EXHIBIT A

ALSTON & BIRD LLP
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Proposed Counsel to the Official Committee of Unsecured Creditors

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) (Jointly Administered)
	:	
Debtors.	:	

DECLARATION OF MARTIN G. BUNIN IN SUPPORT OF APPLICATION FOR AN ORDER APPROVING THE RETENTION OF ALSTON & BIRD LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS

I, MARTIN G. BUNIN, hereby declare under penalty of perjury:

1. I am an attorney at law admitted to practice in the State of New York and the Bankruptcy Courts and District Courts for the Southern and Eastern Districts of New York. I am a member of the firm of Alston & Bird LLP ("A&B"), which maintains an office at 90 Park Avenue, New York, NY 10016, among others. I submit this declaration (the "Declaration") in support of the application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of the above-captioned debtors (the "Debtors") for the entry of an order authorizing the Committee's retention of A&B as its counsel.

2. A&B has conducted a conflicts check (the "Conflicts Check") on the following classes of parties in interest: the Debtors, the thirty largest unsecured creditors, the five largest

[1] The Debtors in these cases are St. Francis' Hospital, Poughkeepsie, New York; Saint Francis Health Care Foundation, Inc.; Saint Francis Home Care Services Corp.; Saint Francis Hospital Preschool Program; and SFH Ventures, Inc.

secured creditors, the Debtors' landlords, the capital lease counterparties, the debtor-in-possession lender, the Debtors' directors and officers, professionals, and the bond trustee (the "Parties in Interest"). This list of the Parties in Interest was compiled from lists provided by Debtors' counsel and from the list of parties in interest attached to the Debtors' application to retain counsel.

3. The conflicts check system and adverse party index maintained by A&B is designed to include every matter on which the firm is now or has been engaged, by which entity the firm is now or has been engaged, and, in each instance, the identity of related parties and adverse parties and the attorneys in the firm who are knowledgeable about the matter. It is the policy of A&B that no new matter may be accepted or opened by the firm without completing and submitting to those charged with maintaining the conflicts check system and adverse party index the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and related and adverse parties. Accordingly, A&B maintains and systematically updates this system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records. A&B prepared a conflicts report using the names of the Parties In Interest (the "Conflicts Report").

4. Based on the Conflicts Report, to the best of my knowledge, A&B does not currently represent any of the Parties In Interest, except to the extent set forth herein and/or in Exhibit 1 hereto. The fees paid to A&B in 2013 by each of the A&B clients noted in this Declaration and listed in Exhibit 1 hereto constituted less than one percent of A&B's gross revenue in 2013, except that the fees paid by Dell Inc. to A&B in 2013 exceeded one percent of A&B's gross revenue in 2013.

5. As part of its diverse practice, A&B appears in cases, proceedings, and transactions involving many different parties, some of whom may be parties in interest in these chapter 11 cases or may represent parties in interest in these chapter 11 cases. In addition, A&B may represent parties who are parties in interest in these chapter 11 cases (or entities related to such parties in interest) who were not included in the Conflicts Check in matters unrelated to these chapter 11 cases.

6. Cardinal Health[2] is the Chair of the Committee. Cardinal Health serves on the creditors' committee represented by A&B in the chapter 11 cases filed by Caritas Health Care, Inc., *et al.* (Bankr. E.D.N.Y.).

7. 1199SEIU United Health Care Workers East ("1199SEIU") is a member of the Committee. 1199SEIU, 1199SEIU National Benefit Fund, 1199SEIU Healthcare Industry Pension Fund, and/or certain affiliated funds have previously served or currently serve on creditors' committees represented by A&B, or prior firms at which Craig Freeman and I were partners, in the following chapter 11 cases: Sound Shore Medical Center of Westchester, *et al.* (Bankr. S.D.N.Y.), Interfaith Medical Center (Bankr. E.D.N.Y.), North General Hospital, *et al*. (Bankr. S.D.N.Y.), Caritas Health Care, Inc., *et al*. (Bankr. S.D.N.Y.), Our Lady of Mercy Medical Center, *et al*. (Bankr. S.D.N.Y.), Union Hospital (Bankr. S.D.N.Y.), Flushing Hospital and Medical Center (Bankr. S.D.N.Y.), New York Medical Group, P.C. (Bankr. S.D.N.Y.), Bishop Henry B. Hucles Nursing Home, Inc., *et al*. (Bankr. E.D.N.Y.), Long Island Health Associates, Corp. (Bankr. E.D.N.Y.), New York United Hospital Medical Center (Bankr. S.D.N.Y.), Massapequa General Hospital (Bankr. E.D.N.Y.), The Parkway Hospital, Inc. (Bankr.

[2] "Cardinal Health" includes the following affiliated operating companies: Cardinal Health 200, LLC, Cardinal Health 110, LLC f/k/a Cardinal Health 110, Inc., Cardinal Health 411, Inc., and any other subsidiary of Cardinal Health, Inc., an Ohio Corporation ("CHI"), as may be designated by CHI.

E.D.N.Y.), Victory Memorial Hospital, *et al*. (Bankr. E.D.N.Y.), and Saint Vincents Catholic Medical Centers of New York, *et al.*, case no. 05-14945 (Bankr. S.D.N.Y.).

8. Owens & Minor Distribution, Inc. ("Owens & Minor") is a member of the Committee. Owens & Minor has previously served or currently serves on creditors' committees represented by A&B in the following chapter 11 cases: Cabrini Medical Center (Bankr. S.D.N.Y.), Forum Health Care, *et al.* (Bankr. N.D. Ohio), Our Lady of Mercy Medical Center, *et al.* (Bankr. S.D.N.Y.), and River Oaks Holdings, Inc., *et al.* (Bankr. D. Del.).

9. Restorix Health, Inc. (f/k/a The Center for Wound Healing) is a member of the Committee. The Center for Wound Healing Inc. may be or may have been an affiliate of Modern Medical Inc., which currently serves on the creditors' committee formerly represented by A&B in the chapter 11 cases of Victory Memorial Hospital, *et al.* (Bankr. E.D.N.Y.).

10. On January 9, 2014, Westchester County Health Care Corporation a/k/a Westchester Medical Center ("Westchester Medical") filed an expression of interest in submitting a bid for the assets of the Debtors. Westchester Medical currently serves on the creditors' committee represented by A&B in the chapter 11 cases filed by Sound Shore Medical Center of Westchester *et al.* (Bankr. S.D.N.Y.).

11. A&B has not agreed to share (i) any compensation it may receive with another party or person, other than with the partners of A&B or (ii) any compensation another person or party has received or may receive.

12. Our 2013 hourly rates ranged as follows:

Partners	$475 - $1,195
Counsels	$450 - $960
Associates	$320 - $725
Paralegals	$175 - $325
Case Clerks	$ 90 - $185

At the Committee's request, A&B has agreed to discount these standard rates for the services provided in these cases and to forego the increase in our rates that went into effect on January 1, 2014; provided, however, that the Committee may authorize A&B to retroactively remove the agreed-upon discount in connection with the confirmation of a plan and before the filing of final fee applications in these chapter 11 cases. Craig Freeman and I are the A&B bankruptcy partners who will be the primary partners on this matter. Our standard 2013 hourly rates were $775 and $865, respectively, but we have agreed to bill our services in this matter at $695 and $795, respectively. Additionally, we agreed to bill the services of A&B associates at a 7.5 percent discount from our 2013 rates. Partners other than Craig Freeman and me, and paralegals and case clerks, will be billed at their standard 2013 and 2014 rates, as applicable.

13. Except as otherwise noted, the hourly rates set forth above are A&B's general hourly rates for work of this nature. These rates are set at a level designed to fairly compensate A&B for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses.

14. It is A&B's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, mail and express mail charges, special or hand delivery charges, photocopying charges, travel expenses, expenses for "working meals" and committee meetings, computerized research, and transcription costs. A&B will charge the estates for these expenses in a manner and at rates consistent with charges made generally to A&B's other clients. A&B will seek reimbursement of its expenses as allowed pursuant to the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure, the applicable Local Bankruptcy Rules and

Guidelines, the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses promulgated by the Office of the United States Trustee, and orders of this Court.

15. Based upon the Conflicts Report, A&B represents no interest adverse to the Committee or the Debtors' estates with respect to the matters on which A&B is to be employed. I believe A&B is a "disinterested person" as defined in 11 U.S.C. § 101(14).

16. If A&B discovers any information that is contrary to or pertinent to the statements made herein, A&B will disclose such information in a supplemental affidavit. A&B recognizes its continuing duty to disclose such information.

17. I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Executed on January 16, 2014
New York, New York

/s/ Martin G. Bunin
Martin G. Bunin

Exhibit 1

PARTY	A&B REPRESENTATION
De Lage Landen	De Lage Landen is listed as one of the Debtors' capital lease counterparties. A&B represents De Lage Landen Financial Services, Inc. in matters that are unrelated to the Debtors, their estates, or their chapter 11 cases.
Dell Financial Services LLC	Dell Financial Services LLC is listed as one of the Debtors' secured creditors. A&B currently represents Dell Inc. and/or certain of its affiliates in matters that are unrelated to the Debtors, their estates, or their chapter 11 cases.
Navigant Consulting Inc.	Navigant Consulting Inc. ("Navigant") is listed as a professional for the proposed purchaser of the Debtors' assets. A&B currently provides services to Navigant that are unrelated to the Debtors, their estates, or their chapter 11 cases.
SBA Site Management LLC	SBA Site Management LLC (formerly AAT Communications Company) ("SBA Site") is listed as one of the Debtors' landlords. A&B currently provides services to SBA Communications Corporation ("SBA Communications") in matters that are unrelated to the Debtors, their estates, or their chapter 11 cases. SBA Site may be an affiliate of SBA Communications.
US Foodservice, Inc.	US Foodservice, Inc. is listed as one of the Debtors' unsecured creditors. A&B currently represent US Foods, Inc. ("USF") in matters unrelated to the Debtors, their estates, or their chapter 11 cases. USF was formerly known as US Foodservice, Inc.