

United States Bankruptcy Court
Middle District of Tennessee

In re:
Curae Health Inc.
Debtor

Case No. 18-05665-CMW
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0650-3

User: bmp2450
Form ID: pdf001

Page 1 of 3
Total Noticed: 1

Date Rcvd: Nov 30, 2018

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Dec 02, 2018.

db +Curae Health Inc., 1721 Midpark Road, Suite B200, Knoxville, TN 37921-5977

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Dec 02, 2018

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on November 30, 2018 at the address(es) listed below:

ANDREW H SHERMAN on behalf of Creditor Committee Official Committee of Unsecured Creditors of Curae Health, Inc., et al. asherman@sillscummis.com
BORIS I MANKOVETSKIY on behalf of Creditor Committee Official Committee of Unsecured Creditors of Curae Health, Inc., et al. bmankovetskiy@sillscummis.com
BRITTANY S OGDEN on behalf of Creditor Leaf Capital Funding, LLC Brittany.Ogden@quarles.com, Kristie.Knitter@quarles.com
BRUCE ANTHONY SAUNDERS on behalf of Interested Party Cigna Health and Life Insurance Company tsaunders@wyattfirm.com
CHARLES WILKERSON COOK on behalf of Creditor Leaf Capital Funding, LLC charlie.cook@arlaw.com, alexis.britt@arlaw.com; carol.shearer@arlaw.com
CHRISTOPHER R MADDUX on behalf of Creditor University of Mississippi Medical Center chris.maddux@butlersnow.com, ecf.notices@butlersnow.com, velvet.johnson@butlersnow.com, mitch.carrington@butlersnow.com
DAVID E. LEMKE on behalf of Creditor MidCap Funding IV Trust david.lemke@wallerlaw.com, Cathy.thomas@wallerlaw.com; Chris.Cronk@wallerlaw.com; bk@wallerlaw.com
DAVID E. LEMKE on behalf of Creditor MidCap Financial Trust david.lemke@wallerlaw.com, Cathy.thomas@wallerlaw.com; Chris.Cronk@wallerlaw.com; bk@wallerlaw.com
DAVID G THOMPSON on behalf of Creditor ServisFirst Bank dthompson_br@nealharwell.com, gfox@nealharwell.com
DAVID M ANTHONY on behalf of Creditor CHG-MERIDIAN USA Corp. anthonybk@bonelaw.com
DAVID M ANTHONY on behalf of Creditor Cardinal Health 110, LLC anthonybk@bonelaw.com
DAVID W HOUSTON, IV on behalf of Interested Party North Mississippi Health Services, Inc. dhouston@burr.com, mmayes@burr.com
ERIKA R. BARNES on behalf of Interested Party Coahoma County, Mississippi ebarnes@stites.com, erikarbarnes@gmail.com; mdennis@stites.com; docketclerk@stites.com
ERNO DAVID LINDNER on behalf of Creditor CHCT Mississippi, LLC. elindner@bakerdonelson.com, dspiegel@bakerdonelson.com
G. RHEA BUCY on behalf of Creditor MEDHOST of Tennessee, Inc. Rbucy@GSRM.com, lcatabay@gSRM.com
GILL ROBERT GELDREICH on behalf of Creditor Division of Medicaid State of Mississippi agbankcookeville@ag.tn.gov, gill.geldreich@ag.tn.gov
JAMES A BOBO on behalf of Creditor Division of Medicaid State of Mississippi jbobob@ago.state.ms.us
JAMES E BAILEY, III on behalf of Creditor Methodist Healthcare - Memphis Hospitals, Inc. jeb.bailey@butlersnow.com, ecf.notices@butlersnow.com; mary.elam@butlersnow.com
JAMES L POWELL on behalf of Creditor Mississippi Department of Revenue jim.powell@dor.ms.gov, renee.freeman@dor.ms.gov; Bankruptcy.Attorney@dor.ms.gov
JAMES R. KELLEY on behalf of Creditor ServisFirst Bank jkelley_br@nealharwell.com, LBrian@NealHarwell.com
JOHN DOUGLAS ELROD on behalf of Health Care Ombudsman Suzanne Koenig, as Patient Care Ombudsman elrodj@gtlaw.com, fieldss@gtlaw.com
JOHN L RYDER on behalf of Creditor Winthrop Resources Corporation jlr@harrishelton.com

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

JOHN L RYDER on behalf of Creditor TCF Equipment Finance jlr@harrisskelton.com
 JOHN LELAND MURPHREE on behalf of Creditor Northwest Medical Center, Inc.
 lmurphree@maynardcooper.com
 JOSEPH P RUSNAK on behalf of Creditor BOA VIDA HEALTHCARE, LLC JRUSNAK@TEWLAWFIRM.com,
 thobbs@tewlawfirm.com
 JOSHUA K CHESSER on behalf of Creditor LTC Rehab 2, LLC jchesser@smithcashion.com,
 THall@smithcashion.com;ssmith@smithcashion.com
 JUSTIN MICHAEL SVEADAS on behalf of Creditor CHCT Mississippi, LLC.
 jsveadas@bakerdonelson.com, dspiegel@bakerdonelson.com;elindner@bakerdonelson.com
 KATHLEEN G STENBERG on behalf of Creditor MidCap Funding IV Trust
 katie.stenberg@wallerlaw.com,
 deborah.liles@wallerlaw.com;chris.cronk@wallerlaw.com;bk@wallerlaw.com
 KATHLEEN G STENBERG on behalf of Creditor MidCapFinancial Trust katie.stenberg@wallerlaw.com,
 deborah.liles@wallerlaw.com;chris.cronk@wallerlaw.com;bk@wallerlaw.com
 LEE HART on behalf of Creditor Shumacher Clinical Partners lee.hart@nelsonmullins.com
 LINDA W. KNIGHT on behalf of Creditor MEDHOST of Tennessee, Inc. LKNIGHT@GSRM.COM,
 lcatabay@gssrm.com
 LINDA W. KNIGHT on behalf of Creditor City of Amory, Mississippi LKNIGHT@GSRM.COM,
 lcatabay@gssrm.com
 MEGAN REED SELIBER on behalf of U.S. Trustee US TRUSTEE megan.seliber@usdoj.gov
 MICHAEL ANTHONY MALONE on behalf of Debtor Clarksdale Regional Medical Center Inc.
 mmalone@polsinelli.com, dgordon@polsinelli.com,cewang@polsinelli.com,sordaz@ecfalerts.com,
 sjkenedy@polsinelli.com,mmillan@polsinelli.com
 MICHAEL ANTHONY MALONE on behalf of Debtor Clarksdale Regional Physicians, LLC
 mmalone@polsinelli.com, dgordon@polsinelli.com,cewang@polsinelli.com,sordaz@ecfalerts.com,
 sjkenedy@polsinelli.com,mmillan@polsinelli.com
 MICHAEL ANTHONY MALONE on behalf of Debtor Batesville Regional Physicians, LLC
 mmalone@polsinelli.com, dgordon@polsinelli.com,cewang@polsinelli.com,sordaz@ecfalerts.com,
 sjkenedy@polsinelli.com,mmillan@polsinelli.com
 MICHAEL ANTHONY MALONE on behalf of Debtor Batesville Regional Medical Center Inc.
 mmalone@polsinelli.com, dgordon@polsinelli.com,cewang@polsinelli.com,sordaz@ecfalerts.com,
 sjkenedy@polsinelli.com,mmillan@polsinelli.com
 MICHAEL ANTHONY MALONE on behalf of Debtor Amory Regional Medical Center, Inc.
 mmalone@polsinelli.com, dgordon@polsinelli.com,cewang@polsinelli.com,sordaz@ecfalerts.com,
 sjkenedy@polsinelli.com,mmillan@polsinelli.com
 MICHAEL ANTHONY MALONE on behalf of Debtor Curae Health Inc. mmalone@polsinelli.com,
 dgordon@polsinelli.com,cewang@polsinelli.com,sordaz@ecfalerts.com,sjkenedy@polsinelli.com,
 mmillan@polsinelli.com
 MICHAEL ANTHONY MALONE on behalf of Debtor Amory Regional Physicians, LLC
 mmalone@polsinelli.com, dgordon@polsinelli.com,cewang@polsinelli.com,sordaz@ecfalerts.com,
 sjkenedy@polsinelli.com,mmillan@polsinelli.com
 MICHAEL DAVID JANKOWSKI on behalf of Creditor STAT Informatic Solutions, LLC
 mjankowski@reinhartlaw.com
 MICHAEL EDWARD COLLINS on behalf of Creditor Committee Official Committee of Unsecured
 Creditors of Curae Health, Inc., et al. mcollins@manierherod.com,
 TN44@ecfcbis.com;acarper@manierherod.com;rmiller@manierherod.com
 PAUL G JENNINGS on behalf of Creditor CHSPSC, LLC pjennings@bassberry.com,
 bankr@bassberry.com
 PAUL G JENNINGS on behalf of Creditor CHS/Community Health Systems, Inc.
 pjennings@bassberry.com, bankr@bassberry.com
 ROBERT WILLIAM MILLER on behalf of Creditor Committee Official Committee of Unsecured
 Creditors of Curae Health, Inc., et al. rmiller@manierherod.com
 RONALD G STEEN, JR on behalf of Creditor Owens & Minor Distribution, Inc.
 ronn.steen@thompsonburton.com
 RONALD G STEEN, JR on behalf of Creditor Aesynt, Incorporated ronn.steen@thompsonburton.com
 RONALD G STEEN, JR on behalf of Creditor SpecialCare Hospital Management Corporation
 ronn.steen@thompsonburton.com
 RONALD G STEEN, JR on behalf of Creditor Mississippi Blood Services
 ronn.steen@thompsonburton.com
 SHANE GIBSON RAMSEY on behalf of Creditor GE HFS, LLC shane.ramsey@nelsonmullins.com,
 jennifer.murray@nelsonmullins.com
 SHANE GIBSON RAMSEY on behalf of Creditor Change Healthcare Technologies, LLC
 shane.ramsey@nelsonmullins.com, jennifer.murray@nelsonmullins.com
 SHANE GIBSON RAMSEY on behalf of Creditor Shumacher Clinical Partners
 shane.ramsey@nelsonmullins.com, jennifer.murray@nelsonmullins.com
 STEPHEN BARGANIER PORTERFIELD on behalf of Creditor MedPlan, Inc. sporterfield@sirote.com
 STEPHEN MICHAEL MONTGOMERY on behalf of Creditor ServisFirst Bank smontgomery@nealharwell.com
 STEVEN EDWARD ANDERSON on behalf of Interested Party HealthTrust Purchasing Group, L.P.
 tmtchell@andersonreynolds.com
 THOMAS H. FORRESTER on behalf of Creditor City of Amory, Mississippi TForrester@GSRM.COM,
 lcatabay@gssrm.com,asowney@gssrm.com
 THOMAS H. FORRESTER on behalf of Creditor MEDHOST of Tennessee, Inc. TForrester@GSRM.COM,
 lcatabay@gssrm.com,asowney@gssrm.com
 THOMAS W TUCKER, III on behalf of Creditor Hospital Housekeeping Systems, LLC
 ttucker@veazeytucker.com
 THOMAS W TUCKER, III on behalf of Creditor HHS Culinary & Nutritional Services, LLC
 ttucker@veazeytucker.com

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

THOMAS W TUCKER, III on behalf of Creditor HHS Environmental Solutions LLC
ttucker@veazeytucker.com
US TRUSTEE ustpreregion08.na.ecf@usdoj.gov
WAVERLY ALMON HARKINS on behalf of Attorney c/o Waverly Harkins Coahoma County Board of
Supervisors scook@watkinseager.com
WILLIAM L NORTON, III on behalf of Creditor BECKMAN COULTER, INC. bnorton@babc.com
TOTAL: 63

Charles M. Walker
U.S. Bankruptcy Judge

Dated: 11/30/2018



**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.

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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

/s/ Michael Malone

Michael Malone
401 Commerce Street, Suite 900
Nashville, TN 37219
Telephone: (615) 259-1510
Facsimile: (615) 259-1573
mmalone@polsinelli.com

-and-

David E. Gordon (Admitted *Pro Hac Vice*)
Caryn E. Wang (Admitted *Pro Hac Vice*)
1201 West Peachtree Street NW
Atlanta, Georgia
Telephone: (404) 253-6000
Facsimile: (404) 684-6060
dgordon@polsinelli.com
cewang@polsinelli.com

*Counsel to the Debtors and
Debtors in Possession*

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