IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

In re: Whitehall Trust, et al.,[1] Debtors.	Chapter 11 Case No. 25-25-15241 (PMM) (Joint Administration Requested) Hearing: December 30, 2025 at 9:00 a.m.

MOTION FOR (1) INTERIM AND FINAL ORDERS
(A) AUTHORIZING DEBTORS TO USE CASH COLLATERAL
OF EXISTING SECURED PARTY AND GRANTING ADEQUATE
PROTECTION FOR USE AND (B) PRESCRIBING FORM AND MANNER
OF NOTICE AND SETTING THE TIME FOR THE FINAL HEARING AND (2)
EXPEDITED HEARING ON THE RELIEF SOUGHT HEREIN

Whitehall Trust, et al., the debtors and debtors-in-possession (the "Debtors"), by their undersigned proposed counsel, hereby move this Court, pursuant to this motion (this "Motion"), for the entry of (1) an interim order substantially in the form attached hereto (the "Interim Order") and a final order (the "Final Order," and with the Interim Order, the "Cash Collateral Orders"), pursuant to 11 U.S.C. §§ 105, 361, and 363 and Fed. R. Bankr. P. 4001 and 9014, (a) authorizing the Debtors to use the cash collateral of the existing secured party and granting adequate protection to secured parties and (b) prescribing the form and manner of notice and setting the time for the final hearing on the Motion (the "Final Hearing") and (2) an order expediting the hearing on the relief sought herein. In support of this Motion, the Debtors respectfully represent as follows:

BANKRUPTCY RULE 4001 AND LOCAL RULE 1002-3

1. The provisions described in Bankruptcy Rule 4001(b)(l)(B)(i)-(iv) are set forth at the following sections the Motion and Interim Order:

a. *Name of Entity with Interest in Cash Collateral.* [See paragraph 8 herein]

[1] The Debtors in these Chapter 11 Cases are: (i) Whitehall Trust; (ii) Saucon Trust; (iii) Whitehall Manor, Inc. (5606); (iv) Saucon Valley Manor, Inc. (2894).

b. *Purposes of Use of Cash Collateral.* [Interim Order ¶ 1.]

c. *Duration of Use of Cash Collateral.* [Interim Order ¶ 3.]

d. *Liens, Cash Payments or Other Adequate Protection to Be Provided to the Entity with Interest in Cash Collateral.* [Interim Order ¶4.]

JURISDICTION

2. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

3. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The bases for the relief requested herein are sections 105, 361 and 363 of title 11 of the United States Code, 11 U.S.C. §§ 101 – 1532 (the "Bankruptcy Code"), Rules 2002, 4001 and 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rules 1002-3, 2002-1, and 9014-3 of the Local Rules of Bankruptcy Practice and Procedure (the "Local Rules") of the United States Bankruptcy Court for the Eastern District of Pennsylvania (the "Court").

BACKGROUND

5. On the date hereof (the "Petition Date"), the Debtors each filed petitions for relief under Chapter 11 of title 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their property as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

6. As of the date of the filing of this Motion, no official committee of unsecured creditors, trustee, or examiner has been appointed or designated in these cases.

The Debtors' Operations

7. Concurrently with the filing of this Motion, the Debtors have sought procedural consolidation and joint administration of these Chapter 11 Cases.

8. Whitehall Manor, Inc. ("Whitehall") and Saucon Valley Manor, Inc. ("SVM," and, together with Whitehall, the "Manors") are Pennsylvania S-corporations. Through their missions, the Manors operate award winning senior living facilities at properties owned by Whitehall Trust and Saucon Trust (collectively, the "Trusts"). Real property located at 1177 Sixth Street, Whitehall Township, PA is held in trust by Whitehall Trust and real property located at 1050 Main Street, Hellertown PA is held in trust by Saucon Trust. The Trusts lease the properties to Whitehall and SVM, respectively, and Whitehall and SVM operate their Manors at those locations.

9. The Manors are classified as Personal Care Homes ("PCH") regulated under 55 PA Code 2600. PCHs are not designed for seniors to age in place, which distinguishes such facilities from Assisted Living Communities ("ALC") and Skilled Nursing Facilities ("SNF"). PCHs are not required by regulation, for example, to have nurses or doctors on staff or to provide transportation, unlike ALCs and SNFs. Residents with increased care needs are not eligible for PCH.

10. The Manors' residents are private pay. The Manors provide 24-hour supervision for adults and help with the tasks of daily living such as bathing, dressing, medication assistance, and meal preparation. Available services are based on each resident's needs after an evaluation.

11. The factual background relating to the Debtors' commencement of these Chapter 11 Cases is set forth in detail in the First Day Declaration filed on the Petition Date and incorporated herein by reference.

The Secured Party

12. The Debtors' sole secured creditor is Lehigh Valley I LLC, successor to M&T

Realty Capital Corporation ("Lehigh"), which holds a mortgage in the original amount of $15,788,700 on Debtor Whitehall Trust's real property in Lehigh County, Pennsylvania, as set forth in detail in that certain mortgage, note and security agreement (the "Whitehall Mortgage"), dated January 26, 2012, by and between Whitehall Fiduciary, LLC as Trustee of Whitehall Trust u/t/a dated August 1, 2007 and M&T Realty Capital Corporation, Loan No. ending 2084.

13. Lehigh also holds a mortgage in the original amount of $19,462,800 on Debtor Saucon Trust's real property in Northampton County, Pennsylvania, as set forth in detain in that certain mortgage, note and security agreement (the "Saucon Mortgage"), dated December 1, 2012, by and between Saucon Trust, u/t/a dated October 1, 2007, and M&T Realty Capital Corporation, Loan No. ending 2096, and signed by Saucon Management LLC as Trustee for the Saucon Trust.

14. The collateral securing the Whitehall and Saucon Mortgages includes the specified real property, including its land, improvements, equipment, personal property, rents, profits and other attributes.

15. As of December 2025, Lehigh has asserted that the aggregate outstanding indebtedness under the Whitehall Mortgage is approximately $13.8 million and the aggregate outstanding indebtedness under the Saucon Mortgage is approximately $17.5 million.

Sources of Cash Collateral

16. The vast majority of the Debtors' revenues come from deposits and payments made by residents in exchange for living at one of the Manors and receiving the services provided by the Debtors.

17. All payments for services are deposited into the main operating account of the Manor that provides the services. The Whitehall and SVM Debtors then disburse funds from their respective Main Operating Account to pay property taxes as an offset of back rent owed to the

Trust Debtors, and to pay insurance premiums and premium financing payments as well as other business obligations. Funds are also disbursed by each of Whitehall and SVM from the Main Operating Account to the respective Payroll Account, for intercompany transfers.

RELIEF REQUESTED

18. The Debtors require use of the foregoing cash, assets, and proceeds in which the Secured Party may assert liens and security interests (the "Cash Collateral") in order to meet their payroll and other operating obligations. If the Debtors are unable to pay their employees and suppliers, they will not be able to continue to operate and provide much-needed services to their residents, resulting in the residents relocating to other facilities.

19. The Debtors intend to use Cash Collateral to operate their businesses, while restructuring their operations. The Debtors are confident that they can do so and resolve their present financial difficulties through chapter 11; however, they can only do so with uninterrupted access to and use of the Cash Collateral.

20. By this Motion, pursuant to sections 105, 361 and 363 of the Bankruptcy Code and Bankruptcy Rules 4001 and 9014, the Debtors request that the Court grant the following relief as provided for in the Interim Order and the Final Order:

a. authorize the Debtors on an interim basis pursuant to section 363(c) of the Bankruptcy Code, to use the Cash Collateral in accordance with the budget (as amended from time to time, the "Budget") attached to the Interim Order as **Exhibit 1**;[2]

b. authorize the Debtors on an interim basis, pursuant to sections 361 and 363

[2] The Budget will include amounts budgeted for payment of quarterly bankruptcy fees to the United States Trustee (the "U.S. Trustee Fees"). Notwithstanding anything above or in the Budget, the Debtors seeks authority to pay the actual amounts owing on account of such U.S. Trustee Fees as and when due.

of the Bankruptcy Code, to provide the adequate protection described herein to the Secured Party;

c. schedule the Final Hearing, pursuant to Bankruptcy Rule 4001, no later than twenty (20) days after the entry of the Interim Order, to consider entry of a Final Order authorizing the use of the Cash Collateral and approving the notice procedures in respect of the Final Hearing;

d. authorize the Debtors on a final basis pursuant to section 363(c) of the Bankruptcy Code, to use the Cash Collateral in accordance with the Budget and any supplemental budgets as approved by the Court after further notice and hearing; and

e. authorize the Debtors on a final basis, pursuant to sections 361 and 363 of the Bankruptcy Code, to provide the adequate protection described herein to the Secured Party with respect to any diminution in value of the Secured Party's interests in the Collateral whether from the use of the Cash Collateral or the use, sale, lease, depreciation, decline in market price, or otherwise of the Prepetition Collateral.

BASIS FOR RELIEF

A. The Debtors Have an Immediate Need for Use of the Cash Collateral.

21. The Debtors have an urgent need for the immediate use of the Cash Collateral pending the final hearing on this Motion. Accordingly, the Debtors seek to use Cash Collateral existing on or after the Petition Date that may be subject to the Secured Party's liens. As of the Petition Date, the Debtors do not have sufficient unencumbered cash to fund their business operations and pay present operating expenses.

22. Absent the ability to use Cash Collateral, the Debtors will not be able to pay wages, vendors, utility charges, and other critical operating expenses. Consequently, without access to Cash Collateral, the Debtors will not be able to maintain their business operations and continue their restructuring efforts and would likely be forced to cease operations and liquidate. Accordingly, the Debtors' estates would be immediately and irreparably harmed.

23. If the Debtors are unable to obtain sufficient operating liquidity to meet their post-petition obligations on a timely basis, their provision of personal care services will be interrupted and could cease, resulting in its residents relocating to other facilities. This would of course be detrimental to the communities and individuals the Debtors serve, and the potential loss of revenue and going-concern value would likewise be extremely harmful to the Debtors, their estates and its creditors. The Debtors cannot obtain funds sufficient to administer their estates and operate the Manors other than by obtaining the relief requested herein pursuant to section 363 of the Bankruptcy Code.

24. The Debtors' management has formulated the Budget for the use of Cash Collateral from the Petition Date. The Debtors believe that the Budget includes all reasonable, necessary and foreseeable expenses to be incurred in the ordinary course in connection with their operations and restructuring efforts for the period set forth in the Budget. The Debtors also believe that the use of Cash Collateral in accordance with the Budget will provide the Debtors with adequate liquidity to pay administrative expenses as they become due and payable during the period covered by the Budget and propose to provide for a ten (10) percent disbursement variance to the extent necessary each week.

25. The Debtors' right to use Cash Collateral under the Interim Order shall commence on the date of the entry of the Interim Order and expire on the earlier of (a) the entry of a subsequent

interim order, or (b) the entry of the Final Order.

B. Appropriate Adequate Protection.

26. Pursuant to section 363(c)(2) of the Bankruptcy Code, a debtor in possession may only use "cash collateral" with the consent of the secured party with an interest therein or court approval. See 11 U.S.C. § 363(c)(2). Section 363(e) of the Bankruptcy Code provides that, upon request of an entity that has an interest in cash collateral sought to be used by a debtor, the court shall prohibit or condition such use of cash collateral as is necessary to provide adequate protection of such entity's interest. See 11 U.S.C. § 363(e).

27. Appropriate adequate protection is decided on a case-by-case basis. *See, e.g., In re Snowshoe Co.*, 789 F.2d 1085, 1088 (4th Cir. 1986); *In re Mosello*, 195 B.R. 277, 289 (Bankr. S.D.N.Y. 1996); *In re Beker Indus. Corp*., 58 B.R. 725 (Bankr. S.D.N.Y. 1986); *see also In re JKJ Chevrolet, Inc.*, 190 B.R. 542, 545 (Bankr. E.D. Va. 1995) (adequate protection is a flexible concept that is determined by considering the facts of each case) (citing *In re O'Connor*, 808 F.2d 1393, 1396-97 (10th Cir. 1987). Although adequate protection is not defined in the Bankruptcy Code, section 361 of the Bankruptcy Code provides the following three (3) nonexclusive examples of what may constitute adequate protection:

> (1) requiring the [debtor] to make a cash payment or periodic cash payments to such entity, to the extent that the . . . use . . . under section 363 . . . results in a decrease in the value of such entity's interest in such property;
> (2) providing to such entity an additional or replacement lien to the extent that such . . . use . . . results in a decrease in the value of such entity's interest in such property; or
> (3) granting such other relief . . . as will result in the realization by such entity of the indubitable equivalent of such entity's interest in such property.

11 U.S.C. § 361. Essentially, with the provision of adequate protection, the Bankruptcy Code seeks to shield a secured creditor from diminution in the value of its interest in the particular

collateral during the period of use. *See In re Hubbard Power & Light*, 202 B.R. 680, 685 (Bankr. E.D.N.Y. 1996); *In re 495 Cent. Park Ave. Corp*., 136 B.R. 626, 631 (Bankr. S.D.N.Y. 1992); *In re Beker Indus. Corp.*, 58 B.R. at 736; *see also In re Nice*, 355 B.R. 554, 563 (Bankr. N.D. Va. 2006) ("adequate protection is solely a function of preserving the value of the creditor's secured claim as of the petition date due to a debtor's continued use of collateral"). The Debtors assert that Lehigh is adequately protected by the granting of replacement liens, to the extent that its prepetition security interests are perfected and enforceable, and the continuation of the Debtors' operations.

Replacement Liens

28. As adequate protection for any diminution in value of Lehigh's interests, the Debtors request that the Court grant Lehigh security interests ("Replacement Liens") equivalent to a lien granted under section 364(c)(2) and (3) of the Bankruptcy Code, as applicable, in and upon the Debtors' personal property and the Cash Collateral, whether such property was acquired before or after the Petition Date, to the extent: (i) that Lehigh's prepetition security interests in the Collateral are valid and properly perfected, and (ii) of the amount of any diminution in value of the Lehigh's collateral. If granted, the Replacement Liens will adequately protect Lehigh's interests from any potential depreciation and deterioration.

Continued Operations

29. In addition to the proposed Replacement Liens, Lehigh is also adequately protected as a result of the continuation of the Debtors' operations. Without the use of the Cash Collateral, the Debtors would be unable to provide services to their residents and the residents would relocate to another personal care facility, irreparably harming the Debtors' operations. Indeed, absent use of the Cash Collateral, the Debtors likely will be unable to pay their ordinary business expenses,

including employee wages and other payments to providers. In that event, all operations will cease – the Debtors will no longer provide services, employees will be terminated, and all assets on which Lehigh asserts a lien will be liquidated. Those pledged assets will be worth less in a liquidation than they will be worth as a going concern reorganization. As going concern value exceeds liquidation value, adequate protection is being provided. Accordingly, the Debtors submit that use of the Cash Collateral will allow the Debtors to continue their operations and further protect the Secured Party's interests.

30. Courts have recognized that the preservation of the going concern value of secured lender's collateral constitutes adequate protection of such creditor's interest in the collateral. *See, e.g., In re Pursuit Athletic Footwear, Inc.*, 193 B.R. 713, 716 (Bankr. D. Del. 1996) (holding that if there is no actual diminution of value of collateral and the debtor can operate profitably post-petition, then the secured creditor is adequately protected); *In re 499 W. Warren Street Assocs., Ltd. P'ship*, 142 B.R. 53, 56 (Bankr. N.D.N.Y. 1992) (where the court found a secured creditor's interest in collateral adequately protected when cash collateral was applied to normal operating and maintenance expenditures on the collateral property); *In re Willowood E. Apartments of Indianapolis II, Ltd.*, 114 B.R. 138, 143 (Bankr. S.D. Ohio 1990) (same); *In re Stein,* 19 B.R. 458, 460 (Bankr. E.D. Pa. 1982) (creditor's secured position would be enhanced by the continued operation of the debtor's business);

31. In sum, the Debtors submit that Lehigh is adequately protected by the proposed Replacement Liens and by the continued operation of the Debtors' businesses.

C. Interim Approval Should Be Granted.

32. The Debtors respectfully request that the Court conduct an expedited preliminary hearing on this Motion and authorize the Debtors (from and after the entry of the Interim Order

and pending the final hearing) to use the Cash Collateral in accordance with the Budget for, among other things, working capital purposes and the payment of certain obligations in accordance with the relief authorized by the Court. Interim access to the Cash Collateral will ensure that the Debtors maintain ongoing operations and avoid immediate and irreparable harm and prejudice to their estates and all parties in interest pending the Final Hearing.

33. The Debtors submit that, for the reasons set forth herein, immediate access to the use of Cash Collateral (first, on an interim basis as requested in this Motion), on the terms set forth in the Budget, is necessary to preserve the value of the Debtors' estates for the benefit of all parties in interest.

D. Request for Final Hearing

34. Pursuant to Bankruptcy Rule 4001(b)(2), the Debtors request that the Court set a date for the Final Hearing that is as soon as practicable, but in no event later than twenty (20) days following the entry of the Interim Order, and fix the time and date prior to the Final Hearing for parties to file objections to this Motion.

REQUEST FOR EXPEDITED RELIEF AND SHORTENED NOTICE

35. Pursuant to Local Bankruptcy Rule 5070-1(g) and 9014-1, the Debtors request expedited consideration of the Motion.

36. Expedited consideration is vital to protect the Debtors' ability to continue to operate. Without the immediate ability to use cash collateral, the Debtors will be unable to meet their ongoing operating expenses and their operations will cease, causing harm to all parties in interest.

37. The Debtors propose that it will serve notice of this motion by electronic mail to Lehigh, the banks in which the Debtors maintain accounts, the Office of the United States Trustee

and any party that has entered an appearance requesting notice in these cases. The Debtors submit that such notice is sufficient under the circumstances of these cases. The Debtors have notified the Office of the United States Trustee of the anticipated filing and, immediately following the initiation of these cases has notified Lehigh, the sole creditor required to be notified under Local Rule 1007-1, of this motion.

38. Expedited consideration is sought because the Debtors will be unable to fund payroll for their employees and providers, many of whom live paycheck to paycheck. Failure to compensate their employees and other individuals and vendors places the Debtors at significant risk that their employees will seek alternate employment and, more importantly, causes significant harm to the Debtors' employees who rely on regular compensation to satisfy their own obligations. In addition, the Debtor needs to be able to utilize cash collateral to fund its operations, including food service and other amenities critical to servicing their residents.

NOTICE

39. This Motion has been served upon (a) the Office of the United States Trustee for the Eastern District of Pennsylvania; (b) the Commonwealth of Pennsylvania, Department of Labor and Industry; (c) the Commonwealth of Pennsylvania, Department of Revenue; (d) the Office of the Attorney General of Pennsylvania; (e) the entities listed on the Consolidated List of Creditors Holdings the 20 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d); (f) Internal Revenue Service; (g) Duane Morris; (h) Truist Bank; (i) Whitehall Township Tax Office (j) Commonwealth of Pennsylvania, Department of Human Services; (k) Whitehall Coplay School District; (l) Borough of Hellertown; (m) County of Northhampton; (n) Saucon School District (o) Lehigh Valley LLC I; (p) Portnoff Law & Associates; (q) Office of the Unites States Attorney General for the Eastern District of Pennsylvania; and (r) all parties who have requested

notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Debtors respectfully submit that no further notice is necessary.

WHEREFORE, for the reasons set forth herein, the Debtors respectfully requests that the Court enter an order granting an expedited hearing at the Court's earliest convenience and, at such hearing enter an order, substantially in the form attached hereto as **Exhibit A**; and grant such other and further relief as is just and proper.

Dated: December 26, 2025
Philadelphia, Pennsylvania

/s/ Michelle V. Lee

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Proposed Counsel for the Debtors and Debtors-in-Possession

THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

In re: Whitehall Trust, et al.,[1] Debtors.	Chapter 11 Case No. 25-15241(PMM) (Joint Administration Requested)

INTERIM ORDER (A) AUTHORIZING THE DEBTORS TO USE CASH COLLATERAL OF EXISTING SECURED PARTY AND GRANTING ADEQUATE PROTECTION FOR SUCH USE AND (B) PRESCRIBING THE FORM AND MANNER OF NOTICE AND SETTING THE TIME FOR A FINAL HEARING

This matter came before the Court on the motion (the "Motion")[2] of the above-captioned debtors (the "Debtors") for interim and final orders pursuant to sections 105, 361 and 363 of title 11 of the United States Code (the "Bankruptcy Code") and Rules 4001 and 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), (a) authorizing the Debtors to use the cash collateral of an existing secured party and granting adequate protection to the existing secured party for the use of its cash collateral and (b) prescribing the form and manner of notice and setting the time for the final hearing on the Motion. Upon review of the Motion and based upon the evidence presented to this Court at the interim hearing (the "Interim Hearing") on the Motion, the Court hereby makes the following findings of fact and conclusions of law:

A. Adequate and sufficient notice of the Motion and the Interim Hearing under the circumstances has been provided to all persons entitled thereto pursuant to Bankruptcy Rules 2002 and 4001. No further notice of the Motion is necessary and the Interim Hearing was held pursuant to Bankruptcy Rule 4001(b)(2).

[1] The Debtors in these Chapter 11 Cases are: (i) Whitehall Trust; (ii) Saucon Trust; (iii) Whitehall Manor, Inc. (5606); (iv) Saucon Valley Manor, Inc. (2894).

[2] Capitalized terms not defined herein shall have the meanings set forth in the Motion.

B. This matter constitutes a "core proceeding" within the meaning of 28 U.S.C. § 157.

The Debtors' Need to Use Cash Collateral

Solely for purposes of this Interim Order and without prejudice in all other respects, the Court finds that:

A. The Debtors require use of the Cash Collateral, as well as any proceeds thereof, in which the Secured Party may assert liens and security interests in order to preserve the value of its business and assets and to avoid immediate and irreparable harm to the Debtors' estates and to meet their operating obligations pending a final hearing on the Motion (the "Final Hearing"). If the Debtors are unable to pay amounts that come due prior to the Final Hearing, they will not be able to continue to operate and provide much-needed services to their residents.

B. Pursuant to sections 363(a) and 552(b) of the Bankruptcy Code, any Cash Collateral held by the Debtors as of the Petition Date may constitute "cash collateral" within the meaning of section 363(a) of the Bankruptcy Code. The Secured Party asserts that it has an interest in the Cash Collateral within the meaning of sections 363(c)(2) and 363(e) of the Bankruptcy Code.

C. The Debtors have an immediate need to use Cash Collateral on an interim basis through the date of the Final Hearing to, among other things, fund their obligations and pay other operating expenses that come due prior to the Final Hearing, in accordance with the Budget attached hereto as **Exhibit 1**, subject to an allowed disbursement variance of ten (10) percent per week.

D. Good cause has been shown for entry of this interim cash collateral order (the "Interim Order"), as an immediate and critical need exists for the Debtors to be permitted access to funds to continue their operations.

E. The record adequately demonstrates that without the use of such funds, the Debtors' estates would be immediately and irreparably harmed.

F. The Debtors seek to use Cash Collateral existing on or after the Petition Date that may be subject to the Secured Party's liens, through the date of the Final Hearing solely for the purposes and in the amounts set forth in the Budget.

G. The Debtors have offered, pursuant to sections 361 and 363(e) of the Bankruptcy Code, to provide to the Secured Party as adequate protection of its interests, if any, in the Cash Collateral against (i) any diminution in value from the use of the Cash Collateral and other collateral, and (ii) for the imposition of the automatic stay pursuant to section 362 of the Bankruptcy Code: (a) the continued, uninterrupted operation of the Debtors; and (b) the Replacement Liens (as defined herein).

H. Subject to compliance with the terms of this Interim Order, the Debtors are authorized to use the Cash Collateral solely during the period from the date of this Interim Order through the Final Hearing and solely in the amounts set forth in the Budget.

I. All conclusions of law that are or may be deemed to be findings of fact are hereby incorporated as findings of fact.

J. This Interim Order is entered pursuant to and shall be construed and be consistent with sections 361 and 363 of the Bankruptcy Code and Bankruptcy Rule 4001(b).

ACCORDINGLY, THE COURT HEREBY CONCLUDES THAT:

a. Good cause has been shown for the entry of this Initial Interim Order and the authorizations herein. Among other things, the entry of this Initial Interim Order pending the Second Interim Hearing will enable the Debtors to continue operating, avoid immediate and irreparable harm to the Debtors' estates and otherwise is in the best interests of the Debtors, their creditors and their estates.

b. This Initial Interim Order is immediately valid and fully effective upon its entry.

c. All findings of fact that are or may be deemed to be conclusions of law are incorporated herein as conclusions of law.

ACCORDINGLY, IT IS ORDERED:

a. Pending expiration of this Initial Interim Order, the Debtors are permitted to use Cash Collateral, solely in accordance with the Budget, including a variance of up to ten (10) percent per week as needed, for the period from the date of this Interim Order through the date of the Final Hearing, without setoff or recoupment by the Secured Party, for, among other things, working capital purposes, the payment of certain obligations in accordance with relief authorized by the Court and other obligations solely as set forth in the Budget. The Budget may be updated and modified through the date of the Final Hearing by: (i) consensual agreement between the Debtors and the Secured Party or (ii) further order of the Court.

b. The Debtors shall be, and hereby are, authorized to use Cash Collateral on the terms and conditions set forth in this Interim Order in accordance with the Budget.

c. The Debtors' right to use Cash Collateral under the Interim Order shall commence on the date of entry of the Interim Order and expire on the date of the Final Hearing.

d. As adequate protection: (i) to protect the Secured Party's interest, if any, in the Cash Collateral and other collateral pursuant to sections 361 and 363(e) of the Bankruptcy Code, (ii) for any diminution in value from the use of the Cash Collateral and other collateral, and (iii) for the imposition of the automatic stay pursuant to section 362 of the Bankruptcy Code, the Court hereby grants the Secured Party replacement security interests in and replacement liens (exclusive of any avoidance actions available to the Debtor's estates pursuant to sections 544, 545, 547, 548, 549, 550, 553(b) or 724(a) of the Bankruptcy Code or any proceeds thereof) on all of the Debtor's real property, including the land, improvements, equipment, personal property, rents, profits and other attributes consistent with the Whitehall and Saucon Mortgages, whether such property was acquired before or after the Petition Date (the "Replacement Liens").

e. Such Replacement Liens shall be equal to the aggregate diminution in value, if any, after the Petition Date of the Cash Collateral and other collateral. The Replacement Liens shall be of the same extent, validity and priority as the liens of the Secured Party on the prepetition Cash Collateral and other collateral.

f. Subject to the foregoing paragraph, the Replacement Liens shall constitute valid and duly perfected security interests and liens as of the Petition Date. The Secured Party shall not be required to file or serve financing statements, notices of lien or similar interests which otherwise may be required under federal or state law in any jurisdiction, or take any action, including taking possession, to validate and perfect such Replacement Liens.

g. The Replacement Liens shall be subject and subordinate solely to fees payable to the United States Trustee pursuant to 28 U.S.C. § 1930(a)(6) and the Clerk of the Bankruptcy.

h. The Debtors are directed to keep their books and records of original entry current and updated, so that all business activity is posted to them in the ordinary course of the Debtors' businesses. The Debtors shall provide to the Secured Party any reports of operations required to be provided by the prepetition agreements at the same time and in the same manner as set forth therein.

i. The Debtors shall promptly serve, by email, facsimile or overnight delivery, a copy of this Interim Order upon the parties having been given notice of the Interim Hearing and, any other party that has filed a request for notices with this Court.

j. The Final Hearing to consider the entry of a further order authorizing and approving use of Cash Collateral and providing adequate protection is hereby scheduled for ___________, _________, at _________ a.m./p.m.

k. Any party in interest objecting to the relief sought at the Final Hearing shall serve and file a written objection upon the following parties: (a) counsel for the Debtors, Lawrence McMichael, Dilworth Paxson LLP, 1650 Market St., Suite 1200, Philadelphia, PA 19103; (b) the Office of the United States Trustee for the Eastern District of Pennsylvania, Robert C. Nix Federal Courthouse, 900 Market St., Suite 320, Philadelphia, PA 19107; and (c) Lehigh Valley LLC I. All objections to the entry of such Final Order shall be filed with the Clerk of the United States Bankruptcy Court, Eastern District of Pennsylvania, in each case to allow actual receipt by the foregoing notice parties no later than ______, 2026, at 4:00 p.m. (prevailing Eastern Time) (the "Objection Deadline").

l. This Initial Interim Order shall be fully effective upon its entry.

SO ORDERED this ___ day of December, 2025.

____
Honorable Patricia M. Mayer
United States Bankruptcy Judge

<u>Exhibit 1 (to Initial Interim Order)</u>

[Budget]

4:36 PM
12/12/14
Accrual Basis

Creekside Associates Ltd.
Profit & Loss
December 20, 2013 through March 31, 2014

CASH RECEIPTS & DISBURSEMENTS 13 WEEKS FORECAST

	Week of Jan 3, 26	Week of Jan 10, 26	Week of Jan 17, 26	Week of Jan 24, 26	Week of Jan 31, 26	Week of Feb 7, 26	Week of Feb 14, 26	Week of Feb 21, 26
Cash Beginning Balance	3,000.00	8,086.50	26,378.61	44,825.73	62,741.62	-2,342.49	18,051.94	38,475.42
INCOME (allocated evenly per week; usual	88,415.74	206,159.14	206,314.15	206,314.15	206,314.15	228,390.19	228,419.24	228,419.24
Disbursements	-83,329.24	-187,867.03	-187,867.03	-188,398.26	-271,398.26	-207,995.76	-207,995.76	-207,995.76
Ending Cash Balance	8,086.50	26,378.61	44,825.73	62,741.62	-2,342.49	18,051.94	38,475.42	58,898.90
Expense								
DIETARY	7,591.62	17,716.72	17,716.72	17,716.72	17,716.72	19,614.91	19,614.91	19,614.91
SUPPLIES	2,235.12	5,218.29	5,218.29	5,218.29	5,218.29	5,777.31	5,777.31	5,777.31
MAINTENANCE	4,958.03	4,958.03	4,958.03	5,489.26	5,489.26	5,489.26	5,489.26	5,489.26
UTILITIES	4,413.82	10,303.43	10,303.43	10,303.43	10,303.43	11,407.27	11,407.27	11,407.27
PAYROLL & BENEFITS	51,104.08	119,258.09	119,258.09	119,258.09	119,258.09	132,035.82	132,035.82	132,035.82
OFFICE & MARKETING EXPENSES	2,750.16	6,418.65	6,418.65	6,418.65	6,418.65	7,106.61	7,106.61	7,106.61
REAL ESTATE TAXES & INSURANCE	3,669.12	8,563.23	8,563.23	8,563.23	8,563.23	9,480.73	9,480.73	9,480.73
EQUIPMENT	394.57	921.76	921.76	921.76	921.76	1,020.53	1,020.53	1,020.53
MANAGEMENT FEES	4,213.67	9,832.69	9,832.69	9,832.69	9,832.69	10,886.19	10,886.19	10,886.19
US TRUSTEE QUARTERLY FEES					500.00			
DILWORTH PAXSON/Committee Counsel					75,000.00			
Omni					7,500.00			
LEGAL/PROFESSIONAL FEES	775.95	1,810.55	1,810.55	1,810.55	1,810.55	2,004.52	2,004.52	2,004.52
CLEANING	1,223.10	2,865.59	2,865.59	2,865.59	2,865.59	3,172.61	3,172.61	3,172.61
Total Expense	83,329.24	187,867.03	187,867.03	188,398.26	271,398.26	207,995.76	207,995.76	207,995.76

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Accrual Basis

Creekside Associates Ltd.
Profit & Loss
December 20, 2013 through March 31, 2014

CASH RECEIPTS & DISBURSEMENTS WEEKS FORECAST **13**

	Week of Feb 28, 26	Week of Mar 7, 26	Week of Mar 14, 26	Week of Mar 21 26	Week of Mar 28 26	TOTAL
Cash Beginning Balance	58,898.90	-3,177.62	17,245.86	37,669.34	61,831.59	3,493.84
INCOME (allocated evenly per week; usual	228,419.24	228,419.24	228,419.24	228,419.24	228,419.24	2,740,842.20
Disbursements	-290,495.76	-207,995.76	-207,995.76	-204,256.99	-286,756.99	-2,740,348.36
Ending Cash Balance	-3,177.62	17,245.86	37,669.34	61,831.59	3,493.84	3,987.68
Expense						
DIETARY	19,614.91	19,614.91	19,614.91	15,876.14	15,876.14	227,900.24
SUPPLIES	5,777.31	5,777.31	5,777.31	5,777.31	5,777.31	69,326.76
MAINTENANCE	5,489.26	5,489.26	5,489.26	5,489.26	5,489.26	135,636.67
UTILITIES	11,407.27	11,407.27	11,407.27	11,407.27	11,407.27	136,885.70
PAYROLL & BENEFITS	132,035.82	132,035.82	132,035.82	132,035.82	132,035.82 #	1,584,423.00
OFFICE & MARKETING EXPENSES	7,106.61	7,106.61	7,106.61	7,106.61	7,106.61	85,277.64
REAL ESTATE TAXES & INSURANCE	9,480.73	9,480.73	9,480.73	9,480.73	9,480.73	113,767.88
EQUIPMENT	1,020.53	1,020.53	1,020.53	1,020.53	1,020.53	12,245.85
MANAGEMENT FEES	10,886.19	10,886.19	10,886.19	10,886.19	10,886.19	130,633.95
US TRUSTEE QUARTERLY FEES						500.00
DILWORTH PAXSON/Committee Counsel	75,000.00				75,000.00	225,000.00
Omni	7,500.00				7,500.00	22,500.00
LEGAL/PROFESSIONAL FEES	2,004.52	2,004.52	2,004.52	2,004.52	2,004.52	59,359.86
CLEANING	3,172.61	3,172.61	3,172.61	3,172.61	3,172.61	38,066.34
Total Expense	290,495.76	207,995.76	207,995.76	204,256.99	286,756.99	2,841,523.89

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Creekside Associates Ltd.
Profit & Loss
December 20, 2013 through March 31, 2014

CASH RECEIPTS & DISBURSEMENTS 13 WEEKS FORECAST

	Week of Jan 3, 26	Week of Jan 10, 26	Week of Jan 17, 26	Week of Jan 24, 26	Week of Jan 31, 26	Week of Feb 7, 26	Week of Feb 14, 26	Week of Feb 21, 26
Cash Beginning Balance	3,000.00	11,702.35	31,964.59	52,226.83	72,416.13	9,605.43	34,127.16	58,648.71
INCOME	53,998.52	126,001.26	126,001.26	126,001.26	126,001.26	143,081.19	143,081.19	143,081.19
Disbursements	-45,296.17	-105,739.02	-105,739.02	-105,811.96	-188,811.96	-118,559.46	-118,559.64	-118,559.82
Ending Cash Balance	11,702.35	31,964.59	52,226.83	72,416.13	9,605.43	34,127.16	58,648.71	83,170.08
Expense								
DIETARY	3,378.80	7,883.61	7,883.61	7,883.61	7,883.61	8,977.30	8,977.31	8,977.31
SUPPLIES	734.74	1,717.56	1,717.56	1,717.56	1,717.56	1,901.48	1,901.48	1,901.48
MAINTENANCE	629.39	1,469.72	1,469.72	1,469.72	1,469.72	1,627.15	1,627.15	1,627.15
UTILITIES	2,660.91	6,214.88	6,214.88	6,214.88	6,214.88	6,880.79	6,880.79	6,880.79
PAYROLL & BENEFITS	26,906.80	62,800.01	62,800.01	62,800.01	62,800.01	70,591.89	70,591.91	70,592.09
OFFICE & MARKETING EXPENSES	2,126.01	4,964.12	4,964.12	4,964.12	4,964.12	5,496.05	5,496.05	5,496.05
REAL ESTATE TAXES & INSURANCE	2,729.59	6,372.09	6,372.09	6,372.09	6,372.09	7,054.88	7,054.88	7,054.88
EQUIPMENT	291.72	680.68	680.68	753.62	753.62	753.62	753.62	753.62
MANAGEMENT FEES	2,646.70	6,175.75	6,175.75	6,175.75	6,175.75	7,016.30	7,016.45	7,016.45
US TRUSTEE QUARTERLY FEES					500.00			
DILWORTH PAXSON/Committee Counsel					75,000.00			
Omni					7,500.00			
LEGAL/PROFESSIONAL FEES	1,569.45	3,662.82	3,662.82	3,662.82	3,662.82	4,055.31	4,055.31	4,055.31
Cleaning	1,622.06	3,797.78	3,797.78	3,797.78	3,797.78	4,204.69	4,204.69	4,204.69
Total Expense	45,296.17	105,739.02	105,739.02	105,811.96	188,811.96	118,559.46	118,559.64	118,559.82

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Creekside Associates Ltd.
Profit & Loss
December 20, 2013 through March 31, 2014

CASH RECEIPTS & DISBURSEMENTS 13 WEEKS FORECAST

	Week of Feb 28, 26	Week of Mar 7, 26	Week of Mar 14, 26	Week of Mar 21 26	Week of Mar 28 26	TOTAL
Cash Beginning Balance	83,170.08	25,191.45	51,801.82	78,412.01	105,022.20	49,132.38
INCOME	143,081.19	146,660.92	146,660.92	146,660.92	146,660.92	1,716,972.00
Disbursements	-201,059.82	-120,050.55	-120,050.73	-120,050.73	-202,550.74	-1,670,839.62
Ending Cash Balance	25,191.45	51,801.82	78,412.01	105,022.20	49,132.38	95,264.76
Expense						
DIETARY	8,977.31	9,226.33	9,226.31	9,226.31	9,226.31	107,727.73
SUPPLIES	1,901.48	1,901.48	1,901.48	1,901.48	1,901.48	22,816.82
MAINTENANCE	1,627.15	1,627.15	1,627.15	1,627.15	1,627.15	19,525.47
UTILITIES	6,880.79	6,880.79	6,880.79	6,880.79	6,880.79	82,566.75
PAYROLL & BENEFITS	70,592.09	71,654.97	71,655.01	71,655.01	71,655.01	847,094.82
OFFICE & MARKETING EXPENSES	5,496.05	5,496.05	5,496.05	5,496.05	5,496.05	65,950.89
REAL ESTATE TAXES & INSURANCE	7,054.88	7,054.88	7,054.88	7,054.88	7,054.89	84,657.00
EQUIPMENT	753.62	753.62	753.62	753.62	753.62	9,189.28
MANAGEMENT FEES	7,016.45	7,195.28	7,195.44	7,195.44	7,195.44	84,196.95
US TRUSTEE QUARTERLY FEES						
DILWORTH PAXSON/Committee Counse	75,000.00				75,000.00	225,000.00
Omni	7,500.00				7,500.00	22,500.00
LEGAL/PROFESSIONAL FEES	4,055.31	4,055.31	4,055.31	4,055.31	4,055.31	48,663.21
Cleaning	4,204.69	4,204.69	4,204.69	4,204.69	4,204.69	50,450.70
Total Expense	201,059.82	120,050.55	120,050.73	120,050.73	202,550.74	1,670,339.62