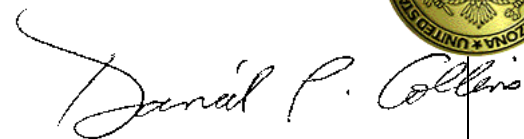


Dated: October 25, 2023


Daniel P. Collins, Bankruptcy Judge

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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF ARIZONA**

In Re:**LEGACY CARES, INC.,****Debtor.****Case No. 2:23-bk-02832-DPC****Chapter 11**

**ORDER (I) SETTING SALE HEARING,
AND (II) PROVIDING EXCLUSIVITY
RIGHTS TO PROPOSED BUYER**

THIS MATTER came before the Court on October 24, 2023 at 1:00 p.m. (the “Hearing”), in Phoenix, Arizona, upon the motion [ECF No.335], as amended at ECF No. 438, and as further amended at the Hearing (the “Motion”)¹ filed by the above-captioned debtor and debtor-in-possession (“Debtor”); and Debtor having announced on the record at the Hearing an agreement in principle on sale of substantially all of Debtor’s assets to Burke Operating Partners or its designee (collectively, the “Buyer”); and Debtor having requested the Court set certain deadlines for disclosure of the proposed sale transaction and a hearing on the same; and Debtor having further requested that Buyer be granted certain exclusivity protections; and the Court having considered Debtor’s oral motions and the statements of counsel for Debtor and other interested parties at the Hearing; and good cause appearing therefore,

¹ Capitalized terms used but not defined herein have the meanings given to them in the Motion or the Bidding Procedures, as applicable.

1 **IT IS HEREBY ORDERED THAT:**

2 1. No later than **November 1, 2023**, Debtor will file a notice (the “Sale Notice”)
3 regarding the terms of the proposed sale (the “Sale Transaction”) that complies in all
4 respects with the “Post Auction Notice” set forth in the Bidding Procedures approved in
5 the Court’s *Order (I) Approving Bidding Procedures, (II) Authorizing Debtor to Provide*
6 *Bid Protections, and (III) Granting Related Relief* [ECF No. 453] (the “Bidding
7 Procedures Order”), including attaching a copy of the proposed asset purchase agreement
8 (the “APA”) with Buyer.

9 2. The deadline for filing any “Sale Objection” (as that term is defined in the
10 Bidding Procedures approved by the Bidding Procedures Order) to the Sale Transaction is
11 **November 15, 2023**. Any Sale Objection must be served on the Objection Recipients (as
12 that term is defined in the Bidding Procedures Order) and counsel for Buyer.

13 3. A Sale Hearing to consider approval of the Sale Transaction and the transfer
14 of the Assets free and clear of all liens, claims, interests, and encumbrances in accordance
15 with section 363(f) of the Bankruptcy Code will be held before the Honorable Daniel P.
16 Collins, United States Bankruptcy Judge for the District of Arizona, at the Bankruptcy
17 Court, 230 N. 1st Avenue, Phoenix, Arizona, Courtroom 603 on **November 20, 2023 at**
18 **1:30 p.m. (prevailing Arizona time)**. The Sale Hearing may be adjourned from time to
19 time without further notice to creditors or other parties in interest other than by
20 announcement of the adjournment in open court or by notice filed on the docket in this
21 chapter 11 case.
22

23 4. Effective upon entry of this Order, the following will apply:

- 24 i. The period from the date of entry of this Order until November 30, 2023,
25 or such later date as may be agreed by Buyer, Debtor, the Creditors’
26 Committee, and the Bond Trustee and is approved by the Court, will be
27 referred to as the “Exclusivity Period”. If at any time Buyer advises
28 Debtor that Buyer is no longer pursuing the Sale Transaction, the
Exclusivity Period will terminate.

1 ii. During the Exclusivity Period:

- 2 a) Debtor will negotiate exclusively with Buyer and its financing
3 sources to finalize the APA and the transaction documentation.
- 4 b) Debtor will not, and is not permitted to, solicit offers from,
5 consider offers from, negotiate with, review proposals from, or
6 take any other action with respect to any other potential bidder for
7 the Assets or the other transactions contemplated by the Sale
8 Transaction.
- 9 c) If Debtor receives any other offers or proposals from any other
10 potential bidder for the Assets, Debtor will advise such person or
11 entity that it is under exclusivity with Buyer during the Exclusivity
12 Period and that Debtor is not permitted to speak with them about
13 their offer during the Exclusivity Period.
- 14 d) Only the APA and related documentation with Buyer will be
15 considered by Debtor as a qualifying bid at the Sale Hearing.

16 **DATED AND SIGNED ABOVE.**

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