



IT IS ORDERED as set forth below:

Date: July 26, 2018

Wendy L. Hagenau

Wendy L. Hagenau
U.S. Bankruptcy Court Judge

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

IN RE:)	CHAPTER 11
)	
CLAYTON GENERAL, INC., f/k/a Southern)	Jointly Administered Under
Regional Health System, Inc., d/b/a/ Southern)	CASE NO. 15-64266-wlh
Regional Medical Center, et al.,)	
)	
Debtors.)	
)	

**ORDER CONFIRMING FIRST AMENDED JOINT PLAN
OF LIQUIDATION PROPOSED BY DEBTORS AND
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

THIS CAUSE came before the Court at a hearing on July 24, 2018, at 10:00 a.m. (the “**Hearing**”), to consider confirmation of the First Amended Joint Plan of Liquidation [Dkt. No. 934] (the “**Plan**”) filed by Clayton General, Inc. f/k/a Southern Regional Health System, Inc. d/b/a Southern Regional Medical Center, Clayton General Group, Inc. f/k/a Southern Crescent Physicians’ Group, Inc., Clayton General Real Estate, Inc. f/k/a Southern Crescent Real Estate, Inc., Clayton General ASC, Inc. f/k/a Southern Regional Ambulatory Surgery, Inc., Southlake ASC, LLLP f/k/a Southlake Ambulatory Surgery Center, L.L.L.P. d/b/a Mount Zion Surgery



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Center a/k/a Spivey Station Surgery Center, and Clayton General Services, Inc. f/k/a Southern Regional Medical Services, Inc., debtors and debtors-in-possession (collectively, the “**Debtors**”), and the Official Committee of Unsecured Creditors (the “**Committee**” and, collectively with the Debtors, the “**Plan Proponents**”) on June 7, 2018 and any objections thereto. In the event of any conflict between the Plan and this Order (the “**Confirmation Order**”), the terms of this Confirmation Order shall control. The Plan, as modified by this Confirmation Order, shall be referred to herein as the “**Confirmed Plan.**” By Order docketed June 8, 2018 [Dkt. No. 938] (the “**Order Approving Disclosure Statement**”), the Disclosure Statement to Accompany the First Amended Joint Plan of Liquidation [Dkt. No. 935] (the “**Disclosure Statement**”) was approved. All creditors and parties-in-interest were given proper notice of the Hearing and the deadline of 5:00 p.m. (Eastern) on July 17, 2018, for filing (1) ballots accepting or rejecting the Plan, and (2) any objections to confirmation of the Plan. Any capitalized terms in this Confirmation Order not otherwise defined herein shall have the same meaning ascribed to them in the Plan.

Present at the Hearing were J. Robert Williamson and Matthew W. Levin, counsel for the Debtors; Kevin Van de Grift of GGG Partners, LLC, Financial Advisors to the Debtors; Andres Estrada of Kurtzman Carson Consultants LLC, claims, notice and balloting agent for the Debtors (telephonically); James G. Adams, President and CEO of the Debtors; Francis J. Lawall and James C. Cifelli, counsel for the Committee; Thomas W. Dworschak, counsel for the U.S. Trustee; Michael I. Baird, counsel for the Pension Benefit Guaranty Corporation (telephonically); Jonathan C. Vair and Graham H. Stieglitz, counsel for George E. Hoffman, Jr.; and Daniel J. Merrett, counsel for Emory Healthcare, Inc. and Emory Clinically Integrated Network, LLC. No objections to the Plan were filed or asserted at the Hearing.

At the Hearing, the Court heard argument of counsel, and the Debtors proffered the testimony of Kevin Van de Grift of GGG Partners, LLC, Financial Advisors to the Debtors, which was admitted without objection. Additionally, the Debtors offered in support of confirmation of the Plan the following items: (i) a Report of Balloting, filed on July 19, 2018 [Dkt. No. 968]; and (ii) a proffer of testimony of Kevin Van de Grift, which was read into the record (the “**Proffer**”). The Report of Balloting and the Proffer were admitted into evidence.

The Court, having considered statements of counsel at the Hearing and all evidence of record, and being otherwise duly advised of the premises, makes the following findings of fact and conclusions of law:

1. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(L). This matter arises under Title 11, United States Code (the “**Bankruptcy Code**”), and jurisdiction is vested in this Court to enter a final order by virtue of 28 U.S.C. § 1334(a) and (b) and 28 U.S.C. §§ 157(a) and (b)(1). These findings of fact and conclusions of law are being entered under Rule 7052 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

2. The Court takes judicial notice of the docket of the Bankruptcy Case maintained by the Clerk of the Court, including without limitation, all pleadings, orders, and all evidence and argument made, proffered or adduced at the hearings held before the Court during the pendency of the Bankruptcy Case.

3. After notice and a hearing in accordance with Bankruptcy Rule 3017, the Disclosure Statement was approved as set forth in the Order Approving Disclosure Statement entered by this Court on June 8, 2018 [Dkt. No. 938] as containing adequate information pursuant to Section 1125 of the Bankruptcy Code.

4. In accordance with (a) the Order Approving Disclosure Statement, (b) the Order Granting Joint Motion for an Order Approving Solicitation Procedures and Form of Solicitation Materials, entered on June 8, 2018 [Dkt. No. 936] (the “**Solicitation Procedures Order**”), and (c) Bankruptcy Rule 3017, the Plan Proponents properly caused copies of the Plan Notice (as such term is defined in the Solicitation Procedures Order), the Solicitation Letter (as such term is defined in the Solicitation Procedures Order), the Disclosure Statement, the Ballot (as such term is defined in the Solicitation Procedures Order) or Notice of Non-Voting Status (as such term is defined in the Solicitation Procedures Order), and the Order Approving Disclosure Statement (which included notice of the time for filing acceptances or rejections of the Plan, notice of the time for filing any objections to confirmation of the Plan, and notice of the Hearing) to be transmitted to the Office of the United States Trustee, holders of Claims and other parties in interest.

5. The Plan provides for the substantive consolidation as of the Effective Date of all of the Debtors and the Debtors’ bankruptcy estates for all purposes related to Claims and distribution of assets under the Plan. Substantive consolidation is appropriate where the plan proponent demonstrates that (a) there is a substantial identity between the entities to be consolidated; and (b) consolidation is necessary to avoid some harm or to realize some benefit. *Eastgroup Props. v. Southern Motel Assocs. Ltd.*, 935 F.2d 245, 249 (11th Cir. 1991). In this case, the Plan proponents have established numerous factors which support substantive consolidation under the applicable standards, as described in the Disclosure Statement. Moreover, creditors and parties in interest were given notice of the proposed substantive consolidation under the Plan, and no objections thereto were filed or asserted at the Hearing. Accordingly, the requirements for substantive consolidation of the Debtors and their respective bankruptcy estates as proposed under the Plan have been satisfied.

6. Each of the Plan releases, exculpations, and injunction provisions including without limitation those set forth in Plan §§ 7.01, 7.02, 7.03 and 7.09 is: (i) within the jurisdiction of the Bankruptcy Court; (ii) an essential means of implementing the Plan pursuant to Section 1123(a)(5) of the Bankruptcy Code; (iii) an integral element of the confirmation of the Plan; (iv) in the best interests of and confers material benefits upon, the Debtors, their bankruptcy estates, and creditors; (v) important to the overall objectives of the Plan to finally resolve certain claims among or against the applicable parties in interest in the Bankruptcy Case; and (vi) consistent with Sections 105, 1123, and 1129 of the Bankruptcy Code, Bankruptcy Rule 9019, and applicable law.

7. **Plan Complies With Bankruptcy Code (Section 1129(a)(1)).**

The Plan complies with the applicable provisions of the Bankruptcy Code as required by Section 1129(a)(1) thereof.

8. **Proper Classification (Sections 1122 and 1123(a)(1)).**

The classification of Claims and Interests under the Plan complies with Sections 1122 and 1123(a)(1) of the Bankruptcy Code. Each Claim and Interest placed in a particular Class pursuant to the Plan is substantially similar to the other Claims or Interests, as the case may be, in such Class.

9. **Unimpaired Classes (Section 1123(a)(2)).**

Claims classified in Class 1 are not impaired under the Plan, and the Plan so specifies.

10. **Treatment of Impaired Classes (Section 1123(a)(3)).**

Claims or Interests classified in Classes 2, 3, 4 and 5 are impaired, as specified in the Plan, and the Plan specifies the treatment of such impaired Classes of Claims or Interests in Article V of the Plan.

11. **No Discrimination (Section 1123(a)(4)).**

The Plan provides for the same treatment of each Claim or Interest in a particular Class, unless a holder of a Claim or Interest in such Class agrees to a less favorable treatment.

12. **Implementation of the Plan (Section 1123(a)(5)).**

The Plan provides adequate means for the Plan's implementation, as set forth in Article VI of the Plan.

13. **The Debtors' Charter Provisions (Section 1123(a)(6)).**

As of the Effective Date, the Debtors' organizational documents shall be deemed to be amended to prohibit the issuance of non-voting equity securities. The Plan further satisfies all requirements of Section 1123(a)(6) of the Bankruptcy Code.

14. **Selection of Corporate Officers (Section 1123(a)(7)).**

The Plan contains only provisions that are consistent with the interests of the creditors and equity security holders and with public policy with respect to the manner of selection of the Liquidating Trustee and any successor.

15. **As Proponents of the Plan, the Debtors and the Committee Have Complied With Section 1129(a)(2) of the Bankruptcy Code.**

As proponents of the Plan, the Debtors and the Committee have complied with the applicable provisions of the Bankruptcy Code. Without limiting the generality of the foregoing, the solicitation of acceptances from holders of impaired Claims has been in compliance with applicable provisions of the Bankruptcy Rules, including Sections 1125 and 1126 of the Bankruptcy Code.

16. **Plan Proposed in Good Faith (Section 1129(a)(3)).**

The Plan has been proposed in good faith and not by any means forbidden by law.

17. **Payments of Costs and Expenses (Section 1129(a)(4)).**

Any payment made or to be made pursuant to the Plan for services or costs and expenses incurred in or in connection with the Bankruptcy Case prior to the Confirmation Date has been approved by, or will be subject to the approval of, the Court.

18. **Identity of Principal Officers (Section 1129(a)(5)).**

The Plan Proponents have disclosed the identity and affiliation of any individuals proposed to serve as the Liquidating Trustee after confirmation of the Plan, as required by Section 1129(a)(5) of the Bankruptcy Code. The service of such individual(s) pursuant to the terms set forth in the Plan is consistent with the interests of the creditors and equity security holders and with public policy.

19. **No Rate Change (Section 1129(a)(6)).**

No rate changes are provided for in the Plan that would require governmental regulatory approval.

20. **Best Interests of Creditors (Section 1129(a)(7)).**

The Plan meets the “best interest of creditors” test because, with respect to each impaired Class of Claims or Interests, each holder of a Claim or Interest in an impaired Class will receive or retain under the Plan, on account of such Claim or Interest, property of a value, as of the Effective Date of the Plan, that is not less than the amount that such holder would so receive or retain if the Debtors were liquidated under Chapter 7 of the Bankruptcy Code on the Effective Date of the Plan.

21. **Acceptance of Plan (Section 1129(a)(8)).**

Holders of Claims in Class 1 are unimpaired within the meaning of Section 1124 of the Bankruptcy Code and are conclusively presumed to have accepted the Plan under Section 1126(f)

of the Bankruptcy Code. Classes 2, 3 and 4 voted to accept the Plan. Class 5 is not entitled to vote and is deemed to have rejected the Plan.

22. **Treatment of Administrative Expense and Priority Tax Claims (Section 1129(a)(9)).**

Except to the extent that the holder of a particular Claim has agreed to a different treatment of such Claim, the Plan provides that each holder of an Allowed Claim of a kind specified in Sections 507(a)(1) through 507(a)(7) of the Bankruptcy Code will receive, on the later of the Effective Date of the Plan (or as soon thereafter as is reasonably practicable) or five (5) Business Days after the date on which such Claim becomes an Allowed Claim (or as soon thereafter as is reasonably practicable) on account of such Claim, cash equal to the Allowed amount of such Claim. The Plan provides that each holder of an Allowed Priority Tax Claim will receive Cash in full payment of such Claim on the later of the Effective Date (or as soon thereafter as is reasonably practicable), or five (5) Business Days after the date on which such Claim becomes an Allowed Claim (or as soon thereafter as is reasonably practicable). As to any Allowed Priority Tax Claim not paid in full on the Effective Date, the Holder of such Allowed Priority Tax Claim shall receive interest on account of their Allowed Priority Tax Claims at the Section 6621 Interest Rate; provided, however, that if the Holder of such Allowed Priority Tax Claim is a city, county or state, such Holder shall receive interest on account of its Allowed Priority Tax Claim at the applicable statutory rate under state law.

23. **At Least One Impaired Class Accepted the Plan (Section 1129(a)(10)).**

Classes 2, 3 and 4, which are impaired Classes under the Plan, have accepted the Plan, without including any acceptance of the Plan by any insider of the Debtors.

24. **Feasibility (Section 1129(a)(11)).**

The Plan itself provides for the liquidation of the Debtors' Property, and payment of Distributions to Creditors by the Liquidating Trustee from the Liquidation Proceeds; therefore, the Plan satisfies Section 1129(a)(11).

25. **United States Trustee Fees (Section 1129(2)(12)).**

Article XVI of the Plan provides that all fees due and owing under 28 U.S.C. § 1930 for periods prior to the Confirmation Date shall be paid on or before the Effective Date. Following confirmation of the Plan, the Liquidating Trustee shall continue to pay timely all Chapter 11 quarterly fees as required by 28 U.S.C. § 1930(a)(6), until a Final Decree is entered or the Cases are otherwise closed.

26. **Retiree Benefits (Section 1129(a)(13)).**

The Debtors do not have any obligation to pay retiree benefits, as defined in Section 1114(a) of the Bankruptcy Code; therefore, Section 1129(a)(13) is not applicable.

27. **Cramdown (Section 1129(b)).**

The holders of Claims in Classes 2, 3 and 4 have accepted the Plan. Holders of Interests in Class 5 were not entitled to vote, and Class 5 is deemed to have rejected the Plan. No holders of any interests junior to the Interests in Class 5 will receive or retain any property under the Plan, and the Plan otherwise satisfies the requirements for confirmation under Section 1129(b) of the Bankruptcy Code with respect to Class 5.

28. **Only One Plan (Section 1129(c)).**

This Confirmation Order confirms a single plan. Accordingly, the requirements of Section 1129(c) of the Bankruptcy Code have been satisfied.

29. **Principal Purpose (Section 1129(d)).**

The principal purpose of the Plan is neither the avoidance of taxes nor the avoidance of Section 5 of the Securities Act of 1933, and no governmental unit has objected to the confirmation of the Plan on any such grounds. The Plan therefore satisfies the requirements of Section 1129(d) of the Bankruptcy Code.

30. **Transfer Instruments (Section 1146).**

With respect to the making or delivery of any deed, bill of sale, assignment or any other instrument of transfer under, in furtherance of, or in connection with the confirmed Plan, including, without limitation, any deeds or bills of sale or assignments executed in connection with or pursuant to the Plan, such transactions shall not be subject to any stamp, real estate transfer, mortgage recording, sales and use, or other similar tax in accordance with Section 1146 of the Bankruptcy Code.

Accordingly, the Court finds that all applicable provisions of the Bankruptcy Code for confirmation of the Plan have been satisfied. Therefore, it is hereby ORDERED, ADJUDGED AND DECREED that the Plan be, and the same hereby is, confirmed, in its entirety. It is further

ORDERED, ADJUDGED AND DECREED that any objections to confirmation of the Plan that were not withdrawn, resolved by separate Order, or resolved by this Confirmation Order are hereby expressly overruled. It is further

ORDERED, ADJUDGED AND DECREED that the above-referenced findings of fact and conclusions of law are incorporated by reference as though fully set forth herein. It is further

ORDERED, ADJUDGED AND DECREED that, the appointments of (a) GGG Partners, LLC, as Liquidating Trustee under the Plan, and (b) T.R. Brown, Senior Executive Director, First Financial Portfolio Services d/b/a FFAM360 Capital, and James G. Adams, President and CEO of

the Debtors, as the initial members of the Liquidating Trust Advisory Board under the Plan, are approved in all respects, and said persons shall be authorized to act in such capacities pursuant to the Confirmed Plan.¹ It is further

ORDERED, ADJUDGED AND DECREED that, the Debtors, the Liquidating Trustee, and all parties-in-interest, and their respective agents, attorneys, officers, directors, employees, successors and assigns, are authorized and directed to take all such steps and to perform all such actions as are necessary, desirable or appropriate to carry out and give effect to the Plan. All Plan Documents, as amended prior to the Effective Date, including, without limitation, the Liquidating Trust Agreement, are approved in all respects. The parties are authorized to executed and deliver on and after the Effective Date all Plan Documents as set forth in the Plan. It is further

ORDERED, ADJUDGED AND DECREED that, on and after the Effective Date (i) all assets and liabilities of both of the Debtors and their Estates shall be treated as though they were merged with and into Clayton General, Inc. as the substantively consolidated Debtor; (ii) no distributions shall be made under the Plan on account of any Claim held by any of the Debtors against any other Debtor; (iii) all guarantees of any Debtor of the obligations of any other Debtor shall be eliminated; and (iv) each and every Claim and Proof of Claim against any of the Debtors shall be deemed one Claim or Proof of Claim against both of the Debtors and a single obligation of the consolidated Debtors on and after the Effective Date. Notwithstanding the foregoing, the substantive consolidation effected pursuant to the Confirmed Plan and this Confirmation Order hereto shall not affect or limit in any manner whatsoever (a) defenses to any Cause of Action; (b) requirements for any third party to establish mutuality in order to assert a right of setoff; (c) the

¹ Pursuant to Section 6.13 of the Plan, the Committee may designate one additional person to serve as the third member of the Liquidating Trust Advisory Board prior to the Effective Date of the Plan.

legal and corporate structure of the Debtors; (d) any perfection of Lien issues, including rights to avoid Liens pursuant to Section 544 of the Bankruptcy Code or applicable state law; (e) valuation of any Secured Claims, including rights to challenge or object to alleged Secured Claims for any reason, including valuation issues under Section 506 of the Bankruptcy Code; or (f) any rights to challenge and object to any Claims that are Disputed Claims for any reason whatsoever, including any alleged Secured Claims.

ORDERED, ADJUDGED AND DECREED that, from and after the Effective Date, the Liquidating Trustee shall have the exclusive authority to, and shall, file, settle, compromise, withdraw, or litigate to judgment all objections to Claims. As of the Effective Date, the Liquidating Trustee shall be deemed to be substituted for the Debtors and succeed to all rights and defenses of the Debtors, with respect to any objections to Claims and as to any adversary proceeding filed in connection with these Cases which have not been finally resolved prior to the Effective Date. Except as to any late-filed Claims and Claims resulting from the rejection of executory contracts or unexpired leases, if any, all objections to Claims shall be filed with the Bankruptcy Court no later than one hundred eighty (180) days following the Confirmation Date (unless such period is extended by the Bankruptcy Court upon motion of the Liquidating Trustee pursuant to the Plan). Objections to late-filed Claims and Claims resulting from the rejection of executory contracts or unexpired leases shall be filed on the later of (a) one hundred eighty (180) days following the Effective Date or (b) as soon as reasonably practicable after the Liquidating Trustee receives actual notice of the filing of such Claim. It is further

ORDERED, ADJUDGED AND DECREED that, the provisions of the Confirmed Plan and this Confirmation Order hereby are made binding upon, and inure to the benefit of, the Debtors, the Estates, the Liquidating Trustee, the holders of Claims, the holders of Interests, all other parties

in interest in the Bankruptcy Case, and their respective successors and assigns, whether or not any Claims or Interests are impaired under the Confirmed Plan and whether or not any such holder of a Claim or Interest has filed, or is deemed to have filed, a proof of Claim or proof of Interest and whether or not any such holder has accepted the Confirmed Plan. It is further

ORDERED, ADJUDGED AND DECREED that, except as otherwise provided in the Plan or this Order, the automatic stay arising out of Section 362(a) of the Bankruptcy Code shall continue in full force and effect until the Effective Date and the Debtors, the Estates and the Liquidating Trust shall be entitled to all of the protections afforded thereby. It is further

ORDERED, ADJUDGED AND DECREED that, as of the Effective Date, except as otherwise expressly provided in the Confirmed Plan or in this Confirmation Order, all Persons and Entities, including all Holders of a Claim, are forever precluded and permanently enjoined to the fullest extent permitted by applicable law from asserting directly or indirectly against the Debtors, the Estates, or any of their respective successors and assigns, or the assets or Property of any of them, any other or further Claims, Debts, rights, causes of action, remedies, Liabilities, or anything based upon any act, omission, document, instrument, transaction, or other activity of any kind or nature that occurred prior to the Effective Date or that occurs in connection with implementation of the Confirmed Plan. It is further

ORDERED, ADJUDGED AND DECREED that, as of the Effective Date, except as otherwise expressly provided in the Plan or in this Confirmation Order, all Persons or Entities that have held, currently hold or may hold a Claim, Debt, or Liability that is subject to the terms of the Confirmed Plan are permanently enjoined and forever barred to the fullest extent permitted by law from taking any of the following actions on account of any such Claims, Debts, or Liabilities, other than actions brought to enforce any rights or obligations under the Confirmed Plan or the Plan

Documents: (a) commencing or continuing in any manner any action or other proceeding against the Debtors, the Estates, the Liquidating Trust, or their respective property; (b) enforcing, attaching, collecting or recovering in any manner any judgment, award, decree or order against the Debtors, the Estates, the Liquidating Trust or their respective property; (c) creating, perfecting or enforcing any Lien or encumbrance against the Debtors, the Estates, the Liquidating Trust, or their respective property; (d) asserting a setoff, right of subrogation or recoupment of any kind against any debt, liability or obligation due to the Debtors, the Estates, or the Liquidating Trust; (e) commencing or continuing, in any manner or in any place, any action that does not comply with or is inconsistent with the provisions of the Confirmed Plan or the Confirmation Order; or (f) interfering with or in any manner whatsoever disturbing the rights and remedies of the Debtors, the Estates or the Liquidating Trust under the Confirmed Plan and the Plan Documents and the other documents executed in connection therewith. It is further

ORDERED, ADJUDGED AND DECREED that, or before ten (10) Business Days after the occurrence of the Effective Date, the Debtors shall file and serve upon all parties set forth on the creditor matrix maintained in these Bankruptcy Cases a notice (the “**Notice of Effective Date**”) informing them that: (a) this Confirmation Order has been entered, and (b) the Effective Date has occurred. It is further

ORDERED, ADJUDGED AND DECREED that any individual or entity wishing to file a proof of claim arising from the rejection of an Executory Contract or Unexpired Lease pursuant to the terms of the Plan must file the Claim so as to be received by Kurtzman Carson Consultants LLC, the Debtors’ claims agent (the “Claims Agent”) at the following address within thirty (30) days of the Effective Date or the Claim shall be forever barred,

unless otherwise ordered by the Court: Southern Regional Claims Processing Center, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Ave., El Segundo, CA 90245. It is further

ORDERED, ADJUDGED AND DECREED that, no later than thirty (30) days following the Effective Date (the “Administrative Expense Claim Bar Date”), any party seeking allowance of an Administrative Expense Claim that arose after April 1, 2016, other than (a) a Claim that arises pursuant to Section 503(b)(9) of the Bankruptcy Code, or (b) Professional Compensation Claims, must file a request for allowance and payment of such Administrative Expense Claim (a “Request for Payment”), which Request for Payment may be set forth on a form substantially in accordance with Exhibit “A” attached hereto, so as to be received by the Claims Agent at the following address or the Claim shall be forever barred, unless otherwise ordered by the Court: Southern Regional Claims Processing Center, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Ave., El Segundo, CA 90245. Holders of Administrative Expense Claims (including Holders of any Claims for Postpetition Federal, state or local taxes) that are required to file a Request for Payment by the Administrative Expense Claim Bar Date who do not do so will be forever barred from asserting such Administrative Expense Claims against the Debtors, their Estates, the Liquidating Trust, or any of their respective properties, including the Assets. This Confirmation Order and the Notice of Effective Date shall constitute adequate notice of the Administrative Expense Claim Bar Date. It is further

ORDERED, ADJUDGED AND DECREED that the provisions of the Confirmed Plan regarding Exculpation of Liability (Article VII, Section 7.02), Releases (Article VII, Section 7.03) are hereby approved in all respects. It is further

ORDERED, ADJUDGED AND DECREED that all of the provisions of Article 7 of the Confirmed Plan including, without limitation, the provisions of Section 7.09 of the Confirmed Plan regarding the Channeling Injunction, are expressly approved and incorporated herein as if fully set forth herein, and that pursuant to such provisions, the Enjoined Parties shall be permanently barred, restrained and enjoined from ever commencing, asserting, continuing, filing, conducting, or bringing, directly, indirectly, or derivatively, any Enjoined Claim against any of the Released Parties, subject only to the provisions of Sections 7.10, 7.11 and 7.12 of the Confirmed Plan. It is further

ORDERED, ADJUDGED AND DECREED that this Court will retain jurisdiction under the Confirmed Plan to the fullest extent permitted under applicable law. It is further

ORDERED, ADJUDGED AND DECREED that, following the entry of this Confirmation Order, the Debtors and the Committee, as co-proponents of the Plan, may modify the Plan to remedy any defect or omission or to reconcile any inconsistencies in the Plan or in this Confirmation Order, as may be necessary to carry out the purposes and effects of the Plan, provided that (a) the Debtors and the Committee, as co-proponents of the Plan, may obtain approval of the Bankruptcy Court for such modification after notice and a hearing, (b) the Committee has consented to such modification, and (c) such modification will not materially adversely affect the interests, rights, treatment, or distributions of any Claim of Allowed Claims under the Plan. It is further

ORDERED, ADJUDGED AND DECREED that the requirement of Bankruptcy Rule 3020(e) that an order confirming a plan is stayed until the expiration of 14 days after entry of the order is hereby waived. Subject to the occurrence or waiver of conditions precedent to the Effective Date as set forth in the Confirmed Plan, this Confirmation Order shall take effect

immediately and shall not be stayed pursuant to Bankruptcy Rules 3020(e), 6004(h), 6006(d), or 7062.

[END OF DOCUMENT]

Prepared and presented by:

SCROGGINS & WILLIAMSON, P.C.

By: /s/ Matthew W. Levin

J. ROBERT WILLIAMSON

Georgia Bar No. 765214

MATTHEW W. LEVIN

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Counsel for the Debtors

EXHIBIT A

Form of Administrative Expense Request

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

IN RE:)	CHAPTER 11
)	
CLAYTON GENERAL, INC., f/k/a Southern)	Jointly Administered Under
Regional Health System, Inc., d/b/a/ Southern)	CASE NO. 15-64266-wlh
Regional Medical Center, et al.,)	
)	
Debtors.)	
)	

**REQUEST FOR ALLOWANCE AND PAYMENT OF
ADMINISTRATIVE EXPENSE CLAIM PURSUANT TO 11 U.S.C. § 503**

INSTRUCTIONS:

This form may be used by any party seeking allowance of an Administrative Expense Claim¹ **which arose after April 1, 2016, other than** (a) a Claim that arises pursuant to 11 U.S.C. § 503(b)(9), or (b) Professional Compensation Claims (the “**Excluded Administrative Expense Claims**”). The Excluded Administrative Expense Claims shall be treated in accordance with the terms of Article II of the Plan.

Any party seeking allowance and payment pursuant to this form shall mail the completed original form so that it is actually received by _____, 2018, to: **Southern Regional Claims Processing Center, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Ave., El Segundo, CA 90245**. Additionally, please mail copies of the completed form to: (a) Matthew W. Levin, Scroggins & Williamson, P.C., 4401 Northside Parkway, Suite 450, Atlanta, GA 30327; and (b) Francis J. Lawall, Pepper Hamilton LLP, 3000 Two Logan Square, Eighteenth and Arch Streets, Philadelphia, PA 19103-2799.

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¹ Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the First Amended Joint Plan of Liquidation dated June 7, 2018 (the “**Plan**”) [Dkt. No. 934].

COMES NOW the claimant identified below and hereby requests the allowance and payment of an administrative expense claim **arising after April 1, 2016 through and including _____, 2018**, showing the following:

CLAIMANT'S NAME AND ADDRESS: _____

CLAIMANT'S PHONE NUMBER _____

Amount of 11 U.S.C. § 503 Administrative Expense \$ _____

1. The consideration for this debt (or ground for this liability) owed by the Debtors is as follows:

2. The administrative expense is entitled to administrative priority under 11 U.S.C. § 503(b) and 11 U.S.C. § 507(a)(2) because:

3. A copy of the writing (invoice, purchase order, lease agreement, etc.) on which the administrative expense is founded, if any, is attached hereto or cannot be attached for the reason set forth in the statement attached hereto.

4. The amount of all payments on the administrative expense have been credited and deducted for the purpose of making this request.

5. The undersigned is aware that under 18 U.S.C. §§ 152 and 3571, the penalty for presenting a fraudulent claim in a bankruptcy case includes a fine of up to \$500,000 or imprisonment for up to five years, or both.

WHEREFORE, the undersigned requests that the Court allow the administrative expense or expenses requested herein, to be paid in accordance with the priorities set forth in the Bankruptcy Code and based upon availability of funds.

Dated: _____, 2018.

Name of Claimant: _____

Signed: _____

By (if appropriate): _____

As Its (if appropriate): _____

DISTRIBUTION LIST

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4401 Northside Parkway
Suite 450
Atlanta, GA 30327

Thomas W. Dworschak
Office of the United States Trustee
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75 Ted Turner Drive, SW
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