

UNITED STATES BANKRUPTCY COURT  
MIDDLE DISTRICT OF TENNESSEE  
NASHVILLE DIVISION

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IN RE:	)	JUDGE WALKER
	)	
CURAE HEALTH, INC., <i>et al.</i> , <sup>1</sup>	)	CASE NO. 18-05665
	)	CHAPTER 11
	)	
DEBTORS.	)	JOINTLY ADMINISTERED
	)	

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**APPLICATION TO RETAIN AND EMPLOY MANIER & HEROD, P.C. AS CO-COUNSEL TO REPRESENT THE OFFICIAL COMMITTEE OF GENERAL UNSECURED CREDITORS OF CURAE HEALTH, INC., ET AL. NUNC PRO TUNC TO SEPTEMBER 6, 2018**

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Comes now, the Official Committee of Unsecured Creditors of Curae Health, Inc., *et al.* (the “Committee”) and respectfully submits this application to retain and employ Manier & Herod, P.C. (“Manier”) as co-counsel to represent the Committee *nunc pro tunc* to September 6, 2018 (the “Application”), pursuant to section 1103 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). In support of this Application, the Committee respectfully represents as follows:

**BACKGROUND**

1. On August 24, 2018, Curae Health, Inc., *et al.* (the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Middle District of Tennessee (the “Court”).

2. The Debtors continue to operate their businesses and manage their affairs as

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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).

debtors-in-possession pursuant to 11 U.S.C. §§ 1107(a) and 1108. No trustee or examiner has been appointed in these cases.

3. On September 6, 2018, the Office of the United States Trustee appointed the Committee pursuant to 11 U.S.C. §§ 1102(a) and 1102(b)(1). [Dkt Entry No. 112]. The Committee consists of the following seven creditors: MEDHOST, Inc.; Cardinal Health 110, LLC, Cardinal Health 200, LLC, and Cardinal Health 414, LLC (collectively, "Cardinal Health"); Morrison Management Specialists, Inc.; Dothan Security Inc.; Crown Health Care Laundry Services; and Boston Scientific Corporation.

4. The first meeting of the Committee was held on September 6, 2018, and at that meeting, the Committee selected Sills Cummis & Gross P.C. and Manier & Herod ("Manier") as its proposed attorneys in these cases.

#### **JURISDICTION AND VENUE**

5. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334.

6. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

7. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

#### **RELIEF REQUESTED**

8. The Committee respectfully requests the entry of an order authorizing the Committee to retain and employ Manier as its co-counsel effective *nunc pro tunc* to September 6, 2018.

9. Section 1103(a) of the Bankruptcy Code provides that:

At a scheduled meeting of a committee appointed under section 1102 of this title, at which a majority of the members of such committee are present, and with the court's approval, such committee may select and authorize the employment by such

committee of one or more attorneys, accountants, or other agents, to represent or perform services for such committee.

11 U.S.C. § 1103(a).

10. The Committee submits that, pursuant to 11 U.S.C. § 1103(a) and Bankruptcy Rule 2014(a), Manier should be employed as the Committee's co-counsel in the Debtors' bankruptcy cases.

11. Manier was selected for its experience and expertise in complex chapter 11 cases, including recent cases filed in the Court. The Committee believes that Manier is well-qualified to represent it in conjunction with these cases and that such representation is in the best interests of the Debtors' estates.

12. The Committee anticipates that Manier will render the following services:

- a. Provide legal advice regarding the Committee's rights, powers, and duties in these cases.
- b. Prepare all necessary applications, answers, responses, objections, orders, reports, and other legal papers.
- c. Represent the Committee in any and all matters arising in these cases, including any dispute or issue with the Debtors or other third parties.
- d. Assist the Committee in its investigation and analysis of the Debtors, their capital structures, and issues arising in or related to these cases, including but not limited to the review and analysis of all pleadings, claims, and bankruptcy plans that might be filed in these cases, and any negotiations or litigation that may arise out of or in connection with such matters, the Debtors' operations, the Debtors' financial affairs, and any proposed disposition of the Debtors' assets.
- e. Negotiate on behalf of the Committee with creditors and parties in interest.
- f. Represent the Committee in all aspects of any sale and bankruptcy plan confirmation proceedings.
- g. Perform any and all other legal services for the Committee that may be necessary or desirable in these cases.

13. Sills and Manier will make every effort to maximize the value of their services by utilizing their respective skills and experience, and as set forth below, have structured their rates in conjunction to efficiently represent the Committee without duplicating services.

14. Subject to the Court's approval of this Application, Manier has indicated that it is willing to serve as the Committee's co-counsel in these cases and perform the services described above.

15. Manier does not represent any adverse interest to the Debtors' estates in the matters upon which it is to be engaged. Manier's connections to the Debtors, their creditors, any other party in interest, the respective attorneys and accountants for said parties, the U.S. Trustee, and any person employed in the Office of the U.S. Trustee are as follows: Michael E. Collins, a Principal at Manier, was previously employed from August, 1993 through June, 2000 as a Staff Attorney and as an Assistant U.S. Trustee with the Office of the U.S. Trustee before joining Manier in January, 2003.

16. The declaration of disinterestedness required by Bankruptcy Rule 2014 (the "Collins Declaration") is submitted simultaneously herewith as **Exhibit A**.

17. To the best of the Committee's knowledge, based upon the Collins Declaration, and except as set forth therein, Manier (i) does not hold or represent any other entity having an adverse interest in connection with these cases as required by 11 U.S.C. § 1103(b) and (ii) is a "disinterested person" as that term is defined in 11 U.S.C. § 101(14).

18. Manier understands that there is a continuing duty to disclose any adverse interest or change in disinterestedness. Manier will from time to time review its disclosures in these cases, and in the event that additional material connections are discovered, the firm will disclose such information to the Court on notice to parties-in-interest and the United States Trustee.

19. Manier intends to apply for compensation for professional services rendered in connection with these cases, subject to approval of the Court and in compliance with sections 330 and 331 of the Bankruptcy Code, applicable provisions of the Bankruptcy Rules and the Local Rules, and any orders of the Court, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the firm.

20. Manier has advised the Committee that the hourly rates for individuals who may perform services in the case are as follows:

Principals	\$315-\$490 per hour
Associates	\$250-\$290 per hour
Paralegals	\$80-\$130 per hour

21. In addition, it is Manier's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. These expenses include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for working meals, computerized research, and transcription costs, as well as non-ordinary overhead expenses such as overtime for secretarial personnel and other staff. Manier will charge the Debtors' estates for these expenses in a manner and at rates consistent with charges made generally to the firm's clients and in compliance with any guidelines promulgated by the Office of the United States Trustee, subject to approval by the Court.

22. The Committee requests approval of the retention and employment of Manier *nunc pro tunc* to September 6, 2018, the date Manier was selected as co-counsel to represent the Committee. Due to the complex and time-sensitive nature of these cases, there was an immediate need for Manier to perform services for the Committee, and the Committee has

sought authorization to retain and employ Manier as soon as reasonably practicable. The Committee submits that these circumstances warrant approval *nunc pro tunc* to September 6, 2018.

### **NOTICE AND PRIOR APPLICATION**


23. Notice of this Application is being given to: (a) proposed counsel for the Debtors; (b) counsel for the United States Trustee; (c) counsel for ServisFirst Bank; (d) counsel for Midcap Funding IV Trust; (e) counsel for Community Health Systems; and (f) all parties that have requested service pursuant to Bankruptcy Rule 2002 in these cases. The Committee submits that, given the nature of the relief requested, no further or other notice is necessary.

24. No prior application for the relief requested in this Application has been made to this or any other Court.

WHEREFORE, for the foregoing reasons, the Committee requests that it be authorized to retain and employ Manier as its co-counsel *nunc pro tunc* to September 6, 2018, that Manier be paid such compensation as may be allowed by the Court, and such other and further relief that the Court deems just and proper.

Respectfully submitted,

OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF CURAE HEALTH, INC., ET AL.

  
MEDHOST, Inc., Chair  
By: Bill Anderson

**CERTIFICATE OF SERVICE**

I hereby certify that on September 18, 2018, 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 following:

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Counsel for the United States  
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Counsel for Community  
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/s/ Michael E. Collins

Michael E. Collins