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Burton S. Weston
Afsheen A. Shah
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Presentment Date: July 29, 2014 at 10:00 a.m.

*Counsel for the Debtor
and Debtor-in-Possession*

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

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In re:

SOUND SHORE MEDICAL CENTER OF
WESTCHESTER, et al.

Chapter 11
Case No. 13-22840 (RDD)

Debtors.

(Jointly Administered)

-----X

**NOTICE OF PRESENTMENT FOR ENTRY OF FIRST AMENDMENT TO
STIPULATION AND AGREEMENT MODIFYING THE AMENDED AND RESTATED
ASSET PURCHASE AGREEMENT TO FACILITATE THE CLOSING OF THE
TRANSACTIONS CONTEMPLATED THEREIN**

PLEASE TAKE NOTICE that upon the annexed Stipulation (the "Stipulation") and Agreement by and among (i) Sound Shore Medical Center of Westchester and its various affiliated debtor entities (collectively the "Sellers" or the "Debtors")¹, as debtors and debtors-in-possession and (ii) Montefiore New Rochelle Hospital (f/k/a Montefiore SS Operations, Inc.), Montefiore Mount Vernon Hospital (f/k/a Montefiore MV Operations, Inc.), Schaffer Extended Care Center (f/k/a Montefiore HA Operations, Inc.) ("MSECC"), Montefiore SS Holdings, LLC, Montefiore MV Holdings, LLC and Montefiore HA Holdings, LLC (collectively, the "Buyer")

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtors' 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 Schaeffer 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 and have not sought relief under Chapter 11.


dated July 22, 2014, the attached proposed stipulation will be presented for settlement and signature to the Honorable Robert D. Drain, United States Bankruptcy Judge for the Southern District of New York, at the United States Bankruptcy Court, Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, on the 29th day of July, 2014 at 10:00 o'clock in the forenoon of that day.

PLEASE TAKE FURTHER NOTICE, that objections to the relief requested shall be made in writing, shall state with particularity the grounds for the objection, and shall be and filed with the Bankruptcy Court, in electronic format, by utilizing the Court's electronic case filing system at www.nysb.uscourts.gov, or if the same cannot be filed electronically, by manually filing same with the Clerk of the Court together with a cd-rom containing same in Word, Wordperfect or pdf format, 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 upon (i) Garfunkel Wild, P.C., 111 Great Neck Road, Great Neck, New York 11021, attention Burton S. Weston, Esq., Afsheen A. Shah, Esq., and Adam T. Berkowitz, Esq., counsel for the Debtors; (ii) Alston & Bird, LLP, 90 Park Avenue, New York, New York 10016, Attn: Martin G. Bunin, Esq. and Craig Freeman, Esq., counsel to the official committee of unsecured creditors; (iii) MidCap Financial, LLC, 7255 Woodmont Avenue, Suite 200, Bethesda, MD 20814, attention: Lisa J. Lenderman, Esq., Deputy General Counsel, counsel to Debtors' postpetition lender; (iv) Togut, Segal and Segal, One Penn Plaza, New York, New York 10019, attention Frank Oswald, Esq., and Scott Griffin, Esq, counsel to Montefiore Buyers; and (v) Office of the United States Trustee, 201 Varick Street, Room 1006, New York, New York 10014, Attn: Susan Golden, Esq.

PLEASE TAKE FURTHER NOTICE that if you fail to respond in accordance with this Notice, the Court may grant the relief demanded by the Order without further notice or hearing.

Dated: Great Neck, New York
July 22, 2014

Respectfully submitted,

By:  _____

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Afsheen A. Shah, Esq.

Attorneys for the Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**FIRST AMENDMENT TO STIPULATION AND
AGREEMENT MODIFYING THE AMENDED AND
RESTATED ASSET PURCHASE AGREEMENT TO FACILITATE
THE CLOSING OF THE TRANSACTIONS CONTEMPLATED THEREIN**

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

Sound Shore Health System, Inc. ("SSHS"), Sound Shore Medical Center of
Westchester ("SSMC"), The Mount Vernon Hospital ("MVH"), Howe Avenue Nursing Home
d/b/a Helen and Michael Schaffer Extended Care Center ("SECC"), NRHMC Services
Corporation ("Services Corporation"), The M.V.H. Corporation ("MVHC"), and New Rochelle
Sound Shore Housing, LLC ("NRSS" and collectively with SSHS, SSMC, MVH, SECC,
Services Corporation and MVHC the "Sellers" or the "Debtors") and Montefiore New Rochelle
Hospital (f/k/a Montefiore SS Operations, Inc.), Montefiore Mount Vernon Hospital (f/k/a
Montefiore MV Operations, Inc.), Montefiore Schaffer Extended Care Center (f/k/a Montefiore

HA Operations, Inc.), Montefiore SS Holdings, LLC, Montefiore MV Holdings, LLC, and Montefiore HA Holdings, LLC (collectively, the “Buyer”) and the Official Committee of Unsecured Creditors, acting by and through their respective counsel, hereby submits this First Amendment (this “Amendment”) to the Stipulation and Agreement Modifying the Amended and Restated Asset Purchase Agreement to Facilitate the Closing of the Transactions Contemplated Therein [Docket No. 571] (the “APA Modification Stipulation”) and state as follows:

RECITALS

WHEREAS:

- A. The Bankruptcy Court¹ entered an order approving the APA Modification Stipulation on January 21, 2014.
- B. The Debtors, Buyer and the Creditors’ Committee desire to amend the APA Modification Stipulation in certain respects.
- C. Accordingly, the parties agree that the APA Modification Stipulation shall be deemed modified in accordance with the terms and conditions set forth herein.

NOW, THEREFORE, IT IS HEREBY AGREED that:

The DOH Stipulation

- 1. The term “DOH Stipulation” set forth in the APA Modification Stipulation shall mean that certain *Stipulation and Agreement Among Debtors, Buyers and the New York State Attorney General Medicaid Fraud Control Unit, the New York State Department of Health, and the New York State Office of the Medicaid Inspector General Regarding Debtors’ Assumption and Assignment of Provider Agreements and Provider Numbers for Sound Shore*

¹ Capitalized terms used in this Amendment, but not otherwise defined, shall have the meanings ascribed to them in the APA Modification Stipulation.

*Medical Center of Westchester, The Mount Vernon Hospital and Howe Avenue Nursing Home
d/b/a Helen and Michael Schaffer Extended Care Center* filed contemporaneously herewith.

Excluded Claim Estimates

2. The term "Estimated Claims" in the APA Modification Stipulation shall be deleted and replaced with the term "Excluded Claim Estimates". For the avoidance of doubt, the term "Excluded Claim Estimates" inserted into the APA Modification Stipulation pursuant to this paragraph 2 of this Amendment shall have the definition as defined in the DOH Stipulation.

Miscellaneous

3. This Amendment shall not be effective unless and until approved by the Bankruptcy Court.

4. Except as amended hereby, the APA Modification Stipulation shall remain in full force and effect.

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5. This Amendment may be executed in counterparts by the parties, each of which may be transmitted by electronic mail or facsimile, and each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: New York, New York
July 22, 2014

TOGUT, SEGAL & SEGAL, LLP
Attorneys for the Buyer

Dated: New York, New York
July 22, 2014

GARFUNKEL WILD, P.C.
Attorneys for the Debtors and
Debtors-in-Possession

By: /s/ Frank A. Oswald
FRANK A. OSWALD, Esq.
SCOTT A. GRIFFIN, Esq.
One Penn Plaza
New York, New York 10019
Telephone No. (212) 594-5000

By: /s/ Burton S. Weston
BURTON WESTON, Esq.
AFSHEEN SHAH, Esq.
111 Great Neck Road
Great Neck, New York, NY 111021
Telephone No. (516) 393-2200

NO OBJECTION:

Dated: New York, New York
July 22, 2014

ALSTON & BIRD LLP
Counsel for the Official Committee of Unsecured Creditors

By: /s/ Craig E. Freeman
MARTIN G. BUNIN, Esq.
CRAIG E. FREEMAN, Esq.
90 PARK AVENUE
NEW YORK, NY 10016
Telephone No. (212) 210-9400

SO ORDERED this day of July, 2014

ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE