

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

<p>In re:</p> <p>PHYSIOTHERAPY HOLDINGS, INC., <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 13-12965 (KG)</p> <p>Joint Administration</p> <p>RE: D.I. 207, 305</p>
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NOTICE OF SUBMISSION OF PROOF OF CLAIM

PLEASE TAKE NOTICE that on December 31, 2013, the Debtors filed the *Notice of (I) Entry of Order Approving Disclosure Statement for and Confirming Debtors’ Joint Prepackaged Chapter 11 Plan, (II) Occurrence of Effective Date and (III) Deadlines for Filing Various Claims Related to the Plan* [D.I. 207] (the “Confirmation Notice”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal taxpayer-identification number, are: Physiotherapy Holdings; Inc. (5193); Actra Rehabilitation Associates, Inc. (7806); Alexandria Sports; Inc. (7654); Benchmark Acquisition Corp. (3850); Benchmark Medical Management Company (0335); Benchmark O & P Holdings, Inc. (6848); Benchmark Orthotics & Prosthetics, Inc. (7000); Blue Hen Physical Therapy, Inc. (7267); Cape Prosthetics-Orthotics, Inc.(7914); Carrollton Physical Therapy Clinic, Inc. (2832); Integrity Physical Therapy, Inc. (1075); Keystone Rehabilitation Associates of Warren (8341); Keystone Rehabilitation Systems, Inc. (8380); Keystone Rehabilitation Systems of McMurray (6304); Leesburg Sports, Inc. (4190); MATRIX Healthcare Services, LLC (7344); MATRIX Rehabilitation, Inc. (3147); MATRIX Rehabilitation-Delaware, Inc. (2504); MATRIX Rehabilitation-Georgia, Inc. (4073); MATRIX Rehabilitation-Ohio, Inc. (2505); MATRIX Rehabilitation-South Carolina, Inc.(5603); MATRIX Rehabilitation-Texas, Inc. (9542); Morris Area Rehabilitation Association, Inc. (2043); North Dallas Physical Therapy Associates, Inc. (5331); Northstar Health Services, Inc. (7152); NSHS Services, Inc. (6789); Orthopaedic Services of Paducah, Inc. (3143); PhysioLink Corporation (3705); Physiotherapy Associates Holdings, Inc. (3367); Physiotherapy Associates-Union Rehab, LLC (0041); Physiotherapy Associates, Inc. (7193); Physiotherapy Corporation (3816); Physiotherapy-BMHI Holdings, Inc. (3361); Physiotherapy-BMI, Inc. (4107); Potomac Rehabilitation Services, Inc. (2725); Professional Rehab Associates, Inc. (2393); Progressive Therapy Services, Inc. (8449); R.S. Network, Inc. (9104); Rehab Associates, LLC (9381); Rehab Colorado, LLC (5804); Rehab Missouri, LLC (0587); Rehab Xcel, LLC (0586); Rehabilitation Consultants, Inc. (1166); SMR Banyan Tree, Inc. (6933); Swanson Orthotic & Prosthetic Center, Inc. (2308); The Parks Physical Therapy and Work Hardening Center, Inc. (2926); Theraphysics Partners of Colorado, Inc. (2115); Theraphysics Partners of Texas, Inc. (9976); Therapy Associates of Martinsville, Inc. (1394); Trumbull P.T. Corp. (3855); and Wisconsin Prosthetics and Orthotics, Inc. (7815). The Debtors’ main corporate address is 855 Springdale Drive, Suite 200, Exton, PA 19341.



PLEASE TAKE FURTHER NOTICE that in connection with the Confirmation Notice, Huron Consulting Services LLC (“Huron”) submitted proofs of claim to the Debtors’ claims and noticing agent, Kurtzman Carson Consultants LLC on January 29, 2014, and filed such claims with the Bankruptcy Court. *See* D.I. 254.²

PLEASE TAKE FURTHER NOTICE that on April 7, 2014, the Court entered the *Order Granting Motion of Huron Consulting Services LLC Regarding Allowance and Payment of Administrative Expenses and Rejection Damages Claims* [D.I. 305] (the “Huron Claim Order”), which, among other things, authorized Huron to file amended rejection damages claims within thirty days after this Court entered an order granting or denying the *Debtors’ Motion for Entry of an Order (A) Authorizing the Debtors to Assume a Certain Software License Agreement with Huron; (B) Authorizing the Debtors to Reject all Other Executory Contracts with Huron and (C) Declaring the Consequences of Such Assumption and Rejection, Including with Respect to Cure Amounts and Indemnification Obligations*.

PLEASE TAKE FURTHER NOTICE that in connection with the Confirmation Notice and the Huron Claim Order, on the date hereof, an original version of the attached amended proof of claim was submitted to the Debtors’ claims and noticing agent, Kurtzman Carson Consultants LLC, by Huron Consulting Services LLC.³

² Huron also filed a proof of claim in the chapter 11 case of each Debtor.

³ Pursuant to the Confirmation Notice, “any Proofs of Claim based upon the rejection of the Debtors’ Executory Contracts or Unexpired Leases pursuant to the Plan must be filed with the Bankruptcy Court.” *See* Confirmation Notice, p. 3. However, pursuant to the *Order Authorizing the Debtors to Retain and Employ Kurtzman Carson Consultants LLC as Claims and Noticing Agent for the Debtors and Debtors in Possession*, the Debtors retained Kurtzman Carson Consultants LLC to “receive, maintain, record and otherwise administer the proofs of claim filed in [the Debtors’] cases[.]” *See* D.I. 46, ¶ 2. Given the inconsistency between these two documents, Huron has filed the attached proof of claim with Kurtzman Carson Consultants LLC and, pursuant to this notice, the Bankruptcy Court.

Dated: April 18, 2014
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

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-and-

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Counsel for Huron Consulting Services LLC

PROOF OF CLAIM

B10 (Official Form 10) (04/13)

UNITED STATES BANKRUPTCY COURT District of Delaware		PROOF OF CLAIM
Name of Debtor: Alexandria Sports, Inc.	Case Number: 13-12967	<p style="text-align: center;">COURT USE ONLY</p> <p><input checked="" type="checkbox"/> Check this box if this claim amends a previously filed claim.</p> <p>Court Claim Number: 119 <i>(If known)</i></p> <p>Filed on: 1/29/2014</p>
NOTE: <i>Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.</i>		
Name of Creditor (the person or other entity to whom the debtor owes money or property): Huron Consulting Services LLC		
Name and address where notices should be sent: Huron Consulting Services LLC c/o Stoel Rives LLP, Attn. Brandy A. Sargent 900 SW 5th Avenue, Suite 2600, Portland, OR 97204-1268		<p><input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.</p>
Telephone number: (503) 294-9888 email: basargent@stoel.com		
Name and address where payment should be sent (if different from above):		<p>Telephone number: EMAIL:</p>
1. Amount of Claim as of Date Case Filed: \$ <u>See attachment</u>		
<p>If all or part of the claim is secured, complete item 4.</p> <p>If all or part of the claim is entitled to priority, complete item 5.</p> <p><input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.</p>		
2. Basis for Claim: <u>See attachment</u> (See instruction #2)		
3. Last four digits of any number by which creditor identifies debtor:	3a. Debtor may have scheduled account as: (See instruction #3a)	3b. Uniform Claim Identifier (optional): (See instruction #3b)
4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.		<p>Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____</p> <p>Basis for perfection: _____</p> <p>Amount of Secured Claim: \$ _____</p> <p>Amount Unsecured: \$ _____</p>
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe:		
Value of Property: \$ _____		
Annual Interest Rate _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)		
5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.		
<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).	<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,475*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4).	<input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5). Amount entitled to priority: \$ _____
<input type="checkbox"/> Up to \$2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7).	<input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).	<input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(____).
*Amounts are subject to adjustment on 4/01/16 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.		
6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)		

B10 (Official Form 10) (04/13)

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7. Documents: Attached are **redacted** copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and **redacted** copies of documents providing evidence of perfection of a security interest are attached. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. (See instruction #7, and the definition of "redacted".)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:


8. Signature: (See instruction #8)

Check the appropriate box.

- I am the creditor. I am the creditor's authorized agent. I am the trustee, or the debtor, or their authorized agent. I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)
- (See Bankruptcy Rule 3004.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Brandy A. Sargent
 Title: Attorney
 Company: Stoel Rives LLP
 Address and telephone number (if different from notice address above):


 (Signature) (Date)

04/17/2014

Telephone number: _____ email: _____

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

3b. Uniform Claim Identifier:

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:

Check whether the claim is fully or partially secured. Skip this section if the

claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

ATTACHMENT TO PROOF OF CLAIM

1. Huron Consulting Services LLC (“Huron”) on behalf of itself, its officers, directors, members, employees, agents and advisors (collectively, “Claimant”), hereby files this amended proof of claim to preserve (a) its rights to seek indemnification and/or contribution from Physiotherapy Holdings, Inc. and each of its affiliated debtors (collectively, the “Debtors”) in accordance with that certain order confirming the joint prepackaged Chapter 11 plan (the “Plan”) for the Debtors (the “Confirmation Order”) [Docket # 197]; and (b) its right to payment of additional rejection damages (the “Rejection Damages”) as detailed herein.

2. As set forth in its objection to confirmation of the Plan [Docket # 138], Claimant holds certain indemnification and/or contribution rights against one or more of the Debtors pursuant to agreements between Huron and the Debtors (the “Huron Agreements”). The Huron Agreements were filed under seal and admitted into evidence at the Confirmation Hearing held on December 17, 2013. Accordingly, the Huron Agreements are not attached hereto, but will be made available upon appropriate request.

3. Paragraph 81 of the Confirmation Order provides, among other things, that Claimant may file a claim for indemnity or contribution within 30 calendar days following the commencement of any action giving rise to such indemnity or contribution claim (the “Indemnity Claim Filing Deadline”).

4. Notwithstanding the Indemnity Claim Filing Deadline in the Confirmation Order, the Plan and notice of confirmation of the Plan (“Notice of Confirmation”) [Docket # 207] also state that all claims arising from the rejection of executory contracts must be filed within 30 days of notice of any such rejection (the “Rejection Damage Bar Date”).

5. The Debtors filed a Motion for Entry of an Order (A) Authorizing the Debtors to Assume a Certain Software License Agreement with Huron; (B) Authorizing the Debtors to Reject all Other Executory Contracts with Huron; and (C) Declaring the Consequences of Such Assumption and Rejection, Including with Respect to Cure Amounts and Indemnification Obligations (the “Assumption Motion”) [Docket # 205]. Notice of the Assumption Motion was served on December 30, 2013, which could have triggered a Rejection Damage Bar Date of January 29, 2014.

6. The Assumption Motion was not heard until February 20, 2014. Accordingly given the possible conflict between the Indemnity Claim Filing Deadline and the Rejection Damage Bar Date, and in order to preserve its rights to seek indemnity and contribution claims pursuant to Paragraph 81 of the Confirmation Order and payment of any additional Rejection Damages, on January 29, 2014 Claimant filed against each of the Debtors, as a precautionary matter and out of an abundance of caution, a contingent and/or unliquidated claim for damages arising from any rejection of the Huron Agreements and any other indemnity or contribution rights Claimant has against the Debtors (the “Proofs of Claim” or “Claim”).

7. On the same date, Claimant filed a Motion of Huron Consulting Services LLC Regarding Allowance and Payment of Administrative Expense and Rejection Damages Claims (the “Admin Motion”) [Docket # 252]. The Admin Motion sought entry of an order

authorizing Claimant to file an amended motion for allowance and payment of administrative expenses and amended proof of claim within thirty (30) days after entry of any order granting or denying the Assumption Motion. The Admin Motion was granted by order entered on April 7, 2014 [Docket # 305].

8. On March 19, 2014, this Court entered its (a) Opinion on Debtors' Motion for Assumption and Rejection of Agreements with Huron Consulting Services LLC (the "Opinion") [Docket # 297] and (b) Order (A) Authorizing the Debtors to Assume a Certain Software License Agreement with Huron; (B) Authorizing the Debtors to Reject all other Executory Contracts with Huron; and (C) Declaring the Consequences of Such Assumption and Rejection, Including with Respect to Cure Amounts and Indemnification Objections (the "Assumption Order") [Docket # 298]. The Assumption Order authorized the Debtors to assume only one of the Huron Agreements and to reject the remainder.

9. On April 2, 2014 Claimant filed the Motion of Huron Consulting Services LLC to Alter or Amend Judgment or for Relief from Judgment Pursuant to Federal Rules of Bankruptcy Procedure 9023 and 9024 (the "Motion for Relief") [Docket # 302] seeking revision of both the Opinion and Assumption Order. In the Motion for Relief, Claimant specifically preserved its right to appeal both the Opinion and Assumption Order, whether in their original or modified forms. (Motion for Relief at 2, n. 2.) The deadline to object to the Motion for Relief was April 16, 2014. No objections were filed.

10. As of the date of this filing, Claimant has incurred potential damages of \$261,625.00 or more associated with 2014 Base Price Fees under the Sustained Performance Support Agreement and other Huron Agreements that the Debtors sought to reject.

11. This Claim may be amended or supplemented based on the outcome of Claimant's expected appeal of the Opinion and Assumption Order. Claimant also may have indemnity, contribution or other claims in the future if an action is commenced against Claimant by the Liquidation Trust or otherwise pursuant to the Huron Agreements.

12. The filing of this amended Proof of Claim shall not be construed as (a) an election of remedy, (b) waiver of any claim, right, defense or cause of action, (c) a waiver or limitation of any rights of Claimant including, without limitation, the right to take any action against third parties with respect to the claim, or (d) an admission of any fact in any proceeding. In furtherance and not limitation of the foregoing, Claimant states that it intends to file an appeal of the Opinion and the Assumption Order, the result of which appeal could necessitate further amendment of this amended Proof of Claim, and that Claimant may have indemnity or contribution claims that arise in the future, as described in paragraph 11 above.

13. Claimant reserves the right to (i) amend, update and/or supplement this Proof of Claim at any time and in any respect, (ii) file additional proofs of claim or (iii) file new or additional requests for payment of administrative expenses in accordance with Sections 503 and 507 of the Bankruptcy Code or the allowance of post-petition interest and fees in accordance with Section 506 of the Bankruptcy Code.

14. This Proof of Claim shall not be deemed a waiver of Claimant's right (i) to have final orders in noncore matters entered only after *de novo* review by the District Court, (ii) to trial by jury in any proceeding so triable in this case or any case, controversy or proceeding

relating to this case, (iii) to have the District Court withdraw the reference of any matter subject to mandatory or discretionary withdrawal or (iv) to any other rights, claims, actions, setoffs or recoupments that Claimant is or may be entitled to.

15. All matters concerning this claim, including any request for information concerning this Claim, should be addressed as follows:

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with a copy to:

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(302) 658-3989 (fax)
eschwartz@mnat.com
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16. In accordance with the Notice of Confirmation, this amended Proof of Claim is hereby filed with the Bankruptcy Court against each of the Debtors in Case Nos. 13-12965 through 13-12973 and 13-12975 through 13-13016.