

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
GULF COAST HEALTH CARE, LLC, <i>et al.</i> , ¹)	Case No. 21-11336 (KBO)
)	
Debtors.)	Jointly Administered
)	
)	Related to Docket Nos. 163, 574, 575
)	

ORDER AUTHORIZING DEBTORS TO (I) RETAIN ANKURA CONSULTING GROUP, LLC TO PROVIDE DEBTORS A CHIEF RESTRUCTURING OFFICER AND CERTAIN ADDITIONAL PERSONNEL AND (II) DESIGNATE M. BENJAMIN JONES AS CHIEF RESTRUCTURING OFFICER AND RUSSELL A. PERRY AS ASSISTANT CHIEF RESTRUCTURING OFFICER FOR THE DEBTORS, EFFECTIVE AS OF THE PETITION DATE

Upon the application (the “**Application**”)² of the Debtors for entry of an order (this “**Order**”) for authorization to retain Ankura Consulting Group, LLC (“**Ankura**”) to provide the Debtors with a Chief Restructuring Officer (“**CRO**”) and certain Additional Personnel (as described in the Application) and designate M. Benjamin Jones as the Debtors’ CRO and Russell A. Perry as Assistant Chief Restructuring Officer (“**Assistant CRO**”), effective as of the Petition Date on the terms set forth in the Engagement Letter, all as more fully set forth in the Application; and the Court being satisfied that Ankura has the capability and experience to provide the services described in the Application, and that Ankura does not hold or represent a disqualifying interest adverse to the Debtors; and upon the Jones Declaration and the

The last four digits of Gulf Coast Health Care, LLC's federal tax identification number are 9281. There are 62 Debtors in these chapter 11 cases, which cases are being jointly administered for procedural purposes only. A complete list of the Debtors and the last four digits of their federal tax identification numbers are not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/GulfCoastHealthCare>. The location of Gulf Coast Health Care, LLC's corporate headquarters and the Debtors' service address is 9511 Holsberry Lane, Suite B11, Pensacola, FL 32534.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

supplemental declaration of M. Benjamin Jones in support of the Application [Docket No. 574] (together with the Jones Declaration, the “**Declarations**”); and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and the matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and venue of this proceeding and the Application in this District being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court being able to issue a final order consistent with Article III of the United States Constitution; and due and sufficient notice of the Application having been given under the particular circumstances; and it appearing that no other or further notice is necessary; and it appearing that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Application is granted as set forth herein.
2. The Debtors are authorized, but not directed, to retain Ankura to provide the Debtors with a CRO and certain Additional Personnel and to designate M. Benjamin Jones as the Debtors’ CRO and Russell A. Perry as Assistant CRO, effective as of the Petition Date on the terms set forth in the Engagement Letter, subject to the following terms, which apply notwithstanding anything in the Engagement Letter or the Application or any Exhibits related thereto to the contrary:

- (a) Ankura and its affiliates shall not act in any other capacity (for example, and without limitation, as a financial advisor, claims agent/claims administrator, or investor/acquirer) in connection with the Chapter 11 Cases.

- (b) Ankura personnel serving in executive officer positions disclosed in the Application shall serve at the direction, control and guidance of the board of managers of debtor Gulf Coast Health Care, LLC (the “**Board**”), and shall serve at the Board’s pleasure (that is, such personnel serving in executive officer positions may be removed by majority vote of the Board).
- (c) In the event the Debtors seek to have Ankura personnel assume executive officer positions that are different than the positions disclosed in the Application, or to materially change the terms of the engagement by either (i) modifying the functions of personnel, (ii) adding new executive officers, or (iii) altering or expanding the scope of the engagement, a motion to modify the retention shall be filed.
- (d) Notwithstanding anything in the Application or the Declarations to the contrary, Ankura shall, to the extent that Ankura uses the services of independent contractors, subcontractors, or employees of foreign affiliates or subsidiaries (collectively, the “**Contractors**”) in these cases, pass through the cost of such Contractors to the Debtors at the same rate that Ankura pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflicts checks as required for Ankura; and (iv) file with this Court disclosures pertaining to such use.
- (e) On or prior to the 28th day of each month, Ankura shall file with the Court with copies to the United States Trustee (the “**U.S. Trustee**”) and all official committees, a report of staffing on the engagement for the previous month. Such report shall include the names and functions filled of the individuals assigned. All staffing shall be subject to review by the Court in the event an objection is filed.
- (f) No principal, employee, or independent contractor of Ankura or its affiliates shall serve as a director or on the board of managers of any of the above-captioned Debtors during the pendency of the Chapter 11 Cases.
- (g) Ankura shall file with the Court, and provide notice to the U.S. Trustee and all official committees, reports of compensation earned and expenses incurred on a quarterly basis. Such reports shall contain summary charts which describe the services provided, identify the compensation earned by each executive officer and staff employee provided, and itemize the expenses incurred. In

addition, for personnel providing services at an hourly rate, Ankura shall append time records to the compensation reports. The time records shall (i) contain detailed time entries describing the tasks performed on a daily basis, (ii) identify the time spent completing each task in one-tenth hour increments and the corresponding charge (time multiplied by hourly rate) for each task, and (iii) be organized by project category. For personnel providing services at a flat rate, Ankura shall provide the total number of hours worked for the reporting period. Parties in interest in these chapter 11 cases shall have twenty-one (21) days after the date each compensation report is filed to object to such report. In the event an objection is raised and not consensually resolved between the Debtors and the objecting party, the dispute shall be subject to review by the Court. Upon receipt of any objection, the Debtors shall deduct an amount equal to the amount objected to from the next payment to Ankura until such objection is resolved, either consensually or by Court order.

- (h) Notwithstanding the requirements of paragraph (g) above, the Debtors are authorized, but not directed, to pay, in the ordinary course of business, all amounts invoiced by Ankura for fees and expenses incurred in connection with Ankura's retention.
- (i) For a period of three years after the conclusion of the engagement, neither Ankura nor any of its affiliates shall make any investments in the Debtors or the Reorganized Debtors.
- (j) Ankura shall disclose any and all facts that may have a bearing on whether Ankura, any of its affiliates, and/or any individuals working on the engagement have any interest materially adverse to the interest of the Debtors' estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason. The obligation to disclose identified in this subparagraph is a continuing obligation.
- (k) Success fees, transaction fees, or other back-end fees shall be approved by the Court at the conclusion of the Chapter 11 Cases on a reasonableness standard and are not being pre-approved by entry of this Order. No success fee, transaction fee, or back-end fee shall be sought upon conversion of the Chapter 11 Cases, dismissal of the Chapter 11 Cases for cause, or appointment of a trustee.
- (l) The Debtors are permitted to indemnify those persons serving as executive officers on the same terms as provided to the Debtors'

other officers and directors under the corporate bylaws and applicable state law, along with insurance coverage under the Debtors' D&O policy. There shall be no other indemnification provided in connection with the services authorized pursuant to this Order.

3. Ankura shall not receive payment from the Debtors' estates for any fees or costs arising from the defense of an objection to its fees or expenses in the Chapter 11 Cases.

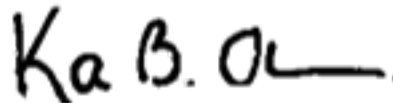
4. The following provisions in the Engagement Letter Agreement shall have no force and effect for services rendered pursuant to this Order: paragraph 11 (limitation of liability); paragraph 18(b) (exculpation); and paragraph 18(f) (limitation on actions).

5. To the extent there is inconsistency between the terms of the Engagement Letter, the Application, and this Order, the terms of this Order shall govern.

6. The Debtors are authorized to take all actions necessary to implement the relief granted in this Order.

7. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: December 16th, 2021
Wilmington, Delaware


KAREN B. OWENS
UNITED STATES BANKRUPTCY JUDGE