



IT IS ORDERED as set forth below:

Date: July 14, 2014

Wendy L. Hagenau

Wendy L. Hagenau
U.S. Bankruptcy Court Judge

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

IN RE:	:
	:
ANESTHESIA HEALTHCARE PARTNERS, INC.	: Case No. 14-59631-whl
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

This matter is before the Court on a hearing that was original scheduled as a final hearing (the “Fourth Interim Hearing”) pursuant to that certain *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 Georgia, P.C., AHP of Northwestern Louisiana, LLC, AHP of North Carolina, Anesthesia Healthcare Partners of Florida, Inc., AHP Associates of Texas, P.A., MedFinancial, LLC, AHP of Illinois, 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 amended, 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 defined 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 Lenders (the “Administrative Agent”) (SunTrust Bank, as Administrative Agent and sole Lender under the Prepetition Loan Agreement, as

defined below, collectively referred to as “Lender”) under that certain Credit Agreement dated as of August 28, 2009 (as same may or has been amended, 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 documents executed in connection 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 imposition 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

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 made 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 “Final Hearing”), Courtroom 1403, United States Courthouse, 75 Spring Street, SW, Atlanta, Georgia 30303. On or before July 14, 2014, the Debtors shall serve, by United States mail, first-class postage prepaid, notice of the 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

/s/ Theodore N. Stapleton
Theodore N. Stapleton

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EXHIBIT "A" FOLLOWS

Anesthesia Healthcare Partners Inc.

DIP Budget

For the Two Weeks Ending July 18, 2014

	<u>Week Ending</u> 7/11/2014	<u>Week Ending</u> 7/18/2014
Patient Collections	269,163	269,163
Subsidy and Drug and Supply Income		
DIP Financing- SunTrust		
Total Revenue	269,163	269,163
CRNA Providers		
Total Providers CRNA Providers Expense	181,117	
MD Providers		
Total MD Providers Expense	274,089	
Locum Expense	25,000	15,000
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	15,000
Salaries and Wages Employees		
Total Salaries and Wage Expense	-	61,860
Total Site and Employee Wages	506,635	76,860
Overhead Expenses		
3077 & 3079 Rent		
401K Match		442
ADP	200	
American Express Corporate Bankruptcy		
AMEX Travel ins	30	
AT&T		400
AT&T Mobility		1,200
Bank Fees		
Beacon Info Systems		
Blue Grace Shipping	200	200
Carl Marks		
Century Link		155
Cisco Capital		
Citadel Security		120
Cobb EMC		600
Cobb Water		
Crescent Park		684
Crystal Springs		
De Lage Landen	2,600	
Employee Expense Checks		
G&S Rent		
GA Power		1,000
Gas South		285
GE Capital		
GE HealthCare	4,000	
Guardian		
Imperial Premium Financing- Prof Liability		
Imperial Premium Malpractice Insurance	4,109	
Iron Mountain		363

Anesthesia Healthcare Partners Inc.

DIP Budget

For the Two Weeks Ending July 18, 2014

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