadline, such claim is temporarily disallowed for voting purposes only and not for purposes of allowance or distribution, except as ordered by the Court before the Voting Deadline.

69. The WV Debtors propose that the following procedures shall apply for tabulating votes: (i) any Ballot that is otherwise properly completed, executed and timely returned to the Voting Agent but does not indicate an acceptance or rejection of the Plan, or that indicated both an acceptance and rejection of the Plan, shall be deemed a vote to accept the Plan; (ii) 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 accept the Plan; (iii) if a creditor casts more than one Ballot voting the same claim before the Voting Deadline, the last dated, validly executed Ballot received before the Voting Deadline shall be deemed to reflect the voter's intent and thus to supersede any prior Ballots; (iv) creditors must vote all of their claims within a particular class to either accept or reject the Plan, and may not split their votes within a particular class and thus a Ballot (or group of Ballots) within a particular class that partially accepts and partially rejects the Plan shall be deemed to have voted to accept the Plan; (v) except as otherwise provided in the Motion, for purposes of determining numerosity and claim or interest amount requirements of sections 1126(c) and 1126(d) of the Bankruptcy Code have been satisfied, the WV Debtors will tabulate only those Ballots received by the Voting Deadline and separate claims held by a single creditor in a particular class will be aggregated as if such creditor held one claim against the Debtor(s) in such class, and the votes related to such claims will be treated as a single vote to accept or reject the Plan; and (vi) only the holders of Claims in the voting classes shall be entitled to vote with respect to any entity who, on or before the Voting Record Date, has transferred such entity's claim to another entity, the assignee of such claim; provided that such transfer or assignment has been fully effectuated pursuant to the procedures

set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the claims register on the Voting Record Date.

70. The WV Debtors further propose that the following Ballots will not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected: (i) any Ballot received after the Voting Deadline unless the WV Debtors, in writing, granted an extension of the Voting Deadline with respect to such Ballot prior to the Voting Deadline; (ii) any Ballot that is illegible or contains insufficient information to permit the identification of the voter; (iii) any Ballot cast by a person or entity that does not hold a claim or interest in a class that is entitled to vote to accept or reject the Plan; (iv) any unsigned Ballot; and (v) any Ballot transmitted to the Voting Agent by facsimile or other electronic means.

71. If any creditor seeks to challenge the allowance of its claim for voting purposes in accordance with the above procedures, the WV Debtors request that the Court direct such creditor to serve in accordance with the *Final Order Establishing Case Management Procedures* [Docket No. 180] (the “Case Management Order”), and file with the Court (with a copy to chambers), a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim in a different amount for purposes of voting to accept or reject the Plan on or before the 10th day after the later of (i) service of the Confirmation Hearing Notice and (ii) service of notice of an objection or request for estimation, if any, as to such claim. The WV Debtors further propose, in accordance with Bankruptcy Rule 3018, that as to any creditor filing such a motion, such creditor’s Ballot should not be counted unless temporarily allowed by an order entered by the Court prior to the Voting Deadline.

72. The WV Debtors submit that the foregoing proposed voting and tabulation procedures provide for a fair and equitable voting process and should be approved.

VI. THE CONFIRMATION HEARING AND ESTABLISHMENT OF NOTICE AND OBJECTION PROCEDURES

The Confirmation Hearing

73. Bankruptcy Rule 3017(c) provides:

On or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and interests may accept or reject the plan and may fix a date for the hearing on confirmation.

FED. R. BANKR. P. 3017(c).

74. In light of the proposed solicitation procedures described herein, and in accordance with Bankruptcy Rules 2002(b) and (d) and 3017(c), the WV Debtors requests that a hearing on confirmation of the Plan (the “Confirmation Hearing”) be scheduled on September 12, 2018 at 9:30 a.m., which is forty (40) days after Solicitation Commencement Date. The Confirmation Hearing may be continued from time to time by the Court or the WV Debtors without further notice except for adjournments announced in open court or filed on the Court’s docket and the Plan may be modified pursuant to section 1127 of the Bankruptcy Code prior to, during, or as a result of the Confirmation Hearing, in each case without further notice to parties in interest.

75. The proposed timing for the Confirmation Hearing is in compliance with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules of the District of Massachusetts and will enable the WV Debtors to pursue confirmation of the Plan in a timely fashion.

Notice of Confirmation Hearing

76. Bankruptcy Rules 2002(b) and (d) require not less than twenty-eight (28) days’ notice to all creditors and equity security holders of the time fixed for filing objections and the hearing to consider confirmation of a chapter 11 plan. In accordance with Bankruptcy Rules

2002 and 3017(d), the WV Debtors proposes to provide to all creditors and equity interest holders a Confirmation Hearing Notice in the form attached as Exhibit F to the Disclosure Statement Order as part of the Solicitation Package, setting forth (i) the date of approval of the Disclosure Statement, (ii) the Voting Record Date, (iii) the Voting Deadline, (iv) the time fixed for filing objections to confirmation of the Plan (the “Confirmation Objection Deadline”), and (v) the time, date, and place for the Confirmation Hearing. Because it is included in the Solicitation Package, such notice will be sent on or prior to the date that is forty (40) days prior to the Confirmation Hearing, as required by Bankruptcy Rule 2002(b).

77. Bankruptcy Rule 2002(b), requires twenty-eight (28) days’ notice prior to the deadline to object to the confirmation of a plan plus three (3) additional days for service by U.S. Mail pursuant to Bankruptcy Rule 9010(f). Parties in interest will receive notice of the confirmation hearing by August 3, 2018 which is thirty-two (32) days before the objection deadline of September 4, 2018 as required by Bankruptcy Rule 2002(b).

78. The WV Debtors submit that the foregoing procedures will provide adequate notice of the Confirmation Hearing and, accordingly, request that the Court deem such notice adequate.

Objections to Confirmation of Plan

79. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served “within a time fixed by the court.” FED. R. BANK. P. 3020(b)(1). Parties in interest are entitled to twenty-eight (28) days’ notice of such time fixed by the Court. Fed. Bankr. R. 2002(b). The Confirmation Hearing Notice provides, and the WV Debtors request that the Court direct, that objections to confirmation of the Plan or proposed modifications to the Plan, if any, must (i) be in writing, (ii) state the name and address of the objecting party and the amount and nature of the claim or interest of such party, (iii) state with

particularity the basis and nature of any objection or proposed modification to the Plan, and (iv) be filed, together with proof of service, with the Court and served so as to be actually received no later than 4:30 p.m. (Eastern Time), on September 4, 2018. Since the Confirmation Hearing Notice will be sent out on August 3, 2018 in the Solicitation Packages, parties will receive approximately thirty-two (32) days' notice of the Confirmation Objection Deadline. The proposed Confirmation Objection Deadline will afford the Court, the WV Debtors, and other parties in interest sufficient time to consider the objections and proposed modifications prior to the Confirmation Hearing.

Relief from Terms of the Cuzzupoli Settlement Agreement

80. In February 2017, the Wachusett and certain of its members entered into a Settlement Agreement with Joseph Cuzzupoli (the "Cuzzupoli Settlement Agreement") who was formerly in control of Wakefield Capital and the controlling member of Wachusett. The Settlement Agreement contains a provisions requiring that the Debtors maintain the confidentiality of the facts and circumstances leading to the Settlement Agreement which could be viewed as material and required to be included in the Disclosure Statement. By this Motion, the Debtors request relief from the confidentiality provisions of the Cuzzupoli Settlement Agreement and Court approval to file a Disclosure Statement containing a full and accurate description of the Settlement Agreement and all events leading to its execution, as well as potential claims that may exist related to those facts and circumstances.

NOTICE

81. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this motion has been provided to the Noticed Parties. In light of the nature of the relief requested herein, the WV Debtors submit that no other or further notice need be provided.

82. No previous request for the relief sought herein has been made by the WV Debtors to this or any other court.

WHEREFORE, the WV Debtors respectfully request entry of the attached order and granting such other and further relief as is just.

Dated: June 26, 2018
Boston, Massachusetts

NIXON PEABODY LLP

/s/ Richard C. Pedone
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-and-

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cfong@nixonpeabody.com

Counsel to the Debtors and Debtors in Possession

DISCLOSURE STATEMENT ORDER

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MASSACHUSETTS
(EASTERN DIVISION)**

	X	
	:	Chapter 11
In re:	:	
	:	Case No. 18-11053 (FJB)
WACHUSETT VENTURES, LLC, et al.,	:	
	:	(Jointly Administered)
Debtors.¹	:	
	X	Re: Docket No.++++

**ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105, 502, 1125, 1126 AND 1128, BANKRUPTCY RULES 2002, 3003, 3017, 3018 AND 3020, AND MLBR 3017-1, (I) APPROVING WV DEBTORS' DISCLOSURE STATEMENT; (II) ESTABLISHING THE VOTING RECORD DATE; (III) APPROVING SOLICITATION PACKAGES AND DISTRIBUTION PROCEDURES; (IV) APPROVING FORMS OF BALLOTS AND ESTABLISHMENT OF PROCEDURES FOR VOTING ON PLAN OF REORGANIZATION; (V) APPROVING FORMS OF NOTICES TO NON-VOTING CLASSES UNDER THE PLAN OF REORGANIZATION; (VI) ESTABLISHING VOTING DEADLINE TO ACCEPT OR REJECT PLAN; (VII) APPROVING PROCEDURES FOR VOTE TABULATIONS; AND (VIII) ESTABLISHING A CONFIRMATION HEARING AND NOTICE AND
OBJECTION PROCEDURES THEREOF**

Upon the motion (the "Motion")² of Wachusett Ventures, LLC, WV – Crossings East LLC, WV – Crossings West, LLC, WV – Parkway Pavilion, LLC, WV – Concord SNF OPCO, LLC, WV – Rockport SNF OPCO, LLC and WV – Quincy SNF OPCO, LLC (collectively, the "WV Debtors"), for an order (I) Approving WV Debtors' Disclosure Statement; (II) Establishing Voting Record Date; (III) Approving Solicitation Packages And Distribution Procedures; (IV) Approving Forms Of Ballots And Establishing Procedures For Voting On Plan Of Reorganization; (V) Approving Forms Of Notices To Non-Voting Classes Under Plan Of

¹ The Debtors, along with the last four digits of each debtor's tax identification number, as applicable, are: Wachusett Ventures, LLC (8587), WV – Crossings East LLC (0809), WV – Crossings West, LLC (1860), WV – Parkway Pavilion, LLC (5082), WV – Brockton SNF, LLC (3855), WV – Concord SNF OPCO, LLC (0813), WV – Rockport SNF OPCO, LLC (3681) and WV – Quincy SNF OPCO, LLC (9951). The Debtors' corporate headquarters is located at 36 Washington Street, Suite 395, Wellesley Hills, MA 02481.

² All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Reorganization; (VI) Establishing Voting Deadline To Accept Or Reject Plan; (VII) Approving Procedures For Vote Tabulations; And (VIII) Establishing a Confirmation Hearing Date And Notice And Objection Procedures Thereof, as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided under the particular circumstances, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “Hearing”); and upon all of the proceedings had before the Court; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the WV Debtors, their estates, and creditors; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor, it is hereby FOUND AND DETERMINED THAT:

A. The Disclosure Statement attached hereto as Exhibit A (as it may be amended, the “Disclosure Statement”) contains “adequate information” about the WV Debtors’ plan of reorganization (as it may be amended, the “Plan”) within the meaning of section 1125 of the Bankruptcy Code.

B. Notice of the Disclosure Statement, the Motion, the Hearing, and the deadline for filing objections to the Disclosure Statement (the “Disclosure Statement Notice”) was properly provided pursuant to the Disclosure Statement Notice and such notice was due and proper to all interested parties and no further notice is necessary.

C. The form of the ballot attached hereto as Exhibits C is consistent with Official Form No. 314, address the particular needs of these chapter 11 cases, and are appropriate for each class of claims or interests entitled to vote to accept or reject the Plan. The voting instructions attached to each of the ballots contain adequate information to instruct all members of the Voting Classes how to vote.

D. Holders of Claims in Class 1, 2, 7, 8, 9 and 10 (the “Non-Voting Classes”) are conclusively presumed to accept or reject the Plan. Accordingly, members of the Non-Voting Classes are not entitled to vote or receive a Ballot.

E. The period, as set forth below, during which the WV Debtors may solicit acceptances to the Plan is a reasonable period of time for entities entitled to vote on the Plan to make an informed decision whether to accept or reject the Plan.

F. The procedures for the solicitation and tabulation of votes to accept or reject the Plan (as more fully set forth in the Motion and below) provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

G. The notice procedures set forth below comply with Bankruptcy Rules 2002 and 3017(d), and provide due, proper, and adequate notice of approval of the Disclosure Statement, the Confirmation Hearing, and the procedures for filing objections or responses to the Plan.

H. The proposed timing for the Confirmation Hearing complies with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules and will enable the WV Debtors to pursue confirmation of the Plan in a timely fashion.

I. The WV Debtors have the right to seek modifications or extensions of the matters governed by this Order.

J. The relief requested in the Motion is in the best interests of the WV Debtors, the estates, and all parties in interest.

K. The legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein.

NOW, THEREFORE, IT IS ORDERED THAT:

1. The Motion is GRANTED.
2. Any and all objections to the Motion not otherwise settled or withdrawn are hereby overruled.
3. The Disclosure Statement is approved.
4. All capitalized terms used but not defined in the Order shall have the meaning ascribed to them in the Motion or Disclosure Statement.
5. The form of Ballot to Voting Classes are approved.
6. For the purposes of determining creditors entitled to vote on the Plan, the Voting Record Date (the “Voting Record Date”) is **July 6, 2018** with respect to holders of claims or interests in Class 3, 4, 5, 6 and 11 (collectively, the “Voting Classes”).
7. The Voting Record Date is the date for purposes of determining which creditors and equity interest holders in the Non-Voting Classes are entitled to receive an appropriate Notice of Non-Voting Status.
8. The WV Debtors will complete the mailing of Solicitation Packages by no later than **August 3, 2018** (the “Solicitation Date”).
9. Solicitation Packages distributed to creditors in the Voting Classes will contain a copy of (i) the Disclosure Statement Order (excluding exhibits attached thereto); (ii) the appropriate form of Ballot to accept or reject the Plan with instructions and a return envelope;

(iii) the Disclosure Statement and Plan; (iv) a notice of the Confirmation Hearing, (the “Confirmation Hearing Notice”) and (v) such other material as the Court may direct. At the WV Debtors’ direction, the Voting Agent may distribute, or cause to be distributed, the Ballots and the Confirmation Hearing Notice in paper format and the remainder of the Solicitation Package on a USB or CD-Rom format.

10. Solicitation Packages distributed to holders of claims and interests in Non-Voting Classes will contain a copy of (i) the Confirmation Hearing Notice and (ii) the appropriate Notice of Non-Voting Status.

11. By the Solicitation Date, the WV Debtors shall distribute, or cause to be distributed, the Disclosure Statement Order (excluding exhibits attached thereto), the Confirmation Hearing Notice, the Disclosure Statement and Plan, and any other materials as the Court may direct to the following: (i) the U.S. Trustee; (ii) the attorneys for the Committee; (iii) the attorneys for CCP Finance; (v) all parties requesting notice in these cases; and (vi) all persons or entities listed in the Schedules of executory contracts and unexpired leases. The WV Debtors shall also make the Disclosure Statement, Plan and Confirmation Hearing Notice available in electronic format on-line at www.donlinrecano.com/wv.

12. The WV Debtors are not required to distribute copies of the Plan or Disclosure Statement holders of claims and interests in Non-Voting Classes unless such a holder makes a specific written request for copies of such documents to the Debtors’ voting agent Donlin, Recano & Company, Inc. (the “Voting Agent”) at Donlin, Recano & Company, Inc., Re: Wachusett Ventures, LLC, et al., 6201 15th Avenue, Brooklyn, NY 11219 before **August 22, 2018**.

13. The WV Debtors are not required to send Solicitation Packages to creditors that have claims that have already been paid in full; *provided, however*, that if, and to the extent that, any such creditor would be entitled to receive a Solicitation Package for any reason other than by virtue of the fact that such claim had been paid by the WV Debtors, then such creditor will be sent a Solicitation Package in accordance with the procedures set forth above.

14. The WV Debtors are excused from mailing Solicitation Packages and any other material related to voting or confirmation of the Plan to those entities to which certain notices mailed during the course of these chapter 11 cases have been returned as undeliverable by the United States Postal Service, unless and until the WV Debtors are provided with accurate addresses for such entities before the Solicitation Date. The WV Debtors' failure to mail Solicitation Packages or any other materials related to voting or confirmation of the Plan to such entities will not constitute inadequate notice of the Confirmation Hearing or Voting Deadline, and shall not constitute a violation of Bankruptcy Rule 3017(d).

15. The WV Debtors are not required to distribute copies of the Plan or Disclosure Statement to any party who holds a claim that is either not filed, not scheduled in an amount greater than \$0, or that is listed in the Schedules as contingent, unliquidated or disputed, unless such party files a motion for temporary allowance of a claim under Bankruptcy Rule 3018.

16. The WV Debtors shall publish the Confirmation Hearing Notice (in a format modified for publication) in Boston Herald and Hartford Courant no later than August 6, 2018 to provide notification to those entities who may not receive notice by mail.

17. The WV Debtors are authorized to make non-substantive changes to the Disclosure Statement, the Plan, and related documents without further order of the Court, including ministerial changes to correct typographical and grammatical errors, and to make

conforming changes among the Disclosure Statement, the Plan and any other materials in the Solicitation Packages prior to mailing.

18. The Notice of Impaired Non-Voting Status is approved and shall be distributed to all known holders of claims and interests in the Impaired Non-Voting Classes.

19. The Notice of Unimpaired Non-Voting Status is approved and shall be distributed to all known holders of claims and interests in the Unimpaired Non-Voting Classes.

20. To be counted as a vote to accept or reject the Plan, all Ballots must be properly executed, completed, and delivered no later than **4:30 p.m. (Eastern Time) on August 29, 2018** (the “Voting Deadline”) to the following address:

If By First Class Mail:

Donlin, Recano & Company, Inc.
Re: Wachusett Ventures, LLC, et al
PO Box 192016 Blythebourne Station
Brooklyn, NY 11219

If by Hand Delivery or Overnight Mail:

Donlin, Recano & Company, Inc.
Re: Wachusett Ventures, LLC, et al
6201 15th Avenue
Brooklyn, NY 11219

21. Solely for purposes of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, any claim, and without prejudice to the rights of the WV Debtors in any other context, each claim within a class of claims entitled to vote to accept or reject the Plan is temporarily allowed in an amount equal to the amount of such claim as set forth in the Schedules, provided that:

- (a) If a claim is deemed allowed under the Plan, such claim is allowed for voting purposes in the deemed allowed amount set forth in the Plan;
- (b) If a claim for which a proof of claim has been timely filed is contingent, unliquidated, or disputed, and such claim has not been allowed, such claim will be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution and accorded one vote and valued at an

amount equal to one dollar (\$1.00) unless such claim is disputed as set forth in paragraph (g) below;

- (c) 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 only, and not for purposes of allowance or distribution;
- (d) If a proof of claim was timely filed in an amount that is liquidated, matured, and undisputed, such claim is temporarily allowed in the amount set forth on the proof of claim, unless such claim is disputed as set forth in subparagraph (g) below;
- (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 for the filing of proofs of claims established by the Court or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline the WV Debtors propose that such claim shall be disallowed for voting purposes; *provided, however*, if the applicable Claims bar date has not expired, a Claim listed in the Schedules as contingent, unliquidated or disputed, or undetermined in amount shall vote \$1.00.
- (f) If a claim is listed in the schedules or on a timely filed proof of claim as contingent, unliquidated, or disputed in part, such claim is temporarily allowed in the amount that is liquidated, matured, and undisputed for voting purposes only, and not for purposes of allowance or distribution; and
- (g) If the WV Debtors have served an objection or request for estimation as to a claim at least ten (10) days before the Voting Deadline, such claim is temporarily disallowed for voting purposes only and not for purposes of allowance or distribution, except as ordered by the Court before the Voting Deadline.

22. The following procedures shall apply for tabulating votes: (i) any Ballot that is otherwise properly completed, executed and timely returned to the Voting Agent but does not indicate an acceptance or rejection of the Plan, or that indicated both an acceptance and rejection of the Plan, shall be deemed a vote to accept the Plan; (ii) 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 accept the Plan; (iii) if a creditor casts more than one Ballot voting the same claim before the Voting Deadline, the last dated, validly executed Ballot received

before the Voting Deadline shall be deemed to reflect the voter's intent and thus to supersede any prior Ballots; (iv) creditors must vote all of their claims within a particular class to either accept or reject the Plan, and may not split their votes within a particular class and thus a Ballot (or group of Ballots) within a particular class that partially accepts and partially rejects the Plan shall be deemed to have voted to accept the Plan; (v) except as otherwise provided in the Motion, for purposes of determining numerosity and claim or interest amount requirements of sections 1126(c) and 1126(d) of the Bankruptcy Code have been satisfied, the WV Debtors will tabulate only those Ballots received by the Voting Deadline and separate claims held by a single creditor in a particular class will be aggregated as if such creditor held one claim against the Debtor(s) in such class, and the votes related to such claims will be treated as a single vote to accept or reject the Plan; and (vi) only the holders of Claims in the voting classes shall be entitled to vote with respect to any entity who, on or before the Voting Record Date, has transferred such entity's claim to another entity, the assignee of such claim; provided that such transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the claims register on the Voting Record Date.

23. The following Ballots will not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected: (i) any Ballot received after the Voting Deadline unless the WV Debtors, in writing, granted an extension of the Voting Deadline with respect to such Ballot prior to the Voting Deadline; (ii) any Ballot that is illegible or contains insufficient information to permit the identification of the voter; (iii) any Ballot cast by a person or entity that does not hold a claim or interest in a class that is entitled to vote to accept or reject the Plan; (iv) any unsigned Ballot; and (v) any Ballot transmitted to the Voting Agent by facsimile or other electronic means.

24. If any creditor seeks to challenge the allowance of its claim for voting purposes in accordance with the above procedures, such creditor shall serve on the WV Debtors and the Committee, and file with the Court (with a copy to chambers), a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim in a different amount for purposes of voting to accept or reject the Plan on or before the 10th day after the later of (i) service of the Confirmation Hearing Notice and (ii) service of notice of an objection or request for estimation, if any, as to such claim. The WV Debtors further propose, in accordance with Bankruptcy Rule 3018, that as to any creditor filing such a motion, such creditor's Ballot should not be counted unless temporarily allowed by an order entered by the Court prior to the Voting Deadline.

25. The hearing on Confirmation of the Plan (the "Confirmation Hearing") will be held at **9:30 a.m. (Eastern Time)** on **September 12, 2018** and continued on September 13, 2018 at 2:00 p.m. (Eastern Time) if necessary; *provided, however*, that the Confirmation Hearing may be adjourned or continued from time to time by the Court or the WV Debtors without further notice other than adjournments announced in open Court or as indicated in any notice of agenda of matters scheduled for hearing filed by the WV Debtors with the Court.

26. The notice of (i) the time fixed for filing objections to confirmation of the Plan and (ii) the time, date, and place of the Confirmation Hearing, substantially in the form annexed hereto as Exhibit F, (the "Confirmation Hearing Notice") is approved.

27. Objections or responses to confirmation of the Plan, if any, must (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules for the United States Bankruptcy Court for the District of Massachusetts; (c) set forth the name and address of the objecting party and the amount and nature of the claim or interest of such party; and (d) state the basis for the objection, and the specific grounds therefor. All objections and responses must be served, so as

to be received no later than **September 4, 2018 at 4:30 p.m. (Eastern Time)**, upon (i) bankruptcy counsel to the Debtors, Nixon Peabody LLP, 100 Summer Street Boston, Massachusetts, 02110, Attn: Richard C. Pedone, Esq. and Nixon Peabody LLP, 55 W 46th Street, New York, New York 10036, Attn: Christopher Desiderio, Esq.; (ii) counsel to the Committee, Pepper Hamilton LLP, 3000 Two Logan Square, Philadelphia, PA 19103, Attn: Francis J. Lawall, Esq.; (iii) counsel to CCP Finance II LLC, Janet E. Bostwick, PC, 295 Devonshire Street, Boston, Massachusetts 02110 and (iv) counsel to the United States Trustee, Office of the United States Trustee, 5 Post Office Square, Suite 1000, Boston, Massachusetts, 02109, Attn: Eric Bradford, Esq.

28. The WV Debtors' reply, if any, to any timely filed objections shall be **September 7, 2018 at 4:30 p.m. (Eastern Time)**.

29. Objections to confirmation of the Plan that are not timely filed, served, and actually received in the manner set forth above shall not be considered and shall be deemed overruled.

30. Notwithstanding anything to the contrary in the Cuzzupoli Settlement Agreement, the Debtors are permitted to include a description of the Cuzzupoli Settlement Agreement, the facts and circumstances leading to the Cuzzupoli Settlement Agreement, and any potential claims that may arise in connection with such facts and circumstances in the Disclosure Statement. The Debtors and other parties to the Settlement Agreement shall not have any liability for the disclosure of such information in the Disclosure Statement and any such disclosures shall not constitute a breach or violation of the Cuzzupoli Settlement Agreement.

31. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

32. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

Dated: _____, 2018
Boston, Massachusetts

HONORABLE FRANK J. BAILEY
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

DISCLOSURE STATEMENT

EXHIBIT B

DISCLOSURE STATEMENT NOTICE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MASSACHUSETTS
(EASTERN DIVISION)**

-----X
In re: : **Chapter 11**
:
: **Case No. 18-11053 (FJB)**
WACHUSETT VENTURES, LLC, *et al.*, :
: **(Jointly Administered)**
Debtors.¹ :
-----X

**NOTICE OF HEARING TO CONSIDER APPROVAL OF DISCLOSURE STATEMENT
WITH RESPECT TO WV DEBTORS' JOINT PLAN OF
REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

TO PARTIES IN INTEREST IN THE FOLLOWING CHAPTER 11 CASES:

Name of WV Debtor Entities and Case Numbers

DEBTOR NAME	CASE NUMBER
WACHUSETT VENTURES, LLC	18-11053
WV-CONCORD SNF OPCO, LLC	18-11054
WV-ROCKPORT SNF, OPCO, LLC	18-11055
WV-QUINCY SNF OPCO, LLC	18-11056
WV-PARKWAY PAVILION, LLC	18-11057
WV-CROSSINGS EAST, LLC	18-11058
WV-CROSSINGS WEST, LLC	18-11059

PLEASE TAKE NOTICE THAT on June 26, 2018, Wachusett Ventures, LLC, WV – Crossings East LLC, WV – Crossings West, LLC, WV – Parkway Pavilion, LLC, WV – Concord SNF OPCO, LLC, WV – Rockport SNF OPCO, LLC and WV – Quincy SNF OPCO, LLC (collectively, the “WV Debtors”) filed the Joint Chapter 11 Plan of the WV Debtors (as it may be amended, the “Plan”) and the Disclosure Statement for the Joint Chapter 11 Plan of the WV Debtors (as it may be amended, the “Disclosure Statement”).

PLEASE TAKE FURTHER NOTICE THAT:

1. A hearing will be held before the Honorable Frank J. Bailey, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Massachusetts (Eastern Division) (the “Court”), John W. McCormack Post Office and Courthouse, 5 Post Office Square, Boston MA 02109, on **July 30, 2018 at 9:30 a.m. (Eastern Time)** (the

¹ The Debtors, along with the last four digits of each debtor’s tax identification number, as applicable, are: Wachusett Ventures, LLC (8587), WV – Crossings East LLC (0809), WV – Crossings West, LLC (1860), WV – Parkway Pavilion, LLC (5082), WV – Brockton SNF, LLC (3855), WV – Concord SNF OPCO, LLC (0813), WV – Rockport SNF OPCO, LLC (3681) and WV – Quincy SNF OPCO, LLC (9951). The Debtors’ corporate headquarters is located at 36 Washington Street, Suite 395, Wellesley Hills, MA 02481.

“Hearing”) to consider the entry of an order, among other things, determining that the Disclosure Statement contains “adequate information” within the meaning ascribed to such term in section 1125 of the Bankruptcy Code and approving the Disclosure Statement.

2. Any party in interest wishing to obtain a copy of the Disclosure Statement and the Plan should telephone Donlin, Recano & Company, Inc. at (212) 771-1128. Interested parties may also examine the Disclosure Statement and the Plan free of charge at www.donlinrecano.com/wv. In addition, the Disclosure Statement and Plan are on file with the Court and may be examined by accessing the Court’s website: <http://www.mab.uscourts.gov>. Note that a PACER password and login are needed to access documents on the Court’s website. A PACER password can be obtained at: <http://www.pacer.psc.uscourts.gov>.
3. Objections, if any, to approval of the Disclosure Statement must (a) comply with Local Rule 3017-1; (b) be in writing; (c) be in the English language; (d) state the name and address of the objecting party and the amount and nature of the claim or interest of such party; (e) state with particularity the basis and nature of any objection to the Disclosure Statement; and (f) be filed, together with proof of service, with the Court and served so that they are actually received by the following parties no later than **July 27, 2018 at Noon (Eastern Time)**: (i) bankruptcy counsel to the Debtors, Nixon Peabody LLP, 100 Summer Street Boston, Massachusetts, 02110, Attn: Richard C. Pedone, Esq. and Nixon Peabody LLP, 55 W 46th Street, New York, New York 10036, Attn: Christopher Desiderio, Esq.; (ii) counsel to the Committee, Pepper Hamilton LLP, 3000 Two Logan Square, Philadelphia, PA 19103, Attn: Francis J. Lawall, Esq.; (iii) counsel to CCP Finance II LLC, Janet E. Bostwick, PC, 295 Devonshire Street, Boston, Massachusetts 02110 and (iv) counsel to the United States Trustee, Office of the United States Trustee, 5 Post Office Square, Suite 1000, Boston, Massachusetts, 02109, Attn: Eric Bradford, Esq. (collectively, the “Service Parties”).
4. **IF AN OBJECTION TO THE DISCLOSURE STATEMENT IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE DISCLOSURE STATEMENT OR THE ADEQUACY THEREOF AND MAY NOT BE HEARD AT THE HEARING.**
5. Upon approval of the Disclosure Statement by the Court, any party in interest that is entitled to vote on the Plan will receive a copy of the Disclosure Statement, the Plan and various documents related thereto, unless otherwise ordered by the Court.
6. The Hearing may be adjourned from time to time without further notice to parties in interest other than by an announcement in Court of such adjournment on the date scheduled for the Hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Court.

The Plan contains an injunction which prevents, among other things, all Entities from commencing or continuing in any manner against the WV Debtors or Reorganized

Debtors and the Exculpated Parties and their assets and properties, as the case may be, any suit, action, or other proceeding, on account of or respecting any Claim, demand, liability, obligation, debt, right, Cause of Action, Interest, or remedy released or to be released or exculpated pursuant to Article VIII of the Plan. Except as otherwise expressly provided in the Plan, the Plan Supplement, or related documents, or in obligations issued pursuant to the Plan, all Entities who have held, hold, or may hold Claims or Interests that have been released pursuant to Article VIII.E discharged pursuant to Article VIII.B, or are subject to exculpation pursuant to Article VIII.F are permanently enjoined, from and after the Effective Date, from taking any of the following actions: (i) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests; (ii) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims or Interests; (iii) creating, perfecting, or enforcing any encumbrance of any kind against such Entities or the property or estate of such Entities on account of or in connection with or with respect to any such Claims or Interests; and (iv) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests released or settled pursuant to the Plan

The Plan also contains certain exculpation provisions by which, no Exculpated Party shall have or incur, and each Exculpated Party is released and exculpated from, any (i) Exculpated Claim and (ii) any obligation, Cause of Action, or liability for any Exculpated Claim, except for those that result from any such act or omission that is determined in a Final Order to have constituted fraud, gross negligence, or willful misconduct; provided, however, that the foregoing “Exculpation” shall have no effect on the liability of any Entity for acts or omissions occurring after the Effective Date.

For the avoidance of doubt, Joseph Cuzzupoli shall release and exculpate the Exculpating Parties from, any (i) Exculpated Claim and (ii) any obligation, Cause of Action, or liability for any Exculpated Claim, except for those that result from any such act or omission that is determined in a Final Order to have constituted fraud, gross negligence, or willful misconduct.

The Plan also provides for certain releases under which except as otherwise expressly provided for in the Plan, the Plan Supplement, or related documents or obligations issued pursuant to the Plan, as of the Effective Date of the Plan the Releasing Parties shall be deemed to have expressly, unconditionally, irrevocably, generally, and individually and collectively, released, acquitted, and discharged (a) the WV Debtors, (b) the Reorganized Debtors, and (c) the foregoing entities’ predecessors, successors and assigns, subsidiaries, Affiliates, and current (as of July 30, 2018) officers, directors, principals, embers, partners, shareholders, employees, agents (other than third-party vendors performing services for the WV Debtors), financial advisors, attorneys, accountants, investment bankers, consultants, representatives, management companies, fund advisors, advisory board members, Joel Kirchick, Steven Vera, Raymond Dennehy, III, and other professionals, and such Persons’ respective heirs, executors, estates, servants, and nominees ((a),(b) and (c) collectively, the “Released Parties”) from any and all actions,

claims, interests, obligations, rights, suits, damages, Causes of Action, remedies, and liabilities whatsoever, including any derivative claims asserted on behalf of a WV Debtor, whether known or unknown, foreseen or unforeseen, matured or unmatured, existing or hereafter arising, in law, equity, contract, tort, by statute or otherwise, that such Releasing Party (whether individually or collectively) ever had, now has, or hereafter can, shall, or may have, based on or relating to, or in any manner arising from, in whole or in part, the WV Debtors, the WV Debtors' restructuring, the WV Chapter 11 Cases, the purchase, sale, or rescission of the purchase or sale of any Security of the WV Debtors, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Plan, the restructuring of Claims and Interests before or during the Chapter 11 Cases, the negotiation, formulation, or preparation of the Plan, the Plan Supplement, the Restructuring Transactions, the Disclosure Statement, or related agreements, instruments, or other documents, or any other act or omission, transaction, agreement, event, or other occurrence relating to the WV Debtors, taking place on or before the Confirmation Date of the Plan.

For the avoidance of doubt, all claims of Joseph Cuzzupoli, Congressional Bank and Mercury SNF, LLC against the Released Parties are released, acquitted, and discharged. Specifically, all claims that Joseph Cuzzupoli may have under the rejected Cuzzupoli Settlement Agreement are released, acquitted, and discharged. Nothing herein shall effect the right of Joseph Cuzzupoli to file a rejection damages claim in accordance with the Plan or Bar Date Order.

Dated: June 26, 2018
Boston, Massachusetts

NIXON PEABODY LLP

/s/ Richard C. Pedone
Richard C. Pedone (BBO#630716)
100 Summer Street
Boston, Massachusetts 02110
Telephone: (617) 345-1000
Facsimile: (617) 345-1300
rpedone@nixonpeabody.com

-and-

Christopher M. Desiderio
Christopher J. Fong
55 West 46th Street
New York, NY 10036
Telephone: 212-940-3724
Facsimile: 855-900-8613
cdesiderio@nixonpeabody.com
cfong@nixonpeabody.com
Counsel to the Debtors and Debtors in Possession

EXHIBIT C

PROPOSED FORM OF BALLOT

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MASSACHUSETTS
(EASTERN DIVISION)**

-----X
In re: : **Chapter 11**
:
: **Case No. 18-11053 (FJB)**
WACHUSETT VENTURES, LLC, *et al.*, :
: **(Jointly Administered)**
Debtors.¹ :
-----X

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS' JOINT PLAN OF
REORGANIZATION
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

**CLASS [3 / 4 / 5 / 6 / 11]
[] CLAIM**

**THE VOTING DEADLINE TO ACCEPT OR
REJECT THE PLAN IS AUGUST 29, 2018 at 4:30
P.M., EASTERN TIME.**

Wachusett Ventures, LLC, WV – Crossings East LLC, WV – Crossings West, LLC, WV – Parkway Pavilion, LLC, WV – Concord SNF OPCO, LLC, WV – Rockport SNF OPCO, LLC and WV – Quincy SNF OPCO, LLC (collectively, the “WV Debtors”) are soliciting votes with respect to the Joint Chapter 11 Plan of Reorganization of the WV Debtors (as it may be amended, the “Plan”). This Ballot is submitted to you to solicit your vote to accept or reject the Plan, described in the accompanying Disclosure Statement, dated June [--], 2018 (as it may be amended, the “Disclosure Statement”). Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

If you, as of **July 6, 2018** (the “Voting Record Date”) hold a [] Claim, as defined in the Plan, against the WV Debtors, this Ballot permits you to cast your vote to accept or reject the Plan. The Disclosure Statement has been approved by the United States Bankruptcy Court for the Southern District New York (the “Bankruptcy Court”).

The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from Donlin, Recano & Company, Inc., Re: Wachusett Ventures, LLC, et al., 6201 15th Avenue, Brooklyn, NY 11219, (212) 771-1128 or www.donlinrecano.com/wv

¹ The Debtors, along with the last four digits of each debtor’s tax identification number, as applicable, are: Wachusett Ventures, LLC (8587), WV – Crossings East LLC (0809), WV – Crossings West, LLC (1860), WV – Parkway Pavilion, LLC (5082), WV – Brockton SNF, LLC (3855), WV – Concord SNF OPCO, LLC (0813), WV – Rockport SNF OPCO, LLC (3681) and WV – Quincy SNF OPCO, LLC (9951). The Debtors’ corporate headquarters is located at 36 Washington Street, Suite 395, Wellesley Hills, MA 02481.

Court approval of the disclosure statement does not indicate approval of the Plan by the Court. You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim been placed in Class [] under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by at the addresses below on or before 4:30 p.m. (Eastern Time) on August 29, 2018, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan:

If By First Class Mail:

Donlin, Recano & Company, Inc.
Re: Wachusett Ventures, LLC, et al
PO Box 192016 Blythebourne Station
Brooklyn, NY 11219

If by Hand Delivery or Overnight Mail:

Donlin, Recano & Company, Inc.
Re: Wachusett Ventures, LLC, et al
6201 15th Avenue
Brooklyn, NY 11219

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

**PLEASE READ THE ATTACHED VOTING INFORMATION AND
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

PLEASE REVIEW THE DISCLOSURE STATEMENT AND PLAN BEFORE YOU VOTE. ALL OF YOUR GENERAL UNSECURED CLAIMS HAVE BEEN PLACED IN CLASS [___]. IF YOU HOLD CLAIMS IN MORE THAN ONE CLASS UNDER THE PLAN, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE AND MUST COMPLETE A SEPARATE BALLOT FOR EACH CLASS OF CLAIMS.

PLEASE COMPLETE ITEM 1. IF NEITHER THE “ACCEPT” NOR “REJECT” BOX IS CHECKED IN ITEM 1, OR IF BOTH BOXES ARE CHECKED IN ITEM 1, THIS BALLOT WILL BE COUNTED AS HAVING BEEN CAST TO ACCEPT THE PLAN.

PLEASE REVIEW THE ACKNOWLEDGEMENT CONTAINED IN ITEM 2. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Class [___] Vote. The undersigned, a holder of a Claim in Class [___] of the Plan against the WV Debtors as of the Voting Record Date in the amount set forth below votes to (check one box):

☐ **ACCEPT** the Plan.

☐ **REJECT** the Plan.

A vote to accept the Plan constitutes an acceptance and consent to the Third-Party Release provisions set forth in Article VIII of the Plan. A vote to reject the Plan constitutes a rejection of the Third-Party Release provisions set forth in the Article VII of the Plan. If you choose to abstain from voting on the Plan, please see Item 3 below. Further, please refer to Article VIII of the Plan for information about the Third-Party Release provisions.

Creditor: [CompanyName]

Claim Amount: [VoteAmt]²

Item 2. Third-Party Releases.

The settlement, release, exculpation, and injunction provisions contained in Article VII of the Plan are included in the Disclosure Statement. All entities are advised to carefully review and consider the Plan, including the settlement, release, exculpation, and injunction provisions, as their rights may be affected.

² For voting purposes only; subject to tabulation rules.

COMPLETE THIS ITEM ONLY IF YOU DID NOT VOTE TO EITHER ACCEPT OR REJECT THE PLAN IN ITEM 1 ABOVE. Pursuant to the Plan, if you return a Ballot and vote to accept the Plan, you are automatically deemed to have accepted the Third-Party Release provisions in Article VII of the Plan. You are also deemed to have accepted the Third-Party Release provisions of Article VIII of the Plan if you do not cast a vote with respect to Article VIII of the Plan; however, if you do not cast a vote with respect to the Plan, you may check the box below to reject the Third-Party Release provisions of Article VIII of the Plan.

The holder of the Class [____] set forth in Item 1 elects to:

☐ **Reject the Third-Party Release.**

Item 3. Acknowledgments. By signing this Ballot, the undersigned acknowledges receipt of the Disclosure Statement and the other applicable solicitation materials and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Plan on behalf of the claimant. The undersigned understands that, if this Ballot is otherwise validly executed but does not indicate either acceptance or rejection of the Plan, this Ballot will be counted as having been cast to accept the Plan.

[Mail Label]

Name

Social Security or Federal Tax I.D. No. (optional)

Signature

If by Authorized Agent, Name and Title

Name of Institution

Street Address

City, State, Zip Code

Telephone Number

Date Completed

EXHIBIT D

NOTICE OF UNIMPAIRED NON-VOTING STATUS

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MASSACHUSETTS
(EASTERN DIVISION)**

-----X
In re: : **Chapter 11**
:
: **Case No. 18-11053 (FJB)**
WACHUSETT VENTURES, LLC, *et al.*, :
: **(Jointly Administered)**
Debtors.¹ :
-----X

**NOTICE OF UNIMPAIRED NON-VOTING STATUS UNDER JOINT CHAPTER 11
PLAN OF REORGANIZATION OF THE WV DEBTORS²**

PLEASE TAKE NOTICE OF THE FOLLOWING:

On March 26, 2018, Wachusett Ventures, LLC, WV – Crossings East LLC, WV – Crossings West, LLC, WV – Parkway Pavilion, LLC, WV – Concord SNF OPCO, LLC, WV – Rockport SNF OPCO, LLC and WV – Quincy SNF OPCO, LLC (collectively, the “WV Debtors”), as debtors in possession filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

On [___], 2018, the United States Bankruptcy Court for the District of Massachusetts (the “Bankruptcy Court”) entered an Order (the “Disclosure Statement Order”) approving the Disclosure Statement (as it may be amended, the “Disclosure Statement”) for the Joint Chapter 11 Plan of Reorganization of the WV Debtors, dated as of June 26, 2018 (as it may be amended, the “Plan”). The Disclosure Statement Order authorizes the WV Debtors to solicit votes to accept or reject the Plan.

UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST OR INTEREST(S) IN THE WV DEBTORS IS/ARE NOT IMPAIRED, AND THEREFORE, PURSUANT TO SECTION 1126(f) OF THE BANKRUPTCY CODE YOU ARE (i) DEEMED TO HAVE ACCEPTED THE PLAN AND (ii) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S) OR INTEREST(S), OR YOU WISH TO OBTAIN A COPY OF EITHER THE DISCLOSURE STATEMENT OR THE PLAN, COPIES OF EITHER DOCUMENT (INCLUDING ANY EXHIBITS THERETO) ARE AVAILABLE AT NO CHARGE VIA THE INTERNET AT WWW.DONLINRECANO.COM/WV. COPIES OF EITHER THE

¹ The Debtors, along with the last four digits of each debtor’s tax identification number, as applicable, are: Wachusett Ventures, LLC (8587), WV – Crossings East LLC (0809), WV – Crossings West, LLC (1860), WV – Parkway Pavilion, LLC (5082), WV – Brockton SNF, LLC (3855), WV – Concord SNF OPCO, LLC (0813), WV – Rockport SNF OPCO, LLC (3681) and WV – Quincy SNF OPCO, LLC (9951). The Debtors’ corporate headquarters is located at 36 Washington Street, Suite 395, Wellesley Hills, MA 02481.

² Unimpaired Classes consist of Classes 1, 2, 7, 9 and 10.

DISCLOSURE STATEMENT OR THE PLAN (EXCLUDING ANY PUBLICLY-FILED EXHIBITS THERETO) ARE ALSO AVAILABLE UPON A WRITTEN REQUEST MADE TO DONLIN, RECANO & COMPANY, INC., RE: WACHUSETT VENTURES, LLC, ET AL., 6201 15TH AVENUE, BROOKLYN, NY 11219.

Dated: June____, 2018
Boston, Massachusetts

NIXON PEABODY LLP

[DRAFT] _____
Richard C. Pedone (BBO#630716)
100 Summer Street
Boston, Massachusetts 02110
Telephone: (617) 345-1000
Facsimile: (617) 345-1300
rpedone@nixonpeabody.com

-and-

Christopher M. Desiderio
Christopher J. Fong
55 West 46th Street
New York, NY 10036
Telephone: 212-940-3724
Facsimile: 855-900-8613
cdesiderio@nixonpeabody.com
cfong@nixonpeabody.com

Counsel to the Debtors and Debtors in Possession

EXHIBIT E

NOTICE OF IMPAIRED NON-VOTING STATUS

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MASSACHUSETTS
(EASTERN DIVISION)**

-----X
In re: : **Chapter 11**
: **Case No. 18-11053 (FJB)**
WACHUSETT VENTURES, LLC, *et al.*, : **(Jointly Administered)**
: **Debtors.**¹
-----X

**NOTICE OF IMPAIRED NON-VOTING STATUS UNDER JOINT CHAPTER 11 PLAN
OF REORGANIZATION OF THE WV DEBTORS²**

PLEASE TAKE NOTICE OF THE FOLLOWING:

On March 26, 2018, Wachusett Ventures, LLC, WV – Crossings East LLC, WV – Crossings West, LLC, WV – Parkway Pavilion, LLC, WV – Concord SNF OPCO, LLC, WV – Rockport SNF OPCO, LLC and WV – Quincy SNF OPCO, LLC (collectively, the “WV Debtors”), as debtors in possession filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

On [___], 2018, the United States Bankruptcy Court for the District of Massachusetts (the “Bankruptcy Court”) entered an Order (the “Disclosure Statement Order”) approving the Disclosure Statement (as it may be amended, the “Disclosure Statement”) for the Joint Chapter 11 Plan of Reorganization of the WV Debtors, dated as of June 26, 2018 (as it may be amended, the “Plan”). The Disclosure Statement Order authorizes the WV Debtors to solicit votes to accept or reject the Plan.

UNDER THE TERMS OF THE PLAN, YOU ARE NOT ENTITLED TO RECEIVE OR RETAIN ANY PROPERTY ON ACCOUNT OF YOUR CLAIM(S) AGAINST, OR INTEREST(S) IN, THE WV DEBTORS. THEREFORE, PURSUANT TO SECTION 1126(g) OF THE BANKRUPTCY CODE YOU ARE (i) DEEMED TO HAVE REJECTED THE PLAN AND (ii) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S) OR INTEREST(S), OR YOU WISH TO OBTAIN A COPY OF EITHER THE DISCLOSURE STATEMENT OR THE PLAN, COPIES OF EITHER DOCUMENT (INCLUDING ANY EXHIBITS THERETO) ARE AVAILABLE AT NO CHARGE VIA THE INTERNET AT WWW.DONLINRECANO.COM/WV. COPIES OF EITHER THE DISCLOSURE

¹ The Debtors, along with the last four digits of each debtor’s tax identification number, as applicable, are: Wachusett Ventures, LLC (8587), WV – Crossings East LLC (0809), WV – Crossings West, LLC (1860), WV – Parkway Pavilion, LLC (5082), WV – Brockton SNF, LLC (3855), WV – Concord SNF OPCO, LLC (0813), WV – Rockport SNF OPCO, LLC (3681) and WV – Quincy SNF OPCO, LLC (9951). The Debtors’ corporate headquarters is located at 36 Washington Street, Suite 395, Wellesley Hills, MA 02481.

² The Impaired Non-Voting Class consists of Class 8.

STATEMENT OR THE PLAN (EXCLUDING ANY PUBLICLY-FILED EXHIBITS THERETO) ARE ALSO AVAILABLE UPON A WRITTEN REQUEST MADE TO DONLIN, RECANO & COMPANY, INC., RE: WACHUSETT VENTURES, LLC, ET AL., P.O. BOX 192016, BLYTHEBOURNE STATION, BROOKLYN, NEW YORK 11219.

PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

Dated: June ___, 2018
Boston, Massachusetts

NIXON PEABODY LLP

[DRAFT] _____
Richard C. Pedone (BBO#630716)
100 Summer Street
Boston, Massachusetts 02110
Telephone: (617) 345-1000
Facsimile: (617) 345-1300
rpedone@nixonpeabody.com

-and-

Christopher M. Desiderio
Christopher J. Fong
55 West 46th Street
New York, NY 10036
Telephone: 212-940-3724
Facsimile: 855-900-8613
cdesiderio@nixonpeabody.com
cfong@nixonpeabody.com

Counsel to the Debtors and Debtors in Possession

EXHIBIT F

CONFIRMATION HEARING NOTICE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MASSACHUSETTS
(EASTERN DIVISION)**

-----X
In re: : **Chapter 11**
: **Case No. 18-11053 (FJB)**
WACHUSETT VENTURES, LLC, et al., :
: **(Jointly Administered)**
Debtors.¹ :
-----X

**NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT; (II) ESTABLISHMENT
OF VOTING RECORD DATE; (III) PROCEDURES AND DEADLINE FOR VOTING
ON PLAN; AND (IV) HEARING ON
CONFIRMATION OF PLAN AND PROCEDURES FOR OBJECTIONS**

TO PARTIES IN INTEREST IN THE FOLLOWING CHAPTER 11 CASES:

Name of Debtor Entities and Case Numbers

DEBTOR NAME	CASE NUMBER
WACHUSETT VENTURES, LLC	18-11053
WV-CONCORD SNF OPCO, LLC	18-11054
WV-ROCKPORT SNF, OPCO, LLC	18-11055
WV-QUINCY SNF OPCO, LLC	18-11056
WV-PARKWAY PAVILION, LLC	18-11057
WV-CROSSINGS EAST, LLC	18-11058
WV-CROSSINGS WEST, LLC	18-11059

PLEASE TAKE NOTICE THAT:

1. **Approval of Disclosure Statement.** On [____], 2018, the United States Bankruptcy Court for the Southern District of Massachusetts (the “Court”) entered an order (the “Disclosure Statement Order”) approving the Disclosure Statement for the Joint Chapter 11 Plan of Reorganization of the WV Debtors (respectively, as may be amended, the “Disclosure Statement” and the “Plan”) filed by Wachusett Ventures, LLC, WV – Crossings East LLC, WV – Crossings West, LLC, WV – Parkway Pavilion, LLC, WV – Concord SNF OPCO, LLC, WV – Rockport SNF OPCO, LLC and WV – Quincy SNF OPCO, LLC (collectively, the “WV Debtors”). The Disclosure Statement Order authorizes the WV Debtors to solicit votes to accept

¹ The Debtors, along with the last four digits of each debtor’s tax identification number, as applicable, are: Wachusett Ventures, LLC (8587), WV – Crossings East LLC (0809), WV – Crossings West, LLC (1860), WV – Parkway Pavilion, LLC (5082), WV – Brockton SNF, LLC (3855), WV – Concord SNF OPCO, LLC (0813), WV – Rockport SNF OPCO, LLC (3681) and WV – Quincy SNF OPCO, LLC (9951). The Debtors’ corporate headquarters is located at 36 Washington Street, Suite 395, Wellesley Hills, MA 02481.

or reject the Plan pursuant to chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

2. **Confirmation Hearing.** The hearing (the “Confirmation Hearing”) to consider the confirmation of the Plan shall be held on **September 12, 2018 at 9:30 a.m. (Eastern Time)**, before the Honorable Frank J. Bailey, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Massachusetts (Eastern Division) (the “Court”), John W. McCormack Post Office and Courthouse, 5 Post Office Square, Suite 1150, Boston MA 02109. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors in open court of the adjourned date(s) at the Confirmation Hearing or any continued hearing. The WV Debtors may modify the Plan, if necessary, prior to, during, or as a result of the Confirmation Hearing in accordance with the terms of the Plan without further notice.

3. **Record Date for Voting Purposes.** Holders of claims in Class 3, 4, 5, 6 and 11 on **July 6, 2018** (the “Voting Record Date”) are entitled to vote on the Plan.

4. **Voting Procedures.** If you are entitled to vote you will receive a solicitation package which shall include a copy of (a) the Disclosure Statement Order, (b) this Notice, (c) the Disclosure Statement, attached to which is the Plan, and (d) a ballot (the “Ballot”). Please review the ballot of specific instructions as to how to vote. Failure to follow the voting instructions may disqualify your vote.

5. **Voting Deadline.** The deadline to vote on the Plan is **August 29, 2018 at 4:30 p.m. (Eastern Time)** (the “Voting Deadline”). The Debtors’ voting agent, Donlin, Recano & Company, Inc. (the “Voting Agent”), must receive your ballot by the Voting Deadline otherwise your vote will not be counted.

6. **Parties in Interest Not Entitled to Vote.** Holders of claims in Class 1, 2, 7, 8, 9 and 10 are not entitled to vote on the Plan. Such holders will receive an appropriate Notice of Non-Voting Status instead of a Ballot. If you have timely filed a proof of claim and disagree with the WV Debtors’ classification of, objection to, or request for estimation of, your claim and believe that you should be entitled to vote on the Plan, then you must serve the WV Debtors’ and attorneys to the official committee of unsecured creditors, and file with the Court (with a copy to Chambers) a motion (a “Rule 3018(a) Motion”) for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) temporarily allowing your claim in a different amount or in a different class for purposes of voting to accept or reject the Plan. All Rule 3018(a) Motions must be filed on or before the 10th day after the later of (i) service of this Notice and (ii) service of notice of an objection or request for estimation, if any, as to your claim or interest. As to any creditor filing a Rule 3018(a) Motion, such creditor’s Ballot will not be counted except as may be otherwise ordered by the Court. Creditors may contact Donlin, Recano & Company, Inc. (the “Voting Agent”) at Donlin, Recano & Company, Inc., Re: Wachusett Ventures, LLC, et al., 6201 15th Avenue, Brooklyn, NY 11219 to receive an appropriate Ballot for any claim for which a proof of claim has been timely filed and a Rule 3018(a) Motion has been granted. Rule 3018(a) Motions that are not timely filed and served in the manner set forth above shall not be considered.

7. **Executory Contracts and Unexpired Leases.** On the Effective Date, except as otherwise provided herein, or in any contract, instrument, release, indenture, or other agreement or document entered into in connection with the Plan, Executory Contracts and Unexpired Leases, including those listed on the Assumed Executory Contract and Unexpired Lease List, shall be deemed assumed as of the Effective Date, unless such Executory Contract or Unexpired Lease: (i) was assumed or rejected prior to the Effective Date by the WV Debtors; (ii) previously expired or terminated pursuant to its own terms; (iii) is the subject of a motion to reject Filed on or before the Effective Date; (iv) is identified as an executory Contract or Unexpired Lease on the Rejected Executory Contracts and Unexpired Lease List, or (v) is the subject of a dispute regarding the Cure Claim. For the avoidance of doubt, the Connecticut Master Lease and the Massachusetts Master Lease shall be assumed as amended and all security interests granted under those leases shall survive and be binding against the Reorganized Debtors.

8. **Objections to Confirmation.** Objections or responses to confirmation of the Plan, if any, must (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules for the United States Bankruptcy Court for the Southern District of New York; (c) set forth the name and address of the objecting party and the amount and nature of the claim or interest of such party; and (d) state the basis for the objection, and the specific grounds therefor. In accordance with General Order M-399, registered users of the Court's case filing system must electronically file their objections and responses. All objections and responses must be served upon: (i) bankruptcy counsel to the Debtors, Nixon Peabody LLP, 100 Summer Street Boston, Massachusetts, 02110, Attn: Richard C. Pedone, Esq. and Nixon Peabody LLP, 55 W 46th Street, New York, New York 10036, Attn: Christopher Desiderio, Esq.; (ii) counsel to the Committee, Pepper Hamilton LLP, 3000 Two Logan Square, Philadelphia, PA 19103, Attn: Francis J. Lawall, Esq.; (iii) counsel to CCP Financial LLC, Janet E. Bostwick, PC, 295 Devonshire Street, Boston, Massachusetts 02110 and (iv) counsel to the United States Trustee, Office of the United States Trustee, 5 Post Office Square, Suite 1000, Boston, Massachusetts, 02109, Attn: Eric Bradford, Esq., so as to be received no later than **September 4, 2018 at 4:30 p.m., Eastern Time**. Failure to file and serve any objection to the Plan in conformity with the foregoing procedures may result in the objecting party not being heard at the hearing.

9. **Additional Information.** For more information about the solicitation procedures, or for copies of the Disclosure Statement or the Plan, parties should contact the Debtors' Voting Agent at (212) 771-1128. The Disclosure Statement, Plan and related documents may be examined free of charge at www.donlinrecano.com/wv. The Disclosure Statement and Plan are also on file with the Court and may be viewed by accessing the Court's website at www.mab.uscourts.gov. To access documents on the Court's website, you will need a PACER password and login, which you can be obtained at www.pacer.psc.uscourts.gov.

The Plan contains an injunction which prevents, among other things, all Entities from commencing or continuing in any manner against the WV Debtors or Reorganized Debtors and the Exculpated Parties and their assets and properties, as the case may be, any suit, action, or other proceeding, on account of or respecting any Claim, demand, liability, obligation, debt, right, Cause of Action, Interest, or remedy released or to be released or exculpated pursuant to Article VIII of the Plan. Except as otherwise expressly provided in

the Plan, the Plan Supplement, or related documents, or in obligations issued pursuant to the Plan, all Entities who have held, hold, or may hold Claims or Interests that have been released pursuant to Article VIII.E discharged pursuant to Article VIII.B, or are subject to exculpation pursuant to Article VIII.F are permanently enjoined, from and after the Effective Date, from taking any of the following actions: (i) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests; (ii) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims or Interests; (iii) creating, perfecting, or enforcing any encumbrance of any kind against such Entities or the property or estate of such Entities on account of or in connection with or with respect to any such Claims or Interests; and (iv) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests released or settled pursuant to the Plan

The Plan also contains certain exculpation provisions by which, no Exculpated Party shall have or incur, and each Exculpated Party is released and exculpated from, any (i) Exculpated Claim and (ii) any obligation, Cause of Action, or liability for any Exculpated Claim, except for those that result from any such act or omission that is determined in a Final Order to have constituted fraud, gross negligence, or willful misconduct; provided, however, that the foregoing “Exculpation” shall have no effect on the liability of any Entity for acts or omissions occurring after the Effective Date.

For the avoidance of doubt, Joseph Cuzzupoli shall release and exculpate the Exculpating Parties from, any (i) Exculpated Claim and (ii) any obligation, Cause of Action, or liability for any Exculpated Claim, except for those that result from any such act or omission that is determined in a Final Order to have constituted fraud, gross negligence, or willful misconduct.

The Plan also provides for certain releases under which the Releasing Parties shall be deemed to have expressly, unconditionally, irrevocably, generally, and individually and collectively, released, acquitted, and discharged (a) the WV Debtors, (b) the Reorganized Debtors, and (c) the foregoing entities’ predecessors, successors and assigns, subsidiaries, Affiliates, and current (as of July 30, 2018) officers, directors, principals, embers, partners, shareholders, employees, agents (other than third-party vendors performing services for the WV Debtors), financial advisors, attorneys, accountants, investment bankers, consultants, representatives, management companies, fund advisors, advisory board members, Joel Kirchick, Steven Vera, Raymond Dennehy, III, and other professionals, and such Persons’ respective heirs, executors, estates, servants, and nominees ((a),(b) and (c) collectively, the “Released Parties”) from any and all actions, claims, interests, obligations, rights, suits, damages, Causes of Action, remedies, and liabilities whatsoever, including any derivative claims asserted on behalf of a WV Debtor, whether known or unknown, foreseen or unforeseen, matured or unmatured, existing or hereafter arising, in law, equity, contract, tort, by statute or otherwise, that such Releasing Party (whether individually or collectively) ever had, now has, or hereafter can, shall, or may have, based on or relating to, or in any manner arising from, in whole or in part, the WV Debtors, the WV Debtors’

restructuring, the WV Chapter 11 Cases, the purchase, sale, or rescission of the purchase or sale of any Security of the WV Debtors, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Plan, the restructuring of Claims and Interests before or during the Chapter 11 Cases, the negotiation, formulation, or preparation of the Plan, the Plan Supplement, the Restructuring Transactions, the Disclosure Statement, or related agreements, instruments, or other documents, or any other act or omission, transaction, agreement, event, or other occurrence relating to the WV Debtors, taking place on or before the Confirmation Date of the Plan.

For the avoidance of doubt, all claims of Joseph Cuzzupoli, Congressional Bank and Mercury SNF, LLC against the Released Parties are released, acquitted, and discharged. Specifically, all claims that Joseph Cuzzupoli may have under the rejected Cuzzupoli Settlement Agreement are released, acquitted, and discharged. Nothing herein shall effect the right of Joseph Cuzzupoli to file a rejection damages claim in accordance with the Plan or Bar Date Order

Dated: August __ 2018
Boston, Massachusetts

NIXON PEABODY LLP

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