

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: Jan 08, 2019

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jan 10, 2019.

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: Jan 10, 2019

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 January 8, 2019 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
DANIEL HAYS PURYEAR on behalf of Creditor Cardinal Health 110, LLC dpuryear@puryearlawgroup.com, paralegalgroup@puryearlawgroup.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@gssrm.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

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

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@harrisselton.com
 JOHN L RYDER on behalf of Creditor TCF Equipment Finance jlr@harrisselton.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 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 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 Amory 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 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 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 Clarksdale Regional Medical Center Inc. 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@reinhardt.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
 MICHAEL G ABELOW on behalf of Creditor UnitedHealthcare Insurance Company mabelow@srvhlaw.com, scamp@srvhlaw.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 Mississippi Blood Services 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 Owens & Minor Distribution, Inc. ronn.steen@thompsonburton.com
 RUSSELL EMERY STAIR on behalf of Creditor CHS/Community Health Systems, Inc. rstair@bassberry.com, bankr@bassberry.com;churley@bassberry.com
 RUSSELL EMERY STAIR on behalf of Creditor CHSPSC, LLC rstair@bassberry.com, bankr@bassberry.com;churley@bassberry.com
 SEAN CHARLES KIRK on behalf of Interested Party Progressive Medical Management of Batesville, LLC skirk@bonelaw.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 Shumacher Clinical Partners 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
 STEPHEN BARGANIER PORTERFIELD on behalf of Creditor MedPlan, Inc. sporterfield@sirote.com
 STEPHEN MICHAEL MONTGOMERY on behalf of Creditor ServisFirst Bank smontgomery@nealharwell.com

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

STEVEN EDWARD ANDERSON on behalf of Interested Party HealthTrust Purchasing Group, L.P.
tmitchell@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 H. FORRESTER on behalf of Creditor Tallahatchie Valley Electric Power Association
TForrester@GSRM.COM, lcatabay@gssrm.com,asowney@gssrm.com

THOMAS W TUCKER, III on behalf of Creditor HHS Culinary & Nutritional Services, LLC
ttucker@veazeytucker.com

THOMAS W TUCKER, III on behalf of Creditor HHS Environmental Solutions LLC
ttucker@veazeytucker.com

THOMAS W TUCKER, III on behalf of Creditor Hospital Housekeeping Systems, LLC
ttucker@veazeytucker.com

US TRUSTEE ustpreion08.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 Athenahealth bnorton@babac.com

WILLIAM L NORTON, III on behalf of Creditor BECKMAN COULTER, INC. bnorton@babac.com

TOTAL: 70

Charles M. Walker

U.S. Bankruptcy Judge

Dated: 1/7/2019



**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

ORDER (I) AUTHORIZING THE DEBTORS TO TRANSFER THE REVENUE CYCLE SERVICES FOR DEBTORS' CLINIC FACILITIES TO MEDHOST OF TENNESSEE, INC. 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 transfer the Revenue Cycle Services for Debtors’ Clinic Facilities to MedHost of Tennessee, Inc. (“**MT**”), 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 9013-1; and it appearing that no other or further notice of the Motion is required; and

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.

66414543.1

this Court 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 Statements of Work annexed to the Motion as Exhibit C and transfer the Revenue Cycle Services to MT.

3. Pursuant 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, (IV) Modifying The Automatic Stay and (V) Scheduling a Final Hearing* entered in these cases on August 29, 2018 (Docket No. 455) (the "**Final DIP Order**"), the Statements of Work, and all other contracts between one or more of the Debtors and MT and/or any of its affiliates, successors, or assigns, including, MedHost Direct, Inc. ("**MD**"), or any of its affiliates, successors or assigns (and together with MT, "**MedHost**"), including, without limitation, those Hosting and Managed Services Agreements and the Software License and Application Service Agreements to which they are parties, as amended, restated, or otherwise modified, as well as any and all replacements, renewals, and extensions of such agreements (collectively, the "**MedHost Agreements**"), shall be and hereby are part of the DIP Collateral and subject to the DIP Liens securing the DIP Obligations and all of the terms and conditions of the Final DIP Order and DIP Financing Documents. Without limiting the foregoing, Debtors hereby assign and transfer to DIP Agent, and hereby grant to DIP Agent, for the benefit of DIP Lenders, a security interest in, all of

such Debtors' rights, title, and interest in, and benefits under, the MedHost Agreements, and after an Event of Default (as set forth in the Final DIP Order), the DIP Agent shall, at its option and in its sole discretion, be entitled to enforce, either in its own name or in the name of Debtors, all rights of Debtors under any MedHost Agreement in accordance with the terms thereof, and may do any and all other things necessary, convenient or proper to fully and completely effectuate the collateral assignment of the rights of Debtors under such MedHost Agreements pursuant hereto, and if DIP Agent elects to enforce such rights under any of the MedHost Agreements, the applicable MedHost entity shall continue to perform thereunder pursuant to the terms of the applicable MedHost Agreement until such time as the MedHost Agreement is terminated; provided, to the extent DIP Agent elects to enforce such rights under any applicable MedHost Agreement, the applicable MedHost entity shall be entitled to compensation for performing under the MedHost Agreement in accordance with its terms; and provided, further, that the DIP Agent may terminate the applicable MedHost Agreement upon fifteen (15) days prior written notice to the applicable MedHost entity without further liability of the DIP Agent, provided, however, this shall not limit any MedHost entity with respect to its Claims against any of the Debtor or their estates for amounts due for services rendered pre- or post-petition under any MedHost Agreement, for damage resulting from the early termination thereof, or otherwise.

4. Notwithstanding anything to the contrary herein or in the MedHost Agreements, but subject to compliance by the Debtors (or, if applicable, any of the entities mentioned in clause (ii) below) with all applicable requirements of the Bankruptcy Code and Rules, including without limitation 11 U.S.C. section 365: (i) the Debtors are authorized, but not obligated, to assign the MedHost Agreements, without recourse or liability to the estates herein, to one or more purchasers or third party operators of the Debtors' assets, provided that such purchaser or

third party operator agrees to be bound by all terms and conditions of the MedHost Agreement and (ii) any Debtor representative, plan administrator, estate representative, liquidating trustee or similar fiduciary appointed pursuant to any plan of liquidation confirmed in these cases shall, at its option and in its sole discretion, be entitled to enforce, either in its own name or in the name of Debtors, all rights of Debtors under any MedHost Agreement in accordance with the terms and conditions thereof.

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. The fourteen (14) day stays imposed by Rules 6004(h) and 6006(d) of the Bankruptcy Rules are waived with respect to this order, and this order shall take effect immediately upon its entry.

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

8. 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.

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

cawang@polsinelli.com

Counsel to the Debtors and

Debtors in Possession