

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

IN RE:

**FOREST PARK MEDICAL CENTER
AT FRISCO, LLC,**

DEBTOR.

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**CASE NO. 15-41684-BTR
(Complex Chapter 11)**

**FINAL ORDER APPROVING DEBTOR’S APPLICATION FOR ENTRY OF AN
ORDER AUTHORIZING THE EMPLOYMENT, RETENTION AND DESIGNATION
OF MICHAEL S. MILLER AS CHIEF RESTRUCTURING OFFICER,
AS OF THE PETITION DATE [DOCKET NO. 4]**

Upon consideration of the Application, dated September 22, 2015 (the “Application”),¹ of Forest Park Medical Center at Frisco, LLC, as debtor and debtor-in-possession (the “Debtor”), for an order approving the retention and employment of Michael S. Miller (“Mr. Miller”) as Chief Restructuring Officer for the Chapter 11 Estate in the above-referenced case (the “Case”). The Application has been properly served. Upon review of the Application, it appears to the Court that the proposed professional is "disinterested" as that term is defined in 11 U.S.C. §101(14) and that the proposed professional represents or holds no interest adverse to the Estate. Accordingly,

IT IS THEREFORE ORDERED that the Application is **GRANTED** and that the employment of Mr. Miller as Chief Restructuring Officer for the Chapter 11 Estate in the above-referenced case is hereby **APPROVED** on a final basis; and it is further

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

ORDERED that the proposed use of the Debtor's assets pursuant to 11 U.S.C. §363(b) to retain Mr. Miller as set forth in the Application represents a reasonable exercise of the Debtor's business judgment; and it is further

ORDERED that Mr. Miller is retained by the Debtor as of the Petition Date to provide the ordinary course duties of a Chief Restructuring Officer; it is further

ORDERED that notwithstanding anything in the Application and/or the Debtor's articles of organization, bylaws or other corporate documents to the contrary²:

- The CRO shall have dominion and control over the Debtor's estate and shall take all necessary steps to secure the Debtor's premises, books, records, and computer systems and to prevent access to them except as he deems desirable in his sole and absolute discretion.
- The CRO shall have sole authority over the Debtor's Chapter 11 case, including, without limitation, sole management and oversight of any sale of the Debtor's assets and development of a Disclosure Statement and Plan of Reorganization, with no reporting responsibilities to the Debtor's Board.
- The CRO shall be responsible for all of the Debtor's administrative functions to be performed by or on behalf of the Debtor's estate including managing the "working group" professionals who are assisting the Debtor in the reorganization process or who are working for the Debtor's various stakeholders to improve coordination of their effort and individual work product to be consistent with the Debtor's overall restructuring goals.
- The CRO, the Debtor's CEO and the Debtor's CCO shall be the sole and exclusive signatories on all of the Debtor's bank accounts and shall have authority to sign checks, and make online payments or wire transfers on the Debtor's behalf.
- The CRO shall be authorized consistent, with all other orders of this Court in this Case, to make all of the Debtor's disbursements, payments or other transfers of assets by the Debtor, to incur indebtedness on the Debtor's behalf, and to execute contracts on the Debtor's behalf, all consistent with the applicable sections of the Bankruptcy Code.

² To the extent of any discrepancy between this Order and the Application or this Order and the Interim Order, the terms of this Order shall control.

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- Assist the Debtor's estate in obtaining and presenting information required by parties in interest in the Debtor's bankruptcy process including official committees appointed by the United States Bankruptcy Court for the Eastern District of Texas.
- Provide assistance to the Debtor's estate in such areas as testimony before this Court on matters that are within the scope of this engagement and within his area of testimonial competencies.
- Assist the Debtor's estate with such other matters as may be requested that fall within Mr. Miller's expertise and that are mutually agreeable.

ORDERED, that Mr. Miller's employment, retention and designation of Mr. Miller as Chief Restructuring Officer is in the best interests of the Debtor and the estate; and it is further

ORDERED that Mr. Miller will seek compensation and reimbursement of expenses included in the applications or notices of Deloitte according to the procedures later ordered by this Court or in accordance with applicable fee application procedures as provided in the Bankruptcy Code, Bankruptcy Rules, and local rules of this Court per the terms set forth in the Application; and it is further

ORDERED, that this Court shall retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Order; and it is further

ORDERED that nothing in this Order shall preclude Vibrant Healthcare Frisco, LLC or Vibrant Healthcare Frisco Holdings, LLC from seeking a buyer for or investor in the Debtor's assets, subject to all other existing orders in this case; it is further

ORDERED that nothing in this Order constitutes a rejection of the management agreement in effect as of the Petition Date by and between the Debtor and Vibrant Healthcare Frisco, LLC.

Signed on 10/30/2015

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HONORABLE BRENDA T. RHOADES,
UNITED STATES BANKRUPTCY JUDGE

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