

**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

**FINAL ORDER AUTHORIZING PAYMENT OF: (I) CERTAIN PREPETITION
WORKFORCE CLAIMS, INCLUDING WAGES, SALARIES, AND OTHER
COMPENSATION; (II) CERTAIN EMPLOYEE BENEFITS AND CONFIRMING
RIGHT TO CONTINUE EMPLOYEE BENEFITS ON POSTPETITION BASIS;
(III) REIMBURSEMENT TO EMPLOYEES FOR PREPETITION EXPENSES;
(IV) WITHHOLDING AND PAYROLL-RELATED TAXES; (V) WORKERS'
COMPENSATION OBLIGATIONS, AND (VI) PREPETITION CLAIMS OWING TO
ADMINISTRATORS AND THIRD-PARTY PROVIDERS**

Upon the motion (the “**Motion**”)² of the Debtors for entry of an order (this “**Final Order**”) authorizing payment of (i) certain prepetition workforce claims, including wages, salaries, and other compensation; (ii) certain employee benefits and confirming right to continue employee benefits on postpetition basis; (iii) reimbursement to employees for expenses incurred prepetition; (iv) withholding and payroll-related taxes; (v) workers’ compensation obligations; and (vi) prepetition claims owing to administrators and third-party providers; and the Court having reviewed the Motion and the First Day Declaration; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408

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 but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

and 1409; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
2. All objections to the entry of this Final Order, to the extent not withdrawn or settled, are overruled.
3. The Debtors are authorized, but not directed to: (i) pay prepetition claims and honor obligations incurred or related to the Employee Obligations; (ii) maintain, continue, and honor, in the ordinary course of business, the Employee Plans and Programs; and (iii) pay prepetition claims and honor obligations incurred or related to the Affiliate Compensation Obligations; provided that no Employee receives more than \$12,850.00 in prepetition wages.
4. The Debtors are authorized, but not directed, to continue the programs and policies described in the Motion on a postpetition basis and to alter, modify or discontinue such programs and policies as they deem necessary or appropriate in the ordinary course of business, without further notice to or order of the Court.
5. Except as otherwise set forth herein, the Debtors are authorized, pursuant to Bankruptcy Code sections 105(a) and 363(b), but not obligated or directed, in the reasonable exercise of their business judgment and in the ordinary course of business, to pay and honor amounts on account of Employee Compensation Obligations and Contractor Obligations (exclusive of Withholding Obligations).

6. The Debtors and any applicable third parties are authorized to continue to allocate and distribute Withholding Obligations to the appropriate third-party recipients or taxing authorities in accordance with the Debtors' stated policies and prepetition practices.

7. The Debtors are authorized, but not directed, to maintain the Incentive Programs in the ordinary course of business.

8. The Debtors are authorized, but not directed, to continue to honor their Reimbursable Expense Obligations including any prepetition obligations, and to continue in accordance with the Debtors' stated policies and prepetition practices, including utilization of the Corporate Cards; provided, however, that satisfaction of prepetition Reimbursable Expense Obligations shall only be allowed to the extent Employees have paid for such expenses directly from their own funds or are otherwise personally liable for such expenses.

9. The Debtors are authorized, but not directed, to honor the Employee Benefits Plans in the ordinary course of business and in accordance with the Debtors' prepetition policies and programs, and to make any necessary contributions to such programs and pay any unpaid premium, claim, or amount owed as of the Petition Date with respect thereto.

10. The Debtors are authorized, but not directed, (i) to continue the Debtors' Vacation, Sick Leave, and Holiday Pay policies in the ordinary course of business and (ii) to honor all obligations under the Debtors' Vacation, Sick Leave, and Holiday Pay policies, including payout of accrued Vacation in accordance with the Debtors' prepetition practice and applicable law.

11. The Debtors are authorized, but not directed, to pay Workers' Compensation Claims in the ordinary course of business.

12. The Debtors are authorized, but not directed, to pay all processing and administrative fees associated with and all costs and expenses incidental to payment of the

Compensation Obligations and the Employee Benefits Obligations, including the Administrative Fee Obligations.

13. The Debtors are authorized, but not directed, to pay the Affiliate Compensation Obligations incurred in the ordinary course of business.

14. Nothing in the Motion or this Final Order, nor as a result of any payment made pursuant to this Final Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtors, an approval or assumption of any agreement, contract or lease pursuant to Bankruptcy Code section 365, or a waiver of the right of the Debtors, or shall impair the ability of the Debtors, or any other party in interest, to the extent applicable, to contest the validity and amount of any payment made pursuant to this Final Order.

15. Each of the Processors is authorized to receive, process, honor, and pay all checks and transfers issued or requested by the Debtors, to the extent that sufficient funds are on deposit in the applicable accounts, in accordance with this Final Order and any other order of this Court.

16. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests in connection with any Employee Obligations that are dishonored or rejected.

17. The Debtors are authorized to take such actions and to execute such documents as may be necessary to implement the relief granted by this Final Order.

18. The requirements set forth in Bankruptcy Rule 6004(a) are hereby waived.

19. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this Final Order shall be effective and enforceable immediately upon entry hereof.

20. Nothing in the Motion or this Final Order shall be construed to authorize any severance payments or any payments to insiders.

21. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Final Order.

22. The Debtors shall serve notice of the entry of this Final Order on the notice parties listed in the Motion.

This Order Was Signed And Entered Electronically As Indicated At The Top Of The First Page

APPROVED FOR ENTRY:

POLSINELLI PC

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