

# The Depository Trust Company

# **IMPORTANT**

**B#:** 0630

**DATE:** September 19, 2000

**TO:** All Participants

**CATEGORY:** Proxy

**FROM:** DTC Proxy Department

**ATTENTION:** Proxy/Reorganization

**SUBJECT:** Fairview Retirement Community

**Securities**

York County Revenue PA IDA 9% 7/1/23  
York County Revenue PA IDA 9% 7/1/24  
York County Revenue PA IDA 10.50% 7/1/25

**CUSIP #**

98639K AR 9  
98639K AS 7  
98639K AT 5

Fairview Retirement Community is soliciting acceptances of its Amended Plan of Reorganization, dated August 15, 2000, (the "Plan"). Holders of York County Revenue PA, securities listed above, of record on August 15, 2000, are eligible to vote by ballot to accept or reject the Plan.

Accompanying the Amended Disclosure Statement dated August 15, 2000 and other materials for voting on the Plan is the attached Order, which refers to a hearing on confirmation of the Plan, which is scheduled to be held on October 3, 2000. DTC also received the attached Ballot. Participants may obtain copies of the materials for voting on the Plan by contacting:

Robert E. Chernicoff, Esq.  
Cunningham & Chernicoff, PC  
(717) 238-6570

DTC will provide Fairview Retirement Community with a listing of the Participants which had the Securities on deposit with DTC at the close of business on August 15, 2000, so that Participants may vote on the Plan.

Participants are referred to the Amended Disclosure Statement dated August 15, 2000, for a statement of the terms of the Plan.

Participants are advised that acceptances or rejections of the Plan must be received by the Counsel no later than September 27, 2000. Executed ballots should be returned to:

Robert E. Chernicoff, Esq.  
Cunningham & Chernicoff PC  
2320 North Second Street  
Harrisburg, PA 17106-0457

The Securities will remain eligible at DTC during the solicitation.

Participants are referred to RIPS Envelope 93 and LENP for details of the Plan.

Karl Baker

Manager

Attachments

Harrisburg, PA  
 TIME \_\_\_\_ A.M. - P.M.  
**FILED**  
 AUG 16 2000  
 U.S. Bankruptcy Court  
 Clerk  
 Per \_\_\_\_\_ Deputy Clerk

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE MIDDLE DISTRICT OF PENNSYLVANIA

IN RE: :  
 :  
 FAIRVIEW RETIREMENT : CASE NO. 1-98-03222  
 :  
 COMMUNITY, INC. d/b/a :  
 :  
 WOODLAND CENTER FOR NURSING :  
 :  
 Debtor : CHAPTER 11  
 :

ORDER APPROVING EMERGENCY MOTION TO  
APPROVE VOTING PROCEDURES REGARDING THE AMENDED  
PLAN OF REORGANIZATION, COMBINED WITH NOTICE

Fairview Retirement Community, Inc., d/b/a Woodland Center for Nursing (the "Debtor") having filed an Emergency Motion for Approval of Voting Procedure with respect to an Amended Plan of Reorganization on August 15, 2000, and the Court having previously approved the Modified Disclosure Statement on September 10, 1999, and the Emergency Motion having come this day before the Court, and the Court having determined that it is not necessary that a new Disclosure Statement be submitted to creditors, and that the Emergency Motion is in the best interest of the Debtor;

It is ORDERED and NOTICE is hereby given that:

(a) On or before August 30, 2000, the Amended Plan, this Order approving the emergency procedures, together with the ballot substantially conforming to Official Form No. 30 shall be transmitted by mail to creditors entitled to vote on the Plan, together with other parties in interest as provided for in the Bankruptcy Rules, including Rule 3017(d)..

(b) September 27, 2000 is fixed as the last day for filing written acceptances or rejections of the Plan. In order for such acceptances or rejections of the Plan to be counted, ballots must be sent to counsel for the Debtor at the following address and received by 5:00 p.m. prevailing time:

Robert E. Chernicoff, Esquire  
 CUNNINGHAM & CHERNICOFF, P.C.  
 2320 North Second Street  
 P. O. Box 60457  
 Harrisburg, PA 17106-0457

(c) September 27, 2000 is fixed as the last day for filing and serving pursuant to Bankruptcy Rule 3020(b)(1) written Objections to the confirmation of the Plan.

(d) October 2, 2000 is fixed as the last day for the Debtor to file with the Court a tabulation of ballots accepting or rejecting the Plan referred to above.

(e) October 3, 2000 at 10:30 a.m. is fixed as the date for the hearing on the confirmation of the Plan, such hearing to be in the United States Bankruptcy Courtroom, Third Floor, Federal Building, Third and Walnut Streets, Harrisburg, Pennsylvania.

(f) In the event any claim holder sets forth an amount on a ballot which is not as set forth on the Debtor's Schedules or as is an allowed claim as defined in the Plan, such amount set forth by the claim holder shall not be deemed to fix the amount of the claim.

(g) In the event any claim holder misstates the classification of its claim, the Debtor reserves the right to correct the ballot as to classification.

(h) Only creditors whose claim is allowed as set forth in the Plan and Disclosure Statement may vote on the Plan.

(i) Notice is also given that in the event that any creditor or party in interest or any other party wishes to provide a higher and better bid for the purchase of the assets of the Debtor than that offered by Duke, LLC, the purchaser under an Assets Sale Agreement with the Debtor, that such higher and better bid shall be provided to counsel for the Debtor on or before September 27, 2000, at the following address, such that it is received by 5:00 p.m., prevailing time:

Robert E. Chernicoff, Esquire  
CUNNINGHAM & CHERNICOFF, P.C.  
2320 North Second Street  
P. O. Box 60457  
Harrisburg, PA 17106-0457

BY THE COURT:

/s/ Robert J. Woodside

Robert J. Woodside, Chief  
United States Bankruptcy Judge

Date:           AUG 16 2000



**PRINT OR TYPE:**

Party's Name: \_\_\_\_\_

By: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

**NOTE:** THE AMENDED PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY (1) THE HOLDERS OF 2/3 IN AMOUNT AND MORE THAN 1/2 IN NUMBER OF CLAIMS VOTED IN EACH CLASS OF CREDITORS. IF THE REQUIRED ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE AMENDED PLAN IF THE COURT FINDS THAT THE AMENDED PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT, YOU MUST COMPLETE AND RETURN THIS BALLOT.

ACCEPTANCES AND REJECTIONS FILED BY CREDITORS WHO ARE LISTED AS CONTINGENT, UNLIQUIDATED, OR DISPUTED ON THE SCHEDULES OF THE DEBTOR WILL NOT BE INCLUDED IN THE COMPUTATIONS UNLESS THE CREDITORS OR INTEREST HOLDERS HAVE FILED PROOFS OF CLAIM WHICH ARE ALLOWED WITH THE COURT WITHIN THE DATE SET BY THE COURT.

YOU MUST REFER TO ~~ARTICLE~~ ARTICLE II OF THE AMENDED PLAN IN ORDER TO ASCERTAIN THE CLASSIFICATION OF YOUR CLAIM. IF YOU MISSTATE YOUR CLASSIFICATION, THE DEBTOR RESERVES THE RIGHT TO CORRECT THIS BALLOT AS TO CLASSIFICATION.

**RETURN THIS BALLOT TO:** Robert E. Chernicoff, Esquire  
CUNNINGHAM & CHERNICOFF, P.C.  
P. O. Box 60457  
Harrisburg, PA 17106-0457

SUCH THAT HE RECEIVES YOUR BALLOT ON OR BEFORE **September 27, 2000.**