



**IT IS ORDERED as set forth below:**

**Date: June 21, 2022**

**Paul W. Bonapfel  
U.S. Bankruptcy Court Judge**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
ROME DIVISION**

<b>IN RE:</b>	)	<b>CHAPTER 11</b>
	)	
<b>REGIONAL HOUSING &amp; COMMUNITY</b>	)	<b>Jointly Administered Under</b>
<b>SERVICES CORP., et al.,</b>	)	<b>CASE NO. 21-41034-pwb</b>
	)	
<b>Debtors.</b>	)	
	)	

**AMENDED ORDER (A) ESTABLISHING BIDDING AND OTHER PROCEDURES IN CONNECTION WITH THE SALE OF ASSETS OF THE DEBTORS, (B) AUTHORIZING THE DEBTORS TO AWARD STALKING HORSE PROTECTIONS TO POTENTIAL BUYERS AND (C) PROVIDING NOTICE OF HEARING ON MOTION TO (1) APPROVE SALE OF CERTAIN ASSETS OF THE DEBTORS FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS; (2) AUTHORIZE ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES; (3) ESTABLISH CURE AMOUNTS THEREFOR; AND (4) APPROVE OTHER RELATED RELIEF**

THIS MATTER came before the Court to consider the *Debtors' Motion to Amend Order (a) Establishing Bidding and Other Procedures in Connection with the Sale of Assets of the Debtors, (b) Authorizing the Debtors to Award Stalking Horse Protections to Potential Buyers and (c) Providing Notice of Hearing on Motion to (1) Approve Sale of Certain Assets of the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (2) Authorize*



*Assumption and Assignment of Executory Contracts and Unexpired Leases; (3) Establish Cure Amounts Therefor; and (4) Approve Other Related Relief* (the “**Motion to Amend**”) filed by the above-captioned debtors and debtors and debtors-in-possession (collectively, the “**Debtors**”)¹ on June 21, 2022. Pursuant to the Motion, the Debtors seek entry of a Proposed Amended Order modifying certain deadlines with respect to the sale and modifying the bidder protections approved by the bid procedures order entered on May 11, 2022 [Dkt. No. 145] (the “**Bid Procedures Order**”)².

The Court having considered the Motion, the record in the case, and after due deliberation and consideration, and for good and sufficient cause appearing therefor:

IT IS HEREBY ORDERED AS FOLLOWS:

1. The Motion is GRANTED as set forth herein.
2. Subject to objections as set forth below, the Bid Procedures Order is amended as follows:
  - a. The Debtors are authorized, in their discretion, to award a Stalking Horse Bidder (or Stalking Horse Bidders) a break-up fee of up to 3% of the cash purchase price set forth in such Stalking Horse APA plus actual documented out-of-pocket expenses for title reports, environmental reports, surveys, and other reports approved by the Seller (collectively, the “**Third Party Reports**”) up to a cap of \$85,000 (the “**Break-Up Fee**”) and other customary bid protections without further order of this Court. The Third Party Reports shall be posted in the data room and available for review by other potential bidders.

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<sup>1</sup> The Debtors in these Chapter 11 cases include: Regional Housing & Community Services Corporation, RHCSC Columbus AL Holdings LLC, RHCSC Columbus Health Holdings LLC, RHCSC Douglas AL Holdings LLC, RHCSC Douglas Health Holdings LLC, RHCSC Gainesville AL Holdings LLC, RHCSC Gainesville Health Holdings LLC, RHCSC Montgomery I AL Holdings LLC, RHCSC Montgomery I Health Holdings LLC, RHCSC Montgomery II AL Holdings LLC, RHCSC Montgomery II Health Holdings LLC, RHCSC Rome AL Holdings LLC, RHCSC Rome Health Holdings LLC, RHCSC Savannah AL Holdings LLC, RHCSC Savannah Health Holdings LLC, RHCSC Social Circle AL Holdings LLC, and RHCSC Social Circle Health Holdings LLC.

<sup>2</sup> Terms used but not otherwise defines herein shall have the meaning ascribed to such term in the Bid Procedures Order.

- b. The deadline for any Potential Bidders to submit bids intending to compete with the Stalking Horse APA, if any, shall be **July 21, 2022 at 4:00 p.m. (prevailing Eastern Time)** (the “Revised Bid Deadline”). Such bids must be received on or before the Revised Bid Deadline by the Notice Parties.
  - c. The Auction shall take place at **10:00 a.m. (prevailing Eastern Time) on July 26, 2022** or such later date as may be determined by the Debtors in consultation with the Bond Trustee (the “Revised Auction Date”). The Debtors shall conduct the Auction at the offices of Scroggins & Williamson, P.C., 4401 Northside Parkway, Suite 450, Atlanta, Georgia 30327, or such other location in Atlanta, Georgia, as shall be selected by the Debtors and communicated to all Qualified Bidders at least one day prior to the Auction.
  - d. The Sale Hearing will be conducted on **July 27, 2022 at 11:00 .m.** The Sale Hearing will be conducted via Zoom using Judge Bonapfel’s Virtual Hearing Room. A link to connect to Judge Bonapfel’s Virtual Hearing Room is available on his webpage at <https://www.ganb.uscourts.gov/content/honorable-paul-w-bonapfel>. Please join the virtual room 10 minutes prior to the hearing. If you experience difficulty in connection, please contact the law clerk via email at [Beth\\_Harrill@ganb.uscourts.gov](mailto:Beth_Harrill@ganb.uscourts.gov) or by telephone at (404) 215-1020.
3. All other deadlines, terms and provisions of the Bid Procedures Order remain unchanged.
  4. This Amended Order is entered subject to objections filed within ten (10) days of the date the Amended Order is entered. If an objection to this Amended Order is timely filed, a hearing will be set upon notice to the Debtors, counsel for the Bond Trustee, the Office of the United States Trustee and the objecting party. If no objection is timely filed, this Amended Order shall be effective as of the date of its entry.

**[END OF DOCUMENT]**

Prepared and presented by:

SCROGGINS & WILLIAMSON, P.C.

/s/ Ashley R. Ray

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*Counsel for UMB Bank, N.A., as indenture trustee*

*No Opposition by :*

*OFFICE OF THE UNITED STATES  
TRUSTEE*

/s/ Vanessa A. Leo (with express permission  
by ARR)

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**DISTRIBUTION LIST**

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United States Bankruptcy Court  
Northern District of Georgia

In re:  
Regional Housing & Community Services Co  
RHCSC Gainesville Health Holdings LLC  
Debtors

Case No. 21-41034-pwb  
Chapter 11

## CERTIFICATE OF NOTICE

District/off: 113E-6  
Date Rcvd: Jun 22, 2022

User: bncadmin  
Form ID: pdf492

Page 1 of 6  
Total Noticed: 4

The following symbols are used throughout this certificate:

**Symbol**            **Definition**

+                    Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

**Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jun 24, 2022:**

Recip ID	Recipient Name and Address
db	+ Regional Housing & Community Services Corporation, P.O. Box 2568, Hickory, NC 28603-2568
	+ Ashley R. Ray, Scroggins & Williamson, P.C., 4401 Northside Parkway, Suite 450, Atlanta, GA 30327-3011
	+ Charles W. Azano, Greenberg Traurig, LLP, One International Place, Suite 2000, Boston, MA 02110-2612
	+ Vanessa A. Leo, Office of the US Trustee, 362 Richard Russell Fed Bldg, 75 Ted Turner Drive, SW, Atlanta, GA 30303-3330

TOTAL: 4

**Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.**  
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

## BYPASSED RECIPIENTS

**The following addresses were not sent this bankruptcy notice due to an undeliverable address, \*duplicate of an address listed above, \*P duplicate of a preferred address, or ## out of date forwarding orders with USPS.**

NONE

## NOTICE CERTIFICATION

**I, Gustava Winters, 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 24, 2022

Signature:           /s/Gustava Winters          

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## 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 22, 2022 at the address(es) listed below:**

Name	Email Address
Ashley Reynolds Ray	on behalf of JointAdmin Debtor RHCSC Savannah Health Holdings LLC aray@swlawfirm.com rwilliamson@swlawfirm.com;centralstation@swlawfirm.com;fharris@swlawfirm.com
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Ashley Reynolds Ray	on behalf of Debtor RHCSC Montgomery I AL Holdings LLC aray@swlawfirm.com rwilliamson@swlawfirm.com;centralstation@swlawfirm.com;fharris@swlawfirm.com
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Page 2 of 6  
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Page 4 of 6  
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Page 5 of 6  
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Page 6 of 6  
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TOTAL: 93