

B1 (Official Form 1)(12/11)

**United States Bankruptcy Court  
Southern District of New York**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Sound Shore Health System, Inc.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>13-4011398</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>16 Guion Place New Rochelle, NY</b>	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code <b>10802</b>	ZIP Code
County of Residence or of the Principal Place of Business: <b>Westchester</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

<b>Type of Debtor</b> (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box) <input checked="" type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Other	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<b>Tax-Exempt Entity</b> (Check box, if applicable) <input checked="" type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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<b>Statistical/Administrative Information</b> <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000	
<b>Estimated Assets</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
<b>Estimated Liabilities</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

<p><b>Voluntary Petition</b></p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): <b>Sound Shore Health System, Inc.</b></p>
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**All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)**

Location Where Filed: - <b>None</b> -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)**

Name of Debtor: <b>See Attached Rider</b>	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p><b>X</b> _____ Signature of Attorney for Debtor(s) (Date)</p>
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**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

**Information Regarding the Debtor - Venue**

(Check any applicable box)

Debtor has been domiciled or has had a residence, 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.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

**Voluntary Petition**

*(This page must be completed and filed in every case)*

Name of Debtor(s):

**Sound Shore Health System, Inc.**

**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.  
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).  
  
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

- I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.
- Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date


Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.*

**Signature of Attorney\***

X  \_\_\_\_\_  
Signature of Attorney for Debtor(s)

**Burton S. Weston BSW3915**  
Printed Name of Attorney for Debtor(s)

**Garfunkel Wild, P.C.**  
Firm Name

**111 Great Neck Road**  
**Great Neck, NY 11021**

\_\_\_\_\_  
Address

Email: [bweston@garfunkelwild.com](mailto:bweston@garfunkelwild.com)

**5163932200 Fax: 5164665964**

\_\_\_\_\_  
Telephone Number

**May 28, 2013**

\_\_\_\_\_  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X  \_\_\_\_\_  
Signature of Authorized Individual

**John R. Spicer**  
Printed Name of Authorized Individual

**President and Chief Executive Officer**

\_\_\_\_\_  
Title of Authorized Individual

\_\_\_\_\_  
Date

**May 28, 2013**

\_\_\_\_\_  
Date

**RIDER TO VOLUNTARY PETITION**  
**Affiliated Debtors**

On the date hereof, each of the entities listed below also filed a voluntary petition for relief under Chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**") in the United States Bankruptcy Court for the Southern District of New York . For ease sake, the below list also includes this Debtor. All other entities are affiliates of the Debtor. Such entities have filed or shortly will file a motion requesting that their Chapter 11 Cases be consolidated for procedural purposes only and jointly administered.

Company Name	Case No.
Sound Shore Medical Center of Westchester	13- (RDD)
The Mount Vernon Hospital	13- (RDD)
Howe Avenue Nursing Home, Inc., d/b/a Helen and Michael Schaffer Extended Care Center	13- (RDD)
NHRMC Services Corporation	13- (RDD)
The M.V.H. Corporation	13- (RDD)
Sound Shore Health System, Inc.	13- (RDD)
New Rochelle Sound Shore Housing, LLC	13- (RDD)

**OFFICER'S CERTIFICATE OF  
RESOLUTIONS OF THE BOARD OF TRUSTEES  
OF SOUND SHORE HEALTH SYSTEM, INC.**

The undersigned, a duly authorized officer of Sound Shore Health System, Inc., a New York not-for-profit corporation, hereby certifies that the following resolutions were duly adopted by no less than two-thirds of the entire Board of Trustees at a meeting duly called and held, and at which a quorum was present and acting throughout on May 6, 2013, in accordance with the requirements of applicable New York law and that said resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

WHEREAS, the Board of Trustees (the "Board") of Sound Shore Health System, Inc. ("SSHS") has considered the financial and operational aspects of SSHS's business; and

WHEREAS, the Board has reviewed the historical performance of SSHS, the current market for its services, and the current and long-term liabilities of SSHS; and

WHEREAS, the Board has given serious and extensive consideration to all options reasonably available to SSHS at numerous regular and special meetings; and

WHEREAS, consistent with its fiduciary duties, including the duty of obedience to the charitable mission of SSHS the Board has determined that it is desirable and in the best interests of SSHS, its creditors, stockholders, employees and other interested parties, including its patients, that a voluntary petition be filed by SSHS (the "**Chapter 11 Case**") seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "**Bankruptcy Code**").

NOW, THEREFORE, BE IT

RESOLVED, by the Board, acting on behalf of SSHS, that SSHS file a petition in bankruptcy under Chapter 11 of the Bankruptcy Code and cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**"); and be it further

RESOLVED, that John R. Spicer, the President (referred to hereinafter as, the "**President**"), or any other person designated by the President (each such officer or designee being an "**Authorized Person**" and all being the "**Authorized Persons**") be, and each hereby is, authorized, empowered and directed, in the name and on behalf of SSHS, to execute and verify petitions under Chapter 11 of the Bankruptcy Code with respect to SSHS and to cause the same to be filed in the Bankruptcy Court

at such time as the Authorized Person executing such petition shall determine; and be it further

RESOLVED, that each Authorized Person be, and hereby is, authorized, empowered and directed, in the name and on behalf of SSHS, to execute and file all schedules, motions, lists, applications, pleadings and other papers, and to take and perform any and all further acts and deeds which he or she deems necessary, proper or desirable in connection with the Chapter 11 Case of SSHS, with a view to the successful prosecution of such case; and be it further

RESOLVED, that each of the Authorized Persons be, and hereby is, authorized, directed and empowered, in the name of SSHS, (i) to retain, under a general retainer, the law firm of Garfunkel Wild, P.C. to serve as bankruptcy counsel and render legal services in connection with the Chapter 11 Case and other related matters to be determined by an Authorized Person; (ii) and to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and to cause to be filed appropriate retention applications with the Bankruptcy Court; and be it further

RESOLVED, that each of the Authorized persons be, and hereby is, authorized, directed and empowered, in the name of SSHS: (i) to retain Alvarez & Marsal LLP to serve as the Crisis Management team in connection with the Chapter 11 Cases and for all other relevant purposes; and (ii) and to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and to cause to be filed appropriate retention applications with the Bankruptcy Court and be it further

RESOLVED, that each of the Authorized Persons be, and hereby is, authorized, empowered and directed to engage and retain any other assistance by legal counsel, accountants, financial advisors, restructuring advisors and other professionals as are deemed necessary to represent and assist SSHS in carrying out its duties under Title 11 of the United States Code, and in connection therewith, each Authorized Persons is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of such firms; and be it further

RESOLVED, that in connection with the commencement of the Chapter 11 Cases, each Authorized Person is, authorized and empowered on behalf and in the name of SSHS and each of the Medical Center Entities, to obtain postpetition financing and to incur indebtedness according to terms negotiated, or to be negotiated by the Authorized Persons, including agreements related to use of cash collateral and debtor-in-possession credit facilities; and to enter into guarantees and to pledge and grant liens on its assets and mortgages on its properties as may be contemplated by or required under the terms of such cash collateral agreements or postpetition financing; to establish, and enter into control agreements with respect to, bank accounts at such financial institutions as may be useful or necessary, and as may be determined by such

Authorized Persons in connection with such debtor-in-possession credit facilities; and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements and related ancillary documents to pay all fees required in connection with such postpetition financing as may be required by the lenders thereof, and perform and consummate all transactions contemplated by the financing; and be it further

RESOLVED, that each of the Authorized Persons, be and hereby is, authorized, empowered and directed, in the name and on behalf of SSHS, to cause SSHS to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action in the SSHS Chapter 11 Case, as in the judgment of such Authorized Person shall be or become necessary, proper and desirable to effectuate a successful reorganization of SSHS's business taking into account its charitable mission, including but not limited to, the orderly sale of the SSHS's non-core assets and the negotiation and formulation of a plan of reorganization and all related documents thereto on behalf of the Medical Center Entities; and be it further

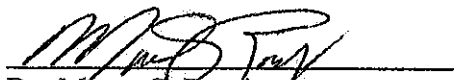
RESOLVED that nothing herein changes the requirement that the Authorized Persons seek prior approval from the Board for any transaction not specifically approved hereby for which the corporation's rules require such approval from the Board; and be it further

RESOLVED, that any and all actions heretofore taken by any officers or directors of SSHS in the name and on behalf of SSHS, in furtherance of any or all of the preceding resolutions are ratified, confirmed and approved; and be it further

RESOLVED, that each of the Authorized Persons, be and hereby is, authorized to take any of the following actions on behalf of SSHS: (i) negotiate, execute, deliver and/or file any and all of the agreements, documents and instruments referenced herein, and such other agreements, documents and instruments as may be required or as such Authorized Persons deem appropriate or advisable, or to cause the negotiation, execution and delivery thereof, in the name and on behalf of SSHS, in such form and substance as such Authorized Persons may approve, with the execution and delivery thereof on behalf of SSHS, by or at the direction of an Authorized Person to constitute evidence of such approval, (ii) negotiate, execute, deliver and/or file, in the name and on behalf of SSHS, any and all agreements, documents, certificates, consents, motions, applications, and other filings relating to the resolutions adopted and matters ratified or approved hereby and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other actions as may be required or as such Authorized Persons deem appropriate or advisable in connection therewith including, without limitation, voting any shares or interests held by SSHS and (iii) doing such other things as may be required, or as may

in their judgment be appropriate or advisable, in order to effectuate fully the resolutions adopted and matters ratified or approved hereby and the consummation of the transactions contemplated thereby.

The undersigned hereby certifies that the Board of Directors duly adopted the foregoing resolutions on the 6th day of May, 2013 at a meeting in which a quorum was present and that such resolutions are in full force and effect.



By: Mauro C. Ronita

Title: Chairman



United States Bankruptcy Court  
Southern District of New York

In re Sound Shore Health System, Inc.

Debtor

Case No. \_\_\_\_\_

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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None

\*The Debtor is a not for profit corporation and does not have any equity security holders.

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the President and Chief Executive Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date May 28, 2013

Signature   
John R. Spicer  
President and Chief Executive Officer

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court  
Southern District of New York**

In re Sound Shore Health System, Inc.  
Debtor(s)

Case No. \_\_\_\_\_  
Chapter 11

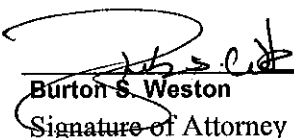
**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Sound Shore Health System, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

None [*Check if applicable*]

May 28, 2013

Date \_\_\_\_\_



Burton S. Weston

Signature of Attorney or Litigant  
Counsel for Sound Shore Health System, Inc.  
Garfunkel Wild, P.C.  
111 Great Neck Road  
Great Neck, NY 11021  
5163932200 Fax:5164665964  
bweston@garfunkelwild.com

**Consolidated List of 30 Largest Creditors**

Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting, among other things, authority to file a consolidated list of the 30 largest unsecured creditors (the "Top 30 List") in lieu of separate lists of each Debtor's 20 largest unsecured creditors. Attached hereto is the Top 30 List which is based on the Debtors' books and records as of approximately May 13, 2013. The Top 30 List was prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtors' Chapter 11 Cases. The Top 30 List does not include: (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101; or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims. The Top 30 List is provided pursuant to Local Rule 1007-2(a)(4).

The information contained herein, including any claim amounts, shall not constitute an admission of liability by, nor is it binding, upon the Debtors. The Debtors reserve all rights to assert that any debt or claim listed herein is a disputed claim or debt, and to challenge the priority, nature, amount or status of any such claim or debt. In the event of any inconsistencies between the summaries set forth below and the respective corporate and legal documents relating to such obligations, the descriptions in the corporate and legal documents shall control.

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Amount of claim [if secured, also state value of security]</i>
Allscripts Healthcare, LLC	P.O. Box 8538-0133 Lockbox #077133 Philadelphia, PA 19171-0133 Attn: Todd Seiffer (312) 447-2459	Trade Debt	6,671,180.17
Amerisourcebergen Drug Cor	101 Norfolk Street Mansfield, MA 02048 Attn: Luz Bermudez (856) 384-3232	Trade Debt	1,587,973.02
Stryker Orthopaedics	480 South Dean Street New Jersey Sales Office Englewood, NJ 07631 Attn: Robert A. Passanante (201) 831-5320	Trade Debt	2,432,653.04

Convergent Revenue Cycle M	1357 Heathcott Blvd. Suite 300 Gainsville, VA 20155 Attn: Glenn M. Getner (412) 980-9742	Trade Debt	935,464.46
1199 SEIU National Benefit	330 West 42 <sup>nd</sup> Street New York, New York 10036 Timothy Wells	Trade Debt	5,504,020.55
Crothall Service Group	955 Chesterbrook Blvd, Suite 300 Wayne, PA 19087 Attn: Gene Bettencourt (508) 965-5613	Trade Debt	908,391.63
New York Medical College	40 Sunshine Cottage Road Attn: Dr. Marc Wallack Valhalla, NY 10595 Attn: Jim Salerno (914) 594-4455	Trade Debt	877,934.09
TGC LLC	c/o Theodore N. Giovanis PO Box 130 Highland, MD 20777 (301) 854-2496	Trade Debt	869,079.00
Miller & Milone, P.C.	100 Quentin Roosevelt Blvd Garden City, NY 11530 Attn: Karen A. Till (516) 296-1000 ext. 302	Trade Debt	778,059.83
Oceanside Institutional.	2525 Long Beach Road Oceanside, NY 11572 Attn: Sheila (516) 766-1462	Trade Debt	339,712.91
New York Radiology Alliance	25983 Network Place Chicago, IL 60673-1259 Attn: Jonathan Schwartz (914) 666-2220	Trade Debt	646,200.79
Health/ROI	PO Box 362 344 Main Street Metuchen, NJ 08840 (732) 906-8700	Trade Debt	619,549.14
Healthcare Assoc of NYS	74 North Pearl St. Albany, New York 10087-5535 Attn: Larry Edinger (518) 431-7790	Trade Debt	382,692.00

Emergency Medical Associat	Attn: Benjamin Carrino 651 W. Mt. Pleasant Avenue Livingston, NJ 07039 (800) 345-0064	Trade Debt	512,207.03
Medtronic USA Inc.	4642 Collection Center Drive Chicago, IL 60693 Attn: John Hauwiller (763) 505-6543	Trade Debt	485,197.92
Nutrition Mgmt Services Co.	2071 Kimberton Rd. Kimberton, PA 19442 Attn: George (610) 935-2050 ext. 5217	Trade Debt	520,811.00
Modern Medical Systems	170 Finn Court, Suite 1 Farmingdale, NY 11735 Attn: WM Pope (631) 844-1700	Trade Debt	436,619.21
Children's Phy. of West LL	New York Medical College Valhalla, NY 10595 (914) 594-4280	Trade Debt	415,069.68
Enterprise Systems Software, LLC- ESD	5151 Monroe Street, Suite 101 Toledo, OH 43623 Attn: David Mikola (678) 557-3806	Trade Debt	410,489.11
Fresenius Management Ser	16343 Collections Center Drive Chicago, IL 60693 Attn: Karen Vaughin (330) 896-4771	Trade Debt	372,315.35
Michael Anthony Contracting	161 Rail Road Avenue Garden City Park, NY 11040 Attn: John Ballo (212) 972-9800	Trade Debt	360,739.73
Cannon Design	360 Madison Avenue New York, NY 10017 Attn; Jennie M. Muscarella, Esq. (212) 972-9800	Trade Debt	344,316.55
New York Blood Center	1200 Prospect Avenue Westbury, NY 11590 Attn: Melissa (516) 478-5224	Trade Debt	465,420.73

Medline Industries	One Medline Place Mundelein, IL 60060-4485 Attn: Dave Gilligan (551) 804-9312	Trade Debt	397,219.33
Pension Benefit Guaranty Corp	P.O. Box 64880 Baltimore, MD 21264-4880 Attn: Franklin G. Tate, Jr. (203)326-4000 ext. 3558	Unsecured Debt	9,620,000.00
Dormitory Authority of SNY	Attn: S. Stevens Counsels Office 515 Broadway Albany, NY 12207 Attn: Larry N. Volk (518) 257-3160	Unsecured Debt	3,350,000.00
McKesson Information Sol	P.O. Box 98347 Chicago, IL 60693 (866) 455-9430	Trade Debt	949,760.27
Apollo Health Street, Inc.	2 Brighton Road Suite 300 Clifton, NJ 07012 Attn: Amab Sen (973) 405-5002	Trade Debt	524,928.57
Westchester County Health Care Corp, a/k/a Westchester Medical Center	100 Woods Road Valhalla, NY 10595 Attn: Julie Switzer (914) 493-7000 switzerj@wcmc.com	Unsecured Debt	3,205,209.60
Greystone Servicing Corporation, Inc.	111 Rockville Pike, Suite 1150 Rockville, MD 20850 (301) 354-5006	Trade Debt	512,200.00