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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- _____ ()

Debtors.

(Joint Administration Pending)

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**MOTION OF THE DEBTORS FOR ENTRY OF AN ADMINISTRATIVE
ORDER ESTABLISHING CASE MANAGEMENT PROCEDURES**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Sound Shore Medical Center of Westchester ("SSMC" or "Debtor") and certain of its affiliates, as Chapter 11 debtors and debtors in possession (each a "Debtor" and collectively, the "Debtors")¹, in the above referenced Chapter 11 cases (the "Chapter 11 Cases"), hereby move (the "Motion") for entry of an order, in substantially the form annexed hereto as Exhibit A, establishing case management procedures. In support of the Motion, the Debtors rely upon the Affidavit of John Spicer Pursuant to Local Bankruptcy Rule 1007-2 and in Support of First Day Motions and Applications (the "Spicer Affidavit"), and respectfully represent as follows:

¹ 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 and have not sought relief under Chapter 11.

JURISDICTION AND VENUE

1. This Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334. The Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).
2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory predicates for the relief requested herein are sections 102(1), 105(a), and 105(d) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 1015(c), 2002(m), 9006, 9007, 9014 and 9036 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”); and rules 2002-2 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”).

BACKGROUND

4. On the date hereof, (the “**Petition Date**”), each Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. Contemporaneously herewith, the Debtors have requested that the Chapter 11 Cases be jointly administered for procedural purposes only.
5. The Debtors are operating their business as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. A detailed description of the Debtors’ business, the reasons for the filing of these Chapter 11 Cases is set forth in detail in the Spicer Affidavit, filed simultaneously herewith and incorporated herein by reference.
6. No trustee, examiner, or official committee of unsecured creditors has yet been appointed.

DEBTORS’ HISTORY AND BUSINESS

7. A significant portion of the Debtors’ core business is focused around Sound Shore Medical Center of Westchester (“**SSMC**”). SSMC is a not-for-profit 242-bed,

community-based teaching hospital offering primary, acute, emergency and long-term health care to the working class residents of southern Westchester. Founded in 1892 and located in New Rochelle, New York, SSMC is a teaching affiliate of New York Medical College. SSMC is home to a comprehensive orthopedic program and stroke and bariatric centers of recognized excellence and boasts the only trauma center in southern Westchester as well as a reputable level 3 perinatal hospital.

8. SSMC's affiliate, Mount Vernon Hospital ("**MVH**"), is a voluntary, not-for-profit, 176-bed hospital located in Mount Vernon, New York. MVH also operates the Dorothea Hopfer School of Nursing, chartered by New York State since 1901. Since its founding in 1891, MVH has housed a full range of diagnostic and therapeutic medical and surgical services, specialty programs and ambulatory clinics. MVH also offers comprehensive inpatient and outpatient behavioral health programs consisting of psychiatric services designed specifically for individuals whose needs have not been met through traditional approaches

9. Howe Avenue Nursing Home d/b/a Helen and Michael Schaffer Extended Care Center ("**SECC**") is a 150-bed, comprehensive facility offering short-term rehabilitation/sub-acute care, as well as skilled long-term care. SECC dedicates 100-beds for long-term skilled medical management for individuals with chronic conditions or disabilities who are no longer capable to live independently. The remaining 50-beds are utilized for short-term stays and rehabilitation to accommodate patients recovering from heart surgery, heart attacks, strokes, and orthopedic surgery. (SSMC, MVH and SECC are sometimes collectively referred to as the "**Medical Centers**")

10. SSMC, MVH and SECC (with their affiliated Debtors) together comprise the Sound Shore Health System, Inc. ("**SSHS**" or the "**System**") which was formed in 1997

when the three affiliated healthcare institutions joined together to create one of the largest regional healthcare systems between New York City and Albany. Today, the System provides a range of specialized services, including orthopedic surgery, behavioral health, pediatrics, OB/GYN, continuing care facilities, a nursing home and community care clinics providing primary care services for the indigent and uninsured. Their affiliation with the New York College of Medicine also enables the Debtors to provide a teaching environment in multiple disciplines to their community and patients.²

11. As the largest “safety net” providers for southern Westchester County, the Medical Centers serve a disproportionate share of patients in the Medicaid and uninsured populations. Annually, they are responsible for approximately 13,000 acute discharges, 55,000 emergency department visits and 60,000 indigent care clinic visits.

12. As is true with many community hospitals serving a working class constituency, the Medical Centers have been beset by the financial pressures caused by cuts in Medicare and Medicaid funding, declining indigent pool payments, and a change in demographics. Commencing in 2006 and increasingly each year thereafter, the Debtors experienced a progressive decline in patient volume and discharges and a change in case mix. Operating revenues decreased, leading to significant losses in the years preceding these filings. Cash book balances were frequently negative, and vendor payables increased to over 225 days past due. With a substantial portion of their assets liened, the Debtors had limited ability to

² The remaining Debtors in these cases have limited or no operations. NRHMC Services Corporation is a for-profit corporation and wholly owned subsidiary of NRHMC, Inc. Its business activities consists primarily of locating, negotiating and providing physicians and other healthcare entities with real estate rentals. M.V.H. Corporation is a not-for-profit corporation which owns the parking garage located adjacent to the MVH property. Its average revenues for the last three years have been less than \$25,000 per year. It does not have any current operations, existing debt or other liabilities.

obtain sufficient working capital financing. Simultaneously, the System was faced with increased competition from other regional healthcare providers.

13. The Debtors' efforts to address consistent liquidity pressures have had periodic success, but no long term resolution. A voluntary restructuring and reduction of unsecured indebtedness in 2008 through a creditor compromise removed more than \$20 million of unsecured indebtedness from the balance sheet and afforded some temporary financial improvement. But a conversion to a new electronic medical record and billing system in 2012, intended to increase efficiencies, resulted in major billing and collection delays, increased patient account denials and bad-debt write offs. As a consequence, liquidity again became a pressing issue, this time preventing the Debtors from implementing critical system updates vital to improving its infrastructure and physical plant. It also has led to mounting trade payable and, in some cases, the termination of necessary service relationships. As well, the Debtors have been forced to confront a decrease in volume and a shift over the course of the last two years from the provision of inpatient care to increased ambulatory care at lower reimbursement rates and higher provider costs.

14. As the Debtors' financial condition continued to deteriorate, the Debtors began to actively search for a viable healthcare partner or other affiliation for the Medical Centers. The Debtors recognized that a merger or affiliation with a strong healthcare partner was critical to their ability to maintain operations and their charitable mission, achieve administrative efficiencies and reduce overhead costs, attract and retain quality physicians, gain increased access to much needed capital, make necessary capital improvements and implement long overdue technological upgrades.

15. A proposed transaction was discussed with several major hospitals and healthcare institutions, including: Montefiore Medical Center ("**MMC**"), Yale-New Haven Health System, North Shore-LIJ Health System, NYU Medical Center and Westchester County Health Care Corporation ("**WCHCC**"). In November, 2012, a memorandum of understanding which contemplated a full asset merger between SSHS and WCHCC was entered into and several months of negotiations followed. However, a transaction at sufficient purchase consideration could not be finalized. As a result, discussions commenced among the Debtors and MMC. At the conclusion of these efforts, the Debtors and MMC entered into an asset purchase agreement (the "**Purchase Agreement**"). As part of their restructuring strategy, the Debtors intend to sell all of their Owned Real Property, Furniture, Fixtures, Inventory, Assigned Contracts and related operating assets, which collectively comprise the Acquired Assets (all as defined in the Purchase Agreement), to MMC which will thereafter continue operations at the Debtors' current facilities.

16. It is a condition of the Purchase Agreement that the Sale Transaction be consummated pursuant to the provisions of section 363 of the Bankruptcy Code, and subject to higher and better offers. In furtherance of that effort, the Debtors' respective Boards voted to approve the filing of Chapter 11 petitions for the Debtors.

SUMMARY OF RELIEF REQUESTED

17. The Debtors seek entry of an administrative order in substantially the form annexed hereto as Exhibit A to establish the Case Management Procedures. The Debtors propose to establish the Case Management Procedures to govern and alleviate certain noticing and related administrative burdens and costs for the Court, the Debtors' estates and all parties in interest. The Debtors anticipate that these cases will be large and complex, involving many secured and unsecured claims — some of which may be disputed and potentially litigated. It is

expected that many of these potential claimants and parties-in-interest will file requests for notice of filings pursuant to Bankruptcy Rule 2002(i). The Debtors also expect the filing of numerous motions and applications in these cases. To permit the orderly and efficient presentation of such claims and filings to the Court, the Debtors propose that the Court enter an order implementing the case management procedures set forth in Exhibit B (the “**Case Management Procedures**”). The proposed procedures will preserve the resources of the Court, the estates and filing parties.

18. As set forth in Exhibit B, the Case Management Procedures (a) establish requirements for filing and serving notices, motions, applications, declarations, objections, responses, memoranda, briefs, supporting documents and other papers filed in these Chapter 11 Cases (collectively, the “**Court Papers**”); (b) delineate standards for service of notices of hearings and agenda letters; (c) fix periodic omnibus hearing dates and articulate mandatory guidelines for scheduling hearings and objection deadlines; and (d) limit matters that are required to be heard by the Court.

19. Given the size and scope of these Chapter 11 Cases, the Debtors believe that the Case Management Procedures will facilitate the efficient administration of these Chapter 11 Cases and permit less burdensome and costly service of Court Papers while still ensuring that appropriate notice is provided. Specifically, the Case Management Procedures are intended to:

- (a) reduce the need for emergency hearings and requests for expedited relief;
- (b) provide for omnibus hearings for the Court to consider motions, pleadings, applications, objections and responses thereto;
- (c) foster consensual resolution of important matters;
- (d) assure prompt receipt of appropriate notice affecting parties’ interests;

- (e) allow for electronic notice pursuant to the Court's electronic filing system;
- (f) provide ample opportunity to parties in interest to prepare for and respond to matters before this Court;
- (g) reduce the substantial administrative and financial burden that would otherwise be placed on the Debtors and other parties in interest who file documents in these Chapter 11 Cases; and
- (h) reduce the administrative burdens on the Court and the Clerk's office.

20. To ensure that parties in interest in these Chapter 11 Cases are made aware of the Case Management Procedures, the Debtors propose to (a) serve the Case Management Procedures on the Master Service List (as defined in the Case Management Procedures); (b) publish the Case Management Procedures on the Debtors' restructuring website at <http://www.gcginc.com/cases/soundshore> (the "**Case Website**"); and (c) make the Case Management Procedures readily available on request to the Debtors' proposed notice and claims agent, GCG, Inc. (the "**Claims Agent**" or "**GCG**"). In the event the Case Management Procedures are modified during these Chapter 11 Cases, the Debtors will file notice of the updated versions of the Case Management Procedures on the docket and will ensure the updated versions are available on the Case Website and upon request.

BASIS FOR RELIEF

21. The size and complexity of these Chapter 11 Cases, as well as the large number of parties in interest, necessitate the adoption of special notice procedures which will achieve appropriate and cost effective notice. The Debtors have thousands of potential creditors and anticipate that hundreds of parties will request notice under Bankruptcy Rule 2002. Service of a hard copy of every pleading on each of these parties would drain the Debtors' resources without producing a comparable benefit to the estates. Thus, pursuant to Bankruptcy Rule 2002

and Local Rule 2002-2, the Debtors request that the notice procedures outlined in the proposed Case Management Procedures (the “**Notice Procedures**”) be implemented.

22. Under the Bankruptcy Code, the Bankruptcy Rules and the Local Rules, the Court has authority to approve notice, case management and administrative procedures. Specifically, Rule 2002(m) provides that “[t]he court may from time to time enter orders designating the matters in respect to which, the entity to whom, and the form and manner in which notices shall be sent except as otherwise provided by these rules.” Fed. R. Bankr. P. 2002(m); see also Fed. R. Bankr. P. 9007 (“When notice is to be given under these rules, the court shall designate, if not otherwise specified herein, the time within which, the entities to whom, and the form and manner in which notice shall be given”). In addition, Bankruptcy Rule 9036 authorizes parties in interest to request that “all or part of the information required to be contained in the notice be sent by a specified type of electronic transmission...” Fed. R. Bankr. P. 9036.

23. Bankruptcy Rule 1015(c) further states that “[w]hen an order for consolidation or joint administration of a joint case or two or more cases is entered pursuant to this rule . . . the court may enter orders as may tend to avoid unnecessary costs and delay.” Contemporaneously herewith, the Debtors have filed a motion, seeking an order providing for the joint administration of these Chapter 11 Cases. To minimize costs and facilitate the joint administration of the Chapter 11 Cases, the Debtors seek entry of an order establishing certain case management procedures under Bankruptcy Rule 1015(c).

24. In addition, Section 102(1) of the Bankruptcy Code provides that, where the Bankruptcy Code provides for an action to occur “after notice and a hearing,” such action may occur “after such notice as is appropriate in the particular circumstances, and such

opportunity for a hearing as is appropriate in the particular circumstances....” 11 U.S.C. § 102(1)(A). Local Rule 2002-2 also allows this Court to set notice requirements and objection deadlines that are appropriate under the facts and circumstances of these Chapter 11 Cases. *See, e.g.,* Local Rule 2002-2(c), (d). Therefore, the Debtors submit that omnibus hearings and electronic notice, whenever possible, should be permitted to alleviate this burden.

25. Finally, pursuant to this Court’s General Order M-399, a party’s request for an electronic filing password “shall constitute a request for electronic service pursuant to Bankruptcy Rule 9036.” General Order M-399. Hence, any party submitting a document pursuant to the Court’s electronic filing system has already consented to electronic service as provided by the proposed order, nor will any such party be prejudiced by electronic notice. Such registered participants will receive a “Notice of Electronic Filing” via e-mail whenever a filing is effected, which will provide additional notice to such parties. If a party cannot reasonably obtain access to e-mail, then such party will be permitted to seek an exemption from electronic service pursuant to the proposed Case Management Procedures and to receive traditional service of hard copies of all court filings. Therefore, no party will be affected adversely by the proposed electronic service set forth herein.

26. The Notice Procedures proposed herein include authorization to: (i) serve hard copies of certain pleadings only on the main parties in interest - such as the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”), any statutory committees appointed in these Chapter 11 Cases, certain governmental regulators, certain lenders, and any party with a particularized interest in the initial pleading; and (ii) serve all remaining parties requesting notice by electronic mail (“e-mail”). These proposed procedures

will save the estates a significant amount of time and expense relating to the copying and service of paper documents.

27. In addition, due to the anticipated number of motions and other pleadings that will be filed in the Chapter 11 Cases, special hearing procedures should be established to assist in administering the case docket and streamline the scheduling of hearings before this Court. The Debtors believe that the proposed hearing procedures outlined in the proposed Case Management Procedures (the “**Hearing Procedures**”) will allow the Debtors and other parties in interest to efficiently schedule matters before the Court. Among other things, the proposed Hearing Procedures would permit the Court, the Debtors and the other parties in interest to address groups of motions at regular omnibus hearings (the “**Omnibus Hearing Dates**”), thereby avoiding the substantial time and expense of scheduling separate hearings on multiple days for each discrete matter. The Hearing Procedures also would provide certainty to all parties regarding the deadlines to file or respond to motions or similar applications. Finally, by adopting the mechanism of a hearing agenda, the Hearing Procedures will assist the Court and other parties in interest in understanding, and preparing to address, the issues scheduled for hearing.

28. Courts in this district have regularly established procedures paralleling those found in the proposed Case Management Procedures. See, e.g., In re Saint Vincents Catholic Medical Centers of New York et al., Case No. 10-11963 (Bankr. S.D.N.Y. April 14, 2010); In re Uno Restaurant Holdings Corp., Case No. 10-10209 (Bankr. S.D.N.Y. Feb. 2, 2010); In re FairPoint Commc’ns, Inc., Case No. 09-16335 (Bankr. S.D.N.Y. Nov. 18, 2009); In re The Reader’s Digest Ass’n, Case No. 09-23529 (Bankr. S.D.N.Y. Sept. 17, 2009); In re Motors Liquidation Co. (f/k/a Gen. Motors Corp.), 09-50026 (REG) (Bankr. S.D.N.Y. Aug. 3, 2009); In re Old Carco, LLC (f/k/a Chrysler LLC), Case No. 09-50002 (Bankr. S.D.N.Y. May 12, 2009).

29. In sum, approval of the Case Management Procedures will promote the efficient and orderly administration of the Debtors' Chapter 11 Cases, by among other things (a) limiting service of documents filed in the case to those parties that have an interest in the subject matter thereof; (b) authorizing electronic service; and (c) fixing periodic omnibus hearing dates. For the reasons stated herein, the Debtors believe the proposed order is appropriate and should be approved and implemented in these Chapter 11 Cases.

NOTICE

30. No trustee, examiner or creditors' committee has yet been appointed in the Chapter 11 Cases. Notice of this Motion has been given to (a) United States Trustee (Attn: Susan D. Golden, Esq. and William E. Curtin, Esq.; (b) the Debtors' material prepetition and postpetition secured lenders or any agent therefore; (c) the holders of the 30 largest unsecured claims on a consolidated basis; (d) the following state and local taxing and regulatory authorities: (i) the Centers for Medicare and Medicaid Services, (ii) the New York State Department of Health, (iii) the United States Attorney for the Southern District of New York (Susan Golden, Esq. and William E. Curtin, Esq.), (iv) the Attorney General of the State of New York; (v) the Westchester County Attorney; (vi) the New Rochelle City Attorney, (vii) the Internal Revenue Service; (viii) the New York State Department of Taxation and Finance; (e) counsel to MMC; (f) the United States Department of Justice, Commercial Litigation; (g) the United States Department of Health and Human Services; and (h) all parties in interest who have requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that no other notice need be given.

NO PREVIOUS REQUEST

31. No previous request for the relief sought herein has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form of Exhibit A hereto, granting the relief requested and such other or further relief as is just.

Dated: Great Neck, New York
May 29, 2013

GARFUNKEL WILD, P.C.

By: 

Burton S. Weston

Afsheen A. Shah

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*Attorneys for Debtors
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EXHIBIT A

Proposed Form of Order

GARFUNKEL WILD, P.C.
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Burton S. Weston
Afsheen A. Shah

*Proposed Counsel for the Debtors
and Debtors in Possession*

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-_____()

Debtors.

(Joint Administration Pending)

-----X

**ADMINISTRATIVE ORDER ESTABLISHING
CASE MANAGEMENT PROCEDURES**

Upon the Motion (the "**Motion**")¹ of Sound Shore Medical Center of Westchester ("**SSMC**" or "**Debtor**") and certain of its affiliates, as Chapter 11 debtors and debtors in possession (each a "**Debtor**" and collectively, the "**Debtors**"), in the above referenced Chapter 11 cases (the "**Chapter 11 Cases**"),² for entry of an Order establishing certain notice, case management and administrative procedures, as more fully set forth in the Motion; and the Court having subject matter jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 19, 1984 (Ward, Acting C.J.); and the Motion being a core proceeding under 28 U.S.C. § 157(b); and venue being

¹ Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Motion.

² 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.

proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, as set forth in the Motion; and no other or further notice needing to be provided; and the relief requested in the Motion being in the best interests of the Debtors, their estates and their creditors; and the Court having reviewed the Motion; and a hearing thereon having been conducted before the Court (the "**Hearing**"); and just cause having been established at the Hearing; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and all parties in interest; and upon the Affidavit of John Spicer in Support of First Day Motions; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent provided herein.
2. The Case Management Procedures attached hereto are approved to the extent set forth herein and shall govern all applicable aspects of the Chapter 11 Cases, except as otherwise ordered by the Court.
3. The first three Omnibus Hearing Dates are scheduled on _____, 2013 at _____m, _____, 2013 at ____m., and _____, 2013 at ____m. All omnibus hearings shall be heard in an available courtroom at The United States Bankruptcy Courthouse, One Bowling Green, New York, New York 10004, which shall be posted in the Courthouse on the date of such hearings.
4. Upon the Court's authorization to engage GCG, Inc. ("**GCG**"), as the Debtors' notice and claims agent, GCG is authorized, but not directed, to establish a case website available at <http://www.gcginc.com/cases/soundshore> where, among other things, key dates and information about the Debtors' Chapter 11 Cases, including electronic copies of all pleadings filed in the Debtors' Chapter 11 Cases may be posted to be viewed free of charge.

5. Any notice sent by the Debtors or any other party in interest to those parties listed in the Master Service List (as each is defined in the Case Management Procedures) or to any party or parties required by the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, Case Management Procedures or further order of this Court shall be deemed sufficient and in compliance thereof.

6. The Debtors and GCG are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

7. The Debtors shall serve a copy of the Motion and this Order within five business days after entry hereof, upon: (a) U.S Trustee; (b) the Debtors' material prepetition and postpetition secured lenders or any agent therefore; (c) the holders of the 30 largest unsecured claims on a consolidated basis; (d) the following state and local taxing and regulatory authorities: (i) the Centers for Medicare and Medicaid Services, (ii) the New York State Department of Health, (iii) the United States Attorney for the Southern District of New York, (iv) the Attorney General of the State of New York; (v) the Westchester County Attorney; (vi) the New Rochelle City Attorney, (vii) the Internal Revenue Service; (viii) the New York State Department of Taxation and Finance; (e) counsel to MMC; (f) the United States Department of Justice, Commercial Litigation; (g) the United States Department of Health and Human Services and (h) all parties in interest who have requested notice pursuant to Bankruptcy Rule 2002. Notice served pursuant to the preceding sentence shall be via first class mail, postage prepaid. No further notice of the final hearing to approve the Application or of the entry of this Order need be served by the Debtors.

8. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: Great Neck, New York
May __, 2013

HON. ROBERT D. DRAIN
THE UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Case Management Procedures

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-_____()

Debtors.

(Joint Administration Pending)
-----X

CASE MANAGEMENT PROCEDURES

On May 29, 2013 ("**Petition Date**"), Sound Shore Medical Center of Westchester ("**SSMC**" or "**Debtor**") and certain of its affiliates, as Chapter 11 debtors and debtors in possession (each a "**Debtor**" and collectively, the "**Debtors**")¹ in the above referenced Chapter 11 cases (the "**Chapter 11 Cases**"), each filed a voluntary petition for relief under title 11 of the United States Code ("**Bankruptcy Code**") in the United States Bankruptcy Court for the Southern District of New York ("**Court**"). The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

On May __, 2013, the Court entered an order (the "**Case Management Order**") approving these case management procedures ("**Case Management Procedures**"). Anyone may obtain a copy of the Case Management Order by (a) accessing the website maintained by GCG, Inc. ("**GCG**" or "**Claims Agent**"), the Debtors' claims and noticing agent, at www.gcginc.com/cases/soundshore (the "**Case Website**") or (b) contacting GCG at 312-499-6906.

Notice Procedures

1. **Master Service List**. Except for notices and related pleadings supplied by the Debtors pursuant to Bankruptcy Rules 2002(a)(1), 2002(a)(4), 2002(a)(7), 2002(b), 2002(d), 2002(f)(1), 2002(f)(2), 2002(f)(3) and 2002(f)(7), and unless otherwise provided by the Case Management Order or another order of this Court, every motion, application, complaint, objection, notice, brief, memorandum, affidavit, declaration or other writing filed in these cases (including notices and orders by the Court, but not including proofs of claim or proofs of interest) (collectively, "**Filings**") shall be served by both e-mail (in electronic PDF format) and regular U.S. mail or overnight delivery service (traditional paper copy) upon the following parties (collectively, the "**Master Service List**"), except that the U.S. Trustee shall be served only by regular U.S. mail, fax, or overnight delivery service:

- a) the Debtors and their counsel;

¹ 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), and The M.V.H. Corporation (1514). There are certain additional affiliates of the Debtors who are not debtors and have not sought relief under Chapter 11.

- b) counsel to Montefiore Medical Center as the proposed Purchaser of the Debtors' assets;
- c) the Office of the United States Trustee for the Southern District of New York, Attn: Susan D. Golden, Esq. and William E. Curtin, Esq.;
- d) counsel to any official committees established pursuant to section 1102 of the Bankruptcy Code (each, a "**Committee**");
- e) the Debtors' material prepetition and postpetition secured lenders or any agent therefore;
- f) the Office of the United States Attorney;
- g) the New York State Department of Health;
- h) Office of the New York State Attorney General;
- i) the Centers for Medicare and Medicaid Services,
- j) the Westchester County Attorney;
- k) the New Rochelle City Attorney;
- l) counsel to any Patient Care Ombudsman appointed in connection with these cases;
- m) the Internal Revenue Service;
- n) the New York State Department of Taxation and Finance; and
- o) the holders of the thirty (30) largest unsecured claims on a consolidated basis and each of the Debtor's five (5) largest secured creditors

The current names and addresses of each of the parties on the Master Service List, to the extent available to date, are identified on Exhibit 1 attached hereto and incorporated herein by reference.

2. **Requests for Additions or Deletions From Master Service List.** Unless the Debtors consent, any party in interest seeking to be added to the Master Service List shall be required to file and serve a written motion seeking such relief in accordance with the motion procedures set forth in the Case Management Order and must provide the Debtors with a current e-mail address. Promptly after entry of an order approving any such motion, counsel to the Debtors shall add the party filing such motion to the Master Service List. A party may be deleted from the Master Service List only by such party's express written request to the Debtors or upon another party's written request to, and approval of the Court for good and sufficient cause shown.

3. **General Service List.**

- (a) Any creditor or party-in-interest may enter an appearance and request electronic service of all motions, applications and similar moving papers, together with any supporting memoranda of law (collectively, the "**Motions**"), in these cases by filing a written request with the Court (a "**Notice Request**") and providing a copy of the Notice Request to (a) counsel to the Debtors at the addresses set forth on Exhibit 1 hereto and (b) the Debtors' proposed claims and noticing agent, GCG, Inc.. ("**GCG**") at 190 S. LaSalle Street, Suite 1520, Chicago, Illinois 60603, or by emailing Heather.Montgomery@gcginc.com. A Notice Request must include: (a) the name, organization (if any), full street address, phone number, fax number and current e-mail address of the party requesting service; (b) if the requesting party is an attorney, the name of the person or entity that the attorney represents; and (c) a certification that the Notice Request has been served upon (i) counsel to the Debtors at the addresses set forth on Exhibit 1 hereto and (ii) GCG at the address of e-mail address above, and the date and manner of service.
- (b) A fully and properly completed Notice Request shall be deemed granted unless the Debtors file and serve a written objection to such Notice Request within ten days of service thereof. If the Notice Request does not comply with the requirements of the Case Management Order (including, without limitation, failing to provide an e-mail address for service), counsel to the Debtors or GCG shall forward a copy of the Case Management Order to the party filing the Notice Request along with a letter or e-mail (a) indicating such non-compliance, (b) notifying the party that it will not be added to the list of parties entitled to receive all Motions in these cases (the "**General Service List**") unless it files a Notice Request that complies with the Case Management Order, and (c) requesting that such party refile its Notice Request. Promptly after approval or deemed approval of the Notice Request, GCG shall add the party filing such Notice Request to the General Service List. The General Service List shall also include all of the parties on the Master Service List.

4. **Maintenance of Service Lists.** On or about the first business day of each calendar month, GCG shall (a) file with the Court an updated copy of the Master Service List and the General Service List (together, the "**Monthly Service List**") and (b) serve the Monthly Service List by e-mail on the parties identified therein. GCG shall provide a copy of the most up-to-date version of the Monthly Service Lists to any party in interest requesting a copy of same, and shall maintain copies of such lists on its website at <http://www.gcginc.com/cases/soundshore>. A Motion shall be deemed served on the General Service List if it is served upon the most recent Monthly Service List that has been filed with the Court as of the day prior to the date of service.

5. **Special Service Rules.** All Filings for which particular notices are required by Bankruptcy Rules 2002(a)(2), 2002(a)(3), 2002(a)(6), 4001, 6004, 6006 or 6007 shall be served on the parties identified on the Master Service List (and the General Service List if such Filing is a Motion) and in accordance with the following procedures:

- (a) Filings relating to the use, sale, lease or abandonment of property shall be served on each entity having an ownership interest in the property or a lien or encumbrance on the property.
- (b) Filings relating to relief from the automatic stay under section 362 of the Bankruptcy Code or other automatic stay matters shall be served, as applicable, on (i) each entity having an ownership interest in or lien or encumbrance on any affected property and (ii) the parties to any underlying lawsuit or administrative proceeding and their counsel of record.
- (c) Filings relating to the use of cash collateral or obtaining credit shall be served on each entity with an interest in the cash collateral or with an interest in or lien or encumbrance on any property proposed to serve as collateral (or additional collateral) in support of the proposed use of cash collateral or new extension of credit.
- (d) Filings relating to approval of a proposed compromise or settlement under Bankruptcy Rule 9019 shall be served on each entity that is a party to the compromise and settlement.
- (e) Filings relating to rights under section 365 of the Bankruptcy Code shall be served on each party to the executory contract(s) or unexpired lease(s) sought to be affected.
- (f) Filings relating to interim applications for payment of compensation or reimbursement of expenses of professionals shall be served in accordance with the Order, Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016(a) and Local Bankruptcy Rule 2016-1, Establishing Procedures for Interim Monthly Compensation for Professionals (the "**Interim Compensation Order**"), which the Debtors have requested by a separate motion filed contemporaneously herewith.
- (g) Notice of other matters for which the Bankruptcy Rules require notice to all parties in interest shall be served on all creditors, unless otherwise ordered by the Court.
- (h) All other Filings shall be served on the parties identified on the Master Service List (and the General Service List in the case of a Motion) and on each entity with a particularized interest in the subject of the Filing.

6. **Service by Electronic Mail.** The parties on the Monthly Service List (other than the U.S. Trustee) shall be deemed to have consented to service by e-mail in these cases. Other than service of a Summons and Complaint in an adversary proceeding or documents filed under seal, which shall not be served by email. Absent an order of the Court to the contrary, the parties on the Master Service List shall be required to effectuate service by e-mail on any party that is identified on the Monthly Service Lists (other than the U.S. Trustee); other parties may, but are not required to, effectuate service by e-mail on any party that is identified on the Monthly Service Lists (other than the U.S. Trustee). Service by e-mail shall be subject to the following rules:

E-mail Subject Line. With respect to the service of any Filing, the subject line of the e-mail shall include the following: (i) the Debtors' case name (In re Sound Shore Medical Center of Westchester, *et al.*) and consolidated case number; (ii) the name of the party serving such Filing; and (iii) the title of the Filing being served. If the title of the Filing is too long to fit within the subject line of the e-mail, the subject line shall contain a shortened version of such title, and the text of the e-mail shall contain the full name of such Filing.

E-mail Attachments. All Filings served by e-mail shall include access to a computer file containing the entire document, including any proposed form of order and exhibits, attachments or other materials in ".pdf" format, readable by Adobe Acrobat or other equivalent document reader programs commonly available without cost. The relevant Filing shall either be attached to the e-mail in the format specified above or the e-mail shall contain a link to such Filing in such format.

Alternative Service. Notwithstanding the foregoing, if a party on the Master Service List is unable to serve a Filing by e-mail due to technological difficulties (*e.g.*, the electronic file is too large to send by email or the party's e-mail system is not functioning at the time of service), service by such party shall be adequate if by U.S. mail or hand or overnight delivery, as long as each of the parties on the Master Service List is served by hand or overnight delivery.

Hearing Procedures

7. **Omnibus Hearing Dates.** The Court shall schedule regular omnibus hearings to consider all notices, motions, applications and other requests for relief, all briefs, memoranda, affidavits, declarations, replies and other documents filed in support of such papers seeking relief, and all objections and responses to such requests for relief (collectively, the "Omnibus Hearings"). Unless otherwise ordered by the Court for good cause shown, all matters will be heard initially at these Omnibus Hearings. The Court shall establish the dates and times for the first four Omnibus Hearings in its initial Order approving case management procedures. Thereafter, the Court shall establish a schedule of additional Omnibus Hearing dates based upon the needs of the cases. The dates and times of such additional Omnibus Hearings shall be set forth in separate orders of the Court, which counsel to the Debtors shall serve on the Monthly

Service Lists. All Omnibus Hearings shall be scheduled in an available courtroom at The United States Bankruptcy Courthouse, 300 Quarropas Street, Room 248, White Plains, NY 10601], which shall be posted in the Courthouse on the date of such hearings.

8. **General Motion Practice.** The following procedures shall be followed for Motions and objections generally, except those filed by non-debtor parties seeking relief pursuant to section 362 of the Bankruptcy Code:

- (a) **Ordinary Scheduling Procedures.** Any Motion, other than fee applications, shall be filed and served at least 14 calendar days prior to an Omnibus Hearing to be heard at that hearing, not taking into account Bankruptcy Rule 9006(f). If a Motion is to be served by U.S. mail only, it must be filed and served at least 17 calendar days prior to the Omnibus Hearing.
- (b) **Service.** Each Motion shall be served in accordance with the provisions of the Bankruptcy Rules, the Local Bankruptcy Rules and the Case Management Order. In addition, each Motion shall state in the upper right-hand corner of its caption the objection date and time for the Motion and the hearing date and time for the Motion.
- (c) **Objections.** Any objection to a Motion (an “**Objection**”) shall be filed and served, with a hard copy to chambers, no later than 4:00 p.m. (New York City time) on the earlier of (i) ten days after the date of filing of a Motion 13 days if the Motion is served by regular U.S. mail) or (ii) the date that is five days prior to the date of the Omnibus Hearing at which the Motion is scheduled to be heard unless either (y) the movant establishes a longer response date or (z) the movant and the objecting party mutually agree to extend such deadline; provided, however, that an Objection shall not be filed later than 4:00 p.m. (New York City time) on the date that is three business days prior to the date of the Omnibus Hearing. The Objection shall be served upon the movant, the parties identified on the Master Service List and such parties upon whom the Motion was required to be served pursuant to the Case Management Order. Service of an Objection shall be made so as to be received by those parties required to be served no later than the deadline for filing the Objection. The Objection deadline may be extended without further order of the Court upon the consent of the entity filing the original motion.
- (d) **Certificate of No Objection.** If no Objection is filed and served in a timely fashion, the movant may submit an order granting the relief requested in the Motion to the Court along with a Certificate of No Objection stating that no objection has been filed or served on the movant. By filing such certification, counsel for the movant

is representing to the Court that the movant is unaware of any objection to the Motion and that counsel has reviewed the Court's docket and no objection appears thereon. Upon receipt of the Certificate of No Objection, the Court may enter the order submitted with the Certificate of No Objection without conducting a hearing.

- (e) Replies. If an Objection is filed, the movant or another interested party may file a reply to the Objection by no later than 10:00 a.m. (New York City time) on the business day prior to the date of the Omnibus Hearing.

9. **Motion Practice for Lift Stay Actions**. Motions filed by non-debtor parties seeking relief pursuant to section 362 of the Bankruptcy Code and objections thereto shall be governed by the following procedures:

- (a) Filing. Any Motion shall be filed and served at least 20 days prior to an Omnibus Hearing to be heard initially at such hearing.
- (b) Service of 362 Motions. Each such Motion shall be served in accordance with the Bankruptcy Rules, the Local Bankruptcy Rules and the provisions of the Case Management Order.
- (c) Scheduling of Hearing. If the Omnibus Hearing at which such Motion shall be heard is more than 30 days after the date of service of the Motion, the movant shall be deemed to have consented to the continuation of the automatic stay and waived its right to assert termination of the automatic stay pursuant to section 362(e) of the Bankruptcy Code until such Omnibus Hearing. If parties agree to adjournment, the waiver of it should carry over to the date each time there is an adjournment.
- (d) Objections to 362 Motions. Any Objections to such Motion shall be filed and served no later than 4:00 p.m. (New York City time) on the date that is five days prior to the date of the Omnibus Hearing at which the Motion is scheduled to be heard.
- (e) Hearings. The initial hearing on the Motion shall be non-evidentiary and shall be treated as a preliminary hearing pursuant to section 362(e) of the Bankruptcy Code.

If the party opposing the Motion meets its burden under section 362(e) of the Bankruptcy Code at the initial hearing, the Court will schedule a final hearing no later than 55 days after the date of filing of the Motion and will schedule briefing and discovery matters upon request.

- (f) 362 Waivers. To prevent the expiration of the 60 day period set forth in section 362(e)(2) of the Bankruptcy Code, the Debtors or any party objecting to the stay relief motion may file a Motion with the Court on shortened notice, which shall be no less than three business days, seeking the entry of an order by the Court containing findings extending such period for cause, and a hearing will be scheduled promptly on such Motion.

10. Requests for Shortened Notice. Upon a showing of good cause, a party in interest may move the Court for: (a) emergency consideration of a Motion at a hearing before the next Omnibus Hearing and upon shortened notice (an "Emergency Hearing"); (b) consideration of a Motion at the next Omnibus Hearing upon shortened time; or (c) some other reduction of a time period under Bankruptcy Rules 9006(b) or 9006(c) or the Case Management Order. Any party in interest seeking an Emergency Hearing shall contact the Court in advance to schedule a telephone conference to consider the request. Any such telephone conference shall include the party requesting an expedited hearing, counsel to the Debtors, counsel to any Committee, and the U.S. Trustee, unless the Court, in its discretion, determines otherwise or such parties decline the opportunity, or fail, to participate.

11. Bridge Orders Not Required in Certain Circumstances. If a Motion to extend the time to take any action is filed before the expiration of the period prescribed by the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules or the provisions of any order entered by this Court, the time shall automatically be extended until the Court acts on the Motion, without the necessity for the entry of a bridge order.

12. Certificates of Service and Notices. With respect to all Filings, an appropriate certificate of service indicating the party serving the Filing, the parties on which the Filing was served and the date and manner of service shall be filed with the Court within three business days of such service. Parties may certify in a certificate of service that they have served the Filing on a Monthly Service List by referencing such list and the date thereof in a certificate of service. Such reference shall obviate the need to attach such Monthly Service Lists or the addresses included therein to the certificate of service. All other parties not on such lists who have been served shall be identified by name and service address.

13. Violation of Procedures. If any party violates the procedures detailed in the Case Management Order — for example, by setting a matter for the next regularly scheduled Omnibus Hearing without adequate notice or by setting a matter for a date other than an Omnibus Hearing date without prior Court approval — the Debtors shall forward a copy of the Case Management Order to such party within five business days after such defective filing. If such Filing is filed at least 15 days prior to the next scheduled Omnibus Hearing then the Debtors propose that the hearing with respect to such Filing be deemed scheduled for such Omnibus Hearing. If such Filing is filed fewer than 15 days prior to the next Omnibus Hearing, then the hearing with respect to such Filing would be the next Omnibus Hearing scheduled thereafter.

14. Omnibus Hearing Practice. With respect to any Motion, the Court may proceed on a pretrial conference for such Motion at any Omnibus Hearing, as opposed to making

a dispositive ruling on the Motion at that time, if the interests of fairness or the proper administration of justice so require. With respect to any Filing, if an Objection or other responsive pleading is filed in response, then the Omnibus Hearing shall not be deemed an evidentiary hearing at which witnesses may testify, unless the Debtors' proposed agenda otherwise provides.

15. **Hearing Agenda.** Two business days prior to any Omnibus Hearing, counsel to the Debtors shall file with the Court a proposal for the hearing (the "Agenda") and shall serve such agenda in accordance with the Case Management Order. Each Agenda shall set forth: (a) the docket number and title of each matter scheduled for the Omnibus Hearing; (b) all related pleadings, including any Objections filed to date and any Certificates of No Objection, and, as a result, whether each matter is contested or uncontested; (c) whether any matters have settled or at such time are proposed to be adjourned to a subsequent hearing date; (d) other comments that will assist the Court in preparing for the hearing; and (e) a suggestion for the order in which the matters should be addressed at the Omnibus Hearing. To the extent possible, contested matters for which an evidentiary hearing is scheduled to be conducted shall be placed at the end of the proposed Agenda.

16. **Telephonic Appearances at Hearings.** To the extent any party requests permission from the Court to appear telephonically at a hearing due to special circumstances, such party is required to notify counsel for the Debtors in writing regarding such request at least two (2) business days prior to the applicable hearing date. Information regarding any such telephonic participation shall be noted in the Agenda.

Additional Case Management Procedures

17. **Document Requests and Access to Docket.** Electronic copies of all pleadings and documents are available for a fee via PACER on the Court's website at <http://www.nysb.uscourts.gov>. Further, the Debtors' claims and noticing agent, GCG, maintains a website at <http://www.gcgin.com/cases/soundshore> where electronic copies of all pleadings and documents shall be posted as soon as possible after filing and may be viewed free of charge. Parties should note that, at any given time, the official docket on the Court's website may be more up to date than the docket maintained on GCG's free website.

18. **Adversary Proceedings.** Notwithstanding anything to the contrary herein, the prosecution of any adversary proceedings commenced in these Chapter 11 Cases shall be subject to the Court's general case management procedures for adversary proceedings or any separate case management and scheduling orders entered with respect to such adversary proceedings. The parties on the Master Service List shall be entitled to service of all Filings in adversary proceedings.

19. **Modifications of Case Procedures.** Nothing in the Case Management Order shall prejudice the rights of any party in interest to seek an amendment or waiver of the provisions of the Case Management Procedures upon a showing of good cause.

20. **Adequate Notice.** Notice and service accomplished in accordance with the provisions set forth in these Case Management Procedures shall be deemed adequate in all

respects pursuant to the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules.

21. **Computation of Time.** Unless otherwise specified, all time periods referenced in this Motion will be calculated in accordance with Bankruptcy Rule 9006(a).

22. **Effect of the Case Management Procedures.** The Bankruptcy Rules and the Local Bankruptcy Rules shall continue to apply to all proceedings in these cases except to the extent that any provision of these Case Management Procedures by its terms supersedes or is inconsistent with such rules.

23. **Promulgation of the Case Management Procedures.** Within five business days after the entry of the Case Management Order, a copy of the Case Management Procedures shall be served by the Debtors on each of the parties on the Monthly Service List. In addition, shortly after the end of each calendar month, counsel to the Debtors or GCG shall serve a copy of the Case Management Procedures upon any party filing a Notice Request within such calendar month. To help ensure that all parties who may participate in these cases are aware of the terms of the Case Management Procedures, the Debtors will attempt to work with the Clerk of the Court to: (a) post the Case Management Procedures in an appropriate place, if any, on any electronic docket for the Bankruptcy Court for the Southern District of New York; and (b) make a conspicuous notation in the docket for these cases indicating the existence of the Case Management Procedures and the docket number assigned to the Case Management Procedures.

EXHIBIT 1

MASTER SERVICE LIST

Debtors

Sound Shore Medical Center of Westchester
The Mount Vernon Hospital
Sound Shore Health System, Inc.
Howe Avenue Nursing Home d/b/a Helen and Michael Schaffer Extended Care Center
NRHMC Services Corporation
M.V.H. Corporation
New Rochelle Sound Shore Housing, LLC

Counsel to the Debtors

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111 Great Neck Road, Suite 503
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Email: bweston@garfunkelwild.com

Financial Advisors to the Debtors

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600 Madison Avenue
New York, NY 10022
Stuart McLean
Email: smclean@alvarezandmarsal.com

Counsel to Montefiore Medical Center, as Purchaser

Togut Segal & Segal, LLP
One Penn Plaza
New York, New York 10119
Frank Oswald, Esq.
Facsimile: (212) 467-9258
Email: frankoswald@teamtogut.com

Office of the United States Trustee

Office of the United States Trustee
for the Southern District of New York
33 Whitehall Street, 21st Floor New York, NY 10004
Telephone: (212) 510-0500 Facsimile: (212) 668-2255 Attn: Susan Golden, Esq. and William E.
Curtin, Esq.
(Note: No service by e-mail upon the U.S. Trustee)

Noticing Agent

GCG
190 S. LaSalle Street, Suite 1520
Chicago, IL 60603
Heather Montgomery
Telephone: (312) 499-6906 Facsimile: (312) 499-6999
Email: Heather.Montgomery@gcginc.com

Dormitory Authority of the State of New York

Attn: S. Stevens Counsels Office
515 Broadway
Albany, NY 12207
Attn: Larry N. Volk
Telephone: (518) 257-3160
Facsimile: (518) 257-3100
email: lvolk@dasny.org

Office of the New York State Attorney General

Eric T. Schneiderman
Attorney General for the State of New York
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Facsimile: (212) 416-6007

Office of the Westchester County Attorney

148 Martine Avenue, 6th Floor
White Plains, New York 10601
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Office of the New Rochelle City Attorney

148 Martine Avenue, 6th Floor
White Plains, New York 10601
Telephone: (914) 995-2690

Counsel to the Debtors' Prepetition and Proposed PostPetition Senior Secured Lenders

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Bethesda, MD 20814

-and-

Waller Lansden Dortch & Davis
Counsel to Midcap Financial, LLP
511 Union Street, Suite 2700
Nashville, TN 37217
Attn: Katie Stenberg, Esq.

PBGC

Pension Benefit Guaranty Corporation
Attn: Franklin G. Tate, Jr.
Lead Financial Analyst
Asset Control and Liquidation Group
Corporate Investments Department
1200 K Street, NW, Suite 675
Washington, DC 20005

-and-

Deborah J. Bisco, Esq.
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Washington, DC 20005

SunLife

Sun Life Assurance Company of Canada (US)
c/o Northmarq
One Penn Plaza, Suite 1421
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Attn: Craig Bjornsund, Senior Vice President-Managing Director
Facsimile: (212) 904-1882
cbjornsund@northmarq.com

- and-

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Attn: Cynthia M. Cohen
515 South Flower Street
Twenty-Fifth Floor
Los Angeles, CA 90071

United States Attorney

Assistant United States Attorney

Southern District of New York
One St. Andrew's Plaza
Claims Unit — Room 417
New York, New York 10007
Facsimile: (212) 637-2685

NYS Dept. of Taxation & Finance

NYS Dept. of Taxation & Finance
Bankruptcy/Special Procedures Section
P.O. Box 5300
Albany, NY 12205-0300
Telephone: (518) 474-3613

New York State Dept. of Taxation & Finance
Tax Compliance Division
55 Hanson Place
Brooklyn, NY 11217
Attn: P. Williamson
Facsimile: 800-748-3676

New York State Dept. of Taxation and Finance

New York State Dept. of Taxation and Finance
345 Adams Street, 3rd Floor
Brooklyn, NY 11201
Telephone: (718) 403-3752
Attn: Legal Affairs — Devora Cohn
Facsimile: 718-403-3650

New York State Department of Health

New York State Department of Health
Office of the Commissioner
Corning Tower
Empire State Plaza, Room 1043
Albany, NY 12237
Attn: Karen Westervelt
Facsimile: (518) 447-4698

City of New York Department of Health & Mental Hygiene
125 Worth Street
New York, NY 10013
Attn: William Martin, Esq.
Facsimile: 212-964-0472

Centers for Medicare & Medicaid Services

Attn: Carol Maloff, Acting Regional Admin.
2 Federal Plaza, Room 3811
Jacob K. Javits Federal Building
New York, New York 10278-0063

and

7500 Security Boulevard
Baltimore, MD 21244

Office of the United States Attorney General

Office of the United States Attorney General
U.S. Department of Justice
950 Pennsylvania Avenue, NW
Washington, DC 20530-0001
Attn: Eric H. Holder, Jr, Attorney General
Facsimile: (202) 514-1116
Email: askdoj@usdoj.gov (dept email)

U.S. Department of Health and Human Services

U.S. Department of Health and Human Services
Jacob Javits Federal Building
26 Federal Plaza - Suite 3312
New York, NY 10278
Fax: (212) 264-3039

Internal Revenue Service

Internal Revenue Service
Centralized Insolvency Operation
11601 Roosevelt Blvd
Mail Drop N781
Philadelphia, PA 10154
Facsimile: (215) 516-2555

Internal Revenue Service
Centralized Insolvency Operation
PO Box 21126
Philadelphia, PA 19114-0326
Facsimile: (215) 516-2015

Internal Revenue Service
Special Procedures Branch
Attn: District Director
290 Broadway
New York, NY 10007
Telephone: (212) 436-1000
Facsimile: (212) 436-1931

Internal Revenue Service
Office of Chief Counsel
33 Maiden Lane, 14th Floor
New York, NY 100348
Attn: Hanna Klapper
Telephone: (917) 421-4752

New York Department of Labor
New York State Department of Labor
State Office Building
Albany, NY 12240

Unions

NYSNA Benefits
1 Pine West Building
Albany, NY 12205
Telephone: (518) 443-2700
Facsimile: (518) 432-2773

Local 1199 Benefit Fund
330 W. 42nd Street 27th Floor
New York, NY 10036
Attn: Finance Dept.
Telephone: (212) 582-1890
Facsimile: (212) 767-1732

The Office of the Medicaid Inspector General
Office of the Medicaid Inspector General
800 North Pearl Street
Albany, NY 12204
Attn: James G. Sheehan
Fax: (518) 474-6773

Counsel to the Official Committee of Unsecured Creditors

Official Committee of Unsecured Creditors (when appointed — and until such time, the holders of the 30 largest unsecured claims)

Holders of the Thirty Largest Unsecured Claims (not already listed above)

Pension Benefit Guaranty Corporation
Attn: Brad Rogers, Esq.
Office of the General Counsel
1200 K Street, N.W., Suite 340
Washington, DC 20005-4026
Facsimile: (202) 326-4112

Office of the State Comptroller
Office of Unclaimed Funds
110 State Street
Albany, New York 12236
Telephone: (800) 221-9311
Fax: (212) 383-4956

Allscripts Healthcare, LLC P.O. Box 8538-0133
Lockbox #077133
Philadelphia, PA 19171-0133
Attn: Todd Seiffer
Telephone: (312) 447-2459
email: todd.seiffer@allscripts.com

Amerisourcebergen Drug Cor.
101 Norfolk Street
Mansfield, MA 02048
Attn: Luz Bermudez
Telephone: (856) 384-3232

Stryker Orthopaedics
480 South Dean Street
New Jersey Sales Office
Englewood, NJ 07631
Attn: Robert A. Passanante
Telephone: (201) 831-5320
email: Robert.Passanante@stryker.com

Convergent Revenue Cycle M
1357 Heathcott Blvd., Suite 300
Gainsville, VA 20155
Attn: Glenn M. Getner
Telephone: (412) 980-9742
email: DPickell@ConvergentUSA.com

1199 SEIU National Benefit
330 West 42nd Street
New York, NY 10036
Attn: Timothy Wells
email: Timothy.Wells@1199funds.org

Crothall Service Group
955 Chesterbrook Blvd., Suite 300
Wayne, PA 19087
Attn: Gene Bettencourt
Telephone: (508) 965-5613

New York Medical College
40 Sunshine Cottage Road
Valhalla, NY 10595
Attn: Dr. Marc Wallack
Telephone: (914) 594-4455

TGC LLC
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100 Quentin Roosevelt Blvd
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Telephone: (516) 296-1000 ext. 302
email: ktill@millermilone.com

West City Health Care Corp
100 Woods Road
Valhalla, NY 10595
Attn: Debbie Manolios
Telephone: (914) 493-2903

New York Radiology Alliance
25983 Network Place
Chicago, IL 60673-1259
Attn: Jonathan Schwartz
Telephone: (914) 666-2220

Health/ROI
P.O. Box 362
344 Main Street
Metuchen, NJ 08840
Telephone: (732) 906-8700
email: tarragon@health-roi.com

Healthcare Assoc of NYS
74 North Pearl St.
Albany, NY 10087
Attn: Larry Edinger
(518) 431-7790
email: Ledinger@hanys.org

Emergency Medical Associates
651 W. Mt. Pleasant Avenue
Livingston, NJ 07039
Telephone: (800) 345-0064

Medtronic USA, Inc.
4642 Collection Center Drive
Chicago, IL 60693
Attn: John Hauwiller
Telephone: (763) 505-6543

Nutrition Mgmt. Services Co.
2071 Kimberton Rd
Kimberton, PA 19442
Attn: George
Telephone: (610) 935-2050 ext. 5217

Modern Medical Systems
170 Finn Court, Suite 1
Farmingdale, NY 11735
Attn: WM Pope
Telephone: (631) 844-1700

Children's Phy. of West. LL
New York Medical College
Valhalla, NY 10595
Telephone: (914) 594-4280

Enterprise Systems Software, LLC – ESD
5151 Monroe Street, Suite 101
Toledo, OH 43623
Attn: David Mikola
Telephone: (678) 557-3806

Fresenius Management Ser
16343 Collections Center Drive
Chicago, IL 60693
Attn: Karen Vaughn
Telephone: (330) 896-4771

Michael Anthony Contracting
161 Rail Road Avenue
Garden City Park, NY 11040
Attn: John Ballo
Telephone: (212) 972-9800

Cannon Design
360 Madison Avenue
New York, NY 10017
Attn: Jennie M. Muscarella, Esq.
Telephone: (212) 972-9800

New York Blood Center
1200 Prospect Avenue
Westbury, NY 11590
Attn: Melissa
Telephone: (516) 478-5224

Medline Industries
One Medline Place
Mundelein, IL 60060
Attn: Dave Gilligan
Telephone: (551) 804-9312

McKesson Information Sol
P.O. Box 98347
Chicago, IL 60693
Telephone: (866) 455-9430
email: Kathy.riley@mckesson.com

Apollo Health Street, Inc.
2 Brighton Road, Suite 300
Clifton, NJ 07012
Attn: Amab Sen
Telephone: (973) 405-5002
email: Arnab.sen@apollohs.com

Westchester County Health Care Corp, a/k/a Westchester Medical Center
100 Woods Road
Valhalla, NY 10595
Attn: Julie Switzer
Telephone: (914) 493-7000
email: switzerj@wcmc.com

Oceanside Institutional
2525 Long Beach Road
Oceanside, New York 11572
Attn: Sheila
Telephone: (516) 766-1462

Greystone Servicing Corporation, Inc.
111 Rockville Pike, Suite 1150
Rockville, MD 20850
Telephone: (301) 354-5006

Creditors with Mechanic Liens

Graybar Electric Co.
401 Franklin Avenue, Suite 220
Garden City, NY 11530

D&D Elevator Maintenance, Inc.
38 Hayes Street
Elmsford, NY 10523

Omega Environmental
280 Huyler Street
South Hackensack, NJ 07606

Stonhard, a division of StonCor Group
1000 E. Park Avenue
Maple Shade, NJ 08052

Elite Consulting Systems Corp.
59-29 55th Street
Maspeth, NY 11378

JD Shehadi, LLC, d/b/a Shehadi Commercial Flooring
23 Just Road
Fairfield, NJ 07004

Judgment Creditors

Robertson Enterprises, Inc.
301 Archer Road
Mahopac, NY 10541