

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE MIDDLE DISTRICT OF TENNESSEE  
NASHVILLE DIVISION**

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

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**THE DEADLINE FOR FILING A TIMELY RESPONSE IS: July 15, 2019**  
**IF A RESPONSE IS TIMELY FILED, THE HEARING WILL BE: July 23, 2019 at 9:00 a.m**  
**Central Standard Time in Courtroom 2, 2nd Floor, Customs House, 701 Broadway, Nashville,**  
**Tennessee 37203**

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**NOTICE FINAL FEE APPLICATION FOR GLASSRATNER ADVISORY & CAPITAL  
GROUP, LLC**

**PLEASE TAKE NOTICE** that on June 24, 2019, the above-captioned debtors and debtors in possession (the “**Debtors**”) filed their *FINAL FEE APPLICATION OF GLASSRATNER ADVISORY & CAPITAL GROUP, LLC FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISORS TO THE DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD FROM AUGUST 24, 2018 THROUGH JUNE 11, 2019* (the “**Final Fee Application**”), attached hereto.

**PLEASE TAKE FURTHER NOTICE** that if a response is timely filed, a hearing on the Application will be held on **July 23, 2019 at 9:00 a.m. Central Standard Time** in Courtroom 2, 2nd Floor Customs House, 701 Broadway, Nashville, TN 37203.

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<sup>1</sup> 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); and Clarksdale Regional Medical Center, Inc. (4755); Amory Regional Physicians, LLC (5044); Batesville Regional Physicians, LLC (4952); Clarksdale Regional Physicians, LLC (5311).

**YOUR RIGHTS MAY BE AFFECTED.** If you do not want the court to grant the Application by entering the proposed final order, attached hereto, or if you want the court to consider your views on the Application, then on or before **July 15, 2018**, you or your attorney must:

1. File with the court your response or objection explaining your position. **Please note: the Bankruptcy Court for the Middle District of Tennessee requires electronic filing. Any response or objection you wish to file must be submitted electronically. To file electronically, you or your attorney must go to the court website and follow the instructions at: <https://ecf.tnmb.uscourts.gov>.**

If you need assistance with Electronic Filing you may call the Bankruptcy Court at (615) 736-5584. You may also visit the Bankruptcy Court in person at: 701 Broadway, 1st Floor, Nashville, TN (Monday - Friday, 8:00 A.M. - 4:00 P.M.).

2. Your response must state the deadline for filing responses, the date of the scheduled hearing and the Application to which you are responding.

**THERE WILL BE NO FURTHER NOTICE OF THE HEARING DATE.** If a response is filed before the deadline stated above, the hearing will be held at the time and place indicated above. You may check whether a timely response has been filed by viewing the case on the court's website at <https://ecf.tnmb.uscourts.gov>. If you or your attorney does not take these steps, the court may decide that you do not oppose the relief sought in the Application and may enter the attached final order granting that relief.

*[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]*

Dated: June 24, 2019  
Nashville, Tennessee

**POLSINELLI PC**

/s/ Michael Malone

Michael Malone  
401 Commerce Street, Suite 900  
Nashville, TN 37219  
Telephone: (615) 259-1510  
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-and-

David E. Gordon (*Admitted Pro Hac Vice*)  
Caryn E. Wang (*Admitted Pro Hac Vice*)  
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*Counsel to the Debtors and  
Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE MIDDLE DISTRICT OF TENNESSEE  
NASHVILLE DIVISION**

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

**FINAL FEE APPLICATION OF GLASSRATNER ADVISORY & CAPITAL GROUP,  
LLC FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES AS  
FINANCIAL ADVISORS TO THE DEBTORS AND DEBTORS IN POSSESSION  
FOR THE PERIOD FROM AUGUST 24, 2018 THROUGH JUNE 11, 2019**

GlassRatner Advisory & Capital Group, LLC (“**GlassRatner**”), financial advisors to the debtors and debtors in possession (the “**Debtors**”) in the above-captioned cases, submits its final fee application (the “**Final Fee Application**”) and seeks entry of an order, substantially in the form attached hereto as **Exhibit A** (the “**Proposed Order**”), pursuant to 11 U.S.C. §§ 330 and 331, granting (i) approval and allowance of its compensation and reimbursement of fees in the amount of \$140,387.50 and expenses in the amount of \$1,665.60 for the period from November 1, 2019 through June 11, 2019 (the “**Application Period**”) on a final basis; (ii) approval and allowance of its compensation and reimbursement of fees in the amount of \$174,025.00 and expenses in the amount of \$6,163.67 for the First Interim Application Period (defined below) on a final basis; and (iii) authorizing and directing the Liquidating Trustee to pay or cause to be paid to GlassRatner the Total Fees and Expenses (defined below) requested in this Final Fee Application on a final basis. In support of this Final Fee Application, GlassRatner, by and through Debtors’ counsel, respectfully represents as follows:

**GENERAL BACKGROUND**

1. On August 24, 2018 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code with this Court commencing the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”). The factual background regarding the Debtors, including their business operations, debt structure, and the events leading to the filing of the Chapter 11 Cases is set forth in detail in the *Declaration of Stephen N. Clapp, Chief Executive Officer of Curae Health, Inc., in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 49] and fully incorporated herein by reference.

2. On August 29, 2018, the Court entered an order authorizing the joint administration of the Chapter 11 Cases [Docket No. 59].

3. GlassRatner was approved as Debtor’s financial advisors by Order entered October 5, 2018 [Docket No. 281].

4. On December 7, 2018, Debtors filed the *First Interim Fee Application of GlassRatner Advisory & Capital Group, LLC for Compensation and Reimbursement of Expenses as Counsel to the Debtors and Debtors in Possession for the Period from August 24, 2018 through October 31, 2018* [Docket No. 527] (the “**First Interim Application**”), requesting, *inter alia*, payment of fees and expenses incurred by GlassRatner for the application period of August 24, 2018 to October 31, 2018 (the “**First Interim Application Period**”). The First Interim Application is fully incorporated herein by reference.

5. On January 16, 2019, the Court entered the Order granting the First Interim Fee Application [Docket No. 673] (the “**First Interim Order**”). Pursuant to the First Interim Order, fees in the amount of \$174,025.00 and expenses in the amount of \$6,163.67 incurred by GlassRatner during the First Interim Application Period were allowed as being reasonable

compensation and actual, necessary services and expenses of the estates and thus payable as fees and expenses pursuant to 11 U.S.C. § 330.

6. The First Interim Order further authorized the Debtors to remit payment of fees and expenses up to 90% of the budgeted amount (\$125,000) for the First Interim Application. The First Interim Order further authorized GlassRatner to apply the retainer to the outstanding balance owed to GlassRatner for the First Interim Application Period.

7. Pursuant to the First Interim Order, Debtors caused \$112,500.00 out of a budgeted \$125,000.00 to be remitted to GlassRatner. GlassRatner continues to hold a retainer of \$26,466.70 (the “**Retainer**”). The remaining 10% of the budgeted amount (\$12,500) for the First Interim Application Period was withheld pursuant to the First Interim Order (the “**Holdback**”).

8. GlassRatner’s outstanding fees and expenses for the First Interim Application Period total \$67,688.67 (the “**Outstanding Balance**”).

9. Pursuant to the Debtors’ DIP Budget (the “**DIP Budget**”), attached to the *Final Order (I) Authorizing the Debtors to (A) Obtain Postpetition Secured Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Status, (III) Granting Adequate Protection, and (IV) Modifying the Automatic Stay* (the “**Final DIP Order**”) [Docket No. 455] and the Debtors’ Cash Collateral Budget (the “Cash Collateral Budget”, together with the DIP Budget, the “**Budget**”), attached to the *Expedited Agreed Order (I) Authorizing the Use of Cash Collateral, (II) Granting Adequate Protection, (III) Modifying the Automatic Stay, and (IV) Granting Related Relief* [Docket No. 973] (the “**Final Cash Collateral Order**”), the amount budgeted for GlassRatner’s professional compensation for the Application Period is \$337,500.00 plus the 10% holdback from the First Interim Application Period of \$12,500 for a total remaining budgeted amount of \$350,000.00 (the “**Budgeted Amount**”).

Pursuant to the Final DIP Order and the Final Cash Collateral Order, the Budgeted Amount for GlassRatner and the budgeted amounts of all other professionals in these Chapter 11 Cases have been deposited into an escrow account throughout the Chapter 11 Cases (the “**Professional Fee Escrow**”).

10. This is the Final Fee Application for fees and expenses incurred by GlassRatner as Debtors’ financial advisors in the Chapter 11 Cases.

### **PROJECT CATEGORIES**

11. Attached hereto as Exhibit B is a detailed statement of legal services rendered in the aggregate amount of \$140,387.50 and expenses incurred in the amount of \$1,665.60 during the Application Period. The services have been put in the following categories:

<b>Project Category</b>	<b>Estimated Hours</b>	<b>Estimated Fees</b>
Case Administration	38.1	\$17,287.50
Asset Analysis & Recovery	6.8	\$2,550
Business Analysis	300	\$108,725
Creditor Meetings/ Communications	4.6	\$1,725
Travel Time	22.6	\$8,475
Business Operations	11.4	\$3,790
Data Analysis	.5	\$197.50
Plan and Disclosure	1.7	\$637.50
<b>Total Fees</b>	<b>385.7</b>	<b>\$140,387.50</b>

### **STATEMENT OF APPLICANT**

12. The services were actual and necessary services rendered by GlassRatner on behalf of the Debtors and the compensation requested is considered to be reasonable. In compliance with the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the “**UST Guidelines**”), the Debtors have prepared the attached exhibits: Summary Cover Sheet as Exhibit C and Summary of Timekeepers as Exhibit

D. These Exhibits provide a summary of the fee application and a comparison of the blended hourly rates being charged by GlassRatner in this Final Fee Application.

13. In further compliance with the UST Guidelines, GlassRatner states as follows:

- A. There are no variations from, or alternatives to, GlassRatner's standard or customary billing arrangements for this engagement.
- B. The fees sought by GlassRatner in this Final Fee Application are within the projected fees budgeted pursuant to the Budget and staffing plans by provided by GlassRatner to the Debtors for the Application Period.
- C. No professional from GlassRatner covered by this Final Fee Application have varied their hourly rates based upon the geographical location of the Chapter 11 cases.
- D. The fees covered by this Final Fee Application include approximately 0.00 hours reviewing invoices to ensure that the time entries attached to this Final Fee Application are properly coded to comply with the UST Guidelines.
- E. The fees covered by this Final Fee Application include approximately 0.00 hours in reviewing time records to redact any privileged or other confidential information.
- F. There was no hourly rate increased by GlassRatner during the Application Period.

### **EXPENSES**

14. This Application includes a request for reimbursement of expenses in the amount of \$1,665.60 which are expenses incurred by GlassRatner, further described below. All expenses were actual and necessary expenses incurred in providing the legal services described herein and are reimbursable pursuant to 11 U.S.C. § 330.

<b>Category</b>	<b>Amount</b>
Lodging	\$742.76
Meals	\$58.78
Mileage	\$785
Pacer charges	\$17.30
Telephone	\$61.76
Transportation	0
Travel - -Air/Rail	0
<b>Total Expenses</b>	<b>\$1,665.60</b>

15. GlassRatner has necessarily and properly expended 385.7 hours of service in performance of its duties as financial advisors for the Debtors during the Application Period. GlassRatner respectfully requests a fee award for professional services rendered in the aggregate



amount of \$140,387.50 for the Application Period. GlassRatner has also necessarily incurred expenses in the amount of \$1,665.60 in the performance of its duties as financial advisors in this case during the Application Period. GlassRatner further requests payment of the Outstanding Balance for the First Interim Application Period. GlassRatner shall first apply the Retainer to the Outstanding Balance. Accordingly, total payment requested is \$183,275.07 (the “**Total Fees and Expenses**”).

16. GlassRatner’s Total Fees and Expenses are under the Budgeted Amount for this Application Period. GlassRatner’s combined fees and expenses for the First Interim Application Period and this Application Period are also under the total budgeted amount for the Chapter 11 Cases by \$166,724.93.

WHEREFORE, pursuant to 11 U.S.C. § 330, GlassRatner seeks allowance and payment of the fees and expenses incurred by GlassRatner during these Chapter 11 Cases for the Application Period as provided in this Final Fee Application. GlassRatner respectfully requests that the Court enter the Proposed Order (i) approving allowance of its compensation and reimbursement of fees and expenses as set forth in this Final Fee Application on a final basis, (ii) authorizing and directing the Liquidating Trustee to pay, or cause to be paid, to GlassRatner the Total Fees and Expenses requested in this Final Fee Application, and (iii) granting such further relief as is just and proper.

Dated: June 24, 2019  
Nashville, Tennessee

**POLSINELLI PC**

/s/ Michael Malone  
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Nashville, TN 37219  
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*Counsel to the Debtors and*

*Debtors in Possession*

**EXHIBIT A**

**PROPOSED ORDER**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE MIDDLE DISTRICT OF TENNESSEE  
NASHVILLE DIVISION**

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

**PROPOSED ORDER GRANTING FINAL FEE APPLICATION OF  
GLASSRATNER ADVISORY & CAPITAL GROUP, LLC AS FINANCIAL ADVISORS  
FOR THE DEBTORS**

Upon consideration of the Final Fee Application<sup>2</sup> of GlassRatner Advisory & Capital Group, LLC as financial advisors for the Debtors in the above-captioned bankruptcy cases for allowance of compensation and reimbursement of expenses for the Application Period; and it appearing to the Court that all of the requirements of sections 327, 328, 330, 331, and 503(b) of the title 11 of the United States Code, as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure and Rules 2016-1 and 9013-1 of the Local Rules for the United States Bankruptcy Court for the Middle District of Tennessee, have been satisfied; and it further appearing that the expenses incurred were reasonable and necessary; and that notices of the Final Fee Application was appropriate; and after due deliberation and sufficient good cause appearing; and that there were no objections to the Final Fee Application, it is hereby

**ORDERED, ADJUDGED, AND DECREED:**

1. The Final Fee Application of GlassRatner is approved.

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<sup>1</sup> 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); and Clarksdale Regional Medical Center, Inc. (4755); Amory Regional Physicians, LLC (5044); Batesville Regional Physicians, LLC (4952); Clarksdale Regional Physicians, LLC (5311).

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meaning assigned to them in the Final Fee Application.

2. The fees in the amount of \$140,387.50 and expenses in the amount of \$1,665.60 incurred by GlassRatner during the Application Period are hereby allowed as being reasonable compensation and actual, necessary services and expenses of the estates and thus payable as fees and expenses pursuant to 11 U.S.C. § 330 on a final basis.

3. The fees in the amount of \$174,025.00 and expenses in the amount of \$6,163.67 for the First Interim Application Period incurred by GlassRatner during the First Interim Application Period are hereby allowed as being reasonable compensation and actual, necessary services and expenses of the estates and thus payable as fees and expenses pursuant to 11 U.S.C. § 330 on a final basis.

4. The Liquidating Trustee is authorized and directed, as provided herein, to remit, or cause to be remitted, payment of the Total Fees and Expenses, which includes payment of the Holdback, set forth in the Final Fee Application, less any amounts and all amounts previously paid on account of such fees and expenses. Payment of the Total Fees and Expenses shall first be paid from the Professional Fee Escrow up to the Budgeted Amount for the applicable professional. Any remaining fees and expenses shall then be paid from unencumbered funds of the Liquidating Trust.

5. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

**This Order Was Signed and Entered Electronically as Indicated At the Top of the First Page**

APPROVED FOR ENTRY:

/s/ Michael Malone

Michael Malone  
401 Commerce Street, Suite 900  
Nashville, TN 37219

Telephone: (615) 259-1510  
Facsimile: (615) 259-1573  
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*Counsel to the Debtors and  
Debtors in Possession*

**EXHIBIT B**

**DETAILED STATEMENT OF LEGAL SERVICES**



December 11, 2018

Invoice # : 50662

STEVE CLAPP  
CURAE HEALTH  
1721 MIDPARK ROAD  
KNOXVILLE TN 37921

In Reference To: **Curae Health - BK**

For professional services rendered during the period November 01, 2018 through November 30, 2018

**Billing Recap by Professional**

Name	Hours	Rate
Marshall Glade, CPA	26.50	375.00
William McCaleb	59.70	375.00
Robert Trenk	4.30	325.00

	Hours	Amount
Total Professional Service Fees	90.50	\$33,722.50

**Out-of-Pocket Expenses:**

Lodging	145.39
Meals	10.00
Mileage	239.80
Telephone	11.88
Total expenses	\$407.07

Total amount of this bill	\$34,129.57
Previous balance	\$180,188.67
Balance due	\$214,318.24

**Client funds transactions**

Previous balance of Retainer	\$26,466.70
New balance of Retainer	\$26,466.70

**Thank you for working with GlassRatner, we don't take our clients for granted.**

For our wiring instructions, please contact GlassRatner directly using the contact information below.

Tax ID Number: 83-1277218

3445 Peachtree Rd., NE, Suite 1235 | Atlanta, GA 30326 | Tel: 678.904.1990 Fax: 678.904.1891 | www.glassratner.com



**Professional Services Detail**

			Hours
<u>Asset Analysis</u>			
11/9/2018	M. Glade	Update to ServisFirst recovery analysis	2.00
	M. Glade	Updates to cash forecast regarding batesville, breakout of accrual expenses, clarksdale operating expenses, and additional line availability	2.00
11/12/2018	M. Glade	Call with Batesville buyer	0.80
SUBTOTAL:			[ 4.80 1800.00]
<u>Business Analysis</u>			
11/1/2018	W. McCaleb	Discussions with MG and review of cash flow model	0.50
	W. McCaleb	Call with US Trustee re bank accounts and MoRs	0.50
	W. McCaleb	Update to cash flow model	0.50
	W. McCaleb	Correspondence with MG and update to cash flow model	0.50
	W. McCaleb	Discussions with MG and update to cash flow model	1.00
	M. Glade	Sales update call	0.30
	M. Glade	Finalize cash forecast	2.00
11/2/2018	W. McCaleb	Call with Amory advisors	0.50
	W. McCaleb	Call with management regarding ServisFirst recoveries	0.40
	W. McCaleb	Updates to cash flow forecast	0.80
	W. McCaleb	Discussions with UCC advisor and MG re ServisFirst recoveries	1.00
	W. McCaleb	Call with management and counsel relating to cash flow forecast and related updates	1.50
	M. Glade	Call with management and counsel regarding updated budget	0.50
	M. Glade	Finalize cash flow projection for external distribution	1.30
	M. Glade	Develop ServisFirst recovery analysis	2.00
11/5/2018	W. McCaleb	Correspondence with management and MG re UCC and status	0.30
	W. McCaleb	Review of bank statement accounts and correspondence with UCC advisors	0.50
	M. Glade	Call with management and servisfirst	0.80
	M. Glade	Develop analysis of ServisFirst recoveries	2.00
11/6/2018	R. Trenk	Schedule out rolling 4 week budget v. actual report.	0.20
	R. Trenk	Schedule out cash flow actuals for the week ending 11/2.	0.50
	R. Trenk	Review bank activity and disbursement file from the company.	0.50
	W. McCaleb	Review of correspondence re MidCap requests regarding bank accounts	0.50
	W. McCaleb	Discussions and correspondence with RT and management re variance analysis	0.50
	W. McCaleb	Review and correspondence with management re bank accounts	0.50
	W. McCaleb	Review and update to variance analysis	2.00
11/7/2018	W. McCaleb	Discussions with MG re variance analysis	0.50
	W. McCaleb	Discussions with management and update to variance analysis	0.50
	W. McCaleb	Call with management and counsel regarding bank accounts and discussions with MG	0.50
	W. McCaleb	Review of latest BBC and discussions with MG	0.50
	W. McCaleb	Update and review of correspondence re variance analysis	0.50
	M. Glade	Call with management regarding cash management questions from Midcap	0.50
	M. Glade	Call with servisfirst counsel regarding budget and recovery analysis	0.90
11/8/2018	W. McCaleb	Discussions with management regarding operations and upcoming UCC meeting	1.00
	W. McCaleb	Meeting with UCC advisor regarding cash flow budget	1.00
	W. McCaleb	Meeting with UCC advisor regarding sources and uses of original transaction	2.00
	W. McCaleb	Meeting with UCC advisor regarding potential recoveries and operations	2.00
11/9/2018	W. McCaleb	Update to document request and discussions with management	0.30
	W. McCaleb	Call with Amory advisors	0.40
	W. McCaleb	Update to cash flow based upon call with ServisFirst	0.50
	W. McCaleb	Review of bank statements for MoRs and related correspondence	0.50
	W. McCaleb	Discussions with MG and update to cash flow forecast	1.00
	W. McCaleb	Call with ServisFirst and counsel regarding cash flow forecast	1.10
	W. McCaleb	Call with MG re cash flow model and A/R run out	1.20
	W. McCaleb	Update to cash flow and related bridge between models	1.50

			Hours
11/12/2018	W. McCaleb	Review of inventory and correspondence with management	0.50
	W. McCaleb	Review of model and call with ServisFirst relating to same	1.00
	M. Glade	Call with ServisFirst regarding cash flow and recoveries	0.30
	M. Glade	Final updates to cash flows and budget for distribution	0.50
	M. Glade	Final updates to cash flows and budget for distribution	0.50
11/13/2018	W. McCaleb	Review of latest borrowing base certificate	0.50
11/14/2018	R. Trenk	Review bank activity and disbursements file for the week ending November 9.	0.20
	R. Trenk	Schedule out cash flow for the week ending November 9.	0.40
	R. Trenk	Schedule out updated cash flow forecast and schedule out updated rolling 2-week variance analysis..	0.50
	W. McCaleb	Review of correspondence with management and counsel	0.30
	W. McCaleb	Correspondence with GR team re variance analysis	0.50
11/15/2018	W. McCaleb	Correspondence with counsel and MG regarding outstanding issues	1.50
11/16/2018	W. McCaleb	Call with Amory advisors	0.50
	W. McCaleb	Internal call with management and counsel re next steps	0.50
	W. McCaleb	Discussions with management re MoRs	0.50
	M. Glade	Wind down call with management and counsel	0.80
11/19/2018	W. McCaleb	Correspondence with MG and management regarding inventory	0.50
	W. McCaleb	Review of schedules, discussions and correspondence with management regarding inventory purchased prior to filing	1.00
11/20/2018	R. Trenk	Schedule out rolling 3-week budget v. actuals for week ending November 16.	0.30
	R. Trenk	Schedule out budget v. actuals for week ending November 16.	0.70
	W. McCaleb	Correspondence with management and review of SOFAs regarding Clarksdale operating and capital leases	0.50
	W. McCaleb	Download and review of MoR data	0.50
	W. McCaleb	Review and update to draft variance analysis	0.50
11/21/2018	W. McCaleb	Discussions and correspondence with MG and counsel re variance analysis	0.50
	W. McCaleb	Review and update to variance analysis. Discussions with MG	0.80
	M. Glade	Review and finalize variance analysis	1.20
11/26/2018	W. McCaleb	Amory advisor call	0.40
11/27/2018	R. Trenk	Schedule out rolling 4 week budget v. actual.	0.20
	R. Trenk	Review weekly cash activity file for the week ending November 23.	0.30
	R. Trenk	Schedule out budget versus actual for the week ending November 23.	0.50
	W. McCaleb	Review of variance analysis data and correspondence with management and RT	1.00
	W. McCaleb	Review of variance analysis and related files	1.00
11/28/2018	W. McCaleb	Discussions with MG, update to variance analysis and related correspondence	0.50
	M. Glade	Finalize variance analysis	1.50
11/30/2018	W. McCaleb	Call with Amory advisors	0.30

SUBTOTAL: [ 59.20 21985.00]

Business Operations

11/5/2018	W. McCaleb	Correspondence with MG and management re status of case and call with counsel regarding the same	0.80
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SUBTOTAL: [ 0.80 300.00]

Case Administration

11/26/2018	W. McCaleb	Update to draft MoRs	0.80
	W. McCaleb	Amory PG draft MoR	1.00
	W. McCaleb	Batesville PG draft MoR	1.00
	W. McCaleb	Batesville PG draft MoR	1.00
	W. McCaleb	Clarksdale PG draft MoR	1.00
	W. McCaleb	Amory hospital draft MoR	1.50
	W. McCaleb	Batesville hospital draft MoR	1.50
	W. McCaleb	Clarksdale hospital draft MoR	1.50
	W. McCaleb	Curae Corporate draft MoR	1.80
	M. Glade	Review MORs	2.00
11/27/2018	W. McCaleb	Correspondence with management and counsel re MoRs	0.50

		<u>Hours</u>	
SUBTOTAL:		[ 13.60	5100.00]
<u>Creditor Meetings/Communications</u>			
11/2/2018	M. Glade Call with UCC FA		0.40
11/6/2018	M. Glade Call with UCC FA to discuss recoveries and budget		0.60
11/8/2018	M. Glade Call with management and UCC FA		1.00
11/9/2018	M. Glade Call with ServisFirst regarding cash budget and recoveries		1.30
	M. Glade Call with S Clapp regarding updated numbers		0.30
11/11/2018	M. Glade Call with UCC FA to discuss updated cash flows and recovery analysis		0.90
11/12/2018	M. Glade Update call with UCC		0.10
SUBTOTAL:		[ 4.60	1725.00]
<u>Travel Time</u>			
11/7/2018	W. McCaleb Travel to Knoxville		4.00
11/8/2018	W. McCaleb Travel time to/from Knoxville to Atlanta		3.50
SUBTOTAL:		[ 7.50	2812.50]
		Total	90.50



January 10, 2019

Invoice # : 50888

STEVE CLAPP  
CURAE HEALTH  
1721 MIDPARK ROAD  
KNOXVILLE TN 37921

In Reference To: **Curae Health - BK**

For professional services rendered during the period December 01, 2018 through December 31, 2018

**Billing Recap by Professional**

Name	Hours	Rate
Marshall Glade, CPA	3.60	375.00
William McCaleb	27.70	375.00
Robert Trenk	14.90	325.00

	Hours	Amount
Total Professional Service Fees	46.20	\$16,580.00

**Out-of-Pocket Expenses:**

Telephone	37.76
Total expenses	\$37.76

Total amount of this bill	\$16,617.76
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Previous balance	\$214,318.24
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Balance due	\$230,936.00
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**Client funds transactions**

Previous balance of Retainer	\$26,466.70
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New balance of Retainer	\$26,466.70
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**Thank you for working with GlassRatner, we don't take our clients for granted.**

For our wiring instructions, please contact GlassRatner directly using the contact information below.

Tax ID Number: 83-1277218

3445 Peachtree Rd., NE, Suite 1235 | Atlanta, GA 30326 | Tel: 678.904.1990 Fax: 678.904.1891 | [www.glassratner.com](http://www.glassratner.com)

Professional Services Detail

			Hours
<u>Asset Analysis</u>			
12/14/2018	W. McCaleb	Call with counsel and management and related financial analysis for proposed MHAP settlement	2.00
SUBTOTAL:			[ 2.00 750.00]
<u>Business Analysis</u>			
12/3/2018	W. McCaleb	Review of variance analysis data	0.50
	W. McCaleb	Discussions with management and MG re cash accounts and A/P	0.50
12/4/2018	R. Trenk	Conference call with William reviewing payroll and cash flow actuals for Curae.	0.10
	R. Trenk	Schedule out rolling 4 week budget v. actuals.	0.20
	R. Trenk	Review bank activity and check run files from Curae.	0.30
	R. Trenk	Schedule out budget v. actual for the week ending 11/30.	0.50
	W. McCaleb	Review of variance analysis	2.00
	W. McCaleb	Correspondence with management and update to variance analysis	1.00
12/5/2018	W. McCaleb	Finalize variance analysis	0.50
	W. McCaleb	Call with management team and correspondence related to interim management agreement	0.50
	W. McCaleb	Review of time and expenses to submit to counsel	0.50
	W. McCaleb	Review of CHS documents regarding interim management services regarding Clarksdale	1.50
12/6/2018	W. McCaleb	Call re tail insurance and review of correspondence	0.50
	W. McCaleb	Call re CHS agreement	0.50
	W. McCaleb	Review of edits to CHS agreement	0.50
12/7/2018	W. McCaleb	Call with Amory advisors	0.40
12/11/2018	R. Trenk	Review weekly bank activity and disbursements for the week ending December 7.	0.20
	R. Trenk	Schedule out rolling 4 week budget v. actual for the week ending December 7.	0.50
	R. Trenk	Schedule out budget v. actual for the week ending December 7.	0.50
	W. McCaleb	Review of variance analysis data and discussions with management	0.50
	W. McCaleb	Discussions with management and RT regarding variance analysis and related correspondence	1.50
12/12/2018	R. Trenk	Review changes to budget v. actual and invoice for MidCap interest.	0.10
	R. Trenk	Schedule out updates and edits to budget v. actual for the week ending December 7 and rolling 4 week.	0.70
12/13/2018	W. McCaleb	Discussions with MG re cash flow forecast and related variance analysis	0.50
	W. McCaleb	Correspondence with management re cash flow forecast	0.50
	W. McCaleb	Review of documents related to cash flow forecast and correspondence with management	1.00
	W. McCaleb	Update to cash flow forecast	2.00
12/14/2018	W. McCaleb	Review of MHAP proposal and impact to forecast model	2.00
	M. Glade	Calls regarding MHAP payments	1.00
	M. Glade	Perform MHAP payment analysis	2.00
12/18/2018	R. Trenk	Review bank activity and disbursements for the week ending December 14.	0.20
	R. Trenk	Schedule out rolling 4 week budget v. actual for the period ending December 14.	0.30
	R. Trenk	Schedule out budget v. actual for the week ending December 14.	0.50
	W. McCaleb	Review of filings and related financial analysis regarding fee applications	1.00
12/19/2018	W. McCaleb	Calls with management regarding collections and related analysis	0.50
12/20/2018	R. Trenk	Review AP aging for all 3 hospitals and practice groups. Review Curae corporate income statement.	0.30
	W. McCaleb	Review of counsel correspondence and related financial analysis regarding MHAP payments	1.00
12/21/2018	R. Trenk	Review income statements for all 3 hospitals and practice groups. Review Curae corporate income statement.	0.30
	R. Trenk	Review balance sheet for all 3 hospitals and practice groups. Review Curae corporate income statement.	0.30
	W. McCaleb	Call with Amory advisors	0.50

			Hours
12/21/2018	W. McCaleb	Discussions with MG regarding MHAP payments	0.50
	W. McCaleb	Update to MHAP payment analysis	0.50
	W. McCaleb	Review of MoR data and discussions with RT	1.00
	M. Glade	Call with management regarding cash flows and recovery	0.60
12/28/2018	R. Trenk	Schedule out changes to Batesville PG Monthly Operating Report for disbursements and transfers.	0.10
	R. Trenk	Schedule out changes to Gross and Net Accounts Receivable for Clarksdale PG Monthly Operating Report.	0.20
	R. Trenk	Schedule out changes and petty cash footnotes for November balance sheets for all 7 Monthly Operating Reports.	0.50
	R. Trenk	Schedule out updates to AP Aging reports for Corporate, Batesville, Amory and Clarksdale.	0.50
	W. McCaleb	Call with Amory advisors	0.80
SUBTOTAL:			[ 32.60 11910.00]

Business Operations

12/20/2018	R. Trenk	Review November bank activity for corporate bank accounts.	0.20
	R. Trenk	Review November bank activity for Clarksdale and Clarksdale practice group.	0.50
	R. Trenk	Review November bank activity for Amory and Amory practice group.	0.50
	R. Trenk	Review November bank activity for Batesville and Batesville practice group.	0.50
12/21/2018	R. Trenk	Schedule out AR Aging as of November 30, 2018 for Curae Corporate.	0.20
	R. Trenk	Schedule out AR Aging as of November 30, 2018 for Batesville Practice Group.	0.20
	R. Trenk	Schedule out AR Aging as of November 30, 2018 for Batesville.	0.20
	R. Trenk	Schedule out AR Aging as of November 30, 2018 for Clarksdale Practice Group	0.20
	R. Trenk	Schedule out AR Aging as of November 30, 2018 for Amory.	0.20
	R. Trenk	Schedule out AR Aging as of November 30, 2018 for Amory Practice Group.	0.20
	R. Trenk	Schedule out AR Aging as of November 30, 2018 for Clarksdale.	0.20
	R. Trenk	Schedule out November Monthly Operating Report for Clarksdale Practice Group.	0.70
	R. Trenk	Schedule out November Monthly Operating Report for Clarksdale.	0.80
12/24/2018	R. Trenk	Schedule out November Monthly Operating Report for Batesville Practice Group.	0.70
	R. Trenk	Schedule out November Monthly Operating Report for Amory Practice Group..	0.70
	R. Trenk	Schedule out November Monthly Operating Report for Amory.	0.80
	R. Trenk	Schedule out November Monthly Operating Report for Batesville.	0.80
	R. Trenk	Schedule out Monthly Operating Report for Curae corporate.	1.00
SUBTOTAL:			[ 8.60 2795.00]

Case Administration

12/12/2018	W. McCaleb	Finalize variance analysis	1.00
12/27/2018	W. McCaleb	Review of MoRs and correspondence with RT and management	2.00
SUBTOTAL:			[ 3.00 1125.00]

Total	46.20
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February 21, 2019

Invoice # : 51089

STEVE CLAPP  
CURAE HEALTH  
1721 MIDPARK ROAD  
KNOXVILLE TN 37921

In Reference To: **Curae Health - BK**

For professional services rendered during the period January 01, 2019 through January 31, 2019

**Billing Recap by Professional**

Name	Hours	Rate
Marshall Glade, CPA	11.60	375.00
William McCaleb	53.30	375.00
Robert Trenk	9.10	325.00

	Hours	Amount
Total Professional Service Fees	74.00	\$27,295.00

**Out-of-Pocket Expenses:**

Lodging	139.50
Meals	48.78
Mileage	255.20
Total expenses	\$443.48

Total amount of this bill	\$27,738.48
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Previous balance	\$230,936.00
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1/22/2019 Payment - Thank You	(\$112,500.00)
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Total payments and adjustments	(\$112,500.00)
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Balance due	\$146,174.48
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**Client funds transactions**

Previous balance of Retainer	\$26,466.70
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New balance of Retainer	\$26,466.70
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**Thank you for working with GlassRatner, we don't take our clients for granted.**

For our wiring instructions, please contact GlassRatner directly using the contact information below.

Tax ID Number: 83-1277218

3445 Peachtree Rd., NE Suite 1235 | Atlanta, GA 30326 | Tel: 678.904.1990 Fax: 678.904.1891 | www.glassratner.com

**Professional Services Detail**

			Hours
<u>Business Analysis</u>			
1/2/2019	M. Glade	Update call with management and counsel	0.80
	M. Glade	Update call with management and counsel	0.80
1/3/2019	R. Trenk	Schedule out updates to November MoR for corporate payroll and bank activity.	0.20
	R. Trenk	Schedule out updates to rolling cash flow budget based on updated borrowing base calculation for December 31.	0.20
	R. Trenk	Review bank activity and disbursements for the week ending December 28, 2018.	0.30
	R. Trenk	Review bank activity and disbursements for the week ending December 21, 2018.	0.30
	R. Trenk	Schedule out budget v. actual report for the week ending December 21.	0.50
	R. Trenk	Schedule out budget v. actual report for the week ending December 28.	0.50
	W. McCaleb	Correspondence and discussions with MG relating to fee application	0.50
	W. McCaleb	Review of variance analysis data	0.50
	W. McCaleb	Call with counsel and management	0.70
1/4/2019	W. McCaleb	Call with management regarding next steps	0.40
	W. McCaleb	Discussions with MG and correspondence with management regarding variance analysis	0.50
	W. McCaleb	Review of weekly bank account activity	0.50
	W. McCaleb	Review of variance analysis and correspondence with management and RT	2.00
	M. Glade	Call with management regarding shut down budget and other issues	0.50
1/7/2019	W. McCaleb	Review of data and update to prior week variance analysis	1.00
1/8/2019	R. Trenk	Review cash activity and disbursements for the week ending January 4.	0.50
	R. Trenk	Schedule out cash flow actuals for the week ending January 4.	0.50
	W. McCaleb	Review of correspondence and related variance analysis data	1.00
1/9/2019	R. Trenk	Review rolling 4 week cash flow updates with William.	0.20
	R. Trenk	Schedule out updates to weekly actuals to the rolling 4 week cash flow variance report.	0.50
	R. Trenk	Schedule out updates to weekly actuals to the week ending January 4.	0.50
	W. McCaleb	Review of variance analysis and discussions with MG	2.00
	M. Glade	Review budget to actual variance analysis; correspondence with management regarding variance analysis and MOR questions from ServisFirst	0.70
1/10/2019	W. McCaleb	Discussions with management regarding variance analysis	0.80
	W. McCaleb	Review of prior variance analysis, budget and related analysis	1.00
	W. McCaleb	Review of prior week financial data	1.00
	W. McCaleb	Update to variance analysis	1.00
	W. McCaleb	Discussions with management regarding variance analysis and intercompany accounts	1.50
1/11/2019	W. McCaleb	Review of DIP agreement re termination	0.50
	W. McCaleb	Call with management and MG re intercompany accounts and related correspondence	0.60
	W. McCaleb	Summary variance analysis and discussions with MG	0.80
	M. Glade	Research variance issues	0.70
	M. Glade	Research intercompany questions from lender; call with management regarding same	1.00
1/14/2019	W. McCaleb	Discussions with MG and draft email regarding variance analysis	1.00
	W. McCaleb	Research regarding disclosure statement	1.00
1/15/2019	R. Trenk	Schedule out rolling 4 week budget v. actuals for the week ending Jan 11.	0.30
	R. Trenk	Schedule out budget v. actuals for the week ending Jan 11.	0.30
	R. Trenk	Review disbursements and bank activity for the week ending Jan 11.	0.50
	W. McCaleb	Discussions with MG and related research re disclosure statement	0.50
	W. McCaleb	Review of correspondence and related financial analysis	1.00
	W. McCaleb	Review of variance analysis data	1.00
1/16/2019	R. Trenk	Schedule out rolling cash flow projection and update changes to weekly actuals for the week ending Jan 11.	0.30
	W. McCaleb	Correspondence with counsel re MoR and variance analysis	0.50
	W. McCaleb	review of data and correspondence with MG and management	0.50
	W. McCaleb	Discussions with RT and MG and review of variance analysis	2.00



SUBTOTAL:	[	61.20	22495.00]
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## Business Operations

SUBTOTAL:	[	0.20	75.00]
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## Case Administration

SUBTOTAL:	[	5.00	1875.00]
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## Plan & Disclosure

1/4/2019	W. McCaleb	Review of draft plan statement	1.00
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		<u>Hours</u>
SUBTOTAL:	[ 1.00	375.00]
<u>Travel Time</u>		
1/9/2019 W. McCaleb Travel time to/from Atlanta to Knoxville		3.30
1/10/2019 W. McCaleb Travel time to/from Knoxville to Atlanta		3.30
SUBTOTAL:	[ 6.60	2475.00]
	Total	74.00



March 19, 2019

Invoice # : 51167

STEVE CLAPP  
CURAE HEALTH  
1721 MIDPARK ROAD  
KNOXVILLE TN 37921

In Reference To: **Curae Health - BK**

For professional services rendered during the period February 01, 2019 through February 28, 2019

**Billing Recap by Professional**

Name	Hours	Rate
Marshall Glade, CPA	13.20	375.00
Jin Wang	0.50	395.00
William McCaleb	56.90	375.00
Robert Trenk	15.60	325.00

	Hours	Amount
Total Professional Service Fees	86.20	\$31,555.00

**Out-of-Pocket Expenses:**

Lodging	457.87
Mileage	290.00
Pacer charges	17.30
Telephone	7.26
Total expenses	\$772.43

Total amount of this bill	\$32,327.43
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Previous balance	\$146,174.48
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Balance due	\$178,501.91
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**Client funds transactions**

Previous balance of Retainer	\$26,466.70
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New balance of Retainer	\$26,466.70
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For our wiring instructions, please contact GlassRatner directly using the contact information below.

Tax ID Number: 83-1277218

3445 Peachtree Rd., NE, Suite 1225 | Atlanta, GA 30326 | Tel: 678.904.1990 Fax: 678.904.1891 | www.glassratner.com

Professional Services Detail

			Hours
	<u>Business Analysis</u>		
2/5/2019	R. Trenk	Schedule out rolling 4 week budget v. actual.	0.20
	R. Trenk	Review updated borrowing base calculation and schedule out updates to cash flow model..	0.20
	R. Trenk	Schedule out budget v. actuals for the week ending February 1.	0.40
	R. Trenk	Review disbursements and bank activity for the week ending February 1.	0.50
	W. McCaleb	Review of variance analysis data, correspondence with management and related updates	1.00
2/6/2019	W. McCaleb	Update to variance analysis and correspondence with management	0.50
	W. McCaleb	Correspondence with management and update to variance analysis	1.00
2/7/2019	W. McCaleb	Review of MidCap interest and update to variance analysis	0.20
	M. Glade	Call with counsel regarding next steps to confirm plan	0.70
2/11/2019	W. McCaleb	Update to cash flow model	2.00
	M. Glade	Initial updates to cash flow forecast and liquidity analysis	2.00
2/12/2019	W. McCaleb	Discussions with MG re windown scenarios and related research	1.00
	W. McCaleb	Correspondence with management and update to cash flow analysis	1.00
	W. McCaleb	Update to cash flow analysis	2.00
	W. McCaleb	Discussions with MG and update to cash flow	2.00
	W. McCaleb	Update to cash flow analysis, liquidation analysis and correspondence with management	2.00
	M. Glade	Calls with WM to discuss updated cash flow forecast and liquidity analysis	0.70
	M. Glade	Analyze claims information provided by BMC	1.80
2/13/2019	R. Trenk	Schedule out variance report for the week ending February 8. Schedule out rolling 4 week variance report for the period ending February 8.	0.20
	R. Trenk	Review updated borrowing base calculation and schedule out respective updates to cash flow forecast.	0.20
	R. Trenk	Schedule out actual cash flow for the week ending February 8.	0.40
	R. Trenk	Review disbursements and bank account activity for the week ending February 8.	0.50
	W. McCaleb	Update to liquidation analysis based upon correspondence with management	0.50
	W. McCaleb	Review of variance analysis data and correspondence with management and GR team	1.00
	W. McCaleb	Call with MG and related update to liquidation analysis	1.00
	W. McCaleb	Update to variance analysis and related correspondence with internal team	1.00
	W. McCaleb	Update to liquidation analysis	2.00
	M. Glade	Update liquidation analysis and cash flow forecast	2.00
2/14/2019	R. Trenk	Schedule out Accounts Receivable for Amory PG MOR.	0.10
	R. Trenk	Schedule out Accounts Receivable for Clarksdale PG MOR.	0.10
	R. Trenk	Schedule out Accounts Receivable for Batesville PG MOR.	0.10
	R. Trenk	Schedule out Accounts Receivable for Amory MOR.	0.20
	R. Trenk	Schedule out Accounts Receivable for Clarksdale MOR.	0.20
	R. Trenk	Schedule out Accounts Receivable for Curae corporate MOR.	0.20
	R. Trenk	Review and schedule out bank activity for Clarksdale PG MOR.	0.20
	R. Trenk	Review and schedule out bank activity for Batesville PG MOR.	0.20
	R. Trenk	Review and schedule out bank activity for Amory PG MOR.	0.20
	R. Trenk	Schedule out Accounts Receivable for Batesville MOR.	0.20
	R. Trenk	Review and schedule out bank activity for Amory MOR.	0.30
	R. Trenk	Review and schedule out bank activity for Clarksdale MOR.	0.40
	R. Trenk	Review and schedule out bank activity for Curae Corporate MOR.	0.40
	R. Trenk	Review and schedule out bank activity for Batesville MOR.	0.40
	W. McCaleb	Correspondence with MG and review of latest draft of liquidation analysis	0.50
	W. McCaleb	Discussions with MG and management re cash collections and ops	0.50
	W. McCaleb	Review of MidCap loan docs and related notes re repayment	0.50
	W. McCaleb	Review of correspondence re US Trustee payments	0.50
	W. McCaleb	Discussions with management team and MG re cash flow analysis	1.00
	W. McCaleb	Update to cash flow analysis based upon input from counsel re ServisFirst claims	1.00
	M. Glade	Calls with lender and company regarding recovery analysis; updates to recovery analysis	1.70
2/15/2019	R. Trenk	Review trial balance detail and schedule out December balance sheet for Clarksdale PG MOR.	0.30

			Hours
2/15/2019	R. Trenk	Review December income statement and schedule out monthly income statement from filing date through December for Batesville PG MOR.	0.30
	R. Trenk	Review december income statement and schedule out monthly income statement from filing date through December for Batesville MOR.	0.30
	R. Trenk	Review December income statement and schedule out monthly income statement from filing date through December for Clarksdale MOR.	0.30
	R. Trenk	Review trial balance detail and schedule out December balance sheet for Batesville PG MOR.	0.30
	R. Trenk	Review trial balance detail and schedule out December balance sheet for Amory PG MOR.	0.30
	R. Trenk	Review December income statement and schedule out monthly income statement from filing date through December for Amory PG MOR.	0.30
	R. Trenk	Review December income statement and schedule out monthly income statement from filing date through December for Curae corporate MOR.	0.30
	R. Trenk	Review December income statement and schedule out monthly income statement from filing date through December for Amory MOR.	0.30
	R. Trenk	Review December income statement and schedule out monthly income statement from filing date through December for Clarksdale PG MOR.	0.30
	R. Trenk	Review trial balance detail and schedule out December balance sheet for Curae corporate MOR.	0.50
	R. Trenk	Review trial balance detail and schedule out December balance sheet for Amory MOR.	0.50
	R. Trenk	Review trial balance detail and schedule out December balance sheet for Clarksdale MOR.	0.70
	R. Trenk	Review trial balance detail and schedule out December balance sheet for Batesville MOR.	0.70
	W. McCaleb	Discussions with MG and counsel and update to CF analysis	0.80
	W. McCaleb	Update to cash flow analysis based upon updated information	1.00
2/17/2019	W. McCaleb	Review and comparison of updated CF versus prior versions	0.50
2/18/2019	R. Trenk	Review Curae Corporate wages and payroll taxes for December. Schedule out updates to December monthly operating report.	0.30
	R. Trenk	Schedule out updates to December income statement based on changes to the General Ledger that did not originally account for the roll through of some of the ledger line items.	0.50
	R. Trenk	Review December updates to Curae Corporate bank account summaries, trial balances and income statement. Schedule out appropriate updates to cash balance for December balance sheet.	0.80
	W. McCaleb	Correspondence with MG and internal team and update to CF analysis	0.50
	M. Glade	Calls with team concerning recovery analysis	0.80
	M. Glade	Update and finalize recovery analysis	2.00
2/19/2019	W. McCaleb	Review of variance analysis data	0.50
2/20/2019	R. Trenk	Schedule out updates to cash flow forecast based on latest borrowing base calculation.	0.20
	R. Trenk	Review comments to Monthly Operating Reports from Polsinelli. Schedule out Escrow Payments to December Monthly Operating report.	0.30
	R. Trenk	Review and schedule out disbursements and bank activity for the week ending February 15.	0.30
	R. Trenk	Schedule out actual cash flow for the week ending February 15.	0.40
	R. Trenk	Schedule out budget v. actual for the week ending February 15. Schedule out rolling 4 week budget v. actual for the period ending February 15. Review line item variances.	0.50
	W. McCaleb	Review of MoR data and related correspondence with RT and counsel	1.00
2/21/2019	W. McCaleb	Finalize variance reports for prior weeks and related correspondence	0.50
	W. McCaleb	Discussions with MG and counsel re next steps. Review of recovery analysis data from BMC	1.00
	W. McCaleb	Review of BMC data regarding claims, call with BMC representative and correspondence with management	1.50
	W. McCaleb	Review of variance analysis data and related correspondence / updates	2.00
	M. Glade	Review claims spreadsheet provided by BMC; follow up on required analysis	0.80
2/23/2019	W. McCaleb	Download and review of filing complaints and UCC comments to disclosure statement	1.00
2/25/2019	W. McCaleb	Review of cash flow forecast regarding health insurance run off and related discussions with management	0.50

			Hours
2/25/2019	W. McCaleb	Call with counsel regarding court upcoming court hearing and related call with management re BMC request	0.50
2/26/2019	W. McCaleb	Discussions with management and related review of BMC schedules	0.40
2/27/2019	W. McCaleb	Review and update of variance analysis	1.00
	W. McCaleb	Discussions with CEO counsel and REIT re next steps	2.00
	W. McCaleb	Discussions with counsel re preparation for court hearing	2.00
2/28/2019	W. McCaleb	Review of escrow account for professional fees and related correspondence with management and MG	1.50
SUBTOTAL:			[ 67.40 24550.00]
<u>Business Operations</u>			
2/26/2019	R. Trenk	Review disbursements and bank accounts for the week ending February 22.	0.20
	R. Trenk	Schedule out actual cash flow for the week ending February 22.	0.40
	R. Trenk	Schedule out weekly variance and rolling 4 week variance report for the period ending February 22.	0.50
SUBTOTAL:			[ 1.10 357.50]
<u>Case Administration</u>			
2/11/2019	W. McCaleb	Discussions with counsel and BMC re admin and priority claims	1.00
2/14/2019	W. McCaleb	Review of claims correspondence and related files	1.00
2/15/2019	W. McCaleb	Review of draft MoRs and related correspondence with internal team	2.00
2/28/2019	W. McCaleb	Preparation for court hearing with management and counsel	1.00
	W. McCaleb	Meetings and discussions with secured creditors	1.00
	W. McCaleb	Court hearing and related meetings with various creditors	2.00
SUBTOTAL:			[ 8.00 3000.00]
<u>Data Analysis</u>			
2/12/2019	J. Wang	Data analysis, identifying duplicate data sets.	0.50
SUBTOTAL:			[ 0.50 197.50]
<u>Plan &amp; Disclosure</u>			
2/20/2019	M. Glade	Call with counsel regarding disclosure statement	0.70
SUBTOTAL:			[ 0.70 262.50]
<u>Travel Time</u>			
2/27/2019	W. McCaleb	Travel to Nashville for prep and court appearance	4.20
2/28/2019	W. McCaleb	Travel from Nashville to Atlanta	4.30
SUBTOTAL:			[ 8.50 3187.50]
Total			86.20



April 16, 2019

Invoice # : 51396

STEVE CLAPP  
CURAE HEALTH  
1721 MIDPARK ROAD  
KNOXVILLE TN 37921

In Reference To: **Curae Health - BK**

For professional services rendered during the period March 01, 2019 through March 31, 2019

**Billing Recap by Professional**

Name	Hours	Rate
Marshall Glade, CPA	0.50	375.00
William McCaleb	10.00	375.00
Robert Trenk	17.30	325.00

	Hours	Amount
Total Professional Service Fees	27.80	\$9,560.00

**Out-of-Pocket Expenses:**

Telephone	4.86
Total expenses	\$4.86

Total amount of this bill \$9,564.86

Previous balance \$178,501.91

Balance due \$188,066.77

**Client funds transactions**

Previous balance of Retainer \$26,466.70

New balance of Retainer \$26,466.70

**Thank you for working with GlassRatner, we don't take our clients for granted.**

For our wiring instructions, please contact GlassRatner directly using the contact information below.

Tax ID Number: 83-1277218

3445 Peachtree Rd., NE, Suite 1235 | Atlanta, GA 30326 | Tel: 678.904.1990 Fax: 678.904.1891 | www.glassratner.com

Professional Services Detail

			<u>Hours</u>
<u>Business Analysis</u>			
3/6/2019	W. McCaleb	Review of correspondence re Batesville sale and related analysis	0.50
3/7/2019	W. McCaleb	Review of correspondence and call with management re cash flows	0.50
3/8/2019	W. McCaleb	Review and update to latest draft recovery analysis	1.50
3/11/2019	R. Trenk	Review cash files for the week ending March 8.	0.20
	R. Trenk	Review January 2019 data for Monthly Operating Report.	0.30
	M. Glade	Review emails and calls concerning access to cash	0.50
3/12/2019	R. Trenk	Review executive payroll for January Monthly Operating Report.	0.20
	R. Trenk	Review executive payroll for January Monthly Operating Report.	0.20
3/13/2019	R. Trenk	Review Amory Accounts Receivable Aging and schedule out January Accounts Receivable for January 2019.	0.20
	R. Trenk	Review Clarksdale Accounts Receivable Aging and schedule out January Accounts Receivable for January 2019.	0.20
	R. Trenk	Review Batesville PG Accounts Receivable Aging and schedule out January Accounts Receivable for January 2019.	0.20
	R. Trenk	Review Clarksdale PG Accounts Receivable Aging and schedule out January Accounts Receivable for January 2019.	0.20
	R. Trenk	Review Batesville Accounts Receivable Aging and schedule out January Accounts Receivable for January 2019.	0.20
	R. Trenk	Review Curae Accounts Receivable Aging and schedule out January Accounts Receivable for January 2019.	0.20
	R. Trenk	Review Amory PG Accounts Receivable Aging and schedule out January Accounts Receivable for January 2019.	0.20
	R. Trenk	Review Income Statement and schedule out updated post-petition monthly income statement for Curae Corporate as of January 2019.	0.30
	R. Trenk	Review Income Statement and schedule out updated post-petition monthly income statement for Clarksdale PG as of January 2019.	0.40
	R. Trenk	Review Income Statement and schedule out updated post-petition monthly income statement for Batesville PG as of January 2019.	0.40
	R. Trenk	Review Income Statement and schedule out updated post-petition monthly income statement for Amory PG as of January 2019.	0.40
	R. Trenk	Review Income Statement and schedule out updated post-petition monthly income statement for Amory as of January 2019.	0.40
	R. Trenk	Review Income Statement and schedule out updated post-petition monthly income statement for Clarksdale as of January 2019.	0.70
	R. Trenk	Review Income Statement and schedule out updated post-petition monthly income statement for Batesville as of January 2019.	0.70
3/14/2019	R. Trenk	Review Accounts Payable for Batesville PG as of January 31 and schedule out AP Aging detail for MOR report.	0.30
	R. Trenk	Review Accounts Payable for Curae as of January 31 and schedule out AP Aging detail for MOR report.	0.30
	R. Trenk	Review Accounts Payable for Clarksdale PG as of January 31 and schedule out AP Aging detail for MOR report.	0.30
	R. Trenk	Review Accounts Payable for Amory PG as of January 31 and schedule out AP Aging detail for MOR report.	0.30
	R. Trenk	Review Accounts Payable for Clarksdale as of January 31 and schedule out AP Aging detail for MOR report.	0.60
	R. Trenk	Review Accounts Payable for Amory as of January 31 and schedule out AP Aging detail for MOR report.	0.60
	R. Trenk	Review Accounts Payable for Batesville as of January 31 and schedule out AP Aging detail for MOR report.	0.60
	R. Trenk	Schedule out bank account summaries for each of the hospitals and practice groups to show beginning balances, credits/debits, and ending bank balance.	0.70
	R. Trenk	Schedule out detailed bank transaction activity for hospital and practice group bank accounts.	2.00
3/15/2019	R. Trenk	Schedule out January 2019 balance sheet for Amory PG Monthly Operating Report.	0.20
	R. Trenk	Schedule out January 2019 balance sheet for Amory PG Monthly Operating Report.	0.30



			Hours
3/15/2019	R. Trenk	Schedule out January 2019 balance sheet for Clarksdale PG Monthly Operating Report.	0.30
	R. Trenk	Schedule out January 2019 balance sheet for Amory Monthly Operating Report.	0.40
	R. Trenk	Schedule out January 2019 balance sheet for Curae Monthly Operating Report.	0.50
	R. Trenk	Schedule out January 2019 balance sheet for Batesville Monthly Operating Report.	0.70
	R. Trenk	Schedule out January 2019 balance sheet for Clarksdale Monthly Operating Report.	0.70
	R. Trenk	Review final drafts for all 7 Monthly Operating Reports.	1.00
3/18/2019	W. McCaleb	Discussions with MG and management re cash availability	0.50
3/19/2019	R. Trenk	Schedule out updates to Amory Monthly Operating Report for January 2019.	0.50
	R. Trenk	Schedule out updates to Clarksdale Monthly Operating Report for January 2019.	0.50
	R. Trenk	Schedule out updates to Batesville Monthly Operating Report for January 2019.	0.50
3/20/2019	R. Trenk	Review comments from William regarding Monthly Operating report and review final version of January report.	0.20
3/22/2019	R. Trenk	Review cash activity for the week ending March 15.	0.10
	W. McCaleb	Review of cash activity and related discussions with management	1.00
3/28/2019	R. Trenk	Review cash activity file and professional fee invoices paid.	0.10
	W. McCaleb	Review of cash collections and related correspondence with management	0.50
SUBTOTAL:			[ 22.30 7497.50]
<u>Case Administration</u>			
3/11/2019	W. McCaleb	Review of disclosure statement, call with management and related updates	2.00
3/19/2019	W. McCaleb	Review of draft MoRs	2.00
3/20/2019	W. McCaleb	Finalize January MoRs	1.00
3/21/2019	W. McCaleb	Finalize January MoRs	0.50
SUBTOTAL:			[ 5.50 2062.50]
			Total 27.80



May 09, 2019

Invoice # : 51538

STEVE CLAPP  
CURAE HEALTH  
1721 MIDPARK ROAD  
KNOXVILLE TN 37921

In Reference To: **Curae Health - BK**

For professional services rendered during the period April 01, 2019 through April 30, 2019

**Billing Recap by Professional**

Name	Hours	Rate
Marshall Glade, CPA	4.70	375.00
William McCaleb	10.80	375.00
Robert Trenk	17.20	325.00

	Hours	Amount
Total Professional Service Fees	32.70	\$11,402.50
Previous balance		\$188,066.77
Balance due		<u>\$199,469.27</u>

**Client funds transactions**

Previous balance of Retainer	<u>\$26,466.70</u>
New balance of Retainer	<u>\$26,466.70</u>

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Professional Services Detail

			Hours
<u>Business Analysis</u>			
4/8/2019	W. McCaleb	Review of February MoR data	1.00
4/9/2019	W. McCaleb	Review of cash balances and discussions and correspondence with management, RT and MG	1.00
4/11/2019	W. McCaleb	Review of cash receipts and related correspondence	1.50
4/12/2019	R. Trenk	Review AR aging and Allowance for Doubtful Accounts for Batesville and Batesville PG. Schedule out AR Aging for MOR report.	0.30
	R. Trenk	Review executive payroll from Tim and schedule out payroll and payroll taxes for February Monthly Operating Report.	0.20
	R. Trenk	Review AR aging and Allowance for Doubtful Accounts for Curae. Schedule out AR Aging for MOR report.	0.20
	R. Trenk	Review AR aging and Allowance for Doubtful Accounts for Amory and Amory PG. Schedule out AR Aging for MOR report.	0.30
	R. Trenk	Review AR aging and Allowance for Doubtful Accounts for Clarksdale and Clarksdale PG. Schedule out AR Aging for MOR report.	0.30
	W. McCaleb	Call with counsel and management and related correspondence with RT and MG. Review of revised budget	1.00
	M. Glade	Call with CFO regarding cash situation	0.50
	M. Glade	Call with team regarding cash situation	0.50
	M. Glade	Review emails and analyze cash situation	1.50
	M. Glade	Review emails and analyze cash situation	1.50
4/13/2019	R. Trenk	Schedule out Curae February 2019 Income Statement.	0.30
	R. Trenk	Schedule out February Curae bank activity.	0.40
	R. Trenk	Review bank activity for February. Schedule out detailed receipts and disbursements for Amory PG.	0.40
	R. Trenk	Review bank activity for February. Schedule out detailed receipts and disbursements for Clarksdale.	0.40
	R. Trenk	Review bank activity for February. Schedule out detailed receipts and disbursements for Clarksdale PG.	0.40
	R. Trenk	Schedule out February bank activity for Batesville.	0.40
	R. Trenk	Review bank activity for February. Schedule out detailed receipts and disbursements for Amory.	0.40
	R. Trenk	Schedule out detailed receipts and disbursements for Batesville PG from bank activity.	0.40
	R. Trenk	Schedule out February 2019 Income Statement for Amory. Schedule out monthly Income Statement from August 24 to February 2019.	0.50
	R. Trenk	Schedule out February 2019 Income Statement for Clarksdale. Schedule out monthly Income Statement from August 24 to February 2019.	0.50
	R. Trenk	Schedule out February 2019 Income Statement for Batesville. Schedule out monthly Income Statement from August 24 to February 2019.	0.50
	R. Trenk	Schedule out February 2019 Income Statement for Batesville, Amory and Clarksdale Practice Groups.	0.90
4/14/2019	R. Trenk	Review drafts of all 7 monthly operating reports for February.	0.40
	R. Trenk	Schedule out monthly balance sheet for Clarksdale and Clarksdale PG as of February 28.	0.70
	R. Trenk	Review February financial statements for Amory and schedule out monthly balance sheet for Amory and Amory PG.	0.70
4/15/2019	W. McCaleb	Review of draft MoRs and related correspondence with RT	1.50
4/16/2019	R. Trenk	Review comments and edits from William. Schedule out updates to Curae, Amory, Amory Practice Group and Batesville Monthly Operating Reports.	1.00
4/17/2019	R. Trenk	Review comments from Tim regarding February Monthly Operating Reports.	0.20
	W. McCaleb	Updates and correspondence re MoRs	0.50
4/18/2019	R. Trenk	Conference call with William and Marshall reviewing the cash flow forecast and reports.	0.20
	W. McCaleb	Discussions with management, RT and MG re variance report and related correspondence	0.80
	W. McCaleb	Review of cash collections and disbursements and related correspondence with RT and MG	0.50

			Hours
4/19/2019	R. Trenk	Review cash flow and variance report with William. Schedule out edits and updates based on William and Marshall's comments.	0.30
	R. Trenk	Review bank activity and disbursements. Schedule out cash flow for the week ending April 5.	0.50
	R. Trenk	Schedule out actual cash flow for the week ending April 12.	0.50
	R. Trenk	Review bank activity and disbursements for the week ending March 22. Schedule out cash flow for the week ending March 22.	0.50
	R. Trenk	Review bank activity and disbursements. Schedule out cash flow for the week ending March 29.	0.50
	R. Trenk	Review February financial statements for Clarksdale and schedule out monthly balance sheet for Clarksdale and Clarksdale PG..	0.70
	R. Trenk	Schedule out cash flow for the week ending March 1.	0.70
	R. Trenk	Schedule out cash flow for the week ending March 8.	0.70
	R. Trenk	Schedule out cash flow for the week ending March 15.	0.70
	R. Trenk	Schedule out summary variance report for the 6 week period ending April 12.	0.80
	W. McCaleb	Discussions with management, RT and MG and related updates to variance analysis	2.00
4/26/2019	R. Trenk	Review comments from William regarding specific transactions and schedule out updates to cash flow for variance analysis.	0.30
	R. Trenk	Review disbursements and bank activity for the week ending April 19.	0.50
	R. Trenk	Schedule out actual cash flow and cumulative variance report for the period ending April 19.	0.50
	W. McCaleb	Review of cash receipts and disbursements and call with management re variance report	1.00
SUBTOTAL:			[ 32.00 11140.00]
<u>Business Operations</u>			
4/10/2019	M. Glade	Catch up call with S Clapp	0.70
SUBTOTAL:			[ 0.70 262.50]
			Total 32.70



June 06, 2019

Invoice # : 51696

STEVE CLAPP  
CURAE HEALTH  
1721 MIDPARK ROAD  
KNOXVILLE TN 37921

In Reference To: **Curae Health - BK**

For professional services rendered during the period May 01, 2019 through May 31, 2019

**Billing Recap by Professional**

Name	Hours	Rate
Marshall Glade, CPA	5.00	375.00
William McCaleb	16.50	375.00
Robert Trenk	6.80	325.00

	Hours	Amount
Total Professional Service Fees	28.30	\$10,272.50
Previous balance		\$199,469.27
Balance due		<u>\$209,741.77</u>

**Client funds transactions**

Previous balance of Retainer	\$26,466.70
New balance of Retainer	<u>\$26,466.70</u>

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Tax ID Number: 83-1277218

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Professional Services Detail

			<u>Hours</u>
<u>Business Analysis</u>			
5/6/2019	M. Glade	Updates to recovery analysis	3.00
	W. McCaleb	Discussions with MG, counsel and management re recovery analysis	2.00
	W. McCaleb	Update to recovery analysis based upon latest information	2.00
	W. McCaleb	Revisions to recovery analysis based upon latest feedback	2.00
5/7/2019	M. Glade	Updates/Finalize recovery analysis	2.00
	W. McCaleb	Review of cash accounts for updates to recovery analysis	2.00
	W. McCaleb	Revisions to recovery analysis based upon new information from management	2.00
	W. McCaleb	Call with counsel and additional revisions to recovery analysis	2.00
5/9/2019	W. McCaleb	Update to variance analysis based upon updated cash collections	0.50
5/10/2019	W. McCaleb	Discussions and correspondence with management re variance analysis and additional updates to variance report	1.00
5/15/2019	R. Trenk	Schedule out March Balance Sheet for Amory and Amory PG.	0.50
	R. Trenk	Schedule out March Income Statement for Clarksdale and Clarksdale PG.	0.50
	R. Trenk	Schedule out March Balance Sheet for Clarksdale and Clarksdale PG.	0.50
	R. Trenk	Schedule out March Balance Sheet for Amory and Amory PG.	0.50
	R. Trenk	Schedule out March Income Statement for Batesville and Batesville PG.	0.50
	R. Trenk	Schedule out March Income Statement for Amory and Amory PG.	0.50
	R. Trenk	Review bank activity for Amory and Amory PG. Schedule out receipts and disbursements for March.	0.60
	R. Trenk	Review bank activity for Batesville and Batesville PG. Schedule out receipts and disbursements for March.	0.60
	R. Trenk	Review bank activity for Clarksdale and Clarksdale PG. Schedule out receipts and disbursements for March.	0.60
	R. Trenk	Schedule out Income Statement and Balance Sheet for Curae Corporation.	0.70
	R. Trenk	Review bank activity for Curae corporate and schedule out receipts and disbursements for March.	1.00
5/16/2019	R. Trenk	Review comments to Curae Monthly Operating reports from Tim Brown, William McCaleb and Caryn Wang.	0.30
SUBTOTAL:			[ 25.30 9147.50]
<u>Case Administration</u>			
5/16/2019	W. McCaleb	Finalize March MoRs for distribution	1.00
	W. McCaleb	Update to March MoRs and discussions with management relating to same	2.00
SUBTOTAL:			[ 3.00 1125.00]
Total			28.30

**EXHIBIT C**

**SUMMARY COVER SHEET**

Name of applicant	GlassRatner Advisory & Capital Group, LLC
Name of client	Curae Health Debtors
Time period covered by this application	August 24, 2018 through June 11, 2019
Total compensation sought this period	\$181,609.47 <sup>3</sup>
Total expenses sought this period	\$1,665.60
Petition date	24-Aug-18
Retention date	24-Aug-18
Date of order approving employment	5-Oct-18
Total compensation approved by interim order to date	\$174,025.00
Total expenses approved by interim order to date	\$6,163.67
Total allowed compensation paid to date	\$106,336.33
Total allowed expenses paid to date	\$6,163.67
Blended rate in this application for all attorneys	NA
Blended rate in this application for all timekeepers	\$363.98
Compensation sought in this application already paid pursuant to a monthly compensation order but not yet allowed	0
Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed	0
Number of professionals included in this application	4
If applicable, number of professionals in this application not included in staffing plan approved by client	Not applicable
If applicable, difference between fees budgeted and compensation sought for this period	Total Fees and Expenses under budget by \$166,724.93
Number of professionals billing fewer than 15 hours to the case during this period	1
Are any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this application using the rates originally disclosed in the retention application	No

Case Name:	Curae Health, Inc., <i>et al.</i>
Case Number:	18-05665
Applicant's Name:	GlassRatner Advisory & Capital Group, LLC
Date of Application:	June 24, 2019
Interim or Final:	Final

<sup>3</sup> This is the total compensation GlassRatner seeks to have paid and includes the outstanding fees of the First Interim Application and the total compensation sought for the Application Period.



**EXHIBIT D**

**SUMMARY OF TIMEKEEPERS**

**EXHIBIT D**  
**SUMMARY OF TIMEKEEPERS INCLUDED IN THIS FEE APPLICATION**

Name	Title	Fees Billed	Hours Billed	Hourly Rate Billed in This Application	Hourly Rate Billed in First Interim Application	Number of Rate Increases Since Case Inception
Marshall Glade	CPA	\$ 24,412.50	65.10	375.00	375	0
William McCaleb		\$ 88,087.50	234.90	375.00	375	0
Jin Wang		\$ 197.50	0.50	395.00	na	0
Robert Trenk		\$ 27,690.00	85.20	325.00	325	0
		<b>\$ 140,387.50</b>	<b>385.70</b>	<b>363.98</b>		

Case Name: Curae Health, Inc., *et al.*  
Case Number: 18-05665  
Applicant's Name: GlassRatner Advisory & Capital Group, LLC

Date of Application: 1-Jun-19  
Interim or Final: Final

UST Form 11-330-E  
(2013)

