

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York (State)

Case number (if known): Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name Cold Spring Acquisition, LLC

2. All other names debtor used in the last 8 years d/b/a Cold Spring Hills Center for Nursing & Rehabilitation

3. Debtor's federal Employer Identification Number (EIN) 47-1354415

4. Debtor's address Principal place of business: 22 Pleasant Ridge Road, Spring Valley, NY 10977. Mailing address, if different from principal place of business. Location of principal assets, if different from principal place of business.

5. Debtor's website (URL) https://www.coldspringhills.com/

Debtor Cold Spring Acquisition, LLC
Name

Case number (if known) _____

6. Type of debtor
- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 - Partnership (excluding LLP)
 - Other. Specify: _____

7. Describe debtor's business
- A. Check one:
- Health Care Business (as defined in 11 U.S.C. § 101(27A))
 - Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
 - Railroad (as defined in 11 U.S.C. § 101(44))
 - Stockbroker (as defined in 11 U.S.C. § 101(53A))
 - Commodity Broker (as defined in 11 U.S.C. § 101(6))
 - Clearing Bank (as defined in 11 U.S.C. § 781(3))
 - None of the above
- B. Check all that apply:
- Tax-exempt entity (as described in 26 U.S.C. § 501)
 - Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
 - Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))
- C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.
- 6 2 3 9

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- Check one:
- Chapter 7
 - Chapter 9
 - Chapter 11. Check all that apply:
 - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 - The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 - A plan is being filed with this petition.
 - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
 - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
 - Chapter 12

Debtor Cold Spring Acquisition, LLC
Name

Case number (if known) _____

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years? No
 Yes. District _____ When _____ Case number _____
MM / DD / YYYY
If more than 2 cases, attach a separate list. District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? No
 Yes. Debtor _____ Relationship _____
District _____ When _____
MM / DD / YYYY
List all cases. If more than 1, attach a separate list. Case number, if known _____

11. Why is the case filed in this district? Check all that apply:
 Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
 A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? No
 Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety. What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property? _____
Number Street

City State ZIP Code

Is the property insured?
 No
 Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

Debtor Cold Springs Acquisition, LLC Case number (if known) _____
Name

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
 After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input checked="" type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 1 2 2025
MM / DD / YYYY

/s/ Martin A. Cauz

Signature of authorized representative of debtor

Martin A. Cauz

Printed name

Title Chief Restructuring Officer

Debtor Cold Springs Acquisition, LLC
Name

Case number (if known) _____

18. Signature of attorney

X /s/ Schuyler G. Carroll
Signature of attorney for debtor

Date 01/02/2025
MM / DD / YYYY

Schuyler G. Carroll
Printed name

Manatt, Phelps & Phillips, LLP
Firm name

7 Times Square Tower
Number Street

Number Street

New York
City

NY
State

10036
ZIP Code

City

State

ZIP Code

(212) 790-4500
Contact phone

scarroll@manatt.com
Email address

Contact phone

Email address

2511707
Bar number

NY
State

State

Fill in this information to identify the case and this filing:

Debtor Name Cold Spring Acquisition, LLC
United States Bankruptcy Court for the: Southern District of New York
(State)
Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/02/25
MM / DD / YYYY

X /s/ Martin Cauz
Signature of individual signing on behalf of debtor

Martin Cauz
Printed name

Chief Restructuring Officer
Position or relationship to debtor

Fill in this information to identify the case:

Debtor name Cold Spring Acquisition, LLC

United States Bankruptcy Court for the: Southern District of New York
(State)

Case number (if known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	1199 NATIONAL BEN. FU Attn: Laverne James / Jessica Apter 330 West 42nd Street New York, NY 10036 japter@levyratner.com	1199 NATIONAL BEN. FU Attn: Laverne James / Jessica Apter 330 West 42nd Street New York, NY 10036 japter@levyratner.com	Union Benefits	C/U/D			\$10,849,399.41
2	1199 NATIONAL PENS. F Attn: Laverne James / Jessica Apter - Banking Unit 330 West 42nd Street New York, NY 10036 japter@levyratner.com	1199 NATIONAL PENS. F Attn: Laverne James / Jessica Apter - Banking Unit 330 West 42nd Street New York, NY 10036 japter@levyratner.com	Union Benefits	C/U/D			\$4,744,260.59
3	AMERICAN HEALTH BENEFIT TRUST Attn: Tammy Alanzo / Malkie 202 Caton Avenue, Brooklyn, NY 11218 talonso@eaglenorthllc.com; malkie@eaglenorthllc.com	AMERICAN HEALTH BENEFIT TRUST Attn: Tammy Alanzo / Malkie 202 Caton Avenue, Brooklyn, NY 11218 talonso@eaglenorthllc.com; malkie@eaglenorthllc.com	Trade				\$3,780,340.00
4	HEALTH FACILITY ASSESSMENT FUND ADMIN Attn: Jermoe Alaimo - Office of Pool Admin 333 Butternut Dr Syracuse, NY 13214 hfafdelinq@hcrapools.org	HEALTH FACILITY ASSESSMENT FUND ADMIN Attn: Jermoe Alaimo - Office of Pool Admin 333 Butternut Dr Syracuse, NY 13214 hfafdelinq@hcrapools.org	Trade				\$2,470,005.00
5	SPECIALTY RX INC. Attn: Shimon Rosenberg 2 Bergen Turnpike Ridgefield Park, NJ 07660 srosenberg@srxllc.com	SPECIALTY RX INC. Attn: Shimon Rosenberg 2 Bergen Turnpike Ridgefield Park, NJ 07660 srosenberg@srxllc.com	Trade				\$1,615,738.11
6	COMPREHENSIVE CARE SOLUTIONS LLC Attn: Mark Kalmanowitz 974 Rt 45, Suite 1200 Pomona, NY 10970 mark@centralcareny.com	COMPREHENSIVE CARE SOLUTIONS LLC Attn: Mark Kalmanowitz 974 Rt 45, Suite 1200 Pomona, NY 10970 mark@centralcareny.com	Trade				\$1,472,421.23
7	GARFUNKEL WILD, P.C. Attn: Darrin Dowd 111 Great Neck Road, Great Neck, NY 11021 ddowd@garfunkelwild.com	GARFUNKEL WILD, P.C. Attn: Darrin Dowd 111 Great Neck Road, Great Neck, NY 11021 ddowd@garfunkelwild.com	Professional Fees				\$1,128,874.85
8	FRESENIUS MEDICAL CARE Attn: Lacey Lawrence 16343 Collections Center Drive Chicago, IL 60693 lacey.lawrence@freseniusmedicalcare.com	FRESENIUS MEDICAL CARE Attn: Lacey Lawrence 16343 Collections Center Drive Chicago, IL 60693 lacey.lawrence@freseniusmedicalcare.com	Trade				\$596,060.00

Debtor Cold Spring Acquisition, LLC
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	AMBMC CONSULTING INC Attn: Ms. R Bienenfeld 270 Sylvan Avenue, Suite 2260 Englewood Cliffs, NJ 07632 ambmcs@gmail.com	AMBMC CONSULTING INC Attn: Ms. R Bienenfeld 270 Sylvan Avenue, Suite 2260 Englewood Cliffs, NJ 07632 ambmcs@gmail.com	Trade				\$489,342.58
10	KMK ASSOCIATES Attn: Isaac Akerman 97 New Dorp Ln, Suite A Staten Island, NY 10306 iakerman@icbsny.net	KMK ASSOCIATES Attn: Isaac Akerman 97 New Dorp Ln, Suite A Staten Island, NY 10306 iakerman@icbsny.net	Trade				\$477,520.00
11	GRAPH MGA LLC Attn: Yair Zakai 270 Sylvan Ave, Suite 2260 Englewood Cliffs, NJ 07632 yzakai@graphgroup.com	GRAPH MGA LLC Attn: Yair Zakai 270 Sylvan Ave, Suite 2260 Englewood Cliffs, NJ 07632 yzakai@graphgroup.com	Trade				\$470,122.26
12	ULTRACARE OF MANHATTAN Attn: Kass Abcede 800 2nd Avenue, Suite 380 New York, NY 10017 kabcde@ultracareofmanhattan.com	ULTRACARE OF MANHATTAN Attn: Kass Abcede 800 2nd Avenue, Suite 380 New York, NY 10017 kabcde@ultracareofmanhattan.com	Trade				\$451,937.42
13	RELIABLE HEALTH SYSTEMS LLC Attn: Sindi Qirici 2610 Nostrand Avenue, Brooklyn, NY 11210 stotaram@reliablehealth.com	RELIABLE HEALTH SYSTEMS LLC Attn: Sindi Qirici 2610 Nostrand Avenue, Brooklyn, NY 11210 stotaram@reliablehealth.com	Trade				\$414,902.63
14	FIVE STAR STAFFING SERVICES Attn: Joe Schlusel 117 Ditmas Ave Brooklyn, NY 11218 joeschlusel@yahoo.com	FIVE STAR STAFFING SERVICES Attn: Joe Schlusel 117 Ditmas Ave Brooklyn, NY 11218 joeschlusel@yahoo.com	Trade				\$381,263.29
15	ALLSTATE ADMINISTRATORS Attn: Tammy Alanzo / Malkie 202 Caton Avenue, Brooklyn, NY 11218 talonso@eaglenorthllc.com; malkie@eaglenorthllc.com	ALLSTATE ADMINISTRATORS Attn: Tammy Alanzo / Malkie 202 Caton Avenue, Brooklyn, NY 11218 talonso@eaglenorthllc.com; malkie@eaglenorthllc.com	Trade				\$376,831.54
16	SCHWARTZ SLADKUS REICH GREENBERG Attn:Rosie Soler 444 Madison Avenue New York, NY 10022 rsoler@ssrga.com	SCHWARTZ SLADKUS REICH GREENBERG Attn:Rosie Soler 444 Madison Avenue New York, NY 10022 rsoler@ssrga.com	Professional Fees				\$305,334.30
17	GALLAGHER BASSETT SERVICES, INC. Attn:Carmen D'Agostino PO Box 676141 Dallas, TX75267 carmen_dagostino@gbtpa.com	GALLAGHER BASSETT SERVICES, INC. Attn:Carmen D'Agostino PO Box 676141 Dallas, TX75267 carmen_dagostino@gbtpa.com	Trade				\$248,533.54
18	IV PICC MIDLINE SERVICE Attn: Ruth Tayag PO Box 783 Monsey, NY 10952 ruth.tayag@ivpiccmid.com	IV PICC MIDLINE SERVICE Attn: Ruth Tayag PO Box 783 Monsey, NY 10952 ruth.tayag@ivpiccmid.com	Trade				\$245,930.00
19	PRUDENT CONSULTING Attn: Isaac Wiener 1040A Washington Ave Cedarhurst, NY 11516 iwiener@excelsiorcaregroup.com	PRUDENT CONSULTING Attn: Isaac Wiener 1040A Washington Ave Cedarhurst, NY 11516 iwiener@excelsiorcaregroup.com	Trade				\$243,461.95
20	MILENIA HEALTH BENEFIT Attn: Tammy Alanzo / Malkie 202 Caton Avenue Brooklyn, NY 11218 talonso@eaglenorthllc.com; malkie@eaglenorthllc.com	MILENIA HEALTH BENEFIT Attn: Tammy Alanzo / Malkie 202 Caton Avenue Brooklyn, NY 11218 talonso@eaglenorthllc.com; malkie@eaglenorthllc.com	Trade				\$241,576.00

MANATT, PHELPS & PHILLIPS, LLP
Schuyler G. Carroll
Russell E. Potter (*pro hac vice* forthcoming)
Thomas A. Whittington (*pro hac vice* forthcoming)
7 Times Square
New York, NY 10036
Tel: (212) 790-4500
Email: scarroll@manatt.com
rpotter@manatt.com
twhittington@manatt.com

*Proposed Counsel to the Debtor and
Debtor-in-Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
)	
)	Chapter 11
In re:)	
)	Case No. 24-_____(____)
COLD SPRING ACQUISITION, LLC,)	
)	
Debtor.¹)	
)	
_____)	

CERTIFICATION OF DEBTOR’S MAILING MATRIX

In accordance with Rule 1007(a) of the Federal Rules of Bankruptcy Procedure and Rule 1007-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”), a list of creditors and members (the “**Matrix**”) of the above-captioned debtor and debtor in possession (collectively, the “**Debtor**”) is filed by attachment hereto.

The Matrix has been prepared from the Debtor’s books and records. The undersigned, Martin A. Cauz, hereby certifies that the Matrix contains the names and addresses of all creditors and members of the Debtor that could be ascertained after diligent inquiry, based on a review of

¹ The last four digits of Cold Spring Acquisition, LLC’s tax identification number are 4415.

the Debtor's books and records and is consistent with the information contained therein. To the extent practicable, the Matrix complies with Local Rule 1007-1. The Debtor reserves the right to amend or supplement the Matrix as necessary.

Although the information contained in the Matrix is based on a review of the Debtor's books and records, the Debtor has not completed a comprehensive legal and/or factual investigation with regard to possible defenses of the Debtor and its estate to any claims of the potential claimants included in the Matrix. In addition, certain of the parties included in the Matrix may not hold outstanding claims as of the date hereof, and therefore may not be creditors of the Debtor and its estate for purposes of this chapter 11 case. Therefore, the Matrix does not and should not be deemed or otherwise construed to constitute either (i) a waiver of any defense of the Debtor and its estate to any claims that may be asserted against the Debtor and its estate or (ii) an acknowledgement or admission of the validity, priority, or amount of any claims that may be asserted against the Debtor and its estate.

Dated: January 2, 2025
Myrtle Beach, NC

/S/ MARTIN A. CAUZ
Name: Martin A. Cauz
Title: Chief Restructuring Officer

**COLD SPRING ACQUISITION, LLC
A NEW YORK LIMITED LIABILITY COMPANY**

**CERTIFICATE OF
COMPANY RESOLUTIONS**

Martin A. Cauz the Chief Restructuring Officer of Cold Spring Acquisition, LLC, a New York limited liability company (the “Company”), does hereby certify as follows:

WHEREAS, the Company consents to the adoption of the resolutions set forth herein by written consent and to the taking of any and all actions by the Company, and the Company’s officers, employees and representatives necessary or appropriate to give effect to such resolutions and directs that this consent be placed in the minutes and records of the Company.

NOW, THEREFORE, BE IT:

RESOLVED, that the Chief Restructuring Officer has determined that (i) it is in the Company’s best interest for the Company to file for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”);

RESOLVED, that the Company’s officers, employees and representatives are authorized to proceed with the preparation and filing of a voluntary petition for relief under chapter 11 of the Bankruptcy Code for the Company; and

RESOLVED, that the law firm of Manatt, Phelps & Phillips LLP, be, and hereby is, retained as attorneys for the Company to advise the Company in connection with its chapter 11 bankruptcy filing, subject to approval (for services rendered after the filing of a bankruptcy petition) of the Bankruptcy Court, and the retention of Manatt, Phelps & Phillips LLP to perform all services rendered to date in aid of the Company’s prospective chapter 11 filing and otherwise is hereby ratified in all respects; and

RESOLVED, that the Company is hereby authorized to and approved to enter into a Debtor in Possession financing agreement with CSHACQDIP, LLC as lender and all documents ancillary thereto (the “DIP Loan Documents”) in connection with the Company’s bankruptcy filing, pursuant to which the Company shall be authorized to borrow money secured by substantially

all of the Company's assets, subject to the terms of the DIP Loan Documents and approval of the Bankruptcy Court; and

RESOLVED, that the Company's officers, employees and representatives (including, without limitation, Manatt, Phelps & Phillips LLP) are authorized to negotiate with the Company's creditors and prepare and propose the terms of a plan of reorganization or other creditor treatment as they may deem to be feasible and in the best interest of the Company and its creditors; and

RESOLVED, that the Company's officers, employees and representatives are hereby specifically authorized: (i) to prepare and file (or to have prepared and filed) on behalf of the Company a petition for relief under chapter 11 of the Bankruptcy Code; (ii) to execute on behalf of the Company such petitions, schedules and statements as they may deem necessary or appropriate in connection therewith; and (iii) to execute such further documents and do such further acts as they may deem necessary or appropriate with respect to the foregoing, or any of the other resolutions set forth herein, including the filing of any petition or motion for relief under any chapter of the Bankruptcy Code, the execution of any document or the doing of any act in connection with such proceedings to be conclusively presumed to be authorized; and

RESOLVED, that the Company's officers, employees and representatives are authorized to authorize and/or direct the filing by Manatt, Phelps & Phillips LLP of any paper, pleading or other document, or the taking of any other action by Manatt, Phelps & Phillips LLP, that they may deem necessary or appropriate in connection with the Company's chapter 11 case or restructuring efforts; and

RESOLVED, that the Company's officers, employees and representatives be, and hereby are, authorized on behalf of the Company to take any and all actions, to execute, deliver, certify, file and/or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approval or rulings of governmental or regulatory authorities or certificates and to take any and all steps, including the payment of any costs, fees or expenses, deemed to be necessary or desirable to carry out the purposes and intent of each of

the foregoing resolutions and to effectuate a successful chapter 11 case; and

RESOLVED, that any and all actions heretofore taken by any Company officer, employee or representative, in the name and on behalf of the Company in furtherance of the purpose and intent of any or all of the foregoing resolutions, be, and hereby are, ratified, confirmed and approved in all respects; and

The undersigned further certifies that the foregoing resolutions are in full force and effect on the date hereof as resolutions duly adopted by the Company and have been in full force and effect at all times subsequent to their adoption, not having been amended, repealed or modified.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of January 02, 2025.

/s/ Martin A. Cauz
Martin A. Cauz