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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.,¹

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

Debtors.

(Jointly Administered)

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**MOTION FOR ENTRY OF AN ORDER, INTER ALIA, APPROVING DISCLOSURE
STATEMENT, SCHEDULING HEARING ON CONFIRMATION OF PLAN AND
ESTABLISHING DEADLINE FOR FILING OBJECTIONS TO CONFIRMATION**

TO THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Sound Shore Medical Center of Westchester (“SSMC”), and its debtor affiliates (each a “Debtor” and together, the “Debtors”) in the above chapter 11 cases (the “Chapter 11 Cases”), hereby move for entry of an order, pursuant to sections 105, 1125 and 1126 of title 11 of the United States Bankruptcy Code (the “Bankruptcy Code”), Rules 2002, 3017, 3020 and 9007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 3017-1, 3020-1 and 3020-2 of the Local Rules of this Court (the “Local Rules”), (i) approving the Disclosure Statement (defined below), (ii) scheduling a hearing (the “Confirmation Hearing”) to consider

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 (0115), Howe Avenue Nursing Home, Inc., 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.

confirmation of the Debtors' Plan (as defined below); (iii) establishing procedures for the solicitation and tabulation of votes to accept or reject the Plan², including (a) approving the form and manner of the solicitation packages to be sent to parties in interest in these cases, (b) approving the form and manner of notice of the Confirmation Hearing, (c) establishing a voting record date and approving procedures for the distribution of solicitation packages, (d) approving the form of ballots, (e) establishing a voting deadline for receipt of ballots, and (f) approving procedures for tabulating acceptances and rejections of the Plan; (iv) establishing a deadline and procedures for filing objections to confirmation of the Plan; and (v) granting related relief (the "Motion"). In support of the Motion, the Debtors respectfully represent as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of this case and this Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief sought herein are Bankruptcy Code sections 105 and 1125(b) of the Bankruptcy Code, as complemented by Bankruptcy Rules 2002, 3017, 3020 and 9007 and Local Rules 3017-1, 3020-1 and 3020-2.

BACKGROUND

3. On May 29, 2013 (the "Petition Date"), each Debtor filed with this Court a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the

² Capitalized terms not otherwise defined herein have the meaning ascribed to them in the Plan.

“Bankruptcy Code”). Pursuant to Sections 1107 and 1108 of the Bankruptcy Code, the Debtors are continuing to administer their affairs as debtors-in-possession.

4. On June 10, 2013, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Committee”). The Committee is represented by Alston & Bird LLP as its counsel. No trustee or examiner has been appointed in this case.

5. On August 15, 2014 Sound Shore filed a Plan of Liquidation Under Chapter 11 of the Bankruptcy Code of Sound Shore Medical Center of Westchester, *et al.* (the “Plan”) [Docket No. 799] and the Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, for Plan of Liquidation Under Chapter 11 of the Bankruptcy Code of Sound Shore Medical Center of Westchester, *et al.* (the “Disclosure Statement”) [Docket No. 798]). with the United States Bankruptcy Court for the Southern District of New York (the “Court”). The Debtors submitted the Disclosure Statement pursuant to section 1125 of the Bankruptcy Code for use in the solicitation of votes on the Debtors’

RELIEF REQUESTED

6. The Debtors respectfully request entry of the proposed order (the “Proposed Disclosure Statement Order”), annexed hereto as Exhibit A: (i) approving the Disclosure Statement as containing “adequate information” under section 1125 of the Bankruptcy Code; (ii) establishing the date of the Confirmation Hearing; (iii) establishing procedures for solicitation and tabulation of votes to accept or reject the Plan, including (a) approving the form and manner of the solicitation packages to be sent to parties in interest in these cases, (b) approving the form and manner of notice of the Confirmation Hearing, (c) establishing a voting record date and approving procedures for the distribution of solicitation packages, (d) approving the form of

ballots, (e) establishing a voting deadline for receipt of ballots, and (f) approving procedures for tabulating acceptances and rejections of the Plan; (iv) establishing the deadline and procedures for filing objection to confirmation of the Plan; and (vi) granting related relief.

BASIS FOR RELIEF

I. Approval of Disclosure Statement

7. The Disclosure Statement should be approved in accordance with the provisions of Section 1125 of the Bankruptcy Code. Under Section 1125(b) of the Bankruptcy Code, prior to soliciting acceptances with respect to a chapter 11 plan, a debtor must provide holders of claims against and equity interests in the debtor with the proposed plan and a written disclosure statement which has been approved by the court as containing "adequate information". Specifically, Section 1125(b) of the Bankruptcy Code provides, in pertinent part, that:

[a]n acceptance or rejection of a plan may not be solicited after the commencement of the case under this title from a holder of a claim or interest with respect to such claim or interest unless, at the time of or before such solicitation, there is transmitted to such holder the plan or a summary of the plan, and a written disclosure statement approved, after notice and a hearing, by the court as containing adequate information

11 U.S.C. § 1125(b). Section 1125(a) of the Bankruptcy Code further defines adequate information to mean:

information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor's books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such a hypothetical investor of the relevant

class to make an informed judgment about the plan.

11 U.S.C. § 1125(a).

8. Thus, a disclosure statement must, as a whole, provide such information as is “reasonably practicable” to permit an “informed judgment” by creditors and interest holders entitled to vote on the plan. *See In re Momentum Mfg. Corp.*, 25 F.3d 1132, 1136 (2d Cir. 1994); *see also In re Adelpia Commc'ns Corp.*, 352 B.R. 592, 600 (Bankr. S.D.N.Y. 2006) (noting that “an adequate disclosure determination requires a bankruptcy court to find not just that there is enough information, but also what is said is not misleading”).

9. Section 1125 of the Bankruptcy Code further provides “in determining whether a disclosure statement provides adequate information, the court shall consider the complexity of the case, the benefit of additional information to creditors and other parties in interest, and the cost of providing additional information...” 11 U.S.C. §1125(a)(1). To that end, courts are granted broad discretion when reviewing the adequacy of the information contained in a disclosure statement. *See In re Ionosphere Clubs, Inc.*, 179 B.R. 24, 29 (Bankr. S.D.N.Y. 1995); *In re A.H. Robins Co., Inc.*, 880 F.2d 694, 696 (4th Cir. 1989); *In re Texas Extrusion Corp.*, 844 F.2d 1142, 1157 (5th Cir. 1988); *Kirk v. Texaco, Inc.*, 82 B.R. 678, 682 (Bankr. S.D.N.Y. 1988) (noting that “[t]he legislative history could hardly be more clear in granting broad discretion to bankruptcy judges under § 1125(a)”). This grant of discretion was intended to accommodate the broad range of circumstances that accompany chapter 11 cases. *See* H.R. Rep. No. 595-95, 1st Sess. 408-09 (1977).

10. Accordingly, the determination of whether a disclosure statement contains adequate information is to be made on a case-by-case basis, focusing on the unique facts and

circumstances of each case. See *In re Phoenix Petroleum Co.*, 278 B.R. 385, 393 (Bankr. E.D. Pa. 2001); *In re Dakota Rail, Inc.*, 104 B.R. 138, 143 (Bankr. D. Minn. 1989) (holding that the bankruptcy court has “wide discretion to determine on a case by case basis whether a disclosure statement contains adequate information, without burdensome, unnecessary and cumbersome detail”).

11. The Debtors respectfully submit that the proposed Disclosure Statement contains “adequate information” with respect to the Plan within the meaning of section 1125(a) of the Bankruptcy Code, and, provides holders of impaired claims that are entitled to vote to accept or reject the Plan, with sufficient information to make an informed judgment regarding the Plan. Among other things, the Disclosure Statement includes:

- (a) a summary of the Plan, including classification and treatment of Claims against, and Interests in the Debtors;
- (b) general information regarding the Debtors, including an overview of their business, their history, their business operations and the sale of their assets;
- (c) a summary of the Debtors’ prepetition capital structure;
- (d) certain events leading to the filing of the Chapter 11 Cases;
- (e) the relief requested and granted and events occurring during the course of the Chapter 11 Cases to date;
- (f) disclosures regarding certain releases (including third party releases in favor of officers, trustees, physicians and other medical providers), injunction and exculpations provided under the Plan;
- (g) the tax consequences of the Plan; and
- (h) potential risk factors affecting the Plan.

12. Accordingly, the Debtors seek this Court’s approval of the Disclosure Statement. The Debtors also request that pursuant to section 1125(b) of the Bankruptcy Code, the Debtors

be authorized to transmit copies of the Disclosure Statement (together with all exhibits, including the Plan, and related documents), as approved, in the manner and upon such persons as set forth below.

II. Procedures for Solicitation

Notice to Creditors

13. Pursuant to Bankruptcy Rule 3017(d), the following materials are required to be distributed to creditors upon the approval of a disclosure statement.

- (1) the plan, or court-approved summary of the plan;
- (2) the disclosure statement approved by the court;
- (3) notice of the time within which acceptances and rejections of such plan may be filed; and
- (4) any other information as the court may direct, including any court opinion on approving the disclosure statement or a court-approved summary of the opinion.

14. Bankruptcy Rule 3017 and Local Rule 3017-1 also requires that notice of the time fixed for filing objections and the hearing on confirmation be mailed to all creditors and equity security holders in accordance with Rule 2002(b), and that a form of ballot (conforming to the appropriate Official Form) be mailed to creditors and equity security holders who are entitled to vote on the plan.

15. In accordance with the foregoing provisions and pursuant to Bankruptcy Rule 2002 and 3017(d), the Debtors will transmit to certain creditors and parties in interest who are entitled to vote (the "Voting Parties"), as set forth below, no later than seven (7) days after entry of the Proposed Disclosure Statement Order, a solicitation package (the "Solicitation Package") containing a copy or conformed version of: (a) a notice (the "Confirmation Hearing Notice"),

substantially in the form attached hereto as Exhibit B, of: (i) the approval of the Disclosure Statement, (ii) the date of the Confirmation Hearing, (iii) the deadline and procedures for filing objections to confirmation of the Plan, (iv) the treatment of certain contingent, unliquidated and disputed claims for notice and voting purposes and (v) the voting deadline for receipt of ballots; (b) the Disclosure Statement (either by paper copy or in “pdf” format on a CD-ROM, at the Debtors’ discretion; (c) the Plan (which shall be furnished in the Solicitation Package as *Exhibit A* to the Disclosure Statement, either by paper copy or in “pdf” format on a CD-ROM, at the Debtors’ discretion); (d) the Proposed Disclosure Statement Order (without exhibits); and (e) an appropriate ballot with instructions attached thereto (and a postage pre-paid, pre-addressed return envelope) in the form annexed hereto as Exhibit C. The Debtors shall not be required to provide the Solicitation Package or Confirmation Hearing Notice or any other notice on account of claims that have been satisfied, waived, withdrawn, disallowed or expunged as of the date of the solicitation. The Debtors submit that the proposed Solicitation Package and manner of service satisfy the requirements of Bankruptcy Rule 3017(d).

16. The Debtors also propose to provide copies of items (a) through (d) of the Solicitation Package to the Office of the United States Trustee, counsel to the Creditors’ Committee and those persons who have requested notice pursuant to Bankruptcy Rule 2002, and, in addition to those parties, the Confirmation Hearing Notice on all known holders of claims or interests.

17. Pursuant to section 1126(f) of the Bankruptcy Code, classes of creditors that are not impaired under the Plan are “conclusively presumed to have accepted the plan, and solicitation of acceptances with respect to such class...is not required.” 11 U.S.C. § 1126(f). Accordingly, the Debtors respectfully submit that the transmittal of a Solicitation Package to the

holders of unimpaired claims, who are not entitled to vote and are deemed to have accepted the Plan, is not necessary. Specifically, the Debtors propose that they are not required to provide the following categories and classes of claims with a Solicitation package: Administrative Claims, Priority Tax Claims, Professional Fee Claims, Secured Claims (Class 1) and Other Priority Claims (Class 2), (the “Unimpaired Creditors”). The Debtors also propose that they need not be required to transmit Solicitation Packages to holders of Interests (Class 4) since such holders are deemed to have rejected the Plan and are not entitled to vote (the “Non-Voting Impaired Class” and collectively with the Unimpaired Creditors, the “Non-Voting Parties”). The Debtors propose instead, that the Non-Voting Parties receive (i) the Confirmation Hearing Notice, which shall set forth (a) the date and time of the Confirmation Hearing and (b) the deadline and procedures for filing objections to the Plan; and (ii) a notice substantially in the form annexed to the Motion as Exhibit D, which shall set forth the non-voting classes (the “Notice of Non-Voting Status”).

18. The Debtors believe that transmittal and mailing of the Solicitation Package and/or the Confirmation Hearing Notice, as applicable, as described herein provides adequate notice to creditors and complies with all applicable Bankruptcy Rules.

III. Voting Record Date

19. The Debtors also request that the Court establish a record date (the “Voting Record Date”) with respect to the solicitation of votes from holders of General Unsecured Claims in Class 3 (as defined in the Plan). In particular, the Debtors request that the Court set the date on which the Proposed Disclosure Statement Order scheduling the Confirmation Hearing is entered as the date by which the claims register maintained by GCG, Inc. (“GCG”), the Debtors’ claims and voting agent (the “Claims and Voting Agent”), shall be deemed closed. Accordingly, the Debtors and GCG will have no obligation to recognize (for purposes of voting

on the Plan) any claim in Class 3 (Unsecured Claims) transferred after the Voting Record Date. Instead, the Debtors and GCG will be entitled to recognize and deal for voting purposes with only those record holders set forth in the claims register as of the Voting Record Date, provided however, that with respect to transfers of claims filed pursuant to Bankruptcy Rule 3001, the transferors of claims shall be deemed holders of such claims as of the Voting Record Date unless the documentation evidencing such transfer was docketed by the Court on or before twenty-one (21) days prior to the Voting Record Date and no timely objection with respect to such transfer was filed by the transferor.

20. The Debtors anticipate that some of the Disclosure Statement Notices, Solicitation Packages or Confirmation Hearing Notices will be returned as undeliverable by the United States Postal Service. To the extent any Disclosure Statement Notices, Solicitation Packages or Confirmation Hearing Notices are returned as undeliverable, the Debtors also seek the Court's approval for a departure from the strict notice rule, and request that they be excused from mailing or re-sending Solicitation Packages and other notices to entities whose mail is returned as "undeliverable" at such addresses or "moved - no forwarding address" or similar marking, unless the Debtors are provided with, or obtain, accurate addresses for such entities by the date that is no less than two weeks before the date of the Confirmation Hearing. Further attempts to mail the Solicitation Packages and other notices without accurate addresses would be wasteful and costly.

IV. Confirmation Hearing Date

21. Bankruptcy Rule 3017(c) provides that "[o]n or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and interests may accept or reject the plan and may fix a date for the hearing on confirmation." Fed. R. Bankr. P. 3017(c).

22. In addition, Bankruptcy Rule 2002(b) requires at least twenty-eight (28) days notice by mail to be given to all creditors of the time fixed for filing objections to, and the hearing to consider, confirmation of a plan. In accordance with Bankruptcy Rules 2002(b) and 3017(c), the Debtors request that the Confirmation Hearing be scheduled for November 3, 2014 at 10:00 a.m. (prevailing Eastern time). The proposed date of the Confirmation Hearing will enable the Debtors to pursue confirmation of the Plan in accordance with all applicable Bankruptcy Rules.

23. In accordance with the Bankruptcy Rules, the Debtors propose to provide all parties receiving a Solicitation Package, the U.S. Trustee, all parties that have requested notice pursuant to Bankruptcy Rule 2002, and all known holders of claims or equity interests with the Confirmation Hearing Notice, setting forth information regarding (i) the Voting Deadline, (ii) the time fixed for filing objections to confirmation of the Plan, (iii) certain disclosures regarding the releases, injunction and exculpation provided for in the Plan and (iv) the time, date, and place for the Confirmation Hearing.

24. Given the scope and extent of the Debtors' operations and related patient base, as well as the releases and injunctions contained in the Plan, the Debtors believe that it is appropriate to supplement notice of the Confirmation Hearing through publication. Accordingly, in addition to serving the Confirmation Hearing Notice, the Debtors propose to publish notice of the Confirmation Hearing (the "Confirmation Hearing Publication Notice"), in the form substantially attached hereto as Exhibit E, once in such format as is reasonably practicable in the local edition of the New York Times, within ten (10) business days after entry of the Proposed Disclosure Statement Order. Additionally, the Confirmation Hearing Notice will be available electronically at the Debtors' case website: <http://cases.gcginc.com/soundshore/>.

25. The Debtors believe that publication of the Confirmation Hearing Notice will provide sufficient notice of the Voting Deadline, the time fixed for filing objections to confirmation of the Plan, the releases and injunctions contained in the Plan, and the time, date, and place of the Confirmation Hearing to persons who do not otherwise receive notice by mail as provided for in the Proposed Disclosure Statement Order.

26. The Debtors also request that the Court order that the Confirmation Hearing may be continued from time to time by announcing such continuance in open court or by filing a notice of adjournment, and that the Plan may be modified pursuant to section 1127 of the Bankruptcy Code prior to, during, or as a result of the Confirmation Hearing, in each case, without further notice to parties in interest; provided, however, that any such modification does not materially and adversely affect any class of claims under the Plan.

V. Objections to Confirmation

27. Under Bankruptcy Rules 2002(b) and (d), all creditors, indenture trustees, and equity security holders must be given not less than twenty-eight (28) days' notice of the time fixed for filing objections and the hearing to consider confirmation of a chapter 11 plan. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served "within a time fixed by the court." Fed. R. Bankr. P. 3020(b)(1).

28. The Debtors request that the Court fix the last date for filing and serving objections to confirmation of the Plan as seven (7) business days before the Confirmation Hearing (the "Objection Deadline"). Setting the Objection Deadline at seven (7) business days before the Confirmation Hearing will provide parties in interest with sufficient time to consider whether to interpose any objections to the Plan, while providing the Court, the Debtors and all

parties in interest with sufficient time to consider any objections before the Confirmation Hearing. To the extent objections to confirmation are filed, the Debtors request they, and other parties in interest, be authorized to file and serve a reply to any such objections no later than 4:00 p.m. (prevailing Eastern Time) on October 30, 2014.

29. In addition, the proposed Confirmation Hearing Notice provides, and the Debtors request that the Court direct, any objections or responses to the proposed confirmation of the Plan to: (i) be in writing; (ii) state the name, address, and nature of the claim or interest of the objecting or responding party; (iii) state with particularity the basis and nature of any objection or response; (iv) provide proposed language to remedy such objections; and (v) be filed, together with proof of service, with the Court, and served so that objections and responses are actually received on or before the Objection Deadline by: (a) the Debtors, (b) counsel for the Debtors, (c) counsel for the Creditors' Committee, and (d) Office of the United States Trustee (collectively, the "Notice Parties").

30. The Debtors submit that the foregoing procedures will provide adequate notice of the Confirmation Hearing and, accordingly, request that the Court approve these procedures for filing objections to the Plan and any responses thereto.

VI. Treatment of Contingent Unliquidated and Disputed Claims

31. The Debtors respectfully request that the Court (i) fix the date that is fourteen (14) days after the service of the Confirmation Hearing Notice as the last day for creditors that hold disputed, contingent or unliquidated claims to file motions for temporary allowance of such claims for purposes of accepting or rejecting the Plan (a "Temporary Allowance Motion") and (ii) fix a date not less than ten (10) days thereafter on which hearings will be held to consider the

Temporary Allowance Motions in the event that the parties have not otherwise resolved the Temporary Allowance Motion through the submission of a stipulation temporarily allowing the claim for voting purposes only.

32. Bankruptcy Rule 3003(c)(2) provides that [a]ny creditor or equity security holder whose claim or interest is not scheduled or [is] scheduled as disputed, contingent, or unliquidated shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution,” unless such creditor has timely filed a proof of claim. Notwithstanding this Court’s Order dated July 25, 2013 [Docket No. 194] (and notice thereof), establishing September 16, 2013 as the deadline to file proofs of claim in the Debtors’ Chapter 11 Cases, some creditors of the Debtors whose claims were scheduled as unliquidated, disputed and/or contingent failed to timely file proofs of claim.³ Accordingly, the Debtors request that the Court specifically order that any holder of a claim (i) that is listed in the Schedules, as disputed, contingent or unliquidated or scheduled in a zero or unknown amount, and (ii) that is not the subject of a timely filed proof of claim or an Order specifically allowing such claim to be timely filed shall not be treated as a creditor with respect to such claim for purposes of receiving distributions under the Plan or for voting on the Plan. Moreover, so as to avoid the time and expense associated with producing large numbers of copies and service upon entities who can neither vote nor receive a distribution, the Debtors request that this Court order, under section 105 of the Bankruptcy Code, that such entities not be treated as creditors for the purposes of receiving additional notices (other than the Confirmation Hearing Notice) in the Debtors’ Chapter 11 Cases.

³ Governmental units had until November 25, 2013 to file proofs of claim.

VII. Voting on the Plan and Related Matters

33. Approval of Ballots. The Debtors also request that the Court approve the ballot (with instructions attached thereto), substantially in the form of the proposed ballot annexed hereto as Exhibit C, to be used in connection with the solicitation of acceptances of the Plan. The form of the ballot complies with Bankruptcy Rule 3018(c) and is based substantially on Official Form No. 14; with modifications thereto to address the particular aspects of the Debtors' Chapter 11 Cases and to include certain additional information that the Debtors believe to be relevant and appropriate for voting purposes. The appropriate ballot form will be distributed to holders of claims in Class 3, the only impaired class of claims entitled to vote under the Plan. All classes of Claims that are unimpaired under the Plan are conclusively presumed to have accepted the Plan and all classes of Interests that will receive no distribution are conclusively presumed to have rejected the Plan and, as such, will not receive ballots.

34. Voting Deadline for Receipt of Ballots. Pursuant to Bankruptcy Rule 3017(c), at the time of or before the approval of the Disclosure Statement, "the court shall fix a time within which the holders of claims and interests may accept or reject the plan." Fed. R. Bankr. P. 3017(c). The Debtors respectfully request that the Court establish October 20, 2014 at 4:00 p.m. (prevailing Eastern Time) as the last date by which ballots for accepting or rejecting the Plan must be received by GCG in order to be counted (the "Voting Deadline"). This deadline will afford creditors sufficient time to vote and will provide GCG with adequate time to tabulate the ballots expected to be returned. Ballots must be received by GCG by the Voting Deadline, at the address indicated thereon and in the provided return envelope by first class mail, postage prepaid, or by overnight courier, unless otherwise approved in advance by the Debtors in writing

VIII. Procedures for Vote Tabulation

Ballots Counted as Acceptances

35. The Debtors request that, with regard to the tabulation of ballots, holders of claims in Class 3 shall be entitled to vote in the dollar amount determined in accordance with the following hierarchy:

- (a) if an order has been entered by the Court determining the amount of such holder's claim, whether pursuant to Bankruptcy Rule 3018 or otherwise, or if a claim is deemed allowed in accordance with the Plan, then in the amount prescribed by said order or the Plan;
- (b) if no such order has been entered, then in the non-contingent, liquidated amount contained in a timely filed proof of claim that is not the subject of an objection on the Voting Record Date, disregarding the portion of the claim, if any, that is contingent or unliquidated; provided, however, that if an objection to the claim is pending as of the Voting Record Date, then in the amount and/or the classification sought in said objection and, accordingly, claims subject to an objection to expunge shall not be entitled to vote;
- (c) if no such proof of claim has been timely filed, then in the non-contingent, non-disputed, liquidated amount contained in the Debtors' Schedules, disregarding the portion of the claim, if any, that is contingent or unliquidated; and
- (d) if a filed claim is wholly unliquidated, wholly contingent or in an unknown or zero amount, then the claim shall be valued in the amount of \$1.00 for voting purposes only. For the avoidance of doubt, any Medical Malpractice/Personal Injury Claim that has not been allowed, irrespective of whether an objection has been filed to such claim, shall be valued at \$1.00 for voting purposes only.

36. Additionally, if the Debtors have paid a scheduled or filed claim prior to the Voting Record Date, the Debtors request that such claim shall be disallowed for voting purposes.

37. Allowance of a claim in accordance with these procedures shall be solely for the purpose of voting to accept or reject the Plan and not for the purpose of the allowance of, or

distribution on account of, such claim and without prejudice to the rights of the Debtors in any other context.

38. The Debtors further request that the following voting procedures apply when tabulating the Ballots:

- (a) For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate claims held by a single creditor in a particular class will be aggregated as if such creditor held one claim against the Debtors in such class, and the votes related to such claims will be treated as a single vote to accept or reject the Plan.
- (b) Creditors must vote all of their claims within a particular class either to accept or reject the Plan and may not split their vote. Accordingly, an individual ballot or multiple ballots with respect to multiple claims within a single class that partially rejects and partially accepts the Plan will not be counted.⁴
- (c) Ballots that fail to indicate an acceptance or rejection of the Plan or that indicate both acceptance and rejection of the Plan, but which are otherwise properly executed and received prior to the Voting Deadline, will not be counted.
- (d) Only ballots that are timely received with signatures will be counted. Unsigned ballots will not be counted.
- (e) Ballots postmarked prior to the Voting Deadline, but received after the Voting Deadline, will not be counted, unless the Debtors shall have granted in writing an extension of the voting deadline with respect to such ballot.
- (f) Ballots which are illegible, or contain insufficient information to permit the identification of the creditor, will not be counted.
- (g) Ballots cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan will not be counted.

⁴To the extent that any creditor entitled to vote in a particular class has filed a proof of claim that (i) is duplicative of a previously filed proof of claim (a claim in the same amount, with the same classification and asserting the same basis of claim), or (ii) amends or supersedes a prior proof of claim filed by or on behalf of the same creditor prior to the Voting Record Date, such proof of claim shall supersede the prior proof of claim for voting and tabulation purposes, and such creditor shall be provided, to the extent possible, with only one Solicitation Package and one ballot which shall reflect the vote of only one such claim.

- (h) Ballots sent directly to any of the Debtors, their agents (other than GCG) or the Debtors' financial or legal advisors or to any party other than the GCG, will not be counted,
- (i) Any ballot transmitted to GCG by facsimile or other electronic means will not be counted,
- (j) Whenever a creditor casts more than one ballot voting the same claim prior to the Voting Deadline, the last valid ballot received prior to the Voting Deadline shall be deemed to reflect the voter's intent and supersede any prior ballots.
- (k) If a creditor simultaneously casts inconsistent duplicate ballots with respect to the same claim, such ballots shall not be counted.
- (l) Each creditor shall be deemed to have voted the full amount of its claim. Unless otherwise ordered by the Court, questions as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of ballots shall be determined by GCG and the Debtors in their sole discretion, which determination shall be final and binding.

39. If any creditor seeks to challenge the allowance of its claim for voting purposes in accordance with the above procedures, the Debtors request that the Court direct such creditor to serve upon the Debtors and file with the Court a Temporary Allowance Motion in accordance with the procedures set forth above. The Debtors further propose, in accordance with Bankruptcy Rule 3018, that as to any creditor filing a Temporary Allowance Motion, such creditor's Ballot should not be counted unless temporarily allowed by the Court for voting purposes.

40. Ballots may be preprinted with the dollar amounts of claims as reflected in the Debtors' records at the Voting Record Date. If they are so preprinted, then the preprinted amount shall be used in tabulating the votes unless the holder of the claim obtains an Order from the Court under Bankruptcy Rule 3018(a). The amount and classification of a claim listed on a ballot shall be without prejudice to the Debtors' right to file an objection to such claim.

Nonsubstantive changes

41. The Debtors seek authorization from the Court to make nonsubstantive changes to the Disclosure Statement, the Plan, and related documents without further order of the Court, including without limitation changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Package prior to their mailing.

NOTICE

32. In accordance with the Administrative Order Establishing Case Management and Scheduling Procedures (the "Case Management Order"), entered on June 3, 2013 [Docket No. 50], notice of this Motion has been given to the parties identified on the General Service List and the Master Service List (as such terms are identified in the Case Management Order). The Debtors submit that no other or further notice need be provided.

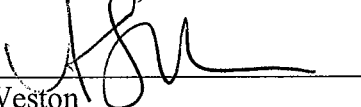
NO PRIOR REQUEST

No previous application for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE, the Debtors respectfully requests that the Court approve this Motion in all respects, enter the Proposed Disclosure Statement Order, substantially in the form of Exhibit A attached hereto, and grant such other and further relief as is just and proper.

Dated: August 15, 2014
Great Neck, New York

GARFUNKEL WILD, P.C.

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EXHIBIT A

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re:

SOUND SHORE MEDICAL CENTER OF
WESTCHESTER,

Chapter 11
Case No. 13-22840 (RDD)

Debtor.
-----X

ORDER, (I) APPROVING DISCLOSURE STATEMENT; (II) SCHEDULING HEARING ON CONFIRMATION OF THE PLAN; (III) ESTABLISHING A DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO CONFIRMATION OF THE PLAN; (IV) ESTABLISHING A DEADLINE AND PROCEDURES FOR TEMPORARY ALLOWANCE OF CLAIMS FOR VOTING PURPOSES; (V) ESTABLISHING THE TREATMENT OF CERTAIN CONTINGENT, UNLIQUIDATED AND DISPUTED CLAIMS FOR NOTICE AND VOTING PURPOSES; (VI) APPROVING FORM AND MANNER OF NOTICE OF HEARING ON CONFIRMATION AND RELATED ISSUES AND APPROVING PROCEDURES FOR DISTRIBUTION OF SOLICITATION PACKAGES; (VII) APPROVING FORM OF BALLOT; AND (VIII) ESTABLISHING A VOTING DEADLINE FOR RECEIPT OF BALLOTS

Upon consideration of the motion (the "Motion")¹ of Sound Shore Medical Center, and its affiliated debtors (collectively the "Debtors"), as debtors and debtors in possession, pursuant to sections 105, 1125, 1126 and 1128 of title 11 of the United States Code (the "Bankruptcy Code"), and Rules 2002, 3016, 3017, 3018, 3020, 9013 and 9021 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rules 3017-1, 3020-1 and 3020-2 of the Local Rules of this Court (the "Local Rules"), for entry of an order (i) approving *Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, for Plan of Liquidation Under Chapter 11 of the Bankruptcy Code of Sound Shore Medical Canter of Westchester, et al.* (the "Disclosure Statement"), (ii) scheduling a hearing (the "Confirmation Hearing") to consider

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

confirmation of the Debtors' Plan (as defined below); (iii) establishing procedures for the solicitation and tabulation of votes to accept or reject the Plan; and (iv) establishing notice and objection procedures for the confirmation of the Plan, all as set forth in the Motion, and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors and other parties in interest; and notice of the Motion and the opportunity for a hearing on the Motion was appropriate under the particular circumstances; and the Court having reviewed the Motion, and the exhibits thereto, and having considered the statements in support of the relief requested therein at a hearing before the Court (the "Disclosure Statement Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all prior proceedings had before the Court; and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED that:

1. The relief requested in the Motion is granted in all respects, as more fully described below.
2. Proper, adequate and sufficient notice of the Motion, the Disclosure Statement Hearing and the deadline for filing objections to the Disclosure Statement was provided to all creditors and parties in interest, and in accordance with the Administrative Order Establishing Case Management and Scheduling Procedures, entered on June 3, 2013 [Docket No. 50].
3. The Disclosure Statement, as it may have been or may be further modified to reflect changes made or ordered on the record at the Disclosure Statement Hearing, is

approved as containing “adequate information” within the meaning of section 1125(a) of the Bankruptcy Code. The Disclosure Statement (including all applicable exhibits thereto) provides sufficient notice of and information concerning the injunction, exculpation and release provisions contained in the Plan (including, without limitation the third party releases), in satisfaction of Bankruptcy Rule 3016(c). Any and all objections to the adequacy of the information contained in the Disclosure Statement not otherwise consensually resolved are hereby overruled.

4. The procedures proposed in the Motion are reasonable and appropriate.

Confirmation Hearing Date

5. The Confirmation Hearing Notice attached to the Motion as Exhibit B is hereby approved.

6. Pursuant to Bankruptcy Rule 3017(c), the hearing to consider confirmation of the Plan, as such Plan may be further modified or amended, shall commence on November 3, 2014 at 10:00 a.m. (prevailing Eastern Time), or as soon thereafter as counsel can be heard, before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601 (the “Confirmation Hearing”). The Confirmation Hearing may be adjourned from time to time, without further notice to creditors and other parties in interest, by announcing such continuance in open court, all without further notice to parties in interest, and the Plan may be modified pursuant to section 1127 of the Bankruptcy Code prior to, during, or as a result of the Confirmation Hearing, without further notice to parties in interest; provided, however, that such modifications or amendments do not materially and adversely affect any class of claims in the Plan.

Deadline and Procedures for Filing Objections to Confirmation

7. Objections to Confirmation of the Plan, including, without limitation, the injunction, releases and exculpation provisions contained therein, shall be served on the Notice Parties so as to be received on or before October 23, 2014 at 5:00 p.m. (prevailing Eastern Time) (the "Objection Deadline").

8. In order to be considered, Objections and responses, if any, to Confirmation of the Plan must: (i) be in writing; (ii) state the name, address, and nature of the claim or interest of the objecting or responding party; (iii) state with particularity the basis and nature of any objection or response; (iv) provide proposed language to remedy such objections; and (v) be filed, together with proof of service, with the Court and served so that objections and responses are actually received on or before the Objection Deadline. Objections that do not contain the information described above and that are not filed and served by the Objection Deadline in the manner as set forth above will not be considered and shall be overruled.

9. Objections to Confirmation must also be filed electronically with the Court on the Docket pursuant to the Case Management Order approved by this Court and the Court's General order M-399 (available at <http://www.nysb.uscourts.gov/sites/default/files/m399.pdf>) by registered users of the Court's case filing system and by all other parties in interest on CD-Rom or flash drive, preferably in portable document format, Microsoft Word, or any other Windows-based word processing format (with a hard copy delivered directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, 300 Quarropas Street, White Plains, New York 10601, in accordance with the customary practices of the Court and General Order M-399, to the extent applicable.

**Notices of Confirmation Hearing and Related Issues;
Content and Transmittal of Solicitation Packages, Including Ballots**

10. Pursuant to Bankruptcy Rules 2002 and 3017(d), the Debtors shall transmit or cause to be transmitted to certain creditors, as set forth below, no later than _____, 2014, a solicitation package (the "Solicitation Package"), which is hereby approved, containing a copy or conformed version of:

- (a) a written notice (the "Confirmation Hearing Notice"), substantially in the form attached as Exhibit B to the Motion, of (i) the approval of the Disclosure Statement, (ii) the date of the Confirmation Hearing, (iii) the deadline and procedures for filing objections to confirmation of the Plan, (iv) the treatment of certain contingent, unliquidated and disputed claims for notice and voting purposes and (v) the voting deadline for receipt of ballots;
- (b) the Disclosure Statement (either by paper copy or in "pdf" format on a CD-ROM, at the Debtors' discretion);
- (c) the Plan (which shall be furnished in the Solicitation Package as Exhibit A to the Disclosure Statement, either by paper copy or in "pdf" format on a CD-ROM, at the Debtors' discretion);
- (d) this Order (without exhibits); and
- (e) to creditors entitled to vote, an appropriate ballot with instructions attached thereto (the proposed form of which is attached as Exhibit C to the Motion) and postage prepaid, pre-addressed Ballot return envelope.

The Debtors shall provide copies of items (a) through (d) of the Solicitation Package to the Office of the United States Trustee, counsel to the Committee and those persons who have requested notice pursuant to Bankruptcy Rule 2002, and, in addition to those parties, the Confirmation Hearing Notice on all known holders of claims or equity interests.

11. The Debtors shall mail or cause to be mailed a Solicitation Package to each Voting Party. Only the Voting Parties (*i.e.*, creditors in Class 3) are entitled to vote on the Plan. The Debtors shall not be required to provide the Solicitation Package or Confirmation

Hearing Notice or any other notice on account of claims that have been satisfied, waived, withdrawn, disallowed or expunged as of the date of solicitation.

12. Pursuant to Bankruptcy Rule 3017(d), the Debtors are not required to transmit a Solicitation Package to the Non-Voting Parties. Instead, the Debtors shall send to each Non-Voting Party (i) the Confirmation Hearing Notice, which shall set forth (a) the date and time of the Confirmation Hearing and (b) the deadline and procedures for filing objections to the Plan; and (ii) the Notice of Non-Voting Status substantially in the form annexed to the Motion as Exhibit D, which shall set forth (a) the Non-Voting classes.

13. The Debtors shall mail or cause to be mailed a copy of the Confirmation Hearing Notice to creditors scheduled as unliquidated, contingent and/or disputed, or scheduled in a zero or unknown amount, that did not file a proof of claim.

14. The Debtors shall not be required to transmit Solicitation Packages or other notices, or re-send the Solicitation Packages or other notice, specifically the Disclosure Hearing Notice, Solicitation Package or Confirmation Hearing Notice, to entities whose mail, is returned as 'undeliverable' at such addresses or moved – 'no forwarding address' or similar marking, unless the Debtors are provided with, or obtain, accurate addresses for such entities by the date that is no less than two weeks before the date of the Confirmation Hearing.

15. In addition to serving the Confirmation Hearing Notice, the Debtors shall publish notice of the Confirmation Hearing (the "Confirmation Hearing Publication Notice") substantially in the form annexed to the Motion as Exhibit E, once in such format as is reasonably practicable for publication, in the local edition of the New York Times, within ten (10) business days after entry of this Order. Additionally, the Debtors shall make the

Confirmation Hearing Notice available electronically at the Debtors' case website:

<http://cases.gcginc.com/soundshore/>.

16. The Court finds that this procedure constitutes adequate notice of the Confirmation Hearing and the Voting Deadline and conforms with Bankruptcy Rule 3017(d).

Deadline and Procedures for Temporary Allowance of Claims for Voting Purposes

17. Any holder of an objected to, contingent, unliquidated, or disputed claim seeking to have such claim temporarily allowed for voting purposes shall file by _____, 2014 at 5:00 p.m. (prevailing Eastern Time) (the "Temporary Allowance Deadline") a motion for temporary allowance of those claims for purposes of accepting or rejecting the Plan (each, a "Temporary Allowance Motion"), with a hearing to be held within ten days thereafter to consider the Temporary Allowance Motions if the parties have not otherwise resolved the Temporary Allowance Motion through the submission of a stipulation temporarily allowing the claim for voting purposes only.

Treatment of Disputed, Contingent or Unliquidated Claims

18. Pursuant to section 105 of the Bankruptcy Code and Bankruptcy Rule 3003(c)(2), any holder of a claim (a) that is listed in the Schedules as disputed, contingent or unliquidated or scheduled in a zero or unknown amount, and (b) that is not the subject of a timely filed proof of claim, shall not be treated as a creditor with respect to such claim for purposes of receiving distributions under the Plan, voting on the Plan or receiving additional notices in the Debtors' Chapter 11 Cases (other than the Confirmation Hearing Notice).

Establishment of Voting Record Date

19. The date of entry of this Order shall be the voting record date (the "Voting Record Date") as provided in Bankruptcy Rule 3107(d) for the purposes of determining the

Creditors entitled to receive the Solicitation Package. The Voting Record Date shall be the date by which the claims register maintained by GCG, Inc. ("GCG"), the Debtors' claims and balloting agent, shall be deemed closed for the purposes of determining whether a holder of an Unsecured Claim (as defined in the Plan) is a record holder entitled to vote on the Plan. The Debtor and GCG shall have no obligation to recognize for purposes of voting on the Plan the vote of any purported transferee of an Unsecured Claim transferred after the Voting Record Date. With respect to transfers of claims filed pursuant to Bankruptcy Rule 3001, the holder of a claim as of the Voting Record Date shall be the transferor of such claim unless the documentation evidencing such transfer was docketed by the Court on or before 21 days prior to the Voting Record Date and no timely objection with respect to such transfer was filed by the transferor.

Voting Deadline for Receipt of Ballots

20. Pursuant to Bankruptcy Rule 3017(c), to be counted, ballots for accepting or rejecting the Plan must be received by the Debtor no later than 4:00 p.m. (prevailing Eastern Time) on October 20, 2014 (the "Voting Deadline").

21. Ballots must be addressed to:

If by Mail:

Sound Shore Medical Center of Westchester
c/o GCG, Inc.
P.O. Box 9982
Dublin, Ohio 43017-5982

If by hand delivery or overnight courier:

Sound Shore Medical Center of Westchester
c/o GCG, Inc
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017

22. GCG, shall tabulate the allots and certify to the Court the results of the balloting by October 27, 2014 at 4:00 p.m. (prevailing U.S. Eastern Time) (the "Ballot Certification Deadline").

Procedures for Vote Tabulation

23. The Ballot, substantially in the form of Exhibit C to the Motion, is hereby approved.

24. To be counted, all Ballots must be properly executed, completed and delivered to the Balloting and Claims Agent at the addresses specified thereon so that the Ballots are actually received on or before the Voting Deadline, unless extended. The Debtors may (but are not required to), in their sole and absolute discretion, extend the Voting Deadline. Filing a notice of extension with the Court shall be sufficient notice of any general extension. Additionally, the Debtors may, in their discretion, extend the Voting Deadline for a particular Voting Party without extending the Voting Deadline for all Voting Parties.

25. With regard to the tabulation of ballots, holders of claims in Class 3 shall be entitled to vote in the dollar amount determined in accordance with the following hierarchy:

- (a) if an order has been entered by the Court determining the amount of such holder's claim, whether pursuant to Bankruptcy Rule 3018 or otherwise, or if a claim is deemed allowed in accordance with the Plan, then in the amount prescribed by said order or the Plan;
- (b) if no such order has been entered, then in the non-contingent, liquidated amount contained in a timely filed proof of claim that is not the subject of an objection on the Voting Record Date, disregarding the portion of the claim, if any, that is contingent or unliquidated; provided, however, that if an objection to the claim is pending as of the Voting Record Date, then in the amount and/or the classification sought in said objection and, accordingly, claims subject to an objection to expunge shall not be entitled to vote;
- (c) if no such proof of claim has been timely filed, then in the non-contingent, non-disputed, liquidated amount contained in the

Debtors' Schedules, disregarding the portion of the claim, if any, that is contingent or unliquidated; and

- (d) if a filed claim is wholly unliquidated, wholly contingent or in an unknown or zero amount, then the claim shall be valued in the amount of \$1.00 for voting purposes only. For the avoidance of doubt, any Medical Malpractice/Personal Injury Claim that has not been allowed, irrespective of whether an objection has been filed to such claim, shall be valued at \$1.00 for voting purposes only.

26. Additionally, if the Debtors have paid a scheduled or filed claim prior to the Voting Record Date, such claim shall be disallowed for voting purposes.

27. The following voting procedures, conventions and assumptions shall apply to the tabulation of the Ballots:

- (a) For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate claims held by a single creditor in a particular class will be aggregated as if such creditor held one claim against the Debtors in such class, and the votes related to such claims will be treated as a single vote to accept or reject the Plan.
- (b) Creditors must vote all of their claims within a particular class either to accept or reject the Plan and may not split their vote. Accordingly, an individual ballot or multiple ballots with respect to multiple claims within a single class that partially rejects and partially accepts the Plan will not be counted.
- (c) Ballots that fail to indicate an acceptance or rejection of the Plan or that indicate both acceptance and rejection of the Plan, but which are otherwise properly executed and received prior to the Voting Deadline, will not be counted.
- (d) Only ballots that are timely received with signatures will be counted. Unsigned ballots will not be counted.
- (e) Ballots postmarked prior to the Voting Deadline, but received after the Voting Deadline, will not be counted, unless the Debtors shall have granted in writing an extension of the voting deadline with respect to such ballot.
- (f) Ballots which are illegible, or contain insufficient information to permit the identification of the creditor, will not be counted.

- (g) Ballots cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan will not be counted.
- (h) Ballots sent directly to any of the Debtors, their agents (other than GCG) or the Debtors' financial or legal advisors or to any party other than the voting agent, will not be counted.
- (i) Any ballot transmitted to GCG by facsimile or other electronic means will not be counted.
- (j) Whenever a creditor casts more than one ballot voting the same claim prior to the Voting Deadline, the last valid ballot received prior to the Voting Deadline shall be deemed to reflect the voter's intent and supersede any prior ballots.
- (k) If a creditor simultaneously casts inconsistent duplicate ballots with respect to the same claim, such ballots shall not be counted.
- (l) Each creditor shall be deemed to have voted the full amount of its claim. Unless otherwise ordered by the Court, questions as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of ballots shall be determined by the GCG and the Debtors in their sole discretion, which determination shall be final and binding.

28. Prior to mailing the Disclosure Statement or Solicitation Packages, the Debtors may fill in any missing dates and other information, correct any typographical errors, and make such other non-material, non-substantive changes as they deem appropriate or as otherwise ordered by the Court at the Hearing.

29. If any creditor seeks to challenge the allowance of its claim for voting purposes in accordance with the above procedures, the creditor must serve upon the Debtors and file with the Court a Temporary Allowance Motion in accordance with the procedures set forth above. In accordance with Bankruptcy Rule 3018, the Ballot with respect to a claim for which a Temporary Allowance Motion was filed should not be counted unless temporarily allowed by the Court for voting purposes.

30. Ballots may be preprinted with dollar amounts of claims as reflected in the Debtors' records at the Voting Record Date. If ballots are preprinted, then the preprinted amounts shall be used in tabulating the votes unless the holder of the claim obtains an order from the Court under Bankruptcy Rule 3018(a). The amount and classification of a claim listed on a ballot shall be without prejudice to the Debtors' or Plan Administrator's right to object to the claim.

31. GCG is authorized, but not directed to contact any party submitting a ballot to clarify any issues with respect to such submitted ballot if it is ambiguous or not properly completed.

32. Changing Votes. If two or more ballots are cast voting the same claim prior to the Voting Deadline, the Debtor proposes that the last properly executed ballot received prior to the Voting Deadline should be deemed to reflect the voter's intent and thus supersede any prior ballots.

33. No Vote Splitting; Effect. Creditors that vote must vote all of their claims within a particular Class under the Plan to either accept or reject the Plan and may not split their votes. Accordingly, a ballot (or multiple ballots with respect to multiple claims within a single Plan Class), that partially rejects and partially accepts the Plan will not be counted. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate claims held by a single creditor in a particular class will be aggregated as if the creditor held one claim against the Debtors in that class, and that the votes related to those claims shall be cast on a single ballot and treated as a single vote to accept or reject the Plan, provided however, that the extent that any creditor entitled to vote in a particular class has filed a proof of claim that (i) is duplicative of a previously filed proof of claim (a claim in the same amount, with the same

classification and asserting the same basis of claim), or (ii) amends or supersedes a previously filed proof of claim filed by or on behalf of the same creditor, such proof of claim shall supersede the prior proof of claim for voting and tabulation purposes, and such creditor shall be provided, to the extent possible, with only one Solicitation Package and one ballot which shall reflect the vote of only one such claim.

34. In cases where a party has properly executed a ballot and has indicated correction or updates to the mailing address used in the service of its Solicitation Package, either physically on the face of the ballot, or otherwise separately enclosed with the ballot, such corrected or updated mailing address shall also be used to reflect the mailing address of the creditor in the official docket of claims against the Debtors and, unless subsequently updated, shall also be used for the purpose of the delivery of distributions, if any, to which such creditor is entitled pursuant to the Plan on behalf of said claim or claims.

Service and Notice Is Adequate and Sufficient

35. Service of copies of this Order, the Disclosure Statement, the Plan, the Notice of Confirmation Hearing, the Solicitation Package and the other notices and documents described herein in the time and manner set forth in this Order shall be adequate and sufficient and no further notice is necessary.

36. With respect to addresses from which Confirmation Hearing Notices or Solicitation Packages are returned as undeliverable by the United States Postal Service and for which there is no known forwarding address, such persons or entities shall be deemed unknown creditors for notice purposes, and failure to mail copies of this Order, the Disclosure Statement, the Plan, the Confirmation Hearing Notice, the Solicitation Package and the other notices and documents described herein, shall not constitute a failure to give adequate and sufficient notice to such creditors.

Authorization to Make Nonsubstantive Changes

37. The Debtor is authorized to make nonsubstantive changes to the Disclosure Statement, the Plan, and any related documents without further order of the Court, including without limitation changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Package prior to their mailing.

Dated: White Plains, New York
_____, 2014

Honorable Robert D. Drain
United States Bankruptcy Judge

EXHIBIT B

Confirmation Hearing Notice

Garfunkel Wild, P.C.
111 Great Neck Road
Great Neck, New York 11021
Telephone: (516) 393-2200
Burton S. Weston
Afsheen A. Shah
Adam T. Berkowitz

*Counsel for Debtors
and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re:
SOUND SHORE MEDICAL CENTER OF
WESTCHESTER, et al.,¹

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

Debtors.

(Jointly Administered)

-----X

**NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT;
(II) HEARING ON CONFIRMATION OF PLAN OF REORGANIZATION;
(III) DEADLINE FOR FILING OBJECTIONS TO CONFIRMATION
OF THE PLAN; (IV) DEADLINE AND PROCEDURES FOR
TEMPORARY ALLOWANCE OF CLAIMS; (V) TREATMENT OF
DISPUTED, CONTINGENT OR UNLIQUIDATED CLAIMS;
AND (VI) VOTING DEADLINE FOR RECEIPT OF BALLOTS**

TO: ALL CREDITORS, AND OTHER PARTIES IN INTEREST
WHO HAVE FILED AND SERVED A NOTICE OF APPEARANCE

PLEASE TAKE NOTICE that, upon the motion dated August 15, 2014 (the
“Motion”)² of Sound Shore Medical Center of Westchester, and its affiliated debtors
(collectively the “Debtors”), as debtors and debtors in possession, and after a hearing held on

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 (0115), Howe Avenue Nursing Home, Inc. 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.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion or in the Plan (defined below), as applicable.

September 16, 2014, the Court entered an order on _____, 2014 (the "Order"), providing for the following:

Approval of Disclosure Statement

1. Pursuant to section 1125 of the Bankruptcy Code and Bankruptcy Rule 3017(b), the Disclosure Statement dated August 15, 2014 (as it may be amended or otherwise modified, the "Disclosure Statement") for the Chapter 11 Plan of Liquidation Under Chapter 11 of the Bankruptcy Code of Sound Shore Medical Center of Westchester, *et al.* dated August 15, 2014 (as it may be amended or otherwise modified, the "Plan") is approved in all respects.

Confirmation Hearing Date

2. Pursuant to Bankruptcy Rule 3017(c), the hearing to consider confirmation of the Plan (the "Confirmation Hearing"), shall commence on November 3, 2014 at 10:00 a.m. (prevailing Eastern Time), or as soon thereafter as counsel may be heard, before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York. The Confirmation Hearing may be continued from time to time by announcing such continuance in open Court or upon the Debtors' filing of a notice of adjournment, all without further notice to parties in interest. The Plan may be modified pursuant to section 1127 of the Bankruptcy Code prior to, during or as a result of the Confirmation Hearing, without further notice to creditors and parties in interest; *provided, however*, that the modification does not materially and adversely affect any class of claims in the Plan.

Deadline and Procedures for Filing Objections to Confirmation

3. Pursuant to Bankruptcy Rule 3020 (b)(1), October 23, 2014 at 5:00 p.m. (prevailing Eastern Time) is fixed as the last date for filing and serving objections to confirmation of the Plan (the "Objection Deadline").

4. To be considered, objections to confirmation of the Plan must (i) be in writing, (ii) state with particularity the grounds for the objection and all evidence that will be presented in support thereof, (iii) be filed electronically no later than the Objection Deadline with the Clerk of the United States Bankruptcy Court for the Southern District of New York, with a courtesy copy delivered to Judge Drain's Chambers; and (iv) served, in accordance with Bankruptcy Rule 3020(b) and this paragraph, so that they are actually received no later than the Objection Deadline by the following:

For the Debtors:

Sound Shore Medical Center
16 Guion Place
New Rochelle, New York
Attn: Monica Terrano, Chief Wind-Down Officer

with copies to:

Garfunkel Wild, P.C.
111 Great Neck Road
Great Neck, New York 11021
Telephone: (516) 393-2200
Facsimile: (516) 466-5964
Attn: Burton S. Weston
Afsheen A. Shah
Adam T. Berkowitz

For the Creditors' Committee:

Alston & Bird LLP
90 Park Avenue
New York, New York 10016
Telephone: (212) 210-9400
Facsimile: (212) 922-3891

Attn: Craig E. Freeman
Martin G. Bunin

For the United States Trustee:

The Office of the United States Trustee
201 Varick Street, Room 1006
New York, NY 10014
Attn: Susan Golden
William E. Curtin

Objections that do not contain the information described above and that are not filed and served by the time and date and in the manner set forth above will not be considered and shall be overruled.

Deadline and Procedures for Temporary Allowance of Claims for Voting Purposes

5. Any holder of an objected to, contingent, unliquidated, or disputed claim seeking to have such claim allowed for voting purposes shall file by _____, 2014 a motion for temporary allowance of the claim (the "Temporary Allowance Motion") for voting purposes, with a hearing on the motion to be held on not less than ten (10) days notice on a date and time scheduled by the Court. If a holder of such claim does not file a Temporary Allowance Motion, the holder will not be entitled to vote on the Plan.

Treatment of Disputed, Contingent or Unliquidated Claims

6. Pursuant to section 105 of the Bankruptcy Code and Bankruptcy Rule 3003(c)(2), any holder of a claim that is (a) listed in the Schedules as disputed, contingent or unliquidated and (b) not the subject of a timely filed proof of claim, shall not be treated as a creditor with respect to that claim for purposes of receiving distributions under the Plan, voting on the Plan, or receiving additional notices in Debtors' Chapter 11 Cases.

Establishment of Voting Record Date

7. _____, 2014 at 4:00 p.m. (prevailing Eastern Time) is the date and time by which the claims register maintained by the Debtors' claims and voting agent GCG, Inc. ("GCG") shall be deemed closed for purposes of determining whether a holder of a General Unsecured Claim is a record holder entitled to vote on the Plan (the "Voting Record Date"). The Debtors and GCG shall have no obligation to recognize for purposes of voting on the Plan the vote of any purported transferee of a General Unsecured Claim transferred after the Voting Record Date. With respect to transfers of claims filed pursuant to Bankruptcy Rule 3001, the holder of a claim as of the Voting Record Date shall be the transferor of such claim unless the documentation evidencing such transfer was docketed by the Court on or before 21 days prior to the Voting Record Date and no timely objection with respect to the transfer was filed by the transferor.

Voting Deadline for Receipt of Ballots

8. Pursuant to Bankruptcy Rule 3017(c), to be counted, ballots for accepting or rejecting the Plan must be received by the Debtors no later than 4:00 p.m. (prevailing Eastern Time), on October 20, 2014 (the "Voting Deadline"). Ballots may *not* be cast by facsimile transmission.

9. Ballots that are not received by the voting deadline will not be counted.

PLEASE TAKE FURTHER NOTICE, that in connection with the confirmation of the Plan, the Debtors are seeking approval of the following provisions, including injunctions, releases (including third-party releases) and exculpations, the approval of which may affect your rights:

Limitation of Recoveries Against, and Injunctions in Favor of Medical Professionals

10. The Plan incorporates Mediation Procedures that were approved by Order dated October 25, 2013 [Docket No. 402], which provides that holders of Medical Malpractice Claims against the Debtors may be deemed to limit their recoveries to available insurance, subject to the opt-out election provisions provided under the Claims Resolution Process and the Debtors' right to have the Medical Malpractice Claim estimated in the United States District Court for the Southern District of New York.

11. The Plan also provides that as of the Effective Date, all Persons are permanently enjoined from commencing or continuing any medical malpractice action against any Covered Medical Professional (as defined in the Plan) and/or from enforcing, attaching, collecting or recovering in any manner any judgment, award, decree or order against a Covered Medical Professional with respect to a claim arising from or in connection with a medical malpractice action, provided however, that such injunction shall not extend to recoveries against any available insurance. In exchange for this injunction, each Covered Medical Professional shall be deemed to waive any Indemnification Claim, and any Claims against the Debtors and their Estates, administrative or otherwise, related to, or arising in connection with, the Debtors' alleged obligation to purchase or provide medical malpractice insurance and/or any related extended reporting period coverage, provided that the waiver of the Indemnification Claims and other claims shall not impair the injunction provided by the Plan and neither the waiver of the Indemnification Claims nor the injunction shall release the obligations of any insurance company to defend a Covered Medical Professional under an otherwise applicable insurance policy

Executory Contracts and Unexpired Leases

12. The Plan provides that effective on and as of the Confirmation Date, all Executory Contracts are specifically deemed rejected, except for any Executory Contract (a) that has been specifically assumed or assumed and assigned by the Debtors on or before the Confirmation Date with the approval of the Court, (b) in respect of which a motion for assumption or assumption and assignment has been filed with the Court on or before the Confirmation Date, or (c) that is specifically designated as a contract to be assumed on a schedule or supplement to the Plan.

13. The Plan further provides that the entry of the Confirmation Order by the Clerk of the Court (subject to the condition that the Effective Date occur) shall constitute (a) the approval, pursuant to Sections 365(a) and 1123(b)(2) of the Bankruptcy Code, of the assumption or assumption and assignment of any Executory Contracts assumed or assumed and assigned pursuant to Section 8.1 of the Plan, and (b) the approval, pursuant to Sections 365(a) and 1123(b)(2) of the Bankruptcy Code, of the rejection of any Executory Contracts rejected pursuant to Section 8.1 of the Plan.

Employee Related Agreements

14. The Plan also provides that to the extent not previously terminated, all employment and severance agreements and policies, and all employee compensation and benefit plans, policies and programs of the Debtors applicable generally to their respective current employees or officers as in effect on the Confirmation Date, including, without limitation, all savings plans, retirement plans, health care plans, disability plans, severance benefit plans, incentive plans and life, accidental death and dismemberment insurance plans, shall be deemed terminated under the Plan, effective as of the Confirmation Date.

Additional Injunctions, Releases and Exculpations

15. The Plan provides, among other things, that as of the Effective Date, and except as otherwise provided in the Plan, all Persons that have held, currently hold or may hold a Claim against or Interest in the Debtors, are enjoined from taking any of the following actions against the Debtors, the Plan Administrator, the Committee or members thereof, the Post-Effective Date Committee or members thereof, present and former directors, officers, trustees, agents, attorneys, advisors, members or employees of the Debtors, or any of their respective successors or assigns, or any of their respective assets or properties, on account of any Claim against or Interests in the Debtors: (a) commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding of any kind with respect to a Claim against or Interest in the Debtors; (b) enforcing, levying, attaching, collecting or otherwise recovering in any manner or by any means, whether directly or indirectly, any judgment, award, decree or order with respect to a Claim against or Interests in the Debtors; (c) creating, perfecting or enforcing in any manner, directly or indirectly, any lien or encumbrance of any kind with respect to a Claim against or Interest in the Debtors; (d) asserting any setoff, right of subrogation or recoupment of any kind, directly or indirectly, against any Debt, liability or obligation due to the Debtors or their property or Assets with respect to a Claim against or Interest in the Debtors; and (e) proceeding in any manner in any place whatsoever that does not conform to or comply with or is inconsistent with the provisions of the Plan. Notwithstanding the foregoing, nothing contained in the Plan or injunction provisions contained therein shall preclude the holder of a Claim against the Debtors from pursuing any applicable insurance after the Cases are closed, from seeking discovery in actions against third parties or from

pursuing third-party insurance that does not cover Claims against the Debtors; provided however, nothing in this injunction shall limit the rights of a holder of an Allowed Claim against the Debtors to enforce the terms of the Plan.

16. The Plan additionally provides that under its terms and provisions, (x) as of the Effective Date (i) Each Person that receives and retains a distribution under the Plan, (ii) each Person who obtains a release under the Plan or obtains the benefit of an injunction provided pursuant to the Plan, and (iii) each Person who received any benefit from any third party insurance providers on account of a Claim against the Debtors or a claim against any Covered Medical Professional, in consideration therefor, conclusively, absolutely, unconditionally, irrevocably and forever releases and discharges each of the Debtors and their present and former directors, officers, trustees, agents, attorneys, advisors, and members (solely in their capacity as such), and (y) the D&O Release Effective Date (which is 11:59 p.m. prevailing eastern time on November 6, 2014, the last time by which the Debtors, the Plan Administrator, the Committee or the Post Effective Date Committee must assert (including, but not limited to, by providing notice to the insurance carrier), if at all, a D&O Claim against any of the Debtors Release Parties so as to be covered under the Debtors' officers and directors insurance policy), the Debtors conclusively, absolutely, unconditionally, irrevocably and forever release and discharge each of the Debtors Release Parties: of and from any and all past, present and future legal actions, causes of action, choses in action, rights, demands, suits, claims, liabilities, encumbrances, lawsuits, adverse consequences, amounts paid in settlement, costs, fees, damages, debts, deficiencies, diminution in value, disbursements, expenses, losses and other obligations of any kind, character or nature whatsoever, whether in law, equity or

otherwise (including, without limitation, those arising under applicable non-bankruptcy law, and any and all alter-ego, lender liability, indemnification or contribution theories of recovery, and interest or other costs, penalties, legal, accounting and other professional fees and expenses, and incidental, consequential and punitive damages payable to third parties), whether known or unknown, fixed or contingent, direct, indirect, or derivative, asserted or unasserted, foreseen or unforeseen, suspected or unsuspected, now existing, heretofore existing or which may heretofore accrue, occurring from the beginning of time to and including, the Effective Date or, with respect to the Debtors Release Parties, the D&O Release Effective Date, related in any way to, directly or indirectly, and/or arising out of and/or connected with, any or all of the Debtors and their Estates, the Cases, the Debtors' pre-petition financing arrangements, the Debtors' financial statements, the Debtors' debtor in possession financing facility or the failure of any person or entity to maintain malpractice insurance, provide funding for a self-insurance trust for medical malpractice claims, or cause the Debtors to cease operations (including any such claims based on theories of alleged negligence, misrepresentation, nondisclosure or breach of fiducially duty); provided, however, that (i) nothing contained in Section 13.2 of the Plan or otherwise in the Plan shall release any of the Debtors Release Parties from any D&O Claim which is asserted (including, but not limited to, by providing notice to the insurance carrier) by either the Debtors, the Plan Administrator, the Committee or the Post Effective Date Committee on or before the D&O Release Effective Date; (ii) recovery on any D&O Claim shall be limited to the proceeds of available insurance, if any, and shall not be payable from any other assets of the Debtors Release Parties; (iii) nothing in Section 13.2(a) of the Plan shall release, limit or affect Avoidance Actions of the Debtors; (iv) nothing in

Section 13.2(a) of the Plan shall affect the liability of any Person due to willful misconduct or gross negligence as determined by a Final Order; (v) nothing in Section 13.2(a) of the Plan shall operate or be a release by any Professional Persons of any Professional Fee Claims; and (vi) nothing in Section 13.2(a) of the Plan shall release, limit or affect the Debtors' and/or the Plan Administrators' obligations under the Plan. For the avoidance of doubt, Section 13.2(a)(x) of the Plan shall not release, limit or affect Causes of Action of the Debtors.

17. The Plan also provides that except as otherwise provided therein, and to the greatest extent permissible by law, as of the Effective Date, each holder of a Claim against or Interest in the Debtors shall be deemed to have conclusively, absolutely, unconditionally, irrevocably and forever released and discharged each of the Debtors, the Committee and their respective present directors, officers, trustees, agents, attorneys, advisors, members and employees (solely in their capacity as such) of and from any and all past, present and future legal actions, causes of action, choses in action, rights, demands, suits, claims, liabilities, encumbrances, lawsuits, adverse consequences, amounts paid in settlement, costs, fees, damages, debts, deficiencies, diminution in value, disbursements, expenses, losses and other obligations of any kind, character or nature whatsoever, whether in law, equity or otherwise (including, without limitation, those arising under applicable non-bankruptcy law, and any and all alter-ego, lender liability, indemnification or contribution theories of recovery, and interest or other costs, penalties, legal, accounting and other professional fees and expenses, and incidental, consequential and punitive damages payable to third parties), whether known or unknown, fixed or contingent, direct, indirect, or derivative, asserted or unasserted, foreseen or unforeseen, suspected or

unsuspected, now existing, heretofore existing or which may heretofore accrue against the Debtors, the Committee or their respective present directors, officers, trustees, agents, attorneys, advisors, members or employees (solely in their capacity as such) occurring from the beginning of time to and including the Effective Date, related in any way to, directly or indirectly, and/or arising out of and/or connected with, any or all of the Debtors and their Estates, or the Cases; provided, however, that Section 13.2(b) of the Plan shall not affect the liability of any Person due to willful misconduct or gross negligence as determined by a Final Order. In addition, nothing in Section 13.2(b) of the Plan shall be deemed to release or impair Allowed Claims against the Debtors, which Allowed Claims against the Debtors shall be treated as set forth in the Plan. For the avoidance of doubt, nothing in Section 13.2(b) of the Plan shall release, limit or affect Causes of Action of the Debtors.

18. Under the Plan, none of (i) Garfunkel Wild, P.C., in its capacities as counsel to the Debtors or counsel to the Plan Administrator; (ii) Alvarez and Marsal, in its capacity as the Debtors' financial advisor; (iii) the Debtors' trustees, in-house counsel, officers and directors (in their capacities as such); (iv) the Plan Administrator and its representatives (in their capacities as such); (v) the Committee and the Post Effective Date Committee; (vi) the members of the Committee and the members of the Post Effective Date Committee, in their capacities as members of the Committee and as members of the Post Effective Date Committee; (vii) Alston & Bird LLP, in its capacities as counsel to the Committee and as counsel to the Post Effective Date Committee; (viii) Deloitte Financial Advisory Services LLP and Deloitte Transactions and Business Analytics LLP, in their capacity as financial advisor to the Committee; (ix) Deloitte Transactions and Business Analytics LLP, in its capacity as financial advisor to the Post Effective Date Committee; (x)

Polsky Advisors LLC, in its capacity as financial advisor to the Committee and as financial advisor to the Post Effective Date Committee; (xi) Daniel T. McMurray in his capacity as the Patient Care Ombudsman appointed in these Cases; (xii) Focus Management Group USA, Inc., in its capacity as consultants to the Patient Care Ombudsman; or (xiii) Neubert, Pepe & Monteith, P.C., in its capacity as counsel to the Patient Care Ombudsman, shall have or incur any liability for any act or omission in connection with, related to, or arising out of, the Cases, the formulation, preparation, dissemination, implementation, confirmation, or approval of the Plan, the administration of the Plan or the property to be distributed under the Plan, or any contract, instrument, release, or other agreement or document provided for or contemplated in connection with the consummation of the transactions set forth in the Plan; provided, however, that (i) nothing contained in Section 13.3 of the Plan shall affect the liability of any Person that would result from any such act or omission to the extent that act or omission is determined by a Final Order of the Court to have constituted willful misconduct or gross negligence; and in all respects, such Persons shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan and shall be fully protected from liability in acting or refraining to act in accordance with such advice; (ii) nothing contained in Section 13.3 of the Plan shall exculpate any of the Debtors Release Parties from any D&O Claim which is asserted by either the Debtors, the Plan Administrator, the Committee or the Post Effective Date Committee on or before the D&O Release Effective Date; provided that recovery on any D&O Claim shall be limited to the proceeds of available insurance, if any, and shall not be payable from any other assets of the Debtors Release Parties; (iii) nothing in Section 13.3 of the Plan shall release, limit or affect Avoidance Actions of the Debtors; and (iv)

nothing in Section 13.3 of the Plan shall release, limit or affect the Debtors' and/or the Plan Administrators' obligations under the Plan.

19. On and after the Effective Date, all Persons other than the Plan Administrator and, to the extent applicable pursuant to Section 5.11 of the Plan, the Post Effective Date Committee will be permanently enjoined from commencing or continuing in any manner any action or proceeding (whether directly, indirectly, derivatively or otherwise) on account of, or respecting any, Claim, debt, right or Cause of Action that the Plan Administrator retains authority to pursue in accordance with the Plan.

Dated: August __, 2014
Great Neck, New York

GARFUNKEL WILD, P.C.

By: _____

Burton S. Weston
Afsheen A. Shah
Adam T. Berkowitz
111 Great Neck Road
Great Neck, New York 11021
Telephone: (516) 393-2200
Facsimile: (516) 466-5964

Attorneys for Debtors and Debtors in Possession

EXHIBIT C

Ballot

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

SOUND SHORE MEDICAL CENTER OF
WESTCHESTER, et al.,

Debtors.

Chapter 11

Case Nos. 13-22840 (RDD)

(Jointly Administered)

**BALLOT FOR ACCEPTING OR REJECTING THE PLAN OF LIQUIDATION UNDER
CHAPTER 11 OF THE BANKRUPTCY CODE OF SOUND SHORE
MEDICAL CENTER OF WESTCHESTER, ET AL.**

CLASS 3: GENERAL UNSECURED CLAIMS

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS [], 2014 AT
4:00 P.M. (PREVAILING EASTERN TIME). YOUR BALLOT MUST BE ACTUALLY
RECEIVED BY THIS DEADLINE TO BE COUNTED.**

This ballot (the “Ballot”) is submitted to you to by the above captioned debtors and debtors in possession (collectively, the “Debtors”) to solicit your vote to accept or reject the *Plan of Liquidation Under Chapter 11 of the Bankruptcy Code of Sound Shore Medical Center of Westchester, et al.* (including all exhibits thereto and as the same may be amended, modified or supplemented from time to time, the “Plan”) which is described in the related Disclosure Statement for such Plan (the “Disclosure Statement”) approved by Order (the “Disclosure Statement Order”) of the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”). The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. If you do not have a Disclosure Statement, you may obtain a copy from GCG, Inc. (the “Voting Agent”) at the following address: Sound Shore Medical Center of Westchester, c/o GCG, Inc., P.O. Box 9982, Dublin, Ohio 43017-5982, or by telephone at (866) 300-1288. Copies of the Disclosure Statement are also available for inspection during regular business hours at the Office of the Clerk of the Bankruptcy Court, 300 Quarropas Street, White Plains, New York 10601, and may be viewed for a fee on the internet at the Bankruptcy Court’s website (<http://www.nysb.uscourts.gov/>) by following the directions for accessing the ECF system on such website. You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Capitalized terms used in this Ballot or the attached instructions but not otherwise defined herein have the meanings given to them in the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in Class 3 that vote, and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code").

BALLOTS WILL ONLY BE ACCEPTED IF SENT BY FIRST CLASS MAIL, OVERNIGHT DELIVERY OR PERSONAL DELIVERY. BALLOTS WILL NOT BE ACCEPTED IF TRANSMITTED BY FACSIMILE OR OTHER ELECTRONIC MEANS.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME TO BE RECEIVED BY THE SOLICITATION AGENT, GCG, INC., BY 4:00 P.M. (PREVAILING EASTERN TIME) ON _____, 2014, OR YOUR VOTE WILL NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, GCG, INC., AT (866) 300-1288. PLEASE NOTE THAT GCG, INC. IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE

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VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING BALLOT

1. In the boxes provided in Item 1 of the Ballot, please indicate either your acceptance or rejection of the Plan. Complete the Ballot by providing all of the information requested and sign, date and return the Ballot to the Voting Agent in the provided return envelope by first class mail to **Sound Shore Medical Center of Westchester, c/o GCG, Inc., P.O. Box 9982, Dublin, Ohio 43017-5982**, or by overnight courier, or by personal delivery to **Sound Shore Medical Center of Westchester, c/o GCG, Inc., 5151 Blazer Parkway, Suite A, Dublin, Ohio 43017**.
2. **Ballots (with original signatures) must be received by the Voting Agent on or before _____, 2014 at 4:00 p.m. (prevailing Eastern Time) (the "Voting Deadline").** If a Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Voting Agent is enclosed for your convenience. Ballots submitted by facsimile, email or other electronic transmission will not be counted. If neither the "Accept" nor the "Reject" box is checked in Item 1 for an otherwise properly completed and executed and timely returned Ballot, the Ballot will not be counted.
3. **Please complete and return the Ballot you receive.** Your claims in Class 3 will be aggregated for voting purposes and you shall have one (1) vote in the aggregated amount. **The attached Ballot is designated only for voting CLASS 3 GENERAL UNSECURED CLAIMS.** If you happen to receive more than one ballot on account of your claims in Class 3, you must vote all of your Claims within Class 3 under the Plan either to accept or to reject the Plan. Accordingly, if you return more than one Ballot voting different Claims within Class 3 under the Plan and the Ballots are not voted in the same manner, those Ballots will not be counted. An otherwise properly completed and executed and timely returned Ballot that attempts to partially accept and to partially reject the Plan likewise will not be counted.
4. In the event you are the holder of a Claim, your Claim has been **temporarily allowed solely for purposes of voting** to accept or to reject the Plan in accordance with certain tabulation rules (the "Tabulation Rules") approved by the Bankruptcy Court. The Tabulation Rules are set forth in the Disclosure Statement Order. The temporary allowance of your Claim for voting purposes does not constitute an allowance of your Claim for purposes of distribution under the Plan and is without prejudice to any rights of the Debtors, the Committee, the Plan Administrator (as defined in the Plan) or the Post Effective Date Committee (as defined in the Plan) in any other context (e.g., the right to contest the amount or validity of any Claim for purposes of allowance under the Plan). If you wish to challenge the temporary allowance of your Claim for Plan voting purposes, you must file a motion, Pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your Claim in a different amount or classification for purposes of voting to accept or reject the Plan and serve such motion on the Debtors so that it is received not later than _____, **2014 at 4:00 p.m. (prevailing Eastern Time).** Unless the Bankruptcy Court orders otherwise, your Claim will not be counted as a vote in excess of the amount as determined in accordance with the Tabulation Rules, regardless of the amount identified in Item 1 of the Ballot.

5. The Ballot does not constitute, and will not be deemed, a Proof of Claim or an assertion of a Claim or Interest.

6. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the last valid Ballot timely received will be deemed to reflect the voter's intent and to supersede and revoke any prior Ballot.

7. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

8. IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT AT GCG, INC., BY TELEPHONE AT 866) 300-1288. THE VOTING AGENT IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

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**PLEASE READ THE ABOVE VOTING INFORMATION
AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT**

**PLEASE COMPLETE ITEM 1 BELOW. IF THIS BALLOT IS NOT SIGNED ON THE
APPROPRIATE LINES, THIS BALLOT WILL NOT BE VALID OR COUNTED AS
HAVING BEEN CAST.**

Item 1. Class Vote. The undersigned, a holder of a **Class 3 General Unsecured Claim** as of the record date established by the Bankruptcy Court, in the amount set forth below, votes to (check one box):

Accept the Plan OR **Reject** the Plan

Voting Amount: \$ _____

Item 2. Acknowledgments. By signing this Ballot, the undersigned acknowledges receipt of the Disclosure Statement and the other applicable solicitation materials and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Plan on behalf of the claimant. The undersigned understands that an otherwise properly completed and executed and timely returned Ballot that does not indicate either an acceptance or a rejection of the Plan, or that indicates both an acceptance and a rejection of the Plan, will not be counted.

Name of Creditor

Signature

If by Authorized Agent, Name and
Title

Name of Institution

Street Address

City, State, Zip Code

Telephone Number

Date Completed

If you wish to update the address pre-printed on this ballot, please send a change of address request to Sound Shore Medical Center of Westchester, c/o GCG, Inc., P.O. Box 9982, Dublin, Ohio 43017-5982.

EXHIBIT D

Notice of Non-Voting Status

GARFUNKEL WILD, P.C.
111 Great Neck Road
Great Neck, New York 11021
Telephone: (516) 393-2588
Facsimile: (516) 466-5964
Burton S. Weston
Afsheen A. Shah
Adam T. Berkowitz
*Counsel for the Debtor
and Debtor-in-Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re:
SOUND SHORE MEDICAL CENTER OF
WESTCHESTER, et al.,¹

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

Debtors.

(Jointly Administered)

-----X
NOTICE OF NON-VOTING STATUS

TO HOLDERS OF:

- Class 1 – Secured Claims (Unimpaired and Deemed to Accept)**
- Class 2 – Other Priority Claims (Unimpaired and Deemed to Accept)**
- Class 4 – Interests (Impaired and Deemed to Reject)**

PLEASE TAKE NOTICE THAT on _____, the United States Bankruptcy Court for the Southern District of New York approved the *Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, for Plan of Liquidation Under Chapter 11 of the Bankruptcy Code of Sound Shore Medical Center of Westchester, et al.*, dated July __, 2014, (as it may be amended or modified, the “Disclosure Statement”), filed by Sound Shore Medical Center of Westchester and certain of its affiliates, as debtors and debtors in possession in the above captioned Chapter 11 cases (collectively, the “Debtors”). The Debtors are soliciting votes with respect to the *Plan of Liquidation Under Chapter 11 of the Bankruptcy Code of Sound Shore Medical Center of Westchester, et al.*, dated July __, 2014 (as it may be further amended or modified, the “Plan”), from holders of claims and interests who are (or may be) entitled to vote under the Plan.

UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST, OR INTEREST(S) IN, ONE OR MORE OF THE DEBTORS EITHER (A) IS/ARE NOT

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 (0115), Howe Avenue Nursing Home, Inc. 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.

IMPAIRED AND, THEREFORE, YOU ARE PRESUMED TO HAVE ACCEPTED THE PLAN, OR (B) YOU ARE NOT ENTITLED TO RECEIVE ANY DISTRIBUTION OR PROPERTY UNDER THE PLAN AND, THEREFORE, YOU ARE DEEMED TO HAVE REJECTED THE PLAN. IN EITHER CASE, PURSUANT TO SECTION 1126(f) OR SECTION 1126(g) OF TITLE 11 OF THE UNITED STATES CODE (AS APPLICABLE), YOU ARE NOT ENTITLED TO VOTE ON THE PLAN.

IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S) OR INTEREST(S), OR IF YOU WISH TO OBTAIN A COPY OF THE PLAN AND DISCLOSURE STATEMENT, YOU MAY REQUEST A COPY, IN WRITING, FROM THE DEBTORS' BALLOTING AND CLAIMS AGENT, GCG, INC. AT:

**Sound Shore Medical of Westchester, et al.
c/o GCG, Inc.
P.O. Box 9982
Dublin, OH 43017-5982**

YOU MAY ALSO VIEW THE PLAN AND DISCLOSURE STATEMENT AT EITHER WWW.GCGINC.COM/CASES/SOUNDSHORE, OR THE COURT'S WEBSITE: WWW.NYSB.USCOURTS.GOV. A PACER PASSWORD AND LOGIN ARE NEEDED TO ACCESS DOCUMENTS ON THE COURT'S WEBSITE ([HTTP://WWW.PACER.PSC.USCOURTS.GOV](http://WWW.PACER.PSC.USCOURTS.GOV)).

EXHIBIT E

Confirmation Hearing Publication Notice

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re:
SOUND SHORE MEDICAL CENTER OF
WESTCHESTER, et al.,¹

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

Debtors.

(Jointly Administered)

-----X
DEBTORS' NOTICE OF: (A) HEARING TO CONSIDER CONFIRMATION OF THE PLAN OF LIQUIDATION OF SOUND SHORE MEDICAL CENTER OF WESTCHESTER AND ITS AFFILIATED DEBTORS PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE, (B) RELATED RELEASES (INCLUDING THIRD PARTY RELEASES IN FAVOR OF OFFICERS, TRUSTEES, PHYSICIANS AND OTHER MEDICAL PROVIDERS); AND (C) VOTING AND OBJECTION DEADLINES

TO: ALL HOLDERS OF CLAIMS, HOLDERS OF INTERESTS, AND PARTIES IN INTEREST IN THE ABOVE-CAPTIONED CHAPTER 11 CASES

PLEASE TAKE NOTICE OF THE FOLLOWING:

Approval of the Disclosure Statement and Solicitation and Voting Procedures. On September [], 2014, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Disclosure Statement Approval Order") pursuant to which the Bankruptcy Court: (a) authorized the above-captioned debtors and debtors in possession (collectively the "Debtors") to solicit acceptances for the *Plan of Liquidation Under Chapter 11 of the Bankruptcy Code of Sound Shore Medical Center of Westchester, et al.* (as may be amended from time to time, the "Plan"); (b) approved procedures for soliciting, receiving and tabulating votes on the Plan and for filing objections to the Plan (the "Solicitation and Voting Procedures"); (c) approved the *Disclosure Statement, Pursuant to Section 1125 of the Bankruptcy Code, for Plan of Liquidation Under Chapter 11 of the Bankruptcy Code of Sound Shore Medical Center of Westchester, et al.* (as may be amended from time to time, the "Disclosure Statement"); and (d) established the last date by which persons may assert claims against the Debtors' estates in connection with claims of alleged medical malpractice against the Debtors current and former medical providers. Please note that capitalized terms used but not otherwise defined in this notice have the meanings set forth in the Plan and Disclosure Statement.

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 (0115), Howe Avenue Nursing Home, Inc. 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.

The Confirmation Hearing Date. The hearing at which the Bankruptcy Court will consider confirmation of the Plan (the “Confirmation Hearing”) will commence at **10:00 a.m., prevailing Eastern Time, on November 3, 2014** before the Honorable Robert D. Drain, United States Bankruptcy Judge, in the United States Bankruptcy Court for the Southern District of New York, located at 300 Quarropas Street, White Plains, NY 10601.

PLEASE BE ADVISED: THE CONFIRMATION HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE BANKRUPTCY COURT OR THE DEBTORS WITHOUT FURTHER NOTICE OTHER THAN BY ANNOUNCING SUCH ADJOURNMENT IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED BY THE DEBTORS AND POSTED ON THE DEBTORS’ RESTRUCTURING WEBSITE AT [HTTP://CASES.GCGINC.COM/SOUNDSHORE/](http://cases.gcginc.com/soundshore/)

CRITICAL INFORMATION REGARDING VOTING ON THE PLAN

Voting Record Date. The voting record date is [_____], 2014 (the “Voting Record Date”), which is the date for determining which Holders of Claims in Class 3 of the Plan are entitled to vote on the Plan.

Voting Deadline. The deadline for voting on the Plan is **4:00 p.m., prevailing Eastern Time, on October 20, 2014** (the “Voting Deadline”). If you received a Solicitation Package, including a Ballot, and intend to vote on the Plan, in order for your vote to be counted you must: (a) follow carefully the instructions that accompanied you ballot, (b) complete all the required information on the Ballot, and (c) execute and return your completed Ballot so that it is **actually received** by the Claims and Voting Agent, GCG, Inc., according to and as set forth in detail in the voting instructions on or before the Voting Deadline. *A failure to follow such instructions may disqualify your vote.*

Obtaining Solicitation Materials. If you received Solicitation Package materials in CD-ROM format and desire paper copies, or if you need to obtain additional Solicitation Packages, you may (a) contact the Claims and Voting Agent by telephone at (866) 300-1288 or by e-mail at SoundShoreInfo@gcginc.com; or (b) download such documents (excluding the Ballots) from the Debtors’ restructuring website [HTTP://CASES.GCGINC.COM/SOUNDSHORE/](http://cases.gcginc.com/soundshore/) or by visiting the Bankruptcy Court’s website at <http://www.nyeb.uscourts.gov>.

CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN

October 23, 2014 at 4:00 p.m., prevailing Eastern Time (the “Plan Objection Deadline”).

Objections to the Plan. All objections, if any, to the Plan must: (i) be in writing, (ii) state with particularity the grounds for the objection and all evidence that will be presented in support thereof, (iii) be filed electronically no later than the Plan Objection Deadline with the Clerk of the United States Bankruptcy Court for the Southern District of New York, with a courtesy copy delivered to Judge Drain’s Chambers; and (iv) served, in accordance with Bankruptcy Rule 3020(b) and this paragraph, so as to be **actually received** on or before **October 23, 2014 at 4:00 p.m., prevailing Eastern Time**, by the following parties (the

“Objection Notice Parties”): (1) the Debtors, Sound Shore Medical Center, 16 Guion Place, New Rochelle, New York 10801 (Attn: Monica Terrano, Chief Wind-Down Officer), (2) counsel for the Debtors, Garfunkel Wild, P.C., 111 Great Neck Road, Great Neck, NY 11021 (Attn: Burton S. Weston, Afsheen A. Shah, and Adam T. Berkowitz), (3) the Office of the United States Trustee, 201 Varick Street, Room 1006, New York, NY 10014 (Attn: Susan Golden and William E. Curtin) and (4) counsel to the Official Committee of Unsecured Creditors, Alston & Bird LLP, 90 Park Avenue, New York, New York 10016 (Attn: Martin G. Bunin and Craig E. Freeman), as well as any other party entitled to notice of such objection under the Case Management Order approved on June 3, 2013.

ADDITIONAL INFORMATION REGARDING RELEASES AND INJUNCTIONS

ARTICLE XIII OF THE PLAN CONTAINS CERTAIN RELEASE, INJUNCTION, AND EXCULPATION PROVISIONS, INCLUDING THIRD-PARTY RELEASES BY CLAIMANTS OF THE DEBTORS AND RELATED INJUNCTIONS, AS WELL AS THIRD-PARTY RELEASES AND INJUNCTIONS IN FAVOR OF (A) THE DEBTORS’ FORMER PHYSICIANS AND OTHER MEDICAL PROVIDERS (THE “POSSIBLE COVERED PERSONS”) WITH RESPECT TO CLAIMS OF MEDICAL MALPRACTICE ALLEGED TO HAVE OCCURRED DURING THE SCOPE OF THE POSSIBLE COVERED PERSONS’ SERVICES TO ANY OF THE DEBTORS, WHETHER SUCH SERVICES WERE RENDERED ON OR OFF THE PREMISES OF SOUND SHORE MEDICAL CENTER OF WESTCHESTER, THE MOUNT VERNON HOSPITAL, HOWE AVENUE NURSING HOME, INC. D/B/A HELEN AND MICHAEL SCHAFFER EXTENDED CARE CENTER, AND OTHER FACILITIES WHERE THE DEBTORS MEDICAL PROFESSIONALS PERFORMED SERVICES, (B) THE DEBTORS’ OFFICERS AND TRUSTEES, AND (C) CERTAIN OTHER PARTIES RELATED TO THE DEBTORS’ CHAPTER 11 CASES. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

A NON EXCLUSIVE LIST OF POSSIBLE COVERED PERSONS MAY BE OBTAINED AT THE WEBSITE MAINTAINED BY THE CLAIMS AND VOTING AGENT FOR THESE CASES AT [HTTP://CASES.GCGINC.COM/SOUNDSHORE/](http://cases.gcginc.com/soundshore/).

BINDING NATURE OF THE PLAN

THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THE DEBTORS’ CHAPTER 11 CASES, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN, OR VOTED TO REJECT THE PLAN.