

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

In re:

Curae Health, Inc., *et al.*<sup>1</sup>

1721 Midpark Road, Suite B200  
Knoxville, TN 37921

Debtors.

Chapter 11

Lead Case No. 18-05665

Judge Walker

Jointly Administered

**THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS' EXPEDITED  
MOTION FOR (A) AN EXPEDITED HEARING ON THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS' MOTION (I) TO TERMINATE THE DEBTORS'  
EXCLUSIVITY PERIODS TO PERMIT THE COMMITTEE TO FILE A PLAN OF  
LIQUIDATION, AND (II) FOR LEAVE, STANDING AND AUTHORITY TO  
COMMENCE, PROSECUTE AND, IF APPROPRIATE, SETTLE CERTAIN CAUSES  
OF ACTION ON BEHALF OF THE DEBTORS' ESTATES AND (B) AUTHORITY TO  
FILE ITS PROPOSED PLAN AND DISCLOSURE STATEMENT AS AN EXHIBIT AND  
RELATED RELIEF**

The Official Committee of Unsecured Creditors (the “**Committee**”) appointed in the above-captioned proceedings of Curae Health, Inc., *et al.* (the “**Debtors**”) hereby moves this Court for entry of an order substantially in the form filed contemporaneously herewith, setting an expedited hearing on *The Official Committee of Unsecured Creditors' Motion (I) To Terminate the Debtors' Exclusivity Periods to Permit the Committee to File a Plan of Liquidation and (II) For Leave, Standing and Authority to Commence, Prosecute, and, If Appropriate, Settle Certain Causes of Action on Behalf of the Debtors' Estates* (the “**Motion**”)<sup>2</sup> and authorizing the Committee to file its proposed plan and disclosure statement as an exhibit to the Motion on 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); and Clarksdale Regional Medical Center, Inc. (4755); Amory Regional Physicians, LLC (5044); Batesville Regional Physicians, LLC (4952); Clarksdale Regional Physicians, LLC (5311).

<sup>2</sup> Capitalized terms used herein but not otherwise defined shall have the meaning ascribed to them in the Motion.

docket herein, under seal or “in camera”, as determined by this Court. As grounds therefor and in support hereof, the Committee respectfully states as follows:

**Need for Expedited Relief Pursuant to Local Rule 9075-1**

1. Expedited Relief Requested: Local Rule 9075-1 allows the Court to grant emergency orders for expedited motions. Pursuant to Local Rule 9075-1(b), the Committee requests the Court set a hearing on the Motion on an expedited basis and authorize the Committee to file its proposed plan and disclosure statement as an exhibit to the Motion on the docket herein, under seal or on “in camera” basis, as determined by this Court.

2. Basis for Urgency: The Debtors have filed a Plan and Disclosure Statement, and a hearing on approval of the Debtor’s Disclosure Statement is scheduled for February 21, 2019, pursuant to the Debtors’ *Motion for an Order (I) Approving Disclosure Statement; (II) Establishing Forms and Procedures for Solicitation and Tabulation of Votes to Accept or Reject the plan; (III) Establishing Deadline and Procedures for Filing Objections to the Confirmation of the Plan; and (IV) Granting Related Relief* [Dkt No. 700]. The Committee seeks expedited relief because, as explained in more detail below, having the Motion heard either in advance of or in conjunction with the hearing on the Debtor’s Disclosure Statement is needed in order to fully evaluate whether the Debtor’s Disclosure Statement should be approved. As stated in the Motion, this Court should not condone the Debtors’ efforts to “rush to the Courthouse” and “jump ahead” of the Committee to seek approval of a plan which is patently unconfirmable.

3. Notice: The Committee shall provide notice by email to the United States Trustee, Counsel for the Debtors, Counsel to ServisFirst Bank, Counsel to Midcap Funding IV Trust, and Counsel to Community Health Systems.

4. Suggested Hearing Date: The Committee requests a hearing date on the Motion on any of the following dates: February 12, 13, 14, 15, 18 or 22. The hearing on the approval of the Debtors' Disclosure Statement is scheduled for February 21, 2019, but the Committee's lead counsel has a scheduling conflict that may prevent an appearance on the 21st. Accordingly, the Committee respectfully requests that, if the Court is not inclined to hear the Motion prior to February 21, 2019, but would be inclined to hear the Motion on February 22, 2019, that the hearing on the Debtors' Disclosure Statement also be continued to February 22, 2019, such that both motions can be heard at the same time. The Committee further requests authorization to file its plan and disclosure statement as an exhibit to the Motion either without a hearing or upon a telephonic hearing to save costs and expenses to these estates.

5. Support: An expedited hearing on the Motion is necessary so that the Motion can be considered in conjunction with the hearing on approval of the Debtors' Disclosure Statement to help conserve the resources of the estates herein. The request for derivative standing is also appropriate for expedited determination in conjunction with evaluation of the Debtor's Disclosure Statement. As noted above, a significant issue with the Debtor's Disclosure Statement is the release provisions that are geared to deprive the creditors of the estates any recovery on avoidance claims and other actions against insiders of the Debtors and other third parties. As the Court determines whether the Debtor's Disclosure Statement should be approved, the Committee believes that the Court will be confronted with the lack of a legitimate rationale for the Debtor's effort to provide these releases and the clear indication that the Debtors are not in the best position to be charged with pursuing claims against insiders and other third parties. Accordingly, by expediting consideration of the Committee's request for derivative standing, the Court will be in a position to immediately grant such standing to the Committee, if the Court

deems it appropriate, without the need for an additional hearing and further administrative expense to the estates.

6. Further, the Committee requests an order of this Court to authorize its filing of its proposed plan and disclosure statement (even as an exhibit to the Motion – on the docket, under seal or “in camera” as determined by this Court), to avoid any argument that a filing of a plan and disclosure statement without a prior order of this Court could be deemed an unauthorized solicitation under 11 U.S.C. § 1125(b). See In re Charles St. African Methodist Episcopal Church of Bos., 499 B.R. 126, 132 (Bankr. D. Mass. 2013). An order authorizing such filing is necessary because the Committee’s proposed plan and disclosure statement is evidence that will support the Committee’s (and U.S. Trustee’s) arguments that the Debtor’s Disclosure Statement should not be approved and an alternate plan can be confirmed herein.

7. The Committee requested consent from the Debtor’s to the filing of the Committee’s proposed plan and disclosure statement as an exhibit to the Motion but was advised that the Debtor’s would not consent to the same. As noted above, the Committee has no issue with submitting its proposed plan and disclosure statement under seal or for “in camera” inspection by the Court, if the Court deems that necessary.

8. Furthermore, the expedited hearing on the request for termination of exclusivity is appropriate to be heard in conjunction with the hearing on the Debtor’s Disclosure Statement. Since this is a liquidating chapter 11 case with all assets, other than avoidance actions, having already been liquidated (one hospital sale still pending), the resources of the Estate are finite and fixed for all practical purposes. Accordingly, every dollar of additional administrative expense will diminish, dollar for dollar, the available distribution to general unsecured creditors. The administrative expenses of the estates are increased not only by the Debtors’ pursuit of

confirmation of a patently unconfirmable Plan, but also by the delay attendant to a linear approach to confirmation where the Debtor's patently unconfirmable Plan must go through the confirmation process and be denied before the Committee's proposed plan can even be filed and considered. Expediting the hearing on the Motion will allow for the timely termination of the exclusivity period such that the Committee's proposed plan and disclosure statement can immediately move forward toward confirmation either as the only viable plan, in the event that the Court denies approval of the Debtor's Disclosure Statement, or as a competing plan. As a result, the Committee respectfully submits that an expedited hearing is in the best interest of the Debtors and their estates.

**WHEREFORE**, the Committee respectfully requests that the Court enter an order (i) setting a hearing on the Motion for February 12, 13, 14, 15, 18 or 22 (and if on February 22, then continuing the hearing on the Debtors' Disclosure Statement to the same date) (ii) authorize the Committee to file its proposed plan and disclosure statement as exhibits to the Motion without such filing constituting an improper solicitation, and (iii) grant the Committee such other and further relief as is just and proper.

Dated: January 30, 2019

*/s/ Michael E. Collins*

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Michael E. Collins (Bar No: 16036)  
Robert W. Miller (Bar No: 31918)  
MANIER & HEROD  
1201 Demonbreun Street  
Suite 900  
Nashville, Tennessee 37203  
Tel. No: (615) 244-0030  
Fax No: (615) 242-4203  
E-Mail: [mcollins@manierherod.com](mailto:mcollins@manierherod.com)  
[rmiller@manierherod.com](mailto:rmiller@manierherod.com)

-and-

Andrew H. Sherman  
Boris I. Mankovetskiy  
SILLS CUMMIS & GROSS, P.C.  
One Riverfront Plaza  
Newark, New Jersey 07102  
Tel. No: (973) 643-7000  
Fax No: (973) 643-6500  
E-Mail: [asherman@sillscummis.com](mailto:asherman@sillscummis.com)  
[bmankovetskiy@sillscummis.com](mailto:bmankovetskiy@sillscummis.com)

*Counsel to the Official Committee of  
Unsecured Creditors*

**CERTIFICATE OF SERVICE**

I hereby certify that on January 30, 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 A.

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

## Proposed Order



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

In re:

Curae Health, Inc., *et al.*<sup>1</sup>

1721 Midpark Road, Suite B200  
Knoxville, TN 37921

Debtors.

Chapter 11

Lead Case No. 18-05665

Judge Walker

Jointly Administered

**ORDER GRANTING THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS'  
EXPEDITED MOTION FOR (A) HEARING ON THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS' MOTION (I) TO TERMINATE THE DEBTORS'  
EXCLUSIVITY PERIODS TO PERMIT THE COMMITTEE TO FILE A PLAN OF  
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COMMENCE, PROSECUTE AND, IF APPROPRIATE, SETTLE CERTAIN CAUSES  
OF ACTION ON BEHALF OF THE DEBTORS' ESTATES AND (B) AUTHORITY TO  
FILE DISCLOSURE STATEMENT AND RELATED RELIEF**

Upon consideration of *The Official Committee of Unsecured Creditors' Expedited Motion for (A) Hearing on the Official Committee of Unsecured Creditors' Motion (I) to Terminate the Debtors' Exclusivity Periods to Permit the Committee to File a Plan of Liquidation, and (II) for Leave, Standing and Authority to Commence, Prosecute and, if Appropriate, Settle Certain Causes of Action on Behalf of the Debtors' Estates and (B) Authority to File Disclosure Statement and Related Relief* (the "**Motion for Hearing and Related Relief**"),<sup>2</sup> and good cause appearing therefor, it is hereby:

**ORDERED, ADJUDGED, AND DECREED:**

1. The Motion for Hearing and Related Relief is granted.

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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); and Clarksdale Regional Medical Center, Inc. (4755); Amory Regional Physicians, LLC (5044); Batesville Regional Physicians, LLC (4952); Clarksdale Regional Physicians, LLC (5311).

<sup>2</sup> Capitalized terms used but not defined herein have the meanings ascribed to them in the Motion.

2. The Court will hold a hearing on the Motion on \_\_\_\_\_, commencing at \_\_\_\_\_ .m. central time, Courtroom 2, 701 Broadway, Nashville, TN.

3. The Committee is authorized to file a copy of its disclosure statement and plan of liquidation as an exhibit to the Motion with conspicuous language stating that such filing is not a solicitation.

4. The Committee's filing of its disclosure statement and plan of liquidation as an exhibit to the Motion shall not constitute an unauthorized solicitation pursuant to 11 U.S.C. § 1125(b).

**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.**

1201 Demonbreun Street, Suite 900

Nashville, TN 37203

Telephone: (615) 244-0030

Facsimile: (615) 242-4203

[mcollins@manierherod.com](mailto:mcollins@manierherod.com)

[rmiller@manierherod.com](mailto:rmiller@manierherod.com)

-and-

Andrew H. Sherman (admitted *pro hac vice*)  
Boris I. Mankovetskiy (admitted *pro hac vice*)

**SILLS CUMMIS & GROSS P.C.**

One Riverfront Plaza

Newark, NJ 07102

Telephone: (973) 643-7000

Facsimile: (973) 643-6500

[asherman@sillscummis.com](mailto:asherman@sillscummis.com)

[bmankovetskiy@sillscummis.com](mailto:bmankovetskiy@sillscummis.com)

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

**EXHIBIT A**

**Mailing Matrix**

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

U.S. Attorney  
Middle District of TN  
110 9<sup>th</sup> Ave South, Suite A-961  
Nashville, TN 37203-3870

U.S. Bank Equipment Finance  
Jessica Buehler  
1310 Madrid St.  
Marshall, MN 56258

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

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

USDA Rural Development  
3322 West End Ave, Suite 300  
Nashville, TN 37203-1071

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

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

Waller Lansden Dortch & Davis, LLP  
David Lemke & Kate Stenberg  
511 Union Street, Suite 2700  
Nashville, TN 3721

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

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

WW Grainger Inc. 401 South Wright  
Road W4E C37  
Janesville, WI 53546

ServisFirst Bank  
C/O Neal & Harwell PLC.  
1201 Demonbreun Street, 1000  
Nashville, TN 37203

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

Sirote & Permutt, P.c.  
Stephen B. Porterfield  
2311 Highland Avenue South  
P.O. Box 55727  
Birmingham, AL 35255-5727

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

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

Suzanne Koenig, Patient Care  
Ombudsman  
Sak Management Services, LLC  
300 Saunders RD, Ste 300  
Riverwoods, IL 60015

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

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

TN Secretary of State  
State Capital  
Nashville, TN 37243-1102

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: Owens & Minor Distr, Inc  
6100 Tower Circle , Ste. 200  
Franklin, TN 37067

Thompson Burton PLLC,  
C/o Ronald G. Steen, JR  
Re: SpecialCare Hospital MGMT Corp  
6100 Tower Circle , Ste. 200  
Franklin, TN 37067

Thompson Burton PLLC,  
C/o Ronald G. Steen, JR  
Re: Aesynt, Incorporated  
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  
Franklin, TN 37067

TN Dept. of Revenue  
C/o Attorney General's Office  
Bankruptcy Division  
PO Box 20207  
Nashville, TN 37202-0207

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

MS State Dept. of Health  
Div., of Health Facilities Licensure  
143B Lefleurs Square  
Jackson, MS 39211

Neal & Harwell PLC  
DG Thompson ; JR Kelley; SM  
Montgomery  
1201 Demonbreun Street, 1000  
Nashville, TN 37203

Nelson Mullin Riley & Scarborough LLP  
Shane G Ramsey  
150 Fourth Avenue, Suite 1100  
Nashville, TN 37219

Nelson Mullin Riley & Scarborough LLP  
Shane G Ramsey  
150 Fourth Avenue, Suite 1100  
Nashville, TN 37219

Norton Rose Fulbright US LLP  
Jason L Boland; Julie G Harrison  
1301 McKinney Street, Ste 5100  
Houston, TX 77010-3095

Office of the United States Trustee  
Megan Seliber  
318 Customs House  
701 Broadway  
Nashville, TN 37203

Paul G. Jennings  
Bass, Berry & Simms PLC  
150 Third Ave South, Ste 2800  
Nashville, TN 37201-2017

Polsinelli  
Michael Malone  
401 Commerce Street, Ste 900  
Nashville, TN 37219

Purkey & Associates, PLC  
C/o Lori L Purkey, Esq.  
5050 Cascade Road, Suite A  
Grand Rapids, MI 49546

Reinhart Boer Van Deuren,  
S.C., Michael D Jankowski, Esq.  
1000 N Water Street, Suite 1700  
P.O. Box 2965  
Milwaukee, WI 53201-2965

Sak Management Services LLC  
300 Sanders Road, Ste 300  
Riverwoods, IL 60015

Sak Management Services LLC  
Re: Sak Mangement Services, LLC  
300 Sanders Road, Ste 300  
Riverwoods, IL 60015

ServisFirst Bank  
Regional Office  
1801 West End Ave, Suite 850  
Nashville, TN 37203

Nelson Mullin Riley & Scarborough LLP  
Shane G Ramsey  
150 Fourth Avenue, Suite 1100  
Nashville, TN 37219

Polsinelli, David E. Gordon/Caryn Wang  
1201 West Peachtree Street, 1100  
Atlanta, GA 30309

Re; Saks Management Services, LLC  
Nancy A Peterman, Greenbery Traurig,  
LLP, 77 West Wacker Drive, Ste 3100  
Chicago, IL 60601-4904

Adams and Reese LLP, Charles Cook, III  
424 Church Street, Ste 2700  
Nashville, TN 37219

AthenaHealth  
Chris Schleicher  
Senior Corporate Counsel  
311 Arsenal St  
Watertown, MA 02472

Baker, Donelson, Bearman, Caldwell,  
Justin Sveadas & Berkowitz, PC.  
633 Chestnut Street, Suite 900  
Chattanooga, TN 37450

Balch & Bingham LLP, Jeremy L  
Retherford  
Re. MidSouth Rehab Services  
1010 Sixth Ave North, Ste 1500  
Birmingham, AL 35203

Balch & Bingham LLP, Jeremy L  
Retherford  
Re. Brentwood Acquisition, Inc.  
1010 Sixth Ave North, Ste 1500  
Birmingham, AL 35203

Bass, Berry & Sims PLC  
Paul G Jennings  
150 Third Ave South, Suite 2800  
Nashville, TN 37201

Burr & Forman LLP,  
David W. Houston, IV  
222 2<sup>nd</sup> Ave South, Suite 2000  
Nashville, TN 37201

Bulter Snow LLP, James E. Bailey III  
6075 Poplar Avenue, Suite 500  
Memphis, TN 38119

Butler Snow LLP, Chris R Maddux  
1020 Highland Colony Parkway, Suite  
1400  
Ridgeland, MS 39157

Bass, Berry & Sims PLC  
Paul G Jennings  
150 Third Ave South, Suite 2800  
Nashville, TN 37201

Victoria R. Bradshaw, Esp.  
Crane D. Kipp, Esq.  
Wise Carter Child & Caraway, P.A.  
PO Box 651  
Jackson, MS 39205-0651

David H Puryear  
104 Woodmont Boulevard  
The Woodmont Centre, Suite 201  
Nashville, TN 37205

Russell E. Stair  
Bass, Berry & Sims PLC  
1700 Riverview Tower  
900 S Gay Street  
Knoxville, TN 37902

Gilbert L Hamberg  
1038 Darby Drive  
Yardley, PA 19067

Sean C Kirk  
Bone McAllester Norton PLLC  
511 Union Street, Suite 1600  
Nashville, TN 37219

Crane D. Kipp  
Wise Carter Child & Carawat, P.A  
PO Box 651  
Jackson, MS 39205-0651

Center for Medicare & Medicaid Services  
Sharon Graham DEP, Regional Admin  
Office of Regional Administrator  
801 Market Street, Ste. 9400  
Philadelphia, PA 19107

Gullet, Sanford, Robinson Et al  
T. Forrester  
G Bucy  
L Knight  
150 Third Ave S, Ste. 1700  
Nashville, TN 37201

Licensure and Regulation Office of Health  
TN Dept. of Health, Division of Care  
Facilities  
665 Mainstream Drive, 2<sup>nd</sup> Floor  
Nashville, TN 37243-1003

Center for Medicare & Medicaid Services  
Sharon Graham DEP, Regional Admin  
Atlanta Federal Center  
61 Forsyth St SW, Ste. 4T20  
Atlanta, GA 30303

Gullett, Sanford, Robinson, et al  
Thomas H. Forrester  
Linda W. Knight  
150 Third Avenue South, Ste. 1700  
Nashville, TN 37201

Manier & Herod, P.C.  
Robert W. Miller  
Michael E. Collins  
1201 Demonbreun St., Ste. 900  
Nashville, TN 37203

CHS/Community Health Systems, Inc.  
Attn: Senior VP – Development  
4000 Meridian Blvd.  
Franklin, TN 37067

Harris Shelton Hanover Walsh, PLLC  
John L. Ryder #08258  
One Commerce Square  
40 S. Main Street, Ste. 2210  
Memphis, TN 38103

Maynard, Cooper & Gale, P.C.  
J. Leland Murphree, Esq.  
1901 Sixth Avenue North  
2400 Regions/Harbert Plaza  
Birmingham, AL 35203

Coahoma County Tax Collector  
PO Box 219  
Clarksdale, MS 38614

Internal Revenue Service  
PO Box 7346  
Philadelphia, PA 19101-7346

Midcap Financial Trust  
7255 Woodmont Ave., Ste. 200  
Bethesda, MD 20814

Community Health Systems, Inc.  
4000 Meridian Blvd  
Franklin, TN 37067-6325

Internal Revenue Service  
Melvenia Cobb  
801 Broadway, RM 285 M/S 146  
Nashville, TN 37203-3811

Midcap Fund IV Trust  
7255 Woodmont Ave., Ste. 200  
Bethesda, MD 20814-7904

Connolly Gallagher  
Jeffrey C. Wisler  
1000 West St.  
Wilmington, DE 19801

Internal Revenue Service  
PO Box 7346  
Department of the Treasury  
Philadelphia, PA 19101-7346

Mississippi Attorney General  
Walter Sillers Building  
550 High Street, Ste. 1200  
Jackson, MS 39201

County Administrator  
Coahoma County Courthouse  
115 1<sup>st</sup> Street  
PO Box 756  
Clarksdale, MS 38614

James R. Kelley  
David G. Thompson  
Neal & Harwell, PLC  
Stephen M. Montgomery  
1201 Demonbreun St., Ste. 1000  
Nashville, TN 37203-5078

Mississippi Attorney General  
PO Box 220  
Jackson, MS 39205

David Lemke & Katie Stenberg  
Waller Lansden Dortch & Davis LLP  
511 Union Street, Ste. 2700  
Nashville, TN 37219-1791

Kutak Rock LLP  
Lisa M. Peters  
1650 Farnam Street  
Omaha, NE 68102

Mississippi Attorney General Office  
James A. Bobo, Esquire  
PO Box 220  
Jackson, MS 39205

Greenberg Traurig, LLP  
John D. Elrod  
Terminus 200, Suite 2500  
3333 Piedmont Road NE  
Atlanta, GA 30305-1811

Landwehr Law Firm  
Darryl T. Landwehr  
1010 Common Street, Ste. 1710  
New Orleans, LA 70112

Mississippi Dept. of Revenue  
James L. Powell, TN 21141, Attorney  
PO Box 22828  
Jackson, MS 39225-2828

Greenberg Traurig, LLP  
Nancy A. Peterman  
77 West Wacker Drive, Ste. 3100  
Chicago, IL 60601

Law Office of Eugene R. Curry  
Eugene R. Curry  
3010 Main Street  
Barnstable, MA 02630

Mississippi Dept of Revenue  
Bankruptcy Section  
PO Box 22808  
Jackson, MS 39225-2808

Mississippi Dept of Revenue  
James L. Powell, TN #21141, Atty  
PO Box 22828  
Jackson, MS 39225-2828

Mississippi State Dept of Health  
570 East Woodrow Wilson Drive  
Jackson, MS 39216

Mississippi State Dept of Health  
PO Box 1700  
Jackson, MS 39215-1700