

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

THG Holdings LLC, et al.,

Debtors.¹

Chapter 11
Case No. 19-11689 (JTD)
Jointly Administered

RE: D.J. 16
Bid Procedures Hearing Date: August 22, 2019
at 9:30 a.m. (ET)
Bid Procedures Objection Deadline: August 15,
2019 at 4:00 p.m. (ET)

**NOTICE OF (I) HEARING ON BIDDING PROCEDURES MOTION, (II) PROCEDURES
FOR THE ASSUMPTION AND ASSIGNMENT OR REJECTION OF CONTRACTS
AND LEASES, (III) AUCTION, AND (IV) SALE OF THE DEBTORS' ASSETS FREE
AND CLEAR OF CLAIMS, LIENS, AND ENCUMBRANCES**

PLEASE TAKE NOTICE that on July 30, 2019, the above-captioned debtors and debtors-in-possession (the "Debtors") filed the Debtors' Motion for (I) (A) an Order Pursuant to Sections 105, 363, 364, 365 and 541 of the Bankruptcy Code, Bankruptcy Rules 2002, 6004, 6006 and 9007 and Del. Bankr. L.R. 2002-1 and 6004-1 (A) Approving Bidding Procedures for the Sale of Substantially all Assets of the Debtors; (B) Approving Procedures for the Assumption and Assignment or Rejection of Designated Executory Contracts and Unexpired Leases; (C) Scheduling the Auction and Sale Hearing; (D) Approving Forms and Manner of Notice of Respective Dates, Times, and Places in Connection Therewith; and (E) Granting Related Relief; (II) an Order (A) Approving the Sale of the Debtors' Assets Free and Clear of Claims, Liens, and Encumbrances; and (B) Approving the Assumption and Assignment or Rejection of Executory Contracts and Unexpired Leases; and (III) Certain Related Relief (D.J. 16) (the "Motion"). Copies of the Motion and all exhibits thereto are available for review free of charge by accessing <https://dm.epil1.com/cases/THG/in0> or by written request via first class mail to Epiq Bankruptcy Solutions, LLC, Re: THG Holdings LLC, et al., 777 Third Avenue, New York, NY 10017 or via telephone at (646) 282-2400.

PLEASE TAKE FURTHER NOTICE that objections to approval of the bidding procedures set forth in the Motion must (a) be in writing; (b) be filed with the Clerk of the Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before August 15, 2019 at 4:00 p.m. (ET) (the "Objection Deadline"); and (c) served so as to be received on or before the Objection Deadline by undersigned counsel to the Debtors. Only objections made in writing and timely filed and received will be considered by the Bankruptcy Court at such hearing.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE BIDDING PROCEDURES WILL BE HELD ON AUGUST 22, 2019 AT 9:30 A.M. (ET) BEFORE THE HONORABLE JOHN T. DORSEY, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5TH FLOOR, COURTROOM #5, WILMINGTON, DELAWARE 19801.

PLEASE TAKE FURTHER NOTICE that after the entry of an order approving the bidding procedures set forth in the Motion (the "Bidding Procedures"), the Debtors (I) will solicit offers for the

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.

purchase of the Debtors' assets free and clear of all liens, claims, encumbrances, and other interests (the "Proposed Sale"); (2) hold an auction to determine the highest and/or best bid for the Debtors' assets (the "Auction"); and (3) seek entry of an order at a hearing (the "Sale Hearing") authorizing and approving (a) the Proposed Sale free and clear of all liens, claims, encumbrances, and other interests, with all such liens, claims, encumbrances, and other interests attaching with the same validity and priority to the sale proceeds to the successful bidder of the Auction; and (b) certain procedures for the assumption and assignment or rejection of executory contracts and unexpired leases (the "Contract/Lease Procedures") in connection with the Proposed Sale.

PLEASE TAKE FURTHER NOTICE THAT NO FURTHER NOTIFICATION OF THE BIDDING PROCEDURES, THE AUCTION, THE PROPOSED SALE, THE CONTRACT/LEASE PROCEDURES OR THE SALE HEARING WILL BE PROVIDED TO YOU UNLESS YOU FILE A WRITTEN REQUEST (A) WITH THE CLERK OF THE BANKRUPTCY COURT, 824 MARKET STREET, 3RD FLOOR, WILMINGTON, DELAWARE 19801 SEEKING NOTICE OF PAPERS FILED IN THE BANKRUPTCY CASES OR (B) WITH THE CLAIMS AGENT, EPIQ BANKRUPTCY SOLUTIONS, LLC, RE: THG HOLDINGS LLC, ET AL., 777 THIRD AVENUE, NEW YORK, NY 10017. However, in accordance with the proposed Bidding Procedures, separate notices will be provided to the counterparties to executory contracts and unexpired leases that may be assumed and assigned in connection with the Proposed Sale and to parties with direct interests in the property to be sold.

PLEASE TAKE FURTHER NOTICE THAT THE PROPOSED SALE CONTEMPLATES SUBSTANTIALLY ALL OF THE ASSETS OF THE DEBTORS BEING SOLD FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS. IF YOU HAVE A LIEN, CLAIM, ENCUMBRANCE, OR OTHER INTEREST IN THE DEBTORS' ASSETS, THE SALE WILL AFFECT YOUR RIGHTS IF YOU DO NOT RESPOND.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: August 6, 2019
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Derek C. Abbott
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Proposed Counsel to the Debtors and
Debtors in Possession

Information to identify the case	
Debtor: THG Holdings LLC	EIN: 62-5308292
United States Bankruptcy Court: District of Delaware	Date case filed for chapter 11: 7/30/19
Case number: 19-11669 (JTD)	Date case converted to chapter: N/A

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Notice of Chapter 11 Bankruptcy Case

12/17

For the debtor listed above and each of the debtors listed below under "Jointly Administered Cases", a case has been filed under chapter 11 of the Bankruptcy Code. An order for relief has been entered. This notice has important information about the case for creditors, debtors, and trustees, including information about the meeting of creditors and deadlines. Read both pages carefully.

The filing of the case imposes an automatic stay against most collection activities. This means that creditors generally may not take action to collect debts from the debtor or the debtor's property. For example, while the stay is in effect, creditors cannot sue, assert a deficiency, repossess property, or otherwise try to collect from the debtor. Creditors cannot demand repayment from the debtor by mail, phone, or otherwise. Creditors who violate the stay can be required to pay actual and punitive damages and attorney's fees.

Confirmation of a chapter 11 plan may result in a discharge of debt. A creditor who wants to have a particular debt excepted from discharge may be required to file a complaint in the bankruptcy clerk's office within the deadline specified in this notice. (See line 11 below for more information.)

To protect your rights, consult an attorney. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below or through PACER (Public Access to Court Electronic Records at www.pacer.gov).

The staff of the bankruptcy clerk's office cannot give legal advice.

Do not file this notice with any proof of claim or other filing in the case.

Valid Picture ID is required for access to the J. Caleb Boggs Federal Building. Additionally, Debtor(s) must also present photo ID plus original verification of his/her social security number to the Bankruptcy Trustee. If you do not have a photo ID and/or original verification of your social security number, please contact the Office of the United States Trustee's (302-973-9491).

1. Debtor's full name	THG Holdings LLC	
2. All other names used in the last 8 years	N/A	
Jointly Administered Cases		
	Case No.	Tax ID.
True Health Group LLC	19-11660	61-2339168
True Health Diagnostics LLC	19-11661	48-5219462
Outreach Management Solutions LLC	19-11662	61-2339424
True Health Clinical LLC	19-11663	37-1825272
Health Core Financial LLC	19-11664	30-0636614
True Health IP LLC	19-11665	38-4836427
3. Address	3803 Parkwood Blvd., Suite 400, Frisco, TX 75034	
4. Debtor's attorneys	MORRIS, NICHOLS, ARSHT & TUNNELL LLP Derek C. Abbott (No. 3378) dabbott@mna.com Curtis S. Miller (No. 4589) cmiller@mna.com Daniel B. Butz (No. 4227) dbutz@mna.com Terrence K. Mann (No. 6643) tmann@mna.com Matthew D. Taimo (No. 6339) mtaimo@mna.com Paige N. Topper (No. 8470) ptopper@mna.com 1201 N. Market Street, 16th Floor, P.O. Box 1347, Wilmington, DE 19869-1347 Telephone: 302-656-8200/Facsimile: 302-656-3889	

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5. Bankruptcy clerk's office	Documents in this case may be filed at this address. You may inspect all records filed in this case at this office or online at www.pacer.gov . 624 Market Street, 3rd Floor Wilmington, DE 19801	
6. Meeting of creditors	September 9, 2019 at 10:00 a.m. (EDT)	Location: J. Caleb Boggs Federal Building 844 King Street, Room 3209 Wilmington, DE 19801
The debtor's representative must attend the meeting to be questioned under oath. Creditors may attend, but are not required to do so. The meeting may be continued or adjourned to a later date. If so, the date will be on the court docket.		
7. Proof of claim deadline	Deadline for filing proof of claim: To be determined For a governmental unit: January 28, 2020 A proof of claim is a signed statement describing a creditor's claim. A proof of claim form may be filed either electronically or as a paper document. For more information on how to file a Proof of Claim, visit the Delaware Bankruptcy Court's website at http://www.dcb.uscourts.gov/claims-information . Your claim will be allowed in the amount scheduled unless: <ul style="list-style-type: none"> your claim is designated as <i>disputed</i>, <i>contingent</i>, or <i>uniqueliquidated</i>; you file a proof of claim in a different amount; or you receive another notice. If your claim is not scheduled or if your claim is designated as <i>disputed</i> , <i>contingent</i> , or <i>uniqueliquidated</i> , you must file a proof of claim or you might not be paid on your claim and you might be unable to vote on a plan. You may file a proof of claim even if your claim is scheduled. You may review the schedules at the bankruptcy clerk's office or online at www.pacer.gov . Secured creditors retain rights in their collateral regardless of whether they file a proof of claim. Filing a proof of claim submits a creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a proof of claim may surrender important nonmonetary rights, including the right to a jury trial.	
8. Exception to discharge Deadline	If § 523(c) applies to your claim and you seek to have it excepted from discharge, you must start a judicial proceeding by filing a complaint by the deadline stated below. The bankruptcy clerk's office must receive a complaint and any required filing fee by the following deadline. Deadline for filing the complaint: November 8, 2019	
9. Creditors with a foreign address	If you are a creditor receiving notice mailed to a foreign address, you may file a motion asking the court to extend the deadlines in this notice. Consult an attorney familiar with United States bankruptcy law if you have any questions about your rights in this case.	
10. Filing a Chapter 11 bankruptcy case	Chapter 11 allows debtors to reorganize or liquidate according to a plan. A plan is not effective unless the court confirms it. You may receive a copy of the plan and a disclosure statement telling you about the plan, and you may have the opportunity to vote on the plan. You will receive notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the property and may continue to operate its business.	
11. Discharge of debts	Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See 11 U.S.C. § 1141(d). A discharge means that creditors may never try to collect the debt from the debtor except as provided in the plan. If you want to have a particular debt owed to you excepted from the discharge and § 523(c) applies to your claim, you must start a judicial proceeding by filing a complaint and paying the filing fee in the bankruptcy clerk's office by the deadline.	

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