

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:	§	
	§	
BROWN MEDICAL CENTER, INC.,	§	CASE NO. 13-36405
	§	
Debtor.	§	Chapter 11

IN RE:	§	
	§	
MICHAEL GLYN BROWN,	§	CASE NO. 13-35892
	§	
Debtor.	§	Chapter 11

**STIPULATION REGARDING APPOINTMENT OF ALLISON D. BYMAN AS CHIEF
RESTRUCTURING OFFICER FOR CERTAIN NON-DEBTOR ENTITIES**

This Stipulation is made by and between Elizabeth M. Guffy, the chapter 11 trustee for Brown Medical Center, Inc. (“BMC”) (Case No. 13-36405), Ronald J. Sommers, the chapter 7 trustee for Michael G. Brown (Case No. 13-35892), and Allison D. Byman, the Chief Restructuring Officer (“CRO”) of Achilles Foot & Ankle Specialists, LLC (FLA), Achilles Foot & Ankle Specialists, LLC (NV), Achilles Foot & Ankle Specialists, LLC (AZ), Allied Orthopedics, Phoenix, PA, Rehabilitation & Pain Center, Phoenix, LLC, St. Michael’s Center for Special Surgery, Ltd., and Texas Hand Therapy Center, Inc. (collectively, the “Byman Entities”).

The parties stipulate and agree as follows:

1. On October 15, 2013, acting pursuant to authority granted by this Court, Sommers, who was then the chapter 11 trustee for the estate of Michael G. Brown, filed a voluntary petition on behalf of BMC for relief under Chapter 11 of Title 11 of the United States Code.

2. On October 24, 2013, Guffy was appointed as the chapter 11 trustee of BMC. Guffy was also appointed as the CRO of a number of non-debtor entities, including, among others, the Byman Entities (Case No. 13-35892, Doc. No. 640).

3. On January 7, 2014, the Court entered an order in the BMC case appointing Byman as the CRO of the Byman Entities (Case No. 13-36405, Doc. No. 214) and terminating Guffy's appointment as CRO of the Byman Entities.

4. BMC's estate is the majority shareholder of St. Michael's Center for Special Surgery, Ltd. Brown's estate is the majority shareholder of the other Byman Entities.

5. Guffy and Sommers, each in their capacity as the majority shareholders of the Byman Entities, acknowledge, approve and ratify the appointment of Byman as the CRO of the Byman Entities.

6. Byman intends to charge her regular hourly rate of \$325 for all services rendered on behalf of the Byman Entities and retain the law firm Hughes Watters Askanase LLP as counsel to represent her in matters related to her CRO duties. Byman, in her discretion, may also retain other professionals, including but not limited to, accountants and brokers to carry out her CRO duties.

7. Byman shall submit invoices for her and her professional's time to Guffy and Sommers in regular monthly intervals and, allocated by Byman Entity, along with any other necessary expenditures of the Byman Entities, Guffy in accordance with the existing contracts between BMC and the Byman Entities, shall, unless otherwise agreed by the parties to this Stipulation or ordered by the Bankruptcy Court, use her reasonable efforts to sweep necessary amounts from the Byman Entities' bank accounts and pay these invoices and expenditures without the need for further court order. If Guffy or Sommers objects to any invoice or

expenditure of Byman submitted pursuant to this Stipulation, such objection shall be filed with the Bankruptcy Court within 15 days of Byman's submission of such invoice or expenditure. If no objection is filed, payment shall be made within twenty (20) days of submission, by Guffy from the Byman Entities' bank accounts pursuant to the terms of this Stipulation. If an objection is filed, payment shall be made within five (5) days of resolution of the objection.

8. Guffy will use reasonable efforts to provide any other available financial information related to the Byman Entities to the extent requested by Byman or her counsel in writing.

9. Under no circumstances shall the BMC or Brown estates be liable to Byman or her professionals for their time spent, or expenses incurred, in connection with the Byman Entities. All payments to Byman or her professionals under this stipulation for fees and expenses shall be made solely from funds generated by the Byman Entities, regardless of whether those funds have been swept by Guffy.

Dated: March 5, 2014.

AGREED:

/s/ **Elizabeth M. Guffy**
Elizabeth M. Guffy
Chapter 11 Trustee for Brown Medical Center, Inc.

/s/ **Ronald J. Sommers**
Ronald J. Sommers
Chapter 7 Trustee for Michael G. Brown

/s/ **Allison. D Byman**
Allison D. Byman
Chief Restructuring Officer