

**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> ¹)	Case No. 18-05665
)	
1721 Midpark Road, Suite B200)	Judge Walker
Knoxville, TN 37921)	
Debtors.)	Jointly Administered

**THE DEADLINE FOR FILING A TIMELY RESPONSE IS: July 15, 2019, 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**

**NOTICE OF FIRST AND FINAL FEE APPLICATION FOR GREAT AMERICAN
ADVISORY & VALUATION SERVICES, LLC**

PLEASE TAKE NOTICE that on June 24, 2019, the above-captioned debtors and debtors in possession (the “**Debtors**”) filed their *FIRST AND FINAL FEE APPLICATION OF GREAT AMERICAN GROUP ADVISORY & VALUATION SERVICES, LLC FOR REIMBURSEMENT OF PROFESSIONAL FEES AS VALUATION PROFESSIONALS TO THE DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD FROM AUGUST 24, 2018 THROUGH JUNE 11, 2019* (the “**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.

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); 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, 2019**, 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
Facsimile: (615) 259-1573
mmalone@polsinelli.com

-and-

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

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**FIRST AND FINAL FEE APPLICATION OF GREAT AMERICAN ADVISORY &
VALUATION SERVICES, LLC FOR REIMBURSEMENT OF PROFESSIONAL FEES
AS VALUATION PROFESSIONALS TO THE DEBTORS AND
DEBTORS IN POSSESSION FOR THE PERIOD FROM
AUGUST 24, 2018 THROUGH JUNE 11, 2019**

Great American Group Advisory & Valuation Services, LLC (“**Great American**”), valuation professionals to the debtors and debtors in possession (the “**Debtors**”) in the above-captioned cases, submits its first and final fee application (the “**First and Final 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 approval of its fees for the period from August 24, 2018 through June 11, 2019 (the “**Compensation Period**”). In support thereof, the Debtors, on behalf of Great American, respectfully represent 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. Great American was approved as Debtors' valuation professionals by Order entered February 25, 2019 [Docket No. 803] (the "**Employment Order**"). As contemplated by the Employment Order, Great American provided valuation services to the Debtors with respect to the proposed purchased assets of the Debtors' Clarksdale hospital.

4. Pursuant to the Debtors' Cash Collateral 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 Great American's professional compensation for the Compensation Period is \$21,322.75 (the "**Budgeted Amount**"). The Budgeted Amount for Great American 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**").

5. On June 11, 2019, Debtors and the Official Committee of Unsecured Creditors declared the effective date of the Joint Chapter 11 Plan of Liquidation, pursuant to which the liquidating trust was established (the "**Liquidating Trust**") and Stephen D. Sass, LLC was appointed as the liquidating trustee (the "**Liquidating Trustee**").

6. This is the first and final application for fees incurred by Great American as Debtors' valuation professionals in the Chapter 11 Cases.

PROJECT CATEGORIES

7. Attached hereto as Exhibit B is a statement of valuation professional services rendered in the aggregate amount of \$21,322.75 during the Compensation Period (the “**Total Fees and Expenses**”).

STATEMENT OF APPLICANT

7. The services were actual and necessary services rendered by Great American on behalf of the Debtors and the compensation requested is considered to be reasonable.

8. 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**”), Great American state as follows:

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

WHEREFORE, pursuant to 11 U.S.C. § 330, Great American seek allowance and payment of the professional fees incurred by Great American during these Chapter 11 Cases for the Compensation Period as provided in this First and Final Application. Great American respectfully requests that the Court enter the Proposed Order (i) approving the First and Final Application, (ii) authorizing and directing the Liquidating Trustee to pay to Great American the

Total Fees and Expenses requested in this First and Final 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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Facsimile: (615) 259-1573
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*Counsel to the Debtors and
Debtors in Possession*

EXHIBIT A
PROPOSED ORDER

**IN THE UNITED STATES BANKRUPTCY COURT
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1721 Midpark Road, Suite B200)	Judge Walker
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Debtors.)	Jointly Administered

**PROPOSED ORDER GRANTING FIRST AND FINAL FEE APPLICATION OF
GREAT AMERICAN AS VALUATION PROFESSIONALS FOR THE DEBTORS**

Upon consideration of the First and Final Application² of Great American as valuation professionals for the Debtors in the above-captioned bankruptcy cases for allowance of professional fees for the Compensation 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 professional fees incurred were reasonable and necessary; and that notice of the First and Final Application was appropriate; and after due deliberation and sufficient good cause appearing; and that there were no objections to the First and Final Application, it is hereby

ORDERED, ADJUDGED, AND DECREED:

1. The First and Final Application of Great American is approved.

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); and Clarksdale Regional Medical Center, Inc. (4755); Amory Regional Physicians, LLC (5044); Batesville Regional Physicians, LLC (4952); Clarksdale Regional Physicians, LLC (5311).

² Capitalized terms used but not otherwise defined herein shall have the meaning assigned to them in the First and Final Application.

2. The professional fees in the aggregate amount of \$21,322.75 by Great American during the Compensation Period are hereby allowed as being reasonable compensation and actual, necessary services of the estates and thus payable as fees pursuant to 11 U.S.C. § 330.

3. The Liquidating Trustee is authorized and directed, as provided herein, to remit, or cause to be remitted, payment of the Total Fees and Expenses set forth in the First and 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
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Nashville, TN 37219
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*Counsel to the Debtors and
Debtors in Possession*

EXHIBIT B

STATEMENT OF VALUATION PROFESSIONAL SERVICES



GREAT AMERICAN GROUP

Advisory & Valuation Services, LLC

21255 Burbank Blvd
Suite 400
Woodland Hills, CA 91367

INVOICE #:	GAA-0341-Inv
DATE:	2/28/2019
TERMS:	Due on receipt (Immediate)
CUSTOMER:	Curae Health
PROJECT NAME:	Curae Health Feb 19
DIVISION:	GAA
SALES CONTACT:	Jakubek, Drew

Bill To:
Stephen Clapp Curae Health 1721 Midpark Road Knoxville TN 37921 United States

DESCRIPTION	AMOUNT
Appraisal Fees	\$18,500.00
Out of Pocket Expense	\$2,822.75
SUBTOTAL:	\$21,322.75
PAY THIS AMOUNT:	\$21,322.75

WIRE INSTRUCTIONS:	ACH INSTRUCTIONS:
Beneficiary: Great American Group Advisory & Valuation, LLC	ACH Routing No.: [REDACTED]
Bank: [REDACTED]	ACH Account No.: [REDACTED]
Routing No.: [REDACTED]	
Account No.: [REDACTED]	
MAKE ALL CHECKS PAYABLE TO:	
Great American Group Advisory & Valuation Services, LLC	
21255 Burbank Blvd.	
Suite 400	
Woodland Hills, CA 91367	

Questions concerning this invoice?
Call Scott D'Auria at **818-884-3737 x1304**