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*Counsel for the Debtor and
Debtor in Possession*

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

In re:)	
)	Chapter 11
)	
BUCKINGHAM SENIOR LIVING COMMUNITY, INC.¹)	Case No. 25-80595 (MVL)
)	
Debtor.)	Related to Docket Nos. 22, 144, 156
)	

**NOTICE OF AUCTION RESULTS AND DESIGNATION OF
SUCCESSFUL BIDDER AND BACK-UP BIDDER**

PLEASE TAKE NOTICE that on November 18, 2025, the above-captioned debtor and debtor in possession (the “Debtor”) filed the *Debtor’s Motion for Entry of an Order (I)(A) Approving Bidding Procedures and Bid Protections, (B) Approving the Debtor’s Entry Into the Stalking Horse APA, (C) Scheduling Certain Dates and Deadlines, (D) Approving the Form and Manner of Notice Thereof, and (E) Establishing Notice and Procedures for the Assumption and Assignment of Contracts and Leases (II)(A) Authorizing the Sale of the Assets Free and Clear of*

¹ The last four digits of the Debtor’s federal tax identification number are 7872. The location of the Debtor’s principal place of business and the service address for the Debtor is 8580 Woodway Drive, Houston, Texas 77063.

Encumbrances and (B) Approving the Assumption and Assignment of the Assumed Contracts, and (III) Granting Related Relief [Docket No. 22].

PLEASE TAKE FURTHER NOTICE that, on December 16, 2025, the Court entered the *Order (I) Approving Bidding Procedures and Bid Protections, (II) Approving the Debtor's Entry Into the Stalking Horse APA, (III) Scheduling Certain Dates and Deadlines, (IV) Approving the Form and Manner of Notice Thereof, and (V) Establishing Notice and Procedures for the Assumption and Assignment of Contracts and Leases* [Docket No. 144] (the "Bidding Procedures Order").²

PLEASE TAKE FURTHER NOTICE that, on December 18, 2025, the Debtor filed the *Notice of Sale by Auction and Sale Hearing* [Docket No. 156], which, among other things, scheduled the auction (the "Auction") for January 21, 2026 and scheduled the sale hearing (the "Sale Hearing") for January 28, 2026 at 1:30 a.m. (prevailing Central Time).

PLEASE TAKE FURTHER NOTICE that, in accordance with the Bidding Procedures Order, the Auction commenced on January 21, 2026. Following multiple bidding rounds, the Debtor and the Consultation Parties agreed on the submission from the two bidders that participated in the Auction of final, sealed bids that were opened at the same time. Attached hereto as **Exhibit A** is a summary comparison of these two final, sealed bids. Following the opening of such bids, the Debtor adjourned the Auction until January 22, 2026 at 3:00 p.m. (prevailing Central Time).

PLEASE TAKE FURTHER NOTICE that, after deliberation, including in consultation with the Consultation Parties, the Debtor determined, in the exercise of its reasonable business judgment and in consultation with the Consultation Parties, and in a manner consistent with the exercise of its fiduciary duties, that the bid of the Stalking Horse Bidder, Focus SH Acquisitions LLC, is the Successful Bid and that the bid of Kong Capital LLC is the Back-Up Bid. The Debtor announced the Successful Bid and Back-Up Bid on the record at the adjourned Auction on January 22, 2026 at 3:00 p.m. (prevailing Central Time). The Debtor's comprehensive marketing process and the Auction process that led to the final bid of the Successful Bidder resulted in substantial benefits to the Debtor's estate, including the following improvements as compared to the original Stalking Horse Bid:

- an increase of \$16,400,000 in cash consideration (for a total of \$116,400,000);
- an \$8,000,000 increase in the Good Faith Deposit (for a total of \$10,000,000);
- a decrease of in the number of New Residency Agreements, from 272 to 215, that paying Residents must sign with the Successful Bidder as of the Closing Date in order to meet the condition for the Stalking Horse Bidder to close the sale set forth in Section 6.2(j) of the Asset Purchase Agreement between the Stalking Horse Bidder and the Debtor (the "Stalking Horse APA");

² Each capitalized term used but not otherwise defined herein shall have the meaning ascribed to it in the Bidding Procedures Order or the Stalking Horse APA (as defined below), as applicable.

- the acceleration of the date on which the twelve-month period during which the \$12 million Rent Rebate Funds will start to be paid out to Eligible Current Residents from the month following the twenty-fifth month following the Closing Date to the thirteenth month following the Closing Date;
- the funding of the \$750,000 Healthcare Discount Program into escrow at closing, with escrow terms to require that all funds be used only for residents.
- an increase in the amount of time before Benevolent Care Residents' New Residency Agreements will terminate, from six (6) months following the Closing Date to eighteen (18) months following the Closing Date; and
- a new commitment by the Stalking Horse Bidder to contribute \$20,000,000 in capital expenditures over four (4) years following the Closing Date, of which \$10 million will be spent in the first two (2) years following the Closing Date.

PLEASE TAKE FURTHER NOTICE that counsel for the Debtor and the Successful Bidder will be engaged in discussions and negotiations regarding the final form of Stalking Horse APA to be consummated between the Debtor and the Successful Bidder and/or the final form of proposed Sale Order approving the sale of the Debtor's Assets to the Successful Bidder. Prior to the Sale Hearing, the Debtor will file a notice on the docket of these Chapter 11 Cases with the final form of Stalking Horse APA and/or the final form of proposed Sale Order, which will reflect the substantial concessions obtained by the Debtor during the Auction process.

PLEASE TAKE FURTHER NOTICE that the Debtor will seek approval of the sale of its Assets to the Successful Bidder at the Sale Hearing, set for Wednesday, January 28, 2026, at 1:30 p.m. (prevailing Central Time) in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the "Court") before the Honorable Judge Michelle V. Larson.

PLEASE TAKE FURTHER NOTICE that the Hearing will be conducted in hybrid format, with parties being permitted to appear either in-person or virtually via WebEx, at their option. For purposes of this Hearing, the Court will allow argument and evidence to be presented and witness testimony to be given via WebEx. Parties who wish to participate in the hearing via WebEx may do so at the following link:

<https://us-courts.webex.com/meet/larson>

PLEASE TAKE FURTHER NOTICE that parties who wish to participate in the Hearing by teleconference may do so via WebEx using the following dial-in and access code information:

Dial-In: 650-479-3207
Access Code: 2301 476 1957

PLEASE TAKE FURTHER NOTICE that hearing appearances must be made electronically in advance of electronic hearings. To make your appearance, click the "Electronic Appearance" link on Judge Larson's homepage: <https://www.txnb.uscourts.gov/electronic->

appearances-0. Select the case name, complete the required fields and click “Submit” to complete your appearance.

PLEASE TAKE FURTHER NOTICE that the foregoing documents may be obtained (i) at the website established by the Debtor’s noticing agent, Epiq Corporate Restructuring, LLC at <https://dm.epiq11.com/Buckingham.>, (ii) from the Court’s website <https://ecf.txnb.uscourts.gov/> via CM/ECF, or (iii) upon request to the undersigned.

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Dated: January 23, 2026
Dallas, Texas

MCDERMOTT WILL & SCHULTE LLP

/s/ Marcus A. Helt

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EXHIBIT A

Summary Comparison of Final, Sealed Bids

SUMMARY OF FINAL SEALED BIDS RECEIVED (January 21st, 2026)

Buckingham - Auction / Bid Tracker			
Bidder	KONG (BACKUP BID)	FOCUS (SUCCESSFUL BID)	
Cash Purchase Price	\$113,108,530	\$120,250,000	
Cash Purchase Price (Net of SH Protection)	\$109,258,530	\$116,400,000	
Deposit (\$)	2,262,171	10,000,000	
Deposit (% of Cash Purchase Price)	2.00%	8.59%	
Less Certain Deductions:			
Stalking Horse Protection - Break-up Fee	(3,500,000)	(3,500,000)	
Stalking Horse Protection - Expense Reimbursement	(350,000)	(350,000)	
Misc. Closing Expenses ⁽¹⁾	TBD	TBD	
Subtotal Deductions	(3,850,000)	(3,850,000)	
Net Proceeds Available for Distribution	\$109,258,530	\$116,400,000	
Price Improvement Over Stalking Horse (\$) ⁽²⁾	\$9,258,530	\$16,400,000	
Price Improvement Over Stalking Horse (%)	9.30%	16.40%	
Additional Consideration(s):			
Rent Rebate Funds	12,000,000	12,000,000	
Healthcare Discount Program	750,000	750,000	
Subtotal Additional Consideration(s)	12,750,000	12,750,000	
Total Gross Consideration	\$125,858,530	\$133,000,000	
Additional Consideration(s):			
	<p>Deposit: If Successful Bidder, an additional deposit equal to 2% of the Base Price is due within two business days of the sale order</p> <p>Occupancy Requirement: Minimum of 230 occupied units under new residency agreements.</p> <p>Resident Rebate Fund: \$12.0 million fully funded at closing into segregated escrow; eligible residents qualify at 12 months post-closing, with payments beginning in month 13</p> <p>Healthcare Discount Program: \$750,000 fully funded at closing into segregated escrow, subject to escrow agreement and Residents Committee oversight.</p> <p>Benevolent Care Residents: Residents to be offered new residency agreements with terms of no less than 12 months</p> <p>Capital Expenditures: \$10 million CapEx to be funded within 24 months after closing, in consultation with residents on priorities.</p> <p>Closing Date: 90 days after entry of the order approving the sale to Kong, subject to Seller's right to a 31-day extension.</p>	<p>Deposit: \$10 million if Focus is the Successful Bidder; 2% of purchase price if back-up bidder</p> <p>Occupancy Condition: 215 occupancy requirement applies only if Focus is the Successful Bidder</p> <p>Resident Rebate: \$12 million funded at closing; eligibility begins month 13 with payments from months 13-24</p> <p>Healthcare Discount: \$750,000 funded at closing, restricted for resident use</p> <p>Benevolence Care: Extended to 18 months under the APA</p> <p>CapEx Commitment: \$20 million over four years post-closing, including \$10 million in the first two years.</p>	

(1) To be determined: various expense pro-rations and other seller costs

(2) Net of Stalking Horse Protection Break-up Fee and Expense Reimbursement

Note: The Trustee agreed to share Overbid increments split 50/50 with the UCC for bids topping the initial Kong Overbid.

CERTIFICATE OF SERVICE

I do hereby certify that on the date hereof, a true and correct copy of the foregoing was served via the Court's CM/ECF system to all parties authorized to receive electronic notice in these cases. The Debtor's claims and noticing agent will be filing a supplemental certificate of service on the docket to reflect any additional service of the foregoing.

Dated: January 23, 2026
Dallas, Texas

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