

**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 ENTRY OF AN ORDER AUTHORIZING  
THE DEBTORS TO FILE A CONSOLIDATED LIST OF LARGEST UNSECURED  
CREDITORS**

The above-captioned debtors and debtors in possession (the “**Debtors**”) hereby move the Court (the “**Motion**”), pursuant to sections 105(a) of title 11 of the United States Code (the “**Bankruptcy Code**”); Rule 1007(d) of Federal Rules of Bankruptcy Procedure (“**Bankruptcy Rules**”) for entry of an order, substantially in the form of Exhibit A attached hereto (the “**Proposed Order**”), authorizing the Debtors to file a consolidated list of largest unsecured creditors. In support of the Motion, the Debtors rely upon the *Declaration of Stephen Clapp, Chief Executive Officer of Curae Health, Inc., in Support of Chapter 11 Petitions and First Day Pleadings*, filed with the Court concurrently herewith (the “**First Day Declaration**”). In further support of the Motion, the Debtors, by and through their 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 section 105(a) and Bankruptcy Rule 1007(d).

### **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 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, the Debtors seek entry of an order pursuant to Bankruptcy Rule 1007(d), authorizing the Debtors to file a consolidated list of largest unsecured creditors.

### **BASIS FOR RELIEF**

6. Bankruptcy Rule 1007(d) requires a debtor to file a list of the creditors that hold the twenty largest unsecured claims against the debtor, excluding insiders. FED. R. BANKR. P. 1007(d). The purpose of the list prescribed by Bankruptcy Rule 1007(d) is to inform the U.S. Trustee to appoint a properly representative committee under section 1102 of the Bankruptcy Code.

7. These Chapter 11 Cases involve seven Debtors with over one thousand creditors. Many of the creditors, however, are relatively small in amount. On the other hand, the thirty largest creditors on the consolidated list of creditors in these Chapter 11 Cases represent claims exceeding \$100,000.00. Many of the largest creditors are creditors of each of the Debtors. Accordingly, in lieu of filing a separate list of the creditors holding the twenty largest unsecured claims in each of the Chapter 11 Cases, the Debtors request authority to file a consolidated list of the thirty (30) largest unsecured creditors (the “**Consolidated Creditor List**”).

8. The Debtors are affiliates as that term is used in the Bankruptcy Code and have many of the same creditors. Contemporaneously herewith, the Debtors have filed a motion requesting joint administration of the Chapter 11 Cases. Allowing the Debtors to file the Consolidated Creditor List will facilitate the U.S. Trustee’s formation of a committee that adequately represents unsecured creditors’ interests in the Chapter 11 Cases.

9. Here, good and sufficient cause exists under Bankruptcy Rule 1007(d) to grant the Motion. The Debtors have over one thousand creditors, and contemporaneously herewith, the Debtors’ have filed a list of all creditors of the Debtors.

10. In light of the foregoing, authority to file the Consolidated Creditor List is in the best interest of the Debtors’ estates and will facilitate the efficient and orderly administration of the Chapter 11 Cases.

### **NOTICE**

11. 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. The Debtors submit that, under the circumstances, no other or further notice is required.

**NO PRIOR REQUEST**

12. No previous request for the relief sought herein has been made to this Court or any other court.

**WHEREFORE**, the Debtors respectfully request that the Court enter an order, substantially in the form of the proposed order attached hereto as Exhibit A, granting the relief requested in the Motion and such other and further relief as may be just and proper.

*[Remainder of Page Intentionally Left Blank]*

Dated: August 24, 2018  
Nashville, Tennessee

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)  
1201 West Peachtree Street NW  
Atlanta, Georgia  
Telephone: (404) 253-6000  
Facsimile: (404) 684-6060  
[dgordon@polsinelli.com](mailto:dgordon@polsinelli.com)  
[cewang@polsinelli.com](mailto:cewang@polsinelli.com)

*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 THE DEBTORS TO FILE A CONSOLIDATED LIST OF LARGEST UNSECURED CREDITORS**

Upon the motion (the “**Motion**”)<sup>1</sup> of the Debtors for an order, under Bankruptcy Rule 1007(d), authorizing the Debtors to file a consolidated list of largest unsecured creditors; and the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors and other parties in interest; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED AND DECREED THAT:**

1. The Motion is GRANTED, as set forth herein.

---

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

2. The Debtors are authorized to file a consolidated list of largest unsecured creditors in the Chapter 11 Cases consisting of the thirty (30) largest unsecured creditors in the Chapter 11 Cases.

3. The Order shall be effective and enforceable upon entry hereof.

4. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Order.

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

APPROVED FOR ENTRY:

**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)  
1201 West Peachtree Street NW  
Atlanta, Georgia  
Telephone: (404) 253-6000  
Facsimile: (404) 684-6060  
[dgordon@polsinelli.com](mailto:dgordon@polsinelli.com)  
[cewang@polsinelli.com](mailto:cewang@polsinelli.com)

*Proposed Counsel to the Debtors and  
Debtors in Possession*