

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

In re:

CURAE HEALTH, INC., *et al.*,¹

1721 Midpark Road, Suite B200
Knoxville, TN 37921

Debtors.

Chapter 11

Case No. 18-05665 (CMW)

(Jointly Administered)

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
CURAE HEALTH, INC., *ET AL.*, FOR ENTRY OF AN ORDER AUTHORIZING THE
EMPLOYMENT AND RETENTION OF EISNERAMPER LLP AS ACCOUNTANTS
AND FINANCIAL ADVISORS *NUNC PRO TUNC* TO SEPTEMBER 12, 2018**

The Official Committee of Unsecured Creditors (the “**Committee**”), appointed pursuant to section 1102(a)(1) of Chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”) in the above-captioned cases of Curae Health, Inc., *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”), hereby files this application (the “**Application**”), pursuant to section 1103(a) of the Bankruptcy Code, Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2014-1 of the Local Rules of Court for the United States Bankruptcy Court for the Middle District of Tennessee Nashville Division (the “**Local Rules**”), for the entry of an order, substantially in the form attached hereto as **Exhibit A**, authorizing the Committee to retain EisnerAmper LLP (“**EisnerAmper**”) as financial advisor to the Committee, *nunc pro tunc* to September 12, 2018. In support of this Application, the Committee respectfully represents as follows:

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s federal tax identification number, are as follows: Curae Health, Inc. (5638); Amory Regional Medical Center, Inc. (2640); Batesville Regional Medical Center, Inc. (7929); Clarksdale Regional Medical Center, Inc. (4755); Amory Regional Physicians, LLC (5044); Batesville Regional Physicians, LLC (4952); Clarksdale Regional Physicians, LLC (5311).

BACKGROUND

1. On August 24, 2018, (the “**Petition Date**”), each of the Debtors filed a voluntary petition in this Court commencing a case for relief under Chapter 11 of the Bankruptcy Code (the “**Chapter 11 Cases**”). The Court has consolidated the Chapter 11 Cases for procedural purposes only and they are being jointly administered together under the above captioned case.

2. The Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been requested in the Chapter 11 Cases.

3. On September 6, 2018, the Office of the United States Trustee for the Middle District of Tennessee appointed the Committee. The members of the Committee are: MEDHOST, Inc.; Owens Minor; Morrison Management Specialists, Inc.; Cardinal Health 110, LLC, Cardinal Health 200, LLC, and Cardinal Health 414, LLC (collectively, “**Cardinal**”); Dothan Security Inc.; Crown Health Care Laundry Services; and Boston Scientific Corporation.

4. The Committee selected EisnerAmper as its proposed financial advisor on September 12, 2018.

JURISDICTION AND VENUE

5. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(1)(2). The statutory predicates for the relief requested herein are sections 328(a) and 1103 of the Bankruptcy Code, Rule 2014(a) of the Bankruptcy Rules, and Rule 2014-1 of the Local Rules.

RETENTION OF EISNERAMPER

6. By this Application, the Committee seeks to employ and retain EisnerAmper *nunc pro tunc* to September 12, 2018 to represent the Committee as their financial advisors in connections with the Chapter 11 Cases. EisnerAmper maintains offices at 111 Wood Avenue South, Iselin, New Jersey; 750 Third Avenue, New York, New York; and 130 North 18th Street #3000, Philadelphia, Pennsylvania, among other places.

BASIS FOR RELIEF

7. The Committee has selected EisnerAmper for the reason that the partners and associates of EisnerAmper have considerable expertise in the fields of accounting, bankruptcy, insolvency, reorganizations, liquidations, valuation, debt restructuring and forensic accounting, among others. EisnerAmper represents, or has represented Committees, Trustees and Debtors in the bankruptcy cases of In re: Specialty Hospital of Washington, LLC, et al. (Case No. 14-00279 (SMT), Bankr. D.C.) Committee; In re: 710 Long Ridge Road Operating Company II, LLC, et al. (Case No. 13-13653 (DHS), Bankr. D.N.J.) Committee; In re: Hebrew Healthcare, Inc., et al. (Case No. 12-21311 (AMN) Bankr. D. Conn.) Committee; In re: Saint Catherine Hospital of Pennsylvania, LLC (Case No. 12-02073 (JJT) Bankr. M.D. Pa.) Chapter 7 Trustee; In re: Bayonne Medical Center (Case No. 07-15195 (MBK), Bankr. D.N.J.) Debtor; In re: St. Mary's Hospital, Passaic, N.J. (Case No. 09-15619 (MS), Bankr. D. N.J.) Debtor; In re: Saint Michael's Medical Center, Inc., et al. (Case No. 15-24999 (VFP), Bankr. D.N.J.) Debtor; In re: KidsPeace Corporation, et al. (Case NO. 13-14508 (REF), Bankr. E.D. Pa.) Debtor. Accordingly, the Committee believes that EisnerAmper is well qualified to represent it in these Chapter 11 Cases pursuant to section 1103(a) of the Bankruptcy Code.

8. It is anticipated that EisnerAmper will render professional services to the Committee, including, without limitation, the following:

- (a) Analyzing the financial operations of the Debtors pre- and post- petition as necessary;
- (b) Performing forensic investigating services as requested by the Committee and counsel regarding pre-petition activities of the Debtors in order to identify potential causes of action as necessary;
- (c) Performing claims analysis for the Committee, as necessary;
- (d) Verifying the physical inventory of supplies, equipment and other material assets and liabilities, as necessary;
- (e) Assisting the Committee in its analysis and review of monthly statements of operations to be submitted by the Debtors;
- (f) Analyzing the Debtors' budgets, cash flow projections, cash disbursements, restructuring programs, selling and general administrative expense structure and other reports or analyses prepared by the Debtors or its professionals in order to advise the Committee on the status of the Debtors' operations;
- (g) Analyzing transactions with insiders, related and/or affiliated companies;
- (h) Preparing and submitting reports to the Committee as necessary;
- (i) Assisting the Committee in its review of the financial aspects of a plan of reorganization or liquidation, if any, to be submitted by the Debtors;
- (j) Attending meetings of Creditors and conferences with representatives of the creditor groups and their counsel;
- (k) Preparing hypothetical orderly liquidation analyses, as necessary;
- (l) Monitoring, participating in and consulting with the Committee in regard to the marketing, and sale of any of the Debtors' assets as necessary;
- (m) Analyzing the tax ramifications of any proposed transactions with non-debtor, foreign subsidiaries as necessary;
- (n) Analyzing the financial ramifications of any proposed transactions for which the Debtors seeks Bankruptcy Court approval including, but not limited to, post-petition financing, sale of all or a portion of the Debtors' assets, management compensation and/or retention and severance plans;
- (o) Providing assistance, including expert testimony, and analysis in support of potential litigation (including avoidance actions) that may be investigated and/or prosecuted by the Committee as necessary; and
- (p) Any other services in which the Committee requests its Financial Advisor to perform.

9. EisnerAmper has indicated a willingness to act on behalf of the Committee and render the necessary professional services as financial advisor for the Committee.

10. Upon information and belief based on the Wilen Declaration (defined below), EisnerAmper neither holds nor represents any interest adverse to the Debtors' estates, creditors or

equity holders. The Committee has been advised that EisnerAmper has no connection with the Debtors, their creditors or other parties-in-interest in these cases, other than as described in the Declaration of Allen D. Wilen attached as **Exhibit B** hereto (the “**Wilen Declaration**”) and is hereby incorporated by reference. However, EisnerAmper is a large firm with a national practice and may represent or may have represented certain of the Debtors’ creditors or equity holders in matters unrelated to these Chapter 11 Cases.

11. EisnerAmper has agreed to perform services on an hourly basis and make appropriate applications to this Court for compensation and reimbursement of expenses in compliance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of this Court and any Order entered by this Court in these Chapter 11 Cases modifying the timing and/or procedures applicable to the payment of interim compensation and reimbursement of expenses.

EisnerAmper’s normal hourly rates are as follows:

Directors/Partners	\$500-\$695
Managers/Senior Managers	\$340-\$420
Associates/Seniors	\$215-\$295
Paraprofessionals	\$125-\$180

The principal professionals at EisnerAmper designated to represent the Committee and their current hourly rates are:

Allen D. Wilen (Managing Partner)	\$630
Adeola Akinrinade (Senior Manager)	\$420
Melissa Dardani (Senior Staff)	\$235
DelMarie Velazquez (Paraprofessional)	\$125

12. EisnerAmper has agreed to a maximum blended hourly rate of \$360.

13. EisnerAmper’s hourly rates are subject to periodic increase in the normal course of EisnerAmper’s business. The particular professionals and paraprofessional assigned to these cases will, from time-to-time vary based upon the needs of the engagement. All such professionals will bill at EisnerAmper’s regular hourly rate for work of this nature. These rates are set at a level

designed to fairly compensate EisnerAmper for the work of its professionals and paraprofessionals and to cover fixed and routine overhead expenses. It is EisnerAmper's policy to charge its clients in all areas of practice for all other reasonable out-of-pocket expenses incurred in connection with the client's engagement. The expenses charged to clients include, among other things, photocopying charges, facsimile charges, travel expenses, expenses for "working meals," and computerized/on-line database research.

14. The Committee requests approval of the retention and employment of EisnerAmper *nunc pro tunc* to September 12, 2018, the date EisnerAmper was selected as proposed financial advisors to the Committee. Due to the complex and sensitive nature of these cases, there was an immediate need for EisnerAmper to perform services for the Committee, and the Committee has sought authorization to retain and employ EisnerAmper as soon as reasonably practicable. The Committee submits that these circumstances warrant approval *nunc pro tunc* to September 12, 2018.

NOTICE

15. Notice of this Application has been given to (i) the Office of the United States Trustee; (ii) the Debtors; (iii) counsel for the Debtors; (iv) counsel for ServisFirst Bank; (v) counsel for Midcap Funding IV Trust; (vi) counsel for Community Health Systems; and (vii) all parties requesting notice under Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Committee submits that no further notice of the Application is necessary or required.

NO PRIOR REQUEST

16. No previous request for the relief sought herein has been made to this Court or any other court.

WHEREFORE, the Committee respectfully requests entry of an order, in a form substantially similar to that annexed hereto, and pursuant to sections 1103(a) of the Bankruptcy Code, authorizing the Committee to retain EisnerAmper as its financial advisor in these cases, and granting such other and further relief as may be just and proper.

Dated: October 5, 2018

The Official Committee of Unsecured Creditors
of Curae Health, Inc., *et al.*

By: /s/ Bill Anderson
Bill Anderson
Committee Chair

CERTIFICATE OF SERVICE

I hereby certify that on October 11, 2018, a copy of the foregoing was sent via ECF to all parties registered to receive notice in the case and via U.S. mail, postage prepaid, to the following:

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/s/ Michael E. Collins
Michael E. Collins