

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

SOUND SHORE MEDICAL CENTER
OF WESTCHESTER, *et al.*

Chapter 11
Case No. 13-22840 (rdd)

Debtors.
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**SUPPLEMENTAL ORDER APPROVING PRIVATE SALE OF THE DEBTORS’
REAL ESTATE AND DESIGNATED PERSONAL PROPERTY ASSETS FREE
AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS**

An Order having been entered by the Court on August 8, 2013 (the “**Sale Order**”) [Docket No. 259], approving a private sale (the “**Sale**”) of the above captioned debtors’ (the “**Debtors**”)¹ real property and designated personal property assets, free and clear of all liens, claims and encumbrances, to Montefiore SS Operations, Inc., Montefiore MV Operations, Inc., Montefiore HA Operations, Inc, and Montefiore SS Holdings, LLC, Montefiore MV Holdings, LLC, and Montefiore HA Holdings, LLC (collectively referred to as the “**Buyer**”), subject to the provisions of the Sale Order, including the continued rights of the New York State Nurses Association (“**NYSNA**”) and 1199 SEIU Healthcare Workers, East (“**1199**”) to object to the Sale on the terms set forth in the Sale Order; and no objection to the proposed Sale having been filed by 1199, and NYSNA having filed an objection to the Sale on September 6, 2013 (the “**NYSNA Objection**”) [Docket No. 309]; and the Debtors and Buyer each having filed a response to the NYSNA Objection on September 6, 2013 [Docket Nos. 310 and 315, respectively]; and a hearing having been held by the Court on the NYSNA Objection on September 13, 2013 (the “**September 13 Hearing**”); and the Court having requested supplemental briefing from all

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal tax identification number include: Sound Shore Health System, Inc. (1398), Sound Shore Medical Center of Westchester (0117), The Mount Vernon Hospital, Inc. (0115), Howe Avenue Nursing Home d/b/a Helen and Michael Schaffer Extended Care Center (0781), NRHMC Services Corporation (9137), The M.V.H. Corporation (1514) and New Rochelle Sound Shore Housing, LLC (0117).

parties in connection with the NYSNA Objection at the September 13 Hearing; and a supplemental memorandum having been filed by NYSNA in support of the NYSNA Objection (the “**NYSNA Supplemental Memorandum**”) on September 23, 2013 [Docket No. 352]; and a Joint Reply having been filed by the Debtors and Buyers to the NYSNA Supplemental Memorandum on September 25, 2013 [Docket No. 356]; and upon the record of the adjourned hearing held by the Court on the NYSNA Objection on October 10, 2013 (the “**October 10 Hearing**”); and upon all prior pleadings and correspondence filed with the Court; and upon all prior orders of this Court; and based upon the record of the hearing conducted before this Court on June 25, 2013 and the September 13 Hearing and the October 10 Hearing and the statements of the Court at those hearings; and based upon the facts and circumstances of this case; and after due deliberation thereon and good cause appearing therefor for the reasons stated by the Court at the September 13 Hearing and the October 10 Hearing,

NOW THEREFORE, IT IS HEREBY ORDERED THAT:

1. The NYSNA Objection is overruled.
2. The Sale Order is affirmed and ratified in all respects.
3. The Debtors are authorized and empowered to (i) proceed with the Sale in accordance with the terms of the Purchase Agreement (as defined in the Sale Order) and (b) transfer the Acquired Assets (as defined in the Sale Order) to Buyer, free and clear of any obligations of the Debtors under their collective bargaining agreements; provided, however, that: nothing contained herein shall be deemed to modify the Debtors’ existing obligations, if any, under section 1113 of the Bankruptcy Code as such obligations relate to the Debtors’ collective

bargaining agreements.

Dated: October 15, 2013
White Plains, New York

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE