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UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF NEW YORK

In re:

TLC HEALTH NETWORK,

Debtor.

Case No. 1-13-13294-CLB

Chapter 11

**SIXTEENTH AMENDED FINAL ORDER GRANTING MOTION: (I) AUTHORIZING THE DEBTOR TO INCUR POST-PETITION SECURED SUPER-PRIORITY INDEBTEDNESS PURSUANT TO SECTIONS 105(a), 362, 364(c)(1) AND (2); (II) MODIFYING THE AUTOMATIC STAY AND (III) AUTHORIZING USE OF CASH COLLATERAL**

The above-captioned debtor, TLC Health Network, debtor in possession in the above captioned case (“TLC” or the “Debtor”), having filed on December 16, 2013 its motion for the entry of Interim and Final Orders, pursuant to sections 105(a), 362, 363(c), 364(c)(1) and (2) of the United States Bankruptcy Code (the “Bankruptcy Code”), (I) authorizing the Debtor to incur certain post-petition indebtedness on a secured and super-priority basis from Brooks Memorial Hospital (“Brooks” or “Lender”), (II) modifying the automatic stay, (III) authorizing use of cash collateral in which Brooks, Community Bank, N.A. (“Community”), UPMC, and the Dormitory Authority of the State of New York (“Authority”) (Brooks, Community, UPMC, and the Authority are referred to collectively as the “Secured Creditors”) have an interest, pursuant to sections 361, 362, and 363 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure (the “FRBP”) 4001, and (IV) scheduling a final hearing pursuant to FRBP 4001(b) and 4001(c) (the “Motion”)<sup>1</sup>; and

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Final Order (defined below); *provided, however*, that notwithstanding any other provision hereof, where reference is made herein to the Debtor’s Indebtedness or the Cash Collateral, such terms shall include the Prepetition Indebtedness owed to the Authority, secured by the Authority’s Cash Collateral, as such terms are defined in the Court’s interim Order authorizing, *inter alia*, the Debtor’s use of the Authority’s Cash Collateral, entered on March 14, 2014 [ECF No. 260].

The Debtor having filed the Declaration of the Chairman of the Board of the Debtor, Timothy J. Cooper, which explained that the Debtor has an immediate need for financing to enable the Debtor to continue to wind down its operations and market and sell the certain real and personal property and avoid immediate and irreparable harm to the Debtor's estate; and

On March 4, 2014, the Court entered an Final Order Granting Motion: (i) Authorizing the Debtor to Incur Post-Petition Secured Super-Priority Indebtedness Pursuant to Sections 105(a), 362, 364(c)(1) and (2); (ii) Modifying the Automatic Stay (iii) Authorizing use of Cash Collateral; and (iv) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and 4001(c) [Docket No. 239] (the "Final Order"); and

The Fifteenth Amended Final Order authorizing the Debtor's usage of Cash Collateral in which the Secured Creditors asserts liens and/or security interests expires as of November 28, 2016; and

The Debtor, the Secured Creditors and the Committee now desire to amend the Fourteenth Amended Final Order prior to its expiration in certain respects on the terms and conditions set forth below; and after the deliberation, and for good and sufficient cause appearing therefor:

NOW, THEREFORE, it is hereby stipulated and agreed by and between the Debtor, the Secured Creditors and the Committee, through their undersigned counsel, the parties amend the Thirteenth Amended Final Order and otherwise agree as follows:

1. Use of Funds. The Debtor is authorized to use Cash Collateral and incur Indebtedness through **December 19, 2016** (as specified below) in an aggregate amount equal to the amounts in the Revised Budget annexed hereto as Schedule 1 with a variance of 7% per line item permitted; provided that such use shall be exclusively in the ordinary course of the Debtor's

business and only for those items set out in the Revised Budget. The Debtor and the Secured Creditors may mutually agree to amend the Revised Budget at any time without further Court order. If the Debtor and Secured Creditors cannot agree to amend the Revised Budget, the Debtor or Secured Creditors may bring the dispute to the Court for resolution on not less than seven business days' notice. Notwithstanding this authorization, the Debtor shall not use Cash Collateral for the payment or satisfaction of any expense that will result in the Debtor spending more than 107% of any line item amount budgeted for such period. The Debtor's authority to use Cash Collateral shall terminate on the earliest to occur of:

- a. **December 19, 2016**, unless extended by Court order;
- b. the failure to comply with the terms of this Sixteenth Amended Final Order;
- c. a sale or refinancing of substantially all of its assets is proposed by the Debtor without the written consent of Brooks that would not indefeasibly pay the Indebtedness in full in cash;
- d. any other motion is filed by the Debtor for any relief directly or indirectly affecting the Collateral in a material adverse manner unless all Indebtedness have been indefeasibly paid in full in cash, and completely satisfied upon consummation of the transaction contemplated thereby;
- e. the Debtor's failure to propose a plan of reorganization or liquidation acceptable to Brooks in all respects, in their sole and absolute discretion, on or before **December 19, 2016**;
- f. the entry by this Court of an order reversing, amending, supplementing, staying, vacating or otherwise modifying the terms of this Order without the written consent of Brooks;
- g. sale, pledge, assignment or hypothecation of all or substantially all of the Collateral;
- h. the conversion of the Debtor's bankruptcy case to a case under Chapter 7 of the Bankruptcy Code;
- i. the appointment of a trustee or examiner or other representative with expanded powers for the Debtor, or

j. the occurrence of the effective date or consummation of a plan of reorganization.

At the request of the Debtor or the Committee, Brooks and UPMC may agree to extend, modify or waive each of the dates set forth in this paragraph, in Brook's and UPMC's sole discretion; provided however, that in order to be effective, any such extension, modification or waiver must be done in writing and signed by Brooks or UPMC as applicable or their respective attorneys prior to the expiration of the original and applicable date set forth above.

2. Maturity Date.

(a) The availability of the Facility shall immediately and automatically terminate, and the Indebtedness, together with any then outstanding interest, fees, costs, expenses or other amounts payable in connection therewith or under this Order, shall be immediately due and payable in full upon the earliest to occur of the following:

- a. December 19, 2016<sup>2</sup>;
- b. sale of all or substantially all of the Collateral;
- c. the failure to comply with the terms of this Sixteenth Amended Final Order; or
- d. a post-petition default under the terms of the Loan Documents.

(b) Notwithstanding any termination of availability or any amounts becoming due and payable pursuant to subparagraph (a) hereof, the rights and obligations of the Debtor and the rights, claims, security interests, liens, and priorities of Brooks and UPMC with respect to all transactions which occurred prior to the occurrence of such termination or maturity shall remain unimpaired and unaffected by any such termination or maturity and shall survive any such termination or maturity.

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<sup>2</sup> The Brooks Loan Documents shall be deemed to be amended to reflect the terms of this Sixteenth Amended Final Order.

3. The Debtor and the Committee agree to: (a) keep Brooks apprised of and included in the negotiations surrounding and leading up to a refinancing or Sale Transaction, (b) agree, subject to the consent of the prospective bidders or investors, to allow representatives of Brooks to participate in calls or meetings, as applicable, with prospective bidders or investors, at the request of Brooks, and (c) shall share letters of intent, offers, draft agreements with Brooks throughout the refinancing or Sale Transaction process.

4. The Cash Collateral and the Collateral may not be used in connection with (i) opposing, preventing, hindering or delaying the Lender's enforcement or realization upon any of the Collateral once an Event of Default (as defined in this Final Order or the Loan Documents) has occurred, so long as such Event of Default has not been cured or waived; (ii) using or seeking to use any insurance proceeds constituting the Collateral without the prior written consent of the Secured Creditors; (iii) objecting to or challenging the claims, liens, security interests or the Collateral granted to the Secured Creditors pursuant to the Final Order; (iv) asserting, commencing or prosecuting any claims or causes of action, including without limitation, any actions under chapter 5 of the Bankruptcy Code, against the Secured Creditors or any of their respective affiliates, agents, attorneys, advisors, professionals, officers, directors and employees; and (v) prosecuting an objection to, or contesting in any manner, or raising any defense to, the validity, extent, amount, perfection, priority, or enforceability of any of the claims of the Secured Creditors, the liens granted pursuant to the Loan Documents and the Final Order or any other rights or interests of the Secured Creditors under the Loan Documents or the Final Order.

5. Except as expressly modified by this Sixteenth Amended Final Order all of the terms and conditions of the Final Order shall continue in effect.

6. This Sixteenth Amended Final Order may be executed in counterparts, each of which shall be deemed to be an original and together shall be deemed to be one and the same agreement.

7. A further hearing approving the relief requested in the Motion shall be heard before this Court at the United States Bankruptcy Court, Part II, 300 Pearl Street, Buffalo, New York on December 19, 2016 at 1:00 p.m. or as soon thereafter as counsel may be heard.

*(Signature Page to Follow)*

Dated: Buffalo, New York  
DEC 13 2016, 2016



HON. CARL L. BUCKI  
UNITED STATES BANKRUPTCY JUDGE

**AGREED AND APPROVED AS TO FORM AND CONTENT:**

**HODGSON RUSS LLP**  
*Attorneys for Brooks*

**MENTER, RUDIN & TRIVELPIECE, P.C.**  
*Attorneys for Debtor*

By: /s/James C. Thoman, Esq.

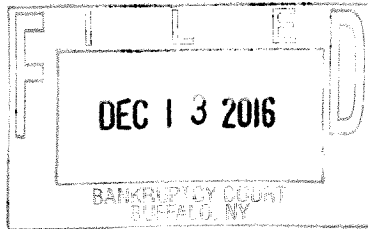
By: /s/Jeffrey A. Dove, Esq.

**BOND, SCHOENECK & KING, PLLC**  
*Attorneys for the Committee*

**CAMPBELL & LEVINE, LLC**  
*Attorneys for UPMC*

By: /s/Sara C. Temes, Esq.

By: /s/David B. Salzman, Esq.



**SCHEDULE "1"**  
**(Operating Budget)**



Week/Month	Description	Relation Factor	Deposits		Payments		Change to Forecast	Actual	Change to Forecast	Total	Actual	Change to Forecast	Account Balance	
			Initial Operating Expenses (Baseline)	Operating	Financing/Other	Operating Expenses							Payroll	Other
Week 35	Medicare Medicaid Blue Cross HSA All Other Pool Distribution Ortha Clinic WVAP (SF 2017)	97.0% 97.0% 97.0% 97.0% 100.0% 100.0% 100.0%	32,000 73,836 66,570 73,150 133,117 5,000 5,000	21,340 71,621 64,873 73,150 120,706 5,000 5,000	1,184,025 115,525 56,613 238,476 560,883 1,182,883	23,900 42,300 158,000 60,000 24,000 25,000 25,000	21,796 426,444 442,243	Original Forecast (Beginning Bal. Adjusted to prior Week Actual) 182,378 739,885 852,263 Change	21,796 426,444 442,243	23,900 426,444 442,243	21,796 426,444 442,243	Original Forecast (Beginning Bal. Adjusted to prior Week Actual) 182,378 739,885 852,263 Change	852,263 442,243	
Week 36	Medicare Medicaid Blue Cross HSA All Other Pool Distribution Ortha Clinic WVAP (SF 2017)	97.0% 97.0% 97.0% 97.0% 100.0% 100.0% 100.0%	38,650 76,301 71,947 138,211 5,000 5,000	37,472 72,389 67,335 76,684 138,211 5,000 5,000	1,182,883 52,312 81,881 102,288 134,151 5,000 5,000	23,000 158,000 60,000 24,000 25,000 25,000	357,816 152,443 22,493 29,493 25,000 25,000	Original Forecast (Beginning Bal. Adjusted to prior Week Actual) 372,816 152,443 22,493 29,493 25,000 25,000 Change	357,816 152,443 22,493 29,493 25,000 25,000	375,000 158,000 60,000 24,000 25,000 25,000	357,816 152,443 22,493 29,493 25,000 25,000	Original Forecast (Beginning Bal. Adjusted to prior Week Actual) 372,816 152,443 22,493 29,493 25,000 25,000 Change	444,297 442,243	
Week 37	Medicare Medicaid Blue Cross HSA All Other Pool Distribution Ortha Clinic WVAP (SF 2017)	97.0% 97.0% 97.0% 97.0% 100.0% 100.0% 100.0%	30,000 78,881 71,947 138,211 5,000 5,000	29,361 74,972 69,892 76,628 131,563 12,000 12,000	29,361 59,892 46,502 105,890 204,612 539,549	23,000 158,000 60,000 24,000 25,000 25,000	22,310 184,844 25,000 134,612 365,895	Original Forecast (Beginning Bal. Adjusted to prior Week Actual) 444,297 96,787 172,683 75,896 Change	22,310 184,844 25,000 134,612 365,895	23,000 158,000 60,000 24,000 25,000 25,000	22,310 184,844 25,000 134,612 365,895	Original Forecast (Beginning Bal. Adjusted to prior Week Actual) 444,297 96,787 172,683 75,896 Change	541,083 444,297 616,890	
Week 38	Medicare Medicaid Blue Cross HSA All Other Pool Distribution Ortha Clinic WVAP (SF 2017)	97.0% 97.0% 97.0% 97.0% 100.0% 100.0% 100.0%	36,000 78,881 71,947 138,211 5,000 5,000	36,289 74,290 68,870 74,680 131,369 5,000 5,000	362,889 11,387 16,327 163,530 214,239 744,010	23,000 158,000 60,000 24,000 25,000 25,000	358,048 149,987 22,493 248,800 25,000 864,329	Original Forecast (Beginning Bal. Adjusted to prior Week Actual) 444,297 96,787 172,683 75,896 Change	358,048 149,987 22,493 248,800 25,000 864,329	375,000 158,000 60,000 24,000 25,000 25,000	358,048 149,987 22,493 248,800 25,000 864,329	Original Forecast (Beginning Bal. Adjusted to prior Week Actual) 444,297 96,787 172,683 75,896 Change	616,890	
Week 39	Medicare Medicaid Blue Cross HSA All Other Pool Distribution Ortha Clinic WVAP (SF 2017)	97.0% 97.0% 97.0% 97.0% 100.0% 100.0% 100.0%	38,000 78,881 71,947 138,211 5,000 5,000	38,889 74,290 68,870 74,680 131,369 5,000 5,000	388,889 11,387 16,327 163,530 214,239 744,010	23,000 158,000 60,000 24,000 25,000 25,000	358,048 149,987 22,493 248,800 25,000 864,329	Original Forecast (Beginning Bal. Adjusted to prior Week Actual) 444,297 96,787 172,683 75,896 Change	358,048 149,987 22,493 248,800 25,000 864,329	375,000 158,000 60,000 24,000 25,000 25,000	358,048 149,987 22,493 248,800 25,000 864,329	Original Forecast (Beginning Bal. Adjusted to prior Week Actual) 444,297 96,787 172,683 75,896 Change	616,890	
Week 40	Medicare Medicaid Blue Cross HSA All Other Pool Distribution Ortha Clinic WVAP (SF 2017)	97.0% 97.0% 97.0% 97.0% 100.0% 100.0% 100.0%	38,000 78,881 71,947 138,211 5,000 5,000	38,889 74,290 68,870 74,680 131,369 5,000 5,000	388,889 11,387 16,327 163,530 214,239 744,010	23,000 158,000 60,000 24,000 25,000 25,000	358,048 149,987 22,493 248,800 25,000 864,329	Original Forecast (Beginning Bal. Adjusted to prior Week Actual) 444,297 96,787 172,683 75,896 Change	358,048 149,987 22,493 248,800 25,000 864,329	375,000 158,000 60,000 24,000 25,000 25,000	358,048 149,987 22,493 248,800 25,000 864,329	Original Forecast (Beginning Bal. Adjusted to prior Week Actual) 444,297 96,787 172,683 75,896 Change	616,890	
Week 41	Medicare Medicaid Blue Cross HSA All Other Pool Distribution Ortha Clinic WVAP (SF 2017)	97.0% 97.0% 97.0% 97.0% 100.0% 100.0% 100.0%	38,000 78,881 71,947 138,211 5,000 5,000	38,889 74,290 68,870 74,680 131,369 5,000 5,000	388,889 11,387 16,327 163,530 214,239 744,010	23,000 158,000 60,000 24,000 25,000 25,000	358,048 149,987 22,493 248,800 25,000 864,329	Original Forecast (Beginning Bal. Adjusted to prior Week Actual) 444,297 96,787 172,683 75,896 Change	358,048 149,987 22,493 248,800 25,000 864,329	375,000 158,000 60,000 24,000 25,000 25,000	358,048 149,987 22,493 248,800 25,000 864,329	Original Forecast (Beginning Bal. Adjusted to prior Week Actual) 444,297 96,787 172,683 75,896 Change	616,890	
Week 42	Medicare Medicaid Blue Cross HSA All Other Pool Distribution Ortha Clinic WVAP (SF 2017)	97.0% 97.0% 97.0% 97.0% 100.0% 100.0% 100.0%	38,000 78,881 71,947 138,211 5,000 5,000	38,889 74,290 68,870 74,680 131,369 5,000 5,000	388,889 11,387 16,327 163,530 214,239 744,010	23,000 158,000 60,000 24,000 25,000 25,000	358,048 149,987 22,493 248,800 25,000 864,329	Original Forecast (Beginning Bal. Adjusted to prior Week Actual) 444,297 96,787 172,683 75,896 Change	358,048 149,987 22,493 248,800 25,000 864,329	375,000 158,000 60,000 24,000 25,000 25,000	358,048 149,987 22,493 248,800 25,000 864,329	Original Forecast (Beginning Bal. Adjusted to prior Week Actual) 444,297 96,787 172,683 75,896 Change	616,890	
Week 43	Medicare Medicaid Blue Cross HSA All Other Pool Distribution Ortha Clinic WVAP (SF 2017)	97.0% 97.0% 97.0% 97.0% 100.0% 100.0% 100.0%	38,000 78,881 71,947 138,211 5,000 5,000	38,889 74,290 68,870 74,680 131,369 5,000 5,000	388,889 11,387 16,327 163,530 214,239 744,010	23,000 158,000 60,000 24,000 25,000 25,000	358,048 149,987 22,493 248,800 25,000 864,329	Original Forecast (Beginning Bal. Adjusted to prior Week Actual) 444,297 96,787 172,683 75,896 Change	358,048 149,987 22,493 248,800 25,000 864,329	375,000 158,000 60,000 24,000 25,000 25,000	358,048 149,987 22,493 248,800 25,000 864,329	Original Forecast (Beginning Bal. Adjusted to prior Week Actual) 444,297 96,787 172,683 75,896 Change	616,890	

Week/ Month	Description	Reduction Factor	Initial Operating Forecast (Baseline)	Deposits			Amount	Actual	Change to Fcst	Payments				Actual	Change to Fcst	Account Balance			
				Operating	Financing/Other					Operating Expenses	Payroll	Other	Total			Beginning	Net Flow	Ending	
Beginning: 10/17/2016	IHA	97.0%	80,000	77,800		77,800	67,873		Other Operating Expenses	244,000			244,000	189,194		(Beginning Bal. Adjusted to prior Week Actual)	457,089	178,230	635,319
Partial Week	All Other	97.0%	162,000	157,140		157,140	171,750		Pre-funded Bankruptcy/Unsecured Creditors							With Actuals	457,089	158,628	615,717
	Ortho Clinic	100%							Secured Debt Payments							Change		(19,602)	
	Pre-funded Escrow	100%																	
	<b>Total</b>	<b>97.0%</b>	<b>459,000</b>	<b>445,230</b>		<b>445,230</b>	<b>371,537</b>		<b>Total</b>	<b>244,000</b>	<b>23,000</b>	<b>-</b>	<b>267,000</b>	<b>212,909</b>					
Week 44	Medicaid	97.0%	23,000	22,310		22,310	10,308		Payroll		375,000		375,000	363,294		Original Forecast			
	Medicare	97.0%	109,000	105,730		105,730	131,197		Payroll Taxes (Federal)		158,000		158,000	152,448					
	Blue Cross	97.0%	85,000	82,450		82,450	144,728		Health Insurance										
	IHA	97.0%	80,000	77,600		77,600	158,434												
Beginning: 10/24/2016	All Other	97.0%	162,000	157,140		157,140	138,006		Other Operating Expenses	244,000			244,000	445,943		(Beginning Bal. Adjusted to prior Week Actual)	615,717	348,507	964,224
Partial Week	Pool Distribution	97.0%							Pre-funded Bankruptcy/Unsecured Creditors							With Actuals	615,717	277,275	892,992
	Ortho Clinic	100%							Secured Debt Payments					25,000		Change		(72,232)	
	VAPAP (SFY 2017)	100.0%	681,277	681,277		681,277	681,277												
	<b>Total</b>	<b>98.8%</b>	<b>1,140,277</b>	<b>1,126,907</b>		<b>1,126,907</b>	<b>1,263,950</b>		<b>Total</b>	<b>244,000</b>	<b>533,000</b>	<b>-</b>	<b>777,000</b>	<b>985,875</b>					
Week 45	Medicaid	97.0%	23,000	22,310		22,310	21,113		Payroll							Original Forecast			
	Medicare	97.0%	109,000	105,730		105,730	90,210		Payroll Taxes (Federal)		23,000		23,000	22,535					
	Blue Cross	97.0%	85,000	82,450		82,450	106,123		Health Insurance										
	IHA	97.0%	80,000	77,600		77,600	75,287		ER Physician Subsidy										
Beginning: 10/31/2016	All Other	97.0%	162,000	157,140		157,140	188,333		Other Operating Expenses	244,000			244,000	210,118		(Beginning Bal. Adjusted to prior Week Actual)	892,992	128,230	1,021,222
Partial Week	Pool Distribution	97.0%							Pre-funded Bankruptcy/Unsecured Creditors			26,000	26,000	25,000		With Actuals	892,992	286,495	1,179,487
	Ortho Clinic	100%							Secured Debt Payments			25,000	25,000	164,680		Change		(72,232)	
	Insurance - CNA	100%							CNA Insurance					725,448					
	FEMA Project Funding	97.0%	459,000	445,230		445,230	1,409,276		FEMA Projects	244,000	23,000	50,000	317,000	1,122,781					
	<b>Total</b>	<b>97.0%</b>	<b>459,000</b>	<b>445,230</b>		<b>445,230</b>	<b>1,409,276</b>		<b>Total</b>	<b>244,000</b>	<b>23,000</b>	<b>50,000</b>	<b>317,000</b>	<b>1,122,781</b>					
Week 46	Medicaid	97.0%	23,000	22,310		22,310	-		Payroll		375,000		375,000	363,946		Original Forecast			
	Medicare	97.0%	109,000	105,730		105,730	105,970		Payroll Taxes (Federal)		158,000		158,000	152,628					
	Blue Cross	97.0%	85,000	82,450		82,450	98,366		Health Insurance										
	IHA	97.0%	80,000	77,600		77,600	83,132												
Beginning: 11/7/2016	All Other	97.0%	162,000	157,140		157,140	109,315		Other Operating Expenses	244,000			244,000	210,586		(Beginning Bal. Adjusted to prior Week Actual)	1,179,487	(356,770)	822,717
Partial Week	Pool Distribution	97.0%							Pre-funded Bankruptcy/Unsecured Creditors							With Actuals	1,179,487	(330,777)	848,710
	Ortho Clinic	100%							Secured Debt Payments					26,000		Change		25,993	
	Pre-funded Escrow	100%																	
	<b>Total</b>	<b>97.0%</b>	<b>459,000</b>	<b>445,230</b>		<b>445,230</b>	<b>396,383</b>		<b>Total</b>	<b>244,000</b>	<b>533,000</b>	<b>26,000</b>	<b>802,000</b>	<b>727,160</b>					
Week 47	Medicaid	97.0%	23,000	22,310		22,310	37,812		Payroll							Original Forecast			
	Medicare	97.0%	109,000	105,730		105,730	103,890		Payroll Taxes (Federal)		23,000		23,000	22,540					
	Blue Cross	97.0%	85,000	82,450		82,450	56,580		Health Insurance										
	IHA	97.0%	80,000	77,600		77,600	74,906												
Beginning: 11/14/2016	All Other	97.0%	162,000	157,140		157,140	254,600		Other Operating Expenses	244,000			244,000	266,954		(Beginning Bal. Adjusted to prior Week Actual)	848,710	178,230	1,026,940
Partial Week	Pool Distribution	97.0%							Pre-funded Bankruptcy/Unsecured Creditors							With Actuals	848,710	238,184	1,086,894
	Ortho Clinic	100%							Secured Debt Payments					206,250		Change		59,954	
	Pre-funded Escrow	100%							VAP Funding										
	Vital Access Provider	97.0%	459,000	445,230		445,230	206,250			244,000	23,000		267,000	495,844					
	<b>Total</b>	<b>97.0%</b>	<b>459,000</b>	<b>445,230</b>		<b>445,230</b>	<b>734,028</b>		<b>Total</b>	<b>244,000</b>	<b>23,000</b>	<b>-</b>	<b>267,000</b>	<b>495,844</b>					
Week 48	Medicaid	97.0%	23,000	22,310		22,310	-		Payroll		375,000		375,000	373,028		Original Forecast			
	Medicare	97.0%	109,000	105,730		105,730	35,783		Payroll Taxes (Federal)		158,000		158,000	154,379					
	Blue Cross	97.0%	85,000	82,450		82,450	69,154		Health Insurance										
	IHA	97.0%	80,000	77,600		77,600	96,611												
Beginning: 11/21/2016	All Other	97.0%	162,000	157,140		157,140	131,501		Other Operating Expenses	244,000			244,000	199,682		(Beginning Bal. Adjusted to prior Week Actual)	1,086,894	(331,770)	755,124
Partial Week	Pool Distribution	97.0%							Pre-funded Bankruptcy/Unsecured Creditors							With Actuals	1,086,894	(431,502)	655,392
	Ortho Clinic	100%							Secured Debt Payments					37,500		Change		(99,732)	
	Pre-funded Escrow	100%																	
	<b>Total</b>	<b>97.0%</b>	<b>459,000</b>	<b>445,230</b>		<b>445,230</b>	<b>333,088</b>		<b>Total</b>	<b>244,000</b>	<b>533,000</b>	<b>-</b>	<b>777,000</b>	<b>754,580</b>					
Week 49	Medicaid	97.0%	23,000	22,310		22,310	35,058		Payroll							Original Forecast			
	Medicare	97.0%	109,000	105,730		105,730	263,899		Payroll Taxes (Federal)		23,000		23,000	22,945					
	Blue Cross	97.0%	85,000	82,450		82,450	106,388		Health Insurance										
	IHA	97.0%	80,000	77,600		77,600	62,076												
Beginning: 11/28/2016	All Other	97.0%	162,000	157,140		157,140	188,766		Other Operating Expenses	244,000			244,000	314,491		(Beginning Bal. Adjusted to prior Week Actual)	655,392	204,913	860,305
Partial Week	Pool Distribution	97.0%							Pre-funded Bankruptcy/Unsecured Creditors							With Actuals	655,392	408,830	1,064,222
	Ortho Clinic	100%							Secured Debt Payments					37,500		Change		203,917	
	VAPAP (SFY 2017)	100.0%	64,183	64,183		64,183	64,183												
	<b>Total</b>	<b>97.4%</b>	<b>523,183</b>	<b>509,413</b>		<b>509,413</b>	<b>746,266</b>		<b>Total</b>	<b>244,000</b>	<b>23,000</b>	<b>-</b>	<b>304,500</b>	<b>337,436</b>					
Week 50	Medicaid	97.0%	23,000	22,310		22,310	64,580		Payroll		375,000		375,000	378,000		Original Forecast			
	Medicare	97.0%	109,000	105,730		105,730	72,071		Payroll Taxes (Federal)		158,000		158,000	156,424					
	Blue Cross	97.0%	85,000	82,450		82,450	105,394		Health Insurance										
	IHA	97.0%	80,000	77,600		77,600	72,133												
Beginning: 12/5/2016	All Other	97.0%	162,000	157,140		157,140	189,930		Other Operating Expenses	244,000			244,000	209,350		(Beginning Bal. Adjusted to prior Week Actual)	1,064,222	(331,770)	732,452
Partial Week	Pool Distribution	97.0%							Pre-funded Bankruptcy/Unsecured Creditors							With Actuals	1,064,222	(240,695)	823,527
	Ortho Clinic	100%							Secured Debt Payments							Change		91,075	
	Pre-funded Escrow	100%																	
	<b>Total</b>	<b>97.0%</b>	<b>459,000</b>	<b>445,230</b>		<b>445,230</b>	<b>503,108</b>		<b>Total</b>	<b>244,000</b>	<b>533,000</b>	<b>-</b>	<b>777,000</b>	<b>743,804</b>					
Week 51	Medicaid	97.0%	23,000	22,310		22,310	-		Payroll							Original Forecast			
	Medicare	97.0%	109,000																



Week/ Month	Description	Reduction Factor	Initial Operating Forecast (Baseline)	Deposits					Payments					Account Balance				
				Operating	Financing/Other	Amount	Actual	Change to Fcst	Description	Operating Expenses	Payroll	Other	Total	Actual	Change to Fcst	Beginning	Net Flow	Ending
	Total	97.0%	459,000	445,230	-	445,230	-	-	Total	244,000	533,000	-	777,000	-	-	(314,452)	(331,770)	(646,222)
Week 8	Medicaid	97.0%	23,000	22,310	-	22,310	-	-	Payroll	-	-	-	-	-	-	-	-	-
	Medicare	97.0%	109,000	105,730	-	105,730	-	-	Payroll Taxes (Federal)	-	23,000	-	23,000	-	-	-	-	-
	Blue Cross	97.0%	85,000	82,450	-	82,450	-	-	Health Insurance	-	-	-	-	-	-	-	-	-
	IHA	97.0%	80,000	77,600	-	77,600	-	-	ER Physician Subsidy	-	-	-	-	-	-	-	-	-
	All Other	97.0%	162,000	157,140	-	157,140	-	-	Other Operating Expenses	244,000	-	-	244,000	-	-	-	-	-
Beginning: 2/20/2017	Pool Distribution	97.0%	-	-	-	-	-	-	Pre-funded Bankruptcy/Unsecured Creditors	-	-	-	-	-	-	-	-	-
Partial Week	Ortho Clinic	100%	-	-	-	-	-	-	Secured Debt Payments	-	-	-	37,500	-	-	-	-	-
	Pre-funded Escrow	100%	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	97.0%	459,000	445,230	-	445,230	-	-	Total	244,000	23,000	-	304,500	-	-	(646,222)	140,730	(505,492)
Week 9	Medicaid	97.0%	23,000	22,310	-	22,310	-	-	Payroll	-	-	-	375,000	-	-	-	-	-
	Medicare	97.0%	109,000	105,730	-	105,730	-	-	Payroll Taxes (Federal)	-	-	-	158,000	-	-	-	-	-
	Blue Cross	97.0%	85,000	82,450	-	82,450	-	-	Health Insurance	-	-	-	-	-	-	-	-	-
	IHA	97.0%	80,000	77,600	-	77,600	-	-	ER Physician Subsidy	-	-	-	-	-	-	-	-	-
	All Other	97.0%	162,000	157,140	-	157,140	-	-	Other Operating Expenses	244,000	-	-	244,000	-	-	-	-	-
Beginning: 3/27/2017	Pool Distribution	97.0%	-	-	-	-	-	-	Pre-funded Bankruptcy/Unsecured Creditors	-	-	-	-	-	-	-	-	-
Partial Week	Ortho Clinic	100%	-	-	-	-	-	-	Secured Debt Payments	-	-	-	-	-	-	-	-	-
	VAPAP (SFY 2017)	100.0%	112,459	112,459	-	112,459	-	-	-	-	-	-	-	-	-	-	-	-
	Total	97.6%	595,459	580,969	-	580,969	-	-	Total	244,000	533,000	-	777,000	-	-	(505,492)	(196,031)	(701,523)
Week 10	Medicaid	97.0%	23,000	22,310	-	22,310	-	-	Payroll	-	-	-	-	-	-	-	-	-
	Medicare	97.0%	109,000	105,730	-	105,730	-	-	Payroll Taxes (Federal)	-	23,000	-	23,000	-	-	-	-	-
	Blue Cross	97.0%	85,000	82,450	-	82,450	-	-	Health Insurance	-	-	-	-	-	-	-	-	-
	IHA	97.0%	80,000	77,600	-	77,600	-	-	ER Physician Subsidy	-	-	-	-	-	-	-	-	-
	All Other	97.0%	162,000	157,140	-	157,140	-	-	Other Operating Expenses	244,000	-	-	244,000	-	-	-	-	-
Beginning: 3/6/2017	Pool Distribution	97.0%	-	-	-	-	-	-	Pre-funded Bankruptcy/Unsecured Creditors	-	-	-	-	-	-	-	-	-
Partial Week	Ortho Clinic	100%	-	-	-	-	-	-	Secured Debt Payments	-	-	-	-	-	-	-	-	-
	Pre-funded Escrow	100%	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	97.0%	459,000	445,230	-	445,230	-	-	Total	244,000	23,000	-	267,000	-	-	(701,523)	178,230	(523,293)
Week 11	Medicaid	97.0%	23,000	22,310	-	22,310	-	-	Payroll	-	-	-	375,000	-	-	-	-	-
	Medicare	97.0%	109,000	105,730	-	105,730	-	-	Payroll Taxes (Federal)	-	-	-	158,000	-	-	-	-	-
	Blue Cross	97.0%	85,000	82,450	-	82,450	-	-	Health Insurance	-	-	-	-	-	-	-	-	-
	IHA	97.0%	80,000	77,600	-	77,600	-	-	ER Physician Subsidy	-	-	-	-	-	-	-	-	-
	All Other	97.0%	162,000	157,140	-	157,140	-	-	Other Operating Expenses	244,000	-	-	244,000	-	-	-	-	-
Beginning: 3/13/2017	Pool Distribution	97.0%	-	-	-	-	-	-	Pre-funded Bankruptcy/Unsecured Creditors	-	-	-	-	-	-	-	-	-
Partial Week	Ortho Clinic	100%	-	-	-	-	-	-	Secured Debt Payments	-	-	-	-	-	-	-	-	-
	Pre-funded Escrow	100%	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	97.0%	459,000	445,230	-	445,230	-	-	Total	244,000	533,000	-	777,000	-	-	(523,293)	(331,770)	(855,063)
Week 12	Medicaid	97.0%	23,000	22,310	-	22,310	-	-	Payroll	-	-	-	-	-	-	-	-	-
	Medicare	97.0%	109,000	105,730	-	105,730	-	-	Payroll Taxes (Federal)	-	23,000	-	23,000	-	-	-	-	-
	Blue Cross	97.0%	85,000	82,450	-	82,450	-	-	Health Insurance	-	-	-	-	-	-	-	-	-
	IHA	97.0%	80,000	77,600	-	77,600	-	-	ER Physician Subsidy	-	-	-	-	-	-	-	-	-
	All Other	97.0%	162,000	157,140	-	157,140	-	-	Other Operating Expenses	244,000	-	-	244,000	-	-	-	-	-
Beginning: 3/20/2017	Pool Distribution	97.0%	-	-	-	-	-	-	Pre-funded Bankruptcy/Unsecured Creditors	-	-	-	-	-	-	-	-	-
Partial Week	Ortho Clinic	100%	-	-	-	-	-	-	Secured Debt Payments	-	-	-	37,500	-	-	-	-	-
	Pre-funded Escrow	100%	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	97.0%	459,000	445,230	-	445,230	-	-	Total	244,000	23,000	-	304,500	-	-	(855,063)	140,730	(714,333)
Week 13	Medicaid	97.0%	23,000	22,310	-	22,310	-	-	Payroll	-	-	-	375,000	-	-	-	-	-
	Medicare	97.0%	109,000	105,730	-	105,730	-	-	Payroll Taxes (Federal)	-	-	-	158,000	-	-	-	-	-
	Blue Cross	97.0%	85,000	82,450	-	82,450	-	-	Health Insurance	-	-	-	-	-	-	-	-	-
	IHA	97.0%	80,000	77,600	-	77,600	-	-	ER Physician Subsidy	-	-	-	-	-	-	-	-	-
	All Other	97.0%	162,000	157,140	-	157,140	-	-	Other Operating Expenses	244,000	-	-	244,000	-	-	-	-	-
Beginning: 3/27/2017	Pool Distribution	97.0%	-	-	-	-	-	-	Pre-funded Bankruptcy/Unsecured Creditors	-	-	-	-	-	-	-	-	-
Partial Week	Ortho Clinic	100%	-	-	-	-	-	-	Secured Debt Payments	-	-	-	-	-	-	-	-	-
	VAPAP (SFY 2017)	100.0%	112,459	112,459	-	112,459	-	-	-	-	-	-	-	-	-	-	-	-
	Total	97.6%	595,459	580,969	-	580,969	-	-	Total	244,000	533,000	-	777,000	-	-	(714,333)	(196,031)	(910,364)
Week 14	Medicaid	97.0%	23,000	22,310	-	22,310	-	-	Payroll	-	-	-	-	-	-	-	-	-
	Medicare	97.0%	109,000	105,730	-	105,730	-	-	Payroll Taxes (Federal)	-	23,000	-	23,000	-	-	-	-	-
	Blue Cross	97.0%	85,000	82,450	-	82,450	-	-	Health Insurance	-	-	-	-	-	-	-	-	-
	IHA	97.0%	80,000	77,600	-	77,600	-	-	ER Physician Subsidy	-	-	-	-	-	-	-	-	-
	All Other	97.0%	162,000	157,140	-	157,140	-	-	Other Operating Expenses	244,000	-	-	244,000	-	-	-	-	-
Beginning: 4/3/2017	Pool Distribution	97.0%	-	-	-	-	-	-	Pre-funded Bankruptcy/Unsecured Creditors	-	-	-	-	-	-	-	-	-
Partial Week	Ortho Clinic	100%	-	-	-	-	-	-	Secured Debt Payments	-	-	-	-	-	-	-	-	-
	Pre-funded Escrow	100%	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	97.0%	459,000	445,230	-	445,230	-	-	Total	244,000	23,000	-	267,000	-	-	(910,364)	178,230	(732,134)
Week 15	Medicaid	97.0%	23,000	22,310	-	22,310	-	-	Payroll	-	-	-	375,000	-	-	-	-	-
	Medicare	97.0%	109,000	105,730	-	105,730	-	-	Payroll Taxes (Federal)	-	-	-	158,000	-	-	-	-	-
	Blue Cross	97.0%	85,000	82,450	-	82,450	-	-	Health Insurance	-	-	-	-	-	-	-	-	-
	IHA	97.0%	80,000	77,600	-	77,600	-	-	ER Physician Subsidy	-	-	-	-	-	-	-	-	-
	All Other	97.0%	162,000	157,140	-	157,140	-	-	Other Operating Expenses	244,000	-	-	244,000	-	-	-	-	-
Beginning: 4/10/2017	Pool Distribution	97.0%	-	-	-	-	-	-	Pre-funded Bankruptcy/Unsecured Creditors	-	-	-	-	-	-	-	-	-
Partial Week	Ortho Clinic	100%	-	-	-	-	-	-	Secured Debt Payments	-	-	-	-	-	-	-	-	-
	Pre-funded Escrow	100%	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	97.0%	459,000	445,230	-	445,230	-	-	Total	244,000	533,000	-	777,000	-	-	(732,134)	(331,770)	(1,063,904)
Week 16	Medicaid	97.0%	23,000	22,310	-	22,310	-	-	Payroll	-	-	-	-	-	-	-	-	-
	Medicare	97.0%	109,000	105,730	-	105,730	-	-	Payroll Taxes (Federal)	-	23,000	-	23,000	-	-	-	-	-
	Blue Cross	97.0%	85,000	82,450	-	82,450	-	-	Health Insurance	-	-	-	-	-	-	-	-	-
	IHA	97.0%	80,000	77,600	-	77,600	-	-	ER Physician Subsidy	-	-	-	-	-	-	-	-	-
	All Other	97.0%	162,000	157,140	-	157,140	-	-	Other Operating Expenses	244,000	-	-	244,000	-	-	-	-	-
Beginning: 4/17/2017	Pool Distribution	97.0%	-	-	-	-</												



Week/ Month	Description	Reduction Factor	Initial Operating Forecast (Baseline)	Deposits					Payments					Account Balance				
				Operating	Financing/Other	Amount	Actual	Change to Fcst	Description	Operating Expenses	Payroll	Other	Total	Actual	Change to Fcst	Beginning	Net Flow	Ending
					2,681,750													
	Pool Distribution			24,000	960,000	670,000												
	Ortho Clinic			5,000		290,000	24,167											
	Ortho Clinic After 150 days (+ Hosp Rev)																	
	<b>VBP-QIP Funding Stream: (per 4/29/2016 NYSDOH call)</b>																	
	April-June		2,682,000	670,500		375,000	15.2%	414,000										
	July			200,000		223,500	4.1%	110,000										
	August		350,000	225,000		223,500	4.4%	110,000										
	September		(150,000)	845,000		223,500	17.3%	660,883										
	October			540,000		223,500	11.0%	296,000										
	November			460,000		223,500	9.4%	257,000										
	December			120,000		223,500	2.5%	96,000										
	January			605,000		223,500	12.4%	332,000										
	February			225,000		223,500	4.6%	123,000										
	March			940,000		223,500	19.2%	315,000										
				4,892,940														
				4,892,940														
	VITAL ACCESS PROVIDER																	
	NOV 14, 2016			206,350.00														

Discount Factor 1.00  
 Prerefunded Bankruptcy fees 15,622

Per Steve M. \$300K advanced from future distributions to increase Sept funding by \$200K./jpe