

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF LOUISIANA
Lafayette Division**

IN RE:	CASE NO. 16-50740
PROGRESSIVE ACUTE CARE, LLC, et al.	CHAPTER 11
DEBTORS	JOINTLY ADMINISTERED

DEBTORS' MOTION FOR AN ORDER (I) ESTABLISHING BAR DATE FOR FILING ADMINISTRATIVE EXPENSE CLAIMS PURSUANT TO 11 U.S.C. §§ 105(a) AND 503, INCLUDING CLAIMS UNDER 11 U.S.C. § 503(b)(9); (II) APPROVING THE FORM, MANNER, AND SUFFICIENCY OF NOTICE THEREOF; AND, (III) APPROVING PROOF OF ADMINISTRATIVE EXPENSE CLAIM FORMS

NOW INTO COURT, through undersigned counsel, come Progressive Acute Care, LLC (“PAC”), Progressive Acute Care Avoyelles, LLC (“PAC Avoyelles”), Progressive Acute Care Oakdale, LLC (“PAC Oakdale”) and Progressive Acute Care Winn, LLC (“PAC Winn”) as debtors and debtors-in-possession (collectively, “Debtors”) in these jointly administered chapter 11 bankruptcy cases (together, the “Bankruptcy Cases”), who move this Court for the entry of an order (the “Order”) (i) establishing a bar date, pursuant to sections 105(a) and 503 of title 11 of the United States Code (the “Bankruptcy Code”), for filing administrative expense claims under sections 503 and 507(a)(2) of the Bankruptcy Code (“Administrative Expense Claims”), including claims arising under section 503(b)(9) of the Bankruptcy Code; (ii) approving the form, manner, and sufficiency of notice thereof; and (iii) approving relevant proof of Administrative Expense Claim forms (the “Motion”). In support of the Motion, the Debtors represent as follows:

INTRODUCTION

1. The Debtors submit that this Court should establish a bar date of **December 5, 2016 at 4:00 p.m. (prevailing Central Time)** for filing Administrative Expense Claims by all Persons

(as defined below): (a) asserting claims for goods or services provided to the Debtors herein on or after the Petition Date (as defined below) and (b) asserting claims arising under section 503(b)(9) of the Bankruptcy Code for goods received by the Debtors within 20 days before the Petition Date. The relief is necessary in light of the need for the Debtors, the Bankruptcy Court, and all interested parties to accurately ascertain the nature, extent, and scope of administrative expense liabilities in advance of seeking confirmation of a chapter 11 joint plan of liquidation. The proposed proof of claim form for Administrative Expense Claims other than claims under section 503(b)(9) of the Bankruptcy Code (the “General Administrative Expense Claim Form,” a copy of which is attached hereto as Exhibit A), the proposed proof of claim form for Administrative Expense Claims arising under section 503(b)(9) of the Bankruptcy Code (the “503(b)(9) Claim Form,” a copy of which is attached hereto as Exhibit B, and together with the General Administrative Expense Claim Form, the “Administrative Expense Claim Forms”), the proposed bar date notice (the “Administrative Bar Date Notice,” a copy of which is attached hereto as Exhibit C, the “Notice”) submitted herewith will provide full, timely, and sufficient notice of the bar date and need to file proofs of claim for Administrative Expense Claims to parties-in-interest.

BACKGROUND

2. On May 31, 2016, each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the U.S. Code (“Bankruptcy Code”). On the same date, the Bankruptcy Court entered an order directing the joint administration of the Debtors’ chapter 11 cases for procedural and administrative purposes [Docket No. 9].

3. At the commencement of these cases, the Debtors owned and operated three (3) community-based hospitals (“Hospitals”), located in Marksville (PAC Avoyelles), Oakdale (PAC

Oakdale) and Winnfield (PAC Winn). PAC is the sole member and manager of each of the three Hospital Debtors.

4. The Debtors continue to operate their businesses and manage their affairs as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

5. On June 21, 2016, the United States Trustee appointed the Official Committee of Unsecured Creditors of the Debtors (the “Committee”) [Docket No. 102].

6. On July 14, 2016, the Debtors filed a *Motion Under 11 U.S.C. §§ 363(b) and (f) and 365 for: (I) Preliminary Order (i) Approving Bidding Procedures and Stalking Horse Bid and Fee, (ii) Prescribing Notice Requirements, and (iii) Setting Hearing Date, Time and Place for Auction of Debtors’ Property; and, for (II) Order Approving Sale of Assets and Assumption and Assignment of Certain Contracts and Leases and Amounts of Cure, if any, Related Thereto* [P-183], as amended on August 25, 2016 [P-282] (“Amended Sale Motion”). After notice and hearing held on August 26, 2016, the Amended Sale Motion was granted pursuant to the final sale order [P-290] (“Final Sale Order”) entered on August 31, 2016, as amended [P-322], and substantially all assets of the Debtors were sold (the “Sale”) to certain assignees of Central Louisiana Hospital Group, LLC (“CLHG”) effective September 1, 2016. The bulk of the purchase price was paid by CLHG by the tender of a promissory note in the face amount of \$10,050,000, which was satisfied in full on October 12, 2016. From and after September 1, 2016, all business operations of the Debtors’ healthcare facilities were transferred to the CLHG.

JURISDICTION AND VENUE

7. This Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a "core" proceeding pursuant to 28 U.S.C. § 157(b)(2) (A), (B), and (O). Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409(a).

RELIEF REQUESTED

I. Basis for Relief

8. Section 503 of the Bankruptcy Code provides, in relevant part, that “[a]n entity may timely file a request for payment of an administrative expense[,]” which shall be allowed “[a]fter notice and a hearing[.]” 11 U.S.C. § 503(a) and (b). Section 105(a) of the Bankruptcy Code provides that “[t]he court may issue any order, process, or judgment that is necessary and appropriate to carry out the provisions of [the Bankruptcy Code].” 11 U.S.C. § 105(a).

9. The Bankruptcy Court’s powers under section 105(a) have been described by the Fifth Circuit and others as “broad.” *See, e.g., Davis v. Davis (In re Davis)*, 170 F.3d 475, 492 (5th Cir. 1999) (“[Section] 105 [is] an omnibus provision phrased in such general terms as to be the basis for a broad exercise of power in the administration of a bankruptcy case. The basic purpose of [section] 105 is to assure the bankruptcy courts power to take whatever action is appropriate or necessary in aid of its jurisdiction . . .”) (internal citations and quotations omitted); *Fairchild Dornier GmbH v. Official Comm. of Unsecured Creditors (In re Dornier Aviation (N. Am.), Inc.)*, 453 F.3d 225, 231 (4th Cir. 2006); *Logan v. JKV Real Estate Servs. (In re Bogdan)*, 414 F.3d 507, 513 (4th Cir. 2005); *Simonini v. Bell (In re Simonini)*, 69 Fed. Appx. 169, 170 (4th Cir. 2003). *See also, e.g., Joubert v. ABN AMRO Mortgage Group, Inc. (In re Joubert)*, 411 F.3d 452, 455 (3d Cir. 2005) (observing that section 105(a) “is a powerful, versatile tool” that “empowers bankruptcy courts and district courts sitting in bankruptcy to fashion orders in furtherance of Bankruptcy Code

provisions.”). They include the power to grant the relief requested herein, as set forth more fully below.

10. In light of the circumstances of this case, including (i) the closing of the Sale, after which time most claimants (but not including professionals in these cases) will be able to determine the amounts of their Administrative Expense Claims; (ii) the need for the Debtors, the Bankruptcy Court, and all interested parties to accurately ascertain the nature, extent, and scope of administrative expense liabilities in advance of seeking confirmation of a chapter 11 joint plan of liquidation; and (iii) the administrative burden that will be placed on the Debtors, the Bankruptcy Court, and all interested parties if a motion, notice, and hearing are required with respect to each Administrative Expense Claim asserted in these cases, the Debtors request that this Court invoke its equitable powers to grant the relief requested, enabling the effective administration of these bankruptcy cases and the Administrative Expense Claim process in furtherance of the underlying purposes of section 503 of the Bankruptcy Code.

II. Administrative Bar Date

11. The Debtors request that the Bankruptcy Court (i) require all claimants asserting Administrative Expense Claims, including claims arising under section 503(b)(9) of the Bankruptcy Code, but excluding claims identified in paragraph 16 below, to file proofs of claim substantially in the forms attached hereto as Exhibits A and B in lieu of filing motions for the allowance of those claims and (ii) establish **December 5, 2016 at 4:00 p.m. (prevailing Central Time)** (the “Administrative Bar Date”) as the last day by which all persons and entities, including but not limited to individuals, partnerships, corporations, trusts, and governmental units (collectively “Persons”) required to file proofs of Administrative Expense Claims may do so. **An “Administrative Expense Claim” is any claim (as defined in section 101(5) of the Bankruptcy**

Code) under section 503 or 507(a)(2) of the Bankruptcy Code, including but not limited to (i) claims for goods and services provided to the Debtors on or after the Petition Date otherwise unpaid and (ii) claims for the value of goods received by the Debtors within 20 days before the Petition Date and meeting the other requirements of section 503(b)(9) of the Bankruptcy Code and which claim is otherwise unpaid.

12. Specifically with respect to Administrative Expense Claims arising under section 503(b)(9) of the Bankruptcy Code, the Debtors request that claimants be required to submit a proof of claim substantially in the form of the 503(b)(9) Claim Form attached hereto as Exhibit B that sets forth with specificity:

- a. the amount of the claim;
- b. the type(s) of goods the claimant asserts were received by the Debtors within twenty (20) days before the Petition Date (as defined in the Motion) (the “Goods”);
- c. the shipment date of the Goods;
- d. the date on which the claimant asserts the relevant Debtor received the Goods;
- e. the place of delivery of the Goods;
- f. the method of delivery of the Goods;
- g. the name of the carrier of the Goods;
- h. the alleged value of the Goods;
- i. whether the value of the Goods listed in the proof of claim represents a combination of services and goods;
- j. the percentage of value related to services and the percentage of value related to Goods; and,

- k. whether the claimant has filed any other claim against any Debtor regarding the Goods underlying its 503(b)(9) Claim.

13. The Debtors further request that all proofs of 503(b)(9) Claims be required to be accompanied by (i) the particular invoices, receipts, bills of lading, and similar materials identifying the Goods underlying the 503(b)(9) Claim; (ii) any demand to reclaim the Goods under section 546(c) of the Bankruptcy Code; (iii) documents demonstrating the date the Goods were actually received by the relevant Debtor, and that any claimant asserting a 503(b)(9) Claim certify that the Goods were sold in the ordinary course of the relevant Debtor's business.

14. The Debtors further request that all Persons required to file a proof of Administrative Expense Claim that fail to do so in a timely manner and in accordance with the procedures set forth in the proposed order submitted herewith and on the Administrative Expense Claim Forms attached hereto as Exhibits A and B and the Notice attached hereto as Exhibit C be forever barred, estopped, and enjoined from seeking to file or otherwise assert any Administrative Expense Claim against the Debtors, their assets, or their estates at any time after the Administrative Bar Date, and that all such claims be disallowed and expunged in their entirety.

15. The Debtors request that (i) any untimely or otherwise improperly filed proof of Administrative Expense Claim, including proofs of claim that are not filed in accordance with the procedures set forth in the proposed order submitted herewith and on the Administrative Expense Claim Forms attached hereto as Exhibits A and B and the Notice attached hereto as Exhibit C shall not be effective against the Debtors, their assets, or their estates; (ii) the Debtors be discharged from any indebtedness or liability on account of any untimely or otherwise improperly filed proof of Administrative Expense Claim; and, (iii) Persons asserting untimely or otherwise improperly

filed proofs of Administrative Expense Claims shall not be entitled to receive any distributions under any bankruptcy plan in these cases on account of such claims.

16. The Debtors propose that the following types of claims be expressly excluded from the Administrative Bar Date:

- l. Administrative Expense Claims for which a request for payment has already been properly filed;
- m. Administrative Expense Claims previously allowed by order of this Court;
- n. Administrative Expense Claims of professionals retained pursuant to sections 327, 328, 330, and 1103 of the Bankruptcy Code and 28 U.S.C. § 156(c) for fees and expenses incurred in connection with services provided;
- o. Administrative Expense Claims of members of the Committee for expenses pursuant to section 503(b)(3)(F) of the Bankruptcy Code;
- p. fees payable to the Clerk of the Bankruptcy Court or the United States Trustee pursuant to 28 U.S.C. § 1930; and,
- q. fees and expenses payable to the Debtors' noticing agent, Garden City Group, LLC ("Garden City").

17. The Debtors submit that establishing the Administrative Bar Date will allow the Debtors, the Committee, and all interested parties to accurately ascertain the nature, extent, and scope of administrative debts and liabilities, thereby enabling the Debtors to better develop a joint chapter 11 plan of liquidation with the Committee that will maximize the return to creditors. It is imperative that the Debtors and interested parties be able to ascertain and clarify these potential debts and obligations as soon as possible.

18. Establishing the Administrative Bar Date will also allow the Debtors, the Committee and other interested parties to be able to more fully evaluate the Debtors' financial circumstances, facilitating a more open and transparent case administration, plan confirmation,

and claim resolution process. Further, the Debtors and the Committee will be in a better position to inform creditors of potential distributions to holders of allowed general unsecured claims.

19. The Debtors request that the Bankruptcy Court establish the Administrative Bar Date because it is proper under sections 105(a) and 503(b) of the Bankruptcy Code and consistent with related provisions of the Bankruptcy Rules. *See, e.g.*, Fed. R. Bankr. P. 3003(c)(3) (providing that “[t]he court shall fix and for cause shown may extend the time within which proofs of claim or interest may be filed . . .”).

20. If the Administrative Bar Date is not established, it will unnecessarily prolong uncertainty in these cases because the Debtors, the Committee and other interested parties will not be able to ascertain the full extent of the Debtor’s administrative debts and liabilities. This uncertainty would have a negative effect on the ability to achieve a “prompt and effectual administration and settlement” of the Debtors’ estates. *See, e.g., Bosiger v. US Airways, Inc.*, 510 F.3d 442, 449 (4th Cir. 2007) (citing *Katchen v. Landy*, 382 U.S. 323, 328 (1966)); *Chemetron Corp. v. Jones*, 72 F.3d 341, 346 (3d Cir. 1995).

III. Proposed Proof of Administrative Expense Claim Forms

21. As set forth above, the Debtors submit that, in lieu of requests for payment of Administrative Expense Claims upon notice and a hearing as set forth by section 503 of the Bankruptcy Code, the Bankruptcy Court authorize use of the Debtors’ proposed (i) General Administrative Expense Claim Form attached hereto as Exhibit A for Administrative Expense Claims other than those under section 503(b)(9) of the Bankruptcy Code and (ii) 503(b)(9) Claim Form attached hereto as Exhibit B for Administrative Expense Claims arising under section 503(b)(9) of the Bankruptcy Code.

22. For the reasons set forth above, the Bankruptcy Court may authorize use of the Administrative Expense Claim Forms pursuant to section 105(a) of the Bankruptcy Code.

IV. Proposed Notice of Bar Date for Filing of Administrative Claims

23. Attached hereto as Exhibit C is the proposed Administrative Bar Date Notice, which substantially incorporates the terms set forth herein and in the proposed order submitted herewith, explains which claimants are subject to the Administrative Bar Date, sets forth the procedures for filing proofs of Administrative Expense Claims, and explains the consequences for failing to file a proof of claim in accordance with those procedures.

24. The Debtors propose that, should the Bankruptcy Court grant the Motion and establish the Administrative Bar Date, the Debtor will cause a copy of the Administrative Bar Date Notice, together with the Administrative Expense Claim Forms to be served on all known creditors of the Debtors.

25. In the present matter, the Debtors shall cause its noticing agent, Garden City Group, to serve on all known creditors the Administrative Bar Date Notice, together with the Administrative Expense Claim Form, no later than two (2) business days after entry of the proposed order granting the Motion.

26. The Debtors have conferred with counsel for the Committee, who have approved the form of this Motion, the proposed order, and the exhibits attached to this Motion.

WHEREFORE, the Debtors request (i) entry of the proposed order submitted herewith granting the relief requested herein and (ii) such other and further relief that the Bankruptcy Court deems just and proper.

Dated: October 25, 2016

Respectfully submitted,

By: /s/ Barbara B. Parsons

William E. Steffes (La. Bar No. 12426)

Barbara B. Parsons (La. Bar No. 28714)

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Counsel for Debtors

Exhibit A

UNITED STATES BANKRUPTCY COURT WESTERN DISTRICT OF LOUISIANA Lafayette Division		ADMINISTRATIVE PROOF OF CLAIM											
In re: PROGRESSIVE ACUTE CARE, <i>et al.</i> , Debtors.		ADMINISTRATIVE BAR DATE: DECEMBER 5, 2016, 4:00 P.M. (PREVAILING CENTRAL TIME)											
Chapter 11 Case No. 16-50740 (Jointly Administered)													
NOTE: This form should be used only by claimants asserting an administrative expense claim asserting priority pursuant to 11 U.S.C. §§ 503 and 507(a)(2) <u>other than claims arising under 11 U.S.C. § 503(b)(9), which must be asserted on a separate form.</u> This form should not be used for any other types of claim.													
Name of creditor: (The person or other entity to whom the debtor owed money or property.)	Name of debtor: (The entity owing money or property) Progressive Acute Care, LLC Progressive Acute Care Avoyelles, LLC Progressive Acute Care Oakdale, LLC Progressive Acute Care Winn, LLC	THIS SPACE IS FOR COURT USE ONLY											
Name and addresses where notices should be sent: Telephone number: E-mail:	Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. Check box if you have never received any notices from the bankruptcy court in this case. Check box if your address differs from the address on the envelope sent to you by the court.												
Last four digits of account or other number by which creditor identifies debtor:	Check this box if this claim amends a previously filed claim. Claim number (if known): _____. Filed on: _____.												
1. Basis for claim: <table border="0"> <tr> <td>Goods sold</td> <td>Retiree benefits as defined in 11 U.S.C. § 1114(a)</td> </tr> <tr> <td>Services performed</td> <td>Wages, salaries and compensation (fill out below)</td> </tr> <tr> <td>Money loaned</td> <td></td> </tr> <tr> <td>Personal injury/wrongful death</td> <td>Provide last four digits of your social security number ____.</td> </tr> <tr> <td>Taxes</td> <td></td> </tr> <tr> <td>Other (describe briefly)</td> <td>Unpaid compensation for services performed from _____ (date) to _____ (date).</td> </tr> </table>			Goods sold	Retiree benefits as defined in 11 U.S.C. § 1114(a)	Services performed	Wages, salaries and compensation (fill out below)	Money loaned		Personal injury/wrongful death	Provide last four digits of your social security number ____.	Taxes		Other (describe briefly)
Goods sold	Retiree benefits as defined in 11 U.S.C. § 1114(a)												
Services performed	Wages, salaries and compensation (fill out below)												
Money loaned													
Personal injury/wrongful death	Provide last four digits of your social security number ____.												
Taxes													
Other (describe briefly)	Unpaid compensation for services performed from _____ (date) to _____ (date).												
2. Date debt was incurred:		3. If court judgment, date obtained:											

4. **Total amount of claim as of the date the debt was incurred:** _____.

Check this box if the request includes interest or other charges in addition to the principal amount of the request.
 Attach itemized statement of all interest or additional charges.

5. **Brief description of claim (attach any additional information):**

6. **Credits, setoffs, and counterclaims:**
 All payments made on this claim by the debtor have been credited and deducted from the amount claimed herein.

This claim is subject to setoff or counterclaim as follows:

7. **Assignment:**

Check this box if claimant has obtained this claim by assignment and attached a copy of assignment.

8. **Supporting documents:** Attach redacted copies of supporting documents, such as promissory notes, purchaser orders, invoices, itemized statements of running accounts, contracts, or judgments.

Do not send original documents. Attached documents may be destroyed after scanning. If the documents are not available, explain. If the documents are voluminous, attach a summary.

9. **Date-stamped copy:** To receive an acknowledgement of the filing of your claim, submit a copy of your proof of claim in a self-addressed, stamped return envelope along with your original claim.

10. **Signature:**
 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 (see Bankruptcy Rule 3004).
 I am a guarantor, surety, indorser, or other codebtor (see Bankruptcy Rule 3005).

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: _____
 Title: _____
 Company: _____

Address and telephone number (if different from notice above): _____ (Signature) _____ (Date) address

Telephone number: _____ Email: _____

Penalty for presenting a 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.

Definitions.

503(b)(9) Claim.

A 503(b)(9) claim is a claim entitled to treatment in accordance with 11 U.S.C. § 503(b)(9). Specifically, 503(b)(9) claims are those claims for the “value of any goods received by the debtor, within 20 days before the date of commencement of a case under this title in which the goods have been sold to the debtor in the ordinary course of such debtor’s business.”

Administrative Bar Date.

By order of the United States Bankruptcy Court for the Western District of Louisiana, all claimants asserting administrative expense claims asserting priority pursuant to 11 U.S.C. §§ 503 and 507(a)(2) must be **RECEIVED** by the Clerk of the U.S. Bankruptcy Court at the address set forth below by **DECEMBER 5, 2016 AT 4:00 P.M. (PREVAILING CENTRAL TIME)**.

Administrative Expense Claim.

An administrative expense claim is any claim asserting priority pursuant to 11 U.S.C. §§ 503 and 507(a)(2), including but not limited to (i) claims for goods and services provided to the debtors on or after the May 31, 2016 petition date otherwise unpaid and (ii) claims for the value of goods received by the debtors within 20 days before the petition date and meeting the other requirements of 11 U.S.C. § 503(b)(9) and which claim is otherwise unpaid.

Claim.

A claim is the creditor’s right to receive payment for a debt owed by the debtor as defined in 11 U.S.C. § 101(5).

Creditor.

A creditor is a person, corporation, or other entity to whom the debtor owes a debt.

Debtor.

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Proof of Claim.

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor. The creditor must file the form with the claims agent retained in this case as provided below.

Redacted.

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted certain information. A creditor must show only the last four digits of any social-security, individual’s tax-identification, or financial-account number, only the initials of a minor’s name, and only the year of any person’s date of birth. If the claim is based on the delivery of healthcare goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential healthcare information.

General instructions and filing instructions.

1. Please read this proof of claim form carefully and fill it in completely and accurately.
2. Print legibly. Your claim may be disallowed if it cannot be read or understood.
3. The proof of claim form must be completed in English. The amount of the claim must be denominated in United States currency.
4. Attach additional pages if more space is required to complete the proof of claim.
5. This form should only be used by claimants asserting administrative expense claims that are not 503(b)(9) claims. 503(b)(9) claims must be asserted on a separate form.
6. To be deemed properly filed, this proof of claim must contain an original signature and must be filed so as to be **ACTUALLY RECEIVED** on or before the **DECEMBER 5, 2016 AT 4:00 P.M. (PREVAILING CENTRAL TIME)** administrative bar date via First Class mail, overnight courier service, or hand delivery at the following address:

Clerk of Court
U.S. Bankruptcy Court for the Western District of Louisiana
Lafayette Division
214 Jefferson Street, Suite 100
Lafayette, Louisiana 70501-7050

Items to be completed in proof of claim form.

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. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

Debtor's name:

Check the box next to the debtor from whom the debt is owed. If debts are owed by both debtors, submit a separate proof of claim for each debtor.

Account or other 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.

1. Basis for claim:

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

2. Date debt was incurred:

State the date or dates on which the debt was incurred.

3. If court judgment, date obtained:

State the date on which any court judgment on which the claim is based was obtained.

4. Total amount of claim as of the date the debt was incurred:

State the total amount owed to the creditor on the date or dates on which the debt was incurred. Check the box if interest or other charges are included in the claim.

5. Brief description of claim (attach any additional information):

Briefly describe the nature of the claim and attach any additional relevant information.

6. Credits, setoffs, and counterclaims:

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. If claim is subject to setoff or counterclaim, check box and provide an explanation.

7. Assignment:

Check box and include copy of assignment if claimant obtained claim by way of assignment.

8. Supporting documents:

Attach redacted copies of any documents that show the debt exists. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If claim is based on delivering healthcare goods or services, limit disclosing embarrassing or confidential healthcare information. Do not send original documents, as attachments may be destroyed after scanning. If the documents are not available, provide explanation. If the documents are voluminous, attach a summary.

9. Date-stamped copy:

If the claimant wishes to receive an acknowledgement of the filing of the claim, submit a copy of the proof of claim in a self-addressed, stamped return envelope along with the original claim

10. Date and signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. 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). 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 the 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.

Exhibit B

UNITED STATES BANKRUPTCY COURT WESTERN DISTRICT OF LOUISIANA Lafayette Division		503(b)(9) ADMINISTRATIVE EXPENSE CLAIM
In re: PROGRESSIVE ACUTE CARE., <i>et al.</i> , Debtors.	Chapter 11 Case No. 16-50740 (Jointly Administered)	ADMINISTRATIVE BAR DATE: DECEMBER 5, 2016, 4:00 P.M. (PREVAILING CENTRAL TIME)
NOTE: This form should be used <u>only by claimants asserting an administrative expense claim arising under 11 U.S.C. § 503(b)(9)</u> . This form should not be used for any other types of claim.		
Name of creditor: (The person or other entity to whom the debtor owed money or property.)	Name of debtor: (The entity owing money or property) Progressive Acute Care, LLC Progressive Acute Care Avoyelles, LLC Progressive Acute Care Oakdale, LLC Progressive Acute Care Winn, LLC	
Name and addresses where notices should be sent: Telephone number: E-mail:	Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. Check box if you have never received any notices from the bankruptcy court in this case. Check box if your address differs from the address on the envelope sent to you by the court.	THIS SPACE IS FOR COURT USE ONLY
Last four digits of account or other number by which creditor identifies debtor:	Check this box if this claim amends a previously filed claim. Claim number (if known): _____. Filed on: _____.	
1. Basis for claim: Goods sold Services performed Other (describe briefly)	2. Date debt was incurred:	
3. Date goods were received by debtor:		

4. **Total amount of claim as of the date the debt was incurred:** _____.

Check this box if the request includes interest or other charges in addition to the principal amount of the request.
Attach itemized statement of all interest or additional charges.

5. **Brief description of claim (attach any additional information):**

Type(s) of goods received by debtor within twenty (20) days before May 31, 2016 petition date:

Shipment date of goods:

Place of delivery of goods:

Method of delivery of goods:

Name of carrier of goods:

Value of goods:

Whether the value of goods listed in this claim relates to services and goods:

The percentage of value related to services and the percentage of value related to goods:

Whether claimant has filed any other claim against debtor relating to goods underlying this claim:

Attach supporting materials required by field 8 and instructions below.

6. **Credits, setoffs, and counterclaims:**

All payments made on this claim by the debtor have been credited and deducted from the amount claimed hereon.

This claim is subject to setoff or counterclaim as follows:

7. **Assignment:**

Check this box if claimant has obtained this claim by assignment and attached a copy of assignment.

8. **Supporting documents:** Attach redacted copies of supporting documents, such as promissory notes, purchaser orders, invoices, itemized statements of running accounts, or contracts.

All proofs of claim for 503(b)(9) claims must be accompanied by copies of: (i) the particular invoices, receipts, bills of lading, and similar materials identifying the goods underlying the claim; (ii) any demand to reclaim the goods under 11 U.S.C. § 546(c); and (iii) documents demonstrating the date the goods were actually received by the debtor.

Any claimant asserting a 503(b)(9) claim must certify that the goods were sold in the ordinary course of the debtor's business.

Do not send original documents. Attached documents may be destroyed after scanning. If the documents are not available, explain. If the documents are voluminous, attach a summary.

9. **Date-stamped copy:** To receive an acknowledgement of the filing of your claim, submit a copy of your proof of claim in a self-addressed, stamped return envelope along with your original claim.

10. **Signature:**

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 (see Bankruptcy Rule 3004).

I am a guarantor, surety, indorser, or other codebtor (see Bankruptcy Rule 3005).

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: _____

Title: _____

Company: _____

Address and telephone number (if different from notice above): _____ (Signature) _____ (Date) address

Telephone number: _____

Email: _____

Penalty for presenting a 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.

General instructions and filing instructions.

1. Please read this proof of claim form carefully and fill it in completely and accurately.
2. Print legibly. Your claim may be disallowed if it cannot be read or understood.
3. The proof of claim form must be completed in English. The amount of the claim must be denominated in United States currency.
4. Attach additional pages if more space is required to complete the proof of claim.
5. This form should only be used by claimants asserting administrative expense claims that are not 503(b)(9) claims. 503(b)(9) claims must be asserted on a separate form.
6. To be deemed properly filed, this proof of claim must contain an original signature and must be filed so as to be **ACTUALLY RECEIVED** on or before the **DECEMBER 5, 2016 AT 4:00 P.M. (PREVAILING CENTRAL TIME)** administrative bar date via First Class mail, overnight courier service, or hand delivery at the following address:

Clerk of Court
U.S. Bankruptcy Court for the Western District of Louisiana
Lafayette Division
214 Jefferson Street, Suite 100
Lafayette, Louisiana 70501-7050

Items to be completed in proof of claim form.

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. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

Debtor's name:

Check the box next to the debtor from whom the debt is owed. If debts are owed by both debtors, submit a separate proof of claim for each debtor.

Account or other 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.

1. Basis for claim:

State the type of debt or how it was incurred. Examples include goods sold and services performed. If the claim is based on delivering healthcare goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential healthcare information. You may be required to provide additional disclosure if an interested party objects to the claim.

2. Date debt was incurred:

State the date or dates on which the debt was incurred.

3. Date goods received by debtor:

State the date or dates on which the goods underlying the claim were received by the debtor.

4. Total amount of claim as of the date the debt was incurred:

State the total amount owed to the creditor on the date or dates on which the debt was incurred. Check the box if interest or other charges are included in the claim.

5. Brief description of claim (attach any additional information):

Briefly describe the nature of the claim and attach any additional relevant information. Claimants must provide all requested information, including (i) the amount of the claim; (ii) the type(s) of goods claimant asserts were received by the debtor within twenty (20) days before the May 31, 2016 petition date; (iii) the shipment date of the goods; (iv) the date on which the claimant asserts the relevant debtor received the goods; (v) the place of delivery of the goods; (vi) the method of delivery of the goods; (vii) the name of the carrier of the goods; (viii) the alleged value of the goods; (ix) whether the value of the goods listed in the proof of claim represents a combination of services and goods; (x) the percentage of value related to services and the percentage of value related to goods; and (xi) whether the claimant has filed any other claim against the debtor regard the goods underlying this claim.

6. Credits, setoffs, and counterclaims:

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. If claim is subject to setoff or counterclaim, check box and provide an explanation.

7. Assignment:

Check box and include copy of assignment if claimant obtained claim by way of assignment.

8. Supporting documents:

Attach redacted copies of any documents that show the debt exists. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If claim is based on delivering healthcare goods or services, limit disclosing confidential healthcare information. Do not send original documents, as attachments may be destroyed after scanning. If the documents are not available, provide explanation. If the documents are voluminous, attach a summary.

Claimants must provide all requested supporting documentation, including: copies of (x) the particular invoices, receipts, bills of lading, and similar materials identifying the goods underlying the claim; (y) any demand to reclaim the goods under 11 U.S.C. § 546(c); and (z) documents demonstrating the date the goods were actually received by the debtor.

Claimants must certify that the goods were sold in the ordinary course of the debtor's business.

9. Date-stamped copy:

If the claimant wishes to receive an acknowledgement of the filing of the claim, submit a copy of the proof of claim in a self-addressed, stamped return envelope along with the original claim

10. Date and signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. 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). 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 the 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

Exhibit C
UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF LOUISIANA
Lafayette Division

IN RE: **CASE NO. 16-50740**

PROGRESSIVE ACUTE CARE, LLC, et al. **CHAPTER 11**

DEBTORS **JOINTLY ADMINISTERED**

NOTICE OF DECEMBER 5, 2016, 4:00 P.M. (PREVAILING CENTRAL TIME) DEADLINE TO FILE PROOFS OF ADMINISTRATIVE CLAIMS

COMMENCEMENT OF CASE: On May 31, 2016 (the “Petition Date”), Progressive Acute Care, LLC, Progressive Acute Care Avoyelles, LLC, Progressive Acute Care Oakdale, LLC and Progressive Acute Care Winn, LLC (together, the “Debtors”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). All documents filed in these cases are available for inspection at the Office of the Clerk of the U.S. Bankruptcy Court, 214 Jefferson Street, Suite 100, Lafayette, LA 70501-7050 (NOTE: the staff of the Bankruptcy Clerk’s Office is prohibited by law from giving legal advice). All documents filed in these bankruptcy cases can also be accessed at the website of Garden City Group, LLC, the noticing agent in these bankruptcy cases: <http://cases.gcginc.com/ProgressiveAcuteCare>.

NOTICE OF ADMINISTRATIVE BAR DATE: Notice is hereby given that the United States Bankruptcy Court for the Western District of Louisiana, Lafayette Division (the “Bankruptcy Court”), has fixed **DECEMBER 5, 2016 AT 4:00 P.M. (PREVAILING CENTRAL TIME)** (the “Administrative Bar Date”) as the date by which all persons and entities, including but not limited to, individuals, partnerships, corporations, trusts, and governmental units (collectively “Persons”), asserting administrative expense claims pursuant to sections 503 and 507(a)(2) of the Bankruptcy Code (“Administrative Expense Claims”)¹ other than those set forth in the following sentence must file proofs of such claims. The following types of Administrative Expense Claims are not subject to the Administrative Bar Date: (i) Administrative Expense Claims for which a request for payment has already been properly filed; (ii) Administrative

¹ **An “Administrative Expense Claim” is any claim (as defined in section 101(5) of the Bankruptcy Code) under section 503 or 507(a)(2) of the Bankruptcy Code, including but not limited to (i) claims for goods and services provided to the Debtors on or after the Petition Date otherwise unpaid and (ii) claims for the value of goods received by the Debtors within 20 days before the Petition Date and meeting the other requirements of section 503(b)(9) of the Bankruptcy Code and which claim is otherwise unpaid. Section 101(5) of the Bankruptcy Code defines “claim” as a “(A) right to payment, whether or not such right is reduced to judgment, liquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (B) right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.” Claims include potential and unmatured tort and contract claims.**

Expense Claims previously allowed by order of the Bankruptcy Court; (iii) Administrative Expense Claims of professionals retained pursuant to sections 327, 328, 330, and 1103 of the Bankruptcy Code and 28 U.S.C. § 156(c) for fees and expenses incurred in connection with services provided; (iv) Administrative Expense Claims of members of the Official Committee of Unsecured Creditors for expenses pursuant to section 503(b)(3)(F) of the Bankruptcy Code; (v) fees payable to the Clerk of the Bankruptcy Court or the United States Trustee pursuant to 28 U.S.C. § 1930; and (vi) fees and expenses payable to Garden City Group, LLC, as noticing agent for the Debtors. All Persons asserting any other type of Administrative Expense Claims against the Debtors or their estates in these cases **MUST** file proofs of claim substantially in the forms enclosed with this notice **AND BE RECEIVED BY THE CLERK OF THE BANKRUPTCY COURT NO LATER THAN THE DECEMBER 5, 2016, 4:00 P.M. (PREVAILING CENTRAL TIME) ADMINISTRATIVE BAR DATE.**

A proof of claim substantially in the form of the claim form labeled “Administrative Proof of Claim” enclosed with this notice (the “General Administrative Proof of Claim Form”) must be used for Administrative Expense Claims other than claims arising under section 503(b)(9) of the Bankruptcy Code (“General Administrative Expense Claims”). A proof of claim substantially in the form of the claim form labeled “503(b)(9) Administrative Expense Claim” enclosed with this notice (the “503(b)(9) Claim Form,” and together with the General Administrative Proof of Claim Form, the “Administrative Expense Proof of Claim Forms”) must be used for Administrative Expense Claims arising under section 503(b)(9) of the Bankruptcy Code (“503(b)(9) Claims”)². General Administrative Expense Claims and 503(b)(9) Claims must be submitted separately and cannot be submitted on the same proof of claim form.

Any documents supporting or evidencing an Administrative Expense Claim should be attached to the proof of claim. Failure to attach such supporting documents may form the basis of an objection or disallowance of such Administrative Expense Claim. Proofs of 503(b)(9) Claims must be accompanied by the materials set forth below.

Persons asserting 503(b)(9) Claims must submit a proof of claim form substantially in the form of the 503(b)(9) Claim Form that sets forth with specificity: (i) the amount of the claim; (ii) the type(s) of goods the claimant asserts were received by the Debtors within twenty (20) days before the Petition Date (as defined in the Motion) (the “Goods”); (iii) the shipment date of the Goods; (iv) the date on which the claimant asserts the relevant Debtor received the Goods; (v) the place of delivery of the Goods; (vi) the method of delivery of the Goods; (vii) the name of the carrier of the Goods; (viii) the alleged value of the Goods; (ix) whether the value of the Goods listed in the proof of claim represents a combination of services and goods; (x) the percentage of value related to services and the percentage of value related to Goods; and, (xi) whether the claimant has filed any other claim against any Debtor regarding the Goods underlying its 503(b)(9) Claim. In addition, all proofs of 503(b)(9) Claims must be accompanied by (x) the particular invoices,

² **A “503(b)(9) Claim” is a claim (as defined in section 101(5) of the Bankruptcy Code) entitled to treatment in accordance with section 503(b)(9) of the Bankruptcy Code. Specifically, 503(b)(9) Claims are those claims for the “value of any goods received by the debtor, within 20 days before the date of commencement of a case under this title in which the goods have been sold to the debtor in the ordinary course of such debtor’s business.”**

receipts, bills of lading, and similar materials identifying the Goods underlying the 503(b)(9) Claim; (y) any demand to reclaim the Goods under section 546(c) of the Bankruptcy Code; and, (z) documents demonstrating the date the Goods were actually received by the relevant Debtor. Finally, any Person asserting a 503(b)(9) Claim must certify that the Goods were sold in the ordinary course of the relevant Debtors' business.

To be deemed properly filed, a proof of Administrative Expense Claim must contain an original signature and must be filed and **ACTUALLY RECEIVED ON OR BEFORE THE ADMINISTRATIVE BAR DATE** by the **CLERK OF THE UNITED STATES BANKRUPTCY COURT FOR THE WESTERN DISTRICT OF LOUISIANA, Lafayette Division**. Proofs of Administrative Expense Claims must be delivered by First Class mail, overnight courier service, or hand delivery to the following address:

**Clerk of Court
U.S. Bankruptcy Court for the Western District of Louisiana
214 Jefferson Street
Suite 100
Lafayette, LA 70501-7050**

Proofs of Administrative Claims may not be delivered by facsimile, telecopy, or electronic transmission.

Additional information regarding the filing of Administrative Expense Claims and/or a complete copy of the Debtors' Motion for an Order (I) Establishing Bar Date for Filing Administrative Expense Claims Pursuant to 11 U.S.C. §§ 105(a) and 503, Including Claims Under 11 U.S.C. § 503(b)(9); (II) Approving the Form, Manner, and Sufficiency of Notice Thereof; and, (III) Approving Proof of Administrative Expense Claim Forms may be obtained from the Debtors' counsel at the following address: 13702 Coursey Blvd., Building 3, Baton Rouge, LA 70817 (Attn: Barbara B. Parsons), Telephone No: (225) 751-1751.

If a claimant wishes to receive acknowledgment of receipt of a filed proof of Administrative Expense Claim, the claimant must also submit concurrently with its original proof of Administrative Expense Claim a copy of the original proof of Administrative Expense Claim in a self-addressed, stamped return envelope.

The Debtors reserve the right to establish additional bar dates for Administrative Expense Claims to which the Administrative Bar Date is not applicable, including claims specifically excepted from the Administrative Bar Date in this notice and claims arising after the Administrative Bar Date.

EFFECT OF FAILURE TO TIMELY FILE A PROOF OF ADMINISTRATIVE EXPENSE CLAIM IN ACCORDANCE WITH THESE PROCEDURES:

NOTICE IS HEREBY FURTHER GIVEN THAT ALL PERSONS REQUIRED TO FILE A PROOF OF ADMINISTRATIVE EXPENSE CLAIM THAT FAIL TO DO SO IN A TIMELY MANNER AND IN ACCORDANCE WITH THE PROCEDURES SET FORTH IN THIS NOTICE AND ON THE ADMINISTRATIVE EXPENSE PROOF OF CLAIM FORMS SHALL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM SEEKING TO FILE OR OTHERWISE ASSERT ANY ADMINISTRATIVE EXPENSE CLAIM AGAINST THE DEBTORS, THEIR ASSETS, OR THEIR ESTATES AT ANY TIME AFTER THE ADMINISTRATIVE BAR DATE, AND ALL SUCH CLAIMS SHALL BE DISALLOWED AND EXPUNGED IN THEIR ENTIRETY.

IN ADDITION, (I) ANY UNTIMELY OR OTHERWISE IMPROPERLY FILED PROOF OF ADMINISTRATIVE EXPENSE CLAIM, INCLUDING PROOFS OF CLAIM THAT ARE NOT FILED IN ACCORDANCE WITH THE PROCEDURES SET FORTH IN THIS NOTICE AND ON THE ADMINISTRATIVE EXPENSE PROOF OF CLAIM FORMS SHALL NOT BE EFFECTIVE AGAINST THE DEBTORS, THEIR ASSETS, OR THEIR ESTATES; (II) THE DEBTORS SHALL BE DISCHARGED FROM ANY INDEBTEDNESS OR LIABILITY ON ACCOUNT OF ANY UNTIMELY OR OTHERWISE IMPROPERLY FILED PROOF OF ADMINISTRATIVE EXPENSE CLAIM; AND, (III) PERSONS ASSERTING UNTIMELY OR OTHERWISE IMPROPERLY FILED PROOFS OF ADMINISTRATIVE EXPENSE CLAIMS SHALL NOT BE ENTITLED TO RECEIVE ANY DISTRIBUTIONS UNDER ANY BANKRUPTCY PLAN IN THESE CASES ON ACCOUNT OF SUCH CLAIMS.

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF LOUISIANA
Lafayette Division**

IN RE:	CASE NO. 16-50740
PROGRESSIVE ACUTE CARE, LLC, et al.	CHAPTER 11
DEBTORS	JOINTLY ADMINISTERED

**ORDER (I) ESTABLISHING BAR DATE FOR FILING ADMINISTRATIVE
EXPENSE CLAIMS PURSUANT TO 11 U.S.C. §§ 105(a) AND 503,
INCLUDING CLAIMS UNDER 11 U.S.C. § 503(b)(9); (II) APPROVING THE
FORM, MANNER, AND SUFFICIENCY OF NOTICE THEREOF; AND,
(III) APPROVING PROOF OF ADMINISTRATIVE EXPENSE CLAIM FORMS**

Upon consideration of the motion (the “Motion”) of Progressive Acute Care, LLC, Progressive Acute Care Avoyelles, LLC, Progressive Acute Care Oakdale, LLC and Progressive Acute Care Winn, LLC (the “Debtors”) for the entry of an order (the “Order”) (i) establishing a bar date, pursuant to sections 105(a) and 503 of title 11 of the United States Code (the “Bankruptcy Code”), for filing administrative expense claims under sections 503 and 507(a)(2) of the

Bankruptcy Code (“Administrative Expense Claims”)¹, including claims arising under section 503(b)(9) of the Bankruptcy Code; (ii) approving the form, manner, and sufficiency of notice thereof; and (iii) approving relevant proof of Administrative Expense Claim forms; and due and proper notice of the Motion having been given; and no other or further notice being required; and this Court having jurisdiction to consider the Motion in accordance with 28 U.S.C. §§ 157 and 1334; and this being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having considered the Motion, its supporting materials; and it appearing that the entry of this order and granting the relief set forth herein is in the best interests of the Debtors and their bankruptcy estates; and, good and sufficient cause appearing therefore, **IT IS HEREBY ORDERED** that:

1. The Motion is Granted.

2. All claimants asserting Administrative Expense Claims in these cases, including claims arising under section 503(b)(9) of the Bankruptcy Code, but excluding claims identified in paragraph no. 6 below, shall be and hereby are required to file proofs of claim substantially in the forms attached to the Motion as Exhibits A and B. A proof of claim form substantially in the form attached to the Motion as Exhibit A (the “General Administrative Proof of Claim Form”) shall be used for Administrative Expense Claims other than claims arising under section 503(b)(9) of the Bankruptcy Code (“General Administrative Expense Claims”). A proof of claim form substantially in the form attached to the Motion as Exhibit B (the “503(b)(9) Claim Form”) shall be used for claims arising under section 503(b)(9) of the Bankruptcy Code (“503(b)(9) Claims”).

¹ For the purposes of this order, an Administrative Expense Claim is any claim (as defined in section 101(5) of the Bankruptcy Code) asserting priority pursuant to section 503 or 507(a)(2) of the Bankruptcy Code, including but not limited to (i) claims for goods and services provided to the Debtors on or after the Petition Date (as defined in the Motion) and (ii) claims for the value of goods received by the Debtors within 20 days before the Petition Date and meeting the requirements of section 503(b)(9) of the Bankruptcy Code.

General Administrative Expense Claims and 503(b)(9) Claims shall be submitted separately, and shall not be asserted on the same proof of claim form.

3. Claimants asserting 503(b)(9) Claims shall be and hereby are required to submit a proof of claim in the form of the 503(b)(9) Claim Form attached to the Motion as Exhibit B that sets forth with specificity:

- a. the amount of the claim;
- b. the type(s) of goods the claimant asserts were received by the Debtors within twenty (20) days before the Petition Date (as defined in the Motion) (the “Goods”);
- c. the shipment date of the Goods;
- d. the date on which the claimant asserts the relevant Debtor received the Goods;
- e. the place of delivery of the Goods;
- f. the method of delivery of the Goods;
- g. the name of the carrier of the Goods;
- h. the alleged value of the Goods;
- i. whether the value of the Goods listed in the proof of claim represents a combination of services and goods;
- j. the percentage of value related to services and the percentage of value related to Goods; and,
- k. whether the claimant has filed any other claim against any Debtor regarding the Goods underlying its 503(b)(9) Claim.

In addition, all proofs of 503(b)(9) Claims must be accompanied by (i) the particular invoices, receipts, bills of lading, and similar materials identifying the Goods underlying the 503(b)(9) Claim; (ii) any demand to reclaim the Goods under section 546(c) of the Bankruptcy Code; and, (iii) documents demonstrating the date the Goods were actually received by the relevant Debtor.

Finally, any claimant asserting a 503(b)(9) Claim must certify that the Goods were sold in the ordinary course of the relevant Debtor's business.

4. The last day by which all persons and entities, including but not limited to individuals, partnerships, corporations, trusts, and governmental units (collectively "Persons") required to file proofs of Administrative Expense Claims may do so is **December 5, 2016 at 4:00 p.m. (prevailing Central Time)** (the "Administrative Bar Date").

5. All Persons required to file a proof of Administrative Expense Claim that fail to do so in a timely manner and in accordance with the procedures set forth in this order and on the Administrative Expense Claim Forms attached to the Motion as Exhibits A and B and the Notice attached to the Motion as Exhibit C shall be and hereby are forever barred, estopped, and enjoined from seeking to file or otherwise assert any Administrative Expense Claim against the Debtors, their assets, or their estates at any time after the Administrative Bar Date, and all such claims shall be and hereby are disallowed and expunged in their entirety. In addition:

- a. any untimely or otherwise improperly filed proof of Administrative Expense Claim, including proofs of claim that are not filed in accordance with the procedures set forth in this order and on the Administrative Expense Claim Forms attached to the Motion as Exhibits A and B and the Notice attached to the Motion as Exhibit C, shall not be effective against the Debtors, their assets, or their estates;
- b. the Debtors shall be and hereby are discharged from any indebtedness or liability on account of any untimely or otherwise improperly filed proof of Administrative Expense Claim; and,
- c. Persons asserting untimely or otherwise improperly filed proofs of Administrative Expense Claims shall not be entitled to receive any distributions under any bankruptcy plan in these cases on account of such claims.

6. The following types of claims shall not be and are not subject to the Administrative Bar Date:

- a. Administrative Expense Claims for which a request for payment has already been properly filed;
- b. Administrative Expense Claims previously allowed by order of this Court;
- c. Administrative Expense Claims of professionals retained pursuant to sections 327, 328, 330, and 1103 of the Bankruptcy Code and 28 U.S.C. § 156(c) for fees and expenses incurred in connection with services provided;
- d. Administrative Expense Claims of members of the Official Committee of Unsecured Creditors (the “Committee”) for expenses pursuant to section 503(b)(3)(F) of the Bankruptcy Code;
- e. fees payable to the Clerk of the Bankruptcy Court or the United States Trustee pursuant to 28 U.S.C. § 1930; and,
- f. fees and expenses payable to the Debtors’ noticing agent, Garden City Group, LLC.

7. The Administrative Expense Claim Forms attached to the Motion as Exhibits A and B shall be and hereby are approved. Any form used to file an Administrative Expense Claim must substantially conform to the relevant Administrative Expense Claim Form as set forth in paragraph 2 above.

8. To be deemed properly filed, a proof of Administrative Expense Claim must contain an original signature and must be filed on or before the Administrative Bar Date in the record of this Case No. 16-50740. Proofs of Administrative Expense Claims must be delivered by First Class mail, overnight courier service, or hand delivery to the: Clerk of the United States Bankruptcy Court for the Western District of Louisiana, Lafayette Division, 214 Jefferson Street, Suite 100, Lafayette, Louisiana 70501-7050.

9. All proofs of Administrative Expense Claims must be **actually received** by the Clerk of the U.S. Bankruptcy Court on or before the Administrative Bar Date. Proofs of Administrative Expense Claims may not be delivered by facsimile, telecopy, or electronic

transmission. In addition, any documents supporting or evidencing an Administrative Expense Claim should be attached to the proof of claim. Failure to attach such supporting documents may form the basis of an objection or disallowance of such Administrative Expense Claim. Proofs of 503(b)(9) Claims shall be accompanied by the materials set forth in paragraph 3 above.

10. The notice of the Administrative Bar Date (the “Administrative Bar Date Notice”) attached to the Motion as Exhibit C is hereby approved. The Debtors shall cause Garden City Group, LLC to serve the Administrative Bar Date Notice, together with the Administrative Expense Claim Forms, on all known creditors, no later than two (2) business days after the entry of this Order.

11. The foregoing shall be and hereby is deemed good and sufficient notice of the Administrative Bar Date to all known creditors in accordance with Rule 2002(a)(7) of the Bankruptcy Code.

12. Nothing contained in the Motion, this Order, the Notice, or the Administrative Expense Claim Forms shall preclude the Debtors or the Committee from objecting to or otherwise contesting any filed Administrative Expense Claim on any ground whatsoever, nor shall anything contained in the Motion, this Order, the Notice, or the Administrative Expense Claim Forms operate as a waiver of any of the Debtors’ or the Committee’s legal rights or remedies, all of such rights and remedies being expressly preserved.

13. The Debtors reserve their right to establish additional bar dates for Administrative Expense Claims to which the Administrative Bar Date is not applicable, including claims of the type identified in paragraph 6 above and claims arising after the Administrative Bar Date.

14. The Debtors and their professionals shall be and hereby are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

15. Notwithstanding any applicability of Rules 6004(h), 7062, 9014, or any other Rule of the Federal Rules of Bankruptcy Procedure, the terms and conditions of this order shall be and hereby are immediately effective and enforceable upon its entry.

16. All time periods set forth in this order shall be calculated in accordance with Rule 9006(a) of the Federal Rules of Bankruptcy Procedure.

17. Further notice of entry of this order under Rule 2001 of the Federal Rules of Bankruptcy Procedure shall be and hereby is waived and excused.

18. The Bankruptcy Court shall retain jurisdiction to hear and determine all matters arising from or related to the interpretation or implementation of this order.

####

Respectfully submitted by:
BARBARA B. PARSONS (LA Bar Roll No. 28714)
Steffes, Vingiello & McKenzie, LLC
13702 Coursey Blvd., Building 3
Baton Rouge, Louisiana 70817
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E-mail: bparsons@steffeslaw.com