

Fill in this information to identify the case:

United States Bankruptcy Court for the:
 _____ District of Delaware
(State)
 Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name THG Holdings LLC

2. All other names debtor used in the last 8 years _____
 Include any assumed names, trade names, and *doing business as* names

3. Debtor's Federal Employer Identification Number (EIN) 82-5308292

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>3803 Parkwood Blvd., Suite 400</u> Number Street	_____ Number Street
	_____ City State ZIP Code	_____ P.O. Box
	<u>Frisco Texas, 75034</u> City State ZIP Code	_____ City State ZIP Code
	Location of principal assets, if different from principal place of business	
	<u>Collin County, Texas</u> County	_____ Number Street
		_____ City State ZIP Code

5. Debtor's website (URL) truehealthdiag.com

6. Type of debtor
 Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____

Debtor THG Holdings LLC Case number (if known) _____
 Name

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

6215

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District _____ When _____ Case number _____
 MM / DD / YYYY
 District _____ When _____ Case number _____
 MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes. Debtor See attached Rider Relationship Affiliate
 District Delaware When 07/30/2019
 MM / DD / YYYY
 Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor THG Holdings LLC Case number (if known) _____
 Name _____

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property? _____

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- No
- Yes. Insurance agency _____
 Contact name _____
 Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor THG Holdings LLC Case number (if known) _____
 Name

- 16. Estimated liabilities**
- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/30/2019
 MM / DD / YYYY

/s/ Clifford A. Zucker
 Signature of authorized representative of debtor

Clifford A. Zucker
 Printed name

Title Chief Restructuring Officer

18. Signature of attorney

/s/ Derek C. Abbott
 Signature of attorney for debtor

Date 07/30/2019
 MM / DD / YYYY

Derek C. Abbott
 Printed name

Morris, Nichols, Arsht & Tunnell LLP
 Firm name

1201 N. Market St., 16th Floor
 Number Street

Wilmington
 City

DE 19801
 State ZIP Code

(302) 658-9200
 Contact phone

dabbott@mnat.com
 Email address

3376
 Bar number

DE
 State

RIDER**PENDING OR CONCURRENT BANKRUPTCY CASES FILED BY AFFILIATES**

On July 30, 2019, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. A motion has been filed with the Court requesting that the chapter 11 cases of these entities be jointly administered for procedural purposes only.

Entity Name	Federal Employer Identification Number (EIN)
THG Holdings LLC	82-5308292
True Health Group LLC	81-2339158
True Health Diagnostics LLC	46-5219452
Outreach Management Solutions LLC	81-2339424
True Health Clinical LLC	37-1825272
Health Core Financial LLC	30-0936614
True Health IP LLC	36-4835427

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

THG Holdings LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 19-____ ()

Joint Administration Requested

CONSOLIDATED CORPORATE OWNERSHIP STATEMENT

The above-captioned debtors and debtors in possession (the “Debtors”) make this statement under rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure. The Debtors are each directly or indirectly wholly owned by debtor THG Holdings LLC. The following entities own 10% or more of a class THG Holdings LLC’s membership interests.

- RSCF I Blockier True Health LLC (Class A Common Units)
- RSCF I-A Blocker True Health LLC (Class A Common Units)
- CLG Investments (Class B Common Units)
- Covert Investment Operations, LLC (Larry Rick Covert)
(Class B Common Units)
- LCG Ventures II, LLC (Class B Common Units)

¹ The Debtors in these cases, along with the last four digits of each Debtors’ federal EIN, are as follows: THG Holdings LLC (8292); True Health Group LLC (9158); True Health Clinical LLC (5272); True Health Diagnostics LLC (9452); True Health IP LLC (5427); Outreach Management Solutions LLC d/b/a True Health Outreach (9424); Health Core Financial LLC d/b/a True Health Financial (6614). The Debtors’ mailing address is 3803 Parkwood Blvd., Suite 400, Frisco, Texas 75034.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

THG Holdings LLC, *et al.*,Debtors.¹

Chapter 11

Case No. 19-____ (____)

Joint Administration Requested

CONSOLIDATED LIST OF EQUITY SECURITY HOLDERS

The above-captioned debtors and debtors in possession (the “Debtors”) provide this list of equity security holders for each Debtor under rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure.

THG Holdings LLC			
Holder of Equity Securities	Address	Nature of Interests Held	Number of Units Held
Christopher Grottenthaler	On file with Epiq	Class A-Common Unit	6082.94100
FIO THG LLC	1000 Lakeside Avenue Cleveland, OH 44114	Class A-Common Unit	1773.03953
L. Richard Covert	On file with Epiq	Class A-Common Unit	1654.41315
MB PE V THG LLC	1000 Lakeside Avenue Cleveland, OH 44114	Class A-Common Unit	2001.81882

¹ The Debtors in these cases, along with the last four digits of each Debtors’ federal EIN, are as follows: THG Holdings LLC (8292); True Health Group LLC (9158); True Health Clinical LLC (5272); True Health Diagnostics LLC (9452); True Health IP LLC (5427); Outreach Management Solutions LLC d/b/a True Health Outreach (9424); Health Core Financial LLC d/b/a True Health Financial (6614). The Debtors’ mailing address is 3803 Parkwood Blvd., Suite 400, Frisco, Texas 75034.

THG Holdings LLC			
Holder of Equity Securities	Address	Nature of Interests Held	Number of Units Held
Monroe Capital CLO 2014-1 Blocker, LLC	c/o Monroe Capital LLC 311 South Wacker Drive Suite 6400 Chicago, Illinois 60606 Attention: Matt Lane Facsimile: (312) 258-8350 E-mail: mlane@monroecap.com	Class A- Common Unit	184.13765
Monroe Capital MML CLO 2016-1 Issuer Subsidiary 1, Inc.	c/o Monroe Capital LLC 311 South Wacker Drive Suite 6400 Chicago, Illinois 60606 Attention: Matt Lane Facsimile: (312) 258-8350 E-mail: mlane@monroecap.com	Class A- Common Unit	184.13765
Monroe Capital Private Credit Fund I LP	c/o Monroe Capital LLC 311 South Wacker Drive Suite 6400 Chicago, Illinois 60606 Attention: Matt Lane Facsimile: (312) 258-8350 E-mail: mlane@monroecap.com	Class A- Common Unit	566.80969
Monroe Capital Private Credit Fund II (Unleveraged) LP	c/o Monroe Capital LLC 311 South Wacker Drive Suite 6400 Chicago, Illinois 60606 Attention: Matt Lane	Class A- Common Unit	139.12470
Monroe Capital Private Credit Fund II LP	c/o Monroe Capital LLC 311 South Wacker Drive Suite 6400 Chicago, Illinois 60606 Attention: Matt Lane Facsimile: (312) 258-8350 E-mail: mlane@monroecap.com	Class A- Common Unit	1023.75846

THG Holdings LLC			
Holder of Equity Securities	Address	Nature of Interests Held	Number of Units Held
Monroe Capital Private Credit Fund II-O Equity Holdings, LLC	c/o Monroe Capital LLC 311 South Wacker Drive Suite 6400 Chicago, Illinois 60606 Attention: Matt Lane Facsimile: (312) 258-8350 E-mail: mlane@monroecap.com	Class A- Common Unit	159.67277
Monroe FCM Direct Loan Fund LP	c/o Monroe Capital LLC 311 South Wacker Drive Suite 6400 Chicago, Illinois 60606 Attention: Matt Lane Facsimile: (312) 258-8350 E-mail: mlane@monroecap.com	Class A- Common Unit	113.36194
Monroe Private Credit Fund A LP	c/o Monroe Capital LLC 311 South Wacker Drive Suite 6400 Chicago, Illinois 60606 Attention: Matt Lane Facsimile: (312) 258-8350 E-mail: mlane@monroecap.com	Class A- Common Unit	944.68281
MSF PEF THG LLC	25701 Science Park Drive Cleveland, OH 44122	Class A- Common Unit	1944.62400
PHL Variable Insurance Company	One American Row Hartford, CT 06102	Class A- Common Unit	2166.44314
Phoenix Life Insurance Company	One American Row Hartford, CT 06102	Class A- Common Unit	3791.27578
RSCF I Blocker True Health LLC	630 Fifth Avenue, Suite 400 New York, NY 10111	Class A- Common Unit	36022.41418
RSCF I-A Blocker True Health LLC	630 Fifth Avenue, Suite 400 New York, NY 10111	Class A- Common Unit	9495.20799

THG Holdings LLC			
Holder of Equity Securities	Address	Nature of Interests Held	Number of Units Held
Silver Point Select Opportunities Fund A, L.P.	c/o Silver Point Capital 2 Greenwich Plaza, 1 st Floor Greenwich, CT 06830 Attn: Credit Admin Email: CreditAdmin@silverpointcapital.com Ops- Administration@silverpointcapital.com	Class A- Common Unit	248.67642
Silver Point Specialty Credit Fund, L.P.	c/o Silver Point Capital 2 Greenwich Plaza, 1 st Floor Greenwich, CT 06830 Attn: Credit Admin Email: CreditAdmin@silverpointcapital.com Ops- Administration@silverpointcapital.com	Class A- Common Unit	69.62940
Specialty Credit Facility, LLC	c/o Silver Point Capital 2 Greenwich Plaza, 1 st Floor Greenwich, CT 06830 Attn: Credit Admin Email: CreditAdmin@silverpointcapital.com Ops- Administration@silverpointcapital.com	Class A- Common Unit	510.61559
Alba Durata, LLC	2340 E. Trinity Mills Road, Suite 233 Carrollton, TX 75006-1900	Class B - Common Unit	122.43401
Alexandra and Kyle Nettesheim as Joint Tenants with Right of Survivorship	2720 Skyland Drive NE Atlanta, GA 30319	Class B - Common Unit	69.40989
Ancelmo E. Lopes	On file with Epiq	Class B - Common Unit	122.49533

THG Holdings LLC			
Holder of Equity Securities	Address	Nature of Interests Held	Number of Units Held
Blake Whitaker	On file with Epiq	Class B - Common Unit	34.63909
Bruce A. Zivian	On file with Epiq	Class B - Common Unit	14.28406
Carol A. Nellis and Kevin M. Nellis as Joint Tenants with Right of Survivorship	79 W. Belle Isle Road NE Atlanta, GA 30342	Class B - Common Unit	69.40989
Christian W. Richards	On file with Epiq	Class B - Common Unit	242.47366
Christopher W. Kling, MD	413 Black Wolf Run Wildwood, MO 63040	Class B - Common Unit	20.40572
CLG Investments	3662 Hickory Grove Lane Frisco, TX 75034	Class B - Common Unit	4003.34635
Covert Investment Operations, LLC (Larry Rick Covert)	6200 Bay Valley Court Flower Mound, TX 75022	Class B - Common Unit	2581.42034
Daniel G. Grottenthaler and Anita Grottenthaler as Joint Tenants with Right of Survivorship	812 Indian Wood Lane Myrtle Beach, SC 29588	Class B - Common Unit	53.08134
Edward M. McCann	On file with Epiq	Class B - Common Unit	30.60850
Fernando De Leon	On file with Epiq	Class B - Common Unit	69.98482
Fernando De Leon	On file with Epiq	Class B - Common Unit	209.94062
FIO THG LLC	1000 Lakeside Avenue Cleveland, OH 44114	Class B - Common Unit	38.65735
Gary Smith	On file with Epiq	Class B - Common Unit	138.55637

THG Holdings LLC			
Holder of Equity Securities	Address	Nature of Interests Held	Number of Units Held
Jacob John Novak	On file with Epiq	Class B - Common Unit	408.11349
Karen A. Miller	On file with Epiq	Class B - Common Unit	204.15888
LCG Ventures II, LLC	3500 Maple Avenue Suite 1600 Dallas, TX 75219	Class B - Common Unit	2040.56776
LCG Ventures, LLC	3500 Maple Avenue Suite 1600 Dallas, TX 75219	Class B - Common Unit	938.66115
Mark T. Smith	On file with Epiq	Class B - Common Unit	8.16222
Matthew Gary Milburn	On file with Epiq	Class B - Common Unit	40.83178
MB PE V THG LLC	1000 Lakeside Avenue Cleveland, OH 44114	Class B - Common Unit	43.64540
Melinda LeeAnn Milburn	On file with Epiq	Class B - Common Unit	40.83178
Michael Clements	On file with Epiq	Class B - Common Unit	40.83178
Michael Osterhoff	On file with Epiq	Class B - Common Unit	163.27612
Michael Osterhoff	On file with Epiq	Class B - Common Unit	112.57705
MSF PEF THG LLC	25701 Science Park Drive Cleveland, OH 44122	Class B - Common Unit	42.39838
Patrick Young	On file with Company	Class B - Common Unit	34.63909
PHL Variable Insurance Company	One American Row Hartford, CT 06102	Class B - Common Unit	47.23461

THG Holdings LLC			
Holder of Equity Securities	Address	Nature of Interests Held	Number of Units Held
Phoenix Life Insurance Company	One American Row Hartford, CT 06102	Class B - Common Unit	82.66056
Richard Covert	On file with Epiq	Class B - Common Unit	209.94062
RJ Investments Co.	205 Laurel Avenue Highland Park, IL 60035	Class B - Common Unit	122.48516
Robert J. Osterhoff	On file with Epiq	Class B - Common Unit	10.20278
RSCF I Blocker True Health LLC	630 Fifth Avenue, Suite 400 New York, NY 10111	Class B - Common Unit	785.38913
RSCF I-A Blocker True Health LLC	630 Fifth Avenue, Suite 400 New York, NY 10111	Class B - Common Unit	207.02202
Ryan M Nellis	On file with Epiq	Class B - Common Unit	40.83178
Tim Hickey	On file with Epiq	Class B - Common Unit	10.20278
Tom D. Wippman Revocable Trust U/A/D 6/2/2010	332 Maple Avenue Highland Park, IL 60035	Class B - Common Unit	61.24766
Tom D. Wippman Revocable Trust U/A/D 6/2/2010	332 Maple Avenue Highland Park, IL 60035	Class B - Common Unit	21.64251
True Health Diagnostic Management, LLC	3662 Hickory Grove Lane Frisco, TX 75034	Class B - Common Unit	5.765756

True Health Group LLC			
Holder of Equity Securities	Address	Nature of Interests Held	Percentage Held
THG Holdings LLC	3803 Parkwood Blvd Suite 400 Frisco, TX 75034	Common Membership	100%

True Health Diagnostics LLC			
Holder of Equity Securities	Address	Nature of Interests Held	Percentage Held
True Health Group LLC	3803 Parkwood Blvd Suite 400 Frisco, TX 75034	Common Membership	100%

True Health Clinical LLC			
Holder of Equity Securities	Address	Nature of Interests Held	Percentage Held
True Health Group LLC	3803 Parkwood Blvd Suite 400 Frisco, TX 75034	Common Membership	100%

Health Core Financial LLC			
Holder of Equity Securities	Address	Nature of Interests Held	Percentage Held
True Health Group LLC	3803 Parkwood Blvd Suite 400 Frisco, TX 75034	Common Membership	100%

Outreach Management Solutions, LLC			
Holder of Equity Securities	Address	Nature of Interests Held	Percentage Held
True Health Group LLC	3803 Parkwood Blvd Suite 400 Frisco, TX 75034	Common Membership	100%

True Health IP LLC			
Holder of Equity Securities	Address	Nature of Interests Held	Percentage Held
True Health Group LLC	3803 Parkwood Blvd Suite 400 Frisco, TX 75034	Common Membership	100%

Fill in this information to identify the case:

Debtor Name: THG Holdings LLC, et al.
 United States Bankruptcy Court for the: District of Delaware
 Case Number (If known): 19-_____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 US DEPT HEALTH & HUMAN SERVICES CENTERS FOR MEDICARE & MEDICAID 101 EAST PARK BLVD., SUITE 500 PLANO, TX 75074	CONTACT: JOSHUA M. RUSS, ASSISTANT U.S. ATTORNEY, EASTERN DISTRICT OF TEXAS PHONE: 410-786-3000 JOSH.M.RUSS@USDOJ.GOV	INSURANCE/PAYOR	CONT, UNLIQ, DISPUTED			UNLIQUIDATED
2 US HEALTHTEK INC 5501 MERCHANTS VIEW SQUARE 744 HAYMARKET, VA 20169	CONTACT: CRISTY REITER PHONE: 571-222-7909; 855-487-4822 CRISTY@USHEALTHTEK.COM	LAB SUPPLIES	CONT, UNLIQ, DISPUTED			UNLIQUIDATED
3 HOULIHAN LOKEY CAPITAL INC 10250 CONSTELLATION BLVD 5TH FL LOS ANGELES, CA 90067	CONTACT: ANDREW TURNBULL PHONE: 310-553-8871 ATURNBULL@HL.COM	PROFESSIONAL & LEGAL FEES	CONTINGENT, DISPUTED			\$2,000,366.89
4 ROCHE DIAGNOSTICS CORPORATION PO BOX 71209 CHARLOTTE, NC 28272-1209	CONTACT: DAN ZORTMAN PHONE: 646-461-5500 DAN.ZORTMAN@ROCHE.COM	LAB SUPPLIES				\$1,825,261.80
5 PERKINS COIE LLP PO BOX 24643 SEATTLE, WA 98124	CONTACT: ADAM MARCHUK PHONE: 206-359-8000 AMARCHUK@PERKINSCOIE.COM	PROFESSIONAL & LEGAL FEES				\$1,286,669.59
6 CIGNA 900 COTTAGE GROVE RD HARTFORD, CT 06152	CONTACT: JOHN BOGAN PHONE: 860-226-5551 MINA.BERGLAND@CIGNA.COM; JOHN.BOGAN@CIGNA.COM	LEGAL SETTLEMENT				\$1,130,952.40

Debtor: THG Holdings LLC, et al.

Case Number (if known): 19-____01

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
7 DIAZYME PO BOX 392165 PITTSBURGH, PA 15251-9165	CONTACT: VINAY NAIK PHONE: 858-455-4768 VINAY.NAIK@DIAZYME.COM	LAB SUPPLIES				\$1,115,666.55
8 BECKMAN COULTER DEPT. CH10164 PALENTINE, IL 60055	CONTACT: ALI SACKO PHONE: 952-448-4848 AESACKO@BECKMAN.COM	LAB SUPPLIES				\$799,338.15
9 CITY OF RICHMOND PO BOX 26505 RICHMOND, VA 23261-6505	CONTACT: JOHN WACK PHONE: 804-646-7000 JOHN.WACK@RICHMONDGOV.COM	ALL OTHER OPERATING EXPENSE				\$690,290.80
10 FEDEX PO BOX 371461 PITTSBURGH, PA 15250-7461	CONTACT: DEVIN BROWN PHONE: 412-269-1000 DEVIN.BROWN@FEDEX.COM	SHIPPING				\$543,894.43
11 MINTZ LEVIN LLP 701 PENNSYLVANIA AVE N.W., STE 900 WASHINGTON, DC 20004	CONTACT: HOPE FOSTER PHONE: 202-434-7300 HSFOSTER@MINTZ.COM	PROFESSIONAL & LEGAL FEES				\$404,077.29
12 NUMARES AG AM BIOPARK 9 93053 REGENSBURG GERMANY	CONTACT: SEAN KEOHANE PHONE: +49-941-28094900 SEAN.KEOHANE@NUMARES.COM	LAB SUPPLIES				\$380,997.75
13 KING AND SPALDING PO BOX 116133 ATLANTA, GA 30368-6133	CONTACT: PATRICK COLLINS PHONE: 312 282 9609 PCOLLINS@KSLAW.COM	PROFESSIONAL & LEGAL FEES				\$349,671.77
14 PHADIA US INC PO BOX 741760 ATLANTA, GA 30374-1760	CONTACT: DEBORAH CAMPBELL PHONE: 269-492-1940 DEBORAH.CAMPBELL@THERMOFISHER.COM	LAB SUPPLIES				\$298,305.51
15 NUMARES GROUP 198 TREMONT ST 301 BOSTON, MA 02116-4705	CONTACT: SEAN KEOHANE PHONE: 833-686-2737 SEAN.KEOHANE@NUMARES.COM	LAB SUPPLIES				\$270,352.42
16 PROSKAUER ROSE LLC 11 TIMES SQUARE NEW YORK, NY 10036	CONTACT: BENJAMIN RUBIN PHONE: 212-969-3000 BRUBIN@PROSKAUER.COM	PROFESSIONAL & LEGAL FEES				\$228,227.47
17 MCKESSON MEDICAL-SURGICAL PO BOX 660266 DALLAS, TX 75266-0266	CONTACT: BRET STAPLES PHONE: 800-453-5180 BRET.STAPLES@MCKESSON.COM	LAB SUPPLIES				\$212,011.22
18 ABBOTT LABORATORIES PO BOX 92679 CHICAGO, IL 60675-2679	CONTACT: JAMIE DOBSON PHONE: 224-667-6100 JAMIE.DOBSON@ABBOTT.COM	LAB SUPPLIES				\$195,660.69
19 AMERICAN EXPRESS PO BOX 650448 DALLAS, TX 75265	CONTACT: MAUREEN GORDON PHONE: 800-297-2977 MAUREEN.M.GORDON@AEXP.COM	ALL OTHER OPERATING EXPENSE				\$172,212.03

Debtor: THG Holdings LLC, et al.

Case Number (if known): 19-____01

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
20 MCDERMOTT WILL & EMERY LLP PO BOX 6043 CHICAGO, IL 60680	CONTACT: DAVID IVILL PHONE: 312-372-2000 DIVILL@MWE.COM	LEGAL				\$164,322.84
21 DELL FINANCIAL SERVICES LLC PO BOX 6549 CAROL STREAM, IL 60197	CONTACT: RHONDA CHAFFIN PHONE: 877-663-3355 RHONDA.CHAFFIN@DELL.COM	IT EXPENSE				\$159,919.95
22 GRANT THORNTON 2001 MARKET ST STE 700 PHILADELPHIA, PA 19103	CONTACT: KOSTA KOURAKIS PHONE: 215-561-4200 KOSTA.KOURAKIS@US.GT.COM	PROFESSIONAL & LEGAL FEES				\$155,076.00
23 DLA PIPER LLP PO BOX 75190 BALTIMORE, MD 21275	CONTACT: DAMIR LIPOVAC PHONE: 410-580-3000 DAMIR.LIPOVAC@DLAPIPER.COM	PROFESSIONAL & LEGAL FEES				\$152,640.50
24 CONSILIO LLC 1828 L ST NW, STE 1070 WASHINGTON, DC 20036	CONTACT: WHITNEY BABB PHONE: 202-822-6222 WHITNEY.BABB@CONSILIO.COM	PROFESSIONAL & LEGAL FEES				\$144,294.49
25 AB SCIEX LLC 62510 COLLECTIONS CENTER DR CHICAGO, IL 60693-0625	CONTACT: CECILIA JOAQUIN PHONE: 877-740-2129 CECILIA.JOAQUIN@SCEIX.COM	LAB SUPPLIES				\$143,669.13
26 EPSTEIN BECKER GREEN PC 1227 25TH ST NW, STE 700 WASHINGTON, DC 20037	CONTACT: LYNN SHAPIRO SNYDER PHONE: 202-861-1806 LSNYDER@EBGLAW.COM	PROFESSIONAL & LEGAL FEES				\$129,546.00
27 BDO USA LLP 300 ARBORETUM PL STE 520 RICHMOND, VA 23236	CONTACT: JAY PAYNE PHONE: 804-330-3092 JPAYNE@BDO.COM	PROFESSIONAL & LEGAL FEES				\$123,916.01
28 RANDOX LABORATORIES 515 INDUSTRIAL BLVD KEARNEYSVILLE, WV 25430	CONTACT: TIMOTHY LENZ PHONE: 304-728-2890 TIMOTHY.LENZ@RANDOX.COM	LAB SUPPLIES				\$109,393.13
29 SALES PERFORMANCE INTERNATIONAL 6201 FARVIEW RD STE 400 CHARLOTTE, NC 28210	CONTACT: MARK HOOD PHONE: 704-227-6500 MHOOD@SPISALES.COM	PROFESSIONAL & LEGAL FEES				\$102,096.70
30 KIRKLAND & ELLIS LLP 300 N LASALLE CHICAGO, IL 60654	CONTACT: DENNIS WILLIAMS PHONE: 212-390-4008 DENNIS.WILLIAMS@KIRKLAND.COM	PROFESSIONAL & LEGAL FEES				\$100,445.94

**THG HOLDINGS LLC
RESOLUTIONS OF THE BOARD OF MANAGERS
July 29, 2019**

The Board of Managers (the "Board") of THG Holdings LLC, a Delaware limited liability company (the "Company"), pursuant to the Delaware Limited Liability Company Act and the Operating Agreement of the Company, at a duly convened meeting, hereby adopts the following resolutions:

WHEREAS, the Board has considered the information presented by the management and legal advisors and financial advisors of the Company, including Clifford A. Zucker in his capacity as chief restructuring officer (the "Chief Restructuring Officer"), regarding the financial condition of the Company, the strategic alternatives available and the impact of the foregoing on the Company's business;

WHEREAS, the Board has been briefed on the proposed voluntary bankruptcy petition to be filed by the Company in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") for relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), in which the Company intends to operate its business and manage its property as a debtor-in-possession (the "Chapter 11 Case");

WHEREAS, management and legal advisors have informed the Board of the material terms of a proposed financing (the "DIP Term Sheet"), by and between Monroe Capital Management Advisors, LLC, as Administrative Agent, and the lenders party thereto (the "DIP Lender"), and the Company, as borrower, which DIP Term Sheet, contemplates a super-priority secured debtor-in-possession financing facility and agreement for use of cash collateral (together, the "DIP Facility");

WHEREAS, the DIP Facility is intended to, among other things, fund the Company's operations and restructuring related fees and expenses during its contemplated chapter 11 bankruptcy proceeding;

WHEREAS, the Board has had the opportunity to consult with the management and the legal advisors to the Company and fully consider each of the strategic alternatives available to the Company;

Chapter 11 Filing

NOW THEREFORE, IT IS RESOLVED, that the Company file a petition in the Bankruptcy Court seeking relief under the provisions of chapter 11 of the Bankruptcy Code, in which the authority to operate as a debtor- in-possession will be sought, and the filing of such petition is authorized hereby; and it is further

RESOLVED, that the Chief Restructuring Officer is hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and

verify the petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court at such time as the Chief Restructuring Officer executing the same shall determine it to be in the best interests of the Company; and it is further

RESOLVED, that the Chief Restructuring Officer is hereby authorized, empowered and directed, on behalf of the Company, to execute the consent of the sole member and Amendment to Operating Agreement of True Health Group LLC at such time as the Chief Restructuring Officer executing the same shall determine it to be in the best interests of the Company; and it is further

RESOLVED, that the Chief Restructuring Officer is hereby authorized, empowered and directed in the name and on behalf of the Company, to execute and file or cause to be executed and filed (or to direct others to do so on his behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all other action which the Chief Restructuring Officer deems necessary or appropriate in connection with the Chapter 11 Case contemplated hereby, with a view to the successful prosecution of such case; and it is further

RESOLVED, that the recommendation of the Chief Restructuring Officer shall be required before any material decisions of the Company or any of its affiliated debtors and debtors-in-possession (the “Debtors”) may become effective (the “Approval Protocol”) including without limitation the following matters: (i) the administration and conduct of the Chapter 11 Case, (ii) the direction and control of the prosecution and/or settlement of actions against the Centers for Medicare & Medicaid Services (“CMS”) including an action to compel or cause the continuation, commencement or resumption of funding by CMS, (iii) to resolve claims asserted by the Department of Justice against the Debtors, and (iv) the direction, control, approval and consummation of any sale of material assets of the Debtors. Notwithstanding the foregoing, (x) with respect to the non-economic aspects of any settlement of criminal matters by or on behalf of the Debtors the Chief Restructuring Officer’s recommendation or approval shall not be required and (y) the rights of the Subordinated Creditors, as defined in the Intercreditor and Subordination Agreement, dated as of May 18, 2018 , as holders of claims and/or of equity security interests shall be preserved without prejudice and be exercisable as permitted by applicable law or agreement; and it is further

Retention of Advisors

RESOLVED, , that the retention of Morris, Nichols, Arsht & Tunnell LLP (“Morris Nichols”), to provide the Company with legal services, as bankruptcy counsel, on the terms set forth in an appropriate engagement letter with the Company satisfactory to the Chief Restructuring Officer, is hereby approved, adopted, ratified and confirmed in all respects; and in connection therewith, the Chief Restructuring Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and

immediately upon the filing of the Chapter 11 Case, and cause to be filed an appropriate application for authority to retain the services of Morris Nichols; and it is further

RESOLVED, that the retention of Perkins Coie LLP ("Perkins"), to provide the Company with legal services, as special counsel, on the terms set forth in an appropriate engagement letter with the Company satisfactory to the Chief Restructuring Officer, is hereby approved, adopted, ratified and confirmed in all respects; and in connection therewith, the Chief Restructuring Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and cause to be filed an appropriate application for authority to retain the services of Perkins; and it is further

RESOLVED, that the retention of SSG Capital Advisors, LLC ("SSG"), to provide the Company with investment banking services on the terms set forth in an appropriate engagement letter with the Company satisfactory to the Chief Restructuring Officer with the Company, is hereby approved, adopted, ratified and confirmed in all respects; and in connection therewith, the Chief Restructuring Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and cause to be filed an appropriate application for authority to retain the services of SSG; and it is further

RESOLVED, that the retention of Epiq Corporate Restructuring, LLC ("Epiq"), to serve as the Company's claims, noticing and solicitation agent in the Chapter 11 Case on the terms set forth in an appropriate engagement agreement with the Company satisfactory to the Chief Restructuring Officer, is hereby approved, adopted, ratified and confirmed in all respects; and in connection therewith, the Chief Restructuring Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and cause to be filed appropriate application(s) for authority to retain the services of Epiq; and it is further

RESOLVED, that the Chief Restructuring Officer is hereby authorized, empowered and directed, on behalf of, and in the name of the Company, to retain any other legal counsel, accountants, financial advisors or other professionals and a claims and noticing agent, each as the chief Restructuring Officer may deem appropriate during the course of the Chapter 11 Case; and it is further

DIP Financing / Cash Collateral

RESOLVED, that in connection with the Chapter 11 Case by the Company, the Chief Restructuring Officer be, and hereby is, authorized, directed and empowered in the name of and on behalf of the Company, as debtor and debtor-in-possession, to negotiate, execute and deliver (i) final documentation of the DIP Term Sheet and in connection therewith, such agreements, certificates, instruments, collateral documents, mortgages,

guarantees, notices and any and all other documents that the Chief Restructuring Officer may deem necessary or appropriate to facilitate the execution or delivery of the DIP Facility and the pledge of collateral in connection therewith, the signature of the Chief Restructuring Officer to be deemed conclusive evidence of such determination, and (ii) such other agreements for secured super-priority debtor in possession loan facilities and/or agreements for the use of cash collateral that the Chief Restructuring Officer may deem appropriate for and in the best interests of the Company, each on terms that the Chief Restructuring Officer may deem necessary or appropriate for the consummation of the transactions contemplated thereby, the signature of the Chief Restructuring Officer to be deemed conclusive evidence of such determination; and it is further

Fees and Expenses

RESOLVED, that the Chief Restructuring Officer be, and hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to incur and pay or cause to be paid all such fees and expenses as in his judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions, the making of any such payment conclusively to evidence the due authorization and approval thereof by the Board; and it is further

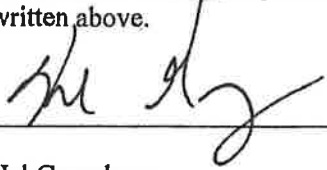
General

RESOLVED, that the Chief Restructuring Officer of the Company be, and hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, certificates, undertakings, instruments and any and all other documents and amendments as in his judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

RESOLVED, that the Chief Restructuring Officer be, and hereby is, authorized, empowered and directed, on behalf of and for and in the name of the Company, to amend, supplement or otherwise modify from time to time the terms of any agreements, undertakings, documents, certificates, instruments, agreements or other writings referred to in the foregoing resolutions; and it is further

RESOLVED, that any and all actions heretofore taken by any member of the Board or the Chief Restructuring Officer consistent with the purpose and intent of the foregoing resolutions are hereby authorized, ratified, approved, confirmed and adopted in all respects as the acts and deeds of the Company as fully as if such actions had been presented to the Board for its prior approval.

IN WITNESS WHEREOF, the undersigned, being members of the Board of Managers of the Company having the requisite voting power, do hereby consent to the foregoing actions as of the date first written above.



Hal Greenberg

Chris Grottenthaler

Ron Sansom

Patrick Young

George Benson

Tom Wippman

Jay Reynolds

IN WITNESS WHEREOF, the undersigned, being members of the Board of Managers of the Company having the requisite voting power, do hereby consent to the foregoing actions as of the date first written above.

Hal Greenberg



Ron Sansom

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Hal Greenberg

Chris Grottenthaler

Ron Sansom



Patrick Young

George Benson

Tom Wippman

Jay Reynolds

Fill in this information to identify the case and this filing:

Debtor Name THG Holdings LLC, et al.

United States Bankruptcy Court for the: _____ District of
 Delaware _____ Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration Corporate Ownership Statement, Creditor Matrix, List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/30/2019
 MM / DD / YYYY

/s/ Clifford A. Zucker
 Signature of individual signing on behalf of debtor

Clifford A. Zucker
 Printed name

Chief Restructuring Officer
 Position or relationship to debtor