

LICKING COUNTY
COMMON PLEAS COURT

2013 JAN 25 A 9:40

FILED
GARY R. WALTERS
CLERK

EXHIBIT A

**IN THE COURT OF COMMON PLEAS
LICKING COUNTY, OHIO**

In the Matter of:)	CASE NO.
)	
MCN HEALTH, LLC,)	JUDGE
2000 Tamarack Road)	
Newark, Ohio 43055)	
(Principal Office Address))	

13 CV 29

ORDER (i) APPOINTING AND GRANTING AUTHORITY TO LIQUIDATING TRUSTEE; (ii) STAYING EXECUTIONS AND RELATED PROCEEDINGS; AND (iii) APPROVING FORM OF NOTICE

This matter came before the Court upon the Motion (the "Motion") of MCN Health, LLC ("MCN") for entry of an Order (i) pursuant to R.C. §§ 1705.44 and 1705.46, appointing Mark Bronstein (the "Liquidating Trustee") as the liquidating trustee to wind up MCN's affairs and liquidate MCN's remaining assets, with all the authority specified in R.C. §§ 1705.45(A)(1) through (A)(6), including authority to retain counsel and other professionals; (ii) in order to preserve the orderly liquidation and distribution of assets, pursuant to R.C. §§ 1705.45(A)(1) through (A)(6) and 1705.46(B), staying the prosecution of all proceedings against MCN or involving any of its property, including, but not limited to, a stay of any and all executions, collections, levies, attachments, foreclosures or garnishments; and (iii) approving the form of Notice of Voluntary Dissolution, Appointment of Liquidating Trustee and Winding Up of Affairs (the "Notice") annexed to the Motion as Exhibit B and authorizing the Liquidating Trustee to distribute such Notice to MCN's known creditors. (All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.)

The Clerk of Courts is hereby ORDERED to serve a copy of the Judgment Entry upon all parties or counsel.

And the Court, being duly advised in the premises, finds and concludes as follows:

A. This court has jurisdiction over this proceeding pursuant to R.C. §§ 1705.44 and 1705.47. Venue is proper because MCN is a resident of Licking County.

B. MCN is an Ohio limited liability company created pursuant to statute with its principal place of business in Newark, Licking County, Ohio.

C. Based on the representations in the Motion, MCN is dissolving under Ohio law and is authorized to commence this proceeding pursuant to R.C. §§ 1705.44 and 1705.47.

D. In the Motion, MCN has represented that MCN is insolvent and no longer conducts any business operations.

E. Pursuant to R.C. §§ 1705.44 and 1705.46, and based on MCN's representations in the Motion, the Court may and should enter an order appointing Mark Bronstein as the Liquidating Trustee to wind up MCN's affairs and liquidate MCN's remaining assets.

F. In order to ensure an orderly liquidation and distribution of MCN's assets, and to further protect and ensure the equitable treatment of all of MCN's creditors, the Court may and should enter an order staying the prosecution of all proceedings against MCN or involving any of its property, including, but not limited to, a stay of any and all executions, collections, levies, attachments, foreclosures or garnishments.

G. Based on MCN's representations in the Motion, the Court may and should enter an order authorizing the Liquidating Trustee to retain professionals as he deems necessary.

H. The Court may and should enter an order approving the form of Notice annexed to the Motion as Exhibit B and authorizing the Liquidating Trustee to distribute such notice to MCN's known creditors. Such form of Notice is sufficient notice of these proceedings, the

appointment of the Liquidating Trustee, and the injunctive stay of other proceedings established by this Order under applicable law and Rules of the Court.

Accordingly, it is hereby ORDERED that:

1. Pursuant to R.C. §§ 1705.44 and 1705.46, Mark Bronstein is hereby appointed as the Liquidating Trustee to wind up MCN's affairs and liquidate MCN's assets in such manner as he deems prudent and upon such further motions or applications to the Court as the Court may order or instruct.

2. Pursuant to R.C. § 1705.47, the Liquidating Trustee is authorized to take such steps as are necessary to wind up MCN's affairs in accordance with Ohio law.

3. Pursuant to R.C. §§ 1705.45(A)(5), 1705.45(A)(6) and 1705.46(B) and this Court's equitable powers, this Order shall serve as an injunctive stay of the prosecution of all proceedings against MCN or involving any of its property, including, but not limited to, a stay of any and all executions, collections, levies, attachments, foreclosures or garnishments, and any creditor's violation of such stay may, in the Court's discretion, be cause for sanctions, including, but not limited to, disallowance *in toto* of such violating creditor's claim against MCN. Without limiting the foregoing injunction, all creditors, claimants, bodies politic, parties in interest, and their respective attorneys, servants, agents and employees, and all other persons, firms and corporations be, and they hereby are, jointly and severally, enjoined and stayed from commencing or continuing any action at law or suit or proceeding in equity to foreclose any lien or enforce any claim against MCN, its property, or against the Liquidating Trustee in any court. All such parties are further stayed from executing or issuing or causing the execution or issuance out of any court of any writ, process, summons, attachment, subpoena, replevin, execution or other process for the purpose of impounding or taking possession of or interfering with, or

enforcing any claim or lien upon any of MCN's property and from doing any act or thing whatsoever to interfere with the Liquidating Trustee in the discharge of his duties in this proceeding or with the exclusive jurisdiction of this court over MCN, its property, and the Liquidating Trustee.

4. The Liquidating Trustee is hereby granted authority to undertake all such actions as are set forth in R.C. §§ 1705.45(A)(1) through (A)(6), including authority to retain such attorneys, accountants or other professionals as he deems reasonable and necessary to the effective administration of MCN's winding up; provided, however, that the procedures for compensating such professionals shall be upon further application(s) of the Liquidating Trustee and subject to further Order(s) of the Court. Without limiting any of the foregoing authority, the Liquidating Trustee shall have all of the following authority:

- a. Retention of Professionals and Employment of Ordinary Course Employees. The Liquidating Trustee is authorized to retain attorneys, consultants, accountants and other professionals as the Liquidating Trustee deems necessary to carry out his duties under this Order, the compensation of such professionals being subject to further orders of the Court and notice to creditors and parties in interest as the Court may direct. The Liquidating Trustee is authorized to hire and compensate, in the ordinary course and without further order of the Court, such employees as the Liquidating Trustee deems necessary to manage, run, or wind down the business activities of MCN.
- b. Brokers. The Liquidating Trustee is authorized to retain brokers as necessary to liquidate any of MCN's remaining assets, the compensation of such brokers being subject to further orders of the Court and notice to creditors and parties in interest as the Court may direct.
- c. Insurance. The Liquidating Trustee is authorized to maintain or purchase insurance on MCN's property from any agent or carrier, of any type reasonably necessary. In addition, the Liquidating Trustee is authorized to pay insurance premiums necessary to maintain MCN's insurance coverage as the Liquidating Trustee deems necessary or appropriate in his business judgment, without further order of the Court.

- d. Bank Accounts. The Liquidating Trustee is authorized, but not required, to obtain, use, and maintain possession of any and all of MCN's pre-dissolution bank deposits, investment accounts, safe deposit boxes, special accounts, statutory accounts, petty cash or other depository accounts, lock box accounts, or accounts of any nature whatsoever (collectively, the "Accounts") made by or for the benefit of MCN with any bank, savings and loan association, depository, financial institution, or other entity, wherever located (collectively, the "Banks"), and, upon approval of the Court, to distribute any proceeds thereof. The Liquidating Trustee may use MCN's business forms in accordance with his duties under this Order. The Liquidating Trustee is authorized to establish new bank accounts in the Liquidating Trustee's name for his operations as Liquidating Trustee in this matter at a national bank of his choosing. The Liquidating Trustee shall keep a true and accurate account of any and all receipts and disbursements which the Liquidating Trustee shall receive or make as Liquidating Trustee in the course of the winding up of MCN's affairs.
- e. Bank Continuation of Services on Accounts. The Banks at which the Accounts are maintained will be authorized and directed to continue to service and administer, without interruption, the Accounts as accounts under the control and supervision of the Liquidating Trustee, and in their usual and ordinary course, receive, process, and pay any and all checks, drafts, wires, or automated clearing house transfers drawn on the Accounts after the appointment of the Liquidating Trustee. The Banks at which the Accounts are maintained are prohibited from offsetting, freezing or otherwise impeding the use or transfer of, or access to, any funds deposited by MCN into the Accounts before or after the appointment of the Liquidating Trustee without first obtaining either the prior written consent of the Liquidating Trustee or an Order of this Court allowing such action.
- f. Liquidation of Remaining Assets. The Liquidating Trustee will be authorized to take whatever action is necessary to prepare MCN's remaining assets and property for sale and to preserve and maximize the value of the assets and property, subject to and consistent with the terms and conditions hereof, and to effectuate a transfer, assignment, or sale of the assets and property.
- g. Litigation. The Liquidating Trustee is authorized, for the benefit of all of MCN's creditors, to investigate, bring, prosecute, resolve, and defend claims and causes of action to: (a) protect any of MCN's assets and property, whether or not such assets and property are located in Ohio; and (b) pursue avoidance of liens or other transfers of property and any other actions to pursue and recover property or monies for the benefit of MCN's creditors, whether or not the action is brought in Ohio or another state. The Liquidating Trustee will further be authorized to settle all claims, causes of action, accounts, insurance matters, and affairs of a like nature, upon such terms as he, in his discretion, deems most advantageous to the interests of MCN's creditors. Nothing in this paragraph shall waive, limit or impair any available defenses, setoffs, or counterclaims of any party to any action the Liquidating Trustee may bring.

- h. **Contracts.** The Liquidating Trustee is authorized to perform under any existing contracts executed by MCN in connection with MCN's business operations where the Liquidating Trustee determines that such performance will preserve and maximize the value of MCN's estate.
- i. **Taxes.** The Liquidating Trustee is authorized to employ one or more accountants to assist him in the preparation of tax returns for signature and filing by MCN without further order of this Court.
- j. **Tax Returns and Related Wind-Up Items.** The Liquidating Trustee is authorized, but not directed, to wind up the corporate affairs of MCN, including, without limitation: (a) preparing and providing W-2 forms to former employees; (b) preparing final state, federal and local tax returns; (c) finalizing payroll and workers' compensation filings and records; (d) storing or abandoning corporate, employee and other records and files in accordance with applicable law; and/or (e) other actions required to wind up MCN's affairs.
- k. **Reporting.** The Receiver shall file with this Court and serve on counsel for MCN and all parties who have requested service of papers in this matter a monthly report summarizing his expenses and revenues.

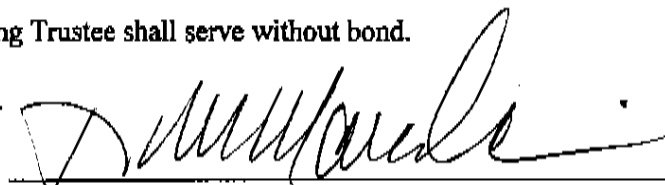
5. The Liquidating Trustee shall be compensated at his ordinary rate of \$300/hour for services rendered from MCN's assets on a priority basis, subject to future applications to the Court and notice to creditors and parties in interest as the Court may direct.

6. The Liquidating Trustee, in exercising his authority and carrying out his duties, is entitled to act in the exercise of his sound business judgment as he deems appropriate within his reasonable discretion. The Liquidating Trustee shall not be liable for any action taken or not taken by him in good faith and shall not be liable for any mistake of fact or error of judgment or for any acts or omissions of any kind unless caused by willful misconduct or gross negligence. MCN shall indemnify the Liquidating Trustee from and against any and all liabilities, costs and expenses incurred by the Liquidating Trustee ("Liquidating Trustee Liabilities") except to the extent that such Liquidating Trustee Liabilities are found to have been caused by the Liquidating Trustee's willful misconduct or gross negligence

7. The form of Notice annexed to the Motion as Exhibit B is hereby approved and the Liquidating Trustee is hereby authorized and directed to distribute such notice to MCN's known creditors promptly upon entry of this Order.

8. The Liquidating Trustee shall serve without bond.

IT IS SO ORDERED.



JUDGE, LICKING COUNTY COURT OF COMMON PLEAS

EXHIBIT B

**IN THE COURT OF COMMON PLEAS
LICKING COUNTY, OHIO**

In the Matter of:)	CASE NO.
)	
MCN HEALTH, LLC,)	JUDGE
)	
)	NOTICE OF DISSOLUTION, APPOINTMENT
)	OF LIQUIDATING TRUSTEE, AND STAY OF
)	CREDITOR ACTIONS

TO ALL CREDITORS AND OTHER INTERESTED PARTIES OF:

MCN HEALTH, LLC t/w/a THE MEDICAL CENTER OF NEWARK, LLC, ("MCN"):

PLEASE TAKE NOTICE that MCN has filed its Certificate of Dissolution with the Ohio Secretary of State. Further, on January 10, 2013, in accordance with R.C. § 1705.43, MCN voluntarily commenced a proceeding for the judicial administration of the winding up of MCN's affairs in the Common Pleas Court of Licking County, Ohio (the "Court");

PLEASE TAKE FURTHER NOTICE that on January __, 2013, the Court entered an Order (the "Relief Order") staying the assertion by any of MCN's creditors of claims against MCN or its property and the commencement or continuation by any of MCN's creditors of any litigation against MCN or its property that arose before the entry of the Relief Order. Violation of the Court imposed stay by a creditor may result in sanctions and/or disallowance of that creditor's claim;

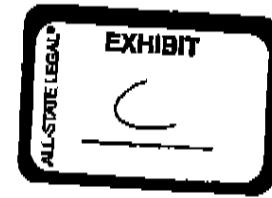
PLEASE TAKE FURTHER NOTICE that, pursuant to the Relief Order and R.C. § 1705.44, Mark Bronstein ("Liquidating Trustee") was appointed as the liquidating trustee of MCN and its property and assets and, in such capacity, is authorized to liquidate MCN's remaining assets and administer creditor claims against MCN;

PLEASE TAKE FURTHER NOTICE that the Liquidating Trustee may request Court approval of a process for creditors' submission of claims against MCN, *i.e.*, a Proof of Claim procedure, with which all creditors must comply in order to effectively assert their claims. Notice of a Proof of Claim procedure as may be approved by the Court would be sent to all of MCN's creditors; and

PLEASE TAKE FURTHER NOTICE that inquiries may be directed to Mark Bronstein, Liquidating Trustee, at _____

Dated: January __, 2013

[Liquidating Trustee]



Mark P. Bronstein

Mark is an appraiser and turnaround expert with a mathematical bias and a managerial and asset-based focus on performance. He can be reached by contacting Mark at info@TwoByForesight.com or at (216) 574-9050 or his direct line (216) 574-9051

TURNAROUND and RECEIVERSHIPS - Mark is a resident of Ohio and has been appointed by a number of courts as the Court's Receiver. Mark can provide a listing of both completed and ongoing receiverships as requested.

L&B LIQUIDATION CORPORATION (dba L&B Management Associates)— President

L&B has successfully rescued countless businesses in trouble utilizing a unique historical estimating standard. By establishing a break-even on which to base the client's restructuring L&B creates positive cash-flow. This, combined with a dynamic and aggressive approach, enables L&B to operate with unparalleled efficiency. In liquidation and estimation scenarios, L&B achieves a consistent, estimation-based solution-through valuation metrics, mathematical analysis, and a reversion to the mean statistical analysis.

TWO BY FORESIGHT LLC - Senior Advisor - see www.TwoByForesight.com/help.htm

Mark is affiliated with Two By Foresight LLC, a firm based in Cleveland which is owned and operated by David M. Neumann, a practicing attorney at www.TwoByFourSight.com.

INDUSTRIAL AND PROFESSIONAL SERVICES

Nurseries, Metal Bending, Automotive Suppliers, Foundries, Distributors, Plastic Molding and Extrusion, Healthcare, Transportation, Equipment Manufacturers, Operators, Contractors, Commercial and Investment Banks, Investor Groups, Court Appointed Receivership, Chapter 11 Bankruptcies, Crisis Management, General Manufacturing.

EDUCATION

B.A. — History, Case Western Reserve University
Bonded Receiver
Certified Auctioneer in the State of Ohio