

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION

In re:

MIDWEST CHRISTIAN VILLAGES, INC.  
*et al.,*

Debtors.

Chapter 11

Case No. 24-42473-659  
Jointly Administered

Related Docket No. 24

(re: Interim order 62)

**FINAL ORDER APPROVING THE APPLICATION OF THE  
DEBTORS PURSUANT TO 11 U.S.C. §§ 105(A) AND 363(B) TO (I) RETAIN  
HEALTHCARE MANAGEMENT PARTNERS, LLC TO PROVIDE THE DEBTORS A  
CHIEF RESTRUCTURING OFFICER, RESTRUCTURING OFFICERS, AND  
CERTAIN ADDITIONAL PERSONNEL AND (II) DESIGNATE SHAWN O’CONNER  
AS CHIEF RESTRUCTURING OFFICER AND SCOTT PHILLIPS AND ZACH ROWE  
AS RESTRUCTURING OFFICERS FOR THE DEBTORS,  
EFFECTIVE AS OF THE PETITION DATE**

Upon the application, (the “Application”)<sup>1</sup> of the above captioned debtors and debtors in possession (collectively, the “Debtors”), pursuant to sections 105(a) and 363(b) of title 11 of the United States Code (the “Bankruptcy Code”), for authorization to retain Healthcare Management Partners, LLC (“HMP”) to provide the Debtors with a CRO, ROs, and certain Additional Personnel (as described in the Application) and designate Shawn O’Conner as the Debtors’ CRO and Scott Phillips and Zach Rowe as the Debtors’ ROs, effective as of the Petition Date on the terms set forth in the Engagement Letter annexed to the Application as **Exhibit B** and the O’Conner Declaration annexed to the Application as **Exhibit A**, all as more fully described in the Application; and the Court having jurisdiction to consider the Application and grant the requested

<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Application.



relief in accordance with 28 U.S.C. §§ 157 and 1334 and Rule 81-9.01(B)(1) of the Local Rules of the United States District Court for the Eastern District of Missouri; and consideration of the Application being a core proceeding pursuant to 28 U. S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having provided notice of the Application and Hearing (as defined below) to the Notice Parties; and the Court having held a hearing to consider the requested relief (the “Hearing”); and the record of the Hearing, and all of the proceedings before the Court, the Court finds and determines that the requested relief is in the best interests of the Debtors, their estates, creditors, and all parties in interest; the Debtors have provided due and proper notice of the Application and Hearing and no further notice is necessary; the legal and factual bases set forth in the Application establish just and sufficient cause to grant the requested relief herein;

**IT IS HEREBY ORDERED THAT:**

1. The Application is **GRANTED on a final basis** as set forth herein.
2. The terms of the Engagement Letter, including without limitation, the compensation provisions, as modified by the Application and this Final Order, are reasonable terms and conditions of employment and are hereby approved.
3. HMP will be paid under the Engagement Letter at the rates set forth therein, subject to the DIP Budget, Interim DIP Order, and any subsequent final order related thereto, provided, however, that it is understood that HMP will not replenish its retainer during the pendency of these chapter 11 cases.
4. Pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, the Debtors are hereby authorized to retain HMP to provide the Debtors with a CRO, ROs, and certain Additional Personnel and to designate Shawn O’Conner as the Debtors’ CRO and Scott Phillips and Zach

Rowe as the Debtors' ROs, effective as of the Petition Date on the terms set forth in the Engagement Letter and the Application, subject to the following terms, which apply notwithstanding anything in the Application or any exhibits related thereto (including, but not limited to, the Engagement Letter) to the contrary:

- a. HMP and its affiliates shall not act in any other capacity (for example, and without limitation, as a financial advisor, claims agent/claims administrator, or investor/acquirer) in connection with the chapter 11 cases.
- b. HMP shall file with the Court and provide notice to the Office of United States Trustee for the Eastern District of Missouri and all official committees appointed in these chapter 11 cases, monthly reports of compensation earned and expenses incurred. Such reports shall summarize the total hours worked, by professional, for project areas that the services were provided in and summarize the expenses incurred. Such compensation and expenses will be subject to Court review in the event an objection is filed.
- c. HMP shall promptly disclose any and all facts that may have a bearing on whether the firm, its affiliates, and/or any individuals working on the engagement hold or represent any interest adverse to the Debtors, their creditors, or other parties in interest. The obligation to disclose identified in this subparagraph is a continuing obligation.

5. To the extent there is inconsistency between the terms of the Engagement Letter, the Application, and this Final Order, the terms of this Final Order shall govern.

6. For the avoidance of doubt, any payment made or to be made pursuant to this Final Order, and all authorization contained herein, shall be in compliance with and subject to the DIP Budget, the Interim DIP Order and any subsequent final order, and the terms and conditions of any other debtor in possession financing and/or cash collateral agreement, document, or order.

7. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Federal Bankruptcy Rule of Procedure 6004(a) and the Local Rules of Bankruptcy Procedure for the United States Bankruptcy Court for the Eastern District of Missouri are satisfied by such notice.

8. Not later than two (2) business days after the date of this Final Order, the Debtors shall serve a copy of the Final Order and shall file a certificate of service no later than twenty-four (24) hours after service.



KATHY A. SURRATT-STATES  
U.S. Bankruptcy Judge

DATED: August 16, 2024  
St. Louis, Missouri  
jjh

**Order prepared by:**

Stephen O'Brien  
MoBar # 43977  
**DENTONS US LLP**  
211 N Broadway Ste 3000  
St. Louis, MO 63102  
Telephone: (314) 241-1800  
stephen.obrien@dentons.com

Robert E. Richards (admitted *pro hac vice*)  
Samantha Ruben (admitted *pro hac vice*)  
Elysa Chew (admitted *pro hac vice*)  
**DENTONS US LLP**  
233 S. Wacker Drive, Suite 5900  
Chicago, Illinois 60606-6404  
Telephone: (312) 876-8000  
robert.richards@dentons.com  
samantha.ruben@dentons.com  
elysa.chew@dentons.com

— and —

David A. Sosne  
MoBar # 28365  
**SUMMERS COMPTON WELLS LLC**  
903 South Lindbergh Blvd., Suite 200  
St. Louis, Missouri 63131  
Telephone: (314) 991-4999  
dsosne@scw.law

*Co-Counsel to the Debtors and Debtors-in-Possession*