

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE MIDDLE DISTRICT OF GEORGIA  
MACON DIVISION**

In re:	)	
	)	Chapter 11
OCONEE REGIONAL HEALTH	)	
SYSTEMS, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 17-51005-AEC
	)	
Debtors.	)	(Jointly Administered)
_____	)	

**DEBTORS' MOTION FOR AUTHORIZATION TO PURCHASE  
"TAIL" COVERAGE UNDER DIRECTORS AND OFFICERS INSURANCE POLICY**

Oconee Regional Health Systems, Inc., Oconee Regional Medical Center, Inc., Oconee Regional Health Services, Inc., Oconee Regional Emergency Medical Services, Inc., Oconee Regional Health Ventures, Inc. (sometimes d/b/a Oconee Neurology Services), Oconee Internal Medicine, LLC, Oconee Orthopedics, LLC, ORHV Sandersville Family Practice, LLC, and Oconee Regional Senior Living, Inc. (collectively, the “*Debtors*”) file this motion (the “*Motion*”) for an order, substantially in the form attached hereto, authorizing the Debtors to purchase certain extended reporting period coverage (referred to by those in the industry and herein as the “*Tail*”). The Tail would extend the reporting period under Oconee Regional Health Systems, Inc.’s and its subsidiaries’ and named affiliates’ (and including their directors and

---

<sup>1</sup> The last four digits of the employer identification number for each of the Debtors follow in parenthesis: (i) Oconee Regional Health Systems, Inc. (9394), (ii) Oconee Regional Medical Center, Inc. (9398), (iii) Oconee Regional Health Services, Inc. (9397), (iv) Oconee Regional Emergency Medical Services, Inc. (3857), (v) Oconee Regional Health Ventures, Inc. (sometimes d/b/a Oconee Neurology Services) (8516), (vi) Oconee Internal Medicine, LLC (1712), (vii) Oconee Orthopedics, LLC (3694), (viii) ORHV Sandersville Family Practice, LLC (1236), and (ix) Oconee Regional Senior Living, Inc. (5613). The Debtors’ corporate mailing address is 821 North Cobb Street, Milledgeville, Georgia, 31061.

officers) for its directors and officers,<sup>1</sup> employment practices, and fiduciary insurance (collectively, the “**D&O Policy**”). As set forth in prior filings in this Court and the Asset Purchase Agreement (the “**Agreement**”) with the Debtors, the purchase of the Tail has been funded by Navicent Health Oconee, LLC (“**Navicent**”), now that the sale of substantially all of the Debtors’ assets has closed.

In support of this Motion, the Debtors respectfully represent as follows:

### **Background**

1. On May 10 and 11, 2017 (the “**Petition Dates**”), the Debtors filed voluntary petitions with the United States Bankruptcy Court for the Middle District of Georgia, Macon Division under Chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”). Since the Petition Dates, the Debtors have continued in possession of their properties and have operated and managed their businesses as debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

2. The Debtor Oconee Regional Health Systems, Inc. (“**ORHS**”) is a not-for-profit healthcare system that, through various affiliates, provides critical medical services to the citizens and communities of central Georgia. ORHS can generally be thought of as three legally separate, but closely affiliated, operations.

3. First, chief among the ORHS structure is the Debtor Oconee Regional Medical Center, Inc. (“**ORMC**”), a not-for-profit hospital located in Milledgeville, Georgia. ORHS owns the equity of ORMC. ORMC provides acute and skilled nursing services through a 140-bed general acute care hospital and 15-bed skilled nursing unit. ORMC is the only general acute-care hospital within a 30-mile radius and is the largest hospital in the ~4,400 square mile area

---

<sup>1</sup> See also paragraph 21 of this Motion for a discussion of this Tail vis-à-vis Jasper Health Services, Inc. and its officers and directors.

between Macon, Augusta, and Atlanta, Georgia. Over the last twelve (12) months, ORMC had approximately 2,600 inpatient admissions with an average length of stay of 3.9 days, as well as over 33,000 emergency room visits and over 2,100 skilled nursing patient days.

4. Second, the Debtor Oconee Regional Health Ventures, Inc. (“**ORHV**”), a for-profit entity owned by ORHS, operates two wholly-owned clinics and one majority-owned outpatient clinic, all in and around Milledgeville, Georgia. These ORHV subsidiaries are Debtors Oconee Internal Medicine, LLC and Oconee Orthopedics, LLC, and non-Debtor Oconee Sleep & Wellness Center, LLC (which is 71% owned by ORHV). In addition, ORHV has certain operations of its own, as it sometimes does business as Oconee Neurology.

5. Third and finally, ORHS owns the equity of Oconee Regional Healthcare Foundation, Inc. (the “**Foundation**”), a small, non-profit entity that raises money to support certain charitable, educational, and scientific goals and missions of ORHS. The Foundation is not a Debtor.

6. The last four of the Debtors are Oconee Regional Health Services, Inc., Oconee Regional Emergency Medical Services, Inc., Oconee Regional Senior Living, Inc., and ORHV Sandersville Family Practice, LLC, all of which discontinued their operations some time before the Petition Dates. These companies have no material assets or liabilities, other than intercompany items or miscellaneous guarantees.

7. A separate non-debtor affiliate, Jasper Health Services, Inc., operates its own 17-bed critical access hospital (Jasper Memorial Hospital) and a 55-bed skilled nursing facility (The Retreat), neither of which operations are debtors in these cases and both of which continue to operate in the ordinary course of their business (“**Jasper**”).

8. Further information about the Debtors and these Chapter 11 cases, a corporate chart showing the structure of the Debtors and non-debtors, and pertinent facts in support of this Motion can be found in the Declaration of Steven M. Johnson in Support of Chapter 11 Filings and Certain Initial Relief Requested (Doc. 2).

9. On May 16, 2017, an official committee of unsecured creditors was appointed in these Chapter 11 cases (the “*Creditors’ Committee*”). As of the date hereof, no request has been made for the appointment of an examiner or trustee.

10. On May 26, 2017, the Court entered an order, which, among other things, authorized and scheduled an auction at which the Debtors would solicit the highest and best bid for the sale of substantially all of their assets (the “*Sale*”) and providing bid procedures to be used at the auction (Doc. 101).

13. Having held their auction on June 29, 2017, the Debtors’ determined that Navicent had submitted the highest and/or best bid for the purchase of the Debtors’ assets. On July 6, 2017, the Court entered an order approving the Sale to Navicent and the Agreement accomplishing such Sale (the “*Sale Order*,” Doc. 270). Pursuant to sections 2.5(a) and 6.5 of the Agreement, Navicent was required to provide funds sufficient to purchase the Tail and the Debtors are required to use these funds to purchase the Tail and are prohibited from using the funds for any other purchase.

14. In the Sale Order, the Court ruled that “proper, timely, adequate, and sufficient notice of . . . the Agreement . . . has been provided [to all interested persons] in accordance with Sections 102(1) and 363(b) of the Bankruptcy Code, Bankruptcy Rules 2002, 6004, 6006, 9006, 9007, 9008, and 9014, [and] the local rules of the Court.” *See* Sale Order at 5. And, “[n]o other or further notice of the . . . Agreement . . . is necessary or shall be required.” *Id.* The Court

made clear that this extended to “[t]he terms and conditions of the Agreement,” which the Court ruled to be, “fair and reasonable.” *Id.* at 15.

11. The Debtors and Navicent closed the sale of the operations portion of the assets on September 29, 2017, effective as September 30, 2017 at 11:59:59 pm.

**Jurisdiction, Venue, and Statutory Predicate**

12. This Court has jurisdiction over these cases pursuant to 28 U.S.C. §§ 157 and 1334. Venue of these cases is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. This Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(M).

13. The statutory predicates for the relief requested in this Motion are Sections 105(a) and 363(b) of the Bankruptcy Code and Bankruptcy Rule 6004.

**Relief Requested**

14. By this Motion, pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code and Bankruptcy Rule 6004 (and out of an abundance of caution in light of the Agreement approved by the Sale Order, which may have already fully authorized this), the Debtors request an order for authority to purchase a six-year Tail for the D&O Policy for approximately \$77,220, in order to provide coverage for claims relating to acts or omissions occurring between August 1, 2007 through October 1, 2017 (the “**Coverage Term**”) reported within the period the Tail is effective (here, the six-year period following the effective date of the Tail).

**The D&O Policy and Tail**

15. ORHS, its subsidiaries, and its named affiliate, Jasper (the unique implications of which are discussed in paragraph 21, below), as well as the officers and directors of the foregoing entities (collectively, the “**Insureds**”), are insured for claims relating to acts or

omissions occurring during the Coverage Term under the D&O Policy issued by National Union Fire Insurance Company of Pittsburgh, PA (“*National Union*”).

16. The D&O Policy’s aggregate limit of liability is \$6 million, which is comprised of: (i) a limit of liability of \$5 million shared as between the directors and officers coverage and employment practices coverage, and (ii) a separate \$1 million limit of liability for fiduciary coverage. As a claims-made policy, the D&O Policy only covers losses arising from covered claims against Insureds: (i) that occur during the policy term (i.e., the Coverage Period), and (ii) are reported prior to the expiration of the reporting period provided under the terms of the D&O Policy (the “*Reporting Period*”). At present, the Reporting Period expires 12:01 a.m. on October 31, 2017 (30 days from the expiration of the policy term).

17. Pursuant to the D&O Policy, National Union has provided the Debtors with a proposal to purchase the Tail by paying a premium in the amount of \$77,220. Purchasing such Tail would extend the Reporting Period for an additional six years from the effective date of the Tail (e.g., if the Tail becomes effective as of the expiration of the current Reporting Period, the Tail coverage would extend the Reporting Period until 12:01 a.m. on October 31, 2023.).

18. The Debtors’ opportunity to purchase the Tail expires October 31, 2017 at 12:01 a.m.

19. The Debtors are not aware of any existing claims against the Insureds that have not yet been reported to National Union under the D&O Policy. (There are certain claims asserted by prior employees of ORMC under the D&O Policy—none of which are believed to be material or extraordinary. The Tail will have no impact on these reported claims.) The Debtors recognize, however, that parties in interest have not had an opportunity to conduct meaningful diligence in connection with determining whether, and to what extent, the estates or anybody else

may have claims that may fall within the coverage provided by the D&O Policy or whether any Insureds may assert indemnification or other claims against the Debtors (which may otherwise be satisfied, in whole or in part, by the policy, subject to this Court's future approval, after notice, and opportunity to object, and a hearing, as is customary when any party seeks indemnity under a D&O Policy).

20. This is not surprising. As is typically the case, from the outset, the Debtors have been focused on obtaining approval of the Sale, and then closing (which took place just days ago). The Debtors suspect the Creditors' Committee and creditors have similarly devoted their time, attention, and resources to these matters. In view of these facts, while the Debtors do not know whether any claims can or will be made against the D&O Policy, they believe it is important to preserve what could potentially be a valuable asset by providing parties, including these estates, with additional time to consider, assert, and provide notice with respect to claims against Insureds under the D&O Policy.

21. As noted above, an Insured under certain coverages under the D&O Policy, the Tail will extend the Reporting Period as to claims against Jasper Health Service, Inc. and its officers and directors, for several reasons. First, as the original D&O Policy included Jasper and its board and officers, it is practically either hard or impossible to create a different scope of coverage in a Tail from a D&O Policy. Second, two of the Debtors' board members are also members of Jasper's board, and thus coverage is important in the event there is any claim against Jasper or its board, which could create a concomitant claim (via right of indemnity or otherwise) by the Debtors' representatives on the Jasper board against the Debtors. In all events, this coverage through the Tail, as to the Debtors and Jasper, is appropriate to ensure there are sources of recovery for all such claims.

22. In conclusion, the Debtors have determined to purchase the Tail for approximately \$77,220. The Debtors believe, for the factual reasons set forth above and the legal reasons set forth below, that the purchase price for the Tail is fair and reasonable, a proper exercise of the Debtors' business judgment, and, as noted, it has been funded by Navicent in any event.

### **Basis for Relief**

23. The Court may grant the relief requested herein pursuant to Section 363 of the Bankruptcy Code, which provides that "[t]he [debtor], after notice and a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate." 11 U.S.C. § 363(b)(1). Under Section 363 of the Bankruptcy Code, a Court may authorize a debtor to enter into transactions outside the ordinary course of business if a sound business purpose exists for doing so. *See Fulton State Bank v. Schipper (In re Schipper)*, 933 F.2d 513, 515 (7th Cir. 1991) (noting that the criteria for approval of a transaction under Section 363 of the Bankruptcy Code is whether the debtor has "an articulated business justification"); *see also In re Martin*, 91 F.3d 389, 395 (3d Cir. 1996) (*citing Schipper*); *In re Telesphere Commc'ns, Inc.*, 179 B.R. 544, 552 (Bankr. N.D. Ill. 1994). Moreover, if "the debtor articulates a reasonable basis for its business decisions (as distinct from a decision made arbitrarily or capriciously), courts will generally not entertain objections to the debtor's conduct." *In re Johns-Manville Corp.*, 60 B.R. 612, 616 (Bankr. S.D.N.Y. 1986) (citation omitted); *see also In re Commercial Mortg. & Fin. Co.*, 414 B.R. 389, 394 (Bankr. N.D. Ill. 2009) (noting that a debtor in possession "has the discretionary authority to exercise his business judgment in operating the debtors' business similar to the discretionary authority to exercise business judgment given to an officer or director of a corporation").



24. In addition, the Court has the authority, pursuant to its equitable powers under Section 105(a) of the Bankruptcy Code, to authorize the relief requested herein, because such relief is necessary for the Debtors to carry out their fiduciary duties under Section 1107(a) of the Bankruptcy Code. Section 105(a) of the Bankruptcy Code empowers Bankruptcy Courts to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105. Section 1107(a) of the Bankruptcy Code “contains an implied duty of the debtor-in-possession” to “protect and preserve the estate, including an operating business’ going-concern value,” on behalf of a debtor’s creditors and other parties in interest. *In re CEI Roofing, Inc.*, 315 B.R. 50, 59 (Bankr. N.D. Tex. 2004) (quoting *In re CoServ, L.L.C.*, 273 B.R. 487, 497 (Bankr. N.D. Tex. 2002)); *see also Unofficial Comm. of Equity Holders v. McManigle (In re Penick Pharm., Inc.)*, 227 B.R. 229, 232–33 (Bankr. S.D.N.Y. 1998) (“[U]pon filing its petition, the Debtor became debtor in possession and, through its management . . . was burdened with the duties and responsibilities of a bankruptcy trustee.”).

25. For the reasons articulated above, the Debtors’ decision to purchase the Tail is in the best interest of their estates and creditors and represents a reasonable exercise of their business judgment. As noted above, this purchase, and the buyer’s responsibility to fund it, has always been a part of the Sale and the Agreement (not only with Navicent, but also with the Stalking Horse). That said, the Debtors believe that it is best to seek an order from the Court expressly authorizing the transaction. Accordingly, the relief requested in this Motion should be granted.

**Waiver of the Certain Bankruptcy Rules Preventing the Immediate Effect of this Relief**

26. The Debtors respectfully request a waiver of the 14-day stay of an order authorizing the use, sale, or lease of property under Bankruptcy Rule 6004(h). Pursuant to

Bankruptcy Rule 6004(h), “[a]n order authorizing the use, sale, or lease of property other than cash collateral is stayed until the expiration of 14 days after entry of the order, unless the court orders otherwise.” Fed. R. Bankr. P. 6004(h). As set forth above, the payments proposed herein have already been fully disclosed, and the purchase of this Tail was always understood to be funded by the Sale, which has closed. The Debtors respectfully request that no stay of the effectiveness of any order on this Motion is needed. In addition, the Tail quote expires on October 31, 2017, and so allowing the stay to remain in effect could preclude this relief.

### **Notice**

27. Notice of this Motion has been given to the following parties, or to their counsel: (a) the Office of the United States Trustee for the Middle District of Georgia; (b) the Creditors’ Committee, (c) counsel to U.S. Bank National Association, as Bond Trustee, (d) the office of the Georgia Attorney General; (e) counsel to Navicent Health, Inc., (f) counsel to Jasper Health Services, Inc., and (g) all parties that have requested notice in these cases under Bankruptcy Rule 2002. In light of the nature of the relief requested, the Debtors respectfully submit that no further notice is necessary, and that this Court excuse any further notice requirements. In light of the nature of the relief requested, the Debtors respectfully submit that no further notice is necessary.

### **No Prior Request**

28. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

### **Conclusion**

WHEREFORE, the Debtors respectfully request that the Court enter an order substantially in the form attached hereto, granting the relief requested herein and granting the Debtors such other and further relief as the Court deems just and proper.

Dated: October 2, 2017

**BRYAN CAVE LLP**

/s/ Mark I Duedall

Mark I. Duedall (Ga. Bar No. 231770)

Leah Fiorenza McNeill (Ga. Bar No. 940554)

One Atlantic Center, Fourteenth Floor

1201 W. Peachtree Street, NW

Atlanta, Georgia 30309-3471

Telephone: (404) 572-6600

Facsimile: (404) 572-6999

Email: Mark.Duedall@bryancave.com

Email: Leah.Fiorenza@bryancave.com

*Counsel for the Debtors and Debtors-in-Possession*

**EXHIBIT A**

**PROPOSED ORDER**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE MIDDLE DISTRICT OF GEORGIA  
MACON DIVISION**

In re:	)	
	)	Chapter 11
OCONEE REGIONAL HEALTH	)	
SYSTEMS, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 17-51005-AEC
	)	
Debtors.	)	(Jointly Administered)
<hr/>		

**ORDER GRANTING DEBTORS' MOTION FOR AUTHORIZATION TO PURCHASE  
"TAIL" COVERAGE UNDER DIRECTORS AND OFFICERS INSURANCE POLICY**

Oconee Regional Health Systems, Inc., Oconee Regional Medical Center, Inc., Oconee Regional Health Services, Inc., Oconee Regional Emergency Medical Services, Inc., Oconee Regional Health Ventures, Inc. (sometimes d/b/a Oconee Neurology Services), Oconee Internal Medicine, LLC, Oconee Orthopedics, LLC, ORHV Sandersville Family Practice, LLC, and

---

<sup>1</sup> The last four digits of the employer identification number for each of the Debtors follow in parenthesis: (i) Oconee Regional Health Systems, Inc. (9394), (ii) Oconee Regional Medical Center, Inc. (9398), (iii) Oconee Regional Health Services, Inc. (9397), (iv) Oconee Regional Emergency Medical Services, Inc. (3857), (v) Oconee Regional Health Ventures, Inc. (sometimes d/b/a Oconee Neurology Services) (8516), (vi) Oconee Internal Medicine, LLC (1712), (vii) Oconee Orthopedics, LLC (3694), (viii) ORHV Sandersville Family Practice, LLC (1236), and (ix) Oconee Regional Senior Living, Inc. (5613). The Debtors' corporate mailing address is 821 North Cobb Street, Milledgeville, Georgia, 31061.

Oconee Regional Senior Living, Inc. (collectively, the “*Debtors*”), filed a motion (the “*Motion*,” Doc. \_\_\_\_\_) for entry of an order authorizing the Debtors to purchase certain extended reporting period coverage (the “*Tail*”) for Oconee Regional Health Systems, Inc.’s directors and officers, employment practices, and fiduciary insurance.

The Court has jurisdiction to consider the Motion and the relief requested in the Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue of these cases in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The Motion and the relief requested in the Motion constitute a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(M).

The Court has considered the Motion and the statements and arguments made at a hearing on the Motion, held on \_\_\_\_\_, 2017. This Court has determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and other parties in interest. The Debtors gave due and proper notice of the Motion and the Court has determined that additional or further notice of the Motion is not necessary, except as set forth below. The Court has determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted in this Order, and after due deliberation, and sufficient cause appearing therefor,

**IT IS ORDERED THAT:**

1. The Motion is GRANTED.
2. The Debtors are authorized to purchase the Tail; provided however, they may only purchase the Tail using funds provided by Navicent Health Oconee, LLC designated for this purpose pursuant to § 6.5(a) of the Asset Purchase Agreement by and between Navicent Health Oconee, LLC and the Debtors.

3. The Debtors are further authorized to execute all the documentation necessary to purchase the Tail and to take any and all actions that may be required or necessary to implement the Tail.

4. Notwithstanding the possible applicability of Bankruptcy Rules 6004(a), 6004(h), 6006(d), or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry and the requirements of Bankruptcy Rules 6004(a), 6004(h), and 6006(d) are hereby waived.

5. This Court shall retain jurisdiction with respect to any matters, claims, rights, or disputes arising from or related to the implementation of this Order.

6. The Debtors are directed, within three (3) business days of the entry of this Order, to serve a copy of this Order upon all the parties which were served with the Motion, along with any parties that have filed a notice of appearance in these cases since the filing of the Motion.

**\*\*\* END OF DOCUMENT \*\*\***

***Prepared and presented by:***

**BRYAN CAVE LLP**

/s/ Mark I. Duedall

Mark I. Duedall (Ga. Bar No. 231770)  
Leah Fiorenza McNeill (Ga. Bar No. 940554)  
One Atlantic Center - Fourteenth Floor  
1201 W. Peachtree Street, NW  
Atlanta, Georgia 30309-3471  
Telephone: (404) 572-6600  
Facsimile: (404) 572-6999  
Email: Mark.Duedall@bryancave.com  
Email: Leah.Fiorenza@bryancave.com

*Counsel for the Debtors and Debtors-in-Possession*

**DISTRIBUTION LIST**

Mark I. Duedall  
Leah Fiorenza McNeill  
Bryan Cave LLP  
One Atlantic Center - Fourteenth Floor  
1201 W. Peachtree Street, NW  
Atlanta, Georgia 30309-3471

Elizabeth A. Hardy  
Robert G. Fenimore  
Office of the United States Trustee  
440 Martin Luther King Jr. Boulevard  
Suite 302  
Macon, Georgia 31201-7910



**CERTIFICATE OF SERVICE**

This is to certify that on the date set forth below, I have electronically filed the foregoing **Debtors' Motion for Authorization to Purchase "Tail" Coverage Under Directors and Officers Insurance Policy** using the Court's CM/ECF filing system, which sent a notice of this filing and an accompanying link to this filing to all parties who have filed notices of appearance, which includes all parties listed in the Notice paragraph of the Motion, in these cases under the Court's CM/ECF system, including the following:

Elizabeth A. Hardy Robert G. Fenimore Email: Elizabeth.A.Hardy@usdoj.gov Email: Robert.G.Fenimore@usdoj.gov	David Cranshaw Michelle Madison Email: dcranshaw@mmmlaw.com Email: mmadison@mmmlaw.com
Ward Stone, Jr. Matthew S. Cathey David L. Bury, Jr. G. Daniel Taylor Email: WStone@stoneandbaxter.com Email: mcathey@stoneandbaxter.com Email: dbury@stoneandbaxter.com Email: dtaylor@stoneandbaxter.com	Lee B. Hart Email: lee.hart@nelsonmullins.com
Ian A. Hammel Eric R. Blythe Email: iahammel@mintz.com Email: erblythe@mintz.com	John A. Thomson, Jr. Email: John.thomson@arlaw.com
John D. Elrod Benjamin R. Keck Email: elrodj@gtlaw.com Email: keckb@gtlaw.com	John W. Mills, III Email: jmills@seyfarth.com
Thomas R. Walker Email: trwalker@mcguirewoods.com	John Burton Wilkerson, Jr. Email: bwilkerson@spgglaw.com
Dennis J. Connolly Thomas P. Clinkscales Email: dennis.connolly@alston.com Email: tom.clinkscales@alston.com	Jeffrey C. Wisler Email: jwisler@connollygallagher.com
Robert C. Hagler Isaac J. McAdams Email: rhagler@fulcherlaw.com Email: imcadams@fulcherlaw.com	Edgar W. Duskin, Jr. Email: wduskin@mcdrlaw.com
Daniel R. Schimizzi Email: dschimizzi@bernsteinlaw.com	J. Robert Williamson Email: rwilliamson@swlawfirm.com

Eugene S. Hatcher Email: esh@awrlaw.com	Brittany Bolton Wilson Email: bbolton@law.ga.gov
--	---

This 2nd day of October, 2017.

**BRYAN CAVE LLP**

/s/ Mark I. Duedall

Mark I. Duedall (Ga. Bar No. 231770)  
Leah Fiorenza McNeill (Ga. Bar No. 940554)  
One Atlantic Center, Fourteenth Floor  
1201 W. Peachtree Street, NW  
Atlanta, Georgia 30309-3471  
Email: Mark.Duedall@bryancave.com  
Email: Leah.Fiorenza@bryancave.com  
Telephone: (404) 572-6600  
Facsimile: (404) 572-6999

*Counsel for the Debtors and Debtors-in-Possession*