

**Hearing Date & Time: March 18, 2015 at 10:00 a.m. (EST)**  
**Objection Deadline: March 11, 2015 at 4:00 p.m. (EST)**

Emily S. Gottlieb  
The Garden City Group, LLC  
190 South LaSalle Street, Suite 1925  
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Telephone: (312) 499-6900  
Facsimile: (312) 499-6999  
Administrative Agent for the Debtors

**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, <u>et al.</u> , <sup>1</sup>	:	
Debtors.	:	(Jointly Administered)
-----	X	

**SUMMARY OF FINAL FEE APPLICATION OF THE GARDEN CITY  
GROUP, LLC AS ADMINISTRATIVE AGENT FOR THE DEBTORS, FOR  
ALLOWANCE OF COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES  
INCURRED FOR THE PERIOD OF JULY 23, 2014 THROUGH NOVEMBER 26, 2014**

Name of Applicant:		The Garden City Group, LLC ("GCG") <sup>2</sup>
Role in the Case:		Administrative Agent for Debtors
Date of Retention:		September 19, 2014 <sup>3</sup>
Date Case Filed:		May 29, 2013
Date Services Commenced:		July 23, 2014
Current Application Period:		July 23, 2014 through November 26, 2014
Total Amount of Compensation Sought as Actual, Reasonable, and Necessary for Final Fee Period:		\$65,475.50

<sup>1</sup> 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.

<sup>2</sup> GCG was initially retained as GCG, Inc. GCG, Inc. is now The Garden City Group, LLC.

<sup>3</sup> The First Interim Fee Application included time that was incurred prior to September 19, 2014. The Court approved the First Interim Fee Application. GCG hereby renews its request that its retention as administrative agent for the Debtors be made *nunc pro tunc* to July 23, 2014 to the extent necessary.

Total Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary for Final Fee Period:		\$0.00
Total Amount of Miscellaneous Fee Charges Reimbursement Sought as Actual, Reasonable, and Necessary for Final Fee Period:		\$90.42
<b>Total Amount Requested for Final Fee Period:</b>		<b>\$ 65,565.92</b>
Voluntary Reductions Taken:		\$1,370.12
<b>Total Amount Requested After Voluntary Reduction:</b>		<b>\$64,195.80</b>
Total Amount of Fees Held Back:		\$4,585.60
Total Amount of Fees and Expenses Paid as Actual, Reasonable, and Necessary:		\$0.00
<b>Total Compensation Requested, But Not Yet Received:</b>		<b>\$64,195.80</b>
Total Compensation and Expenses Previously Requested in Interim Applications:		\$39,992.50
Total Compensation and Expenses Previously Awarded:		\$39,992.50

This is an: ☐ interim ☒ final application.

**SUMMARY OF INTERIM APPLICATIONS AND FEE STATEMENTS BY GCG  
FOR THE PERIOD JULY 23, 2014 THROUGH NOVEMBER 26, 2014**

<b>Time Period</b>	<b>Date Filed and ECF No.</b>	<b>Total Fees Sought for Approval</b>	<b>Total Expenses and Misc Fee Charges Sought for Approval</b>	<b>Total Amount Requested</b>	<b>Voluntary Reductions</b>	<b>Total Amount Requested After Reductions</b>	<b>Amount Approved by Court</b>	<b>Total Fees Held Back</b>	<b>Paid Fees and Expenses</b>	<b>Total Outstanding Payment</b>
<b>7/23/14- 9/30/14 First Interim</b>	10/10/14 [ECF No. 852]	\$39,992.50	\$0.00	\$39,992.50	(\$0.00)	\$39,992.50	\$39,992.50	N/A	\$0.00	\$39,992.50
<b>10/1/14-10/31/14</b>	11/20/14 [ECF No. 918]	\$22,928.00	\$90.42	\$23,018.42	(\$0.00)	\$23,018.42	N/A	\$4,585.60	\$0.00	\$23,018.42
<b>11/1/14 - 11/26/14<sup>4</sup></b>	N/A	\$2,555.00	\$0.00	\$2,555.00	(\$1,370.12) <sup>5</sup>	\$1,184.88	N/A	N/A	\$0.00	\$1,184.88
<b>Total</b>		<b>\$65,475.50</b>	<b>\$ 90.42</b>	<b>\$65,565.92</b>	<b>(\$1,370.12)</b>	<b>\$64,195.80</b>	<b>\$39,992.50</b>	<b>\$4,585.60</b>	<b>\$0.00</b>	<b>\$64,195.80</b>

<sup>4</sup> Due to the low amount of fees incurred between November 1, 2014 and November 26, 2014, GCG did not incur the time and expense to prepare and submit a monthly fee statement for this period. By this Final Fee Application, GCG seeks approval for \$1,184.88 of fees incurred between November 1, 2014 and November 26, 2014.

<sup>5</sup> In preparing this Final Fee Application GCG noted an inadvertent error in the First Interim Fee Application and is accordingly reducing this Final Application by \$38.00. In this Final Fee Application, GCG is also taking a voluntary fee reduction for fee application preparation in the amount of \$1,332.12, in order to bring GCG into compliance with applicable case precedent in this district. The total reduction for both amounts is \$1,370.12.

**Hearing Date & Time: March 18, 2015 10:00 a.m. (EST)**  
**Objection Deadline: March 11, 2015 4:00 p.m. (EST)**

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**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, <u>et al.</u> , <sup>1</sup>	:	
Debtors.	:	(Jointly Administered)
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**FINAL FEE APPLICATION OF THE GARDEN  
CITY GROUP, LLC AS ADMINISTRATIVE AGENT FOR  
THE DEBTORS, FOR ALLOWANCE OF COMPENSATION  
AND FOR REIMBURSEMENT OF EXPENSES INCURRED  
FOR THE PERIOD OF JULY 23, 2014 THROUGH NOVEMBER 26, 2014**

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

The Garden City Group, LLC (“GCG”)<sup>2</sup>, as administrative agent to the above-captioned debtors and debtors-in-possession (collectively the “Debtors”), submits its application for final allowance and approval of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred (the “Final Fee Application”), pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §

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<sup>1</sup> 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.

<sup>2</sup> GCG was initially retained as GCG, Inc. GCG, Inc. is now The Garden City Group, LLC.

101 *et seq.* (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), as well as all other applicable rules, orders and affiliated guidelines (collectively, the “Fee Guidelines”),<sup>3</sup> for the period from July 23, 2014, through and including November 26, 2014 (the “Final Fee Period”). In support of this Final Fee Application, GCG respectfully represents as follows:

### **Jurisdiction**

1. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The bases for the relief requested are pursuant to sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-1, the Interim Compensation Order and the Local Guidelines. Pursuant to the Local Guidelines, a certification of compliance is attached as **Exhibit A**.

### **Background**

4. On May 29, 2013 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors were authorized to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On May 31, 2013, this Court entered an order jointly administering the Debtors’ chapter 11 cases pursuant to Bankruptcy Rule 1015(b).

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<sup>3</sup> GCG’s Final Fee Application seeks to be in compliance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Bankruptcy Rules”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330, as supplemented by this Court’s Order regarding Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (General Order M-447) (the “Local Guidelines”), and this Court’s Interim Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (ECF Doc. No. 148) (the “Interim Compensation Order”).

5. On June 10, 2013, the United States Trustee for Region 2 (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Creditors’ Committee”). A chapter 11 plan of liquidation and accompanying disclosure statement were filed on August 8, 2014. On September 17, 2014, the Debtors filed the *First Amended Disclosure Statement and First Amended Plan of Liquidation* (the “Plan”, ECF Docket No. 821), and on November 5, 2014 the Court entered the *Findings of Fact, Conclusions of Law and Order Confirming First Amended Plan of Liquidation Under Chapter 11 of the Bankruptcy Code of Sound Shore Medical Center of Westchester, et al.* (ECF Docket No. 908).

6. On November 26, 2014, the Effective Date of the Plan occurred.

#### **GCG’s Retention**

7. On May 29, 2014, the Debtors filed an application under 28 U.S.C. § 156(c) for authorization to retain GCG to serve as the claims and noticing agent in the Debtors’ chapter 11 cases (the “Section 156(c) Application”). On June 3, 2014, the Court entered an order granting the Section 156(c) Application.

8. Prior to the Petition Date, GCG received a retainer of \$30,000.00 applied to prepetition Section 156 work in this case, but has not maintained an outstanding retainer amount during the pendency of these chapter 11 cases.

9. On August 15, 2014, the Debtors filed an application pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014 to retain and employ GCG as their administrative agent (the “Application”) to perform duties outside the scope of 28 U.S.C. § 156(c) and the 156(c) Application.<sup>4</sup> An order granting the Application and authorizing the Debtors’ retention of GCG as their administrative agent was entered by this Court on September

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<sup>4</sup> Only those services outside the scope of 28 U.S.C. § 156(c) are covered by the Application and, therefore, subject to, and covered by, this Final Fee Application. All other services rendered by GCG have been, and will continue to be, invoiced to the Debtors directly in accordance with the order granting the Section 156(c) Application.

19, 2014 (ECF Docket No. 824)<sup>5</sup> (the “Retention Order”). A copy of the Retention Order is attached as **Exhibit B**.

10. The Retention Order authorizes the Debtors to compensate and reimburse GCG in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules and the Fee Guidelines. The Retention Order authorizes the Debtors to compensate GCG at its hourly rates for services outlined in the Application, which relate to services subject to section 327(a) of the Bankruptcy Code (the “327 Services”), and to reimburse GCG for its actual and necessary out-of-pocket expenses incurred with respect to the 327 Services, subject to application to this Court as set forth herein.

#### **Prior Interim Fee Applications**

11. GCG filed its *First Interim Fee Application of GCG, Inc., as Administrative Agent for the Debtors, for Allowance of Compensation and for Reimbursement of Expenses Incurred for the Period of May 1, 2014 through September 30, 2014* (ECF Docket No. 852) (the “First Interim Fee Application”), which sought approval of compensation and reimbursement of fees in the amount of \$39,992.50<sup>6</sup>. On November 5, 2014, this Court entered an order granting the First Interim Fee Application, allowing \$39,992.50 in fees (ECF. Doc. No. 907). GCG is owed \$39,992.50 on account of its allowed fees in connection with its First Interim Fee Application. For the convenience of the Court and all parties in interest, attached as **Exhibit C** is the First Interim Fee Application.

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<sup>5</sup> The First Interim Fee Application included time that was incurred prior to September 19, 2014. The Court approved the First Interim Fee Application. GCG hereby renews its request that its retention as administrative agent for the Debtors be made *nunc pro tunc* to July 23, 2014 to the extent necessary.

<sup>6</sup> In preparing this Final Fee Application GCG noted an inadvertent error in the First Interim Fee Application and is accordingly reducing this Final Application by \$38.00 (the “Fee Credit”).

### **Monthly Fee Statements**

12. In addition to the Interim Fee Application discussed above, and in accordance with the Interim Compensation Order, GCG filed a monthly fee statement for October 2014.

13. The October 2014 Monthly Fee Statement contained \$22,928.00 in fees and \$90.42 in miscellaneous fee charges, after application of the 20% holdback in the amount of \$4,585.00, for a requested payment of \$18,432.82. The October 2014 Monthly Fee Statement, in its entirety, is attached as **Exhibit D**. GCG has not been paid any amounts with respect to the October 2014 Monthly Fee Statement.

14. Although GCG was permitted by the Interim Compensation Order to submit monthly fee statements, GCG opted not to do so with respect to Section 327 Services (and related expenses, if any), during the month of November. GCG voluntarily postponed the receipt of payment, and benefitted the estate by avoiding the unnecessary expense associated with preparation of such fee statements. For the convenience of the Court, the full time detail for the period of November 1, 2014 through November 26, 2014 is included as **Exhibit E**, including fees in the amount of \$2,555.00. No expenses were incurred for this period.

### **Compensation Requested**

15. This Final Fee Application seeks (a) final approval for compensation for the Final Fee Period in the amount of \$65,527.92<sup>7</sup> and (b) authority for the Debtors to pay GCG any and all outstanding amounts for professional services rendered.

16. For the convenience of the Court and all parties in interest, attached as **Exhibit F** is a schedule of the total amount of GCG's fees and expenses by billing category for the Final Fee Period. GCG maintains computerized records of the time expended rendering the 327

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<sup>7</sup> This amount does not include the voluntary reduction for fee application preparation in the amount of \$1,332.12, but does include the reduction of \$38.00 for the Fee Credit.



Services requested by the Debtors and their estates. Such time records were made contemporaneously with the rendering of the 327 Services by the person performing such services and in the ordinary course of GCG's practice, and are presented in a form that complies with the Local Bankruptcy Rules and the Local Guidelines.

17. For the convenience of the Court and all parties in interest, attached as **Exhibit G** is a summary by timekeeper for the Final Fee Period setting forth: (i) the name of each professional; (ii) the hourly billing rate for each professional at GCG's current billing rates; (iii) the aggregate time expended by each professional; and (iv) an indication of the individual amounts requested as part of the total amount of compensation requested.

18. The rates described herein are GCG's hourly rates for 327 Services provided during the Final Fee Period. Based on these rates and the 327 Services performed by each individual, the total reasonable value of such 327 Services rendered during the Final Fee Period is \$65,437.50<sup>8</sup>. The fees sought by this Final Fee Application reflect an aggregate of 396.50 hours of professional time spent and recorded in performing 327 Services for the Debtors during the Final Fee Period, at a blended average hourly rate of \$165.04.

19. Included in the Exhibits discussed above is a detailed, chronological statement covering all the services rendered by GCG during the Final Fee Period. In accordance with Bankruptcy Rule 2016, the time detail contains detailed, chronological narratives of the time spent, the dates and descriptions of the services rendered, and the identity of the GCG timekeeper who provided services on behalf of the Debtors during the Final Fee Period, divided among uniform categories adopted by GCG for the administration of these bankruptcy cases.

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<sup>8</sup> Before voluntary reduction for fee application preparation time.

20. During the course of the chapter 11 cases, GCG's hourly billing rates for professionals ranged from \$45.00 to \$310.00. The hourly rates and corresponding rate structure utilized by GCG in the chapter 11 cases are equivalent to the hourly rates and corresponding rate structure predominantly used by GCG for: (i) restructuring, workout, bankruptcy, insolvency and comparable matters; and (ii) similar complex corporate, securities and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. The rates and rate structure reflect that GCG's matters are typically national in scope and typically involve great complexity, high stakes and severe time pressures.

21. GCG's hourly rates are set at a level designed to compensate GCG fairly for the work of its professionals and to cover fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions, and are consistent with the rates charged elsewhere by GCG.

22. GCG regularly reviews its bills to ensure that the Debtors are billed only for services that were actual, necessary and requested by the Debtors and, in accordance with the Fee Guidelines, GCG reduces its fees when warranted. For the Final Fee Period, GCG is reducing its requested fees and expenses by \$1,370.12. Of this amount, \$1,332.12 is a voluntary reduction for fee application preparation in accordance with the Court's decision in In re Mesa Air Group, Inc., 449 B.R. 441 (Bankr. S.D.N.Y. May 25, 2011). This reduction decreases the total amount requested for fee application preparation to a percentage below five percent of the total professional fees billed during the Final Fee Period.

23. There is no agreement or understanding between GCG and any other person for the sharing of compensation to be received for services rendered in the chapter 11 cases.

24. As discussed below, in accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable in light of: (a) the complexity of the chapter 11 cases; (b) the time expended; (c) the nature and extent of the 327 Services rendered; (d) the value of such 327 Services; and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

### **Summary of Services Performed**

25. During the Final Fee Period, GCG provided essential and significant professional services to the Debtors in connection with the chapter 11 cases. These 327 Services were, at times, performed under significant time constraints and were necessary to administer a multitude of critical tasks in the chapter 11 cases. To provide a meaningful summary of the 327 Services rendered on behalf of the Debtors and their estates, GCG has established, in accordance with the Fee Guidelines and its internal billing procedures, certain subject matters (each, a “Subject Matter”) in connection with the chapter 11 cases. The following is a summary by Subject Matter of the most significant 327 Services rendered by GCG during the Final Fee Period. This summary is organized in accordance with GCG’s internal system of billing tasks and corresponds to the tasks itemized on **Exhibit F**.

26. Section 327 Retention (Fees: \$2,355.00; Hours: 13.40). In connection with initial and ongoing retention and disclosure requirements, and in connection with the Retention Order, GCG’s professionals incurred time on activities including drafting its retention application and the related declaration.

27. Solicitation (Fees: \$58,478.50; Hours: 358.30). This subject matter includes fees incurred in connection with preparing for and managing the solicitation and tabulation of votes on the Debtors’ Plan. In particular, GCG timekeepers billed time for reviewing drafts of the

Plan, Disclosure Statement, Motion for Order Approving the Disclosure Statement, Proposed Order Approving the Disclosure Statement, Notice of Confirmation Hearing and Ballots, and providing comments thereto. GCG worked with Debtors' counsel to finalize the solicitation materials and ballots, and utilized a proprietary coding process to customize balloting materials for each of the various voting classes. GCG then customized ballots with the appropriate voting party name, address, and amount, and reviewed the ballots for accuracy. GCG disseminated the solicitation materials to the voting parties and other parties in interest.

28. Once the voting deadline for the Debtors' Plan passed, GCG tabulated the ballots that were returned, compiled a final tabulation report, drafted and filed the ballot certification, including the final tabulation report, and participated in the hearing to confirm the Plan.

29. Preparation of Fee Statements/Applications (Fees: \$4,604.00; Hours: 24.80). In connection with the Interim Compensation Order, GCG incurred time during the Final Fee Period preparing the First Interim Fee Application and the October Monthly Fee Statement. During this period, GCG also incurred fees preparing for and attending the hearing on the First Interim Fee Application. As noted above, GCG is voluntarily reducing its request for certain fees accrued in this category by \$1,332.12.

**Reasonable and Necessary Services Rendered by GCG**

30. The foregoing professional services rendered by GCG on behalf of the Debtors during the Final Fee Period were reasonable, necessary and appropriate to the administration of the chapter 11 cases and related matters. GCG has a prominent bankruptcy operations team comprised of 71 bankruptcy professionals, and enjoys a national reputation for its expertise in all aspects of bankruptcy case administration. In particular, the professionals comprising GCG's

bankruptcy operations team include a financial advisor and former bankruptcy attorneys with decades of experience in all aspects of case administration and in representing Debtor and creditors' committees in connection with chapter 11 cases.

**Miscellaneous Fee Charges**

31. In addition to seeking final allowance of its fees and expenses, this Final Fee Application seeks, (a) final approval, allowance of, and authorization for Debtors to pay GCG \$90.42 in miscellaneous fee charges for items such as document storage and scanning, in connection with the administration of the chapter 11 Cases, (b) authority for the Debtors to pay GCG any and all outstanding amounts for miscellaneous fee charges. In compliance with the Local Bankruptcy Rules and Guidelines, a summary of the amounts and categories for which payment is sought is included in the October 2014 Monthly Fee Statement attached as **Exhibit D**. These charges are GCG's fixed unit prices, which are not incorporated into GCG's hourly billing rates.

**GCG's Requested Compensation and Reimbursement Should be Allowed**

32. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including –

(A) the time spent on such services;

- (B) the rates charged for such 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, a case under this title;
- (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; and
- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3). The clear Congressional intent and policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

33. GCG respectfully submits that the services for which it seeks compensation in this Final Fee Application were, at the time rendered, necessary for, and beneficial to, the Debtors and their estates, and in certain instances required by the Fee Guidelines and the Interim Compensation Order. Furthermore, GCG asserts that it performed the 327 Services for the Debtors economically, effectively and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors' estates and the other parties in interest. GCG further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such 327 Services to the Debtors, their estates and parties in interest.

34. In sum, GCG respectfully submits that the 327 Services rendered by GCG on behalf of the Debtors and their estates during the chapter 11 cases were necessary and appropriate given the complexity of the chapter 11 cases, the time expended by GCG, the nature and extent of the 327 Services rendered, the value of the 327 Services, and the cost of comparable services provided outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, GCG respectfully submits that approval of the compensation sought herein is warranted and should be approved.

**Notice**

35. Notice of this Final Fee Application has been provided to the Compensation Notice Parties as defined in and pursuant to the terms set forth in the Interim Compensation Order, and was submitted to the Debtors and Debtors' Counsel for review and approval prior to filing. GCG respectfully submits that no further notice is necessary.

**No Prior Request**

36. No prior request for the relief sought in this Final Fee Application has been made to this Court or any other court.

**Conclusion**

WHEREFORE, GCG respectfully requests entry of an order approving and allowing on a final basis: (i) compensation for GCG's total professional fees for the Final Fee Period in the amount of \$64,105.38<sup>9</sup>, (ii) payment of GCG's total miscellaneous fee charges for the Final Fee Period in the amount of \$90.42; (ii) authority for the Debtors to pay GCG any and all fees, expenses and miscellaneous fee charges outstanding; and (iii) granting such other and further relief as the Court deems just and proper.

January 26, 2015  
Lake Success, New York

**THE GARDEN CITY GROUP, LLC**

/s/ Emily S. Gottlieb

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Emily S. Gottlieb  
190 S LaSalle Street, Suite 1925  
Chicago, Illinois 60603  
Telephone: (312) 499-6900  
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Administrative Agent for the Debtors

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<sup>9</sup> This amount includes a voluntary fee reduction for fee application preparation in the amount of \$1,332.12 and the Fee Credit related to the First Interim Fee Application.

**First Interim Fee Application Exhibit Index**

<b>Exhibit A</b>	<b>Certification of Compliance</b>
<b>Exhibit B</b>	<b>Retention Order</b>
<b>Exhibit C</b>	<b>GCG's First Interim Fee Application</b>
<b>Exhibit D</b>	<b>October 2014 Monthly Fee Statement</b>
<b>Exhibit E</b>	<b>November 1- 26, 2014 Time Detail</b>
<b>Exhibit F</b>	<b>Time Summary by Billing Category</b>
<b>Exhibit G</b>	<b>Time Summary by Timekeeper</b>



**EXHIBIT A**

**TO FINAL FEE APPLICATION**

**Emily Gottlieb Certification**

**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
WESTCHESTER, <u>et al.</u> ,	:	
	:	
Debtors.	:	(Jointly Administered)
-----	X	

**CERTIFICATION OF EMILY S. GOTTLIEB**

EMILY S. GOTTLIEB, hereby declares:

1. I am an Assistant Vice President with The Garden City Group, LLC ("GCG"), and I am authorized to make and submit this certification (the "Certification") on behalf of GCG. GCG is the administrative agent for the debtors and debtors in possession (the "Debtors") in the above-captioned proceeding. Our business address is 190 South LaSalle Street, Suite 1925, Chicago, Illinois 60603.

2. I submit this Certification with respect to the Final Fee Application<sup>1</sup> of GCG for compensation for professional services rendered and reimbursement of actual and necessary expenses incurred, during the period of July 23, 2014 through November 26, 2014.

3. I make this Certification in accordance with Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-1 and the Fee Guidelines. In connection therewith, I hereby certify that:

- (a) I have read the Final Fee Application;
- (b) To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Final Fee Application fall within the Fee Guidelines;
- (c) Except to the extent that fees or disbursements are prohibited by the Fee Guidelines, the fees and disbursements requested in the Final Fee Application are billed in accordance with practices customarily employed by GCG and generally accepted by GCG's clients;

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Final Fee Application.

- (d) In providing a reimbursable service that GCG reflects on the expense side of its invoices, GCG does not make a profit on that service, whether the service was performed by GCG in-house or through a third party;
- (e) The Court approved GCG's retention as a 327 Administrative Agent on September 19, 2014.
- (f) The Debtors were provided with a copy of the Final Fee Application for review and approval prior to filing; and
- (g) Pursuant to the Local Guidelines, the Debtors, the U.S. Trustee and the Creditors' Committee will each be provided with a copy of the Final Fee Application simultaneously with the filing thereof, and these parties will have at least 14 days to review such Final Fee Application prior to any objection deadline established with respect thereto.

4. All services for which compensation is requested by GCG were services performed for, and on behalf of, the Debtors and their estates, and not on behalf of any other person.

5. In accordance with 18 U.S.C. § 155, neither I nor any professional within GCG has entered into any agreement, express or implied, with any other party in interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of, or paid from, the Debtors' estates.

January 26, 2015  
Chicago, Illinois

/s/ Emily S. Gottlieb  
EMILY S. GOTTLIEB

**EXHIBIT B**

**TO FINAL FEE APPLICATION**

**Retention Order**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re:

Chapter 11

SOUND SHORE MEDICAL CENTER  
OF WESTCHESTER, et al.

Case No. 13-22840(RDD)

Debtors.

(Jointly Administered)

-----X

**ORDER PURSUANT TO 11 U.S.C. § 327 AND FED. R. BANKR.  
P. 2014(A) APPROVING THE EMPLOYMENT AND RETENTION  
OF GCG, INC. AS ADMINISTRATIVE AGENT TO THE DEBTORS**

Upon the application (the “**Application**”)<sup>1</sup> of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”)<sup>2</sup>, pursuant to section 327(a) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order authorizing the retention and employment of GCG, Inc. (“**GCG**”) as administrative agent for the Debtors pursuant to the terms of the Engagement Letter, a copy of which is attached to the Application, all as more fully described in the Application; and upon the declaration of Angela Ferrante, attached to the Application as Exhibit B (the “**Ferrante Declaration**”); and the Court being satisfied, based on the representations made in the Application and the Ferrante Declaration, that GCG is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required under section 327(a) of the Bankruptcy Code, that GCG neither holds nor represents an interest adverse to the Debtors’

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Section 327 Application.

<sup>2</sup> 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.

estates with respect to the matters upon which it is to be engaged, and that GCG's retention to perform the services described in the Application is necessary and in the best interests of the Debtors and their estates; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, Acting C.J.), that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b), and that venue before this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and no further being required; and there being no objections to the requested relief; and Court having found and determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein, it is hereby

ORDERED that the Application is granted as provided herein; and it is further

ORDERED that pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a), the Debtors are authorized to employ and retain GCG as Administrative Agent pursuant to the terms and conditions set forth in the Engagement Letter; and it is further

ORDERED that GCG is authorized to perform all actions and services set forth in the Application, including, but not limited to, the following services:

- (a) Generating and providing claim reports and claim objection exhibits;
- (b) Managing the preparation, compilation and mailing of documents to creditors and other parties in interest in connection with the solicitation of a chapter 11 plan (a "**Plan**");
- (c) Managing the publication of legal notices;
- (d) Collecting and tabulating votes in connection with any Plan filed by the Debtors and providing ballot reports to the Debtors and their professionals;

- (e) Generating an official ballot certification and testifying, if necessary, in support of the ballot tabulation results;
- (f) Managing any distributions made pursuant to a Plan; and
- (g) Providing any and all necessary administrative tasks not otherwise specifically set forth above as the Debtors or their professionals may require in connection with these Chapter 11 Cases;

and it is further

ORDERED that this Order shall not apply to any services GCG was authorized to render pursuant to the Section 156(c) Order previously entered by the Court; and it is further

ORDERED that, to the extent that GCG's duties exceed the scope of the Section 156(c) Order, GCG shall be compensated in accordance with, will file interim and final fee applications for allowance of its compensation and expenses pursuant to, and shall be subject to, 11 U.S.C. §§ 330 and 331, as the case may be, and the applicable Bankruptcy Rules, Local Rules, and fee and expense guidelines and orders of the Court; and it is further

ORDERED that GCG shall use its best efforts to avoid any duplication of services provided by any of the Debtors' other retained professionals in these Chapter 11 cases; and it is further

ORDERED that the Debtors and GCG are authorized to take such other and further actions necessary to comply with all of the duties set forth in the Application; and it is further

ORDERED that to the extent that there may be any inconsistency between the terms of the Application, the Engagement Letter or this Order, the terms of this Order shall govern; and it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising

from, or related to, the implementation of this Order.

Dated: September 19, 2014  
White Plains, New York

/s/ Robert D. Drain  
Honorable Robert D. Drain  
United States Bankruptcy Judge



**EXHIBIT C**

**TO FINAL FEE APPLICATION**

**GCG's First Interim Fee Application**

Hearing Date & Time: November 3, 2014 at 10:00 a.m. (EST)  
Objection Deadline: October 27, 2014 at 5:00 p.m. (EST)

Angela Ferrante  
Craig Johnson  
GCG, Inc.  
1985 Marcus Avenue, Suite 200  
Lake Success, NY 11042  
Telephone: (631) 470-5000  
Facsimile: (631) 470-5100  
Administrative Agent for the Debtors

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

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

**SUMMARY OF FIRST INTERIM FEE APPLICATION OF  
GCG, INC., AS ADMINISTRATIVE AGENT FOR THE DEBTORS, FOR  
ALLOWANCE OF COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES  
INCURRED FOR THE PERIOD OF MAY 1, 2014 THROUGH SEPTEMBER 30, 2014**

Name of Applicant:	GCG, Inc.
Role in the Case:	Administrative Agent for Debtors and Debtors-in-Possession
Date of Retention:	September 19, 2014
Date Case Filed:	May 29, 2013
Date Services Commenced:	July 23, 2014
Current Application Period:	May 1, 2014 through September 30, 2014
Total Amount of Compensation Sought as Actual, Reasonable, and Necessary for Applicable Period:	\$39,992.50

<sup>1</sup> 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.

Total Amount of Expense  
Reimbursement Sought as  
Actual, Reasonable, and  
Necessary for Applicable  
Period: \$0.00

**Total Amount Requested: \$39,992.50**

Voluntary Reductions Taken: \$0.00

**Total Amount Requested  
After Voluntary Reduction: \$39,992.50**

Total Amount of Fees and  
Expenses Paid as Actual,  
Reasonable, and Necessary for  
Applicable Period: \$39,992.50

Total Amount of Fees Held  
Back From Current Period: \$0.00

**Total Compensation  
Requested, But Not Yet  
Received: \$0.00**

Total Compensation and  
Expenses Previously Requested: \$0.00

Total Compensation and  
Expenses Previously Awarded: \$0.00

This is an:   x   interim    final application.

**Hearing Date & Time: November 3, 2014 10:00 AM EST**  
**Objection Deadline: October 27, 2014 5:00 PM EST**

Angela Ferrante  
Craig Johnson  
GCG, Inc.  
1985 Marcus Avenue, Suite 200  
Lake Success, NY 11042  
Telephone: (631) 470-5000  
Facsimile: (631) 470-5100  
Administrative Agent for the Debtors

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

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

**FIRST INTERIM FEE APPLICATION OF GCG, INC. AS  
ADMINISTRATIVE AGENT FOR THE DEBTORS, FOR ALLOWANCE  
OF COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES  
INCURRED FOR THE PERIOD OF MAY 1, 2014 THROUGH SEPTEMBER 30, 2014**

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

GCG, Inc. (“GCG”), as administrative agent to the above-captioned debtors and debtors-in-possession (collectively the “Debtors”), submits its first application for allowance and approval of interim compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred (the “First Interim Fee Application”), pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the

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<sup>1</sup> 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.

“Bankruptcy Rules”), as well as all other applicable rules, orders and affiliated guidelines (collectively, the “Fee Guidelines”),<sup>2</sup> for the period from May 1, 2014, through and including September 30, 2014 (the “Fourth Interim Fee Period”).<sup>3</sup> In support of this First Interim Fee Application, GCG respectfully represents as follows:

### **Jurisdiction**

1. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The bases for the relief requested are pursuant to sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-1, the Interim Compensation Order and the Local Guidelines. Pursuant to the Local Guidelines, a certification of compliance is attached as **Exhibit A**.

### **Background**

4. On May 29, 2013 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are authorized to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On May 31, 2013, this Court entered an order jointly administering the Debtors’ chapter 11 cases pursuant to Bankruptcy Rule 1015(b).

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<sup>2</sup> GCG’s First Interim Fee Application seeks to be in compliance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Bankruptcy Rules”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330, as supplemented by this Court’s Order regarding Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (General Order M-447) (the “Local Guidelines”), and this Court’s Interim Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (ECF Doc. No. 148) (the “Interim Compensation Order”).

<sup>3</sup> Although the Fourth Interim Fee Period applies to all professionals in these bankruptcy cases, this First Interim Fee Application covers only the period from July 23, 2014 to September 30, 2014, the period during which GCG seeks compensation under sections 330 and 331 of the Bankruptcy Code.

5. On June 10, 2013, the United States Trustee for Region 2 (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Creditors’ Committee”). A chapter 11 plan of liquidation and accompanying disclosure statement were filed on August 8, 2014. On September 17, 2014, the Debtors filed the First Amended Disclosure Statement and First Amended Plan of Liquidation.

### **GCG’s Retention**

6. On May 29, 2014, the Debtors filed an application under 28 U.S.C. § 156(c) for authorization to retain GCG to serve as the claims and noticing agent in the Debtors’ chapter 11 cases (the “Section 156(c) Application”). On June 3, 2014, the Court entered an order granting the Section 156(c) Application.

7. Prior to the Petition Date, GCG received a retainer of \$30,000.00 applied to prepetition work in this case but has not maintained an outstanding retainer amount during the pendency of these chapter 11 cases. GCG is compensated by the Debtors, and is not subject to any budgetary limitations on its fees.

8. On August 15, 2014, the Debtors filed an application pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014 to retain and employ GCG as their administrative agent (the “Application”) to perform duties outside the scope of 28 U.S.C. § 156(c) and the 156(c) Application.<sup>4</sup> An order granting the Application and authorizing the Debtors’ retention of GCG as their administrative agent was entered by this Court on September

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<sup>4</sup> Only those services outside the scope of 28 U.S.C. § 156(c) are covered by the Application and, therefore, subject to, and covered by, this First Interim Fee Application. All other services rendered by GCG have been, and will continue to be, invoiced to the Debtors directly in accordance with the order granting the Section 156(c) Application.

19, 2014 (ECF Doc. No. 824) (the “Retention Order”). A copy of the Retention Order is attached as **Exhibit B**.<sup>5</sup>

9. The Retention Order authorizes the Debtors to compensate and reimburse GCG in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules and the Fee Guidelines. The Retention Order authorizes the Debtors to compensate GCG at its hourly rates for services outlined in the Application, which relate to services subject to section 327(a) of the Bankruptcy Code (the “327 Services”), and to reimburse GCG for its actual and necessary out-of-pocket expenses incurred with respect to the 327 Services, subject to application to this Court as set forth herein.

#### **Monthly Fee Statements**

10. Unlike every other professional in these cases, GCG also serves as a claims and noticing agent pursuant to 28 U.S.C. § 156, making it necessary for GCG to bifurcate its time between tasks performed pursuant to 28 U.S.C. § 156 (“156 Services”) and the 327 services performed outside the scope of that statute, and that are thus subject to retention pursuant to section 327 of the Bankruptcy Code and the fee application process pursuant to section 330 of the Bankruptcy Code. In most months, where GCG’s activities are concentrated in the 156 Services of noticing and claims processing, and 327 Services are minimal, it is not cost beneficial for GCG to file a monthly fee statement.

11. Therefore, although GCG was permitted by the Interim Compensation Order to submit monthly fee statements, GCG opted not to do so with respect to Section 327 Services (and related expenses, if any), during the Fourth Interim Fee Period. By doing so, GCG voluntarily postponed the receipt of payment, and benefitted the estate by avoiding the

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<sup>5</sup> To the extent necessary to cover the fees requested in this First Interim Fee Application, GCG requests that its retention as administrative agent for the Debtors be made *nunc pro tunc* to July 23, 2014.

unnecessary expense associated with preparation of such fee statements (GCG continued to invoice the Debtors in accordance for services covered by the order granting the Section 156(c) Application during the Fourth Interim Fee Period).

**Compensation Requested**

12. Pursuant to the Interim Compensation Order, GCG submits this First Interim Fee Application which seeks approval of the amount of \$39,992.50 for compensation for services rendered and seeks authority for the Debtors to pay GCG any and all of the fees and expenses accrued during the Fourth Interim Fee Period.

13. For the convenience of the Court and all parties in interest, attached as **Exhibit C** is a schedule of the total amount of GCG's fees and expenses by billing category for the Fourth Interim Fee Period. GCG maintains computerized records of the time expended rendering the 327 Services requested by the Debtors and their estates. Such time records were made contemporaneously with the rendering of the 327 Services by the person performing such services and in the ordinary course of GCG's practice, and are presented in a form that complies with the Local Bankruptcy Rules and the Local Guidelines.

14. For the convenience of the Court and all parties in interest, attached as **Exhibit D** is a summary by timekeeper for the Fourth Interim Fee Period setting forth: (i) the name of each professional; (ii) the aggregate time expended by each professional; (iii) the hourly billing rate for each professional at GCG's current billing rates; and (iv) an indication of the individual amounts requested as part of the total amount of compensation requested.

15. The rates described herein are GCG's hourly rates for 327 Services provided during the Fourth Interim Fee Period. Based on these rates and the 327 Services performed by each individual, the total reasonable value of such 327 Services rendered during the Fourth



Interim Fee Period is \$39,992.50. The fees sought by this First Interim Fee Application reflect an aggregate of 245.20 hours of professional time spent and recorded in performing 327 Services for the Debtors during the Fourth Interim Fee Period, at a blended average hourly rate of \$163.10.

16. Attached hereto as **Exhibit E** is a detailed, chronological statement covering all the services rendered by GCG during the Application Period. In accordance with Bankruptcy Rule 2016, the GCG detail attached hereto as Exhibit E contains detailed, chronological narratives of the time spent, the dates and descriptions of the services rendered, and the identity of the GCG timekeeper who provided services on behalf of the Debtors during the Fourth Interim Fee Period, divided among uniform categories adopted by GCG for the administration of these bankruptcy cases.

17. During the course of the chapter 11 cases, GCG's hourly billing rates for professionals ranged from \$85.00 to \$295.00. The hourly rates and corresponding rate structure utilized by GCG in the chapter 11 cases are equivalent to the hourly rates and corresponding rate structure predominantly used by GCG for: (i) restructuring, workout, bankruptcy, insolvency and comparable matters; and (ii) similar complex corporate, securities and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. The rates and rate structure reflect that GCG's matters are typically national in scope and typically involve great complexity, high stakes and severe time pressures.

18. GCG's hourly rates are set at a level designed to compensate GCG fairly for the work of its professionals and to cover fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to

periodic adjustments to reflect economic and other conditions, and are consistent with the rates charged elsewhere by GCG.

19. GCG regularly reviews its bills to ensure that the Debtors are billed only for services that were actual, necessary and requested by the Debtors and, in accordance with the Fee Guidelines, GCG reduces its fees when warranted.

20. There is no agreement or understanding between GCG and any other person for the sharing of compensation to be received for services rendered in the chapter 11 cases.

21. As discussed below, in accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable in light of: (a) the complexity of the chapter 11 cases; (b) the time expended; (c) the nature and extent of the 327 Services rendered; (d) the value of such 327 Services; and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

#### **Summary of Services Performed**

22. During the Fourth Interim Fee Period, GCG provided essential and significant professional services to the Debtors in connection with the chapter 11 cases. These 327 Services were, at times, performed under significant time constraints and were necessary to administer a multitude of critical tasks in the chapter 11 cases. To provide a meaningful summary of the 327 Services rendered on behalf of the Debtors and their estates, GCG has established, in accordance with the Fee Guidelines and its internal billing procedures, certain subject matters (each, a “Subject Matter”) in connection with the chapter 11 cases. The following is a summary by Subject Matter of the most significant 327 Services rendered by GCG during the Fourth Interim Fee Period. This summary is organized in accordance with GCG’s internal system of billing tasks and corresponds to the tasks itemized on Exhibit C.

23. Section 327 Retention (Fees: \$2,355.00; Hours: 13.4). In connection with initial and ongoing retention and disclosure requirements, and in connection with the Retention Order, GCG's professionals incurred time on activities including drafting its retention application and the related declaration.

24. Solicitation (Fees: \$37,637.50; Hours: 231.8). This subject matter includes fees incurred in connection with preparing for and managing the solicitation and tabulation of votes on the Debtors' Plan. In particular, GCG timekeepers billed time for reviewing drafts of the Plan, Disclosure Statement, Motion for Order Approving the Disclosure Statement, Proposed Order Approving the Disclosure Statement, Notice of Confirmation Hearing and Ballots, and providing comments thereto. GCG worked with Debtors' counsel to finalize the solicitation materials and ballots, and utilized a proprietary coding process to customize balloting materials for each of the various voting classes. GCG then customized ballots with the appropriate voting party name, address, and amount, and reviewed the ballots for accuracy.

**Reasonable and Necessary Services Rendered by GCG**

25. The foregoing professional services rendered by GCG on behalf of the Debtors during the Fourth Interim Fee Period were reasonable, necessary and appropriate to the administration of the chapter 11 cases and related matters. GCG has a prominent bankruptcy operations team comprised of over 80 bankruptcy professionals, and enjoys a national reputation for its expertise in all aspects of bankruptcy case administration. In particular, the professionals comprising GCG's bankruptcy operations team include former bankruptcy attorneys and financial advisors with decades of experience in all aspects of case administration and in representing debtors and creditors' committees in connection with their chapter 11 cases.

**GCG's Requested Compensation and Reimbursement Should be Allowed**

26. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such 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, a case under this title;
- (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; and
- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3). The clear Congressional intent and policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

27. GCG respectfully submits that the services for which it seeks compensation in this First Interim Fee Application were, at the time rendered, necessary for, and beneficial to, the Debtors and their estates, and in certain instances required by the Fee Guidelines and the Interim Compensation Order. Furthermore, GCG asserts that it performed the 327 Services for the Debtors economically, effectively and efficiently, and the results obtained benefited not only the

Debtors, but also the Debtors' estates and the other parties in interest. GCG further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such 327 Services to the Debtors, their estates and parties in interest.

28. In sum, GCG respectfully submits that the 327 Services rendered by GCG on behalf of the Debtors and their estates during the chapter 11 cases were necessary and appropriate given the complexity of the chapter 11 cases, the time expended by GCG, the nature and extent of the 327 Services rendered, the value of the 327 Services, and the cost of comparable services provided outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, GCG respectfully submits that approval of the compensation sought herein is warranted and should be approved.

#### **Notice**

29. Notice of this First Interim Fee Application has been provided to the Compensation Notice Parties as defined in and pursuant to the terms set forth in the Interim Compensation Order, and was submitted to the Debtors and Debtors' Counsel for review and approval prior to filing. GCG respectfully submits that no further notice is necessary.

#### **No Prior Request**

30. No prior request for the relief sought in this First Interim Fee Application has been made to this Court or any other court.

**Conclusion**

WHEREFORE, GCG respectfully requests entry of an order: (i) approving and allowing GCG's total professional fees for the Fourth Interim Fee Period in the amount of \$39,992.50; (ii) directing payment of all funds remaining to be paid for the Fourth Interim Fee Period; and (iii) granting such other and further relief as the Court deems just and proper.

October 10, 2014  
Lake Success, New York

**GCG, INC.**

A handwritten signature in black ink, appearing to read "Angela" followed by a stylized flourish.

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Angela Ferrante  
Craig Johnson  
1985 Marcus Avenue, Suite 200  
Lake Success, New York 11042  
Telephone: (631) 470-5000  
Facsimile: (631) 470-5100

Administrative Agent for the Debtors

**First Interim Fee Application Exhibit Index**

<b>Exhibit A</b>	<b>Certification of Compliance</b>
<b>Exhibit B</b>	<b>Retention Order</b>
<b>Exhibit C</b>	<b>Fees by Billing Category</b>
<b>Exhibit D</b>	<b>Time Summary by Timekeeper</b>
<b>Exhibit E</b>	<b>Time Summary by Billing Category</b>

**EXHIBIT A**

**TO FIRST INTERIM FEE APPLICATION**

**Certification**



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

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

**CERTIFICATION OF ANGELA FERRANTE**

ANGELA FERRANTE, hereby declares:

1. I am a Vice President with GCG, Inc. ("GCG"), and I am authorized to make and submit this certification (the "Certification") on behalf of GCG. GCG is the administrative agent for the debtors and debtors in possession (the "Debtors") in the above-captioned proceeding. Our business address is 1985 Marcus Avenue, Suite 200, Lake Success, New York 11042-1013.

2. I submit this Certification with respect to the First Interim Fee Application<sup>1</sup> of GCG for compensation for professional services rendered and reimbursement of actual and necessary expenses incurred, during the period of May 1, 2014 through September 30, 2014.

3. I make this Certification in accordance with Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-1 and the Fee Guidelines. In connection therewith, I hereby certify that:

- (a) I have read the First Interim Fee Application;
- (b) To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the First Interim Fee Application fall within the Fee Guidelines;
- (c) Except to the extent that fees or disbursements are prohibited by the Fee Guidelines, the fees and disbursements requested in the First Interim Fee Application are billed in accordance with practices customarily employed by GCG and generally accepted by GCG's clients;

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the First Interim Fee Application.

- (d) In providing a reimbursable service that GCG reflects on the expense side of its invoices, GCG does not make a profit on that service, whether the service was performed by GCG in-house or through a third party;
- (e) The Court approved GCG's retention as a 327 Administrative Agent on September 19, 2014 and no monthly fee statements were served in this case previously;
- (f) The Debtors were provided with a copy of the First Interim Fee Application for review and approval prior to filing; and
- (g) Pursuant to the Local Guidelines, the Debtors, the U.S. Trustee and the Creditors' Committee will each be provided with a copy of the First Interim Fee Application simultaneously with the filing thereof, and these parties will have at least 14 days to review such First Interim Fee Application prior to any objection deadline established with respect thereto.

4. All services for which compensation is requested by GCG were services performed for, and on behalf of, the Debtors and their estates, and not on behalf of any other person.

5. In accordance with 18 U.S.C. § 155, neither I nor any professional within GCG has entered into any agreement, express or implied, with any other party in interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of, or paid from, the Debtors' estates.

October 10, 2014  
Lake Success, New York



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ANGELA FERRANTE

**EXHIBIT B**

**TO FIRST INTERIM FEE APPLICATION**

**Retention Order**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re:

Chapter 11

SOUND SHORE MEDICAL CENTER  
OF WESTCHESTER, et al.

Case No. 13-22840(RDD)

Debtors.

(Jointly Administered)

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**ORDER PURSUANT TO 11 U.S.C. § 327 AND FED. R. BANKR.  
P. 2014(A) APPROVING THE EMPLOYMENT AND RETENTION  
OF GCG, INC. AS ADMINISTRATIVE AGENT TO THE DEBTORS**

Upon the application (the “**Application**”)<sup>1</sup> of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”)<sup>2</sup>, pursuant to section 327(a) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order authorizing the retention and employment of GCG, Inc. (“**GCG**”) as administrative agent for the Debtors pursuant to the terms of the Engagement Letter, a copy of which is attached to the Application, all as more fully described in the Application; and upon the declaration of Angela Ferrante, attached to the Application as Exhibit B (the “**Ferrante Declaration**”); and the Court being satisfied, based on the representations made in the Application and the Ferrante Declaration, that GCG is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required under section 327(a) of the Bankruptcy Code, that GCG neither holds nor represents an interest adverse to the Debtors’

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Section 327 Application.

<sup>2</sup> 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.

estates with respect to the matters upon which it is to be engaged, and that GCG's retention to perform the services described in the Application is necessary and in the best interests of the Debtors and their estates; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, Acting C.J.), that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b), and that venue before this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and no further being required; and there being no objections to the requested relief; and Court having found and determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein, it is hereby

ORDERED that the Application is granted as provided herein; and it is further

ORDERED that pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a), the Debtors are authorized to employ and retain GCG as Administrative Agent pursuant to the terms and conditions set forth in the Engagement Letter; and it is further

ORDERED that GCG is authorized to perform all actions and services set forth in the Application, including, but not limited to, the following services:

- (a) Generating and providing claim reports and claim objection exhibits;
- (b) Managing the preparation, compilation and mailing of documents to creditors and other parties in interest in connection with the solicitation of a chapter 11 plan (a "**Plan**");
- (c) Managing the publication of legal notices;
- (d) Collecting and tabulating votes in connection with any Plan filed by the Debtors and providing ballot reports to the Debtors and their professionals;

- (e) Generating an official ballot certification and testifying, if necessary, in support of the ballot tabulation results;
- (f) Managing any distributions made pursuant to a Plan; and
- (g) Providing any and all necessary administrative tasks not otherwise specifically set forth above as the Debtors or their professionals may require in connection with these Chapter 11 Cases;

and it is further

ORDERED that this Order shall not apply to any services GCG was authorized to render pursuant to the Section 156(c) Order previously entered by the Court; and it is further

ORDERED that, to the extent that GCG's duties exceed the scope of the Section 156(c) Order, GCG shall be compensated in accordance with, will file interim and final fee applications for allowance of its compensation and expenses pursuant to, and shall be subject to, 11 U.S.C. §§ 330 and 331, as the case may be, and the applicable Bankruptcy Rules, Local Rules, and fee and expense guidelines and orders of the Court; and it is further

ORDERED that GCG shall use its best efforts to avoid any duplication of services provided by any of the Debtors' other retained professionals in these Chapter 11 cases; and it is further

ORDERED that the Debtors and GCG are authorized to take such other and further actions necessary to comply with all of the duties set forth in the Application; and it is further

ORDERED that to the extent that there may be any inconsistency between the terms of the Application, the Engagement Letter or this Order, the terms of this Order shall govern; and it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising

from, or related to, the implementation of this Order.

Dated: September 19, 2014  
White Plains, New York

/s/ Robert D. Drain  
Honorable Robert D. Drain  
United States Bankruptcy Judge

**EXHIBIT C**

**TO FIRST INTERIM FEE APPLICATION**

**Fees by Billing Category**



**SUMMARY OF FEES BY BILLING CATEGORY**

SSM - Sound Shore Medical Center of Westchester, *et al.*  
(May 1, 2014 - September 30, 2014)

	<b>BLENDED RATE</b>	<b>TOTAL HOURS BILLED</b>	<b>TOTAL FEES</b>
Section 327 Retention	\$175.75	13.4	\$2,355.00
Solicitation	\$162.37	231.8	\$37,637.50
<b>Total</b>	<b>\$163.10</b>	<b>245.20</b>	<b>\$39,992.50</b>

**EXHIBIT D**

**TO FIRST INTERIM FEE APPLICATION**

**Time Summary by Timekeeper**

**SUMMARY OF BILLING BY TIMEKEEPER**SSM - Sound Shore Medical Center of Westchester, *et al.*

May 1, 2014 - Sep 30, 2014

<b>TIMEKEEPER</b>	<b>TITLE</b>	<b>HOURLY BILLING RATE</b>	<b>TOTAL HOURS BILLED</b>	<b>TOTAL FEES</b>
Johnson, Craig	Sr. Director, Bankruptcy	\$295.00	0.4	\$118.00
Nadick, Ryan	Ass't Director, Bankruptcy	\$200.00	1.2	\$240.00
Weissman, Andrew	Ass't Director, Bankruptcy	\$200.00	12.0	\$2,400.00
Young, Emily	Ass't Director, Bankruptcy	\$200.00	41.9	\$8,380.00
Greenbaum, Kimberly	Sr. Project Manager, Bankruptcy	\$175.00	6.8	\$1,190.00
Montgomery, Heather	Sr. Project Manager, Bankruptcy	\$175.00	15.8	\$2,765.00
Safko, Charles	Sr. Project Manager, Bankruptcy	\$175.00	8.5	\$1,487.50
Whitney, Jennifer	Sr. Project Manager, Bankruptcy	\$175.00	7.5	\$1,312.50
Redman, Joshua	Project Manager II	\$150.00	2.3	\$345.00
Sorg, Rachelle	Project Manager II	\$150.00	85.3	\$12,795.00
Tribuch, Yaakov	Project Manager II	\$150.00	51.9	\$7,785.00
Zaslow, Garry	Sr. Project Supervisor	\$110.00	6.1	\$671.00
Strakal, Tammy	Project Supervisor	\$100.00	2.4	\$240.00
Swanson, Laurie	Sr. Project Administrator	\$85.00	3.1	\$263.50
<b>TOTAL</b>			<b>245.2</b>	<b>\$39,992.50</b>
			<b>Blended Rate:</b>	<b>\$163.10</b>

**EXHIBIT E**

**TO FIRST INTERIM FEE APPLICATION**

**Time Summary by Billing Category**

DATE	TIME	TIMEKEEPER	CATEGORY	BILLING AMOUNT	DESCRIPTION
7/25/2014	0.8	Montgomery, Heather	Section 327 Retention	\$140.00	Reviewed documents and met with A Shah at Garfunkel regarding solicitation.
7/30/2014	0.8	Montgomery, Heather	Section 327 Retention	\$140.00	Reviewed retention documentation for 327 and directed S Bogucki and J Redman re review.
7/31/2014	1.5	Montgomery, Heather	Section 327 Retention	\$262.50	Reviewed comments to 327 application and directed team re conflicts check.
8/5/2014	0.1	Montgomery, Heather	Section 327 Retention	\$17.50	Conferred with E Gottlieb and counsel regarding Retention Application.
8/6/2014	0.2	Montgomery, Heather	Section 327 Retention	\$35.00	Reviewed and coordinated with team regarding 327 application.
8/7/2014	0.8	Montgomery, Heather	Section 327 Retention	\$140.00	Reviewed disclosure, conferred with E Gottlieb.
8/8/2014	0.4	Montgomery, Heather	Section 327 Retention	\$70.00	Confirmed disclosure for A Shah for 327 Application.
8/11/2014	0.2	Montgomery, Heather	Section 327 Retention	\$35.00	Reviewed and conferred with Counsel on filing of Retention Application.
8/12/2014	0.9	Montgomery, Heather	Section 327 Retention	\$157.50	Reviewed finalized draft from A Shah and coordinated with E Gottlieb and A Ferrante re same.
8/13/2014	0.3	Montgomery, Heather	Section 327 Retention	\$52.50	Sent confirmed SSM 327 Application to Counsel.
8/14/2014	0.7	Montgomery, Heather	Section 327 Retention	\$122.50	Confirmed agreement filed with 156 application and sent to Counsel for inclusion in the 327 application for services, conferred with R Nadick re same.
9/11/2014	1.6	Montgomery, Heather	Section 327 Retention	\$280.00	Review claims and discuss plan classing with case team.
9/23/2014	0.1	Montgomery, Heather	Section 327 Retention	\$17.50	Directed case team regarding retention status.
7/30/2014	0.2	Nadick, Ryan	Section 327 Retention	\$40.00	Attended to conflicts.
7/31/2014	0.5	Nadick, Ryan	Section 327 Retention	\$100.00	Attended to conflicts.
8/1/2014	0.2	Nadick, Ryan	Section 327 Retention	\$40.00	Attended to conflicts.
8/6/2014	0.3	Nadick, Ryan	Section 327 Retention	\$60.00	Attended to retention affidavit.
7/30/2014	2.3	Redman, Joshua	Section 327 Retention	\$345.00	Reviewed retention document.
7/28/2014	0.3	Weissman, Andrew	Section 327 Retention	\$60.00	Reviewed 327 Retention application.
7/30/2014	0.5	Weissman, Andrew	Section 327 Retention	\$100.00	Reviewed and commented on draft application to retain GCG as solicitation agent under section 327 (.3); discussed same with case team (.2).
7/31/2014	0.5	Weissman, Andrew	Section 327 Retention	\$100.00	Reviewed and revised application and declaration.
8/1/2014	0.2	Weissman, Andrew	Section 327 Retention	\$40.00	Reviewed conflicts email for the retention as solicitation agent.
9/9/2014	0.4	Greenbaum, Kimberly	Solicitation	\$70.00	Read the plan of disclosure statement, checked the database for number of parties that would receive a ballot.
9/10/2014	0.4	Greenbaum, Kimberly	Solicitation	\$70.00	Reviewed the plan classing of records in the database.
9/11/2014	0.4	Greenbaum, Kimberly	Solicitation	\$70.00	Reviewed the plan classing of records in the database.
9/12/2014	1.2	Greenbaum, Kimberly	Solicitation	\$210.00	Reviewed and ran reports to determine the unsecured voting parties.
9/15/2014	2.8	Greenbaum, Kimberly	Solicitation	\$490.00	Preparing for the aggregation of unsecured records, all data will be confirmed against the completed work product (2.1); reviewed the counts for the distribution chart (.7).
9/17/2014	0.4	Greenbaum, Kimberly	Solicitation	\$70.00	Reviewed updates to the plan classing re: the solicitation mailing, checked the QA teams work to ensure all updates were accurately reflected in the database.
9/29/2014	0.6	Greenbaum, Kimberly	Solicitation	\$105.00	Reviewed QA feedback for ballots and reporting.
9/30/2014	0.6	Greenbaum, Kimberly	Solicitation	\$105.00	Reviewed QA feedback for ballots and reporting.
9/25/2014	0.2	Johnson, Craig	Solicitation	\$59.00	Supervised tabulation.
9/26/2014	0.2	Johnson, Craig	Solicitation	\$59.00	Monitored tabulation.
9/4/2014	0.9	Montgomery, Heather	Solicitation	\$157.50	Reviewed task list as sent by Y Tribuch and sent suggested updates to A Weissman.
9/5/2014	1.9	Montgomery, Heather	Solicitation	\$332.50	Review plan classing questions/items with case team and solicitation documents; directed Schedule Matching.

DATE	TIME	TIMEKEEPER	CATEGORY	BILLING AMOUNT	DESCRIPTION
9/10/2014	2.8	Montgomery, Heather	Solicitation	\$490.00	Supervised Schedule Matching by the GCG team and Solicitation Questions in preparation for the Solicitation mailing.
9/22/2014	0.3	Montgomery, Heather	Solicitation	\$52.50	Reviewed and sent ballot certifications to A Shah at Garfunkel Wild for samples of comparable certifications for SSM matter.
9/23/2014	1.2	Montgomery, Heather	Solicitation	\$210.00	Reviewed ballot processing procedures.
9/30/2014	0.3	Montgomery, Heather	Solicitation	\$52.50	Reviewed ballot tabulation reporting and directed case team re recipients after confirming with A Shah at Garfunkel.
9/15/2014	4.2	Safko, Charles	Solicitation	\$735.00	Reviewed the plan classing of the netire database (3.6); reviewed the revisions to the database (.3); created spreadsheet to use to confirm the voting table and aggregations (.3).
9/16/2014	1.3	Safko, Charles	Solicitation	\$227.50	Reviewed the voting table to ensure that all the amounts had been uploaded correctly (.5); reviewed updates to the plan classing and message codes (.4); reviewed the duplicate claims spreadsheet for parties in Class 4 and Class 5 (.4).
9/17/2014	2.1	Safko, Charles	Solicitation	\$367.50	Reviewed updates to the plan, classing, voting table and message codes.
9/30/2014	0.9	Safko, Charles	Solicitation	\$157.50	Reviewed processed ballots (.5); reviewed ballots moved from one NME to another along with the images (.4).
8/18/2014	0.7	Sorg, Rachelle	Solicitation	\$105.00	Reviewed Motion Approving Disclosure Statement (Dkt 800) in preparation of plan classing.
8/19/2014	1.4	Sorg, Rachelle	Solicitation	\$210.00	Further reviewed Motion Approving Disclosure Statement (Dkt 800) in preparation of plan classing.
8/28/2014	2.7	Sorg, Rachelle	Solicitation	\$405.00	Prepared plan classing file.
8/29/2014	2.1	Sorg, Rachelle	Solicitation	\$315.00	Continued to prepare plan classing file.
9/5/2014	6.7	Sorg, Rachelle	Solicitation	\$1,005.00	Prepared plan classing file.
9/8/2014	2.9	Sorg, Rachelle	Solicitation	\$435.00	Call w/ Y. Tribuch re plan classing update (.2); reviewed plan classing file to ascertain number of Class 3 claims in preparation of mailing (.4); continued to finalize plan classing file (2.3).
9/10/2014	4.6	Sorg, Rachelle	Solicitation	\$690.00	Mtg w/ H. Montgomery re aggregation of claims for solicitation purposes (.4); revised plan classing file re aggregation of claims (4.2).
9/11/2014	10.7	Sorg, Rachelle	Solicitation	\$1,605.00	Continue to finalize plan classing file.
9/12/2014	10.3	Sorg, Rachelle	Solicitation	\$1,545.00	Continued to finalize plan classing file (9.9); mtg w/ solicitation team re outstanding tasks (.4).
9/15/2014	9.9	Sorg, Rachelle	Solicitation	\$1,485.00	Mtg w/ solicitation team re status of solicitation and outstanding tasks (.2); mtg w/ Y. Tribuch re duplicative claims (1.6); updated plan classing file and database per quality assurance review (1.1); mtg w/ H. Montgomery re medical malpractice and personal injury claims (.7); continued to identify duplicative claims and generated solicitation notes re same (6.3).
9/16/2014	10.1	Sorg, Rachelle	Solicitation	\$1,515.00	Mtgs w/ solicitation team re outstanding tasks (.8); updated voting tables and finalized plan classing for duplicate claims and superseded scheduled claims (9.3).
9/17/2014	8.6	Sorg, Rachelle	Solicitation	\$1,290.00	Mtg w/ solicitation team re outstanding tasks (.4); finalized aggregation of class 3 claims (8.1); mtg re print files and status of solicitation tasks (.1).
9/18/2014	7.2	Sorg, Rachelle	Solicitation	\$1,080.00	Continued to finalize solicitation (6.9); mtg with solicitation team re outstanding tasks (.3).
9/19/2014	6.8	Sorg, Rachelle	Solicitation	\$1,020.00	Continued to finalize solicitation.
9/22/2014	0.6	Sorg, Rachelle	Solicitation	\$90.00	Updated database re excluded records from solicitation.
9/29/2014	1.8	Strakal, Tammy	Solicitation	\$180.00	Analyzed ballot processing for accuracy.

DATE	TIME	TIMEKEEPER	CATEGORY	BILLING AMOUNT	DESCRIPTION
9/30/2014	0.6	Strakal, Tammy	Solicitation	\$60.00	Analyzed the ballot processing for accuracy.
9/26/2014	0.4	Swanson, Laurie	Solicitation	\$34.00	Processed ballots (.2); Reviewed ballot processing for accuracy (.2);
9/29/2014	1.9	Swanson, Laurie	Solicitation	\$161.50	Processed ballots.
9/30/2014	0.8	Swanson, Laurie	Solicitation	\$68.00	Processed additional ballots.
7/23/2014	0.5	Tribuch, Yaakov	Solicitation	\$75.00	Reviewed draft Disclosure Statement.
7/24/2014	1.0	Tribuch, Yaakov	Solicitation	\$150.00	Reviewed and prepared sample ballots.
7/25/2014	0.5	Tribuch, Yaakov	Solicitation	\$75.00	Participated on call with A. Shah, E. Young, H. Montgomery and J. Whitney re solicitation issues.
7/28/2014	1.2	Tribuch, Yaakov	Solicitation	\$180.00	Reviewed draft Disclosure Statement Hearing Motion and Order.
7/29/2014	0.8	Tribuch, Yaakov	Solicitation	\$120.00	Reviewed and provided comment on draft solicitation documents.
7/30/2014	2.9	Tribuch, Yaakov	Solicitation	\$435.00	Reviewed and provided comment on draft solicitation documents (2.2); participated in call with A. Shah, H. Montgomery, E. Young, and others re draft solicitation documents and solicitation timeline (.5); conferred with team members re solicitation timeline (.2).
7/31/2014	1.6	Tribuch, Yaakov	Solicitation	\$240.00	Reviewed and provided comment on draft solicitation documents.
9/3/2014	0.6	Tribuch, Yaakov	Solicitation	\$90.00	Reviewed solicitation documents.
9/4/2014	0.4	Tribuch, Yaakov	Solicitation	\$60.00	Reviewed and revised solicitation task list and document distribution chart.
9/8/2014	0.8	Tribuch, Yaakov	Solicitation	\$120.00	Researched solicitation costs (.6); reviewed solicitation documents (.2).
9/9/2014	0.3	Tribuch, Yaakov	Solicitation	\$45.00	Reviewed plan classing.
9/10/2014	1.9	Tribuch, Yaakov	Solicitation	\$285.00	Reviewed solicitation documents for issues for follow up with counsel (1.3); organized procedures for updating plan classing and voting amounts (.4); updated solicitation task list (.2).
9/11/2014	4.3	Tribuch, Yaakov	Solicitation	\$645.00	Reviewed plan classing (1.2); reviewed preliminary aggregations (1.1); reviewed potential duplicate claims (.9); prepared for creation of voting amounts (.7); reviewed voting procedures (.4).
9/12/2014	5.3	Tribuch, Yaakov	Solicitation	\$795.00	Reviewed potential duplicate claims (3.4); reviewed plan classing (1.7); participated in call with internal team re solicitation tasks (.2).
9/15/2014	5.8	Tribuch, Yaakov	Solicitation	\$870.00	Reviewed plan classing (2.1); identified and reviewed duplicate claims (3.3); participated in internal team meeting re solicitation (.4).
9/16/2014	6.8	Tribuch, Yaakov	Solicitation	\$1,020.00	Reviewed and updated list of cross-debtor and same debtor duplicative claims (2.1); prepared template for aggregation review (.6); reviewed updated claims reconciliation (.8); reviewed updated plan classing (1.1); reviewed voting amounts (1.6); participated in meeting with internal team to discuss outstanding solicitation issues (.4); reviewed solicitation cost estimate (.2).
9/17/2014	7.1	Tribuch, Yaakov	Solicitation	\$1,065.00	Prepared list of claims for aggregation review (.6); reviewed ballots (.4); performed aggregation review (2.7); reviewed addresses of duplicative claims (.6); reviewed updated plan classing (.7); participated in internal team meeting re solicitation issues (.4); reviewed service requests (.3); reviewed solicitation documents (.4); conferred with team members re solicitation issues (1.0).
9/18/2014	4.1	Tribuch, Yaakov	Solicitation	\$615.00	Reviewed revised solicitation documents (.7); reviewed filed Solicitation Procedures Order (.8); reviewed revised ballots (.4); reviewed aggregated records (.8); reviewed solicitation mailing requests (.6); conferred with team members re solicitation mailing (.8).
9/19/2014	4.9	Tribuch, Yaakov	Solicitation	\$735.00	Arranged and reviewed solicitation packages (2.2); reviewed claim reconciliation of voting parties (1.7); reviewed updated plan classing (1.0).
9/22/2014	1.1	Tribuch, Yaakov	Solicitation	\$165.00	Reviewed updated plan classing and vote values.

DATE	TIME	TIMEKEEPER	CATEGORY	BILLING AMOUNT	DESCRIPTION
7/30/2014	0.9	Weissman, Andrew	Solicitation	\$180.00	Reviewed draft solicitation procedures order (.3); phone conference with H. Montgomery, E. Young and counsel for Debtors to discuss solicitation plan and schedule (.3); follow up conference with H. Montgomery and E. Young to discuss timing for solicitation and mailing of solicitation packages (.3).
8/18/2014	0.3	Weissman, Andrew	Solicitation	\$60.00	Reviewed and commented on the Disclosure Statement hearing notice.
9/3/2014	1.1	Weissman, Andrew	Solicitation	\$220.00	Reviewed Solicitation FAQs (.2); reviewed Disclosure Statement (.4); reviewed Plan (.3); prepared for plan classing (.2).
9/5/2014	1.4	Weissman, Andrew	Solicitation	\$280.00	Reviewed plan classing (.4); reviewed plan (.3); reviewed disclosure statement in connection with preparing plan class report (.4); discussed same with case team (.3).
9/8/2014	0.8	Weissman, Andrew	Solicitation	\$160.00	Oversaw plan classing and preparations for solicitation(.5); discuss same with case team (.3).
9/9/2014	0.6	Weissman, Andrew	Solicitation	\$120.00	Oversaw updates to Plan classing file (.3); reviewed voting discussion n the Disclosure statement (.3).
9/10/2014	0.9	Weissman, Andrew	Solicitation	\$180.00	Oversaw preparations for plan classing report and solicitation mailing (.5); attention to outstanding solicitation issues to discuss with counsel (.2); review email from E. Young re same (.2).
9/11/2014	0.4	Weissman, Andrew	Solicitation	\$80.00	Oversaw and coordinated solicitation and plan classing projects.
9/15/2014	0.7	Weissman, Andrew	Solicitation	\$140.00	Meeting with case team and solicitation team to discuss status of preparations for solicitation (.2); reviewed comments from QA of Plan Class Report (.1); discussed same with case team (.1); review Plan to determine treatment of executory contracts (.2); discussed status of Plan classing with case team (.1).
9/16/2014	1.1	Weissman, Andrew	Solicitation	\$220.00	Reviewed SSM Plan and Disclosure Statement (.3); oversaw and coordinated SSM Plan classing preparations (.2); participated in phone conference with solicitation team in preparation for solicitation (.4); participated in meeting with case team the same (.2).
9/17/2014	1.2	Weissman, Andrew	Solicitation	\$240.00	Meeting with E. Young and case team to prepare for solicitation (.3); follow up meeting with case team (.2); check-in meeting with E. Young and case team on status of solicitation (.3); oversaw and coordinated plan classing and other preparations for solicitation (.5).
9/18/2014	1.1	Weissman, Andrew	Solicitation	\$220.00	Oversaw case team regarding final preparations for plan classing and solicitation mailing (.3); follow up conference with case team re same (.2); oversaw preparations and printing of ballots (.3); reviewed final plan classing reports (.1); reviewed court revisions to solicitation order and compared to solicitation notices (.2).
7/23/2014	1.1	Whitney, Jennifer	Solicitation	\$192.50	Reviewed Disclosure Statement (.6);prepared class and distribution chart (.5).
8/29/2014	2.3	Whitney, Jennifer	Solicitation	\$402.50	Reviewed Motion to Approve Disclosure Statement (.3); reviewed Disclosure Statement and Plan (.6); reviewed Plan Summary and Checklist (1.3); disseminated Plan Solicitation Summary to the case team for review (.1).
9/3/2014	1.3	Whitney, Jennifer	Solicitation	\$227.50	Participated in case team meeting re: solicitation process and upcoming tasks (.6); reviewed filed stipulation order (.2); reviewed solicitation task list (.3); updated solicitation task list (.2).
9/24/2014	0.2	Whitney, Jennifer	Solicitation	\$35.00	Revised ballot processing protocol.
9/25/2014	0.5	Whitney, Jennifer	Solicitation	\$87.50	Updated checklist and emailed case team re: key deadlines to be docketed.
9/26/2014	0.3	Whitney, Jennifer	Solicitation	\$52.50	Reviewed solicitation AoS.



DATE	TIME	TIMEKEEPER	CATEGORY	BILLING AMOUNT	DESCRIPTION
9/29/2014	0.8	Whitney, Jennifer	Solicitation	\$140.00	Conferred with E. Young re: ballot monitoring and review of tabulation reports.
9/30/2014	1.0	Whitney, Jennifer	Solicitation	\$175.00	Conferred with E. Young re: ballot monitoring and processing (.3); conferred with E. Young re: prepared tabulation files and reports (.5); requested QA approval re: tabulation reports (.2).
7/24/2014	1.7	Young, Emily	Solicitation	\$340.00	Review of draft disclosure statement (1.3); communicated with internal team re sample ballots for solicitation of GUCs (.4).
7/25/2014	0.4	Young, Emily	Solicitation	\$80.00	Prepared for call with counsel re sol. preparation (.2); participated in call with counsel re same (.2).
7/28/2014	2.1	Young, Emily	Solicitation	\$420.00	Reviewed/commented on draft solicitation motion/order in preparation for solicitation.
7/29/2014	3.2	Young, Emily	Solicitation	\$640.00	Reviewed/commented on draft solicitation motion/order in preparation for solicitation (.7); communicated at various points with internal team re same (.9); reviewed/commented on draft ballot/notices (1.6).
7/30/2014	2.4	Young, Emily	Solicitation	\$480.00	Participated in call with counsel, internal GCG team re draft procedures / exhibits (.3); communicated with internal teams re preparations for solicitation mailing, including timing for same (1.1); communicated with internal team re comments to sol. motion, order, exhibits (1.0).
7/31/2014	1.4	Young, Emily	Solicitation	\$280.00	Reviewed comments to draft solicitation procedures motion, order, exhibits (.9); communicated with internal team re sol. mailing timing, preparations (.5).
8/22/2014	5.1	Young, Emily	Solicitation	\$1,020.00	Completed checklist / plan summary in preparation for classifications of claims register / solicitation.
8/27/2014	0.1	Young, Emily	Solicitation	\$20.00	Communicated with internal team re sol. prep tasks.
9/3/2014	0.6	Young, Emily	Solicitation	\$120.00	Communicated with Y. Tribuch, J. Whitney re tasks in preparation for solicitation.
9/8/2014	0.1	Young, Emily	Solicitation	\$20.00	Communicated with internal team re status of plan classing.
9/9/2014	2.0	Young, Emily	Solicitation	\$400.00	Worked on preparations for solicitation.
9/10/2014	4.5	Young, Emily	Solicitation	\$900.00	Communicated at various points with internal team re aggregation for tabulation purposes (.9); drafted internal checklist re same (2.3); reviewed sol. materials in re aggregation / plan classing (1.6).
9/11/2014	6.1	Young, Emily	Solicitation	\$1,220.00	Communicated with internal team re status of plan classing / aggregation of votes (.2); worked on plan classing (2.7); reviewed sol. materials re prep. for sol. (2.1); communicated with counsel re plan classing, sol. material questions (1.1).
9/12/2014	2.0	Young, Emily	Solicitation	\$400.00	Communicated at various points with internal team re status of plan classing, aggregation (.7); participated in internal call re sol. prep (.5); reviewed status of certain tasks / checklists in re sol. (.8).
9/16/2014	3.1	Young, Emily	Solicitation	\$620.00	Participated in internal meetings re sol. prep (.4); communicated at various points re status of plan classing with internal team (.6); communicated at various points re certain issues re plan classing (.5); reviewed emails re same (.4); reviewed sol documents re plan classing questions (.9); communicated with team re status of recon (.3).
9/17/2014	0.4	Young, Emily	Solicitation	\$80.00	Participated in internal meetings re prep for sol.
9/18/2014	0.2	Young, Emily	Solicitation	\$40.00	Participated in internal meeting re prep for sol.
9/19/2014	1.3	Young, Emily	Solicitation	\$260.00	Reviewed sol. notices/ballot against entered order (.8); communicated with internal team re same (.2); communicated with team re sol. reports/ballot processing protocol (.3).

DATE	TIME	TIMEKEEPER	CATEGORY	BILLING AMOUNT	DESCRIPTION
9/22/2014	0.4	Young, Emily	Solicitation	\$80.00	Communicated with internal team re tabulation reports (.2); reviewed emails re status of publication of confirmation hearing notice (.2).
9/23/2014	0.5	Young, Emily	Solicitation	\$100.00	Reviewed ballot processing protocol (.2); drafted ballot scanning protocol (.1); communicated with internal teams re same (.1); communicated with internal team re status of screens / reports for tabulation (.1).
9/24/2014	0.2	Young, Emily	Solicitation	\$40.00	Communicated with sol. team re status (.1); communicated with internal team re monitoring of ballots / tabulation reports (.1).
9/25/2014	0.5	Young, Emily	Solicitation	\$100.00	Reviewed claims re balloting purposes (.2); communicated at various points with internal team re same (.3).
9/29/2014	2.2	Young, Emily	Solicitation	\$440.00	Monitored database re received ballots (.4); oversaw processing of ballot supervisor queue (.9); communicated at various times with internal team re creation/forwarding of tabulation reports to counsel (.3); updated solicitation task list in prep for tabulation / reporting (.6).
9/30/2014	1.4	Young, Emily	Solicitation	\$280.00	Oversaw processing of supervisor queue in database (.4); reviewed QA of ballots tabulated (.3); reviewed ballot reports (.3); assisted with creation of same for counsel (.4).
9/18/2014	3.1	Zaslow, Garry	Solicitation	\$341.00	Reviewed merged ballots against print files to ensure all data was captured correctly.
9/19/2014	0.8	Zaslow, Garry	Solicitation	\$88.00	Reviewed merged ballots against print files to ensure all data was captured correctly (.5); reviewed ballot tabulation rules to ensure accuracy (.3).
9/22/2014	0.9	Zaslow, Garry	Solicitation	\$99.00	Tested ballot processing screens to ensure all data is captured accurately (.3); tested ballot reports for same (.3); reviewed ballot processing protocol for accuracy (.3).
9/29/2014	0.6	Zaslow, Garry	Solicitation	\$66.00	Analyzed ballot processing for accuracy (.4); analyzed ballot reports for same (.2).
9/30/2014	0.7	Zaslow, Garry	Solicitation	\$77.00	Analyzed ballot processing for accuracy (.4); analyzed ballot reports for same (.3).
<b>TOTAL COMPENSATION:</b>				<b>\$39,992.50</b>	

**EXHIBIT D**

**TO FINAL FEE APPLICATION**

**GCG's October 2014 Monthly Fee Statement**

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

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

**Chapter 11**

**Case No. 13-22840 (RDD)**

**(Jointly Administered)**

**MONTHLY FEE STATEMENT OF GCG, INC.,  
AS ADMINISTRATIVE AGENT FOR THE DEBTORS, FOR THE  
PERIOD OF OCTOBER 1, 2014 THROUGH OCTOBER 31, 2014**

Angela Ferrante, Vice President, Bankruptcy Operations  
Craig Johnson, Senior Director, Bankruptcy Operations  
GCG, Inc.

November 20, 2014

FOR PROFESSIONAL SERVICES AND DISBURSEMENTS

Re: Sound Shore Medical Center of Westchester, *et al.*  
Debtors and Debtors in Possession  
October 1, 2014 through October 31, 2014

Professional Services Rendered by GCG, Inc., as Administrative Agent for the Above-Captioned Debtors and Debtors in Possession (collectively, the "Debtors").

Total Amount of Hourly Compensation for Professional Services	<u>\$22,928.00</u>
Holdback as per 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) dated July 1, 2013 (20%)	<u>\$4,585.60</u>
Total Compensation for Professional Services Excluding Holdback	<u>\$18,342.40</u>
Miscellaneous Fee Charges	<u>\$90.42</u>
<b>Total Requested Payment</b>	<b><u>\$18,432.82</u></b>

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Sound Shore Medical Center of Westchester (0117); Howe Avenue Nursing Home, d/b/a Michael Schaffer Extended Care Center (0781); New Rochelle Sound Shore Housing, LLC (0117); NRHMC Services Corporation (9137); The M.V.H. Corporation (1514); The Mount Vernon Hospital, Inc. (0115); Sound Shore Health System, Inc. (1398). The principle address for the parent Debtor: Sound Shore Medical Center of Westchester is: 16 Guion Place, New Rochelle, New York 10802.

**October 2014 Monthly Fee Statement Index**

<b>Exhibit A</b>	<b>Summary of Fees by Billing Category</b>
<b>Exhibit B</b>	<b>Summary of Fees by Timekeeper</b>
<b>Exhibit C</b>	<b>Miscellaneous Fee Charges</b>
<b>Exhibit D</b>	<b>Time Detail</b>

**Exhibit A**  
**to October 2014 Monthly Fee Statement**

**Summary of Fees by Billing Category**

**SUMMARY OF FEES BY BILLING CATEGORY**

SSM - Sound Shore Medical Center of Westchester, *et al.*  
(October 1, 2014 - October 31, 2014)

	<b>BLENDED RATE</b>	<b>TOTAL HOURS BILLED</b>	<b>TOTAL FEES</b>
Fee Application Preparation	\$188.66	18.6	\$3,509.00
Solicitation	\$162.91	119.2	\$19,419.00
<b>Total</b>	<b>\$166.39</b>	<b>137.80</b>	<b>\$22,928.00</b>

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\*GCG, Inc. will voluntarily adjust the fees sought with respect to Fee Application Preparation on a quarterly basis, as necessary, in compliance with applicable precedent.

**Exhibit B**  
**to October 2014 Monthly Fee Statement**

**Summary of Fees by Timekeeper**



**SUMMARY OF FEES BY TIMEKEEPER**

Sound Shore Medical Center of Westchester, *et al.*  
(October 1, 2014 - October 31, 2014)

**1. Fee Application Preparation**

<b>TIMEKEEPER</b>	<b>TITLE</b>	<b>HOURLY BILLING RATE</b>	<b>TOTAL HOURS BILLED</b>	<b>TOTAL COMPENSATION</b>
Ferrante, Angela	Vice President, Bankruptcy	\$310.00	0.9	\$279.00
Gottlieb, Emily	Ass't VP Bankruptcy	\$225.00	2.2	\$495.00
Weissman, Andrew	Ass't Director, Bankruptcy	\$200.00	6.8	\$1,360.00
Montgomery, Heather	Sr. Project Manager, Bankruptcy	\$175.00	3.6	\$630.00
Golenberg, Jesse	Project Manager II	\$150.00	2.9	\$435.00
Murphy, Michelle	Project Manager II	\$150.00	1.7	\$255.00
Zaslow, Garry	Sr. Project Supervisor	\$110.00	0.5	\$55.00
<b>Total Fee Application Preparation</b>			<b>18.6</b>	<b>\$3,509.00</b>

**2. Solicitation**

<b>TIMEKEEPER</b>	<b>TITLE</b>	<b>HOURLY BILLING RATE</b>	<b>TOTAL HOURS BILLED</b>	<b>TOTAL COMPENSATION</b>
Weissman, Andrew	Ass't Director, Bankruptcy	\$200.00	4.1	\$820.00
Young, Emily	Ass't Director, Bankruptcy	\$200.00	30.3	\$6,060.00
Johnson, Craig	Sr. Director, Bankruptcy	\$200.00	8.2	\$1,640.00
Greenbaum, Kimberly	Sr. Project Manager, Bankruptcy	\$175.00	5.9	\$1,032.50
Hess, Joseph	Sr. Project Manager, Bankruptcy	\$175.00	2.4	\$420.00
Montgomery, Heather	Sr. Project Manager, Bankruptcy	\$175.00	2.4	\$420.00
Safko, Charles	Sr. Project Manager, Bankruptcy	\$175.00	0.9	\$157.50
Whitney, Jennifer	Sr. Project Manager, Bankruptcy	\$175.00	23.6	\$4,130.00
Sorg, Rachelle	Project Manager II	\$150.00	2.3	\$345.00
Tribuch, Yaakov	Project Manager II	\$150.00	11.7	\$1,755.00
Zaslow, Garry	Sr. Project Supervisor	\$110.00	8.9	\$979.00
Strakal, Tammy	Project Supervisor	\$100.00	6.1	\$610.00
Lord, Patrick	Sr. Claims Control Supervisor	\$85.00	3.5	\$297.50
Swanson, Laurie	Sr. Project Administrator	\$85.00	8.8	\$748.00
Douthitt-Hatten, Lacey	Claims Control Clerk	\$45.00	0.1	\$4.50
<b>Total Solicitation</b>			<b>119.2</b>	<b>\$19,419.00</b>

**Exhibit C**  
**to October 2014 Monthly Fee Statement**

**Miscellaneous Fee Charges**

**MISCELLANEOUS FEE CHARGES**

SSM - Sound Shore Medical Center of Westchester, *et al.*  
(October 01, 2014 - October 31, 2014)

<b>MISCELLANEOUS FEE CHARGES</b>	<b>AMOUNTS</b>
Document Scanning (per image) - 713 @ \$0.12 each	\$85.56
Document monthly storage (electronic, per creditor/image) - 243 @ \$0.02 each	\$4.86
<b>Total Miscellaneous Fee Charges Requested:</b>	<b>\$90.42</b>

**Exhibit D**  
**to October 2014 Monthly Fee Statement**  
**Time Detail**

DATE	TIME	TIMEKEEPER	CATEGORY	BILLING AMOUNT	DESCRIPTION
10/8/2014	0.5	Ferrante, Angela	Fee Application Preparation	\$155.00	Conferences with Emily Gottlieb and Scott Friedman re changes to fee application. (.5)
10/9/2014	0.4	Ferrante, Angela	Fee Application Preparation	\$124.00	Conf w /A. Weissman re fee app prep and review and approve same. (.4)
10/7/2014	2.9	Golenberg, Jesse	Fee Application Preparation	\$435.00	Reviewed First Interim Fee Application including exhibits for accuracy.
10/7/2014	0.9	Gottlieb, Emily	Fee Application Preparation	\$202.50	Review 1st Interim Fee Application; discuss with S. Friedman.
10/8/2014	1.3	Gottlieb, Emily	Fee Application Preparation	\$292.50	Review Fee Application; discuss same with A. Weissman.
10/7/2014	3.2	Montgomery, Heather	Fee Application Preparation	\$560.00	Prepared revisions to Fee Application, reviewed and implemented revisions.
10/10/2014	0.4	Montgomery, Heather	Fee Application Preparation	\$70.00	Directed team re filing 327 upon review.
10/7/2014	1.4	Murphy, Michelle	Fee Application Preparation	\$210.00	Finalize fee application with H Montgomery and A Weissman.
10/8/2014	0.3	Murphy, Michelle	Fee Application Preparation	\$45.00	Finalize fee application with A Weissman.
10/1/2014	0.2	Weissman, Andrew	Fee Application Preparation	\$40.00	Begin preparations for drafting SSM Fee application.
10/6/2014	1.6	Weissman, Andrew	Fee Application Preparation	\$320.00	Prepared draft fee application and exhibits (.6); reviewed and revised draft fee application (.7); reviewed and revised exhibits to draft fee application (.3).
10/7/2014	1.5	Weissman, Andrew	Fee Application Preparation	\$300.00	Reviewed issue regarding nunc pro tunc retention as administrator for debtor and drafted email to E. Gottlieb re same (.3); reviewed and revised draft of fee application (.3); further revised fee application as per internal comments (.3); oversaw preparations of exhibits for the fee application (.3); coordinated case team efforts to draft and compile the fee application (.3).
10/8/2014	2.3	Weissman, Andrew	Fee Application Preparation	\$460.00	Discussed nunc pro tunc retention with E. Gottlieb and S. Friedman (.3); conducted research re same (.4); reviewed and revised fee application (.5); discussed fee application with counsel for the Debtors (.2); further revised fee application as per internal comments (.7); prepared redline of changes to fee application and sent for approval (.2).
10/9/2014	0.7	Weissman, Andrew	Fee Application Preparation	\$140.00	Revised and finalized SSM fee application and prepared for filing.
10/10/2014	0.5	Weissman, Andrew	Fee Application Preparation	\$100.00	Finalized fee application and prepared to file.
10/7/2014	0.5	Zaslow, Garry	Fee Application Preparation	\$55.00	Reviewed first interim fee application for accuracy.
10/1/2014	0.1	Douthitt-Hatten, Lacey	Solicitation	\$4.50	Prepared ballots and related mail for scanning.
10/1/2014	0.4	Greenbaum, Kimberly	Solicitation	\$70.00	Reviewed QA feedback of ballots (.2); checked the ballot reporting to ensure all ballots are recorded correctly (.2).
10/2/2014	0.4	Greenbaum, Kimberly	Solicitation	\$70.00	Reviewed ballots.
10/3/2014	0.5	Greenbaum, Kimberly	Solicitation	\$87.50	Reviewed ballots.
10/6/2014	1.1	Greenbaum, Kimberly	Solicitation	\$192.50	Reviewed ballots and balloting reports, compared the detail report to the summary etc. (.7); reviewed aggregation of voting amounts, edits to the database etc. (.4).
10/7/2014	0.8	Greenbaum, Kimberly	Solicitation	\$140.00	Reviewed/compared ballots and balloting reports to ensure all reports matched up.
10/8/2014	0.4	Greenbaum, Kimberly	Solicitation	\$70.00	Reviewed balloting reports, compared the detail report to the summary report to ensure accuracy.
10/13/2014	0.6	Greenbaum, Kimberly	Solicitation	\$105.00	Reviewed reprints of customized ballots in pdf format.
10/15/2014	0.5	Greenbaum, Kimberly	Solicitation	\$87.50	Reviewed ballot reports against the database to ensure accuracy.
10/17/2014	0.3	Greenbaum, Kimberly	Solicitation	\$52.50	Reviewed ballot reports.
10/21/2014	0.3	Greenbaum, Kimberly	Solicitation	\$52.50	Reviewed ballot reports.
10/24/2014	0.3	Greenbaum, Kimberly	Solicitation	\$52.50	Reviewed ballot tabulation reports.
10/27/2014	0.3	Greenbaum, Kimberly	Solicitation	\$52.50	Reviewed ballot certification tabulation counts, percentages etc. to ensure all matched the database tabulation reports.
10/20/2014	1.2	Hess, Joseph	Solicitation	\$210.00	Reviewed, provided comments re ballot certification.

DATE	TIME	TIMEKEEPER	CATEGORY	BILLING AMOUNT	DESCRIPTION
10/27/2014	1.2	Hess, Joseph	Solicitation	\$210.00	Reviewed final ballot certification, database records for accuracy, completeness confirming edits.
10/9/2014	1.1	Johnson, Craig	Solicitation	\$220.00	Reviewed and revised draft ballot certification (.7); addressed disclosure statement question (.4).
10/15/2014	0.3	Johnson, Craig	Solicitation	\$60.00	Engaged in follow-up re: solicitation mailing.
10/16/2014	0.2	Johnson, Craig	Solicitation	\$40.00	Handled solicitation inquiry.
10/20/2014	1.1	Johnson, Craig	Solicitation	\$220.00	Reviewed draft ballot certification and provided comments.
10/21/2014	0.8	Johnson, Craig	Solicitation	\$160.00	Reviewed and commented on draft of ballot certification.
10/22/2014	0.4	Johnson, Craig	Solicitation	\$80.00	Provided additional comments to draft ballot certification.
10/23/2014	0.3	Johnson, Craig	Solicitation	\$60.00	Addressed question re: draft ballot certification.
10/24/2014	0.4	Johnson, Craig	Solicitation	\$80.00	Addressed question with draft ballot certification.
10/27/2014	1.1	Johnson, Craig	Solicitation	\$220.00	Finalized ballot certification (.7); calls with E. Young (.2); filed ballot certification (.2).
10/30/2014	1.2	Johnson, Craig	Solicitation	\$240.00	Prepared for confirmation hearing.
10/31/2014	1.3	Johnson, Craig	Solicitation	\$260.00	Prepared for confirmation hearing.
10/2/2014	0.3	Lord, Patrick	Solicitation	\$25.50	Prepared ballots and related mail for scanning.
10/6/2014	0.5	Lord, Patrick	Solicitation	\$42.50	Prepared ballots and related mail for scanning.
10/7/2014	0.1	Lord, Patrick	Solicitation	\$8.50	Prepared ballots and related mail for scanning.
10/10/2014	0.2	Lord, Patrick	Solicitation	\$17.00	Prepared ballots and related mail for scanning.
10/14/2014	0.2	Lord, Patrick	Solicitation	\$17.00	Prepared ballots and related mail for scanning.
10/15/2014	0.3	Lord, Patrick	Solicitation	\$25.50	Prepared ballots and related mail for scanning.
10/16/2014	0.2	Lord, Patrick	Solicitation	\$17.00	Prepared ballots and related mail for scanning.
10/17/2014	0.2	Lord, Patrick	Solicitation	\$17.00	Prepared ballots and related mail for scanning.
10/20/2014	0.4	Lord, Patrick	Solicitation	\$34.00	Prepared ballots and related mail for scanning.
10/21/2014	0.2	Lord, Patrick	Solicitation	\$17.00	Prepared ballots and related mail for scanning.
10/22/2014	0.2	Lord, Patrick	Solicitation	\$17.00	Prepared ballots and related mail for scanning.
10/23/2014	0.3	Lord, Patrick	Solicitation	\$25.50	Prepared ballots and related mail for scanning.
10/24/2014	0.3	Lord, Patrick	Solicitation	\$25.50	Prepared ballots and related mail for scanning.
10/27/2014	0.1	Lord, Patrick	Solicitation	\$8.50	Prepared ballots and related mail for scanning.
10/22/2014	0.5	Montgomery, Heather	Solicitation	\$87.50	Reviewed tabulation reports and conferred with A Shah at Garfunkel regarding rejection ballot from Union.
10/23/2014	0.5	Montgomery, Heather	Solicitation	\$87.50	Reviewed balloting and communicated with team/counsel re same
10/24/2014	0.8	Montgomery, Heather	Solicitation	\$140.00	Reviewed balloting and communicated with team/counsel re same
10/27/2014	0.6	Montgomery, Heather	Solicitation	\$105.00	Reviewed the Ballot Certification and directed team re filing
10/1/2014	0.5	Safko, Charles	Solicitation	\$87.50	Reviewed updates to the voting table (.2); reviewed the print file and merged ballots for a new voting party (.3).
10/13/2014	0.4	Safko, Charles	Solicitation	\$70.00	Reviewed updates to the voting table.
10/13/2014	2.3	Sorg, Rachelle	Solicitation	\$345.00	Prepared ballot and print file requests for claims with new Claim 3 status.
10/1/2014	0.2	Strakal, Tammy	Solicitation	\$20.00	Analyzed the ballot processing for accuracy.
10/2/2014	0.4	Strakal, Tammy	Solicitation	\$40.00	Analyzed the newly processed ballots for accuracy.
10/3/2014	0.7	Strakal, Tammy	Solicitation	\$70.00	Analyzed the processed ballots for accuracy.
10/6/2014	1.4	Strakal, Tammy	Solicitation	\$140.00	Processed ballots (.8); Analyzed ballot processing for accuracy (.6).
10/7/2014	0.4	Strakal, Tammy	Solicitation	\$40.00	Analyzed the processed ballots for accuracy.
10/14/2014	0.3	Strakal, Tammy	Solicitation	\$30.00	Analyzed the processed ballots for accuracy.
10/15/2014	0.2	Strakal, Tammy	Solicitation	\$20.00	Analyzed new ballot processing for accuracy.

DATE	TIME	TIMEKEEPER	CATEGORY	BILLING AMOUNT	DESCRIPTION
10/16/2014	0.2	Strakal, Tammy	Solicitation	\$20.00	Analyzed the newly processed ballots for accuracy.
10/21/2014	1.6	Strakal, Tammy	Solicitation	\$160.00	Analyzed the ballot processing for accuracy.
10/22/2014	0.2	Strakal, Tammy	Solicitation	\$20.00	Analyzed the processed ballots for accuracy.
10/23/2014	0.2	Strakal, Tammy	Solicitation	\$20.00	Analyzed the processing of ballots for accuracy.
10/24/2014	0.2	Strakal, Tammy	Solicitation	\$20.00	Analyzed ballot processing for accuracy.
10/27/2014	0.1	Strakal, Tammy	Solicitation	\$10.00	Analyzed the ballot processing for accuracy.
10/1/2014	0.4	Swanson, Laurie	Solicitation	\$34.00	Processed ballots.
10/2/2014	0.5	Swanson, Laurie	Solicitation	\$42.50	Processed additional ballots.
10/3/2014	0.6	Swanson, Laurie	Solicitation	\$51.00	Continued processing ballots.
10/7/2014	0.7	Swanson, Laurie	Solicitation	\$59.50	Processed ballots.
10/10/2014	1.3	Swanson, Laurie	Solicitation	\$110.50	Processed ballots (.8); Reviewed ballot processing for accuracy (.5).
10/14/2014	0.3	Swanson, Laurie	Solicitation	\$25.50	Processed ballots.
10/15/2014	0.5	Swanson, Laurie	Solicitation	\$42.50	Processed additional ballots.
10/16/2014	0.3	Swanson, Laurie	Solicitation	\$25.50	Processed ballots.
10/17/2014	1.3	Swanson, Laurie	Solicitation	\$110.50	Processed additional ballots (.8); Reviewed ballot processing for accuracy (.5);
10/21/2014	1.6	Swanson, Laurie	Solicitation	\$136.00	Created ballot records (.2); Processed ballots (1.4);
10/22/2014	0.4	Swanson, Laurie	Solicitation	\$34.00	Processed additional ballots.
10/23/2014	0.4	Swanson, Laurie	Solicitation	\$34.00	Continued to process ballots.
10/24/2014	0.3	Swanson, Laurie	Solicitation	\$25.50	Processed daily ballots.
10/27/2014	0.2	Swanson, Laurie	Solicitation	\$17.00	Processed ballots.
10/21/2014	3.7	Tribuch, Yaakov	Solicitation	\$555.00	Reviewed and updated ballot records (2.6); reviewed voting amounts (.7); reviewed ballot aggregations(.4).
10/22/2014	2.7	Tribuch, Yaakov	Solicitation	\$405.00	Reviewed ballots.
10/23/2014	4.7	Tribuch, Yaakov	Solicitation	\$705.00	Reviewed ballot aggregations (1.9); reviewed invalid ballots (1.6); reviewed ballot reports (.8); reviewed ballot processing (.4).
10/24/2014	0.6	Tribuch, Yaakov	Solicitation	\$90.00	Reviewed ballot aggregations (.4); reviewed late ballots (.2).
10/1/2014	0.4	Weissman, Andrew	Solicitation	\$80.00	Oversaw and coordinated remailing and printing of replacement ballots and updating of voting charts.
10/3/2014	0.3	Weissman, Andrew	Solicitation	\$60.00	Oversaw dissemination of replacement ballots to various creditors.
10/9/2014	0.7	Weissman, Andrew	Solicitation	\$140.00	Reviewed Plan Supplement (.3); discussed incorrect ledger on Disclosure Statement with case team (.2); discussed same with counsel (.2)
10/10/2014	0.3	Weissman, Andrew	Solicitation	\$60.00	Oversaw the creation of replacement ballots and discussed same with case team.
10/13/2014	0.5	Weissman, Andrew	Solicitation	\$100.00	Oversaw revisions and re-noticing to various creditors' ballots; discussed same with Ms. Shah.
10/23/2014	0.4	Weissman, Andrew	Solicitation	\$80.00	Oversaw final review and tabulation of votes and creation of voting report.
10/24/2014	0.3	Weissman, Andrew	Solicitation	\$60.00	Reviewed SSM tabulation repor (.2); discussed preparations for voting certification (.1).
10/27/2014	0.4	Weissman, Andrew	Solicitation	\$80.00	Reviewed final ballot certification and prepared certification to be filed.
10/28/2014	0.3	Weissman, Andrew	Solicitation	\$60.00	Oversaw imaging of ballots (.1); attention to preparation for solicitation hearing. (.2)
10/29/2014	0.3	Weissman, Andrew	Solicitation	\$60.00	Followed up with solicitation team regarding preparations for the SSM confirmation hearing and discussed same.
10/31/2014	0.2	Weissman, Andrew	Solicitation	\$40.00	Reviewed draft confirmation order.
10/9/2014	1.0	Whitney, Jennifer	Solicitation	\$175.00	Conferred with case team re: tabulation report and ballot review.

DATE	TIME	TIMEKEEPER	CATEGORY	BILLING AMOUNT	DESCRIPTION
10/10/2014	1.1	Whitney, Jennifer	Solicitation	\$192.50	Review ballot processing instructions and tabulation reports.
10/13/2014	1.1	Whitney, Jennifer	Solicitation	\$192.50	Reviewed processed ballots.
10/15/2014	1.2	Whitney, Jennifer	Solicitation	\$210.00	Reviewed processed ballots (.8); reviewed supervisor information re: ballot processing (.1); reviewed and commented on ballot certification (.3).
10/16/2014	1.0	Whitney, Jennifer	Solicitation	\$175.00	Reviewed ballot instructions (1.0); review ballot processing queues (.1).
10/17/2014	2.3	Whitney, Jennifer	Solicitation	\$402.50	Reviewed and processed ballot queues (.1); prepared email communication re: vote tabulation update (.1); reviewed processed ballot instructions (1.5); prepared and reviewed tabulation reports (.6).
10/20/2014	2.3	Whitney, Jennifer	Solicitation	\$402.50	Reviewed and processed ballot queues (.1); prepared email communication re: vote tabulation update (.1); reviewed processed ballot instructions (1.4); prepared and reviewed tabulation reports (.5); disseminated tabulation reports to case team and counsel for review (.2).
10/21/2014	5.8	Whitney, Jennifer	Solicitation	\$1,015.00	Reviewed and processed ballot queues (.1); prepared email communication re: vote tabulation update (.1); reviewed processed ballot instructions (1.4); prepared and reviewed tabulation reports (.5); disseminated tabulation reports to case team and counsel for review (.2); reviewed and processed supervisor ballot queues (3.5) .
10/22/2014	2.3	Whitney, Jennifer	Solicitation	\$402.50	Reviewed and processed ballot queues (.1); prepared email communication re: vote tabulation update (.1); reviewed processed ballot instructions (1.4); prepared and reviewed tabulation reports (.5); disseminated ballot reports to case team and counsel for review (.2).
10/23/2014	2.4	Whitney, Jennifer	Solicitation	\$420.00	Reviewed and processed ballot queues (.1); prepared email communication re: vote tabulation update (.1); reviewed processed ballot instructions (1.2); prepared and reviewed tabulation reports (.5); disseminated ballot certification to case team and counsel for review (.5).
10/24/2014	1.5	Whitney, Jennifer	Solicitation	\$262.50	Reviewed and processed ballot queues (.1); prepared email communication re: vote tabulation update (.1); reviewed processed late ballot instructions (.6); prepared and reviewed tabulation reports (.4); disseminated tabulation reports to case team and counsel for review (.3).
10/27/2014	0.2	Whitney, Jennifer	Solicitation	\$35.00	Reviewed Ballot Certification.
10/28/2014	1.0	Whitney, Jennifer	Solicitation	\$175.00	Prepared CD ROM information and forwarding letter re: solicitation ballot images.
10/29/2014	0.2	Whitney, Jennifer	Solicitation	\$35.00	Prepared ballot copy letter for delivery to counsel.
10/30/2014	0.2	Whitney, Jennifer	Solicitation	\$35.00	Updated ballot copy letter to counsel (.1); requested overnight delivery of ballot copy CD-Rom and letter (.1).
10/1/2014	1.2	Young, Emily	Solicitation	\$240.00	Monitored ballot processing (.2); reviewed tabulation reports (.3); updated processing of certain ballots (.4); communicated with internal teams re same (.3).
10/2/2014	0.4	Young, Emily	Solicitation	\$80.00	Monitored processing of ballots (.2); reviewed tabulation reports for possible issues (.2).
10/6/2014	0.9	Young, Emily	Solicitation	\$180.00	Monitored ballot processing (.2); reviewed reports re tabulation issues (.2); updated processing of certain ballots re aggregation (.5).
10/7/2014	3.6	Young, Emily	Solicitation	\$720.00	Monitored ballot processing (.2); reviewed reports re tabulation issues (.2); pulled tabulation reports for counsel (.4); communicated with internal team re same (.2); communicated with counsel re same (.2); coordinated update of database re ballot processing (.3); began drafting ballot certification (2.1).
10/8/2014	4.9	Young, Emily	Solicitation	\$980.00	Drafted ballot certification (4.7); monitored ballot processing (.2).



DATE	TIME	TIMEKEEPER	CATEGORY	BILLING AMOUNT	DESCRIPTION
10/9/2014	2.2	Young, Emily	Solicitation	\$440.00	Reviewed reports/processed ballots for tabulation purposes (.9); revised draft ballot certification (1.3).
10/10/2014	1.7	Young, Emily	Solicitation	\$340.00	Reviewed processed ballots for tabulation purposes (1.1); reviewed tabulation reports for same (.6).
10/13/2014	2.4	Young, Emily	Solicitation	\$480.00	Reviewed processed ballots for tabulation purposes (.8); reviewed tabulation reports for same (.6); confirmed website up to date re solicitation status (.5); reviewed emails re updates to balloting parties (.5).
10/15/2014	1.4	Young, Emily	Solicitation	\$280.00	Reviewed processed ballots (.4); updated database re same (.4); reviewed plan supplement in re sol. (.2); reviewed tabulation reports (.4).
10/16/2014	0.4	Young, Emily	Solicitation	\$80.00	Monitored ballot processing / review.
10/17/2014	0.9	Young, Emily	Solicitation	\$180.00	Monitored ballot processing / review (.4); communicated with internal team re pulling interim voting reports for counsel (.3); reviewed email re same (.2).
10/20/2014	1.2	Young, Emily	Solicitation	\$240.00	Updated ballot certification (.7); communicated with internal team re same (.3); reviewed emails re same (.2).
10/21/2014	1.9	Young, Emily	Solicitation	\$380.00	Further updated ballot certification (1.2); communicated with internal team re same (.3); reviewed emails re same (.2); monitored ballot processing (.1); monitored review of same (.1).
10/23/2014	1.1	Young, Emily	Solicitation	\$220.00	Communicated with counsel re draft ballot certification (.2); reviewed ballot reports (.4); monitored ballot processing (.2); monitored audit of same (.3).
10/24/2014	0.8	Young, Emily	Solicitation	\$160.00	Reviewed tabulation reports in prep for certification.
10/27/2014	4.8	Young, Emily	Solicitation	\$960.00	Updated/ finalized ballot certification (3.8); communicated with internal teams re same (.4); communicated with counsel re same (.3); communicated with internal team re service of same (.3).
10/30/2014	0.5	Young, Emily	Solicitation	\$100.00	Coordinated printing of ballots in preparation for confirmation hearing (.2); reviewed agenda re same (.2); communicated with counsel re ballot CD-ROM (.1).
10/1/2014	0.3	Zaslow, Garry	Solicitation	\$33.00	Analyzed ballot processing for accuracy.
10/3/2014	0.5	Zaslow, Garry	Solicitation	\$55.00	Analyzed ballot processing for accuracy (.3); analyzed ballot reports for same (.2).
10/6/2014	0.6	Zaslow, Garry	Solicitation	\$66.00	Analyzed ballot processing for accuracy (.4); analyzed ballot reports for same (.2).
10/7/2014	0.8	Zaslow, Garry	Solicitation	\$88.00	Analyzed ballot processing for accuracy (.4); analyzed ballot reports for same (.4).
10/9/2014	0.5	Zaslow, Garry	Solicitation	\$55.00	Analyzed ballot processing for accuracy (.3); analyzed ballot reports for same (.2).
10/10/2014	0.8	Zaslow, Garry	Solicitation	\$88.00	Analyzed ballot processing for accuracy (.6); analyzed ballot reports for same (.2).
10/14/2014	0.5	Zaslow, Garry	Solicitation	\$55.00	Analyzed ballot processing for accuracy (.3); analyzed ballot reports for same (.2).
10/15/2014	0.5	Zaslow, Garry	Solicitation	\$55.00	Analyzed ballot processing for accuracy (.3); analyzed ballot reports for same (.2).
10/17/2014	0.6	Zaslow, Garry	Solicitation	\$66.00	Analyzed ballot processing for accuracy (.4); analyzed ballot reporting for same (.2).
10/20/2014	0.3	Zaslow, Garry	Solicitation	\$33.00	Analyzed ballot processing for accuracy (.2); analyzed ballot reporting for same (.1).
10/21/2014	1.2	Zaslow, Garry	Solicitation	\$132.00	Analyzed ballot processing for accuracy (.8); analyzed ballot reporting for same (.4).

DATE	TIME	TIMEKEEPER	CATEGORY	BILLING AMOUNT	DESCRIPTION
10/22/2014	0.5	Zaslow, Garry	Solicitation	\$55.00	Analyzed ballot processing for accuracy (.3); analyzed ballot reporting for same (.2).
10/23/2014	1.3	Zaslow, Garry	Solicitation	\$143.00	Analyzed ballot processing for accuracy (.5); analyzed ballot reporting for same (.5); reviewed images of ballots to ensure all data was captured correctly (.3);
10/27/2014	0.3	Zaslow, Garry	Solicitation	\$33.00	Reviewed tables on ballot certification document to ensure numbers matched database.
10/28/2014	0.2	Zaslow, Garry	Solicitation	\$22.00	Reviewed CD of ballot images.
TOTAL COMPENSATION:				\$22,928.00	

**EXHIBIT E**

**TO FINAL FEE APPLICATION**

**November 1- 26, 2014 Time Detail**

**Sound Shore Medical Center of Westchester, et al.****Time Detail Exhibit (November 1 to 26, 2014)**

<b>DATE</b>	<b>TIME</b>	<b>TIMEKEEPER</b>	<b>CATEGORY</b>	<b>BILLING AMOUNT</b>	<b>DESCRIPTION</b>
11/14/2014	0.9	Golenberg, Jesse	Fee Application Preparation	\$135.00	Worked with case team re monthly fee application.
11/14/2014	0.3	Montgomery, Heather	Fee Application Preparation	\$52.50	Reviewed Fee Application in preparation for Monthly Fee Statement filing
11/18/2014	1.5	Montgomery, Heather	Fee Application Preparation	\$262.50	Followed up on approvals with legal team and management regarding October Fee Statement (.7); reran exhibits following adjustments (.8)
11/20/2014	1.6	Montgomery, Heather	Fee Application Preparation	\$280.00	Final review, directed team re filing Monthly Fee Statement and service regarding same
11/17/2014	0.3	Safko, Charles	Fee Application Preparation	\$52.50	Reviewed the Fee Application.
11/18/2014	0.3	Safko, Charles	Fee Application Preparation	\$52.50	Reviewed the revised Fee Application.
11/10/2014	0.3	Weissman, Andrew	Fee Application Preparation	\$60.00	Researched requirements for filing monthly fee statements; drafted email to case team re same.
11/13/2014	0.2	Weissman, Andrew	Fee Application Preparation	\$40.00	Followed up on SSM fee statement.
11/14/2014	0.3	Weissman, Andrew	Fee Application Preparation	\$60.00	Discussed preparation of fee statement with H. Montgomery and J. Golenberg
11/17/2014	0.3	Weissman, Andrew	Fee Application Preparation	\$60.00	Reviewed and commented on draft Fee Statement.
11/19/2014	0.2	Weissman, Andrew	Fee Application Preparation	\$40.00	Attention to finalizing fee statement.
11/2/2014	0.5	Johnson, Craig	Solicitation	\$100.00	Prepared for confirmation hearing.
11/3/2014	6.4	Johnson, Craig	Solicitation	\$1,280.00	Prepared for confirmation hearing (3.3 ); participated in confirmation hearing (2.1); conducted follow up re: same (.4); travel to and from confirmation hearing - only half billed (.6)
11/5/2014	0.2	Johnson, Craig	Solicitation	\$40.00	Followed-up on confirmation.
11/3/2014	0.2	Weissman, Andrew	Solicitation	\$40.00	Attention to confirmation of Plan.
<b>TOTAL COMPENSATION:</b>				<b>\$2,555.00</b>	

**EXHIBIT F**

**TO FINAL FEE APPLICATION**

**Time Summary by Billing Category**

**SUMMARY OF FEES BY BILLING CATEGORY**

Sound Shore Medical Center of Westchester, *et al.*  
(July 23, 2014 - November 26, 2014)

	<b>BLENDED RATE</b>	<b>TOTAL HOURS BILLED</b>	<b>TOTAL FEES</b>
Fee Application Preparation	\$185.65	24.8	\$4,604.00
Section 327 Retention	\$175.75	13.4	\$2,355.00
Solicitation	\$163.21	358.3	\$58,478.50
<b>Total</b>	<b>\$165.04</b>	<b>396.50</b>	<b>\$65,437.50<sup>1</sup></b>

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<sup>1</sup> This amount reflects the Fee Credit (\$38.00) related to the First Interim Fee Application.

**EXHIBIT G**

**TO FINAL FEE APPLICATION**

**Time Summary by Timekeeper**

**SUMMARY OF BILLING BY TIMEKEEPER**

Sound Shore Medical Center of Westchester, *et al.*  
July 23, 2014 - November 26, 2014

<b>TIMEKEEPER</b>	<b>TITLE</b>	<b>HOURLY BILLING RATE</b>	<b>TOTAL HOURS BILLED</b>	<b>TOTAL FEES</b>
Ferrante, Angela	Vice President, Bankruptcy	\$310.00	0.9	\$279.00
Gottlieb, Emily	Ass't VP Bankruptcy	\$225.00	2.2	\$495.00
Nadick, Ryan	Ass't Director, Bankruptcy	\$200.00	1.2	\$240.00
Weissman, Andrew	Ass't Director, Bankruptcy	\$200.00	24.4	\$4,880.00
Young, Emily	Ass't Director, Bankruptcy	\$200.00	72.2	\$14,440.00
Johnson, Craig	Sr. Director, Bankruptcy	\$200.00	15.7	\$3,140.00
Greenbaum, Kimberly	Sr. Project Manager, Bankruptcy	\$175.00	12.7	\$2,222.50
Hess, Joseph	Sr. Project Manager, Bankruptcy	\$175.00	2.4	\$420.00
Montgomery, Heather	Sr. Project Manager, Bankruptcy	\$175.00	25.2	\$4,410.00
Safko, Charles	Sr. Project Manager, Bankruptcy	\$175.00	10.0	\$1,750.00
Whitney, Jennifer	Sr. Project Manager, Bankruptcy	\$175.00	31.1	\$5,442.50
Golenberg, Jesse	Project Manager II	\$150.00	3.8	\$570.00
Murphy, Michelle	Project Manager II	\$150.00	1.7	\$255.00
Redman, Joshua	Project Manager II	\$150.00	2.3	\$345.00
Sorg, Rachelle	Project Manager II	\$150.00	87.6	\$13,140.00
Tribuch, Yaakov	Project Manager II	\$150.00	63.6	\$9,540.00
Zaslow, Garry	Sr. Project Supervisor	\$110.00	15.5	\$1,705.00
Strakal, Tammy	Project Supervisor	\$100.00	8.5	\$850.00
Lord, Patrick	Sr. Claims Control Supervisor	\$85.00	3.5	\$297.50
Swanson, Laurie	Sr. Project Administrator	\$85.00	11.9	\$1,011.50
Douthitt-Hatten, Lacey	Claims Control Clerk	\$45.00	0.1	\$4.50
<b>TOTAL</b>			<b>396.5</b>	<b>\$65,437.50</b>
			<b>Blended Rate:</b>	<b>\$165.04</b>