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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:	§	Chapter 11
SEARS METHODIST RETIREMENT	§	
SYSTEM, INC.,	§	Case No. 14-32821-11
	§	
Debtor.	§	
In re:	§	Chapter 11
SEARS CAPROCK RETIREMENT CORP.,	§	
	§	Case No. 14-32822-11
Debtor.	§	
In re:	§	Chapter 11
SEARS METHODIST CENTERS, INC.,	§	
	§	Case No. 14-32824-11
Debtor.	§	
In re:	§	Chapter 11
SEARS PLAINS RETIREMENT CORP.,	§	
	§	Case No. 14-32825-11
Debtor.	§	

In re:	§	
SEARS METHODIST FOUNDATION,	§	Chapter 11
Debtor.	§	Case No. 14-32827-11
In re:	§	
SEARS PANHANDLE RETIREMENT CORP.,	§	Chapter 11
Debtor.	§	Case No. 14-32828-11
In re:	§	
CANYONS SENIOR LIVING, L.P.,	§	Chapter 11
Debtor.	§	Case No. 14-32829-11
In re:	§	
ODESSA METHODIST HOUSING, INC.,	§	Chapter 11
Debtor.	§	Case No. 14-32831-11
In re:	§	
SEARS BRAZOS RETIREMENT CORP.,	§	Chapter 11
Debtor.	§	Case No. 14-32832-11
In re:	§	
SEARS PERMIAN RETIREMENT CORP.,	§	Chapter 11
Debtor.	§	Case No. 14-32833-11
	§	

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In re:	§	Chapter 11
SEARS TYLER METHODIST RETIREMENT	§	
CORP.,	§	Case No. 14-32834-11
	§	
Debtor.	§	
-----	§	
In re:	§	Chapter 11
SENIOR DIMENSIONS, INC.,	§	
	§	Case No. 14-32835-11
Debtor.	§	
-----	§	

**MOTION FOR ORDER DIRECTING JOINT
ADMINISTRATION OF THE DEBTORS' CHAPTER 11 CASES**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), by their proposed attorneys, DLA Piper LLP (US), move (the “Motion”) this Court for entry of an order, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and L.B.R. 1015-1(a) of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas (the “Local Rules”), requesting the entry of an order consolidating their separate chapter 11 cases for procedural purposes only, and providing for joint administration thereof. In support of this Motion, the Debtors respectfully represent as follows:

Jurisdiction and Venue

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
2. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory predicates for the relief sought herein are Bankruptcy Rule 1015(b) and Local Rule 1015-1(a).

Background

4. On June 10, 2014 (the “Petition Date”), the Debtors commenced these chapter 11 cases by each filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

5. The Debtors remain in possession of their assets and continue to operate and manage their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108.

6. No trustee, examiner or committee has been appointed in any of the Debtors’ chapter 11 cases.

7. The factual background regarding each of the Debtors, including their current and historical business operations and the events precipitating these chapter 11 filings, is set forth in detail in the Declaration of Paul B. Rundell in Support of First Day Motions and is incorporated herein by reference.

Relief Requested

8. By this Motion, the Debtors seek an order consolidating, for procedural purposes only, the administration of the Debtors’ chapter 11 cases.

9. Bankruptcy Rule 1015(b) provides that, if two or more petitions are pending in the same court by a debtor and an affiliate, the court may order the joint administration of the estates of the debtor and such affiliates. See Fed. R. Bankr. P. 1015(b).

10. Odessa Methodist Housing, Inc., Sears Brazos Retirement Corporation, Sears Caprock Retirement Corporation, Sears Methodist Centers, Inc., Sears Methodist Foundation, Sears Panhandle Retirement Corporation, Sears Permian Retirement Corporation, Sears Plains Retirement Corporation, Sears Tyler Methodist Retirement Corporation and Senior Dimensions, Inc. are wholly-owned subsidiaries of Sears Methodist Retirement System, Inc. (“SMRS”) and

are filing petitions in the same court as SMRS. Canyons Senior Living, L.P. is wholly-owned by subsidiaries of SMRS and is filing a petition in the same court as SMRS. Accordingly, this Court may order the joint administration of the Debtors' estates pursuant to Bankruptcy Rule 1015(b).

11. The Debtors anticipate that notices, applications, motions, other pleadings, hearings and orders in these cases may affect more than one of the Debtors or each of the Debtors. If each Debtor's case were administered independently, there would be a number of duplicative pleadings and overlapping service. This unnecessary duplication of identical documents would be wasteful of the Debtors' resources, as well as other parties' and this Court's resources.

12. Joint administration will permit the Clerk of the Court to use a single general docket for each of the Debtors' cases and to combine notices to creditors and other parties in interest of the Debtors' respective estates. Joint administration also will protect parties in interest by ensuring that all parties in interest will be able to review one docket to stay apprised of the various matters before the Court in each of the Debtors' cases.

13. Joint administration will not give rise to any conflict of interest among the Debtors' estates. The rights of the Debtors' respective creditors will not be adversely affected by the proposed joint administration because the Debtors will continue as separate and distinct legal entities and will continue to maintain separate books and records. Moreover, each creditor may file its claim against a particular estate. The rights of all creditors will be enhanced by the reduction in costs resulting from joint administration. The Court also will be relieved of the burden of scheduling duplicative hearings, entering duplicative orders and maintaining redundant

files. Finally, supervision of the administrative aspects of these chapter 11 cases by the Office of the United States Trustee will be simplified.

14. A proposed consolidated caption for all notices, applications, motions and other pleadings is annexed hereto as Exhibit A.

15. The Debtors request that a docket entry reflecting the joint administration of the Debtors' cases be made in each of the Debtors' cases as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Sears Methodist Retirement System, Inc., Canyons Senior Living, L.P., Odessa Methodist Housing, Inc., Sears Brazos Retirement Corporation, Sears Caprock Retirement Corporation, Sears Methodist Centers, Inc., Sears Methodist Foundation, Sears Panhandle Retirement Corporation, Sears Permian Retirement Corporation, Sears Plains Retirement Corporation, Sears Tyler Methodist Retirement Corporation and Senior Dimensions, Inc. The docket in Case No. 14-32821-11 should be consulted for all matters affecting this case.

16. Finally, the Debtors request that all future entries for all cases be made under the lead case In re Sears Methodist Retirement System, Inc., Case No. 14-32821-11.

Notice

17. Notice of this Motion has been provided to (a) the Office of the United States Trustee for the Northern District of Texas; (b) the Office of the Attorney General of the State of Texas; (c) each of the Debtor's twenty (20) largest unsecured creditors; (d) counsel to Wells Fargo Bank, N.A. as trustee; (e) counsel to UMB Bank, N.A., as trustee; and (f) counsel to the Debtors' prepetition secured lenders. The Debtors submit that, in light of the nature of the relief requested, no other or further notice is necessary or required.

Conclusion

WHEREFORE, the Debtors respectfully request that the Court enter an order substantially in the form annexed hereto as Exhibit B, (i) granting the relief requested herein and (ii) granting such other relief as may be deemed 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 Caption

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

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

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.

Exhibit B

Proposed Order

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

-----	§	
In re:	§	Chapter 11
	§	
SEARS METHODIST RETIREMENT	§	Case No. 14-32821-11
SYSTEM, INC.,	§	
	§	
Debtor.	§	
-----	§	
In re:	§	Chapter 11
	§	
SEARS CAPROCK RETIREMENT CORP.,	§	Case No. 14-32822-11
	§	
Debtor.	§	
-----	§	
In re:	§	Chapter 11
	§	
SEARS METHODIST CENTERS, INC.,	§	Case No. 14-32824-11
	§	
Debtor.	§	
-----	§	
In re:	§	Chapter 11
	§	
SEARS PLAINS RETIREMENT CORP.,	§	Case No. 14-32825-11
	§	
Debtor.	§	
-----	§	
In re:	§	Chapter 11
	§	
SEARS METHODIST FOUNDATION,	§	Case No. 14-32827-11
	§	
Debtor.	§	
-----	§	
In re:	§	Chapter 11
	§	
SEARS PANHANDLE RETIREMENT CORP.,	§	Case No. 14-32828-11
	§	
Debtor.	§	
-----	§	
In re:	§	Chapter 11
	§	
CANYONS SENIOR LIVING, L.P.,	§	Case No. 14-32829-11
-----	§	

Debtor.	§	
In re:	§	
ODESSA METHODIST HOUSING, INC.,	§	Chapter 11
Debtor.	§	Case No. 14-32831-11
In re:	§	
SEARS BRAZOS RETIREMENT CORP.,	§	Chapter 11
Debtor.	§	Case No. 14-32832-11
In re:	§	
SEARS PERMIAN RETIREMENT CORP.,	§	Chapter 11
Debtor.	§	Case No. 14-32833-11
In re:	§	
SEARS TYLER METHODIST RETIREMENT CORP.,	§	Chapter 11
Debtor.	§	Case No. 14-32834-11
In re:	§	
SENIOR DIMENSIONS, INC.,	§	Chapter 11
Debtor.	§	Case No. 14-32835-11

**ORDER DIRECTING JOINT ADMINISTRATION
OF THE DEBTORS' CHAPTER 11 CASES**

Upon the Motion for an Order Directing Joint Administration of the Debtors' Chapter 11 Cases, dated June 10, 2014 (the "Motion"); and all as more fully set forth in the Motion; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion 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 Motion having been provided to the necessary parties; and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “Hearing”); and the appearances of all interested parties having been noted in the record of the Hearing; and upon the record of the Hearing and all of the proceedings had before the Court; and no objections having been received; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Motion is GRANTED; and it is further

ORDERED that the above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court, and nothing herein shall be deemed a substantive consolidation of the Debtors or their respective estates, assets or liabilities, and all parties reserve their respective rights with respect to same; and it is further

ORDERED that parties in interest are directed to use the proposed caption annexed hereto as Exhibit 1 when filing pleadings with the Court in the chapter 11 cases of the Debtors indicating that each pleading relates to the jointly administered chapter 11 cases of “Sears Methodist Retirement System, Inc., et al.” The consolidated caption satisfies the requirements of section 342(c) of the Bankruptcy Code in all respects; and it is further

ORDERED that a docket entry shall be made in each of the Debtors’ cases substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of

Sears Methodist Retirement System, Inc., Canyons Senior Living, L.P., Odessa Methodist Housing, Inc., Sears Brazos Retirement Corporation, Sears Caprock Retirement Corporation, Sears Methodist Centers, Inc., Sears Methodist Foundation, Sears Panhandle Retirement Corporation, Sears Permian Retirement Corporation, Sears Plains Retirement Corporation, Sears Tyler Methodist Retirement Corporation and Senior Dimensions, Inc. The docket in Case No. 14-32821-11 should be consulted for all matters affecting this case.

and it is further

ORDERED that the Debtors are authorized and empowered to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion; and it is further

ORDERED that this Court will retain jurisdiction to address all disputes related to the interpretation or enforcement of this Order.

###End of Order###

Exhibit 1

Official Caption

**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.	§	Jointly Administered
	§	

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.