

United States Bankruptcy Court
Middle District of Tennessee

In re:
Curae Health Inc.
Debtor

Case No. 18-05665-CMW
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0650-3

User: bmp2450
Form ID: pdf001

Page 1 of 2
Total Noticed: 1

Date Rcvd: Oct 17, 2018

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Oct 19, 2018.

db +Curae Health Inc., 1721 Midpark Road, Suite B200, Knoxville, TN 37921-5977

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Oct 19, 2018

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on October 17, 2018 at the address(es) listed below:

ANDREW H SHERMAN on behalf of Creditor Committee Official Committee of Unsecured Creditors of Curae Health, Inc., et al. asherman@sillscummis.com
BORIS I MANKOVETSKIY on behalf of Creditor Committee Official Committee of Unsecured Creditors of Curae Health, Inc., et al. bmankovetskiy@sillscummis.com
BRITTANY S OGDEN on behalf of Creditor Leaf Capital Funding, LLC Brittany.Ogden@quarles.com, Kristie.Knitter@quarles.com
BRUCE ANTHONY SAUNDERS on behalf of Interested Party Cigna Health and Life Insurance Company tsaunders@wyattfirm.com
CHARLES WILKERSON COOK on behalf of Creditor Leaf Capital Funding, LLC charlie.cook@arlaw.com, alexis.britt@arlaw.com; carol.shearer@arlaw.com
CHRISTOPHER R MADDUX on behalf of Creditor University of Mississippi Medical Center chris.maddux@butlersnow.com, ecf.notices@butlersnow.com, velvet.johnson@butlersnow.com, mitch.carrington@butlersnow.com
DAVID E. LEMKE on behalf of Creditor MidCap Funding IV Trust david.lemke@wallerlaw.com, Cathy.thomas@wallerlaw.com; Chris.Cronk@wallerlaw.com; bk@wallerlaw.com
DAVID E. LEMKE on behalf of Creditor MidCap Financial Trust david.lemke@wallerlaw.com, Cathy.thomas@wallerlaw.com; Chris.Cronk@wallerlaw.com; bk@wallerlaw.com
DAVID G THOMPSON on behalf of Creditor ServisFirst Bank dthompson_br@nealharwell.com, gfox@nealharwell.com
DAVID M ANTHONY on behalf of Creditor CHG-MERIDIAN USA Corp. anthonybk@bonelaw.com
DAVID W HOUSTON, IV on behalf of Interested Party North Mississippi Health Services, Inc. dhouston@burr.com, mmayes@burr.com
ERNO DAVID LINDNER on behalf of Creditor CHCT Mississippi, LLC. elindner@bakerdonelson.com, dspiegel@bakerdonelson.com
G. RHEA BUCY on behalf of Creditor MEDHOST of Tennessee, Inc. Rbucy@GSRM.com, lcatabay@gssrm.com
JAMES E BAILEY, III on behalf of Creditor Methodist Healthcare - Memphis Hospitals, Inc. jeb.bailey@butlersnow.com, ecf.notices@butlersnow.com; mary.elam@butlersnow.com
JAMES L POWELL on behalf of Creditor Mississippi Department of Revenue jim.powell@dor.ms.gov, renee.freeman@dor.ms.gov; Bankruptcy.Attorney@dor.ms.gov
JAMES R. KELLEY on behalf of Creditor ServisFirst Bank jkelley_br@nealharwell.com, LBrian@NealHarwell.com
JOHN DOUGLAS ELROD on behalf of Health Care Ombudsman Suzanne Koenig, as Patient Care Ombudsman elrodj@gtlaw.com, fieldss@gtlaw.com
JOHN L RYDER on behalf of Creditor TCF Equipment Finance jlr@harrisselton.com
JOHN LELAND MURPHREE on behalf of Creditor Northwest Medical Center, Inc. lmurphree@maynardcooper.com
JOSEPH P RUSNAK on behalf of Creditor BOA VIDA HEALTHCARE, LLC JRUSNAK@TEWLAWFIRM.com, thobbs@tewlawfirm.com
JOSHUA K CHESSER on behalf of Creditor LTC Rehab 2, LLC jchesser@smithcashion.com
JUSTIN MICHAEL SVEADAS on behalf of Creditor CHCT Mississippi, LLC. jsveadas@bakerdonelson.com, dspiegel@bakerdonelson.com; elindner@bakerdonelson.com

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

KATHLEEN G STENBERG on behalf of Creditor MidCap Funding IV Trust
katie.stenberg@wallerlaw.com,
deborah.liles@wallerlaw.com;chris.cronk@wallerlaw.com/bk@wallerlaw.com

KATHLEEN G STENBERG on behalf of Creditor MidCapFinancial Trust katie.stenberg@wallerlaw.com,
deborah.liles@wallerlaw.com;chris.cronk@wallerlaw.com/bk@wallerlaw.com

LEE HART on behalf of Creditor Shumacher Clinical Partners lee.hart@nelsonmullins.com

LINDA W. KNIGHT on behalf of Creditor MEDHOST of Tennessee, Inc. LKNIGHT@GSRM.COM,
lcatabay@gssrm.com

LINDA W. KNIGHT on behalf of Creditor City of Amory, Mississippi LKNIGHT@GSRM.COM,
lcatabay@gssrm.com

MEGAN REED SELIBER on behalf of U.S. Trustee US TRUSTEE megan.seliber@usdoj.gov

MICHAEL ANTHONY MALONE on behalf of Debtor Clarksdale Regional Medical Center Inc.
mmalone@polsinelli.com, dgordon@polsinelli.com,cewang@polsinelli.com,sordaz@ecfalerts.com,
sjkennedy@polsinelli.com,mmillan@polsinelli.com

MICHAEL ANTHONY MALONE on behalf of Debtor Clarksdale Regional Physicians, LLC
mmalone@polsinelli.com, dgordon@polsinelli.com,cewang@polsinelli.com,sordaz@ecfalerts.com,
sjkennedy@polsinelli.com,mmillan@polsinelli.com

MICHAEL ANTHONY MALONE on behalf of Debtor Batesville Regional Physicians, LLC
mmalone@polsinelli.com, dgordon@polsinelli.com,cewang@polsinelli.com,sordaz@ecfalerts.com,
sjkennedy@polsinelli.com,mmillan@polsinelli.com

MICHAEL ANTHONY MALONE on behalf of Debtor Batesville Regional Medical Center Inc.
mmalone@polsinelli.com, dgordon@polsinelli.com,cewang@polsinelli.com,sordaz@ecfalerts.com,
sjkennedy@polsinelli.com,mmillan@polsinelli.com

MICHAEL ANTHONY MALONE on behalf of Debtor Amory Regional Medical Center, Inc.
mmalone@polsinelli.com, dgordon@polsinelli.com,cewang@polsinelli.com,sordaz@ecfalerts.com,
sjkennedy@polsinelli.com,mmillan@polsinelli.com

MICHAEL ANTHONY MALONE on behalf of Debtor Curae Health Inc. mmalone@polsinelli.com,
dgordon@polsinelli.com,cewang@polsinelli.com,sordaz@ecfalerts.com,sjkennedy@polsinelli.com,
mmillan@polsinelli.com

MICHAEL ANTHONY MALONE on behalf of Debtor Amory Regional Physicians, LLC
mmalone@polsinelli.com, dgordon@polsinelli.com,cewang@polsinelli.com,sordaz@ecfalerts.com,
sjkennedy@polsinelli.com,mmillan@polsinelli.com

MICHAEL DAVID JANKOWSKI on behalf of Creditor STAT Informatic Solutions, LLC
mjankowski@reinhartlaw.com

MICHAEL EDWARD COLLINS on behalf of Creditor Committee Official Committee of Unsecured
Creditors of Curae Health, Inc., et al. mcollins@manierherod.com,
TN44@ecfcbis.com;acarper@manierherod.com;rmiller@manierherod.com

PAUL G JENNINGS on behalf of Creditor CHSPSC, LLC pjennings@bassberry.com,
bankr@bassberry.com

PAUL G JENNINGS on behalf of Creditor CHS/Community Health Systems, Inc.
pjennings@bassberry.com, bankr@bassberry.com

ROBERT WILLIAM MILLER on behalf of Creditor Committee Official Committee of Unsecured
Creditors of Curae Health, Inc., et al. rmiller@manierherod.com

RONALD G STEEN, JR on behalf of Creditor SpecialCare Hospital Management Corporation
ronn.steen@thompsonburton.com

RONALD G STEEN, JR on behalf of Creditor Owens & Minor Distribution, Inc.
ronn.steen@thompsonburton.com

SHANE GIBSON RAMSEY on behalf of Creditor Shumacher Clinical Partners
shane.ramsey@nelsonmullins.com, jennifer.murray@nelsonmullins.com

STEPHEN BARGANIER PORTERFIELD on behalf of Creditor MedPlan, Inc. sporterfield@sirote.com

STEPHEN MICHAEL MONTGOMERY on behalf of Creditor ServisFirst Bank smontgomery@nealharwell.com

THOMAS H. FORRESTER on behalf of Creditor City of Amory, Mississippi TForrester@GSRM.COM,
lcatabay@gssrm.com,asowney@gssrm.com

THOMAS H. FORRESTER on behalf of Creditor MEDHOST of Tennessee, Inc. TForrester@GSRM.COM,
lcatabay@gssrm.com,asowney@gssrm.com

THOMAS W TUCKER, III on behalf of Creditor Hospital Housekeeping Systems, LLC
ttucker@veazeytucker.com

THOMAS W TUCKER, III on behalf of Creditor HHS Culinary & Nutritional Services, LLC
ttucker@veazeytucker.com

THOMAS W TUCKER, III on behalf of Creditor HHS Environmental Solutions LLC
ttucker@veazeytucker.com

US TRUSTEE ustpregion08.na.ecf@usdoj.gov

WAVERLY ALMON HARKINS on behalf of Attorney c/o Waverly Harkins Coahoma County Board of
Supervisors scook@watkinseager.com

TOTAL: 52

Charles M. Walker

U.S. Bankruptcy Judge

Dated: 10/17/2018



**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 is 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

/s/Michael Malone

Michael Malone
401 Commerce Street, Suite 900
Nashville, TN 37219
Telephone: (615) 259-1510
Facsimile: (615) 259-1573
mmalone@polsinelli.com

-and-

David E. Gordon (Admitted *Pro Hac Vice*)
Caryn E. Wang (Admitted *Pro Hac Vice*)
1201 West Peachtree Street NW
Atlanta, Georgia
Telephone: (404) 253-6000
Facsimile: (404) 684-6060
dgordon@polsinelli.com
cewang@polsinelli.com

*Counsel to the Debtors and
Debtors in Possession*