

**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>Jointly Administered</p> <p>Re: D.I. 18, 73, 197</p> <p>Hearing Date: October 7, 2014 at 3:00 p.m.</p> <p>Objection Deadline: September 23, 2014 at 4:00 p.m.</p>
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**MOTION OF BLUE CROSS BLUE SHIELD OF
GEORGIA HEALTHCARE PLAN, INC. AND AFFILIATE ENTITIES FOR
IMMEDIATE PAYMENT OF CURE COSTS**

Blue Cross Blue Shield of Georgia Healthcare Plan, Inc. (“BCBSHP”) and affiliate entities (collectively with BCBSHP, the “WellPoint Entities”) hereby file their *Motion for Immediate Payment of Cure Costs* (the “Motion”) and, in support thereof, respectfully represents as follows:

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, Inc. (7193); Physiotherapy Associates-Union Rehab, LLC (0041); 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); Rehab Associates, L.L.C. (9381); Rehab Colorado, LLC (5804); Rehab Missouri, LLC (0587); Rehab Xcel, LLC (0586); Rehabilitation Consultants, Inc. (1166); R.S. Network, Inc. (9104); 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); Wisconsin Prosthetics and Orthotics, Inc. (7815). The Debtors’ main corporate address is 855 Springdale Drive, Suite 200, Exton, PA 19341.



JURISDICTION AND VENUE

1. The Court has jurisdiction to hear this matter pursuant to 28 U.S.C. § 1334. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409(a). This Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The relief requested by this Motion may be granted pursuant to 11 U.S.C. §§ 105 and 365.

BACKGROUND

2. On November 12, 2013 (the “Petition Date”) the above-captioned debtors and debtors-in-possession (collectively, the “Debtors” or individually a “Debtor”) filed petitions for relief under chapter 11 of the Bankruptcy Code.

3. The *Joint Prepackaged Plan of Reorganization of Physiotherapy Holdings, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “Plan”) was filed on November 12, 2013 [Dkt. No. 18].

4. The Plan provides for the assumption of all Executory Contracts and Unexpired Leases unless any Executory Contract or Unexpired Lease was: (i) assumed or rejected prior to the Effective Date by the Debtors; (ii) previously expired or terminated pursuant to its own terms; (iii) is the subject of a motion to reject Filed on or before the Effective Date; (iv) identified as an Executory Contract or Unexpired Lease on the Rejected Executory Contracts and Unexpired Lease List; or (v) the subject to a dispute regarding the Cure Claim. *Plan*, Article V.²

5. On November 27, 2013, the Debtors filed their *Notice of (A) Proposed Assumption of Executory Contract or Unexpired Lease, (B) Proposed Cure Amounts to be Paid in Connection Therewith and (C) Procedures for Objecting to the Assumption or Proposed Cure*

² Capitalized terms not defined herein shall have the meaning given thereto in the Plan.

Amount With Respect to Such Executory Contract or Unexpired Lease (the “Assumption and Cure Notice”) [Dkt. No. 73].

6. The Assumption and Cure Notice contemplated the assumption of approximately 146 executory contracts listing various WellPoint Entities as the counterparties, labeled as “payor contracts” (collectively, the “WellPoint Agreements”). See Exhibit A to the Assumption and Cure Notice. The Assumption and Cure Notice alleged there were no cure amounts associated with the WellPoint Agreements.

7. The WellPoint Agreements are generally captioned as “Specialty Care Group Practice Practitioner Agreements,” and provide for the applicable Debtor to supply covered rehabilitative services to eligible Medicare Advantage members in return for a monthly capitation payment, i.e., a flat amount paid each month to each Debtor provider based on the number of Medicare Advantage members attributed to that Debtor provider. The Debtor agreed to receive the monthly capitation payments as its *only* reimbursement from the WellPoint Entities for all covered services, with the exception of limited carve-outs for certain custom splints and prefabricated splints.

8. The WellPoint Agreements require the Debtors to notify the applicable WellPoint Entity, either through a standard HCFA 1500 claims form or electronically, of any occasion in which medical services were provided to eligible members (referred to as an “Encounter”). In processing the Encounters, the WellPoint Entities inadvertently paid for certain Encounters as if they were separately payable claims rather than simply as Encounters for which the Debtor providers should be compensated through the monthly capitation payment. As a result, the Debtors received the claim payments in addition to the monthly capitation payments – essentially constituting double payment for the same services.

9. On December 13, 2013, the WellPoint Entities filed their objection to the Assumption and Cure Notice, asserting cure costs totaling at least \$208,699.38 (the “Cure Amount”) associated with one or more of the WellPoint Agreements (the “Cure Objection”) [Dkt. No. 140].

10. The Cure Amount relates to the payments described in paragraph 8 above made by the WellPoint Entities to one or more Debtors prior to the Petition Date. The WellPoint Agreements permit the WellPoint Entities to recover these amounts from the Debtors as they were paid in error.

11. The WellPoint Entities, through counsel, provided the Debtors with documents in support of the Cure Amount³, and the parties agreed to resolve the Cure Objection through stipulated language incorporated into the *Order Approving the Debtor’s Disclosure Statement for, and Confirming, the Debtor’s Joint Prepackaged Chapter 11 Plan* (the “Confirmation Order”) [Dkt. No. 197], entered on December 23, 2013.

12. The Confirmation Order provides that confirmation of the Plan shall not extinguish any amounts owing to the WellPoint Entities under any Assumed Contract with one or more of the Debtors. Specifically, the Confirmation Order provides as follows:

32. Nothing in the Plan, this Confirmation Order or the Cure Notice shall affect or discharge any amounts owed to the counterparties of the Debtors’ assumed Executory Contracts or Unexpired Leases entered with (i) Blue Cross Blue Shield of Georgia Healthcare Plan, Inc. (“BCBSHP”) and affiliate entities (collectively with BCBSHP, the “WellPoint Entities”), (ii) Office Depot, Inc. and (iii) Skillsoft Corporation.

33. Nothing in the Plan, this Confirmation Order or the Cure Notice shall affect or discharge the right of the WellPoint Entities to have any dispute regarding prepetition cure amounts not timely resolved in the ordinary course of the Debtors’ businesses to be heard by the Court, and all such amounts and rights are expressly being preserved following confirmation of the Plan.

³ Documentation supporting the Cure Amount contains voluminous confidential medical information of Medicare Advantage members that cannot be attached to the Motion. Upon request, the WellPoint Entities will provide the documents to the Court for an in-camera review.

Confirmation Order ¶¶ 32-33.

13. The Confirmation Order provides for the assumption of the Executory Contracts and Unexpired Leases in accordance with the applicable provisions of the Plan. *Confirmation Order*, ¶ 30.

14. The effective date of the Plan occurred on December 31, 2013 [Dkt. No. 207].

15. Following confirmation of the Plan, the parties continued to communicate regarding the Cure Amount. On July 7, 2014, counsel for the WellPoint entities again provided the Debtors with documents in support of the Cure Amount. Despite several subsequent inquiries from undersigned counsel, the Debtors have offered no substantive response. The Cure Amount remains unpaid.

PLAN EFFECTIVE DATE AND CURE OBLIGATION

16. The Plan provides that *all* of the Debtors' executory contracts and unexpired leases are to be assumed *unless* an executory contract or unexpired lease was: (i) assumed or rejected prior to the Effective Date by the Debtors; (ii) previously expired or terminated pursuant to its own terms; (iii) is the subject of a motion to reject Filed on or before the Effective Date; (iv) is identified as an Executory Contract or Unexpired Lease on the Rejected Executory Contracts and Unexpired Lease List; or (v) is the subject to a dispute regarding the Cure Claim. *Plan*, Article V.

17. The WellPoint Agreements have not expired under their own terms or previously been rejected by the Debtors. Nor were the WellPoint Agreements the subject of a motion to reject filed on or before the Effective Date or set forth in any schedule or plan supplement as an executory contract to be rejected. Accordingly, the WellPoint Agreements were assumed by the Debtors.

RELIEF REQUESTED

18. The WellPoint Entities hereby request the Court enter an Order directing the Debtors to immediately pay to the WellPoint Entities the Cure Amount and reasonable interest thereon.

BASIS FOR RELIEF REQUESTED

19. Pursuant to Section 365 of the Bankruptcy Code, a debtor “may assume or reject any executory contract.” 11 U.S.C. § 365(a).

20. Section 365 further provides that “if there has been a default in an executory contract or unexpired lease of the debtor, the trustee may not assume such contract or lease unless, at the time of assumption of such contract or lease, the trustee...cures, or provides adequate assurance that the trustee will promptly cure, such default....” 11 U.S.C. § 365(b)(1)(A).

21. The WellPoint Agreements are executory contracts as contemplated under section 365.

22. Pursuant to the Plan and Confirmation Order, the WellPoint Agreements were assumed by the Debtors.

23. The Bankruptcy Code requires the Debtors to remit payment for the Cure Amount.

24. Despite the fact that the Effective Date for the Plan occurred nearly eight (8) months ago, and that documentation supporting the Cure Amount has twice been provided to counsel, the Debtors have failed to pay the Cure Amount to the WellPoint Entities.

WHEREFORE, the WellPoint Entities respectfully request this Court enter an Order directing the Debtors to immediately pay the Cure Amount, and reasonable interest thereon, to the WellPoint Entities and granting such other relief as the Court deems equitable and proper.

Respectfully submitted this 8th day of September, 2014.

BIFFERATO LLC

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Counsel for the WellPoint Entities

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

In re:	Chapter 11
PHYSIOTHERAPY HOLDINGS, INC., <i>et al.</i> ¹	Case No. 13-12965(KG)
Debtors	Jointly Administered
	Re: D.I. 18, 73, 197
	Hearing Date: October 7, 2014 at 3:00 p.m.
	Objection Deadline: September 23, 2014 at 4:00 p.m.

**NOTICE OF MOTION OF BLUE CROSS BLUE SHIELD OF
GEORGIA HEALTHCARE PLAN, INC. AND AFFILIATE ENTITIES FOR
IMMEDIATE PAYMENT OF CURE COSTS**

PLEASE TAKE NOTICE that on September 5, 2014, Blue Cross Blue Shield of Georgia Healthcare Plan, Inc. (“BCBSHP”) and affiliate entities (collectively with BCBSHP, the “WellPoint Entities”) filed their *Motion for Immediate Payment of Cure Costs* (the “Motion”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

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, Inc. (7193); Physiotherapy Associates-Union Rehab, LLC (0041); 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); Rehab Associates, L.L.C. (9381); Rehab Colorado, LLC (5804); Rehab Missouri, LLC (0587); Rehab Xcel, LLC (0586); Rehabilitation Consultants, Inc. (1166); R.S. Network, Inc. (9104); 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); 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 a hearing on the Motion will be held before the Honorable Kevin Gross at the Bankruptcy Court, 824 Market Street, 6th Floor, Courtroom 4, Wilmington, Delaware 19801 on **October 7, 2014 at 3:00 p.m. (Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be in writing, filed with the Clerk of the Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon and received by the undersigned counsel **on or before on September 23, 2014 at 4:00 p.m. (eastern Time)**.

IF NO OBJECTIONS ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: September 8, 2014

BIFFERATO LLC

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EXHIBIT A

Proposed Form of Order

**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>Jointly Administered</p> <p>Re: D.I. 18, 73, 197 and _____</p>
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**ORDER GRANTING MOTION OF BLUE CROSS BLUE SHIELD OF
GEORGIA HEALTHCARE PLAN, INC. AND AFFILIATE ENTITIES FOR
IMMEDIATE PAYMENT OF CURE COSTS**

Upon the motion (the “Motion”)² of Blue Cross Blue Shield of Georgia Healthcare Plan, Inc. (“BCBSHP”) and affiliate entities (collectively with BCBSHP, the “WellPoint Entities”) for immediate payment of the Cure Amount, and due and proper notice of the Motion having been given under the circumstances, and sufficient cause appearing therefore;

IT IS HEREBY ORDERED THAT:

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, Inc. (7193); Physiotherapy Associates-Union Rehab, LLC (0041); 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); Rehab Associates, L.L.C. (9381); Rehab Colorado, LLC (5804); Rehab Missouri, LLC (0587); Rehab Xcel, LLC (0586); Rehabilitation Consultants, Inc. (1166); R.S. Network, Inc. (9104); 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); Wisconsin Prosthetics and Orthotics, Inc. (7815). The Debtors’ main corporate address is 855 Springdale Drive, Suite 200, Exton, PA 19341.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

1. The Motion is GRANTED.
2. The Debtors shall immediately pay to the WellPoint Entities the Cure Amount, totaling \$208,699.38.

Dated: _____, 2014

The Honorable Kevin Gross
United States Bankruptcy Judge

Certificate of Service

I, Thomas F. Driscoll III, hereby certify that on this 8th day of September, 2014, a copy of the foregoing *Motion of Blue Cross Blue Shield of Georgia Healthcare Plan, Inc. and Affiliate Entities for Immediate Payment of Cure Costs* was caused to be served on the parties listed on the attached service list via U.S. first class mail.

/s/ Thomas F. Driscoll III
Thomas F. Driscoll III (#4703)

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