

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

In re:	)	
	)	Chapter 11
Curae Health, Inc.,	)	Case No. 18-05665
Amory Regional Medical Center, Inc.,	)	Case No. 18-05675
Batesville Regional Medical Center, Inc.,	)	Case No. 18-05676
Clarksdale Regional Medical Center, Inc.	)	Case No. 18-05678
Amory Regional Physicians, LLC	)	Case No. 18-05680
Batesville Regional Physicians, LLC	)	Case No. 18-05681
Clarksdale Regional Physicians, LLC	)	Case No. 18-05682
	)	
1721 Midpark Road, Suite B200	)	Judge Walker
Knoxville, TN 37921	)	
Debtors.	)	Joint Administration Pending

**EXPEDITED MOTION OF DEBTORS FOR AUTHORITY TO EMPLOY AND RETAIN  
GLASSRATNER ADVISORY & CAPITAL GROUP, LLC AS FINANCIAL ADVISOR  
TO THE DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

The above-captioned debtors and debtors in possession (the “**Debtors**”) hereby move the Court (the “**Motion**”) for entry of an order (the “**Proposed Order**”), substantially in the form annexed hereto as Exhibit A, pursuant to sections 105(a) and 363(b) of title 11 of the United States Code (the “**Bankruptcy Code**”), authorizing, but not directing, the Debtors to retain GlassRatner Advisory & Capital Group, LLC (“**GlassRatner**”) as financial advisor to the Debtors *nunc pro tunc* to the Petition Date (defined below). In support of this Motion, the Debtors submit the *Declaration of Marshall Glade in Support of Motion of Debtors for Authority to Employ and Retain GlassRatner Advisory & Capital Group, LLC as Financial Advisor to the Debtors, Nunc Pro Tunc to the Petition Date* (the “**Glade Declaration**”), attached hereto as Exhibit C. In further support of this Motion, the Debtors, by and through undersigned counsel, respectfully represent:

**JURISDICTION AND VENUE**

1. This Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are Bankruptcy Code sections 105(a) and 363(b).

### **BACKGROUND**

3. On the date hereof (the “**Petition Date**”), each of the Debtors filed a voluntary petition in this Court commencing a case for relief under chapter 11 of the Bankruptcy Code (the “**Chapter 11 Cases**”). The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of the Chapter 11 Cases, is set forth in detail in the *Declaration of Stephen N. Clapp, Chief Executive Officer of Curae Health, Inc., in Support of Chapter 11 Petitions and First Day Pleadings* (the “**First Day Declaration**”) and fully incorporated herein by reference.

4. Concurrently with the filing of this Motion, the Debtors have requested procedural consolidation and joint administration of the Chapter 11 Cases pursuant to Bankruptcy Rule 1015(b). The Debtors continue to manage and operate their business as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108. No trustee or examiner has been requested in the Chapter 11 Cases and no committees have yet been appointed.

### **RELIEF REQUESTED**

5. By this Motion, pursuant to Bankruptcy Code sections 105(a) and 363(b), the Debtors request entry of an order, substantially in the form attached hereto as Exhibit A, authorizing, but not directing, the Debtors to retain GlassRatner as financial advisor to the Debtors *nunc pro tunc* to the Petition Date.

**A. Retention of GlassRatner Personnel**

6. In consideration of the size and complexity of their businesses, as well as the exigencies of the circumstances, the Debtors have determined that the services of experienced financial advisors will substantially enhance their attempts to maximize the value of their estates. The Engagement Personnel are well qualified to act on the Debtors' behalf given their extensive knowledge and expertise with respect to these Chapter 11 Cases.

7. GlassRatner is a specialty financial advisory services firm that provides solutions to complex business problems and Board level agenda items. GlassRatner's maintains offices in Atlanta, Georgia; Fort Lauderdale, Orlando, Tampa, and West Palm Beach, Florida; Bakersfield, Irvine, and Los Angeles, California; New York, New York; Dallas, Texas; and Phoenix, Arizona. GlassRatner brings together a unique combination of financial and operating insight gained from decades of collective experience working in crisis situations, along with practical transaction experience. GlassRatner has been ranked as one of the most active crisis management and restructuring firms in the United States on an ongoing basis by Deal.com and the Bankruptcy Insider. GlassRatner is fully immersed in the restructuring world, and mobilizes teams of professionals on every type of matter in all regions of the United States on a regular basis. GlassRatner has become a leading bankruptcy and restructuring advisor built on the foundation of sophisticated financial analysis, senior level experienced practitioners, reliable expert reports and strong in-court presence. GlassRatner has widespread experience in providing restructuring and financial advisory services in reorganization proceedings, and it has an excellent reputation for the services it has rendered in chapter 11 cases on behalf of debtors and creditors throughout the United States. GlassRatner's professionals have represented various stakeholders in a number of

distressed healthcare situations, including debtors, and official committees of unsecured creditors, in matters both in and out of court.

8. Glade is a Managing Director of GlassRatner and supports the firm's restructuring, crisis management and due diligence activities. Glade has over ten years of experience with GlassRatner, and thirteen years of relevant experience. Among many other examples, Glade served as (i) financial advisor to the chapter 11 trustee in the Hutcheson Medical Center chapter 11 bankruptcy case pending in the United States Bankruptcy Court for the Northern District of Georgia, which included developing and implementing operational improvements to enhance creditor recovery, negotiating a sale of a skilled nursing facility and hospital, managing the accounting department, preparing court filings, and managing billing and collections of over \$90 million in accounts receivable for a hospital, medical practices and skilled nursing facility; (ii) financial advisor to the unsecured creditor committee in the Pioneer Bankruptcy pending in the United States Bankruptcy Court for the Southern District of Mississippi; (iii) interim Chief Financial Officer for an international private equity backed software company located in Washington, DC, which included assisting in a reposition/refresh the core product, developing cash flow projections, executing cost cutting measures, negotiating with senior lender and major vendors, overseeing month-end closing processes, comparing budgeted to actual results and developing of ad-hoc analysis as requested by the board of directors; (iv) financial advisor to the Official Committee of Unsecured Creditors in the Signal International chapter 11 bankruptcy case filed in the United States Bankruptcy Court for the District of Delaware; and (v) financial advisor to the Official Committee of Unsecured Creditors and subsequent Liquidating Trust for a multifamily developer with over \$6 billion in debt and 200 properties.

9. Furthermore, GlassRatner and its professionals have additional experience in other healthcare related bankruptcies in recent years, including: (i) Chapter 11 Trustee in the Hutcheson Medical Center chapter 11 bankruptcy case pending in the United States Bankruptcy Court for the Northern District of Georgia (ii) serving as Chief Restructuring Officer for a 79- bed nursing home facility; (ii) serving as Chief Restructuring Officer for a chain of medical imaging clinics in chapter 11; (iii) serving as financial advisor to the Official Committee of Unsecured Creditors in the Bamberg Hospital bankruptcy, a Chapter 9 proceeding filed in the United States Bankruptcy Court for the District of South Carolina; (iv) serving as financial and operational restructuring advisor to a hematology-oncology imaging practice; (v) analyzing the financial viability of a community hospital operating as a chapter 11 debtor; (vi) performing operational and financial analysis in regard to a chain of nursing homes on behalf of a money center bank; (vii) performing financial analysis relating to cash flow loans on medical facilities and skilled nursing facilities; (viii) performing financial consulting services to a public corporation owning hospitals nationwide; (ix) providing startup consulting for multidisciplinary medical practice and a physical therapy clinic from concept through full operation; (xii) providing accounting practice management and technology consulting services for various medical practices and hospital facilities; and (x) providing Medicare reporting and consulting services to physical and speech therapy practices.

10. Prior to the Petition Date, GlassRatner worked closely with the Debtors' management and other advisors to prepare for the filing of the Chapter 11 Cases. Accordingly, GlassRatner has developed relevant experience regarding the Debtors that will assist it in providing effective and efficient services to the Debtors in these Chapter 11 Cases.

11. The Debtors believe that GlassRatner is well qualified and able to advise them in a cost-effective, efficient and timely manner. The Debtors have been advised by GlassRatner that it

will endeavor to coordinate with the other professionals retained in this case to eliminate unnecessary duplication of work. Therefore, the Debtors submit that the retention and employment of GlassRatner is in the best interests of the Debtors estates.

**B. Scope of Services**

12. Subject to approval by the Court, the Debtors propose to retain GlassRatner on the terms and conditions set forth in the engagement letter, dated August 9, 2018, attached hereto as Exhibit B<sup>1</sup> except as otherwise explicitly set forth herein or in any order granting this Motion.

13. Among other things, GlassRatner will support the Debtors with respect to:

- a. Developing cash flow projections;
- b. Finding an appropriate DIP lender;
- c. Preparation of the statutory reporting requirements, including statements of financial affairs and associated schedules;
- d. Preparation of reports for, and communications with, the Bankruptcy Court, creditors, and any other constituent;
- e. Implementing needed operational and/or strategic enhancements;
- f. Reviewing, evaluating, and analyzing the financial ramifications of proposed transactions for which the Debtors may seek Bankruptcy Court approval;
- g. Providing financial advice and assistance to the Debtors in connection with a sale transaction and conduct a section 363 auction to sell the assets of the Debtors;
- h. Assisting the Debtors in developing and supporting a proposed plan of reorganization;
- i. Rendering Bankruptcy Court testimony in connection with the foregoing, as required, on behalf of the Debtors; and
- j. Any other duty or task which falls within the normal responsibilities of an accountant or financial advisor.

14. These services are necessary to enable the Debtors to maximize the value of their estates and successfully complete their restructuring.

**C. GlassRatner's Disinterestedness**

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<sup>1</sup> The summaries of the Engagement Letter contained in this Motion are provided for purposes of convenience only. In the event of any inconsistency between the summaries contained herein and the terms and provisions of the Engagement Letter, the terms of the Engagement Letter shall control unless otherwise set forth herein. Capitalized terms use but not otherwise defined herein shall have the meanings set forth in the Engagement Letter.

15. To the best of the Debtors' knowledge, information, and belief, except as set forth in the Glade Declaration, annexed hereto as Exhibit C, GlassRatner: (i) has no connection with the Debtors, their creditors, other parties in interest, or the attorneys or accountants of any of the foregoing, or the United States Trustee or any person employed in the Office of the United States Trustee, and (ii) does not hold any interest adverse to the Debtors' estates.

16. Although the Debtors submit that the retention of GlassRatner personnel is not governed by Bankruptcy Code section 327, the Debtors attach the Glade Declaration, which discloses, among other things, any relationship that GlassRatner, Mr. Glade, or any GlassRatner Personnel has with the Debtors, their significant creditors, or other significant parties in interest known to GlassRatner. Based upon the Glade Declaration, the Debtors submit that GlassRatner is a "disinterested person" as that term is defined by Bankruptcy Code section 101(14).

17. In addition, as set forth in the Glade Declaration, if any new material facts or relationships are discovered or arise, GlassRatner will provide the Court with a supplemental declaration.

**D. Terms of Retention**

**1. Compensation**

18. In accordance with the terms of the Engagement Letter, GlassRatner will be paid by the Debtors for the services of GlassRatner personnel at their customary hourly billing rates. The current hourly billing rates, based on the position held by such personnel at GlassRatner, are subject to the following hourly rates/ranges:

GlassRatner Personnel Rates

Managing Director (Marshall Glade)	\$375
Senior Associate (Riley Young)	\$285
Associates	\$200 - \$325
Directors	\$325 - \$425

Principals

\$450 - \$595

19. Such rates and ranges shall be subject to a 5% increase on January 1<sup>st</sup> of each year.
20. GlassRatner received \$50,000 as a retainer in connection with preparing for and conducting the filing of these Chapter 11 Cases, as described in the Engagement Letter.
21. In addition to compensation for professional services, GlassRatner will seek reimbursement for reasonable and necessary expenses incurred in connection with these Chapter 11 Cases.

## **2. Indemnification**

22. Subject to Court approval (including in accordance with the proposed order) and pursuant to the terms of the Engagement Letter, in connection with GlassRatner's engagement with the Debtors, the Debtors have agreed to provide indemnification and contribution to GlassRatner and its affiliates pursuant to terms substantially similar to the following:

The Debtors agree to agree to indemnify and hold harmless GlassRatner (including employees and affiliated persons) from and against all claims, liabilities, losses, and damages arising out of our services performed upon the Debtors' behalf except to the extent caused by gross negligence or willful misconduct by GlassRatner. Further, the Debtors agree to reimburse GlassRatner for any legal or other expenses reasonably incurred by GlassRatner in connection with the defense of such claims; provided, however, that they shall be excluded from such indemnification and reimbursement of any such loss, damage, liability, claim or expense which arises out of or is based upon any action or failure to act by GlassRatner pursuant to the Engagement Letter or which constitutes gross negligence, other acts of misconduct or bad faith in performance under the Engagement Letter on the part of GlassRatner. Such indemnification shall survive the completion of the engagement but subject to approval by the Bankruptcy Court prior to the effective date of any plan of reorganization.

### **BASIS FOR RELIEF**

23. The Debtors seek approval of the retention of GlassRatner pursuant to Bankruptcy Code section 363, *nunc pro tunc* to the Petition Date. Bankruptcy Code section 363(b)(1) provides, in relevant part, that "[t]he trustee, after notice and a hearing, may use, sell, or lease, other than in



the ordinary course of business, property of the estate.” 11 U.S.C. § 363(b)(1). Further, pursuant to Bankruptcy Code section 105(a), the “court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a).

24. If a debtor’s proposed use of its assets pursuant to Bankruptcy Code section 363(b) represents a reasonable business judgment on the part of the debtor, such use should be approved. *See, e.g., Comm. of Equity Sec. Holders v. Lionel Corp. (In re Lionel Corp.)*, 722 F.2d 1063, 1070 (2d Cir. 1983) (“The rule we adopt requires that a judge determining a § 363(b) application expressly find from the evidence presented before him at the hearing a good business reason to grant such an application.”); *Comm. of Asbestos-Related Litigants v. Johns-Manville Corp. (In re Johns-Manville Corp.)*, 60 B.R. 612, 616 (Bankr. S.D.N.Y. 1986) (“Where the debtor articulates a reasonable basis for its business decisions (as distinct from a decision made arbitrarily or capriciously), courts will generally not entertain objections to the debtor’s conduct”).

25. The retention of GlassRatner and its professionals is a sound exercise of the Debtors’ business judgment. The Debtors believe that GlassRatner will provide services that benefit the Debtors’ estates and creditors. In light of the foregoing, the Debtors believe that the retention of GlassRatner is appropriate and in the best interests of the Debtors and their estates and creditors.

26. Based upon the foregoing, the Debtors submit that the retention of GlassRatner, on the terms set forth herein and in the Engagement Letter, is essential, appropriate, and in the best interests of the Debtors’ estates, creditors, and other parties in interest and should be granted in these Chapter 11 Cases.

### **NOTICE**

27. Notice of this Motion will be given to: (a) the Office of the United States Trustee for the Middle District of Tennessee; (b) the Centers for Medicare and Medicaid Services; (c) the State of Tennessee Department of Health Division of Licensure and Regulation Office of Health Care Facilities; (d) the Mississippi State Department of Health; (e) those parties listed on the consolidated list of creditors holding the thirty (30) largest unsecured claims against the Debtors; (f) counsel to any official committee(s) establish in these cases pursuant to Section 1102 of the Bankruptcy Code; (g) ServisFirst Bank and its counsel; (h) Midcap Financial Trust and its counsel; (i) CHS/Community Health Systems, Inc. and its counsel; (j) all Tennessee local counsel having entered a notice of appearance in these cases; (k) the Internal Revenue Service; (l) the Tennessee Attorney General's Office; (m) the Mississippi Attorney General's Office; (n) the Tennessee Secretary of State; and (o) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

**NO PRIOR REQUEST**

28. No prior motion for the relief requested herein has been made to this or any other court.

**WHEREFORE** the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as the Court deems just and proper.

This 24th day of August, 2018.

Respectfully Submitted:

**POLSINELLI PC**

/s/ Michael Malone

Michael Malone

401 Commerce Street, Suite 900

Nashville, TN 37219

Telephone: (615) 259-1510

Facsimile: (615) 259-1573

[mmalone@polsinelli.com](mailto:mmalone@polsinelli.com)

-and-

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

**Exhibit A**

**Proposed Order**

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

In re:	)	
	)	Chapter 11
Curae Health, Inc.,	)	Case No. 18-05665
Amory Regional Medical Center, Inc.,	)	Case No. 18-05675
Batesville Regional Medical Center, Inc.,	)	Case No. 18-05676
Clarksdale Regional Medical Center, Inc.	)	Case No. 18-05678
Amory Regional Physicians, LLC	)	Case No. 18-05680
Batesville Regional Physicians, LLC	)	Case No. 18-05681
Clarksdale Regional Physicians, LLC	)	Case No. 18-05682
	)	
1721 Midpark Road, Suite B200	)	Judge Walker
Knoxville, TN 37921	)	
Debtors.	)	Joint Administration Pending

**EXPEDITED ORDER AUTHORIZING DEBTORS TO EMPLOY AND RETAIN  
GLASSRATNER ADVISORY & CAPITAL GROUP, LLC AS FINANCIAL ADVISORS  
TO THE DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

Upon consideration of the motion (the “**Motion**”)<sup>1</sup> of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), pursuant to sections 105(a) and 363(b) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”), for authorization to retain GlassRatner Advisory & Capital Group, LLC (“**GlassRatner**”) as the Debtors’ financial advisors, *nunc pro tunc* to the Petition Date pursuant to the terms set forth in the Engagement Letter annexed to the Motion as Exhibit B and the Glade Declaration annexed to the Motion as Exhibit C, all as more fully described in the Motion; and it appearing that the relief requested is in the best interests of the Debtors’ estates, creditors, and other parties in interest; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided under the particular circumstances; and it appearing that no other or further notice need be provided; and the Court having determined that it may enter a final order consistent with Article III of the United States Constitution; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors, and all other parties- in-interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED, as set forth herein.
2. The terms of the Engagement Letter, including without limitation, the compensation provisions and the indemnification provisions, as modified by the Motion and this Order, are reasonable terms and conditions of employment and are hereby approved.
3. Pursuant to Bankruptcy Code sections 105(a) and 363(b), the Debtors are hereby authorized to retain GlassRatner as the Debtors' financial advisor, *nunc pro tunc* to the Petition Date on the terms set forth in the Engagement Letter.
4. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order, the Engagement Letter, and/or the services provided by the Engagement Personnel.

**This Order Was Signed And Entered Electronically as Indicated At The Top Of The First Page**

APPROVED FOR ENTRY:

**POLSINELLI PC**

*/s/ Michael Malone*

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-and-

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*Proposed Counsel to the Debtors and  
Debtors in Possession*

**Exhibit B**

**Engagement Letter**



**Exhibit C**

**Glade Declaration**

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

In re:	)	
	)	Chapter 11
Curae Health, Inc.,	)	Case No. 18-_____
Amory Regional Medical Center, Inc.,	)	Case No. 18-_____
Batesville Regional Medical Center, Inc.,	)	Case No. 18-_____
Clarksdale Regional Medical Center, Inc.	)	Case No. 18-_____
Amory Regional Physicians, LLC	)	Case No. 18-_____
Batesville Regional Physicians, LLC	)	Case No. 18-_____
Clarksdale Regional Physicians, LLC	)	Case No. 18-_____
	)	
1721 Midpark Road, Suite B200	)	Judge _____
Knoxville, TN 37921	)	
Debtors.	)	Joint Administration Pending

**DECLARATION OF MARSHALL GLADE IN SUPPORT OF MOTION OF DEBTORS  
FOR AUTHORITY TO EMPLOY AND RETAIN GLASSRATNER ADVISORY &  
CAPITAL GROUP, LLC AS FINANCIAL ADVISOR TO THE DEBTORS *NUNC PRO  
TUNC TO THE PETITION DATE***

I, MARSHALL GLADE of GlassRatner Advisory & Capital Group, LLC, make this Declaration pursuant to 28 U.S.C. § 1746, and state:

1. I am a Managing Director with GlassRatner Advisory & Capital Group, LLC (“**GlassRatner**”). GlassRatner is a professional services firm engaged in the business of providing financial advisory and distressed asset management services, with offices located at 3445 Peachtree Road, Atlanta, GA 30326, as well as additional offices located in Florida, California, Texas, New York and Arizona. I submit this Declaration in support of *Motion of Debtors for Authority to Employ GlassRatner Advisory & Capital Group, LLC as Financial Advisor to the*

*Debtors Nunc Pro Tunc to the Petition Date* (the “**Motion**”).<sup>1</sup> Except as otherwise noted, I have personal knowledge of the matters set forth herein.<sup>2</sup>

**A. Disinterestedness and Eligibility**

2. To the best of my knowledge, information and belief, insofar as I have been able to ascertain after reasonable inquiry, neither I, nor GlassRatner, nor any of its partners, principals, employees, agents or affiliates, have any connection with the Debtor, its creditors, the United States Trustee, or any other party with an actual or potential interest in these Chapter 11 Cases, or their respective attorneys or accountants, except as set forth below:

(a) From time to time, GlassRatner has provided services, and likely will continue to provide services, to certain creditors of the Debtor and various other parties adverse to the Debtors in matters wholly unrelated to these Chapter 11 Cases. As described below, however, GlassRatner has undertaken a detailed search to determine, and to disclose, whether it is providing or has provided, services to any significant creditor, equity security holder, insider or other party-in-interest in such unrelated matters.

(b) GlassRatner provides services in connection with numerous cases, proceedings and transactions unrelated to these Chapter 11 Cases. Those unrelated matters involve numerous attorneys, financial advisors and creditors, some of which may be claimants or parties with actual or potential interests in these Chapter 11 Cases, or may represent such parties.

(c) GlassRatner’s personnel may have business associations with certain creditors of the Debtor unrelated to these Chapter 11 Cases. In addition, in the ordinary course of its business, GlassRatner may engage other professionals in unrelated matters who now represent, or who may in the future represent, creditors or other interested parties in this chapter 11 case.

3. In connection with the preparation of this Declaration, GlassRatner searched its client database and conducted a review of its professional contacts with the Debtor and other

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Motion.

<sup>2</sup> Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at GlassRatner and are based on information provided by such professionals.

parties in interest that were reasonably known to us to determine whether GlassRatner had any relationships with the following types of entities:

- (a) the Debtors;
- (b) the Debtors' current directors and officers and certain of its most significant business affiliations;
- (c) secured lenders;
- (d) the Debtors' employees;
- (e) litigation parties, utility vendors, taxing authorities; and
- (f) unsecured creditors of the Debtors, among others, based upon information and/or documentation provided by the Debtors.

4. Based on that search, GlassRatner represents that, to the best of its knowledge, GlassRatner knows of no fact or situation that would represent a conflict of interest for GlassRatner with regard to the Debtor and is a "disinterested person" as that term is defined in Bankruptcy Code section 101(14), as modified by Bankruptcy Code section 1107(b), in that GlassRatner and its employees:

- a. Are not creditors, equity security holders or insiders of the Debtors;
- b. Were not, within two (2) years before the date of filing of the Debtors' Chapter 11 petitions, a director, officer, or employee of the Debtors; and
- c. Based upon the results of the search described above, do not have an interest materially adverse to the interest of the estate or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the debtor, or for any other reasons.

5. GlassRatner submits that it holds no adverse interest as to the matters for which it has been employed by the Debtors within the meaning of Bankruptcy Code section 327(a).

6. Certain individuals affiliated with GlassRatner may render restructuring management services to the Debtor on a part-time basis, while others have been and/or will

continue to be engaged full-time. To the extent such individuals are employed on a part-time basis, GlassRatner submits that there are no simultaneous or prospective engagements existing which would constitute a conflict or adverse interest as to the matters for which it has been employed by the Debtor, nor would GlassRatner staff such part-time temporary staff on any future matter that would constitute a conflict or adverse interest to this matter.

7. Further, as part of its diverse practice, GlassRatner appears in numerous cases, proceedings and transactions that involve many different professionals, including attorneys, accountants and financial consultants, who may represent claimants and parties-in-interest in the Debtors' Chapter 11 Cases. As a result, GlassRatner has represented and may in the future represent certain interested parties in matters wholly unrelated to this chapter 11 case, either individually or as part of representation of a committee of creditors or interest holders. Based upon GlassRatner's current knowledge of the professionals involved, and to the best of my knowledge, none of those relationships create interests materially adverse to the Debtors in matters upon which GlassRatner is to be employed, and none are in connection with this case.

8. According to GlassRatner's records, prior to the commencement of these Chapter 11 Cases, GlassRatner received, on August 10, 2018, a retainer in the amount of \$50,000.00 from the Debtors, which was deposited into the trust account of GlassRatner.

9. The foregoing payments by the Debtor to GlassRatner were in connection with services rendered and costs incurred by GlassRatner, in contemplation of, and in connection with filing these Chapter 11 Cases.

10. Despite the efforts described above to identify and disclose GlassRatner's connections with parties in interest in these Chapter 11 Cases, because the Debtors are an enterprise with numerous creditors and other relationships, GlassRatner, is unable to state with certainty that

every client relationship or other connection has been disclosed. In that regard, if GlassRatner discovers additional information that requires disclosure, GlassRatner will file a supplemental disclosure with the Court.

11. GlassRatner does not believe it is a “creditor” of the Debtors within the meaning of Bankruptcy Code section 101(10).

12. No commitments have been made or received by me and/or GlassRatner nor any partner or employee associate thereof, as to compensation or payment in connection with this case other than in accordance with the provisions of the Bankruptcy Code. Neither I nor GlassRatner, have any agreement with any other entity to share with such entity any compensation received by GlassRatner in connection with these Chapter 11 Cases.

**B. COMPENSATION**

13. Subject to Court approval of the Motion and in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, applicable U.S. Trustee guidelines, and the Local Rules for of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Middle District of Tennessee, GlassRatner will seek from the Debtors payment for compensation on an hourly basis, and reimbursement of actual and necessary expenses incurred by GlassRatner. GlassRatner’s customary hourly rates as charged in bankruptcy and non-bankruptcy matters of this type by the professionals assigned to this engagement are outlined in the Motion. These hourly rates are adjusted annually.

14. To the best of my knowledge, (i) no commitments have been made or received by GlassRatner with respect to compensation or payment in connection with these cases other than in accordance with applicable provisions of the Bankruptcy Code and the Bankruptcy Rules, and (ii)

(ii) GlassRatner has no agreement with any other entity to share with such entity any compensation received by GlassRatner in connection with these Chapter 11 Cases.

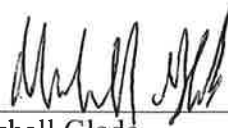
15. By reason of the foregoing, I believe GlassRatner is eligible for retention by the Debtors pursuant to Bankruptcy Code sections 105(a) and 363(b) and the applicable Bankruptcy Rules and Local Rules.

16. I, along with GlassRatner reserve the right to supplement this Declaration in the event that I and/or GlassRatner discover any facts bearing on matters described in this Declaration regarding GlassRatner's employment by the Debtors.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: August 24th, 2018

/s/



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Marshall Glade  
Managing Director  
GlassRatner