



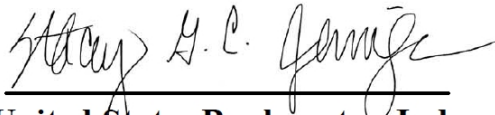
CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed June 17, 2019


United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: § Chapter 11
§
THE LASALLE GROUP, INC., et al.,¹ § Case No. 19-31484-sgj-11
§
Debtors. § (Jointly Administered)

FINAL ORDER GRANTING DEBTORS' EMERGENCY MOTION FOR ORDER UNDER 11 U.S.C. §§ 105(A) AND 366 (I) PROHIBITING UTILITY COMPANIES FROM ALTERING OR DISCONTINUING SERVICE ON ACCOUNT OF PREPETITION INVOICES, (II) APPROVING DEPOSIT ACCOUNT AS ADEQUATE ASSURANCE OF PAYMENT, AND (III) ESTABLISHING PROCEDURES FOR RESOLVING REQUESTS BY UTILITY COMPANIES FOR ADDITIONAL ASSURANCE OF PAYMENT

On May 17, 2019, the Court conducted a hearing to consider the *Debtors' Emergency Motion for an Order Under 11 U.S.C. §§ 105(a) and 366 (I) Prohibiting Utility Companies From Altering or Discontinuing Service on Account of Prepetition Invoices, (II) Approving Deposit Account as Adequate Assurance of Payment, and (III) Establishing Procedures for Resolving*

¹ A list of the Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, is attached hereto as Schedule 1. The Debtors' mailing address is 545 E. John Carpenter Freeway, Suite 500, Irving, Texas 75062.

FINAL ORDER GRANTING DEBTORS' EMERGENCY MOTION FOR ORDER UNDER 11 U.S.C. §§ 105(A) AND 366 (I) PROHIBITING UTILITY COMPANIES FROM ALTERING OR DISCONTINUING SERVICE ON ACCOUNT OF PREPETITION INVOICES, (II) APPROVING DEPOSIT ACCOUNT AS ADEQUATE ASSURANCE OF PAYMENT, AND (III) ESTABLISHING PROCEDURES FOR RESOLVING REQUESTS BY UTILITY COMPANIES FOR ADDITIONAL ASSURANCE OF PAYMENT

Requests by Utility Companies for Additional Adequate Assurance of Payment (the “Motion”),² filed by the above-captioned debtors (the “Debtors”). The Court finds that: (i) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) the relief requested in the Motion is in the best interests of the Debtors, their estates, and creditors; (iv) proper and adequate notice of the Motion has been given and no other or further notice is necessary; and (v) upon the record herein after due deliberation thereon, good and sufficient cause exists for the granting of the relief as set forth herein.

Therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** on an **FINAL** basis.
2. Except in accordance with the procedures set forth below, absent further order of the Court, each Utility Company is prohibited from (a) altering, refusing, or discontinuing service to, or discriminating against the Debtors solely on the basis of the commencement of the Chapter 11 Cases or on account of any unpaid invoice for services provided before the Petition Date; and (b) requiring the payment of a deposit or other security in connection with the Utility Companies’ continued provision of Utility Services, other than the establishment of the Utility Deposit Account.
3. The Debtors are authorized and directed to establish the Utility Deposit Account and shall deposit \$10,120.00 into the Utility Deposit Account for the purpose of providing Utility Companies without an Existing Utility Deposit adequate assurance of payment for postpetition

² Capitalized terms not otherwise defined in this Order shall have the meaning ascribed to such terms in the Motion.

Utility Services provided to the Debtors. The Debtors shall maintain the Utility Deposit Account with a minimum balance equal to 50% of the Debtors' estimated monthly cost of Utility Services, which the Debtors may adjust to account for the termination of Utility Services by the Debtors or other arrangements with respect to adequate assurance of payment reached with any Utility Company.

4. To the extent the Debtors become delinquent with respect to a Utility Company's account, such Utility Company shall file a Delinquency Notice with the Court and serve such Delinquency Notice on (a) the Debtors, (b) counsel to the Debtors, (c) counsel to the Debtors' secured lender, (d) counsel to the official committee of unsecured creditors, if one is appointed, and (e) the United States Trustee for the Northern District of Texas (each, a "Party in Interest"). If the Debtors have not cured such delinquency or no Party in Interest has objected to the Delinquency Notice within ten (10) days of the receipt of the Delinquency Notice, then, with respect to Utility Companies that do not have an Existing Utility Deposit, the Debtors will (i) remit to such Utility Company from the Utility Deposit Account the lesser of (a) the amount allocated in the Utility Deposit Account for such Utility Company's account and (b) the amount of postpetition charges claimed as delinquent in the Delinquency Notice, and (ii) replenish the Utility Deposit Account for the amount remitted to such Utility Company. With respect to Utility Companies that have an Existing Utility Deposit, (i) the Utility Company will be permitted to draw down on the Existing Utility Deposit up to the amount of the postpetition charges claimed as delinquent, and (ii) the Debtors shall replenish the Existing Utility Deposit the amount drawn down by the Utility Company to cover the delinquent postpetition charges.

5. The following procedures are hereby approved:

FINAL ORDER GRANTING DEBTORS' EMERGENCY MOTION FOR ORDER UNDER 11 U.S.C. §§ 105(A) AND 366 (I) PROHIBITING UTILITY COMPANIES FROM ALTERING OR DISCONTINUING SERVICE ON ACCOUNT OF PREPETITION INVOICES, (II) APPROVING DEPOSIT ACCOUNT AS ADEQUATE ASSURANCE OF PAYMENT, AND (III) ESTABLISHING PROCEDURES FOR RESOLVING REQUESTS BY UTILITY COMPANIES FOR ADDITIONAL ASSURANCE OF PAYMENT

(a) If a Utility Company is not satisfied with the assurance of future payment provided by the Debtors, the Utility Company must file and serve an objection setting forth: (i) the location(s) for which Utility Services are provided; (ii) the account number(s) for such location(s); (iii) the outstanding balance for each account; (iv) the amount of any deposit(s) made by the Debtors prior to the Petition Date; (v) a summary of the Debtors' payment history in each account; and (vi) any argument as to why the Utility Company has not been provided adequate assurance of payment (an "Objection").

(b) Any Objection by a Utility Company listed on Exhibit A to the Motion must be served upon, and actually received by, (i) the Debtors' counsel, Crowe & Dunlevy, P.C., Spaces at McKinney, 1919 McKinney Ave., Suite 100, Dallas, TX 75201, Attn: Vickie Driver, Christina Stephenson and Christopher Staine, by no later than five (5) days after receipt of the Final Order.

(c) Without further order of the Court, the Debtors may enter into agreements granting additional adequate assurance to a Utility Company, whether or not such Utility Company has filed an Objection, if the Debtors in their discretion determine that there is a reasonable basis for providing such additional adequate assurance.

(d) If the Debtors discover the existence of a Utility Company not listed on Exhibit A to the Motion, the Debtors shall, within two (2) business days after discovering the existence of such Utility Company, (i) file a supplement to Exhibit A to the Motion which supplement shall identify the Utility Company either the amount of the existing security deposit held by the Utility Company or the additional amount of the adequate assurance deposit the Debtors propose to place in the Utility Deposit Account, and (ii) serve such Utility Company with notice of entry and a copy of this Interim Order.

(e) In the event that a Utility Company not listed on Exhibit A to the Motion objects to the Debtors' proposal to provide adequate assurance of payment, such Utility Company must file and serve on counsel for the Debtors an Objection within fourteen (14) days after the date upon which it receives notice of entry of the Final Order. A hearing on such Objection will be set by the Court no sooner than seven (7) days after the date upon which such Objection has been filed. The Debtors may file and serve a reply to any such Objection on or before the date that is two (2) days prior to such hearing date.

(f) All Utility Companies will be deemed to have received adequate assurance of payment in accordance with Bankruptcy Code § 366, without the need for an additional deposit or other security, until this Court enters an order to the contrary. Any Utility Company that fails to make a timely Objection shall be deemed to be satisfied that the Utility Deposit Account provides adequate assurance of payment for future services within the meaning of Bankruptcy Code § 366(c)(2).

6. The Debtors shall serve this Final Order upon each of the Utility Companies listed on Exhibit A to the Motion, at the addresses listed thereon, by first-class mail, postage prepaid,

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as well as all the parties listed on the Limited Service List, within two (2) business days after the entry of this Order.

7. The inclusion or exclusion of any entity on or from Exhibit A to the Motion or on or from any amended Exhibit A shall not constitute an admission that such entity is or is not a “utility” within the meaning of Bankruptcy Code § 366. This Order specifically reserves the Debtors’ right to argue that (a) any of the entities listed on Exhibit A to the Motion or any amended Exhibit A is not a “utility” within the meaning of Bankruptcy Code § 366, and (b) any such entity is compelled by contractual obligation, federal, state or local law, or otherwise, to continue to furnish services to the Debtors notwithstanding the Debtors’ filing of the Chapter 11 Cases.

8. Nothing in this Order or the Motion shall be deemed to vacate or modify any other restrictions on the termination of service by a Utility Company as provided by Bankruptcy Code §§ 362 and 365 or other applicable law and nothing herein or in the Motion shall constitute postpetition assumption or adoption of any agreement pursuant to Bankruptcy Code § 365. Nothing in this Order shall be deemed a waiver by the Debtors or any other party of any right with respect to the assumption or rejection of an executory contract.

9. The Debtors are authorized to pay on a timely basis in accordance with their prepetition practices all undisputed invoices in respect of prepetition and postpetition Utility Services rendered by the Utility Companies to the Debtors.

10. Notwithstanding anything else in this Order to the contrary, any payments authorized to be made by this Order shall be subject to the terms, conditions, limitations, and restrictions set forth in that certain *Interim Order Authorizing Use of Cash Collateral and*

FINAL ORDER GRANTING DEBTORS’ EMERGENCY MOTION FOR ORDER UNDER 11 U.S.C. §§ 105(A) AND 366 (I) PROHIBITING UTILITY COMPANIES FROM ALTERING OR DISCONTINUING SERVICE ON ACCOUNT OF PREPETITION INVOICES, (II) APPROVING DEPOSIT ACCOUNT AS ADEQUATE ASSURANCE OF PAYMENT, AND (III) ESTABLISHING PROCEDURES FOR RESOLVING REQUESTS BY UTILITY COMPANIES FOR ADDITIONAL ASSURANCE OF PAYMENT

Granting Adequate Protection [Docket No. 33], or as otherwise approved by the Debtors' pre-petition lenders, and any further cash collateral orders entered by this Court (collectively, the "Cash Collateral Orders"), including, without limitation, the requirement that any payments authorized by this Order may only be made as permitted under the Budget approved in connection with such Cash Collateral Orders.

11. To the extent applicable, the requirements of Bankruptcy Rule 6004(a) are waived.

12. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this Order shall be effective and enforceable immediately upon entry hereof.

13. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

END OF ORDER

Prepared and Submitted by:

/s/ Vickie L. Driver

Vickie L. Driver

State Bar No. 24026886

Christina W. Stephenson

State Bar No. 24049535

Christopher M. Staine

State Bar No. 24104576

CROWE & DUNLEVY, P.C.

Spaces McKinney Avenue

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Email: vickie.driver@crowedunlevy.com

Email: crissie.stephenson@crowedunlevy.com

E-mail: christopher.staine@crowedunlevy.com

PROPOSED COUNSEL FOR THE DEBTORS

FINAL ORDER GRANTING DEBTORS' EMERGENCY MOTION FOR ORDER UNDER 11 U.S.C. §§ 105(A) AND 366 (I) PROHIBITING UTILITY COMPANIES FROM ALTERING OR DISCONTINUING SERVICE ON ACCOUNT OF PREPETITION INVOICES, (II) APPROVING DEPOSIT ACCOUNT AS ADEQUATE ASSURANCE OF PAYMENT, AND (III) ESTABLISHING PROCEDURES FOR RESOLVING REQUESTS BY UTILITY COMPANIES FOR ADDITIONAL ASSURANCE OF PAYMENT

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***** BYPASSED RECIPIENTS (continued) *****

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jun 19, 2019

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on June 17, 2019 at the address(es) listed below:

Christina Walton Stephenson on behalf of Debtor West Houston Memory Care, LLC
Crissie.stephenson@crowedunlevy.com,
Vickie.driver@crowedunlevy.com;ecf@crowedunlevy.com;elisa.weaver@crowedunlevy.com;Karen.faulkner@crowedunlevy.com;susan.blethrow@crowedunlevy.com

Christina Walton Stephenson on behalf of Debtor Pearland Memory Care, LLC
Crissie.stephenson@crowedunlevy.com,
Vickie.driver@crowedunlevy.com;ecf@crowedunlevy.com;elisa.weaver@crowedunlevy.com;Karen.faulkner@crowedunlevy.com;susan.blethrow@crowedunlevy.com

Christina Walton Stephenson on behalf of Debtor Cinco Ranch Memory Care, LLC
Crissie.stephenson@crowedunlevy.com,
Vickie.driver@crowedunlevy.com;ecf@crowedunlevy.com;elisa.weaver@crowedunlevy.com;Karen.faulkner@crowedunlevy.com;susan.blethrow@crowedunlevy.com

Christina Walton Stephenson on behalf of Debtor In Possession Riverstone Memory Care, LLC
Crissie.stephenson@crowedunlevy.com,
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Vickie.driver@crowedunlevy.com;ecf@crowedunlevy.com;elisa.weaver@crowedunlevy.com;Karen.faulkner@crowedunlevy.com;susan.blethrow@crowedunlevy.com

Christina Walton Stephenson on behalf of Debtor In Possession Pearland Memory Care, LLC
Crissie.stephenson@crowedunlevy.com,
Vickie.driver@crowedunlevy.com;ecf@crowedunlevy.com;elisa.weaver@crowedunlevy.com;Karen.faulkner@crowedunlevy.com;susan.blethrow@crowedunlevy.com

Christina Walton Stephenson on behalf of Debtor Riverstone Memory Care, LLC
Crissie.stephenson@crowedunlevy.com,
Vickie.driver@crowedunlevy.com;ecf@crowedunlevy.com;elisa.weaver@crowedunlevy.com;Karen.faulkner@crowedunlevy.com;susan.blethrow@crowedunlevy.com

Christina Walton Stephenson on behalf of Debtor In Possession West Houston Memory Care, LLC
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Vickie.driver@crowedunlevy.com;ecf@crowedunlevy.com;elisa.weaver@crowedunlevy.com;Karen.faulkner@crowedunlevy.com;susan.blethrow@crowedunlevy.com

Christina Walton Stephenson on behalf of Debtor The LaSalle Group, Inc.
Crissie.stephenson@crowedunlevy.com,
Vickie.driver@crowedunlevy.com;ecf@crowedunlevy.com;elisa.weaver@crowedunlevy.com;Karen.faulkner@crowedunlevy.com;susan.blethrow@crowedunlevy.com

Christopher Michael Staine on behalf of Debtor The LaSalle Group, Inc.
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ecf@crowedunlevy.com;Karen.faulkner@crowedunlevy.com;susan.blethrow@crowedunlevy.com;elisa.weaver@crowedunlevy.com

Cliff A. Wade on behalf of Creditor BOKF, N.A. cliff.wade@mb1-law.com

David L. Campbell on behalf of Creditor First Secure Community Bank dcampbell@uplawtx.com

Deborah M. Perry on behalf of Interested Party United Community Bank dperry@munsch.com

Eboney D. Cobb on behalf of Creditor Crowley ISD ecobb@pbfcm.com,
ecobb@pbfcm.com;ecobb@ecf.inforuptcy.com

Eboney D. Cobb on behalf of Creditor Arlington ISD ecobb@pbfcm.com,
ecobb@pbfcm.com;ecobb@ecf.inforuptcy.com

Eboney D. Cobb on behalf of Creditor City of Haltom City ecobb@pbfcm.com,
ecobb@pbfcm.com;ecobb@ecf.inforuptcy.com

Eboney D. Cobb on behalf of Creditor Dallas County Utility & Reclamation District
ecobb@pbfcm.com, ecobb@pbfcm.com;ecobb@ecf.inforuptcy.com

Eboney D. Cobb on behalf of Creditor Richardson ISD ecobb@pbfcm.com,
ecobb@pbfcm.com;ecobb@ecf.inforuptcy.com

Gustaf R. Andreasen on behalf of Creditor TCF National Bank, N.A.
gandreasen@howardandhoward.com

J. Casey Roy on behalf of Interested Party Texas Health and Human Services Commission
casey.roy@oag.texas.gov

Jason Alexander Enright on behalf of Creditor Silverado Interests Holdings, LLC
jenright@winstead.com

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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Jason Michael Katz on behalf of Interested Party KeyBank National Association
jkatz@hhdulaw.com, wmartinez@hhdulaw.com

Jason T. Rodriguez on behalf of Creditor Branch Banking & Trust Co.
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Jeff P. Prostok on behalf of Creditor Origin Bank jprostok@forsheyprostok.com,
lbreedlove@forsheyprostok.com;calendar@forsheyprostok.com

John Mark Chevallier on behalf of Creditor TCF National Bank, N.A. mchevallier@mcslaw.com

John P. Dillman on behalf of Creditor Montgomery County houston_bankruptcy@publicans.com

John P. Dillman on behalf of Creditor Cypress Fairbanks ISD houston_bankruptcy@publicans.com

John P. Dillman on behalf of Creditor Fort Bend County houston_bankruptcy@publicans.com

John P. Dillman on behalf of Creditor Harris County houston_bankruptcy@publicans.com

John P. Lewis, Jr. on behalf of Interested Party Melvin W Warren, Jr. jplewisjr@mindspring.com

John T.M. Whiteman on behalf of Creditor Missouri Department of Revenue ndtx@dor.mo.gov

Katharine Battaia Clark on behalf of Creditor TLG Family Management, LLC
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Kenneth C. Johnston on behalf of Creditor First National Bank of Wichita Falls
kjohnston@johnstonpratt.com,
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Laurie A. Spindler on behalf of Creditor c/o Laurie Spindler Dallas County, Irving ISD
Laurie.Spindler@lgbs.com, Dora.Casiano-Perez@lgbs.com

Leann O. Moses on behalf of Creditor Hancock Whitney Bank moses@carverdarden.com,
langley@carverdarden.com;8167471420@filings.docketbird.com

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Lynda L. Lankford on behalf of Creditor Origin Bank llankford@forsheyprostok.com,
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Mark Joseph Petrocchi on behalf of Creditor Mitchell Warren mpetrocchi@lawgjm.com,
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Mia Diane D'Andrea on behalf of Creditor BMO Harris Bank N.A. dandrea@chapman.com,
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Michael P. Massad, Jr. on behalf of Creditor Silverado Interests Holdings, LLC
mmassad@winstead.com, lbayliss@winstead.com

Rhonda Bear Mates on behalf of Creditor Veritex Community Bank mates@slollp.com,
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Russell W. Mills on behalf of Creditor Bell Nunnally & Martin LLP rmills@bellnunnally.com,
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Susan Nielsen Goodman on behalf of Health Care Ombudsman Susan N Goodman sgoodman@mcrazlaw.com,
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Tara LeDay on behalf of Creditor Williamson County
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Tara LeDay on behalf of Creditor Denton County
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Trey Andrew Monsour on behalf of Creditor NHI-REIT of TX-IL, LLC TMonsour@Polsinelli.com,
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United States Trustee ustpregion06.da.ecf@usdoj.gov

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;susan.blethrow@crowedunlevy.com;ecf@crowedunlevy.com

Vickie L. Driver on behalf of Debtor Riverstone Memory Care, LLC
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Crissie.Stephenson@crowedunlevy.com;elisa.weaver@crowedunlevy.com;Karen.faulkner@crowedunlevy.com
;susan.blethrow@crowedunlevy.com;ecf@crowedunlevy.com

Vickie L. Driver on behalf of Debtor Cinco Ranch Memory Care, LLC
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Crissie.Stephenson@crowedunlevy.com;elisa.weaver@crowedunlevy.com;Karen.faulkner@crowedunlevy.com
;susan.blethrow@crowedunlevy.com;ecf@crowedunlevy.com

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;susan.blethrow@crowedunlevy.com;ecf@crowedunlevy.com

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danette.dykema@dbr.com;Daniel.Northrop@dbr.com

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William H. Hoch, III on behalf of Debtor In Possession Riverstone Memory Care, LLC
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William H. Hoch, III on behalf of Debtor The LaSalle Group, Inc. will.hoch@crowedunlevy.com,
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l@crowedunlevy.com;betty.clymer@crowedunlevy.com

TOTAL: 59