

GARFUNKEL WILD, P.C.
111 Great Neck Road
Great Neck, New York 11021
Telephone: (516) 393-2588
Facsimile: (516) 466-5964
Burton S. Weston
Adam T. Berkowitz
Phillip Khezri

*Counsel for the Debtors
and the Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

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In re	Chapter 11
LONG BEACH MEDICAL CENTER, <u>et al.</u> ,	Case No. 14-70593 (AST)
Debtors.	(Jointly Administered)
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MOTION FOR ENTRY OF AN ORDER, (I) APPROVING DISCLOSURE STATEMENT; (II) SCHEDULING HEARING ON CONFIRMATION OF THE PLAN; AND (III) APPROVING RELATED PROCEDURES AND RELIEF

TO THE HONORABLE ALAN S. TRUST
UNITED STATES BANKRUPTCY JUDGE

Long Beach Medical Center (“LBMC”) and Long Beach Memorial Nursing Home, Inc. d/b/a The Komanoff Center for Geriatric and Rehabilitative Medicine (“Komanoff”), as debtors and debtors-in-possession (each a “Debtor”, and collectively the “Debtors” or “Plan Proponents”) in these chapter 11 cases (the “Chapter 11 Cases”) hereby move for entry of an Order, pursuant to §§ 105(a), 502, 1123(a), 1124, 1125, 1126, and 1128 of title 11 of the United States Bankruptcy Code (the “Bankruptcy Code”), Rules 2002, 3003, 3016, 3017, 3018, 3019, and 3020 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 3017-1, 3018-1, 3019-1, 3020-1 and 3020-2 of the Local Rules of this Court (the “Local Rules”), (i) approving the disclosure statement; (ii) scheduling a hearing on confirmation of the plan (the “Confirmation Hearing”); (iii) approving the retention of Garden City Group, LLC (“GCG”) as

the Debtors' Notice, Claims, and Solicitation Agent; (iv) establishing a deadline and procedures for filing objections to confirmation of the plan; (v) establishing a deadline and procedures for temporary allowance of claims for voting purposes; (vi) establishing the treatment of certain contingent, unliquidated and disputed claims for notice and voting purposes; (vii) approving form and manner of notice of hearing on confirmation and related issues and approving procedures for distribution of solicitation packages; (viii) approving form of ballot; and (ix) establishing a voting deadline for receipt of ballots (the "Motion"). In support of the Motion, the Plan Proponents respectfully represent as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of this case and this Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are §§ 105(a), 502, 1123(a), 1124, 1125, 1126, and 1128 of the Bankruptcy Code, Rules 2002, 3003, 3016, 3017, 3018, 3019, and 3020 of the Bankruptcy Rules, and Rules 3017-1, 3018-1, 3019-1, 3020-1 and 3020-2 of the Local Rules.

BACKGROUND

3. On February 19, 2014 (the "Petition Date"), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of New York (the or this "Court"). The Debtors continue in possession of their assets and management of their business as debtors in possession pursuant to §§ 1107 and 1108 of the Bankruptcy Code.

4. The factual background relating to the Debtors' commencement of these Chapter 11 Cases is set forth in detail in the *Affidavit of Douglas Melzer Pursuant to Local Bankruptcy*

Rule 1007-4 and in Support of First Day Motions [Docket No. 15] filed on the Petition Date and incorporated herein by reference.

5. On February 19, 2014, the Court entered an order consolidating the Debtors' cases for procedural purposes only and ordering their joint administration under the caption above [Docket No. 30].

6. On February 28, 2014, the United States Trustee for the Eastern District of New York (the "U.S. Trustee") appointed the Official Committee of Unsecured Creditors (the "Committee"). The Committee is represented by Klestadt Winters Jureller Southard Stevens, LLP as its counsel. No trustee or examiner has been appointed in these cases.

7. On May 17, 2017 the Plan Proponents filed the *Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code of Long Beach Medical Center, et al.* (the "Plan") [Docket No. 592] and the *Disclosure Statement on Joint Plan of Liquidation under Chapter 11 of the Bankruptcy Code of Long Beach Medical Center, et al. Pursuant to Section 1125 of the Bankruptcy Code* (the "Disclosure Statement") [Docket No. 591]. The Plan Proponents submit the Disclosure Statement pursuant to § 1125 of the Bankruptcy Code for use in the solicitation of votes on the Plan Proponents' Plan.

RELIEF REQUESTED

8. The Plan Proponents respectfully request entry of the proposed order (the "Disclosure Statement Order"), substantially in the form annexed hereto as **Exhibit A**, granting the following relief and such other relief as is just and proper:

- (a) Disclosure Statement: approving the Disclosure Statement as containing "adequate information" under § 1125 of the Bankruptcy Code;
- (b) Confirmation Hearing: establishing the date of the Confirmation Hearing;
- (c) Notice, Claims, and Solicitation Agent: Approving the retention of GCG as the Debtors' Notice, Claims, and Solicitation Agent; and

- (d) Solicitation Procedures: approving procedures for solicitation and tabulation of votes to accept or reject the Plan, including (i) approving the form and manner of the solicitation packages to be sent to parties in interest in these Chapter 11 Cases, (ii) approving the form and manner of notice of the Confirmation Hearing, (iii) establishing a voting record date and approving procedures for the distribution of solicitation packages, (iv) approving the form of ballots, (v) establishing a voting deadline for receipt of ballots, (vi) establishing procedures for the temporary allowance of contingent, unliquidated, and disputed Claims for voting purposes, (vii) approving procedures for tabulating acceptances and rejections of the Plan; (viii) establishing the deadline and procedures for filing objections to confirmation of the Plan; and (ix) granting related relief.

9. As noted, on May 17, 2017, the Plan Proponents filed the Plan and Disclosure Statement. In accordance with § 1126 of the Bankruptcy Code, the Plan classifies holders of claims into certain classes for all purposes, including with respect to voting to accept or reject the Plan, as follows:

SUMMARY AND STATUS OF VOTING RIGHTS			
Class	Class Description	Status	Voting Rights
LBMC 1	Allowed PBGC Secured Claim	Impaired	Entitled to Vote
LBMC 2	Allowed Other Secured Claims	Unimpaired	Presumed to Accept
LBMC 3	Allowed Priority Non-Tax Claims	Unimpaired	Presumed to Accept
LBMC 4	Allowed FEMA Claims	Impaired	Entitled to Vote
LBMC 5	Allowed General Unsecured Claims	Impaired	Entitled to Vote
LBMC 6	Allowed PBGC Unsecured Claim	Impaired	Entitled to Vote
Komanoff 1	Allowed PBGC Secured Claim	Impaired	Entitled to Vote
Komanoff 2	Allowed Other Secured Claims	Unimpaired	Presumed to Accept

Komanoff 3	Allowed Priority Non-Tax Claims	Unimpaired	Presumed to Accept
Komanoff 4	Allowed FEMA Claims	Impaired	Entitled to Vote
Komanoff 5	Allowed General Unsecured Claims	Impaired	Entitled to Vote
Komanoff 6	Allowed PBGC Unsecured Claim	Impaired	Entitled to Vote

10. Based on the foregoing, (a) the Plan Proponents will solicit to accept or reject the Plan from holders of claims in LBMC and Komanoff Classes 1, 4, 5, and 6 (the “Voting Classes”) and (b) the Plan Proponents will not solicit votes from holders of claims in LBMC and Komanoff Classes 2 and 3 as such claims are unimpaired and deemed to have accepted the Plan, as discussed in Paragraph 26 below.

BASIS FOR RELIEF

Approval of Disclosure Statement

11. The Disclosure Statement should be approved in accordance with the provisions of § 1125 of the Bankruptcy Code. Under § 1125(b) of the Bankruptcy Code, prior to soliciting acceptances with respect to a chapter 11 plan, a debtor must provide holders of claims against the debtor with the proposed plan and a written disclosure statement which has been approved by the court as containing “adequate information”. Specifically, § 1125(b) of the Bankruptcy Code provides, in pertinent part, that:

[a]n acceptance or rejection of a plan may not be solicited after the commencement of the case under this title from a holder of a claim or interest with respect to such claim or interest unless, at the time of or before such solicitation, there is transmitted to such holder the plan or a summary of the plan, and a written disclosure statement approved, after notice and a hearing, by the court as containing adequate information

11 U.S.C. § 1125(b). Section 1125(a) of the Bankruptcy Code further defines adequate information to mean:

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).

12. Thus, a disclosure statement must, as a whole, provide such information as is “reasonably practicable” to permit an “informed judgment” by creditors and interest holders entitled to vote on the plan. *See In re Momentum Mfg. Corp.*, 25 F.3d 1132, 1136 (2d Cir. 1994); *see also In re Adelpia Commc'ns Corp.*, 352 B.R. 592, 600 (Bankr. S.D.N.Y. 2006) (noting that “an adequate disclosure determination requires a bankruptcy court to find not just that there is enough information, but also what is said is not misleading”).

13. Section 1125 of the Bankruptcy Code further provides “in determining whether a disclosure statement provides adequate information, the court shall consider the complexity of the case, the benefit of additional information to creditors and other parties in interest, and the cost of providing additional information...” 11 U.S.C. § 1125(a)(1). To that end, courts are granted broad discretion when reviewing the adequacy of the information contained in a disclosure statement. *See In re Ionosphere Clubs, Inc.*, 179 B.R. 24, 29 (Bankr. S.D.N.Y. 1995); *In re A.H. Robins Co., Inc.*, 880 F.2d 694, 696 (4th Cir. 1989); *In re Texas Extrusion Corp.*, 844 F.2d 1142, 1157 (5th Cir. 1988); *Kirk v. Texaco, Inc.*, 82 B.R. 678, 682 (Bankr. S.D.N.Y. 1988) (noting that “[t]he legislative history could hardly be more clear in granting broad discretion to bankruptcy judges under § 1125(a)”). This grant of discretion was intended to accommodate the

broad range of circumstances that accompany chapter 11 cases. *See* H.R. Rep. No. 595-95, 1st Sess. 408-09 (1977).

14. Accordingly, the determination of whether a disclosure statement contains adequate information is to be made on a case-by-case basis, focusing on the unique facts and circumstances of each case. *See In re Phoenix Petroleum Co.*, 278 B.R. 385, 393 (Bankr. E.D. Pa. 2001); *In re Dakota Rail, Inc.*, 104 B.R. 138, 143 (Bankr. D. Minn. 1989) (holding that the bankruptcy court has “wide discretion to determine on a case by case basis whether a disclosure statement contains adequate information, without burdensome, unnecessary and cumbersome detail”).

15. The Plan Proponents respectfully submit that the proposed Disclosure Statement contains “adequate information” with respect to the Plan within the meaning of § 1125(a) of the Bankruptcy Code, and, provides holders of impaired claims that are entitled to vote to accept or reject the Plan, with sufficient information to make an informed judgment regarding the Plan. Among other things, the Disclosure Statement includes:

- (a) a summary of the Plan, including classification and treatment of Claims against the Debtors;
- (b) general information regarding the Debtors, including an overview of their business, their history, their business operations and the sale of their assets;
- (c) a summary of the Debtors’ prepetition capital structure;
- (d) certain events leading to the filing of the Chapter 11 Cases;
- (e) the relief requested and granted and events occurring during the course of the Chapter 11 Cases to date;
- (f) disclosures regarding certain releases (including third party releases in favor of officers, trustees, and professionals), injunctions, and exculpations provided under the Plan;
- (g) the potential tax consequences of the Plan; and

(h) potential risk factors affecting the Plan.

16. Accordingly, the Plan Proponents seek this Court's approval of the Disclosure Statement as containing adequate information required by § 1125 of the Bankruptcy Code. The Plan Proponents also request that pursuant to § 1125(b) of the Bankruptcy Code, the Plan Proponents be authorized to transmit copies of the Disclosure Statement (together with all exhibits, including the Plan, and related documents), as approved, in the manner and upon such persons as set forth below.

Retention of Garden City Group, LLC, as Notice, Claims, and Solicitation Agent

17. Pursuant to an Order entered on February 26, 2014, the Court authorized the Debtors to employ and retain GCG under 28 U.S.C. § 156(c) as their claims and noticing agent (the "GCG Retention Order") [Docket No. 43]. The Debtors now seek authorization to expand the scope of GCG's retention to include assistance with the solicitation and tabulation of votes to accept or reject the Debtors' Plan. In particular, the Debtors seek authorization to retain GCG under §§ 327(a) and 328 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016 to serve as the Debtors' Notice, Claims, and Solicitation Agent. The Debtors respectfully request that the Court authorize the Notice, Claims, and Solicitation Agent to assist the Debtors in: (a) distributing the relevant solicitation materials; (b) collecting, receiving, tabulating, and reporting votes cast for and against the Plan; (c) certifying to the Court the final voting results; (d) responding to inquiries relating to the solicitation; and (e) providing other solicitation- and tabulation-related services.

18. The expansion of GCG's appointment to include solicitation and tabulation will provide the Debtors with experienced professionals and services that are essential to a successful solicitation. GCG will coordinate with the Debtors' other retained professionals in these Chapter 11 Cases to avoid any unnecessary duplication of services. Accordingly, expanding the retention

of GCG to designate them as Notice, Claims, and Solicitation Agent is in the best interests of the Debtors' estates and all parties in interest.

19. The Debtors propose to compensate GCG on the terms and conditions set forth in the Bankruptcy Administration Agreement, which was attached to the Debtors' *Application for an Order Appointing GCG, Inc., as Claims and Noticing Agent for the Debtors Pursuant to 28 U.S.C. § 156(C), 11 U.S.C. § 105(A), Nunc Pro Tunc to the Petition Date*, filed on February 19, 2014 (the "GCG Retention Application") and was approved by the Court in the GCG Retention Order. The Debtors incorporate the representations made in the GCG Retention Application, including the declaration attached thereto, herein by reference.

20. The Debtors believe that GCG's fees and expenses as Notice, Claims, and Solicitation Agent will be relatively minor. Therefore, to conserve the estates' funds, the Debtors request that if GCG's total fees and expenses for solicitation are less than \$40,000, the Court waive the fee application requirements for GCG and permit GCG to seek payment of those fees and expenses in the ordinary course through the submission of an invoice to the Debtors. If GCG's fees and expenses for solicitation total \$40,000 or more, GCG will apply to the Court for allowances of compensation and reimbursement of out-of-pocket expenses incurred as Notice, Claims, and Solicitation Agent in accordance with any interim compensation procedures approved in these Chapter 11 Cases, Bankruptcy Code §§ 330 and 331, the Bankruptcy Rules, the Local Bankruptcy Rules for the Eastern District of New York and any further orders of the Court.

Procedures for Solicitation

Notice to Creditors

21. Pursuant to Bankruptcy Rule 3017(d), the following materials are required to be distributed to creditors upon the approval of a disclosure statement.

- (1) the plan, or 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 on approving the disclosure statement or a court-approved summary of the opinion.

22. Bankruptcy Rule 3017 and Local Rule 3017-1 also require that notice of the time fixed for filing objections and the hearing on confirmation be mailed to all creditors in accordance with Rule 2002(b), and that a form of ballot (conforming to the appropriate Official Form) be mailed to creditors who are entitled to vote on the Plan.

23. Because the documents required to be distributed pursuant to Bankruptcy Rule 3017(d) and Local Bankruptcy Rule 3017-1 are quite voluminous, the Debtors propose that, in lieu of printing and mailing or transferring electronic copies onto cd-rom or other mediums, GCG post them to the Debtors' dedicated restructuring website at <http://cases.gcginc.com/lob> (the "Reorganization Website"). Further, the Debtors propose to include instructions in the Solicitation Package and Non-Voting Notice (as defined below) on how to access the Reorganization Website and the materials posted thereon. The Debtors believe that such notice will provide ready access to the most up-to-date versions of the Plan, including any supplements, and related documents, and result in substantial savings to the Debtors' estates. Courts in other districts have approved similar procedures in large chapter 11 cases. *See In re American Apparel, Inc., et al.*, Case No. 15-12055 (BLS) (Bankr. D. Del. Nov. 20, 2015); *In re Exide Technologies*, Case No. 13-11482 (KJC) (Bankr. D. Del. Feb. 4, 2015); *In re Borders Group, Inc.*, Case No. 11-10614 (MG) (S.D.N.Y. Nov. 14, 2011).

24. In accordance with Bankruptcy Rules 2002 and 3017(d), the Plan Proponents will transmit to certain creditors who are entitled to vote (the “Voting Parties”), as set forth below, no later than seven (7) days after entry of the Disclosure Statement Order, a solicitation package (the “Solicitation Package”) containing a copy or conformed version of: (a) a notice (the “Confirmation Hearing Notice”), substantially in the form attached hereto as **Exhibit B**, of: (i) the approval of the Disclosure Statement, (ii) the website address to access the Disclosure Statement Order (without exhibits), as approved by the Court, the Disclosure Statement, and the Plan, all as may be amended or supplemented, (iii) contact information for parties wishing to request a hard copy of such documents from GCG; (iv) the date of the Confirmation Hearing, (v) the deadline and procedures for filing objections to confirmation of the Plan, (vi) the treatment of certain contingent, unliquidated and disputed claims for notice and voting purposes, and (vii) the voting deadline for receipt of ballots; and (b) an appropriate ballot with instructions attached thereto (and a postage pre-paid, pre-addressed return envelope) in the form annexed hereto as **Exhibit C**. The Plan Proponents shall not be required to provide the Solicitation Package or Confirmation Hearing Notice or any other notice on account of claims that have been satisfied, waived, withdrawn, disallowed or expunged as of the date of the solicitation. The Plan Proponents submit that the proposed Solicitation Package and manner of service satisfy the requirements of Bankruptcy Rule 3017(d).

25. The Plan Proponents also propose to provide copies of Confirmation Hearing Notice to those persons who have requested notice pursuant to Bankruptcy Rule 2002 and hard copies of the Disclosure Statement Order, the Disclosure Statement, the Plan, and the Confirmation Hearing Notice to the Office of the United States Trustee and counsel to the Committee.

26. Pursuant to § 1126(f) of the Bankruptcy Code, classes of creditors that are not impaired under the Plan are “conclusively presumed to have accepted the plan, and solicitation of acceptances with respect to such class...is not required.” 11 U.S.C. § 1126(f). Accordingly, the Plan Proponents respectfully submit that the transmittal of a Solicitation Package to the holders of unimpaired claims, who are not entitled to vote and are deemed to have accepted the Plan, is not necessary. Specifically, the Plan Proponents propose that they are not required to provide the following categories and classes of claims with a Solicitation package: Administrative Claims, Priority Tax Claims, Professional Fee Claims, LBMC Allowed Other Secured Claims (LBMC Class 2), LBMC Allowed Priority Non-Tax Claims (LBMC Class 3), Komanoff Allowed Other Secured Claims (Komanoff Class 2) and Komanoff Allowed Priority Non-Tax Claims (Komanoff Class 3), (collectively, the “Non-Voting Parties”). The Plan Proponents propose instead, that the Non-Voting Parties receive a notice (the “Non-Voting Notice”), substantially in the form attached hereto as **Exhibit D**, of: (i) the approval of the Disclosure Statement, (ii) the website address to access the Disclosure Statement Order (without exhibits), as approved by the Court, the Disclosure Statement, and the Plan, all as may be amended or supplemented, (iii) contact information for parties wishing to request a hard copy of such documents from GCG; (iv) the date of the Confirmation Hearing, and (v) the deadline and procedures for filing objections to confirmation of the Plan.

27. The Plan Proponents believe that transmittal and mailing of the Solicitation Package and/or the Non-Voting Notice, as applicable, provides adequate notice to creditors and complies with all applicable Bankruptcy Rules.

Voting Record Date

28. The Plan Proponents also request that the Court establish a record date (the “Voting Record Date”) with respect to the solicitation of votes from the Voting Parties. In

particular, the Plan Proponents request that the Court set the date on which the Disclosure Statement Order is entered as the date by which the claims register maintained by GCG, shall be deemed closed. Accordingly, the Plan Proponents and GCG will have no obligation to recognize (for purposes of voting on the Plan) any claim belonging to one of the classes entitled to vote transferred after the Voting Record Date. Instead, the Plan Proponents and GCG will be entitled to recognize and deal for voting purposes with only those record holders set forth in the claims register as of the Voting Record Date, provided, however, that with respect to transfers of claims filed pursuant to Bankruptcy Rule 3001, the transferors of claims shall be deemed holders of such claims as of the Voting Record Date unless the documentation evidencing such transfer was docketed by the Court on or before twenty-one (21) days prior to the Voting Record Date and no timely objection with respect to such transfer was filed by the transferor.

29. The Plan Proponents anticipate that some of the Solicitation Packages or Non-Voting Notices will be returned as undeliverable by the United States Postal Service. To the extent any Solicitation Packages or Non-Voting Notices are returned as undeliverable, the Plan Proponents also seek the Court's approval for a departure from the strict notice rule, and request that they be excused from re-mailing or otherwise re-sending Solicitation Packages and Non-Voting Notices to entities whose mail is returned as "undeliverable" at such addresses or "moved - no forwarding address" or similar marking, unless the Plan Proponents are provided with, or obtain, accurate addresses for such entities by the date that is no less than two weeks before the date of the Confirmation Hearing. Further attempts to mail the Solicitation Packages and other notices without accurate addresses would be wasteful and costly.

Confirmation Hearing Date

30. Bankruptcy Rule 3017(c) provides that “[o]n 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).

31. In addition, Bankruptcy Rule 2002(b) requires at least twenty-eight (28) days’ notice by mail to be given to all creditors of the time fixed for filing objections to, and the hearing to consider, confirmation of a plan. In accordance with Bankruptcy Rules 2002(b) and 3017(c), the Plan Proponents request that the Confirmation Hearing be scheduled for on or about August 9, 2017 at 10:00 a.m. (prevailing Eastern time). The proposed date of the Confirmation Hearing will enable the Plan Proponents to pursue confirmation of the Plan in accordance with all applicable Bankruptcy Rules.

32. In accordance with the Bankruptcy Rules, the Plan Proponents propose to provide within the Confirmation Hearing Notice or the Non-Voting Notice information regarding (i) the Voting Deadline, (ii) the time fixed for filing objections to confirmation of the Plan, (iii) certain disclosures regarding the releases, injunctions, and exculpation provided for in the Plan and (iv) the time, date, and place for the Confirmation Hearing.

33. Given the scope and extent of the Debtors’ past operations and related patient base, as well as the releases and injunctions contained in the Plan, the Plan Proponents believe that it is appropriate to supplement notice of the Confirmation Hearing through publication. Accordingly, in addition to serving the Confirmation Hearing Notice, the Plan Proponents proposes to publish notice of the Confirmation Hearing (the “Confirmation Hearing Publication Notice”), in the form substantially attached hereto as **Exhibit E**, once in such format as is reasonably practicable in a publication agreed to by the Debtors and the Committee, within ten (10) business days after entry of the Disclosure Statement Order. Additionally, the Confirmation

Hearing Notice will be available electronically at the Debtors' case website: <http://cases.gcginc.com/lob>.

34. The Plan Proponents believe that publication of the Confirmation Hearing Notice will provide sufficient notice of the Voting Deadline, the time fixed for filing objections to confirmation of the Plan, the releases and injunctions contained in the Plan, and the time, date, and place of the Confirmation Hearing.

35. The Plan Proponents also request that the Court order that the Confirmation Hearing may be continued from time to time by announcing such continuance in open court or by filing a notice of adjournment, and that the Plan may be modified pursuant to § 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; provided, however, that any such modification does not materially and adversely affect any class of claims under the Plan.

Objections to Confirmation

36. Under Bankruptcy Rules 2002(b) and (d), all creditors and indenture trustees must be given not less than twenty-eight (28) days' notice of the time fixed for filing objections and the hearing to consider confirmation of a chapter 11 plan. 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. Bankr. P. 3020(b)(1).

37. The Plan Proponents request that the Court fix the last date for filing and serving objections to confirmation of the Plan as seven (7) business days before the Confirmation Hearing (the "Objection Deadline"). Setting the Objection Deadline at seven (7) business days before the Confirmation Hearing will provide parties in interest with sufficient time to consider whether to interpose any objections to the Plan, while providing the Court, the Plan Proponents and all parties in interest with sufficient time to consider and, if necessary, respond to any

objections before the Confirmation Hearing. To the extent objections to confirmation are filed, the Plan Proponents request they, and other parties in interest, be authorized to file and serve a reply to any such objections no later than the day prior to the Confirmation Hearing.

38. In addition, the proposed Confirmation Hearing Notice provides, and the Plan Proponents request that the Court direct, any objections or responses to the proposed confirmation of the Plan to: (i) be in writing; (ii) state the name, address, and nature of the claim of the objecting or responding party; (iii) state with particularity the basis and nature of any objection or response and, if practicable, a proposed modification to the Plan that would resolve such objection; (iv) conform to the Bankruptcy Rules and the Local Rules; and (v) be filed electronically no later than the Objection Deadline with the Clerk of the United States Bankruptcy Court for the Eastern District of New York, with a courtesy copy delivered to Judge Trust's Chambers and served so that objections and responses are actually received on or before the Objection Deadline by: (a) the Debtors, (b) counsel for the Debtors, (c) counsel for the Committee, and (d) Office of the United States Trustee (collectively, the "Notice Parties").

39. The Plan Proponents submit that the foregoing procedures will provide adequate notice of the Confirmation Hearing and, accordingly, request that the Court approve these procedures for filing objections to the Plan and any responses thereto.

Treatment of Contingent, Unliquidated, and Disputed Claims

40. The Plan Proponents respectfully request that the Court (i) fix the date that is fourteen (14) days after the service of the Confirmation Hearing Notice as the last day for creditors that hold disputed, contingent or unliquidated claims to file motions for temporary allowance of such claims for purposes of accepting or rejecting the Plan (a "Temporary Allowance Motion") and (ii) fix a date not less than ten (10) days thereafter on which hearings will be held to consider the Temporary Allowance Motions in the event that the parties have not

otherwise resolved a Temporary Allowance Motion through the submission of a stipulation temporarily allowing the claim for voting purposes only.

41. Bankruptcy Rule 3003(c)(2) provides that, “[a]ny creditor or equity security holder whose claim or interest is not scheduled or [is] scheduled as disputed, contingent, or unliquidated shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution,” unless such creditor has timely filed a proof of claim. Notwithstanding this Court’s Order dated February 26, 2014 [Docket No. 41] (and notice thereof), establishing April 25, 2014 as the deadline to file proofs of claim in the Debtors’ Chapter 11 Cases, some creditors of the Debtors whose claims were scheduled as unliquidated, disputed, and/or contingent failed to timely file proofs of claim.¹ Accordingly, the Plan Proponents request that the Court specifically order that any holder of a claim (i) that is listed in the Debtors’ schedules, as disputed, contingent, or unliquidated or scheduled in a zero or unknown amount, and (ii) that is not the subject of a timely filed proof of claim or an Order specifically allowing such claim to be late filed shall not be treated as a creditor with respect to such claim for purposes of receiving distributions under the Plan or for voting on the Plan.

Voting on the Plan and Related Matters

Approval of Ballots

42. The Plan Proponents also request that the Court approve the ballot (with instructions attached thereto), substantially in the form of the proposed ballot annexed hereto as **Exhibit C**, to be used in connection with the solicitation of acceptances of the Plan. The form of the ballot complies with Bankruptcy Rule 3018(c) and is based substantially on Official Form No. 14; with modifications thereto to address the particular aspects of the Debtors’ Chapter 11

¹ Governmental units had until August 18, 2014 to file proofs of claim.

Cases and to include certain additional information that the Plan Proponents believe to be relevant and appropriate for voting purposes. The appropriate ballot form will be distributed to the Voting Parties, the only classes of claims entitled to vote under the Plan. All classes of Claims that are unimpaired under the Plan are conclusively presumed to have accepted the Plan.

43. Voting Deadline for Receipt of Ballots. Pursuant to Bankruptcy Rule 3017(c), at the time of or before the 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.” Fed. R. Bankr. P. 3017(c). The Plan Proponents respectfully request that the Court establish the date that is approximately 37 days from the entry of the Disclosure Statement Order as the last date by which ballots for accepting or rejecting the Plan must be received by GCG in order to be counted (the “Voting Deadline”). This deadline will afford creditors sufficient time to vote and will provide GCG with adequate time to tabulate the ballots expected to be returned. Ballots must be received by GCG by the Voting Deadline, at the address indicated thereon and in the provided return envelope by first class mail, postage prepaid, or by overnight courier, unless otherwise approved in advance by the Plan Proponents in writing.

Summary of Ballots and Notice of Cramdown

44. Pursuant to Local Bankruptcy Rule 3018-1, the Plan Proponents will file a summary of ballots and notice of cramdown no later than seven (7) days prior to the Confirmation Hearing Date (the “Summary of Ballots and Notice of Cramdown”) which shall set forth setting forth the following information:

- (a) a summary of the ballots received;
- (b) whether the Plan proponents propose to confirm the plan over the objection of one or more impaired classes; and

- (c) whether any witnesses other than the Plan Proponents' witness(es) in favor of the plan are expected to testify as to any facts relevant to confirmation.

Procedures for Vote Tabulation

Ballots Counted as Acceptances

45. The Plan Proponents request that, with regard to the tabulation of ballots, the Voting Parties shall be entitled to vote in the dollar amount determined in accordance with the following hierarchy:

- (a) if an Order has been entered by the Court determining the amount of such holder's claim, whether pursuant to Bankruptcy Rule 3018 or otherwise, or if a claim is deemed allowed in accordance with the Plan, then in the amount prescribed by said Order or the Plan;
- (b) if no such Order has been entered, then in the non-contingent, liquidated amount contained in a timely filed proof of claim that is not the subject of an objection on the Voting Record Date, disregarding the portion of the claim, if any, that is contingent or unliquidated, provided, however, that if an objection to the claim is pending as of the Voting Record Date, then in the amount and/or the classification sought in said objection, and claims subject to an objection seeking expungement shall not be entitled to vote unless otherwise ordered by the Court;
- (c) if no such proof of claim has been timely filed, then in the non-contingent, non-disputed, liquidated amount contained in the Debtors' schedules, disregarding the portion of the claim, if any, that is contingent or unliquidated; and
- (d) if a filed claim is wholly unliquidated, wholly contingent or in an unknown or zero amount, then the claim shall be valued in the amount of \$1.00 for voting purposes only. For the avoidance of doubt, any Medical Malpractice/Personal Injury Claim that has not been allowed, irrespective of whether an objection has been filed to such claim, shall be valued at \$1.00 for voting purposes only.

46. Additionally, if the Debtors have paid a scheduled or filed claim prior to the Voting Record Date, the Plan Proponents request that such claim shall be disallowed for voting purposes.

47. Allowance of a claim in accordance with these procedures shall be solely for the purpose of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, such claim and without prejudice to the rights of the Debtors in any other context.

48. The Plan Proponents further request that the following voting procedures apply when tabulating the Ballots:

- (a) For purposes of the numerosity requirement of § 1126(c) of the Bankruptcy Code, separate claims held by a single creditor in a particular class will be aggregated as if such creditor held one claim against the Debtors in such class, and the votes related to such claims will be treated as a single vote to accept or reject the Plan.
- (b) Creditors must vote all of their claims within a particular class either to accept or reject the Plan and may not split their vote. Accordingly, an individual ballot or multiple ballots with respect to multiple claims within a single class that partially rejects and partially accepts the Plan will not be counted.²
- (c) Ballots that fail to indicate an acceptance or rejection of the Plan or that indicate both acceptance and rejection of the Plan, but which are otherwise properly executed and received prior to the Voting Deadline, will not be counted.
- (d) Only ballots that are timely received with signatures will be counted. Unsigned ballots will not be counted.
- (e) Ballots postmarked prior to the Voting Deadline, but received by GCG after the Voting Deadline, will not be counted, unless the Plan Proponents shall have granted in writing an extension of the voting deadline with respect to such ballot.
- (f) Ballots which are illegible, or contain insufficient information to permit the identification of the creditor, will not be counted.

² To the extent that any creditor entitled to vote in a particular class has filed a proof of claim that (i) is duplicative of a previously filed proof of claim (a claim in the same amount, with the same classification and asserting the same basis of claim), or (ii) amends or supersedes a prior proof of claim filed by or on behalf of the same creditor prior to the Voting Record Date, such proof of claim shall supersede the prior proof of claim for voting and tabulation purposes, and such creditor shall be provided, to the extent possible, with only one Solicitation Package and one ballot which shall reflect the vote of only one such claim.

- (g) Ballots cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan will not be counted.
- (h) Ballots sent directly to any of the Debtors, their agents (other than GCG) or the Debtors' financial or legal advisors or to any party other than GCG, will not be counted,
- (i) Any ballot transmitted to GCG by facsimile or other electronic means will not be counted,
- (j) Whenever a creditor casts more than one ballot voting the same claim prior to the Voting Deadline, the last valid ballot received prior to the Voting Deadline shall be deemed to reflect the voter's intent and supersede any prior ballots.
- (k) If a creditor simultaneously casts inconsistent duplicate ballots with respect to the same claim, such ballots shall not be counted.
- (l) Each creditor shall be deemed to have voted the full amount of its claim. Unless otherwise ordered by the Court, questions as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of ballots shall be determined by GCG and the Debtors in their sole discretion, which determination shall be final and binding.

49. If any creditor seeks to challenge the allowance of its claim for voting purposes in accordance with the above procedures, the Plan Proponents request that the Court direct such creditor to serve upon the Plan Proponents and file with the Court a Temporary Allowance Motion in accordance with the procedures set forth above. The Plan Proponents further propose, in accordance with Bankruptcy Rule 3018, that as to any creditor filing a Temporary Allowance Motion, such creditor's Ballot should not be counted unless temporarily allowed by the Court for voting purposes.

50. Ballots may be preprinted with the dollar amounts of claims as reflected in the Debtors' records at the Voting Record Date. If they are so preprinted, then the preprinted amount shall be used in tabulating the votes unless the holder of the claim obtains an Order from the Court under Bankruptcy Rule 3018(a). The amount and classification of a claim listed on a ballot shall be without prejudice to the Debtors' right to file an objection to such claim.

Non-Substantive changes

51. The Plan Proponents seek authorization from the Court to make non-substantive changes to the Disclosure Statement, the Plan, and related documents without further order of the Court, including without limitation 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 Package prior to their mailing.

NOTICE

52. Notice of this Motion has been given to (i) counsel to the Committee, (ii) the United States Trustee; (iii) all creditors; and (iv) all parties who have filed a notice of appearance in these cases pursuant to Bankruptcy Rule 2002. The Plan Proponents submit that no other or further notice need be provided, except to the extent sought in this Motion and approved by the Court.

NO PRIOR REQUEST

No previous application for the relief sought herein has been made by the Plan Proponents to this or any other court.

WHEREFORE, the Plan Proponents respectfully requests that the Court approve this Motion in all respects, enter the Disclosure Statement Order, substantially in the form of **Exhibit A** attached hereto, and grant such other and further relief as is just and proper.

Dated: May 17, 2017
Great Neck, New York

GARFUNKEL WILD, P.C.

By: /s/ Adam T. Berkowitz
Burton S. Weston
Adam T. Berkowitz
Phillip Khezri
111 Great Neck Road
Great Neck, New York 11021
Telephone: (516) 393-2200
Facsimile: (516) 466-5964

*Counsel for the Debtors
and the Debtors in Possession*

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

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In re

Chapter 11

LONG BEACH MEDICAL CENTER, et al.¹,

Case No. 14-70593 (AST)

Debtors.

(Jointly Administered)

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**ORDER, (I) APPROVING DISCLOSURE STATEMENT; (II) SCHEDULING
HEARING ON CONFIRMATION OF THE PLAN; AND (III) APPROVING
RELATED PROCEDURES AND RELIEF**

Upon consideration of the motion (the “Motion”)² of Long Beach Medical Center (“LBMC”) and Long Beach Memorial Nursing Home, Inc. d/b/a The Komanoff Center for Geriatric and Rehabilitative Medicine (“Komanoff”), as debtors and debtors in possession (each a “Debtor”, and collectively the “Debtors” or the “Plan Proponents”), pursuant to §§ 105(a), 502, 1123(a), 1124, 1125, 1126, and 1128 of title 11 of the United States Bankruptcy Code (the “Bankruptcy Code”), Rules 2002, 3003, 3016, 3017, 3018, 3019, and 3020 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 3017-1, 3018-1, 3019-1, 3020-1 and 3020-2 of the Local Rules of this Court (the “Local Rules”), for entry of an Order (i) approving the *Disclosure Statement on Joint Plan of Liquidation under Chapter 11 of the Bankruptcy Code of Long Beach Medical Center, et al.* Pursuant to Section 1125 of the *Bankruptcy Code* (the “Disclosure Statement”) for the *Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code of Long Beach Medical Center, et al.* (the “Plan”), (ii) scheduling a hearing (the “Confirmation Hearing”) to consider confirmation of the Plan; (iii) approving the

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal tax identification number include: Long Beach Medical Center (5084) and Long Beach Memorial Nursing Home, Inc. dba The Komanoff Center for Geriatric and Rehabilitative Medicine (3422).

² Capitalized terms used herein but not otherwise defined herein shall have the meaning ascribed to them in the Motion.

retention of Garden City Group, LLC (“GCG”) as the Debtors’ Notice, Claims, and Solicitation Agent; (iv) establishing a deadline and procedures for filing objections to confirmation of the plan; (v) establishing a deadline and procedures for temporary allowance of claims for voting purposes; (vi) establishing the treatment of certain contingent, unliquidated and disputed claims for notice and voting purposes; (vii) approving form and manner of notice of hearing on confirmation and related issues and approving procedures for distribution of solicitation packages; (viii) approving form of ballot; and (ix) establishing a voting deadline for receipt of ballots, all as set forth in the Motion, and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and notice of the Motion and the opportunity for a hearing on the Motion was appropriate under the particular circumstances; and the Court having reviewed the Motion, and the exhibits thereto, and having considered the statements in support of the relief requested therein at a hearing held before the Court on June 21, 2017 (the “Disclosure Statement Hearing”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Disclosure Statement Hearing establish just cause for the relief granted herein; and upon all prior proceedings had before the Court; and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED that:

1. The relief requested in the Motion is granted in all respects, as more fully described below.

2. Proper, adequate, and sufficient notice of the Motion, the Disclosure Statement Hearing, and the deadline for filing objections to the Disclosure Statement was provided to all creditors and parties in interest.

3. The Disclosure Statement, as it may have been or may be further modified to reflect changes made or ordered on the record at the Disclosure Statement Hearing, is approved as containing “adequate information” within the meaning of § 1125(a) of the Bankruptcy Code. The Disclosure Statement (including all applicable exhibits thereto) provides sufficient notice of and information concerning the injunction, exculpation and release provisions contained in the Plan (including, without limitation, the third party releases), in satisfaction of Bankruptcy Rule 3016(c). Any and all objections to the adequacy of the information contained in the Disclosure Statement not otherwise consensually resolved are hereby overruled.

4. The procedures proposed in the Motion are reasonable and appropriate.

Confirmation Hearing Date

5. The Confirmation Hearing Notice attached to the Motion as Exhibit B is hereby approved.

6. Pursuant to Bankruptcy Rule 3017(c), the hearing to consider confirmation of the Plan, as such Plan may be further modified or amended, shall commence on _____, **2017 at :00 .m.** (prevailing Eastern Time), or as soon thereafter as counsel can be heard, before the Honorable Alan S. Trust, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Eastern District of New York, Alfonse M. D’Amato Federal Courthouse, 290 Federal Plaza, Courtroom 960, Central Islip, New York 11722 (the “Confirmation Hearing”). The Confirmation Hearing may be adjourned from time to time, without further notice to creditors and other parties in interest, by announcing such continuance in open court, all without further notice to parties in interest, and the Plan may be modified pursuant to § 1127 of the

Bankruptcy Code prior to, during, or as a result of the Confirmation Hearing, without further notice to parties in interest; provided, however, that such modifications or amendments do not materially and adversely affect any class of claims in the Plan.

Retention of GCG as Notice, Claims, and Solicitation Agent

7. The Debtors are authorized to retain GCG as Notice, Claims, and Solicitation Agent, in accordance with the Bankruptcy Administration Agreement, dated February 5, 2014, to perform the services necessary to conduct the solicitation of the Plan including (a) distributing the relevant solicitation materials, (b) collecting, receiving, tabulating, and reporting votes cast for and against the Plan, (c) certifying to the Court the final voting results; (d) responding to inquiries relating to the solicitation, and (e) providing other solicitation- and tabulation-related services. If GCG's fees and expenses for solicitation are less than \$40,000, GCG shall be excused from the requirement to file any interim or final fee applications and shall be paid upon the submission of a proper invoice to the Debtors and the Committee in the ordinary course of business. If GCG's fees and expenses for the solicitation total \$40,000 or greater, GCG shall apply to the Court for allowances of compensation and reimbursement of out-of-pocket expenses incurred as Notice, Claims and Solicitation Agent in accordance with any interim compensation procedures approved in these cases, Bankruptcy Code §§ 330 and 331, the Bankruptcy Rules, the Local Rules and any further orders of the Court; otherwise, the requirements for GCG to file interim or fee applications are waived.

Deadline and Procedures for Filing Objections to Confirmation

8. Objections to confirmation of the Plan, including, without limitation, the injunction, release, and exculpation provisions contained therein, shall be served on the Notice

Parties so as to be received on or before _____, **2016 at :00 .m.** (prevailing Eastern Time) (the “Objection Deadline”).

9. In order to be considered, Objections and responses, if any, to Confirmation of the Plan must: (i) be in writing; (ii) state the name, address, and nature of the claim of the objecting or responding party; (iii) state with particularity the basis and nature of any objection or response and, if practicable, a proposed modification to the Plan that would resolve such objection; (iv) conform to the Bankruptcy Rules and the Local Rules; and (v) be filed electronically no later than the Objection Deadline with the Clerk of the United States Bankruptcy Court for the Eastern District of New York, with a courtesy copy delivered to Judge Trust’s Chambers and served so that objections and responses are actually received on or before the Objection Deadline. Objections that do not contain the information described above and that are not filed and served by the Objection Deadline in the manner as set forth above will not be considered and shall be overruled.

**Notices of Confirmation Hearing and Related Issues;
Content and Transmittal of Solicitation Packages, Including Ballots**

10. Pursuant to Bankruptcy Rules 2002 and 3017(d), the Plan Proponents shall transmit or cause to be transmitted to certain creditors, as set forth below, no later than _____, 2017, a solicitation package (the “Solicitation Package”), which is hereby approved, containing a copy or conformed version of:

- (a) a written notice (the “Confirmation Hearing Notice”), substantially in the form attached as Exhibit B to the Motion, of (i) the approval of the Disclosure Statement, (ii) the website address to access the Disclosure Statement Order (without exhibits), as approved by the Court, the Disclosure Statement, and the Plan, all as may be amended or supplemented, (iii) contact information for parties wishing to request a hard copy of such documents from GCG; (iv) the date of the Confirmation Hearing, (v) the deadline and procedures for filing objections to confirmation of the Plan, (vi) the treatment of certain contingent, unliquidated and disputed

claims for notice and voting purposes, and (vii) the voting deadline for receipt of ballots;

- (b) an appropriate ballot with instructions attached thereto (the proposed form of which is attached as Exhibit C to the Motion) and postage prepaid, pre-addressed ballot return envelope.

The Plan Proponents shall provide copies of Confirmation Hearing Notice to those persons who have requested notice pursuant to Bankruptcy Rule 2002 and hard copies of the Disclosure Statement Order, the Disclosure Statement, the Plan, and the Confirmation Hearing Notice to the Office of the United States Trustee and counsel to the Committee.

11. The Plan Proponents shall mail or cause to be mailed a Solicitation Package to each Voting Party. Only the Voting Parties (*i.e.*, creditors in LBMC Classes 1, 4, 5, and 6, and Komanoff Classes 1, 4, 5, and 6) are entitled to vote on the Plan. The Plan Proponents shall not be required to provide the Solicitation Package or Confirmation Hearing Notice, or any other notice, on account of claims that have been satisfied, waived, withdrawn, disallowed or expunged as of the date of solicitation.

12. Pursuant to Bankruptcy Rule 3017(d), the Plan Proponents are not required to transmit a Solicitation Package to the Non-Voting Parties. Instead, the Plan Proponents shall send to each Non-Voting Party the Non-Voting Notice substantially in the form annexed to the Motion as Exhibit D.

13. The Plan Proponents shall not be required to transmit Solicitation Packages or Non-Voting Notices, or re-send the Solicitation Packages or Non-Voting Notices to entities whose mail is returned as ‘undeliverable’ at such addresses or moved – ‘no forwarding address’ or similar marking, unless the Plan Proponents are provided with, or obtain, accurate addresses for such entities by the date that is no less than two weeks before the date of the Confirmation Hearing.

14. In addition to serving the Confirmation Hearing Notice, the Plan Proponents shall publish notice of the Confirmation Hearing (the “Confirmation Hearing Publication Notice”) substantially in the form annexed to the Motion as Exhibit E, once in such format as is reasonably practicable for publication, in a publication agreed to by the Debtors and the Committee, within ten (10) business days after entry of this Order. Additionally, the Plan Proponents shall make the Confirmation Hearing Notice available electronically at the Debtors’ case website: <http://cases.gcginc.com/lob>.

15. The Court finds that this procedure constitutes adequate notice of the Confirmation Hearing and the Voting Deadline and conforms with Bankruptcy Rule 3017(d).

Treatment of Disputed, Contingent or Unliquidated Claims

16. Pursuant to § 105 of the Bankruptcy Code and Bankruptcy Rule 3003(c)(2), any holder of a claim (a) that is listed in the Debtors’ schedules as disputed, contingent or unliquidated or scheduled in a zero or unknown amount, and (b) that is not the subject of a timely filed proof of claim, shall not be treated as a creditor with respect to such claim for purposes of receiving distributions under the Plan, voting on the Plan or receiving additional notices in the Debtors’ Chapter 11 Cases.

Deadline and Procedures for Temporary Allowance of Claims for Voting Purposes

17. Any holder of an objected to, contingent, unliquidated, or disputed claim seeking to have such claim temporarily allowed for voting purposes shall file by _____, **2017 at 5:00 p.m.** (prevailing Eastern Time) (the “Temporary Allowance Deadline”) a motion for temporary allowance of those claims for purposes of accepting or rejecting the Plan (each, a “Temporary Allowance Motion”), with a hearing to be held within ten days thereafter to consider the Temporary Allowance Motions if the parties have not otherwise resolved a Temporary

Allowance Motion through the submission of a stipulation temporarily allowing the claim for voting purposes only.

Establishment of Voting Record Date

18. The date of entry of this Order shall be the voting record date (the “Voting Record Date”) as provided in Bankruptcy Rule 3017(d) for the purposes of determining the Creditors entitled to receive the Solicitation Package. The Voting Record Date shall be the date by which the claims register maintained by GCG, the Debtors’ Notice, Claims, and Solicitation Agent shall be deemed closed for the purposes of determining whether a holder of a claim is a record holder entitled to vote on the Plan. The Plan Proponents and GCG shall have no obligation to recognize for purposes of voting on the Plan the vote of any purported transferee of a claim transferred after the Voting Record Date. With respect to transfers of claims filed pursuant to Bankruptcy Rule 3001, the holder of a claim as of the Voting Record Date shall be the transferor of such claim unless the documentation evidencing such transfer was docketed by the Court on or before 21 days prior to the Voting Record Date and no timely objection with respect to such transfer was filed by the transferor.

Voting Deadline for Receipt of Ballots

19. Pursuant to Bankruptcy Rule 3017(c), to be counted, ballots for accepting or rejecting the Plan must be received by GCG no later than 4:00 p.m. (prevailing Eastern Time) on _____, **2017** (the “Voting Deadline”).

20. Ballots must be addressed to:

If by Mail:
Long Beach Medical Center
c/o Garden City Group, LLC
P.O. Box 10040
Dublin, Ohio 43017-6640

If by hand delivery or overnight courier:
Long Beach Medical Center
c/o Garden City Group, LLC
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017

21. GCG shall tabulate the ballots and certify to the Court the results of the balloting by ____, 2017 at 4:00 p.m. (prevailing U.S. Eastern Time) (the “Ballot Certification Deadline”).

Procedures for Vote Tabulation

22. The ballot, substantially in the form of Exhibit C to the Motion, is hereby approved.

23. To be counted, all ballots must be properly executed, completed and delivered to GCG at the addresses specified thereon so that the ballots are actually received on or before the Voting Deadline, unless extended. The Plan Proponents may (but are not required to), in their sole and absolute discretion, extend the Voting Deadline. Filing a notice of extension with the Court shall be sufficient notice of any general extension. Additionally, the Plan Proponents may, in their discretion, extend the Voting Deadline for a particular Voting Party without extending the Voting Deadline for all Voting Parties.

24. With regard to the tabulation of ballots, holders of claims in LBMC Classes 1, 4, 5, and 6, and Komanoff Classes 1, 4, 5, and 6 shall be entitled to vote in the dollar amount determined in accordance with the following hierarchy:

- (a) if an Order has been entered by the Court determining the amount of such holder’s claim, whether pursuant to Bankruptcy Rule 3018 or otherwise, or if a claim is deemed allowed in accordance with the Plan, then in the amount prescribed by said Order or the Plan;
- (b) if no such Order has been entered, then in the non-contingent, liquidated amount contained in a timely filed proof of claim that is not the subject of an objection on the Voting Record Date, disregarding the portion of the claim, if any, that is contingent or

unliquidated, provided, however, that if an objection to the claim is pending as of the Voting Record Date, then in the amount and/or the classification sought in said objection, and claims subject to an objection seeking expungement shall not be entitled to vote unless otherwise ordered by the Court;

- (c) if no such proof of claim has been timely filed, then in the non-contingent, non-disputed, liquidated amount contained in the Debtors' schedules, disregarding the portion of the claim, if any, that is contingent or unliquidated; and
- (d) if a filed claim is wholly unliquidated, wholly contingent or in an unknown or zero amount, then the claim shall be valued in the amount of \$1.00 for voting purposes only. For the avoidance of doubt, any Medical Malpractice/Personal Injury Claim that has not been allowed, irrespective of whether an objection has been filed to such claim, shall be valued at \$1.00 for voting purposes only.

25. Additionally, if the Debtors have paid or otherwise satisfied a scheduled or filed claim prior to the Voting Record Date, such claim shall be disallowed for voting purposes.

26. The following voting procedures, conventions and assumptions shall apply to the tabulation of the ballots:

- (a) For purposes of the numerosity requirement of § 1126(c) of the Bankruptcy Code, separate claims held by a single creditor in a particular class will be aggregated as if such creditor held one claim against the Debtors in such class, and the votes related to such claims will be treated as a single vote to accept or reject the Plan.
- (b) Creditors must vote all of their claims within a particular class either to accept or reject the Plan and may not split their vote. Accordingly, an individual ballot or multiple ballots with respect to multiple claims within a single class that partially rejects and partially accepts the Plan will not be counted.³

³ To the extent that any creditor entitled to vote in a particular class has filed a proof of claim that (i) is duplicative of a previously filed proof of claim (a claim in the same amount, with the same classification and asserting the same basis of claim), or (ii) amends or supersedes a prior proof of claim filed by or on behalf of the same creditor prior to the Voting Record Date, such proof of claim shall supersede the prior proof of claim for voting and tabulation purposes, and such creditor shall be provided, to the extent possible, with only one Solicitation Package and one ballot which shall reflect the vote of only one such claim.

- (c) Ballots that fail to indicate an acceptance or rejection of the Plan or that indicate both acceptance and rejection of the Plan, but which are otherwise properly executed and received prior to the Voting Deadline, will not be counted.
- (d) Only ballots that are timely received with signatures will be counted. Unsigned ballots will not be counted.
- (e) Ballots postmarked prior to the Voting Deadline, but received by GCG after the Voting Deadline, will not be counted, unless the Plan Proponents shall have granted in writing an extension of the voting deadline with respect to such ballot.
- (f) Ballots which are illegible, or contain insufficient information to permit the identification of the creditor, will not be counted.
- (g) Ballots cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan will not be counted.
- (h) Ballots sent directly to any of the Debtors, their agents (other than GCG) or the Debtors' financial or legal advisors or to any party other than GCG, will not be counted,
- (i) Any ballot transmitted to GCG by facsimile or other electronic means will not be counted,
- (j) Whenever a creditor casts more than one ballot voting the same claim prior to the Voting Deadline, the last valid ballot received prior to the Voting Deadline shall be deemed to reflect the voter's intent and supersede any prior ballots.
- (k) If a creditor simultaneously casts inconsistent duplicate ballots with respect to the same claim, such ballots shall not be counted.
- (l) Each creditor shall be deemed to have voted the full amount of its claim. Unless otherwise ordered by the Court, questions as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of ballots shall be determined by GCG and the Debtors in their sole discretion, which determination shall be final and binding.

27. Prior to mailing the Solicitation Packages or Non-Voting Notices, the Plan Proponents may fill in any missing dates and other information, correct any typographical errors,

and make such other non-material, non-substantive changes as they deem appropriate or as otherwise ordered by the Court at the hearing to approve the Disclosure Statement.

28. If any creditor seeks to challenge the allowance of its claim for voting purposes in accordance with the above procedures, the creditor must serve upon the Plan Proponents and file with the Court a Temporary Allowance Motion in accordance with the procedures set forth above. In accordance with Bankruptcy Rule 3018, the ballot with respect to a claim for which a Temporary Allowance Motion was filed should not be counted unless temporarily allowed by the Court for voting purposes.

29. Ballots may be preprinted with dollar amounts of claims as reflected in the Debtors' records at the Voting Record Date. If ballots are preprinted, then the preprinted amounts shall be used in tabulating the votes unless the holder of the claim obtains an order from the Court under Bankruptcy Rule 3018(a). The amount and classification of a claim listed on a ballot shall be without prejudice to the Plan Proponents' or Plan Administrator's right to object to the claim.

30. GCG is authorized, but not directed to contact any party submitting a ballot to clarify any issues with respect to such submitted ballot if it is ambiguous or not properly completed.

31. Summary of Ballots and Notice of Cramdown: The Plan Proponents shall file a summary of ballots and notice of cramdown no later than seven days prior to the Confirmation Hearing Date which shall set forth setting forth the following information:

- (a) a summary of the ballots received;
- (b) whether the Plan proponents proposes to confirm the plan over the objection of one or more impaired classes; and

- (c) whether any witnesses other than the Plan Proponents' witness(es) in favor of the plan are expected to testify as to any facts relevant to confirmation.

32. Changing Votes. If two or more ballots are cast voting the same claim prior to the Voting Deadline, the last properly executed ballot received prior to the Voting Deadline shall be deemed to reflect the voter's intent and thus supersede any prior ballots.

33. No Vote Splitting; Effect. Creditors that vote must vote all of their claims within a particular Class under the Plan to either accept or reject the Plan and may not split their votes. Accordingly, a ballot (or multiple ballots with respect to multiple claims within a single Plan Class), that partially rejects and partially accepts the Plan will not be counted. For purposes of the numerosity requirement of § 1126(c) of the Bankruptcy Code, separate claims held by a single creditor in a particular class will be aggregated as if the creditor held one claim against the Debtors in that class, and that the votes related to those claims shall be cast on a single ballot and treated as a single vote to accept or reject the Plan, provided however, that the extent that any creditor entitled to vote in a particular class has filed a proof of claim that (i) is duplicative of a previously filed proof of claim (a claim in the same amount, with the same classification and asserting the same basis of claim), or (ii) amends or supersedes a previously filed proof of claim filed by or on behalf of the same creditor, such proof of claim shall supersede the prior proof of claim for voting and tabulation purposes, and such creditor shall be provided, to the extent possible, with only one Solicitation Package and one ballot which shall reflect the vote of only one such claim.

34. In cases where a party has properly executed a ballot and has indicated correction or updates to the mailing address used in the service of its Solicitation Package, either physically on the face of the ballot, or otherwise separately enclosed with the ballot, such corrected or updated mailing address will not be treated as an update to the creditor's address

unless a separate written request is also submitted to the Debtors' claims and balloting agent, GCG, at the address indicated on the ballot.

Service and Notice Is Adequate and Sufficient

35. Service of the Confirmation Hearing Notice, Solicitation Package, Non-Voting Notice, and the other notices and documents described herein in the time and manner set forth in this Order shall be adequate and sufficient and no further notice is necessary.

36. With respect to addresses from which Solicitation Packages and Non-Voting Notices are returned as undeliverable by the United States Postal Service and for which there is no known forwarding address, such persons or entities shall be deemed unknown creditors for notice purposes, and failure to mail copies the Confirmation Hearing Notice, the Solicitation Package, the Non-Voting Notice, and the other notices and documents described herein, shall not constitute a failure to give adequate and sufficient notice to such creditors.

Authorization to Make Non-Substantive Changes

37. The Plan Proponents are authorized to make non-substantive changes to the Disclosure Statement, the Plan, and any related documents without further order of the Court, including, without limitation, 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 Package or Non-Voting Notice prior to their mailing.

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

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In re

Chapter 11

LONG BEACH MEDICAL CENTER, et al.¹,

Case No. 14-70593 (AST)

Debtors.

(Jointly Administered)

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**ORDER, (I) APPROVING DISCLOSURE STATEMENT; (II) SCHEDULING
HEARING ON CONFIRMATION OF THE PLAN; AND (III) APPROVING
RELATED PROCEDURES AND RELIEF**

Upon consideration of the motion (the “Motion”)² of Long Beach Medical Center (“LBMC”) and Long Beach Memorial Nursing Home, Inc. d/b/a The Komanoff Center for Geriatric and Rehabilitative Medicine (“Komanoff”), as debtors and debtors in possession (each a “Debtor”, and collectively the “Debtors” or the “Plan Proponents”), pursuant to §§ 105(a), 502, 1123(a), 1124, 1125, 1126, and 1128 of title 11 of the United States Bankruptcy Code (the “Bankruptcy Code”), Rules 2002, 3003, 3016, 3017, 3018, 3019, and 3020 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 3017-1, 3018-1, 3019-1, 3020-1 and 3020-2 of the Local Rules of this Court (the “Local Rules”), for entry of an Order (i) approving the *Disclosure Statement on Joint Plan of Liquidation under Chapter 11 of the Bankruptcy Code of Long Beach Medical Center, et al.* Pursuant to Section 1125 of the *Bankruptcy Code* (the “Disclosure Statement”) for the *Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code of Long Beach Medical Center, et al.* (the “Plan”), (ii) scheduling a hearing (the “Confirmation Hearing”) to consider confirmation of the Plan; (iii) approving the

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal tax identification number include: Long Beach Medical Center (5084) and Long Beach Memorial Nursing Home, Inc. dba The Komanoff Center for Geriatric and Rehabilitative Medicine (3422).

² Capitalized terms used herein but not otherwise defined herein shall have the meaning ascribed to them in the Motion.

retention of Garden City Group, LLC (“GCG”) as the Debtors’ Notice, Claims, and Solicitation Agent; (iv) establishing a deadline and procedures for filing objections to confirmation of the plan; (v) establishing a deadline and procedures for temporary allowance of claims for voting purposes; (vi) establishing the treatment of certain contingent, unliquidated and disputed claims for notice and voting purposes; (vii) approving form and manner of notice of hearing on confirmation and related issues and approving procedures for distribution of solicitation packages; (viii) approving form of ballot; and (ix) establishing a voting deadline for receipt of ballots, all as set forth in the Motion, and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and notice of the Motion and the opportunity for a hearing on the Motion was appropriate under the particular circumstances; and the Court having reviewed the Motion, and the exhibits thereto, and having considered the statements in support of the relief requested therein at a hearing held before the Court on June 21, 2017 (the “Disclosure Statement Hearing”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Disclosure Statement Hearing establish just cause for the relief granted herein; and upon all prior proceedings had before the Court; and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED that:

1. The relief requested in the Motion is granted in all respects, as more fully described below.

2. Proper, adequate, and sufficient notice of the Motion, the Disclosure Statement Hearing, and the deadline for filing objections to the Disclosure Statement was provided to all creditors and parties in interest.

3. The Disclosure Statement, as it may have been or may be further modified to reflect changes made or ordered on the record at the Disclosure Statement Hearing, is approved as containing “adequate information” within the meaning of § 1125(a) of the Bankruptcy Code. The Disclosure Statement (including all applicable exhibits thereto) provides sufficient notice of and information concerning the injunction, exculpation and release provisions contained in the Plan (including, without limitation, the third party releases), in satisfaction of Bankruptcy Rule 3016(c). Any and all objections to the adequacy of the information contained in the Disclosure Statement not otherwise consensually resolved are hereby overruled.

4. The procedures proposed in the Motion are reasonable and appropriate.

Confirmation Hearing Date

5. The Confirmation Hearing Notice attached to the Motion as Exhibit B is hereby approved.

6. Pursuant to Bankruptcy Rule 3017(c), the hearing to consider confirmation of the Plan, as such Plan may be further modified or amended, shall commence on _____, **2017 at :00 .m.** (prevailing Eastern Time), or as soon thereafter as counsel can be heard, before the Honorable Alan S. Trust, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Eastern District of New York, Alfonse M. D’Amato Federal Courthouse, 290 Federal Plaza, Courtroom 960, Central Islip, New York 11722 (the “Confirmation Hearing”). The Confirmation Hearing may be adjourned from time to time, without further notice to creditors and other parties in interest, by announcing such continuance in open court, all without further notice to parties in interest, and the Plan may be modified pursuant to § 1127 of the

Bankruptcy Code prior to, during, or as a result of the Confirmation Hearing, without further notice to parties in interest; provided, however, that such modifications or amendments do not materially and adversely affect any class of claims in the Plan.

Retention of GCG as Notice, Claims, and Solicitation Agent

7. The Debtors are authorized to retain GCG as Notice, Claims, and Solicitation Agent, in accordance with the Bankruptcy Administration Agreement, dated February 5, 2014, to perform the services necessary to conduct the solicitation of the Plan including (a) distributing the relevant solicitation materials, (b) collecting, receiving, tabulating, and reporting votes cast for and against the Plan, (c) certifying to the Court the final voting results; (d) responding to inquiries relating to the solicitation, and (e) providing other solicitation- and tabulation-related services. If GCG's fees and expenses for solicitation are less than \$40,000, GCG shall be excused from the requirement to file any interim or final fee applications and shall be paid upon the submission of a proper invoice to the Debtors and the Committee in the ordinary course of business. If GCG's fees and expenses for the solicitation total \$40,000 or greater, GCG shall apply to the Court for allowances of compensation and reimbursement of out-of-pocket expenses incurred as Notice, Claims and Solicitation Agent in accordance with any interim compensation procedures approved in these cases, Bankruptcy Code §§ 330 and 331, the Bankruptcy Rules, the Local Rules and any further orders of the Court; otherwise, the requirements for GCG to file interim or fee applications are waived.

Deadline and Procedures for Filing Objections to Confirmation

8. Objections to confirmation of the Plan, including, without limitation, the injunction, release, and exculpation provisions contained therein, shall be served on the Notice

Parties so as to be received on or before _____, **2016 at :00 .m.** (prevailing Eastern Time) (the “Objection Deadline”).

9. In order to be considered, Objections and responses, if any, to Confirmation of the Plan must: (i) be in writing; (ii) state the name, address, and nature of the claim of the objecting or responding party; (iii) state with particularity the basis and nature of any objection or response and, if practicable, a proposed modification to the Plan that would resolve such objection; (iv) conform to the Bankruptcy Rules and the Local Rules; and (v) be filed electronically no later than the Objection Deadline with the Clerk of the United States Bankruptcy Court for the Eastern District of New York, with a courtesy copy delivered to Judge Trust’s Chambers and served so that objections and responses are actually received on or before the Objection Deadline. Objections that do not contain the information described above and that are not filed and served by the Objection Deadline in the manner as set forth above will not be considered and shall be overruled.

**Notices of Confirmation Hearing and Related Issues;
Content and Transmittal of Solicitation Packages, Including Ballots**

10. Pursuant to Bankruptcy Rules 2002 and 3017(d), the Plan Proponents shall transmit or cause to be transmitted to certain creditors, as set forth below, no later than _____, 2017, a solicitation package (the “Solicitation Package”), which is hereby approved, containing a copy or conformed version of:

- (a) a written notice (the “Confirmation Hearing Notice”), substantially in the form attached as Exhibit B to the Motion, of (i) the approval of the Disclosure Statement, (ii) the website address to access the Disclosure Statement Order (without exhibits), as approved by the Court, the Disclosure Statement, and the Plan, all as may be amended or supplemented, (iii) contact information for parties wishing to request a hard copy of such documents from GCG; (iv) the date of the Confirmation Hearing, (v) the deadline and procedures for filing objections to confirmation of the Plan, (vi) the treatment of certain contingent, unliquidated and disputed

claims for notice and voting purposes, and (vii) the voting deadline for receipt of ballots;

- (b) an appropriate ballot with instructions attached thereto (the proposed form of which is attached as Exhibit C to the Motion) and postage prepaid, pre-addressed ballot return envelope.

The Plan Proponents shall provide copies of Confirmation Hearing Notice to those persons who have requested notice pursuant to Bankruptcy Rule 2002 and hard copies of the Disclosure Statement Order, the Disclosure Statement, the Plan, and the Confirmation Hearing Notice to the Office of the United States Trustee and counsel to the Committee.

11. The Plan Proponents shall mail or cause to be mailed a Solicitation Package to each Voting Party. Only the Voting Parties (*i.e.*, creditors in LBMC Classes 1, 4, 5, and 6, and Komanoff Classes 1, 4, 5, and 6) are entitled to vote on the Plan. The Plan Proponents shall not be required to provide the Solicitation Package or Confirmation Hearing Notice, or any other notice, on account of claims that have been satisfied, waived, withdrawn, disallowed or expunged as of the date of solicitation.

12. Pursuant to Bankruptcy Rule 3017(d), the Plan Proponents are not required to transmit a Solicitation Package to the Non-Voting Parties. Instead, the Plan Proponents shall send to each Non-Voting Party the Non-Voting Notice substantially in the form annexed to the Motion as Exhibit D.

13. The Plan Proponents shall not be required to transmit Solicitation Packages or Non-Voting Notices, or re-send the Solicitation Packages or Non-Voting Notices to entities whose mail is returned as ‘undeliverable’ at such addresses or moved – ‘no forwarding address’ or similar marking, unless the Plan Proponents are provided with, or obtain, accurate addresses for such entities by the date that is no less than two weeks before the date of the Confirmation Hearing.

14. In addition to serving the Confirmation Hearing Notice, the Plan Proponents shall publish notice of the Confirmation Hearing (the “Confirmation Hearing Publication Notice”) substantially in the form annexed to the Motion as Exhibit E, once in such format as is reasonably practicable for publication, in a publication agreed to by the Debtors and the Committee, within ten (10) business days after entry of this Order. Additionally, the Plan Proponents shall make the Confirmation Hearing Notice available electronically at the Debtors’ case website: <http://cases.gcginc.com/lob>.

15. The Court finds that this procedure constitutes adequate notice of the Confirmation Hearing and the Voting Deadline and conforms with Bankruptcy Rule 3017(d).

Treatment of Disputed, Contingent or Unliquidated Claims

16. Pursuant to § 105 of the Bankruptcy Code and Bankruptcy Rule 3003(c)(2), any holder of a claim (a) that is listed in the Debtors’ schedules as disputed, contingent or unliquidated or scheduled in a zero or unknown amount, and (b) that is not the subject of a timely filed proof of claim, shall not be treated as a creditor with respect to such claim for purposes of receiving distributions under the Plan, voting on the Plan or receiving additional notices in the Debtors’ Chapter 11 Cases.

Deadline and Procedures for Temporary Allowance of Claims for Voting Purposes

17. Any holder of an objected to, contingent, unliquidated, or disputed claim seeking to have such claim temporarily allowed for voting purposes shall file by _____, **2017 at 5:00 p.m.** (prevailing Eastern Time) (the “Temporary Allowance Deadline”) a motion for temporary allowance of those claims for purposes of accepting or rejecting the Plan (each, a “Temporary Allowance Motion”), with a hearing to be held within ten days thereafter to consider the Temporary Allowance Motions if the parties have not otherwise resolved a Temporary

Allowance Motion through the submission of a stipulation temporarily allowing the claim for voting purposes only.

Establishment of Voting Record Date

18. The date of entry of this Order shall be the voting record date (the “Voting Record Date”) as provided in Bankruptcy Rule 3017(d) for the purposes of determining the Creditors entitled to receive the Solicitation Package. The Voting Record Date shall be the date by which the claims register maintained by GCG, the Debtors’ Notice, Claims, and Solicitation Agent shall be deemed closed for the purposes of determining whether a holder of a claim is a record holder entitled to vote on the Plan. The Plan Proponents and GCG shall have no obligation to recognize for purposes of voting on the Plan the vote of any purported transferee of a claim transferred after the Voting Record Date. With respect to transfers of claims filed pursuant to Bankruptcy Rule 3001, the holder of a claim as of the Voting Record Date shall be the transferor of such claim unless the documentation evidencing such transfer was docketed by the Court on or before 21 days prior to the Voting Record Date and no timely objection with respect to such transfer was filed by the transferor.

Voting Deadline for Receipt of Ballots

19. Pursuant to Bankruptcy Rule 3017(c), to be counted, ballots for accepting or rejecting the Plan must be received by GCG no later than 4:00 p.m. (prevailing Eastern Time) on _____, **2017** (the “Voting Deadline”).

20. Ballots must be addressed to:

If by Mail:
Long Beach Medical Center
c/o Garden City Group, LLC
P.O. Box 10040
Dublin, Ohio 43017-6640

If by hand delivery or overnight courier:

Long Beach Medical Center
c/o Garden City Group, LLC
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017

21. GCG shall tabulate the ballots and certify to the Court the results of the balloting by ____, 2017 at 4:00 p.m. (prevailing U.S. Eastern Time) (the “Ballot Certification Deadline”).

Procedures for Vote Tabulation

22. The ballot, substantially in the form of Exhibit C to the Motion, is hereby approved.

23. To be counted, all ballots must be properly executed, completed and delivered to GCG at the addresses specified thereon so that the ballots are actually received on or before the Voting Deadline, unless extended. The Plan Proponents may (but are not required to), in their sole and absolute discretion, extend the Voting Deadline. Filing a notice of extension with the Court shall be sufficient notice of any general extension. Additionally, the Plan Proponents may, in their discretion, extend the Voting Deadline for a particular Voting Party without extending the Voting Deadline for all Voting Parties.

24. With regard to the tabulation of ballots, holders of claims in LBMC Classes 1, 4, 5, and 6, and Komanoff Classes 1, 4, 5, and 6 shall be entitled to vote in the dollar amount determined in accordance with the following hierarchy:

- (a) if an Order has been entered by the Court determining the amount of such holder’s claim, whether pursuant to Bankruptcy Rule 3018 or otherwise, or if a claim is deemed allowed in accordance with the Plan, then in the amount prescribed by said Order or the Plan;
- (b) if no such Order has been entered, then in the non-contingent, liquidated amount contained in a timely filed proof of claim that is not the subject of an objection on the Voting Record Date, disregarding the portion of the claim, if any, that is contingent or

unliquidated, provided, however, that if an objection to the claim is pending as of the Voting Record Date, then in the amount and/or the classification sought in said objection, and claims subject to an objection seeking expungement shall not be entitled to vote unless otherwise ordered by the Court;

- (c) if no such proof of claim has been timely filed, then in the non-contingent, non-disputed, liquidated amount contained in the Debtors' schedules, disregarding the portion of the claim, if any, that is contingent or unliquidated; and
- (d) if a filed claim is wholly unliquidated, wholly contingent or in an unknown or zero amount, then the claim shall be valued in the amount of \$1.00 for voting purposes only. For the avoidance of doubt, any Medical Malpractice/Personal Injury Claim that has not been allowed, irrespective of whether an objection has been filed to such claim, shall be valued at \$1.00 for voting purposes only.

25. Additionally, if the Debtors have paid or otherwise satisfied a scheduled or filed claim prior to the Voting Record Date, such claim shall be disallowed for voting purposes.

26. The following voting procedures, conventions and assumptions shall apply to the tabulation of the ballots:

- (a) For purposes of the numerosity requirement of § 1126(c) of the Bankruptcy Code, separate claims held by a single creditor in a particular class will be aggregated as if such creditor held one claim against the Debtors in such class, and the votes related to such claims will be treated as a single vote to accept or reject the Plan.
- (b) Creditors must vote all of their claims within a particular class either to accept or reject the Plan and may not split their vote. Accordingly, an individual ballot or multiple ballots with respect to multiple claims within a single class that partially rejects and partially accepts the Plan will not be counted.³

³ To the extent that any creditor entitled to vote in a particular class has filed a proof of claim that (i) is duplicative of a previously filed proof of claim (a claim in the same amount, with the same classification and asserting the same basis of claim), or (ii) amends or supersedes a prior proof of claim filed by or on behalf of the same creditor prior to the Voting Record Date, such proof of claim shall supersede the prior proof of claim for voting and tabulation purposes, and such creditor shall be provided, to the extent possible, with only one Solicitation Package and one ballot which shall reflect the vote of only one such claim.

- (c) Ballots that fail to indicate an acceptance or rejection of the Plan or that indicate both acceptance and rejection of the Plan, but which are otherwise properly executed and received prior to the Voting Deadline, will not be counted.
- (d) Only ballots that are timely received with signatures will be counted. Unsigned ballots will not be counted.
- (e) Ballots postmarked prior to the Voting Deadline, but received by GCG after the Voting Deadline, will not be counted, unless the Plan Proponents shall have granted in writing an extension of the voting deadline with respect to such ballot.
- (f) Ballots which are illegible, or contain insufficient information to permit the identification of the creditor, will not be counted.
- (g) Ballots cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan will not be counted.
- (h) Ballots sent directly to any of the Debtors, their agents (other than GCG) or the Debtors' financial or legal advisors or to any party other than GCG, will not be counted,
- (i) Any ballot transmitted to GCG by facsimile or other electronic means will not be counted,
- (j) Whenever a creditor casts more than one ballot voting the same claim prior to the Voting Deadline, the last valid ballot received prior to the Voting Deadline shall be deemed to reflect the voter's intent and supersede any prior ballots.
- (k) If a creditor simultaneously casts inconsistent duplicate ballots with respect to the same claim, such ballots shall not be counted.
- (l) Each creditor shall be deemed to have voted the full amount of its claim. Unless otherwise ordered by the Court, questions as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of ballots shall be determined by GCG and the Debtors in their sole discretion, which determination shall be final and binding.

27. Prior to mailing the Solicitation Packages or Non-Voting Notices, the Plan Proponents may fill in any missing dates and other information, correct any typographical errors,

and make such other non-material, non-substantive changes as they deem appropriate or as otherwise ordered by the Court at the hearing to approve the Disclosure Statement.

28. If any creditor seeks to challenge the allowance of its claim for voting purposes in accordance with the above procedures, the creditor must serve upon the Plan Proponents and file with the Court a Temporary Allowance Motion in accordance with the procedures set forth above. In accordance with Bankruptcy Rule 3018, the ballot with respect to a claim for which a Temporary Allowance Motion was filed should not be counted unless temporarily allowed by the Court for voting purposes.

29. Ballots may be preprinted with dollar amounts of claims as reflected in the Debtors' records at the Voting Record Date. If ballots are preprinted, then the preprinted amounts shall be used in tabulating the votes unless the holder of the claim obtains an order from the Court under Bankruptcy Rule 3018(a). The amount and classification of a claim listed on a ballot shall be without prejudice to the Plan Proponents' or Plan Administrator's right to object to the claim.

30. GCG is authorized, but not directed to contact any party submitting a ballot to clarify any issues with respect to such submitted ballot if it is ambiguous or not properly completed.

31. Summary of Ballots and Notice of Cramdown: The Plan Proponents shall file a summary of ballots and notice of cramdown no later than seven days prior to the Confirmation Hearing Date which shall set forth setting forth the following information:

- (a) a summary of the ballots received;
- (b) whether the Plan proponents proposes to confirm the plan over the objection of one or more impaired classes; and

- (c) whether any witnesses other than the Plan Proponents' witness(es) in favor of the plan are expected to testify as to any facts relevant to confirmation.

32. Changing Votes. If two or more ballots are cast voting the same claim prior to the Voting Deadline, the last properly executed ballot received prior to the Voting Deadline shall be deemed to reflect the voter's intent and thus supersede any prior ballots.

33. No Vote Splitting; Effect. Creditors that vote must vote all of their claims within a particular Class under the Plan to either accept or reject the Plan and may not split their votes. Accordingly, a ballot (or multiple ballots with respect to multiple claims within a single Plan Class), that partially rejects and partially accepts the Plan will not be counted. For purposes of the numerosity requirement of § 1126(c) of the Bankruptcy Code, separate claims held by a single creditor in a particular class will be aggregated as if the creditor held one claim against the Debtors in that class, and that the votes related to those claims shall be cast on a single ballot and treated as a single vote to accept or reject the Plan, provided however, that the extent that any creditor entitled to vote in a particular class has filed a proof of claim that (i) is duplicative of a previously filed proof of claim (a claim in the same amount, with the same classification and asserting the same basis of claim), or (ii) amends or supersedes a previously filed proof of claim filed by or on behalf of the same creditor, such proof of claim shall supersede the prior proof of claim for voting and tabulation purposes, and such creditor shall be provided, to the extent possible, with only one Solicitation Package and one ballot which shall reflect the vote of only one such claim.

34. In cases where a party has properly executed a ballot and has indicated correction or updates to the mailing address used in the service of its Solicitation Package, either physically on the face of the ballot, or otherwise separately enclosed with the ballot, such corrected or updated mailing address will not be treated as an update to the creditor's address

unless a separate written request is also submitted to the Debtors' claims and balloting agent, GCG, at the address indicated on the ballot.

Service and Notice Is Adequate and Sufficient

35. Service of the Confirmation Hearing Notice, Solicitation Package, Non-Voting Notice, and the other notices and documents described herein in the time and manner set forth in this Order shall be adequate and sufficient and no further notice is necessary.

36. With respect to addresses from which Solicitation Packages and Non-Voting Notices are returned as undeliverable by the United States Postal Service and for which there is no known forwarding address, such persons or entities shall be deemed unknown creditors for notice purposes, and failure to mail copies the Confirmation Hearing Notice, the Solicitation Package, the Non-Voting Notice, and the other notices and documents described herein, shall not constitute a failure to give adequate and sufficient notice to such creditors.

Authorization to Make Non-Substantive Changes

37. The Plan Proponents are authorized to make non-substantive changes to the Disclosure Statement, the Plan, and any related documents without further order of the Court, including, without limitation, 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 Package or Non-Voting Notice prior to their mailing.

EXHIBIT B

GARFUNKEL WILD, P.C.
111 Great Neck Road
Great Neck, New York 11021
Telephone: (516) 393-2588
Facsimile: (516) 466-5964
Burton S. Weston
Adam T. Berkowitz
Phillip Khezri

*Counsel for the Debtors
And Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

-----X	
In re	Chapter 11
LONG BEACH MEDICAL CENTER, <u>et al.</u> ,	Case No. 14-70593 (AST)
Debtors.	(Jointly Administered)
-----X	

**NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT;
(II) HEARING ON CONFIRMATION OF PLAN OF REORGANIZATION;
(III) DEADLINE FOR FILING OBJECTIONS TO CONFIRMATION
OF THE PLAN; (IV) DEADLINE AND PROCEDURES FOR
TEMPORARY ALLOWANCE OF CLAIMS; (V) TREATMENT OF
DISPUTED, CONTINGENT OR UNLIQUIDATED CLAIMS;
AND (VI) VOTING DEADLINE FOR RECEIPT OF BALLOTS**

TO: ALL CREDITORS AND OTHER PARTIES IN INTEREST
WHO HAVE FILED AND SERVED A NOTICE OF APPEARANCE

PLEASE TAKE NOTICE that, upon the motion dated May 17, 2017 (the “Motion”)¹ of Long Beach Medical Center (“LBMC”) and Long Beach Memorial Nursing Home, Inc. d/b/a The Komanoff Center for Geriatric and Rehabilitative Medicine (“Komanoff”), as debtors and debtors-in-possession (each a “Debtor”, and collectively the “Debtors” or the “Plan Proponents”), and after a hearing held on June 21, 2017, the Court entered an Order on _____, 2017 (the “Disclosure Statement Order”), providing for the following:

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion or in the Plan (defined below), as applicable.

Approval of Disclosure Statement

1. Pursuant to § 1125 of the Bankruptcy Code and Bankruptcy Rule 3017(b), the *Disclosure Statement on Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code of Long Beach Medical Center, et al.*, Pursuant to Section 1125 of the Bankruptcy Code dated May 17, 2017 (as it may be amended or otherwise modified, the “Disclosure Statement”) for the *Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code of Long Beach Medical Center, et al.* dated May 17, 2017 (as it may be amended or otherwise modified, the “Plan”) is approved in all respects.

Obtaining Solicitation Materials

PURSUANT TO THE DISCLOSURE STATEMENT ORDER, YOU HAVE NOT RECEIVED A PRINTED COPY OF THE DISCLOSURE STATEMENT ORDER, DISCLOSURE STATEMENT, OR PLAN. HOWEVER, COPIES OF SUCH DOCUMENTS MAY BE OBTAINED AND ARE AVAILABLE FOR REVIEW WITHOUT CHARGE: (i) AT THE WEBSITE OF GARDEN CITY GROUP, LLC, (“GCG”) THE BANKRUPTCY COURT APPROVED NOTICE, CLAIMS AND SOLICITATION AGENT, <http://cases.gcginc.com/lob>, (ii) BY CONTACTING GCG BY TELEPHONE, (877) 900-4498, OR (iii) BY ELECTRONIC MAIL, lobinfo@gardencitygroup.com. SUCH DOCUMENTS ARE ALSO AVAILABLE ON THE COURT’S WEBSITE: www.nyeb.uscourts.gov for a fee.

Confirmation Hearing Date

2. Pursuant to Bankruptcy Rule 3017(c), the hearing to consider confirmation of the Plan (the “Confirmation Hearing”), shall commence on _____, **2017 at :00 a.m.** (prevailing Eastern Time), or as soon thereafter as counsel may be heard, before the Honorable Alan S. Trust, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Eastern District of New York, Alfonse M. D’Amato Federal Courthouse, Courtroom 960, 290 Federal Plaza, Central Islip, New York 11722. The Confirmation Hearing may be continued from time to time by announcing such continuance in open Court or upon the Plan Proponents filing of a notice of adjournment, all without further notice to parties in interest. The Plan may

be modified pursuant to § 1127 of the Bankruptcy Code prior to, during, or as a result of the Confirmation Hearing, without further notice to creditors and parties in interest; *provided, however,* that the modification does not materially and adversely affect any class of claims in the Plan.

Deadline and Procedures for Filing Objections to Confirmation

3. Pursuant to Bankruptcy Rule 3020 (b)(1), _____, **2017 at 4:00 p.m.** (prevailing Eastern Time) is fixed as the last date for filing and serving objections to confirmation of the Plan (the “Objection Deadline”).

4. To be considered, objections to confirmation of the Plan must: (i) be in writing; (ii) state the name, address, and nature of the claim of the objecting or responding party; (iii) state with particularity the basis and nature of any objection or response and, if practicable, a proposed modification to the Plan that would resolve such objection; (iv) conform to the Bankruptcy Rules and the Local Rules; (v) be filed electronically no later than the Objection Deadline with the Clerk of the United States Bankruptcy Court for the Eastern District of New York, with a courtesy copy delivered to Judge Trust’s Chambers; and (vi) served, in accordance with Bankruptcy Rule 3020(b) and this paragraph, so that they are actually received no later than the Objection Deadline by the following:

For the Debtors:

Garfunkel Wild, P.C.
111 Great Neck Road
Great Neck, New York 11021
Telephone:(516) 393-2200
Facsimile: (516) 466-5964
Attn: Burton S. Weston
Adam T. Berkowitz
Phillip Khezri

For the Official Committee of

Unsecured Creditors:
Klestadt Winters Jureller Southard &
Stevens, LLP
200 West 41st Street, 17th Floor
New York, New York 10036
Telephone: (212) 972-3000
Attn: Sean C. Southard
Fred Stevens
Lauren C. Kiss

For the United States Trustee:

Alfonse D’Amato Federal Courthouse
560 Federal Plaza
Central Islip, NY 11722
Attn: Alfred M. Dimino

Objections that do not contain the information described above and that are not filed and served by the time and date and in the manner set forth above will not be considered and shall be overruled.

Deadline and Procedures for Temporary Allowance of Claims for Voting Purposes

5. Any holder of an objected to, contingent, unliquidated, or disputed claim seeking to have such claim allowed for voting purposes shall file by _____, **2017 at 5:00 p.m.** (prevailing Eastern Time) a motion for temporary allowance of the claim (a “Temporary Allowance Motion”) for voting purposes, with a hearing on the motion to be held on not less than ten (10) days notice on a date and time scheduled by the Court. If a holder of such claim does not timely file a Temporary Allowance Motion, the holder will not be entitled to vote on the Plan.

Treatment of Disputed, Contingent or Unliquidated Claims

6. Pursuant to § 105 of the Bankruptcy Code and Bankruptcy Rule 3003(c)(2), any holder of a claim that is (a) listed in the Debtors’ schedules as disputed, contingent or unliquidated and (b) not the subject of a timely filed proof of claim, shall not be treated as a creditor with respect to that claim for purposes of receiving distributions under the Plan or voting on the Plan.

Establishment of Voting Record Date

7. _____, **2017 at 4:00 p.m.** (prevailing Eastern Time) is the date and time by which the claims register maintained by GCG shall be deemed closed for purposes of determining whether a holder of a claim is a record holder entitled to vote on the Plan (the “Voting Record Date”). The Plan Proponents and GCG shall have no obligation to recognize for purposes of voting on the Plan the vote of any purported transferee of a Claim transferred after the Voting Record Date. With respect to transfers of claims filed pursuant to Bankruptcy Rule 3001, the holder of a claim as of the Voting Record Date shall be the transferor of such claim unless the documentation evidencing such transfer was docketed by the Court on or before 21 days prior to the Voting Record Date and no timely objection with respect to the transfer was filed by the transferor.

Voting Deadline for Receipt of Ballots

8. Pursuant to Bankruptcy Rule 3017(c), to be counted, ballots for accepting or rejecting the Plan must be received by GCG in the form and manner, and at the address indicated on the ballot, by no later than 4:00 p.m. (prevailing Eastern Time), on _____, **2017** (the "Voting Deadline"). Ballots may *not* be cast by facsimile transmission.

9. Ballots that are not received by the Voting Deadline will not be counted.

PLEASE TAKE FURTHER NOTICE, that in connection with the confirmation of the Plan, the Plan Proponents are seeking approval of the following provisions, including injunctions, releases (including third-party releases) and exculpations, the approval of which may affect your rights:

Executory Contracts and Unexpired Leases

10. **The Plan provides that effective on and as of the Confirmation Date, all Executory Contracts are specifically deemed rejected, except for any Executory Contract (a) that has been specifically assumed or assumed and assigned by the Debtors on or before the Confirmation Date with the approval of the Court, (b) in respect of which a motion for assumption or assumption and assignment has been filed with the Court on or before the Confirmation Date, or (c) that is specifically designated as a contract to be assumed on a schedule or supplement to the Plan.**

11. **The Plan further provides that the entry of the Confirmation Order by the Clerk of the Court (subject to the condition that the Effective Date occur) shall constitute (a) the approval, pursuant to §§ 365(a) and 1123(b)(2) of the Bankruptcy Code, of the assumption or assumption and assignment of any Executory Contracts assumed or assumed and assigned pursuant to Section 8.1 of the Plan, and (b) the approval, pursuant to §§ 365(a) and 1123(b)(2) of the Bankruptcy Code, of the rejection of any Executory Contracts rejected pursuant to Section 8.1 of the Plan.**

Employee Related Agreements

12. **The Plan also provides that to the extent not previously terminated, all employment and severance agreements and policies, and all employee compensation and benefit plans, policies and programs of the Debtors applicable generally to their respective current employees or officers as in effect on the Confirmation Date, including, without limitation, all savings plans, retirement plans, health care plans, disability plans, severance benefit plans, incentive plans and life, accidental death and dismemberment insurance plans, shall be deemed terminated under the Plan, effective as of the Confirmation Date.**

Additional Injunctions, Releases and Exculpations

13. The Plan provides, among other things, that as of the Effective Date, and except as otherwise provided in the Plan, all Persons that have held, currently hold or may hold a Claim against the Debtors, are enjoined from taking any of the following actions against the Debtors, the Plan Administrator, the Committee or members thereof, the Post Effective Date Committee or members thereof, present and former directors, officers, trustees, agents, attorneys, advisors, members or employees of the Debtors, or any of their respective successors or assigns, or any of their respective assets or properties, on account of any Claim against the Debtors: (a) commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding of any kind with respect to a Claim against the Debtors; (b) enforcing, levying, attaching, collecting or otherwise recovering in any manner or by any means, whether directly or indirectly, any judgment, award, decree or order with respect to a Claim against the Debtors; (c) creating, perfecting or enforcing in any manner, directly or indirectly, any lien or encumbrance of any kind with respect to a Claim against the Debtors; (d) asserting any setoff, right of subrogation or recoupment of any kind, directly or indirectly, against any Debt, liability or obligation due to the Debtors or their property or Assets with respect to a Claim against the Debtors; and (e) proceeding in any manner in any place whatsoever that does not conform to or comply with or is inconsistent with the provisions of the Plan; provided, however, nothing in such injunction shall preclude the Holder of a Claim against the Debtors from pursuing any applicable insurance after the Cases are closed, from seeking discovery in actions against third parties or from pursuing third-party insurance that does not cover Claims against the Debtors; provided further, however, nothing in such injunction shall limit the rights of a Holder of an Allowed Claim against the Debtors to enforce the terms of the Plan.

14. The Plan additionally provides that under its terms and provisions, upon the Effective Date, the Debtors conclusively, absolutely, unconditionally, irrevocably and forever release and discharge each of the Debtors' Release Parties² of and from any and all past, present and future legal actions, causes of action, choses in action, rights, demands, suits, claims, liabilities, encumbrances, lawsuits, adverse consequences, amounts paid in settlement, costs, fees, damages, debts, deficiencies, diminution in value, disbursements, expenses, losses and other obligations of any kind, character or nature whatsoever, whether in law, equity or otherwise (including, without limitation, those arising under applicable non-bankruptcy law, and any and all alter-ego, lender liability, indemnification or contribution theories of recovery, and interest or other costs, penalties,

² "Debtors' Release Parties" means, collectively, and in each case, solely in such capacity, the Debtors' current and former directors, officers, and trustees, the Committee, each current and former member of the Committee and, with respect to each of the foregoing, their respective officers, directors, managers, members, accountants, financial advisors, investment bankers, agents, restructuring advisors, attorneys, representatives or other professionals serving during the pendency of the Cases (solely acting in their capacities as such).

legal, accounting and other professional fees and expenses, and incidental, consequential and punitive damages payable to third parties), whether known or unknown, fixed or contingent, direct, indirect, or derivative, asserted or unasserted, foreseen or unforeseen, suspected or unsuspected, now existing, heretofore existing or which may have heretofore accrued, occurring from the beginning of time to and including the Effective Date and/or related in any way to, directly or indirectly, and/or arising out of and/or connected with, any or all of the Debtors and their Estates, the Cases, the Debtors' pre-petition financing arrangements, the Debtors' financial statements, the Debtors' debtor in possession financing facility and/or the Debtors' cessation of operations (including any such claims based on theories of alleged negligence, misrepresentation, nondisclosure or breach of fiduciary duty); *provided, however*, that nothing in Section 13.2(a) of the Plan shall (i) affect the liability of any Person due to fraud, willful misconduct, or gross negligence, as determined by a Final Order; (ii) shall operate or be a release by any Professional Persons of any Professional Fee Claims; or (iii) shall release, limit or affect the Debtors' and/or the Plan Administrators obligations under the Plan. For the avoidance of doubt, Section 13.2(a) of the Plan shall not release, limit or affect Causes of Action of the Debtors.

15. The Plan additionally provides that under its terms and provisions, to the greatest extent permissible by law and except as otherwise provided in the Plan, upon the Effective Date, (i) each Holder of a Claim against the Debtors (ii) each Person that receives and retains a distribution under the Plan, (iii) each Person who obtains a release under the Plan or obtains the benefit of an injunction provided pursuant to the Plan, and (iv) each Person who received any benefit from any third party payer, including, without limitation, governmental agencies and/or insurance providers on account of a Claim against the Debtors shall be deemed to have conclusively, absolutely, unconditionally, irrevocably and forever released and discharged each of the Debtors, the Committee, the Patient Care Ombudsman and their respective directors, officers, trustees, agents, attorneys, advisors, members and employees (solely in their capacity as such) of and from any and all past, present and future legal actions, causes of action, choses in action, rights, demands, suits, claims, liabilities, encumbrances, lawsuits, adverse consequences, amounts paid in settlement, costs, fees, damages, debts, deficiencies, diminution in value, disbursements, expenses, losses and other obligations of any kind, character or nature whatsoever, whether in law, equity or otherwise (including, without limitation, those arising under applicable non-bankruptcy law, and any and all alter-ego, lender liability, indemnification or contribution theories of recovery, and interest or other costs, penalties, legal, accounting and other professional fees and expenses, and incidental, consequential and punitive damages payable to third parties), whether known or unknown, fixed or contingent, direct, indirect, or derivative, asserted or unasserted, foreseen or unforeseen, suspected or unsuspected, now existing, heretofore existing or which may have heretofore accrued against the Debtors, the Committee, the Patient Care Ombudsman or their respective present directors, officers, trustees, agents, attorneys, advisors, members or

employees (solely in their capacity as such) occurring from the beginning of time to and including the Effective Date, related in any way to, directly or indirectly, and/or arising out of and/or connected with, any or all of the Debtors and their Estates, or the Cases; provided, however, that Section 13.2(b) of the Plan shall not affect the liability of any Person due to fraud, willful misconduct or gross negligence as determined by a Final Order. Nothing in Section 13.2(b) of the Plan shall be deemed to release or impair Allowed Claims against the Debtors, which Allowed Claims against the Debtors shall be treated as set forth in the Plan. For the avoidance of doubt, nothing in Section 13.2(b) of the Plan shall release, limit or affect Causes of Action of the Debtors.

16. Under the Plan, none of (i) Garfunkel Wild, P.C., in its capacities as counsel to the Debtors or counsel to the Plan Administrator; (ii) Loeb and Trooper, in its capacity as the Debtors' auditor; (iii) the Debtors' trustees, in-house counsel, officers and directors (in their capacities as such); (iv) the Plan Administrator and her representatives (in their capacities as such); (v) the Committee and the Post Effective Date Committee; (vi) the members of the Committee and the members of the Post Effective Date Committee, in their capacities as members of the Committee and as members of the Post Effective Date Committee; (vii) Klestadt Winters Jureller Southard & Stevens, LLP, in its capacities as counsel to the Committee and as counsel to the Post Effective Date Committee; (viii) Deloitte Transactions and Business Analytics LLP, Polsky Advisors LLC, and Getzler Henrich & Associates, LLC in their capacity as financial advisor to the Committee; (ix) Getzler Henrich & Associates, LLC in its capacity as financial advisor to the Post Effective Date Committee; (x) Laura W. Patt in her capacity as the Patient Care Ombudsman for Komanoff; (xi) Tarter Krinsky & Drogin LLP in its capacity as counsel to the Patient Care Ombudsman; or (xii) Vernon Consulting, Inc. in its capacity as medical operations advisor to the Patient Care Ombudsman, shall have or incur any liability for any act or omission in connection with, related to, or arising out of, the Cases, the formulation, preparation, dissemination, implementation, confirmation, or approval of the Plan, the administration of the Plan or the property to be distributed under the Plan, or any contract, instrument, release, or other agreement or document provided for or contemplated in connection with the consummation of the transactions set forth in the Plan; provided, however, that (i) nothing in Section 13.3 of the Plan shall affect the liability of any Person that would result from any such act or omission to the extent that act or omission is determined by a Final Order of the Court to have constituted willful misconduct, gross negligence or failure to fully comply with Rule 1.8(h)(1) of the New York Rules of Professional Conduct; and in all respects, such Persons shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan and shall be fully protected from liability in acting or refraining to act in accordance with such advice; (ii) nothing in Section 13.3 of the Plan shall release, limit or affect Avoidance Actions of the Debtors; and (iii) nothing in Section 13.3 of the Plan shall release, limit or affect the Debtors' and/or the Plan Administrator's obligations under the Plan.

17. **On and after the Effective Date, all Persons other than the Plan Administrator and, to the extent applicable pursuant to Section 5.11 of the Plan, the Post Effective Date Committee will be permanently enjoined from commencing or continuing in any manner any action or proceeding (whether directly, indirectly, derivatively or otherwise) on account of, or respecting any, Claim, debt, right or Cause of Action that the Plan Administrator retains authority to pursue in accordance with the Plan.**

Dated: _____, 2017
Great Neck, New York

GARFUNKEL WILD, P.C.

By: _____
Burton S. Weston
Adam T. Berkowitz
Phillip Khezri
111 Great Neck Road
Great Neck, New York 11021
Telephone: (516) 393-2200
Facsimile: (516) 466-5964

*Counsel for the Debtors
and Debtors in Possession*

EXHIBIT C

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

-----X
 In re : Chapter 11
 :
 LONG BEACH MEDICAL CENTER, et al., : Case No. 14-70593 (AST)
 :
 Debtors. : (Jointly Administered)
 -----X

**BALLOT FOR ACCEPTING OR REJECTING THE JOINT PLAN
OF LIQUIDATION UNDER CHAPTER 11 OF THE
BANKRUPTCY CODE OF LONG BEACH MEDICAL CENTER, ET AL.**

CLASS [Class Number]: [Class Name]

THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS _____, 2017 AT 4:00 P.M. (PREVAILING EASTERN TIME). YOUR BALLOT MUST BE ACTUALLY RECEIVED BY GARDEN CITY GROUP, INC. BY THIS DEADLINE TO BE COUNTED.

This ballot (the “Ballot”) is submitted to you to by Long Beach Medical Center (“LBMC”) and Long Beach Memorial Nursing Home, Inc. d/b/a The Komanoff Center for Geriatric and Rehabilitative Medicine (“Komanoff”), as debtors and debtors-in-possession (each a “Debtor”, and collectively the “Debtors” or the “Plan Proponents”) to solicit your vote to accept or reject the *Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code of Long Beach Medical Center, et al.* (including all exhibits thereto and as the same may be amended, modified or supplemented from time to time, the “Plan”) which is described in the *Disclosure Statement on Joint Plan of Liquidation under Chapter 11 of the Bankruptcy Code of Long Beach Medical Center, et al. Pursuant to Section 1125 of the Bankruptcy Code* (the “Disclosure Statement”) approved by Order (the “Disclosure Statement Order”) of the United States Bankruptcy Court for the Eastern District of 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 Order, Disclosure Statement, or Plan you may obtain a copy from Garden City Group, LLC (“GCG”), the Debtors’ Notice, Claims, and Solicitation Agent at the following address: online at <http://cases.gcginc.com/lob/>, by electronic mail to lobinfo@gardencitygroup.com, by mail to Long Beach Medical Center, c/o Garden City Group, LLC, P.O. Box 10040, Dublin, Ohio 43017-6640, or by telephone at (877) 900-4498. Copies of the Disclosure Statement are also available for inspection during regular business hours at the Office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Eastern District of New York, Alfonse M. D’Amato Federal Courthouse, 290 Federal Plaza, Central Islip, New York 11722, and may be viewed for a fee on the internet at the Bankruptcy Court’s website (<http://www.nyeb.uscourts.gov/>) by following the directions for accessing the ECF system on such website. 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.

Capitalized terms used in this Ballot or the attached instructions but not otherwise defined herein have the meanings given to them in the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each class that vote, and if the Plan otherwise satisfies the applicable requirements of § 1129(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”).

BALLOTS WILL ONLY BE ACCEPTED IF SENT BY FIRST CLASS MAIL, OVERNIGHT DELIVERY OR PERSONAL DELIVERY. BALLOTS WILL NOT BE ACCEPTED IF TRANSMITTED BY FACSIMILE OR OTHER ELECTRONIC MEANS.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME TO BE RECEIVED BY GCG BY 4:00 P.M. (PREVAILING EASTERN TIME) ON _____, 2017, OR YOUR VOTE WILL NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE DEBTORS’ NOTICE, CLAIMS, AND SOLICITATION AGENT, GCG, AT (877) 900-4498. PLEASE NOTE THAT GCG IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

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VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate either your acceptance or rejection of the Plan. Complete the Ballot by providing all of the information requested and sign, date and return the Ballot to the Voting Agent in the provided return envelope by first class mail to **Long Beach Medical Center, c/o Garden City Group, LLC, P.O. Box 10040, Dublin, Ohio 43017-6640**, or by overnight courier or by personal delivery to **Long Beach Medical Center, c/o Garden City Group, LLC, 5151 Blazer Parkway, Suite A, Dublin, Ohio 43017**.
2. **Ballots (with original signatures) must be received by the Voting Agent on or before at 4:00 p.m. (prevailing Eastern Time) (the "Voting Deadline").** If a Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Voting Agent is enclosed for your convenience. Ballots submitted by facsimile, email or other electronic transmission will not be counted. If neither the "Accept" nor the "Reject" box is checked in Item 1 for an otherwise properly completed and executed and timely returned Ballot, the Ballot will not be counted.
3. **Please complete and return the Ballot you receive.** Your claims in [Class Number] will be aggregated for voting purposes and you shall have one (1) vote in the aggregated amount. **The attached Ballot is designated only for voting [CLASS NUMBER] [CLASS NAME].** If you happen to receive more than one ballot on account of your claims in [Class Number], you must vote all of your Claims within [Class Number] under the Plan either to accept or to reject the Plan. Accordingly, if you return more than one Ballot voting different Claims within [Class Number] under the Plan and the Ballots are not voted in the same manner, those Ballots will not be counted. An otherwise properly completed and executed and timely returned Ballot that attempts to partially accept and to partially reject the Plan likewise will not be counted.
4. In the event you are the holder of a Claim, your Claim has been **temporarily allowed solely for purposes of voting** to accept or to reject the Plan in accordance with certain tabulation rules (the "Tabulation Rules") approved by the Bankruptcy Court. The Tabulation Rules are set forth in the Disclosure Statement Order. The temporary allowance of your Claim for voting purposes does not constitute an allowance of your Claim for purposes of distribution under the Plan and is without prejudice to any rights of the Debtors, the Committee, the Plan Administrator (as defined in the Plan) or the Post Effective Date Committee (as defined in the Plan) in any other context (e.g., the right to contest the amount or validity of any Claim for purposes of allowance under the Plan). If you wish to challenge the temporary allowance or the amount or classification of your Claim for Plan voting purposes, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your Claim in a different amount or classification for purposes of voting to accept or reject the Plan and serve such motion on the Debtors so that it is received not later than at 4:00 p.m. (prevailing Eastern Time). Unless the Bankruptcy Court orders otherwise, your Claim will not be counted as a vote in excess of the amount as determined in accordance with the Tabulation Rules, regardless of the amount identified in Item 1 of the Ballot.

5. The Ballot does not constitute, and will not be deemed, a Proof of Claim or an assertion of a Claim.
6. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the last valid Ballot timely received will be deemed to reflect the voter's intent and to supersede and revoke any prior Ballot.
7. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.
8. IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE DEBTORS' NOTICE, CLAIMS, AND SOLICITATION AGENT, GCG, BY TELEPHONE AT (877) 900-4498. GCG IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

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

**PLEASE COMPLETE ITEM 1 BELOW. IF THIS BALLOT IS NOT SIGNED ON THE
APPROPRIATE LINES, 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 [Class Number] ([Class Name]) as of the record date established by the Bankruptcy Court, in the amount and against the Debtor set forth below, votes to (check one box):

Accept the Plan OR **Reject** the Plan

Voting Amount: \$ _____ Debtor: _____

Item 2. 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 an otherwise properly completed and executed and timely returned Ballot that does not indicate either an acceptance or a rejection of the Plan, or that indicates both an acceptance and a rejection of the Plan, will not be counted.

Name of Creditor

Signature

If by Authorized Agent, Name and Title

Name of Institution

Street Address

City, State, Zip Code

Telephone Number

Date Completed

If you wish to update the address pre-printed on this ballot, please send a change of address request to Long Beach Medical Center, c/o Garden City Group, LLC, P.O. Box 10040, Dublin, Ohio 43017-6640.

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

-----X
 In re : Chapter 11
 :
 LONG BEACH MEDICAL CENTER, et al., : Case No. 14-70593 (AST)
 :
 Debtors. : (Jointly Administered)
 -----X

**BALLOT FOR ACCEPTING OR REJECTING THE JOINT PLAN
OF LIQUIDATION UNDER CHAPTER 11 OF THE
BANKRUPTCY CODE OF LONG BEACH MEDICAL CENTER, ET AL.**

CLASS [Class Number]: [Class Name]

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This ballot (the “Ballot”) is submitted to you to by Long Beach Medical Center (“LBMC”) and Long Beach Memorial Nursing Home, Inc. d/b/a The Komanoff Center for Geriatric and Rehabilitative Medicine (“Komanoff”), as debtors and debtors-in-possession (each a “Debtor”, and collectively the “Debtors” or the “Plan Proponents”) to solicit your vote to accept or reject the *Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code of Long Beach Medical Center, et al.* (including all exhibits thereto and as the same may be amended, modified or supplemented from time to time, the “Plan”) which is described in the *Disclosure Statement on Joint Plan of Liquidation under Chapter 11 of the Bankruptcy Code of Long Beach Medical Center, et al. Pursuant to Section 1125 of the Bankruptcy Code* (the “Disclosure Statement”) approved by Order (the “Disclosure Statement Order”) of the United States Bankruptcy Court for the Eastern District of 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 Order, Disclosure Statement, or Plan you may obtain a copy from Garden City Group, LLC (“GCG”), the Debtors’ Notice, Claims, and Solicitation Agent at the following address: online at <http://cases.gcginc.com/lob/>, by electronic mail to lobinfo@gardencitygroup.com, by mail to Long Beach Medical Center, c/o Garden City Group, LLC, P.O. Box 10040, Dublin, Ohio 43017-6640, or by telephone at (877) 900-4498. Copies of the Disclosure Statement are also available for inspection during regular business hours at the Office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Eastern District of New York, Alfonse M. D’Amato Federal Courthouse, 290 Federal Plaza, Central Islip, New York 11722, and may be viewed for a fee on the internet at the Bankruptcy Court’s website (<http://www.nyeb.uscourts.gov/>) by following the directions for accessing the ECF system on such website. 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.

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BALLOTS WILL ONLY BE ACCEPTED IF SENT BY FIRST CLASS MAIL, OVERNIGHT DELIVERY OR PERSONAL DELIVERY. BALLOTS WILL NOT BE ACCEPTED IF TRANSMITTED BY FACSIMILE OR OTHER ELECTRONIC MEANS.

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Item 1. Class Vote. The undersigned, a holder of a Claim in Class [Class Number] ([Class Name]) as of the record date established by the Bankruptcy Court, in the amount and against the Debtor set forth below, votes to (check one box):

Accept the Plan OR **Reject** the Plan

Voting Amount: \$ _____ Debtor: _____

Item 2. 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 an otherwise properly completed and executed and timely returned Ballot that does not indicate either an acceptance or a rejection of the Plan, or that indicates both an acceptance and a rejection of the Plan, will not be counted.

Name of Creditor

Signature

If by Authorized Agent, Name and Title

Name of Institution

Street Address

City, State, Zip Code

Telephone Number

Date Completed

If you wish to update the address pre-printed on this ballot, please send a change of address request to Long Beach Medical Center, c/o Garden City Group, LLC, P.O. Box 10040, Dublin, Ohio 43017-6640.

EXHIBIT D

GARFUNKEL WILD, P.C.
111 Great Neck Road
Great Neck, New York 11021
Telephone: (516) 393-2200
Facsimile: (516) 466-5964
Burton S. Weston
Adam T. Berkowitz
Phillip Khezri

*Counsel for the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

-----X	
In re	Chapter 11
LONG BEACH MEDICAL CENTER, <u>et al.</u> ,	Case No. 14-70593 (AST)
Debtors.	(Jointly Administered)
-----X	

NOTICE OF NON-VOTING STATUS

TO HOLDERS OF:

LBMC Class 2 – Allowed Other Secured Claims (Unimpaired and Deemed to Accept)

LBMC Class 3 – Allowed Priority Non-Tax Claims (Unimpaired and Deemed to Accept)

Komanoff Class 2 – Allowed Other Secured Claims (Unimpaired and Deemed to Accept)

Komanoff Class 3 – Allowed Priority Non-Tax Claims (Unimpaired and Deemed to Accept)

UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST ONE OR MORE OF THE DEBTORS IS/ARE NOT IMPAIRED AND, THEREFORE, YOU ARE PRESUMED TO HAVE ACCEPTED THE PLAN. PURSUANT TO SECTION 1126(f) OF TITLE 11 OF THE UNITED STATES CODE (AS APPLICABLE), YOU ARE NOT ENTITLED TO VOTE ON THE PLAN.

PLEASE TAKE NOTICE THAT on _____, 2017 the United States Bankruptcy Court for the Eastern District of New York entered an Order approving the *Disclosure Statement on Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code of Long Beach Medical Center, et al.*, Pursuant to Section 1125 of the Bankruptcy Code, dated May 17, 2017 (as it may be amended or modified, the “Disclosure Statement”), filed by Long Beach Medical Center (“LBMC”) and Long Beach Memorial Nursing Home, Inc. d/b/a The Komanoff Center for Geriatric and Rehabilitative Medicine (“Komanoff”), as debtors and debtors-in-possession (each a “Debtor”, and collectively, the “Debtors” or the “Plan Proponents”) in these chapter 11 cases (the “Chapter 11 Cases”). The Debtors, as proponents of the *Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code of Long Beach Medical Center, et al.*, dated May 17, 2017

(as it may be further amended or modified, the “Plan”), are soliciting votes from holders of impaired claims who are (or may be) entitled to vote under the Plan.

PLEASE TAKE FURTHER NOTICE THAT, pursuant to Bankruptcy Rule 3017(c), the hearing to consider confirmation of the Plan (the “Confirmation Hearing”), shall commence on _____, 2017 at :00 a.m. (prevailing Eastern Time), or as soon thereafter as counsel may be heard, before the Honorable Alan S. Trust, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Eastern District of New York, Alfonse M. D’Amato Federal Courthouse, Courtroom 960, 290 Federal Plaza, Central Islip, New York 11722. The Confirmation Hearing may be continued from time to time by announcing such continuance in open Court or upon the Plan Proponents filing of a notice of adjournment, all without further notice to parties in interest. The Plan may be modified pursuant to § 1127 of the Bankruptcy Code prior to, during, or as a result of the Confirmation Hearing, without further notice to creditors and parties in interest; provided, however, that the modification does not materially and adversely affect any class of claims in the Plan.

PLEASE TAKE FURTHER NOTICE THAT, pursuant to Bankruptcy Rule 3020 (b)(1), _____, **2017 at 4:00 p.m.** (prevailing Eastern Time) is fixed as the last date for filing and serving objections to confirmation of the Plan (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE THAT, to be considered, objections to confirmation of the Plan must: (i) be in writing; (ii) state the name, address, and nature of the claim of the objecting or responding party; (iii) state with particularity the basis and nature of any objection or response and, if practicable, a proposed modification to the Plan that would resolve such objection; (iv) conform to the Bankruptcy Rules and the Local Rules; (v) be filed electronically no later than the Objection Deadline with the Clerk of the United States Bankruptcy Court for the Eastern District of New York, with a courtesy copy delivered to Judge Trust’s Chambers; and (vi) served, in accordance with Bankruptcy Rule 3020(b) and this paragraph, so that they are actually received no later than the Objection Deadline by the following:

For the Debtors:
Garfunkel Wild, P.C.
111 Great Neck Road
Great Neck, New York 11021
Telephone: (516) 393-2200
Facsimile: (516) 466-5964
Attn: Burton S. Weston
Adam T. Berkowitz
Phillip Khezri

For the Official Committee of
Unsecured Creditors:
Klestadt Winters Jureller Southard &
Stevens, LLP
200 West 41st Street, 17th Floor
New York, New York 10036
Telephone: (212) 972-3000
Attn: Sean C. Southard
Fred Stevens
Lauren C. Kiss

For the United States Trustee:
Alfonse D’Amato Federal Courthouse
560 Federal Plaza
Central Islip, NY 11722
Attn: Alfred M. Dimino

Objections that do not contain the information described above and that are not filed and served by the time and date and in the manner set forth above will not be considered and shall be overruled.

PURSUANT TO THE DISCLOSURE STATEMENT ORDER, YOU HAVE NOT RECEIVED A COPY OF THE DISCLOSURE STATEMENT ORDER, DISCLOSURE STATEMENT, OR PLAN. HOWEVER, COPIES OF SUCH DOCUMENTS MAY BE OBTAINED AND ARE AVAILABLE FOR REVIEW WITHOUT CHARGE AT: (i) THE WEBSITE OF GARDEN CITY GROUP, LLC, (“GCG”), THE BANKRUPTCY COURT APPROVED NOTICE, CLAIMS AND SOLICITATION AGENT, <http://cases.gcginc.com/lob>, (ii) BY CONTACTING GCG BY TELEPHONE, (877) 900-4498, OR (iii) BY ELECTRONIC MAIL, lobinfo@gardencitygroup.com. SUCH DOCUMENTS ARE ALSO AVAILABLE ON THE COURT’S WEBSITE: www.nyeb.uscourts.gov.

IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S), YOU MAY CONTACT THE DEBTORS’ NOTICE, CLAIMS, AND SOLICITATION AGENT, GCG AT:

**Long Beach Medical Center
c/o Garden City Group, LLC
P.O. Box 10040
Dublin, Ohio 43017-6640
(877) 900-4498
lobinfo@gardencitygroup.com**

Dated: _____, 2017
Great Neck, New York

GARFUNKEL WILD, P.C.

By: _____
Burton S. Weston
Adam T. Berkowitz
Phillip Khezri
111 Great Neck Road
Great Neck, New York 11021
Telephone: (516) 393-2200
Facsimile: (516) 466-5964

*Counsel for the Debtors
and Debtors in Possession*

EXHIBIT E

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

-----X

In re

Chapter 11

LONG BEACH MEDICAL CENTER, et al.,

Case No. 14-70593 (AST)

Debtors.

(Jointly Administered)

-----X

**PLAN PROPONENTS’ NOTICE OF: (A) HEARING TO CONSIDER CONFIRMATION
OF THE JOINT PLAN OF LIQUIDATION UNDER CHAPTER 11 OF THE
BANKRUPTCY CODE OF LONG BEACH MEDICAL CENTER, ET AL.,
(B) RELATED RELEASES; AND (C) VOTING AND OBJECTION DEADLINES**

**TO: ALL HOLDERS OF CLAIMS AND PARTIES IN INTEREST IN THE ABOVE-
CAPTIONED CHAPTER 11 CASES**

PLEASE TAKE NOTICE OF THE FOLLOWING:

Approval of the Disclosure Statement and Solicitation and Voting Procedures.

On _____, 2017, the United States Bankruptcy Court for the Eastern District of New York (the “Bankruptcy Court”) entered an Order (the “Disclosure Statement Order”) pursuant to which the Bankruptcy Court: (a) authorized the above-captioned debtors and debtors in possession (collectively the “Debtors” or the “Plan Proponents”) to solicit acceptances for the *Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code of Long Beach Medical Center, et al.* (as may be amended from time to time, the “Plan”); (b) approved procedures for soliciting, receiving and tabulating votes on the Plan and for filing objections to the Plan (the “Solicitation and Voting Procedures”); (c) approved the *Disclosure Statement on Joint Plan of Liquidation under Chapter 11 of the Bankruptcy Code of Long Beach Medical Center, et al. Pursuant to Section 1125 of the Bankruptcy Code* (as may be amended from time to time, the “Disclosure Statement”); (d) approved other related procedures and relief. Please note that capitalized terms used but not otherwise defined in this notice have the meanings set forth in the Disclosure Statement Order.

The Confirmation Hearing Date. The hearing at which the Bankruptcy Court will consider confirmation of the Plan (the “Confirmation Hearing”) will commence at **____:00 a.m., prevailing Eastern Time, on _____, 2017** before the Honorable Alan S. Trust, United States Bankruptcy Judge, in the United States Bankruptcy Court for the Eastern District of New York, located at the Alfonse M. D’Amato Federal Courthouse, 290 Federal Plaza, Courtroom 960, Central Islip, New York 11722.

PLEASE BE ADVISED: THE CONFIRMATION HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE BANKRUPTCY COURT OR THE PLAN PROPONENTS WITHOUT FURTHER NOTICE OTHER THAN BY ANNOUNCING SUCH ADJOURNMENT IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED BY THE PLAN PROPONENTS AND POSTED ON THE DEBTORS' RESTRUCTURING WEBSITE AT [HTTP://CASES.GCGINC.COM/LOB/](http://cases.gcginc.com/lob/)

CRITICAL INFORMATION REGARDING VOTING ON THE PLAN

Voting Record Date. The voting record date is _____, **2017** (the "Voting Record Date"), which is the date for determining which Holders of Claims in LBMC Classes 1, 4, 5, and 6, and Komanoff Classes 1, 4, 5, and 6 of the Plan are entitled to vote on the Plan.

Voting Deadline. The deadline for voting on the Plan is _____, **2017 at 4:00 p.m., prevailing Eastern Time** (the "Voting Deadline"). If you received a Solicitation Package, including a Ballot, and intend to vote on the Plan, in order for your vote to be counted you must: (a) follow carefully the instructions that accompanied your Ballot, (b) complete all the required information on the Ballot, and (c) execute and return your completed Ballot so that the original Ballot is **actually received** by the Debtors' Notice, Claims and Solicitation Agent, Garden City Group, LLC, according to and as set forth in detail in the voting instructions on or before the Voting Deadline. *A failure to follow such instructions may disqualify your vote.*

Obtaining Solicitation Materials. The Disclosure Statement Order, Disclosure Statement, and Plan may be obtained and are available for review without charge at: (i) the website of Garden City Group, LLC, ("GCG") the Bankruptcy Court approved Notice, Claims, and Solicitation Agent, <http://cases.gcginc.com/lob/>, (ii) by contacting GCG by telephone, (877) 900-4498, or (iii) by electronic mail, lobinfo@gardencitygroup.com. Such documents are also available on the court's website: www.nyeb.uscourts.gov for a fee.

CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN

The deadline for filing objections or responses to the Plan is _____, **2017 at 4:00 p.m., prevailing Eastern Time** (the "Plan Objection Deadline").

Objections to the Plan. All objections, if any, to the Plan must: (i) be in writing; (ii) state the name, address, and nature of the claim of the objecting or responding party; (iii) state with particularity the basis and nature of any objection or response and, if practicable, a proposed modification to the Plan that would resolve such objection; (iv) conform to the Bankruptcy Rules and the Local Rules; and (v) be filed electronically no later than the Objection Deadline with the Clerk of the United States Bankruptcy Court for the Eastern District of New York, with a courtesy copy delivered to Judge Trust's Chambers, and served in accordance with Bankruptcy Rule 3020(b) and this paragraph, so as to be **actually received** on or before _____, **2017 at 4:00 p.m., prevailing Eastern Time**, by the following parties (the "Notice Parties"): (a) counsel to the Debtors, Garfunkel Wild, P.C., 111 Great Neck Road, Great Neck, New York 11021 (Attn: Burton S. Weston, Adam T. Berkowitz, and Phillip Khezri); (b) counsel to the Committee, Klestadt Winters Jureller Southard & Stevens, LLP, 200 West 41st Street, 17th Floor, New York, New York 10036 (Attn: Sean C. Southard, Fred Stevens, and Lauren C. Kiss); and (c) the Office

of the United States Trustee, Alfonse D'Amato Federal Courthouse, 560 Federal Plaza, Central Islip, NY 11722 (Attn: Alfred M. Dimino).

ADDITIONAL INFORMATION REGARDING RELEASES AND INJUNCTIONS

ARTICLE XIII OF THE PLAN CONTAINS CERTAIN RELEASE, INJUNCTION, AND EXCULPATION PROVISIONS, INCLUDING THIRD-PARTY RELEASES BY CLAIMANTS OF THE DEBTORS AND RELATED INJUNCTIONS, AS WELL AS THIRD-PARTY RELEASES IN FAVOR OF (A) THE DEBTORS' OFFICERS AND TRUSTEES, AND (B) CERTAIN OTHER PARTIES RELATED TO THE DEBTORS' CHAPTER 11 CASES. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

BINDING NATURE OF THE PLAN

THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THE DEBTORS' CHAPTER 11 CASES, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN, OR VOTED TO REJECT THE PLAN.

Dated: _____, 2017
Great Neck, New York

GARFUNKEL WILD, P.C.

By: _____

Burton S. Weston
Adam T. Berkowitz
Phillip Khezri
111 Great Neck Road
Great Neck, New York 11021
Telephone: (516) 393-2200
Facsimile: (516) 466-5964

*Counsel for the Debtors
and Debtors in Possession*