

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

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

**THE DEADLINE FOR FILING A TIMELY RESPONSE IS: January 23, 2019  
IF A RESPONSE IS TIMELY FILED, THE HEARING WILL BE: February 5, 2019, at 9:00 a.m.  
Central Standard Time in Courtroom 2, 2nd Floor, Customs House, 701 Broadway, Nashville,  
Tennessee 37203**

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**NOTICE OF FIRST INTERIM FEE APPLICATION  
OF SILLS CUMMIS & GROSS P.C.**

**PLEASE TAKE NOTICE** that on January 2, 2019, the Official Committee of Unsecured Creditors of the above-captioned debtors and debtors in possession filed the *FIRST INTERIM FEE APPLICATION OF SILLS CUMMIS & GROSS P.C. FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM SEPTEMBER 6, 2018 THROUGH NOVEMBER 30, 2018* (the “**First Interim Application**”), attached hereto.

**PLEASE TAKE FURTHER NOTICE** that if a response is timely filed, a hearing on the First Interim Application will be held on **February 5, 2019, at 9 a.m. Central Standard Time** in Courtroom 2, 2nd Floor Customs House, 701 Broadway, Nashville, TN 37203.

**YOUR RIGHTS MAY BE AFFECTED.** If you do not want the court to grant the First Interim Application by entering the proposed final order, attached hereto, or if you want the

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<sup>1</sup> 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); Clarksdale Regional Medical Center, Inc. (4755); Amory Regional Physicians, LLC (5044); Batesville Regional Physicians, LLC (4952); and Clarksdale Regional Physicians, LLC (5311).

court to consider your views on the First Interim Application, then on or before **January 23, 2019**, you or your attorney must:

1. File with the court your response or objection explaining your position. **Please note: the Bankruptcy Court for the Middle District of Tennessee requires electronic filing. Any response or objection you wish to file must be submitted electronically. To file electronically, you or your attorney must go to the court website and follow the instructions at: <https://ecf.tnmb.uscourts.gov>.**

If you need assistance with Electronic Filing you may call the Bankruptcy Court at (615) 736-5584. You may also visit the Bankruptcy Court in person at: 701 Broadway, 1st Floor, Nashville, TN (Monday - Friday, 8:00 A.M. - 4:00 P.M.).

2. Your response must state the deadline for filing responses, the date of the scheduled hearing and the application to which you are responding.

**THERE WILL BE NO FURTHER NOTICE OF THE HEARING DATE.** If a response is filed before the deadline stated above, the hearing will be held at the time and place indicated above. You may check whether a timely response has been filed by viewing the case on the court's website at <https://ecf.tnmb.uscourts.gov>. If you or your attorney does not take these steps, the court may decide that you do not oppose the relief sought in the First Interim Application and may enter the attached final order granting that relief.

*[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]*

Dated: January 2, 2019  
Nashville, Tennessee

**MANIER & HEROD, P.C.**

/s/ Robert W. Miller  
Michael E. Collins (Bar No. 16036)  
Robert W. Miller (Bar No. 31918)  
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**SILLS CUMMIS & GROSS P.C.**

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Boris I. Mankovetskiy (admitted *pro hac vice*)  
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*Co-Counsel for the Official Committee of  
Unsecured Creditors of Curae Health, Inc. et  
al.*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE MIDDLE DISTRICT OF TENNESSEE  
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In re:	)	Chapter 11
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1721 Midpark Road, Suite B200	)	Judge Walker
Knoxville, TN 37921	)	
Debtors.	)	Jointly Administered

**FIRST INTERIM FEE APPLICATION OF SILLS CUMMIS & GROSS P.C. FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES AS CO-COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE  
PERIOD FROM SEPTEMBER 6, 2018 THROUGH NOVEMBER 30, 2018**

Sills Cummis & Gross P.C. (“**SCG**”), co-counsel to the official committee of unsecured creditors (the “**Committee**”) of the above-captioned debtors and debtors in possession (the “**Debtors**”), submits its first interim fee application (the “**First Interim Application**”) and seeks entry of an order, substantially in the form attached hereto as **Exhibit A** (the “**Proposed Order**”), pursuant to 11 U.S.C. §§ 330 and 331, granting approval of its interim compensation and reimbursement of expenses for the period from September 6, 2018 through November 30, 2018 (the “**Compensation Period**”). In support thereof, SCG respectfully represents as follows:

**GENERAL BACKGROUND**

1. On August 24, 2018 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code with this Court commencing the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”). The factual background regarding the Debtors, including their business operations, debt structure, 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*

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<sup>1</sup> 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); Clarksdale Regional Medical Center, Inc. (4755); Amory Regional Physicians, LLC (5044); Batesville Regional Physicians, LLC (4952); and Clarksdale Regional Physicians, LLC (5311).

*Officer of Curae Health, Inc., in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 49].

2. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

3. On August 29, 2018, the Court entered an order authorizing the joint administration of the Chapter 11 Cases [Docket No. 59].

4. On September 6, 2018, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code [Docket No. 112].

5. On October 10, 2018, the Court entered an *Order Authorizing Retention and Employment of Sills Cummis & Gross P.C. as Co-Counsel to the Committee as Co-Counsel Nunc Pro Tunc to September 6, 2018* [Docket No. 297].

6. This is the first interim application for fees and expenses incurred by SCG as co-counsel to the Committee in the Chapter 11 Cases.

### **PROJECT CATEGORIES**

7. Attached hereto as **Exhibit B** is a detailed statement of legal services rendered in the aggregate amount of \$288,387.00<sup>2</sup> and expenses incurred in the amount of \$5,540.60 during the Compensation Period. The services have been put in the following categories:

<b>Project Code</b>	<b>Project Category</b>	<b>Estimated Hours</b>	<b>Estimated Fees</b>
101	Asset Analysis & Recovery	5.60	\$3,020.50
102	Asset Disposition	172.10	\$93,827.70
103	Business Operations	23.70	\$12,931.50
104	Case Administration	82.90	\$41,947.40
105	Claims Administration and Objections	19.30	\$10,471.00
106	Employee Benefits/Pensions	0.80	\$436.00
107	Fee/Employment Applications	22.70	\$10,166.50

<sup>2</sup> During the Compensation Period, SCG's fees actually totaled \$299,451.00. However, as noted in the *Application of Official Committee of Unsecured Creditors for Authority to Retain and Employ Sills Cummis & Gross P.C. as Co-Counsel Nunc Pro Tunc to September 6, 2018* [Docket No. 189] (the "**Retention Application**"), SCG agreed that its blended hourly rate for each month will be capped at \$495. See Retention Application ¶ 15. Accordingly, after application of such discount, SCG's fees for the Compensation Period were reduced to \$288,387.00.

108	Fee/Employment Objections	5.80	\$2,918.00
109	Financing	224.80	\$110,348.80
110	Litigation (Other than Avoidance Action Litigation)	17.90	\$10,104.80
113	Plan and Disclosure Statement	5.70	\$2,554.00
118	Business Analysis	1.30	\$734.80
<b>Total Fees</b>		<b>582.60</b>	<b>\$299,451.00</b>
<b>Total Fees at Blended Rate of \$495:</b>		<b>582.60</b>	<b>\$288,387.00</b>

### STATEMENT OF APPLICANT

8. The services were actual and necessary services rendered by SCG on behalf of the Committee and the compensation requested is reasonable. Although this First Interim Application is not governed by the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the “**UST Guidelines**”) because the Debtors do not have assets in excess of \$50 million, the Committee prepared the attached exhibits in the interest of transparency: Summary Cover Sheet as **Exhibit C**; Summary of Timekeepers as **Exhibit D**. These Exhibits provide a summary of the fee application and the rates being charged by SCG in this First Interim Application.

9. In accordance with the foregoing, SCG states as follows:

- A. SCG’s hourly rates have been discounted from SCG’s standard rates. In particular, SCG has voluntarily agreed to provide two types of fee discounts: (i) the hourly rates for Andrew Sherman and Boris I. Mankovetskiy have been discounted to \$595 and \$545 per hour, respectively, and the hourly rates for all other attorneys and paraprofessionals have been discounted by 20% from their standard hourly rates; and (ii) SCG’s blended hourly rate for each month has been capped at \$495. The fees charged will be the lower of these discounts.
- B. No professionals from SCG covered by this First Interim Application have varied their hourly rates based upon the geographical location of the Chapter 11 cases.
- C. The fees covered by this First Interim Application include approximately 0.0 hours reviewing invoices to ensure that the time entries attached to this First Interim Application are properly coded to comply with the UST Guidelines.

D. The fees covered by this First Interim Application include approximately 0.0 hours in reviewing time records to redact any privileged or other confidential information.

E. SCG rate changes effective October 1, 2018 affected certain SCG timekeepers. The new rates have been discounted accordingly, however the rates for Mr. Sherman and Mr. Mankovetskiy will not be adjusted for annual rate changes.

10. Pursuant to the final budget (the “**Final Budget**”), attached to the *Final Order (I)*

*Authorizing the Debtors to (A) Obtain Postpetition Secured Financing and (B) Utilize Cash*

*Collateral, (II) Granting Liens and Superpriority Administrative Expense Status, (III) Granting*

*Adequate Protection, and (IV) Modifying the Automatic Stay (the “**Final DIP Order**”)* [Docket No.

455], the amount budgeted for all the Committee’s professionals for the Compensation Period is

\$275,000.00 (the “**Budgeted Amount**”).<sup>3</sup>

### **EXPENSES**

11. This First Interim Application includes a request for reimbursement of expenses in the amount of \$5,540.60 which are expenses incurred by SCG, further described below. All expenses were actual and necessary expenses incurred in providing the legal services described herein and are reimbursable pursuant to 11 U.S.C. § 330.

<b>Category</b>	<b>Amount (\$)</b>
Telephone	81.97
Online Research	479.65
Deliver services/messengers	180.00
Local travel (taxis/parking)	292.02
Local travel (lodging/airfare)	3,572.58
Meals (travel)	220.00
Litigation support vendors	676.38
Other (Certificates of Good Standing)	38.00
<b>Total Expenses</b>	<b>\$5,540.60</b>

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<sup>3</sup> To the extent that the fees and expenses of the Committee’s professionals for a given time period exceed the Budgeted Amount, the Committee’s professionals agree that such fees and expenses will be paid on a *pro rata* basis up to the Budgeted Amount, unless the affected lenders agree to pay the entire amount of such fees and expenses. The Committee’s professionals reserve all of their rights with respect to any unpaid amounts. For the avoidance of doubt, the Committee’s professionals reserve their right to seek payment of any amounts owed in excess of the Budgeted Amount for any applicable time period in subsequent fee applications.

**WHEREFORE**, pursuant to 11 U.S.C. § 330, SCG seeks allowance and payment of the fees and expenses incurred by SCG during these Chapter 11 Cases for the Compensation Period as provided in this First Interim Application. SCG respectfully requests that the Court enter the Proposed Order (i) approving the First Interim Application, (ii) authorizing and directing the Debtors to pay to SCG \$259,548.30 (90% of \$288,387.00) as compensation for necessary professional services rendered,<sup>4</sup> up to the Budgeted Amount,<sup>5</sup> (iii) authorizing and directing the Debtors to pay to SCG \$5,540.60, up to the Budgeted Amount, as reimbursement of actual necessary costs and expenses, and (iv) granting such further relief as is just and proper.

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<sup>4</sup> The Committee, the Debtors and the U.S. Trustee have agreed that all professionals will apply a ten percent (10%) holdback to all fees approved on an interim basis. Such holdbacks will be the subject of final fee applications to be filed after plan confirmation.

<sup>5</sup> To the extent that the fees and expenses of the Committee's professionals for a given time period exceed the Budgeted Amount, the Committee's professionals agree that such fees and expenses will be paid on a *pro rata* basis up to the Budgeted Amount, unless the affected lenders agree to pay the entire amount of such fees and expenses. The Committee's professionals reserve all of their rights with respect to any unpaid amounts. For the avoidance of doubt, the Committee's professionals reserve their right to seek payment of any amounts owed in excess of the Budgeted Amount for any applicable time period in subsequent fee applications.



Dated: January 2, 2019  
Nashville, Tennessee

**MANIER & HEROD, P.C.**

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-and-

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*Co-Counsel for the Official Committee of  
Unsecured Creditors of Curae Health, Inc. et al.*

**CERTIFICATE OF SERVICE**

I hereby certify that on January 2, 2019, a copy of the foregoing was sent via ECF to all parties registered to receive electronic notice in the case and via U.S. mail, postage prepaid, to the parties listed on the mailing matrix attached as **Exhibit E**.

/s/ Robert W. Miller \_\_\_\_\_  
Robert W. Miller

**EXHIBIT A**

**Proposed Order**

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

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

**PROPOSED ORDER GRANTING FIRST INTERIM FEE APPLICATION  
OF SILLS CUMMIS & GROSS P.C. AS CO-COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Upon consideration of the First Interim Application<sup>1</sup> of Sills Cummis & Gross P.C. as co-counsel to the official committee of unsecured creditors (the “**Committee**”) of the above-captioned debtors and debtors in possession (the “**Debtors**”), for allowance of compensation and reimbursement of expenses, on an interim basis, for the Compensation Period; and it appearing to the Court that all of the requirements of sections 327, 328, 330, 331 and 503(b) of title 11 of the United States Code, as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure and Rules 2016-1 and 9013-1 of the Local Rules for the United States Bankruptcy Court for the Middle District of Tennessee, have been satisfied; and it further appearing that the expenses incurred were reasonable and necessary; and that notices of the First Interim Application was appropriate; and after due deliberation and sufficient good cause appearing; and that there were no objections to the First Interim Application, it is hereby

**ORDERED, ADJUDGED, AND DECREED:**

1. The First Interim Application of SCG is approved on an interim basis.

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meaning assigned to them in the First Interim Application.

2. The fees in the amount of \$288,387.00 and expenses in the amount of \$5,540.60 incurred by SCG during the Compensation Period are hereby allowed as being reasonable compensation and actual, necessary services and expenses of the estates and thus payable as fees and expenses pursuant to 11 U.S.C. § 330.

3. The Debtors are authorized and directed to remit, or cause to be remitted, payment in the amounts \$259,548.30 (90% of \$288,387.00) and \$5,540.60, up to the Budgeted Amount.

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

**This Order Was Signed and Entered Electronically as Indicated At the Top of the First Page**

APPROVED FOR ENTRY:

/s/ Robert W. Miller

Michael E. Collins (Bar No. 16036)

Robert W. Miller (Bar No. 31918)

**MANIER & HEROD, P.C.**

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*Co-Counsel for the Official Committee  
of Unsecured Creditors of Curae Health, Inc. et al.*

**EXHIBIT B**

**Detailed Statement of Legal Services**

# SILLS CUMMIS & GROSS

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ONE RIVERFRONT PLAZA  
NEWARK, NEW JERSEY 07102-5400  
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Official Unsecured Creditors Committee of Curae Health, Inc.  
Medhost, Inc.  
6550 Carothers Parkway, Suite 160  
Franklin, TN 37067

FEI # 22-1920331

Re: Creditors Committee

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For legal services rendered:

				HOURS
<b>101 - ASSET ANALYSIS AND RECOVERY</b>				
09/25/18	BM	101	Attend to issues regarding investigation of potential pre-petition causes of action of the estates against third parties.	1.10
09/28/18	BM	101	Attend to issues regarding investigation of potential challenges to liens and claims of alleged pre-petition secured creditors.	1.80
10/11/18	BM	101	Analysis of issues regarding impact of disposition of Russellville on Debtors' estates.	0.70
10/18/18	CHN	101	Conference with A. Sherman and B. Mankovetskiy regarding potential interim management structure.	0.30
11/02/18	BM	101	Analysis regarding potential estate-based claims and causes of actions in connection with certain pre-petition transactions.	1.70
<b>TASK TOTAL 101</b>				<b>5.60</b>
				<b>3,020.50</b>
<b>102 - ASSET DISPOSITION</b>				
09/08/18	BM	102	Analysis regarding Debtors' motion to sell Amory Hospital.	1.60

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09/10/18	BM	102	Analysis of issues regarding Debtors' proposed sale procedures for Gilmore Hospital.	1.30
09/12/18	AHS	102	Review of initial list of issues regarding bidding procedures.	0.30
09/12/18	BM	102	Analysis of issues regarding proposed stalking horse APA and proposed bidding procedures for Amory Hospital.	1.90
09/14/18	BM	102	Analysis of issues regarding proposed stalking horse APA and MOB sale leaseback.	1.20
09/14/18	LFH	102	Review sale documents and analyze sale issues.	0.60
09/14/18	REB	102	Research and objection re: sale motion.	1.60
09/15/18	REB	102	Draft objection to sale motion.	3.30
09/16/18	REB	102	Draft objection to sale motion.	2.20
09/17/18	AHS	102	Review of issues re: MOB and lease financing issues in connection with proposed purchase.	0.40
09/17/18	BM	102	Analysis of issues regarding objection to Debtors' bidding procedures motion and stalking horse APA.	1.70
		102	Attend to issues regarding status of marketing efforts and strategy for Clarksdale and Batesville.	0.90
		102	Analysis of appraisals of Debtors' hospital properties.	0.70
09/17/18	REB	102	Draft objection to bidding procedures motion.	3.60
09/18/18	AHS	102	Call with Debtors' counsel re: sale procedures and meeting with stalking horse bidder.	0.30



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		102	Review and revise objection to sale procedures and call with U.S. Trustee re: same.	0.90
09/18/18	BM	102	Attend to Committee's objection to bidding procedures motion and approval of stalking horse APA.	2.30
		102	Analysis of issues regarding Amory REIT lease.	0.80
09/18/18	REB	102	Revise bidding procedures objection.	5.20
09/20/18	AHS	102	Calls with EisnerAmper and counsel for Debtor re: sales process, issues, retention of banker and timing for sale of Batesville and Clarksdale.	0.40
		102	Review and revise bid procedures objection and send out for review and comment.	0.80
09/20/18	BM	102	Attend to Committee's objection to bidding procedures and stalking horse APA.	1.30
		102	Analysis regarding objections to Debtors' sale procedures motion filed by various parties.	0.80
09/20/18	REB	102	Review documents in preparation for bidding procedures hearing.	0.80
09/21/18	AHS	102	Calls with Debtor's counsel and US Trustee re: retention issues, sale issues and financing.	0.40
		102	Call with counsel for purchaser re: sale issues and bidding procedures.	0.40
		102	Follow up with Debtor's counsel re: retention and sale issues.	0.30
09/21/18	BM	102	Call with counsel with NMHS regarding bidding procedures issues.	0.50
		102	Attend to issues regarding disposition process for Batesville and Clarksdale.	1.10

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09/24/18	AHS	102	Review of pleadings, sale documents, prepare outline and prepare for hearing on bidding procedures.	2.20
		102	Attend meeting with counsel for Debtors, counsel for DIP lender S. Clapp, counsel for stalking horse purchaser and representative of stalking horse purchaser to resolve issues relating to bidding procedures.	4.70
09/24/18	BM	102	Attend to revisions of proposed forms of orders and related documents in connection with potential resolution of Committee's objections to bidding procedures and other matters scheduled for omnibus hearing.	2.10
09/25/18	AHS	102	Meeting at counsel for Debtors re: revisions to APA and bidding procedures and review of draft documents and exchange same after meeting.	3.40
		102	Prepare for hearing, attend to issues raised by stalking horse after agreement was reached, meeting with counsel for Debtor and US Trustee re: resolutions of bidding issues and attend hearing re: bidding procedures and address cash management issues.	2.10
09/25/18	BM	102	Attend to revisions of proposed bidding procedures and asset purchase agreement with NMHS.	2.80
09/26/18	AHS	102	Address issues with and review of revised bidding procedures and APA based on results of hearing.	0.70
09/26/18	BM	102	Attend to revisions of the bidding procedures order and stalking horse APA.	2.90
		102	Analysis of issues regarding sale process for Batesville and Clarksdale.	0.80

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09/27/18	AHS	102	Review of drafts of bidding procedures and proposed form of order.	0.70
		102	Negotiate documents with various parties (including calls with counsel for Debtors and emails with US Trustee and with counsel for Committee chair).	1.10
09/27/18	BM	102	Attend to issues regarding form of bidding procedures order.	1.20
		102	Attend to issues regarding revisions of the NMHS asset purchase agreement.	1.90
		102	Attend to issues regarding status of sale processes for each of the Debtor entities.	1.10
09/28/18	AHS	102	Review of revised APA as sent by counsel re: stalking horse; calls and emails to counsel for Debtors as draft does not reflect agreement set forth in Court.	0.70
		102	Call with Committee chair re: open issues re: stalking horse and bidding issues.	0.40
09/28/18	BM	102	Attend to revisions of bidding procedures and stalking horse APA.	2.20
		102	Analysis of issues regarding potential disposition of Clarksdale.	0.70
10/01/18	AHS	102	Calls and follow up re: Russellville sale and status; email to Committee re: same.	0.40
		102	Review of changes requested by North Mississippi for Amory sale and emails re: same.	0.80
10/01/18	BM	102	Attend to issues regarding marketing and sale process for the Debtors' hospitals.	1.20
		102	Analysis of issues regarding potential disposition of Russellville and impact on the Debtors' estates.	1.10

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		102	Analysis and revisions to stalking horse APA for Amory.	1.10
		102	Analysis of CIMs prepared by Morgan Stanley.	0.60
		102	Attend to open issues regarding Amory APA.	0.90
10/02/18	BM	102	Attend to revisions of Amory stalking horse APA.	0.90
		102	Attend to issues regarding exclusion certain assets from Amory sale.	0.80
		102	Attend to issues regarding employee's claims in connection with proposed sale transaction for Amory.	0.70
10/04/18	BM	102	Attend to issues regarding NMHS's APA.	1.70
		102	Attend investment banker call regarding sale process.	0.40
		102	Attend to issues regarding establishing a process for closure or transfer of operations of Clarksdale.	1.80
10/05/18	BM	102	Attend to issues regarding closure or transfer of operations of Clarksdale.	0.90
10/09/18	BM	102	Attend to issues regarding a plan for orderly shutdown or transition of Clarksdale operations.	1.70
		102	Attend to issues regarding potential offer to acquire Batesville.	0.70
10/11/18	AHS	102	Review of draft WARN notices.	0.30
		102	Address revision to APA with North Mississippi.	0.20
		102	Attend update call with Morgan Stanley re: sales process.	0.50

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		102	Review of draft motion re: Clarksdale shut down issues and call to counsel for Debtors re: same.	0.70
10/11/18	BM	102	Attend to motion seeking authorization to shut down Clarksdale.	1.20
		102	Attend to revisions of stalking horse APA for Amory.	0.80
		102	Attend to issues regarding potential closure or transition of Clarksdale operations.	1.60
		102	Attend to issues regarding marketing and sale process for the Debtors' hospitals.	1.10
10/12/18	BM	102	Attend to motion to reject lease and executor contracts associated with Clarksdale.	0.80
10/18/18	AHS	102	Attend call with Morgan Stanley re: sales process.	0.50
		102	Review of proposed term sheet regarding sale/transfer of Clarksdale, calls and emails re: same.	0.90
		102	Analysis re: Debtors' document re: term sheet re: Clarksdale.	0.30
10/18/18	BM	102	Analysis regarding proposed offer to transition operations of Clarksdale.	0.70
10/22/18	AHS	102	Review of response from county.	0.20
		102	Prepare for hearing re: shut down and DIP financing issues.	0.80
10/22/18	BM	102	Attend to issues regarding various scenarios for disposition of Clarksdale.	1.60
		102	Analysis regarding Coahoma's objection to Clarksdale motion.	0.70
10/23/18	AHS	102	Meetings with Debtors, county and ServisFirst re: Clarksdale closure issues and DIP financing issues.	5.40

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		102	Prepare for and attend hearing re: Clarksdale shutdown and DIP financing and follow up after hearing with counsel for Debtors and counsel for county re: form of order for shut down issues and follow up re: extension of time for challenge period for Committee.	2.80
10/23/18	BM	102	Attend to potential resolution of objections to motion to shut down or transition Clarksdale operations.	3.20
10/24/18	BM	102	Attend to proposed form of order on Clarksdale motion.	1.30
10/25/18	AHS	102	Calls with counsel for Debtors, investment bankers re: sale issues.	0.50
		102	Calls and emails re: potential Batesville sale.	0.30
10/25/18	BM	102	Attend to issues regarding sale process for Batesville.	1.10
10/26/18	AHS	102	Calls with Debtors counsel re: Clarksdale order, sale issues and setting up call with Committee.	0.70
10/26/18	BM	102	Attend to revisions of form of order on motion to approve disposition of Clarksdale.	1.20
10/30/18	AHS	102	Review county response to Clarksdale order and calls and emails re: same.	0.40
10/31/18	AHS	102	Calls and emails re: Clarksdale order (and review of revised document) and Batesville sale.	0.40
10/31/18	BM	102	Attend to issues regarding Clarksdale disposition and related form of order.	1.40
11/01/18	AHS	102	Attend telephonic status conference with Court re: Clarksdale.	0.50

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		102	Calls and emails re: Clarksdale order and review of drafts of same.	0.60
		102	Call with investment banker and debtor and follow up re: Batesville sale.	0.50
		102	Call from Committee members re: Clarksdale issues.	0.30
11/01/18	BM	102	Attend to issues regarding proposed form of interim order establishing process for disposition of Clarksdale.	1.20
		102	Analysis of filed objections to proposed process for assumption and assignment of contracts.	0.60
		102	Attend to issues regarding sale process for Batesville.	1.40
11/02/18	AHS	102	Calls re: stalking horse for Batesville and review of draft APA and sale motion.	0.80
11/02/18	BM	102	Attend to issues regarding Batesville stalking horse terms and sale process.	1.30
11/06/18	AHS	102	Calls and emails with counsel for Debtors, EisnerAmper re: Clarksdale funding, CHS takeover.	0.80
11/06/18	BM	102	Analysis regarding debtors' motion to sell Panola Medical Center and accompanying documents.	1.90
11/07/18	AHS	102	Review of Batesville sale motion as filed and form of APA.	0.40
11/07/18	BM	102	Analysis regarding filed objections to sale of Amory.	0.80
		102	Attend to issues regarding Batesville stalking horse APA.	1.10
11/09/18	BM	102	Attend to issues regarding sale process for Batesville and proposed stalking horse APA.	1.80

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11/11/18	BM	102	Attend to issues regarding Batesville sale process.	1.10
		102	Attend to issues regarding transfer of Clarksdale operations.	0.90
11/12/18	BM	102	Attend to issues regarding Batesville stalking horse APA.	1.60
11/13/18	BM	102	Attend to issues regarding Amory sale.	1.10
11/14/18	AHS	102	Review of draft motion regarding Russellville and calls with Debtors' counsel re: same.	0.80
		102	Calls with counsel for Debtors, CHS and ServisFirst re: Clarksdale issues and management agreement issues.	1.10
		102	Address Batesville APA issues.	0.20
11/14/18	BM	102	Attend to issues regarding proposed transition of Clarksdale's operations to CHS.	1.60
		102	Attend to proposed disposition of Curae's membership in Russelville.	2.10
11/15/18	AHS	102	Calls with Debtors' counsel re: Russellville and Clarksdale transactions and requests for modifications to motions.	0.40
11/15/18	BM	102	Attend to issues regarding Russellville disposition.	1.40
		102	Attend to issues regarding Batesville sale procedures motion.	0.90
11/16/18	BM	102	Attend to issues regarding Clarksdale IMA.	1.10
11/19/18	BM	102	Attend to issues regarding valuation of Debtors' personal property proposed to be sold to CHS in connection with Clarksdale transaction.	0.80
		102	Attend to issues regarding IMA for Clarksdale.	1.20



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11/20/18	AHS	102	Prepare for and attend telephonic status conference with Court re: Clarksdale management agreement issues.	0.40
		102	Review of revised IMA as circulated by counsel to CHS, calls and emails re: Clarksdale IMA, as modified.	0.90
11/20/18	BM	102	Attend to issues regarding Clarksdale disposition process.	1.10
11/20/18	CHN	102	Begin review of Interim Management Agreement.	0.70
11/21/18	AHS	102	Calls and emails to address interim management agreement issues with counsel for Debtors and secured creditors.	0.70
11/21/18	BM	102	Attend to Batesville APA and bid procedures.	1.90
		102	Attend to revisions of proposed IMA with CHS.	1.60
11/26/18	AHS	102	Review of pleadings in preparation for hearing.	1.60
11/26/18	BM	102	Attend to revisions to Batesville APA.	1.70
		102	Attend to revisions to Clarksdale IMA.	1.80
		102	Attend to proposed form of order approving Russellville transaction.	0.40
		102	Attend to issues regarding form of final APA and order approving Amory sale.	1.20
11/27/18	AHS	102	Prepare for and attend hearing re: sales of Amory, Batesville and Russellville.	1.30
		102	Follow up meetings with counsel for CHS re: Clarksdale sale issues.	1.50
		102	Meetings with counsel for Debtors in advance of hearing to prepare therefor and address any outstanding objections.	3.70

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11/27/18	BM	102	Attend to issues regarding Batesville bid procedures and stalking horse APA.	0.80	
		102	Attend to issues regarding IMA with CHS regarding Clarksdale transition.	1.80	
		102	Attend to issues regarding Amory sale order and APA.	0.80	
11/28/18	AHS	102	Call with A. Wilen re: Batesville sale issues.	0.30	
		102	Calls and follow up on Batesville appraisal issues.	0.30	
11/28/18	BM	102	Attend to issues regarding valuation of Batesville's assets.	0.70	
			<b>TASK TOTAL 102</b>	<b>172.10</b>	<b>93,827.70</b>

## 103 - BUSINESS OPERATIONS

09/08/18	BM	103	Attend to issues regarding the Debtors' cash management and motion to continue pre-petition practices.	1.40	
09/12/18	BM	103	Attend to issues regarding Debtors' cash management system and processes for maintaining corporate separateness of each Debtor.	1.70	
09/13/18	BM	103	Attend to Committee's objection to Debtors' cash management motion.	1.60	
		103	Analysis regarding Debtors' transactions with non-debtor affiliates.	1.10	
09/17/18	BM	103	Attend to objection to cash management motion.	1.20	
10/02/18	BM	103	Analysis of Glass Ratner's responses to Committee's information requests.	0.60	
10/03/18	BM	103	Attend to Debtors' financial reporting.	0.40	

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10/04/18	BM	103	Attend to issues regarding 13-week budget.	0.70
10/08/18	BM	103	Attend to issues regarding cash flow projections and a plan for disposition of Clarksdale.	1.60
10/09/18	BM	103	Analysis regarding cash flow projections and Clarksdale issues.	1.10
10/10/18	BM	103	Analysis of issues regarding potential cash flow projections based on three scenarios for Clarksdale.	1.10
10/11/18	BM	103	Attend to debtors' financial reporting and modified projections.	0.90
10/16/18	BM	103	Analysis of issues regarding Debtors' operating projections and proposed DIP financing budget.	1.10
10/18/18	BM	103	Analysis regarding Debtors' motion to enter into revenue cycle services agreement with MedHost.	1.10
10/19/18	BM	103	Attend to issues regarding Debtors' motion to enter into agreement with MedHost.	0.80
10/22/18	BM	103	Attend to revisions of proposed form of order authorizing MedHost agreement.	0.70
		103	Analysis regarding updated cash flow forecast.	0.80
10/24/18	BM	103	Attend to form of order on MedHost motion.	0.40
11/02/18	BM	103	Analysis regarding Debtors' updated cash flow forecast.	0.70
11/07/18	BM	103	Analysis regarding Debtors' financial reporting.	0.70
11/08/18	AHS	103	Review of various objections re: cure amount.	0.30
11/09/18	BM	103	Attend to issues regarding transfer of Clarksdale operations.	1.70

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11/15/18	BM	103	Analysis regarding Debtors' financial reporting.	0.50	
11/16/18	BM	103	Analysis regarding Debtors' proposed amendment of agreement with Strategic Management Resources.	0.80	
11/20/18	BM	103	Attend to issues regarding Strategic Management contract amendment.	0.70	
<b>TASK TOTAL 103</b>				<b>23.70</b>	<b>12,931.50</b>

## 104 - CASE ADMINISTRATION

09/06/18	AHS	104	Calls with counsel for the Debtor and U.S. Trustee after selection regarding physician motion, DIP financing issues and initial concerns of Committee.	0.70	
09/06/18	BM	104	Prepare committee by-laws.	1.10	
		104	Attend initial telephonic meeting of the Committee.	0.40	
09/07/18	BM	104	Attend to initial document requests to the Debtors.	0.70	
		104	Analysis regarding Debtors' pending motions and interim orders and develop Committee's positions regarding same.	2.60	
09/07/18	LFH	104	Review and revise draft order continuing physician contract assumption motion.	0.40	
09/07/18	REB	104	Research and draft reply re: physician assumption motion.	6.30	
09/08/18	AHS	104	Draft, revise and circulate memo to Committee re: status issues and scheduling meeting.	0.70	
		104	Review and revise initial document request to Debtors and send out same.	0.80	
09/08/18	LFH	104	Attention to case administration issues.	0.50	

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09/08/18	REB	104	Review email from A. Sherman to committee.	0.30
09/09/18	REB	104	Review docket re: relevant updates and draft critical dates chart.	2.10
09/10/18	AHS	104	Prepare for and attend call with counsel for Debtor re: cash management, financing and bid procedure issues.	0.50
09/10/18	BM	104	Attend call with Debtors' counsel regarding pending matters.	0.70
09/10/18	LFH	104	Call with Debtor's counsel regarding financing, discovery, and case administration issues.	0.60
09/10/18	REB	104	Review recently filed motions.	3.80
09/11/18	AHS	104	Emails to financial advisors re: interviews and schedule.	0.30
09/11/18	BM	104	Attend to document requests in connection with pre-petition loans and cash management system.	0.70
		104	Attend Committee call.	0.60
09/11/18	LFH	104	Analyze cash management issues.	0.50
09/12/18	AHS	104	Prepare for and attend call with financial advisors re: selection.	1.80
		104	Email to Committee re: financial advisors.	0.20
09/12/18	BM	104	Attend Committee's interviews of financial advisor candidates.	1.60
09/13/18	AHS	104	Listen to transcript of first day hearing regarding interim relief and DIP financing.	1.80
09/13/18	REB	104	Draft email to committee re: physician motion.	0.60
09/14/18	AHS	104	Calls with counsel for Schumacher re: committee composition and response to doctor payment motion.	0.30

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09/14/18	BM	104	Attend to issues regarding document requests to Debtors in connection with lien investigation, cash management and DIP financing.	1.10
09/17/18	AHS	104	Call with counsel for Schumacher re: status issues and response to inquiries.	0.40
		104	Prepare for and attend call with counsel for Debtors re: cash management, retention, asset sales, DIP and upcoming hearing.	1.10
		104	Send status update to Committee.	0.30
09/17/18	BM	104	Attend call with Debtors' professionals regarding pending matters.	0.60
		104	Prepare a status update report to the Committee.	0.60
09/18/18	AHS	104	Prepare for and attend telephonic hearing re: doctor payments and status conference.	0.80
09/20/18	REB	104	Review docket updates including bidding procedures objections.	1.40
09/21/18	REB	104	Review prepetition wages motion.	1.60
		104	Prepare documents for hearing on Sept. 25 re: bidding procedures and wage motion.	2.80
09/24/18	BM	104	Attend to preparation for omnibus hearing.	2.20
		104	Attend meeting with counsel to Debtors, NMHS and MidCap regarding potential resolution of Committee's objections to sale procedures motion and other matters.	4.70
		104	Prepare a report to Committee regarding potential resolution of objections to bidding procedures and stalking horse APA.	0.60
09/25/18	BM	104	Attend to resolution of Committee's objections to motions scheduled form 9/25 omnibus hearing.	1.70
		104	Appear at 9/25 omnibus hearing.	2.10

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09/26/18	AHS	104	Email to Committee to provide status update and set next Committee meeting.	0.60
09/28/18	AHS	104	Emails and calls with financial advisor and potential ex officio member re: Monday,s call with Committee.	0.30
10/01/18	AHS	104	Prepare for and attend Committee meeting and follow up re: same.	0.80
10/01/18	BM	104	Attend Committee telephonic meeting.	0.70
10/03/18	BM	104	Call with Debtors' counsel regarding pending matters.	0.60
10/04/18	BM	104	Draft an update report to the Committee.	0.60
10/09/18	AHS	104	Calls and emails with D. Gordon re: Clarksdale issues, WARN, DIP financing issues, update re: sales process, ServisFirst.	0.50
10/09/18	BM	104	Draft a status update for the Committee.	0.60
10/10/18	BM	104	Draft a status update to the Committee.	0.40
10/11/18	AHS	104	Call with Committee member re: status issues.	0.30
10/12/18	AHS	104	Prepare for and attend Committee meeting re: DIP issues and sales issues.	0.80
10/12/18	REB	104	Review docket updates and update critical date chart re: same.	0.60
10/15/18	BM	104	Attend to preparation for omnibus hearing.	2.60
10/15/18	REB	104	Prepare for Oct. 16th hearing and send documents to B. Mankovetskiy and A. Sherman re: same.	0.70
		104	Review recent pleadings.	1.30
10/16/18	BM	104	Prepare for omnibus hearing.	1.60
		104	Appear at omnibus hearing.	0.70
10/18/18	BM	104	Draft correspondence to Committee regarding pending matters.	0.40
10/22/18	BM	104	Attend to preparation for omnibus hearing.	2.40

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10/22/18	REB	104	Prepare for Oct. 23rd hearing.	0.70
10/23/18	BM	104	Appear at omnibus hearing.	0.60
10/24/18	REB	104	Review recent docket updates.	0.60
10/25/18	AHS	104	Email to Committee re: status update.	0.30
10/25/18	BM	104	Prepare a status update for Committee.	0.70
10/29/18	REB	104	Review recent docket entries and update critical dates chart re: same.	0.30
10/30/18	LFH	104	Creditor inquiry.	0.20
10/31/18	REB	104	Review docket re: updates.	0.20
11/02/18	AHS	104	Prepare for and attend call with Debtors and Committee and follow up call with Committee re: status.	0.80
11/07/18	AHS	104	Status update to Committee re: Batesville sale and variance report.	0.40
11/12/18	REB	104	Prepare documents for Nov. 13th hearing.	0.60
11/15/18	AHS	104	Email to Committee re: status update.	0.40
11/15/18	BM	104	Prepare a status update report to the Committee.	0.80
11/16/18	REB	104	Update critical dates chart and review filings re: same.	0.40
11/26/18	BM	104	Attend to preparation for omnibus hearing.	2.30
11/26/18	REB	104	Review recent filings and email B. Mankovetskiy and A. Sherman re: same in response to document questions.	0.70
11/27/18	AHS	104	Email to Committee re: results of hearing and next steps.	0.30
11/27/18	BM	104	Appear at omnibus hearing.	1.30
		104	Attend to issues regarding MidCap liens investigation.	1.30
		104	Draft a status report to the Committee.	0.60



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11/27/18	GH	104	Telephone conference with A. Wilen regarding bank statement issues; revise memo to creditors regarding MidCap.	0.30
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<b>TASK TOTAL 104</b>	<b>82.90</b>	<b>41,947.40</b>
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## 105 - CLAIMS ADMINISTRATION AND OBJECTIONS

09/07/18	AHS	105	Prepare for and attend call with counsel for Debtors re: assumption motion, DIP financing, upcoming hearing, status conference and discovery issues.	0.60
		105	Review and revise stipulation regarding doctor's assumption motion.	0.20
09/07/18	BM	105	Attend to issues regarding Debtors' motion to assume physician contracts and Committee's objections to same.	1.20
		105	Analysis of physician contracts in connection with Debtors' motion to assume same.	0.80
09/11/18	BM	105	Analysis regarding Debtors' transactions with CHS.	1.20
		105	Attend to issues regarding Committee's investigation of the liens and claims of pre-petition secured creditors.	1.40
09/12/18	BM	105	Attend to issues regarding potential resolution of Committee's objections to motion to assume physicians' contracts.	1.10
09/13/18	BM	105	Attend to resolution of Committee's objection to Debtors' physicians' motion.	0.70
		105	Analysis regarding amended motion to authorize payment of certain pre-petition claims of physicians.	1.20

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		105	Attend to issues regarding investigation of alleged secured claims of pre-petition lenders.	1.10	
09/14/18	AHS	105	Address issues re: doctor payments and emails re: same.	0.20	
09/25/18	BM	105	Analysis of issues regarding Debtors' payment of self-insured pre-petition healthcare claims.	0.70	
10/08/18	BM	105	Analysis of issues in connection with investigation of liens and claims of pre-petition secured creditors.	1.40	
10/10/18	BM	105	Attend to issues regarding investigation of alleged pre-petition secured creditors liens and claims.	1.20	
10/11/18	LFH	105	Analyze bar date issues.	0.90	
10/23/18	BM	105	Attend to issues in connection with investigation of liens and claims of pre-petition lenders.	1.10	
11/02/18	AHS	105	Review issues re: CHS financial condition.	0.30	
11/05/18	BM	105	Analysis of issues regarding investigation of liens and claims of alleged secured creditors.	1.30	
11/12/18	BM	105	Attend to issues regarding investigation of MidCap's liens and potential challenge.	1.30	
11/21/18	BM	105	Analysis regarding ServisFirst's assertion of setoff rights against Curae's account relating to Russellville.	0.70	
11/26/18	BM	105	Attend to issues regarding investigation of MidCap's liens and claims.	0.70	
		<b>TASK TOTAL 105</b>		<b>19.30</b>	<b>10,471.00</b>

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## 106 - EMPLOYEE BENEFITS/PENSIONS

09/11/18	BM	106	Attend to issues regarding motion to authorize payment of pre-petition wages and employee benefits.	0.80	
<b>TASK TOTAL 106</b>				<b>0.80</b>	<b>436.00</b>

## 107 - FEE/EMPLOYMENT APPLICATIONS

09/08/18	BM	107	Attend to issues regarding Committee's retention of financial advisor.	1.10	
09/10/18	BM	107	Attend to issue regarding retention of Committee's financial advisors.	0.60	
09/11/18	BM	107	Attend to issues regarding selection of financial advisor to the Committee.	0.80	
09/13/18	LFH	107	Prepare retention application.	1.60	
		107	Analyze retention issues.	1.20	
09/14/18	BM	107	Attend to retention application of Committee's counsel.	0.70	
09/14/18	LFH	107	Prepare retention declaration.	2.20	
		107	Prepare retention application.	3.10	
		107	Analyze retention issues.	0.80	
09/17/18	AHS	107	Review and revise retention application and have sent to Committee for review and consideration.	0.60	
09/17/18	BM	107	Attend to Sills' retention application.	0.60	
09/17/18	LFH	107	Review and analyze local counsel retention documents and coordinate with local counsel regarding same.	1.20	
		107	Revise retention papers based on coordination with local counsel.	0.80	
		107	Prepare local rule 9013-1 notice.	0.70	

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		107	Revise retention application and supporting materials.	2.90	
09/18/18	AHS	107	Coordinate signatures and filing of retention applications for Sills and Meiner.	0.30	
09/18/18	LFH	107	Analyze retention application issues.	0.60	
		107	Attention to retention application finalization and filing issues.	0.70	
10/02/18	LFH	107	Revise EisnerAmper retention application.	0.70	
		107	Review and analyze draft EisnerAmper retention application.	0.40	
10/03/18	LFH	107	Review and revise EisnerAmper retention application.	0.50	
10/04/18	LFH	107	Attention to EisnerAmper retention application issues.	0.60	
		<b>TASK TOTAL 107</b>		<b>22.70</b>	<b>10,166.50</b>

## 108 - FEE/EMPLOYMENT OBJECTIONS

09/17/18	BM	108	Analysis of issues regarding disinterestedness of Debtors' professionals and potential standing of Committee to pursue certain actions on behalf of the estates.	0.80	
09/18/18	AHS	108	Call with U.S. Trustee and to S. Koenig re: PCO issues.	0.30	
09/20/18	AHS	108	Call to PCO re: fee issues.	0.20	
		108	Emails and calls (including call to US Trustee) re: employment retention issues.	0.30	
09/21/18	BM	108	Attend to issues regarding retention applications of Debtors' professionals.	0.90	
09/21/18	REB	108	Review filings, documents and emails re: retention issues.	1.70	

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09/26/18	BM	108	Attend to issues regarding resolution of Committee's objections to proposed forms of retention orders of Debtors' professionals.	0.40	
09/26/18	REB	108	Draft email re: retention issues.	0.30	
10/04/18	BM	108	Analysis regarding PCO's employment application and application to retain counsel.	0.60	
10/09/18	AHS	108	Address issues re: PCO retention and budget issues.	0.30	
		<b>TASK TOTAL 108</b>		<b>5.80</b>	<b>2,918.00</b>

## 109 - FINANCING

09/06/18	AHS	109	Review of DIP financing order and credit agreement to address issues raised by Committee and based on call with counsel for Debtors.	0.80	
09/07/18	LFH	109	Revise document requests relating to postpetition financing.	2.20	
		109	Review and revise draft document requests regarding postpetition financing issues.	1.10	
		109	Analyze postpetition financing issues.	0.80	
09/08/18	AHS	109	Address cash management issues based on call with counsel for Debtors and Glass Ratner.	0.30	
09/08/18	BM	109	Analysis of issues regarding Debtors' motion to approve post-petition financing.	1.80	
09/08/18	LFH	109	Analyze financing, discovery, and related issues.	0.80	
09/10/18	BM	109	Analysis regarding pre-petition Debtors' capital structure and post-petition financing issues.	2.20	

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09/11/18	BM	109	Analysis of issues regarding interim DIP financing order and roll-up issues.	1.40
09/11/18	REB	109	Research re: cash management issues.	6.70
09/12/18	AHS	109	Initial review of cash management objection and identify issues.	0.30
09/12/18	BM	109	Attend to issues regarding structure and sufficiency of proposed DIP facility.	1.30
09/12/18	REB	109	Draft objection to cash management motion.	6.30
09/13/18	AHS	109	Call with U.S. Trustee re: DIP financing, bid issues and cash management.	0.30
09/13/18	BM	109	Attend to issues regarding Debtors' budget and projections.	0.80
09/13/18	MDL	109	Initial review of files and agreements.	0.60
		109	Internal conference with B. Mankovetskiy.	0.20
		109	Exchange e-mails; review folder.	0.40
09/13/18	REB	109	Revise cash management objection.	3.30
09/14/18	AHS	109	Review of missing information re: financing perfection issues and email to counsel for Debtors re: same.	0.30
		109	Calls and emails with A. Wilen re: cash management issues.	0.40
		109	Review and revise objection to cash management.	0.70
09/14/18	BM	109	Attend to issues regarding Committee's objections to cash management motion and DIP financing motion.	1.90
09/14/18	LFH	109	Review and analyze postpetition financing documents.	0.50
09/14/18	MDL	109	Exchange e-mails with B. Mankovetskiy.	0.10
		109	Internal conferences with B. Mankovetskiy.	0.20

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		109	Review documents, UCC-1 filings and files and prepare chart.	1.30
		109	Exchange e-mails with B. Mankovetskiy; review follow up correspondence.	0.30
09/14/18	REB	109	Call with A. Wilen re: cash management motion.	0.80
		109	Research and draft cash management objections.	3.50
09/17/18	AHS	109	Calls and emails with financial advisor re: cash management issues.	0.30
		109	Review and review response re: cash management issues.	0.80
09/17/18	REB	109	Revise cash management objection.	4.40
09/18/18	BM	109	Analysis regarding order approving post-petition financing and credit agreement with MidCap.	1.90
09/20/18	MDL	109	Review financing agreement and related documents and prepare log.	1.70
09/21/18	AHS	109	Calls with Eisner Amper re: payment of insurance claims and whether the Debtor was authorized; review of first day motion re: same and call to Debtor's counsel re: same.	0.40
09/21/18	BM	109	Draft a list of Committee's objections to final DIP financing order.	1.30
		109	Analysis regarding order approving post-petition financing and credit agreement with MidCap.	2.20
09/21/18	MDL	109	Review financing agreements.	0.40
09/24/18	BM	109	Attend to issues regarding DIP financing.	1.10
09/24/18	REB	109	Review DIP motion.	1.80
09/25/18	MDL	109	Internal conference with R. Slotkin, review documents.	0.20

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		109	Review loan agreements and related documents.	0.70
09/26/18	BM	109	Analysis regarding Committee's objections to final orders on cash management motion and DIP financing motion.	1.80
09/26/18	MDL	109	Review loan documents; update notes.	0.70
09/26/18	REB	109	Research re: DIP objection issues.	5.60
09/27/18	AHS	109	Review of budget to actual analysis as sent by counsel to Debtors and discuss same with A. Wilen in preparation for meeting with Committee and negotiation of DIP financing issues.	0.80
09/27/18	BM	109	Attend to issues regarding Debtors' budget to actual comparison and the Committee's objections to the final DIP financing order.	1.60
09/27/18	REB	109	Research re: DIP issues.	3.40
		109	Draft objection to Debtor's DIP financing motion.	2.80
09/28/18	BM	109	Analysis regarding Committee's objection to DIP financing motion.	1.40
09/28/18	MDL	109	Review loan documents.	0.40
09/28/18	REB	109	Draft objection to Debtor's DIP financing motion.	9.10
09/30/18	REB	109	Draft objection to Debtor's DIP financing motion.	5.10
10/01/18	AHS	109	Review and revise DIP financing objection.	0.80
10/01/18	BM	109	Analysis of issues regarding Debtors' financial condition and cash flow projections.	1.30
		109	Attend to Committee's objection to DIP financing motion.	1.40
10/01/18	REB	109	Draft objection to Debtor's DIP financing motion.	3.30



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10/02/18	AHS	109	Review and revisions to revised DIP objection and calls to A. Wilen re: financial covenants and compliance issues.	0.60
10/02/18	BM	109	Attend to objection to entry of final order on DIP financing motion.	1.20
		109	Attend to issues regarding modifications of financial covenants in the DIP credit agreement.	0.90
10/02/18	REB	109	Revise DIP objection re: comments from A. Sherman and B. Mankovetskiy.	3.20
		109	Draft email to A. Wilen re: financial covenants and Events of Default.	0.70
10/03/18	AHS	109	Call with Debtors' counsel re: DIP order and possible settlement; review of form of final order and have revisions made in furtherance of call.	0.80
10/03/18	BM	109	Attend to issues regarding investigation of pre-petition liens and claims of pre-petition lenders.	1.40
		109	Attend to issues regarding Committee's objection to proposed final DIP financing order.	1.70
10/03/18	REB	109	Call with Debtor's counsel re: DIP credit agreement issues.	0.40
		109	Revise objection to DIP motion and draft A. Wilen certification.	3.30
10/04/18	AHS	109	Review of variance report and calls and emails re: same.	0.40
10/04/18	BM	109	Attend to issues regarding objections to DIP financing motion.	2.20
		109	Analysis of issues on light of Debtors' default under the DIP credit agreement.	0.80

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		109	Attend to revisions of proposed final DIP financing order.	2.10
10/04/18	MDL	109	Review credit and security agreements.	0.10
		109	Exchange e-mails with CSC regarding Tennessee filings.	0.60
		109	Review documents.	0.10
10/05/18	AHS	109	Review and revise email to Committee re: financing issues.	0.40
10/05/18	BM	109	Attend to revisions of proposed final DIP financing order.	1.60
		109	Attend to issues regarding DIP financing budget.	0.70
10/05/18	LFH	109	Analyze postpetition financing and case strategy issues.	0.70
10/05/18	MDL	109	Review loan agreements, documents and lien searches.	1.00
		109	Exchange e-mails with CSC.	0.10
		109	Internal conference with B. Mankovetskiy.	0.20
10/08/18	AHS	109	Calls and emails with counsel for Debtors and counsel for MidCap to address DIP financing issues and issues relating to proposed final order.	1.20
		109	Review of budget and address issues re: potential shut down of Clarksdale.	0.60
10/08/18	BM	109	Attend to issues regarding DIP financing.	1.30
		109	Attend to revisions of proposed final DIP order.	0.80
		109	Call with MidCap's counsel regarding proposed form of final DIP financing order.	0.50
10/09/18	AHS	109	Email to Committee re: WARN issues and status update re: Clarksdale closure.	0.60

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		109	Follow up calls with Committee members in response to email.	0.30
10/09/18	BM	109	Attend to issues regarding final DIP budget.	1.20
		109	Analysis of MidCap's revisions to proposed form of final DIP financing order.	0.70
10/10/18	AHS	109	Calls and emails with counsel for Debtors re: DIP financing issues.	1.10
		109	Email to Committee re: DIP financing issues and response to questions re: same.	0.60
		109	Review of budget and calls with EisnerAmper re: same.	0.30
		109	Revisions to form of order and send to counsel for Debtors and DIP lender for review.	0.50
10/10/18	BM	109	Attend to issues regarding proposed final DIP financing order and budget.	1.30
10/10/18	MDL	109	Internal conference with A. Sherman.	0.10
		109	Exchange e-mails with A. Sherman and B. Mankovetskiy.	0.20
		109	Review documents and financing statements.	0.50
10/11/18	AHS	109	Review updated budget and calls with A. Wilen re: same.	0.60
		109	Address issues re: MidCap perfection.	0.40
		109	Further review and revisions to objections re: cash management and DIP financing and send to Tennessee counsel for review.	0.80
		109	Calls and emails with counsel for Debtors re: DIP financing, possible objection, sales issues (Debtors and Russellville).	0.80
10/11/18	BM	109	Attend to Committee's objection to entry of final DIP financing order.	1.20

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		109	Attend to proposed final DIP financing order.	1.40
10/11/18	MDL	109	Exchange e-mails with A. Sherman and B. Mankovetskiy.	0.20
		109	Review loan, security, subordination and intercreditor agreements, documents and financing statements and review and revise memo.	3.40
		109	Internal conferences with B. Mankovetskiy.	0.30
10/11/18	REB	109	Revise DIP objection and exhibits thereto.	4.40
		109	Revise cash management objection.	1.80
10/12/18	AHS	109	Calls and emails re: negotiation and review of DIP financing order and budget issues.	1.20
		109	Finalize and have filed objections to DIP financing and cash management.	0.60
10/12/18	BM	109	Attend to issues regarding proposed DIP financing budget.	0.80
		109	Attend to potential resolution of Committee's objections to final DIP order.	1.30
		109	Analysis of issues regarding investigation of pre-petition liens.	0.80
		109	Analysis of issues regarding financial covenants in the DIP credit agreement.	0.90
		109	Attend to exhibit and witness lists in connection with objections to cash management and DIP financing motions.	0.40
		109	Attend to certifications in support of Committee's objections to cash management and DIP financing motions.	0.90
10/12/18	MDL	109	Review loan and lien documents; review, update, revise and finalize memo and e-mail to B. Mankovetskiy and A. Sherman.	2.40
		109	Exchange e-mails with B. Mankovetskiy.	0.30

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		109	Internal conferences and e-mail exchanges with T. Dean.	0.20
		109	Internal conference with A. Sherman.	0.40
10/12/18	REB	109	Revise and finalize cash management objection documents and DIP objection documents.	4.10
10/12/18	RMS	109	MidCap - Review M. Leve document review memo; follow up regarding documents.	2.60
10/13/18	BM	109	Analysis regarding updated cash flow projections.	0.80
		109	Attend to proposed form of final DIP financing order.	1.10
10/15/18	AHS	109	Review of pleadings and budget to prepare for hearing; prepare direct testimony outline with A. Wilen and continue to prepare for hearing including hearing outline, exhibits and testimony outline.	2.60
		109	Call from Megan Seliber re: DIP financing hearing issues.	0.20
		109	Meetings with counsel for Debtors re: DIP financing issues and calls with counsel for ServisFirst re: same.	2.80
		109	Follow up with A. Wilen concerning potential solution to ServisFirst issues and follow up email to counsel for ServisFirst re: inability of Committee to agree to proposed solution.	0.90
10/15/18	BM	109	Analysis regarding ServisFirst's objections to proposed consent DIP financing order.	1.10
		109	Attend meeting with Debtors' counsel regarding potential resolution of objections to final DIP order.	1.60

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		109	Attend to revisions of proposed form of final DIP order.	1.40
10/16/18	AHS	109	Prepare for and attend hearing regarding final DIP financing issues, including meetings with Debtors prior to hearing to resolve issues and address evidentiary issues; meetings with parties prior to after hearing (including ServisFirst and MidCap) to resolve open issues and explain issues relating to budget needs.	6.80
10/16/18	BM	109	Attend meeting with counsel to ServisFirst regarding DIP financing and payment of trailing expenses.	1.20
		109	Attend meetings with counsel to MidCap, ServisFirst and Debtors in an effort to resolve objections to final DIP financing order.	1.80
10/17/18	AHS	109	Review of variance report and emails re: same.	0.30
		109	Status update to Committee re: hearing and DIP financing.	0.60
10/17/18	LFH	109	Analyze DIP financing and case administration issues.	0.60
10/18/18	AHS	109	Review of draft MedHost motion, agreement and calls and emails re: same to Committee and counsel for MedHost.	0.80
10/19/18	AHS	109	Calls and emails to address MedHost motion re: revenue cycle.	0.70
		109	Address issues re: potential closure of Clarksdale and upcoming hearing re: shut down and financing issues.	0.60

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10/22/18	AHS	109	Meeting with counsel for Debtors re: upcoming hearing on final DIP financing and review DIP financing order and send out for review and comment.	2.20
10/22/18	BM	109	Attend to issues regarding lien investigation.	1.30
10/23/18	BM	109	Attend to potential resolution of objections to final DIP financing order and proposed budget.	2.90
10/31/18	LFH	109	Analyze debt structure and related issues.	0.30
11/05/18	AHS	109	Review of documents/analysis sent by Debtors to ServisFirst, follow up calls re: potential resolution of DIP financing issues, calls with counsel for Debtors, A. Wilen re: ServisFirst and DIP issues.	0.70
11/05/18	BM	109	Attend to issues regarding final DIP financing order and budget.	1.80
11/06/18	AHS	109	Calls and emails to address potential resolution of DIP financing issues, including calls with EisnerAmper and Debtors' counsel.	0.70
11/07/18	AHS	109	Calls and emails with A. Wilen to address DIP financing issues, sale issues and budget issues.	0.60
11/07/18	BM	109	Attend to issues regarding final DIP financing order and budget.	1.80
11/08/18	AHS	109	Calls with D. Gordon and A. Wilen re: DIP financing issues and current discussions with ServisFirst and MidCap; follow up call to D. Lemke re: MidCap.	0.50
11/09/18	AHS	109	Calls and emails to address potential resolution of DIP financing issues prior to hearing.	0.60

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11/09/18	BM	109	Attend to issues regarding final DIP financing order and budget.	2.10
		109	Attend to preparation for November 13th hearing.	1.40
11/11/18	AHS	109	Review of emails and emails re: Clapp management agreement issues and review of revised management agreement term sheet.	0.60
11/11/18	BM	109	Attend to issues regarding potential resolution of objections to final DIP order and proposed budget.	2.20
11/12/18	BM	109	Attend to issues regarding resolution of objections to final DIP financing order and budget.	2.90
		109	Attend to revisions of proposed final DIP order.	0.70
11/12/18	MDL	109	Review credit agreements and ancillary documents.	0.10
		109	Several emails to G. Hirsch.	0.20
		109	Internal conference with G. Hirsch.	0.30
11/13/18	BM	109	Attend to revisions of proposed final DIP order.	0.90
11/13/18	MDL	109	Review credit agreement, UCC's and other loan documents and prepare brief report.	1.10
		109	Internal conferences with G. Hirsch.	0.40
		109	Additional review and analysis of credit agreements.	0.20
		109	Several e-mail exchanges with G. Hirsch.	0.40
11/14/18	AHS	109	Calls and emails re: MidCap lien investigation and review of draft memo re: lien issues.	0.40
11/14/18	MDL	109	Internal conferences with G. Hirsch.	0.40
		109	Review loan documentation.	0.20



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		109	Exchange e-mails with G. Hirsch.	0.10	
11/15/18	AHS	109	Address stipulation addressing deadline for MidCap investigation.	0.20	
11/15/18	MDL	109	Internal conference with G. Hirsch; review documents; exchange e-mails with G. Hirsch.	0.20	
11/26/18	GH	109	Revise draft complaint regarding MidCap.	0.30	
		109	Telephone conference with A. Wilen regarding account information.	0.20	
		109	Review bank statements regarding MidCap.	0.70	
		109	E-Mail to B. Mankovetskiy and A. Sherman regarding bank statement issues.	0.20	
11/27/18	AHS	109	Further review and revision to memo to Committee re: MidCap lien issues.	0.50	
11/27/18	MDL	109	Internal conference with G. Hirsch; review memo and emails.	0.20	
		109	Additional internal conference with G. Hirsch; exchange emails with G. Hirsch.	0.10	
		109	Review memo; internal conference with G. Hirsch; prepare comments to memo; exchange emails with G. Hirsch.	0.40	
11/28/18	AHS	109	Review and finalize memo re: MidCap challenge and send to Committee for review and comments.	0.40	

**TASK TOTAL 109 224.80 110,348.80**

## 110 - LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

09/07/18	GH	110	Review DIP Order.	0.70	
		110	Review DIP Motion.	0.60	
		110	Review First Day Declaration.	0.70	

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		110	Research regarding issue of roll-up for interim DIP.	0.90
		110	Draft informal document demand regarding DIP.	1.40
		110	Revise draft document demand regarding DIP.	0.60
		110	Telephone conference with A. Sherman regarding interim DIP Order issues.	0.30
11/12/18	GH	110	Telephone conference with M. Leve regarding MidCap liens.	0.30
		110	Work on complaint against MidCap.	1.30
		110	Conference with B. Mankovetskiy regarding MidCap issues.	0.30
		110	Review memo regarding MidCap issues.	0.40
		110	Conference with A. Sherman and B. Mankovetskiy regarding MidCap challenge issues.	0.30
11/13/18	GH	110	Review schedules regarding account information.	0.40
		110	Revise draft complaint regarding MidCap.	1.10
		110	Further revisions to complaint.	0.60
		110	Telephone conference with M. Leve regarding UCC issues.	0.30
		110	Draft memo regarding MidCap.	0.70
		110	Further revisions to complaint regarding MidCap.	0.70
		110	Research avoidance issue regarding MidCap.	0.80
		110	Telephone conference with B. Mankovetskiy.	0.20
		110	Revise memo regarding MidCap lien issues.	0.40

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11/14/18	GH	110	Work on draft Complaint regarding MidCap.	0.90	
		110	Work on draft memo regarding MidCap.	0.70	
		110	Work on analysis of MidCap position.	1.10	
		110	Analysis regarding ServisFirst position.	0.60	
		110	Review Curae UCC search.	0.50	
11/15/18	GH	110	Review draft extension of challenge deadline.	0.20	
11/27/18	GH	110	Telephone conference with M. Leve regarding MidCap.	0.30	
		110	Telephone conference with A. Sherman regarding MidCap.	0.60	
			<b>TASK TOTAL 110</b>	<b>17.90</b>	<b>10,104.80</b>

## 113 - PLAN AND DISCLOSURE STATEMENT

11/15/18	LFH	113	Review background materials for preparation of plan.	1.40	
11/20/18	BM	113	Analysis regarding plan of liquidation.	1.20	
11/30/18	LFH	113	Confer with B. Mankovetskiy regarding plan issues.	0.20	
		113	Analyze plan issues.	1.60	
		113	Prepare draft plan of liquidation.	1.30	
			<b>TASK TOTAL 113</b>	<b>5.70</b>	<b>2,544.00</b>

## 118 - BUSINESS ANALYSIS

09/11/18	GH	118	Conference with A. Sherman and B. Mankovetskiy regarding good faith of DIP Loan.	0.30	
11/15/18	GH	118	Analysis of MidCap issues.	0.70	

# SILLS CUMMIS & GROSS

A PROFESSIONAL CORPORATION

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NEWARK, NEW JERSEY 07102-5400  
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118	Telephone conference with M. Leve regarding MidCap issues.	0.30	
<b>TASK TOTAL 118</b>		<b>1.30</b>	<b>734.80</b>
<b>TOTAL FEES</b>		<b>582.60</b>	<b>\$299,451.00</b>
<b>TOTAL FEES at Blended Rate of \$495</b>		<b>582.60</b>	<b>\$288,387.00</b>

## TASK CODE SUMMARY

101	Asset Analysis and Recovery	5.60	3,020.50
102	Asset Disposition	172.10	93,827.70
103	Business Operations	23.70	12,931.50
104	Case Administration	82.90	41,947.40
105	Claims Administration and Objections	19.30	10,471.00
106	Employee Benefits/Pensions	0.80	436.00
107	Fee/Employment Applications	22.70	10,166.50
108	Fee/Employment Objections	5.80	2,918.00
109	Financing	224.80	110,348.80
110	Litigation (Other than Avoidance Action Litigation)	17.90	10,104.80
113	Plan and Disclosure Statement	5.70	2,544.00
118	Business Analysis	1.30	734.80
<b>TOTAL FEES</b>		<b>582.60</b>	<b>\$299,451.00</b>
<b>TOTAL FEES at Blended Rate of \$495</b>		<b>582.60</b>	<b>\$288,387.00</b>

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## FEE RECAP<sup>1</sup>

AHS	Andrew H. Sherman	Member	\$595.00	113.90	67,770.50
GH	George R. Hirsch	Member	\$568.00	15.40	8,747.20
GH	George R. Hirsch	Member	\$556.00	5.50	3,058.00
RMS	Richard M. Slotkin	Member	\$556.00	2.60	1,445.60
BM	Boris Mankovetskiy	Member	\$545.00	271.70	148,076.50
CHN	Charles H. Newman	Of Counsel	\$440.00	1.00	440.00
MDL	Marc D. Leve	Of Counsel	\$440.00	14.40	6,336.00
MDL	Marc D. Leve	Of Counsel	\$420.00	7.20	3,024.00
LFH	Lucas F. Hammonds	Of Counsel	\$420.00	33.20	13,944.00
REB	Rachel E. Brennan	Associate	\$396.00	117.70	46,609.20

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<b>TOTAL FEES</b>	<b>582.60</b>	<b>\$299,451.00</b>
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<b>TOTAL FEES at Blended Rate of \$495</b>	<b>582.60</b>	<b>\$288,387.00</b>
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## DISBURSEMENT DETAIL

### E105

08/30/18	E105	Telephone	4.54
09/11/18	E105	Telephone	13.83
09/12/18	E105	Telephone	37.76
10/01/18	E105	Telephone	16.01
10/12/18	E105	Telephone	9.83

### E106

09/11/18	E106	Online research	4.46
09/11/18	E106	Online research	34.08
09/11/18	E106	Online research	198.37

<sup>1</sup> Firm rate changes effective October 1, 2018 affected certain timekeepers in this invoice. The new rates have been discounted accordingly.

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09/14/18	E106	Online research	7.09
09/14/18	E106	Online research	0.18
09/14/18	E106	Online research	0.10
09/14/18	E106	Online research	0.10
09/14/18	E106	Online research	0.10
09/14/18	E106	Online research	0.20
09/14/18	E106	Online research	0.10
09/14/18	E106	Online research	0.20
09/14/18	E106	Online research	0.20
09/14/18	E106	Online research	0.30
09/14/18	E106	Online research	0.20
09/14/18	E106	Online research	0.30
09/14/18	E106	Online research	0.10
09/14/18	E106	Online research	3.00
09/14/18	E106	Online research	0.20
09/14/18	E106	Online research	0.20
09/14/18	E106	Online research	0.20
09/14/18	E106	Online research	1.10
09/15/18	E106	Online research	3.40
09/15/18	E106	Online research	49.59
09/16/18	E106	Online research	21.25
09/16/18	E106	Online research	0.20
09/27/18	E106	Online research	0.90
09/27/18	E106	Online research	14.17
09/28/18	E106	Online research	1.07
09/28/18	E106	Online research	21.26
09/30/18	E106	Online research	2.00
09/30/18	E106	Online research	14.18
10/01/18	E106	Online research	1.30

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10/01/18	E106	Online research	7.40
10/01/18	E106	Online research	35.62
10/02/18	E106	Online research	0.20
10/02/18	E106	Online research	26.71
10/02/18	E106	Online research	29.62
E107			
09/11/18	E107	Deliver services/messengers	180.00
E109			
09/24/18	E109	Local travel (taxi)	22.07
09/24/18	E109	Local travel (taxi)	5.72
09/24/18	E109	Local travel (taxi)	6.51
09/24/18	E109	Local travel (taxi)	7.39
09/24/18	E109	Local travel (taxi)	56.60
09/25/18	E109	Local travel (taxi)	6.72
09/25/18	E109	Local travel (taxi)	9.18
09/25/18	E109	Local travel (taxi)	17.90
09/25/18	E109	Local travel (parking)	36.27
10/16/18	E109	Local travel (taxi)	23.10
10/17/18	E109	Local travel (taxi)	38.66
10/23/18	E109	Local travel (taxi)	22.19
10/23/18	E109	Local travel (taxi)	39.71
E110			
09/24/18	E110	Local travel (lodging)	577.60
09/24/18	E110	Local travel (lodging)	577.60
09/24/18	E110	Out-of-town travel (airfare)	4.59
09/24/18	E110	Out-of-town travel (airfare)	9.59
09/24/18	E110	Out-of-town travel (airfare)	819.40
09/24/18	E110	Out-of-town travel (airfare)	819.40

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11/11/18	E110	Out-of-town travel (airfare)	764.40
E111			
09/24/18	E111	Meals (travel)	48.76
09/24/18	E111	Meals (travel)	19.62
09/25/18	E111	Meals (travel)	5.01
09/25/18	E111	Meals (travel)	10.00
09/25/18	E111	Meals (travel)	75.46
09/25/18	E111	Meals (travel)	3.92
09/25/18	E111	Meals (travel)	15.00
09/25/18	E111	Meals (travel)	9.22
11/26/18	E111	Meals (travel)	13.50
11/27/18	E111	Meals (travel)	19.51
E118			
10/05/18	E118	Litigation support vendors	676.38
E124			
09/10/18	E124	Other (Certificate of Good Standing – Sherman)	19.00
09/10/18	E124	Other (Certificate of Good Standing – Mankovetskiy)	19.00
<b>TOTAL DISBURSEMENTS</b>			<b>\$5,540.60</b>

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## DISBURSEMENT RECAP

Code	Description	Units	Total
E105	Telephone	5.00	81.97
E106	Online research	87.00	479.65
E107	Deliver services/messengers	1.00	180.00
E109	Local travel (taxis/parking)	13.00	292.02
E110	Local travel (lodging/airfare)	7.00	3,572.58
E111	Meals (travel)	10.00	220.00



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Code	Description	Units	Total
E118	Litigation support vendors	1.00	676.38
E124	Other (Certificates of Good Standing)	2.00	38.00
	<b>TOTAL DISBURSEMENTS</b>		<b>\$5,540.60</b>
	<b>TOTAL THIS INVOICE</b>		<b>\$293,927.60*</b>

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\*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at **Discounted Rates (\$299,451.00)** and fees at **Blended Rate** of \$495 (**\$288,387.00**) apply.

**EXHIBIT C**

**Summary Cover Sheet**

Name of Applicant	Sills Cummis & Gross P.C.
Name of Client	Official Committee of Unsecured Creditors
Time Period Covered by this Application	September 6, 2018 – November 30, 2018
Total Compensation Sought This Period	\$288,387.00 <sup>1</sup>
Total Expenses Sought This Period	\$5,540.60
Petition Date	August 24, 2018
Retention Date	September 6, 2018
Date of Order Approving Employment	October 10, 2018
Total Compensation Approved by Interim Order to Date	\$0
Total Expenses Approved by Interim Order to Date	\$0
Compensation Sought in this Application Already Paid Pursuant to a Monthly Compensation Order But Not Yet Allowed	None
Expenses Sought in this Application Already Paid Pursuant to a Monthly Compensation Order But Not Yet Allowed	None
Number of Professionals Included in this Application	8
Number of Professionals Billing Fewer than 15 Hours to the Case During this Period	2
Case Name	Curae Health, Inc. <i>at al.</i>
Case Number	18-05665
Date of Application	January 2, 2019
Interim or Final	Interim

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<sup>1</sup> During the Compensation Period, SCG's fees actually totaled \$299,451.00. However, as noted in the *Application of Official Committee of Unsecured Creditors for Authority to Retain and Employ Sills Cummis & Gross P.C. as Co-Counsel Nunc Pro Tunc to September 6, 2018* [Docket No. 189] (the "**Retention Application**"), SCG agreed that its blended hourly rate for each month will be capped at \$495. See Retention Application ¶ 15. Accordingly, after application of such discount, SCG's fees for the Compensation Period were reduced to \$288,387.00.

## EXHIBIT D

### Summary of Timekeepers

Name	Title	Practice Group	Date of First Admission	Fees Billed	Hours Billed	Hourly Rate Billed in this Application	Number of Rate Increases Since Case Inception <sup>1</sup>
Andrew Sherman	Member	Bankruptcy	1991	\$67,770.50	113.90	\$595	0
Boris Mankovetskiy	Member	Bankruptcy	2001	\$148,076.50	271.70	\$545	0
George Hirsch	Member	Bankruptcy	1977	\$8,747.20 \$3,058.00	15.40 5.50	\$568 \$556	1
Richard Slotkin	Member	Corporate	1980	\$1,445.60	2.60	\$556	0
Charles Newman	Of Counsel	Corporate	1984	\$440.00	1.00	\$440	0
Marc Leve	Of Counsel	Corporate	1984	\$6,336.00 \$3,024.00	14.40 7.20	\$440 \$420	1
Lucas Hammonds	Of Counsel	Bankruptcy	2008	\$13,944.00	33.20	\$420	0
Rachel Brennan	Associate	Bankruptcy	2012	\$46,609.20	117.70	\$396	0
<b>Total Fees</b>				<b>\$299,451.00</b>	<b>582.60</b>		
<b>Total Fees at Blended Rate of \$495</b>				<b>\$288,387.00</b>	<b>582.60</b>		

<sup>1</sup> SCG rate changes effective October 1, 2018 affected certain timekeepers in this First Interim Application. The new rates have been discounted accordingly.

**EXHIBIT E**

**Mailing Matrix**

Tune, Entrek & White, P.C.  
Joseph P. Rusnak,  
UBS Tower, Suite 1700315  
Deaderick Street  
Nashville, TN 37238

Universal Health Services Inc.  
Jessica Lamanna  
367 South Gulf Road  
King of Prussia, PA 19406-0958

Veazey & Tucker  
Thomas W. Tucker III  
TBPR#022319  
222 2<sup>nd</sup> Ave N, Suite 312  
Nashville, TN 37201

Watkins & Eager PLLC  
Waverly A. Harkins  
400 East Capital Street (39201)  
P.O. Box 650  
Jackson, MS 39205-0650

ServisFirst Bank  
C/O Neal & Harwell PLC.  
1201 Demonbreun Street, 900  
Nashville, TN 37203

Smith Cashion & Orr, PLC  
Joshua K. Chesser, Esq.  
231 Third Ave North  
Nashville, TN 37201

Tennessee Attorney General's  
Office  
Bankruptcy Division  
P.O. 20207  
Nashville, TN 37202-4015

TN Secretary of State, Business  
Filings & Info  
312 Rosa Parks Ave. 6<sup>th</sup> Floor  
Snodgrass Tower  
Nashville, TN 37243-1102

Thompson Burton PLLC,  
C/o Ronald G. Steen, JR  
Re: Aesynt, Incorporated  
6100 Tower Circle , Ste. 200  
Franklin, TN 37067

MS State Dept. of Health  
Div., of Health Facilities Licensure  
570 East Woodrow Wilson Dr.  
Jackson, MS 39216

U.S. Attorney  
Middle District of TN  
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Nashville, TN 37203-3870

US Attorney's Office  
Northern District of MS  
Ethridge BLDG  
900 Jefferson Ave  
Oxford, MS 38655

Virtual Radiologic Corporation  
Gerry Fitterer, CFO  
11995 Singletree Lane #500  
Eden Prairie, MN 55344

Williams H Berrell,  
Healthcare Banking, Servisfirst  
Bank  
1801 West End Avenue, Suite 850  
Nashville, TN 37203

Sills Cummis & Gross P.C.,  
Boris I Mankovetskiy  
Andrew Sherman  
One Riverfront Plaza,  
Newark, NJ 07102

Stites & Harbison PLLC  
C/O Erika R. Barnes  
401 Commerce Street, Ste 800  
Nashville, TN 37219

TN Dept of Health  
Office of Health Care Facilities  
665 Mainstream Drive, 2<sup>nd</sup> Floor  
Nashville, TN 37243

Thompson Burton PLLC,  
C/o Ronald G. Steen, JR  
Re: Owens & Minor Distr, Inc  
6100 Tower Circle , Ste. 200  
Franklin, TN 37067

Thompson Burton PLLC,  
C/o Ronald G. Steen, JR  
Re: MS Blood Services  
6100 Tower Circle , Ste. 200  
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Div., of Health Facilities Licensure  
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U.S. Bank Equipment Finance  
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LLP  
David Lemke & Kate Stenberg  
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WW Grainger Inc. 401 South  
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Janesville, WI 53546

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STEPHEN B. POTERFIELD  
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BIRMINGHAM, AL 35255-5727

Suzanne Koenig, Patient Care  
Ombudsman  
Sak Management Services, LLC  
300 Saunders RD, Ste 300  
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TN Secretary of State  
State Capital  
Nashville, TN 37243-1102

Thompson Burton PLLC,  
C/o Ronald G. Steen, JR  
Re: SpecialCare Hospital MGMT  
Corp  
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TN Dept. of Revenue  
C/o Attorney General's Office  
Bankruptcy Division  
PO Box 20207  
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Montgomery  
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Office of the United States Trustee  
Megan Seliber  
318 Customs House  
701 Broadway  
Nashville, TN 37203

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C/o Lori L Purkey, Esq.  
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Re: Sak Mangement Services, LLC  
300 Sanders Road, Ste 300  
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Retherford  
Re. Brentwood Acquisition, Inc  
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Re; Saks Management Services, LLC  
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Caldwell, Justin Sveadas &  
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Licensure and Regulation Office of Health  
TN Dept. of Health, Division of Care Facilities  
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