

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

FILED
8/29/24 12:33 pm
CLERK
U.S. BANKRUPTCY
COURT - WDPA

In re

GUARDIAN ELDER CARE AT
JOHNSTOWN, LLC, d/b/a/ RICHLAND
HEALTHCARE AND REHABILITATION
CENTER, *et al.*,

Debtors.¹

GUARDIAN ELDER CARE AT
JOHNSTOWN, LLC, d/b/a/ RICHLAND
HEALTHCARE AND REHABILITATION
CENTER, *et al.*,

v.

NO RESPONDENT

Chapter 11

Case No. 24-70299 (JAD)

Jointly Administered

Doc. # 268

Re: Docket Nos. 146, 147, 267

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF SAUL EWING
LLP AS COUNSEL TO THE DEBTORS, EFFECTIVE AS OF THE PETITION DATE**

Upon consideration of the Application (the “**Application**”)² of the Debtors for entry of an Order, pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014, authorizing the employment and retention of Saul Ewing LLP as counsel to the Debtors, effective as of the Petition Date, as more fully described in the Application; and upon consideration of the Hampton Declaration, the supplemental Hampton Declaration [D.I. 267], and the Wilen Declaration; and this Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the

¹ The last four digits of Guardian Elder Care at Johnstown, LLC d/b/a Richland Healthcare and Rehabilitation Center’s federal tax identification number are 7907. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://omniagentsolutions.com/Guardian>. The Debtors’ mailing address is: 8796 Route 219, Brockway, Pennsylvania 15824.

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

Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided under the particular circumstances; and it appearing that no other or further notice need be provided; and, based upon the Hampton Declaration, this Court finding that Saul Ewing is a “disinterested person,” as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code because (i) Saul Ewing has no connection with the Debtors or their estates, any creditors, or other parties in interest, their respective attorneys and accountants, or the U.S. Trustee or any of its employees, except as set forth in the Hampton Declaration, (ii) Saul Ewing is not a creditor, equity security holder, or insider of the Debtors, (iii) none of Saul Ewing’s members or employees are or were, within two (2) years of the Petition Date, a director, officer, or employee of the Debtors, and (iv) Saul Ewing does not hold and has neither represented nor represents an interest materially adverse to the interests of the Debtors’ estates or of any class of creditors or equity security holders by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors or for any other reason; and this Court having found that good and sufficient cause exists for the relief granted by this Order,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. Pursuant to section 327(a) of the Bankruptcy Code, the Debtors are hereby authorized to retain and employ Saul Ewing as counsel on the terms described in the Application, the Hampton Declaration and this Order, effective as of the Petition Date.
3. Saul Ewing shall apply for compensation and professional services rendered and reimbursement of expenses incurred in connection with the Debtors’ Chapter 11 Cases in

compliance with sections 330 and 331 of the Bankruptcy Code, and applicable provisions of the Bankruptcy Rules, the Local Rules, and such other orders as this Court may direct, including, without limitation, any order of this Court establishing procedures for interim compensation and reimbursement of professionals retained in these Chapter 11 Cases.

4. At least ten (10) days prior to applying any increases in its hourly rates beyond the rates set forth in the Application, Saul Ewing shall file with the Court a notice of such increases and serve such notice on the master service list. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including, but not limited to, the reasonableness standard provided for in Bankruptcy Code section 330, and this Court retains the right to review any rate increase pursuant to Bankruptcy Code section 330.

5. Saul Ewing shall make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the UST Guidelines in connection with any interim and final fee applications to be filed by the firm in these Chapter 11 Cases.

6. Notwithstanding anything to the contrary in the Application, the Hampton Declarations or the Wilen Declarations, Saul Ewing: (i) shall not seek reimbursement of any fees incurred defending any of Saul Ewing's fee applications in these cases; and (ii) shall seek reimbursement from the Debtors' estates for its engagement related expenses at the firm's actual cost paid.

7. Saul Ewing shall exhaust the Retainer in satisfaction of allowed compensation and reimbursement awarded before seeking additional payments from the Debtors on account of such allowed awards.

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

9. This Court shall retain jurisdiction over any and all matters arising, from or related to the interpretation or implementation of this Order.

Dated: August 29, 2024

A handwritten signature in black ink, appearing to read 'JAD', with a large, sweeping loop at the top and a horizontal line extending to the right.

jsf

JEFFERY A. DELLER

UNITED STATES BANKRUPTCY JUDGE

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Case: 24-70299-JAD

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