

**EXHIBIT A
ELROD DECLARATION**

CHI 69602706v1

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

In re: : Chapter 11
: :
Curae Health, Inc., *et al.*¹ : Case No. 18-05665
: (Jointly Administered)
Debtors. : Judge Walker
: :
:

**DECLARATION OF JOHN D. ELROD IN SUPPORT OF THE
APPLICATION OF THE PATIENT CARE OMBUDSMAN FOR ENTRY OF AN
ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF GREENBERG
TRAURIG, LLP AS COUNSEL, *NUNC PRO TUNC* AS OF SEPTEMBER 18, 2018**

STATE OF GEORGIA)
) ss:
COUNTY OF FULTON)

I, John D. Elrod, being duly sworn, depose and say:

1. I am a shareholder at the law firm of Greenberg Traurig, LLP (“**Greenberg Traurig**”), which maintains offices throughout the United States, including at Terminus 200, 3333 Piedmont Road NE, Suite 2500, Atlanta, Georgia 30305 and I am admitted to the bar of the U.S. District Court for the Middle District of Tennessee. I submit this declaration (the “**Declaration**”) on behalf of Greenberg Traurig in support of the application (the “**Application**”) ² of Suzanne Koenig as Patient Care Ombudsman (the “**Ombudsman**”) appointed in the above-captioned chapter 11 cases (the “**Cases**”), for entry of an Order, pursuant to sections 105, 330 and 333 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (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).

² Capitalized terms used herein but not otherwise defined shall have those meanings set forth in the Application.

“**Bankruptcy Code**”) and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), authorizing the retention and employment of Greenberg Traurig, as counsel for the Ombudsman, *nunc pro tunc* as of September 18, 2018. Except as otherwise indicated herein, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.³

QUALIFICATIONS OF GREENBERG TRAUIG

2. Greenberg Traurig has substantial experience with complex reorganization cases and with health care cases, including representing the Ombudsman in her capacity as a patient care ombudsman in other jurisdictions.

GREENBERG TRAUIG’S DISINTERESTEDNESS

3. To the best of my knowledge and information after due inquiry, except as disclosed herein, Greenberg Traurig has no connections with the Debtors, their creditors, any other party in interest herein or their respective attorneys or professionals, and does not hold or represent any entity having an adverse interest in connection with these Cases, except as disclosed herein. For so long as Greenberg Traurig represents the Ombudsman, and absent further Order of this Court, Greenberg Traurig will not represent any entity other than the Ombudsman in connection with these Cases.

4. As more fully described hereinafter, Greenberg Traurig maintains a computer client database (the “**Client Database**”) containing the names of all of Greenberg Traurig’s current and former clients and, where practical, the known affiliates of those clients. In connection with preparing this Declaration, Greenberg Traurig submitted to, and checked against, that Client Database all of the following names: (a) the Debtors; (b) the creditors set forth on the Debtors’ consolidated top thirty (30) unsecured creditors; (c) the Debtors’ lenders; and (d)

³ Certain of the disclosures herein relate to matters within the knowledge of other attorneys at Greenberg Traurig.

certain other creditors and/or parties-in-interest (collectively, the “**Potentially Interested Parties**”), as disclosed in **Exhibit 1** attached hereto and incorporated herein by reference.

5. This inquiry revealed that certain of the Potentially Interested Parties are current or former Greenberg Traurig clients (the list of such clients is attached hereto as **Exhibit 2** and is incorporated herein by reference, and is referred to herein as the “**Client Match List**”). Through the information generated from the above-mentioned computer inquiry, and through follow-up inquiries with Greenberg Traurig attorneys responsible for certain clients listed on the Client Match List to the extent necessary, Greenberg Traurig determined that the representation of those clients on the Client Match List concerned matters unrelated to the Debtors or these Cases.

6. Greenberg Traurig maintains and systematically updates its Client Database in the ordinary course of business, and it is the regular practice of Greenberg Traurig to make and maintain these records. The Client Database maintained by Greenberg Traurig is designed to include every matter on which Greenberg Traurig is now or has been engaged, the entity by which Greenberg Traurig is now or has been engaged and, in each instance, the identity of related parties and adverse parties and the attorney at Greenberg Traurig that is knowledgeable about such matter. It is the policy of Greenberg Traurig that no new matter may be accepted or opened without completing and submitting to those charged with maintaining the Client Database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and related and adverse parties. Accordingly, the Client Database is regularly updated for every new matter undertaken by Greenberg Traurig.

7. As expected, with more than 2,000 lawyers internationally, Greenberg Traurig necessarily has connections with certain creditors and other parties in interest. To the fullest extent possible, those connections as known or discovered to date are disclosed in this

Declaration or **Exhibit 2** attached hereto. However, in addition to the connections disclosed herein and in **Exhibit 2**, Greenberg Traurig and certain of its shareholders, counsel and associates may have in the past represented, may currently represent, and likely in the future will represent parties in interest of the Debtor in connection with matters unrelated to the Debtors or these Cases. Moreover, Greenberg Traurig appears in many cases, proceedings, and transactions involving different attorneys, financial consultants and investment bankers, some of which may now or in the future represent the Potentially Interested Parties or other parties in interest in these Cases. From time to time, Greenberg Traurig will review its disclosures in these Cases and in the event that additional material connections are discovered, Greenberg Traurig will disclose such information to the Court on notice to parties in interest and the United States Trustee for the Middle District of Tennessee (the “**United States Trustee**”).

8. None of Greenberg Traurig’s representations of parties in interest in these Cases comprise a material component of Greenberg Traurig’s practice, nor does it represent such parties on any issue relating to the Debtors or their estate.

9. Greenberg Traurig interviewed for the role of counsel for the Official Committee of Unsecured Creditors (the “**Committee**”) in these cases. Greenberg Traurig was not retained by the Committee, and does not believe that its interview for that role renders Greenberg Traurig interested or will otherwise conflict with Greenberg Traurig’s proposed role as counsel for the Ombudsman.

10. Based on the foregoing and except as set forth herein, neither I, Greenberg Traurig, nor any shareholder, of counsel, or associate thereof, insofar as I have been able to ascertain based on the information currently available to me, represent any interest adverse to the Debtors in the matters upon which Greenberg Traurig is to be engaged. To the best of my

knowledge, information and belief, Greenberg Traurig is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code in that Greenberg Traurig, its shareholders, of counsel and associates:

- (a) are not creditors, equity security holders or insiders of the Debtors;
- (b) are not, and were not within two years before the date of filing of the Debtors chapter 11 petitions, a director, officer, or employee of the Debtors; and
- (c) do not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

11. Based upon my knowledge, no member of Greenberg Traurig is a relative of the Honorable Charles M. Walker, the Bankruptcy Judge presiding over these Cases, the United States Trustee for this Region, or any person employed in the Office of the United States Trustee for this Region.

SCOPE OF EMPLOYMENT

12. The professional services that the Ombudsman expects that Greenberg Traurig will be called upon to render include, but shall not be limited to, the following:

- (a) Representing the Ombudsman in any proceeding or hearing in the Bankruptcy Court, and in any action in other courts where the rights of the patients may be litigated or affected as a result of these Cases;
- (b) Advising the Ombudsman concerning the requirements of the Bankruptcy Code and Bankruptcy Rules and the requirements of the Office of the United States Trustee relating to the discharge of her duties under section 333 of the Bankruptcy Code;
- (c) Advising and representing the Ombudsman in evaluating any patient or healthcare related issues, including, in connection with any sale, reorganization or liquidation; and
- (d) Performing such other legal services as may be required under the circumstances of these Cases in accordance with the Ombudsman’s powers and duties as set forth in the Bankruptcy Code, including assisting

Ombudsman with reports to the Court, fee applications or other matters.

COMPENSATION AND REIMBURSEMENT OF EXPENSES

13. Greenberg Traurig intends to apply for compensation for professional services rendered in connection with these Cases subject to the approval of the Court and in compliance with applicable provisions of the Bankruptcy Code, Bankruptcy Rules, U.S. Trustee Guidelines and Orders of the Court, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by Greenberg Traurig.

14. Greenberg Traurig has advised the Ombudsman that its hourly rates for professionals are in the following ranges:

Professional	Rate Per Hour
Shareholders	\$420 to \$950
Of Counsel	\$330 to \$950
Associates	\$250 to \$775
Legal Assistants/Paralegals	\$140 to \$430

Greenberg Traurig has advised the Ombudsman that the current hourly rates applicable to the principal attorneys and paralegals proposed to represent the Ombudsman are:

Professional	Rate Per Hour
Nancy Peterman (Shareholder)	\$650 ⁴
John Elrod	\$650
Emily Weaver	\$395
Carla Greenberg (Paralegal)	\$150

15. The Ombudsman understands that the hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. The hourly rates will likely be adjusted upward as of January 1, 2019 and annually thereafter.

16. The hourly rates set forth above are Greenberg Traurig's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate Greenberg

⁴ As a courtesy and for this matter only, Nancy Peterman's billing rate will be reduced from \$950 per hour to \$650 per hour.

Traurig for its work and to cover fixed and routine overhead expenses. It is Greenberg Traurig's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the representation. The expenses charged to clients include, among other things, mail and express mail charges, special or hand delivery charges, photocopying charges, travel expenses, computerized research, and transcription costs. Greenberg Traurig will charge the Debtors estate for these expenses in a manner and at rates consistent with charges made generally to Greenberg Traurig's clients. Greenberg Traurig believes that these expenses should fairly be charged to the clients incurring them rather than to increase the hourly rates and spread the expenses among all clients. In addition, Greenberg Traurig has advised the Ombudsman that it intends to seek compensation for all time and expenses associated with its retention and SAK Management Services, LLC's ("SAK") retention as a professional, including the preparation of this Application, the Elrod Affidavit, and related documents, as well as any monthly, interim or final fee applications for Greenberg Traurig and SAK.

17. Greenberg Traurig represents the following with regard to its charges for actual and necessary costs and expenses incurred:

- (a) Copy charges incurred are \$.10 per page, which charge is reasonable, represents the cost of copy material, acquisition, maintenance, storage and operation of copy machines, together with a margin for recovery of cost expenditures. There is no charge for ordinary printing. In the event Greenberg Traurig utilizes outside copier/printing services for high volume projects, such copy/print charges will also be charged at the rate charged by such outside service provider.
- (b) Travel is fixed at \$.54.5 per driven mile, which charge is reasonable and represents the cost of fuel plus ordinary wear and tear on an individual's vehicle.
- (c) There will be no charge for long distance telephone calls.
- (d) Greenberg Traurig utilizes Westlaw and Lexis for online legal research. Online legal research is not a profit center for Greenberg

Traurig, and charges for such research are billed to the client as a percentage usage of Greenberg Traurig's monthly contract rate.

- (e) Greenberg Traurig utilizes Soundpath Conferencing Services to host conference calls. The costs charged by Soundpath are passed through directly to Greenberg Traurig's clients without any markup. Thus, conference calls are not a profit center for Greenberg Traurig.

18. Other than as set forth herein, there is no proposed arrangement to compensate Greenberg Traurig. Greenberg Traurig has not shared, nor agreed to share (a) any compensation it has received or may receive with any other party or person, other than with the shareholders, counsel and associates of Greenberg Traurig, or (b) any compensation another person or party has received or may receive.

19. By reason of the foregoing, I believe Greenberg Traurig is eligible for employment and retention by the Ombudsman pursuant to sections 105, 330 and 333 of the Bankruptcy Code and the applicable Bankruptcy Rules.

I declare under penalty of perjury under the laws of the United States of America and the State of Georgia that the foregoing is true and correct.

Executed this 4th day of October, 2018 at Atlanta, Georgia.

By: 
John D. Elrod

EXHIBIT 1

Potentially Interested Parties

Debtors

Curae Health, Inc.
Amory Regional Medical Center, Inc,
Batesville Regional Medical Center Inc.
Clarksdale Regional Medical Center Inc.
Amory Regional Physicians, LLC
Batesville Regional Physicians, LLC
Clarksdale Regional Physicians, LLC

Lender

MidCap Finance
Midcap Financial Trust
MidCap Funding IV Trust
Midpark Knoxville, LLC

All Creditors

3M Health Information Systems
Aesynt, Inc.
Alliance Healthcare Serv Inc.
American National Red Cross
AmoryWater and Electric
Anesthesia Assoc of MS PLLC
ASD Specialty Healthcare Inc
Baker Donelson
Batesville Family Medical PLLC
Beckman Coulter Inc.
BOA Vida Healthcare, LLC
Brentwood Acquisition
Brentwood Behavioral Healthcare
Brentwood Behavioral Healthcare of Mississippi
Brightree LLC
Cardinal Health 110, Inc.
Cardinal Health Incorporated
Cardinal Health Pharmacy #32
Caremed
CDW Computer Centers Inc.
CDW Government, Inc.
Change Healthcare Solutions, LLC
CHCT Mississippi, LLC
CHS/Community Health Systems, Inc.
CHS dba/Shared Services Center-Ft. Smith
CHSPSC, LLC
City of Amory, Mississippi

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City of Batesville
Community Health Systems, Inc.
Comos Facility Support, Inc.
Comphealth Associates, Inc.
Comprehensive Hospitalists of MS LLC
Crown Healthcare Laundry Service, LLC
Delta Dental of TN
Diversified Clinical Service
DSI Security Services
Eclinical Works LLC
Egerton McAfee
Egerton McAfee Armistead & Davis P.C.
Epstein Becker Green, P.C.
Eye Med (Fidelity Security Life Insurance Co.)
GE Healthcare II ITS USA Corp
Gifted Nurses LLC
Halyard Health Inc.
Harrison, Scott MD
Healogics, Inc
Healthcare Financial Management Assoc.
Healthtrust Workforce Solutions LLC
HHS Culinary and Nutrition
HHS LLC
Hologic Limited Partnership
Hologic, Inc.
Horne LLP
Hospital Care Consultants
Hospital Housekeeping Systems, Ltd.
Insity Interactive, LLC
Intuitive Surgical Inc.
Johnson and Johnson Healthcare
Kronos
Lifepoint Health, Inc. (Parent of Russellville Hospital, Inc.)
Mag Mutual Insurance Company
Medhost
Medhost Direct, Inc.
Medhost of Tennessee, Inc.
Meditract
Medline Industries Inc.
Medtronic USA Inc.
Methodist Healthcare Corp
Mid South Rehab Services, Inc.
Midpark Knoxville, LLC
Mississippi Emergency Physician Services, LLC
Monroe County Tax Collector
Morrison Healthcare

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Morrison Management Specialists, Inc.
MS Emergency Phys Srv LLC
Mutual of Omaha
No MS Med Ctr Pathology Dept.
North Mississippi Health Services, Inc.
Northwest Medical Center, Inc.
Olympus Surgical Technologies
Otis Elevator Co.
Owens and Minor
Panola County Tax Assessor
Patientsafe Solutions, Inc
PGN Technologies, LLC
Philips Healthcare
Ricoh
Ring Central
Siemens Healthcare Diagnostics
Staples Advantage
Stat Imaging Solutions LLC
Stat Informatic Solutions, LLC
Strategic Healthcare Resources
Stryker Endoscopy
Stryker Orthopedics
Sun Life Financial
Synthes (USA) Inc.
Sysco Memphis, LLC
Sysco of Memphis
Tallahatchie Valley EPA
Weatherby Locums Inc.
Willow Anesthesia Services
Yourcare Universe, Inc.

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EXHIBIT 2

Greenberg Traurig, LLP's Disclosure of Connections with Potentially Interested Parties

The following names were compared to Greenberg Traurig's Client Database. As noted below, Greenberg Traurig has represented or currently represents certain of the Potentially Interested Parties, including various persons or entities that may be related to or affiliated with the Potentially Interested Persons, in matters unrelated to the parties in these Cases.

<u>Name of Entity Searched</u>	<u>Name of Entity and/or Affiliate That is or Was a Greenberg Traurig Client</u>
Client	
Suzanne Koenig, as Patient Care Ombudsman	Greenberg Traurig currently represents Ms. Koenig, as ombudsman, receiver and in other capacities in matters unrelated to the Debtors or these Cases. In addition, Greenberg Traurig currently represents SAK Management Services, LLC in matters unrelated to the Debtors or these Cases.
Lender	
MidCap Finance	Greenberg Traurig currently represents, has represented in the past and likely will represent in the future MidCap Finance and certain of its affiliates in matters unrelated to the Debtors or these Cases
All Creditors	
American National Red Cross	Greenberg Traurig currently represents, has represented in the past and likely will represent in the future the American National Red Cross and certain of its affiliates in matters unrelated to the Debtors or these Cases.
Baker Donelson	Greenberg Traurig currently represents, has represented in the past and likely will represent in the future Baker Donelson in matters unrelated to the Debtors or these Cases.
CHS/Community Health Systems, Inc.	Greenberg Traurig currently represents, has represented in the past and likely will represent in the future CHS/Community Health Systems, Inc., a party in interest, in matters unrelated to the Debtors or these Cases.
CHSPSC, LLC	Greenberg Traurig currently represents, has represented in the past and likely will represent in the future CHSPSC, LLC, a party in interest, in matters unrelated to the Debtors or these Cases.
Halyard Health Inc.	Greenberg Traurig currently represents, has represented in the past and likely will represent in the future Halyard Health Inc., a party in interest, in matters unrelated to the Debtors or these Cases.
Healogics, Inc.	Greenberg Traurig currently represents, has represented in the past and likely will represent in the future Healogics, Inc., a party in interest, in matters unrelated to the Debtors or these Cases.
Hologic Limited	Greenberg Traurig currently represents, has represented in the past

<u>Name of Entity Searched</u>	<u>Name of Entity and/or Affiliate That is or Was a Greenberg Traurig Client</u>
Partnership	and likely will represent in the future Hologic Limited Partnership and certain of its affiliates in matters unrelated to the Debtors or these Cases.
Intuitive Surgical Inc.	Greenberg Traurig currently represents, has represented in the past and likely will represent in the future Intuitive Surgical Inc. and certain of its affiliates in matters unrelated to the Debtors or these Cases.
Mag Mutual Insurance Company	Greenberg Traurig currently represents, has represented in the past and likely will represent in the future Mag Mutual Insurance Company in matters unrelated to the Debtors or these Cases.
Medline Industries, Inc.	Greenberg Traurig currently represents, has represented in the past and likely will represent in the future Medline and certain of its affiliates in matters unrelated to the Debtors or these Cases.
Mutual of Omaha	Greenberg Traurig currently represents, has represented in the past and likely will represent in the future Mutual of Omaha in matters unrelated to the Debtors or these Cases.
Otis Elevator Co.	Greenberg Traurig currently represents, has represented in the past and likely will represent in the future Otis Elevator Co. in matters unrelated to the Debtors or these Cases.
Siemens Healthcare Diagnostics	Greenberg Traurig currently represents, has represented in the past and likely will represent in the future Siemens Healthcare Diagnostics in matters unrelated to the Debtors or these Cases.
Synthes (USA) Inc.	Greenberg Traurig currently represents, has represented in the past and likely will represent in the future Synthes (USA) Inc. in matters unrelated to the Debtors or these Cases.