Exhibit E

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	**Chapter 11**
ST. FRANCIS' HOSPITAL, POUGHKEEPSIE, NEW YORK, *et al.*,[1]	:	**Case No. 13-37725 (CGM)**
Debtors.	:	**(Jointly Administered and Substantively Consolidated)**

ORDER GRANTING PLAN ADMINISTRATOR'S THIRD OMNIBUS OBJECTION TO (A) CLAIMS INCONSISTENT WITH THE DEBTORS' BOOKS AND RECORDS, (B) REDUCED CLAIMS, (C) AMENDED/SUPERSEDED CLAIMS, AND (D) RECLASSIFED CLAIMS

This matter came before the Court on the third omnibus objection to claims (the "Third Omnibus Objection to Claims")[2] filed by Chad J. Shandler, the Plan Administrator appointed in the Debtors' chapter 11 cases; and the Court having reviewed the Third Omnibus Objection to Claims; the Court finding good and sufficient cause for granting the relief requested in the Third Omnibus Objection to Claims; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court otherwise being fully advised in the premises, it is hereby

FOUND AND DETERMINED THAT:

A. Each holder of a claim listed on **Exhibit A** , **Exhibit B**, **Exhibit C,** and **Exhibit D** hereto (each, a "Claimant") was properly and timely served with a copy of the Third Omnibus Objection to Claims, the proposed order and the accompanying exhibits.

B. The Third Omnibus Objection to Claims is a core proceeding pursuant to 28 U.S.C. §157(b)(2).

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[1] The substantively consolidated debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number include: St. Francis' Hospital, Poughkeepsie, New York (8503), Saint Francis Home Care Services Corporation (3842), SFH Ventures, Inc. (0024), Saint Francis Health Care Foundation, Inc. (5066), and Saint Francis Hospital Preschool Program (1079).

[2] Capitalized terms not otherwise defined herein shall have the meanings set forth in the Third Omnibus Objection to Claims.

NOW, THEREFORE, IT IS ORDERED, ADJUDGED AND DECREED THAT:

1. Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007, the claims set forth on **Exhibit A** hereto are disallowed and expunged.

2. Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 9007, the claims set forth on **Exhibit B** are hereby reduced and allowed as provided in **Exhibit B**.

3. Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007, the claims listed in the "Claims to be Expunged" columns of **Exhibit C** hereto are disallowed and expunged.

4. Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007, the claims set forth on **Exhibit D** are hereby reclassified as provided in **Exhibit D**.

5. BMC Group, Inc., the official claims agent appointed in the Debtors' chapter 11 cases, is hereby authorized and directed to make such revisions to the official Claims Register as are necessary to reflect the relief granted pursuant to this Order.

6. The Plan Administrator's objection to each Objectionable Claim addressed in the Third Omnibus Objection to Claims constitutes a separate contested matter as contemplated by Fed. R. Bankr. P. 9014. This Order shall be deemed a separate order with respect to each Objectionable Claim. Any stay of the Order pending appeal by any of the Claimants who's Objectionable Claim is subject to this Order shall only apply to the contested matter which involves such claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters covered hereby.

7. This Order is without prejudice to the Plan Administrator's rights to object to, seek subordination or reclassification of, or otherwise contest any claims, including those referenced herein, other than claims allowed pursuant to this Order, on any grounds.

8. This Court shall retain jurisdiction with respect to any matters related to or arising from the Third Omnibus Objection to Claims or the implementation of this Order.

Exhibit A

[Books and Records Claims Chart]

Exhibit A - Books and Records

Claim to be Expunged						
No.	Creditor Name	Date Filed	Claim No.	Claim Amount	Nature	Reason
1	BASCIANO, ANTHONY DR 404 PANCAKE HOLLOW ROAD HIGHLAND, NY 12528	4/16/2014	940	UNKNOWN	Administrative	Inconsistent with the Company's books and records.
2	Culinary Institute of America 1946 CAMPUS DR HYDE PARK, NY 12538	3/31/2014	366	BLANK	Unsecured	Inconsistent with the Company's books and records.
3	DEWITT, KRISTIN 14 MORGAN CIRCLE HYDE PARK, NY 12538	3/24/2014	267	$ 154.37	Unsecured	Inconsistent with the Company's books and records.
4	EMPIRE HEALTHCHOICE ASSURANCE INC DBA EMPIRE BLUE CROSS BLUE SHIELD ATTN: LOUIS L BENZA, ESQ ONE LIBERTY PLAZA 14TH FLOOR NEW YORK, NY 10006	6/6/2014	1001	UNKNOWN	Administrative	Inconsistent with the Company's books and records.
5	LAWTONE-BOWLES, NICOLE 56 CENTER ST HIGHLAND FALLS, NY 10928	3/20/2014	212	$ 50,000.00	Unsecured	Inconsistent with the Company's books and records.
6	NEW YORK STATE DEPARTMENT OF HEALTH BUREAU OF LITIGATION CORNING TOWER EMPIRE STATE PLAZA ALBANY, NY 12237	6/10/2014	1040	$ 1,942,462.00	Priority	Inconsistent with the Company's books and records and records show all invoices have been paid.
7	RICHARDSON, DONALD 25847 ANGELA DR #02 MAGNOLIA, TX 77353	3/31/2014	507	$ 2,322.00	Priority	Inconsistent with the Company's books and records.
8	UNIVERSAL AMERICAN CORP ET AL C/O LAUREN E BIELSKIE ESQ BECKER MEISEL LLC 354 EISENHOWER PARKWAY PLAZA II SUITE 1500 LIVINGSTON, NJ 07039	4/17/2014	844	UNKNOWN	Unsecured	Inconsistent with the Company's books and records.
9	VALUE OPTIONS 240 CORPORATE BOULEVARD NORFOLK, VA 23502	4/16/2014	835	$ 14,547.97	Unsecured	Inconsistent with the Company's books and records.
10	WALKER, BRENDA 1 CHADWICK GARDENS NEWBURGH, NY 12550	3/31/2014	369	BLANK	Unsecured	Inconsistent with the Company's books and records.
11	Wellcare Health Plans Inc. ATTN: TRAVIS D WATSON 8725 HENDERSON ROAD REN 1 THIRD FLOOR TAMPA, FL 33634	4/15/2014	717	$ 150,115.54	Secured	Inconsistent with the Company's books and records.
12	MAIN COURSE CATERERS C/O BRUCE KAZAN 175 MAIN STREET NEW PALTZ, NY 12561	1/20/2014	49	$ 4,541.25	Unsecured	Inconsistent with the Company's books and records.

Exhibit B

[Reduced Claims Chart]

Exhibit B - Reduce and Allow

Claim as Filed						Proposed Claim Treatment		
No.	Creditor Name	Date Filed	Claim No.	Filed Claim Amount	Nature	Claim Amount	Nature	Objection Basis
1	BROWN-HAFFENDEN, JACQUELINE 16 FAIRMONT AVE POUGHKEEPSIE, NY 12603	4/7/2014	585	$ 7,148.57	Unsecured	$ 366.70	Priority	Inconsistent with the Company's books and records.
						$ 4,374.70	Unsecured	
2	GE Capital Information Technology Solutions Inc. FDBA IKON Financial Services GECITS Attn: BANKRUPTCY ADMINISTRATION PO BOX 13708 Macon, GA 31208	1/30/2015	1069	$ 54,608.95	Unsecured	$ 29,920.65	Unsecured	Claim and support did not match the Company's books and records.
3	GIBSON, VIVIEN 8 SYCAMORE DR BEACON, NY 12508	3/25/2014	313	$ 3,107.19	Priority	$ 2,781.00	Priority	Claim and support did not match the Company's books and records.
				$ 2,781.00	Secured	$ -	Secured	
				$ 326.19	Unsecured	$ 326.19	Unsecured	
4	LAROCCA, ANTHONY 314 STATE ROUTE 32 NORTH NEW PALTZ, NY 12561	4/14/2014	709	$ 2,459.31	Unsecured	$ -	Unsecured	Inconsistent with the Company's books and records.
5	LIDSTONE, MONIKA 47 ROOSEVELT RD HYDE PARK, NY 12538	3/31/2014	397	$ 2,101.66	Priority	$ 1,435.41	Unsecured	Inconsistent with the Company's books and records.
6	NEW YORK STATE WORKERS` COMPENSATION BOARD C/O MICHAEL PAPA ESQ OFFICE OF GENERAL COUNSEL, LITIGATION DIV 328 STATE STREET SCHENECTADY, NY 12305	4/16/2014	833	$ 1,635,857.00	Unsecured	$ 1,392,215.00	Unsecured	Claim and support did not match the Company's books and records.
7	Olympus America Inc. ATTN: CREDIT RISK MANAGEMENT 3500 CORPORATE PARKWAY CENTER VALLEY, PA 18034	2/24/2014	136	$ 664,299.89	Secured	$ 249,394.65	Unsecured	Claim and support did not match the Company's books and records.
8	PENNSYLVANIA MANUFACTURERS ASSOC INC CO PENNSYLVANIA MANUFACTURERS INDEMNITY CO C/O PMA COMPANIES ATTN: SUZANNA ELLEFSEN BLUE BELL, PA 19422-0754	4/16/2014	778	$ 3,059,754.00	Unsecured	$ 129,044.00	Unsecured	Claim and support did not match the Company's books and records.
	POMCO ATTN KATHLEEN LAMB ESQ 2425 JAMES STREET SYRACUSE, NY 13206	3/28/2014	362	$ 58,025.92	Unsecured	$ 3,013.22	Unsecured	Claim and support did not match the Company's books and records.
9	Robert Morgantini REGIST.PROF.NURSE PC 32 WALKER ROAD HOPEWELL JCT, NY 12533	4/7/2014	519	$ 4,800.00	Unsecured	$ 2,800.00	Unsecured	Claim and support did not match the Company's books and records.
10	WB MASON CO INC PO BOX 55840 BOSTON, MA 02205-5840	1/21/2014	52	$ 63,681.38	Unsecured	$ 47,264.66	Unsecured	Claim and support did not match the Company's books and records.
11	MEDICAL SOLUTIONS, LLC 9101 WESTERN AVE., STE 101 OMAHA, NE 68114	1/6/2014	11	$ 185,274.02	Unsecured	$ 140,490.24	Unsecured	Inconsistent with the Company's books and records.
12	MEDTRONIC USA, INC MAIL STOP SLK 27 800 53RD AVE NE COLUMBIA HEIGHTS, MN 55421	2/21/2014	133	$ 36,532.00	503(b)(9)	$ 31,260.00	Unsecured	Claim and support did not match the Company's books and records.
				$ 120,034.00	Unsecured	$ 73,602.00	Unsecured	Claim and support did not match the Company's books and records.
13	TELEHEALTH TELERENT LEASING CORPORATION PO BOX 890063 CHARLOTTE, NC 28289	3/31/2014	416	$ 355,673.96	Secured	162,295.32	Unsecured	Inconsistent with the Company's books and records.

Exhibit C

[Amended/Superseded Claims Chart]

Exhibit C - Amended and Superseded

Claim to be Expunged						Surviving Claim				
No.	Creditor Name	Date Filed	Claim No.	Claim Amount	Nature	No.	Date Filed	Claim No.	Claim Amount	Nature
1	BERKOWITZ, TOBY 30 FAIR WAY POUGHKEEPSIE, NY 12603	1/29/2014	84	$ 1,036.75	Unsecured	1	3/31/2014	372*	$ 1,026.75	Priority
2	CAMPBELL, CATHY 28 BIRCH HILL DR POUGHKEEPSIE, NY 12603	4/16/2014	784	$ 5,454.92	Priority	2	5/9/2014	951	$ 5,454.92	Priority
				$ 2,522.57	Unsecured				$ 2,522.57	Unsecured
3	Early Childhood LLC DBA Discount School Supply 2 Lower Ragsdale, Ste 200 Monterey, CA 93940	1/13/2014	69	$ 2,017.37	Unsecured	3	3/27/2014	327	$ 2,017.67	Unsecured
4	GECITS DBA IKON FINANCIAL SERVICES AS AUTHORIZED SERVICING AGENT OF BANC OF AMERICA GECITS, Attn: BANKRUPTCY ADMINISTRATION PO BOX 13708 Macon, GA 31208	3/3/2014	471	$ 5,159.76	Unsecured	4	1/3/2015	1068	$ 6,938.80	Unsecured
5	GE Capital Information Technology Solutations Inc. FDBA IKON Financial Services GECITS, Attn: Bankruptcy Administration PO BOX 13708 Macon, GA 31208	3/3/2014	470	$ 37,406.98	Unsecured	5	1/30/2015	1069	$ 54,608.95	Unsecured
6	GE Healthcare (Diagnostic Imaging) Lauren N. Beslow QUARLES & BRADY LLP 301 N LASALLE STREET SUITE 4000 Chicago, IL 60654-3406	4/11/2014	626	$ 199,257.05	Unsecured	6	6/5/2014	979	$ 402,671.09	Unsecured
7	MCKESSON TECHNOLOGIES INC 5995 WINDWARD PARKWAY ATHQ 4901 APLHARETTA, GA 30005	4/11/2014	630	$ 76,625.54	Unsecured	7	6/5/2014	985	$ 63,409.54	Unsecured
8	Microsonic, Inc. 2960 DUSS AVE AMBRIDGE, PA 15003	1/10/2014	14	$ 2,668.30	Unsecured	8	3/13/2014	181	$ 2,668.30	Unsecured
9	NEW YORK STATE DEPT OF TAXATION AND FINANCE BANKRUPTCY SECTION PO BOX 5300 ALBANY, NY 12205-0300	12/27/2013	4	$ 261.45	Priority	9	5/12/2014	958	$ 261.45	Priority
				$ 110.00	Unsecured				$ 110.00	Unsecured
10	Philips Healthcare C/O BRUCE J BORRUS RIDDELL WILLIAMS PS 1001 4TH AVE SUITE 4500 Seattle, WA 98154	3/28/2014	346	$ 246,488.61	Unsecured	10	6/24/2014	1054	$ 1,351,119.21	Unsecured
11	Philips Healthcare C/O BRUCE J BORRUS RIDDELL WILLIAMS PS 1001 4TH AVE SUITE 4500 Seattle, WA 98154	6/23/2014	1055	$ 1,351,119.21	Unsecured	11				
12	Streck Laboratories PO BOX 45625 OMAHA, NE 68145	3/20/2014	223	$ 327.85	Unsecured	12	10/16/2014	1065	$ 327.85	Unsecured
13	STRAUSS PAPER CO INC COFACE NORTH AMERICA INSURANCE COMPANY 50 MILLSTONE RD, BLDG 100, STE 360 EAST WINDSOR, NJ 8520	2/10/2014	105	$ 14,130.35	Unsecured	13	2/10/2014	104	$ 3,497.85	503(b)(9)
									$ 66,647.52	Unsecured
14	SYSMEX AMERICA INC Masuda Funai Eifert & Mitchell Ltd RE: SYSMEX AMERICA, INC Rein F Krammer Esq 203 North LaSalle Street, Ste 2500 Chicago, IL 60601-1262	3/24/2014	253	$ 62,750.32	Unsecured	14	6/5/2014	982	$ 64,632.84	Unsecured

* Please see Exhibit D for objection to Claim No. 372.

Exhibit D

[Reclassified Claims Chart]

Exhibit D - Reclassified

	Claim as Filed					Proposed Claim Treatment		
No.	Creditor Name	Date Filed	Claim No.	Filed Claim Amount	Nature	Claim Amount	Nature	Objection Basis
1	BERKOWITZ, TOBY 30 FAIR WAY POUGHKEEPSIE, NY 12603	3/31/2014	372	$ 1,026.75	Priority	$ 1,036.75	Unsecured	Claim and related supprot was for pre-petition.
2	BERRY, GABRIELLE PO BOX 87 RIFTON, NY 12471	4/14/2014	653	$ 1,600.00	Priority	$ 1,600.00	Unsecured	Claim and related support was for services provided pre-petition.
3	DUTCHESS CARDIOLOGY/Shah M M Zaman, MD 243 NORTH ROAD #201 SOUTH POUGHKEEPSIE, NY 12601	6/9/2014	1024	$ 2,890.32	Administrative	$ 2,890.32	Unsecured	Claim and related support was for services provided pre-petition.
4	ELLIOTT, CECILIA 5 LINDBERGH PLACE POUGHKEEPSIE, NY 12603	4/7/2014	570	$ 262.50	Priority	$ 262.50	Unsecured	Claim and related support was for retiree benefits.
5	KRUGER, CHRISTOPHER DR PO BOX 1579 POUGHKEEPSIE, NY 12601	4/17/2014	857	$ 3,000.00	Priority	$ 7,000.00	Unsecured	Claim and related support was for services provided pre-petition.
				$ 4,000.00	Unsecured			
6	Mid Hudson Interpreter Service PROGRAM OF TACONIC RESOURCES FOR INDEPENDENCE INC 82 WASHINGTON ST, SUITE 214 POUGHKEEPSIE, NY 12601	1/17/2014	38	$ 8,468.00	Priority	$ 8,468.00	Unsecured	Claim and related support was for services provided pre-petition.
7	NORTHEASTERN AIR QUALITY INC 730 THIRD STREET ALBANY, NY 12206	3/21/2014	227	$ 5,065.94	Priority	$ 6,000.00	Unsecured	Claim and related support was for services provided pre-petition.
				$ 934.06	Unsecured			
8	PANKO, LYDIA 7 North Cedar Street Beacon, NY 12528	3/28/2014	357	$ 282.50	Priority	$ 282.50	Unsecured	Claim and related support was for retiree benefits.