

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

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

**THE DEADLINE FOR FILING A TIMELY RESPONSE IS: July 16, 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 SECOND INTERIM AND FINAL FEE APPLICATION
OF SILLS CUMMIS & GROSS P.C.**

PLEASE TAKE NOTICE that on June 25, 2019, the Official Committee of Unsecured Creditors of the above-captioned debtors and debtors in possession filed the *SECOND INTERIM AND FINAL FEE APPLICATION OF SILLS CUMMIS & GROSS P.C. FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIODS OF: (I) DECEMBER 1, 2018 THROUGH JUNE 10, 2019, AND (II) SEPTEMBER 6, 2018 THROUGH JUNE 10, 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); Clarksdale Regional Medical Center, Inc. (4755); Amory Regional Physicians, LLC (5044); Batesville Regional Physicians, LLC (4952); and 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 16, 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.

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Dated: June 25, 2019
Nashville, Tennessee

MANIER & HEROD, P.C.

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-and-

SILLS CUMMIS & GROSS P.C.

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Unsecured Creditors of Curae Health, Inc. et
al.*

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**SECOND INTERIM AND FINAL FEE APPLICATION OF
SILLS CUMMIS & GROSS P.C. FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE
PERIODS OF: (I) DECEMBER 1, 2018 THROUGH JUNE 10, 2019,
AND (II) SEPTEMBER 6, 2018 THROUGH JUNE 10, 2019**

Sills Cummis & Gross P.C. (“**SCG**”), co-counsel to the official committee of unsecured creditors (the “**Committee**”) of the above-captioned debtors and debtors in possession (the “**Debtors**”), submits its second interim and final fee application (the “**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 \$633,737.80 and expenses in the amount of \$22,935.50 for the period of December 1, 2018 through June 10, 2019 (the “**Second Interim Period**”) on a final basis, and (ii) approval and allowance of its compensation and reimbursement of fees in the amount of \$922,124.80 and expenses in the amount of \$28,476.10 for the period of September 6, 2018 through June 10, 2019 (the “**Final Period**”), and (iii) authorizing and directing the Liquidating

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

Trustee to pay to SCG all such outstanding amounts requested in this Application on a final basis.²

In support of this Application, SCG 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**”).

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

3. On September 6, 2018, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code [Docket No. 112].

4. On October 15, 2018, the Court entered an *Order Authorizing Retention and Employment of Sills Cummis & Gross P.C. as Co-Counsel to the Committee as Co-Counsel Nunc Pro Tunc to September 6, 2018* [Docket No. 324].

5. On January 2, 2019, SCG filed the *First Interim Fee Application of Sills Cummis & Gross P.C. for Compensation and Reimbursement of Expenses as Co-Counsel to the Official Committee of Unsecured Creditors for the Period from September 6, 2018 Through November 30, 2018* [Docket No. 613] (the “**First Interim Application**”). The First Interim Application is fully incorporated herein by reference.

6. Pursuant to the final 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*

² Payment of such amounts shall be first paid from the Professional Fee Escrow (as defined below) up to the Budgeted Amount (as defined below). Any remaining unpaid amounts shall then be paid from the Liquidating Trust (as defined below). Based on the amounts requested herein, SCG is currently owed \$816,598.96 in fees and \$22,935.50 for expenses

Adequate Protection, and (IV) Modifying the Automatic Stay (the “**Final DIP Order**”) [Docket No. 455], the amount budgeted for all the Committee’s professional during the period covered by the First Interim Application (the “**First Interim Period**”) was \$275,000 (the “**First Interim Period Budgeted Amount**”).

7. On January 3, 2019, the U.S. Trustee filed the *U.S. Trustee’s Statement Regarding Debtors’ Motions for Compensation* [Docket No. 616] (the “**U.S. Trustee Statement**”). In the U.S. Trustee Statement, the U.S. Trustee noted that the “Debtors’ professionals, as well as the professionals for the Unsecured Creditors’ Committee, have agreed to hold back 10% of their applicable Compensation Motions until the final fee request.” U.S. Trustee Statement p. 1. In addition, the U.S. Trustee requested that, in future fee applications, the “parties explain the justification for any fee request that is in excess of the amount budgeted under the Final DIP Order.” *Id.* pp. 1-2.

8. On or around February 6, 2019, this Court entered an *Agreed Order Granting First Interim Fee Application of Sills Cummis & Gross P.C. as Co-Counsel to the Official Committee of Unsecured Creditors* [Docket No. 739] (the “**Agreed Order**”), pursuant to which:

- (i) the First Interim Application was approved on an interim basis;
- (ii) SCG’s fees and expenses were allowed in the amounts of \$288,387.00 and \$5,540.60, respectively;
- (iii) the Debtors were authorized and directed “to remit, or cause to be remitted, payment of fees and expenses as set forth in the First Interim Application up to 90% of the [First Interim Period Budgeted Amount];” and
- (iv) “[t]o the extent that the fees and expenses of the Committee’s professionals for the [First Interim Period] in the aggregate exceed 90% of the [First Interim Period Budgeted Amount], the Committee’s professionals’ fees and expenses will be paid on a *pro rata* basis up to 90% of the [First Interim Period Budgeted Amount]; *provided, however*, that SCG’s rights . . . are preserved to seek payment of all unpaid Allowed Fees and Expenses.”

Agreed Order ¶¶ 1-4.

9. On March 4, 2019, the Debtors and the Committee filed a *Joint Chapter 11 Plan of Liquidation* [Docket No. 834] (the “**Plan**”).

10. On March 11, 2019, SCG received \$111,066.44 on account of the First Interim Application (*i.e.*, SCG received \$111,066.44 of the \$293,927.60 that had been allowed pursuant to the Agreed Order). Based on the amounts requested herein, SCG is currently owed \$816,598.96 in fees and \$22,935.50 for expenses.

11. On May 13, 2019, this Court entered its *Findings of Fact, Conclusions of Law, and Order Confirming the Joint Chapter 11 Plan of Liquidation of Curae Health, Inc., et al.* [Docket No. 1074] (the “**Confirmation Order**”).

12. On June 11, 2019, the Debtors and the Committee declared the effective date of the Plan, pursuant to which a liquidating trust was established (the “**Liquidating Trust**”) and Stephen D. Sass, LLC was appointed as the liquidating trustee (the “**Liquidating Trustee**”).

13. Pursuant to the DIP Budget and 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 the Committee’s professional compensation for the Second Interim Period is \$650,000, plus the 10% holdback from the First Interim Period of \$27,500, for a total remaining budgeted amount of \$677,500 (the “**Budgeted Amount**”). Pursuant to the Final DIP Order and the Final Cash Collateral Order, the Budgeted Amount for the Committee’s professionals and all other professionals in these Chapter 11 Cases have been deposited into an escrow account (the “**Professional Fee Escrow**”).

PROJECT CATEGORIES

14. Attached hereto as **Exhibit B** is a detailed statement of legal services rendered in the aggregate amount of \$633,737.80³ and expenses incurred in the amount of \$22,935.50 during the Second Interim Period. The services have been put in the following categories:

Project Code	Project Category	Hours	Fees
101	Asset Analysis & Recovery	48.9	\$24,951.60
102	Asset Disposition	129.7	\$70,399.90
103	Business Operations	6.4	\$3,548.00
104	Case Administration	34.0	\$15,284.60
105	Claims Administration and Objections	116.2	\$58,750.80
107	Fee/Employment Applications	30.2	\$12,897.20
108	Fee/Employment Objections	3.8	\$1,806.00
109	Financing	70.8	\$36,982.10
110	Litigation (Other than Avoidance Action Litigation)	193.7	\$87,344.00
111	Avoidance Action Litigation	180.5	\$89,756.20
113	Plan and Disclosure Statement	454.6	\$216,800.70
118	Business Analysis	11.2	\$6,361.60
120	Data Analysis	3.0	\$1,678.40
121	Litigation Consulting	16.9	\$7,496.00
123	Tax Issues	6.9	\$4,105.50
124	Other (specific category)	0.6	\$264.00
Total Fees		1,307.4	\$638,426.60
Total Fees After Application of \$495 Blended Rate Discount:		1,307.4	\$633,737.80

15. Each of the “project codes” used by SCG is described below. Because the services provided by SCG during the Second Interim Period are set forth in detail in **Exhibit B** hereto, the following descriptions are not intended to be a statement of all professional services rendered, but simply describes generally the types of services included in each of SCG’s project codes during the Second Interim Period.

³ During the Second Interim Period, SCG’s fees actually totaled \$638,426.60. However, as noted in the *Application of Official Committee of Unsecured Creditors for Authority to Retain and Employ Sills Cummis & Gross P.C. as Co-Counsel Nunc Pro Tunc to September 6, 2018* [Docket No. 189] (the “**Retention Application**”), SCG agreed that its blended hourly rate for each month will be capped at \$495. See Retention Application ¶ 15. Accordingly, after application of such discount, SCG’s fees for the Second Interim Period were reduced to \$633,737.80.

16. The project codes in **Exhibit B** are delineated as follows:
- a. Asset Analysis & Recovery (CODE 101, \$24,951.60). This category reflects time spent: (i) analyzing prepetition transactions entered into by the Debtors, (ii) analyzing and investigating liens and claims asserted against the Debtors, (iii) investigating potential causes of action against the Debtors' directors and officers and other third parties, (iv) researching and analyzing issues related to immunities and standards of liability under Tennessee law, (v) analyzing the Debtors' insurance policies, and (vi) drafting complaints to recover assets from third parties.
 - b. Asset Disposition (CODE 102, \$70,399.90). This category reflects time spent in connection with multiple sales and dispositions of the Debtors' assets (including the Amory, Batesville, Clarksdale and Russellville assets), including time spent: (i) reviewing, analyzing and marking up asset purchase agreements and other proposed sale documents, (ii) analyzing proposed bids and valuation issues, (iii) analyzing objections filed in connection with such sales, (iv) analyzing a proposed management agreement, (v) analyzing motions to reject leases and executory contracts, (vi) analyzing cure objections and proposed orders resolving such objections, and (vii) attending hearings and communicating with the Debtors' professionals, the Committee members and other parties regarding such sales.
 - c. Business Operations (CODE 103, \$3,548.00). This category reflects time spent in connection with various aspects of the Debtors' business operations, including analyzing issues relating to: (i) the Debtors' financial reporting, (ii) a proposed amendment to a management agreement, (iii) an order authorizing the interim operation of the Debtors' Batesville facility, (iv) accounts receivable collections, and (v) retaining former employees of the Debtors by the Liquidating Trust.
 - d. Case Administration (CODE 104, \$15,284.60). This category reflects time spent to, among other things: (i) draft agendas for Committee meetings, (ii) provide updates to the Committee members regarding the status of the case and pending matters, (iii) respond to creditor queries, (iv) analyze effective date issues, and (v) consider matters of general import and scheduling.
 - e. Claims Administration and Objections (CODE 105, \$58,750.80). This category reflects time spent to, among other things: (i) investigate the claims and liens of third parties, including intercompany claims, 503(b)(9) claims, and other administrative expense claims, (ii) negotiate, analyze and draft settlement agreements, (iii) analyze a bar date motion and proposed order, (iv) analyze adequate protection issues, and (v) attend hearings and communicate with the Debtors' professionals, the Committee members and other parties regarding such matters.
 - f. Fee/Employment Application (CODE 107, \$12,897.20). This category reflects time spent preparing fee applications for the Committee's professionals, including the fee applications of SCG and the Committee's financial advisor.

g. Fee/Employment Objections (CODE 108, \$1,806.00). This category reflects time spent reviewing the fee applications of the Debtors' professionals and responding to an objection to SCG's first interim fee application.

h. Financing (CODE 109, \$36,982.10). The category reflects time spent to, among other things: (i) investigate various liens, (ii) analyze issues relating to the Debtors' emergency motion to use cash collateral and repay the DIP financing, (iii) analyze objections filed in response thereto, (iv) prepare a reply brief in response to the objections filed, and (v) analyze a proposed consent order resolving such objections.

i. Litigation (Other than Avoidance Action Litigation) (CODE 110, \$87,344.00). This category reflects time spent in connection with various litigation matters, including: (i) drafting complaints, (ii) analyzing answers, (iii) responding to deposition requests, (iv) addressing discovery issues, (v) analyzing documents produced, and (vi) drafting a motion seeking standing to assert various causes of action and to terminate the Debtors' exclusivity periods.

j. Avoidance Action Litigation (CODE 111, \$89,756.20). This category reflects time spent in connection with various avoidance action litigation matters, including (i) drafting pleadings and conducting related research, (ii) preparing for a pretrial conference, (iii) preparing a scheduling order, (iv) conducting analysis regarding a statement of issues on appeal and a designation of record, (v) drafting a document request, (vi) analyzing and investigating the priority, validity and enforceability of liens, (vii) researching and analyzing fraudulent transfer and equitable subordination issues, and (viii) investigating certain pre- and post-petition transfers.

k. Plan and Disclosure Statement (CODE 113, \$216,800.70). This category reflects time spent: (i) drafting an objection to the Debtors' disclosure statement and conducting research in connection therewith, (ii) analyzing the Debtors' response thereto and drafting a reply brief, (iii) conducting negotiations relating to the Debtors' proposed plan and disclosure statement, (iv) drafting and negotiating a joint plan of liquidation, disclosure statement and other related documents with the Debtors' counsel, (v) drafting a liquidating trust agreement, (vi) analyzing plan of liquidation issues, including plan structure, substantive consolidation and liquidation analysis issues, (vii) analyzing solicitation issues, (viii) analyzing plan objections filed by third parties and conducting negotiations related thereto, and (ix) attending hearings and communicating with the Debtors' advisors, the Committee members, Committee's other advisors, and the U.S. Trustee regarding plan and disclosure statement issues.

l. Business Analysis (CODE 118, \$6,361.60). This category reflects time spent reviewing the CHS asset purchase agreement and other documents and analyzing related issues, including issues relating to UCC filings.

m. Data Analysis (CODE 120, \$1,678.40). This category reflects time spent reviewing documents and other correspondence.

n. Litigation Consulting (CODE 121, \$7,496.00). This category reflects time spent in connection with the CHS transaction and analyzing issues related to D&O insurance policies and a potential extension endorsement.

o. Tax Issues (CODE 123, \$4,105.50). This category reflects time spent analyzing issues relating to certain asserted tax claims, including reviewing related pleadings and conducting associated research.

p. Other (CODE 124, \$264.00). This category reflects time spent analyzing documents and preparing analysis regarding security documents.

17. SCG further requests final allowance of compensation as co-counsel to the Committee in the amount of \$922,124.80 for services rendered during the Final Period.⁴

STATEMENT OF APPLICANT

18. The services were actual and necessary services rendered by SCG on behalf of the Committee and the compensation requested is reasonable. Although this Application is not governed by 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**”) because the Debtors do not have assets in excess of \$50 million, the Committee prepared the attached exhibits in the interest of transparency: Summary Cover Sheet as **Exhibit C**; Summary of Timekeepers as **Exhibit D**. These Exhibits provide a summary of the fee application and the rates being charged by SCG in this Application.

19. In accordance with the foregoing, SCG states as follows:

A. SCG’s hourly rates have been discounted from SCG’s standard rates. In particular, SCG has voluntarily agreed to provide two types of fee discounts: (i) the hourly rates for Andrew Sherman and Boris I. Mankovetskiy have been discounted to \$595 and \$545 per hour, respectively, and the hourly rates for all other attorneys and paraprofessionals have been discounted by 20% from their standard hourly rates; and (ii) SCG’s blended hourly rate for each month has been capped at \$495. The fees charged will be the lower of these discounts.

⁴ During the Final Period, SCG’s fees actually totaled \$937,877.60. However, as noted in the Retention Application, SCG agreed that its blended hourly rate for each month will be capped at \$495. Accordingly, after application of such discount, SCG’s fees for the Final Period were reduced to \$922,124.80.

- B. No professionals from SCG covered by this Application have varied their hourly rates based upon the geographical location of the Chapter 11 cases.
- C. The fees covered by this Application include approximately 0.0 hours reviewing invoices to ensure that the time entries attached to this Application are properly coded to comply with the UST Guidelines.
- D. The fees covered by this Application include approximately 0.0 hours in reviewing time records to redact any privileged or other confidential information.
- E. SCG rate changes effective October 1, 2018 affected certain SCG timekeepers. The new rates have been discounted accordingly, however the rates for Mr. Sherman and Mr. Mankovetskiy were not adjusted for annual rate changes.

20. In addition, in accordance with the U.S. Trustee Statement, SCG offers the following explanation for why the collective fees of the Committee's professionals exceeded the Budgeted Amount:

Notwithstanding the various discounts provided by SCG (*e.g.*, reducing the hourly rates for Andrew Sherman and Boris I. Mankovetskiy to \$595 and \$545 per hour, respectively; discounting the hourly rates for all other attorneys and paraprofessionals by 20%; and capping SCG's blended hourly rate at \$495 (a rate which SCG respectfully submits is below market for firms of its caliber)), the collective fees of the Committee's professionals exceeded the Budgeted Amount, due to unforeseen circumstances that required substantial additional services.

For instance, although the Committee and the Debtors initially planned to submit a joint plan of liquidation and disclosure statement, when such efforts reached an impasse, the Debtors submitted their own plan and disclosure statement, which the Committee opposed. As a result, the Committee incurred additional fees to prepare an objection and engage in litigation and negotiations related thereto. Such efforts proved successful and the Debtors and the Committee ultimately filed a joint plan of liquidation that was confirmed by the Court on May 13, 2019.

Confirming the Plan also required significant negotiations with third parties. Perhaps most notably, the Committee was able to successfully resolve an objection filed by CHS/Community Health Systems, Inc. ("**CHS**"), that resulted in CHS agreeing to pay \$3,500,000 to the Debtors' estates, which paved the way for confirmation of the Plan and a possible distribution to unsecured creditors.

An additional complication arose in connection with actions by ServisFirst Bank. ServisFirst Bank imposed a deadline for the Committee to assert causes of action to challenge its claims and asserted liens. SCG was forced to investigate and commence litigation based on the deadlines imposed by ServisFirst. In addition, after confirmation of the Plan, ServisFirst Bank appealed the Confirmation Order further

demonstrating of the difficult nature of the Plan confirmation process. As a result of such actions, the Committee had again been forced to engage in additional litigation and negotiations.

Unforeseen complications also arose in the context of the sales of the Debtors' Batesville and Clarksdale hospitals. For instance, although the Court approved the sale of the Batesville hospital to Progressive Medical Management of Batesville, LLC ("**PMM**") on January 11, 2019, and the sale was initially scheduled to close on March 1, 2019, on or around February 28, 2019 (*i.e.*, the day before the scheduled close), PMM informed the Debtors that it did not have financing and could not close. As a result, the Committee was forced to attend an emergency status conference and engage in negotiations regarding the temporary operation of the hospital. Such efforts were ultimately successful and the sale of the Batesville hospital closed on March 14, 2019.

The sale of the Clarksdale hospital also raised unanticipated challenges. As a preliminary matter, after the Petition Date, the Clarksdale hospital's financial performance was significantly worse than forecasted in the Debtors' budget. The poor financial performance of the Clarksdale hospital after the Petition Date created a cash drain on the Debtors' estates. As a result, on October 12, 2018, the Debtors, with input from the Committee, filed an expedited motion to shut down the Clarksdale hospital (the "**Clarksdale Shutdown Motion**"). On December 13, 2018, following extensive negotiations among the Debtors, the Committee, Coahoma County, Mississippi (the "**County**") and CHS and multiple hearings on the Clarksdale Shutdown Motion, the Court entered an order authorizing the Debtors to enter into an interim management services agreement with CHS and the County. In connection with the transfer of management to CHS, CHS agreed to purchase the inventory of the Clarksdale hospital and affiliated clinics for \$1,209,862.81. Moreover, ultimately, the Debtors were able to avoid the abandonment and shut down of the Clarksdale Hospital entirely and successfully negotiated the sale of the Clarksdale hospital to CHS for a cash purchase price of \$1,250,000, net of certain tax obligations.

SCG respectfully submits that all of its fees and expenses incurred during the pendency of these chapter 11 cases are reasonable, were necessary, and have benefitted the Debtors' estates. Simply, without the efforts of SCG, it is unclear whether these cases could have been confirmed and whether a dividend would have been available to general unsecured creditors.

EXPENSES

21. This Application includes a request for reimbursement of expenses during the Second Interim Period in the amount of \$22,935.50 which are expenses incurred by SCG, 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.

Category	Amount (\$)
Telephone	\$476.67
Online Research	\$2,376.63
Delivery services/messengers	\$781.35
Local travel (taxi/parking/train)	\$701.55
Local travel (lodging/airfare)	\$18,023.94
Meals (travel)	\$556.36
Other (Certificates of Good Standing)	\$19.00
Total Expenses	\$22,935.50

22. SCG further requests reimbursement of expenses incurred during the Final Period in the amount of \$28,476.10 (which represents the sum of expenses incurred during the Second Interim Period (\$22,935.50) and expenses incurred during the First Interim Period (\$5,540.60)).

CONCLUSION

WHEREFORE, pursuant to 11 U.S.C. § 330 and 331, SCG seeks entry of an order, substantially in the form attached hereto, providing that: (a) an allowance be made to SCG for the Second Interim Period, in the amount of (i) \$633,737.80 as compensation for necessary professional services rendered, and (ii) \$22,935.50 for actual and necessary expenses incurred, for a total of \$656,673.30; (b) a final allowance be made to SCG for the Final Period in the amount of (i) \$922,124.80 as compensation for necessary professional services rendered, and (ii) \$28,476.10 for actual and necessary expenses incurred, for a total of \$950,600.90; (c) that the Liquidating Trustee is authorized and directed to pay SCG all outstanding amount of such sums (\$816,598.96 in fees and \$22,935.50 in expenses);⁵ and (d) for such other and further relief as is just and proper.

⁵ Payment of such amounts shall be first paid from the Professional Fee Escrow up to the Budgeted Amount. Any remaining unpaid amounts shall then be paid from the Liquidating Trust.

Dated: June 25, 2019
Nashville, Tennessee

MANIER & HEROD, P.C.

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-and-

SILLS CUMMIS & GROSS P.C.

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*Co-Counsel for the Official Committee of
Unsecured Creditors of Curae Health, Inc. et al.*

CERTIFICATE OF SERVICE

I hereby certify that on June 25, 2019, a copy of the foregoing was sent via ECF to all parties registered to receive electronic notice in the case and via U.S. mail, postage prepaid, to the parties listed on the mailing matrix attached as Exhibit E.

/s/ Robert W. Miller
Robert W. Miller

EXHIBIT A

Proposed Order

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

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

**PROPOSED ORDER GRANTING SECOND INTERIM AND FINAL FEE
APPLICATION OF SILLS CUMMIS & GROSS P.C. FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE
PERIODS OF: (I) DECEMBER 1, 2018 THROUGH JUNE 10, 2019,
AND (II) SEPTEMBER 6, 2018 THROUGH JUNE 10, 2019**

Upon consideration of the Application¹ of Sills Cummis & Gross P.C. as co-counsel to the official committee of unsecured creditors (the “**Committee**”) of the above-captioned debtors and debtors in possession (the “**Debtors**”), for allowance of compensation and reimbursement of expenses; and it appearing to the Court that all of the requirements of sections 327, 330, 331 and 503(b) of 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 notice of the Application was appropriate; and after due deliberation and sufficient good cause appearing; and that there were no objections to the Application (or any such objections were overruled or consensually resolved), it is hereby

ORDERED, ADJUDGED, AND DECREED:

1. The Application of SCG is approved on a final basis.

¹ Capitalized terms used but not otherwise defined herein shall have the meaning assigned to them in the Application.

2. The fees in the amount of \$633,737.80 and expenses in the amount of \$22,935.50 incurred by SCG during the Second Interim 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 and 503(b)(2).

3. The final fees in the amount of \$922,124.80 and final expenses in the amount of \$28,476.10 incurred by SCG during the Final 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 and 503(b)(2).

4. The Liquidating Trustee is authorized and directed, as provided herein, to remit, or cause to be remitted, payment of \$816,598.96, the outstanding amount of fees, and expenses of \$22,935.50 to SCG. Payment of such amounts shall be first paid from the Professional Fee Escrow up to the Budgeted Amount. Any remaining unpaid amounts shall then be paid from 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/ Robert W. Miller

Michael E. Collins (Bar No. 16036)

Robert W. Miller (Bar No. 31918)

MANIER & HEROD, P.C.

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*Co-Counsel for the Official Committee
of Unsecured Creditors of Curae Health, Inc. et al.*

EXHIBIT B

Detailed Statement of Legal Services

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Official Unsecured Creditors Committee of Curae Health, Inc.
Medhost, Inc.
6550 Carothers Parkway, Suite 160
Franklin, TN 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS
101 - ASSET ANALYSIS AND RECOVERY.				
12/13/18	LFH	101	Confer with M. Leve regarding lien issues.	0.20
		101	Analyze lien and secured claim issues.	1.70
		101	Review and analyze filed claims, postpetition financing documents, and related case documents regarding asserted liens and secured claims.	1.30
12/14/18	BM	101	Analysis of issues in connection with investigation of potential claims against CHS.	1.30
		101	Analysis of issues regarding MHAP fees and payments.	1.10
12/14/18	LFH	101	Analyze lien and secured claim issues.	1.10
12/17/18	BM	101	Attend to issues regarding MHAP payments.	1.10
		101	Analysis regarding excluded assets under Debtors' asset purchase agreements.	1.10
12/20/18	AHS	101	Analysis of potential causes of action against ServisFirst.	0.80
12/20/18	BM	101	Analysis regarding alleged interests in remaining Russelville assets.	0.70

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12/20/18	LFH	101	Analyze asserted lien and secured claim issues.	1.10	
		101	Review and analyze postpetition financing documents, filed claims, and related documents regarding asserted liens and secured claims.	1.40	
TASK TOTAL 101				12.90	6,220.50

102 - ASSET DISPOSITION

12/03/18	BM	102	Attend to issues regarding Clarksdale IMA.	0.80	
12/04/18	BM	102	Analysis and revisions of proposed Clarksdale IMA.	1.30	
12/05/18	BM	102	Attend to issues regarding Batesville sale process and valuation issues.	1.70	
		102	Attend to issues regarding Amory sale.	1.10	
		102	Attend to issues regarding Clarksdale disposition and IMA with CHS.	0.90	
12/06/18	AHS	102	Calls and emails with counsel for ServisFirst, CHS and Debtors re: draft management agreement for Clarksdale and review of further drafts of agreement.	0.90	
		102	Emails with counsel for county re: management agreement issues.	0.30	
12/06/18	BM	102	Analysis and revisions of Clarksdale IMA based on CHS's and County's comments.	1.10	
12/07/18	AHS	102	Calls and email re: Clarksdale management agreement issues, including circulating revised draft of email and multiple emails with parties including county, Debtors and CHS.	1.10	

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		102	Call from J. Kelly re: ServisFirst Clarksdale issues.	0.20
12/07/18	BM	102	Analysis and revisions of proposed Clarksdale IMA with CHS.	1.10
		102	Attend to issues regarding potential resolution of open issues with CHS and County regarding transfer of Clarksdale operations.	0.80
12/09/18	BM	102	Attend to revisions of proposed management agreement with CHS.	0.80
		102	Analysis regarding potential competing bid for Batesville.	1.60
12/10/18	BM	102	Attend to resolution of remaining issues regarding Clarksdale IMA.	0.70
		102	Attend to pending objections to assumption and cure amounts.	0.90
12/11/18	AHS	102	Calls and emails re: Batesville sale issues (no bids) and Clarksdale IMA issues and call with Committee members re: same.	0.70
12/11/18	BM	102	Attend to issues regarding Batesville sale.	1.10
12/12/18	AHS	102	Calls and follow up re: Batesville sale issues and Clarksdale IMA.	0.40
12/13/18	AHS	102	Prepare for and attend status conference with Court re: Clarksdale management agreement and approval of same.	0.40
12/13/18	BM	102	Attend to issues regarding valuation and purchase agreement for certain personal property located at Clarksdale.	0.80
		102	Attend to issues regarding closing of the Amory sale.	0.90

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12/13/18	LFH	102	Review and analyze hospital sale and transition documents with respect to timing, consideration, and effect on estates and cases.	1.50	
12/17/18	AHS	102	Email from counsel to MedHost as follow up calls and emails re: same.	0.30	
12/18/18	AHS	102	Prepare for and attend hearing re: cure and sale issues.	0.70	
12/21/18	AHS	102	Email from counsel for Debtors re: Amory APA and tail issues; review APA and call to counsel for Debtors re: same.	0.70	
		102	Review memo re: Clarksdale transition issues for MedHost and call re: same.	0.40	
12/27/18	AHS	102	Emails with Committee members re: Clarksdale management issues.	0.60	
12/27/18	BM	102	Attend to issues regarding Clarksdale disposition process.	1.10	
12/28/18	BM	102	Analysis regarding pending objections to contract assumptions and cure amounts.	0.70	
		TASK TOTAL 102		25.60	14,099.50

103 - BUSINESS OPERATIONS

12/05/18	BM	103	Analysis regarding Debtors' financial reporting.	0.40	
12/10/18	BM	103	Attend to issues regarding proposed amended management agreement with Strategic.	0.90	
12/13/18	BM	103	Attend to debtors' financial reporting.	0.30	
		103	Appear at hearing on Clarksdale IMA.	0.50	

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12/26/18	BM	103	Analysis regarding Debtors' motion to amend hospital management agreement.	0.80	
TASK TOTAL 103				2.90	1,580.50

104 - CASE ADMINISTRATION

12/07/18	BM	104	Appear at telephonic status hearing.	0.50	
12/07/18	REB	104	Review relevant recent docket updates, including first interim fee applications filed by Debtors' advisors.	0.80	
12/09/18	BM	104	Draft a status update for the Committee.	0.70	
12/12/18	REB	104	Update critical dates chart.	0.40	
TASK TOTAL 104				2.40	1,129.20

105 - CLAIMS ADMINISTRATION AND OBJECTIONS

12/03/18	BM	105	Attend to proposed bar date motion.	0.40	
12/18/18	BM	105	Analysis of issues regarding challenging ServisFirst's claims and liens.	0.80	
12/20/18	BM	105	Analysis regarding amended adequate protection stipulation between the Debtors and CMS.	0.40	
TASK TOTAL 105				1.60	872.00

107 - FEE/EMPLOYMENT APPLICATIONS

12/17/18	REB	107	Review documents for interim fee application.	0.70	
12/18/18	GAK	107	Work on first interim fee application.	4.30	
12/19/18	GAK	107	Work on fee application.	1.80	

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12/26/18	AHS	107	Review of email from UST re: fee application issues and address issues with Sils fee application.	0.40	
12/26/18	GAK	107	Work on fee application.	2.10	
12/27/18	GAK	107	Work on fee application.	3.10	
12/31/18	AHS	107	Further review and revision to fee application.	0.40	
TASK TOTAL 107				12.80	5,499.20

108 - FEE/EMPLOYMENT OBJECTIONS

12/27/18	AHS	108	Review of Debtors' counsel fee application, calls with UST re: fee application issues, 10% holdback and issues re: Debtors' counsel fee application and Sils fee application and follow up with Debtors' counsel re: same.	0.80	
TASK TOTAL 108				0.80	476.00

109 - FINANCING

12/06/18	BM	109	Attend to issues regarding investigation of ServisFirst's liens and claims.	1.20	
12/09/18	BM	109	Attend to issues regarding investigation of ServisFirst's claims and liens.	0.80	
12/13/18	BM	109	Attend to issues regarding investigations of ServisFirst's claims and liens.	1.40	
12/14/18	AHS	109	Calls and emails re: MHAP payments and follow up with counsel for Debtors re: same.	0.40	

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12/14/18	BM	109	Analysis of issues in connection with investigation of claims and liens of ServisFirst.	0.90	
12/17/18	AHS	109	Calls and emails re: MHAP payments and proposed settlement by Debtors.	0.80	
12/18/18	BM	109	Analysis regarding pending objections to contract assumptions and cure amounts.	0.80	
12/19/18	GH	109	Work on ServisFirst lien analysis.	0.80	
		109	Draft outline for Complaint.	0.70	
12/20/18	AHS	109	Review of letter from J. Kelley, analysis re: same and draft response email.	0.60	
12/20/18	GH	109	Further analysis regarding ServisFirst.	1.20	
		109	Drafting of Complaint regarding ServisFirst.	0.90	
		109	Draft e-mail to A. Wilen regarding information needed.	0.50	
		109	Analysis of Russelville issues.	0.40	
12/27/18	AHS	109	Analysis re: potential claims against ServisFirst.	0.30	
12/27/18	BM	109	Analysis of issues regarding potential challenges to ServisFirst's claims and liens.	1.10	
12/27/18	GH	109	Conference with B. Mankovetskiy regarding ServisFirst issues.	0.20	
		109	E-mail to ServisFirst counsel regarding documents needed; further work on Complaint.	0.20	
12/31/18	BM	109	Attend to issues regarding challenge of ServisFirst's claims and liens.	1.10	
			TASK TOTAL 109	14.30	8,011.20

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110 - LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

12/06/18	GH	110	Emails with A. Wilen regarding ServisFirst issues.	0.20	
		110	Review ServisFirst loan documents.	1.40	
12/12/18	GH	110	E-Mail to A. Wilen regarding ServisFirst challenge information.	0.30	
12/13/18	GH	110	Research law regarding ambiguity of collateral description.	1.80	
		110	Further review and analysis of Servisfirst loan documents.	1.70	
		110	Telephone conference with M. Leve regarding Servisfirst issues.	0.30	
		110	Review ServisFirst filings on docket.	0.50	
12/18/18	GH	110	Review data produced by financial advisor regarding ServisFirst.	0.70	
		110	Telephone conference with A. Wilen regarding ServisFirst.	0.30	
		110	Telephone conference with M. Dardani regarding ServisFirst.	0.30	
12/21/18	GH	110	Telephone conference with D. Gordon regarding ServisFirst transactions.	0.20	
		110	Work on Complaint regarding ServisFirst.	1.10	
12/26/18	GH	110	Revise e-mail to M. Dardani.	0.20	
		110	Analysis of ServisFirst issues.	1.80	
		110	Review information and documents from M. Dardani regarding ServisFirst accounts.	0.90	
		110	Draft detailed e-mail to M. Dardani requesting further information regarding ServisFirst.	0.60	
			TASK TOTAL 110	12.30	6,986.40

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111 - AVOIDANCE ACTION LITIGATION

12/07/18	GH	111	Telephone conference with A. Wilen.	0.30
		111	Telephone conference with M. Leve regarding ServisFirst issues.	0.70
		111	E-Mails with A. Wilen.	0.20
12/13/18	MDL	111	Review loan and security documents.	0.30
		111	Internal conference with L Hammonds.	0.20
		111	Internal conferences with G. Hirsch.	0.50
12/14/18	GH	111	Review Eisner documents sharefile regarding transactions with ServisFirst.	0.40
		111	E-Mails with ServisFirst's counsel regarding missing agreements.	0.20
		111	Analysis of potential claims regarding ServisFirst.	1.20
12/19/18	MDL	111	Internal conference with G. Hirsch; review loan and security documents.	0.20
12/20/18	MDL	111	Exchange e-mails with G. Hirsch and A. Sherman; review correspondence and ServisFirst documents. Exchange e-mails with G. Hirsch; review documents and correspondence regarding ServisFirst.	0.60
12/27/18	GH	111	Further work on Complaint against ServisFirst.	3.30
12/28/18	GH	111	Drafting of Complaint.	2.20
		111	Revisions to draft Complaint.	1.30
		111	Review material from M. Dardani of Eisner regarding ServisFirst transactions.	0.60
		111	E-Mails with A. Wilen regarding ServisFirst issue.	0.10
		111	Analysis of DSH return funds issue.	0.40

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12/28/18	MDL	111	Internal conferences with G. Hirsch; review documents.	0.30	
		111	Review ServisFirst documents, exchange emails with G. Hirsch.	0.40	
12/29/18	MDL	111	Review, exchange emails with G. Hirsch.	0.20	
12/30/18	GH	111	Review of Russellville loan documents.	1.10	
		111	Drafting of Complaint.	1.40	
		111	Telephone conference with M. Leve regarding Clarksdale lien issues.	0.40	
12/30/18	MDL	111	Review and analyze loan and security agreements relating to ServisFirst; several email exchanges with G. Hirsch.	1.20	
		111	Prepare memo with description and analysis of ServisFirst documents relating to Clarksdale; several email exchange smith G. Hirsch.	1.30	
		111	Internal conference with G. Hirsch; review.	0.40	
12/31/18	GH	111	E-Mails with ServisFirst's counsel regarding loan documents needed.	0.30	
		111	Telephone conference with M. Leve.	0.30	
		111	Analysis of ServisFirst's documents.	1.40	
		111	Review additional ServisFirst documents.	1.10	
		111	Further drafting of Complaint.	1.80	
12/31/18	MDL	111	Exchange emails with G. Hirsch.	0.10	
		111	Telephone conference with G. Hirsch; several email exchanges with G. Hirsch, review documents.	0.40	
		111	Internal conference with G. Hirsch, review loan and security documents, exchange emails with G. Hirsch.	0.70	
TASK TOTAL 111				25.50	13,613.60

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113 - PLAN AND DISCLOSURE STATEMENT.

12/07/18	LFH	113	Analyze plan issues.	0.80
		113	Review and analyze case documents for preparation of plan of liquidation.	1.20
		113	Prepare plan of liquidation.	1.60
12/10/18	LFH	113	Prepare plan of liquidation.	1.10
		113	Analyze plan and plan structure issues.	1.20
12/11/18	LFH	113	Analyze solicitation issues.	0.60
		113	Prepare joint plan of liquidation.	3.80
		113	Analyze confirmation issues.	0.70
		113	Analyze plan structure issues.	0.90
		113	Review and analyze first day declaration, filed claims, cash collateral and postpetition financing papers, and related materials for preparation of joint plan of liquidation.	1.40
12/12/18	BM	113	Attend to issues regarding plan of liquidation.	1.30
12/12/18	LFH	113	Review and analyze case documents including first day declaration and orders, postpetition and cash collateral orders, and hospital sale and transition documents for preparation of plan and disclosure statement.	1.80
		113	Prepare plan of liquidation.	3.20
		113	Analyze plan and plan structure issues.	1.30
12/13/18	BM	113	Analysis of issues regarding draft plan of liquidation.	1.10
12/13/18	LFH	113	Prepare draft plan.	3.70
		113	Confer with B. Mankovetskiy regarding plan structure issues.	0.20

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		113	Analyze plan issues, including structure, classification, and effectuation issues.	1.20
		113	Review and analyze relevant multi-debtor liquidation plans.	1.50
		113	Analyze solicitation and confirmation issues and mechanics.	1.30
12/14/18	BM	113	Attend to draft plan of liquidation.	1.30
12/14/18	LFH	113	Prepare draft plan of liquidation.	2.40
		113	Review and analyze multi-debtor liquidation plans with respect to plan structure issues.	1.10
		113	Analyze plan issues, including structural issues and issues relating to treatment of non-profit interests.	0.90
		113	Confer with A. Sherman and B. Mankovetskiy regarding plan structure issues.	0.20
		113	Prepare summary and analysis of plan and plan structure issues.	0.90
		113	Review and analyze relevant multi-debtor plans of liquidation with respect to plan structure issues.	0.60
		113	Revise draft plan of liquidation.	4.10
12/15/18	AHS	113	Address plan issues relating to consolidation and allocation issues.	0.80
12/16/18	LFH	113	Revise plan.	2.90
		113	Confer and correspond with B. Mankovetskiy regarding plan revision issues.	0.20
		113	Analyze plan structure and effectuation issues.	1.40

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12/17/18	AHS	113	Email to Committee re: plan issue and have sent counsel for Debtors for review.	0.50
		113	Review of plan and have revised based on comments.	1.10
12/17/18	BM	113	Attend to draft plan of liquidation.	1.40
12/17/18	LFH	113	Prepare draft disclosure statement.	1.90
		113	Prepare summary of plan and related correspondence for Committee.	1.70
		113	Revise plan.	2.90
		113	Analyze confirmation issues.	0.80
		113	Review and analyze docket and filings, including financing, sale, and transition documents, for preparation of disclosure statement.	1.80
12/18/18	AHS	113	Analysis re: plan issues and claims against ServisFirst.	0.60
12/18/18	LFH	113	Prepare disclosure statement.	3.90
		113	Analyze disclosure and case history issues for preparation of disclosure statement.	1.40
		113	Review and analyze case documents, including motions, affidavits, and orders (including with respect to capital structure, claims, and asset dispositions) for preparation of disclosure statement.	1.90
12/20/18	BM	113	Analysis regarding Debtors' motion to extend exclusivity.	0.30
12/20/18	LFH	113	Revise and analyze case documents regarding case history, debtor capital structure, and property sale and transition issues for preparation of disclosure statement.	1.70
		113	Prepare disclosure statement.	3.80

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		113	Prepare disclosure statement.	1.80	
12/21/18	LFH	113	Prepare disclosure statement.	0.70	
12/27/18	LFH	113	Revise disclosure statement.	4.80	
12/28/18	LFH	113	Revise disclosure statement.	3.40	
		113	Revise draft plan of liquidation.	1.20	
		113	Analyze disclosure statement revision issues, including with respect to capital structure and asserted lien issues.	0.90	
12/31/18	AHS	113	Draft and revise disclosure statement and reservation of rights section.	1.80	
12/31/18	BM	113	Attend to draft plan and disclosure statement.	1.60	
12/31/18	LFH	113	Revise plan.	1.30	
		113	Confer with B. Mankovetskiy regarding disclosure statement issues.	0.60	
		113	Revise disclosure statement.	1.70	
		TASK TOTAL 113		92.20	40,439.00
		TOTAL FEES		203.30	\$98,927.10
		TOTAL FEES at Blended Rate of \$495		203.30	\$100,633.50

TASK CODE SUMMARY

101	Asset Analysis and Recovery	12.90	6,220.50
102	Asset Disposition	25.60	14,099.50
103	Business Operations	2.90	1,580.50
104	Case Administration	2.40	1,129.20
105	Claims Administration and Objections	1.60	872.00

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107	Fee/Employment Applications	12.80	5,499.20
108	Fee/Employment Objections	0.80	476.00
109	Financing	14.30	8,011.20
110	Litigation (Other than Avoidance Action Litigation)	12.30	6,986.40
111	Avoidance Action Litigation	25.50	13,613.60
113	Plan and Disclosure Statement	92.20	40,439.00
TOTAL FEES		203.30	\$98,927.10
TOTAL FEES at Blended Rate of \$495		203.30	\$100,633.50

FEE RECAP

AHS	Andrew H. Sherman	Member	\$595.00	16.00	9,520.00
GH	George R. Hirsch	Member	\$568.00	35.90	20,391.20
BM	Boris Mankovetskiy	Member	\$545.00	42.70	23,271.50
MDL	Marc D. Leve	Of Counsel	\$440.00	6.80	2,992.00
GAK	Gregory A. Kopacz	Associate	\$420.00	11.30	4,746.00
LFH	Lucas F. Hammonds	Of Counsel	\$420.00	88.70	37,254.00
REB	Rachel E. Brennan	Associate	\$396.00	1.90	752.40
TOTAL FEES				203.30	\$98,927.10
TOTAL FEES at Blended Rate of \$495				203.30	\$100,633.50

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DISBURSEMENT DETAIL

E105

10/19/18	E105	Telephone	2.21
10/29/18	E105	Telephone	1.84
11/02/18	E105	Telephone	16.77

E106

11/12/18	E106	Online research	0.10
11/12/18	E106	Online research	2.60
11/12/18	E106	Online research	3.00
11/12/18	E106	Online research	3.00
11/12/18	E106	Online research	3.00
11/12/18	E106	Online research	3.00
11/12/18	E106	Online research	0.20
11/12/18	E106	Online research	0.40
11/12/18	E106	Online research	0.30
11/12/18	E106	Online research	0.40
11/12/18	E106	Online research	3.00
11/12/18	E106	Online research	0.20
11/16/18	E106	Online research	3.00
11/16/18	E106	Online research	3.00
11/16/18	E106	Online research	0.20
11/16/18	E106	Online research	0.40
11/16/18	E106	Online research	0.40
12/06/18	E106	Online research	11.21
12/06/18	E106	Online research	1.40
12/12/18	E106	Online research	3.16
12/12/18	E106	Online research	56.07
12/13/18	E106	Online research	3.99

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12/13/18	E106	Online research	78.51
12/31/18	E106	Online research	0.28
E109			
10/15/18	E109	Local travel (taxi)	36.20
10/16/18	E109	Local travel (taxi)	12.36
10/22/18	E109	Local travel (taxi)	22.18
10/22/18	E109	Local travel (taxi)	12.32
10/23/18	E109	Local travel (taxi)	12.56
E110			
10/11/18	E110	Out-of-town travel (airfare)	1,544.80
10/16/18	E110	Local travel (lodging)	444.77
10/16/18	E110	Local travel (lodging)	439.30
10/19/18	E110	Out-of-town travel (airfare)	1,544.80
10/23/18	E110	Local travel (lodging)	373.61
10/23/18	E110	Local travel (lodging)	373.61
E111			
10/16/18	E111	Meals (travel)	55.79
10/16/18	E111	Meals (travel)	27.86
10/19/18	E111	Meals (travel)	11.02
10/22/18	E111	Meals (travel)	9.02
10/22/18	E111	Meals (travel)	74.96
10/23/18	E111	Meals (travel)	7.92
TOTAL DISBURSEMENTS			\$5,204.72

DISBURSEMENT RECAP

Code	Description	Units	Total
E105	Telephone	3.00	20.82

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Code	Description	Units	Total
E106	Online research	269.00	180.82
E109	Local travel (taxis)	5.00	95.62
E110	Local travel (airfare, lodging)	6.00	4,720.89
E111	Meals (travel)	6.00	186.57
	TOTAL DISBURSEMENTS		\$5,204.72
	TOTAL THIS INVOICE		\$104,131.82*

*Total includes fees at *Discounted Rate*. Per Retention Application, lesser of fees at *Discounted Rates* (**\$98,927.10**) and fees at *Blended Rate* of \$495 (**\$100,633.50**) apply.

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Official Unsecured Creditors Committee of Curae Health, Inc.
Medhost, Inc.
6550 Carothers Parkway, Suite 160
Franklin, TN 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS	
101 - ASSET ANALYSIS AND RECOVERY.					
01/02/19	CHN	101	Review and analyze management agreement and prepare memorandum to B. Mankovetskiy regarding permissibility of percentage compensation arrangement.	0.70	
01/04/19	BM	101	Attend call with Debtors regarding investigation of certain claims.	0.90	
		101	Analysis of certain transactional documents relating to pre-petition acquisitions of Debtors' facilities.	1.60	
01/10/19	BM	101	Analysis of issues regarding MHAP claims and potential settlement.	1.10	
01/30/19	BM	101	Analysis regarding potential causes of action against insiders and their controlled entities.	1.20	
TASK TOTAL 101				5.50	2,924.00
102 - ASSET DISPOSITION.					
01/02/19	BM	102	Attend to issues regarding Batesville sale.	0.80	
		102	Analysis regarding pending objections to Batesville sale motion.	0.70	

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01/03/19	AHS	102	Review of letter from J. Kelley to P. Jennings.	0.20
01/03/19	BM	102	Attend to issues regarding Clarksdale disposition.	1.20
01/04/19	BM	102	Attend to issues regarding valuation of personal property proposed to be sold to CHS in connection with Clarksdale transaction.	0.80
01/07/19	BM	102	Attend to orders resolving various cure objections.	0.60
01/08/19	BM	102	Attend to issues regarding Batesville sale.	1.10
		102	Attend to issues regarding Clarksdale disposition.	0.90
01/08/19	REB	102	Review revised Batesville APA redline.	1.80
01/09/19	AHS	102	Calls with counsel for Debtors re: Clarksdale issues re: sale of personal property, Batesville sale hearing issues and ServisFirst questions.	0.60
01/09/19	BM	102	Attend to revisions of Batesville APA.	1.30
		102	Analysis of issues regarding valuation of Debtors' property at Clarksdale facility.	0.70
01/09/19	REB	102	Review and further revise Batesville APA amendments.	2.70
01/10/19	AHS	102	Prepare for hearing for sale of Batesville, including calls and emails with counsel for Debtors.	1.20
01/10/19	BM	102	Prepare for hearing to approve Batesville sale.	1.20
		102	Attend to Batesville APA and sale order.	1.70
01/11/19	AHS	102	Prepare for and attend hearing regarding sale of Batesville and follow up re: same and closing issues.	3.80

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01/11/19	BM	102	Attend hearing on motion to approve Batesville sale.	4.90	
01/16/19	AHS	102	Address issues re: ServisFirst complaint and service of same.	0.20	
01/16/19	BM	102	Analysis regarding GA proposal for valuation of Clarksdale personal property.	0.60	
01/17/19	BM	102	Attend to issues regarding disposition of Clarksdale facility.	1.30	
01/22/19	AHS	102	Initial review of Clarksdale APA as circulated by counsel for CHS.	0.30	
01/22/19	BM	102	Analysis regarding proposed Clarksdale APA.	1.60	
01/23/19	BM	102	Attend to issues regarding Russellville transaction closing.	0.70	
		102	Attend to issues regarding Batesville sale closing.	0.40	
TASK TOTAL 102				31.30	16,703.00

103 - BUSINESS OPERATIONS

01/02/19	BM	103	Analysis regarding Debtors' proposed amendment to Strategic management agreement.	0.60	
TASK TOTAL 103				0.60	327.00

104 - CASE ADMINISTRATION

01/07/19	REB	104	Review recent docket updates and update critical dates chart re: same.	0.50	
01/11/19	REB	104	Review docket for updates and update critical dates chart re: same.	0.10	

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01/15/19	AHS	104	Prepare for and attend call with Committee re: status, plan and ServisFirst issues.	1.10	
		104	Call with A. Wilen in advance of call to Committee to prepare for same.	0.30	
01/28/19	REB	104	Review recent docket updates and update critical dates chart re: same.	0.60	
TASK TOTAL 104				2.60	1,308.20

105 - CLAIMS ADMINISTRATION AND OBJECTIONS.

01/09/19	BM	105	Analysis of issues regarding intercompany claims.	0.70	
01/21/19	BM	105	Attend to issues regarding investigation of CHS's liens and claims and potential affirmative claims of the estates against CHS.	1.30	
01/30/19	BM	105	Attend to issues regarding discovery in connection with investigation of CHS's claims.	0.60	
TASK TOTAL 105				2.60	1,417.00

107 - FEE/EMPLOYMENT APPLICATIONS.

01/02/19	GAK	107	Work on fee application.	1.20	
01/24/19	GAK	107	Draft proposed ordero for fee application.	0.70	
TASK TOTAL 107				1.90	798.00

108 - FEE/EMPLOYMENT OBJECTIONS.

01/23/19	GAK	108	Draft response to objection to fee application.	1.40	
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01/25/19	AHS	108	Calls and emails to address objections to Committee professional fee applications.	0.40	
01/25/19	GAK	108	Work on response to fee objection.	1.20	
TASK TOTAL 108				3.00	1,330.00

109 - FINANCING

01/03/19	AHS	109	Address issues re: possible claims against ServisFirst.	0.40	
01/08/19	AHS	109	Review of documents and further diligence concerning ServisFirst liens and Clarksdale transaction.	1.10	
01/09/19	AHS	109	Call with counsel for ServisFirst re: Clarksdale issues.	0.50	
01/29/19	GAK	109	Work on objection re: exclusivity and derivative standing.	2.90	
		109	Research regarding lock up agreements and draft memo summarizing findings regarding same.	4.20	
TASK TOTAL 109				9.10	4,172.00

110 - LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

01/01/19	MDL	110	Exchange emails with G. Hirsch; review correspondence.	0.10	
01/04/19	AHS	110	Call with counsel for Debtors and S. Clapp re: ServisFirst issue, funding issues and address possible claims against ServisFirst.	0.90	
01/04/19	REB	110	Draft causes of action under Tennessee fraudulent transfer law.	1.70	
01/07/19	AHS	110	Review of documents in connection with ServisFirst complaint.	0.70	

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01/07/19	BM	110	Analysis of issues regarding adversary proceeding against ServisFirst.	1.40
01/09/19	AHS	110	Diligence concerning ServisFirst complaint, including calls with A. Wilen and review of documents re: same.	0.80
01/10/19	AHS	110	Review of draft ServisFirst complaint.	0.50
01/11/19	AHS	110	Email to Committee with draft ServisFirst complaint and follow up emails re: same.	0.80
01/15/19	AHS	110	Review and revise draft complaint against ServisFirst.	0.80
01/15/19	BM	110	Analysis and revisions of complaint against ServisFirst.	1.60
01/17/19	AHS	110	Emails re: service of complaint and send copy to Committee for review.	0.30
01/22/19	GAK	110	Research regarding issues relating to section 1121 of the Bankruptcy Code.	1.40
01/23/19	GAK	110	Research regarding 1121 and derivative standing issues. Work on exclusivity and standing motion.	3.80
		110	Work on exclusivity and standing motion.	4.90
01/24/19	GAK	110	Work on exclusivity and standing motion.	8.70
01/25/19	GAK	110	Work on derivative standing motion.	5.90
01/26/19	GAK	110	Research in connection with derivative standing motion.	3.20
01/27/19	GAK	110	Work on exclusivity termination/derivative standing motion.	2.70
01/28/19	GAK	110	Drafting motion to terminate exclusivity and seeking derivative standing.	5.60
01/29/19	GH	110	E-Mails with CHS's counsel.	0.20
01/30/19	GAK	110	Curea research regarding lockup agreements.	0.60
		110	Review SOFAs.	0.20

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110	Update motion for derivative standing and to terminate exclusivity.	0.50
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TASK TOTAL 110	47.30	21,071.80
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111 - AVOIDANCE ACTION LITIGATION

01/01/19	GH	111	Further drafting of Complaint against ServisFirst.	2.70
		111	Analysis of possible claim challenging Curae Guaranty to ServisFirst.	0.90
		111	E-Mail to A. Sherman and B. Mankovetskiy regarding claim against ServisFirst regarding Curae Guaranty.	0.10
01/02/19	GAK	111	Curae Fraudulent transfer research.	2.80
01/02/19	GH	111	Review cases regarding indirect benefits as a defense to fraudulent conveyance.	0.80
		111	Conference with B. Mankovetskiy regarding fraudulent conveyance issues.	0.60
		111	Review ServisFirst loan information and analyze.	1.80
		111	E-Mails with ServisFirst's counsel regarding documents needed.	0.20
		111	E-Mails with A. Wilen regarding USA accounts.	0.20
01/02/19	LFH	111	Confer with G. Hirsch regarding ServisFirst claim and cause of action issues.	0.20
		111	Confer with B. Mankovetskiy regarding ServisFirst litigation issues.	0.20
		111	Analyze ServisFirst litigation strategy.	0.30
		111	Confer with B. Mankovetskiy regarding ServisFirst litigation strategy.	0.20

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		111	Analyze ServisFirst claim and litigation issues.	0.90
01/02/19	MDL	111	Review correspondence and exchange e-mails with G. Hirsch; review documents.	0.40
01/03/19	BM	111	Analysis of issues regarding adversary proceeding against ServisFirst.	1.40
01/03/19	GH	111	Conference B. Mankovetskiy and L. Hammonds regarding ServisFirst issues.	0.40
		111	Review ServisFirst documents from Eisner.	0.80
		111	Review Complaint regarding ServisFirst.	0.80
		111	Further revisions to Complaint regarding ServisFirst.	0.60
01/03/19	LFH	111	Confer with G. Hirsch and B. Mankovetskiy regarding ServisFirst transaction issues.	0.50
		111	Analyze ServisFirst transactions and underlying documents, including loan agreements and closing statements.	1.30
01/04/19	BM	111	Research and analysis of issues in connection with complaint against ServisFirst.	2.30
01/04/19	GH	111	E-Mails with M. Leve regarding analysis of ServisFirst agreements.	0.20
		111	Review e-mail and material from M. Dardani regarding Russellville's reserve.	0.50
		111	Review grant language in Batesville, Amory and Clarksdale mortgages and other grants.	0.80
		111	Participation in telephone conference with Debtor's counsel.	0.40
		111	Review schedules to agreements received from counsel.	0.90

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01/04/19	LFH	111	Analyze ServisFirst complaint and cause of action issues.	0.60
		111	Call with Debtors' counsel and CEO, Silles team, and A. Wilen regarding ServisFirst transactions.	0.80
		111	Confer with G. Hirsch and B. Mankovetskiy regarding ServisFirst cause of action issues.	0.30
		111	Review and analyze draft ServisFirst complaint.	1.90
01/04/19	MDL	111	Review correspondence relating to ServisFirst; exchange e-mails with G. Hirsch regarding ServisFirst agreements.	0.30
		111	Internal conference with B. Mankovetskiy; review memo and documents.	0.20
		111	Review credit and security agreements; review lien filings, review mortgages, prepare memo regarding priority issue; e-mail to B. Mankovetskiy and A. Sherman.	0.90
		111	Review UCC provisions, exchange e-mails with B. Mankovetskiy and A. Sherman.	0.20
		111	Review Amory, Batesville and Clarkdale mortgages and related security agreements, documents and filings, analyze priority and fixtures issues.	0.80
01/05/19	MDL	111	Exchange emails with B. Mankovetskiy	0.10
01/06/19	BM	111	Analysis of documents in connection with preparation of complaint against ServisFirst.	1.30

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01/06/19	MDL	111	Review loan and security documentation, review and analyze question regarding allocation of purchase price between Amory and Batesville, prepare memo and email to B. Mankovetskiy.	1.70
01/07/19	BM	111	Analysis and revisions of complaint against ServisFirst.	1.30
01/07/19	GH	111	Conference with B. Mankovetskiy regarding loan histories.	0.30
		111	Conference with L. Hammonds regarding flow of ServisFirst funds.	0.40
		111	Review loan histories.	0.40
		111	Review Term Loan Amendment.	0.30
		111	Analysis of flow of funds to solve \$5 million gap.	0.80
01/07/19	LFH	111	Prepare ServisFirst complaint.	2.80
		111	Review and analyze case documents, including first day declaration and financing orders in preparation for ServisFirst complaint.	0.90
		111	Analyze ServisFirst cause of action issues.	1.20
		111	Review and analyze ServisFirst proof of claim and supporting documentation.	0.80
		111	Conferences with B. Mankovetskiy regarding ServisFirst loan and complaint issues.	0.60
		111	Conferences with G. Hirsch regarding ServisFirst loan and complaint issues.	0.40
		111	Research and analyze avoidance action issues.	1.40

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01/07/19	MDL	111	Review ServisFirst, CHS and MidCap documents; prepare memo, internal conference and e-mail exchanges with B. Mankovitskiy.	2.60
01/08/19	BM	111	Attend to complaint against ServisFirst.	1.60
01/08/19	GH	111	Conference with B. Mankovetskiy regarding ServisFirst issues.	0.30
		111	Conference with L. Hammonds regarding ServisFirst issues.	0.30
		111	Review and analysis of Clarksdale closing statements received.	0.90
01/08/19	LFH	111	Prepare ServisFirst complaint.	3.90
		111	Analyze pre- and post-petition ServisFirst transfers.	0.90
		111	Analyze state law avoidance issues.	0.70
		111	Analyze declaratory judgment issues.	0.60
		111	Conferences with B. Mankovetskiy regarding ServisFirst complaint.	0.30
		111	Conferences with G. Hirsch regarding ServisFirst complaint.	0.30
		111	Analyze ServisFirst 2014 and 2017 transactions and underlying documentation.	3.20
01/08/19	MDL	111	Review and analyze closing statements, memo and other documents; internal conference and e-mail exchanges with G. Hirsch.	1.50
01/09/19	BM	111	Analysis and revisions of draft complaint against ServisFirst.	1.70
01/09/19	GH	111	Analysis of new documents provided by counsel to ServisFirst.	0.80
01/09/19	LFH	111	Conferences with B. Mankovetskiy regarding ServisFirst complaint.	0.30

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		111	Conferences with G. Hirsch regarding ServisFirst complaint.	0.30
		111	Review and analyze ServisFirst loan documentation.	1.20
		111	Analyze ServisFirst loan transactions and related payments.	1.40
		111	Analyze ServisFirst causes of action.	0.90
		111	Prepare ServisFirst complaint.	6.90
01/09/19	MDL	111	Internal conference with G. Hirsch; review documents.	0.20
01/10/19	BM	111	Attend to complaint against ServisFirst.	1.30
01/10/19	GH	111	Review e-mail from M. Dardani regarding Complaint issues.	0.10
01/10/19	LFH	111	Revise ServisFirst complaint.	2.60
		111	Prepare summary and analysis of ServisFirst complaint and strategy for Committee.	2.50
		111	Analyze state law fraudulent transfer issues.	0.80
		111	Prepare ServisFirst complaint.	5.30
		111	Research and analyze equitable subordination issues.	0.90
		111	Review and analyze ServisFirst loan documents.	1.00
		111	Conferences with B. Mankovetskiy regarding ServisFirst complaint.	0.20
		111	Conferences with G. Hirsch regarding ServisFirst complaint.	0.20
01/11/19	BM	111	Attend to complaint against ServisFirst.	1.20
01/11/19	GH	111	Initial analysis of CHS issues.	0.80
01/11/19	LFH	111	Analyze ServisFirst cause of action issues.	0.80
		111	Revise ServisFirst complaint.	3.20

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01/14/19	BM	111	Attend to complaint against ServisFirst.	1.70
01/15/19	LFH	111	Analyze pre- and post-petition ServisFirst transfer and complaint exhibit issues.	1.20
		111	Revise ServisFirst complaint and supporting materials.	2.50
		111	Finalize ServisFirst complaint.	1.10
		111	Confer with Committee financial advisor regarding ServisFirst complaint and exhibit issues.	0.20
		111	Coordinate with co-counsel regarding ServisFirst complaint filing and service.	0.60
01/18/19	GH	111	E-Mails with A. Wilen regarding cases.	0.20
01/18/19	MDL	111	Review correspondence.	0.10
01/21/19	GH	111	Analysis of CHS potential issues.	1.30
		111	Telephone conference with A. Wilen and M. Leve regarding CHS' potential issues.	0.60
01/21/19	MDL	111	Several e-mail exchanges with M. Dardani and review documents in data room.	0.50
		111	Exchange several e-mails with G. Hirsch; review files and correspondence.	0.30
		111	Conference call with G. Hirsch, A. Wilen and M. Dardani.	0.60
01/22/19	GH	111	Telephone conference with M. Leve regarding CHS' SEC filings.	0.30
01/22/19	MDL	111	Internal conference with G. Hirsch, review documents.	0.40
01/23/19	GH	111	Review and analysis of available CHS transaction documents including loan agreements.	1.20
		111	Investigate CHS transaction services issues.	0.90
01/23/19	MDL	111	Internal conferences with G. Hirsch; exchange e-mails, review documents.	0.20

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		111	Additional e-mail exchanges with G. Hirsch and review files and data room.	0.40	
01/28/19	MDL	111	Exchange e-mails with G. Hirsch; review documents.	0.20	
01/29/19	MDL	111	Review correspondence and e-mail exchange; review documents.	0.20	
TASK TOTAL 111				110.30	51,631.80
113 - PLAN AND DISCLOSURE STATEMENT					
01/01/19	GH	113	Review and comment on Plan and Disclosure Statement provisions regarding causes of action.	0.80	
01/02/19	AHS	113	Further review and comment to plan and disclosure statement to address consolidation issues.	0.60	
01/02/19	BM	113	Analysis and revisions of draft plan and disclosure statement.	1.10	
		113	Research and analysis of issues regarding limited consolidation of the estates for plan purposes.	1.10	
01/02/19	GH	113	Review Plan and Disclosure Statement regarding Curae issues.	0.90	
01/02/19	LFH	113	Confer with A. Sherman and B. Mankovetskiy regarding disclosure statement issues.	0.20	
		113	Analyze plan effectuation issues.	0.50	
		113	Prepare motion for approval of disclosure statement.	1.60	
		113	Analyze plan issues.	0.80	
		113	Analyze disclosure statement issues.	0.90	

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		113	Revise plan and disclosure statement in light of G. Hirsch comments.	0.90
		113	Revise plan.	1.30
		113	Revise disclosure statement.	1.10
		113	Analyze plan solicitation issues.	0.40
01/03/19	LFH	113	Analyze solicitation and confirmation issues.	0.90
		113	Analyze solicitation and confirmation schedule issues.	0.40
		113	Analyze disclosure statement issues.	0.80
		113	Research and analyze disclosure statement and solicitation issues.	1.10
		113	Prepare disclosure statement motion.	3.70
		113	Prepare disclosure statement order and solicitation materials.	2.60
01/04/19	BM	113	Analysis and revisions of proposed draft joint plan and disclosure statement.	2.10
01/04/19	LFH	113	Revise solicitation materials.	1.40
		113	Analyze disclosure statement and solicitation issues.	0.70
		113	Prepare disclosure statement order.	1.20
		113	Prepare solicitation materials, including notices and ballots.	1.90
		113	Revise disclosure statement motion.	1.30
		113	Revise disclosure statement order.	1.10
01/07/19	LFH	113	Review and analyze ServisFirst transaction documents, including loan agreements, guaranties, notes, closing statements, and related documents.	3.20
01/08/19	BM	113	Attend to draft plan and disclosure statement.	2.20

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01/09/19	BM	113	Analysis of issues regarding Debtors' comments to proposed plan of liquidation.	0.80
01/14/19	AHS	113	Prepare for and attend call with counsel for Debtors re: plan issues and request for release.	0.40
01/14/19	BM	113	Analysis of issues regarding draft plan and disclosure statement.	1.40
		113	Call with Debtors' counsel regarding Debtors' request to include insider releases in the joint plan.	0.60
01/14/19	LFH	113	Review and analyze draft plan.	0.90
		113	Analyze plan revision issues.	1.20
		113	Revise plan.	3.10
01/15/19	BM	113	Attend to revisions of proposed plan, disclosure statement and motion to approve disclosure statement.	1.90
01/16/19	LFH	113	Revise plan.	1.40
		113	Revise disclosure statement.	1.20
		113	Revise disclosure statement motion.	1.10
01/17/19	BM	113	Attend to motion to approve disclosure statement, ballots and notices and proposed form of order.	1.20
		113	Analysis and revisions of proposed plan and disclosure statement.	1.60
01/17/19	LFH	113	Confer with B. Mankovetskiy regarding plan revision and solicitation issues.	0.20
		113	Revise plan.	3.30
		113	Revise disclosure statement motion, order, and solicitation materials.	2.90
		113	Revise disclosure statement.	1.80

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01/18/19	AHS	113	Review of revised plan and send to counsel for Debtors re; same (no releases); send email to Committee with proposed plan and disclosure statement and send draft liquidation analyses to counsel for Debtors.	0.80
01/18/19	BM	113	Attend to issues regarding proposed plan and disclosure statement.	0.80
01/18/19	LFH	113	Analyze liquidation analysis issues.	0.50
01/22/19	AHS	113	Review of plan and disclosure statement as filed by the Debtors and follow up call with D. Gordon re: same re: releases and legality of same.	0.80
		113	Email to Committee re: filing of plan and authorization to file motion to terminate exclusivity.	0.40
		113	Emails to counsel for Debtors re: document demand in connection with plan.	0.30
		113	Call with A. Wilen re: Debtors' plan.	0.30
01/22/19	BM	113	Attend to issues regarding liquidation analysis for proposed plan.	0.80
01/23/19	AHS	113	Call with UST re: Debtors' plan and issues contained therein.	0.30
		113	Calls and emails with Committee members re: motion to terminate exclusivity and next steps after Debtors' plan.	0.60
01/23/19	BM	113	Review and analysis of Debtors' filed plan and disclosure statement.	1.20
		113	Analysis regarding motion to terminate exclusivity in light of Debtors' filed plan seeking releases for insiders.	1.10
01/23/19	LFH	113	Analyze competing plan and plan revision issues.	0.70

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01/24/19	AHS	113	Call with counsel for ServisFirst re: plan issues, objection to fee application and potential resolution of adversary proceeding process.	0.40
01/25/19	AHS	113	Review of UST objection to disclosure statement.	0.20
		113	Drafting and revisions to motion to terminate exclusivity and review of 6th circuit law re: same and releases.	1.40
01/25/19	BM	113	Analysis of issues regarding Committee's motion to terminate exclusivity and for derivative standing.	1.40
		113	Analysis of UST's objection to Debtors' disclosure statement.	0.70
01/25/19	GH	113	Review Plan, Disclosure Statement and May 2017 Closing Statement regarding CHS issues.	1.60
01/28/19	AHS	113	Initial review and revisions to motion to terminate exclusivity.	1.20
		113	Draft and revise document demand in connection with motion to terminate and send out to counsel for Debtors.	1.10
01/28/19	BM	113	Attend to document demands to Debtors in connection with proposed plan.	0.50
01/29/19	AHS	113	Analysis and research re: potential plan structure and path toward consensual plan.	1.80
		113	Call from D. Thompson re: potential settlement of ServisFirst complaint and structure for consensual plan.	0.40
		113	Email to Committee re: motion to terminate exclusivity and emails in response.	0.80

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		113	Review and revise motion to terminate exclusivity and send to Committee for review and comment.	1.40
01/29/19	BM	113	Attend to motion to terminate exclusivity and for derivative standing.	1.20
01/29/19	LFH	113	Review and analyze motion to terminate exclusivity.	1.10
		113	Analyze insider causes of action for motion to terminate exclusivity.	0.70
		113	Revise motion to terminate exclusivity.	1.80
01/29/19	REB	113	Review plan and disclosure statement and related documents.	2.60
01/30/19	AHS	113	Email to counsel for Debtors re: discovery issues and lack of privilege with communications with insiders.	0.40
		113	Review and revise motion for expedited relief and send revised version for filing and service.	1.30
		113	Diligence and review of docket and documents re: motion to terminate exclusivity.	1.60
		113	Review of case law re: post-petition lock up agreements.	0.30
		113	Further review and revisions to motion to terminate and for derivative standing.	1.20
01/30/19	BM	113	Attend to motion to terminate exclusivity and for derivative standing.	1.10
01/30/19	LFH	113	Revise plan in light of debtor plan and U.S. Trustee objection.	2.90
01/31/19	AHS	113	Calls and emails to negotiate dates for motion to terminate/Debtors' DS and request to file Committee plan .	0.90

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113	Review of form of agreed order and emails re: same.	0.40	
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TASK TOTAL 113		100.80	48,989.50
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120 - DATA ANALYSIS

01/27/19	GH	120	Analysis of initial documents needed from CHS.	0.60	
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		120	Draft e-mail to CHS's counsel regarding documents needed.	0.40	
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01/29/19	GH	120	Investigate CHS/Quorum arbitration.	1.80	
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TASK TOTAL 120		2.80	1,590.40
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TOTAL FEES		317.80	\$152,262.70
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TOTAL FEES at Blended Rate of \$495		317.80	\$157,311.00
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TASK CODE SUMMARY

101	Asset Analysis and Recovery	5.50	2,924.00
102	Asset Disposition	31.30	16,703.00
103	Business Operations	0.60	327.00
104	Case Administration	2.60	1,308.20
105	Claims Administration and Objections	2.60	1,417.00
107	Fee/Employment Applications	1.90	798.00
108	Fee/Employment Objections	3.00	1,330.00
109	Financing	9.10	4,172.00
110	Litigation (Other than Avoidance Action Litigation)	47.30	21,071.80

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111	Avoidance Action Litigation	110.30	51,631.80
113	Plan and Disclosure Statement	100.80	48,989.50
120	Data Analysis	2.80	1,590.40
TOTAL FEES		317.80	\$152,262.70
TOTAL FEES at Blended Rate of \$495		317.80	\$157,311.00

FEE RECAP

AHS	Andrew H. Sherman	Member	\$595.00	34.20	20,349.00
GH	George R. Hirsch	Member	\$568.00	28.90	16,415.20
BM	Boris Mankovetskiy	Member	\$545.00	68.10	37,114.50
CHN	Charles H. Newman	Of Counsel	\$440.00	0.70	308.00
MDL	Marc D. Leve	Of Counsel	\$440.00	11.90	5,236.00
GAK	Gregory A. Kopacz	Associate	\$420.00	51.90	21,798.00
LFH	Lucas F. Hammonds	Of Counsel	\$420.00	112.10	47,082.00
REB	Rachel E. Brennan	Associate	\$396.00	10.00	3,960.00
TOTAL FEES			317.80		\$152,262.70
TOTAL FEES at Blended Rate of \$495			317.80		\$157,311.00

DISBURSEMENT DETAIL

E105

11/01/18	E105	Telephone (Court Solutions – telephonic court conference)	70.00
11/19/18	E105	Telephone	1.49
11/20/18	E105	Telephone (Court Solutions – telephonic court conference)	70.00
12/07/18	E105	Telephone (Court Solutions – telephonic court conference)	70.00
12/13/18	E105	Telephone (Court Solutions – telephonic court conference)	70.00
12/18/18	E105	Telephone (Court Solutions – telephonic court conference)	70.00

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01/03/19	E105	Telephone	2.34
01/21/19	E105	Telephone	11.40
E106			
12/06/18	E106	Online research	3.00
12/06/18	E106	Online research	3.00
12/06/18	E106	Online research	0.70
12/06/18	E106	Online research	0.20
12/06/18	E106	Online research	0.10
12/06/18	E106	Online research	0.10
12/06/18	E106	Online research	2.10
12/06/18	E106	Online research	3.00
12/06/18	E106	Online research	1.30
12/06/18	E106	Online research	0.40
12/06/18	E106	Online research	0.40
12/06/18	E106	Online research	0.50
12/06/18	E106	Online research	0.20
12/06/18	E106	Online research	0.40
12/06/18	E106	Online research	0.20
12/06/18	E106	Online research	0.40
12/06/18	E106	Online research	0.20
12/06/18	E106	Online research	0.40
12/06/18	E106	Online research	0.20
12/06/18	E106	Online research	0.40
12/13/18	E106	Online research	0.10
12/13/18	E106	Online research	3.00
12/13/18	E106	Online research	0.30
12/13/18	E106	Online research	0.40
12/13/18	E106	Online research	0.60
12/13/18	E106	Online research	0.30
12/13/18	E106	Online research	0.40

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12/13/18	E106	Online research	3.00
12/13/18	E106	Online research	3.00
12/13/18	E106	Online research	3.00
12/18/18	E106	Online research	3.00
12/18/18	E106	Online research	0.40
12/18/18	E106	Online research	0.30
12/18/18	E106	Online research	0.40
12/18/18	E106	Online research	1.00
12/18/18	E106	Online research	1.40
12/18/18	E106	Online research	0.30
12/18/18	E106	Online research	0.40
12/18/18	E106	Online research	3.00
12/18/18	E106	Online research	0.10
12/20/18	E106	Online research	0.10
12/20/18	E106	Online research	3.00
12/20/18	E106	Online research	3.00
12/26/18	E106	Online research	3.00
12/26/18	E106	Online research	1.00
12/26/18	E106	Online research	1.40
12/26/18	E106	Online research	0.30
12/26/18	E106	Online research	0.40
12/26/18	E106	Online research	0.40
12/26/18	E106	Online research	0.10
12/28/18	E106	Online research	3.00
12/28/18	E106	Online research	3.00
01/02/19	E106	Online research	0.88
01/02/19	E106	Online research	7.28
01/02/19	E106	Online research	52.34
01/02/19	E106	Online research	83.93

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01/02/19	E106	Online research	139.58
01/03/19	E106	Online research	17.46
01/03/19	E106	Online research	1.75
01/04/19	E106	Online research	2.88
01/07/19	E106	Online research	8.71
01/07/19	E106	Online research	0.43
01/10/19	E106	Online research	0.21
01/10/19	E106	Online research	8.73
01/22/19	E106	Online research	0.43
01/23/19	E106	Online research	1.79
01/23/19	E106	Online research	10.48
01/23/19	E106	Online research	34.89
01/24/19	E106	Online research	43.62
01/24/19	E106	Online research	1.99
01/25/19	E106	Online research	3.29
01/25/19	E106	Online research	0.66
01/25/19	E106	Online research	43.61
01/28/19	E106	Online research	0.22
01/28/19	E106	Online research	26.18
01/29/19	E106	Online research	1.97
01/29/19	E106	Online research	17.45
01/29/19	E106	Online research	20.99
E107			
01/03/19	E107	Pacer	0.70
01/03/19	E107	Pacer	2.80
01/03/19	E107	Pacer	3.00
01/03/19	E107	Pacer	0.80
01/03/19	E107	Pacer	3.00

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01/03/19	E107	Pacer	0.10
01/04/19	E107	Pacer	0.10
01/04/19	E107	Pacer	0.10
01/04/19	E107	Pacer	0.10
01/04/19	E107	Pacer	0.70
01/04/19	E107	Pacer	2.80
01/04/19	E107	Pacer	0.10
01/04/19	E107	Pacer	3.00
01/04/19	E107	Pacer	1.70
01/17/19	E107	Pacer	1.90
01/17/19	E107	Pacer	3.00
01/17/19	E107	Pacer	3.00
01/17/19	E107	Pacer	3.00
01/17/19	E107	Pacer	3.00
01/18/19	E107	Pacer	0.10
01/18/19	E107	Pacer	0.10
01/18/19	E107	Pacer	0.10
01/18/19	E107	Pacer	3.00
01/18/19	E107	Pacer	3.00
01/18/19	E107	Pacer	3.00
01/18/19	E107	Pacer	0.10
01/18/19	E107	Pacer	0.20
01/18/19	E107	Pacer	0.10
01/18/19	E107	Pacer	0.20
01/18/19	E107	Pacer	3.00
01/18/19	E107	Pacer	0.10
01/18/19	E107	Pacer	0.10
01/23/19	E107	Pacer	3.00
01/23/19	E107	Pacer	3.00

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01/23/19	E107	Pacer	2.30
01/23/19	E107	Pacer	3.00
01/23/19	E107	Pacer	3.00
01/23/19	E107	Pacer	0.10
01/23/19	E107	Pacer	3.00
01/23/19	E107	Pacer	0.30
01/23/19	E107	Pacer	3.00
01/23/19	E107	Pacer	0.40
01/23/19	E107	Pacer	3.00
01/23/19	E107	Pacer	3.00
01/23/19	E107	Pacer	0.30
01/23/19	E107	Pacer	3.00
01/23/19	E107	Pacer	3.00
01/23/19	E107	Pacer	0.40
01/23/19	E107	Pacer	0.20
01/24/19	E107	Pacer	0.60
01/24/19	E107	Pacer	2.50
01/24/19	E107	Pacer	0.30
01/24/19	E107	Pacer	3.00
01/24/19	E107	Pacer	1.80
01/24/19	E107	Pacer	0.70
01/24/19	E107	Pacer	3.00
01/24/19	E107	Pacer	3.00
01/24/19	E107	Pacer	0.20
01/24/19	E107	Pacer	0.10
01/24/19	E107	Pacer	0.10
01/24/19	E107	Pacer	2.30
01/24/19	E107	Pacer	0.10

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01/24/19	E107	Pacer	0.30
01/26/19	E107	Pacer	3.00
01/26/19	E107	Pacer	0.30
01/26/19	E107	Pacer	3.00
01/26/19	E107	Pacer	3.00
01/27/19	E107	Pacer	3.00
01/27/19	E107	Pacer	3.00
01/27/19	E107	Pacer	3.00
01/27/19	E107	Pacer	2.10
01/27/19	E107	Pacer	3.00
01/28/19	E107	Pacer	3.00
01/28/19	E107	Pacer	3.00
01/28/19	E107	Pacer	0.10
01/28/19	E107	Pacer	1.80
01/28/19	E107	Pacer	3.00
01/28/19	E107	Pacer	3.00
01/29/19	E107	Pacer	3.00
01/29/19	E107	Pacer	0.30
01/29/19	E107	Pacer	3.00
01/29/19	E107	Pacer	0.50
01/29/19	E107	Pacer	0.20
01/29/19	E107	Pacer	0.30
01/29/19	E107	Pacer	1.70
01/29/19	E107	Pacer	0.10
01/29/19	E107	Pacer	0.10
01/29/19	E107	Pacer	3.00
01/29/19	E107	Pacer	0.10
01/29/19	E107	Pacer	0.10
01/29/19	E107	Pacer	0.10

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01/29/19	E107	Pacer	3.00
01/29/19	E107	Pacer	3.00
01/30/19	E107	Pacer	0.10
01/30/19	E107	Pacer	3.00
01/30/19	E107	Pacer	1.90
01/31/19	E107	Pacer	3.00
01/31/19	E107	Pacer	3.00
01/31/19	E107	Pacer	0.10
E109			
11/26/18	E109	Local travel (taxi)	14.17
11/26/18	E109	Local travel (taxi)	17.61
11/27/18	E109	Local travel (taxi)	17.50
11/27/18	E109	Local travel (taxi)	11.88
01/10/19	E109	Local travel (taxi)	18.86
01/11/19	E109	Local travel (taxi)	39.80
01/11/19	E109	Local travel (taxi)	80.90
01/15/19	E109	Local travel (train)	9.40
E110			
11/14/18	E110	Out-of-town travel (airfare)	988.80
11/27/18	E110	Local travel (lodging)	447.85
E111			
11/27/18	E111	Meals (travel)	7.92
11/27/18	E111	Meals (travel)	5.45
TOTAL DISBURSEMENTS			\$2,784.72

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DISBURSEMENT RECAP

Code	Description	Units	Total
E105	Telephone	8.00	365.23
E106	Online research	623.00	591.45
E107	Pacer	100.00	167.90
E109	Local travel (taxi, train)	8.00	210.12
E110	Local travel (airfare, lodging)	2.00	1,436.65
E111	Meals (travel)	2.00	13.37
TOTAL DISBURSEMENTS			\$2,784.72
TOTAL THIS INVOICE			\$155,047.42*

*Total includes fees at *Discounted Rate*. Per Retention Application, lesser of fees at *Discounted Rates* (**\$152,262.70**) and fees at *Blended Rate* of \$495 (**\$157,311.00**) apply.

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Official Unsecured Creditors Committee of Curae Health, Inc.
Medhost, Inc.
6550 Carothers Parkway, Suite 160
Franklin, TN 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS
101 - ASSET ANALYSIS AND RECOVERY.				
02/06/19	BM	101	Analysis regarding investigation of Debtors' transactions with Strategic.	0.70
02/07/19	BM	101	Analysis of issues regarding Debtors' D&O policy.	0.90
02/08/19	BM	101	Analysis regarding potential causes of action proposed to be released under Debtors' proposed plan.	1.70
02/13/19	BM	101	Analysis of issues in connection with CHS investigation.	1.10
02/19/19	BM	101	Analysis regarding standards of liability and immunities under TN nonprofit act.	1.20
		101	Analysis of issues regarding potential claims CHS and D&Os in connection with revenue cycle failures.	1.10
02/22/19	BM	101	Analysis of issues regarding recovery of accounts receivable failed to be billed and/or transferred pursuant to CHS TSA.	0.90
02/26/19	LFH	101	Research and analyze tort claim and cause of action assignability issues.	1.30

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02/28/19	BM	101	Meeting with Debtors' professionals and CHS's professionals regarding revenue cycle failures in connection with CHS's TSA with the Debtors.	0.60	
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TASK TOTAL 101				9.50	5,015.00
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102 - ASSET DISPOSITION

02/04/19	BM	102	Analysis regarding proposed orders resolving cure objections.	0.60	
02/05/19	AHS	102	Research and review of case law re: debtor release of third parties.	1.10	
02/07/19	BM	102	Attend to proposed APA for transfer of Clarksdale to CHS.	1.30	
02/27/19	BM	102	Analysis regarding appraisal of personal property at Clarksdale and APA issues.	0.80	
02/28/19	AHS	102	Calls and emails with counsel for Debtors re: Batesville closing issues and follow up re: same.	0.80	
02/28/19	BM	102	Attend to issues regarding Progressive's failure to proceed with closing of Batesville sale.	1.60	

TASK TOTAL 102				6.20	3,474.00
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103 - BUSINESS OPERATIONS

02/19/19	AHS	103	Call with MedHost re: receivable collection issues, call to counsel for Debtors re: same and to UST re: issues.	0.80	
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103	Follow up with A. Wilen re: receivable issues and scheduling meeting with A. Wilen and MedHost.	0.40
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TASK TOTAL 103	1.20	714.00
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104 - CASE ADMINISTRATION

02/13/19	BM	104	Analysis regarding MDOM's motion to convert the cases.	1.10
02/19/19	REB	104	Research re: immunity issues.	1.70
02/21/19	REB	104	Draft Wilen declaration in support of exclusivity termination/standing motion.	5.90
		104	Review filings re: Debtors' plan and disclosure statement, exclusivity, and committee standing.	2.40

TASK TOTAL 104	11.10	4,559.50
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105 - CLAIMS ADMINISTRATION AND OBJECTIONS

02/05/19	BM	105	Attend to issues regarding investigation of potential claims against CHS.	1.40
02/07/19	BM	105	Analysis of issues regarding investigation of potential claims against CHS.	1.20
02/08/19	BM	105	Analysis of issues regarding investigation of CHS's liens and claims.	1.10
02/15/19	AHS	105	Emails re: MS motion for admin. claim and motion to dismiss.	0.20
02/18/19	BM	105	Analysis regarding MHAP payments and MDOM's claims.	0.80
02/25/19	BM	105	Analysis of documents in connection with CHS investigation.	0.90

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02/28/19	BM	105	Meeting with Debtors professionals and MDOM regarding MDOM's claims, the estates' claims against MDOM and potential resolution of same.	0.80	
		105	Meeting with ServisFirst's professionals regarding Committee's adversary proceeding against ServisFirst and potential global resolution.	0.90	
TASK TOTAL 105				7.30	3,988.50

107 - FEE/EMPLOYMENT APPLICATIONS

02/04/19	GAK	107	Communications with local counsel regarding upcoming hearing.	0.30	
TASK TOTAL 107				0.30	126.00

110 - LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

02/05/19	GH	110	E-Mails with M. Leve regarding CHS document review.	0.10	
02/07/19	GH	110	Review e-mail from CHS's counsel.	0.10	
02/11/19	GH	110	E-Mails with counsel to CHS.	0.20	
02/15/19	GH	110	Attention to CHS issue.	0.60	
02/18/19	GH	110	Conference with B. Mankovetskiy regarding status of CHS investigation.	0.20	
02/19/19	GH	110	Work on CHS issues.	0.70	
		110	Work on CHS Complaint.	0.90	
02/20/19	AHS	110	Initial review of ServisFirst answer.	0.20	
02/20/19	GH	110	Initial review of ServisFirst Answer.	0.30	

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		110	Telephone conference with M. Dardani regarding accounting information; work on ServisFirst Complaint.	0.10	
02/22/19	GH	110	Work on Complaint.	0.80	
02/25/19	GH	110	Work on Complaint.	0.80	
		110	E-Mails with counsel to CHS.	0.20	
		110	Telephone conference with M. Leve regarding miscellaneous issues.	0.30	
02/26/19	GH	110	Work on Complaint regarding CHS.	1.30	
02/27/19	GH	110	Work on Complaint regarding CHS.	2.30	
02/28/19	GH	110	Work on Complaint regarding CHS.	0.70	
		110	Telephone conference with M. Leve regarding CHS' UCC regarding Clarksdale.	0.30	

TASK TOTAL 110 10.10 5,742.20

111 - AVOIDANCE ACTION LITIGATION

02/06/19	AHS	111	Review of payments to Strategic and analysis re: same.	0.30	
02/20/19	BM	111	Analysis of ServisFirst's answer to complaint.	0.40	

TASK TOTAL 111 0.70 396.50

113 - PLAN AND DISCLOSURE STATEMENT

02/01/19	LFH	113	Revise disclosure statement.	1.50	
02/05/19	AHS	113	Call with Eisner and to counsel for Debtors re: inability to receive documents and follow up emails re: same.	0.40	
02/05/19	GAK	113	Research regarding releases; work on disclosure statement objection.	3.20	

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02/06/19	AHS	113	Call with US Trustee re: issues relating to Debtors plan (proposed releases) and further review of case law re: same.	0.70
		113	Call with D. Thompson re: potential resolution of ServisFirst issues and waterfall issues.	0.40
02/06/19	BM	113	Call with UST regarding objections to Debtors' proposed plan and disclosure statement.	0.70
		113	Analysis regarding Committee's objection to Debtors' proposed disclosure statement.	0.70
02/06/19	GAK	113	Draft disclosure statement objection and conducting related research.	6.20
02/07/19	AHS	113	Call with counsel for Debtors re: plan and release issues and follow up re: same.	0.80
		113	Review of email from UST re: plan and release issues and call re: same.	0.40
		113	Research and diligence concerning plan and release issues.	1.20
02/07/19	BM	113	Attend to resolution of issues regarding consensual briefing schedule for Debtors' disclosure statement motion and Committee's motion to terminate exclusivity.	0.40
02/07/19	GAK	113	Work on Disclosure Statement Objection.	1.60
02/08/19	AHS	113	Review of documents in connection with plan issues.	0.30
		113	Call with A. Wilen re: plan structure and waterfall.	0.30
02/10/19	GAK	113	Communications with A. Sherman regarding release issues.	0.20
02/11/19	AHS	113	Research re: DS objection issues and follow up re: same re: working draft.	0.80

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02/11/19	GAK	113	Draft disclosure statement objection.	3.60
02/11/19	REB	113	Review termination of exclusivity motion.	1.20
02/12/19	BM	113	Attend to objection to Debtors' proposed disclosure statement.	1.20
02/12/19	GAK	113	Research in connection with Disclosure Statement objection.	0.80
02/12/19	REB	113	Research re: terminating exclusivity,	3.70
02/13/19	GAK	113	Research regarding exculpation and injunction issues; revise Disclosure Statement Objection.	4.50
02/13/19	LFH	113	Analyze plan and disclosure statement issues.	0.90
		113	Analyze disclosure statement approval issues.	0.60
02/13/19	REB	113	Exclusivity termination research.	2.30
02/14/19	AHS	113	Further review and revisions to disclosure statement objection.	0.40
02/14/19	GAK	113	Revise disclosure statement objection based on comments of team.	2.10
		113	Research regarding Debtor releases.	2.70
02/14/19	REB	113	Research re: termination of exclusivity issues.	0.70
02/18/19	AHS	113	Address disclosure statement objection and calls with TN counsel re: same.	0.40
02/18/19	BM	113	Analysis of Debtors' filed projected recovery analysis.	0.40
		113	Attend to objection to Debtors' disclosure statement.	0.70
		113	Analysis regarding reply to Debtors' objection to motion to terminate exclusivity.	0.90

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02/18/19	GAK	113	Draft email to committee members regarding case status, upcoming deadlines and strategic considerations.	0.40
		113	Incorporate client's comments regarding disclosure statement objection.	0.90
02/18/19	REB	113	Draft reply in support of exclusivity termination/standing.	1.60
02/19/19	BM	113	Attend to objection to Debtors' proposed Disclosure Statement.	0.60
02/19/19	GAK	113	Review exhibit B to disclosure statement; review briefing schedule and upcoming hearing agenda.	0.30
02/20/19	AHS	113	Calls with A. Wilen and MedHost re: collection issues and review of documents re: same.	1.10
02/20/19	REB	113	Research re: reply in support of exclusivity termination/standing.	4.10
02/21/19	AHS	113	Review of pleadings filed by Debtors, calls to Debtors' counsel re: same and initial review of case law cited by Debtors.	0.80
02/21/19	GAK	113	Review CHS, MEDHOST and MSDOM disclosure statement objections.	0.40
		113	Review debtors' response to discovery request.	0.10
		113	Review debtors' response to exclusivity termination.	0.90
		113	Review debtors' response to the UST's disclosure statement objection.	0.40
		113	Research regarding privilege issues.	2.10
02/21/19	LFH	113	Review and analyze CHS objection to debtor disclosure statement.	0.50
		113	Analyze disclosure statement and plan issues.	0.60

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02/21/19	REB	113	Draft reply in support of exclusivity termination/standing motion.	1.40
02/22/19	AHS	113	Further review of Debtors' response to plan and disclosure statement and review of case law re: same.	0.70
		113	Review and revise plan language for possible compromise of plan issues.	0.40
		113	Calls and emails with counsel for Debtors and UST re: possible resolution of plan issues and follow up re: same.	0.80
		113	Email to Committee re: plan issues and potential settlement.	0.30
02/22/19	BM	113	Attend to revisions of proposed joint plan and disclosure statement.	1.80
		113	Prepare a memo to Committee regarding proposed settlement of Committee's objections to Debtors' disclosure statement and proposed plan.	0.60
		113	Attend to Wilen declaration in support of motion for standing and to terminate exclusivity.	0.80
		113	Attend to Committee's reply in further support of motion to terminate exclusivity.	1.10
		113	Analysis of filed objections to Debtors' proposed disclosure statement.	0.90
		113	Analysis regarding Debtors' assertions of privilege and document productions in response to Committee's discovery requests.	0.80
		113	Analysis of issues regarding Debtors' reply to UST's objection to disclosure stamen.	1.20

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		113	Analysis of Debtors' objection to Committee's motion to terminate exclusivity.	0.60
		113	Attend to issues regarding potential resolution of Committee's objections to Debtors' disclosure statement.	1.30
		113	Analysis of issues regarding TN non-profit corporation act.	1.30
02/22/19	GAK	113	Research regarding privilege issues.	0.30
02/22/19	LFH	113	Revise plan.	1.90
		113	Analyze confirmation issues.	0.60
		113	Review and analyze filed plan, disclosure statement, and proposed disclosure statement motion.	1.60
		113	Analyze plan and disclosure statement revision issues.	1.30
02/22/19	REB	113	Revise exculpation and release language.	2.50
		113	Research re: plan release and exculpation provisions.	4.60
02/24/19	LFH	113	Review and analyze debtor response to U.S. Trustee disclosure statement objection.	0.90
		113	Analyze proposed plan release language.	0.50
		113	Analyze proposed plan revisions from debtor and committee counsel.	0.80
		113	Analyze filed plan, disclosure statement, and proposed disclosure statement order.	0.90
		113	Compare filed debtor plan to last joint plan draft and analyze revision issues.	1.10
		113	Analyze disclosure statement approval and solicitation schedule issues.	0.60
		113	Revise plan.	3.50

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02/25/19	AHS	113	Prepare for and attend call with Committee re: plan update and next steps.	0.80
		113	Calls and emails with counsel for Debtors and other parties re: plan and release issues and collection of Clarksdale receivables.	0.70
		113	Further calls and emails re: plan release issues.	0.30
02/25/19	BM	113	Attend to revisions of proposed plan and disclosure statement based on proposed resolution of Committee's objections.	1.40
		113	Analysis of scope of proposed releases under the plan in light of TN nonprofit act.	0.80
		113	Draft an update report to Committee regarding proposed resolution of Committee's objections and joint plan of liquidation.	0.40
02/25/19	LFH	113	Analyze plan revision issues.	0.70
		113	Revise disclosure statement.	4.60
		113	Analyze filed disclosure statement order and proposed schedule.	0.70
		113	Analyze disclosure statement revision issues.	0.90
		113	Revise plan.	1.30
02/25/19	REB	113	Review emails re: revised release and exculpation language.	0.50
		113	Review revised proposed joint plan.	0.80
02/26/19	AHS	113	Review of revised form of plan and disclosure statement and have circulated for review and comment.	0.60
		113	Review of case law re: assignment of tort claims and follow up calls re: same.	0.50

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02/26/19	BM	113	Analysis regarding assignability of tort claims under TN law.	0.70
		113	Attend to issues regarding joint plan of liquidation and disclosure statement.	1.70
02/26/19	LFH	113	Confer with R. Brennan regarding cause of action preservation and assignability issues.	0.30
		113	Prepare summary of plan structure issues.	0.60
		113	Revise plan and disclosure statement.	0.80
		113	Analyze plan structure issues.	1.60
02/26/19	REB	113	Review D&O assignment issues under Tennessee law.	1.90
		113	Review revised Plan and DS.	1.60
02/27/19	BM	113	Attend to revisions to proposed plan and disclosure statement.	0.90
		113	Prepare for hearing to approve disclosure statement.	1.10
		113	Attend to proposed form of order approving disclosure statement and related relief.	0.50
02/27/19	LFH	113	Analyze solicitation requirements and schedule issues.	0.80
		113	Review and analyze filed disclosure statement order and solicitation materials.	0.90
		113	Analyze disclosure statement order revision issues.	0.80
		113	Analyze solicitation and confirmation issues.	0.60
		113	Revise disclosure statement order and solicitation materials.	2.90
02/27/19	REB	113	Review revised Curae DS and Plan.	0.80

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02/28/19	AHS	113	Prepare for and attend hearing re: disclosure statement approval and sale status issues and follow up meetings with parties re: resolution of Clarksdale issues and CHS issues.	2.70	
02/28/19	BM	113	Appear at hearing to approve disclosure statement.	1.20	
02/28/19	LFH	113	Attention to plan, disclosure statement, and disclosure statement order finalization issues.	0.80	
TASK TOTAL 113				135.00	61,887.70

118 - BUSINESS ANALYSIS

02/01/19	GH	118	E-Mails with CHS's counsel regarding documents requested.	0.20	
02/05/19	GH	118	Work on CHS analysis.	1.80	
		118	E-Mails to CHS' counsel regarding documents requested.	0.20	
02/06/19	GH	118	Review miscellaneous documents from CHS' counsel including appraisal and Asset Purchase Agreement.	1.10	
02/07/19	GH	118	Initial review of latest documents from CHS's counsel.	0.80	
02/11/19	GH	118	Continuing review and analysis of CHS documents.	1.10	
02/13/19	GH	118	Review new documents from CHS's counsel.	0.50	
		118	E-Mail to CHS's counsel regarding document issues.	0.20	
		118	E-Mail and share file with A. Wilen and M. Dardani regarding CHS.	0.40	

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02/22/19	GH	118	E-Mails with CHS' counsel regarding documents.	0.20	
		118	Review CHS Asset Purchase Agreement.	0.60	
02/25/19	GH	118	Review memo from M. Leve regarding CHS's documents.	0.40	
		118	Review original Asset Purchase Agreement.	0.40	
		118	Review appraisals.	0.40	
02/28/19	GH	118	Review price allocation.	0.30	
			TASK TOTAL 118	8.60	4,884.80

120 - DATA ANALYSIS

02/07/19	MDL	120	Review correspondence.	0.10	
02/11/19	MDL	120	Exchange emails with G. Hirsch review correspondence and documents.	0.10	
			TASK TOTAL 120	0.20	88.00

121 - LITIGATION CONSULTING

02/01/19	MDL	121	Exchange e-mails with G. Hirsch, review correspondence, review data room, down load documents, review index.	0.40	
02/05/19	MDL	121	Review correspondence; exchange e-mails with G. Hirsch; review closing binder index.	0.40	
02/06/19	MDL	121	Internal conferences and e-mails exchanges with G. Hirsch; review Curae CHS documents, closing index and other documents.	0.90	
02/13/19	MDL	121	Exchange emails with G. Hirsch, review correspondence.	0.20	

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		121	Review documents; additional; internal conferences with G. Hirsch.	0.30
		121	Review documents, internal conference and e-mail exchanges with G. Hirsch.	0.40
02/19/19	MDL	121	Internal conference with G. Hirsch	0.10
02/20/19	MDL	121	Review Clarksdale documents; work on memo.	1.30
02/22/19	MDL	121	Internal conference with G. Hirsch; review correspondence.	0.30
02/23/19	MDL	121	Review closing documents from CHS transaction and related financing documents; work on memo.	0.70
02/24/19	MDL	121	Review closing documents from CHS transaction and related financing documents; prepare memo.	3.60
02/25/19	MDL	121	Review correspondence with R. Stair and others; revise and work on report, complete report, e-mail to G. Hirsch.	1.80
		121	Review documents, correspondence and security documents, internal conferences and e-mail exchanges with G. Hirsch.	0.80
02/26/19	MDL	121	Review documents, exchange e-mail with G. Hirsch.	0.20
		121	Complete insert; review warrant deeds, loan agreements; notes, financing statement and other security documents, review comments and memo; internal conferences and e-mail exchanges with G. Hirsch.	1.30
02/27/19	MDL	121	Internal conference with G. Hirsch; review documents	0.20
		121	Review UCC and security grant language, review documents, exchange several emails with G. Hirsch.	0.50

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02/28/19	MDL	121	Review e-mails and documents; internal conference with G. Hirsch.	0.30	
			TASK TOTAL 121	13.70	6,028.00
			TOTAL FEES	203.90	\$96,904.20
			TOTAL FEES at Blended Rate of \$495	203.90	\$100,930.50

TASK CODE SUMMARY

101	Asset Analysis and Recovery	9.50	5,015.00
102	Asset Disposition	6.20	3,474.00
103	Business Operations	1.20	714.00
104	Case Administration	11.10	4,559.50
105	Claims Administration and Objections	7.30	3,988.50
107	Fee/Employment Applications	0.30	126.00
110	Litigation (Other than Avoidance Action Litigation)	10.10	5,742.20
111	Avoidance Action Litigation	0.70	396.50
113	Plan and Disclosure Statement	135.00	61,887.70
118	Business Analysis	8.60	4,884.80
120	Data Analysis	0.20	88.00
121	Litigation Consulting	13.70	6,028.00
	TOTAL FEES	203.90	\$96,904.20
	TOTAL FEES at Blended Rate of \$495	203.90	\$100,930.50

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FEE RECAP

AHS	Andrew H. Sherman	Member	\$595.00	19.60	11,662.00
GH	George R. Hirsch	Member	\$568.00	18.50	10,508.00
BM	Boris Mankovetskiy	Member	\$545.00	45.80	24,961.00
MDL	Marc D. Leve	Of Counsel	\$440.00	13.90	6,116.00
GAK	Gregory A. Kopacz	Associate	\$420.00	31.00	13,020.00
LFH	Lucas F. Hammonds	Of Counsel	\$420.00	37.40	15,708.00
REB	Rachel E. Brennan	Associate	\$396.00	37.70	14,929.20

TOTAL FEES

203.90

\$96,904.20

TOTAL FEES at Blended Rate of \$495

203.90

\$100,930.50

DISBURSEMENT DETAIL

E107

02/05/19	E107	Pacer	3.00
02/05/19	E107	Pacer	3.00
02/05/19	E107	Pacer	2.10
02/05/19	E107	Pacer	3.00
02/05/19	E107	Pacer	1.80
02/05/19	E107	Pacer	3.00
02/05/19	E107	Pacer	3.00
02/05/19	E107	Lexis	2.19
02/05/19	E107	Lexis	32.47
02/06/19	E107	Pacer	3.00
02/06/19	E107	Pacer	3.00
02/06/19	E107	Pacer	0.10
02/12/19	E107	Lexis	0.54
02/12/19	E107	Lexis	21.66

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02/13/19	E107	Lexis	0.28
02/13/19	E107	Lexis	0.83
02/13/19	E107	Pacer	3.00
02/13/19	E107	Pacer	0.10
02/14/19	E107	Pacer	3.00
02/14/19	E107	Pacer	0.10
02/14/19	E107	Lexis	1.91
02/18/19	E107	Lexis	0.81
02/18/19	E107	Pacer	3.00
02/18/19	E107	Pacer	0.40
02/18/19	E107	Pacer	0.50
02/18/19	E107	Pacer	0.10
02/19/19	E107	Lexis	10.83
02/19/19	E107	Lexis	5.20
02/19/19	E107	Pacer	3.00
02/19/19	E107	Pacer	0.30
02/19/19	E107	Pacer	0.50
02/21/19	E107	Lexis	0.27
02/22/19	E107	Lexis	64.97
02/26/19	E107	Lexis	5.54
04/04/19	E107	Pacer	3.00
04/04/19	E107	Pacer	2.00
04/04/19	E107	Pacer	1.90
04/04/19	E107	Pacer	3.00
04/04/19	E107	Pacer	3.00
04/04/19	E107	Pacer	1.60
04/04/19	E107	Pacer	1.80
04/04/19	E107	Pacer	0.30
04/04/19	E107	Pacer	1.80

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04/04/19	E107	Pacer	0.50
04/04/19	E107	Pacer	0.30
04/04/19	E107	Pacer	1.90
04/04/19	E107	Pacer	0.30
04/04/19	E107	Pacer	3.00
04/04/19	E107	Pacer	0.10
04/04/19	E107	Pacer	0.20
04/04/19	E107	Pacer	0.20
04/04/19	E107	Pacer	0.20
04/04/19	E107	Pacer	0.20
04/04/19	E107	Pacer	0.20
04/04/19	E107	Pacer	2.00
04/04/19	E107	Pacer	1.90
04/04/19	E107	Pacer	3.00
04/04/19	E107	Pacer	3.00
04/04/19	E107	Pacer	1.90
04/04/19	E107	Pacer	1.70
04/04/19	E107	Pacer	2.00
04/04/19	E107	Pacer	0.10
04/10/19	E107	Pacer	0.10
04/10/19	E107	Pacer	3.00
04/24/19	E107	Pacer	3.00
04/24/19	E107	Pacer	1.70
04/24/19	E107	Pacer	0.80
04/24/19	E107	Pacer	0.70
04/24/19	E107	Pacer	0.30
04/24/19	E107	Pacer	0.40
04/25/19	E107	Pacer	0.30

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04/25/19	E107	Pacer	0.30
04/25/19	E107	Pacer	0.50
04/25/19	E107	Pacer	1.20
04/25/19	E107	Pacer	0.40
04/25/19	E107	Pacer	3.00
04/29/19	E107	Pacer	3.00
04/30/19	E107	Pacer	0.10
04/30/19	E107	Pacer	3.00
04/30/19	E107	Pacer	0.20
04/30/19	E107	Pacer	3.00
04/30/19	E107	Pacer	3.00
04/30/19	E107	Pacer	2.30

E109			
02/28/19	E109	Local travel (taxi)	17.20

TOTAL DISBURSEMENTS **\$275.30**

DISBURSEMENT RECAP

Code	Description	Units	Total
E107	Lexis	84.00	258.10
E109	Local travel (taxi)	1.00	17.20

TOTAL DISBURSEMENTS **\$275.30**

TOTAL THIS INVOICE **\$97,179.50***

*Total includes fees at *Discounted Rate*. Per Retention Application, lesser of fees at *Discounted Rates* (\$96,904.20) and fees at *Blended Rate* of \$495 (\$100,930.50) apply.

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Official Unsecured Creditors Committee of Curae Health, Inc.
Medhost, Inc.
6550 Carothers Parkway, Suite 160
Franklin, TN 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS	
101 - ASSET ANALYSIS AND RECOVERY					
03/04/19	BM	101	Analysis of issues regarding Russellville DSR and DSH payments.	0.90	
03/13/19	BM	101	Analysis of issues regarding investigation of potential claims against Novant.	0.60	
		101	Attend to issues regarding investigation of potential claims against CHS.	0.70	
03/14/19	BM	101	Attend to brief regarding rights and claims to the DSR.	1.20	
03/25/19	REB	101	Research re: DOM motion and reply.	4.60	
TASK TOTAL 101				8.00	3,674.60
102 - ASSET DISPOSITION					
03/01/19	BM	102	Attend to issues in connection with purchaser's breach of Panola APA.	2.20	
		102	Appear at telephonic status hearing regarding Batesville.	0.70	
		102	Prepare a status update to Committee regarding Batesville sale issues.	0.40	

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		102	Analysis of issues regarding authorizing Progressive's temporary operation of Panola hospital until further order of the Court and potential alternatives for disposition of Panola.	1.80
03/01/19	LFH	102	Analyze Batesville emergency order issues.	0.60
		102	Prepare and revise Batesville emergency order.	2.60
03/02/19	BM	102	Attend to proposed revisions of emergency order regarding Panola.	1.30
03/03/19	AHS	102	Calls and emails in advance of hearing re: Batesville and form of proposed order.	0.40
03/03/19	BM	102	Attend to issues regarding form of emergency order authorizing temporary operations by Progressive.	1.40
03/03/19	LFH	102	Analyze Batesville emergency order issues.	0.60
03/04/19	AHS	102	Prepare for and attend hearing/status conference re: breach by purchaser and potential closure of Batesville.	6.80
03/04/19	BM	102	Attend to issues regarding alternative options for disposition of Batesville hospital in light of purchaser's lack of financing.	1.60
03/04/19	LFH	102	Analyze Batesville emergency order issues.	0.70
03/05/19	AHS	102	Calls with D. Gordon and to A. Wilen re: next steps in light of status conference and failure to close and preparation of budget for use of cash collateral.	0.60
03/06/19	BM	102	Attend to issues regarding disposition of Panola hospital.	1.30
		102	Attend to form of order regarding Panola based on outcome of hearing.	0.60
03/08/19	AHS	102	Address budget issues for cash collateral.	0.40

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		102	Calls and emails re: update on Batesville sale possibility.	0.30
		102	Address issues re: status report to Court and strategy for upcoming hearing.	0.30
		102	Review of filed status report and cash collateral motion.	0.40
03/11/19	AHS	102	Calls with Debtors counsel in advance of hearing and prepare for hearing re: potential closure of Batesville.	1.40
03/11/19	BM	102	Analysis of issues regarding proposed amended APA for Panola.	1.40
		102	Attend to issues regarding disposition of Batesville.	1.70
03/12/19	AHS	102	Attend meetings with Debtors counsel (including calls with parties in preparation for hearing) and attend hearing re: Batesville sale, payment of DIP obligations and use of cash collateral.	6.60
03/12/19	BM	102	Attend to issues regarding proposed amendment to Panola APA and resolution of objections thereto.	2.20
		102	Appear at emergency hearing to approve amended Panola APA and Debtors' motion to repay MidCap and authorize continued use of cash collateral.	1.90
03/13/19	AHS	102	Review, revise form of order re: Batesville sale and emails re: same.	1.10
03/13/19	BM	102	Analysis regarding amendment to Batesville APA and order approving same.	1.10
		102	Attend to issues regarding Batesville sale closing.	1.20

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		102	Analysis of proposed seller notes, guaranties and pledges of collateral in connection with Batesville sale.	1.60	
		102	Attend to revisions of proposed form of order approving amendment of Panola APA.	0.70	
03/15/19	AHS	102	Review of forms of order and motion and emails re: same.	0.30	
TASK TOTAL 102				46.20	25,546.50

103 - BUSINESS OPERATIONS

03/01/19	BM	103	Attend to order authorizing interim operation of Batesville and reservation of rights.	1.10	
TASK TOTAL 103				1.10	599.50

104 - CASE ADMINISTRATION

03/01/19	REB	104	Update Curae critical dates chart and review recent filings re: same.	0.70	
03/04/19	REB	104	Update Curae critical dates chart.	0.10	
03/06/19	BM	104	Prepare a status update report to Committee.	0.60	
03/11/19	BM	104	Meeting with Debtors' counsel in preparation for emergency hearing on Batesville sale and cash collateral motion.	0.60	
03/12/19	BM	104	Prepare a status update report to the Committee.	0.50	
TASK TOTAL 104				2.50	1,243.30

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105 - CLAIMS ADMINISTRATION AND OBJECTIONS

03/01/19	BM	105	Analysis regarding investigation of CHS' liens and claims.	0.70	
03/05/19	BM	105	Analysis of issues in connection with investigation of potential claims against CHS.	1.20	
03/13/19	BM	105	Analysis regarding Court-ordered briefing regarding claims to DSR.	0.80	
		105	Analysis of issues regarding potential resolution of various claims to Russellville DSR.	0.90	
03/15/19	BM	105	Analysis regarding 503(b)(9) claims.	0.30	
03/25/19	AHS	105	Review of Debtors MDOM objection and calls related thereto.	0.80	
		105	Research and review of case law re: MDOM issues.	0.80	
03/25/19	BM	105	Attend to objection and cross-motion to the DOM motion to allow admin claim or convert the cases.	2.10	
03/26/19	AHS	105	Review of revised draft of MDOM objection and calls with Debtors counsel re: same.	0.80	
03/26/19	BM	105	Attend to joint objection to MDOM motion to allow administrative claim or convert or dismiss the cases.	1.20	
			TASK TOTAL 105	9.60	5,352.00

109 - FINANCING

03/06/19	AHS	109	Email to Committee re: Midcap default and issues re: same.	0.30	
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03/06/19	BM	109	Analysis of issues regarding DIP financing default and repayment of DIP obligations.	0.80
03/07/19	AHS	109	Call and emails re: cash collateral motion and budget and form of order and circulate comments to Debtors re: same.	1.30
03/07/19	BM	109	Analysis regarding Debtors' proposed motion to repay DIP financing and authorize continued use of cash collateral.	1.20
		109	Analysis of issues regarding cash collateral budget.	0.60
		109	Attend to revisions of proposed form of cash collateral order.	1.10
03/08/19	BM	109	Attend to issues regarding cash collateral budget.	0.40
03/11/19	BM	109	Analysis regarding MedHost's and Schumacher's objections to Debtors' motion to repay DIP financing and authorize continued use of cash collateral.	0.80
		109	Attend to issues regarding repayment of defaulted DIP financing use of cash collateral to continue administration of the cases.	1.60
03/13/19	REB	109	Review Curae filings re: Emergency DIP pay down motion.	0.70
03/14/19	AHS	109	Multiple calls and emails with counsel for Debtors, Schumacher, MedHost and ServisFirst re: debt reserve issues, potential settlement and request for broad release by various parties.	2.60
03/14/19	BM	109	Attend to issues regarding potential settlement of objections to motion to repay DIP financing and approve use of cash collateral.	1.60

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03/14/19	REB	109	Draft reply to MedHost and Schumacher objection to DIP Paydown Motion.	8.40
03/15/19	AHS	109	Calls and emails with various parties to adjourn hearing re: issues re: debt reserve and calls re: debt reserve issues.	1.30
		109	Calls and emails with A. Wilen to address budget issues.	0.40
		109	Email to Committee re: status update and debt reserve issues.	0.30
03/15/19	BM	109	Attend to potential resolution of Debtors' motion regarding payment of the DIP Loan and use of cash collateral.	1.90
		109	Draft a memo to Committee regarding proposed settlement of motion to repay DIP and use cash collateral.	0.60
03/15/19	REB	109	Draft reply to objections to DIP Payoff Motion.	1.80
03/18/19	AHS	109	Review of revised budget, calls re: same and follow up re: form of order as circulated by counsel for Debtors.	0.80
03/18/19	BM	109	Attend to proposed consent order on the Debtors' motion regarding payment of the DIP Loan and use of cash collateral.	0.90
		109	Attend to issues regarding proposed cash collateral budget.	0.70
03/19/19	AHS	109	Calls and emails re: budget issues and use of cash collateral.	0.70
03/19/19	BM	109	Analysis of issues regarding proposed cash collateral budget.	0.70
		109	Attend to issues regarding resolution of objections to motion to use cash collateral.	1.20
		109	Attend to revisions of proposed form of cash collateral order.	0.70

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03/20/19	AHS	109	Prepare for and attend Committee call re: debt reserve issues, cash collateral and plan issues.	1.10	
		109	Calls with counsel for Debtors, ServisFirst and Eisner re: budget issues and cash collateral issues.	0.80	
03/20/19	BM	109	Attend to resolution of issues regarding cash collateral order and proposed budget.	1.60	
03/21/19	AHS	109	Calls and emails to address issues re: budget and cash collateral order and review of budget re: same.	0.80	
03/21/19	BM	109	Attend to issues regarding cash collateral order and budget.	1.20	
		109	Call with Debtors' and ServisFirst's counsel regarding budget issues.	0.70	
03/22/19	BM	109	Attend to resolution of objections to proposed cash collateral order and budget.	0.70	
03/25/19	AHS	109	Address issues re: cash collateral order and hearing thereon.	0.40	
03/26/19	BM	109	Analysis regarding MDOM's objection to cash collateral order.	0.60	
			TASK TOTAL 109	41.30	21,424.40

110 - LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

03/04/19	GH	110	Revise Complaint regarding CHS.	1.10	
03/05/19	GH	110	Review Russellville documents regarding reserve issue.	0.40	
		110	E-Mail to A. Sherman regarding Russellville reserve.	0.20	

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03/06/19	AHS	110	Review of notice of default from MidCap and calls and emails re: same.	0.40
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TASK TOTAL 110	2.10	1,203.60
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111 - AVOIDANCE ACTION LITIGATION

03/18/19	GH	111	Attention to CHS issues.	1.10
		111	E-Mails to S. Clapp's attorneys.	0.20
03/19/19	GH	111	E-Mails with counsel to Clapp regarding conferences.	0.20
03/20/19	GH	111	Telephone conference with counsel to S. Clapp.	0.30
03/25/19	GH	111	Work on CHS' claim analysis.	1.30
03/28/19	GH	111	E-Mail to Clapp's counsel regarding meeting.	0.10
		111	E-Mail to A. Williams regarding meeting with Clapp.	0.10
03/29/19	GH	111	E-Mails regarding scheduling interview of Clapp.	0.40

TASK TOTAL 111	3.70	2,101.60
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113 - PLAN AND DISCLOSURE STATEMENT

03/04/19	BM	113	Analysis regarding final revisions of proposed disclosure statement and plan.	0.70
03/04/19	LFH	113	Review and analyze revised plan, disclosure statement, and disclosure statement order.	1.20
03/20/19	LFH	113	Analyze confirmation issues.	1.60
03/21/19	LFH	113	Attention to confirmation issues.	0.40
03/26/19	LFH	113	Analyze confirmation issues.	0.80

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03/28/19	AHS	113	Call from counsel to ServisFirst re: plan/settlement issues and follow up re: same.	0.60	
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TASK TOTAL 113				5.30	2,418.50
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118 - BUSINESS ANALYSIS

03/01/19	GH	118	Attention to CHS' investigation with particular attention to UCC filing issues.	2.60	
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TASK TOTAL 118				2.60	1,476.80
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124 - OTHER (SPECIFY CATEGORY)

03/01/19	MDL	124	Exchange e-mails with G. Hirsch, review documents.	0.30	
		124	Review and analyze Clarksdale security documents, prepare memo to G. Hirsch and internal conference with G. Hirsch.	0.30	

TASK TOTAL 124				0.60	264.00
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TOTAL FEES				123.00	\$65,304.80
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TOTAL FEES at Blended Rate of \$495				123.00	\$60,885.00
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TASK CODE SUMMARY

101	Asset Analysis and Recovery	8.00	3,674.60
102	Asset Disposition	46.20	25,546.50
103	Business Operations	1.10	599.50

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104	Case Administration	2.50	1,243.30
105	Claims Administration and Objections	9.60	5,352.00
109	Financing	41.30	21,424.40
110	Litigation (Other than Avoidance Action Litigation)	2.10	1,203.60
111	Avoidance Action Litigation	3.70	2,101.60
113	Plan and Disclosure Statement	5.30	2,418.50
118	Business Analysis	2.60	1,476.80
124	Other (specify category)	0.60	264.00
TOTAL FEES		123.00	\$65,304.80
TOTAL FEES at Blended Rate of \$495		123.00	\$60,885.00

FEE RECAP

AHS	Andrew H. Sherman	Member	\$595.00	32.80	19,516.00
GH	George R. Hirsch	Member	\$568.00	8.00	4,544.00
BM	Boris Mankovetskiy	Member	\$545.00	56.80	30,956.00
MDL	Marc D. Leve	Of Counsel	\$440.00	0.60	264.00
LFH	Lucas F. Hammonds	Of Counsel	\$420.00	8.50	3,570.00
REB	Rachel E. Brennan	Associate	\$396.00	16.30	6,454.80
TOTAL FEES			123.00		\$65,304.80
TOTAL FEES at Blended Rate of \$495			123.00		\$60,885.00

DISBURSEMENT DETAIL

E105
02/25/19 E105 Telephone 13.79

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03/01/19	E105	Telephone (Court Solutions)	70.00
E107			
03/15/19	E107	Lexis	31.31
03/15/19	E107	Lexis	0.26
03/18/19	E107	Lexis	2.89
03/18/19	E107	Lexis	20.86
03/18/19	E107	Lexis	12.55
03/25/19	E107	Lexis	8.72
03/25/19	E107	Lexis	25.09
03/25/19	E107	Lexis	146.10
E109			
03/12/19	E109	Local travel (taxi)	35.08
TOTAL DISBURSEMENTS			\$366.65

DISBURSEMENT RECAP

Code	Description	Units	Total
E105	Telephone	2.00	83.79
E107	Lexis	8.00	247.78
E109	Local travel (taxi)	1.00	35.08
TOTAL DISBURSEMENTS			\$366.65

TOTAL THIS INVOICE **\$61,251.65***

*Total includes fees at *Blended Rate*. Per Retention Application, lesser of fees at *Discounted Rates* (**\$65,304.80**) and fees at *Blended Rate* of \$495 (**\$60,885.00**) apply.

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Official Unsecured Creditors Committee of Curae Health, Inc.
Medhost, Inc.
6550 Carothers Parkway, Suite 160
Franklin, TN 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS
101 - ASSET ANALYSIS AND RECOVERY.				
04/02/19	BM	101	Analysis regarding recovery from MagMutual.	0.30
04/04/19	AHS	101	Initial review of potential claims against MedHost.	0.20
04/10/19	AHS	101	Address D&O and tail coverage issues.	0.40
04/12/19	AHS	101	Address issues re: insurance policies and asserting a claim prior to expiration of policies.	1.10
04/12/19	BM	101	Analysis regarding triggering D&O policy coverage and claims against D&Os.	1.10
		101	Analysis regarding potential causes of action against Debtors' management company.	0.90
04/15/19	BM	101	Analysis regarding potential D&O claims.	0.90
04/24/19	BM	101	Analysis regarding draft complaint against D&Os.	1.20
		101	Analysis regarding potential causes of action against D&Os.	1.10
04/25/19	BM	101	Analysis of issues regarding draft complaint against D&Os.	1.30

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04/29/19	BM	101	Attend to proposed consent order granting Committee sanding to pursue D&O claims and related motion.	1.20	
04/30/19	BM	101	Analysis regarding complaint against D&Os.	1.10	
TASK TOTAL 101				10.80	5,971.00

102 - ASSET DISPOSITION

04/08/19	BM	102	Attend to issues regarding Clarksdale sale.	0.80	
04/11/19	BM	102	Attend to issues regarding Clarksdale sale.	0.60	
		102	Analysis regarding motion to reject leases and contracts.	0.20	
04/16/19	BM	102	Attend to issues regarding Clarksdale sale.	0.70	
04/17/19	BM	102	Attend to issues regarding Clarksdale sale.	0.60	
04/19/19	BM	102	Analysis regarding draft motion and order authorizing Clarksdale sale.	1.10	
04/19/19	REB	102	Review and revise Clarksdale sale order.	0.50	
04/22/19	BM	102	Attend to revisions of proposed form of order approving Clarksdale sale.	0.90	
04/22/19	REB	102	Review and revise Clarksdale sale order.	3.40	
04/23/19	BM	102	Analysis and revisions of proposed APA for Clarksdale transaction.	1.40	
		102	Analysis and revisions of proposed motion and form of order seeking approval of Clarksdale sale.	1.10	
04/24/19	AHS	102	Review of pleadings re: Clarksdale and address sale issues.	0.40	

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04/24/19	BM	102	Analysis and revisions of proposed APA, motion and sale order with respect to the Clarksdale transaction.	2.20	
TASK TOTAL 102				13.90	7,014.40

104 - CASE ADMINISTRATION

04/01/19	REB	104	Update Curae critical dates chart.	0.20	
04/07/19	REB	104	Prepare for April 9th hearing.	2.60	
04/10/19	AHS	104	Creditor inquiry.	0.30	
04/15/19	REB	104	Review recent docket filings and update critical dates chart re: same.	0.90	
04/22/19	AHS	104	Email to Committee re: status update and scheduling meeting.	0.50	
04/22/19	BM	104	Prepare an update to the Committee regarding pending matters.	0.40	
04/23/19	BM	104	Prepare correspondence to the Committee regarding pending matters.	0.60	
04/24/19	BM	104	Attend Committee call regarding pending matters.	0.90	
04/26/19	REB	104	Review recent docket entries to update critical dates chart.	0.50	
TASK TOTAL 104				6.90	3,174.70

105 - CLAIMS ADMINISTRATION AND OBJECTIONS

04/01/19	BM	105	Analysis regarding structure of potential settlement with ServisFirst.	1.20	
04/02/19	BM	105	Analysis regarding MDOM's reply to joint objection to motion to allow administrative expense claim and related relief.	0.80	

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04/04/19	BM	105	Analysis regarding arguments in opposition to MDOM's motion for allowance of administrative expense claims and related relief.	1.30
04/04/19	REB	105	Research re: MSDOM reply.	5.20
04/05/19	BM	105	Analysis regarding O&M's application for allowance of administrative claim.	0.30
		105	Analysis of MDOM's filed exhibits.	0.60
04/05/19	REB	105	Call with Debtors re: MSDOM reply.	0.70
		105	Research re: MSDOM reply.	5.70
04/08/19	AHS	105	Review of case law and pleadings to prepare for hearing, including preparing potential cross examination of witnesses; review of legislation and prepare argument for hearing.	4.20
		105	Meet with counsel for Debtors to prepare for hearing and discuss possible settlement structure with various parties.	1.60
04/08/19	BM	105	Analysis regarding settlement offer from MDOM.	1.10
		105	Attend to preparation for hearing on MDOM's motion to convert or dismiss the case and for allowance of administrative claim.	2.40
		105	Meeting with Debtors' counsel in preparation for MDOM hearing.	1.60
04/08/19	REB	105	Review and research MSDOM issues in preparation for hearing.	5.20
04/09/19	AHS	105	Prepare for and hearing re: MDOM claim and follow up meetings with parties re: potential settlement of claims and follow up further after hearing.	3.20
04/09/19	BM	105	Attend hearing on MDOM motion.	1.30

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		105	Meeting with key stakeholders regarding potential settlement of MDOM motion.	1.70
		105	Analysis regarding MDOM settlement proposal.	1.30
04/11/19	AHS	105	Calls and emails re: possible MDOM settlement.	0.40
04/11/19	BM	105	Analysis of issues regarding potential settlement with CHS.	0.80
		105	Attend to issues regarding potential settlement of MDOM's claims.	0.70
04/12/19	BM	105	Attend to issues regarding potential global settlement of MDOM's claims.	0.80
04/16/19	BM	105	Attend to issues regarding potential settlement with ServisFirst.	1.10
		105	Analysis regarding potential settlement with CHS.	1.20
		105	Attend to issues regarding potential settlement with MDOM.	0.80
04/18/19	BM	105	Analysis of issues regarding potential settlement of adversary proceeding against ServisFirst.	1.10
		105	Attend to issues regarding potential settlement proposal to CHS.	0.80
04/19/19	BM	105	Attend to issues regarding partial resolution of MDOM's motion.	0.70
04/22/19	BM	105	Analysis regarding ServisFirst's counter-proposal to resolve adversary proceeding.	0.70
04/23/19	AHS	105	Review of MDOM settlement pleadings.	0.40
04/23/19	BM	105	Analysis and revisions of proposed MDOM 9019 motion, settlement agreements and form of order.	1.20

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04/24/19	AHS	105	Review of O&M claim reconciliation and follow up re: same.	0.30
04/24/19	BM	105	Call with Debtors' and ServisFirst's counsel regarding potential resolution of adversary proceeding against ServisFirst and ServisFirst's objection to the plan.	0.60
		105	Draft letter to CHS regarding proposed settlement terms.	0.70
		105	Attend to issues regarding potential settlement with ServisFirst.	1.20
		105	Attend to issues regarding potential settlement with CHS.	1.40
04/24/19	LFH	105	Review and analyze Owens & Minor motion for allowance and payment of claims.	0.80
		105	Review and analyze debtor Owens & Minor claim reconciliation.	0.60
		105	Analyze Owens & Minor claim reconciliation issues.	0.90
		105	Correspond with counsel to Owens & Minor regarding motion and claim reconciliation issues.	0.30
		105	Prepare draft stipulation resolving Owens & Minor claim motion.	0.90
04/25/19	AHS	105	Calls and emails re: resolution of O&M admin claim motion.	0.30
		105	Review of MDOM settlement agreement and pleadings.	0.60
04/25/19	BM	105	Analysis and revisions regarding proposed Amory and Batesville settlement agreements with MDOM and motion to approve same.	1.10

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		105	Attend to issues regarding potential settlement with CHS.	0.90
		105	Analysis of intercreditor agreements in connection with potential resolution of objections to plan.	1.20
04/25/19	LFH	105	Analyze Owens & Minor claim reconciliation issues.	0.80
		105	Analyze Owens & Minor claim motion procedure issues.	0.40
		105	Prepare stipulation resolving Owens & Minor claims motion.	0.70
		105	Review and analyze filed Owens & Minor claims.	0.70
04/26/19	BM	105	Attend to revisions of MDOM settlement agreements and 9019 motion.	0.80
04/29/19	BM	105	Analysis regarding potential settlement with CHS.	0.80
		105	Call with CHS' counsel regarding settlement issues.	0.40
04/29/19	LFH	105	Prepare draft stipulation resolving Owens & Minor claims.	0.70
		105	Prepare draft motion for Committee standing to pursue D&O claims.	1.40
		105	Analyze Owens & Minor claim resolution issues.	0.40
04/30/19	AHS	105	Address potential resolution of O&M claim motion.	0.20
04/30/19	BM	105	Attend to issues regarding potential settlement with CHS.	0.70
04/30/19	LFH	105	Revise consent order resolving Owens & Minor claims/claim motion.	0.90

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105	Prepare consent order resolving Owens & Minor claims/claim motion.	2.90	
105	Review Owens & Minor claims and claim motion.	0.60	
TASK TOTAL 105		74.30	36,925.30

109 - FINANCING

04/04/19	BM	109	Analysis of issues regarding authorization for continued use of cash collateral.	0.70	
04/05/19	BM	109	Attend to issues regarding continued authorization to use cash collateral and budget.	0.80	
04/09/19	BM	109	Attend to issues regarding continued use of cash collateral.	0.50	
04/11/19	BM	109	Attend to issues regarding cash collateral budget.	0.50	
04/19/19	BM	109	Attend to issues regarding cash collateral order and budget.	0.60	
04/22/19	BM	109	Attend to issues regarding cash collateral order and budget.	0.80	
04/25/19	BM	109	Attend to revisions regarding proposed cash collateral order.	0.60	
TASK TOTAL 109		4.50	2,452.50		

110 - LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

04/10/19	GH	110	Telephone conference with Miller regarding challenge stipulation.	0.20	
		110	Review pleadings regarding CHS' challenge deadline.	0.70	

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04/11/19	GH	110	Review insurance documents.	0.70
		110	Conference with T. Novak regarding deadline for claim.	0.30
04/11/19	TSN	110	Review D&O policy and extension endorsement.	1.70
04/12/19	GH	110	E-Mails with A. Sherman regarding D&O insurance expiration.	0.20
		110	Telephone conference with T. Novak regarding D&O expiration.	0.20
04/12/19	TSN	110	Telephone conference with G. Hirsch regarding impact of extension endorsement on notice of circumstances.	0.20
		110	E-mail to A. Sherman regarding impact of extension endorsement on notice of circumstances.	0.60
		110	Analyze extension endorsement and policy.	0.90
		110	E-mails with A. Sherman regarding whether policy permits notice of circumstances.	0.20
04/15/19	TSN	110	Review A. Sherman e-mail regarding need for tail.	0.10
04/23/19	AHS	110	Further review and analysis re: Clarksdale funding issues in connection with litigation/settlement of ServisFirst issues.	0.80
04/24/19	REB	110	Research re: pre-petition loan documents in light of D&O claims.	3.20
		110	Research re: gross negligence standard for D&Os.	0.70
		110	Research re: CHS acquisition in connection with D&O investigation.	2.30
04/25/19	REB	110	Draft complaint against D&Os.	3.10

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		110	Review loan documents and other relevant information with respect to D&O complaint.	3.70
04/26/19	REB	110	Draft complaint against D&Os.	2.30
04/29/19	GAK	110	Draft letter responding to deposition requests.	2.50
		110	Research in connection with deposition requests.	1.90
04/29/19	LFH	110	Analyze Committee standing issues regarding D&O claims.	0.90
		110	Review and analyze D&O policy and tail endorsement.	1.50
		110	Analyze D&O policy coverage issues.	0.70
		110	Analyze Committee standing motion procedure issues.	0.80
		110	Call with R. Miller regarding Committee standing motion issues.	0.20
		110	Review and analyze correspondence regarding D&O policy issues.	0.40
		110	Prepare draft order granting Committee standing to pursue D&O claims.	1.90
04/29/19	REB	110	Draft complaint against D&O and Strategic.	1.90
04/29/19	TSN	110	Analyze impact of extension endorsement.	1.20
04/30/19	AHS	110	Review and revise letter to counsel for ServisFirst re: discovery and email to counsel for Debtors re: same.	0.30
04/30/19	LFH	110	Revise Committee standing motion and order.	1.60
		110	Research and analyze Committee standing issues.	1.40
		110	Prepare Committee standing motion.	3.50

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04/30/19	REB	110	Draft complaint against D&Os and Strategic.	6.20	
TASK TOTAL 110				49.00	20,943.30

111 - AVOIDANCE ACTION LITIGATION

04/01/19	BM	111	Attend to issues regarding ServisFirst pre-trial conference.	0.60	
04/01/19	GH	111	E-Mails with counsel regarding Clapp interview scheduled.	0.10	
04/04/19	GAK	111	Review the Debtors' Schedules and SOFAs re: potential recovery issues.	2.10	
04/22/19	LFH	111	Analyze ServisFirst avoidance action issues.	0.30	
04/23/19	BM	111	Analysis regarding avoidance of ServisFirst's asserted liens on Clarksdale assets.	1.20	
04/26/19	BM	111	Analysis regarding ServisFirst's notices of deposition to Debtors and Committee.	0.30	
TASK TOTAL 111				4.60	2,209.30

113 - PLAN AND DISCLOSURE STATEMENT

04/01/19	AHS	113	Calls and emails re: plan and cash collateral issues.	0.40	
04/02/19	AHS	113	Call from counsel to Committee chair re: go forward issues and follow up re: same.	0.60	
04/08/19	AHS	113	Call with counsel for CHS re: extension and settlement issues.	0.30	
04/10/19	LFH	113	Analyze confirmation issues.	0.30	

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04/11/19	BM	113	Analysis regarding declaration in support of confirmation and proposed form of confirmation order.	0.70
04/12/19	AHS	113	Call with counsel for Debtors re: budget and confirmation issues.	0.30
04/13/19	AHS	113	Review and model various distribution analyses re: plan and settlement issues.	1.30
04/15/19	BM	113	Analysis of filed objections to joint plan confirmation.	0.80
		113	Attend to UnitedHealth's requested change to the plan.	0.20
04/16/19	AHS	113	Call with Debtors counsel and review of plan objections.	0.40
		113	Calls with Committee member re: plan issues.	0.20
04/17/19	AHS	113	Calls and emails with D. Gordon re: plan issues and possible settlements and follow up with A. Wilen re: plan structure issues.	0.80
04/17/19	BM	113	Attend to issues regarding resolution of objections to plan.	0.90
		113	Analysis regarding potential projected waterfall scenarios for distributions to creditors.	0.60
04/18/19	AHS	113	Review and revise settlement analysis with ServisFirst and calls with A. Wilen re: same.	1.20
		113	Emails to counsel for ServisFirst and MedHost re: possible settlement of ServisFirst complaint and emails re: same.	0.40
04/18/19	BM	113	Attend to issues regarding establishing feasibility of the plan of liquidation.	0.90
04/19/19	AHS	113	Call with counsel for CHS re: possible settlement issues and follow up re: same.	0.40

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		113	Calls with counsel for Debtors re: plan and possible settlement issues.	0.80
		113	Prepare for and attend call with counsel for Debtors and ServisFirst re: plan issues, Clarksdale sale issues and possible resolution of adversary complaint.	1.10
		113	Call with MedHost and counsel re: plan issues and strategy.	0.40
04/19/19	BM	113	Attend call with Debtors' and ServisFirst's professionals regarding potential consensual plan.	1.10
04/22/19	AHS	113	Review of plan offer from ServisFirst and follow up calls and emails with counsel for Debtors and A. Wilen.	0.60
		113	Review of voting reports and address late ballots.	0.40
04/22/19	BM	113	Analysis of tabulation report.	0.30
		113	Attend to plan confirmation issues.	1.20
04/22/19	LFH	113	Analyze confirmation issues.	0.20
04/23/19	AHS	113	Email to Committee re: MDOM settlement issues.	0.20
		113	Multiple calls and emails with counsel for Debtors re: plan settlement issues, SF, CHS, MDOM.	1.20
		113	Calls and emails with counsel for CHS re: possible settlement.	0.30
04/24/19	AHS	113	Prepare for and attend Committee call re: status update.	1.20
		113	Calls and emails with counsel for CHS re: plan and global resolution issues and review of documents as provided.	0.60

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		113	Review of documents re: potential resolution of ServisFirst issues and participate in call with counsel for ServisFirst and Debtors re: potential resolution of adversary proceeding.	0.80
		113	Review of analyses comparing ServisFirst position and possible resolution.	0.30
		113	Review and revise draft settlement letter to counsel for CHS and send to Committee for review and comment.	0.40
04/25/19	AHS	113	Review and revise settlement offer letter for CHS and send out to counsel for CHS.	0.60
		113	Calls and emails with counsel for Debtors re: cash collateral, CHS, ServisFirst and MDOM.	0.60
04/26/19	AHS	113	Call and emails re: CHS possible settlement, including calls with counsel for Debtors and CHS.	0.80
		113	Address issues re: ServisFirst purported discovery attempts.	0.30
		113	Review of MHAP settlement pleadings and requested changes by parties.	0.70
04/28/19	AHS	113	Review of offer from CHS and draft email to Committee re: offer and recommendation.	0.60
04/29/19	BM	113	Attend to issues regarding revisions of liquidation analysis.	0.30
04/30/19	AHS	113	Calls with Debtors' professionals re: objections to confirmation and potential resolution of same.	0.60
		113	Emails with counsel for CHS re: potential resolution of claims and email to Committee re: same.	0.50

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		113	Call with counsel for HHS re: objection to confirmation, follow up with counsel and counsel for Debtors.	0.30	
04/30/19	BM	113	Call with Debtors' counsel regarding preparation for confirmation hearing.	0.70	
04/30/19	LFH	113	Review and analyze draft confirmation order.	1.60	
TASK TOTAL 113				29.40	16,740.50

121 - LITIGATION CONSULTING

04/11/19	JL	121	Confer with T. Novak regarding research of D&O policies in Tennessee.	0.50	
04/11/19	TSN	121	Confer with G. Hirsch regarding impact of extension endorsement on notice of circumstance.	0.60	
		121	Confer with J. Lyons regarding research on D&O policies under Tennessee law.	0.50	
		121	E-mails with G. Hirsch regarding D&O policy.	0.20	
04/29/19	TSN	121	Prepare e-mail to B. Mankovetskiy.	0.30	
		121	Review e-mail from B. Mankovetskiy regarding bankruptcy carve out.	0.20	
04/30/19	TSN	121	E-mails with L. Hammond regarding extension endorsement.	0.30	
TASK TOTAL 121				2.60	1,168.00

123 - TAX ISSUES

04/02/19	AHS	123	Initial review of response from State of MS re: alleged tax claim issue.	0.40	
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04/03/19	AHS	123	Begin to address issues raised in response filed by State of MS.	0.40	
04/04/19	AHS	123	Review of pleadings filed by State of MS regarding alleged tax claim, review of case law and authorities re: opposition to motion and hearing preparation.	3.20	
04/05/19	AHS	123	Review of pleadings, statutes and case law re: MDOM tax issues in preparation for hearing.	2.30	
		123	Call with counsel for Debtors to prepare for hearing.	0.60	
		TASK TOTAL 123		6.90	4,105.50
		TOTAL FEES		202.90	\$100,704.50
		TOTAL FEES at Blended Rate of \$495		202.90	\$100,435.50

TASK CODE SUMMARY

101	Asset Analysis and Recovery	10.80	5,971.00
102	Asset Disposition	13.90	7,014.40
104	Case Administration	6.90	3,174.70
105	Claims Administration and Objections	74.30	36,925.30
109	Financing	4.50	2,452.50
110	Litigation (Other than Avoidance Action Litigation)	49.00	20,943.30
111	Avoidance Action Litigation	4.60	2,209.30
113	Plan and Disclosure Statement	29.40	16,740.50

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121	Litigation Consulting	2.60	1,168.00
123	Tax Issues	6.90	4,105.50
TOTAL FEES		202.90	\$100,704.50
TOTAL FEES at Blended Rate of \$495		202.90	\$100,435.50

FEE RECAP

AHS	Andrew H. Sherman	Member	\$595.00	41.70	24,811.50
GH	George R. Hirsch	Member	\$568.00	2.40	1,363.20
BM	Boris Mankovetskiy	Member	\$545.00	68.20	37,169.00
TSN	Thomas S. Novak	Member	\$500.00	7.00	3,500.00
GAK	Gregory A. Kopacz	Associate	\$420.00	6.50	2,730.00
LFH	Lucas F. Hammonds	Of Counsel	\$420.00	28.30	11,886.00
REB	Rachel E. Brennan	Associate	\$396.00	48.30	19,126.80
JL	Jacquelyn Lyons	Associate	\$236.00	0.50	118.00
TOTAL FEES				202.90	\$100,704.50
TOTAL FEES at Blended Rate of \$495				202.90	\$100,435.50

DISBURSEMENT DETAIL

E105

03/20/19 E105 Telephone 6.83

E107

02/22/19 E107 Lexis 7.26

02/22/19 E107 Lexis 2.17

02/26/19 E107 Lexis 0.55

02/26/19 E107 Lexis 64.97

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04/04/19	E107	Lexis	22.46
04/04/19	E107	Lexis	11.23
04/04/19	E107	Lexis	203.81
04/05/19	E107	Lexis	57.34
04/05/19	E107	Lexis	59.94
04/07/19	E107	Lexis	131.86
04/07/19	E107	Lexis	20.29
04/08/19	E107	Lexis	11.98
04/08/19	E107	Lexis	4.87
04/24/19	E107	Lexis	0.62
04/24/19	E107	Lexis	23.96
04/25/19	E107	Lexis	0.62
04/25/19	E107	Lexis	23.98
04/29/19	E107	Lexis	0.92
04/29/19	E107	Lexis	1.51
04/29/19	E107	Lexis	23.96
04/29/19	E107	Lexis	35.95
04/29/19	E107	Lexis	158.56
04/30/19	E107	Lexis	59.94
04/30/19	E107	Lexis	1.83
E109			
01/11/19	E109	Local travel (taxi)	19.48
01/11/19	E109	Local travel (taxi)	5.43
01/11/19	E109	Local travel (taxi)	18.02
02/27/19	E109	Local travel (taxi)	17.09
02/28/19	E109	Local travel (taxi)	14.60
02/28/19	E109	Local travel (parking)	39.00
03/03/19	E109	Local travel (taxi)	21.73

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03/04/19	E109	Local travel (taxi)	25.52
03/11/19	E109	Local travel (taxi)	14.38
03/12/19	E109	Local travel (parking)	36.27
04/08/19	E109	Local travel (taxi)	19.68
04/09/19	E109	Local travel (taxi)	19.12
04/09/19	E109	Local travel (taxi)	20.06
04/09/19	E109	Local travel (parking)	36.27
E110			
01/02/19	E110	Out-of-town travel (airfare – 2 roundtrip)	1,075.20
01/10/19	E110	Local travel (lodging)	251.90
01/10/19	E110	Local travel (lodging)	238.76
02/27/19	E110	Local travel (lodging)	485.40
02/27/19	E110	Local travel (lodging)	490.74
02/27/19	E110	Out-of-town travel (airfare – 2 roundtrip)	1,513.20
03/01/19	E110	Out-of-town travel (airfare)	764.60
03/03/19	E110	Local travel (lodging)	236.46
03/06/19	E110	Out-of-town travel -(airfare – 2 roundtrip)	1,529.20
03/11/19	E110	Local travel (lodging)	280.25
03/11/19	E110	Local travel (lodging)	258.36
04/08/19	E110	Out-of-town travel (airfare)	494.60
04/09/19	E110	Out-of-town travel (airfare)	539.30
04/09/19	E110	Out-of-town travel (airfare)	865.30
04/09/19	E110	Out-of-town travel (airfare)	75.00
04/09/19	E110	Local travel (lodging)	597.83
04/09/19	E110	Local travel (lodging)	538.74
E111			
01/10/19	E111	Meals (travel)	16.25
01/11/19	E111	Meals (travel)	21.06

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01/11/19	E111	Meals (travel)	2.44
01/11/19	E111	Meals (travel)	17.33
02/27/19	E111	Meals (travel)	41.05
02/28/19	E111	Meals (travel)	3.19
02/28/19	E111	Meals (travel)	41.05
02/28/19	E111	Meals (travel)	22.44
03/04/19	E111	Meals (travel)	40.08
03/12/19	E111	Meals (travel)	5.98
04/08/19	E111	Meals (travel)	56.94
04/08/19	E111	Meals (travel)	12.25
04/09/19	E111	Meals (travel)	10.78
04/09/19	E111	Meals (travel)	13.06
04/09/19	E111	Meals (travel)	3.09

TOTAL DISBURSEMENTS **\$11,785.89**

DISBURSEMENT RECAP

Code	Description	Units	Total
E105	Telephone	1.00	6.83
E107	Lexis	24.00	930.58
E109	Local travel (taxi, parking)	14.00	306.65
E110	Local travel (airfare, lodging)	17.00	10,234.84
E111	Meals (travel)	15.00	306.99

TOTAL DISBURSEMENTS **\$11,785.89**

TOTAL THIS INVOICE **\$112,221.39***

*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at **Discounted Rates (\$100,704.50)** and fees at **Blended Rate** of \$495 (**\$100,435.50**) apply.

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Official Unsecured Creditors Committee of Curae Health, Inc.
Medhost, Inc.
6550 Carothers Parkway, Suite 160
Franklin, TN 37067

FEI # 22-1920331

Re: Creditors Committee

For legal services rendered:

				HOURS	
101 - ASSET ANALYSIS AND RECOVERY					
05/01/19	BM	101	Attend to motion granting Committee standing to pursue D&O claims.	1.10	
		101	Analysis regarding D&O policy coverage issues.	0.60	
05/01/19	CHN	101	Conference with B. Mankovetskiy and R. Brennan regarding legal issues raised by structure of management agreement.	0.50	
TASK TOTAL 101				2.20	1,146.50
102 - ASSET DISPOSITION					
05/03/19	AHS	102	Review of SF objection to Clarksdale sale and call re: same.	0.40	
05/03/19	BM	102	Analysis regarding filed objections to Clarksdale sale.	0.70	
		102	Attend to issues regarding resolutions of objections to Clarksdale sale.	0.60	
05/08/19	BM	102	Attend to preparation for hearing on Clarksdale sale.	0.90	
		102	Attend to revisions of Clarksdale sale order.	0.40	

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		102	Attend to issues regarding Clarksdale sale and potential resolution of SF's objection.	1.10	
05/10/19	BM	102	Attend to comments to post-hearing Clarksdale sale order.	0.70	
05/14/19	BM	102	Analysis regarding closing of Clarksdale sale and the CHS settlement.	0.90	
05/23/19	BM	102	Attend to issues regarding closing of Clarksdale sale and plan effective date.	0.80	
		TASK TOTAL 102		6.50	3,562.50

103 - BUSINESS OPERATIONS

06/05/19	BM	103	Attend to issues regarding post-plan effective date retention of services of certain former employees of the Debtors by Liquidating Trust.	0.60	
		TASK TOTAL 103		0.60	327.00

104 - CASE ADMINISTRATION

05/02/19	BM	104	Prepare a report to the Committee regarding plan issues.	0.60	
05/06/19	BM	104	Attend Committee call.	0.90	
05/07/19	BM	104	Prepare a status update report for the Committee.	0.60	
05/07/19	REB	104	Prepare for 5.9 confirmation hearing, Clarksdale sale hearing, and Committee standing motion,	2.90	
05/09/19	BM	104	Prepare a status report to Committee.	0.40	
05/09/19	REB	104	Draft email to Committee re: hearing update and draft complaint.	1.10	

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05/13/19	REB	104	Attention to complaint service issues.	0.70	
05/30/19	BM	104	Attend to revisions of proposed pre-trial order (SF).	0.30	
06/05/19	BM	104	Attend to amendment to disbursement agent agreement.	0.50	
06/06/19	LFH	104	Analyze effective date issues.	0.50	
TASK TOTAL 104				8.50	3,869.70

105 - CLAIMS ADMINISTRATION AND OBJECTIONS

05/01/19	BM	105	Attend to issues regarding proposed settlement with CHS.	0.80	
05/02/19	AHS	105	Address O&M admin. claim issues.	0.20	
05/02/19	BM	105	Attend to issues regarding settlement negotiations with CHS.	0.70	
05/02/19	LFH	105	Prepare draft liquidating trust agreement.	3.10	
		105	Review Owens & Minor comments to claim resolution stipulation.	0.30	
		105	Prepare agreed order further extending objection deadline to Owens & Minor claims motion.	0.40	
		105	Revise consent order resolving Owens & Minor claims.	0.50	
		105	Correspond with counsel to Owens & Minor, counsel to Debtors, and co-counsel regarding Owens & Minor stipulations.	0.30	
05/06/19	BM	105	Attend to issues regarding settlement with CHS.	1.20	
		105	Attend to consent order regarding O&M claims.	0.30	
05/06/19	LFH	105	Analyze proof of claim filing issues.	0.80	

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		105	Calls and correspondence with counsel to ServisFirst and Owens & Minor regarding Owens & Minor claim stipulation issues.	0.30	
		105	Analyze Owens & Minor claim motion and stipulation issues.	0.90	
05/07/19	BM	105	Attend to issues regarding CHS settlement.	1.60	
		105	Draft CHS settlement term sheet.	0.80	
05/07/19	LFH	105	Analyze director and officer/cause of action issues.	1.40	
		105	Review comments to draft Owens & Minor consent order.	0.40	
		105	Analyze Owens & Minor claim resolution and consent order issues.	0.60	
		105	Correspond with counsel to Owens & Minor regarding consent order issues.	0.20	
05/08/19	BM	105	Attend to CHS settlement agreement.	1.20	
05/09/19	BM	105	Attend to CHS settlement.	0.80	
05/15/19	BM	105	Analysis regarding supplemental order approving approving 9019 settlement with CHS.	1.10	
05/16/19	BM	105	Attend to issues regarding consummation of settlement with MDOM.	0.80	
		105	Analysis and revisions of proposed form of consent order regarding CHS settlement.	0.70	
05/17/19	BM	105	Attend to CHS 9019 order.	0.80	
05/28/19	BM	105	Attend to issues regarding resolutions of cure objections in connection with Clarksdale sale.	0.60	
			TASK TOTAL 105	20.80	10,196.00

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107 - FEE/EMPLOYMENT APPLICATIONS

05/13/19	AHS	107	Revise and finalize Chubb supplemental declaration and have filed.	0.30	
05/13/19	LFH	107	Analyze supplemental retention declaration issues.	0.60	
		107	Prepare and revise supplemental retention declaration.	0.70	
05/14/19	GAK	107	Communications with Debtors' counsel regarding fee applications.	0.20	
		107	Emails with local counsel regarding fee applications.	0.10	
		107	Research regarding post-confirmation compensation issues under bankruptcy code section 330.	0.50	
		107	Communications with billing team in preparation for final fee application.	0.20	
05/14/19	LFH	107	Revise supplemental retention declarations.	0.60	
		107	Analyze supplemental retention issues.	0.50	
05/17/19	GAK	107	Work on final fee application.	2.10	
05/20/19	GAK	107	Drafting final fee application.	3.40	
05/31/19	GAK	107	Work on final fee application.	0.90	
06/03/19	BM	107	Analysis of special D&O co-counsel's retention application.	0.30	
06/04/19	GAK	107	Review and comment on Eisner Amper fee application.	1.00	
06/10/19	GAK	107	Update final fee application to reflect input from local counsel and make consistent with the final fee application of Eisner.	3.80	
			TASK TOTAL 107	15.20	6,474.00

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109 - FINANCING

05/01/19	AHS	109	Review and revise form of cash collateral order and address issues re: tax payment re: Silver Lake.	0.70	
05/28/19	BM	109	Attend to issues regarding use of cash collateral to fund collections of accounts receivable.	0.60	
05/29/19	AHS	109	Calls re: AR collection issues with counsel for SF and follow up to S. Sass.	0.30	
TASK TOTAL 109				1.60	922.00

110 - LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

05/01/19	AHS	110	Review of motion for derivative standing and send draft to Committee for review and approval.	0.70	
05/01/19	BM	110	Analysis of Debtors' organizational documents in connection with D&O complaint.	1.30	
05/01/19	LFH	110	Research and analyze standing issues.	1.20	
		110	Revise expedited motion for standing and proposed order regarding same.	1.10	
		110	Analyze confirmation hearing issues.	0.60	
05/01/19	REB	110	Meet with B. Mankovetskiy and C. Newman regarding Strategic management agreement.	0.50	
		110	Review Strategic management agreement re: Strategic complaint.	2.10	
		110	Draft complaint against D&Os and Strategic.	4.30	

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05/01/19	TSN	110	E-mails from D. Gordon and review E. McCubbin extension endorsements.	0.30
		110	E-mail to D. Gordon regarding extension endorsements.	0.30
05/02/19	GAK	110	Update letter to Servis First regarding discovery demand.	0.10
05/02/19	REB	110	Review CHS, MidCap and ServisFirst loan documents with respect to D&O/Strategic complaint.	2.40
		110	Draft complaint against D&Os and Strategic.	4.30
05/03/19	REB	110	Draft complaint against D&Os and Strategic.	6.80
05/05/19	REB	110	Draft complaint against D&Os/Strategic.	3.20
05/06/19	AHS	110	Address issues re: D&O complaint.	0.50
05/06/19	BM	110	Analysis regarding draft complaint against D&Os.	2.20
05/06/19	REB	110	Draft complaint against D&Os and Strategic.	5.80
05/07/19	AHS	110	Review and revise draft D&O complaint.	0.60
05/07/19	BM	110	Analysis and revisions of draft D&O complaint.	1.40
05/07/19	LFH	110	Confer with B. Mankovetskiy regarding director and officer/cause of action issues.	0.20
05/07/19	REB	110	Review and revise draft complaint against D&O and Strategic.	3.30
05/07/19	TSN	110	Review e-mail from R. Brennan.	0.10
		110	Review D&O policy.	0.30
05/08/19	AHS	110	Address revisions to D&O complaint and motion for standing.	0.60
05/08/19	BM	110	Attend to draft D&O complaint.	1.10

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05/08/19	GH	110	Review transactional documents regarding Physician's Group guaranty issue.	0.40
05/08/19	LFH	110	Review and analyze draft director and officer complaint.	1.90
		110	Confer with R. Brennan regarding director and officer complaint issues.	0.20
		110	Analyze director and officer complaint issues.	0.90
05/08/19	REB	110	Emails and calls with M. Dardani re: D&O/Strategic complaint.	0.30
		110	Review and revise draft complaint re: comments from A. Sherman, B. Mankovetskiy and Eisner Amper.	6.40
05/09/19	AHS	110	Calls and emails re: filing of D&O complaint and finalizing same.	0.40
05/09/19	LFH	110	Review and analyze revised director and officer complaint.	1.40
		110	Analyze director and officer complaint finalization and filing issues.	0.70
05/09/19	REB	110	Research re: D&O complaint issues.	0.80
		110	Call with G. Dunham re: D&O complaint.	0.10
		110	Draft cover letter to insurance carrier.	0.40
		110	Email G. Dunham re: complaint and D&O insurance cover letter issues.	0.30
		110	Revise complaint re: comments from G. Dunham.	1.80
		110	Review Curae board minutes.	1.30
		110	Revise complaint against D&O/Strategic.	1.20
05/10/19	AHS	110	Calls and emails re: finalizing complaint and filing of same.	0.70
05/10/19	BM	110	Attend to D&O complaint.	1.30

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05/10/19	REB	110	Emails and calls with G. Dunham re: complaint filing and fedex delivery.	2.70	
05/13/19	BM	110	Attend to issues regarding notice of D&O claims to carrier and service of process.	0.50	
05/14/19	AHS	110	Address D&O complaint and service issues.	0.30	
05/15/19	JH	110	Analyze appeal issues with A. Sherman.	0.30	
05/16/19	LFH	110	Prepare consent order affirming CHS settlement.	2.20	
		110	Confer with A. Sherman and B. Mankovetskiy regarding CHS consent order issues.	0.20	
05/23/19	BM	110	Attend to issues regarding service of summons on D&O defendants.	0.30	
05/28/19	BM	110	Attend to proposed engagement letter of local counsel for D&O litigation.	0.30	
06/05/19	AHS	110	Emails and follow up to address UST emails re: notice to carrier of complaint.	0.30	
			TASK TOTAL 110	72.90	31,396.70

111 - AVOIDANCE ACTION LITIGATION

05/02/19	BM	111	Attend to letter to SF in opposition to subpoenas to Committee and Debtors.	0.40	
		111	Analysis regarding SF's settlement proposal.	0.40	
05/06/19	GH	111	Review and analyze CHS' potential damages.	0.60	
		111	Draft e-mail insert regarding CHS' damages.	0.90	
		111	Revise draft e-mail insert regarding CHS' damages.	0.40	

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		111	Conference with B. Mankovetskiy regarding CHS issue.	0.20
05/13/19	BM	111	Attend to issues regarding pre-trial order in SF adversary proceeding.	0.80
05/13/19	GH	111	Telephone conference with R. Miller regarding Pre-Trial Statement for ServisFirst adversary.	0.20
		111	Begin drafting Pre-Trial Statement for ServisFirst.	0.70
		111	E-Mail to A. Sherman regarding pre-trial conference issues.	0.10
05/14/19	GH	111	Review e-mail from R. Miller and attached draft Pro Hac Vice papers.	0.30
		111	Further drafting of Pre-Trial Statement.	2.80
		111	Telephone conference with R. Miller regarding Pro Hac Vice and Pre-Trial Statement regarding ServisFirst.	0.20
		111	Review e-mail for R. Miller regarding Pro Hac Vice and Pre-Trial Statement regarding ServisFirst.	0.30
05/15/19	GH	111	E-Mails with ServisFirst's counsel regarding Pre-Trial Statement.	0.20
05/16/19	GH	111	Revise Joint Pre-Trial Statement.	0.90
05/16/19	LFH	111	Revise consent order affirming CHS settlement.	0.70
05/20/19	GH	111	Revise Joint Pre-Trial Statement.	1.20
		111	E-Mail to ServisFirst's counsel.	0.10
05/21/19	GH	111	Work on ServisFirst adversary Pre-Trial Statement.	1.20
05/22/19	GH	111	Further drafting of Pre-Trial Statement regarding facts; revise Pre-Trial Statement.	2.20

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		111	E-Mails with R. Miller regarding status for pre-trial conference.	0.30
		111	E-Mails with D. Thompson regarding Pre-Trial Statement.	0.10
05/23/19	BM	111	Attend to proposed joint pre-trial statement (ServisFirst).	0.30
05/23/19	GH	111	E-Mails with counsel to ServisFirst regarding Pre-Trial Statement.	0.20
		111	Revise Pre-Trial Statement per comments from L. Hammonds.	0.60
		111	E-Mails with R. Miller regarding appearance at Pre-Trial Conference.	0.20
05/23/19	LFH	111	Review and revise ServisFirst pretrial statement.	0.90
		111	Confer and correspond with G. Hirsch regarding ServisFirst pretrial statement issues.	0.40
		111	Review and analyze ServisFirst complaint with respect to pretrial conference and statement issues.	0.50
05/24/19	BM	111	Attend to pre-trial conference joint statement (ServisFirst).	0.40
05/24/19	GH	111	Telephone conference with counsel to ServisFirst regarding Joint Pre-Trial Statement.	0.30
		111	E-Mails with counsel to ServisFirst regarding Joint Pre-Trial Statement.	0.20
		111	Final revisions to Joint Pre-Trial Statement.	0.40
05/26/19	LFH	111	Analyze ServisFirst pretrial issues.	0.30
05/27/19	GH	111	Analyze discovery schedule for ServisFirst adversary.	0.40

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		111	E-Mails to D. Thompson regarding possible discovery schedule.	0.20
05/28/19	GH	111	Prepare for Pre-Trial Conference regarding ServisFirst adversary.	0.80
		111	Court appearance on ServisFirst adversary.	0.60
05/29/19	GH	111	Draft proposed Scheduling Order.	0.60
		111	Revise draft Scheduling Order.	0.20
05/30/19	GH	111	Revise draft Scheduling Order regarding ServisFirst.	0.30
		111	Conference with B. Mankovetskiy regarding Scheduling Order.	0.20
		111	Further revisions to Scheduling Order.	0.40
		111	Telephone conference with R. Miller regarding Scheduling Order.	0.20
		111	E-Mails to D. Thompson regarding Scheduling Order.	0.20
05/31/19	GH	111	E-Mails with counsel to ServisFirst regarding proposed Scheduling Order.	0.20
		111	E-Mails with R. Miller regarding proposed Scheduling Order.	0.20
06/03/19	GH	111	E-Mails with D. Thompson regarding Notice regarding Scheduling Order.	0.30
		111	Telephone conference with R. Miller regarding Scheduling Order.	0.20
		111	Work on Document Request for ServisFirst.	2.60
06/04/19	GH	111	Further work on Document Demand to ServisFirst.	2.40
		111	E-Mails with R. Miller regarding status of Schedule Order.	0.30
06/05/19	BM	111	Analysis regarding SF's statement of issues on appeal and designation of record.	0.30

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06/05/19	GH	111	Further revisions and drafting of Document Request to ServisFirst.	1.80	
06/06/19	GH	111	Further work on Document Requests to ServisFirst.	1.80	
06/10/19	GH	111	Further revisions to Document Request to ServisFirst.	1.60	
TASK TOTAL 111				35.70	19,803.40

113 - PLAN AND DISCLOSURE STATEMENT

05/01/19	AHS	113	Calls and negotiations with counsel for Debtors and counsel for CHS re: plan issues and possible settlement of claims.	0.80	
		113	Calls and emails re: D&O policy and filing notice of claim vs. notice of circumstance.	0.40	
		113	Emails to Committee re: liquidating trustee issues and bios.	0.30	
05/01/19	BM	113	Attend to issues regarding selection of Liquidating Trustee.	0.40	
		113	Call with SF's counsel regarding plan issues.	0.30	
		113	Attend to balloting agent's declaration.	0.30	
05/01/19	LFH	113	Revise draft confirmation order.	2.90	
		113	Analyze confirmation issues.	0.80	
		113	Review and analyze plan with respect to confirmation issues.	0.90	
		113	Research and analyze confirmation and claim reservation issues.	2.10	
		113	Analyze plan objection resolution issues.	1.10	
		113	Review and analyze draft confirmation order.	1.90	

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05/02/19	AHS	113	Address liquidating trustee issues and interviews re: same.	0.30
		113	Letter to SF re: discovery and review of response re: same.	0.30
05/02/19	BM	113	Analysis regarding draft confirmation memorandum and supporting declaration.	1.60
		113	Analysis and revisions of proposed form of confirmation order.	1.20
		113	Attend to proposed Liquidating Trust Agreement.	1.10
05/02/19	LFH	113	Review and analyze draft confirmation brief.	1.30
		113	Analyze confirmation brief and objection resolution issues.	0.80
		113	Review and analyze draft confirmation declaration.	1.40
		113	Revise draft confirmation declaration.	1.20
		113	Analyze confirmation order issues.	0.80
		113	Revise draft liquidating trust agreement.	1.10
		113	Analyze confirmation document issues.	0.70
		113	Review and analyze plan regarding liquidating trust issues.	0.60
		113	Analyze liquidating trust issues.	0.90
		113	Revise draft confirmation brief.	0.90
05/03/19	AHS	113	Address late ballot issues.	0.20
		113	Address documents for filing regarding confirmation.	0.40
		113	Calls and emails with Debtors counsel and counsel for CHS re: possible settlement of claims and potential resolution of MDOM claims.	0.70

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05/03/19	BM	113	Attend to proposed amended recovery analysis in connection with the plan confirmation hearing.	0.60
		113	Attend to treatment of late filed ballots.	0.30
		113	Attend to resolutions of plan objections.	0.80
		113	Attend to revisions of proposed form of confirmation order.	0.60
		113	Attend to filing versions of the tabulation declaration, brief in support of confirmation and supporting declaration.	0.70
		113	Attend to revisions of Liquidating Trust Agreement.	0.60
		113	Analysis regarding filed plan objections.	0.70
05/03/19	LFH	113	Revise and finalize liquidating trust agreement.	1.80
		113	Review confirmation brief, declaration, and order.	0.90
		113	Analyze confirmation document issues.	0.60
05/06/19	AHS	113	Interview liquidating trustee candidates and Committee meeting re: status update.	1.10
		113	Calls and emails with counsel for Debtors and counsel for CHS re: settlement issues and plan issues.	0.80
		113	Research and review of case law re: issues for possible CHS settlement.	0.60
05/06/19	LFH	113	Analyze confirmation issues.	0.80
05/07/19	AHS	113	Circulate draft term sheet to Committee for review.	0.30
		113	Review of SF plan exhibits and call with D. Gordon re: same.	0.30
		113	Review of updated recovery analysis and calls and emails re: same.	0.70

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		113	Multiple calls and emails re: plan and confirmation issues in light of CHS settlement.	1.40
		113	Review of revised confirmation order and address issues therein.	0.70
05/07/19	BM	113	Attend to revisions of proposed form of confirmation order.	0.70
		113	Attend to updated liquidation analysis.	0.60
		113	Analysis of SF's filed exhibits in connection with objections to Clarksdale sale and plan.	0.40
05/07/19	LFH	113	Analyze confirmation issues.	1.20
05/08/19	AHS	113	Review of case law re: subordination agreement and potential objection by SF.	0.80
		113	Multiple calls and negotiations regarding plan confirmation issues with counsel for Debtors and counsel for CHS.	1.40
		113	Review of pleadings and documents to prepare for confirmation hearing and preparation of hearing outline.	2.80
05/08/19	BM	113	Attend to preparation for plan confirmation hearing.	2.20
		113	Analysis regarding subordination agreement between SF and CHS.	0.80
		113	Attend to revisions of confirmation order to address MDOM comments.	0.40
05/08/19	LFH	113	Research and analyze plan term and subordination agreement issues.	2.20
		113	Review and analyze ServisFirst/CHS subordination agreement.	1.10
		113	Analyze confirmation issues.	0.80
		113	Confer with A. Sherman regarding confirmation and subordination issues.	0.20

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		113	Prepare summary of subordination and plan issues.	2.30
05/09/19	AHS	113	Prepare for and attend confirmation hearing and follow-up after hearing regarding forms of order for confirmation and Clarksdale sale.	4.20
05/09/19	BM	113	Appear at confirmation hearing.	3.90
		113	Attend to resolution of objections to Clarksdale sale and plan confirmation.	1.40
		113	Attend to revisions of the form of confirmation order.	1.10
05/09/19	LFH	113	Confer with R. Brennan regarding director and officer complaint finalization and filing issues.	0.20
		113	Analyze confirmation issues.	0.60
05/10/19	BM	113	Analysis and revisions of post-hearing confirmation order.	1.10
05/13/19	AHS	113	Calls and emails with counsel for Debtors and counsel for CHS re: SF appeal issues, stay and closing of transactions.	0.80
05/14/19	AHS	113	Calls and emails with liquidating trustee, Stretto and MedHost re: post confirmation administration and collection issues.	1.40
05/14/19	BM	113	Analysis regarding strategy in response to potential SF appeal of confirmation order.	0.60
05/15/19	AHS	113	Further calls and emails with liquidating trustee and address post-confirmation issues.	0.80
		113	Calls, emails and analysis re: SF potential appeal issues, including calls with counsel for Debtors and counsel for CHS.	1.30

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05/15/19	BM	113	Call with Debtors' counsel regarding plan effective date and related issues.	0.60
05/16/19	AHS	113	Calls and emails to address supplemental order and review of same.	1.10
05/17/19	AHS	113	Address issues re: motion and agreed order for CHS settlement.	0.60
05/22/19	BM	113	Attend to issues regarding SF's appeal of confirmation order.	0.40
05/28/19	AHS	113	Calls and emails re: AR collections and effective date issues.	0.40
05/28/19	LFH	113	Review and analyze Bankruptcy Rules and Local Rules regarding appellate procedure and deadlines.	0.70
		113	Analyze effective date issues.	0.40
		113	Research and analyze equitable mootness issues.	2.70
		113	Analyze confirmation order appeal issues and prepare synopsis of same.	0.90
05/29/19	LFH	113	Research and analyze equitable mootness issues.	1.40
05/31/19	AHS	113	Address issues re: Clarksdale closing, effective date and collection issues.	0.60
05/31/19	LFH	113	Analyze equitable mootness issues.	0.20
06/03/19	BM	113	Attend to issues regarding satisfaction of conditions to plan effective date.	0.60
06/04/19	BM	113	Attend to issues regarding post-effective date transition to Liquidating Trustee and associated work plan.	0.70
06/05/19	BM	113	Attend to modifications of Liquidating Trust Agreement.	0.40
06/05/19	LFH	113	Analyze plan appeal and designation of record issues.	0.70

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06/06/19	AHS	113	Calls and emails re: post confirmation administration issues/MedHost and recoupment.	0.30	
06/06/19	LFH	113	Revise and finalize liquidating trust agreement.	1.30	
06/10/19	BM	113	Attend to issues regarding declaration of effective date of the plan.	0.60	
TASK TOTAL 113				91.90	46,325.50

121 - LITIGATION CONSULTING

05/01/19	TSN	121	E-mails with A. Sherman.	0.30	
		121	E-mails with A. Sherman regarding extension endorsement.	0.20	
05/07/19	TSN	121	Prepare response to R. Brennan re: D&O policy.	0.10	
TASK TOTAL 121				0.60	300.00

TOTAL FEES	256.50	\$124,323.30
TOTAL FEES at Blended Rate of \$495	256.50	\$126,967.50

TASK CODE SUMMARY

101	Asset Analysis and Recovery	2.20	1,146.50
102	Asset Disposition	6.50	3,562.50
103	Business Operations	0.60	327.00
104	Case Administration	8.50	3,869.70
105	Claims Administration and Objections	20.80	10,196.00

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107	Fee/Employment Applications	15.20	6,474.00
109	Financing	1.60	922.00
110	Litigation (Other than Avoidance Action Litigation)	72.90	31,396.70
111	Avoidance Action Litigation	35.70	19,803.40
113	Plan and Disclosure Statement	91.90	46,325.50
121	Litigation Consulting	0.60	300.00
TOTAL FEES		256.50	\$124,323.30
TOTAL FEES at Blended Rate of \$495		256.50	\$126,967.50

FEE RECAP

AHS	Andrew H. Sherman	Member	\$595.00	31.80	18,921.00
GH	George R. Hirsch	Member	\$568.00	30.70	17,437.60
BM	Boris Mankovetskiy	Member	\$545.00	60.70	33,081.50
JH	James Hirschhorn	Member	\$500.00	0.30	150.00
TSN	Thomas S. Novak	Member	\$500.00	1.60	800.00
CHN	Charles H. Newman	Of Counsel	\$440.00	0.50	220.00
GAK	Gregory A. Kopacz	Associate	\$420.00	12.30	5,166.00
LFH	Lucas F. Hammonds	Of Counsel	\$420.00	65.90	27,678.00
REB	Rachel E. Brennan	Associate	\$396.00	52.70	20,869.20
TOTAL FEES			256.50		\$124,323.30
TOTAL FEES at Blended Rate of \$495			256.50		\$126,967.50

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DISBURSEMENT DETAIL

E107

05/01/19	E107	Pacer	3.00
05/01/19	E107	Lexis	0.75
05/01/19	E107	Lexis	19.86
05/08/19	E107	Lexis	7.02
05/08/19	E107	Lexis	168.87
05/09/19	E107	Lexis	19.88
05/09/19	E107	Lexis	1.50
05/13/19	E107	Lexis	354.33
05/13/19	E107	Pacer	2.10
05/13/19	E107	Pacer	0.10
05/13/19	E107	Pacer	0.10
05/13/19	E107	Pacer	0.10
05/13/19	E107	Pacer	0.20
05/13/19	E107	Pacer	3.00
05/13/19	E107	Pacer	2.60
05/13/19	E107	Pacer	0.50
05/14/19	E107	Lexis	95.56
05/15/19	E107	FedEx	21.85
05/16/19	E107	Pacer	3.00
05/16/19	E107	Pacer	0.40
05/16/19	E107	Pacer	0.50
05/16/19	E107	Pacer	0.20
05/16/19	E107	Pacer	0.40
05/16/19	E107	Pacer	3.00
05/20/19	E107	Pacer	0.10
05/20/19	E107	Pacer	0.20

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05/20/19	E107	Pacer	1.00
05/20/19	E107	Pacer	3.00
05/20/19	E107	Pacer	1.00
05/20/19	E107	Pacer	1.40
05/20/19	E107	Pacer	0.30
05/20/19	E107	Pacer	0.40
05/20/19	E107	Pacer	0.20
05/20/19	E107	Pacer	3.00
05/20/19	E107	FedEx	21.85
05/21/19	E107	Pacer	0.10
05/21/19	E107	Pacer	3.00
05/21/19	E107	Pacer	3.00
05/21/19	E107	Pacer	3.00
05/21/19	E107	Pacer	3.00
05/23/19	E107	Pacer	0.10
05/23/19	E107	Pacer	0.20
05/23/19	E107	Pacer	3.00
05/28/19	E107	Pacer	0.30
05/28/19	E107	Pacer	3.00
05/28/19	E107	Lexis	1.50
05/28/19	E107	Lexis	19.88
E109			
05/08/19	E109	Local travel (taxi)	18.63
05/09/19	E109	Local travel (taxi)	18.25
E110			
05/08/19	E110	Out-of-town travel (airfare)	883.20
05/09/19	E110	Local travel (lodging)	363.23

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05/09/19	E110	Local travel (lodging)	385.13
E111			
05/08/19	E111	Meals (travel)	12.25
05/08/19	E111	Meals (travel)	16.40
05/08/19	E111	Meals (travel)	3.73
05/08/19	E111	Meals (travel)	17.05
E124			
05/15/19	E124	Other (Certificate of Good Standing)	19.00
TOTAL DISBURSEMENTS			\$2,518.22

DISBURSEMENT RECAP

Code	Description	Units	Total
E107	FedEx	47.00	781.35
E109	Local travel (taxi)	2.00	36.88
E110	Local travel (airfare, lodging)	3.00	1,631.56
E111	Meals (travel)	4.00	49.43
E124	Other (Certificate of Good Standing)	1.00	19.00
TOTAL DISBURSEMENTS			\$2,518.22

TOTAL THIS INVOICE **\$126,841.52**

*Total includes fees at *Discounted Rate*. Per Retention Application, lesser of fees at *Discounted Rates* (\$124,323.30) and fees at *Blended Rate* of \$495 (\$126,967.50) apply.

EXHIBIT C

Summary Cover Sheet

Name of Applicant	Sills Cummis & Gross P.C.
Name of Client	Official Committee of Unsecured Creditors
Time Period Covered by Interim Application	December 1, 2018 – June 10, 2019
Time Period Covered by Final Application	September 6, 2018 – June 10, 2019
Total Compensation Sought For Interim Period	\$633,737.80 ¹
Total Expenses Sought For Interim Period	\$22,935.50
Total Compensation Sought For Final Period	\$922,124.80 ²
Total Expenses Sought For Final Period	\$28,476.10
Petition Date	August 24, 2018
Retention Date	September 6, 2018
Date of Order Approving Employment	October 15, 2018
Total Compensation Approved by Interim Order to Date	\$288,387.00
Total Expenses Approved by Interim Order to Date	\$5,540.60
Total Compensation Paid to Date	\$105,525.84 ³
Total Expenses Paid to Date	\$5,540.60
Blended Rate in this Application for All Attorneys	\$488.32
Blended Rate in this Application for All Timekeepers	\$488.32
Number of Professionals Included in this Application	11
Compensation Sought in this Application Already Paid Pursuant to a Monthly Compensation Order But Not Yet Allowed	\$0.00

¹ During the Second Interim Period, SCG's fees actually totaled \$638,426.60. However, as noted in the *Application of Official Committee of Unsecured Creditors for Authority to Retain and Employ Sills Cummis & Gross P.C. as Co-Counsel Nunc Pro Tunc to September 6, 2018* [Docket No. 189] (the "**Retention Application**"), SCG agreed that its blended hourly rate for each month will be capped at \$495. See Retention Application ¶ 15. Accordingly, after application of such discount, SCG's fees for the Second Interim Period were reduced to \$633,737.80.

² During the Final Period, SCG's fees actually totaled \$937,877.60. However, as noted in the Retention Application, SCG agreed that its blended hourly rate for each month will be capped at \$495. Accordingly, after application of such discount, SCG's fees for the Final Period were reduced to \$922,124.80.

³ Although under the Agreed Order (as defined in the Application), SCG's fees were allowed in the amount of \$288,387.00, only \$105,525.84 of such fees have been paid to date, in accordance with the Agreed Order.

Expenses Sought in this Application Already Paid Pursuant to a Monthly Compensation Order But Not Yet Allowed	\$0.00
Number of Professionals Billing Fewer than 15 Hours to the Case During this Period	4
Case Name	Curae Health, Inc. <i>et al.</i>
Case Number	18-05665
Date of Application	June 25, 2019
Interim or Final	Interim and Final

EXHIBIT D

Summary of Timekeepers During Second Interim Period

Name	Title	Practice Group	Date of First Admission	Fees Billed	Hours Billed	Hourly Rate Billed in this Application	Number of Rate Increases Since Case Inception ¹
Andrew Sherman	Member	Bankruptcy	1991	\$104,779.50	176.1	\$595	0
Boris Mankovetskiy	Member	Bankruptcy	2001	\$186,553.50	342.3	\$545	0
George Hirsch	Member	Bankruptcy	1977	\$70,659.20	124.4	\$568	1
Thomas Novak	Member	Insurance	1980	\$4,300.00	8.6	\$500	0
James Hirschhorn	Member	Litigation	1975	\$150.00	0.3	\$500	0
Charles Newman	Of Counsel	Corporate	1984	\$528.00	1.2	\$440	0
Marc Leve	Of Counsel	Corporate	1984	\$14,608.00	33.2	\$440	1
Lucas Hammonds	Of Counsel	Bankruptcy	2008	\$143,178.00	340.9	\$420	0
Gregory Kopacz	Associate	Bankruptcy	2010	\$47,460.00	113.0	\$420	0
Rachel Brennan	Associate	Bankruptcy	2012	\$66,092.40	166.9	\$396	0
Jacquelyn Lyons	Associate	Litigation	2017	\$118.00	0.5	\$236	0
Total Fees				\$638,426.60	1,307.4		
Total Fees After Application of \$495 Blended Rate Discount				\$633,737.80	1,307.4		

¹ SCG rate changes effective October 1, 2018 affected certain timekeepers in this Application. The new rates have been discounted accordingly.

EXHIBIT E

Mailing Matrix

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