

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

UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK

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In re:	: Chapter 11
	: :
SOUND SHORE MEDICAL CENTER OF	: Case No. 13-22840 (RDD)
WESTCHESTER, <i>et al.</i> ,	: (Jointly Administered)
	: :
Debtors.	: :
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**SUMMARY SHEET OF THE FIFTH AND FINAL APPLICATION OF
 ALSTON & BIRD LLP FOR ALLOWANCE OF FEES AND REIMBURSEMENT
 OF EXPENSES AS COUNSEL FOR THE OFFICIAL COMMITTEE OF
 UNSECURED CREDITORS FOR THE PERIOD(I) OCTOBER 1, 2014 THROUGH
NOVEMBER 26, 2014 AND (II) JUNE 10, 2013 THROUGH NOVEMBER 26, 2014**

Name of Applicant:	Alston & Bird LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Current Application Period:	October 1, 2014 through November 26, 2014
Fees Requested:	\$102,808.75
Expenses Requested:	\$751.59
Total Amount Requested:	\$103,560.34
Final Application Period:	June 10, 2013 through November 26, 2014
Fees Requested:	\$1,151,958.75
Expenses Requested:	\$9,979.61
Total Amount Requested:	\$1,161,938.36

This is a(n): ___ monthly ___ interim X final application

Prior Applications Filed:

Docket No. Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
Docket No.: 262 Filed: 8/9/2013 (First Monthly Fee Statement)	6/10/2013 – 7/31/2013	\$315,615.25	\$2,963.79	\$252,492.20	\$2,963.79
Docket No.: 319 Filed: 9/10/2013 (Second Monthly Fee Statement)	8/1/2013 – 8/31/2013	\$61,722.50	\$632.22	\$50,010.22	\$632.22
Docket No. 359 Filed: 9/26/2013 (First Interim Fee Application)	6/10/2013 – 8/31/2013	\$377,337.75	\$3,596.01	\$375,406.25	\$3,596.01
Docket No. 386 Filed: 10/17/2013 (Third Monthly Fee Statement)	9/1/2013 – 9/30/2013	\$98,991.75	\$311.05	\$79,193.00	\$311.05
Docket No. 426 Filed: 11/8/2013 (Fourth Monthly Fee Statement)	10/1/2013 – 10/31/2013	\$171,737.00	\$2,146.79	\$137,389.60	\$2,146.79
Docket No. 482 Filed: 12/6/2013 (Fifth Monthly Fee Statement)	11/1/2013 – 11/30/2013	\$74,203.00	\$155.67	\$59,362.40	\$155.67
Docket No. 531 Filed: 1/7/2014 (Sixth Monthly Fee Statement)	12/1/2013 – 12/31/2013	\$45,055.00	\$313.29	\$36,044.00	\$313.29
Docket No. 547 Filed: 1/13/2014 (Second Interim Fee Application)	9/1/2013 – 12/31/2013	\$389,451.25	\$2,926.80	\$389,451.25	\$2,926.25

Docket No. Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
Docket No. 614 Filed: 3/3/2014 (Seventh Monthly Fee Statement)	1/1/2014 – 1/31/2014	\$29,151.00	\$255.48	\$23,320.80	\$255.48
Docket No. 635 Filed: 3/26/2014 (Eighth Monthly Fee Statement)	2/1/2014 – 2/28/2014	\$19,532.75	\$293.53	\$15,626.20	\$293.53
Docket No. 665 Filed: 4/14/2014 (Ninth Monthly Fee Statement)	3/1/2014 – 3/31/2014	\$22,947.50	\$1,1793.31	\$18,358.00	\$1,179.31
Docket No. 696 Filed: 5/15/2014 (Tenth Monthly Fee Statement)	4/1/2014 – 4/30/2014	\$32,750.50	\$486.83	\$26,056.40	\$486.83
Docket No. 715 Filed: 5/30/2014 (Third Interim Fee Application)	1/1/2014 - 4/30/2014	\$103,596.25	\$2,215.15	\$103,596.25	\$2,215.15
Docket No. 723 Filed: 6/10/2014 (Eleventh Monthly Fee Statement)	5/1/2014 – 5/31/2014	\$30,671.00	\$173.65	\$24,536.80	\$173.65
Docket No. 764 Filed: 7/17/2014 (Twelfth Monthly Fee Statement)	6/1/2014 – 6/31/2014	\$24,771.50	\$51.53	\$19,817.20	\$51.53
Docket No. 790 Filed: 8/7/2014 (Thirteenth Monthly Fee Statement)	7/1/2014 – 7/31/2014	\$43,257.50	\$117.38	\$34,860.80	\$117.38

Docket No. Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
Docket No. 818 Filed: 9/16/2014 (Fourteenth Monthly Fee Statement)	8/1/2014 – 8/31/2014	\$18,520.50	\$51.45	\$14,816.40	\$51.45
Docket No. 839 Filed: 10/06/2014 (Fifteenth Monthly Fee Statement)	9/1/2014 – 9/30/2014	\$63,475.75	\$96.05	\$50,780.60	\$96.05
Docket No. 854 Filed 10/10/2014 (Fourth Interim Fee Application)	5/1/2014 – 9/30/2014	\$180,696.25	\$490.06	\$180,696.25	\$490.06
Docket No. 911 Filed: 11/10/2014 (Sixteenth Monthly Fee Statement)	10/1/2014 – 10/31/2014	\$79,670.50	\$675.44	\$63,736.40	\$675.44
Docket No. 938 Filed: 12/4/2014 (Seventeenth Monthly Fee Statement)	11/1/2014 – 11/26/2014	\$23,138.25	\$76.15	\$18,510.360	\$76.15

COMPENSATION BY PROFESSIONAL

Current Application Period:

Timekeeper	First Year Admitted	Hours Worked	Billed Per Hour	Billed Amount
Partner				
Martin Bunin	1977	56.70	\$895.00	\$50,746.50
Martin Bunin	1977	2.70	\$447.50	\$1,208.25
Craig Freeman	1992	41.90	\$805.00	\$33,729.50
Craig Freeman	1992	2.80	\$402.50	\$1,127.00
David Godofsky	1982	1.30	\$780.00	\$1,014.00
Associate				
William Hao	2007	4.20	\$680.00	\$2,856.00
Fahad Saghir	2006	16.50	\$475.00	\$7,837.50

Timekeeper	First Year Admitted	Hours Worked	Billed Per Hour	Billed Amount
Paralegal				
Leslie Salcedo		13.20	\$325.00	\$4,290.00
Total		139.30		\$102,808.75

Blended Rate \$738.04

Blended Rate (excluding paralegal): \$781.27

Final Application Period:

Timekeeper	First Year Admitted	Hours Worked	Billed Per Hour	Billed Amount
Partner				
Martin Bunin	1977	118.00	\$895.00	\$105,610.00
Martin Bunin	1977	274.20	\$865.00	\$237,183.00
Martin Bunin	1977	4.70	\$447.50	\$2,103.25
Martin Bunin	1977	5.00	\$432.50	\$2,162.50
Craig Freeman	1992	227.70	\$805.00	\$183,298.50
Craig Freeman	1992	486.20	\$775.00	\$376,805.00
Craig Freeman	1992	14.00	\$402.50	\$5,635.00
Craig Freeman	1992	13.20	\$387.50	\$5,115.00
Jonathan Rose	19982	0.20	\$650.00	\$130.00
Noel Para	1981	45.60	\$760.00	\$34,656.00
David Godofsky	1982	11.80	\$780.00	\$9,204.00
David Godofsky	1982	11.60	\$760.00	\$8,816.00
Craig Pett	1985	0.20	\$685.00	\$137.00
Associate				
William Hao	2007	15.90	\$680.00	\$10,812.00
William Hao	2007	22.50	\$635.00	\$14,287.50
Fahad Saghir	2006	83.80	\$475.00	\$39,805.00
Fahad Saghir	2006	7.50	\$425.00	\$3,187.50
Peter Doyle	2008	11.80	\$440.00	\$5,192.00
John Spears	2009	17.20	\$630.00	\$10,836.00
John Spears	2009	82.90	\$550.00	\$45,595.00
Bethany Simmons	2013	0.40	\$470.00	\$188.00
Bethany Simmons	2013	47.70	\$405.00	\$19,318.50
Paralegal		0		0
Leslie Salcedo		61.80	\$325.00	\$20,085.00
Leslie Salcedo		45.50	\$315.00	\$14,332.50
Louis Costanzo		1.30	\$275.00	\$357.50
Megan Hare		0.40	\$205.00	\$82.00

Timekeeper	First Year Admitted	Hours Worked	Billed Per Hour	Billed Amount
Librarian				
Tina Zoccali		0.50	\$195.00	\$97.50
		1,611.60		\$1,155,031.25
Less Voluntary Reductions and Previously Agreed Upon Reductions				(\$3,072.50)
Total		1,611.60		\$1,151,958.75

Blended Rate: \$714.79

Blended Rate (excluding paralegals and librarian): \$745.12

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SOUND SHORE MEDICAL CENTER OF	:	Case No. 13-22840 (RDD)
WESTCHESTER, <i>et al.</i> ,	:	(Jointly Administered)
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**FIFTH AND FINAL APPLICATION OF ALSTON & BIRD LLP
FOR ALLOWANCE OF FEES AND REIMBURSEMENT
OF EXPENSES AS COUNSEL FOR THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR THE PERIOD (I) OCTOBER 1, 2014 THROUGH
NOVEMBER 26, 2014 AND (II) JUNE 10, 2013 THROUGH NOVEMBER 26, 2014**

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

Alston & Bird LLP (“A&B”), as attorneys for the Official Committee of Unsecured Creditors (the “Committee”) of Sound Shore Medical Center of Westchester and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby applies (the “Application”) to the Court pursuant to 11 U.S.C. § 330, and Bankruptcy Rule 2016(a), for final allowance of compensation for services rendered and reimbursement of necessary expenses incurred by A&B during (i) the period from October 1, 2014 through and including November 26, 2014 (the “Current Application Period”) and (ii) the period from June 10, 2013 through

November 26, 2014 (the “Final Application Period”). In support of the Application, A&B respectfully represents as follows:

1. A&B submits this Application for (i) final allowance and payment of compensation in the total amount of \$102,808.75 and reimbursement of expenses in the total amount of \$751.59 for the Current Application Period and (ii) final allowance and payment of compensation in the total amount of \$1,151,958.75 and reimbursement of expenses in the total amount of \$9,979.61 for the Final Application Period. In support of this Application, and as described below, A&B submits chronological and detailed records of its time charges and a summary of disbursement charges during the Current Application Period attached as exhibits hereto for which A&B seeks allowance and payment. With respect to the other portions of the Final Application Period, such information was included in A&B’s prior interim applications and is incorporated herein by reference. This Application is A&B’s fifth and final application for compensation and reimbursement of expenses in these cases. A&B’s first interim application (Docket No. 359; the “First Interim Fee Application”) reflected fees in the amount of \$377,337.75 and expenses in the amount of \$3,596.01. By order dated December 16, 2013, A&B was allowed interim fees in the amount of \$375,406.25 and awarded interim expenses in the amount of \$3,596.01. With respect to the First Interim Fee Application, A&B has been paid \$375,406.25 in fees and \$3,596.01 in expenses. A&B’s second interim fee application (Docket No. 547; the “Second Interim Fee Application”) reflected fees in the amount of \$389,451.25 and expenses in the amount of \$2,926.80. By order dated February 14, 2014, A&B was allowed interim fees in the amount of \$389,451.25 and awarded interim expenses in the amount of \$2,926.80. With respect to the Second Interim Fee Application, A&B has been paid fees in the

amount of \$389,986.75¹ and \$2,926.80 in expenses. A&B's third interim fee application (Docket No. 715; the "Third Interim Fee Application") reflected fees in the amount of \$103,596.25 and expenses in the amount of \$2,215.15. By order dated July 1, 2014, A&B was allowed interim fees in the amount of \$103,596.25 and awarded interim expenses in the amount of \$2,215.15. With respect to the Third Interim Fee Application, A&B has been paid fees in the amount of \$104,201.75² and \$2,215.15 in expenses. A&B's fourth interim fee application (Docket No. 854; the "Fourth Interim Fee Application," together with the First Interim Fee Application, the Second Interim Fee Application and the Third Interim Fee Application, the "Prior Interim Fee Applications") reflected fees in the amount of \$180,696.25 and expenses in the amount of \$490.06. By ordered dated November 5, 2014, A&B was allowed interim fees in the amount of \$180,696.25 and awarded interim expenses in the amount of \$490.06. With respect to the Fourth Interim Fee Application, A&B has been paid fees in the amount of \$179,155.25 and \$490.06 in expenses.

2. Pursuant to the Interim Order Pursuant to 11 U.S.C. §§ 105 and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (Docket No. 148), A&B has previously filed the following monthly statements of fees and expenses with respect to the fees and expenses reflected for the Current Application Period: (i) statement of fees and expenses for the month of October 2014 reflecting fees in the amount of \$79,670.50 and expenses in the amount of \$675.44; and (ii) statement of fees and expenses covering the period November 1, 2014 through November 26, 2014 reflecting fees in the amount of \$23,138.25 and

¹ As noted in the Second Interim Fee Application, A&B took a voluntary reduction of fees in the amount of \$535.50. A&B was overpaid in fees in the amount of \$535.50 in connection with its Second Interim Fee Application. A&B credited A&B's August 2014 monthly statement in the amount of \$535.50.

² As noted in Third Interim Fee Application, A&B took a voluntary reduction of fees in the amount of \$605.50. A&B was overpaid in fees in the amount of \$605.50 in connection with its Third Interim Fee Application. A&B credited A&B's August 2014 monthly statement in the amount of \$605.50.

expenses in the amount of \$76.15. A&B has been paid 80% of the fees and 100% of the expenses with respect to its statement for October 2014. A&B has not received any payments with respect to its monthly statement for November 1, 2014 through November 26, 2014.

BACKGROUND

3. On May 29, 2013 (the “Petition Date”), the Debtors filed voluntary petitions for reorganization under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”). Since the Petition Date, the Debtors have remained as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

4. On June 10, 2013, the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code.

5. On June 10, 2013, the Committee selected A&B as its counsel. On August 5, 2013, the Court entered an order approving A&B’s retention as counsel to the Committee, effective as of June 10, 2013.

6. On November 6, 2014, the United States Bankruptcy Court for the Southern District of New York entered an order (Docket No. 908; the “Confirmation Order”) confirming the *First Amended Plan of Liquidation Under Chapter 11 of the Bankruptcy Code of Sound Shore Medical Center of Westchester, et al.* (Docket No. 821; the “Plan”).

7. On November 26, 2014, the Plan became effective (the “Effective Date”). Pursuant to the terms of the Confirmation Order and Plan, all professionals retained in these Chapter 11 cases must file final fee applications for all fees and expenses incurred through the Effective Date within 60 days of the Effective Date.

THE APPLICATION

8. This Application seeks final allowance and payment of fees for services rendered

by A&B as counsel to the Committee, as well as reimbursement of actual, necessary expenses incurred by A&B in that capacity, during the Current Application Period and the Final Application Period. A&B has not been paid, and has not received, any retainer, advance or other amount from any source on account of the representation of the Committee in these cases, except pursuant to A&B's statements of fees and expenses, the First Interim Fee Application, the Second Interim Fee Application, the Third Interim Fee Application and the Fourth Interim Fee Application. In addition, A&B has no agreement or understanding with any other entity concerning the fixing, payment or division of the requested compensation and expenses.

9. A&B seeks compensation for 139.30 hours of services performed in representing the Committee in these cases for the Current Application Period and 1,608.60 hours of services performed in representing the Committee in these cases during the Final Application Period. The names, hourly billing rates, and total hours and fees charged by A&B for each of the A&B personnel who billed for services performed for the Committee during the Current Application Period and Final Application Period are summarized on Exhibit A.

10. A&B's attached detailed time records for the Current Application Period are contained in Exhibits B1 and B2. The value of A&B's time charged for services performed during the reporting period has been organized and subdivided into separate submatters. Detailed time records for the remainder of the Final Application Period were previously filed with the Bankruptcy Court and attached to A&B's Prior Interim Fee Applications.

11. All services rendered by A&B personnel for the Committee during the Current Application Period and Final Application Period were performed in connection with the representation of the Committee in these Chapter 11 cases.

12. A&B also seeks reimbursement of expenses incurred in connection with its representation of the Committee during the period covered by this Application. A summary of all disbursements with respect to the Current Application Period and the Final Application Period, divided by category and amount, is attached as Exhibit C.

SERVICES RENDERED

13. During the Current Application Period, A&B performed a variety of bankruptcy and related services for the Committee which are set forth in A&B's detailed time records attached hereto. A brief summary of the services performed by A&B during the Current Application Period is provided below. As more fully set forth in A&B's detailed time records attached hereto, A&B reviewed pleadings filed in these cases during the Current Application Period and communicated with the Committee, Debtors' counsel and others regarding pending matters. In addition, A&B attended a hearing before the Court to represent the Committee's interests in these cases. A&B also incorporates herein by reference the descriptions of services rendered for the Final Application Period in the Prior Interim Fee Applications.

Case Administration

(Fees \$483.00; Hours: 0.60)

14. During the Current Application Period, A&B performed services relating to the administration of the Debtors' chapter 11 cases. Specially, A&B (i) monitored the docket and reviewed various filings (including the Debtors' agenda for the November 3, 2014 hearing); and (ii) reviewed correspondence regarding the resignation of Stan Buturla.

Asset Disposition

(Fees \$4,241.50; Hours: 4.90)

15. During the Current Application Period, A&B performed services relating to the

sale of the Debtors' assets. Specifically, A&B (i) conferenced with professionals regarding the reconciliation of funds due from and due to the Debtors' estates related to the Debtors' sale of assets to Montefiore Medical Center; (ii) conferenced with the Debtors' counsel regarding the Montefiore reconciliation; and (iii) reviewed settlement stipulations and modified APA stipulation regarding reconciliation with Montefiore.

Relief from Stay/Adequate Protection Proceedings

(Fees \$644.00; Hours: 0.80)

16. During the Current Application Period A&B performed services on behalf of the Committee relating to motions for relief from stay and adequate protection proceedings, including the review of various stipulations modifying the automatic stay to permit medical malpractice claims to proceed in state court and limit the claimants' recoveries to the proceeds of available insurance.

Meetings and Communications with the Committee

(Fees \$2,695.50; Hours: 3.30)

17. During the Current Application Period, A&B communicated with the Committee regarding, among other things, (i) the Plan, (ii) the likely distribution to unsecured creditors; (iii) the settlement with Beena John, a medical malpractice claimant; (iv) the fee applications; and (v) the Polsky Advisors LLC retention application and the Getzler Henrich & Associates LLC retention application. In addition A&B reviewed a letter received from Allen Harpe, a claimant who is currently incarcerated, and responded to it.

Fee/Employment Applications

(Fees \$9,923.00; Hours: 20.00)

18. During the Current Application Period, A&B performed services relating to: (i)

the fourth interim fee application of A&B and the second interim fee application of Deloitte Transactions and Business Analytics LLP, as financial advisor to the Committee; (ii) Deloitte Financial Advisory Service LLP's monthly statements of fees and expenses as financial advisors to the Committee; (iii) the Polsky Advisors LLC retention application, as financial advisor to the Committee; (iv) the Getzler Henrich & Associates LLC retention application, financial advisors to the Committee; and (v) the review of the *Statement of No Objection of the United States Trustee Regarding Applications for Fourth Interim Compensation* (Docket No. 869).

Fee/Employment Objections

(Fees \$2,173.50; Hours: 2.70)

19. During the Current Application Period, A&B performed services related to the employment and fees of professionals for other parties in these cases. Specifically, A&B (i) reviewed the monthly statements of fees and expenses submitted by other professionals; and (ii) reviewed the interim fee applications submitted by other professionals.

Claims Administration and Objections³

(Fees \$45,715.50; Hours: 60.40)

20. During the Current Application Period, A&B attorneys worked on matters related to claims administration and claims-related issues. In connection with the withdrawal liability claims of the NYSNA Pension Plan, a multi-employer pension plan, A&B (i) reviewed the calculation of the claims by Buck Consultants, on behalf of the NYSNA Pension Plan; (ii) researched the NYSNA Pension Plan's assertions that the withdrawal liability claims were entitled to administrative expense and/or priority status; (iii) prepared emails to counsel for the NYSNA Pension Plan regarding our review and research; (iv) communicated with the Debtors'

³ This category includes 5.80 hours which was inadvertently billed to the wrong task code in A&B's October monthly statement and A&B's November monthly statement.

professionals regarding A&B's analysis of the claims; and (v) began discussing the possible settlement of the claims with counsel for the NYSNA Pension Plan and the Debtors.

21. In connection with the withdrawal liability claim of the Industry and Local 338 Pension Fund, a multi-employer pension plan (the "Local 338 Fund"), A&B (i) reviewed the calculation of the claim by the Segal Company on behalf of the Local 338 Fund; (ii) researched the Local 338 Fund's assertions that an allocated portion of the claim was entitled to administrative expense priority; (iii) explained the objections of the Debtors' estates to the Local 338 Fund's claim in writing to counsel for the Local 338 Fund; (iv) communicated with Debtors' counsel regarding the claim issues; and (v) began settlement discussions with counsel for the Local 338 Fund.

22. Additionally, A&B reviewed 3M's motion to allow and compel payment of its administrative expense claim, and R. Oyague's request to reclassify his claim.

Plan and Disclosure Statement

(Fees \$26,446.00 Hours: 31.60)

23. During the Current Application Period, A&B performed services relating to a the Debtors' plan and disclosure statement. Specifically, A&B (i) reviewed and revised the draft plan supplement; (ii) considered potential confirmation issues; (iii) reviewed the order approving the disclosure statement; (iv) researched the covered medical professionals' injunction; (v) reviewed the Debtors' draft memo of law in support of confirmation; (vi) reviewed the confirmation objections filed; (vii) reviewed the certification of ballots; (viii) reviewed the draft confirmation order; and (x) prepared for and attended the confirmation hearing.

Litigation/Adversary Proceeding

(Fees \$8,071.00; Hours: 9.40)

24. During the Current Application Period, A&B performed services relating to litigation matters involving the Debtors, including (i) the review of the Debtors' directors' and officers' liability insurance policies and related documentation; (ii) the review and analysis of possible claims of the Debtors' estates against the Debtors' directors and officers; and (iii) conferenced with the Committee's financial advisors and Debtors' counsel regarding possible claims against directors and officers.

Reporting

(Fees \$80.50; Hours: 0.10)

25. During the Current Application Period, A&B performed services relating to reports filed in these cases, which included reviewing the Debtors' monthly operating report.

Travel

(Fees \$2,335.25; Hours: 5.50)

26. During the Current Application Period, A&B spent time traveling while representing the Committee. A&B billed the Debtors at one-half the normal billing rates for non-working travel.

PROPRIETY OF COMPENSATION SOUGHT

27. The Bankruptcy Court is authorized, pursuant to section 330 of the Bankruptcy Code, to award fees for services rendered and expenses incurred by attorneys and other professional persons representing debtors or official committees.

28. Under section 330(a)(3) of the Bankruptcy Code, in determining the amount of reasonable compensation to be awarded, the Court considers the nature, the extent, and the value

of the services, taking into account all relevant factors, including: (A) the time spent on the services; (B) the rates charged for the services; (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, the bankruptcy cases; (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than bankruptcy cases. *See* 11 U.S.C. § 330(a)(3).

29. A&B submits that the services rendered by A&B to the Committee during the Current Application Period and Final Application Period, as described in the Application and in A&B's time records which are attached as Exhibit B1 and B2 to the Application and attached to the Prior Interim Fee Applications (and summarized in Exhibit A), meet or exceed the standards set forth in section 330 of the Bankruptcy Code for determining the propriety of professional fees sought from the estate.

NECESSARY EXPENSES INCURRED IN THESE CASES

30. Section 330(a)(1)(B) of the Bankruptcy Code allows the Court to reimburse A&B for its "actual, necessary expenses" incurred in these cases. 11 U.S.C. § 330(a)(1)(B). In the course of its representation of the Committee during the Current Application Period, A&B has incurred expenses. A detailed list of those expenses is included in Exhibit C.

31. Document Production. A&B seeks in-house photocopying (document production) expenses at \$.10 per page totaling \$502.90.

32. UPS and Postage. A&B seeks reimbursement for UPS charges of \$16.55, and postage charges of \$137.99.

33. Other. A&B seeks Pacer Service Center expenses of \$3.90, and travel charges of \$90.25.

CONCLUSION

34. A&B respectfully submits that A&B's request for final compensation in the sum of \$102,808.75 for the Current Application Period and \$1,151,958.78 for the Final Application Period constitutes a fair and reasonable request for the quality and nature of the services performed. A&B further submits that its request for reimbursement of out-of-pocket expenses in the amount of \$751.59 for the Current Application Period and \$9,979.61 for the Final Application Period is fair and reasonable and that such sums were necessarily expended by A&B in the performance of its responsibilities.

WHEREFORE, for all of the foregoing reasons, pursuant to sections 330 of the Bankruptcy Code, A&B respectfully requests that this Court enter an order: (a) awarding A&B final allowance of compensation in the amount of \$102,808.75 and reimbursement of out-of-pocket expenses in the amount \$751.59 for the Current Application Period and directing payment of the foregoing sums to the extent not previously paid, (b) awarding A&B final allowance of compensation in the amount of \$1,151,958.75 and reimbursement of out-of-pocket expenses in the amount of \$9,979.61 for the Final Application Period and directing payment of the foregoing sums to the extent not previously paid, and (c) granting A&B such other and further relief as this Court deems just and proper.

Dated: New York, New York
January 22, 2015

ALSTON & BIRD LLP

By: /s/ Martin G. Bunin

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Craig E. Freeman
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Debtors.	:
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CERTIFICATION

MARTIN G. BUNIN, Esq., makes the following certification, pursuant to the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases dated January 29, 2013 (the “Local Guidelines”) and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines” and collectively with the Local Guidelines, the “Guidelines”) with respect to the fifth interim and final application of Alston & Bird LLP (“A&B”) for compensation and reimbursement of expenses (the “Application”).

1. I am a member of the firm of A&B.
2. I have read the Application. To the best of my knowledge, information and belief formed after reasonable inquiry, the Application complies with the mandatory Guidelines. To the best of my knowledge, information and belief formed after reasonable

inquiry, the fees and expenses sought fall within the Guidelines. Except to the extent that fees or disbursements are prohibited by the Guidelines, fees and expenses sought are billed at rates and in accordance with practices customarily employed by A&B and generally accepted by A&B's clients.

3. The Office of the United States Trustee, Debtors' counsel and members of the Official Committee of Unsecured Creditors (the "Committee") will be furnished with copies of the Application.

4. The Debtors, Debtors' counsel and the Office of the United States Trustee have been provided with A&B's statements of fees and expenses for the months covered by the Application.

5. The members of the Committee will have had an opportunity to review the Application prior to the date of the hearing scheduled for the Application.

6. To the best of my knowledge, A&B does not make a profit on any of the expenses for which reimbursement is sought in the Application. To the best of my knowledge, in charging for any and all of the expenses, A&B does not include in the amount sought the amortization of the cost of any investment, equipment or capital outlay. To the best of my knowledge, in seeking reimbursement for a service which A&B justifiably purchased or contracted for from a third party, A&B requests reimbursement only for the amount billed to A&B by the third-party vendor and paid by A&B to such vendor.

7. I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
January 22, 2015

/s/ Martin G. Bunin
Martin G. Bunin

EXHIBIT A

COMPENSATION BY PROFESSIONAL

Current Application Period:

Timekeeper	First Year Admitted	Hours Worked	Billed Per Hour	Billed Amount
Partner				
Martin Bunin	1977	56.70	\$895.00	\$50,746.50
Martin Bunin	1977	2.70	\$447.50	\$1,208.25
Craig Freeman	1992	41.90	\$805.00	\$33,729.50
Craig Freeman	1992	2.80	\$402.50	\$1,127.00
David Godofsky	1982	1.30	\$780.00	\$1,014.00
Associate				
William Hao	2007	4.20	\$680.00	\$2,856.00
Fahad Saghir	2006	16.50	\$475.00	\$7,837.50
Paralegal				
Leslie Salcedo		13.20	\$325.00	\$4,290.00
Total		139.30		\$102,808.75

Blended Rate \$738.04

Blended Rate (excluding paralegal): \$781.27

Final Application Period:

Timekeeper	First Year Admitted	Hours Worked	Billed Per Hour	Billed Amount
Partner				
Martin Bunin	1977	118.00	\$895.00	\$105,610.00
Martin Bunin	1977	274.20	\$865.00	\$237,183.00
Martin Bunin	1977	4.70	\$447.50	\$2,103.25
Martin Bunin	1977	5.00	\$432.50	\$2,162.50
Craig Freeman	1992	227.70	\$805.00	\$183,298.50
Craig Freeman	1992	486.20	\$775.00	\$376,805.00
Craig Freeman	1992	14.00	\$402.50	\$5,635.00
Craig Freeman	1992	13.20	\$387.50	\$5,115.00
Jonathan Rose	1992	0.20	\$650.00	\$130.00
Noel Para	1981	45.60	\$760.00	\$34,656.00
David Godofsky	1982	11.80	\$780.00	\$9,204.00
David Godofsky	1982	11.60	\$760.00	\$8,816.00
Craig Pett	1985	0.20	\$685.00	\$137.00
Associate				
William Hao	2007	15.90	\$680.00	\$10,812.00
William Hao	2007	22.50	\$635.00	\$14,287.50
Fahad Saghir	2006	83.80	\$475.00	\$39,805.00

Timekeeper	First Year Admitted	Hours Worked	Billed Per Hour	Billed Amount
Fahad Saghir	2006	7.50	\$425.00	\$3,187.50
Peter Doyle	2008	11.80	\$440.00	\$5,192.00
John Spears	2009	17.20	\$630.00	\$10,836.00
John Spears	2009	82.90	\$550.00	\$45,595.00
Bethany Simmons	2013	0.40	\$470.00	\$188.00
Bethany Simmons	2013	47.70	\$405.00	\$19,318.50
Paralegal		0		0
Leslie Salcedo		61.80	\$325.00	\$20,085.00
Leslie Salcedo		45.50	\$315.00	\$14,332.50
Louis Costanzo		1.30	\$275.00	\$357.50
Megan Hare		0.40	\$205.00	\$82.00
Librarian				
Tina Zoccali		0.50	\$195.00	\$97.50
		1,611.60		\$1,155,031.25
Less Voluntary Reductions and Previously Agreed Upon Reductions				(\$3,072.50)
Total		1,611.60		\$1,151,958.75

Blended Rate: \$714.79

Blended Rate (excluding paralegals and librarian): \$745.12

EXHIBIT B

Current Application Period

COMPENSATION BY PROJECT CATEGORY			
Task Code	Hours Worked	Billed Per Hour	Bill Amount
B110 – Case Administration	0.60	\$805.00	\$483.00
B130 – Asset Disposition	4.90	\$865.61	\$4,241.50
B140 – Relief from Stay/Adequate Protection Proceeding	0.80	\$805.00	\$644.00
B150 – Meetings and Communications with Committee	3.30	\$816.82	\$2,695.50
B160 – Fee/Employment Applications	20.00	\$496.15	\$9,923.00
B170 – Fee/Employment Objections	2.70	\$805.00	\$2,173.50
B310 – Claims Administration and Objections	60.40	\$756.88	\$45,715.50
B320 – Plan and Disclosure Statement	31.60	\$836.90	\$26,446.00
L440 – Litigation/Adversary Proceedings	9.40	\$858.62	\$8,071.00
P220 – Reporting	0.10	\$805.00	\$80.50
P280 - Travel	5.50	\$424.59	\$2,335.25
Total	139.30	\$738.04	\$102,808.75

Current Application Period

COMPENSATION BY PROJECT CATEGORY			
Task Code	Hours Worked	Billed Per Hour	Bill Amount
B110 – Case Administration	73.40	\$742.37	\$54,490.00
B120 – Asset Analysis and Recovery	15.10	\$679.11	\$10,254.50
B130 – Asset Disposition	286.80	\$802.47	\$230,148.50
B140 – Relief from Stay/Adequate Protection Proceeding	9.60	\$804.06	\$7,719.00
B150 – Meetings and Communications with Committee	103.70	\$804.17	\$83,392.50
B160 – Fee/Employment Applications	133.60	\$485.16	\$64,817.00
B170 – Fee/Employment Objections	24.20	\$773.80	\$18,726.00
B185 – Assumption and Rejection of Leases	5.50	808.27	\$4,445.50
B210 – Business Operations	38.20	\$797.07	\$30,448.00
B220 – Employee Benefits/Pensions	12.30	\$833.78	\$10,255.50
B230 – Financing Cash Collateral	365.70	\$701.26	\$256,451.50
B310 – Claims Administration and Objections	263.70	\$674.01	\$177,736.00
B320 – Plan and Disclosure Statement	122.90	\$826.91	\$101,627.50
L440 – Litigation/Adversary Proceedings	113.30	\$753.38	\$85,357.50
P220 – Reporting	3.70	\$812.30	\$3,005.50
P280 - Travel	36.90	\$406.93	\$15,015.75
Total	1,608.60	\$717.33	\$1,153,890.25
Less Previously Agreed Upon Reductions			(\$1,931.50)
Total Requested			\$1,151,958.75

EXHIBIT B1

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

*Counsel for the Official Committee
 of Unsecured Creditors*

UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK

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

**ALSTON & BIRD LLP'S STATEMENT OF FEES AND EXPENSES
 FOR THE PERIOD OCTOBER 1, 2014 THROUGH OCTOBER 31, 2014**

Alston & Bird LLP ("A&B"), counsel for the Official Committee of Unsecured Creditors appointed in the above-captioned cases (the "Committee"), submits this statement of fees and expenses for the period October 1, 2014 through October 31, 2014. This statement reflects fees in the amount of \$79,670.50 and expenses in the amount of \$675.44. Pursuant to the Interim Order Pursuant to 11 U.S.C. §§ 105 and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (Docket No. 148), A&B requests payment at this time of 80% of its fees (\$63,736.40) and 100% of its expenses (\$675.44).

A summary of the professionals who provided services for the period October 1, 2014 through October 31, 2014, their respective billing rates, and the aggregate hours spent by each are located at the end of attached invoice.

Dated: November 10, 2014
New York, New York

ALSTON & BIRD LLP

By: /s/ Martin G. Bunin

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

*Counsel for the Official Committee of
Unsecured Creditors*

ATLANTA
CHARLOTTE
DALLAS
LOS ANGELES
NEW YORK
RESEARCH TRIANGLE
SILICON VALLEY
WASHINGTON
BRUSSELS

ALSTON & BIRD LLP

90 PARK AVENUE
NEW YORK, NEW YORK 10016-1387
(212) 210-9400
FAX: (212) 210-9444
www.alston.com

Tax ID # 58-0137615

PLEASE SEND PAYMENT WITH REMITTANCE COPY TO:

P. O. Box 933124
Atlanta, GA 31193-3124

Official Committee of Unsecured Creditors of Sound Shore
Medical Center

November 10, 2014
Client: 061270
Matter: 435002
Invoice #: 10702785
MARTIN BUNIN

INVOICE SUMMARY

Re: Chapter 11

Services Billed	\$79,670.50
Other Charges	\$675.44
Invoice Total	\$80,345.94

TERMS: DUE UPON RECEIPT

ELECTRONIC FUNDS TRANSFER INFORMATION

Wells Fargo Bank N.A., 171 17th Street, 7th Floor, Atlanta, Georgia 30363

For the Account Of: Alston & Bird LLP

ACH ROUTING#: 061000227 WIRE ROUTING#: 121000248

Account #: 2000016952111 Swift Code: WFBUIUS6S

PLEASE REFERENCE INVOICE NUMBER(S) ON WIRE

Services or other charges, which either have not been received or processed, will appear on a later statement.

ATLANTA
CHARLOTTE
DALLAS
LOS ANGELES
NEW YORK
RESEARCH TRIANGLE
SILICON VALLEY
WASHINGTON
BRUSSELS

ALSTON & BIRD LLP

90 PARK AVENUE
NEW YORK, NEW YORK 10016-1387
(212) 210-9400
FAX: (212) 210-9444
www.alston.com

Tax ID # 58-0137615

PLEASE SEND PAYMENT WITH REMITTANCE COPY TO:

P. O. Box 933124
Atlanta, GA 31193-3124

Official Committee of Unsecured Creditors of Sound Shore
Medical Center

November 10, 2014
Client: 061270
Matter: 435002
Invoice #: 10702785
MARTIN BUNIN

Re: Chapter 11

For services rendered on the above-referenced matter through October 31, 2014:

DATE	TIMEKEEPER	HOURS	AMOUNT	DESCRIPTION
10/01/2014	CRAIG FREEMAN	1.80	1,449.00	Review D&O policies and related documents from Berbit (1.2); follow up review and consideration re Monday's meeting re potential litigation claims (.6). TASK: L440
10/02/2014	MARTIN BUNIN	1.70	1,521.50	Review Sound Shore and Mt. Vernon D&O policies, run off endorsements and premium invoices. TASK: L440
10/03/2014	MARTIN BUNIN	1.90	1,700.50	Draft form of letter to Local 338 Fund's lawyer explaining our objection to Local 338 Fund's withdrawal liability claim, and review e-mails and claims information to do so (1.7). Call to F. Saghir re same (.2). TASK: B310
10/03/2014	CRAIG FREEMAN	0.20	161.00	Call with Green re plan (.1); check plan and follow up call with Green re plan (.1). TASK: B150
10/03/2014	CRAIG FREEMAN	0.20	161.00	Review filed Jackson stipulation (.1); review filed Reece stipulation (.1). TASK: B140
10/03/2014	FAHAD SAGHIR	0.30	142.50	Draft memo to David Godofsky regarding comments on withdrawal liability calculation. TASK: B310

November 10, 2014
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ALSTON & BIRD LLP

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10/03/2014	FAHAD SAGHIR	0.20	95.00	Conference with Marty Bunin regarding NYSNA claims. TASK: B310
10/03/2014	FAHAD SAGHIR	3.40	1,615.00	Review actuarial valuation, collective bargaining agreements and plan documents for NYSNA. TASK: B310
10/03/2014	LESLIE SALCEDO	1.30	422.50	Revised AB fourth interim fee application. TASK: B160
10/05/2014	DAVID GODOFSKY	0.60	468.00	Draft letter regarding withdrawal liability claim. TASK: B310
10/06/2014	MARTIN BUNIN	1.50	1,342.50	Read letter from inmate Allen Harper and prepare response (1.3). Office conference with L. Salcedo re whether he filed a POC and how his claim was scheduled (.1). Email to A. Berkowitz re same (.1). TASK: B150
10/06/2014	MARTIN BUNIN	2.80	2,506.00	Review D. Godofsky's revised draft letter to Local 338 Pension Fund (.3). Review Local 338 claim issues (1.5). Research administrative expense withdrawal liability claim (1.0). TASK: B110
10/06/2014	CRAIG FREEMAN	0.30	241.50	Call with McCabe re plan and related matters. TASK: B150
10/06/2014	CRAIG FREEMAN	0.10	80.50	Review filed Alvarado stipulation. TASK: B140
10/06/2014	CRAIG FREEMAN	0.80	644.00	Review draft A&B fourth interim fee application (.4); meet with Salcedo re same (.2); review revised draft (.2).

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TASK: B160

10/06/2014	FAHAD SAGHIR	0.30	142.50	Review letter to Elizabeth O' Leary regarding assumptions for withdrawal liability. Draft correspondence to David Godofsky regarding same.
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TASK: B310

10/06/2014	LESLIE SALCEDO	3.50	1,137.50	File and serve AB's monthly statement (.50); Prepare and filed related affidavit of service (.20); Revised AB's fourth interim fee application (1.30); Meeting with C. Freeman re comments to AB's fourth interim fee application (.20); Further revisions to the fourth interim fee application with comments from C. Freeman and M. Bunin (1.30)
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TASK: B160

10/06/2014	LESLIE SALCEDO	0.20	65.00	Meeting with M. Bunin re Harper proof of claim (.10); Review claims registry for same (.10)
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TASK: B150

10/07/2014	MARTIN BUNIN	1.60	1,432.00	Review F. Saghir's email on the Buck Consultants' withdrawal liability calculation (.3). Draft email to B. Weston re NYSNA Pension Fund calculation and email to F. Saghir and D. Godofsky (.7). Review F. Saghir's comments, update and send (.2). Read M. Terrano email re same and respond (.4).
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TASK: B310

10/07/2014	CRAIG FREEMAN	0.10	80.50	Review emails re NYSNA withdrawal liability claims.
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TASK: B310

10/07/2014	FAHAD SAGHIR	1.50	712.50	Draft memo to Marty Bunin regarding review of withdrawal liability assumptions for NYSNA (.8). Conference with Marty Bunin and correspondence with David Godofsky regarding same (.7)
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TASK: B310

10/08/2014	CRAIG FREEMAN	0.10	80.50	Review Bunin's email re withdrawal liability claims; check prior emails.
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November 10, 2014
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ALSTON & BIRD LLP

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TASK: B310

10/08/2014	CRAIG FREEMAN	0.20	161.00	Review filed Edjang stipulation (.1); review filed Lombardi stipulation (.1).
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TASK: B140

10/08/2014	CRAIG FREEMAN	0.30	241.50	Review Garfunkel September statement.
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TASK: B170

10/08/2014	WILLIAM HAO	1.00	680.00	Research re pension plan withdrawal liability and priority issues.
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TASK: B310

10/09/2014	CRAIG FREEMAN	0.10	80.50	Review Berbit's email re forensic question/cost for searching emails and email Bunin re same.
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TASK: L440

10/10/2014	CRAIG FREEMAN	0.30	241.50	Review Deloitte August and September statements (.1); review Deloitte interim fee application (.2).
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TASK: B160

10/10/2014	WILLIAM HAO	1.00	680.00	Research re state of Second Circuit law on withdrawal liability claims.
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TASK: B310

10/10/2014	LESLIE SALCEDO	2.70	877.50	Prepare for filing of AB's fourth interim fee application and related exhibits (.60); Emails with Deloitte re interim fee application (.20); Review and revised Deloitte's interim fee application with hearing and objection deadline information (.20); Prepare for and file Deloitte's monthly fee statements (.50); File AB's fourth interim fee application (.40); File Deloitte's second interim fee application (.30); Serve AB's fourth interim fee application, Deloitte's monthly fee statements, and Deloitte's second interim fee application (.50)
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TASK: B160

November 10, 2014
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10/12/2014	WILLIAM HAO	2.00	1,360.00	Research re withdrawal liability claim issues in connection with union claims. TASK: B310
10/13/2014	MARTIN BUNIN	3.70	3,311.50	Review W. Hao email on research on whether a portion of pension withdrawal liability claims may have administrative expense status and read cases (1.5). Review law on subordination of 50% of withdrawal liability claims in a liquidation (1.8). Call to B. Weston and email him W. Hao's research (.2). Call to A. Kalter re settlement of NYSNA withdrawal claim (.2). TASK: B310
10/13/2014	CRAIG FREEMAN	2.10	1,690.50	Review and revise draft plan supplement, including checking plan and disclosure statement and checking correct name for PWC (1.8); email to Berkowitz attaching revised plan supplement (clean and blackline) (.1); review filed plan supplement (.2). TASK: B320
10/13/2014	CRAIG FREEMAN	0.10	80.50	Review email from Bunin re withdrawal liability. TASK: B310
10/14/2014	MARTIN BUNIN	0.70	626.50	Revise draft letter to Local 338 Fund on its withdrawal claim (.6). Office conference with W. Hao re research on Section 1405(b) of ERISA (.1). TASK: B310
10/14/2014	MARTIN BUNIN	0.30	268.50	Meeting with F. Saghir regarding letter to the Debtors' counsel regarding withdrawal liability assumptions. TASK: B310
10/14/2014	CRAIG FREEMAN	0.40	322.00	Consider potential confirmation issues. TASK: B320
10/14/2014	WILLIAM HAO	0.10	68.00	Conference with M. Bunin re research on Section 1405(b) of ERISA.

November 10, 2014
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TASK: B310

10/14/2014	FAHAD SAGHIR	0.30	142.50	Conference with Marty Bunin regarding letter to the debtor's counsel regarding withdrawal liability assumptions.
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TASK: B310

10/15/2014	CRAIG FREEMAN	0.90	724.50	Review and reply to Berbit's email re preferences (.2); review email from Axenrod re avoidance actions and email Bunin, Berbit and Polsky re same (.1); review Berbit's reply and reply to Axenrod's email (.1); review re potential preference recoveries (.5).
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TASK: L440

10/15/2014	CRAIG FREEMAN	0.20	161.00	Review emails re letter to counsel for Local 338 pension fund, including attached letter (.1); review Weston's email re fund claims (.1).
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TASK: B310

10/15/2014	CRAIG FREEMAN	2.10	1,690.50	Review Garfunkel fourth interim fee application (.6); review GCG first interim fee application (.3); review Garbarini first interim fee application and email Shah to request time records (.2); review Ward Greenberg first interim fee application (.2); check prior emails re Ward Greenberg retention and check the retention application (.2); email Weston re Ward Greenberg (.2); review Garbarini time records from Shah (.4).
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TASK: B170

10/15/2014	CRAIG FREEMAN	0.20	161.00	Call with Berkowitz re action against a physician and whether it needs to be listed in plan supplement (.1); review and reply to Berbit's email re consolidation; check objection deadline re confirmation (.1).
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TASK: B320

10/15/2014	DAVID GODOFSKY	0.20	156.00	Review and edit letter regarding pension withdrawal liability claim.
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TASK: B310

November 10, 2014
 Client: 061270
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10/15/2014	FAHAD SAGHIR	0.50	237.50	Review letter to the counsel of Industry and Local 338 Pension Fund. Provide comments to Marty Bunin regarding same. TASK: B310
10/16/2014	MARTIN BUNIN	1.50	1,342.50	Review NYSNA withdrawal liability calculation and calculation of why NYSNA's allocation to admin. expense might be (1.2). Review B. Weston email on 1199 claims (.3). TASK: B310
10/16/2014	CRAIG FREEMAN	0.50	402.50	Review email from Axenrod requesting preference list exhibits to plan supplement in a different form and email Weston, Shah and Berkowitz re same and send follow up email (.2); call with Berkowitz re same and also discuss addressing substantive consolidation in Debtors' memo of law in support of confirmation (.2); reply to Axenrod's email; review his reply and reply to it (.1). TASK: L440
10/17/2014	MARTIN BUNIN	0.80	716.00	Finalize and send out responsive letter to the Teamsters' pension fund (.6). Call from B. Weston re calculation of Teamsters' claim and possible settlement of the NYSNA Fund claim (.2). TASK: B310
10/17/2014	MARTIN BUNIN	0.50	447.50	Review emails from Stan Buturla to prepare for conference call re resignation and his post-petition claims (.2). Conference call with debtors' counsel, A. Berbitt, C. Freeman and D. Polsky re same (.3). TASK: B210
10/17/2014	CRAIG FREEMAN	0.40	322.00	Review email from Berbit re Buturla resignation (.1); call with Terrano, Weston, Polsky, Berbit and Bunin re same (.3). TASK: B110
10/20/2014	MARTIN BUNIN	0.40	358.00	Read 10/15 letter from inmate Allen Harper and email his correspondence to A. Berkowitz.

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TASK: B310

10/20/2014	MARTIN BUNIN	0.70	626.50	Review D. Polsky retention documents.
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TASK: B160

10/20/2014	MARTIN BUNIN	0.40	358.00	Call to A. Kalter re NYSNA Pension Fund withdrawal liability claims.
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TASK: B310

10/20/2014	CRAIG FREEMAN	3.50	2,817.50	Review email from Golden re UST statement re fee applications, forward to Berbit, and review the statement attached to Golden's email (.1); review and revise Getzler Henrich and Polsky Advisors draft retention papers from Polsky, including checking the Deloitte retention papers (3.3); email to Polsky attaching my revised draft Getzler Henrich and Polsky Advisors retention papers (clean and blacklines attached) (.1).
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TASK: B160

10/20/2014	CRAIG FREEMAN	0.20	161.00	Review email from Bunin and attached Harper letter, Bunin's responsive letter and Harper's response thereto.
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TASK: B150

10/20/2014	CRAIG FREEMAN	0.10	80.50	Call with Fisher re distribution to unsecured creditors.
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TASK: B150

10/21/2014	MARTIN BUNIN	0.20	179.00	Call from B. Weston and A. Berkowitz re B. John unlawful detention claim.
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TASK: B310

10/21/2014	MARTIN BUNIN	0.80	716.00	Review plan.
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TASK: B320

10/21/2014	CRAIG FREEMAN	0.10	80.50	Review filed Greco stipulation.
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November 10, 2014
Client: 061270
Matter: 435002

ALSTON & BIRD LLP

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TASK: B140

10/21/2014	CRAIG FREEMAN	1.20	966.00	Call with Parry re Getzler retention (.1); follow up review re same (.3); call with Polsky re Polsky Advisors/Getzler retention papers and also discuss the call he got from Shah re confirmation memo (.4); finalize Polsky Advisors/Getzler retention papers to be sent to the Committee (.4).
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TASK: B160

10/21/2014	CRAIG FREEMAN	0.20	161.00	Email to Committee re Polsky Advisors/Getzler retention application.
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TASK: B150

10/21/2014	LESLIE SALCEDO	0.80	260.00	Prepare and arrange exhibits to Polsky and Getzler retention application.
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TASK: B160

10/22/2014	MARTIN BUNIN	2.40	2,148.00	Review allocation calculation for post-petition withdrawal liability (.3). Calls to F. Saghir (.5) and email to M. Terrano (.2) re same. Review applicable law, including the Marcal Paper Mills decision (3d Circuit) (1.4).
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TASK: B310

10/22/2014	CRAIG FREEMAN	1.30	1,046.50	Call with Weston and Berkowitz re Beena John (.1); call with Bunin re same (.2); review docket and pleadings re Beena John (.8); call with Berkowitz re Beena John and also discuss Ward Greenberg fee application (.1); follow up consideration re Beena John (.1).
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TASK: B310

10/22/2014	CRAIG FREEMAN	1.20	966.00	Check order approving disclosure statement (.1); review and research re covered medical professionals injunction (1.0); call with Cohen re plan (.1).
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TASK: B320

November 10, 2014
 Client: 061270
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ALSTON & BIRD LLP

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 Invoice #: 10702785

10/22/2014	CRAIG FREEMAN	0.30	241.50	Review emails re NYSNA withdrawal liability claims (.1); meet with Bunin re withdrawal liability claims (.2). TASK: B310
10/22/2014	FAHAD SAGHIR	2.20	1,045.00	Conference with Marty Bunin regarding allocable share of post petition withdrawal liability claim for NYSNA (.5). Calculate such amount and discuss results with Marty Bunin (1.70). TASK: B310
10/22/2014	LESLIE SALCEDO	0.20	65.00	Review case management order for hearing date. TASK: B160
10/23/2014	MARTIN BUNIN	2.20	1,969.00	Review McFarlin's decision (.6). Email to F. Saghir with copy of decision (.2). Office conference with W. Hao re case law on withdrawal liability claims (.1). Call from F. Saghir re same (.5). Review district court decision affirming Judge Drain's in Hostess on whether withdrawal claims can be administrative expenses post petition (.8). TASK: B310
10/23/2014	MARTIN BUNIN	1.40	1,253.00	Review draft memo of law in support of confirmation (.5). Review R. Oyague request to reclassify claim and confirmation objection (.5). Email to A. shah re same (.1). Review Matteo request to file late POC (.3). TASK: B320
10/23/2014	CRAIG FREEMAN	0.30	241.50	Check Polsky Advisors/Getzler retention papers and email Berkowitz and Polsky re same; additional emails re same (.1); review notice of hearing re the retention application and final review of the application before filing (.2). TASK: B160
10/23/2014	CRAIG FREEMAN	0.60	483.00	Email Committee re fee applications, including checking Ward Greenberg retention application and fee application (.4); email Committee re Beena John settlement, including checking certain pleadings re Beena John (.2).

November 10, 2014
Client: 061270
Matter: 435002

ALSTON & BIRD LLP

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TASK: B150

10/23/2014	CRAIG FREEMAN	3.00	2,415.00	Review First Financial limited objection to confirmation (.2); review Debtors' draft memorandum of law in support of confirmation, including checking plan and bankruptcy code (2.8).
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TASK: B320

10/23/2014	WILLIAM HAO	0.10	68.00	Conference with M. Bunin re case law on withdrawal liability claims.
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TASK: B310

10/23/2014	FAHAD SAGHIR	4.90	2,327.50	Review case law regarding priority allocated to withdrawal liability and contributions required by collective bargaining agreements in bankruptcy situation (3.5). Review Buck's calculation of Administrative Claim Proof of Claim for NYSNA (.9); conference with Marty Bunin regarding withdrawal liability claim (.5).
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TASK: B310

10/23/2014	LESLIE SALCEDO	4.00	1,300.00	Prepare retention application for filing (1.0); File the retention application (.60); Prepare for service of same (.80) Service of the same (1.10); Prepare and file related affidavit of service (.50)
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TASK: B160

10/24/2014	MARTIN BUNIN	1.40	1,253.00	Office conference with C. Freeman re draft memo in support of confirmation (.3). Review parts of it again (.4). Office conference with C. Freeman re language in draft confirmation memo on Section 1129(a)(16) (.2). Review NYS Not-For-Profit Law sections 510-511 re same (.3).
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TASK: B320

10/24/2014	MARTIN BUNIN	2.40	2,148.00	Prepare email to A. Kalter re NYSNA Pension Plan demonstrating that it has no administrative expense-claim for withdrawal liability (2.3). Read A. Kalter's responses (.1).
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TASK: B310

November 10, 2014
Client: 061270
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ALSTON & BIRD LLP

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10/24/2014	CRAIG FREEMAN	1.20	966.00	Meet with Bunin re Debtors' draft memorandum of law in support of confirmation (.3); review 3M limited objection re plan (.3); call with Shah re Mateo claim, 3M limited objection, Debtors' draft memorandum of law in support of confirmation ad Oyague notice of objection (.4); review Oyague notice of objection (.2). TASK: B320
10/24/2014	CRAIG FREEMAN	2.30	1,851.50	Further review and work on revising Debtors' draft memorandum in support of confirmation (2.2); email to Shah attaching my revised draft (clean and blackline attached) (.1). TASK: B320
10/24/2014	CRAIG FREEMAN	0.10	80.50	Review fax re Mateo claim. TASK: B310
10/24/2014	CRAIG FREEMAN	0.20	161.00	Confer with Bunin re section 1129(a)(16) language in Debtors' draft memorandum of law in support of confirmation. TASK: B320
10/27/2014	MARTIN BUNIN	1.60	1,432.00	Call from A. Kalter re NYSNA Pension Plan withdrawal liability claim (.4). Review case law re possible priority claim for withdrawal liability (.5). Office conference with C. Freeman re same (.2). Read A. Harper motion to file a late proof of claim and email exchange with A. Shah re same (.5). TASK: B310
10/27/2014	MARTIN BUNIN	1.00	895.00	Review confirmation objections filed by First Financial and 3M. TASK: B320
10/27/2014	CRAIG FREEMAN	1.40	1,127.00	Review 3M motion to allow and compel payment of administrative claim and related motion to shorten notice (.3); review Bunin's email and attached cases re NYSNA Pension Plan withdrawal liability claims (.8); meet with Bunin re his call with Kalter re same (.2); review filed Beena John stipulation (.1).

November 10, 2014
Client: 061270
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ALSTON & BIRD LLP

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TASK: B310

10/27/2014	CRAIG FREEMAN	0.70	563.50	Review declaration re votes on the plan (.3); review email from Polsky re Debtors' memorandum of law in support of confirmation and check the memorandum (.1); call with Polsky re same and also discuss the voting on the plan (.3).
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TASK: B320

10/28/2014	MARTIN BUNIN	1.20	1,074.00	Review NYSNA pension plan possible withdrawal liability issue.
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TASK: B310

10/28/2014	CRAIG FREEMAN	0.20	161.00	Review Harper motion for leave to file late claim.
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TASK: B310

10/29/2014	CRAIG FREEMAN	1.10	885.50	Email Shah and Berkowitz re confirmation order and 3M; review Berkowitz reply and reply to it; review Shah's reply (.1); review filed memorandum of law in support of confirmation (.6); review filed Terrano declaration in support of confirmation (.4).
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TASK: B320

10/29/2014	CRAIG FREEMAN	0.10	80.50	Review September operating report.
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TASK: P220

10/29/2014	CRAIG FREEMAN	0.10	80.50	Call with Berbit re review of emails re Farina.
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TASK: B110

10/30/2014	MARTIN BUNIN	0.20	179.00	Call to B. Weston & A. Berkowitz re NYSNA Pension Plan withdrawal liability claim.
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TASK: B310

10/30/2014	MARTIN BUNIN	1.20	1,074.00	Review draft confirmation order, and compare with plan.
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TASK: B320

November 10, 2014
 Client: 061270
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ALSTON & BIRD LLP

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10/30/2014	CRAIG FREEMAN	2.30	1,851.50	Further review Terrano declaration in support of confirmation (.3); check certain provisions of the plan (.3); review draft confirmation order, including checking plan (1.7). TASK: B320
10/30/2014	CRAIG FREEMAN	0.10	80.50	Review agenda for 11/3 hearing. TASK: B110
10/31/2014	MARTIN BUNIN	2.70	2,416.50	Conf. call with D. Polsky, A. Berbit and C. Freeman re possible claims against D's & O's, and related matters. (.5). Review D&O policies re deadline for noticing claims, notice addresses and liability provisions (2.0). Call to B. Weston and email exchange with him re same (.2). TASK: L440
10/31/2014	MARTIN BUNIN	3.00	2,685.00	Prepare for 11/2 confirmation hearing. TASK: B320
10/31/2014	CRAIG FREEMAN	3.10	2,495.50	Further review and work on revising the draft confirmation order (1.4); call with Berkowitz re same (.5); further review and revise the draft confirmation order and email the revised draft (clean and blackline) to Berkowitz (.6); review revised confirmation order from Berkowitz and compare to my blackline (.2); call with Berkowitz re status re U.S. government language in confirmation order (.1); prepare for confirmation hearing (.3). TASK: B320
10/31/2014	CRAIG FREEMAN	0.50	402.50	Call with Polsky, Berbit and Bunin re D&O claim review and also discuss confirmation hearing, etc. TASK: L440

November 10, 2014
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SUMMARY OF SERVICES:

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CRAIG FREEMAN	PARTNER	36.80	805.00	29,624.00
DAVID GODOFSKY	PARTNER	0.80	780.00	624.00
MARTIN BUNIN	PARTNER	40.20	895.00	35,979.00
FAHAD SAGHIR	ASSOCIATE	13.60	475.00	6,460.00
WILLIAM HAO	ASSOCIATE	4.20	680.00	2,856.00
LESLIE SALCEDO	PARALEGAL	12.70	325.00	4,127.50
		108.30		\$79,670.50

TASK CODE SUMMARY:

Task: B110 B110 Case Administration
M BUNIN 2.80 hours at 895.00/HR = 2,506.00
C FREEMAN 0.60 hours at 805.00/HR = 483.00
Sub-total Task: B110 Case Administration 3.40 \$2,989.00

Task: B140 B140 Relief from Stay/Adequate Protection Proceedings
C FREEMAN 0.60 hours at 805.00/HR = 483.00
Sub-total Task: B140 Relief from Stay/Adequate 0.60 \$483.00

Task: B150 B150 Meetings and Communications with Creditors
M BUNIN 1.50 hours at 895.00/HR = 1,342.50
C FREEMAN 1.60 hours at 805.00/HR = 1,288.00
L SALCEDO 0.20 hours at 325.00/HR = 65.00
Sub-total Task: B150 Meetings and Communicatio 3.30 \$2,695.50

Task: B160 B160 Fee/Employment Applications
M BUNIN 0.70 hours at 895.00/HR = 626.50
C FREEMAN 6.10 hours at 805.00/HR = 4,910.50
L SALCEDO 12.50 hours at 325.00/HR = 4,062.50
Sub-total Task: B160 Fee/Employment Applicatio 19.30 \$9,599.50

Task: B170 B170 Fee/Employment Objections
C FREEMAN 2.40 hours at 805.00/HR = 1,932.00
Sub-total Task: B170 Fee/Employment Objections 2.40 \$1,932.00

Task: B210 B210 Business Operations
M BUNIN 0.50 hours at 895.00/HR = 447.50
Sub-total Task: B210 Business Operations 0.50 \$447.50

November 10, 2014
 Client: 061270
 Matter: 435002

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Task: B310	B310 Claims Administration and Objections		
M BUNIN	21.50 hours at 895.00/HR	=	19,242.50
C FREEMAN	3.80 hours at 805.00/HR	=	3,059.00
D GODOFSKY	0.80 hours at 780.00/HR	=	624.00
W HAO	4.20 hours at 680.00/HR	=	2,856.00
F SAGHIR	13.60 hours at 475.00/HR	=	6,460.00
Sub-total Task: B310 Claims Administration and	43.90		\$32,241.50

Task: B320	B320 Plan and Disclosure Statement		
M BUNIN	8.80 hours at 895.00/HR	=	7,876.00
C FREEMAN	17.80 hours at 805.00/HR	=	14,329.00
Sub-total Task: B320 Plan and Disclosure State	26.60		\$22,205.00

Task: L440	L440 Litigation/Adversary Proceedings		
M BUNIN	4.40 hours at 895.00/HR	=	3,938.00
C FREEMAN	3.80 hours at 805.00/HR	=	3,059.00
Sub-total Task: L440 Litigation/Adversary Proc	8.20		\$6,997.00

Task: P220	P220 Reporting		
C FREEMAN	0.10 hours at 805.00/HR	=	80.50
Sub-total Task: P220 Reporting	0.10		\$80.50

Subtotal Fees	\$79,670.50
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OTHER CHARGES:

Postage Charges	105.56
Postage Charges	25.43
Document Production Charges	4890 @ 0.10 each 489.00
UPS Charges - TO:JUDGE ROBERT D. DRAI FR:L. Salcedo	6.68
UPS Charges - TO:JUDGE ROBERT D. DRAI FR:L. Salcedo	9.87
MARTIN BUNIN - Train to and from NYC to Great Neck re: Sound shore - 09/29/2014 - Rail Bank ID: 10 Check Number: 8194898	19.00
CRAIG FREEMAN - Train to Great Neck and train back to NYC from Great Neck re: Soundshore - 09/29/2014 - Rail Bank ID: 10 Check Number: 8195389	16.00
Pacer Service Center - Sept 2014 Billing Period	3.90
Subtotal Other Charges	\$675.44

Total This Invoice	\$80,345.94
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EXHIBIT B2

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

*Counsel for the Official Committee
of Unsecured Creditors*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**ALSTON & BIRD LLP'S STATEMENT OF FEES AND EXPENSES
FOR THE PERIOD NOVEMBER 1, 2014 THROUGH NOVEMBER 30, 2014**

Alston & Bird LLP ("A&B"), counsel for the Official Committee of Unsecured Creditors appointed in the above-captioned cases (the "Committee"), submits this statement of fees and expenses for the period November 1, 2014 through November 30, 2014. This statement reflects fees in the amount of \$23,138.25 and expenses in the amount of \$76.15. Pursuant to the Interim Order Pursuant to 11 U.S.C. §§ 105 and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (Docket No. 148), A&B requests payment at this time of 80% of its fees (\$18,510.60) and 100% of its expenses (\$76.15).

A summary of the professionals who provided services for the period November 1, 2014 through November 30, 2014, their respective billing rates, and the aggregate hours spent by each are located at the end of attached invoice.

Dated: December 4, 2014
New York, New York

ALSTON & BIRD LLP

By: /s/ Martin G. Bunin

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

*Counsel for the Official Committee of
Unsecured Creditors*

ATLANTA
CHARLOTTE
DALLAS
LOS ANGELES
NEW YORK
RESEARCH TRIANGLE
SILICON VALLEY
WASHINGTON
BRUSSELS

ALSTON & BIRD LLP

90 PARK AVENUE
NEW YORK, NEW YORK 10016-1387
(212) 210-9400
FAX: (212) 210-9444
www.alston.com

Tax ID # 58-0137615

PLEASE SEND PAYMENT WITH REMITTANCE COPY TO:

P. O. Box 933124
Atlanta, GA 31193-3124

Official Committee of Unsecured Creditors of Sound Shore
Medical Center

December 4, 2014
Client: 061270
Matter: 435002
Invoice #: 10708725
MARTIN BUNIN

INVOICE SUMMARY

Re: Chapter 11

Services Billed	\$23,138.25
Other Charges	\$76.15
Invoice Total	\$23,214.40

TERMS: DUE UPON RECEIPT

ELECTRONIC FUNDS TRANSFER INFORMATION

Wells Fargo Bank N.A., 171 17th Street, 7th Floor, Atlanta, Georgia 30363
For the Account Of Alston & Bird LLP
ACH ROUTING# 061000227 WIRE ROUTING#: 121000248
Account # 2000016952111 Swift Code: WFBIUS6S
PLEASE REFERENCE INVOICE NUMBER(S) ON WIRE

Services or other charges, which either have not been received or processed, will appear on a later statement.

ATLANTA
 CHARLOTTE
 DALLAS
 LOS ANGELES
 NEW YORK
 RESEARCH TRIANGLE
 SILICON VALLEY
 WASHINGTON
 BRUSSELS

ALSTON & BIRD LLP

90 PARK AVENUE
 NEW YORK, NEW YORK 10016-1387
 (212) 210-9400
 FAX: (212) 210-9444
 www.alston.com

Tax ID # 58-0137615

PLEASE SEND PAYMENT WITH REMITTANCE COPY TO:

P. O. Box 933124
 Atlanta, GA 31193-3124

Official Committee of Unsecured Creditors of Sound Shore
 Medical Center

December 4, 2014
 Client: 061270
 Matter: 435002
 Invoice #: 10708725
 MARTIN BUNIN

Re: Chapter 11

For services rendered on the above-referenced matter through November 30, 2014:

DATE	TIMEKEEPER	HOURS	AMOUNT	DESCRIPTION
11/03/2014	MARTIN BUNIN	2.90	2,595.50	Prepare for (.9) and attend (2.0) confirmation hearing in Sound Shore case. TASK: B320
11/03/2014	MARTIN BUNIN	2.70	1,208.25	Travel to court and back to the office for confirmation hearing. TASK: P280
11/03/2014	CRAIG FREEMAN	2.30	1,851.50	Attend confirmation hearing and fee applications were also heard (including discussions before and after the hearing) (2.0); review email from Berkowitz and attached revised confirmation order (.2); review Onozawa's reply and check plan (.1). TASK: B320
11/03/2014	CRAIG FREEMAN	2.80	1,127.00	Travel to and from White Plains. TASK: P280
11/04/2014	MARTIN BUNIN	0.80	716.00	Review email and attachment from B. Weston re Interior Construction lien claim (.5); and call B. Weston re same (.2). Office conference with C. Freeman re same (.1). TASK: B230
11/04/2014	MARTIN BUNIN	1.20	1,074.00	Review my notes re possible D&O claims and call to A. Berbit re same (1.2). TASK: L440

December 4, 2014
 Client: 061270
 Matter: 435002

ALSTON & BIRD LLP

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11/06/2014	CRAIG FREEMAN	0.20	161.00	Review letter from counsel for Local 338 Pension Fund re withdrawal liability claim, including checking Bunin's prior letter. TASK: B310
11/06/2014	DAVID GODOFSKY	0.30	234.00	Review letter from Local 338 pension fund regarding actuarial assumptions for withdrawal liability calculation. TASK: B310
11/06/2014	FAHAD SAGHIR	0.30	142.50	Review letter from Local 338 Fund's counsel responding to Alston's letter from October 17, 2014. TASK: B310
11/07/2014	CRAIG FREEMAN	0.30	241.50	Review entered confirmation order and email it to the Committee. TASK: B320
11/10/2014	MARTIN BUNIN	2.20	1,969.00	Review response of the Local 338 Pension Fund to our letter re its pension withdrawal liability claims, and case law cited (1.5). Office conference with C. Freeman re same (.1). Review NYSNA employee priority claims (.6). TASK: B310
11/10/2014	LESLIE SALCEDO	0.50	162.50	File and serve AB's monthly statement. TASK: B160
11/11/2014	MARTIN BUNIN	2.60	2,327.00	Calls to F. Saghir re letter from counsel for Teamsters Pension Fund (.4). Call to B. Weston re same (.1). Review whether NYSNA Fund has a 507(a)(5) priority claim as part of its withdrawal liability claims (2.0). Call to B. Weston re same (.1). TASK: B310
11/11/2014	DAVID GODOFSKY	0.20	156.00	E mail to Marty Bunin regarding multiemployer plan withdrawal liability claim.

December 4, 2014
 Client: 061270
 Matter: 435002

ALSTON & BIRD LLP

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TASK: B310

11/11/2014	FAHAD SAGHIR	1.90	902.50	Summarize arguments from the Fund's counsel and present counter arguments in memo to David Godofsky.
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TASK: B310

11/11/2014	FAHAD SAGHIR	0.30	142.50	Conference with Marty Bunin regarding response from Local 338 Pension Fund.
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TASK: B310

11/13/2014	MARTIN BUNIN	1.30	1,163.50	Call to A. Kalter re NYSNA Pension Fund claims (.3). Call to E. Frank re Local 338 Pension Fund claim (.3). Call to F. Saghir to discuss (.3). Call from A. Kalter re possible settlement (.4).
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TASK: B310

11/13/2014	FAHAD SAGHIR	0.40	190.00	Conference with Marty Bunin regarding response from Local 338 Pension Fund.
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TASK: B310

11/20/2014	CRAIG FREEMAN	0.10	80.50	Review filed Guerra stipulation.
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TASK: B140

11/20/2014	CRAIG FREEMAN	0.10	80.50	Review GCG October statement.
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TASK: B170

11/21/2014	MARTIN BUNIN	1.00	895.00	Review email and attachments re Interior Construction from B. Weston (.4), call to B. Weston re Interior Construction settlement (.1) and email to Committee re same (.5).
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TASK: B210

11/21/2014	CRAIG FREEMAN	0.10	80.50	Review email from Berbit re Deloitte expense; call with Berbit re same.
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TASK: B170

December 4, 2014
Client: 061270
Matter: 435002

ALSTON & BIRD LLP

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Invoice #: 10708725

11/24/2014	MARTIN BUNIN	0.20	179.00	Call to B. Weston and email to him re Interior Construction settlement of claim. TASK: B230
11/24/2014	CRAIG FREEMAN	0.20	161.00	Review email from Polsky re Polsky Advisors fee application, check plan and reply to his email. TASK: B160
11/25/2014	MARTIN BUNIN	1.00	895.00	Prepare for (.2) and participate in (.7) hearing by telephone on Allen Harper's motion to file a late claim. Review emails re effective date and office conference with C. Freeman re same (.1). TASK: B310
11/25/2014	CRAIG FREEMAN	0.10	80.50	Review email from Berbit and attached Deloitte October statement and reply to his email. TASK: B170
11/25/2014	CRAIG FREEMAN	0.10	80.50	Review filed Ferguson stipulation. TASK: B140
11/26/2014	MARTIN BUNIN	3.30	2,953.50	Conference call with D. Polsky, A. Berbit and C. Freeman re Montefiore reconciliation, unemployment insurance, 1199 priority claims and related matters (1.3). Call with C. Freeman to B. Weston re Montefiore reconciliation (.2). Review settlement stipulations and modified APA stipulation re reconciliation with Montefiore (1.8). TASK: B130
11/26/2014	CRAIG FREEMAN	1.60	1,288.00	Call with Berbit, Polsky and Bunin re plan effective date, reconciliation with MMC, 1199 claims and unemployment claims (1.3); call with Bunin and Weston re plan effective date and related notice and amount due MMC relating to CMS cure payment (.2); attend to email to Weston re stipulations he requested (.1). TASK: B130

December 4, 2014
 Client: 061270
 Matter: 435002

ALSTON & BIRD LLP

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 Invoice #: 10708725

SUMMARY OF SERVICES:

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CRAIG FREEMAN	PARTNER	5.10	805.00	4,105.50
CRAIG FREEMAN	PARTNER	2.80	402.50	1,127.00
(Travel @50%)				
DAVID GODOFSKY	PARTNER	0.50	780.00	390.00
MARTIN BUNIN	PARTNER	16.50	895.00	14,767.50
MARTIN BUNIN	PARTNER	2.70	447.50	1,208.25
(Travel @50%)				
FAHAD SAGHIR	ASSOCIATE	2.90	475.00	1,377.50
LESLIE SALCEDO	PARALEGAL	0.50	325.00	162.50
		31.00		\$23,138.25

TASK CODE SUMMARY:

Task: B130 B130 Asset Disposition
 M BUNIN 3.30 hours at 895.00/HR = 2,953.50
 C FREEMAN 1.60 hours at 805.00/HR = 1,288.00
Sub-total Task: B130 Asset Disposition 4.90 \$4,241.50

Task: B140 B140 Relief from Stay/Adequate Protection Proceedings
 C FREEMAN 0.20 hours at 805.00/HR = 161.00
Sub-total Task: B140 Relief from Stay/Adequate 0.20 \$161.00

Task: B160 B160 Fee/Employment Applications
 C FREEMAN 0.20 hours at 805.00/HR = 161.00
 L SALCEDO 0.50 hours at 325.00/HR = 162.50
Sub-total Task: B160 Fee/Employment Applicatio 0.70 \$323.50

Task: B170 B170 Fee/Employment Objections
 C FREEMAN 0.30 hours at 805.00/HR = 241.50
Sub-total Task: B170 Fee/Employment Objections 0.30 \$241.50

Task: B210 B210 Business Operations
 M BUNIN 1.00 hours at 895.00/HR = 895.00
Sub-total Task: B210 Business Operations 1.00 \$895.00

Task: B230 B230 Financing Cash Collateral
 M BUNIN 1.00 hours at 895.00/HR = 895.00
Sub-total Task: B230 Financing Cash Collateral 1.00 \$895.00

December 4, 2014
Client: 061270
Matter: 435002

ALSTON & BIRD LLP

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Task: B310	B310 Claims Administration and Objections		
M BUNIN	7.10 hours at 895.00/HR	=	6,354.50
C FREEMAN	0.20 hours at 805.00/HR	=	161.00
D GODOFSKY	0.50 hours at 780.00/HR	=	390.00
F SAGHIR	2.90 hours at 475.00/HR	=	1,377.50
Sub-total Task: B310 Claims Administration and	10.70		\$8,283.00

Task: B320	B320 Plan and Disclosure Statement		
M BUNIN	2.90 hours at 895.00/HR	=	2,595.50
C FREEMAN	2.60 hours at 805.00/HR	=	2,093.00
Sub-total Task: B320 Plan and Disclosure State	5.50		\$4,688.50

Task: L440	L440 Litigation/Adversary Proceedings		
M BUNIN	1.20 hours at 895.00/HR	=	1,074.00
Sub-total Task: L440 Litigation/Adversary Proc	1.20		\$1,074.00

Task: P280	P280 Travel		
M BUNIN	2.70 hours at 447.50/HR	=	1,208.25
C FREEMAN	2.80 hours at 402.50/HR	=	1,127.00
Sub-total Task: P280 Travel	5.50		\$2,335.25

Subtotal Fees	\$23,138.25
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OTHER CHARGES:

Postage Charges	7.00
Document Production Charges	139 @ 0.10 each 13.90
MARTIN BUNIN - Metro North round trip ticket NYC/White Plains re Sound Shore court hearing - 11/03/2014 - Rail Bank ID: 10 Check Number: 8197313	22.50
MARTIN BUNIN - Taxi from home to 125th Street, NY(Metro North) - 11/03/2014 - Taxi Bank ID: 10 Check Number: 8197161	13.00
CRAIG FREEMAN - Metro North round trip ticket NYC/ White Plains re Sound Shore court hearing - 11/03/2014 - Rail Bank ID: 10 Check Number: 8196968	19.75
Subtotal Other Charges	\$76.15

Total This Invoice	\$23,214.40
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EXHIBIT C

Current Application Period

DISBURSEMENTS	
Postage Charges	\$137.99
Document Production	\$502.90
UPS Charges	\$16.55
Travel (Non M&E)	\$90.25
Pacer Service Center	\$3.90
Total	\$ 751.59

Final Application Period

DISBURSEMENTS	
Binding Charges	\$47.97
Postage Charges	\$1,050.23
Document Production	\$3,251.20
Tab & Acco Binder	\$21.00
Meals	\$178.14
UPS Charges	\$108.35
Telecommunications	\$58.00
Travel (Non M&E)	\$412.40
Transportation	\$121.35
Professional Services	\$661.01
Lexis	\$2,568.13
Westlaw Research	\$1,025.07
Conference Call Services	\$340.42
Pacer Service Center	\$128.20
Courier Services	\$8.14
Total	\$9,979.61