

**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: February 4, 2019  
IF A RESPONSE IS TIMELY FILED, THE HEARING WILL BE: February 12, 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 MANIER & HEROD P.C.**

**PLEASE TAKE NOTICE** that on January 14, 2019, the Official Committee of Unsecured Creditors of the above-captioned debtors and debtors in possession filed the *FIRST INTERIM FEE APPLICATION OF MANIER & HEROD 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 12, 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 court

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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).

to consider your views on the First Interim Application, then on or before **February 4, 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) 7365584. 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 14, 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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*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 MANIER & HEROD 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**

Manier & Herod (“**Manier**”), 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, Manier 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 title 11 of the United States Code (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.*

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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).

*Clapp, Chief Executive 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 11, 2018, the Court entered the *Order Authorizing Retention and Employment of Manier & Herod P.C. as Co-Counsel to the Committee as Co-Counsel Nunc Pro Tunc to September 6, 2018* [Docket No. 302].

6. This is the first interim application for fees and expenses incurred by Manier 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 by Manier in the aggregate amount of \$41,345.50 and expenses incurred in the amount of \$202.72 during the Compensation Period. The services have been put in the following categories:

Table Index	Project Category	Hours	Fees
110	Case Administration	41.0	\$17,132.50
130	Asset Disposition	29.70	\$13,398.00
160	Fee/Employment Applications	7.90	\$2,751.00
230	Financing/Cash Collections	17.60	\$8,064.00
	<b>Total:</b>	<b>96.20</b>	<b>\$41,345.50</b>

### **STATEMENT OF APPLICANT**

8. The services were actual and necessary services rendered by Manier 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, Manier 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 Manier in this First Interim Application.

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

A. 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.

B. 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.

C. The rates for Manier’s attorneys have not changed during the pendency of these Chapter 11 Cases.

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>2</sup>

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<sup>2</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.

**EXPENSES**

11. This First Interim Application includes a request for reimbursement of expenses in the amount of \$202.72, which are expenses incurred by Manier, as 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.

Category	Amount
Printing	\$31.00
Telephone	\$140.00
Deliver services/messengers	\$30.63
Meals	\$1.09
<b>Total Expenses</b>	<b>\$202.72</b>

**WHEREFORE**, pursuant to 11 U.S.C. § 330, Manier seeks allowance and payment of the fees and expenses incurred by Manier during these Chapter 11 Cases for the Compensation Period as provided in this First Interim Application. Manier respectfully requests that the Court enter the Proposed Order (i) approving the First Interim Application, (ii) authorizing and directing the Debtors to pay to Manier \$37,210.95 (90% of \$41,345.50) as compensation for necessary professional services rendered,<sup>3</sup> up to the Budgeted Amount,<sup>4</sup> (iii) authorizing and directing the Debtors to pay to Manier \$202.72, 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>3</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>4</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 14, 2019  
Nashville, Tennessee

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

/s/ Robert W. Miller  
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Robert W. Miller (Bar No. 31918)  
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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 14, 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>	)	
1721 Midpark Road, Suite B200	)	Judge Walker
Knoxville, TN 37921	)	
Debtors.	)	Jointly Administered

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

Upon consideration of the First Interim Application<sup>1</sup> of Manier & Herod 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

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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.

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 Manier is approved on an interim basis.
2. The fees in the amount of \$41,345.50 and expenses in the amount of \$202.72 incurred by Manier 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 \$37,210.95 (90% of \$41,345.50) as compensation and \$202.72 as reimbursement of expenses, 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)

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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**

LAW OFFICES  
**MANIER & HEROD**

A TENNESSEE PROFESSIONAL CORPORATION

1201 DEMONBREUN STREET  
SUITE 900  
NASHVILLE, TENNESSEE 37203

TELEPHONE (615) 244-0030  
FACSIMILE (615) 242-4203  
FEI# 62-1040990

Unsecured Creditors Committee  
P.O. Box 358  
Clinton, TN 37717

Invoice# 463544  
January 10, 2019  
Client# 13855 68678  
MEC

Re: Bankruptcy  
of Curae Health, Inc.

			Hours
B110	9/06/18	MEC Review draft by-laws for committee	.20
B110	9/08/18	RWM Drafted motion for Sills Cumis to appear telephonically at September 11 hearings	.40
B110	9/08/18	RWM Drafted notice of appearance for Robert Miller	.20
B110	9/08/18	RWM Drafted notice of appearance for Michael Collins	.20
B110	9/08/18	RWM Drafted proposed order granting motion to appear telephonically at September 11 hearings for main counsel	.30
B110	9/08/18	MEC Review UST Motion for Agreed Order for Appointment of PCO	.20
B110	9/08/18	MEC Review applications to employ Polsinelli, Glass Retainer, BMC Group, and Egerton McAfee	.60
B110	9/09/18	RWM Email correspondence with Andrew Sherman regarding pro hac vice and telephonic appearance	.20
B110	9/09/18	RWM Drafted pro hac vice order for Boris I. Mankovetskiy	.20
B110	9/09/18	RWM Drafted pro hac vice motion for Boris I. Mankovetskiy	.30
B110	9/09/18	MEC Review first-day Motions and related Orders	2.20
B110	9/10/18	RWM Email correspondence with Andrew Sherman	.20

regarding status hearing and telephonic appearance

B110	9/10/18	RWM	Teleconference with Judge Walker's chambers regarding telephonic appearance at status conference	.20
B110	9/10/18	MEC	Teleconference with Andrew Sherman and David Gordon regarding document request and related issues	.50
B110	9/11/18	RWM	Email correspondence with Andrew Sherman regarding hearing and first day transcript	.20
B110	9/11/18	RWM	Drafted notices of appearance for Boris	.20
B110	9/11/18	RWM	Participated in teleconference with committee regarding case status	.70
B110	9/11/18	RWM	Email correspondence with Andrew Sherman regarding notices of appearance	.20
B110	9/11/18	RWM	Reviewed first day hearings and first day pleadings transcript for impact on unsecured creditors committee	2.30
B110	9/11/18	RWM	Drafted notice of appearance for Andrew Shrum	.20
B110	9/11/18	MEC	Attend anticipated status conference at bankruptcy court, Discussion with counsel for Debtors, UST, and Mid Cap	.80
B110	9/11/18	MEC	Teleconference with Andrew Sherman regarding preparation for call with committee	.30
B110	9/11/18	MEC	Review audio recording of hearing on first day Motions	1.30
B110	9/11/18	MEC	Attend committee conference call	.60
B110	9/12/18	MEC	Teleconference with Andrew Sherman regarding transcription of DIP hearing audio and responses to be prepared	.50
B110	9/13/18	RWM	Drafted proposed order for motion for telephonic hearing for Sills attorneys for September 18	.20
B110	9/13/18	RWM	Drafted motion for telephonic hearing for Sills attorneys for September 18	.30
B110	9/13/18	RWM	Drafted Agreed Order on extension of time for committee for sales procedures and cash	.50



management motions

B110	9/13/18	RWM	Email correspondence with Debtors regarding stipulation to extend time to object to sales procedures and cash management motions	.20
B110	9/13/18	RWM	Email correspondence with Andrew Sherman regarding stipulation with Debtors on extension of time to file objections to sale procedures and cash management motions	.20
B110	9/13/18	RWM	Reviewed pro hac vice orders for Andrew and Boris and drafted email regarding same	.20
B110	9/13/18	MEC	Teleconference with Megan Seliber regarding PCO appointment	.20
B110	9/17/18	RWM	Reviewed agenda by Debtors for September 18 hearing	.10
B110	9/17/18	RWM	Teleconference with Tom Forrester, counsel for Medhost, regarding hearings on September 18	.20
B110	9/17/18	MEC	Review Notice of Agenda for September 18, 2018 hearing	.10
B110	9/18/18	RWM	Email correspondence with Boris Mankovetskiy regarding ecf noticing issues	.20
B110	9/18/18	RWM	Attended status hearing on behalf of the committee	.80
B110	9/21/18	MEC	Review Statements and schedules filed by Debtors	1.30
B110	10/01/18	MEC	Attend Creditors Committee conference call and review financial report provided by Eisner Amper	.80
B110	10/01/18	MEC	Correspondence with Andrew Sherman regarding preparation for meeting of creditors	.30
B110	10/03/18	MEC	Attend meeting of creditors	2.50
B110	10/03/18	MEC	Email to Anthony Sherman with update on 341 meeting	.30
B110	10/03/18	MEC	Prepare for meeting of creditors and review schedules filed for six entities	2.30
B110	10/04/18	MEC	Correspondence with Andrew Sherman regarding Forrester concerns	.30

B110	10/05/18	RWM	Reviewed email from Boris regarding status of case	.20
B110	10/05/18	RWM	Reviewed email correspondence regarding stipulations with Debtors on objection deadlines for DIP Motion and Cash Management Motion	.10
B110	10/05/18	RWM	Drafted email correspondence to counsel for Debtors regarding stipulations with Debtors on objection deadlines for DIP Motion and Cash Management Motion	.10
B110	10/05/18	RWM	Drafted proposed order and stipulation extending time for Committee to object DIP and Cash Management motions	.40
B110	10/08/18	RWM	Email correspondence with counsel for Debtors regarding objection stipulation for cash management and DIP motions	.20
B110	10/08/18	RWM	Finalized agreed order on extension of time for committee to object to DIP and Cash Management motions	.30
B110	10/10/18	MEC	Correspondence with Andrew Sherman and Tom Forrester regarding scheduling call	.20
B110	10/11/18	MEC	Attend teleconference with Debtors and Debtors advisors	.60
B110	10/12/18	RWM	Email correspondence with United States Trustee regarding 341 transcript	.10
B110	10/12/18	RWM	Email correspondence with Andrew and Boris regarding finalized DIP and Cash Management Objections	.20
B110	10/12/18	RWM	Drafted witness and exhibit list for Cash Management Objection	.30
B110	10/12/18	MEC	Review witness and exhibits list for hearing on DIP Motion and cash management Motion	.20
B110	10/12/18	MEC	Correspondence with Megan Seliber regarding 341 meeting audio	.20
B110	10/12/18	MEC	Attend teleconference meeting with creditors committee	.80
B110	10/13/18	RWM	Reviewed motion for expedited hearing and motion to shut down Clarksville hospital for impact on committee's interests	.30

B110	10/13/18	RWM	Reviewed amended witness and exhibit list for impact on Committee's witness and exhibit list for DIP and Cash Management	.20
B110	10/15/18	RWM	Email correspondence with Boris regarding retention application and exhibits for DIP agreement	.20
B110	10/15/18	MEC	Correspondence with Megan Seliber regarding audio recording of 341 meeting	.20
B110	10/18/18	RWM	Reviewed email from Andrew regarding MedHost motion	.10
B110	10/23/18	RWM	Reviewed issue regarding liens in Debtors' schedules	.20
B110	10/23/18	MEC	Attend hearing on DIP Motion and Motion to sell Clarksdale	2.90
B110	10/24/18	RWM	Drafted Stipulation extending challenge period for Committee	.40
B110	10/24/18	RWM	Drafted email regarding agreed order extending challenge deadline	.20
B110	10/24/18	RWM	Revised agreed order extending challenge period	.10
B110	10/24/18	RWM	Email correspondence with lenders and debtors regarding extension of challenge deadline	.20
B110	10/25/18	RWM	Finalized agreed order extending challenge deadline	.10
B110	10/25/18	RWM	Email correspondence with Paul Jennings on extension of challenge deadlines	.20
B110	10/25/18	RWM	Reviewed email from Andrew regarding case status	.30
B110	10/26/18	MEC	Correspondence with Andrew Sherman and committee members regarding meeting with debtors to discuss status and plan	.40
B110	10/29/18	MEC	Review Order extending challenging deadline for committee	.10
B110	10/31/18	RWM	Teleconference with court regarding transcript request	.10
B110	10/31/18	MEC	Correspondence with Andrew Sherman regarding audio from court hearing	.10

B110	11/01/18 RWM	Email correspondence with Andrew and Boris regarding hearing transcript	.20
B110	11/06/18 RWM	Drafted email regarding hearing transcript to Andrew and Boris	.10
B110	11/07/18 MEC	Review amended schedule D filed by Debtors	.20
B110	11/09/18 RWM	Drafted witness and exhibit list for November 13 hearing	.30
B110	11/09/18 RWM	Email correspondence with Andrew Sherman regarding exhibit and witness list for November 13 hearing	.10
B110	11/09/18 MEC	Review Healthtrusts' answer to Curae complaint	.20
B110	11/11/18 RWM	Finalized exhibits for hearing on November 13	.40
B110	11/12/18 RWM	Reviewed email correspondence regarding hearing on November 13	.20
B110	11/12/18 RWM	Reviewed email correspondence regarding challenge period	.20
B110	11/12/18 RWM	Email correspondence with Andrew and Boris regarding hearing on November 13	.20
B110	11/12/18 RWM	Teleconference with Andrew Sherman regarding November 13 hearing	.10
B110	11/12/18 RWM	Developed strategy regarding lien avoidance issue with MidCap	.40
B110	11/14/18 RWM	Email correspondence with Andrew Sherman regarding stipulation of challenge period with MidCap	.10
B110	11/14/18 RWM	Reviewed email correspondence from committee member [REDACTED]	.10
B110	11/14/18 RWM	Drafted stipulation with MidCap regarding challenge period	.40
B110	11/14/18 MEC	Review correspondence from Jim Kelly regarding information request	.20
B110	11/14/18 MEC	Review correspondence from Andrew Sherman requesting copies of documents	.10
B110	11/14/18 MEC	Review Joint statement from Coahoma County	.30

Board of Supervisors and CHS

B110	11/15/18	RWM	Drafted email correspondence regarding Stipulation on Challenge deadline	.20
B110	11/15/18	RWM	Reviewed email from MedHost regarding CHS issues	.10
B110	11/15/18	MEC	Review Sherman update email to committee	.30
B110	11/15/18	MEC	Review Aesynt objection to proposed cure amount	.20
B110	11/16/18	MEC	Review PCO Report	.40
B110	11/19/18	MEC	Review objection to Curae Motion relating to TCF equipment lease	.30
B110	11/20/18	MEC	Attend telephonic status conference	.50
B110	11/21/18	MEC	Review MedHost's witness and exhibit list	.20
B110	11/26/18	RWM	Reviewed debtors' agenda for hearings on November 27	.10
B110	11/27/18	RWM	Reviewed email from Andrew regarding status of plan	.10
B110	11/28/18	RWM	Reviewed email and correspondence from Andrew regarding challenge to MidCap's interests	.20
B110	11/28/18	MEC	Review correspondence from Sherman regarding committee matters	.20
B130	9/07/18	MEC	Review draft agreed order continuing hearing on motion to assume physician contracts	.30
B130	9/08/18	MEC	Review expedited Motion by Debtors to assume physicians contacts	.30
B130	9/12/18	RWM	Reviewed motion for relief from stay by CHG-MERIDIAN USA Corp	.50
B130	9/13/18	MEC	Review correspondence from Andrew Sherman regarding Physician payment motion	.30
B130	9/13/18	MEC	Review Amended Physician payment Motion	.50
B130	9/14/18	MEC	Review Amended Motion of Debtors regarding Physicians contacts	.30
B130	9/17/18	RWM	Email correspondence regarding evidence in support of cash management objection with	.20

Andrew Sherman

B130	9/18/18	RWM	Reviewed objection of City of Amory to the Sale Procedures Motion	.20
B130	9/18/18	RWM	Reviewed United States Trustee objection regarding the 363 sale of Amory	.20
B130	9/18/18	RWM	Reviewed motion to reject executory contract of CHS	.20
B130	9/18/18	RWM	Reviewed objection by Winthrop to Debtors' Bid Procedures Motion for Amory	.20
B130	9/18/18	RWM	Reviewed objection by Medhost to Sales Procedures motion	.20
B130	9/18/18	MEC	Review limited objection to bid procedures filed by Medhost UST and Cigna	.50
B130	9/20/18	RWM	Email correspondence with Andrew Sherman regarding bid procedures objection	.20
B130	9/20/18	RWM	Email correspondence with counsel for stalking horse on Amory	.30
B130	9/20/18	RWM	Teleconference with counsel for Stalking Horse regarding objection and teleconference	.30
B130	9/20/18	MEC	Review draft bid procedures objection	.20
B130	9/21/18	RWM	Teleconference with Andrew Sherman and David Houston regarding bid procedures issues	.30
B130	9/21/18	RWM	Email correspondence with Andrew regarding witness and exhibit list for bid procedures hearing	.20
B130	9/21/18	RWM	Drafted witness list for bid procedures hearing	.30
B130	9/21/18	RWM	Finalized exhibits for hearing on Bid Procedures Objection	.40
B130	9/21/18	MEC	Call with Andrew Sherman and David Houston regarding objection to bid procedures	.40
B130	9/24/18	MEC	Correspondence with Andrew Sherman regarding terms of resolution of objection to Bid Procedures	.20
B130	9/25/18	RWM	Meeting with counsel for Servisfirst regarding hearing on bid procedures	.20

B130	9/25/18	MEC	Prepare for and attend hearing on Bid Procedures Motion	2.80
B130	10/01/18	MEC	Review Russellville LOI	.40
B130	10/01/18	MEC	Review Confidential Information Memo produced by Morgan Stanley	.50
B130	10/09/18	RWM	Reviewed email correspondence from Andrew Sherman regarding status of Clarksdale hospital	.60
B130	10/09/18	MEC	Review Servis First Response to Final DIP Order	.20
B130	10/09/18	MEC	Correspondence with Andrew Sherman with update of Clarksdale Status and cash flow forecasts	.80
B130	10/12/18	MEC	Review Debtors' expedited Motion to shut down Clarksdale Hospital	1.80
B130	10/18/18	MEC	Review correspondence from Andrew Sherman regarding proposed contract with Med Host and review Motion and related documents	.50
B130	10/19/18	MEC	Review limited objection of Med Host to Motion to close Clarksdale	.20
B130	10/19/18	MEC	Review Debtors expedited Motion to transfer revenue cycle services to Med Host	.50
B130	10/30/18	MEC	Review objection to cure amount filed by special care	.10
B130	11/01/18	RWM	Attended telephonic status conference on Clarksdale shutdown	.50
B130	11/02/18	MEC	Attend call with Debtors regarding sale issues	.50
B130	11/02/18	MEC	Review expedited submitted agreed Order relating to Clarksdale hospital	.20
B130	11/02/18	MEC	Review Order setting status conference	.20
B130	11/07/18	MEC	Review Cigna objection to assumption Motion	.20
B130	11/07/18	MEC	Review limited objection to assumption Motion filed by Beckman Coulter	.20
B130	11/07/18	MEC	Review Debtors Motion to sell Batesville Hospital	.80

B130	11/08/18	MEC	Review objections to Motion to assume and assign executory contracts filed by CHCT Miss. and Gobox Environmental	.30
B130	11/09/18	MEC	Review Healthtrust's objection to Motion to assume and assign	.30
B130	11/14/18	MEC	Review GE HFS objection to Motion to assume and assign leases	.30
B130	11/15/18	RWM	Reviewed motion to substitute Russelville agreement	.20
B130	11/15/18	RWM	Drafted Stipulation regarding extension of time for Objection to Batesville sale motion	.30
B130	11/15/18	RWM	Drafted email correspondence regarding extension of objection deadline on Batesville sale motion	.20
B130	11/15/18	MEC	Review expedited Motion for member substitution	.40
B130	11/19/18	MEC	Review form 8594 relating to Clarksdale transaction	.20
B130	11/19/18	MEC	Review limited objection to Gilmore sale filed by MedHost	.30
B130	11/20/18	RWM	Reviewed objection by ServisFirst to Russelville membership substitution agreement	.20
B130	11/20/18	MEC	Review correspondence from Jim Kelley and David Lemke regarding information requesting and IMA	.40
B130	11/20/18	MEC	Review correspondence from Paul Jennings and David Gordon regarding revised IMA	.80
B130	11/20/18	MEC	Review revised IMA and correspondence with Andrew Sherman regarding same	.80
B130	11/20/18	MEC	Review objection to Member substitution filed by Servis First	.30
B130	11/20/18	MEC	Review proposed IMA and correspondence with Andrew Sherman regarding same	.90
B130	11/21/18	RWM	Email correspondence with counsel for Debtors regarding Batesville sale motion	.20
B130	11/21/18	RWM	Drafted stipulation regarding Objection to Batesville sale extension	.30



B130	11/21/18	RWM	Email correspondence with Boris regarding status of Batesville objection deadline	.10
B130	11/21/18	MEC	Review Walker's comments to IMA	.30
B130	11/21/18	MEC	Review Servis First comments to IMA	.40
B130	11/26/18	RWM	Review and receive agreed order on extension of time for objection to Batesville sale motion	.10
B130	11/26/18	MEC	Correspondence with Jim Kelley, Paul Jennings, and David Lemke regarding changes to proposed IMA	1.50
B130	11/27/18	MEC	Review correspondence from Jim Kelley regarding Clarksdale schedules	.20
B130	11/27/18	MEC	Attend hearing on Motion to approve Bid procedures and following conference with counsel for Debtors, MidCap and CHS	2.80
B160	9/17/18	RWM	Drafted employment application for Manier & Herod	1.70
B160	9/17/18	RWM	Drafted hearing notice for Manier & Herod employment app	.20
B160	9/17/18	RWM	Drafted proposed order for Manier & Herod employment application	.40
B160	9/17/18	RWM	Drafted Rule 2014 statement in support of unsecured creditors committee retention for Manier & Herod	.30
B160	9/17/18	RWM	Teleconference with Lucas Hammonds regarding retention papers	.20
B160	9/17/18	RWM	Revised retention papers following comments by Lucas Hammonds	.30
B160	9/17/18	RWM	Revised Manier retention papers	.30
B160	9/18/18	RWM	Email correspondence with Andrew Sherman regarding finalization of employment application filings	.20
B160	9/18/18	RWM	Finalized retention pleadings for Manier & Sills for filing	.40
B160	9/18/18	RWM	Email correspondence with Lucas Hammonds regarding retention papers	.20

B160	9/18/18	MEC	Correspondence with Andrew Sherman regarding employment application	.10
B160	9/18/18	MEC	Review and edit applications of Sills Cummis and Manier and Herod for employment	.30
B160	10/05/18	RWM	Reviewed draft application to employ Eisner Amper	.20
B160	10/05/18	MEC	Review Wilen application for employment	.20
B160	10/10/18	RWM	Drafted email to Andrew Sherman regarding retention orders	.10
B160	10/10/18	RWM	Finalized retention orders for Manier & Herod and Sills Cummis	.10
B160	10/11/18	RWM	Drafted 9013 notice for Eisner Amper retention	.20
B160	10/11/18	RWM	Reviewed Eisner Amper retention application	.30
B160	10/11/18	RWM	Finalize EisnerAmper retention application for filing	.30
B160	10/11/18	RWM	Email correspondence with Allen Wilen regarding EisnerAmper retention application	.20
B160	10/11/18	MEC	Review Order employing M & H	.20
B160	10/12/18	RWM	Reviewed order granting employment of Manier & Herod	.10
B160	10/12/18	RWM	Teleconference with clerk's office regarding retention order for Sills Cumis	.20
B160	10/15/18	RWM	Teleconference with Judge Walker chambers regarding Sills Cumis retention application	.10
B160	10/30/18	MEC	Review proposed Order for retention of Greenberg Training as counsel for PCO	.10
B160	10/30/18	MEC	Review proposed order filed by PCO for retention of SAK Management	.10
B160	11/02/18	RWM	Finalized order of Eisner Amper for employment	.20
B160	11/02/18	MEC	Review Order authorizing employment of SAK Management and Greenberg Traurig	.30
B160	11/05/18	RWM	Email correspondence with EisnerAmper regarding employment application	.20

B160	11/05/18	MEC	Review Order approving employment of Eisner Amper	.20
B230	9/10/18	MEC	Review interim DIP Order and document request in preparation for teleconference with Debtors' counsel	.50
B230	9/12/18	MEC	Correspondence with Andrew Sherman regarding DIP hearing audio file	.30
B230	9/24/18	MEC	Review financing issues chart	.30
B230	9/28/18	MEC	Review 13 weeks budget submitted by Debtors as exhibit for Interim Financing Order	.50
B230	10/04/18	MEC	Correspondence with Tom Forrester regarding DIP Financing concerns	.20
B230	10/04/18	MEC	Teleconference with Tom Forrester regarding concerns about DIP financing	.30
B230	10/05/18	MEC	Correspondence with Boris Mankovetskiy and committee member regarding issues with DIP Financing and DIP Budget	.30
B230	10/09/18	MEC	Review objection to DIP Financing filed by PCO	.30
B230	10/10/18	RWM	Reviewed email and proposed DIP order from Andrew	.10
B230	10/10/18	MEC	Review Sherman's comments to DIP Order	.30
B230	10/11/18	RWM	Email correspondence with Andrew Sherman regarding DIP Objection	.20
B230	10/11/18	MEC	Review Budget to actual report	.50
B230	10/11/18	MEC	Review DIP Motion and cash management Motion objection to be filed	.60
B230	10/12/18	RWM	Finalized DIP Objection for filing	.40
B230	10/12/18	RWM	Finalized Cash Management objection for filing	.30
B230	10/12/18	RWM	Email correspondence with Andrew Sherman regarding retention order for Sills Cumis	.10
B230	10/12/18	RWM	Email correspondence with Rachel Brennan regarding finalized DIP and Cash Management Objections	.20
B230	10/12/18	RWM	Reviewed and evaluated DIP objection and	.80

		exhibits	
B230	10/12/18 RWM	Drafted witness and exhibit list for DIP Objection	.30
B230	10/12/18 MEC	Review draft cash management objection and exhibits for filing	.50
B230	10/12/18 MEC	Review draft DIP objection and exhibits for filing	.50
B230	10/13/18 RWM	Finalized exhibits for DIP and Cash Management Hearings	.50
B230	10/15/18 MEC	Review draft revisions to DIP Order received from Servis First	.50
B230	10/15/18 MEC	Preparation of exhibits for hearing and DIP Financing and Cash Management Motion	2.80
B230	10/16/18 MEC	Attend hearing on DIP Financing, Cash Management and PCO fees, follow-up meeting with counsel for Servis First	3.00
B230	10/17/18 RWM	Reviewed email from Andrew regarding DIP hearing summary	.10
B230	11/07/18 RWM	Reviewed email from Andrew regarding DIP Motion	.10
B230	11/07/18 MEC	Review correspondence from Andrew Sherman regarding case status and budget to actual report	.40
B230	11/12/18 MEC	Prepare for hearing on DIP Facility and correspondence with Boris regarding same	1.00
B230	11/13/18 RWM	Email correspondence with Boris regarding hearing on DIP financing	.10
B230	11/13/18 MEC	Attend hearing on DIP Financing Motion	1.30
B230	11/15/18 MEC	Review final order granting DIP Motion	.30
		TOTAL HOURS	96.20
		<b>Total Fees</b>	41,345.50

Summary of Professional Services

	Hours	Rate	Amount
Michael E. Collins	63.10	490.00	30,919.00
Robert W. Miller	33.10	315.00	10,426.50
Copying Expenses-Outside Office			31.00
Hosting Qwest Teleconference			140.00
Federal Express			30.63
Travel Expense			1.09
<b>Total Expenses</b>			202.72
<b>Total This Invoice</b>			41,548.22

Task Code	Task Description	Current Total	L-T-D Total
B110	Case Administration	17,132.50	17,132.50
B130	Asset Disposition	13,398.00	13,398.00
B160	Fee/Employment Applications	2,751.00	2,751.00
B230	Financing/Cash Collections	8,064.00	8,064.00
		41,345.50	41,345.50

Under Section 1021 of the Taxpayer Relief Act of 1997, you may be required to file IRS Form 1099 reporting any attorney fee paid by you or your company. Please check with your accountant about whether you are required to file Form 1099. Our firm's tax identification number is 62-1040990.

LAW OFFICES  
**MANIER & HEROD**

A TENNESSEE PROFESSIONAL CORPORATION

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SUITE 900  
NASHVILLE, TENNESSEE 37203

TELEPHONE (615) 244-0030  
FACSIMILE (615) 242-4203  
FEI# 62-1040990

Unsecured Creditors Committee  
P.O. Box 358  
Clinton, TN 37717

Re: Client 13855  
Invoice# 463544  
January 10, 2019

Total Fees	41,345.50
Total Expenses	202.72
Total This Invoice	----- 41,548.22 =====
Balance Due	41,548.22

Please return this remittance advice with your payment.

**EXHIBIT C**

**Summary Cover Sheet**

Name of Applicant	Manier & Herod 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	\$41,345.50
Total Expenses Sought This Period	\$202.72
Petition Date	August 24, 2018
Retention Date	September 6, 2018
Date of Order Approving Employment	October 11, 2018
Total Compensation Approved by Interim Order to Date	\$0.00
Total Expenses Approved by Interim Order to Date	\$0.00
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	2
Number of Professionals Billing Fewer than 15 Hours to the Case During this Period	0
Case Name	Curae Health, Inc. <i>et al.</i>
Case Number	18-05665
Date of Application	January 14, 2019
Interim or Final	Interim

**EXHIBIT D**

**Summary of Timekeepers**

<b>Name</b>	<b>Title</b>	<b>Practice Group</b>	<b>Date of First Admission</b>	<b>Fees Billed</b>	<b>Hours Billed</b>	<b>Hourly Rate Billed in this Application</b>	<b>Number of Rate Increases Since Case Inception</b>
Michael E. Collins	Member	Bankruptcy	1993	\$30,919.00	63.10	\$490	0
Robert W. Miller	Member	Bankruptcy	2011	\$10,426.50	33.10	\$315	0
<b>Total:</b>				<b>\$41,345.50</b>	<b>96.20</b>		



**EXHIBIT E**

**Mailing Matrix**

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State Capital  
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