

**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

**SUPPLEMENTAL DECLARATION OF DAVID E. GORDON, ESQ. IN SUPPORT OF
THE APPLICATION OF DEBTORS TO AUTHORIZE THE RETENTION AND
EMPLOYMENT OF POLSINELLI PC AS COUNSEL TO THE DEBTORS
NUNC PRO TUNC TO THE PETITION DATE**

David E. Gordon, Esq., a shareholder of Polsinelli PC, makes this Declaration pursuant to 28 U.S.C. § 1746 and states:

1. I am a Shareholder in the Atlanta, Georgia office of Polsinelli PC (“**Polsinelli**”), which maintains offices for the practice of law at 1201 West Peachtree Street, NW, Suite 1100, Atlanta, Georgia, 30309, among 20 other locations. I am an attorney-at-law, duly admitted and in good standing to practice in the State of Georgia, as well as the United States District Court for the Northern District of Georgia. I have been admitted to appear *pro hac vice* in these Chapter 11 Cases.

2. I submit this Supplemental Declaration (the “**Declaration**”) in connection with the Debtors’ application for authority to employ and retain Polsinelli PC as counsel to the

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).

Debtors *nunc pro tunc* to the Petition Date, filed on August 24, 2018 [Docket No. 14] (the “**Application**”)².

3. Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth below. To the extent that any information disclosed in this Declaration requires amendment or modification upon Polsinelli’s completion of further analysis or as additional creditor information becomes available to Polsinelli, a further supplemental declaration will be submitted to this Court.

4. As set forth in my prior declaration submitted with the Application, Polsinelli represents MidCap Financial Trust (“**MidCap**”), the Debtors’ prepetition accounts receivable lender and DIP lender, on matters unrelated to the Chapter 11 cases. At the request of the Office of the United States Trustee, I submit this supplemental Declaration to provide additional information and disclosure regarding Polsinelli’s representation of MidCap in unrelated matters.

5. The matters in which Polsinelli has previously represented and currently represents MidCap are completely and totally unrelated to the Chapter 11 cases and relate to the representation of MidCap as lender on unrelated matters. None of the Polsinelli attorneys who are representing the Debtors in these Chapter 11 cases have worked on MidCap files during the past three years. In calendar year 2016, none of Polsinelli’s annual revenue came from the representation of MidCap. In calendar year 2017, 0.07% of Polsinelli’s annual revenue came from the representation of MidCap.

6. As set forth in my prior declaration, both MidCap and the Debtors have executed appropriate waivers relating to Polsinelli’s representation of MidCap on unrelated matters, and no Polsinelli attorney who represents MidCap will have any involvement whatsoever in the representation of the Debtors in these Chapter 11 Cases. Copies of those waivers have been

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

provided to the Office of the United States Trustee and to counsel for the Official Committee of unsecured creditors.

7. The Debtors have filed an application seeking the retention of Egerton, McAfee, Armistead & Davis, P.C. (“**Egerton**”) as proposed Special Transactional Counsel to the Debtors. I have conferred with Stephen A. McSween, Esq., a partner of Egerton, and confirmed that Egerton has never represented MidCap. Egerton will conduct an appropriate investigation into whether the Debtors have any potential claims against MidCap and, if necessary, stands ready, willing, and able to assert any such claims against MidCap.

8. By reason of the foregoing, I believe that Polsinelli is eligible for employment and retention by the Debtors pursuant to Bankruptcy Code section 327 and the applicable Bankruptcy Rules.

9. The foregoing constitutes the statement of Polsinelli pursuant to Bankruptcy Code section 327 and Bankruptcy Rules 2014(a) and 2016(b).

I certify under penalty of perjury under the laws of the United States that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Dated: September 26, 2018
Nashville, Tennessee

/s/ David E. Gordon
David E. Gordon