

**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

**EXPEDITED ORDER (I) AUTHORIZING THE DEBTORS TO ENTER INTO THE
MEMBER SUBSTITUTION AGREEMENT WITH RESPECT TO THE
RUSSELLVILLE HOSPITAL AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)² of the debtors and debtors in possession (the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) for entry of an order, pursuant to sections 105(a) and 363 of the Bankruptcy Code and Bankruptcy Rules 2002 and 6004, (I) authorizing the Debtors to enter into the Member Substitution Agreement with respect to the Russellville Hospital, and (II) granting related relief, all as more fully set forth in the Motion; and upon the record of the hearing on the Motion, if any; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court being able to issue a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion having been given pursuant to Local Rule 9075-1; and it appearing that no other or further notice of the Motion is required; and this Court

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

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

having found that the relief requested by the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and after due deliberation thereon; and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as set forth below.
2. Pursuant to sections 105(a) and 363 of the Bankruptcy Code, the Debtors are authorized, but not directed, to enter into the Member Substitution Agreement annexed to the Motion as Exhibit B and transfer operations of the Russellville Hospital to Dava.
3. The \$950,020.00 held in the Debt Service Reserve Fund shall continue to be held in the ServisFirst account subject to a consensual agreement among the Debtors, the Official Committee of Unsecured Creditors (the "**Committee**"), Midcap Financial Trust ("**Midcap**"), and ServisFirst or further order of the Court. All rights of the Debtors, the Committee, Midcap, and ServisFirst with respect to the Debt Service Reserve Fund shall be reserved, and ServisFirst shall not set off or apply any of the funds in the Debt Service Reserve Fund to the ServisFirst indebtedness absent the consent of the Debtors, Midcap, and the Committee or further order of the Court.
4. Upon Debtors' entry into the Member Substitution Agreement and the closing of the transaction(s) set forth therein, Russellville shall release any and all claims it has, had, or may have against the Debtors.
5. Notwithstanding the relief granted herein and any actions taken hereunder, nothing in the Motion or this order shall: (a) constitute an admission as to the validity or priority of any claim against the Debtors, (b) constitute a waiver of the Debtors' rights to dispute any

claim, or (c) constitute an assumption or rejection of any executory contract or lease of the Debtors.

6. Within two (2) business days after entry of this Order, the Debtors shall serve this Order on the Notice Parties provided in paragraph 25 of the Motion.

7. The Debtors are authorized, but not directed, to take such actions and to execute such documents as may be necessary to implement the relief granted by this Order.

8. Good cause exists to waive the stay provisions of Bankruptcy Rules 6004(h) and the Court hereby waives such provisions. This Order shall become effective immediately upon its entry.

9. 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

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-and-

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