

Fill in this information to identify the case:

Debtor 1 Curae Health, Inc.

Debtor 2 _____
(Spouse, if filing)

United States Bankruptcy Court for the: Middle District of Tennessee

Case number 18-05665

Official Form 410
Proof of Claim

04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

<p>1. Who is the current creditor?</p>	<p><u>ServisFirst Bank</u> Name of the current creditor (the person or entity to be paid for this claim)</p> <p>Other names the creditor used with the debtor _____</p>	
<p>2. Has this claim been acquired from someone else?</p>	<p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____</p>	
<p>3. Where should notices and payments to the creditor be sent?</p> <p>Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)</p>	<p>Where should notices to the creditor be sent?</p> <p><u>ServisFirst Bank c/o Neal & Harwell, PLC</u> Name <u>1201 Demonbreun Street, Suite 1000</u> Number Street <u>Nashville TN 37203</u> City State ZIP Code Contact phone <u>615-244-1713</u> Contact email <u>dthompson@nealharwell.com</u></p>	<p>Where should payments to the creditor be sent? (if different)</p> <p><u>ServisFirst Bank Attn: Kenny MacLean</u> Name <u>1801 West End Avenue, Suite 850</u> Number Street <u>Nashville TN 37203</u> City State ZIP Code Contact phone <u>615-921-3524</u> Contact email <u>kmaclean@servisfirstbank.com</u></p> <p>Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____</p>
<p>4. Does this claim amend one already filed?</p>	<p><input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Claim number on court claims registry (if known) <u>Claim #122</u></p> <p>Filed on <u>11/14/2018</u> MM / DD / YYYY</p>	
<p>5. Do you know if anyone else has filed a proof of claim for this claim?</p>	<p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____</p>	

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: 32618

7. How much is the claim? \$ 613,284.00 Does this amount include interest or other charges? No Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information.
Administrative expense claim. See attached Exhibit A.

9. Is all or part of the claim secured? No Yes. The claim is secured by a lien on property.
Nature of property:
 Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
 Motor vehicle
 Other. Describe: all assets and personal property
Basis for perfection: see attached Exhibit A
Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
Value of property: \$ 613,284.00 or more
Amount of the claim that is secured: \$ 613,284.00 or more
Amount of the claim that is unsecured: \$ 0.00 (The sum of the secured and unsecured amounts should match the amount in line 7.)
Amount necessary to cure any default as of the date of the petition: \$ _____
Annual Interest Rate (when case was filed) 6.00 %
 Fixed
 Variable

10. Is this claim based on a lease? No Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? No Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

No

Yes. Check one:

Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.

Amount entitled to priority

\$ _____

\$ _____

\$ _____

\$ _____

\$ _____

\$ _____

* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

I am the creditor.

I am the creditor's attorney or authorized agent.

I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* 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 date 08/08/2019
MM / DD / YYYY

Kenny MacLean
Signature

Print the name of the person who is completing and signing this claim:

Name Kenny MacLean
First name Middle name Last name

Title Senior Vice President

Company ServisFirst Bank
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 1801 West End Avenue, Suite 850
Number Street

Nashville TN 37203
City State ZIP Code

Contact phone 615-921-3524 Email kmaclean@servisfirstbank.com

Exhibit A to Amended Proof of Claim

ServisFirst Bank provided post-petition financing to the Debtors. Such post-petition financing was authorized and evidenced pursuant to a series of Orders entered by this Court regarding the use of cash collateral and post-petition financing. As adequate protection for the use of cash collateral and post-petition financing provided by ServisFirst Bank, ServisFirst Bank was granted post-petition liens in substantially all of the assets of the Debtors (except for certain carve outs) and super priority administrative expense status.

The Debtors have provided a schedule showing that expenses incurred by the Debtors exceed revenues by \$613,284.00 (see attached Schedule 1). This Amended Claim is filed for the purpose of asserting the super priority administrative expense claim of at least \$613,284.00.

Curae Health

Budget vs. Actual 8.31.18-5.10.19

Variance Analysis			
Description	Budget [1]	Actual	Variance
Total Receipts	\$ 61,756,919	\$ 54,777,983	\$ (6,978,936)
Salaries, Contract Labor & Benefits	28,000,767	28,416,455	(415,688)
Physician Services	4,192,976	2,832,142	1,360,834
Contract Services	5,930,619	5,581,634	348,984
Supplies and Other	6,830,285	6,077,443	752,842
Repairs and Maintenance	1,618,500	798,023	820,476
Rents & Leases	1,052,627	1,485,034	(432,407)
Telephone & Utilities	1,628,405	1,358,000	270,405
Insurance	1,047,149	624,716	422,433
Taxes & Assessments	2,664,092	469,387	2,194,705
Other operating	673,125	1,005,121	(331,996)
ServisFirst AP	1,029,951	1,010,844	19,107
MedHost - A/R Collection Fees	1,512,658	1,087,717	424,941
IT	539,342	1,012,429	(473,087)
Case Costs	2,653,822	2,482,292	171,530
Final Accrued Expenses - Batesville	359,621	-	359,621
Final Accrued Expenses - Corporate	950,000	-	950,000
US Trustee	667,500	392,433	275,067
Subtotal Disbursements	61,351,440	54,633,672	6,717,768
MidCap Facility Interest & Legal Fees	1,021,016	757,595	263,421
Total Disbursements	62,372,456	55,391,268	6,981,188
Net Cash Flow	\$ (615,537)	\$ (613,284)	\$ 2,253

Notes:

[1] Budget combines Interim DIP Budget, Final DIP Budget and Final Cash Collateral Budget for the time period of weeks ending 8.31.18-5.10.19.

For the week ending 2.28.19, there was not an approved budget, so actual collections and disbursements were used for purposes of the calculations.

MIDDLE DISTRICT OF TENNESSEE

Claims Register

[3:18-bk-05665 Curae Health Inc.](#)

Judge: Charles M Walker

Chapter: 11

Office: Nashville

Last Date to file claims:
01/21/2019

Trustee: Steven D Sass LLC as Debtor Representative and Liquidating Trustee

Last Date to file (Govt):

<p><i>Creditor:</i> (6719082) ServisFirst Bank c/o Neal & Harwell, PLC Attn: David G. Thompson 1201 Demonbreun Street, Suite 1000 Nashville, TN 37203</p>	<p>Claim No: 122 <i>Original Filed</i> <i>Date:</i> 11/14/2018 <i>Original Entered</i> <i>Date:</i> 11/14/2018 <i>Last Amendment</i> <i>Filed:</i> 08/08/2019 <i>Last Amendment</i> <i>Entered:</i> 08/08/2019</p>	<p><i>Status:</i> <i>Filed by:</i> AT <i>Entered by:</i> JAMES R. KELLEY <i>Modified:</i></p>
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Amount claimed: \$613284.00

Secured claimed: \$613284.00

History:

- [Details](#) [122-1](#) 11/14/2018 Claim #122 filed by ServisFirst Bank, Amount claimed: \$18773834.20 (THOMPSON, DAVID)
- [Details](#) [122-2](#) 08/08/2019 Amended Claim #122 filed by ServisFirst Bank, Amount claimed: \$613284.00 (KELLEY, JAMES)

Description:

Remarks:

Claims Register Summary

Case Name: Curae Health Inc.

Case Number: 3:18-bk-05665

Chapter: 11

Date Filed: 08/24/2018

Total Number Of Claims: 1

Total Amount Claimed*	\$613284.00
Total Amount Allowed*	

*Includes general unsecured claims

The values are reflective of the data entered. Always refer to claim documents for actual amounts.

	Claimed	Allowed
Secured	\$613284.00	
Priority		
Administrative		