

**Exhibit A**  
**Proposed Order**

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

In re:

CURAE HEATH, INC., *et al.*,<sup>1</sup>

1721 Midpark Road, Suite B200  
Knoxville, TN 37921

Debtors.

Chapter 11

Case No. 18-05665 (CMW)

(Jointly Administered)

**ORDER APPROVING RETENTION OF EISNERAMPER LLP AS ACCOUNTANTS  
AND FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS NUNC PRO TUNC TO SEPTEMBER 12, 2018**

Upon consideration of the application (the “**Application**”) of 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 Heath, Inc., *et al.*, as Debtors and Debtors in possession (collectively, the “**Debtors**”), for the entry of an order authorizing the Committee to employ EisnerAmper LLP (“**EisnerAmper**”)

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<sup>1</sup> 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).

as its financial advisor, *nunc pro tunc* to September 12, 2018, and upon the Declaration of Allen D. Wilen annexed thereto (the “**Wilen Declaration**”), and it appearing that proper notice of the Application has been given and that no further notice or hearing is required, and the Court being satisfied, based on the representations made in the Application and Declaration, that (i) EisnerAmper represents no interest adverse to the Debtors’ estates, creditors, or equity holders, (ii) EisnerAmper, to the extent required, is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code, (iii) the relief sought in the Application is in the best interests of the Committee, the Debtors, their creditors, and all parties in interest, and (iv) the Court has jurisdiction over this matter, this matter is a core proceeding, and venue is proper in this District, and after due deliberation, and sufficient cause appearing therefore,

**IT IS HEREBY ORDERED THAT:**

1. In accordance with section 1103(a) of the Bankruptcy Code, the Committee be, and hereby is, authorized and empowered to retain EisnerAmper as financial advisor, to represent the Committee in these cases under Chapter 11 of the Bankruptcy Code on the terms set forth in the Application and Wilen Declaration. EisnerAmper is authorized to perform the following services:

- (a) Analyzing the financial operations of the Debtors pre- and post- petition as necessary;
- (b) Assisting the Committee in its analysis and review of monthly statements of operations to be submitted by the Debtors;
- (c) 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;
- (d) 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;
- (e) Verifying the physical inventory of supplies, equipment and other material assets and liabilities, as necessary;

- (f) Analyzing transactions with insiders, related and/or affiliated companies;
- (g) Performing claims analysis for the Committee, as necessary;
- (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 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;
- (n) 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
- (o) Any other services in which the Committee requests its Financial Advisor to perform.

2. EisnerAmper shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Federal Rules of Bankruptcy Procedure as may be then applicable, from time to time, and such procedures as may be fixed by order of this Court.

3. The terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

4. The Court shall retain jurisdiction with respect to all matters arising from or related.

**THIS ORDER WAS SIGNED AND ENTERED ELECTRONICALLY AS INDICATED  
ON THE FIRST PAGE**