

**Fill in the 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**

1. Who is the current creditor? Cardinal Health 110, LLC f/k/a Cardinal Health 110, Inc.  
Name of the current creditor (the person or entity to be paid for this claim)

Other names the creditor used with the debtor \_\_\_\_\_

2. Has this claim been acquired from someone else?  No  
Yes. From whom? \_\_\_\_\_

3. Where should notices and payments to the creditor be sent? **Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)**

Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)
<u>Debra A. Willet, VP &amp; Assoc. General Counsel</u>	_____
Name	Name
<u>7000 Cardinal Place</u>	_____
Number Street	Number Street
<u>Dublin OH 43017</u>	_____
City State ZIP Code	City State ZIP Code
Contact phone <u>614.757.3428</u>	Contact phone _____
Contact email <u>Debra.Willet@Cardinalhealth.com</u>	Contact email _____
Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	

4. Does this claim amend one already filed?  No  
 Yes. Claim number on court claims registry (if known) 232 Filed on 01/18/2019  
MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim?  No  
 Yes. Who made the earlier filing? \_\_\_\_\_

**232-2** 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: \_\_\_\_\_

7. How much is the claim? \$ 693,847.21. 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.  
Goods sold and distribution services performed

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: \_\_\_\_\_  
 Basis for perfection: \_\_\_\_\_  
 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: \$ \_\_\_\_\_  
 Amount of the claim that is secured: \$ \_\_\_\_\_  
 Amount of the claim that is unsecured: \$ \_\_\_\_\_ (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) \_\_\_\_\_ %  
 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: Potential recoupment and/or setoff of \$115,500.69 in credits

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

No

Yes. Check one:

Amount entitled to priority

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

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(e)(5).

\$ \_\_\_\_\_

Other. Specify subsection of 11 U.S.C. § 507(a)(2\_) that applies.

\$ 173,432.80

\* 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).

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.

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

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.

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 3671.

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 05/09/2019

MM / DD / YYYY

Signature

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

Name

Bradley  
First name

Keith  
Middle name

Phister  
Last name

Title

Credit Advisor

Company

Cardinal Health

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

Address

7000 Cardinal Place

Number Street

Dublin

City

OH

State

43017

ZIP Code

Contact phone

Email

**CURAE HEALTH, INC.**  
**Case No. 18-05665**  
**Chapter 11**

**Amended Rider to Proof of General Unsecured Claim of Cardinal Health 110, LLC**

This amended claim of Cardinal Health 110, LLC f/k/a Cardinal Health 110, Inc. (“CH 110”) against Curae Health, Inc. (“Curae”) is being filed to amend the total amount due to CH 110 and clarify Curae’s right of recoupment and/or setoff with respect to certain credits. CH 110 asserts a claim in the amount of \$693,847.21, arising out of the following circumstances.

Cardinal Health, Inc. (“Cardinal Health”) is an approximately \$130 billion global company that specializes in medical and pharmaceutical distribution, technologies and supply services to various health organizations including, but not limited to, hospitals, pharmacies, nursing homes, imaging centers and clinics. Cardinal Health employs more than 30,000 people in over ten countries, and has numerous facilities worldwide. CH 110, a subsidiary of Cardinal Health, provides certain pharmaceutical supplies and distribution services to various entities, including, but not limited to, hospitals, clinics, and nursing homes. Curae executed the Group Commitment Agreement, with a commencement date of May 1, 2017 (the “GCA”), in connection with its request that CH 110 provide certain pharmaceutical products to it and its affiliates. The GCA is not attached here because it contains a confidentiality provision between CH 110 and Curae prohibiting the disclosure of its terms. CH 110 will provide a copy of the GCA to any interested party upon request and the provision of the appropriate protections to prevent further disclosure.

As of the Petition Date, Curae owed CH 110 \$693,847.21 for unpaid pharmaceutical products and services provided to Batesville, Amory, and Clarksdale Regional Medical Centers

(the “Total Pre-Petition Claim”).<sup>1</sup> This amount is further subject to the recoupment or setoff of credits in the amount of \$115,500.69, which would result in a net total unsecured claim to CH 110 of \$578,346.52. The accounting is as follows:

<b>Facility</b>	<b>Pre-Petition Debt</b>	<b>Credits</b>	<b>Net</b>
Batesville	\$73,667.23	(\$94,279.72)	(\$20,612.49)
Amory	\$285,757.47	(\$16,772.64)	\$268,984.83
Clarksdale	\$334,422.51	(\$4,448.33)	\$329,974.18
<b>TOTAL</b>	<b>\$693,847.21</b>	<b>(\$115,500.69)</b>	<b>\$578,346.52</b>

A summary chart reflecting the invoices comprising the Total Pre-Petition Claim was previously provided as **Exhibit A** to the original proof of claim. By way of supplement, proof of delivery to the various facilities during the 503(b)(9) period to the extent available, is attached as **Exhibit B** here.

Simultaneously herewith, CH 110 is filing a 503(b)(9) administrative claim in the amount of \$173,432.80 for unpaid pharmaceutical products provided to Curae’s affiliates in the twenty day prior to the Debtors’ bankruptcy filings (“CH 110’s 503(b)(9) Claim”). CH 110 is not seeking a double-recovery; to the extent that CH 110’s 503(b)(9) Claim is paid, CH 110’s Total Pre-Petition Claim should be reduced accordingly. Thus, if CH 110’s 503(b)(9) Claim is paid in full, CH 110’s total pre-petition claim will be reduced to \$520,414.41, less any credits which CH 110 may recoup or be permitted to set off. However, to the extent that CH 110’s 503(b)(9) Claim is not paid in full as an administrative expense, CH 110 reserves the right to seek payment of the

---

<sup>1</sup> CH 110 has filed general unsecured and 503(b)(9) administrative claims in the bankruptcy proceedings of Amory and Clarksdale Regional Medical Center. CH 110 is not seeking a double recovery. To the extent that a distribution is made on CH 110’s claims in the bankruptcy cases of any of Curae’s debtor affiliates, CH 110’s claims against Curae should be reduced accordingly.

Total Pre-Petition Claim.

CH 110 reserve its rights to amend and supplement this Proof of Claim and/or to file additional proofs of claim for additional claims or administrative claims, as they may deem appropriate. The filing of this Proof of Claim by CH 110 is not intended as, and shall not be construed as CH 110's consent to the determination of the Debtor's liability to CH 110 by any particular court, including, without limitation, the Bankruptcy Court.

# **EXHIBIT B**

Proofs of Delivery from Cardinal Health 110 to Amory Regional Medical Center

POD Name	POD Date/Time	Pieces	Delivery Company	Delivery Street	Delivery City	Delivery State	Delivery Zip	Pickup Company
C brown	2018-08-07T10:13:24	26	AMORY REGIONAL MEDICAL CTR INC	1105 EARL FRYE BLVD.	AMORY	MS	38821	Hackbarth Delivery Service MEM
L Harmon	2018-08-08T09:53:03	23	AMORY REGIONAL MEDICAL CTR INC	1105 EARL FRYE BLVD.	AMORY	MS	38821	Hackbarth Delivery Service MEM
L Harmon	2018-08-09T09:39:01	11	AMORY REGIONAL MEDICAL CTR INC	1105 EARL FRYE BLVD.	AMORY	MS	38821	Hackbarth Delivery Service MEM
d taylor	2018-08-10T09:36:05	10	AMORY REGIONAL MEDICAL CTR INC	1105 EARL FRYE BLVD.	AMORY	MS	38821	Hackbarth Delivery Service MEM
L Harmon	2018-08-13T09:55:16	3	AMORY REGIONAL MEDICAL CTR INC	1105 EARL FRYE BLVD.	AMORY	MS	38821	Hackbarth Delivery Service MEM
L Harmon	2018-08-14T09:59:28	26	AMORY REGIONAL MEDICAL CTR INC	1105 EARL FRYE BLVD.	AMORY	MS	38821	Hackbarth Delivery Service MEM
M ward	2018-08-15T10:20:04	5	AMORY REGIONAL MEDICAL CTR INC	1105 EARL FRYE BLVD.	AMORY	MS	38821	Hackbarth Delivery Service MEM
L Harmon	2018-08-16T09:53:54	14	AMORY REGIONAL MEDICAL CTR INC	1105 EARL FRYE BLVD.	AMORY	MS	38821	Hackbarth Delivery Service MEM
M ward	2018-08-17T09:56:04	4	AMORY REGIONAL MEDICAL CTR INC	1105 EARL FRYE BLVD.	AMORY	MS	38821	Hackbarth Delivery Service MEM
M ward	2018-08-21T09:58:12	31	AMORY REGIONAL MEDICAL CTR INC	1105 EARL FRYE BLVD.	AMORY	MS	38821	Hackbarth Delivery Service MEM



Proofs of Delivery from Cardinal Health 110 to Amory Regional Medical Center

POD Name	POD Date/Time	Pieces	Delivery Company	Delivery Street	Delivery City	Delivery State	Delivery Zip	Pickup Company
L Harmon	2018-08-22T10:00:15	8	AMORY REGIONAL MEDICAL CTR INC	1105 EARL FRYE BLVD.	AMORY	MS	38821	Hackbarth Delivery Service MEM
M ward	2018-08-23T09:58:04	16	AMORY REGIONAL MEDICAL CTR INC	1105 EARL FRYE BLVD.	AMORY	MS	38821	Hackbarth Delivery Service MEM
L Harmon	2018-08-24T10:03:15	7	AMORY REGIONAL MEDICAL CTR INC	1105 EARL FRYE BLVD.	AMORY	MS	38821	Hackbarth Delivery Service MEM

Proofs of Delivery from Cardinal Health 110 to Batesville Medical Center

POD Name	POD Date/Time	Pieces	Delivery Company	Delivery Street	Delivery City	Delivery State	Delivery Zip	Pickup Company
k jossette	2018-08-06T08:27:52	2	BATESVILLE MED CTR INC	303 MEDICAL CENTER DRIVE	BATESVILLE	MS	38606	Hackbarth Delivery Service MEM
n jossette	2018-08-07T08:36:23	8	BATESVILLE MED CTR INC	303 MEDICAL CENTER DRIVE	BATESVILLE	MS	38606	Hackbarth Delivery Service MEM
t jossette	2018-08-08T09:00:40	5	BATESVILLE MED CTR INC	303 MEDICAL CENTER DRIVE	BATESVILLE	MS	38606	Hackbarth Delivery Service MEM
v jossette	2018-08-09T08:38:49	3	BATESVILLE MED CTR INC	303 MEDICAL CENTER DRIVE	BATESVILLE	MS	38606	Hackbarth Delivery Service MEM
p jossette	2018-08-10T08:05:41	5	BATESVILLE MED CTR INC	303 MEDICAL CENTER DRIVE	BATESVILLE	MS	38606	Hackbarth Delivery Service MEM
t jossette	2018-08-13T08:02:20	3	BATESVILLE MED CTR INC	303 MEDICAL CENTER DRIVE	BATESVILLE	MS	38606	Hackbarth Delivery Service MEM
m jossette	2018-08-14T08:30:37	4	BATESVILLE MED CTR INC	303 MEDICAL CENTER DRIVE	BATESVILLE	MS	38606	Hackbarth Delivery Service MEM
s jossette	2018-08-15T08:23:38	9	BATESVILLE MED CTR INC	303 MEDICAL CENTER DRIVE	BATESVILLE	MS	38606	Hackbarth Delivery Service MEM
c jossette	2018-08-16T08:32:40	4	BATESVILLE MED CTR INC	303 MEDICAL CENTER DRIVE	BATESVILLE	MS	38606	Hackbarth Delivery Service MEM
m jossette	2018-08-17T08:19:14	7	BATESVILLE MED CTR INC	303 MEDICAL CENTER DRIVE	BATESVILLE	MS	38606	Hackbarth Delivery Service MEM

Proofs of Delivery from Cardinal Health 110 to Batesville Medical Center

POD Name	POD Date/Time	Pieces	Delivery Company	Delivery Street	Delivery City	Delivery State	Delivery Zip	Pickup Company
s jossette	2018-08-21TC8:11:16	9	BATESVILLE MED CTR INC	303 MEDICAL CENTER DRIVE	BATESVILLE	MS	38606	Hackbarth Delivery Service MEM
k ashley	2018-08-22TC8:23:53	4	BATESVILLE MED CTR INC	303 MEDICAL CENTER DRIVE	BATESVILLE	MS	38606	Hackbarth Delivery Service MEM
m jossette	2018-08-23TC9:37:54	6	BATESVILLE MED CTR INC	303 MEDICAL CENTER DRIVE	BATESVILLE	MS	38606	Hackbarth Delivery Service MEM
k jossette	2018-08-24TC9:37:15	3	BATESVILLE MED CTR INC	303 MEDICAL CENTER DRIVE	BATESVILLE	MS	38606	Hackbarth Delivery Service MEM

Proofs of Delivery from Cardinal Health 110 to Clarksdale Medical Center

POD Name	POD Date/Time	Pieces	Delivery Company	Delivery Street	Delivery City	Delivery State	Delivery Zip	Pickup Company
l alen	2018-08-06T11:09:23	1	NORTHWEST MISSISSIPPI MED CTR	1970 HOSPITAL DR SEVENTH ST	CLARKSDALE	MS	38614	Hackbarth Delivery Service MEM
s suddith	2018-08-07T11:38:27	5	NORTHWEST MISSISSIPPI MED CTR	1970 HOSPITAL DR SEVENTH ST	CLARKSDALE	MS	38614	Hackbarth Delivery Service MEM
c diaz	2018-08-08T12:22:16	15	NORTHWEST MISSISSIPPI MED CTR	1970 HOSPITAL DR SEVENTH ST	CLARKSDALE	MS	38614	Hackbarth Delivery Service MEM
m caudillo	2018-08-09T10:34:41	4	NORTHWEST MISSISSIPPI MED CTR	1970 HOSPITAL DR SEVENTH ST	CLARKSDALE	MS	38614	Hackbarth Delivery Service MEM
c mills	2018-08-10T10:35:26	3	NORTHWEST MISSISSIPPI MED CTR	1970 HOSPITAL DR SEVENTH ST	CLARKSDALE	MS	38614	Hackbarth Delivery Service MEM
c mills	2018-08-14T10:39:11	12	NORTHWEST MISSISSIPPI MED CTR	1970 HOSPITAL DR SEVENTH ST	CLARKSDALE	MS	38614	Hackbarth Delivery Service MEM
l suddeth	2018-08-15T10:50:00	7	NORTHWEST MISSISSIPPI MED CTR	1970 HOSPITAL DR SEVENTH ST	CLARKSDALE	MS	38614	Hackbarth Delivery Service MEM
c mills	2018-08-16T10:35:47	10	NORTHWEST MISSISSIPPI MED CTR	1970 HOSPITAL DR SEVENTH ST	CLARKSDALE	MS	38614	Hackbarth Delivery Service MEM
c mills	2018-08-17T10:31:53	8	NORTHWEST MISSISSIPPI MED CTR	1970 HOSPITAL DR SEVENTH ST	CLARKSDALE	MS	38614	Hackbarth Delivery Service MEM
l suddeth	2018-08-21T10:23:22	13	NORTHWEST MISSISSIPPI MED CTR	1970 HOSPITAL DR SEVENTH ST	CLARKSDALE	MS	38614	Hackbarth Delivery Service MEM

Proofs of Delivery from Cardinal Health 110 to Clarksdale Medical Center

POD Name	POD Date/Time	Pieces	Delivery Company	Delivery Street	Delivery City	Delivery State	Delivery Zip	Pickup Company
m caudilla	2018-08-22T11:06:05	17	NORTHWEST MISSISSIPPI MED CTR	1970 HOSPITAL DR SEVENTH ST	CLARKSDALE	MS	38614	Hackbarth Delivery Service MEM
c mills	2018-08-23T10:42:06	1	NORTHWEST MISSISSIPPI MED CTR	1970 HOSPITAL DR SEVENTH ST	CLARKSDALE	MS	38614	Hackbarth Delivery Service MEM
l suddeth	2018-08-24T10:20:40	11	NORTHWEST MISSISSIPPI MED CTR	1970 HOSPITAL DR SEVENTH ST	CLARKSDALE	MS	38614	Hackbarth Delivery Service MEM

# 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:**                              **Last Date to file (Govt):**

<p><i>Creditor:</i> (6717912)          CARDINAL HEALTH 110, LLC          PO BOX 402605          ATLANTA, GA 30384-          2605</p>	<p><b>Claim No:</b> 232  <i>Original Filed</i>          Date: 01/18/2019  <i>Original Entered</i>          Date: 01/18/2019  <i>Last Amendment</i>          Filed: 05/09/2019  <i>Last Amendment</i>          Entered: 05/09/2019</p>	<p><i>Status:</i>          Filed by: CR          Entered by: DANIEL HAYS          PURYEAR          Modified:</p>
--	---	--

Amount claimed: \$693847.21  
 Secured claimed: \$0.00  
 Priority claimed: \$173432.80

*History:*

- [Details](#)    [232-1](#)    01/18/2019 Claim #232 filed by CARDINAL HEALTH 110, LLC, Amount claimed: \$578346.52 (PURYEAR, DANIEL )
- [Details](#)    [232-2](#)    05/09/2019 Amended Claim #232 filed by CARDINAL HEALTH 110, LLC, Amount claimed: \$693847.21 (PURYEAR, DANIEL )

*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

<b>Total Amount Claimed*</b>	\$693847.21
<b>Total Amount Allowed*</b>	

\*Includes general unsecured claims

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

	<b>Claimed</b>	<b>Allowed</b>
<b>Secured</b>	\$0.00	
<b>Priority</b>	\$173432.80	
<b>Administrative</b>		