

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

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

**ORDER ESTABLISHING DEADLINE FOR FILING PROOFS
OF CLAIM FOR DAMAGES ARISING FROM REJECTION OF
CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES
AND APPROVING FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the “Motion”)² of Steven D Sass LLC, in its capacity as Liquidating Trustee and Debtor Representative (the “Trustee”) for the estates of the above-captioned debtors and debtors in possession (the “Debtors”), seeking entry of an order establishing a deadline for filing proofs of claim for damages arising from the rejection of executory contracts pursuant to Section 2.5 of the *Asset Purchase Agreement by and Among Clarksdale Regional Medical*

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

² All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

Center, Inc., Clarksdale Regional Physicians, LLC, Curae Health, Inc., and CHS/Community Health Systems, Inc. [Docket No. 1065, Ex. 1] (the “Clarksdale APA”) and paragraph 26 of the *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”) and approving the form and manner of notice thereof; and due and sufficient notice of the Motion having been given; and it appearing that the relief requested by the Motion is in the best interest of the Debtors’ estates, the Debtors’ creditors, and other parties in interest; and the Court having jurisdiction to consider the Motion and the relief requested therein; and the Court having reviewed the Motion and any responses thereto and considered the arguments made at the hearing on the Motion, if applicable; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED**.

Establishment of CHS Rejection Bar Date

2. The deadline by which each counterparty (collectively, the “Counterparties”) to an executory contract or unexpired lease that was designated for possible assumption and assignment in connection with the sale of Northwest Mississippi Regional Medical Center (the “Clarksdale Sale”) and subsequently rejected by CHS/Community Health Systems, Inc. (“CHS”) pursuant to Section 2.5 of the *Asset Purchase Agreement by and Among Clarksdale Regional Medical Center, Inc., Clarksdale Regional Physicians, LLC, Curae Health, Inc., and CHS/Community Health Systems, Inc.* [Docket No. 1065, Ex. 1] (the “Clarksdale APA”) and paragraph 26 of the *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”) (collectively, the “CHS Rejection Contracts”) who asserts a claim for damages arising from the rejection of such CHS Rejection Contract consistent with section 502(g) of the Bankruptcy Code (a “CHS Rejection Claim”), including, but not limited to, any Counterparty identified in the June 28, 2019 *Notice by CHS/Community Health Systems, Inc. and Clarksdale HMA, LLC of Rejection of Executory Contracts and Unexpired Leases* [Docket No. 1171], must file a proof of claim (a “Proof of Claim”) is **4:00 p.m. (prevailing Central Time) on the date that is thirty (30) days after the entry of this Order** (the “CHS Rejection Bar Date”).

CHS Rejection Claim Filing Procedures

3. For a CHS Rejection Claim to be properly and validly filed, an original of the applicable Proof of Claim, on Official Bankruptcy Form 410, signed by the Counterparty or an authorized agent of the Counterparty, and accompanied by any supporting documentation required by Bankruptcy Rules 3001(c) and (d), must be actually received on or before the CHS Rejection Bar Date by the Office of the Clerk of the United States Bankruptcy Court for the Middle District of Tennessee (Nashville Division) (the “Clerk’s Office”).

4. Each Counterparty or authorized agent asserting a CHS Rejection Claim is required to file a Proof of Claim either: (a) electronically through the Court’s ePOC website at <https://ecf.tnmb.uscourts.gov/cgi-bin/autoFilingClaims.pl>; (b) electronically through the Court’s CM/ECF website at: <http://ecf.tnmb.uscourts.gov>; or (c) by mailing or delivering such Proof of Claim by overnight courier or messenger to Bankruptcy Clerk’s Office, 2nd Floor Customs House, 701 Broadway, Nashville, TB 37203.

5. All electronically filed Proofs of Claim must be filed under the case number of the applicable Debtor. Any Counterparty asserting a CHS Rejection Claim against more than one

Debtor is required to file a separate Proof of Claim with respect to each such Debtor. Neither the Trustee nor the Clerk's Office shall be required to accept Proofs of Claim sent by facsimile, telecopy, or electronic mail transmission. All Proofs of Claim must be in the English language and denominated in lawful United States currency.

6. Any Counterparty asserting a CHS Rejection Claim against the Debtors' estates who fails to file a Proof of Claim in accordance with the Proposed Order on or before the CHS Rejection Bar Date shall be forever barred, estopped, and enjoined from asserting such claim against any of the Debtors (or subsequently filing a Proof of Claim with respect thereto) and shall not be treated as a creditor with respect to such claim for the purposes of distribution under the terms of the Plan.

CHS Rejection Bar Date Notice Procedures

7. The CHS Rejection Bar Date Notice, substantially in the form annexed hereto as **Exhibit 1**, is hereby approved.

8. The Trustee shall mail the CHS Rejection Bar Date Notice to (a) the counterparties identified on the *Notice by CHS/Community Health Systems, Inc. and Clarksdale HMA, LLC of Rejection of Executory Contracts and Unexpired Leases* [Docket No. 1171] and (b) the counterparties identified on the *Notice of (i) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property; and (ii) Cure Amounts Related to the Foregoing* [Docket No. 970] who are not also identified on the *Notice of Filing Amended Final Listing of Assumed Executory Contracts and Unexpired Leases* [Docket No. 1191] on or before the date that is five (5) business days after the date of entry of this Order, which service shall constitute good and sufficient notice to all Counterparties who may have CHS Rejection Claims of the CHS Rejection Bar Date

and the need to file a Proof of Claim by the CHS Rejection Bar Date in order to preserve rights and obligations in connection with such CHS Rejection Claim.

9. The Trustee is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

10. Nothing in this Order shall impair, prejudice, waive or otherwise affect the rights of the Trustee to object to, dispute, or assert offsets or other defenses to any CHS Rejection Claim or to object to any other claim on any basis, including as to amount, liability or characterization.

11. Notwithstanding anything to the contrary set forth in this Order, to the extent that any claim is or was subject to a previously-established bar date in these cases, such previously-established bar date shall be deemed to remain in effect and will not be deemed extended or modified by virtue of the Proposed Order. Any claim subject to any previously-established bar date not filed by the applicable bar date is and shall continue to be, in accordance with such bar date, forever barred, released, satisfied, discharged, disallowed, and expunged without the need for further application to or order of the Court.

12. Entry of this Order is without prejudice to the rights of the Trustee to seek a further order of this Court fixing the date by which holders of claims not subject to the CHS Rejection Bar Date established herein or any previously-established bar date must file such claims against the Debtors or be forever barred from receiving any payment or distribution of property from the Debtors, the Debtors' estates, or their successors or assigns with respect to such claims, and from asserting such claims against the Debtors, the Debtors' estates, or their successors or assigns.

13. The Court retains jurisdiction over all matters arising from or related to the implementation or interpretation of this Order.

This Order was Signed and Entered Electronically as Indicated at the Top of the First Page.

APPROVED FOR ENTRY:

MANIER & HEROD, P.C.

/s/ Michael E. Collins

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Robert W. Miller (Bar No. 31918)

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Co-Counsel to the Trustee

Exhibit 1

Proposed CHS Rejection Bar Date Notice

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

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

**NOTICE OF DEADLINES FOR FILING PROOFS OF
CLAIM FOR DAMAGES ARISING FROM REJECTION OF
CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

PLEASE TAKE NOTICE THAT on August [*], 2019, the United States Bankruptcy Court for the Middle District of Tennessee (Nashville Division) (the “Court”) entered an order (the “CHS Rejection Bar Date Order”) in the Debtors’ chapter 11 cases establishing **4:00 p.m. (prevailing Central Time) on [*], 2019** (the “CHS Rejection Bar Date”) as the deadline by which each counterparty (collectively, the “Counterparties”) to an executory contract or unexpired lease that was designated for possible assumption and assignment in connection with the sale of Northwest Mississippi Regional Medical Center (the “Clarksdale Sale”) and subsequently rejected by CHS/Community Health Systems, Inc. (“CHS”) pursuant to Section 2.5 of the *Asset Purchase Agreement by and Among Clarksdale Regional Medical Center, Inc., Clarksdale Regional Physicians, LLC, Curae Health, Inc., and CHS/Community Health Systems, Inc.* [Docket No. 1065, Ex. 1] (the “Clarksdale APA”) and paragraph 26 of the *Findings of Fact, Conclusions of Law, and Order Confirming the Joint Chapter 11 Plan of Liquidation of Curae*

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

Health, Inc., et al. [Docket No. 1074] (the “Confirmation Order”) (collectively, the “CHS Rejection Contracts”) who asserts a claim for damages arising from the rejection of such CHS Rejection Contract consistent with section 502(g) of the Bankruptcy Code (a “CHS Rejection Claim”), including, but not limited to, any Counterparty identified in the June 28, 2019 *Notice by CHS/Community Health Systems, Inc. and Clarksdale HMA, LLC of Rejection of Executory Contracts and Unexpired Leases* [Docket No. 1171], must file a proof of claim (a “Proof of Claim”).

You are receiving this notice because you are one of the parties identified as a potential Counterparty to a CHS Rejection Contract. The Court previously established other deadlines for filing proofs of claim in these cases for all other claims not related to rejection of a CHS Rejection Contract [Docket Nos. 544, 834].

You should not file a CHS Rejection Claim if you do not hold a CHS Rejection Claim. The fact that you received this notice does not necessarily mean that you hold a CHS Rejection Claim or that either the Trustee or the Court believes that you hold a CHS Rejection Claim.

Pursuant to the terms of the CHS Rejection Bar Date Order, each Counterparty asserting a CHS Rejection Claim must file an Official Bankruptcy Form 410 Proof of Claim with original signature as follows:

Each Counterparty or authorized agent asserting a CHS Rejection Claim is required to file a Proof of Claim either: (a) electronically through the Court’s ePOC website at <https://ecf.tnmb.uscourts.gov/cgi-bin/autoFilingClaims.pl>; (b) electronically through the Court’s CM/ECF website at: <http://ecf.tnmb.uscourts.gov>; or (c) by mailing or delivering such Proof of Claim by overnight courier or messenger to Bankruptcy Clerk’s Office, 2nd Floor Customs House, 701 Broadway, Nashville, TB 37203.

All electronically filed Proofs of Claim must be filed under the case number of the applicable Debtor. Any Counterparty asserting a CHS Rejection Claim against more than one Debtor is required to file a separate Proof of Claim with respect to each such Debtor. Neither the Trustee nor the Clerk's Office shall be required to accept Proofs of Claim sent by facsimile, telecopy, or electronic mail transmission. All Proofs of Claim must be in the English language and denominated in lawful United States currency.

Any Counterparty asserting a CHS Rejection Claim against the Debtors' estates who fails to file a Proof of Claim in accordance with the Proposed Order on or before the CHS Rejection Bar Date shall be forever barred, estopped, and enjoined from asserting such claim against any of the Debtors (or subsequently filing a Proof of Claim with respect thereto) and shall not be treated as a creditor with respect to such claim for the purposes of distribution under the terms of the Plan.

Copies of the CHS Rejection Bar Date Order are available for inspection during regular business hours at the Office of the Clerk, United States Bankruptcy Court for the Middle District of Tennessee (Nashville Division), 2nd Floor Customs House, 701 Broadway, Nashville, Tennessee 37203. In addition, copies of the CHS Rejection Bar Date Order may be viewed and downloaded for a fee at the Bankruptcy Court's website (<http://ecf.tnmb.uscourts.gov>) by following the directions for accessing the ECF system on such website.

Notwithstanding anything to the contrary set forth in the CHS Rejection Bar Date Order, to the extent that any claim is or was subject to a previously-established bar date in these cases, such previously-established bar date shall be deemed to remain in effect and will not be deemed extended or modified by virtue of the Proposed Order. Any claim subject to any previously-established bar date not filed by the applicable bar date is and shall continue to be, in accordance

with such bar date, forever barred, released, satisfied, discharged, disallowed, and expunged without the need for further application to or order of the Court.

RECIPIENTS OF THIS NOTICE SHOULD CONSULT AN ATTORNEY IF SUCH RECIPIENT HAS ANY QUESTIONS REGARDING ANY CLAIM IT MAY HAVE AGAINST THE DEBTORS, INCLUDING WHETHER SUCH RECIPIENT SHOULD FILE AN PROOF OF CLAIM TO PROTECT ITS INTERESTS.

Dated: August [*], 2019
Nashville, Tennessee

MANIER & HEROD, P.C.

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