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.	:	

ORDER AUTHORIZING THE RETENTION OF ALSTON & BIRD LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS

Upon the application ("Application") for an order approving the retention of Alston & Bird LLP as counsel to the Official Committee of Unsecured Creditors (the "Committee") of the above-captioned debtors (the "Debtors"); and upon the declaration of Martin G. Bunin, Esq. attached to the Application as Exhibit A (the "Bunin Declaration"); the Supplemental Declaration of Marti 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 (Docket No. 240); the Declaration of Tom Gerhart in Support of Application for an Order Approving the Retention of Alston & Bird LLP as Counsel to the Official Committee of Unsecured Creditors (Docket No. 241); and it appearing that Alston & Bird LLP is a disinterested person pursuant to section 101(14) of title 11 of the United States Code (the "Bankruptcy Code") and does not represent an interest adverse to the Committee or the Debtor's estate with respect to the matters on which Alston & Bird LLP is to be employed; it is

ORDERED, that the Application is granted as set forth herein; and it is further

[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.

ORDERED, that the retention of Alston & Bird LLP as counsel for the Committee to perform all of the services set forth in the Application on the terms set forth in the Application and the Bunin Declaration is hereby approved pursuant to section 1103(a) of the Bankruptcy Code effective as of December 23, 2013; and it is further

ORDERED, that the compensation to be paid to Alston & Bird LLP shall be subject to the approval of this Court pursuant to sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, and such other procedures as may be fixed by order of this Court, for professional services rendered and expenses incurred by Alston & Bird LLP; and it is further

ORDERED, that in the event the Committee authorizes Alston & Bird LLP to retroactively remove Alston & Bird LLP's agreed-upon discount of certain of its hourly rates in connection with the confirmation of a plan and before the filing of final fee applications in these cases (as set forth in paragraph 12 of the Bunin Declaration), and Alston & Bird LLP seeks in its final fee application to remove the agreed-upon discount, any party in interest may object to the removal of the discount and the Court retains its right to approve or disapprove of the rates sought; and it is further

[*Remainder of the page intentionally left blank*]

ORDERED, that to the extent the Application is inconsistent with this Order, the terms of this Order shall govern.

No Objection:

/s/ Eric J. Small, Esq.
Eric J. Small, Esq.
United States Trustee's Office
Region 2

Dated: February 24, 2014
Poughkeepsie, New York

/s/ Cecelia G. Morris
Hon. Cecelia G. Morris
Chief U.S. Bankruptcy Judge