

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:

Chapter 11

SOUND SHORE MEDICAL CENTER
OF WESTCHESTER, et al.

Case No. 13-22840(RDD)

Debtors.

(Joint Administration Pending)

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**ORDER AUTHORIZING RETENTION AND APPOINTMENT
OF GCG, INC. AS CLAIMS AND NOTICING AGENT UNDER
28 U.S.C. § 156(c), 11 U.S.C. § 105(A), S.D.N.Y. LBR 5075-1 AND
GENERAL ORDER M-409 AND GRANTING RELATED RELIEF**

Upon the Application¹ of Sound Shore Medical Center of Westchester (“**SSMC**”) and certain of its affiliates, as Chapter 11 debtors and debtors in possession (each a “**Debtor**” and collectively, the “**Debtors**”)², for an order authorizing the retention and appointment of GCG, Inc. as Claims and Noticing Agent (the “**Claims and Noticing Agent**”), under 28 U.S.C. § 156(c), section 105(a) of the Bankruptcy Code, S.D.N.Y. LBR 5075-1 and General Order M-409 to, among other things, (i) distribute required notices to parties in interest, (ii) receive, maintain, docket and otherwise administer the proofs of claim filed in the Debtors' chapter 11 cases, and (iii) provide such other administrative services – as required by the Debtors – that would fall within the purview of services to be provided by the Clerk’s Office; and upon the Declaration of Angela Ferrante submitted in support of the Application; and the Debtors having estimated that there are in excess of 3000 creditors in these Chapter 11 cases, many of which are expected to file proofs of claim; and it appearing that the receiving, docketing and maintaining of proofs of claim would be unduly time consuming and burdensome for the Clerk; and the Court being

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

² The debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal tax identification number include: Sound Shore Health System, Inc. (1398), Sound Shore Medical Center of Westchester (0117), The Mount Vernon Hospital, Inc. (0115), Howe Avenue Nursing Home d/b/a Helen and Michael Schaffer Extended Care Center (0781), NRHMC Services Corporation (9137), The M.V.H. Corporation (1514) and New Rochelle Sound Shore Housing, LLC (0117). There are certain additional affiliates of the Debtors who are not debtors in these Chapter 11 Cases and have not sought relief under Chapter 11.

authorized under 28 U.S.C. § 156(c) to utilize, at the Debtors' expense, outside agents and facilities to provide notices to parties in title 11 cases and to receive, docket, maintain, photocopy and transmit proofs of claim; and the Court being satisfied that Claims and Noticing Agent has the capability and experience to provide such services and that Claims and Noticing Agent is disinterested, as that term is defined under section 101(14) of the Bankruptcy Code, and does not hold an interest adverse to the Debtors or the estates respecting the matters upon which it is to be engaged; and good and sufficient notice of the Application having been given, and no other or further notice being required; and upon the record of the hearing held by the Court on the Application on May 31, 2013, at which no objections were raised to the relief granted herein; and it appearing that the employment of Claims and Noticing Agent is in the best interests of the Debtors, the estates and creditors; and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT :

1. Notwithstanding the terms of the Administration Agreement attached to the Application, the Application is approved solely as set forth in this Order.
2. The Debtors are authorized to retain GCG, Inc. as the Claims and Noticing Agent, *nunc pro tunc* to the date of the filing of the petitions initiating these cases, under the terms of the Administration Agreement, and the Claims and Noticing Agent is authorized and directed to perform noticing services and to receive, maintain, record and otherwise administer the proofs of claim filed in these chapter 11 cases, and all related tasks, all as described in the Application (the "**Claims and Noticing Services**"). Upon the Debtors' request, GCG, Inc. will assist the Debtors with any additional services requested by the Debtors.

3. The Claims and Noticing Agent shall serve as the custodian of court records and shall be designated as the authorized repository for all proofs of claim filed in these chapter 11 cases and is authorized and directed to maintain official claims registers for each of the Debtors and to provide the Clerk with a certified duplicate thereof upon the request of the Clerk.

4. The Claims and Noticing Agent is authorized and directed to obtain a post office box or address for the receipt of proofs of claim.

5. The Claims and Noticing Agent is authorized to take such other action to comply with all duties set forth in the Application.

6. The Debtors are authorized to compensate the Claims and Noticing Agent in accordance with the terms of the Administration Agreement upon the receipt of reasonably detailed invoices setting forth the services provided by the Claims and Noticing Agent and the rates charged for each, and to reimburse the Claims and Noticing Agent for all reasonable and necessary expenses it may incur, upon the presentation of appropriate documentation, without the need for the Claims and Noticing Agent to file fee applications or otherwise seek Court approval for the compensation of its services and reimbursement of its expenses.

7. The Claims and Noticing Agent shall maintain records of all services showing dates, categories of services, fees charged and expenses incurred, and shall serve monthly invoices on the Debtors, the Office of the United States Trustee, counsel for the Debtors, counsel for the official committee of unsecured creditors, if any, monitoring the expenses of the Debtors and any party-in-interest who specifically requests service of the monthly invoices.

8. The parties shall meet and confer in an attempt to resolve any dispute which may arise relating to the Administration Agreement or monthly invoices, and that the parties may seek resolution of the matter from the Court if resolution is not achieved.

9. Pursuant to section 503(b)(1)(A) of the Bankruptcy Code, the fees and expenses of the Claims and Noticing Agent under this Order shall be treated as an administrative expense of the Debtors' chapter 11 estates.

10. The Claims and Noticing Agent may apply its retainer to all prepetition invoices, which retainer shall be replenished to the original retainer amount, and thereafter, the Claims and Noticing Agent may hold its retainer under the Administration Agreement during the chapter 11 cases as security for the payment of fees and expenses incurred under the Administration Agreement.

11. In the event the Claims and Noticing Agent is unable to provide the services set out in this order, the Claims and Noticing Agent will immediately notify the Clerk and Debtors' attorney and cause to have all original proofs of claim and computer information turned over to another claims and noticing agent with the advice and consent of the Clerk and Debtors' attorney

12. The Debtors may submit a separate retention application, pursuant to 11 U.S.C. § 327(a) and/or any applicable law, for work that is to be performed by the Claims and Noticing Agent but is not specifically authorized by this Order.

13. The Debtors and the Claims and Noticing Agent are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

14. Notwithstanding any term in the Administration Agreement to the contrary, the Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

15. If the Debtors' chapter 11 cases convert to cases under Chapter 7 of the Bankruptcy Code, the Claims and Noticing Agent will continue to be paid for its services until the claims filed in these chapter 11 cases have been completely processed, and that if claims agent representation is necessary in the converted Chapter 7 case, Claims and Noticing Agent will continue to be paid in accordance with 28 U.S.C. § 156(c) on the terms set forth in the Application and this Order.

16. The Claims and Noticing Agent shall not cease providing claims processing services during the chapter 11 case(s) for any reason, including nonpayment, without an order of the Court.

17. This Order shall be immediately effective and enforceable upon its entry.

18. To the extent that there may be any inconsistency between the terms of the Application, the Administration Agreement or this Order, the terms of this Order shall govern.

Dated: June 3, 2013
White Plains, New York

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

NO OBJECTION:

OFFICE OF THE CLERK OF THE COURT
UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

By: /s/Vito Genna
Clerk of the Court