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PROPOSED ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	CASE NO. 14-32821-11
	§	
SEARS METHODIST RETIREMENT SYSTEM, INC., <i>et al.</i>¹	§	CHAPTER 11
	§	
Debtors.	§	Joint Administration Pending
	§	

**MOTION OF DEBTORS FOR ORDER AUTHORIZING DEBTORS
TO FILE CONSOLIDATED MAILING MATRIX AND
CONSOLIDATED LIST OF 30 LARGEST UNSECURED CREDITORS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), by and through their undersigned proposed attorneys, DLA Piper LLP (US), hereby move (the “Motion”), pursuant to section 105(a) of title 11 of the United States Code (the “Bankruptcy Code”), for entry of an order substantially in the form attached hereto as Exhibit A, authorizing the Debtors to file a consolidated mailing matrix and a consolidated list of their 30 largest unsecured creditors. In support of this Motion, the Debtors respectfully represent as follows:

¹ The debtors in these chapter 11 cases, along with the last four (4) digits of their taxpayer identification numbers, are: Sears Methodist Retirement System, Inc. (6330), Canyons Senior Living, L.P. (8545), Odessa Methodist Housing, Inc. (9569), Sears Brazos Retirement Corporation (8053), Sears Caprock Retirement Corporation (9581), Sears Methodist Centers, Inc. (4917), Sears Methodist Foundation (2545), Sears Panhandle Retirement Corporation (3233), Sears Permian Retirement Corporation (7608), Sears Plains Retirement Corporation (8233), Sears Tyler Methodist Retirement Corporation (0571) and Senior Dimensions, Inc. (4016). The mailing address of each of the debtors, solely for purposes of notices and communications, is 2100 Ross Avenue, 21st Floor, c/o Paul Rundell, Dallas, Texas 75201.

Jurisdiction and Venue

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory basis for the relief requested herein is section 105(a) of the Bankruptcy Code.

Background

3. On June 10, 2014 (the “Petition Date”), the Debtors commenced these cases by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors have continued in the possession of their property and have continued to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases, and no committee has been appointed.

5. The factual background regarding each of the Debtors, including their current and historical business operations and the events precipitating these chapter 11 cases, is set forth in detail in the Declaration of Paul B. Rundell in Support of First Day Motions (the “First Day Declaration”), which has been filed contemporaneously herewith and is incorporated herein by reference.

Relief Requested

6. Pursuant to Local Rule 1007-1, contemporaneously with every voluntary petition, a chapter 11 debtor must file a mailing list containing the name and address of each entity included or to be included on Schedules D, E, F, G and H. Pursuant to Rule 1007(d) of the

Federal Rules of Bankruptcy Procedure, a chapter 11 debtor must file a list of its 20 largest unsecured creditors.

7. By this Motion, the Debtors seek entry of an order authorizing the Debtors to file a consolidated mailing matrix and a consolidated list of their 30 largest unsecured creditors.

Basis for Relief

8. The Debtors are comprised of 12 affiliated companies. There are over 2,000 creditors and other parties in interest in these cases, and there may be potential for confusion and/or overlap regarding creditor obligations. Given the circumstances, the Debtors submit that it is appropriate for them to file a consolidated mailing matrix and a consolidated list of their 30 largest unsecured creditors. The consolidated mailing matrix and the consolidated list of creditors will provide good and sufficient notice to all creditors and parties in interest in an efficient manner.

9. The Court has authority to grant the relief requested in this Motion under section 105(a) of the Bankruptcy Code, which empowers bankruptcy courts to enter “any order, process, or judgment that is necessary or appropriate” to carry out the provisions of the Bankruptcy Code. 11 U.S.C. § 105(a). Section 105(a) codifies the “equitable power” of bankruptcy courts and provides “broad authority” to accomplish tasks important to the implementation of the Bankruptcy Code. See United States v. Energy Res. Co., 495 U.S. 545, 549 (1990) (stating that the statutory directive of Section 105(a) is “consistent with the traditional understanding that bankruptcy courts, as courts of equity, have broad authority to modify creditor-debtor relationships”).

10. Courts in this district have allowed debtors to file: (i) consolidated creditors matrices and (ii) consolidated lists of their largest general unsecured creditors, in other chapter

11 cases. See, e.g., In re Fibertower Network Servs. Corp., et al., Case No. 12-44027 (Bankr. N.D. Tex. Jul. 24, 2012) [Dkt. No. 75]; In re Idearc Inc., et al., Case No. 09-31828 (Bankr. N.D. Tex. Apr. 1, 2009) [Dkt. No. 43]; In re Vartec Telecom Inc., et al., Case No. 04-81694 (Bankr. N.D. Tex. Nov. 2, 2004) [Dkt. No. 47]. Accordingly, the Debtors respectfully submit that similar relief should be granted in these cases.

11. The Debtors have filed this Motion in a good faith effort to efficiently and effectively manage their chapter 11 cases. No creditor or party in interest would be prejudiced in any way by the relief requested in this Motion.

Notice of Motion

12. Notice of this Motion has been provided to the following: (a) each of the Debtor's twenty (20) largest unsecured creditors; (b) the Debtors' secured lenders and their counsel (if known); and (c) the Office of the United States Trustee. The Debtors submit that such notice is appropriate under the circumstances and that no other or further notice need be provided.

Conclusion

WHEREFORE, the Debtors respectfully request that the Court enter an Order substantially in the form attached hereto as Exhibit A: (i) authorizing the Debtors to file a consolidated mailing matrix; (ii) authorizing the Debtors to file a consolidated list of their 30 largest unsecured creditors; and (iii) granting such other and further relief as may be just and proper

Dated: June 10, 2014
Dallas, Texas

DLA PIPER LLP (US)

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Proposed Attorneys for the Debtors
and Debtors in Possession

Exhibit A

Proposed Order

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Debtors.	§	Joint Administration Pending
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**ORDER AUTHORIZING DEBTORS TO FILE CONSOLIDATED MAILING MATRIX
AND CONSOLIDATED LIST OF 30 LARGEST UNSECURED CREDITORS**

Upon consideration of the Motion for Order Authorizing Debtors to File Consolidated Mailing Matrix and Consolidated List of 30 Largest Unsecured Creditors (the “Motion”),² filed by the above-captioned debtors and debtors in possession (collectively, the “Debtors”); and the Court having reviewed and considered the Motion and the First Day Declaration and having

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² All capitalized terms not otherwise defined herein, shall have the meanings given to them in the Motion.

considered the statements of counsel and the evidence presented at a hearing before the Court; and it appearing that appropriate notice of the Motion has been provided and that no other or further notice need be provided; and it further appearing that the relief requested in the Motion is in the best interests of the Debtors and their estates; and after due deliberation, and sufficient cause appearing therefor; it is, HEREBY ORDERED AS FOLLOWS:

1. The Motion is hereby GRANTED.
2. The Debtors are hereby authorized to file a consolidated mailing matrix and a consolidated list of their 30 largest unsecured creditors.
3. The Court shall retain jurisdiction over all matters arising from or relating to the implementation of this Order.

###End of Order###