

**Hearing Date: May 20, 2014**

**Hearing Time: 10:00 a.m.**

**Response Deadline: May 15, 2014 at 4:00 p.m.**

ALSTON & BIRD LLP  
Martin G. Bunin  
Craig E. Freeman  
90 Park Avenue  
New York, New York 10016  
Tel: (212) 210-9400  
Fax: (212) 210-9444

*Counsel to the Official Committee of Unsecured Creditors*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re: : Chapter 11  
: :  
SOUND SHORE MEDICAL CENTER OF : Case No. 13-22840 (RDD)  
WESTCHESTER, *et al.*, : (Jointly Administered)  
: :  
Debtors. :  
-----X

**NOTICE OF HEARING ON COMMITTEE'S  
MOTION TO APPROVE THE STIPULATION AND  
ORDER BETWEEN THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS AND THE PENSION BENEFIT GUARANTY CORPORATION**

**PLEASE TAKE NOTICE** that a hearing will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, on **May 20, 2014 at 10:00 a.m., Eastern Time** in Room 501 of the United States Bankruptcy for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601-4140, or as soon thereafter as counsel can be heard, to consider the Committee's Motion to Approve the Stipulation and Order Between the Official Committee of Unsecured Creditors and the Pension Benefit Guaranty Corporation (the "Motion").

**PLEASE TAKE FURTHER NOTICE** that any responses or objections to the relief requested in the Motion must (a) be in writing; (b) conform to the Federal Rules of Bankruptcy Procedure, all General Orders, Local Bankruptcy Rules, and the Final Order Establishing Case

Management Procedures [Docket No. 143]; (c) be filed electronically with the Court, with a hard copy provided to the Clerk's Office at the Bankruptcy Court for delivery to the Chambers of the Honorable Robert D. Drain; and (d) be served so as to be actually received by **May 15, 2014 at 4:00 p.m. prevailing Eastern Time**, by (i) Alston & Bird LLP, counsel for the Creditors' Committee, 90 Park Avenue, New York, New York 10016 (Attn: Martin G. Bunin, Esq. and Craig E. Freeman, Esq.); (ii) Garfunkel Wild, P.C., counsel for the Debtors and Debtors in Possession, 111 Great Neck Road, Great Neck, New York 11021 (Attn: Burton S. Weston, Esq. and Afsheen A. Shah, Esq.); (iii) Pension Benefit Guaranty Corporation, 1200 K Street NW, Washington, DC 20005 (Attn: C. Wayne Owen, Jr., Esq.); and (iv) Office of the United States Trustee, 201 Varick Street, Room 1006, New York, New York 10014 (Attn: Susan Golden, Esq.).

Dated: April 16, 2014

ALSTON & BIRD LLP

/s/ Craig E. Freeman

Martin G. Bunin

Craig E. Freeman

90 Park Avenue

New York, NY 10016

(212) 210-9400 (telephone)

(212) 210-9444 (facsimile)

*Counsel to the Official Committee of Unsecured  
Creditors*

Hearing Date: May 20, 2014

Hearing Time: 10:00 a.m.

Response Deadline: May 15, 2014 at 4:00 p.m.

ALSTON & BIRD LLP  
Martin G. Bunin  
Craig E. Freeman  
90 Park Avenue  
New York, New York 10016  
Tel: (212) 210-9400  
Fax: (212) 210-9444

*Counsel to the Official Committee of Unsecured Creditors*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	
In re:	: Chapter 11
	:
SOUND SHORE MEDICAL CENTER OF	: Case No. 13-22840 (RDD)
WESTCHESTER, <u>et al.</u> ,	: (Jointly Administered)
	:
Debtors. <sup>1</sup>	:
-----X	

**COMMITTEE’S MOTION TO APPROVE THE STIPULATION AND ORDER  
BETWEEN THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
AND THE PENSION BENEFIT GUARANTY CORPORATION**

The Official Committee of Unsecured Creditors appointed in the above-captioned cases (the “Committee”), on behalf and with the consent of the Debtors, hereby moves that the Court approve and enter the *Stipulation and Order* (the “Stipulation and Order”) *Between the Official Committee of Unsecured Creditors and the Pension Benefit Guaranty Corporation* (“PBGC”) pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure. A copy of the Stipulation and Order is attached as Exhibit A. In support of this motion (the “Motion”), the Committee respectfully represents as follows:

---

<sup>1</sup> The “Debtors” are Sound Shore Medical Center of Westchester, the Mount Vernon Hospital, Howe Avenue Nursing Home, Inc., The M.V.H. Corporation, Sound Shore Health System, Inc., NRHMC Services Corporation, and New Rochelle Sound Shore Housing, LLC.

### **Preliminary Statement**

1. As explained more fully below, PBGC has filed seven proofs of claim against the Debtors. The Committee has disputed certain amounts included in these claims, particularly (a) PBGC's calculation regarding \$1,042,904 of the amounts allegedly owing due to unpaid minimum funding contributions and (b) \$111,552.43 of the secured portion of PBGC's claim related to its promissory note debt against Sound Shore Medical Center of Westchester. PBGC disputes all of the Committee's allegations regarding the unpaid minimum funding contribution calculations.

2. If approved by the Court, the Stipulation and Order would settle these disputes and provide, among other things, that the Debtors' estates will receive \$808,119.50 from the Escrow, which was established in an initial amount of \$1,154,456.43 in connection with the Sale of substantially all of the Debtors' assets on account of the disputed portions of the PBGC's asserted secured claims that were proposed to be assumed by the Buyer in connection with the Sale.<sup>2</sup>

3. The Committee believes that the Stipulation and Order should be approved because it is in the best interests of the Debtors, their estates, and their creditors.

### **Background**

4. On May 29, 2013, the Debtors filed voluntary petitions for reorganization under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

5. The Debtors remain debtors in possession pursuant to section 1107(a) of the Bankruptcy Code.

---

<sup>2</sup> The capitalized terms "Buyer," "Escrow," and "Sale" are defined below.

6. On June 10, 2013, the United States Trustee for the Southern District of New York appointed the Committee.

7. On August 8, 2013, the Court entered the *Order Pursuant to Section 105(a), 363 and 365 of the Bankruptcy Code Approving Sale of the Debtors Real Property and Designated Personal Property Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests* (Docket No. 259; the “Sale Order”).

8. Paragraph 24 of the Sale Order provides as follows:

Challenge Rights with Respect to Assumed Secured Debts. To the extent the Debtors or the Creditors’ Committee successfully challenge any of the secured debts to be assumed by the Buyer pursuant to section 2.3(a)(ii) of the Purchase Agreement, or any portions thereof, the Buyer shall not assume such successfully challenged secured debts and shall instead pay a corresponding amount of cash as part of the Purchase Price. In the event that there is a pending challenge (adversary proceeding or claim objection) as of the Closing Date to all or a part of a secured debt to be assumed by the Buyer pursuant to section 2.3(a)(ii) of the Purchase Agreement, the determination of whether the Buyer assumes such challenged secured debt or instead pays a corresponding amount of cash as part of the Purchase Price shall await the outcome of the challenge.

9. On or about September 16, 2013, PBGC filed proofs of claim asserting the following claims:

- A claim in the amount of \$1,494,067.98 for unpaid premiums against The M.V.H. Corporation, which was assigned number 833 by the Debtors’ claims and noticing agent (“Claim 833”);
- A claim in the amount of \$18,996,464.41 for promissory note debt against Sound Shore Medical Center of Westchester, which was assigned number 834 by the Debtors’ claims and noticing agent (“Claim 834”);
- A claim in the amount of \$4,032,494 for unpaid minimum funding contributions against The M.V.H. Corporation, which was assigned number 835 by the Debtors’ claims and noticing agent (“Claim 835”);
- A claim in the amount of \$1,494,067.98 for unpaid premiums against The Mount Vernon Hospital, Inc., which was assigned number 836 by the Debtors’ claims and noticing agent (“Claim 836”);

- A claim in the amount of \$6,758,434 for unfunded benefit liabilities against The M.V.H. Corporation, which was assigned number 837 by the Debtors' claims and noticing agent ("Claim 837");
- A claim in the amount of \$4,032,494 for unpaid minimum funding contributions against The Mount Vernon Hospital, Inc., which was assigned number 838 by the Debtors' claims and noticing agent ("Claim 838"); and
- A claim in the amount of \$6,758,434 for unfunded benefit liabilities against The Mount Vernon Hospital, Inc., which was assigned number 839 by the Debtors' claims and noticing agent ("Claim 839" and together with Claim 833, Claim 834, Claim 835, Claim 836, Claim 837, and Claim 838, the "Claims").

10. On or about October 29, 2013, the Committee and the PBGC entered into the *Stipulation Between the Official Committee of Unsecured Creditors and the Pension Benefit Guaranty Corporation* (Docket No. 406; the "Prior Stipulation").

11. The Debtors and the Buyer (as defined in the Sale Order) acknowledged and agreed to the Prior Stipulation.

12. Among other things, the Prior Stipulation contemplated that, upon the closing of the sale contemplated by the Sale Order (the "Sale"), the Debtors would put an amount of cash equal to \$1,154,456.43 into escrow (the "Escrow") in connection with the Committee's dispute of the validity of \$1,154,456.43 of the PBGC's asserted secured claims against The Mount Vernon Hospital and Sound Shore Medical Center of Westchester that were proposed to be assumed by the Buyer in connection with the Sale.

13. On or about November 6, 2013, the Sale closed, and the Debtors established the Escrow. The PBGC received \$7,178,441.66 with respect to the secured portion of Claim 834 and \$2,989,590.00 with respect to Claims 835 and 838 in connection with the closing of the Sale.

14. The Committee and the PBGC have been in discussions regarding the amount held in Escrow and the Committee's disputes regarding the secured claims of the PBGC that

were proposed to be assumed by the Buyer in connection with the Sale. The Committee and the PBGC wish to resolve these disputes without litigation.

### **Jurisdiction and Venue**

15. This Court has jurisdiction over this Motion under 28 U.S.C. § 1334. Venue of this case and this Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). This Motion is based on Bankruptcy Rule 9019.

### **The Stipulation and Order**

16. If the Stipulation and Order is approved by the Court, the Debtors will cause \$346,336.93 to be released to the PBGC from the Escrow. The remainder of the funds in the Escrow (\$808,119.50) will be released to the Debtors.

17. The Committee, the Debtors, and/or their successors in interest will have the right to object to the validity (but not the amount) of Claim 833 and Claim 837 on the grounds that The M.V.H. Corporation is not within the same “controlled group” as The Mount Vernon Hospital, as the term “controlled group” is used in the Employee Retirement Income Security Act of 1974.

18. Subject to the foregoing paragraph: (a) Claim 833 shall be a general unsecured claim in the amount of \$1,494,067.98 against The M.V.H. Corporation; (b) with respect to Claim 834, (i) the asserted secured portion in the amount of \$7,289,994.09 shall be deemed satisfied and deemed paid in full, and (ii) the asserted unsecured portion in the amount of \$11,706,470.33 shall be allowed as a general unsecured claim against Sound Shore Medical Center of Westchester; (c) Claim 835 shall be deemed satisfied and deemed paid in full; (d) Claim 836 shall be an allowed general unsecured claim in the amount of \$1,494,067.98 against The Mount Vernon Hospital; (e) Claim 837 shall be reduced to a general unsecured claim in the amount of

\$3,422,507.07 against The M.V.H. Corporation; (f) Claim 838 shall be deemed satisfied and deemed paid in full; and (g) Claim 839 shall be reduced to an allowed general unsecured claim in the amount of \$3,422,507.07 against The Mount Vernon Hospital.

**Standards for Approval**

19. Bankruptcy Rule 9019(a) provides that the “court may approve a compromise and settlement.” Fed. R. Bankr. P. 9019(a).

20. The Court should approve a settlement that is in the best interests of a debtor’s estate. *See In re Adelphia Commc’ns Corp.*, 327 B.R. 143, 158 (Bankr. S.D.N.Y. 2005); *In re Interstate Cigar Co., Inc.*, 240 B.R. 816, 822 (Bankr. E.D.N.Y. 1999).

21. To be in the best interests of a debtor’s estate, a settlement must be “fair and equitable.” *See Adelphia*, 327 B.R. at 158 (citing *Protective Comm. for Indep. Stockholders of TMT Trailer Ferry, Inc. v. Anderson*, 390 U.S. 414, 424 (1968) (“TMT”). In determining whether a settlement is “fair and equitable,” the court must consider all “factors relevant to a full and fair assessment of the wisdom of the proposed compromise,” including the probabilities of success of the ultimate claim to be litigated; the cost, complexity, and duration of any such litigation; and the possible difficulties in collecting any judgment resulting from such litigation. *See id.* (quoting *TMT*, 390 U.S. at 424-25).

22. The court should also consider the interests of creditors. *See In re Masters, Inc.*, 149 B.R. 289, 292 (E.D.N.Y. 1992) (citing *In re W.T. Grant Co.*, 699 F.2d 599, 608 (2d Cir. 1983), *cert. denied*, 464 U.S. 822, 104 S.Ct. 89, 78 L.Ed.2d 97 (1983)).

23. The bankruptcy court need not determine that the proposed settlement is the best possible outcome for the estate. Rather, it must “canvass the issues and see whether the settlement ‘fall[s] below the lowest point in the range of reasonableness[.]’” *In re W.T. Grant Co.*, 699 F.2d at 608 (quoting *Newman v. Stein*, 464 F.2d 689, 693 (2d Cir. 1972), *cert. denied*



*sub nom, Benson v. Newman*, 409 U.S. 1039 (1972)). The bankruptcy court “may give weight to the opinions of the Trustee, the parties and their counsel in determining the reasonableness of the proposed settlement.” *In re Bell & Beckwith*, 77 B.R. 606, 612 (Bankr. N.D. Ohio 1987), *aff’d* 87 B.R. 472 (N.D. Ohio 1987).

**The Court Should Approve the Stipulation and Order.**

24. Approval of the Stipulation and Order is in the best interests of the Debtors, their estates, and their creditors. The Stipulation and Order embodies a fair and equitable compromise regarding the PBGC’s Claims. Among other things, the Stipulation and Order would result in a cash recovery to the Debtors’ estates of \$808,119.50 and would avoid potentially lengthy and costly litigation between PBGC and the Debtors’ estates regarding certain of the amounts alleged to be owing in the Claims. The Stipulation and Order would fully resolve all outstanding issues related to the Claims, except for the issue of whether The M.V.H. Corporation falls within the same “controlled group” as The Mount Vernon Hospital, as the term “controlled group” is used in the Employee Retirement Income Security Act of 1974, and therefore has any liability with respect to Claim 833 and Claim 837. Neither PBGC nor the Committee believes that this final, outstanding issue is worth settling or litigating at this point given the substantial likelihood either (a) that the Debtors’ estates will be substantively consolidated and/or (b) that The M.V.H. Corporation will not have material assets with which to satisfy any claims against it.

25. The Committee primarily disputed PBGC’s calculation regarding \$1,042,904 of the amounts alleged to be owed in Claims 835 and 838. PBGC disputes all of the Committee’s allegations regarding the calculation of Claims 835 and 838 and believes that it is entitled to the full \$1,042,904 amount. In addition, the Committee disputed \$111,552.43 in connection with the secured portion of Claim 834. The Debtors’ estates will receive \$808,119.50 from the Escrow in

settlement of these disputes. The Committee has no material disputes regarding any of the other amounts outstanding under the Claims.

26. Litigation regarding Claims 835 and 838 would almost certainly be lengthy and costly. PBGC has made it clear that it is willing to appeal any adverse ruling challenging its calculations regarding Claims 835 and 838. While the Committee believes that it would win any such appeal(s), appeals are plainly very costly and time-consuming, and, even if the Committee ultimately prevailed, the costs of litigating any appeal(s) would ultimately reduce the amount that would inure to the benefit of the Debtors' estates.

27. Accordingly, the Committee believes that the Stipulation and Order represents a positive result for the Debtors' estates.

WHEREFORE, for all of the foregoing reasons, the Committee respectfully requests that the Court enter and approve the Stipulation and Order and grant such other relief as may be appropriate under the circumstances.

Dated: April 16, 2014

ALSTON & BIRD LLP

By: /s/ Craig E. Freeman  
Martin G. Bunin  
Craig E. Freeman  
90 Park Avenue  
New York, New York 10016  
(212) 210-9400

*Counsel to the Official Committee of Unsecured  
Creditors*

# **EXHIBIT A**

ALSTON & BIRD LLP  
Martin G. Bunin  
Craig E. Freeman  
90 Park Avenue  
New York, New York 10016  
Tel: (212) 210-9400  
Fax: (212) 210-9444

*Counsel to the Official Committee of Unsecured Creditors*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	
In re:	:
	:
SOUND SHORE MEDICAL CENTER OF	:
WESTCHESTER, <u>et al.</u> ,	:
	:
Debtors. <sup>1</sup>	:
-----X	

Chapter 11  
Case No. 13-22840 (RDD)  
(Jointly Administered)

**STIPULATION AND ORDER BETWEEN THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS AND THE PENSION  
BENEFIT GUARANTY CORPORATION**

Recitals:

A. On May 29, 2013, the Debtors filed voluntary petitions for reorganization under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

B. The Debtors remain debtors in possession pursuant to section 1107(a) of the Bankruptcy Code.

C. On June 10, 2013, the United States Trustee for the Southern District of New York appointed the official committee of unsecured creditors in the Debtors’ cases (the “Committee”).

---

<sup>1</sup> The “Debtors” are Sound Shore Medical Center of Westchester, The Mount Vernon Hospital, Howe Avenue Nursing Home, Inc., The M.V.H. Corporation, Sound Shore Health System, Inc., NRHMC Services Corporation, and New Rochelle Sound Shore Housing, LLC.

D. On August 8, 2013, the Court entered the *Order Pursuant to Section 105(a), 363 and 365 of the Bankruptcy Code Approving Sale of the Debtors Real Property and Designated Personal Property Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests* (Docket No. 259; the “Sale Order”).

E. Paragraph 24 of the Sale Order provides as follows:

Challenge Rights with Respect to Assumed Secured Debts. To the extent the Debtors or the Creditors’ Committee successfully challenge any of the secured debts to be assumed by the Buyer pursuant to section 2.3(a)(ii) of the Purchase Agreement, or any portions thereof, the Buyer shall not assume such successfully challenged secured debts and shall instead pay a corresponding amount of cash as part of the Purchase Price. In the event that there is a pending challenge (adversary proceeding or claim objection) as of the Closing Date to all or a part of a secured debt to be assumed by the Buyer pursuant to section 2.3(a)(ii) of the Purchase Agreement, the determination of whether the Buyer assumes such challenged secured debt or instead pays a corresponding amount of cash as part of the Purchase Price shall await the outcome of the challenge.

F. On or about September 16, 2013, Pension Benefit Guaranty Corporation (the “PBGC”) filed proofs of claim asserting the following claims:

- A claim in the amount of \$1,494,067.98 for unpaid premiums against The M.V.H. Corporation, which was assigned number 833 by the Debtors’ claims and noticing agent (“Claim 833”);
- A claim in the amount of \$18,996,464.41 for promissory note debt against Sound Shore Medical Center of Westchester, which was assigned number 834 by the Debtors’ claims and noticing agent (“Claim 834”);
- A claim in the amount of \$4,032,494 for unpaid minimum funding contributions against The M.V.H. Corporation, which was assigned number 835 by the Debtors’ claims and noticing agent (“Claim 835”);
- A claim in the amount of \$1,494,067.98 for unpaid premiums against The Mount Vernon Hospital, Inc., which was assigned number 836 by the Debtors’ claims and noticing agent (“Claim 836”);
- A claim in the amount of \$6,758,434 for unfunded benefit liabilities against The M.V.H. Corporation, which was assigned number 837 by the Debtors’ claims and noticing agent (“Claim 837”);

- A claim in the amount of \$4,032,494 for unpaid minimum funding contributions against The Mount Vernon Hospital, Inc., which was assigned number 838 by the Debtors' claims and noticing agent ("Claim 838"); and
- A claim in the amount of \$6,758,434 for unfunded benefit liabilities against The Mount Vernon Hospital, Inc., which was assigned number 839 by the Debtors' claims and noticing agent ("Claim 839" and together with Claim 833, Claim 834, Claim 835, Claim 836, Claim 837, and Claim 838, the "Claims").

G. On or about October 29, 2013, the Committee and the PBGC entered into the *Stipulation Between the Official Committee of Unsecured Creditors and the Pension Benefit Guaranty Corporation* (Docket No. 406; the "Prior Stipulation").

H. The Debtors and the Buyer (as defined in the Sale Order) acknowledged and agreed to the Prior Stipulation.

I. Among other things, the Prior Stipulation contemplated that, upon the closing of the sale contemplated by the Sale Order (the "Sale"), the Debtors would put an amount of cash equal to \$1,154,456.43 into escrow (the "Escrow") in connection with the Committee's dispute of the validity of \$1,154,456.43 of the PBGC's asserted secured claims against The Mount Vernon Hospital and Sound Shore Medical Center of Westchester that were proposed to be assumed by the Buyer in connection with the Sale.

J. On or about November 6, 2013, the Sale closed, and the Debtors established the Escrow. The PBGC received \$7,178,441.66 with respect to the secured portion of Claim 834 and \$2,989,590.00 with respect to Claims 835 and 838 in connection with the closing of the Sale.

K. The Committee and the PBGC have been in discussions regarding the amount held in Escrow and the Committee's disputes regarding the secured claims of the PBGC that were proposed to be assumed by the Buyer in connection with the Sale. The Committee and the PBGC wish to resolve these disputes without litigation.

Stipulation and Order:

NOW, THEREFORE, the Committee and the PBGC agree as follows, and

IT IS HEREBY ORDERED that:

1. Within fourteen (14) days of this Stipulation and Order becoming a final order no longer subject to appeal, the Debtors shall cause \$346,336.93 to be released to the PBGC from the Escrow. The remainder of the funds in the Escrow (\$808,119.50) shall be released to the Debtors.

2. Subject to paragraph 9 below, Claim 833 shall be a general unsecured claim in the amount of \$1,494,067.98 against The M.V.H. Corporation.

3. With respect to Claim 834, (i) the asserted secured portion in the amount of \$7,289,994.09 shall be deemed satisfied and deemed paid in full, and (ii) the asserted unsecured portion in the amount of \$11,706,470.33 shall be allowed as a general unsecured claim against Sound Shore Medical Center of Westchester.

4. Claim 835 shall be deemed satisfied and deemed paid in full.

5. Claim 836 shall be an allowed general unsecured claim in the amount of \$1,494,067.98 against The Mount Vernon Hospital.

6. Subject to paragraph 9 below, Claim 837 shall be reduced to a general unsecured claim in the amount of \$3,422,507.07 against The M.V.H. Corporation.

7. Claim 838 shall be deemed satisfied and deemed paid in full.

8. Claim 839 shall be reduced to an allowed general unsecured claim in the amount of \$3,422,507.07 against The Mount Vernon Hospital.

9. The Committee, the Debtors, and/or their successors in interest (including, without limitation, a plan administrator) shall have the right to object to the validity (but not the amount) of Claim 833 and Claim 837 on the grounds that The M.V.H. Corporation is not within the same “controlled group” as The Mount Vernon Hospital, as the term “controlled group” is used in the Employee Retirement Income Security Act of 1974.

10. This Stipulation and Order contains the entire agreement between the Committee and the PBGC regarding the Claims and the Escrow, and this Stipulation and Order supersedes all prior agreements or undertakings between the Committee and the PBGC regarding the Claims and the Escrow.

11. Each person who executes this Stipulation and Order represents that he or she has the authority to execute this document on behalf of his or her respective client(s).

12. This Stipulation and Order may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument, and it shall constitute sufficient proof of this Stipulation and Order to present any copy, copies, or other reproduction signed by the party hereto to be charged. A signature transmitted by facsimile or email shall be deemed an original, valid, and binding signature to this Stipulation and Order.

13. In the event that this Stipulation and Order is not “so ordered” by the Court or does not become a final order no longer subject to appeal, this Stipulation and Order shall be of no force and effect and nothing contained in this Stipulation and Order shall constitute an admission.

14. The Court shall retain jurisdiction to determine any dispute concerning this Stipulation and Order.



Dated: April 16, 2014

ALSTON & BIRD LLP

By: /s/ Craig E. Freeman

Martin G. Bunin  
Craig E. Freeman  
90 Park Avenue  
New York, New York 10016  
(212) 210-9400

*Counsel to the Official Committee of Unsecured  
Creditors*

THE PENSION BENEFIT GUARANTY  
CORPORATION

By: /s/ C. Wayne Owen, Jr.

C. Wayne Owen, Jr.  
Assistant Chief Counsel  
1200 K Street, NW  
Washington, D.C. 20005-4026  
(202) 326-4000

Acknowledged and Agreed to by:

GARFUNKEL WILD, P.C.

By: /s/ Burton S. Weston

Burton S. Weston  
Afsheen A. Shah  
Adam Berkowitz  
111 Great Neck Road  
Great Neck, N.Y. 11021  
(516) 393-2588

*Counsel to the Debtors*

SO ORDERED this \_\_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_  
HON. ROBERT D. DRAIN  
U.S. BANKRUPTCY JUDGE