Case 14-59631-wlh Doc 93 Filed 07/14/14 Entered 07/14/14 15:50:11 Desc Main Document Page 1 of 8



IT IS ORDERED as set forth below:

Date: July 14, 2014

Wendy & Hagerow

Wendy L. Hagenau **U.S. Bankruptcy Court Judge**

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

:

IN RE:

	:
ANESTHESIA HEALTHCARE	: Case No. 14-59631-whl
PARTNERS, INC. :	
AHP ASSOCIATES OF TEXAS, P.A.	: Case No. 14-59632-whl
AHP OF CENTRAL GEORGIA, P.C.	: Case No. 14-59633-whl
AHP OF ILLINOIS, INC.	: Case No. 14-59634-whl
AHP OF NORTH CAROLINA, INC.	: Case No. 14-59635-whl
AHP OF NORTHWESTERN	:
LOUISIANA, LLC	: Case No. 14-59636-whl
AHPM OF GEORGIA, INC.	: Case No. 14-59637-whl
ANESTHESIA HEALTHCARE	•
PARTNERS OF FLORIDA, INC.	: Case No. 14-59639-whl
HBL ANESTHESIA SERVICE, LLC	: Case No. 14-59640-whl
,	
MEDFINANCIAL, LLC	: Case No. 14-59641-whl
(Jointly Administered under Anesthesia	:
Healthcare Partners, case no. 14-59631)	:
,,	•

FIFTH INTERIM ORDER PURSUANT TO SECTIONS 105, 361, 362 AND 363 OF THE BANKRUPTCY CODE (I) AUTHORIZING **USE OF CASH COLLATERAL AND GRANTING ADEQUATE PROTECTION AND (II) GRANTING RELATED RELIEF** AND THIRD INTERIM ORDER AUTHORIZING POST PETITION FINANCING PURSUANT TO SECTION 364 OF THE BANKRUPTCY CODE

Case 14-59631-wlh Doc 93 Filed 07/14/14 Entered 07/14/14 15:50:11 Desc Main Document Page 2 of 8

This matter is before the Court on a hearing that was original scheduled as a final hearing (the "Fourth Interim Hearing") pursuant to that ce rtain Fourth Interim Order Pursuant to Sections 105, 361, 362 and 363 of the Bankruptcy Code (I) Authorizing Interim Use of Cash Collateral and Granting Adequate Protection and (II) Granting Relief Related and Interim Order Authorizing Post Petition Financing Pursuant to Section 364 of the Bankruptcy Code [Doc. No. 62] (the "Interim Financing Order") which granted on an interim basis and scheduled this Final Hearing on the Motion for Authority to Use Cash Collateral and to Provide Adequate Protection Therefore and Request for Emergency Preliminary Hearing [Doc. No. 7] filed by Anesthesia Healthcare Partners, Inc., AHPM of Georgia, Inc., AHP of Central G eorgia, P.C., AHP of Northwestern Louisiana, LLC, AHP of North Carolina, Anesth esia Healthcare Partners of Florida, Inc., AHP Associates of Texas, P.A., MedFinancial, LLC, AHP of Illi nois, Inc. and HBL Anesthesia Service, LLC, debtors and debtors in possession in the above-captioned chapter 11 cases (each a "Debtor", and collectively the "Debtors") and that Joint Motion of Debtors and SunTrust Bank to Obtain Post Petition Financing [Doc. 42] (collectively the "Motions"). The Motions sought entry of the Interim Financing Order and a final order authorizing the Debtors, (a) pursuant to § 363 of Title 11, United States Code, 11 U.S.C. § 101, et seq. (as am ended, the "Bankruptcy Code"), and Rules 4001 and 9014 of the Federal Rules of Bankruptcy Procedure (as amended, the "Bankruptcy Rules"), use of Cash Collateral (as de fined below) and to provide adequate protection, pursuant to §§ 361 and 363(e) of the Bankruptcy Code, as set forth herein to several banks and other financial institutions and lenders (the "Lenders"), and SunTrust Bank, in its capacity as administrative agent for the Le nders (the "Administrative Agent") (SunTrust Bank, as Administrative Agent and sole Lender under the Prepetition Loan Agreem ent, as

Case 14-59631-wlh Doc 93 Filed 07/14/14 Entered 07/14/14 15:50:11 Desc Main Document Page 3 of 8

defined below, collectively referred to as "Lender") under that certain Credit Agreement dated as of August 28, 2009 (as sam e may or has been am ended, modified or supplemented and in effect from time to time, collectively the "Pre-Petition Loan Agreement"), among Lender and each of the Debtors therein, as co-borrowers and obligors, and all of the security, collateral and ancillary agreements and docu ments executed in con nection with the Pre-Petition Loan Agreement (collectively, the "Pre-Petition Loan Documents"), on account of any diminution in the value of Lender's interests in the Pre-Petition Collateral (as defined below) resulting from the (i) use, sale, lease, disposition, shrinkage, decline in market value, consumption or physical deterioration of the Pre-Petition Collateral, and (ii) the im position of the automatic stay pursuant to § 362 of the Bankruptcy Code and (b) to obtain from SunTrust Bank ("SunTrust") debtor in possession financing in the amount of \$450,000 pursuant to §§ 364(c) and (d) of the Bankruptcy Code (the "DIP Loan").

Following presentations by counsel on the record before the Court, and upon all pleadings filed with the Court and the record at the Interim Hearing, all other interim hearings and the Fourth Interim Hearing, the Interim Financing Order is hereby extended (the "Fourth Interim Financing Order") as follows after due deliberation and consideration and good and sufficient cause appearing therefor.

IT IS HEREBY ORDERED THAT:

1. The Interim Financing Order shall remain in effect except as expressly modified herein until July 17, 2014.

2. The Interim Financing Order is modified as follows:

a. The Budget referred to in paragraph 2 shall be replaced in its entirety by

Case 14-59631-wlh Doc 93 Filed 07/14/14 Entered 07/14/14 15:50:11 Desc Main Document Page 4 of 8

the "Third DIP Budget" attached hereto as Exhibit A.

3. From the date of this Fourth Interim Financing Order until further order of this Court or the consent of SunTrust, no more advances will be made available to the Debtors from the DIP Loan except for the purpose of covering any payroll payments and related tax payments required to be m ade on or before July 18, 2014 in the event Cash Collateral is insufficient to make such payments.

4. A further hearing on the Motions shall be held on July 17, 2014 at 9:30 a.m. in this Court (the "<u>Final Hearing</u>"), Courtroom 1403, United States Courthouse, 75 Spring Street, SW, Atlanta, Georgia 30303. On or before July 14, 2014, the Debtor's shall serve, by United States mail, first-class postage <u>prepaid</u>, <u>notice of the</u> entry of this Fourth Interim Financing Order and of the Final Hearing (the "Final Hearing Notice"), together with copies of this Fourth Interim Financing Order and subsequent requested uses of Cash Collateral on: (a) the parties having been given notice of the Interim Hearing; (b) any party which has filed prior to such date a request for notices with this Court; (c) counsel for any statutory committee, if appointed by such date; and (d) the Internal Revenue Service. The Final Hearing Notice shall state that any party in interest objecting to the entry of the proposed Fourth Interim Financing Order may present those objections at the Final Hearing.

END OF DOCUMENT

Prepared and presented by: THEODORE N. STAPLETON, PC

<u>/s/ Theodore N. Stapleton</u> Theodore N. Stapleton

Case 14-59631-wlh Doc 93 Filed 07/14/14 Entered 07/14/14 15:50:11 Desc Main Document Page 5 of 8

Georgia Bar No. 675850 Proposed Attorneys for Anesthesia Healthcare Partners, Inc.

Suite 100-B 2802 Paces Ferry Road Atlanta, Georgia, 30339 Telephone: (770) 436-3334 tstaple@tstaple.com

DISTRIBUTION LIST

United States Trustee 362 Richard Russell Building 75 Spring Street, S.W. Atlanta, Georgia 30303

Jesse H. Austin, III, Esq. Michele J. Kim, Esq. King & Spalding, LLP 1180 Peachtree Street Atlanta, GA 30309-3521

Theodore Suite 2802 Atlanta, N. Stapleton, Esq. 100-B Paces Ferry Road Georgia, 30339

Case 14-59631-wlh Doc 93 Filed 07/14/14 Entered 07/14/14 15:50:11 Desc Main Document Page 6 of 8

EXHIBIT "A" FOLLOWS

Doc 93 Filed 07/14/14 Entered 07/14/14 15:50:11 Desc Main Document Page 7 of 8 Anesthesia Healthcare Partners Inc. Case 14-59631-wlh Doc 93

DIP Budget

For the Two Weeks Ending July 18, 2014

Patient Collections 269,163 269,1 Subsidy and Drug and Supply Income 269,163 269,1 DIP Financing- SunTrust 269,163 269,1 Total Revenue 269,163 269,1 CRNA Providers 181,117 MD MD Providers CRNA Providers Expense 181,117 MD MD Providers 25,000 15,0 Courn Expense 25,000 15,0 Other Direct Cost for Sites 506,635 15,0 Billing Fees 26,429 1014 1014 Shipping Expense and Forms 26,429 1014 1014 Drugs and Supples 26,429 1014 <t< th=""><th></th><th>Week Ending</th><th>Week Ending</th></t<>		Week Ending	Week Ending
Subsidy and Drug and Supply Income 269,163 269, DIP Financing- SunTrust 269,163 269, CRNA Providers 181,117 MD Providers 70tal Providers CRNA Providers Expense 181,117 MD Providers 70tal MD Providers Expense 274,089 15,0 Locum Expense 25,000 15,0 Other Direct Cost for Sites 8 15,0 Billing Fees 26,429 7 Total Other Direct Cost for Sites 26,429 7 Total Other Direct Cost for Sites 26,429 7 Total Sites Cost 506,635 15,0 Salaries and Wage Employees - 61,1 Total Site and Employee Wages 506,635 76,1 Overhead Expenses - 61,2 307 & 3079 Rent 401K Match - 401K Match - - ADP 200 - AT&T Mobility 1,2 - Bacco Info Systems - - Blue Grace Shipping 200 - Carl Marks - - - Cobe			7/18/2014
Total Revenue269,163269,1CRNA Providers181,117MD Providers CRNA Providers Expense181,117MD Providers274,089Locum Expense25,000Locum Expense25,000Other Direct Cost for Sites26,429Billing Fees26,429Shipping Expense and Forms26,429Total Other Direct Cost for Sites26,429Total Other Direct Cost for Sites26,429Total Other Direct Cost for Sites26,429Total Sites Cost506,635Salaries and Wages Employees-Total Site and Employee Wages506,6353077 & 3079 Rent200AMEX Travel ins30AT&T-AT&T Mobility1,1Bank Fees-Beacon Info Systems-Blue Grace Shipping200Carl Marks-Cobb EMC-Cobb Water-Crystal Springs-De Lage Landen2,600Employee Expense Checks-G& Power1,1	Subsidy and Drug and Supply Income	269,163	269,163
Total Providers CRNA Providers Expense181,117MD ProvidersImage: Construct Construction of the		269,163	269,163
Total MD Providers Expense274,089Locum Expense25,00015,0Other Direct Cost for SitesShipping Expense and FormsDrugs and SuppliesRent26,429Rent26,429Total Other Direct Cost for Sites26,429Total Other Direct Cost for Sites26,63515,0Salaries and Wages Employees506,63576,1Total Sites Cost506,63576,1Salaries and Wage Expense-61,1Total Site and Employee Wages506,63576,1Overhead Expenses307783079 Rent401K MatchADP200-American Express Corporate Bankruptcy30AT&T Mobility1,1Bank Fees-Bue Grace Shipping200Carl Marks-Century Link-Citadel Security-Cobb EMC-Cobb EMC-Cobb EMC-Cobb Water-Crescent Park-Crescent Park-GAPower2,600Employee Expense Checks-G&Power1,0		181,117	
Other Direct Cost for Sites Billing Fees Shipping Expense and Forms Drugs and Supplies Rent 26,429 Total Other Direct Cost for Sites 26,429 Total Sites Cost 506,635 15,0 Salaries and Wages Employees - 61,0 Total Site and Employee Wages 506,635 76,1 Total Site and Employee Wages 506,635 76,1 Overhead Expenses - 61,0 3077 & 3079 Rent - 61,0 401K Match - - ADP 200 - American Express Corporate Bankruptcy - - AMEX Travel ins 30 - AT&T - - - Bank Fees - - - Beacon Info Systems - - - Blue Grace Shipping 200 - - Cisco Capital - - - Citadel Security - - - Cobb EMC - - - Cobb EMC		274,089	
Billing Fees Shipping Expense and Forms Drugs and Supplies Rent <u>26,429</u> Total Other Direct Cost for Sites <u>26,429</u> Total Sites Cost <u>506,635</u> 15,4 Salaries and Wages Employees Total Salaries and Wage Expense <u>- 61,4</u> Total Site and Employee Wages <u>506,635</u> 76,4 Overhead Expenses 3077 & 3079 Rent 401K Match <u>401P</u> 200 American Express Corporate Bankruptcy AMEX Travel ins <u>30</u> AT&T <u>30</u> AT&T <u>30</u> AT&T AMobility <u>1,4</u> Bank Fees Beacon Info Systems Blue Grace Shipping <u>200</u> 200 Carl Marks <u>Century Link</u> <u>500</u> Citadel Security <u>500</u> Citadel Security <u>500</u> Citadel Security <u>500</u> Crescent Park <u>500</u> Crescent Park <u>500</u> Employee Expense Checks G&S Rent GA Power <u>1,4</u>	Locum Expense	25,000	15,000
Rent26,429Total Other Direct Cost for Sites26,429Total Sites Cost506,63515,0Salaries and Wages Employees-Total Salaries and Wage Expense-61,0Total Site and Employee Wages506,63576,0Overhead Expenses506,63576,03077 & 3079 Rent401K Match401K MatchADP200200American Express Corporate Bankruptcy30AT&T41Bak Fees30Beacon Info Systems30Blue Grace Shipping200Citadel Security-Cobb EMC-Cobb EMC-Cobb Water-Crescent Park-Crescent Park-GA Power1,1GA Power1,1	Billing Fees Shipping Expense and Forms		
Total Other Direct Cost for Sites26,429Total Sites Cost506,63515,0Salaries and Wages Employees-61,4Total Salaries and Wage Expense-61,4Total Site and Employee Wages506,63576,3Overhead Expenses3077 & 3079 Rent401K Match401K Match200American Express Corporate BankruptcyAMEX Travel ins30AT&T30AT&T4Bank Fees8Beacon Info Systems200Blue Grace Shipping200Cisco Capital30Citadel Security30Cobb EMC0Cobb Water0Crescent Park0Crescent Park2,600Employee Expense Checks2,600Employee Expense Checks4,000G& Power1,1		26,429	
Salaries and Wages EmployeesTotal Salaries and Wage Expense-61,4Total Site and Employee Wages506,63576,4Overhead Expenses3077 & 3079 Rent4401K Match2004ADP2004American Express Corporate Bankruptcy30AT&T30AT&T1,1Bank Fees200Beacon Info Systems200Blue Grace Shipping200Carl Marks200Century Link200Citadel Security30Cobb EMC0Cobb Water0Crescent Park0Crystal Springs2,600Employee Expense Checks2,600Employee Expense Checks1,1GA Power1,1	Total Other Direct Cost for Sites		-
Total Salaries and Wage Expense-61,4Total Site and Employee Wages506,63576,3Overhead Expenses3077 & 3079 Rent401K Match401K Match200American Express Corporate Bankruptcy30AT&T30AT&T30AT&T1,1Bank FeesBeacon Info SystemsBlue Grace Shipping200Carl Marks200Carl Marks200Cobb EMC0Cobb EMC0Cobb EMC0Crescent Park0Crystal Springs2,600Employee Expense Checks2,600G& Power1,1	Total Sites Cost	506,635	15,000
Total Site and Employee Wages506,63576,4Overhead Expenses3077 & 3079 Rent401K Match401K MatchADP200200American Express Corporate Bankruptcy3047AMEX Travel ins30471,1Bank FeesBeacon Info Systems2004Blue Grace Shipping2002004Carl Marks20044Cisco Capital44Citadel Security44Cobb EMC44Crescent Park44Crystal Springs2004De Lage Landen2,6004Employee Expense Checks44GA Power1,14			
Overhead Expenses3077 & 3079 Rent401K MatchADP200American Express Corporate BankruptcyAMEX Travel ins30AT&T30AT&T1,Bank Fees8Beacon Info Systems200Blue Grace Shipping200Carl Marks200Citadel Security200Citadel Security200Cobb EMC0Cobb Water0Crystal Springs2,600Employee Expense Checks2,600GA Power1,0	Total Salaries and Wage Expense	-	61,860
3077 & 3079 Rent200ADP200American Express Corporate Bankruptcy30AT&T Travel ins30AT&T4AT&T Mobility1,7Bank Fees8Beacon Info Systems200Blue Grace Shipping200Carl Marks200Century Link200Cisco Capital200Citadel Security200Cobb EMC00Cobb Water00Crystal Springs2,600Employee Expense Checks2,600G& Power1,0	Total Site and Employee Wages	506,635	76,860
401K Match200ADP200American Express Corporate Bankruptcy30AMEX Travel ins30AT&T30AT&T1,7Bank Fees1,7Beacon Info Systems200Blue Grace Shipping200Carl Marks200Century Link30Cisco Capital30Citadel Security30Cobb EMC30Cobb Water30Crystal Springs2,600Employee Expense Checks2,600GA Power1,0	-		
ADP200American Express Corporate Bankruptcy30AMEX Travel ins30AT&T30AT&T1,1Bank Fees1,1Beacon Info Systems200Blue Grace Shipping200Carl Marks1Century Link1Citadel Security1Citadel Security1Cobb EMC0Cobb Water1Crescent Park0Crystal Springs2,600Employee Expense Checks2,600G& Rent1,1			442
American Express Corporate Bankruptcy30AMEX Travel ins30AT&T30AT&T1,1Bank Fees1,1Bank Fees200Blue Grace Shipping200Carl Marks1Century Link1Cisco Capital1Citadel Security1Cobb EMC0Cobb Water1Crescent Park0Crystal Springs2,600Employee Expense Checks2,600G& Power1,0		200	442
AMEX Travel ins30AT&T4AT&T Mobility1,7Bank Fees1,7Beacon Info Systems200Blue Grace Shipping200Carl Marks200Carl Marks200Century Link1Cisco Capital1Citadel Security1Cobb EMC0Cobb Water1Crescent Park0Crystal Springs2,600Employee Expense Checks2,600G& Power1,0		200	
AT&T AT&T ADDIL AT&T A		30	
Bank FeesBeacon Info SystemsBlue Grace Shipping200Carl Marks200Century Link200Cisco Capital200Citadel Security200Cobb EMC200Cobb Water200Crescent Park200Crystal Springs200De Lage Landen2,600Employee Expense Checks2,600G&S Rent1,0	AT&T		400
Beacon Info Systems200Blue Grace Shipping200Carl Marks200Century Link200Cisco Capital200Citadel Security200Cobb EMC200Cobb Water200Crescent Park200Crystal Springs200De Lage Landen2,600Employee Expense Checks2,600G&S Rent1,0	AT&T Mobility		1,200
Blue Grace Shipping200Carl MarksCentury LinkCentury LinkCentury LinkCisco CapitalCitadel SecurityCitadel SecurityCentury LinkCobb EMCCentury LinkCobb WaterCentury LinkCrescent ParkCentury LinkCrystal SpringsCentury LinkDe Lage Landen2,600Employee Expense ChecksCentury LinkG& Power1,0			
Carl MarksCentury LinkCisco CapitalCitadel SecurityCobb EMCCobb WaterCrescent ParkCrystal SpringsDe Lage LandenZ,600Employee Expense ChecksG&S RentGA Power1,0	•		
Century Link:Cisco Capital:Citadel Security:Cobb EMC:Cobb Water:Crescent Park:Crystal Springs:De Lage Landen2,600Employee Expense Checks:G& S Rent:GA Power1,0		200	200
Cisco Capital Citadel Security Cobb EMC Cobb EMC Cobb Water Crescent Park Crystal Springs De Lage Landen 2,600 Employee Expense Checks G&S Rent GA Power 1,0			155
Citadel Security:Cobb EMC:Cobb Water:Crescent Park:Crystal Springs:De Lage Landen2,600Employee Expense Checks:G&S Rent:GA Power1,0			155
Cobb EMCeCobb WaterCrescent ParkCrescent ParkCCrystal SpringsCDe Lage Landen2,600Employee Expense ChecksCG&S RentCGA Power1,0	•		120
Crescent ParkdeCrystal Springs2,600De Lage Landen2,600Employee Expense Checks6&S RentGA Power1,0	•		600
Crystal Springs De Lage Landen 2,600 Employee Expense Checks G&S Rent GA Power 1,0	Cobb Water		
De Lage Landen2,600Employee Expense Checks6&S RentGA Power1,0			684
Employee Expense Checks G&S Rent GA Power 1,0			
G&S Rent GA Power 1,0		2,600	
GA Power 1,0			
			1,000
			285
GE Capital	GE Capital		
GE HealthCare 4,000	GE HealthCare	4,000	
Guardian			
Imperial Premium Financing- Prof Liability			
Imperial Premium Malpractice Insurance 4,109		4,109	262
Iron Mountain	Iron wountain		363

DIP Budget

For the Two Weeks Ending July 18, 2014

	Week Ending	Week Ending
	7/11/2014	7/18/2014
Lincoln Life		
MD Solutions		
Medical Maintenance		
MedKinetics	1,577	
Medpoint		
Mills & Hoopes	250	250
Miscellaneous Quality Tachaglagu	250	250
Quality Technology	3,400	
Scana Energy	COO	
SOS Sunbelt Office	600	
Sunbelt Printing		
SunTrust Interest		49,583
Superior Answering Service		49,385
Tax Distribution		
Ted Stapleton, Attorney		
UHC		
Verizon Wireless		1,300
Windstream		6,500
Total Querhaad Expanses	16,966	62 082
Total Overhead Expenses	10,900	63,083
Total Expense	523,601	139,942
Net Cash Income Over Cash Expenses	(254,439)	129,220
Beginning Cash	387,402	132,963
Ending Cash	132,963	262,184