

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

In Re:	Case No.: 26-22481
ROCHESTER MANOR OPCO, LLC, <i>et al.</i>¹	Chapter 11
Debtors.	<i>Jointly Administered</i>
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ROCHESTER MANOR OPCO, LLC, <i>et al.</i>	Doc. No.:
Movant,	Related to Document No.:
v.	Hearing Date: November 19, 2026
NO RESPONDENTS	Hearing Time: 3:30 PM (EST)
	Response Deadline: October 26, 2026 at 4:00 PM (EST)

**NOTICE OF PROPOSED SALE OF SUBSTANTIALLY ALL OF THE DEBTORS’
ASSETS, BIDDING PROCEDURES, AUCTION, AND SALE ORDER HEARING**

PLEASE TAKE NOTICE that, the Debtors, by and through their undersigned counsel, sought approval from the United States Bankruptcy Court for the Western District of Pennsylvania (the “Court”) to effectuate the sale of substantially all of the Debtors’ assets, other than Accounts in the *Debtors’ Motion for Entry of Orders (A) Approving the Sale of Substantially All of the Debtors’ Assets, Other than Accounts, Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Approving Bidding Procedures for Sale of Substantially all of the Debtors’ Assets, other than Accounts, Free and Clear of all Liens, Claims, Encumbrances, and Interests, (C) Approving Stalking Horse Bid Protection, (D) Scheduling Auction for and Hearing to Approve Sale of Substantially all of the Debtors’ Assets, (E) Approving Form and Manner of Notice of Sale, Auction, and Sale Order Hearing, (F) Approving Assumption and Assignment Procedures, (G) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (H) Granting Related Relief* [Doc. No. 108] (the “Motion”).

PLEASE TAKE FURTHER NOTICE that, on September 24, 2026, the Court entered the *Order (A) Approving Bidding Procedures for Sale of Substantially all of the Debtors’ Assets, other than Accounts, Free and Clear of all Liens, Claims, Encumbrances, and Interests, (B) Approving Stalking Horse Bid Protection, (C) Scheduling Auction for and Hearing to Approve Sale of Substantially all of the Debtors’ Assets, (D) Approving Form and Manner of Notice of Sale, Auction, and Sale Order Hearing, (E) Approving Assumption and Assignment Procedures, (F) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (G)*

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number are: Rochester Manor OpCo, LLC (5434); Rochester Villa OpCo, LLC (9834); Spring Hill SNF Operator, LLC (5089); and Armstrong SNF Operator, LLC (9523).

Granting Related Relief [Doc. No. 137] (the “Bidding Procedures Order”).² The Bidding Procedures Order approved the bidding procedures (the “Bidding Procedures”) attached as **Exhibit 1** to the Bidding Procedures Order. The Bidding Procedures set the key dates and times related to the sale of the Transferred Assets and assumption and assignment of the Executory Contracts and unexpired leases.

PLEASE TAKE FURTHER NOTICE that, copies of the Bidding Procedures Order, all related exhibits, including the Bidding Procedures, and any other filings related to the foregoing are available for free on the website of Debtors’ notice agent, Epiq Corporate Restructuring, LLC, at <https://dm.epiq11.com/case/rochestermanor/info>.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Motion, the Debtors seek to sell substantially all of their assets (the “Transferred Assets”) to the Stalking Horse Bidder or any other Successful Bidder free and clear of all liens, claims, encumbrances, and other interests to the fullest extent permitted under 11 U.S.C. § 363(f) and other applicable law. For ease of reference, the Debtors are identified in **Exhibit A** by reference to the nursing facilities they respectively own and operate.

PLEASE TAKE FURTHER NOTICE that, the deadline by which all Qualified Bids for the Transferred Assets must be actually received by the parties specified in the Bidding Procedures is **November 6, 2026, at 12:00 p.m.** (prevailing Eastern Time).

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Bidding Procedures Order, if one or more Qualified Bids (in addition to the Stalking Horse Bid) are received by the Bid Deadline, an auction (the “Auction”) to sell the Transferred Assets will take place on **November 11, 2026, at 10:00 a.m.** (prevailing Eastern Time) at the offices of: (a) Raines Feldman Littrell LLP, 11 Stanwix St., Suite 1500, Pittsburgh, Pennsylvania 15222, (b) via in person or a virtual platform, such as Zoom or GoToMeeting, or (c) such other location, in each case as the Debtors designate and shall be timely communicated to all persons entitled to attend the Auction. The Debtors may cancel the Auction pursuant to the Bidding Procedures.

PLEASE TAKE FURTHER NOTICE that, if the Debtors do not timely receive more than one Qualified Bid, the Debtors will not conduct the Auction and, instead, will (a) file a notice with the Court identifying the Stalking Horse OTA as the Successful Bid for the Transferred Assets and (b) promptly seek the Court’s approval of the sale of the Transferred Assets to the Stalking Horse Bidder free and clear of all liens, claims, encumbrances, and other interests to the fullest extent permitted under 11 U.S.C. § 363(f) and other applicable law.

PLEASE TAKE FURTHER NOTICE that, a hearing will be held to approve the sale of the Transferred Assets to the Successful Bidder (the “Sale Order Hearing”) before the United States Bankruptcy Court for the Western District of Pennsylvania, Courtroom A, 54th Floor U.S. Steel Tower, 600 Grant Street, Pittsburgh, PA 15219 on **November 19, 2026, at 3:30 p.m.** (prevailing Eastern Time) (subject to Court availability), or at such time thereafter as counsel may

² All capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Motion or Bidding Procedures Order, as applicable.

be heard or at such other time as the Court may determine. The Sale Order Hearing may be adjourned from time to time without further notice to creditors or parties in interest by filing a notice on the Court's docket for these Chapter 11 Cases or the making of an announcement at the Sale Order Hearing.

PLEASE TAKE FURTHER NOTICE that, objections to the Sale, if any, (i) must be in writing, (ii) conform to the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, and Local Rules, (iii) state with particularity the legal and factual basis for the objection, and (iv) be filed with the Court no later than **October 26, 2026, at 4:00 p.m.** (prevailing Eastern Time) by the Court.

FAILURE TO ABIDE BY THE BIDDING PROCEDURES, THE BIDDING PROCEDURES ORDER, OR ANY OTHER ORDER OF THE BANKRUPTCY COURT IN THESE CHAPTER 11 CASES MAY RESULT IN THE REJECTION OF YOUR BID FOR THE TRANSFERRED ASSETS.

PLEASE TAKE FURTHER NOTICE THAT ANY PARTY OR ENTITY WHO FAILS TO TIMELY FILE AND SERVE AN OBJECTION TO THE SALE BEFORE THE OBJECTION DEADLINE IN ACCORDANCE WITH THE BIDDING PROCEDURES ORDER SHALL BE DEEMED TO HAVE CONSENTED TO THE SALE(S) AND FOREVER BARRED FROM ASSERTING ANY OBJECTION TO THE SALE(S), INCLUDING WITH RESPECT TO THE TRANSFER OF THE TRANSFERRED ASSETS TO THE SUCCESSFUL BIDDER FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS THAT SUCH PARTY OR ENTITY MAY HAVE AGAINST THE DEBTORS OR THE TRANSFERRED ASSETS.

Dated: October 1, 2026
Pittsburgh, Pennsylvania

Respectfully submitted:

RAINES FELDMAN LITTRELL, LLP

By: /s/ Sarah E. Wenrich

Daniel R. Schimizzi (PA ID No. 311869)

Sarah E. Wenrich (PA ID No. 325834)

Jordan N. Kelly (PA ID No. 328896)

11 Stanwix Street, Suite 1500

Pittsburgh, PA 15222

Telephone: 412-899-6462

Email: dschimizzi@raineslaw.com

swenrich@raineslaw.com

jkelly@raineslaw.com

*Proposed Counsel to the Debtors and
Debtors in Possession*

EXHIBIT A

Facility List

Facility	Address
Rochester Manor & Villa	174 Virginia Ave, Rochester, PA 15074
Spring Hill Rehabilitation and Nursing Center	2170 Rhine Street, Pittsburgh, PA 15212
Armstrong Rehabilitation and Nursing Center	265 S. McKean Street, Kittanning, PA 16201