

Charles M. Walker
U.S. Bankruptcy Judge
Dated: 9/24/2018



**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

AGREED ORDER (I) CONTINUING FINAL HEARING ON DEBTORS' (A) CASH MANAGEMENT MOTION AND (B) DIP FINANCING MOTION, (II) EXTENDING OBJECTION DEADLINES, AND (III) EXTENDING THE DEADLINE FOR DEBTORS TO OBTAIN ENTRY OF A FINAL ORDER ON THE DIP FINANCING MOTION

This matter is before the Court on: the (a) Expedited Motion of Debtors for an Order Authorizing: (I) Continued Use of Existing Cash Management System, including Maintenance of Existing Bank Accounts, Checks, and Business Forms; (II) Suspension of Certain U.S. Trustee Bank Account Requirements; and (III) Continuation of Existing Deposit Practices (the “**Cash Management Motion**”) [Docket No. 7]; (b) the Expedited Interim Order Authorizing: (I) Continued Use of Existing Cash Management System, including Maintenance of Existing Bank Accounts, Checks, and Business Forms; (II) Suspension of Certain U.S. Trustee Bank Account Requirements; and (III) Continuation of Existing Deposit Practices (the “**Interim Cash**”

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).

Management Order”) [Docket No. 65]; (c) the Expedited Motion of Debtors for Entry of Interim and Final Orders: (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 (the “**DIP Financing Motion**”) [Docket No. 10]; and (d) the Interim 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 (the “**Interim DIP Financing Order**”) [Docket No. 60].

On August 28, 2018, the Court held a hearing on the above-captioned Chapter 11 debtors’ (“**Debtors**”) first day pleadings, including the Cash Management Motion and the DIP Financing Motion. At the hearing, the Court granted the relief requested in the Cash Management Motion and the DIP Financing Motion on an interim basis, and entered the Interim Cash Management Order and the Interim DIP Financing Order, respectively.

The Court set a final hearing on the Cash Management Motion for September 25, 2018. [Docket No. 45]. The deadline to object to the Cash Management Motion was set for September 18, 2018 (the “**Cash Management Objection Deadline**”).

The Court set a final hearing on the DIP Financing Motion for October 2, 2018. [Docket No. 46]. The deadline to object to the DIP Financing Motion was set for September 25, 2018 at 4:00 p.m. (the “**DIP Objection Deadline**”).

In connection with the DIP Financing Motion and Interim DIP Financing Order, the Debtors and Midcap Financial Trust (“**MFT**”) entered into that certain Debtor in Possession Revolving Credit and Security Agreement dated as of August 29, 2018 (the “**DIP Credit**

Agreement”). MFT subsequently assigned its rights, powers, privileges and duties as Agent under the DIP Credit Agreement and related Financing Documents to MidCap Funding IV Trust (“**MFIV**,” and together with MFT, “**MidCap**”), pursuant to its right to do so under the DIP Credit Agreement. Pursuant to section 10.1(bb) of the DIP Credit Agreement and the Interim DIP Financing Order, the Debtors are required to have a final order entered on the DIP Financing Motion on or before October 3, 2018 (the “**Final Order Deadline**”).

The United States Trustee formed an official committee of unsecured creditors (the “**Committee**”) on September 6, 2018 [Docket No. 112].

At the request of the Committee, the Debtors and Midcap have agreed to continue the final hearing on the DIP Financing Motion to provide the Committee sufficient time to review the DIP Financing Motion and related documents. The Debtors and Midcap have further agreed to extend the DIP Financing Objection Deadline for all parties. Midcap has further agreed to extend the Final Order Deadline to October 17, 2018; provided, however, MidCap’s agreement to extend the Final Order Deadline to October 17, 2018, is without prejudice to its other rights under the Interim DIP Order, the DIP Credit Agreement, and related Financing Documents, and shall not be construed as a waiver of any such rights or agreement to further extend such deadline. At the request of the Committee, the Debtors have also agreed to continue the final hearing on the Cash Management Motion because the Committee asserts that resolution of any objections to the Cash Management Motion is intertwined with resolution of any objections to the DIP Financing Motion. The Debtors have further agreed to extend the Cash Management Objection Deadline for all parties.

Accordingly, the Debtors, Midcap, and the Committee, each by and through their undersigned counsel, have agreed to: (a) continue the final hearings on the Cash Management

Motion and DIP Financing Motion to October 16, 2018 at 2:00 p.m. Central Standard Time; (b) extend the Cash Management Objection Deadline and DIP Objection Deadline to October 9, 2018 at 4:00 p.m. Central Standard Time; and (c) extend the Final Order Deadline to October 17, 2018; and it appearing to the satisfaction of the Court that cause exists, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The final hearing on Debtors' Cash Management Motion and DIP Financing Motion are continued as provided herein. The Court will hold the final hearings on the Cash Management Motion and the DIP Financing Motion on **October 16, 2018, commencing at 2:00 p.m. Central Standard Time**, Courtroom 2, 701 Broadway, Nashville, TN.

2. For all parties, the Cash Management Objection Deadline and DIP Objection Deadline are extended to **October 9, 2018 at 4:00 p.m. Central Standard Time**.

3. The Final Order Deadline is hereby extended to October 17, 2018, and section 10.1(bb) of the DIP Credit Agreement and the Interim DIP Financing Order are hereby deemed amended accordingly for such limited purpose.

**THIS ORDER WAS SIGNED AND ENTERED ELECTRONICALLY AS INDICATED
AT THE TOP OF THE FIRST PAGE.**

Submitted for Entry By:

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