

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF NEW YORK

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In re:

TLC HEALTH NETWORK,

Debtor.

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Case No. 1-13-13294-CLB

Chapter 11

**SEVENTEENTH 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

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<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 Sixteenth 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 December 19, 2016; and

The Debtor, the Secured Creditors and the Committee now desire to amend the Sixteenth 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~~ <sup>SIXTEENTH</sup> Amended Final Order and otherwise agree as follows:

1. Use of Funds. The Debtor is authorized to use Cash Collateral and incur Indebtedness through **January 30, 2017**, unless prior to that date, it files a Plan and Disclosure Statement, in which case it shall be authorized to use Cash Collateral and incur Indebtedness through **February 27, 2017** (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. **January 30, 2017**, unless prior to that date, it files a Plan and Disclosure Statement, in which case the termination date shall be **February 27, 2017**, unless otherwise extended by Court order;

b. the failure to comply with the terms of this Seventeenth 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 **February 27, 2017**;

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. February 27, 2017<sup>2</sup>;
- b. sale of all or substantially all of the Collateral;
- c. the failure to comply with the terms of this Seventeenth 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

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

unimpaired and unaffected by any such termination or maturity and shall survive any such termination or maturity.

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 Seventeenth Amended Final Order all of the terms and conditions of the Final Order shall continue in effect.

6. This Seventeenth 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 **January 30, 2017** at 1:00 p.m., unless prior to that date, the Debtor files a Plan and Disclosure Statement, in which case the the further hearing shall be held on **February 27, 2017** at 1:00 p.m. or as soon thereafter as counsel may be heard.

*(Signature Page to Follow)*

Dated: Buffalo, New York  
JAN 17 2017



HON. CARL L. BUCKI  
UNITED STATES BANKRUPTCY JUDGE

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

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

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

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

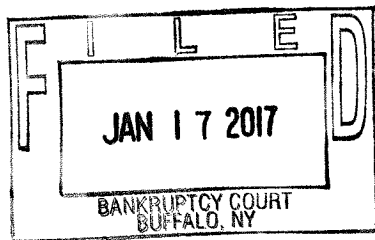
By: /s/Jeffrey A. Dove, Esq.

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

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

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

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



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





Week/ Month	Description	Reduction Factor	Leveraging Forecast (Baseline)	Deposits		Amount	Actual	Change to Fcst	Description	Payments				Account Balance		
				Operating	Financing/Other					Operating Expenses	Payroll	Other	Total	Actual	Change to Fcst	Beginning (Beginning Bal. Adjusted to prior Week Actual)
Beginning: 10/31/2016 Partial Week	All Other Pool Distribution Ortho Clinic Insurance - CNA FEMA Project Funding Total	92.0% 100% 100% 92.0%	177,000 - - - 492,000	162,840 - - - 452,640	- - - - -	162,840 - - - 452,640	168,333 54,081 164,680 725,448 1,409,276	210,119	Other Operating Expenses Pre-Funded Bankruptcy/Unsecured Creditors Secured Debt Payments CNA Insurance FEMA Projects Total	262,000 - - - - 282,000	23,000 - - - - 23,000	25,000 25,000 50,000	382,000 25,000 25,000 355,000	210,119	892,392 97,540 990,932	990,932 1,179,487 1,179,487
Week 46	Medicaid Medicare Blue Cross IHA All Other Pool Distribution Ortho Clinic Prefunded Escrow Total	92.0% 92.0% 92.0% 92.0% 92.0% 92.0% 100% 100% 92.0%	26,000 116,000 85,000 88,000 177,000 177,000 - - 492,000	23,920 106,720 78,200 80,960 162,840 162,840 - - 452,640	- - - - - - - - -	23,920 106,720 78,200 80,960 162,840 162,840 - - 452,640	105,570 98,366 83,132 109,315	383,946	Payroll Payroll Taxes (Federal) Health Insurance Other Operating Expenses Pre-Funded Bankruptcy/Unsecured Creditors Secured Debt Payments Total	378,000 158,000 - 282,000 - - 282,000	378,000 158,000 - - - - 25,000	378,000 158,000	383,946 152,628	383,946 152,628	1,179,487 330,777 848,710	848,710 59,583 908,293
Week 47	Medicaid Medicare Blue Cross IHA All Other Pool Distribution Ortho Clinic Prefunded Escrow Total	92.0% 92.0% 92.0% 92.0% 92.0% 92.0% 100% 100% 92.0%	26,000 116,000 85,000 88,000 177,000 177,000 - - 492,000	23,920 106,720 78,200 80,960 162,840 162,840 - - 452,640	- - - - - - - - -	23,920 106,720 78,200 80,960 162,840 162,840 - - 452,640	37,812	22,640	Payroll Payroll Taxes (Federal) Health Insurance Other Operating Expenses Pre-Funded Bankruptcy/Unsecured Creditors Secured Debt Payments VAP Funding Total	23,000 - - 282,000 - - - 282,000	23,000 - - - - - - 23,000	23,000	23,000	22,640	848,710 238,184 1,086,894	90,544 - - - - - - 90,544
Beginning: 11/7/2016 Partial Week	Medicaid Medicare Blue Cross IHA All Other Pool Distribution Ortho Clinic Prefunded Escrow Total	92.0% 92.0% 92.0% 92.0% 92.0% 92.0% 100% 100% 92.0%	26,000 116,000 85,000 88,000 177,000 177,000 - - 492,000	23,920 106,720 78,200 80,960 162,840 162,840 - - 452,640	- - - - - - - - -	23,920 106,720 78,200 80,960 162,840 162,840 - - 452,640	35,793	286,854	Payroll Payroll Taxes (Federal) Health Insurance Other Operating Expenses Pre-Funded Bankruptcy/Unsecured Creditors Secured Debt Payments VAP Funding Total	378,000 158,000 - 282,000 - - - 282,000	378,000 158,000	378,000 158,000	373,029	721,534	1,086,894 363,369 1,450,263	147,840 - - - - - - 147,840
Week 48	Medicaid Medicare Blue Cross IHA All Other Pool Distribution Ortho Clinic Prefunded Escrow Total	92.0% 92.0% 92.0% 92.0% 92.0% 92.0% 100% 100% 92.0%	26,000 116,000 85,000 88,000 177,000 177,000 - - 492,000	23,920 106,720 78,200 80,960 162,840 162,840 - - 452,640	- - - - - - - - -	23,920 106,720 78,200 80,960 162,840 162,840 - - 452,640	33,929	764,590	Payroll Payroll Taxes (Federal) Health Insurance Other Operating Expenses Pre-Funded Bankruptcy/Unsecured Creditors Secured Debt Payments VAP Funding Total	378,000 158,000 - 282,000 - - - 282,000	378,000 158,000	378,000 158,000	373,029	655,392	1,086,894 431,929 1,518,823	90,544 - - - - - - 90,544
Week 49	Medicaid Medicare Blue Cross IHA All Other Pool Distribution Ortho Clinic VAPAF (SRY 2017) Total	92.0% 92.0% 92.0% 92.0% 92.0% 92.0% 100.0% 100.0% 92.0%	26,000 116,000 85,000 88,000 177,000 177,000 64,183 556,183	23,920 106,720 78,200 80,960 162,840 162,840 64,183 516,823	- - - - - - - -	23,920 106,720 78,200 80,960 162,840 162,840 64,183 516,823	35,068	22,945	Payroll Payroll Taxes (Federal) Health Insurance Other Operating Expenses Pre-Funded Bankruptcy/Unsecured Creditors Secured Debt Payments VAPAF (SRY 2017) Total	23,000 - - 282,000 - - - 282,000	23,000 - - - - - - 23,000	23,000	23,000	22,945	1,518,823 174,233 1,693,056	254,907 - - - - - - 254,907
Week 50	Medicaid Medicare Blue Cross IHA All Other Pool Distribution Ortho Clinic Prefunded Escrow Total	92.0% 92.0% 92.0% 92.0% 92.0% 92.0% 100% 100% 92.0%	26,000 116,000 85,000 88,000 177,000 177,000 - - 492,000	23,920 106,720 78,200 80,960 162,840 162,840 - - 452,640	- - - - - - - - -	23,920 106,720 78,200 80,960 162,840 162,840 - - 452,640	64,580	337,436	Payroll Payroll Taxes (Federal) Health Insurance Other Operating Expenses Pre-Funded Bankruptcy/Unsecured Creditors Secured Debt Payments VAPAF (SRY 2017) Total	378,000 158,000 - 282,000 - - - 282,000	378,000 158,000	378,000 158,000	376,030	1,064,222	1,664,222 240,695 1,904,917	124,655 - - - - - - 124,655
Week 51	Medicaid Medicare Blue Cross IHA All Other Pool Distribution Ortho Clinic Prefunded Escrow Total	92.0% 92.0% 92.0% 92.0% 92.0% 92.0% 100% 100% 92.0%	26,000 116,000 85,000 88,000 177,000 177,000 - - 492,000	23,920 106,720 78,200 80,960 162,840 162,840 - - 452,640	- - - - - - - - -	23,920 106,720 78,200 80,960 162,840 162,840 - - 452,640	24,221	351,891	Payroll Payroll Taxes (Federal) Health Insurance Other Operating Expenses Pre-Funded Bankruptcy/Unsecured Creditors Secured Debt Payments VAPAF (SRY 2017) Total	378,000 158,000 - 282,000 - - - 282,000	378,000 158,000	378,000 158,000	371,706	823,527	1,47,540 40,995 1,88,535	107,045 - - - - - - 107,045
Beginning: 12/5/2016 Partial Week	Medicaid Medicare Blue Cross IHA All Other Pool Distribution Ortho Clinic Prefunded Escrow Total	92.0% 92.0% 92.0% 92.0% 92.0% 92.0% 100% 100% 92.0%	26,000 116,000 85,000 88,000 177,000 177,000 - - 492,000	23,920 106,720 78,200 80,960 162,840 162,840 - - 452,640	- - - - - - - - -	23,920 106,720 78,200 80,960 162,840 162,840 - - 452,640	45,097	468,762	Payroll Payroll Taxes (Federal) Health Insurance Other Operating Expenses Pre-Funded Bankruptcy/Unsecured Creditors Secured Debt Payments VAPAF (SRY 2017) Total	378,000 158,000 - 282,000 - - - 282,000	378,000 158,000	378,000 158,000	371,706	971,167	1,88,535 40,995 2,29,530	107,045 - - - - - - 107,045
Week 52	Medicaid Medicare Blue Cross IHA All Other Pool Distribution Ortho Clinic Prefunded Escrow Total	92.0% 92.0% 92.0% 92.0% 92.0% 92.0% 100% 100% 92.0%	26,000 116,000 85,000 88,000 177,000 177,000 - - 492,000	23,920 106,720 78,200 80,960 162,840 162,840 - - 452,640	- - - - - - - - -	23,920 106,720 78,200 80,960 162,840 162,840 - - 452,640	45,097	788,122	Payroll Payroll Taxes (Federal) Health Insurance Other Operating Expenses Pre-Funded Bankruptcy/Unsecured Creditors Secured Debt Payments VAPAF (SRY 2017) Total	378,000 158,000 - 282,000 - - - 282,000	378,000 158,000	378,000 158,000	371,706	1,904,917	2,29,530 40,995 2,70,525	107,045 - - - - - - 107,045

Week/Month	Description	Factor	Deposits			Payments		
			Operating	Financing/Other	Total	Operating	Payroll	Total
Beginning: 12/26/2016	12/26/2016	Partial Week	22,080	22,080	282,000	282,000	426,851	1,734,105
Week 1	Partial Week	92.0%	26,000	(3,588)	23,920	38,209	378,429	1,616,855
Week 2	Partial Week	92.0%	26,000	(3,588)	23,920	38,209	388,000	1,616,855
Week 3	Partial Week	92.0%	26,000	(3,588)	23,920	38,209	393,000	1,616,855
Week 4	Partial Week	92.0%	26,000	(3,588)	23,920	38,209	393,000	1,616,855
Week 5	Partial Week	92.0%	26,000	(3,588)	23,920	38,209	393,000	1,616,855
Week 6	Partial Week	92.0%	26,000	(3,588)	23,920	38,209	393,000	1,616,855
Week 7	Partial Week	92.0%	26,000	(3,588)	23,920	38,209	403,000	1,616,855
Z/13/2017	Ending	Account Balance						1,616,855
Original Forecast	(Beginning Bal. Adjusted to prior Week Actual)	Change	22,880	19,549	23,000	37,829	22,880	1,734,105
Original Forecast	(Beginning Bal. Adjusted to prior Week Actual)	Change	165,218	105,720	10,000	378,000	165,218	1,616,855
Original Forecast	(Beginning Bal. Adjusted to prior Week Actual)	Change	152,816	97,266	10,000	352,082	152,816	1,616,855
Original Forecast	(Beginning Bal. Adjusted to prior Week Actual)	Change	152,816	97,266	10,000	352,082	152,816	1,616,855
Original Forecast	(Beginning Bal. Adjusted to prior Week Actual)	Change	152,816	97,266	10,000	352,082	152,816	1,616,855
With Actuals	(Beginning Bal. Adjusted to prior Week Actual)	Change	1,616,855	1,616,855	1,616,855	1,616,855	1,616,855	1,616,855
With Actuals	(Beginning Bal. Adjusted to prior Week Actual)	Change	1,616,855	1,616,855	1,616,855	1,616,855	1,616,855	1,616,855
With Actuals	(Beginning Bal. Adjusted to prior Week Actual)	Change	1,616,855	1,616,855	1,616,855	1,616,855	1,616,855	1,616,855
With Actuals	(Beginning Bal. Adjusted to prior Week Actual)	Change	1,616,855	1,616,855	1,616,855	1,616,855	1,616,855	1,616,855

Weekly Month	Description	Reduction Factor	Upstream Forecast (Baseline)	Operating	Financing/Other	Amount	Actual	Change to Fast	Description	Payments				Account Balance					
										Operating Expenses	Payroll	Other	Total	Actual	Change to Fast	Beginning	Net Flow	Ending	
Partial Week	Ortho Clinic Prerefunded Escrow	100%	-	-	-	-	-	-	Secured Debt Payments	-	-	-	-	-	-	-	-	-	
	Total	92.0%	492,000	452,640	(3,589)	449,052	-	-	Total	282,000	536,000	195,000	1,013,000	-	-	(289,258)	(663,948)	(823,206)	
Week 8	Medical Medicare Blue Cross HHA All Other	92.0% 92.0% 92.0% 92.0% 92.0%	26,000 116,000 85,000 88,000 177,000	23,920 106,720 78,200 80,960 162,840	(3,589)	20,332 106,720 78,200 80,960 162,840	-	-	Payroll Taxes (Federal) Health Insurance ER Physician Subsidy & Hospitalist Coverage ER Operating Expenses Pre-funded Bankruptcy/Unsecured Creditors Secured Debt Payments	23,000 - - 282,000 - - -	23,000 158,000 - - - -	25,000 15,000 30,000 50,000 -	403,000 173,000 30,000 332,000 -	-	-	-	-	-	-
Beginning: 2/20/2017 Partial Week	Ortho Clinic Prerefunded Escrow	100% 100%	- -	- -	- -	- -	- -	- -	Total	282,000	23,000	190,000	495,000	-	-	(823,206)	(43,448)	(865,654)	
Week 9	Medical Medicare Blue Cross HHA All Other	92.0% 92.0% 92.0% 92.0% 92.0%	26,000 116,000 85,000 88,000 177,000	23,920 106,720 78,200 80,960 162,840	(3,589)	20,332 106,720 78,200 80,960 162,840	-	-	Payroll Taxes (Federal) Health Insurance ER Physician Subsidy & Hospitalist Coverage ER Operating Expenses Pre-funded Bankruptcy/Unsecured Creditors Secured Debt Payments	23,000 - - 282,000 - - -	23,000 158,000 - - - -	25,000 15,000 30,000 50,000 -	403,000 173,000 30,000 332,000 -	-	-	-	-	-	-
Beginning: 2/27/2017 Partial Week	Ortho Clinic VADAP (FY 2017)	100% 100.0%	- -	- -	- -	- -	- -	- -	Total	282,000	536,000	120,000	938,000	-	-	(865,654)	(466,688)	(1,333,522)	
Week 10	Medical Medicare Blue Cross HHA All Other	92.0% 92.0% 92.0% 92.0% 92.0%	26,000 116,000 85,000 88,000 177,000	23,920 106,720 78,200 80,960 162,840	(3,589)	20,332 106,720 78,200 80,960 162,840	-	-	Payroll Taxes (Federal) Health Insurance ER Physician Subsidy & Hospitalist Coverage ER Operating Expenses Pre-funded Bankruptcy/Unsecured Creditors Secured Debt Payments	23,000 - - 282,000 - - -	23,000 158,000 - - - -	25,000 15,000 30,000 50,000 -	403,000 173,000 30,000 332,000 -	-	-	-	-	-	-
Beginning: 3/6/2017 Partial Week	Ortho Clinic Prerefunded Escrow	100% 100%	- -	- -	- -	- -	- -	- -	Total	282,000	23,000	75,000	380,000	-	-	(1,333,522)	69,052	(1,264,470)	
Week 11	Medical Medicare Blue Cross HHA All Other	92.0% 92.0% 92.0% 92.0% 92.0%	26,000 116,000 85,000 88,000 177,000	23,920 106,720 78,200 80,960 162,840	(3,589)	20,332 106,720 78,200 80,960 162,840	-	-	Payroll Taxes (Federal) Health Insurance ER Physician Subsidy & Hospitalist Coverage ER Operating Expenses Pre-funded Bankruptcy/Unsecured Creditors Secured Debt Payments	23,000 - - 282,000 - - -	23,000 158,000 - - - -	25,000 15,000 30,000 50,000 -	403,000 173,000 30,000 332,000 -	-	-	-	-	-	-
Beginning: 3/13/2017 Partial Week	Ortho Clinic Prerefunded Escrow	100% 100%	- -	- -	- -	- -	- -	- -	Total	282,000	536,000	120,000	938,000	-	-	(1,264,470)	(488,948)	(1,753,418)	
Week 12	Medical Medicare Blue Cross HHA All Other	92.0% 92.0% 92.0% 92.0% 92.0%	26,000 116,000 85,000 88,000 177,000	23,920 106,720 78,200 80,960 162,840	(3,589)	20,332 106,720 78,200 80,960 162,840	-	-	Payroll Taxes (Federal) Health Insurance ER Physician Subsidy & Hospitalist Coverage ER Operating Expenses Pre-funded Bankruptcy/Unsecured Creditors Secured Debt Payments	23,000 - - 282,000 - - -	23,000 158,000 - - - -	25,000 15,000 30,000 50,000 -	403,000 173,000 30,000 332,000 -	-	-	-	-	-	-
Beginning: 3/20/2017 Partial Week	Ortho Clinic Prerefunded Escrow	100% 100%	- -	- -	- -	- -	- -	- -	Total	282,000	23,000	75,000	417,800	-	-	(1,753,418)	31,652	(1,721,866)	
Week 13	Medical Medicare Blue Cross HHA All Other	92.0% 92.0% 92.0% 92.0% 92.0%	26,000 116,000 85,000 88,000 177,000	23,920 106,720 78,200 80,960 162,840	(3,589)	20,332 106,720 78,200 80,960 162,840	-	-	Payroll Taxes (Federal) Health Insurance ER Physician Subsidy & Hospitalist Coverage ER Operating Expenses Pre-funded Bankruptcy/Unsecured Creditors Secured Debt Payments	23,000 - - 282,000 - - -	23,000 158,000 - - - -	25,000 15,000 30,000 50,000 -	403,000 173,000 30,000 332,000 -	-	-	-	-	-	-
Beginning: 3/27/2017 Partial Week	Ortho Clinic VADAP (FY 2017)	100% 100.0%	- -	- -	- -	- -	- -	- -	Total	282,000	536,000	120,000	938,000	-	-	(1,721,866)	(466,888)	(2,188,754)	
Week 14	Medical Medicare Blue Cross HHA All Other	92.0% 92.0% 92.0% 92.0% 92.0%	26,000 116,000 85,000 88,000 177,000	23,920 106,720 78,200 80,960 162,840	(3,589)	20,332 106,720 78,200 80,960 162,840	-	-	Payroll Taxes (Federal) Health Insurance ER Physician Subsidy & Hospitalist Coverage ER Operating Expenses Pre-funded Bankruptcy/Unsecured Creditors Secured Debt Payments	23,000 - - 282,000 - - -	23,000 158,000 - - - -	25,000 15,000 30,000 50,000 -	403,000 173,000 30,000 332,000 -	-	-	-	-	-	-
Beginning: 4/3/2017 Partial Week	Ortho Clinic Prerefunded Escrow	100% 100%	- -	- -	- -	- -	- -	- -	Total	282,000	23,000	75,000	380,000	-	-	(2,188,754)	69,052	(2,119,682)	
Week 15	Medical Medicare Blue Cross HHA	92.0% 92.0% 92.0% 92.0%	26,000 116,000 85,000 88,000	23,920 106,720 78,200 80,960	(3,589)	20,332 106,720 78,200 80,960	-	-	Payroll Taxes (Federal) Health Insurance ER Physician Subsidy & Hospitalist Coverage	23,000 - - -	23,000 158,000 - -	25,000 15,000 30,000 -	403,000 173,000 30,000 -	-	-	-	-	-	-



Week/ Month	Description	Reduction Factor	Deposits				Amount	Actual	Change to Fcst	Payments				Actual	Change to Fcst	Account Balance		
			Operating	Financing/Other	Operating	Payroll				Other	Total	Beginning	Net Flow			Ending		
Beginning: 6/5/2016	IHA	92.0%	88,000	80,960		80,960			ER Physician Subsidy & Hospitalist Coverage			25,000	25,000					
Partial Week	All Other	92.0%	177,000	162,840		162,840			Other Operating Expenses	282,000		50,000	332,000					
	Pool Distribution	92.0%	-	-		-			Pre-funded Bankruptcy/Unsecured Creditors	-		-	-					
	Ortho Clinic	100%	-	-		-			Secured Debt Payments	-		-	-					
	VAPAP (SFY 2017)	100.0%	-	-		-				-		-	-					
	<b>Total</b>	<b>92.0%</b>	<b>492,000</b>	<b>452,640</b>	<b>(3,588)</b>	<b>448,052</b>			<b>Total</b>	<b>282,000</b>	<b>536,000</b>	<b>115,000</b>	<b>933,000</b>			<b>(3,830,106)</b>	<b>(483,948)</b>	<b>(4,314,054)</b>
Week 24	Medicaid	92.0%	26,000	23,920	(3,588)	20,332			Payroll	-	-	-	-					
Beginning: 6/12/2016	Medicare	92.0%	116,000	106,720		106,720			Payroll Taxes (Federal)	-	23,000	-	23,000					
	Blue Cross	92.0%	85,000	78,200		78,200			Health Insurance	-	-	-	-					
	IHA	92.0%	88,000	80,960		80,960			ER Physician Subsidy & Hospitalist Coverage	-	-	30,000	30,000					
	All Other	92.0%	177,000	162,840		162,840			Other Operating Expenses	282,000		50,000	332,000					
	Pool Distribution	92.0%	-	-		-			Pre-funded Bankruptcy/Unsecured Creditors	-		-	37,500					
Partial Week	Ortho Clinic	100%	-	-		-			Secured Debt Payments	-		-	-					
	VAPAP (SFY 2017)	100.0%	-	-		-				-		-	-					
	<b>Total</b>	<b>92.0%</b>	<b>492,000</b>	<b>452,640</b>	<b>(3,588)</b>	<b>448,052</b>			<b>Total</b>	<b>282,000</b>	<b>23,000</b>	<b>80,000</b>	<b>422,500</b>			<b>(4,314,054)</b>	<b>26,552</b>	<b>(4,287,502)</b>
	Week 25	Medicaid	92.0%	26,000	23,920	(3,588)	20,332			Payroll	-	378,000	25,000	403,000				
	Beginning: 6/19/2016	Medicare	92.0%	116,000	106,720		106,720			Payroll Taxes (Federal)	-	158,000	15,000	173,000				
Blue Cross		92.0%	85,000	78,200		78,200			Health Insurance	-	-	-	-					
IHA		92.0%	88,000	80,960		80,960			ER Physician Subsidy & Hospitalist Coverage	-	-	25,000	25,000					
All Other		92.0%	177,000	162,840		162,840			Other Operating Expenses	282,000		50,000	332,000					
Pool Distribution		92.0%	-	-		-			Pre-funded Bankruptcy/Unsecured Creditors	-		-	-					
Partial Week	Ortho Clinic	100%	-	-		-			Secured Debt Payments	-		-	-					
	VAPAP (SFY 2017)	100.0%	-	-		-				-		-	-					
	<b>Total</b>	<b>92.0%</b>	<b>492,000</b>	<b>452,640</b>	<b>(3,588)</b>	<b>448,052</b>			<b>Total</b>	<b>282,000</b>	<b>536,000</b>	<b>115,000</b>	<b>933,000</b>			<b>(4,287,502)</b>	<b>(483,948)</b>	<b>(4,771,450)</b>
	Week 26	Medicaid	92.0%	26,000	23,920	(3,588)	20,332			Payroll	-	-	-	-				
	Beginning: 6/26/2016	Medicare	92.0%	116,000	106,720		106,720			Payroll Taxes (Federal)	-	23,000	-	23,000				
Blue Cross		92.0%	85,000	78,200		78,200			Health Insurance	-	-	-	-					
IHA		92.0%	88,000	80,960		80,960			ER Physician Subsidy & Hospitalist Coverage	-	-	30,000	30,000					
All Other		92.0%	177,000	162,840		162,840			Other Operating Expenses	282,000		50,000	332,000					
Pool Distribution		92.0%	-	-		-			Pre-funded Bankruptcy/Unsecured Creditors	-		-	-					
Partial Week	Ortho Clinic	100%	-	-		-			Secured Debt Payments	-		-	-					
	VAPAP (SFY 2017)	100.0%	-	-		-				-		-	-					
	<b>Total</b>	<b>92.0%</b>	<b>516,000</b>	<b>474,720</b>	<b>(3,588)</b>	<b>471,132</b>			<b>Total</b>	<b>282,000</b>	<b>23,000</b>	<b>80,000</b>	<b>385,000</b>			<b>(4,771,450)</b>	<b>86,132</b>	<b>(4,685,318)</b>
				11,821,942	10,946,422	(60,996)	10,885,426			6,279,000	6,149,000	2,750,000	15,448,000			(207,390)	(164,821)	Burn Rate per week
				537,361	497,565	(2,773)	494,792			285,409	279,500	125,000	702,182			4.23	(697,192)	Burn Rate Monthly
			22	22		22			22	22	22	22						

Input:

Medicaid	92.0%	26,000	(15% RECOUPMENT 2017 \$400K)	Assume 1/2016 CMS paid off
Medicare	92.0%	116,000	Add-on to adj. for recoupment impact	
Blue Cross	92.0%	85,000		
IHA	92.0%	88,000		
All Other	92.0%	177,000	Add-on to adj. for physician losses	
Other: VAPAP	100.0%	-	V. Sharma	
Other:		482,160	Ouweteen	Eff Mid May
<b>Total</b>		<b>492,000</b>		

Other Operating Expenses	480,000
Physician Losses	(20,000)
<b>Total</b>	<b>460,000</b>

Payroll	378,000	378,000
Payroll Taxes (Federal)	158,000	158,000
Payroll Taxes (State)	23,000	23,000

Other Operating Expenses	282,000	282,000
Non-payroll Week		
Payroll Week		
Payroll Taxes (State % Calculation)		
Total Payroll	1,865,140.96	378,000
Payroll Taxes (Federal)	780,618.41	5
Payroll Taxes (State)	114,100.11	6.1%

Update periodically / CLM 1/6/17  
# Payrolls included in K1257

Prefunded Bankruptcy fees	15,625
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SFY2017 VAPAP Award

2,682,076	VAPAP (for April - June)	414,000
	VAPAP (for July)	110,000
	VAPAP (for Aug)	116,000
	VAPAP (for Sept)	660,893
	VAPAP (for October)	286,000
	VAPAP (for November)	681,277
	VAPAP (for December)	64,185
	VAPAP (for January)	813,759
	VAPAP (for February)	
	VAPAP (for March)	
	VAPAP (SFY 2017)	
	VAPAP (SFY 2017) - Supplemental	
		3,158,112

Pool Distribution	24,000	960,000	670,000	
Ortho Clinic	5,000		290,000	24,167
Ortho Clinic After 150 days (+ Hosp Rev)				

VBP-QIP Funding Stream: (per 4/29/2016 NYSDOH call)

April-June	742,940	2,682,000	670,500	375,000	15.2%	414,000
July	200,000		223,500		4.1%	110,000
August	215,000	350,000	223,500		4.4%	118,000
September	845,000	(350,000)	223,500		17.3%	660,893
October	540,000		223,500		11.0%	296,000
November	460,000		223,500		9.4%	252,000
December	120,000		223,500		2.5%	66,000
January	605,000		223,500		12.4%	332,000
February	225,000		223,500		4.6%	123,000

Week/ Month	Description	Reduction Factor	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	
March		940,000					19.2%	315,000	Per Steve M, \$200k advanced from future distributions to increase Sept funding by \$200k./jpe									
		4,892,940																
		4,892,940																
	VITAL ACCESS PROVIDER																	
	NOV.14.2016	206,250.00																

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