

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, <u>et al.</u> ,	:	
	:	
Debtors.	:	Jointly Administered
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**OMNIBUS ORDER APPROVING NINTH INTERIM AND FINAL APPLICATIONS  
FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES  
INCURRED DURING (I) THE NINTH INTERIM COMPENSATION PERIOD OF  
APRIL 1, 2012 THROUGH JUNE 29, 2012 AND (II) THE TOTAL  
COMPENSATION PERIOD OF APRIL 14, 2010 THROUGH JUNE 29, 2012**

[Docket Nos. 3188, 3191, 3192, 3194, 3195, 3196, 3197, 3198,  
3202, 3204, 3205, 3206, 3207, 3210 & 3213]

Upon the (a) Ninth and Final Application of Kramer Levin Naftalis & Frankel LLP, (“**Kramer Levin**”), Counsel for the Debtors, for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred During (i) The Ninth Interim Compensation Period of April 1, 2012 Through June 29, 2012 and (ii) The Total Compensation Period of April 14, 2010 Through June 29, 2012 [Docket No. 3206];<sup>1</sup> (b) the Ninth and Final Fee Application of Garfunkel Wild, PC (“**Garfunkel**”), as Special Healthcare, Regulatory, Corporate, Real Estate, Litigation and Finance Counsel for Saint Vincents Catholic Medical Centers of New York, et al., for Allowance of Fees and Reimbursement of Expenses (i) for the Period of April 1, 2012 Through June 30, 2012; and for (ii) Final Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period of April 14, 2010 Through March 31, 2012 [Docket No. 3188]; (c) the Ninth

<sup>1</sup> Capitalized terms not otherwise defined herein have the meanings given to them in the Application.

Interim and Final Application of Togut, Segal & Segal LLP (“**Togut**”), for Allowance of Compensation for Pre-Effective Date Services Rendered as Conflicts Counsel for the Debtors for the Period April 1, 2012 through June 29, 2012 and for Reimbursement of Expenses [Docket Nos. 3191 & 3192]; (d) the Ninth Interim and Final Fee Application of KPMG LLP, (“**KPMG**”), as Auditors to the Debtors, for Interim and Final Allowance and Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred From April 14, 2010 Through June 29, 2012 [Docket No. 3204]; (e) the Final Application of Loeb & Troper LLP (“**Loeb Troper**”), as Healthcare Transaction Advisor to the Debtors, for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred From April 14, 2010 through June 30, 2012 [Docket No. 3205]; (f) the Ninth Application of Shattuck Hammond Partners, (“**Shattuck Hammond**”), a Division of Morgan Keegan & Company, Inc., Brokers to the Debtors, for Interim Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred from April 14, 2010 Through June 29, 2012 [Docket No. 3207]; (g) the Ninth and Final Application of Putney, Twombly, Hall, & Hirson LLP (“**Putney**”), as Labor and Employee Benefits Counsel for the Debtors for Allowance of Compensation for Services Rendered for the Period and for Reimbursement of Expenses Incurred During the (i) Ninth Interim Compensation Period of April 1, 2012 Through June 29, 2012 and (ii) the Total Compensation Period of April 14, 2010 Through June 29, 2012 [Docket No. 3213]; (h) the Final Fee Application of CBRE, Inc. (“**CBRE**”), (Formerly Known as CB Richard Ellis, Inc.) Real Estate Advisor to the Debtors for Allowance of Compensation and for Reimbursement of Actual and Necessary Expenses Incurred From October 1, 2010 Through June 30, 2012 [Docket No. 3202]; (i) the Ninth and Final Application of Neubert, Pepe & Monteith, P.C., (“**Neubert**”), as

Counsel to the Patient Care Ombudsman for Entry of Order Allowing Interim Compensation and Reimbursement of Expenses [Docket No. 3194]; (j) the Ninth and Final Application of the Patient Care Ombudsman (“**Daniel T. McMurray**”) for an Allowance of Compensation and Reimbursement of Expenses for the Period April 1, 2012 through June 30, 2012 and for Final Allowance of Compensation and Reimbursement of Expenses for the Period April 14, 2010 Through June 30, 2012 [Docket No. 3198]; (k) the Ninth Interim and Final Application of Akin Gump Strauss Hauer & Feld LLP (“**Akin Gump**”), as Counsel for the Official Committee of Unsecured Creditors of Saint Vincents Catholic Medical Centers of New York *et al.*, for Allowance and Payment of Compensation and for the Reimbursement of Expenses for Services Rendered During the Ninth Interim Compensation Period from April 1, 2012 through June 29, 2012 and During the Compensation Period From April 21, 2010 Through June 29, 2012 [Docket No. 3197]; (l) the Application of CBIZ Accounting, Tax & Advisory of New York, LLC and CBIZ, Inc. (“**CBIZ**”), Financial Advisor for the Official Committee of Unsecured Creditors of Saint Vincents Catholic Medical Centers of New York, *et al.*, for Final Allowance of Compensation and for the Reimbursement of Expenses for Services Rendered During the Period From June 4, 2010 through June 29, 2012 [Docket No. 3196]; (m) the First and Final Application of Kurtzman Carson Consultants LLC, (“**KCC**”), Communications Agent for the Official Committee of Unsecured Creditors of Saint Vincents Catholic Medical Centers of New York *et al.*, for Allowance and Payment of Compensation for Services Rendered During the Period From April 21, 2010 Through June 29, 2012 [Docket No. 3195]; (n) the Final Application of Alan Chapell, (“**Alan Chapell**”), Consumer Privacy Ombudsman, Appointed Pursuant to Section 332 of the Bankruptcy Code for Approval and Allowance of Compensation for Services Rendered During the Period From April 21, 2010 Through and Including June 29, 2012 [Docket

No. 3210]; (o) the First Interim Fee Application of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (“**Mintz Levin**”), for Allowance of Compensation and Reimbursement of Legal Expenses as Special Counsel to the Debtors for the Period from April 14, 2010 to June 30, 2010 [Docket No. 857], and the (p) Second Interim Fee Application of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. for Allowance of Compensation and Reimbursement of Legal Expenses as Special Counsel to the Debtors for the Period from July 1, 2010 to September 30, 2010 [Docket No.1138]; (collectively the “**Professionals**”); the Court having reviewed the Applications, the United States Trustee’s Response With Respect to Fee Applications for Allowance of Compensation and Reimbursement of Expenses (the “**US Trustee’s Response**”) [Docket No. 3277]; and having heard the statements of counsel regarding the relief requested in the Applications at a hearing before the Court (the “**Hearing**”); the Court finding that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (iii) notice of the Applications and the Hearing was sufficient under the circumstances, (iv) the compensation requested in the Applications are reasonable and for actual and necessary services rendered by the Professionals during the Ninth Interim and Final Fee Period and the expenses for which reimbursement are sought in the Applications are actual and necessary expenses, (v) the Applications fully comply with the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and the Guidelines (vi) the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated January 31, 2012 (Preska, Acting C.J.) and (vii) after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Professionals' Applications are granted on a final basis (the "**Allowed Final Amounts**") to the extent set forth in Schedule A and Schedule B attached hereto.

2. The Debtors are authorized and directed to pay promptly to the Professionals 100% of the Final Fees Awarded (after taking into account all voluntary reductions and applicable credits) and 100% of the Final Expenses Awarded, as reflected in Schedule A and Schedule B attached hereto, to the extent that such amounts have not previously been paid.

3. The Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York  
November 27, 2012

/s/ Cecelia G. Morris  
THE HONORABLE CECELIA G. MORRIS  
CHIEF UNITED STATES BANKRUPTCY JUDGE

NO OBJECTION:

Dated: November 21, 2012

By: /s/ Serene Nakano  
Office of the United States Trustee

SAINT VINCENTS CATHOLIC MEDICAL CENTERS OF NEW YORK, et al.  
Chapter 11 Case No. 10-11963 (CGM)

NINTH INTERIM PERIOD  
April 1, 2012 through June 30, 2012

APPLICANT	DATE FILED AND DOCKET NO. OF FEE APPLICATION	INTERIM FEES REQUESTED	INTERIM FEES ALLOWED  (Less the Voluntary Fee Reduction, as applicable)	FEES TO BE PAID FOR CURRENT FEE PERIOD  (Release of 20% of Holdback)	FEES TO BE PAID FOR PRIOR FEE PERIODS  (Holdback Release)	TOTAL FEES TO BE PAID  (100% Interim Fee Awarded +/- Reconciliation)	INTERIM EXPENSES REQUESTED	INTERIM EXPENSES ALLOWED  (Less the Voluntary Expense Reduction, as applicable)	INTERIM FEES TO BE PAID  (20% Holdback plus any additional adjustment)
Kramer Levin Naftalis & Frankel LLP <i>Counsel to the Debtors</i>	8/29/12 Docket No. 3206	\$1,509,196.05 <sup>1</sup>	\$1,509,196.05	\$301,839.21	\$0.00	\$1,509,196.05	\$33,064.41	\$33,064.41	\$301,644.01 <sup>2</sup>
Garfunkel Wild, PC <i>Special Counsel to the Debtors</i>	8/24/12 Docket No. 3188	\$78,266.10 <sup>3</sup>	\$76,826.10 <sup>4</sup>	\$14,213.22	\$0.00	\$76,826.10	\$1,076.31	\$1,076.31	\$14,213.22
Togut Segal & Segal LLP <i>Conflicts Counsel for the Debtors</i>	8/27/12 Docket Nos. 3191 & 3192	\$47,905.50	\$47,905.50	\$9,581.10	\$0.00	\$47,905.50	\$77,021.46	\$77,021.46	\$9,581.10

<sup>1</sup> In recognition of the charitable mission of Saint Vincents Catholic Medical Centers, Kramer Levin voluntarily discounted its professional fees by 10% since the inception of these Chapter 11 Cases. For the Ninth Interim Fee Period, the 10% discount amounted to \$168,378.10. In addition to discounting its professional fees, Kramer Levin has voluntarily written-off numerous fees and expenses for the Ninth Interim Period in the amount of \$14,429.16. The total amount of all write-offs and Kramer Levin’s voluntary professional fee discount for the Ninth Interim Fee Period is over \$182,800.00.

<sup>2</sup> After the filing of Kramer Levin’s final fee application, an additional voluntary reduction was taken of \$195.20.

<sup>3</sup> In recognition of the charitable mission of Saint Vincents Catholic Medical Centers, Garfunkel Wild voluntarily discounted its professional fees for attorneys Robert Wild and Judith Eisen by 15% and discounted its professional fees for all other attorneys by 10% since the inception of these Chapter 11 Cases.

<sup>4</sup> The Interim Fees Allowed reflects a voluntary fee reduction of \$1,440.00 agreed to by Garfunkel Wild and the U.S. Trustee.

APPLICANT	DATE FILED AND DOCKET NO. OF FEE APPLICATION	INTERIM FEES REQUESTED	INTERIM FEES ALLOWED  (Less the Voluntary Fee Reduction, as applicable)	FEES TO BE PAID FOR CURRENT FEE PERIOD  (Release of 20% of Holdback)	FEES TO BE PAID FOR PRIOR FEE PERIODS  (Holdback Release)	TOTAL FEES TO BE PAID  (100% Interim Fee Awarded +/- Reconciliation)	INTERIM EXPENSES REQUESTED	INTERIM EXPENSES ALLOWED  (Less the Voluntary Expense Reduction, as applicable)	INTERIM FEES TO BE PAID  (20% Holdback plus any additional adjustment)
KPMG LLP <i>Auditors for the Debtors</i>	8/29/12 Docket No. 3204	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Loeb & Troper LLP <i>HealthCare Transaction Advisor for the Debtors</i>	8/29/12 Docket No. 3205	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Shattuck Hammond Partners, A Divisoion of MorganKeegan & Company, Inc. <i>Brokers for the Debtors</i>	8/30/12 Docket No. 3207	\$116,666.67	\$116,666.67	\$23,333.33	\$0.00	\$116,666.67	\$0.00	\$0.00	\$23,333.33
Putney, Twombly, Hall & Hirson LLP <i>Special Labor and Employee Benefits Counsel for the Debtors</i>	8/30/12 Docket No. 3213	\$51,944.00	\$51,944.00	\$10,388.80	\$0.00	\$51,944.00	\$316.47	\$316.47	\$10,388.80
CBRE, Inc. <i>Real Estate Advisor for the Debtors</i>	8/29/12 Docket No. 3202	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Neubert, Pepe & Monteith, P.C. <i>Counsel to the Patient Care Ombudsman</i>	8/28/12 Docket No. 3194	\$17,395.00	\$17,395.00	\$3,479.00	\$0.00	\$17,395.00	\$1,010.72	\$1,010.72	\$3,479.00
Daniel T. McMurray Focus Management Group <i>Patient Care Ombudsman</i>	8/28/12 Docket No. 3198	\$39,140.00	\$39,140.00	\$7,828.00	\$0.00	\$39,140.00	\$1,823.12	\$1,823.12	\$7,828.00

APPLICANT	DATE FILED AND DOCKET NO. OF FEE APPLICATION	INTERIM FEES REQUESTED	INTERIM FEES ALLOWED  (Less the Voluntary Fee Reduction, as applicable)	FEES TO BE PAID FOR CURRENT FEE PERIOD  (Release of 20% of Holdback)	FEES TO BE PAID FOR PRIOR FEE PERIODS  (Holdback Release)	TOTAL FEES TO BE PAID  (100% Interim Fee Awarded +/- Reconciliation)	INTERIM EXPENSES REQUESTED	INTERIM EXPENSES ALLOWED  (Less the Voluntary Expense Reduction, as applicable)	INTERIM FEES TO BE PAID  (20% Holdback plus any additional adjustment)
Akin Gump Strauss Hauer & Feld LLP <i>Counsel to the Official Committee of Unsecured Creditors</i>	8/28/12  Docket No. 3197	\$436,919.50	\$432,155.50 <sup>5</sup>	\$86,431.10	\$0.00	\$432,155.50	\$4,319.53	\$4,319.53	\$86,431.10
CBIZ Accounting, Tax And Advisory of New York, LLC and CBIZ, Inc. <i>Financial Advisor to the Official Committee of Unsecured Creditors</i>	8/28/12  Docket No. 3196	\$5,500.00	\$4,822.00 <sup>6</sup>	\$533.90	\$0.00	\$4,822.00	\$0.00	\$0.00	\$533.90
Alan Chapell <i>Consumer Privacy Ombudsman</i>	8/30/12  Docket No. 3210	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

Date: \_\_\_\_\_, 2012

INITIALS: \_\_\_\_\_ USBJ

<sup>5</sup> The Interim Fees Allowed reflects a voluntary fee reduction of \$4,764.00 agreed to by Akin Gump and the U.S. Trustee.

<sup>6</sup> Fees and expenses requested of \$5,500.00 and \$0.00 reflect a voluntary reduction of \$678.00 and \$23.70, respectively, from amounts previously billed.

SAINT VINCENTS CATHOLIC MEDICAL CENTERS OF NEW YORK, et al.  
Chapter 11 Case No. 10-11963 (CGM)

TOTAL COMPENSATION PERIOD  
April 14, 2010 through June 30, 2012

APPLICANT	DATE FILED AND DOCKET NO. OF FEE APPLICATION	TOTAL FEES REQUESTED  (Less the Voluntary Fee Reduction, as applicable)	TOTAL FEES PAID <sup>1</sup>	TOTAL EXPENSES REQUESTED  (Less the Voluntary Expense Reduction, as applicable)	TOTAL EXPENSES PAID <sup>2</sup>
Kramer Levin Naftalis & Frankel LLP <i>Counsel to the Debtors</i>	8/29/12 Docket No. 3206	\$21,182,319.90 <sup>3</sup>	\$21,182,319.90	\$502,469.96	\$502,469.96
Garfunkel Wild, PC <i>Special Counsel to the Debtors</i>	8/24/12 Docket No. 3188	\$3,207,971.10	\$3,207,971.10	\$55,149.95	\$55,149.95
Togut Segal & Segal LLP <i>Conflicts Counsel for the Debtors</i>	8/27/12 Docket Nos. 3191 & 3192	\$1,209,475.00	\$1,209,475.00	\$83,425.36	\$83,425.36

<sup>1</sup> The amounts listed in this column are the total fees that each Applicant will have been paid after approval of the release of the holdback for the Ninth Interim Fee Period. Thus, it reflects the entirety of fees paid during the Chapter 11 Cases.

<sup>2</sup> The amounts listed in this column are the total expenses that each Applicant was paid throughout the Chapter 11 Cases.

<sup>3</sup> In recognition of the charitable mission of Saint Vincents Catholic Medical Centers, Kramer Levin voluntarily discounted its professional fees by 10% since the inception of these Chapter 11 Cases. For the Total Compensation Period, the 10% discount amounted to \$2,353,863.50. In addition to discounting its professional fees, Kramer Levin has voluntarily written-off numerous fees and expenses throughout the Chapter 11 Cases in the amount of \$309,146.57. The total amount of all write-offs and Kramer Levin’s voluntary professional fee discount for the Total Compensation Period is \$2,663,010.07.

KPMG LLP <i>Auditors for the Debtors</i>	8/29/12 Docket No. 3204	\$895,965.00 <sup>4</sup>	\$891,465.00 <sup>5</sup>	\$4,040.00 <sup>6</sup>	\$4,040.00
Loeb & Troper LLP <i>HealthCare Transaction Advisor for the Debtors</i>	8/29/12 Docket No. 3205	\$964,181.03	\$964,181.03	\$0.00	\$0.00
Shattuck Hammond Partners, A Division of MorganKeegan & Company, Inc. <i>Brokers for the Debtors</i>	8/30/12 Docket No. 3207	\$1,287,666.67	\$1,287,666.67	\$3,227.42	\$3,227.42
Putney, Twombly, Hall & Hirson LLP <i>Special Labor and Employee Benefits Counsel for the Debtors</i>	8/30/12 Docket No. 3213	\$1,158,422.00	\$1,158,422.00	\$7,239.26	\$7,239.26
CBRE, Inc. <i>Real Estate Advisor for the Debtors</i>	8/29/12 Docket No. 3202	\$2,175,000.00	\$2,175,000.00	\$29,686.53	\$29,686.53
Neubert, Pepe & Monteith, P.C. <i>Counsel to the Patient Care Ombudsman</i>	8/28/12 Docket No. 3194	\$202,922.00	\$202,922.00	\$8,075.42	\$8,075.42
Daniel T. McMurray Focus Management Group <i>Patient Care Ombudsman</i>	8/28/12 Docket No. 3198	\$668,356.00	\$668,356.00	\$40,375.18	\$40,375.18
Akin Gump Strauss Hauer & Feld LLP <i>Counsel to the Official Committee of Unsecured Creditors</i>	8/28/12 Docket No. 3197	\$4,890,788.87	\$4,890,788.87	\$70,873.51	\$70,873.51

<sup>4</sup> This Applicant billed at a reduced rate and voluntarily reduced its fees by the sum of \$598,330.00 (ECF No. 3204 at 1n.1).

<sup>5</sup> This Applicant took an additional voluntary reduction in the amount of \$4,500.00.

<sup>6</sup> This Applicant took a voluntary reduction in expenses in the amount of \$144.00.

CBIZ Accounting, Tax And Advisory of New York, LLC and CBIZ, Inc. <i>Financial Advisor to the Official Committee of Unsecured Creditors</i>	8/28/12 Docket No. 3196	\$1,807,093.20 <sup>7</sup>	\$1,807,093.20	\$1,798.10	\$1,798.10
Alan Chapell <i>Consumer Privacy Ombudsman</i>	8/30/12 Docket No. 3210	\$22,320.00	\$22,320.00	\$0.00	\$0.00
Mintz, Levin, Cohn, Ferris, Glovsky & Popeo, P.C. <i>Special Counsel for the Debtors</i> <sup>8</sup>	Docket Nos. 857 & 1138	\$45,569.75	\$45,569.75 <sup>9</sup>	\$0.00	\$1,226.12
Kurtzman Carson Consultants LLC, <i>Communications Agent for the Official Committee of Unsecured Creditors</i>	8/28/12 Docket No. 3195	\$22,716.50	\$22,716.50	\$31,713.66	\$31,713.66

<sup>7</sup> The Total Fees Requested of \$1,807,093.20 reflect an aggregate voluntary fee reduction of \$72,729.10 agreed to by CBIZ and the U.S. Trustee, consisting of (1) \$19,384.50 related to and cumulative reductions taken over the first eight interim fee applications, (2) \$16,500.00 in connection with excess fee application preparation time charged over the first eight interim fee applications and taken in the Final Fee Application, and (3) \$36,844.60 requested in the Final Fee Application related to Asset Disposition time (deferred from the first and second interim fee applications) and reduction taken in the Final Fee Application.

<sup>8</sup> Pursuant to this Court's order dated April 10, 2011, Mintz Levin transferred their employment and retention as special counsel to the Debtors to that of an ordinary course professional, *nunc pro tunc* to October 1, 2010. No separate final fee application shall be required unless Mintz Levin exceeds the monthly and/or case caps in the Ordinary Course Professional Order dated May 18, 2010 Docket No. 302. Mintz Levin did not exceed the monthly and/or case caps. Thus, this order approves their fees incurred during the first and second interim fee periods on a final basis.

<sup>9</sup> The Total Fees Paid reflects a voluntary fee reduction of \$6,250.00 agreed to by Mintz Levin and the U.S. Trustee.