

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

In re:

THOMAS HEALTH SYSTEM, INC., et al.

Debtors.¹

Chapter 11

Case No. 20-20007 (FWV)
(Jointly Administered)

NOTICE OF ORDER (I) GRANTING CONDITIONAL APPROVAL OF THE DEBTORS' DISCLOSURE STATEMENT; (II) SCHEDULING THE DISCLOSURE STATEMENT AND PLAN CONFIRMATION HEARING AND ESTABLISHING DEADLINES RELATED THERETO; (III) APPROVING FORM OF BALLOTS, VOTING DEADLINE, AND SOLICITATION PROCEDURES; AND (IV) APPROVING FORM AND MANNER OF NOTICE

PLEASE TAKE NOTICE of the following:

1. **Conditional Approval of Disclosure Statement.** The United States Bankruptcy Court for the Southern District of West Virginia (the "Court") entered an order dated July 8, 2020 (the "Solicitation Procedures Order"): (i) granting conditional approval of the Disclosure Statement for Joint Chapter 11 Plan of Reorganization (the "Disclosure Statement") filed by the Debtors; (ii) consolidating the hearing on final approval of the Disclosure Statement with the hearing to consider confirmation of the Debtors' Joint Chapter 11 Plan of Reorganization (as may be modified or amended, the "Plan"); (iii) establishing the deadline for filing objections to final approval of the Disclosure Statement and confirmation of the Plan; (iv) approving the form of ballots, voting deadline and solicitation procedures on a final basis; and (v) approving the form and manner of confirmation notice. The Solicitation Procedures Order authorizes the Debtors to solicit votes to accept or reject the Plan.

2. **Confirmation Hearing.** A hearing (the "Confirmation Hearing") to consider the approval of the Disclosure Statement and confirmation of the Plan has been scheduled for **August 15, 2020 at 10:00 a.m. (Prevailing Eastern Time)** before the Honorable Frank W. Volk, United States Bankruptcy Court for the Southern District of West Virginia, Robert C. Byrd U.S. Courthouse, 300 Virginia Street East, Charleston, West Virginia. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors in open court of the adjourned date(s) at the Confirmation Hearing or any continued hearing or as indicated in any notice of agenda of matters scheduled for hearing filed with the Court. The Debtors may modify the Plan, if necessary, prior to, during, or as a result of the Confirmation Hearing without further notice.

3. **Voting Procedures.** Certain holders of impaired claims against the Debtors' estates as of June 18, 2020 (the "Voting Record Date") are entitled to vote on the Plan. If you hold such a claim, you will receive a solicitation package which will include a copy of: (i) the Solicitation

¹ The Debtors in these cases, along with the last four digits of each Debtors' federal tax identification number, are: Thomas Health System, Inc. (0674); Herbert J. Thomas Memorial Hospital Association (4900); Charleston Hospital, Inc. (2692); THS Physician Partners, Inc. (5947); and TMH Services, Inc. (6607).

Procedures Order; (ii) the Disclosure Statement; (iii) the Plan; (iv) an appropriate ballot(s) and voting instructions; (v) a pre-addressed return envelope; and (vi) any other documents or materials required by the Court to be included in the solicitation package. Please review the ballot(s), including the instructions for how to vote on the Plan. **Failure to follow the voting instructions may disqualify your vote.**

4. **Voting Deadline.** The deadline to vote on the Plan is August 11, 2020 at 5:00 PM (Prevailing Eastern Time) (the “Voting Deadline”). All ballots accepting or rejecting the Plan be either: (a) electronically submitted by way of the Noticing Agent’s website² by the Voting Deadline; or (b) actually received by the Noticing Agent by the Voting Deadline at the following address, as specified on each holders’ Ballot:

**Thomas Health System, Inc., et al. Solicitations
c/o Omni Agent Solutions
5955 De Soto Avenue, Suite 100
Woodland Hills, CA 91367**

5. **Parties in Interest Not Entitled to Vote.** Holders of unimpaired claims against the Debtors’ estates are not entitled to vote on the Plan. If you hold such a claim or equity interest, you will receive a notice of your non-voting status.

6. **Objections to Confirmation.** The deadline for filing and serving objections to confirmation of the Plan and final approval of the Disclosure Statement is August 4, 2020 (the “Confirmation Objection Deadline”). Any objections or responses to entry of a final order approving the Disclosure Statement and/or confirming the Plan shall be filed with the Court on or before the Confirmation Objection Deadline and served in a manner so that they are actually received on or before the Confirmation Objection Deadline by the following parties: (a) the Debtors, Thomas Health System, Inc., *et al.*, 4605 MacCorkle Ave SW, South Charleston, West Virginia, 25309, Attn: Aaron Alexander; (b) counsel to the Debtors, Whiteford, Taylor & Preston, LLP, 300 First Avenue, Floor 3, Pittsburgh, Pennsylvania, 15222, Attn: Michael J. Roeschenthaler (mroeschenthaler@wtplaw.com) and 10 S. Jefferson Street, Suite 1110, Roanoke, Virginia, 24011, Attn: Brandy M. Rapp (brapp@wtplaw.com); (c) the Office of the United States Trustee, 2025 Robert C. Byrd U.S. Courthouse, 300 Virginia Street, East Charleston, West Virginia, 25301, Attn: Gary O. Kinder (gary.o.kinder@usdoj.gov); (d) counsel to UMB Bank, N.A., Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., One Financial Center, Boston, Massachusetts, 02111, Attn: Ian Hammel (iahammel@mintz.com); (e) counsel to the Committee, Sills, Cummis & Gross, P.C., One Riverfront Plaza, Newark, New Jersey, 07102, Attn: Andrew H. Sherman (asherman@sillscummis.com) and (f) any other party that has filed a request for notices with the Court in the Debtors’ chapter 11 cases.

7. **Form of Objections.** All objections to final approval of the Disclosure Statement or confirmation of the Plan must: (a) be in writing; (b) comply with the Federal Rules of Bankruptcy Procedure; (c) state the name and address of the objecting party and the amount and nature of the claim beneficially owned by such entity; (d) state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Plan that would

²<https://omniagentsolutions.com/thomas>

resolve such objections; and (e) be filed with the Court with proof of service thereof and served upon the notice parties so as to be actually received by the Confirmation Objection Deadline. Pursuant to Bankruptcy Rule 3020(b), if no objection to confirmation of the Plan is timely filed, the Court may determine that the Plan has been proposed in good faith and not by any means forbidden by law without receiving evidence on such issues.

8. **Additional Information.** To obtain a copy of the Solicitation Procedures Order, the Disclosure Statement, the Plan, or any related documents, please contact the Debtors' Noticing Agent, Thomas Health System, Inc., *et al.*, Solicitations c/o Omni Agent Solutions, 5955 De Soto Avenue, Suite 100, Woodland Hills, CA 91367, (866) 205-3143, or by visiting the Noticing Agent's website: <https://omniagentsolutions.com/thomas>. **PLEASE NOTE THAT THE NOTICING AGENT IS NOT PERMITTED TO GIVE LEGAL ADVICE**

9. **Releases, Injunctions, and Exculpation.** Article VIII of the Plan provides for certain releases by the Debtors and holders of claims, and injunctions related to same. Article VIII of the Plan enjoins, among other things, any holder of any claim or any other party-in-interest in the Debtors' chapter 11 cases from directly or indirectly commencing or continuing, in any manner, any action or other proceeding of any kind against the Debtors, enforcing judgments related to such claims or interests, asserting rights of setoff, recoupment or subrogation, or interfering in any way with the Plan. Article VIII of the Plan also enjoins parties from taking any action against entities that are released under the Plan. You are encouraged to read the aforementioned provisions carefully in connection with any vote you may cast to accept or reject the Plan.

WHITEFORD TAYLOR & PRESTON LLP	FROST BROWN TODD, LLC
<p><u>/s/ Brandy M. Rapp</u> Brandy M. Rapp (WV Bar No. 10200) 10 S. Jefferson Street, Suite 1110 Roanoke, Virginia 24011 (540) 759-3577 Tel. brapp@wtplaw.com</p> <p>Michael J. Roesenthaler (PA Id. No. 87647) 200 First Avenue, Third Floor Pittsburgh, PA 15222 (412) 618-5601 Tel. mroesenthaler@wtplaw.com <i>Counsel to the Debtors and Debtors-in-Possession</i></p>	<p>Jared M. Tully (WV Bar No. 9444) 500 Virginia Street East, Suite 1100 Charleston, WV 25301 T: 304-345-0111 jtully@fbtlaw.com</p> <p>Ronald E. Gold (Ohio Bar No. 0061351) Douglas L. Lutz (Ohio Bar No. 0064761) 3300 Great American Tower 301 East Fourth Street Cincinnati, Ohio 45202 T: 513-651-6800 rgold@fbtlaw.com dlutz@fbtlaw.com <i>Local Counsel to the Debtors and Debtors-in-Possession</i></p>