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

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In re:	:	Chapter 11
	:	
SAINT VINCENTS CATHOLIC MEDICAL	:	Case No. 10-11963 (CGM)
CENTERS OF NEW YORK, et al.,	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR ORDER AUTHORIZING AND APPROVING EMPLOYMENT AND
RETENTION OF CBIZ ACCOUNTING, TAX & ADVISORY OF NEW YORK, LLC
AND CBIZ, INC. AS FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS *NUNC PRO TUNC* TO JUNE 4, 2010**

The Official Committee of Unsecured Creditors (the “Committee”) of Saint Vincents Catholic Medical Centers of New York (“SVCMC”) and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby submits this application (the “Application”) to retain and employ CBIZ Accounting, Tax & Advisory of New York, LLC and CBIZ, Inc. (collectively, “CBIZ”) as financial advisor to the Committee, *nunc pro tunc* to June 4, 2010, pursuant to sections 327, 328, 330 and 1103 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 2014-1 of the Local Bankruptcy Rules for the Southern District of

New York (the “Local Rules”). In support of this Application the Committee submits the Affidavit of Charles M. Berk, Managing Director of CBIZ Accounting, Tax & Advisory of New York, LLC, which is attached hereto as Exhibit A (the “Berk Affidavit”). In further support of this Application, the Committee respectfully states as follows:

PRELIMINARY STATEMENT

The Committee is fully aware of this Court’s concerns regarding the potential for duplicative services to be provided by CBIZ and Grant Thornton LLP (“Grant Thornton”), retained by the Debtors, in a case where all parties, including the Committee, are cognizant of the need to keep the costs of administration as low as possible. However, the Committee believes, as set forth in more detail herein, that the financial advisory services CBIZ will provide to the Committee are necessary for the Committee to satisfy its fiduciary duties and to be an effective advocate for the unsecured creditors of these estates, are not duplicative and will lead to the maximization of value for the Debtors’ unsecured creditors. The Committee and CBIZ will work closely with Grant Thornton to ensure that CBIZ is not recreating or duplicating services already performed by Grant Thornton. Specifically, CBIZ will assist the Committee with analyzing the financial information **prepared** by Grant Thornton, including reviewing and evaluating the Debtors’ revised financial budget, the budgeting process and analyzing the operation and liquidation of the Debtors’ businesses. In addition to other necessary services, CBIZ will provide certain forensic accounting services related to the pre-petition acts, conduct, property, liabilities and financial condition of the Debtors, their management, or creditors, services that the Debtors’ professionals have not and will not perform. Accordingly, the Committee believes that the retention of CBIZ is necessary and appropriate to allow the Committee to acquit its fiduciary duty to all general unsecured creditors.

BACKGROUND

1. On April 14, 2010 (the “Petition Date”) each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b). The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

2. On April 21, 2010, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed the Committee (Docket No. 106) consisting of: (i) Bestcare, Inc.; (ii) Consolidated Edison Company of New York, Inc.; (iii) McKesson Corporation; (iv) Medmal Trust Monitor; (v) New York State Nurses Association; (vi) Nursing Personnel Homecare; (vii) 1199 SEIU National Benefit Fund for Health and Human Services Employees; (viii) Pension Benefit Guaranty Corporation; and (ix) Siemens Medical Solutions USA, Inc.

3. On June 4, 2010, the Committee selected CBIZ to serve as its financial advisor.

JURISDICTION AND VENUE

4. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Referral of Cases to Bankruptcy Judges of the United States District Court for the Southern District of New York (Ward, Acting C.J.), dated July 10, 1984. This matter constitutes a core proceeding as that term is defined in 28 U.S.C. § 157(b). Venue of the Debtors’ chapter 11 cases and this Application is proper in this district under 28 U.S.C. §§ 1408 and 1409.

RELIEF REQUESTED

5. By this Application, the Committee seeks authority to retain and employ CBIZ as its financial advisor in these chapter 11 cases, *nunc pro tunc* to June 4, 2010.

APPLICABLE AUTHORITY

6. Bankruptcy Code section 1103(a) provides, in relevant part, that the Committee, with the Court's approval, "may select and authorize the employment by such committee of one or more attorneys, accountants, or other agents, to represent or perform services for such committee." 11 U.S.C. § 1103(a).

7. In addition, Bankruptcy Code section 328(a) provides, in relevant part, that the Committee:

may employ or authorize the employment of a professional person under section 327 or 1103 of this title, as the case may be, on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, on a fixed or percentage fee basis, or on a contingent fee basis. Notwithstanding such terms and conditions, the court may allow compensation different from the compensation provided under such terms and conditions after the conclusion of such employment, if such terms and conditions prove to have been improvident in light of developments not capable of being anticipated at the time of the fixing of such terms and conditions.

11 U.S.C. § 328(a).

8. Bankruptcy Rule 2014 provides, in relevant part, as follows:

An order approving the employment of . . . professionals pursuant to . . . § 1103 . . . of the Code shall be made only on application of the trustee or committee.

Fed. R. Bankr. P. 2014.

9. Local Bankruptcy Rule 2014-1 provides, in relevant part, as follows:

An application for the employment of a professional person pursuant to §§ 327 and 328 of the Bankruptcy Code shall state the specific facts showing the reasonableness of the terms and conditions of the employment,

including the terms of any retainer, hourly fee or contingent fee arrangement.

S.D.N.Y. LBR 2014-1.

CBIZ'S QUALIFICATIONS

10. The Committee formally interviewed and reviewed qualification materials and fee proposals submitted by a number of candidates before selecting CBIZ as its financial advisor.¹ Such selection was based on the Committee's determination that CBIZ is the best candidate for the financial advisory services to be provided and that its proposed compensation structure is competitive and appropriate given the Committee's understanding of the facts and circumstances of these chapter 11 cases and the proposals received from competing firms.

11. The Committee has selected CBIZ to act as its financial advisor in these cases based on CBIZ's expertise in bankruptcy cases and experience in advising creditors through the bankruptcy process, specifically in hospital cases like the present proceedings. CBIZ has been, and is, involved in restructuring cases in the United States, including representing official committees in AGT Crunch Acquisition LLC; Caritas Health Care, Inc; Cabrini Medical Center; Sonix Medical Resources, Inc.; Steve & Barry's; and Whitehall Jewelers Holdings, Inc.

12. The Committee believes that, because of CBIZ's experience and expertise, its employment and retention is in the best interests of the Committee and all of the Debtors' unsecured creditors.

¹ The Committee initially selected Houlihan Lokey Howard & Zukin Capital, Inc. ("Houlihan") as its financial advisor and investment banker. Following various statements made by the Court and the parties in these cases, the Committee determined to re-interview financial advisors and on June 4, 2010 selected CBIZ to serve as its financial advisor.

SCOPE OF SERVICES TO BE PROVIDED BY CBIZ

13. By this Application, the Committee seeks entry of an order authorizing the Committee to employ and retain CBIZ as financial advisor to the Committee to assist the Committee in the following activities:

- a. Manage or assist with any investigation into the pre-petition acts, conduct and/or transactions with vendors, financing institutions, secured and unsecured creditors, management, directors and officers, insiders, related and/or affiliated companies, including, but not limited to the following:
 - (i) Analysis of cash disbursements for the period from the 2007 effective date of the Debtors' prior chapter 11 plan through the Petition Date, for use in identifying and quantifying potential avoidable and/or fraudulent transactions;
 - (ii) Analysis of potential improvements in position by alleged secured creditors, including the Rudin family and DASNY, both of which received satisfaction of certain of their secured claims before the Petition Date;
 - (iii) Analysis of the holdings of Queensbrook Insurance Limited and Queensbrook NY LLC, the captive insurance company, to identify ownership, beneficiaries, and potential recoveries for the Debtors' estates;
 - (iv) Analysis of potential recoveries from non-Debtor affiliate professional service corporations, including review of contracts assigned to such affiliates by any of the Debtors and payment of services provided pursuant to such contracts;
 - (v) Analysis of potential reimbursement from New York State related to its underpayment for care provided by the Debtors to the indigent and uninsured population of Manhattan;
 - (vi) Review of the Debtors' tax structure for potential recoveries related to taxes paid, if any, by the for-profit Debtors, as well as potential recoveries of any taxes which may have been paid on non-business income by the not-for-profit Debtors;
 - (vii) Other specific analyses related to the investigation of pre-petition conduct and transactions, which may be requested by the Committee or its counsel, which have the potential to increase distributions to unsecured creditors;

- b. Assist the Committee or its counsel in any litigation proceedings against potential adversaries as a result of the above-described investigation and analyses;
- c. Monitor the Debtors' activities regarding cash expenditures and general business operations subsequent to the Petition Date, including, but not limited to the following:
 - (i) Preparation of weekly flash reports and investigation of significant variances from the DIP Budget based on information provided by Grant Thornton;
 - (ii) Analyze DIP financing and revised budgets as prepared by Grant Thornton. Assist the Committee in its evaluation of the reasonableness of the projected receipts and disbursements. Identify and suggest potential reductions to post-petition expenditures;
 - (iii) Assist the Committee in its review of the Debtors' monthly operating reports;
- d. Work with the Debtors and their professionals, including Grant Thornton and asset disposition professionals, to assist the Committee in its review of the financial aspects of any proposed asset purchase or other disposition of the Debtors' assets, as follows:
 - (i) Assist the Committee in its evaluation and negotiation of competing offers;
 - (ii) Assist Debtors' professionals, where applicable, to supplement potential buyers of the estates' assets through industry contacts including the sale of the captive insurance company;²
 - (iii) Interface with Grant Thornton and asset disposition professionals to understand proposals regarding the liquidation of assets and provide the Committee with periodic updates regarding the Debtors' marketing process;
- e. Work with the Debtors and their professionals, including Grant Thornton and asset disposition professionals, to assist the Committee in its review of the financial aspects of any plan of reorganization/liquidation, including the feasibility of any proposed plan; and
- f. Attend meetings with representatives of the Committee and its counsel. Prepare presentations to the Committee that provides analyses and updates on diligence performed, including, but not limited to, the preparation of waterfall/liquidation analyses estimating ranges of recoveries to the unsecured creditors.

² To this end, CBIZ has already introduced the Debtors' professionals to a CBIZ contact whose bidder increased the offers for the ambulatory operating license by approximately 33%.

14. As discussed above, the Committee believes that the services CBIZ will provide to the Committee will not be duplicative of the work performed by the other financial professionals retained in these chapter 11 cases. Importantly, CBIZ will not create financial information in the first instance, but rather will assist the Committee with analyzing the financial information prepared by Grant Thornton. Additionally, CBIZ will provide certain forensic accounting services to the Committee, services that the Debtors' professionals have not and will not perform. The Committee and CBIZ will work constructively with the Debtors to ensure that CBIZ is not recreating or duplicating services already performed by Grant Thornton. Accordingly, the Committee believes that the retention of CBIZ is necessary to allow the Committee to acquit its fiduciary duty to all general unsecured creditors.³

CBIZ'S ELIGIBILITY FOR EMPLOYMENT

15. To the best of the Committee's knowledge, information, and belief, other than as set forth in the Berk Affidavit, CBIZ has not represented and has no relationship with: (i) the Debtors; (ii) their respective creditors or equity security holders; (iii) any other parties-in-interest in these cases; (iv) the respective attorneys and accountants of any of the foregoing; or (v) the U.S. Trustee or any other person employed in the Office of the U.S. Trustee.

16. The Committee would note that in 2009, CBIZ Valuation Group, a separate CBIZ affiliated entity, did certain work for the Debtors related to the updating of the property records

³There has been some colloquy regarding the sharing of Grant Thornton by the Debtors and the Committee. The Committee does not believe this is feasible or supported by applicable Second Circuit law. First, Grant Thornton, is not only serving as crisis manager to the Debtors, but is also providing officers, including the chief executive officer and the chief financial officer, to serve the Debtors during the pendency of these cases, which could create a conflict. Second, as noted by the Second Circuit in *In re Saxon Industries, Inc.*, the Bankruptcy Code does not contemplate the court-appointed retention of a professional by multiple entities. 29 B.R. 320, 321 (2d Cir. 1983). As noted by the *Saxon* Court, it "is not only the actual conflict of interests that must be avoided, but even the simple appearance of conflict. To avoid the manifestation of this conflict would serve both the interests of the parties as well as the integrity of this court." *Id.*; see also, *Meredith v. Tharalls*, 144 F.2d 473, 475 (2d Cir. 1944) (Holding that it is inappropriate for a court to approve a debtor's retention of a professional that has a potential conflict simply because the professional agrees to report to the court as soon as any actual conflict arises.).

of Saint Vincents Catholic Medical Centers of New York. As of the Petition Date, the Debtors owed CBIZ Valuation Group \$3,098.95, which amount CBIZ will waive. Additional information regarding this engagement is contained in the Berk Affidavit.

17. CBIZ is a “disinterested person,” as such term is defined in Bankruptcy Code section 101(14). The Berk Affidavit, executed on behalf of CBIZ in accordance with Bankruptcy Code sections 327(a), 328(a) and 1103, Bankruptcy Rules 2014 and 2016 and Local Rule 2014-1, is filed contemporaneously herewith and incorporated herein by reference. The Committee’s knowledge, information, and belief regarding the matters set forth in this Application are based, and made in reliance, upon the Berk Affidavit. The Committee believes that the employment of CBIZ will be in the best interests of the Committee, the Debtors and their estates and creditors.

CBIZ’S COMPENSATION STRUCTURE

18. CBIZ has indicated its willingness to serve as financial advisor to the Committee and to receive compensation on an hourly basis, subject to the approval of this Court and in compliance with Bankruptcy Code sections 327, 330 and 331, the Bankruptcy Rules, the Local Rules and the United States Trustee’s Guidelines for Fees and Disbursements and any such other procedures as may be fixed by order of this Court for professional services rendered by CBIZ, including the service of monthly fee statements and the filing of quarterly fee applications. The current hourly rates charged by CBIZ for professional services are set forth in the Berk Affidavit, annexed hereto as Exhibit A. CBIZ has also agreed to cap its monthly fees at \$125,000, for each of the first two months, and at \$100,000 per month thereafter, on a rolling and cumulative basis, as described in further detail in the Berk Affidavit.

MOTION PRACTICE

19. This application includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated, and a discussion of their application to this application. Accordingly, the Debtors submit that this application satisfies Local Rule 9013-1(a).

NOTICE

20. No trustee or examiner has been appointed in these chapter 11 cases. The Committee has served notice of this Motion on: (i) the Office of the U.S. Trustee (Attn: Serene K. Nakano); (ii) Co-Counsel for the Debtors, Kramer Levin Naftalis & Frankel LLP, (Attn: Kenneth Eckstein, Esq. and Adam C. Rogoff, Esq.); (iii) parties entitled to receive notice in these chapter 11 cases pursuant to the Bankruptcy Code, Bankruptcy Rule 2002, and the Final Administrative Order Establishing Case Management Procedures; and (iv) certain of the Debtors' secured lenders. The Committee submits that no other or further notice need be provided.

WHEREFORE, the Committee respectfully requests the Court to enter an order, substantially in the form attached hereto as Exhibit B, (i) authorizing the Committee to retain and employ CBIZ *nunc pro tunc* to June 4, 2010, as its financial advisor pursuant to Bankruptcy Code sections 327(a), 328(a), 330 and 1103, Bankruptcy Rules 2014 and 2016 and Local Rule 2014-1 and (ii) granting the Committee such other relief as is appropriate.

DATED: New York, New York
July 1, 2010

**THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF SAINT VINCENTS CATHOLIC
MEDICAL CENTERS, ET AL.**

By: Siemens Medical Solutions USA, Inc., solely in its
capacity as Co-Chair of the Committee and not in its
individual capacity,

By: /

Name: Claudia Springer, Esq.

Title: Counsel to Siemens Medical Solutions USA,
Inc., Co-Chair of the Committee

EXHIBIT A
Berk Affidavit

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

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In re: : Chapter 11
: :
SAINT VINCENTS CATHOLIC MEDICAL : Case No. 10-11963 (CGM)
CENTERS OF NEW YORK, et al., : :
: :
Debtors. : (Jointly Administered)
: :
-----X

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

**AFFIDAVIT OF CHARLES M. BERK IN SUPPORT OF
APPLICATION FOR AN ORDER PURSUANT TO 11 U.S.C. § 1103 AUTHORIZING
AND APPROVING THE EMPLOYMENT AND RETENTION OF CBIZ ACCOUNTING,
TAX & ADVISORY OF NEW YORK, LLC AND CBIZ, INC. AS FINANCIAL
ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Charles M. Berk being duly sworn, deposes and says

1. I am a Certified Public Accountant, licensed under the laws of the State of New York and I am a Managing Director of CBIZ Accounting, Tax & Advisory of New York, LLC, with offices at 1065 Avenue of the Americas, New York, N.Y. 10018. The facts set forth in this Affidavit are personally known to me and, if called as a witness, I could and would testify thereto. CBIZ Accounting, Tax & Advisory of New York, LLC and its affiliates with offices throughout the country are wholly-owned subsidiaries of CBIZ, Inc. (collectively, "CBIZ"). CBIZ is a full service business services firm and we intend to use resources from any office or subsidiary of CBIZ as necessary.

2. This Affidavit is submitted in support of the application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") in the above-captioned chapter 11 cases of Saint Vincents Catholic Medical Centers of New York and its affiliated debtors

(collectively, the “Debtors”) for authorization of the employment and retention of CBIZ as financial advisor, *nunc pro tunc*, to June 4, 2010.

3. This Declaration is also submitted as the statement required pursuant to sections 327(a), 328(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

4. Other than the initial communication between my firm and representatives of the Committee with respect to the retention of my firm in this case, neither I nor, to the best of my knowledge, any other member or employee of my firm had any business, or other connection, with the Debtors, their attorneys or accountants, or any other party in interest, except as described below.

5. CBIZ has performed an examination to determine whether it has any relationships with the entities (individually an “Interested Party” and collectively, the “Interested Parties”) that were identified to CBIZ by the Committee. Such entities include:

- a. The Debtors and their non-debtor affiliates;
- b. The Debtors’ sponsors;
- c. The officers, directors and Trustees of the Debtors and their known business affiliations;
- d. The Debtors’ top 50 unsecured creditors;
- e. The attorneys and other professionals of the Debtors;
- f. The secured lenders, creditors and Mortgagees of the Debtors;
- g. Federal and State regulatory agencies;
- h. Medical malpractice and other litigation adversaries;
- i. Related employee unions;

- j. Workers compensation claimants;
- k. Equipment Lessors;
- l. Landlords, Utility, Insurance and Benefits providers/administrators of the Debtors;
- m. The Debtors' Vendors; and
- n. Other parties-in-interest.

6. The attached Schedule 1 details the relationship check performed by CBIZ. To the best of my knowledge, information and belief after reasonable inquiry, other than as disclosed in this Affidavit, neither I, CBIZ, nor any of our professionals or employees participating in or connected with CBIZ's engagement with the Committee has had any connection with the Debtors, their creditors or any other Interested Party, except CBIZ may have (a) worked with and/or for the professionals in these chapter 11 cases in other chapter 11 cases, or (b) been, or may be currently, engaged as accountants by certain other creditors of the Debtors, although no one professional and/or creditor has comprised more than 1% of the firm's revenue and (c) except as described herein, below.

7. During 2009, CBIZ provided services to the Debtors related to the updating of the property records of Saint Vincents Catholic Medical Centers of New York through its affiliate CBIZ Valuation Group, LLC ("CBIZ VG"). CBIZ VG provided similar services for the years 2003 – 2008. The billing fees for each of these years ranged from \$4,500 - \$10,500. CBIZ VG invoiced the Debtors \$20,098.95 in 2009 for its services rendered in that same year and received partial payment for those services. Approximately \$3,098.95 remained outstanding for those services as of the Petition Date and accordingly, CBIZ VG is a "creditor" of the Debtors within the meaning of Bankruptcy Code section 101(10), and hereby agrees to waive its prepetition claim in its entirety.

8. Insofar as I have been able to ascertain, CBIZ does not represent any other entity having an adverse interest in connection with this case and, based on all of the foregoing, CBIZ is a “disinterested person” as that term is defined in Bankruptcy Code section 101(14).

9. To the extent that I discover any facts bearing on the matters described herein during the period of CBIZ’s retention, I will supplement the information contained in this Affidavit.

10. CBIZ will assist the Committee in the following activities:

- a. Manage or assist with any investigation into the pre-petition acts, conduct and/or transactions with vendors, financing institutions, secured and unsecured creditors, management, directors and officers, insiders, related and/or affiliated companies, including, but not limited to the following:
 - i. Analysis of cash disbursements for the period from the 2007 effective date of the Debtors’ prior chapter 11 plan through the Petition Date, for use in identifying and quantifying potential avoidable and/or fraudulent transactions;
 - ii. Analysis of potential improvements in position by alleged secured creditors, including the Rudin family and DASNY, both of which received satisfaction of certain of their secured claims before the Petition Date;
 - iii. Analysis of the holdings of Queensbrook Insurance Limited and Queensbrook NY LLC, the captive insurance company, to identify ownership, beneficiaries, and potential recoveries for the Debtors’ estates;
 - iv. Analysis of potential recoveries from non-Debtor affiliate professional service corporations, including review of contracts assigned to such affiliates by any of the Debtors and payment of services provided pursuant to such contracts;
 - v. Analysis of potential reimbursement from New York State related to its underpayment for care provided by the Debtors to the indigent and uninsured population of Manhattan;
 - vi. Review of the Debtors’ tax structure for potential recoveries related to taxes paid, if any, by the for-profit Debtors, as well as potential recoveries of any taxes which may have been paid on non-business income by the not-for-profit Debtors;
 - vii. Other specific analyses related to the investigation of pre-petition conduct and transactions, which may be requested by the Committee or its counsel, which have the potential to increase distributions to unsecured creditors;

- b. Assist the Committee or its counsel in any litigation proceedings against potential adversaries as a result of the above-described investigation and analyses;
- c. Monitor the Debtors' activities regarding cash expenditures and general business operations subsequent to the Petition Date, including, but not limited to the following:
 - i. Preparation of weekly flash reports and investigation of significant variances from the DIP Budget based on information provided by Grant Thornton LLP ("Grant Thornton"), retained by the Debtors;
 - ii. Analyze DIP financing and revised budgets as prepared by Grant Thornton. Assist the Committee in its evaluation of the reasonableness of the projected receipts and disbursements. Identify and suggest potential reductions to post-petition expenditures;
 - iii. Assist the Committee in its review of the Debtors' monthly operating reports;
- d. Work with the Debtors and their professionals, including Grant Thornton and asset disposition professionals, to assist the Committee in its review of the financial aspects of any proposed asset purchase or other disposition of the Debtors' assets, as follows:
 - i. Assist the Committee in its evaluation and negotiation of competing offers;
 - ii. Assist Debtors' professionals, where applicable, to supplement potential buyers of the estates' assets through industry contacts including the sale of the captive insurance company;¹
 - iii. Interface with Grant Thornton and asset disposition professionals to understand proposals regarding the liquidation of assets and provide the Committee with periodic updates regarding the Debtors' marketing process;
- e. Work with the Debtors and their professionals, including Grant Thornton and asset disposition professionals, to assist the Committee in its review of the financial aspects of any plan of reorganization/liquidation, including the feasibility of any proposed plan; and
- f. Attend meetings with representatives of the Committee and its counsel. Prepare presentations to the Committee that provides analyses and updates on diligence performed, including, but not limited to, the preparation of waterfall/liquidation analyses estimating ranges of recoveries to the unsecured creditors.

¹ To this end, CBIZ has already introduced the Debtors' professionals to a CBIZ contact whose bidder increased the offers for the ambulatory operating license by approximately 33%.

11. CBIZ is willing to serve as financial advisor to the Committee and to receive compensation on an hourly basis, subject to the approval of this Court and in compliance with Bankruptcy Code sections 327, 330 and 331, the Bankruptcy Rules, the Local Rules and the United States Trustee's Guidelines for Fees and Disbursements and any such other procedures as may be fixed by order of this Court for professional services rendered by CBIZ, including the service of monthly fee statements and the filing of quarterly fee applications. The current hourly rates charged by CBIZ for professional services are as follows:

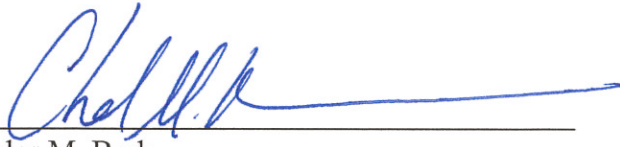
Directors and Managing Directors	\$420 to \$645 per hour
Managers and Senior Managers	\$275 to \$420 per hour
Senior Associates and Staff	\$130 to \$275 per hour

12. CBIZ has agreed to cap its monthly fees at \$125,000, for each of the first two months, and at \$100,000 per month thereafter, on a rolling and cumulative basis. In the event CBIZ exceeds its monthly caps on a cumulative basis at the conclusion of these chapter 11 cases, CBIZ shall seek the Committee's approval to make an appropriate application to this Court for payment of the fees in excess of the cumulative cap.

13. Periodically, our hourly rates are subject to firm - wide adjustment and CBIZ will notify the Court, the United States Trustee for the Southern District of New York, the Debtors and the Committee if CBIZ increases its hourly rates.

WHEREFORE your deponent asks for an appropriate order of employment *nunc pro tunc*
to June 4, 2010.

CBIZ Accounting, Tax & Advisory of New York, LLC



Charles M. Berk

Sworn to and subscribed to before
me this 15th day of JULY 2010



Notary Public

LISA STUHR
NOTARY PUBLIC-STATE OF NEW YORK
No. 01ST6203840
Qualified in New York County
My Commission Expires April 13, 2013

SCHEDULE 1

Saint Vincents Catholic Medical Centers

Debtor and Non-Debtor Affiliates

1. Saint Vincents Catholic Medical Centers of New York
2. Pax Christi Hospice, Inc.
3. Sisters of Charity Health System Nursing Home, Inc.
4. St. Jerome's Health Services Corporation
5. Bishop Francis J. Mugavero Center for Geriatric Care
6. Saint Vincents Catholic Medical Centers Foundation, Inc.
7. SVCMC Professional Registry, Inc.
8. St. Mary's Supportive Housing Development Fund Corporation
9. Immaculata Hall Housing Development Fund Corporation
10. Chait House Housing Corporation.
11. Fort Place Housing Corporation
12. Queensbrook Limited Insurance LLC
13. Queensbrook NY LLC
14. 12th Street MPA
15. 555 6th Avenue Apt Operating Corp
16. SVCMC Physician Hospital Organization, Inc.
17. Saint Vincents Catholic Medical Centers of New York Physician Hospital Organization, Inc.
18. Medical Associates of St. Vincents PC
19. St. Vincent's Emergency Services PC
20. St. Vincent's 52nd St. Medical Practice, PC
21. St. Vincent's Hospital and Medical Center of New York, IPA No. 1

Trade Names

1. Pax Christi Hospice
2. 555 Corporation, 555 Sixth Avenue, Staff House and Staff House Residence
3. Bayley Seton
4. Bayley Seton Hospital
5. Bishop Francis J Mugavero Center for Geriatric Care
6. Bishop Mugavero Center
7. Bishop Joseph M. Sullivan Residence
8. Chait House Development Corporation
9. Chelsea Senior Health Practice
10. Chelsea Village Program
11. Chinatown Clinic
12. Classon Avenue Clinic
13. Fort Place Housing Corporation
14. Holy Family Home
15. Immaculata Hall Supportive Housing
16. Korean Family Health Center
17. M.I.C.A. - Mentally Impaired Chemical Abusers
18. Medical Service of St. Vincent's Hospital and Medical Center, P.C.
19. O'Toole Outpatient Services
20. O'Toole Outpatient Clinic, O'Toole Clinic, O'Toole Outpatient Clinic at SVCMC, Edward Y Theresa O'Toole Building, O' Toole Medical Services Building, SVCMC Outpatient Clinic, St. Vincent's Hospital Outpatient Clinic
21. Pax Christi Manhattan
22. East Nineteenth Street LLC
23. Pax Christi Staten Island
24. Prospect Place Clinic
25. Saint Vincent's

26. Saint Vincent Catholic Medical Centers
27. Saint Vincent's Catholic Medical Center
28. Saint Vincents Catholic Medical Centers of New York
29. St. Vincent's Comprehensive Cancer Center
30. Saint Vincent's Home Health Agency
31. Senior Care Clinic Bayley Seton
32. Sister Lucian Lucchi Clinic
33. Sisters of Charity Healthcare System Nursing Home Inc
34. St. Elizabeth Ann's Health Care & Rehab Center
35. St. Elizabeth Ann's Health Care & Rehabilitation Center
36. St. Jerome's Health Services Corporation
37. St. Jude Treatment Center
38. St. Martin de Porres Treatment Center
39. St. Mary's Supportive Housing
40. St. Vincent's Hospital
41. St. Vincent's Hospital & Medical Center of New York
42. St. Vincent's Hospital of Westchester
43. St. Vincent's 19th Street
44. St. Vincents Catholic Medical Centers of New York Foundation
45. St. Vincent's Chinatown Clinic
46. St. Vincents Comprehensive Cancer Center
47. St. Vincent's Cancer Center
48. St. Vincent's Comprehensive HIV Center
49. St. Vincent's Continuing Care Services
50. St. Vincent's Hospital Manhattan
51. St. Vincent's Hospital Westchester
52. St. Vincent's Wound Care Center
53. Surgical Service of St. Vincent's, P.C.
54. SVC Medical Center Chait Residence
55. SVC MC
56. SVC MC Foundation
57. SVC MC Home Health
58. SVC MC Opioid Treatment Center
59. The Chinatown Clinic
60. The Maxwell Institute of St. Vincent's Westchester
61. The SVC MC Foundation
62. The Saint Vincent's Foundation
63. Twelfth Street MPA
64. Wound Care Services
65. St. Elizabeth Ann Seton Treatment Center
66. St. Vincent De Paul Treatment Center
67. Sr. Anne Mary Regan Residence
68. Sr. Mary Assisium Residence
69. Tompkins Residence
70. Austin House

SVC MC Members

1. Sr. Dorothy Metz
2. Most Reverend Nicholas DiMarzio

Business Affiliations of Directors

1. NY Foundling Hospital
2. Deloitte & Touche
3. MMF
4. UBS Financial Services
5. Millennium Capital Management
6. EPIQ Bankruptcy Solutions LLC

7. DeSantis, Kiefer, Chall & Sarcone LLP
8. Durham Asset Management LLC
9. Fidelis Care of New York
10. General Maritime Corporation
11. St. Joseph's Hospital
12. Sisters of Charity of New York
13. Psilos Group Managers
14. Independence Care System
15. JP Mac, LLC
16. Universal Builders Supply
17. Cushman Wakefield
18. NY Medical College
19. Partner Quick Foundation
20. Brown Brothers Harriman
21. NY Department of Military and Veteran Affairs
22. FSV Consulting
23. Merrill Lynch
24. Fidelis Healthcare
25. Werwaiss and Company Inc.
26. Fidelis Healthcare
27. Skadden Arps Slate Meagher & Flom LLP
28. Ozanam Hall
29. Queens Nursing Home
30. Maria Regina Residence

Letter of Credit Beneficiaries

1. Brooklyn/Queens S.O.N.
2. St. Jerome's
3. St. John's Allied
4. 450 West 33rd

Federal and State Regulatory Agencies

1. PBGC
2. New York State Department of Health
3. U.S. Department of Health and Human Services
4. Centers for Medicare and Medicaid Services

SVCMC Current D&Os (debtors and affiliates) Directors

1. Alfred E. Smith, IV
2. Karl Adler
3. Rev. Patrick J. Frawley
4. Jane Iannucelli, S.C.
5. Carol A. Barnes, S.C.
6. Eugene C. Rainis
7. Alan S. Bernikow
8. Arthur Cashin, Jr.
9. Jay D. Chazanoff
10. Jack DeSantis
11. T.K. Duggan
12. Peter Georgiopoulos
13. Jeffrey M. Krauss
14. Mark Lane
15. James MacGilvray
16. Kevin O'Callaghan
17. Ralph A. O'Connell, M.D.
18. Mary Alice O'Malley
19. Christopher C. Quick

20. Eugene C. Rainis
21. Major General Glenn Rieth
22. Frederick Salerno
23. Brian Sepe
24. Most Rev. Joseph M. Sullivan
25. John A. Werwaiss
26. Vaughn Williams

Officers

27. Henry J. Amoroso
28. Akram Boutros, M.D.
29. Miriam Carasa, Ed.D., R.N., CNA
30. Donald E. Ellis
31. Spencer Eth
32. Anthony Gagliardi, M.D.
33. Paul Goebel
34. Maria Irizarry
35. Lowell W. Johnson
36. Bernadette Kingham-Bez
37. Bart Metzger
38. Barbara Piascik
39. Sister Miriam Kevin Phillips
40. Paul Rosenfeld
41. Veronica Sullivan
42. Arthur Y. Webb
43. Dan Brooks
44. Steven Lascher
45. Don Ellis
46. Miriam Carasa
47. Mike Geoghegan
48. Mary McGinn
49. Michael Stern
50. Bernafette Kingham
51. Marianne DiTomaso
52. Alan Eskenazi
53. Spencer Eth, M.D.
54. John Kastan
55. Paul Rosenfeld
56. Hope Mavaro-Iliceto
57. Lucille Buddensick
58. Nanette Thomas, M.D.
59. Joseph Bloss
60. John Burkhart
61. Jeff Bloom
62. Michael Fagan
63. Michele Salituro
64. Steven DeLuca
65. Maria Muscarella
66. Jerry Swarzman
67. Dolly Anne York
68. Kim Pagan

Shareholders, Officers, Directors for Affiliates

Shareholders/Members

1. Saint Vincent Catholic Medical Centers of New York
2. Dr. Dennis Greenabum
3. Dr. Eric Legome

D&Os

4. Jack DeSantis
5. Margaret O'Brien
6. Most Rev Joseph Sullivan
7. Mary Ann Daly, SC
8. Dr. Peter Carpenito
9. Carlo de Rege
10. Kevin L Shea
11. Alfred Smith
12. Henry Amoroso
13. Arthur Cashin
14. Patricia Finneran
15. Joseph Mattone
16. Anthony O'Callaghan
17. Jane O'Connell
18. George Ross
19. Lowell Johnson
20. Michele Salituro
21. Domenic Segalla
22. Miriam Carasa
23. Carol A. Barnes
24. Msgr. Austin Bennett
25. Bernadette Kingham-Bez
26. Marianne DiTommaso
27. William W. Doty
28. Rev Patrick Frawley
29. Dr. Anthony Gagliardi
30. Sister Jane Iannucelli
31. Mark Lane
32. Gene Rainis,
33. Arthur Webb
34. Karl P. Adler
35. Mark Ackerman
36. Dr. Dennis Greenbaum
37. Dr. Eric Legome

Former D&Os

Directors

1. T.K. Duggan

Officers

2. Michael Green
3. Catherine Callagy
4. Robert Mariani
5. John McDaniel
6. Brian Fitzsimmons

Unions

1. SEIU 1199
2. New York State Nurses Association
3. Committee of Interns and Residents (CIR)
4. Special & Superior Officers Benevolent Association (SSOBA)
5. Local 803

Sponsors

1. Bishop of the Roman Catholic Diocese of Brooklyn
2. President of the Sisters of Charity of St. Vincent De Paul of New York

Secured Lenders, Creditors, and Mortgagees

1. GE Capital
2. GE Healthcare Finance
3. TD Bank
4. Aptium W. New York
5. Michael E. Katzenstein
6. SVC MC MedMal-BQ
7. SVC MC MedMal-MW
8. SVC MC MedMal-SI
9. RCG
10. SunLife
11. Dormitory Authority of the State of New York
12. Staten Island Savings Bank
13. MP Lending
14. Prudential Huntoon
15. HSBC

Other Parties-in-Interest

1. The Rudin Family
2. RSV, LLC
3. Rudin Management Company
4. Jack Rudin
5. William C. Rudin
6. Continuum Health Partners
7. Green Field LLC
8. CareOne, LLC
9. Daniel Strauss
10. Omni Asset Management Corporation
11. Formation Capital LLC
12. Avery Eisenreich
13. Eliezer Scheiner
14. Mount Sinai Medical Center
15. Catholic Health Services of Long Island
16. Village Care of New York
17. Visiting Nurse Service of New York
18. Park Terrace Rehabilitation and Nursing Center
19. Catholic Health Care System
20. ArchCare

Retained Professionals

1. Kramer Levin Naftalis & Frankel LLP
2. Garfunkel Wild PC
3. Grant Thornton LLP
4. Shattuck Hammond Partners
5. Epiq Bankruptcy Solutions, LLC
6. Loeb & Troper LLP
7. Friedman & Gotbaum LLP
8. KPMG LLP
9. Putney, Twombly, Hall & Hirson LLP
10. Cain Brothers & Company
11. Grubb & Ellis New York Inc.
12. Mintz Levin Cohn Ferris PC

Insurance and Benefits Carriers and Administrators

1. Aon Risk Services, Inc. of Pennsylvania
2. American Guarantee & Liability
3. Medical Liability Mutual Insurance Company
4. Empire Blue Cross/ Blue Shield
5. Medco
6. AETNA
7. MetLife
8. United Healthcare Vision
9. Legal Club of Americas
10. Benefit Resource, Inc.
11. AFLAC
12. John Hancock
13. UNUM
14. Hartford
15. Hamilton Cavanaugh
16. Farmington
17. ING
18. Boston Mutual
19. Federal Insurance Company
20. Steadfast Insurance Company
21. National Insurance Fire Insurance Company
22. RLI Insurance Company
23. Zurich American Insurance Company
24. Queensbrook Insurance Limited
25. Queensbrook New York, Inc.
26. New Hampshire Insurance Company
27. XL Insurance America Inc.
28. Physicians' Reciprocal Insurance
29. Lexington Insurance Company
30. American International Specialty Lines
31. Max Bermuda Ltd.
32. One Beacon Insurance Company
33. Hartford Life Insurance Company
34. Travelers Property Casualty Group
35. National Union Fire Insurance Company

Utilities

1. All Voice Communications
2. Apple Beeper
3. Arch Wireless
4. AT & T
5. Castle Oil Corp
6. Cingular Wireless
7. Con Edison
8. County Oil Company
9. Fuelman
10. Intercall
11. MCI
12. Medfone Nationwide Inc
13. National Grid
14. Nextel Communications
15. NY Waterboard
16. Qwest
17. Rucci Oil
18. Skytel
19. Sprint
20. Teletstar Systems

21. United Electric Power
22. United Water Westchester
23. Verizon
24. Welco-GTS Welco
25. Westchester Joint Waterworks

Equipment Lessors

1. TD Bank
2. GE Equipment
3. Hospital Financial Service
4. Med-One Capital Funding LLC
5. Oce Financial Services Inc

Banks

1. JP Morgan Chase N.A.
2. HSBC
3. Amalgamated Bank
4. Soveriegn Bank
5. First Regional Bank
6. Northfield Savings Bank
7. Sterling Bank – SEA
8. Bank of America
9. TD Bank

Landlords

1. Grove Pointe Urban Renewal, LLC
2. Iven Young M.D.
3. 13-15 Sheridan Square LLC
4. Dadourian Management LLC
5. AMG Realty Partners, LP
6. GECC/CRE Maritime Properties
7. 221 Canal Street LLC
8. Royal Realty c/o Sackman Enterprises
9. Seward Park Housing c/o CHG Management Corp.
10. Mutual Redevelopment
11. 52 West Associates LLC
12. The John Adams Owners, INC c/o Halstead Management
13. Dr. Mei Li
14. 450 Partners LLC (REM 1)
15. 199 Main Street Realty
16. Jamaica Hotel Development Company, LLC
17. Classon Properties, LLC
18. Nathalia 4419 3rd Avenue LLC
19. Coastal Electrical Contracting Corp.
20. The Children's Village
21. New York City Health and Hospitals Corp.
22. Nicotra 1200, LLC
23. 1700 Veterans Associates, LP
24. Ivy Realty
25. HSBC Bank USA, NA
26. Queens Office Tower
27. Post Development Corp
28. White Plains Hospital Medical Center
29. Aptium W. New York, Inc.
30. Comprehensive Cancer Corporation of New York
31. 111 Chelsea LLC
32. Taconic Investment Partners LLC

33. J. Helms Properties
34. Richard Shelala
35. Poritz Properties
36. Giovanucci Property Management
37. 1106 College Avenue HDFC
38. Franklin Realty LLC
39. St. Casimir Senior Housing
40. Victor Sanchez
41. Kulvinfer Uppal
42. Dorothy Nelson
43. 1329 College Avenue HDFC
44. Carmelo Saia
45. LMJ Management Corp.
46. 1385 Nelson Avenue HDFC
47. Abraham Grant
48. Remus Realty
49. Debra Massa
50. Doris Cosme
51. Mike Kerpchek
52. Giuseppe Frandima
53. Richard Zawisny
54. NIDA Associate
55. Church of Our Lady of Mercy
56. Salmon Brothers LLC
57. Shagufta Jabin
58. Maher Kukettash
59. 1-6 LLC Morningside Properties
60. Our Lady of Good Counsel
61. Felix J. Rivas
62. Cielo Alarcon-Frascatore
63. Hughes Avenue LP
64. Richard Zawsiny
65. 2216 Adams Place HDFC
66. Washington Avenue HDFC
67. WPMV, Inc.
68. 234 Drake Avenue Realty
69. Direct Management Corp.
70. Lexington Hills LLC
71. Bronstein Properties
72. Central Bronx Housing
73. Tatra Apartments
74. 2419 Hoffman Street Realty
75. George K. Wonica
76. Wonica Relators
77. Marion Kourt Condominium
78. CEKA Realty
79. Edward Lombardi
80. 290 Palisade Corp.
81. ABC Properties
82. JSA Realty Trust
83. Edward Lombardi
84. LMA Associares LLC
85. Whitney Young Manner
86. Gsiondi Properties Limited
87. Wolf Creek Realty Corp.
88. Estate Development Corp, LLC
89. Daut Ibroci

90. Gartchest Realty Ltd.
91. Westchester Plaza Housing
92. Di La Re, Inc.
93. Timothy Walsh
94. 440 East 182nd Street HDFC
95. Belmont Arthur Ave LDC
96. Nathalia 4419 3rd Avenue LLC
97. Richmond County Construction & Dev. Corp.
98. Bathgate Belmont HDFC
99. MGH Company, LLC
100. Richard Jones
101. CMF Realty. LLC
102. Ben Ojeh
103. Monty Li
104. Duke Ajrulla
105. Fleetwood Owners, Inc.
106. Gramatan Management, Inc.
107. Everhome Mortgage Co.
108. Ana Lotrijan
109. Artsdale Realty Corp.
110. DA-MARC Realty Corp.
111. 660 Crescent Avenue HDFC
112. Murray Berman
113. John Lotrijan
114. Kathleen Kearns
115. Vannio Capizzano
116. Nada Wagner
117. Filomena Salce
118. Yolanda DelBracco
119. Forest Manor Management Corp.
120. Post Avenue Realty Co., LLC
121. Liberty Manor
122. Mustata Palej
123. Bronx River Management
124. Framingham Equities, LLC
125. Maria C. Rojas
126. Jerome M. Luks
127. Ginsburg & Misk
128. Rajnagen Inc.
129. Devendra K., Inc.
130. Post Island Properties LLC
131. Rising Development BPS, LLC
132. Ann & Ted O'Lear
133. Concord Hill Apt. LLC
134. Woodside-Silver Associates, LLC
135. Clay Walton L.P.

Mortgage Insurers and Custodians

1. State of New York Mortgage Agency
2. The Bank of New York Mellon, Corporate Trust
3. U.S. Department of Housing and Urban Development
4. Prudential Mortgage Capital Company

UCC Search Parties

1. U.S. Department of Health and Human Services
2. Criminal Court of the City of New York
3. Commerce Commercial Leasing

4. MedOne
5. Empire General ContractingLife Safety
6. Life Safety Devices
7. Alpine Construction
8. Noveau Elevator
9. Stonehill & Taylor Architects
10. Kelly International Security
11. Misa Plumbing
12. Power-Flo Technologies

Vendors and Professionals

1. Abbott Labs
2. Abbott Vascular
3. Abrams Fensterman
4. Alcon Labs
5. Alston Bird
6. American Medical Systems
7. Amersham Health
8. Angio Dynamics
9. Artel
10. Babylinq-Preemie Store
11. Balber Pickard
12. Baxter
13. BD Biosciences
14. BD Construction
15. Biomet
16. Biotronik
17. Butzel Long
18. Cadwalader
19. Check Requests
20. Codonics
21. Command Security
22. Conner & Winters
23. Cook Medical
24. Cooley Godward Kronish
25. Costello Shea & Saffney
26. Counsel Press
27. CR Bard
28. Cryolife
29. CSC
30. Davidoff and Malio
31. Deer Park
32. Delaware Secretary of State
33. Diagnostica Stago
34. Diasorin
35. Dlugacz, Henry
36. Donovan & Giannuzi
37. Dow Lohns
38. Dynamex
39. Edwards Lifescience
40. Empire General Contract
41. Epstein Becker
42. Equip Bankruptcy Solutions
43. EV3
44. Fertility Solutions
45. File, Howard M.
46. Finance Commissioner City of

47. Fisher Healthcare
48. Five Star Carting
49. Flowcardia
50. Friedman & Gotbaum
51. FTI
52. Garfunkel
53. Garfunkel Wild Travis
54. Genova Burns
55. Healthcare Waste Services
56. Hecht, William
57. Homecare Fee for Services
58. Hopkins Medical
59. Immucor Inc
60. Ingenix Publishing Group
61. Inverness Medical Innovations
62. Iridex Corp
63. Jackson Lewis
64. Johnson & Johnson
65. Kaufman Borgest
66. Kelly International Security Systems
67. Kenyon & Kenyon
68. King and Spaulding
69. Kol Medical
70. Kramer Levin
71. Lantheus Medical Imaging
72. Leard Environmental
73. Lewis, Geraldine
74. LTL Medical
75. Mallinckodt Medical
76. Medline
77. Medtronics
78. Medtronics Xomed
79. MetroBlood
80. Microtek
81. National Hospital Specialties
82. Nesenoff and Miltenberg
83. Novare
84. Nuclear Diagnostic Products
85. NYS Dept of State
86. Oceanside
87. P&F Industries
88. Pitney Bowes
89. Proskauer Rose
90. ReedSmith
91. Roche Diagnostic
92. Rucci Oil
93. Sandhill Scientific
94. Scanlan International
95. Shebitz Berman
96. Sipp Law Firm
97. Smith & Nephew Endo
98. Smith & Nephew Wound Care Divi
99. Snow Becker
100. Sodexo
101. Sourceone
102. SpotFree
103. St. Jude's

104. Stryker Instrument
105. Stryker Ortho
106. Synthes
107. The Adam Group
108. The Global Word
109. Togut Segal
110. Veritext
111. Vital Signs Inc
112. Wescor Inc
113. Wolff and Samson
114. Wright Medical
115. Zimmer

Medical Malpractice Litigation Adversaries

1. Gianna – Nb Avolio
2. Waverly Bedford
3. Thomas Binnie
4. Yetta Brill
5. Ian Brotzman
6. Dominic Brown
7. Marcia Brown
8. Ethelina Burnett-William
9. Chistine Camacho
10. David Cambiero
11. Joseph Cambria
12. Jalissa Cameron
13. Thomas Caramanno
14. Joseph Carlucci
15. Khalid Cham
16. Danny Chen
17. Felipe Clavel
18. Alexa R Colecchia
19. Ilia Cordero
20. Albert Cruz
21. Jeffrey Cusack
22. Doris Daly
23. Russell Davenport
24. Toniann M. Decker
25. Yansouland Dumond
26. Reginal Elgin
27. Malik Foster
28. James Franklin
29. Christine Gabot
30. Joseph Gallaro
31. Tammi Garcia
32. Glenda Gargano
33. Emily Anne Gargiulo
34. Miata Gattling
35. Ronall Gladstone
36. Sally Griffin
37. Isabel Guerrero
38. Branden Hernandez
39. Vernon Hill
40. Martha Hyman
41. Aleksandra Ilazarova
42. Annamarie Incantalupo
43. Site Indarjeet

44. Glennford Irving
45. D'andre James
46. Michael Jasiel
47. Andrea Katsanakos
48. George Kaufmann
49. Patricia Lawrence
50. Salvatore Leone
51. Merielle Lezin
52. Frances Lotito
53. Eun Sook Maing
54. Marwa Mansour
55. Nakolle Mccord
56. Patrice Mckenzie (Small)
57. Jeanette Mckeon
58. Karen McMullen
59. Ashley Medora
60. Carmen Mendez-Brady
61. Maria L Mendoza
62. Tyeisha Miller
63. Yolanda Morris
64. Shabat Om
65. Anibal Padilla
66. Mery Panama
67. Merie Penafield (Encala)
68. Anastacio Perez
69. Anthony Pinto
70. Janeth Pinto (Jimenez)
71. Shahid Pirzada
72. Mahbubur Rahman
73. Ramoutar Gang-Da
74. Jasmine Reyes
75. Samuel Reyes
76. Kassandra Rivera
77. Jose Rodriquez
78. Blossom Roth
79. Eula Rowe
80. Maggie Rowe
81. Amani Royal
82. Pei Yi Ruan
83. Irene Ruan
84. Amanda Sanchez (Sepulve)
85. Jada Singleton
86. John Singleton
87. Jonathan Smith
88. Patricia Smith
89. Rosalinda Smith
90. Edgar Solis
91. Richard Stewart
92. Damien Tan
93. Anthony Taylor
94. Alyssa Tedeschi
95. Carmen Terranova
96. Lumis Terrell
97. Amina Thompson
98. Emma Toro
99. Flora Torres
100. Mercurio Trabuscio

101. Barbara Vaccaro
102. Salvatore Vistocci
103. Rachel Weinberg
104. Sherie Weinstein
105. Lenore White
106. Dawn (Josep) Wiggins
107. Dorothy Williams-Pereira
108. Reuven Yakubov
109. William Zakoturia

Other Litigation Adversaries

1. Empire Blue Cross Blue Shield
2. Kamco Supply Corp.

Workers Compensation Claimants

1. Lillian Ellis
2. Edwin Almodovar
3. Lydia Smith
4. Veronica Drummond
5. Luisa Gonzalez
6. Moreen R. McLaughlin
7. Gaetana Scafuri
8. Jeanette Pagan
9. Maxine E. Ellison-Leo
10. Diana Santana
11. Arza Rashid
12. Sonja Hofmo
13. Florette Zincke
14. Lisa Zyko
15. Elizbieta Wysoczanska
16. Edwin Rodriguez
17. Dianne Young
18. Marvin Bethea
19. James Dobson
20. Louis Garcia
21. Chantalle Jones
22. Ethel Binnis
23. Clifford Bailous
24. Yrose Saint-Urbain
25. Patrick Cotillo
26. Carmen Saez
27. Jose Ormaza
28. Enrico Turchi
29. Marlene Perry
30. Joanne Cernauskas
31. Gailmarie Bavuso
32. Giuseppe Bartolomeo
33. Anne Annarumma
34. Carmen Romero
35. Jean Gatling
36. Rosa Rivera
37. Angela Argentieri
38. Chris Murphy
39. Hazel Jeffers

50 Largest Creditors

1. 450 Partners LLC
2. Access Nursing Services
3. Aides At Home, Inc.
4. Allen Health Care Services
5. Bestcare Inc.
6. Biomet Inc.
7. Boston Scientific Scimed
8. Cardinal Health
9. Cerner Dht Inc.
10. Command Security Corp.
11. Community Blood Centers
12. Computer Design Integration
13. Computer SI
14. Con Edison
15. County Graphics Forms Mgmt
16. Della Femina Rothschild Jeary
17. Depuy Acromed
18. Depuy Orthopaedics Inc.
19. Fedcap Home Care
20. Garfunkel Wild & Travis PC
21. GE Medical Systems
22. Gray & Assoc.
23. Grove Pointe Urban Renewal, LLC
24. Hope Home Care Inc.
25. I & Y Senior Care
26. Jzanus Ltd.
27. Kaufman Borgeest & Ryan
28. Local 1199 Benefit Fund
29. Local 1199 Pension
30. Mede Finance Inc.
31. Medical Liability Mutual
32. Medical Management Resources
33. Metro Blood Service
34. Mva Associates, Inc.
35. National Grid
36. Netsmart
37. New York City Water Board
38. New York Dialysis Services
39. New York Health Care Inc.
40. Nursing Personnel Homecare Inc.
41. NYSNA Benefits
42. Oceanside Institutional Indust
43. Office of State Comptroller, NY
44. Omega Home Health Services Inc
45. Ortho Clinical Diagnostics
46. Palladium Group Inc.
47. PBGC
48. Philips Medical Systems
49. Premium Assignment Corporation
50. Proskauer Rose LLP
51. Public Goods Pool
52. Queensbrook Insurance Ltd.
53. Queensbrook New York
54. Renal Research Institute LLC
55. Saint Vincents Comprehensive
56. Selfhelp Community Services
57. Senior Care Inc.

58. Siemens Medical Solutions USA
59. Sodexo
60. Special Touch Home Care Services
61. Utopia Home Care Inc.
62. Verizon

Parties Filing a Notice of Appearance (As of 4/22/10)

1. New York State Nurses Association
2. Rudin Development, LLC
3. General Electric Capital Corporation
4. 1199SEIU/Employer Child Care Fund, Hospital League/1199SEIU Training and Upgrading Fund, Hospital League/1199SEIU/Health Care Industry and Human Service Employees, 1199SEIU Health Care Employees Pension Fund
5. 1199SEIU United Healthcare Workers East
6. The Savana Real Estate Fund
7. The Committee of Interns and Residents/SEIU
8. Sun Life Assurance Company of Canada (U.S.)
9. Village Center for Care
10. Aptium W. New York, Inc.
11. New York State Department of Health
12. Empire HealthChoice Assurance, Inc.
13. Empire Blue Cross Blue Shield
14. I&Y Senior Care, Inc.
15. ACCESS Nursing Services
16. Family Aides, Inc.
17. Bestcare, Inc.
18. Hope Health Care, Inc.
19. Utopia Home Care
20. Allen Health Care Services
21. Community Home Care Referral Service, Inc.
22. Nursing Personnel Home Care
23. MedMal Trust Monitor
24. Christiana Bank & Trust Company
25. SVC MC MedMal – SI Trust
26. SVC MC MedMal – BE Trust
27. SVC MC MedMal – MW Trust
28. Verizon Communications Inc.
29. Daniel T McMurray
30. Siemens Medical Solutions, USA, Inc.
31. Command Security Corporation
32. AIDS Service Center NYC
33. Bradley Stomel Zimmerman
34. Airgas, Inc.
35. Iron Mountain Information Management, Inc.
36. TD Bank, N.A.
37. SVC MC Trade Claims Monitor
38. Travelers Casualty and Surety Company of America
39. Renal Research Institute, LLC
40. Vincent Filippini
41. Althea Stewart
42. Lashone McCord
43. Richard Leon Stack
44. Bobbi-Jo Infantino
45. Claude Warner
46. Nyree Hickman
47. Naomi White
48. AMG Realty Partners, LP

49. Oracle America, Inc.
50. Dominick and Theresa Filocomo

Consumer Privacy Ombudsman

1. Chapell & Associates

Member of the Official Committee of Unsecured Creditors and Proposed Professionals

1. Bestcare, Inc.
2. Consolidated Edison Company of New York, Inc.
3. McKesson Corporation
4. Medmal Trust Monitor
5. New York State Nurses Association
6. Nursing Personnel Homecare
7. 1199 SEIU National Benefit Fund for Health and Human Services Employees
8. Pension Benefit Guaranty Corporation
9. Siemens Medical Solutions USA, Inc.
10. Houlihan Lokey

Patient Care Ombudsman

1. Daniel T. McMurray

The Court Presiding Over the Chapter 11 Cases

1. The Honorable Cecelia G. Morris

Key Staff Members of the Office of the United States Trustee for the Southern District of New York

1. Adams, Diana G.
2. Riffkin, Linda A.
3. Davis, Tracy Hope
4. Brooks, Catletha
5. Choy, Danny A.
6. Dub, Elizabetta C.
7. Felton, Marilyn
8. Fields, Myrna R.
9. Gasparini, Elizabeth
10. Golden, Susan
11. Joseph, Nadkarni
12. Khodorovsky, Nazar
13. Martin, Marylou
14. Martinez, Anna M.
15. Masumoto, Brian S.
16. Mendoza, Ercilia A.
17. Moroney, Mary V.
18. Nakano, Serene
19. Morrissey, Richard C.
20. Phillips, Nigel
21. Schwartz, Andrea B.
22. Schwartzberg, Paul K.
23. Sharp, Sylvester
24. Velez-Rivera, Andy
25. Zipes, Greg M.

EXHIBIT B
Proposed Order

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

-----X
In re: : Chapter 11
: :
SAINT VINCENTS CATHOLIC MEDICAL : Case No. 10-11963 (CGM)
CENTERS OF NEW YORK, et al., : :
: :
: (Jointly Administered)
Debtors. :
-----X

**ORDER GRANTING APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR ORDER AUTHORIZING AND APPROVING EMPLOYMENT AND
RETENTION OF CBIZ ACCOUNTING, TAX & ADVISORY OF NEW YORK, LLC
AND CBIZ, INC. AS FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS *NUNC PRO TUNC* TO JUNE 4, 2010**

Upon the application, dated July 15, 2010 (the “Application”),⁴ of Official Committee of Unsecured Creditors (the “Committee”) of Saint Vincents Catholic Medical Centers of New York (“SVCMC”) and its affiliated debtors and debtors in possession (collectively, the “Debtors”) for an order, pursuant to sections 327(a), 328(a), 330 and 1103 of title 11 of the United States Code, (the “Bankruptcy Code”), rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), authorizing the Committee to retain and employ CBIZ Accounting, Tax & Advisory of New York, LLC and CBIZ, Inc. (collectively “CBIZ”) as financial advisors to the Committee, *nunc pro tunc* to June 4, 2010; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. § 1334 and the Standing Order of Referral of Cases to Bankruptcy Judges of the United States District Court for the Southern District of New York (Ward, Acting C.J.), dated July 10, 1984; and consideration of the Application and the relief requested therein being a core

⁴ Capitalized terms used, but not defined herein shall have the meaning ascribed to them in the Application.

proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and the Court having reviewed the Application and determined that the employment of CBIZ by the Committee is necessary and in the best interest of the Debtors' estates, creditors, and other parties in interest and that the terms of compensation being sought by the Application as set forth in the Affidavit of Charles M. Berk, sworn to July 15, 2010 (the "Berk Affidavit") are reasonable; and the Court having considered the Berk Affidavit filed in support of the Application; and the Court being satisfied based on the representations in the Application and the Berk Affidavit that CBIZ does not represent any other entity having an adverse interest in connection with the case; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and upon all of the proceedings had before the Court, and after due deliberation and sufficient cause appearing therefore, it is hereby:

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

ORDERED that in accordance with Bankruptcy Code sections 327(a), 328(a), 330 and 1103, the Committee is authorized to employ and retain CBIZ *nunc pro tunc* to June 4, 2010 as its financial advisor in the above-captioned bankruptcy cases on the terms set forth in the Application and the Berk Affidavit; and it is further

ORDERED that CBIZ is authorized to perform the services described in the Application and Berk Affidavit including:

- a. Manage or assist with any investigation into the pre-petition acts, conduct and/or transactions with vendors, financing institutions, secured and unsecured creditors, management, directors and officers, insiders, related and/or affiliated companies, including, but not limited to the following:
 - (i) Analysis of cash disbursements for the period from the 2007 effective date of the Debtors' prior chapter 11 plan through the

Petition Date, for use in identifying and quantifying potential avoidable and/or fraudulent transactions;

- (ii) Analysis of potential improvements in position by alleged secured creditors, including the Rudin family and DASNY, both of which received satisfaction of certain of their secured claims before the Petition Date;
 - (iii) Analysis of the holdings of Queensbrook Insurance Limited and Queensbrook NY LLC, the captive insurance company, to identify ownership, beneficiaries, and potential recoveries for the Debtors' estates;
 - (iv) Analysis of potential recoveries from non-Debtor affiliate professional service corporations, including review of contracts assigned to such affiliates by any of the Debtors and payment of services provided pursuant to such contracts;
 - (v) Analysis of potential reimbursement from New York State related to its underpayment for care provided by the Debtors to the indigent and uninsured population of Manhattan;
 - (vi) Review of the Debtors' tax structure for potential recoveries related to taxes paid, if any, by the for-profit Debtors, as well as potential recoveries of any taxes which may have been paid on non-business income by the not-for-profit Debtors;
 - (vii) Other specific analyses related to the investigation of pre-petition conduct and transactions, which may be requested by the Committee or its counsel, which have the potential to increase distributions to unsecured creditors;
- b. Assist the Committee or its counsel in any litigation proceedings against potential adversaries as a result of the above-described investigation and analyses;
- c. Monitor the Debtors' activities regarding cash expenditures and general business operations subsequent to the Petition Date, including, but not limited to the following:
- (i) Preparation of weekly flash reports and investigation of significant variances from the DIP Budget based on information provided by Grant Thornton;
 - (ii) Analyze DIP financing and revised budgets as prepared by Grant Thornton. Assist the Committee in its evaluation of the reasonableness of the projected receipts and disbursements. Identify and suggest potential reductions to post-petition expenditures;

- (iii) Assist the Committee in its review of the Debtors' monthly operating reports;
- d. Work with the Debtors and their professionals, including Grant Thornton and asset disposition professionals, to assist the Committee in its review of the financial aspects of any proposed asset purchase or other disposition of the Debtors' assets, as follows:
 - (i) Assist the Committee in its evaluation and negotiation of competing offers;
 - (ii) Assist Debtors' professionals, where applicable, to supplement potential buyers of the estates' assets through industry contacts including the sale of the captive insurance company;
 - (iii) Interface with Grant Thornton and asset disposition professionals to understand proposals regarding the liquidation of assets and provide the Committee with periodic updates regarding the Debtors' marketing process;
- e. Work with the Debtors and their professionals, including Grant Thornton and asset disposition professionals, to assist the Committee in its review of the financial aspects of any plan of reorganization/liquidation, including the feasibility of any proposed plan; and
- f. Attend meetings with representatives of the Committee and its counsel. Prepare presentations to the Committee that provides analyses and updates on diligence performed, including, but not limited to, the preparation of waterfall/liquidation analyses estimating ranges of recoveries to the unsecured creditors; and it is further

ORDERED that CBIZ will coordinate with the Debtors and Grant Thornton to ensure that CBIZ does not duplicate the work of any other professional retained in these chapter 11 cases; and it is further

ORDERED that to the extent that the Committee requires CBIZ to perform services other than those described in the Application and Berk Affidavit, the Committee shall file a supplemental retention application on presentment seeking authority for CBIZ to perform such services; and it is further

ORDERED that the fee structure as described in the Application and Berk Affidavit, including the monthly cap on compensation and reimbursement of expenses to be paid to CBIZ, is expressly approved; and it is further

ORDERED that the compensation and reimbursement of expenses to be paid to CBIZ shall be subject to approval and to the standard of review provided in Bankruptcy Code sections 327(a), 330 and 331; and it is further

ORDERED that all CBIZ financial restructuring personnel of CBIZ who provide services to or on behalf of the Committee as authorized hereby shall keep contemporaneous records of the work performed by them in six (6) minute increments; and it is further

ORDERED that upon submission of the foregoing time records to the United States Trustee, CBIZ shall also provide the United States Trustee with schedules of the CBIZ personnel who provided services to or on behalf of the Committee; and it is further

ORDERED that to the extent this Order is inconsistent with the Application, this Order shall govern; and it is further

ORDERED that in the event that the rates of compensation for the services to be provided by CBIZ increase from the rates disclosed for the services in the Berk Affidavit, CBIZ will provide written notification to the Court, the Debtor, and the United States Trustee.

ORDERED that this Court shall retain jurisdiction with respect to all matters arising or related to the implementation of this order.

Dated: New York, New York
July ____, 2010

HONORABLE CECILIA G. MORRIS
UNITED STATES BANKRUPTCY JUDGE