



Frank W. Volk
Frank W. Volk
United States District Judge

Dated: January 15th, 2020

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF WEST VIRGINIA**

<p>In re:</p> <p>THOMAS HEALTH SYSTEM, INC., et al.</p> <p>Debtors¹</p>	<p>Chapter 11</p> <p>Case No. 20-20007 (FWV)</p> <p>(Jointly Administered)</p> <p>Related to Docket No. 14</p>
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**INTERIM ORDER AUTHORIZING (I) DEBTORS TO PAY CERTAIN
PREPETITION TAXES AND FEES AND (II) FINANCIAL INSTITUTIONS
TO HONOR AND PROCESS RELATED CHECKS AND TRANSFERS**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) for entry of interim and final orders: (i) authorizing, but not requiring, the Debtors, in their sole discretion, to pay the Taxes, and (ii) authorizing the Debtors’ financial institutions to receive, process, honor and pay checks or wire transfers used by the Debtors to pay such Taxes, the Court finds that: (a) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334(b); (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) the relief requested in the Motion is in the best interest of the Debtors, their estates and creditors, and is necessary to avoid immediate and irreparable harm to the Debtors; (d) proper and adequate notice of the Motion and the hearing thereon has been given and no other or further

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Thomas Health System, Inc. (0674); Herbert J. Thomas Memorial Hospital Association (4900); Charleston Hospital, Inc. (2692); and THS Physician Partners, Inc. (5947).

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

notice is necessary; and (e) upon the record herein after due deliberation thereon, good and sufficient cause exists for the granting of the relief set forth herein. Therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on an interim basis as set forth herein.
2. The Debtors are authorized, but not required, in their sole discretion to pay any Taxes in the ordinary course of business that were due and payable or related to the period prior to the Petition Date or that become due and payable and relate to the period after the Petition Date.
3. All applicable banks and other financial institutions are hereby authorized to receive, process, honor and pay any and all checks, drafts, wires, check transfer requests or automated clearing house transfers evidencing amounts paid by the Debtors under this Interim Order whether presented prior to or after the Petition Date to the extent the Debtors have good funds standing to their credit with such bank or other financial institution. Such banks and financial institutions are authorized to rely on the representations of the Debtors as to which checks are issued or authorized to be paid pursuant to this Interim Order without any duty of further inquiry and without liability for following the Debtors' instructions.
4. Notwithstanding the relief granted in this Interim Order, any payment made by the Debtors pursuant to the authority granted herein shall be subject to and limited by any orders in the Chapter 11 Cases authorizing the use of cash collateral and the budget described therein.
5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Interim Order in accordance with the Motion. Authorizations given in this Interim Order empower but do not direct the Debtors to effectuate any of the payments specified herein.

6. The Final Hearing shall be held on February 19, 2020 at 1:30p.m. (prevailing Eastern Time). Any objections or responses to entry of the proposed Final Order shall be filed with the Clerk of this Court on or before 4:00 p.m. (prevailing Eastern Time) on February 12, 2020, and served on the following parties: (a) the Office of the United States Trustee, 300 Virginia Street East, Room 2025, Charleston, West Virginia 25301; (b) proposed counsel to the Debtors, Whiteford Taylor & Preston, LLP, 200 First Avenue, Third Floor, Pittsburgh, PA 15222, Attn: Michael J. Roeschenthaler, Esq. (mroeschenthaler@wtplaw.com); (c) proposed co-counsel for the Debtors, Frost Brown Todd, LLC, 500 Virginia Street East, Suite 1100, Charleston, WV 25301, Attn: Jared M. Tully, Esq. (jtully@fbtlaw.com); and (d) counsel to any official committee appointed in these cases.

7. In the event no objections to entry of the proposed Final Order are timely received, the Court may enter the proposed Final Order without need for the final hearing.

8. Notwithstanding the relief granted in this Interim Order and any actions taken pursuant to such relief, nothing in this Interim Order shall be deemed: (a) an admission regarding the validity or amount of any claim against the Debtors; (b) a waiver of the Debtors' rights to subsequently dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (e) a waiver or limitation of the Debtors' rights under the Bankruptcy Code or any other applicable law.

9. The Court finds and determines that the requirements of Bankruptcy Rule 6003 are satisfied and that the relief requested is necessary to avoid immediate and irreparable harm.

10. The notice of the relief requested in the Motion satisfies Bankruptcy Rule 6004(a) and, pursuant to Bankruptcy Rule 6004(h), the terms and provisions of this Order shall be immediately effective and enforceable upon its entry.

11. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Presented By:

/s/ Jared M. Tully

Jared M. Tully, Esq. (WV Bar No. 9444)
FROST BROWN TODD, LLC
500 Virginia Street East, Suite 1100
Charleston, WV 25301
304-345-0111 (phone)
304-345-0115 (fax)
jtully@fbtlaw.com

Ronald E. Gold, Esq. (Ohio Bar No. 0061351)
Douglas L. Lutz, Esq. (Ohio Bar No. 0064761)
3300 Great American Tower
301 East Fourth Street
Cincinnati, Ohio 45202
513-651-6800 Telephone
513-651-6981 Facsimile
rgold@fbtlaw.com
dlutz@fbtlaw.com

*Proposed Local Counsel to the Debtors and
Debtors-in-Possession*

-AND-

Brandy M. Rapp (WV Bar No. 10200)
WHITEFORD TAYLOR & PRESTON LLP
10 S. Jefferson Street, Suite 1110
Roanoke, Virginia 24011
(540) 759-3577 Tel.
(540) 759-3567 Fax
brapp@wtplaw.com

Michael J. Roesenthaler (PA Id. No. 87647)
200 First Avenue, Third Floor
Pittsburgh, PA 15222
(412) 618-5601 Tel.
mroeschenthaler@wtplaw.com

*Proposed Counsel to the Debtors and
Debtors-in-Possession*

10398404

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF WEST VIRGINIA

In re: THOMAS HEALTH SYSTEM, INC., <u>et al.</u> Debtor. <u>Debtors</u>¹	Chapter 11 Case No. 20-20007 (FWV) (Joint Administration Requested) <u>Jointly Administered</u> <u>Related to Docket No. 14</u>
In re: HERBERT J. THOMAS MEMORIAL HOSPITAL ASSOCIATION, Debtor.	Chapter 11 Case No. 20-20008 (FWV) (Joint Administration Requested)
In re: CHARLESTON HOSPITAL, INC., Debtor.	Chapter 11 Case No. 20-20009 (FWV) (Joint Administration Requested)
In re: THS PHYSICIAN PARTNERS, INC., Debtor.	Chapter 11 Case No. 20-20010 (FWV) (Joint Administration Requested) Related to Docket No.

**INTERIM ORDER AUTHORIZING (I) DEBTORS TO PAY CERTAIN
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Upon the motion (the “Motion”)⁺² of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) for entry of interim and final orders: (i) authorizing, but not requiring, the Debtors, in their sole discretion, to pay the Taxes, and (ii) authorizing the Debtors’ financial institutions to receive, process, honor and pay checks or wire transfers used by the Debtors to pay such Taxes, the Court finds that: (a) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334(b); (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) the relief requested in the Motion is in the best interest of the Debtors, their estates and creditors, and is necessary to avoid immediate and irreparable harm to the Debtors; (d) proper and adequate notice of the Motion and the hearing thereon has been given and no other or further notice is necessary; and (e) upon the record herein after due deliberation thereon, good and sufficient cause exists for the granting of the relief set forth herein. Therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on an interim basis as set forth herein.
2. The Debtors are authorized, but not required, in their sole discretion to pay any Taxes in the ordinary course of business that were due and payable or related to the period prior to the Petition Date or that become due and payable and relate to the period after the Petition Date.
3. All applicable banks and other financial institutions are hereby authorized to receive, process, honor and pay any and all checks, drafts, wires, check transfer requests or automated clearing house transfers evidencing amounts paid by the Debtors under this Interim Order whether presented prior to or after the Petition Date to the extent the Debtors have good funds standing to their credit with such bank or other financial institution. Such banks and

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

financial institutions are authorized to rely on the representations of the Debtors as to which checks are issued or authorized to be paid pursuant to this Interim Order without any duty of further inquiry and without liability for following the Debtors' instructions.

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5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Interim Order in accordance with the Motion. Authorizations given in this Interim Order empower but do not direct the Debtors to effectuate any of the payments specified herein.

6. The Final Hearing shall be held on _____, 2020 at ____m. (prevailing Eastern Time). Any objections or responses to entry of the proposed Final Order shall be filed with the Clerk of this Court on or before 4:00 p.m. (prevailing Eastern Time) on _____ 2020, and served on the following parties: (a) the Office of the United States Trustee, 300 Virginia Street East, Room 2025, Charleston, West Virginia 25301; (b) proposed counsel to the Debtors, Whiteford Taylor & Preston, LLP, 200 First Avenue, Third Floor, Pittsburgh, PA 15222, Attn: Michael J. Roeschenthaler, Esq. (mroeschenthaler@wtplaw.com); (c) proposed co-counsel for the Debtors, Frost Brown Todd, LLC, 500 Virginia Street East, Suite 1100, Charleston, WV 25301, Attn: Jared M. Tully, Esq. (jtully@fbtlaw.com); and (d) counsel to any official committee appointed in these cases.

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~~/s/ Brandy M. Rapp—Jared M. Tully~~
~~Brandy M. Rapp (WV Bar No. 10200)~~
~~WHITEFORD TAYLOR & PRESTON LLP~~
~~10 S. Jefferson Street, Suite 1110~~
~~Roanoke, Virginia 24011~~
~~(540) 759-3577 Tel.~~
~~(540) 759-3567 Fax~~
~~brapp@wtplaw.com~~

~~Michael J. Roeschenthaler (PA Id. No. 87647)~~
~~200 First Avenue, Third Floor~~
~~Pittsburgh, PA 15222~~
~~(412) 618-5601 Tel.~~
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Jared M. Tully, Esq. (WV Bar No. 9444)
FROST BROWN TODD, LLC
500 Virginia Street East, Suite 1100
Charleston, WV 25301
304-345-0111 (phone)
304-345-0115 (fax)
jtully@fbtlaw.com

Ronald E. Gold, Esq. (Ohio Bar No. 0061351)
Douglas L. Lutz, Esq. (Ohio Bar No. 0064761)
3300 Great American Tower
301 East Fourth Street
Cincinnati, Ohio 45202
513-651-6800 Telephone
513-651-6981 Facsimile
rgold@fbtlaw.com
dlutz@fbtlaw.com

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[WHITEFORD TAYLOR & PRESTON LLP](#)
[10 S. Jefferson Street, Suite 1110](#)
[Roanoke, Virginia 24011](#)
[\(540\) 759-3577 Tel.](#)
[\(540\) 759-3567 Fax](#)
brapp@wtplaw.com

[Michael J. Roeschenthaler \(PA Id. No. 87647\)](#)
[200 First Avenue, Third Floor](#)
[Pittsburgh, PA 15222](#)
[\(412\) 618-5601 Tel.](#)
mroeschenthaler@wtplaw.com

*Proposed Counsel to the Debtors and
Debtors-in-Possession*

[10398404](#)

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Inserted cell	
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Moved cell	
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Statistics:	
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Deletions	28
Moved from	12
Moved to	12
Style change	0
Format changed	0
Total changes	64

Notice Recipients

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Case: 2:20-bk-20007

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Recipients of Notice of Electronic Filing:

aty	Brandy M Rapp	brapp@wtplaw.com
aty	Daniel R. Schimizzi	dschimizzi@wtplaw.com

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