

**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> ¹ |) | |
| 1721 Midpark Road, Suite B200 |) | Judge Walker |
| Knoxville, TN 37921 |) | |
| Debtors. |) | Jointly Administered |

**AGREED 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 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**”), *ServisFirst Bank’s Limited Objection to First Interim Fee*

Application of Sills Cummis & Gross P.C. (the “**Objection**”), and *The Official Committee of Unsecured Creditors’ Response to ServisFirst Bank’s Limited Objection to First Interim Fee Application of Sills Cummis & Gross P.C.* (the “**Response**”);¹ 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 were appropriate; and after due deliberation and sufficient good cause appearing; it is hereby

ORDERED, ADJUDGED, AND DECREED:

1. The First Interim Application of SCG is approved on an interim basis and the Objection is withdrawn pursuant to the terms of this Order.
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 (the “**Allowed Fees and Expenses**”) 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, as provided herein, to remit, or cause to be remitted, payment of fees and expenses as set forth in the First Interim Application up to 90% of the Budgeted Amount, consistent with prior orders of this Court.
4. To the extent that the fees and expenses of the Committee’s professionals for the Compensation Period in the aggregate exceed 90% of the Budgeted Amount, the Committee’s professionals’ fees and expenses will be paid on a *pro rata* basis up to 90% of the Budgeted

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the First Interim Application or the Response, as applicable.

Amount; *provided, however*, that SCG's rights hereby are preserved to seek payment of all unpaid Allowed Fees and Expenses.

5. 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, and (IV) Modifying The Automatic Stay [Dkt No. 455], the Committee's professionals are limited to a total payment from the DIP Loan and/or Cash Collateral of \$75,000.00 for investigating the Prepetition Liens and/or claims of the Prepetition Secured Lenders. A determination as to whether the Committee's professionals have exceeded this limitation is reserved pending the final fee application or as otherwise ordered by the Court, and all rights of the parties are reserved.

6. 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.

1201 Demonbreun Street, Suite 900

Nashville, TN 37203

Telephone: (615) 244-0030

Facsimile: (615) 242-4203

mcollins@manierherod.com

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

bmankovetskiy@sillscummis.com

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

- and -

/s/ David G. Thompson

David G. Thompson (Bar No. 20309)

James R. Kelley (Bar No. 5525)

Stephen M. Montgomery (Bar No 26489)

NEAL & HARWELL, PLC

1201 Demonbreun Street, Suite 1000

Nashville, TN 37203

Telephone: (615) 244-1713

Facsimile: (615) 726-0573

dthompson@nealharwell.com

jkelly@nealharwell.com

smontgomery@nealharwell.com

Counsel for ServisFirst Bank