

**UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

In re)	
)	Case No. 18-05665
Curae Health, Inc., <i>et.al</i> ¹ ,)	Chapter 11
)	
1721 Midpark Road, Suite B200)	Judge Walker
Knoxville, TN 37921)	
)	Jointly Administered
Debtors.)	
)	Hearing: May 29, 2019 at 1:00 p.m.

**AGREED ORDER RESOLVING MEDHOST’S LIMITED OBJECTION TO
CLARKSDALE SALE MOTION**

This matter is presently before the Court on the *Debtors’ Expedited Motion for Entry of an Order (I) Authorizing and Approving the Sale of Northwest Mississippi Regional Medical Center Free and Clear of All Liens, Claims, Encumbrances and Other Interests, (II) Approving the Clarksdale APA, (III) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* (the “Clarksdale Sale Motion”) (Doc. No. 962), and upon the *MEDHOST’s Limited Objection to Debtors’ Expedited Motion for an Entry of an Order (I) Authorizing and Approving the Sale of Northwest Mississippi Regional Medical Center Free and Clear of All Liens, Claims, Encumbrances and Other Interests, (II) Approving the Clarksdale APA, (III) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief; and Objection to Clarksdale Assumption*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Curae Health, Inc. (5638); Amory Regional Medical Center, Inc. (2640); Batesville Regional Medical Center, Inc. (7929); Clarksdale Regional Center, Inc. (4755); Amory Regional Physicians, LLC (5044); Batesville Regional Physicians, LLC (4952); and Clarksdale Regional Physicians, LLC (5311).

Cure Notice, filed May 3, 2019 (the “MEDHOST Limited Objection”) (Docket No. 1020). By Order entered May 14, 2019 (Docket No. 1007), the Court scheduled the hearing on the Clarksdale Sale Motion and the MEDHOST Limited Objection for May 29, 2019 at 1:00 p.m.

As evidenced by the signatures below of counsel for the Debtors, Community Health Systems, Inc. (“CHS”), and MEDHOST of Tennessee, Inc., its wholly-owned subsidiary MEDHOST Direct, Inc., and its affiliate MEDHOST Cloud Services, Inc., formerly known as YourCareUniverse, Inc. (collectively, “MEDHOST”), the parties have resolved all issues raised in the MEDHOST Limited Objection, and such resolution is described below.

Good cause for approving the resolution reached between the Debtors, CHS and MEDHOST having been demonstrated, and the described resolution being in the best interests of the estate and parties herein,

IT IS HEREBY ORDERED as follows:

1. Not later than 5:00 p.m. on June 14, 2019, CHS shall determine and advise MEDHOST of its decision whether (a) the MEDHOST Agreements (as that term is defined in the MEDHOST Limited Objection) will be assumed by the Debtors and assigned to CHS, or (b) the MEDHOST Agreements will be rejected by the Debtors and not assigned to CHS. If CHS’s decision is to have the MEDHOST Agreements assumed by the Debtors and assigned to CHS, CHS will pay to MEDHOST the cure amount allocated to the Clarksdale Hospital Facility, in the amount of \$678,995.39 (the “Cure Amount”). The Cure Amount shall be paid by CHS to MEDHOST not later than 5:00 p.m. on June 14, 2019.

2. During the period between the entry of this Order and June 14, 2019, MEDHOST and CHS are free to continue negotiations for new contracts for MEDHOST’s services at the Clarksdale Hospital Facility.

3. During the period between the entry of this Order and June 14, 2019, CHS will continue to pay MEDHOST for its services, and CHS will be deemed to have stepped into the shoes of the Debtors with respect to all terms and conditions of the existing MEDHOST Agreements between the Debtors and MEDHOST.

4. If CHS determines to have the MEDHOST Agreements assumed by the Debtors and assigned to CHS, counsel for the Debtors, CHS and MEDHOST shall submit to the Court for entry a proposed agreed order approving the assumption of the MEDHOST Agreements by the Debtors and the assignment of the MEDHOST Agreements to CHS.

5. If, by 5:00 p.m. Central Time on June 14, 2019, CHS has not advised MEDHOST that the MEDHOST Agreements are to be assumed by the Debtors and assigned to CHS, the MEDHOST Agreements shall be deemed rejected pursuant to 11 U.S.C. § 365(a).

**THIS ORDER WAS SIGNED AND ENTERED ELECTRONICALLY
AS INDICATED AT THE TOP OF THE FIRST PAGE.**

AGREED AND APPROVED FOR ENTRY:

/s/ David E. Gordon

David E. Gordon
Polsinelli PC
1201 West Peachtree Street NW, Suite 1100
Atlanta, GA 30309
Telephone: (404) 253-6000
dgordon@polsinelli.com

Counsel for the Debtors and Debtors-in-Possession

/s/ Paul G. Jennings

Paul G. Jennings
Bass, Berry & Sims PLC
150 Third Avenue South Suite 2800
Nashville, TN 37201
Telephone: (615) 742-6267
pjennings@bassberry.com

Attorneys for Community Health Systems, Inc.

/s/ Thomas H. Forrester

Thomas H. Forrester
Gullett, Sanford, Robinson & Martin, PLLC
150 Third Avenue, South, Suite 1700
Nashville, TN 37201
Telephone: (615) 244-4994
tforrester@gsrm.com; lcatabay@gsrm.com

Attorneys for MEDHOST of Tennessee, Inc. and its affiliates