

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, <u>et al.</u> , | : |                         |
|                                      | : |                         |
| Debtors.                             | : | Jointly Administered    |
| -----                                | X |                         |

**SECOND APPLICATION OF LOEB & TROPER LLP AS HEALTHCARE  
TRANSACTION ADVISOR TO THE DEBTORS, FOR INTERIM  
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES  
RENDERED AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY  
EXPENSES INCURRED FROM JULY 1, 2010 THROUGH SEPTEMBER 30, 2010**

|  |  |
|--|--|
| Name of Applicant:                                 | <u>Loeb &amp; Troper LLP</u>                   |
| Authorized to Provide Professional<br>Services to: | <u>Debtors</u>                                 |
| Interim Fee Period:                                | <u>July 1, 2010 through September 30, 2010</u> |
| Fees Requested:                                    | \$24,000.00                                    |
| Expenses Requested:                                | \$ 0.00  |
| Total Amount Requested:                            | \$24,000.00                                    |
| Less 20% Fees Holdback:                            | \$ 4,800.00                                    |
| Less Amount Paid to Date:                          | <u>\$19,200.00</u>                             |
| Net Amount Requested:                              | <u>\$ 0.00</u>                                 |

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, <u>et al.</u> , | : |                         |
|                                      | : |                         |
| Debtors.                             | : | Jointly Administered    |
| -----                                | X |                         |

**SECOND APPLICATION OF LOEB & TROPER LLP AS HEALTHCARE  
TRANSACTION ADVISOR TO THE DEBTORS, FOR INTERIM  
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES  
RENDERED AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY  
EXPENSES INCURRED FROM JULY 1, 2010 THROUGH SEPTEMBER 30, 2010**

TO: THE HONORABLE CECELIA G. MORRIS,  
UNITED STATES BANKRUPTCY JUDGE:

Loeb & Troper LLP ("**Loeb & Troper**"), healthcare transaction advisor to Saint Vincents Catholic Medical Centers of New York ("**SVCMC**") and certain of its affiliates, as chapter 11 debtors and debtors in possession (each a "Debtor" and collectively, the "**Medical Centers**" or the "**Debtors**")<sup>1</sup> in the above-referenced chapter 11 cases (the "Chapter 11 Cases"), hereby files its second application (the "**Application**") pursuant to sections 330(a) and 331 of title 11 of the United States Code (the "**Bankruptcy Code**") and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), for the interim allowance of compensation for professional services performed by Loeb & Troper for the period commencing July 1, 2010 through and including September 30, 2010 (the "**Second Interim Fee Period**"), and for

<sup>1</sup> In addition to SVCMC, the Debtors are as follows: (i) 555 6th Avenue Apartment Operating Corporation; (ii) Bishop Francis J. Mugavero Center for Geriatric Care, Inc.; (iii) Chait Housing Development Corporation; (iv) Fort Place Housing Corporation; (v) Pax Christi Hospice, Inc.; (vi) Sisters of Charity Health Care System Nursing Home, Inc. d/b/a St. Elizabeth Ann's Health Care & Rehabilitation Center; (vii) St. Jerome's Health Services Corporation d/b/a Holy Family Home; and (viii) SVCMC Professional Registry, Inc. There are certain affiliates of SVCMC who are not Debtors.

reimbursement of its actual and necessary expenses incurred during the Second Interim Fee Period. In support of their Application, Loeb & Troper respectfully represents as follows:

### **PRELIMINARY STATEMENT**

1. Loeb & Troper was employed as brokers pursuant to an order entered on June 10, 2010 (the “**Retention Order**”), in order to assist the Debtors in connection with the potential sale (collectively, the “**Sales**”) of the following of the Debtors’ Non-Manhattan Hospital Services (collectively, the “**Nursing Homes**”):

- **Bishop Mugavero** – Bishop Francis J. Mugavero Center for Geriatric Care, Inc., one of the Debtors, operates a 288-bed, skilled nursing and residential health care facility located in the Boerum Hill section of Brooklyn (“**Bishop Mugavero**”).
- **Holy Family Home** – St. Jerome’s Health Services Corporation d/b/a Holy Family Home, one of the Debtors, operates a 200-bed, skilled nursing and residential health care facility located in the Bensonhurst section of Brooklyn (“**Holy Family Home**”).
- **St. Elizabeth Ann** – Sisters of Charity Health Care System Nursing Home, Inc. d/b/a St. Elizabeth Ann’s Health Care & Rehabilitation Center, one of the Debtors, operates a 300-bed, skilled nursing and rehabilitative care facility located in Staten Island (“**St. Elizabeth Ann**”). In addition to long-term care, St. Elizabeth Ann provides highly specialized sub-acute, neuro-behavioral, and extensive AIDS-related services.

2. Pursuant to the Retention Order, the Debtors agreed to compensate Loeb & Troper for the professional services rendered as follows: (a) a fixed monthly fee of \$10,500 for the first six months of the Engagement, and \$8,000 for each subsequent month until the closing of the Sales (the “**Monthly Fees**”); and (b) a transaction fee of 0.9% of aggregate transaction value for each Sale, subject to a minimum transaction fee in the amount equal to the lesser of (a) \$300,000 or (b) 2.5% of aggregate transaction value (the “**Transaction Fee**”).<sup>2</sup>

---

<sup>2</sup> Because none of the Sales closed during the Interim Period, Loeb & Troper is not seeking allowance of a Transaction Fee in this Application.

**SUMMMARY OF PROFESSIONAL COMPENSATION  
AND REIMBURSEMENT OF EXPENSES REQUESTED**

3. This Application has been prepared in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on November 25, 2009 (the “**Local Guidelines**”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “**UST Guidelines**”) and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 300] entered in these cases (the “**Interim Compensation Order**” and collectively with the Local Guidelines and UST Guidelines, the “**Guidelines**”). Pursuant to the Guidelines, a certification of David Adest regarding compliance with same is attached hereto as **Exhibit A**.

4. Loeb & Troper seeks interim allowance of fees for professional services rendered during the Second Interim Fee Period, in the aggregate amount of \$24,000.00 (the “**Second Interim Fees**”) and reimbursement of expenses incurred in connection with rendition of those services in the aggregate amount of \$0.00 (the “**Second Interim Expenses**”).

5. During the Second Interim Fee Period, Loeb & Troper professionals expended a total of 203.50 hours for which compensation is requested.

6. There is no agreement or understanding between Loeb & Troper and any other person, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases. However, as disclosed in the application to retain Loeb & Troper (the “**Retention Application**”) [Docket No. 145], Loeb & Troper and Cain Brothers both receive transaction fees upon the sale of the Nursing Homes.

7. The fees charged by Loeb & Troper in these Chapter 11 Cases are billed in accordance with the Court’s order granting the Retention Application and are reasonable based

on the customary compensation charged by comparably skilled practitioners in comparable nonbankruptcy cases in a competitive national market.

8. Pursuant to the UST Guidelines, annexed hereto as **Exhibit B** is a schedule setting forth all Loeb & Troper professionals who have performed services in these Chapter 11 Cases during the Second Interim Fee Period, the capacities in which each such individual is employed by Loeb & Troper and the aggregate number of hours expended.

9. Annexed hereto as **Exhibit C** is a schedule specifying the categories of expenses for which Loeb & Troper is seeking reimbursement and the total amount for each such expense category.

10. Annexed hereto as **Exhibit D** is a detailed summary of Loeb & Troper's time billed during the Second Interim Fee Period. As a health care consulting firm, Loeb & Troper rarely tracks its time for any engagement, however, pursuant to the Retention Order, in connection with its services to the Debtors, Loeb & Troper records its time in quarter-hour increments.

### **BACKGROUND**

11. On April 14, 2010, each Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. By an order of the Court, the Chapter 11 Cases have been consolidated for procedural purposes only and are administered jointly.

12. The Debtors are operating their business as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

13. On April 21, 2010, the United States Trustee for the Southern District of New York (the "**United States Trustee**") appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the "**Creditors' Committee**").

## **LOEB & TROPER FEE STATEMENTS**

14. Loeb & Troper maintains records of the time spent by all Loeb & Troper professionals in connection with the representation of the Debtors. Loeb & Troper submitted monthly fee statements (the “**Monthly Fee Statements**”) to the appropriate notice parties in the format specified by the UST Guidelines. During the Second Interim Fee Period, Loeb & Troper provided the appropriate notice parties with the following Monthly Fee Statements:

- For July 1, 2010 through September 30, 2010 – fees of \$8,000 and expenses of \$0.00 (the “**July Statement**”);
- For August 1, 2010 through August 31, 2010 – fees of \$8,000.00 and expenses of \$0.00 (“**August Statement**”); and
- For September 1, 2010 through September 30, 2010 – fees of \$8,000.00 and expenses of \$0.00 (“**September Statement**”).

15. In total, Loeb & Troper submitted Monthly Fee Statements during the Second Interim Fee Period for fees of \$24,000.00 and expenses of \$0.00.

16. In accordance with the Interim Compensation Order, Loeb & Troper sought payment for 80% of fees and 100% of expenses incurred pursuant to each Monthly Statement. With respect to the July Statement, Loeb & Troper received a payment of \$6,400.00, representing 80% of fees (\$8,000.00) requested and 100% of expenses (\$0.00) requested. With respect to the August Statement, Loeb & Troper received a payment of \$6,400.00 representing 80% of fees (\$8,000.00) requested and 100% of expenses (\$0.00) requested. With respect to the September Statement, Loeb & Troper received a payment of \$6,400.00, representing 80% of fees (\$8,000.00) requested and 100% of expenses (\$0.00) requested.

17. To date, Loeb & Troper has received \$19,200 in connection with the Monthly Fee Statements and expenses for the Second Interim Fee Period.

18. In total, therefore, pursuant to this Application Loeb & Troper respectfully requests that the Court enter an order (i) awarding Loeb & Troper an aggregate amount of

\$24,000.00 representing 100% of the Second Interim Fees and the reimbursement for actual and necessary expenses Loeb & Troper incurred during the Second Interim Fee Period in the aggregate amount of \$0.00, representing 100% of the Second Interim Expenses, and (ii) payment of \$0.00, representing all unpaid Second Interim Fees (after taking into account the 20% holdback) and Second Interim Expenses for the Second Interim Fee Period.

19. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Second Interim Fee Period, but were not processed prior to the preparation of this Application, Loeb & Troper reserves the right to request compensation for such services and reimbursement of such expenses in a future application.

### **SUMMARY OF SERVICES RENDERED**

20. During the interim period, Loeb & Troper worked with the potential buyers in negotiation of the sale of the nursing facilities, including assisting with obtaining necessary information and documentation related to facility operations, financial/reimbursement and physical plant/environmental issues.

21. Loeb & Troper maintains frequent and ongoing contact with the Debtors and their professionals in connection with the Sales, participating in numerous conference calls regarding the sale process and attending numerous negotiation sessions with potential purchasers. Loeb and Troper assisted the Debtors in assessing the qualifications of the bidders, particularly with respect to ability to meet the New York State Department of Health's character and competency requirements.

22. As a result of Loeb & Troper's efforts during the Second Interim Fee Period, on August 5, 2010, the Debtors entered into stalking horse agreements for the sale of Bishop Mugavero and Holy Family Home. In addition, Loeb & Troper assisted the Debtors in advancing negotiations with potential stalking horse bidders for St. Elizabeth Ann.

### **STATEMENT OF LOEB & TROPER**

23. The foregoing professional services performed by Loeb & Troper were appropriate and necessary. They were in the best interests of creditors, the Debtors and other parties in interest. Compensation for the foregoing services as requested is commensurate with the complexity, importance and nature of the problems, issues or tasks involved. The professional services were performed in an appropriately expeditious and efficient manner.

24. The professional services performed by Loeb & Troper on behalf of the Debtors during the Second Interim Fee Period required an aggregate expenditure of 203.50 recorded hours.

### **ACTUAL AND NECESSARY DISBURSEMENTS OF LOEB & TROPER**

25. As set forth in Exhibit C hereto, Loeb & Troper has disbursed \$0.00 as expenses incurred in providing professional services during the Second Interim Fee Period. Pursuant to Loeb & Troper's policies, Loeb & Troper pays certain expenses of professionals who work past 9:00 p.m. and on weekends and holidays in the service of its clients. However, Loeb & Troper is not seeking reimbursement for all such expenses.

26. Further, Loeb & Troper has adopted more stringent guidelines and procedures for these Chapter 11 Cases. For example, Loeb & Troper determined that they would not seek reimbursement for any transportation for its professionals within the city limits. With respect to photocopying expenses, facsimile transmissions, long distance phone calls, conference calls, and other types of overhead charges, Loeb & Troper is not seeking reimbursement.

27. Loeb & Troper has made every effort to minimize its disbursements in these cases. The actual expenses incurred in providing professional services were absolutely necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors.



## **THE REQUESTED COMPENSATION SHOULD BE ALLOWED**

28. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. 11 U.S.C. § 331. Section 330 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 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, the 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;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

29. Loeb & Troper respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, believed to be necessary for, beneficial to, and in the best interests of, the Debtors. Loeb & Troper further submits that the

compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors. The services rendered by Loeb & Troper were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved. Loeb & Troper respectfully submits that approval of the compensation sought herein is warranted.

### **NOTICE**

30. Notice of this Application has been provided to those parties specified in the Interim Compensation Order. Loeb & Troper submits that no other notice need be given.

### **CONCLUSION**

WHEREFORE, Loeb & Troper respectfully requests that the Court enter an order (i) awarding Loeb & Troper the interim allowance of (a) fees for the Second Interim Fee Period in the amount of \$24,000, and (b) the reimbursement for actual and necessary expenses Loeb & Troper incurred during the Second Interim Fee Period in the amount of \$0.00; and (ii) granting such other relief as is just.

Dated: New York, New York  
November 29, 2010

By: /s/ David Adest  
David Adest  
LOEB & TROPER LLP  
655 Third Avenue  
17th Floor  
New York, NY 10017  
Telephone: (212) 697-3000  
Facsimile: (212) 697-8893

**EXHIBIT A**

**Certification of David Adest**

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, <u>et al.</u> , | : |                         |
|                                      | : |                         |
| Debtors.                             | : | Jointly Administered    |
| -----                                | X |                         |

**CERTIFICATION UNDER GUIDELINES FOR FEES AND  
DISBURSEMENTS FOR PROFESSIONALS  
IN RESPECT OF SECOND APPLICATION LOEB & TROPER LLP  
FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, David Adest, hereby certify that:

1. I am a Managing Partner of Loeb & Troper LLP ("**Loeb & Troper**"), healthcare transaction advisor to Saint Vincents Catholic Medical Centers of New York ("**SVCMC**") and certain of its affiliates, as chapter 11 debtors and debtors in possession (each a "**Debtor**" and collectively, the "**Medical Centers**" or the "**Debtors**")<sup>1</sup> and I submit this second application for interim compensation in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on November 25, 2009 (the "**Local Guidelines**"), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the "**UST Guidelines**") and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket

<sup>1</sup> In addition to SVCMC, the Debtors are as follows: (i) 555 6th Avenue Apartment Operating Corporation; (ii) Bishop Francis J. Mugavero Center for Geriatric Care, Inc.; (iii) Chait Housing Development Corporation; (iv) Fort Place Housing Corporation; (v) Pax Christi Hospice, Inc.; (vi) Sisters of Charity Health Care System Nursing Home, Inc. d/b/a St. Elizabeth Ann's Health Care & Rehabilitation Center; (vii) St. Jerome's Health Services Corporation d/b/a Holy Family Home; and (viii) SVCMC Professional Registry, Inc. There are certain affiliates of SVCMC who are not Debtors.

No. 300] entered in these cases (the “**Interim Compensation Order**” and collectively with the Local Guidelines and UST Guidelines, the “**Guidelines**”).

2. This certification is made in respect of Loeb & Troper’s application, dated November 29, 2010 (the “**Application**”), for interim compensation and reimbursement of expenses for the period commencing July 1, 2010 through and including September 30, 2010 (the “**Second Interim Fee Period**”) in accordance with the Guidelines.

3. In respect of section B.1 of the Local Guidelines, I certify that:

- a. I have read the Application;
- b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines;
- c. the fees and disbursements sought are billed at rates in accordance with practices customarily employed by Loeb & Troper and generally accepted by Loeb & Troper’s clients; and
- d. with respect to disbursements, Loeb & Troper does not make a profit on such disbursements whether the underlying service is performed by Loeb & Troper or a third party.

4. In respect of section B.2 of the Local Guidelines and as required by the Interim Compensation Order, I certify that Loeb & Troper has complied with the provision requiring it to provide the appropriate notice parties, on a monthly basis, with a statement of Loeb & Troper’s fees and disbursements accrued during the previous month.

5. In respect of section B.3 of the Local Guidelines, I certify that counsel for the Debtors and the United States Trustee for the Southern District of New York are each being provided with a copy of this Application.

Dated: New York, New York  
November 29, 2010

/s/ David Adest  
David Adest

**EXHIBIT B**

**Summary of Professionals**

| <b>PROFESSIONAL</b> | <b>TITLE</b>        | <b>HOURS BILLED</b> |
|---------------------|---------------------|---------------------|
| David Adest         | Managing Partner    | 101.00              |
| Gerry Adest         | Partner             | 30.50               |
| Deborah Lynch       | Principal           | 55.50               |
| Jeanne Lee          | Director            | 2.75                |
| Deborah Mincer      | Senior Consultant   | 9.00                |
| Kristin Peterson    | Research Consultant | 4.75                |

**EXHIBIT C**

**Summary of Expenses**



**Summary of Expenses**

| DESCRIPTION    | AMOUNT |
|----------------|--------|
| TOTAL EXPENSES | \$0    |

## **EXHIBIT D**

### **Time Detail**

NOVEMBER 29, 2010

For Professional Services related to the sale of Saint Vincent Catholic Medical Center Nursing Facilities to include Holy Family Home, Bishop Mugavero Geriatric Center and Saint Elizabeth Ann Nursing Home.

| STAFF/DATE WORKED       | HOURS         | DESCRIPTION   |
|-------------------------|---------------|---|
| <b>David Adest</b>      |               |   |
| 7/1/2010                | 2.00          | Daily Asset Sales call. Call w/Tom Barry. Meeting with potential bidder.  |
| 7/2/2010                | 0.50          | Call w/Ray Mulry  |
| 7/6/2010                | 4.50          | Daily Asset Sales call. Follow-up call @4:30. Call w/attorney. Calls with potential bidder. Call w/potential bidder and attorney. Status report prepared. Review of APA and other agreements. |
| 7/7/2010                | 1.50          | Conf. call w/potential bidder and attorney to review APA. Review redlined apa from potential bidder   |
| 7/8/2010                | 1.00          | Prepare issues for conf. call on Friday   |
| 7/9/2010                | 2.00          | Daily Asset Sales call. Call w/Ray Mulry.   |
| 7/12/2010               | 1.00          | Call w/potential bidder. Call w/Ray Mulry. Call w/Deborah Lynch   |
| 7/13/2010               | 1.50          | Review APA form back-up bidder. Discussion with potential bidder. Call w/Ray Mulry  |
| 7/14/2010               | 2.00          | Call w/Ray Mulry. Call w/Davis. Review redline agreements   |
| 7/15/2010               | 4.00          | Daily Asset Calls. Mtg. w/attorneys & potential bidder. Follow-conf. call to the meeting.   |
| 7/16/2010               | 1.00          | Review of Receivership Agreement  |
| 7/19/2010               | 1.00          | Review memos from attorney. Response to emails.   |
| 7/21/2010               | 2.00          | Review APA. Discussions labor issues. Meeting w/potential bidder  |
| 7/22/2010               | 3.00          | Review contracts. Discussion with potential bidder. Daily Assets Calls. Call with attorneys.  |
| 7/23/2010               | 1.00          | Calls re: Process. Preparation of documentation for board mtgs  |
| 7/26/2010               | 2.00          | Review documents. Calls with potential bidder. Calls with attorneys.  |
| 7/27/2010               | 2.00          | Daily Asset Call. Calls with attorneys. Review of o/s issues.   |
| 7/28/2010               | 2.00          | Calls with potential bidder. Emails regarding deals. Discussion with attorney   |
| 7/29/2010               | 3.00          | Mtg. w/potential bidder re: SEA & Bayley Seton property. Review of APA & Receivership   |
| 8/2/2010                | 1.00          | Review documents.   |
| 8/3/2010                | 1.00          | Daily Assets call. Discussions w/potential bidders St. Elizabeth.   |
| 8/4/2010                | 1.00          | Review bankruptcy process.  |
| 8/5/2010                | 1.50          | Daily Assets call. Discussions w/potential bidder. Review of emails & documents.  |
| 8/9/2010                | 1.00          | Review documents.   |
| 8/10/2010               | 1.00          | Dev. of letter for auction.   |
| 8/12/2010               | 0.50          | Daily Assets Call.  |
| 8/16/2010               | 1.00          | Draft of solicitation for auction.  |
| 8/17/2010               | 1.00          | Daily Assets call. Conversation w/potential bidders.  |
| 8/18/2010               | 1.00          | Discussion with potential bidders.  |
| 8/19/2010               | 1.00          | Discussions with potential bidders.   |
| 8/23/2010               | 2.50          | Meeting with potential bidder - SEA.  |
| 8/24/2010               | 1.00          | Daily Assets Call. Calls to potential bidders.  |
| 8/26/2010               | 1.00          | Daily Assets Call. Review documents.  |
| 8/27/2010               | 2.00          | Emails re: APA SEA. Review of APA and other agreements.   |
| 8/31/2010               | 1.00          | Call potential bidder re: Refinancing issues Mugavero. Same with Ray Mulry.   |
| 9/1/2010                | 2.50          | Conf. call re: SEA & Bayley Seton. Conf. call Re. Auction of Brooklyn homes with Klein. Conf. call with attorneys Re: dormitory financing Mugavero.   |
| 9/2/2010                | 2.00          | Daily Asset Sales call. Call w/GE Re: Financing. Call w/potential bidder. Call w/Ray Mulry.   |
| 9/7/2010                | 1.50          | Daily Asset Sales call. Follow-up with potential bidders  |
| 9/8/2010                | 2.50          | Conf. calls w/attorneys re: where we are on the nursing home auction process. Calls w/ potential bidders  |
| 9/13/2010               | 2.00          | Calls w/attorneys and potential bidders   |
| 9/14/2010               | 3.50          | Daily Asset Sales call. Calls w/potential bidders, review documents, develop chart  |
| 9/15/2010               | 5.00          | Calls w/attorney and potential bidders  |
| 9/16/2010               | 4.00          | Calls w/attorneys. Document review. Preparation of reimbursement documents  |
| 9/17/2010               | 2.50          | Review documents  |
| 9/20/2010               | 2.00          | Calls w/potential bidders and review of documents   |
| 9/21/2010               | 8.50          | Auction   |
| 9/22/2010               | 2.00          | Follow-up on auction with bidders. Responding to emails   |
| 9/27/2010               | 3.00          | Conference calls re: receivership   |
| 9/28/2010               | 2.50          | Conf. calls re: receivership, discussion w/buyer, review of letter to buyers  |
| 9/29/2010               | 2.00          | Call with buyers  |
|                         | <b>101.00</b> |   |
| <b>Kristin Peterson</b> |               |   |
| 7/23/2010               | 4.00          | Cross referenced information received from bidders. Update data on bidders.   |
| 8/5/2010                | 0.75          | Mailing to bidders on follow-up information. Review and cross referenced data provided.   |
|                         | <b>4.75</b>   |   |

**NOVEMBER 29, 2010**

**For Professional Services related to the sale of Saint Vincent Catholic Medical Center Nursing Facilities to include Holy Family Home, Bishop Mugavero Geriatric Center and Saint Elizabeth Ann Nursing Home.**

| STAFF/DATE WORKED    | HOURS        | DESCRIPTION   |
|----------------------|--------------|---|
| <b>Gerry Adest</b>   |              |   |
| 7/6/2010             | 0.50         | Follow up on question from Cain Brothers regarding Capital component  |
| 7/19/2010            | 0.50         | Follow up with Garfunkel Wild on Outstanding Liabilities  |
| 7/20/2010            | 0.50         | Follow up with Joe Bloss on Outstanding Liabilities   |
| 7/21/2010            | 1.00         | Prepared and sent schedule of Outstanding liabilities to Garfunkel Wild   |
| 8/4/2010             | 1.00         | Speak to potential bidder and send and receive confidentiality agreement to another bidder.   |
| 8/5/2010             | 1.00         | Follow-up on appeal items for closing for HFH and BMC.  |
| 8/10/2010            | 1.00         | Discussions with potential bidders and follow-up on mailing to all interested parties for auction bids.                             |
| 8/16/2010            | 1.00         | Discussions with potential bidders and follow-up on mailing to all interested parties for auction bids.                             |
| 8/26/2010            | 2.00         | Printing out and preparing bidder information for data site.  |
| 8/27/2010            | 3.00         | Printing out and preparing bidder information for data site.  |
| 8/31/2010            | 2.50         | Printing out and preparing bidder information for data site.  |
| 9/7/2010             | 3.00         | Response and follow-up to various bidder requests   |
| 9/8/2010             | 2.00         | Response and follow-up to various bidder requests   |
| 9/15/2010            | 1.00         | Response to bidder information related to HFH and BMC   |
| 9/16/2010            | 3.00         | Response to requests from Grant Thornton and Kramer Levin and preparation of memos  |
| 9/17/2010            | 2.50         | Follow-up call with bidders and lawyers regarding auction on September 21st   |
| 9/20/2010            | 3.50         | Follow-up calls with potential bidders and conference calls with lawyers and bidders  |
| 9/21/2010            | 1.50         | Follow-up on bidder questions during auction  |
|                      | <b>30.50</b> |   |
| <b>Debbie Mincer</b> |              |   |
| 7/22/2010            | 2.50         | Update information on bidder. Review of CMS data and other data on character and competence of buyer.                               |
| 9/14/2010            | 4.50         | Preparation of bid summary documents  |
| 9/20/2010            | 2.00         | Conference calls re: auction process  |
|                      | <b>9.00</b>  |   |
| <b>Deborah Lynch</b> |              |   |
| 7/13/2010            | 0.50         | Daily Asset sales call. Review and discussion on bids   |
| 7/19/2010            | 1.00         | Review of information and request for expressions of interest in SEA. Review of sale documents.                                     |
| 7/20/2010            | 0.50         | Daily Asset sales call. Review and discussion on bids received.   |
| 7/21/2010            | 1.00         | Review of asset purchase agreement. Review of nursing home comparables and comparisons of bidder                                    |
| 7/22/2010            | 5.50         | Additional information and review of documentation for back-up bidders.   |
| 7/23/2010            | 1.50         | Review of bidders and information received.   |
| 7/25/2010            | 1.00         | Review and discussion with Kramer Levin regarding CMS data and independent information on proposed bidder.                          |
| 7/26/2010            | 1.00         | Review of CMS data on bidder and facilities operating   |
| 8/3/2010             | 1.00         | Discussion with potential bidder on purchase.   |
| 8/4/2010             | 0.50         | Review and discussion with Kramer Levin regarding bidders.  |
| 8/5/2010             | 0.50         | Mailing to bidders on follow-up information.  |
| 8/6/2010             | 1.50         | Review of asset purchase agreement. Review of bidders and follow-up needed for pending auction.                                     |
| 8/10/2010            | 2.00         | Review of documentation for back-up bidders.  |
| 8/12/2010            | 1.00         | Daily asset call. Call and follow-up for back-up bidders.   |
| 8/16/2010            | 1.50         | Mailing to back-up bidders for pending auction.   |
| 8/17/2010            | 1.50         | Follow-up calls and discussions with back-up bidders. Daily asset call.   |
| 8/18/2010            | 1.50         | Bidder review and follow-up.  |
| 8/19/2010            | 1.00         | Bidder review and follow-up.  |
| 8/24/2010            | 1.00         | Bidder review and follow-up.  |
| 8/25/2010            | 2.00         | Review of bids and information received. Follow-up with bidders to obtain additional information. Review of data site with bidders. |
| 8/26/2010            | 2.50         | Review of bids and information received. Follow-up with bidders to obtain additional information. Review of data site with bidders. |
| 8/30/2010            | 2.00         | Review and discussion with bidders. Submission of additional information/solicitation for bidders.                                  |
| 8/31/2010            | 2.50         | Follow-up calls and discussions with back-up bidders. Daily asset call.   |
| 9/2/2010             | 1.00         | Review of bidders   |
| 9/3/2010             | 1.00         | Review of bidders and discussion with bidders re: data site   |
| 9/7/2010             | 3.00         | Follow-up calls with potential bidders.   |
| 9/8/2010             | 3.50         | Calls with potential bidders. Conference calls with attorneys on auction process  |
| 9/13/2010            | 1.00         | Calls with potential bidders. Conference calls with attorneys on auction process  |
| 9/14/2010            | 2.50         | Call and follow-up with potential bidders. Reviewed bids and outlined bid offers  |
| 9/15/2010            | 1.50         | Conference call with attorneys on auction process. Conference call with potential bidders   |

**NOVEMBER 29, 2010**

**For Professional Services related to the sale of Saint Vincent Catholic Medical Center Nursing Facilities to include Holy Family Home, Bishop Mugavero Geriatric Center and Saint Elizabeth Ann Nursing Home.**

| <b>STAFF/DATE WORKED</b> | <b>HOURS</b>  | <b>DESCRIPTION</b>  |
|--------------------------|---------------|---|
| 9/16/2010                | 1.50          | Review of information on data site. Additional documents prepared for data site                                       |
| 9/17/2010                | 0.50          | Review of APA agreement. Assembled cost report information  |
| 9/20/2010                | 1.00          | Bidder review and follow-up.  |
| 9/21/2010                | 4.00          | Auction   |
| 9/22/2010                | 1.00          | Review of bids and information received.  |
|                          | <b>55.50</b>  |   |
| <b>Jeanne Lee</b>        |               |   |
| 8/27/10                  | 2.75          | Reviewed and assembled due diligence materials for Holy Family Home and Bishop Mugavero for placement into Data Room. |
| <b>TOTAL HOURS</b>       | <b>203.50</b> |   |