

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF COLUMBIA

DEC 15 2004

Denise H. Curtis, Clerk  
U.S. Bankruptcy Court for D.C.

-----:	:	
<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>GREATER SOUTHEAST COMMUNITY</b>	:	
<b>HOSPITAL CORPORATION I, <u>et al.</u></b>	:	<b>Case No. 02-2550 (SMT)</b>
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
-----X		

**ORDER (I) AMENDING ORDER CONFIRMING DEBTORS’  
SECOND AMENDED JOINT PLAN OF REORGANIZATION  
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE AND (II) APPROVING  
TAKE-OUT AND RESTRUCTURING IMPLEMENTATION AGREEMENT IN  
ACCORDANCE WITH THE DEBTORS’ SECOND AMENDED JOINT PLAN OF  
REORGANIZATION**

This matter having come before the Court on the Joint Motion of the Reorganized Debtors in the above-captioned cases,<sup>1</sup> and the DCHC Liquidating Trust (collectively, the “Movants”), to (I) Amend Order Confirming Debtors’ Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code and (II) Approve the Take-Out Agreement in Accordance with the Debtors’ Second Amended Joint Plan of Reorganization (the “Motion”) requesting that this Court enter an order (a) modifying, pursuant to Federal Rule of Civil Procedure 60(a), made applicable to these chapter 11 cases by Federal Rule of Bankruptcy Procedure 9024, the Order Confirming Debtors’ Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code entered by this Court on April 2, 2004 (the “Confirmation Order”) to correct two scrivener’s errors contained therein; (b) clarifying that, under the Debtors’ Second

1

<sup>1</sup> The Reorganized Debtors are Doctors Community Healthcare Corporation, Greater Southeast Community Hospital Corporation I, Michael Reese Medical Center Corporation, Pacifica of the Valley Corporation, and Pacin Healthcare-Hadley Memorial Hospital Corporation. The term “Debtors” refers to the Reorganized Debtors together with Pine Grove Hospital Corporation.

Amended Joint Plan of Reorganization (the “Plan”) and consistent with section 105 of title 11 of the United States Code (the “Bankruptcy Code”), the Debtors constitute a substantively consolidated entity with respect to the quarterly fees paid to the United States Trustee;<sup>8</sup> and (c) approving and authorizing the delivery and execution of a Take-Out and Restructuring Implementation Agreement (the “Take-Out Agreement”) among the Reorganized Debtors and the DCHC Liquidating Trust (the “Trust”), and the Court having reviewed the Motion and the Confirmation Order and being fully apprised of these chapter 11 cases, and due cause appearing for the relief requested in the Motion, and adequate notice of the Motion and the relief requested in the Motion having been given and no further notice or hearing being required under the circumstances, it is accordingly **Ordered** that:

1. The Confirmation Order is amended to insert the following language to the end of Paragraph 8(a) of the Confirmation Order:

“NCFE Released Parties” is defined as “the NCFE Entities and the creditors of the NCFE Entities solely in their capacity as creditors of the NCFE Entities.”

“Released Claims” is defined as “any and all Claims, debts, obligations, rights, suits, damages, actions, causes of action, remedies, and liabilities whatsoever, whether known or unknown, foreseen or unforeseen, existing as of the Effective Date or thereafter arising, at law, in equity, or otherwise, that any of the Debtors would have been legally entitled to assert in its own right (whether individually or collectively) or that any holder of a claim or equity interest or other person or entity would have been legally entitled to assert on behalf of any of the Debtors or their estates, based in whole or in part upon any act or omission, transaction, agreement, event, or other occurrence taking place before or on the Effective Date.”

---

<sup>8</sup> In addition, as part of this arrangement, the Reorganized Debtors have agreed to assume the payment of U.S. Trustee fees to the extent that they desire to keep the bankruptcy case open longer than desired by the Trust.

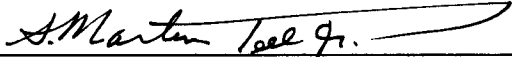
2. The Confirmation Order is further amended to insert the following language at the end of Paragraph 9:

Moreover, the Debtors' chapter 11 cases shall also be deemed to be substantively consolidated under the Bankruptcy Code for the purpose of 28 U.S.C. § 1930(a)(6) and thus the Debtors shall pay to the United States Trustee only one quarterly fee to be calculated in accordance with the provisions of 28 U.S.C. § 1930(a)(6).

4. The Take-Out Agreement (attached to the Motion as Exhibit 1 and incorporated herein by reference) shall be hereby approved by this Court in accordance with the Debtors' Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code.

5. Capitalized terms not otherwise defined in this order have the meanings ascribed to them in the Confirmation Order.

Dated: Washington, D.C.  
December 15, 2004

  
HONORABLE S. MARTIN TEEL, JR.,  
UNITED STATES BANKRUPTCY JUDGE

*Copies to:*  
*Rita D. Isakoff*  
*Andrew M. Troop*  
*Jed A. Berkowitz*  
*Sam J. Alberts*  
*Dennis J. Early*  
*Keryn D. Orr*  
*Michael Bernstein*  
*Guy Neal*

**CERTIFICATE OF SERVICE**District/off: 0090-1  
Case: 02-02250User: myers  
Form ID: pdf001Page 1 of 1  
Total Served: 7

Date Rcvd: Dec 15, 2004

The following entities were served by first class mail on Dec 17, 2004.

aty +Andrew M. Troop, Weil, Gotshal & Manges LLP, 100 Federal Street, 34th Floor,  
Boston, MA 02110-1802

aty +Guy S. Neal, Sidley Austin Brown & Wood, LLP, 1501 K St., NW, Washington, DC 20005-1401

aty +Kevyn D. Orr, 51 Louisiana Ave NW, Washington, DC 20001-2105

aty +Michael Bernstein, Arnold and Porter LLP, 555 12th Street, NW 7th Fl.,  
Washington, DC 20004-1212

aty +Peter D. Isakoff, 1501 K Street NW Suite 100, Washington, DC 20005-1411

aty +Sam J. Alberts, White & Case LLP, 601 Thirteenth Street, N.W. Suite 600,  
Washington, DC 20005-3807

Ted A. Berkowitz, Esq, Farrell Fritz, PC, EAB Plaza, Uniondale, NY 11556-0120

The following entities were served by electronic transmission.

NONE. TOTAL: 0

\*\*\*\*\* BYPASSED RECIPIENTS \*\*\*\*\*

NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Service and that it is true and correct to the best of my information and belief.

First Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Dec 17, 2004

Signature: 