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**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.** | : | |

**STATEMENT OF SERVICES RENDERED AND EXPENSES INCURRED BY NIXON PEABODY LLP ATTORNEYS FOR THE DEBTORS FOR THE PERIOD OF MARCH 1, 2014 THROUGH MARCH 31, 2014**

In accordance with the Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals dated March 14, 2014 [Dkt. No. 461], establishing interim compensation procedures for these cases (the "**Interim Compensation Order**"), Nixon Peabody LLP ("**Nixon Peabody**"), attorneys for the above-captioned debtors and debtors-in-possession (collectively, the "**Debtors**"), hereby submits its

[1] The 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).

Statement of Services Rendered and Expenses Incurred (the "**Statement**") for the period of March 1, 2014 through March 31, 2014 (the "**Statement Period**").

**A. Itemization of Services Rendered by Nixon Peabody Personnel**

1. The hours spent in these cases during the Statement Period for which Nixon Peabody seeks compensation are set forth by the hourly rate for each professional, and the resulting fees are as follows:

**TIMEKEEPER SUMMARY**

| Timekeeper | Rate | Hours | Fees |
|---|---|---|---|
| **Partners** | | | |
| L. Cohen | 350.00 | 18.70 | 6,545.00 |
| D. Drebsky | 350.00 | 1.50 | 525.00 |
| L. Harrington | 350.00 | 70.40 | 24,640.00 |
| J. Higgins | 350.00 | 7.00 | 2,450.00 |
| P. Millock | 350.00 | 19.30 | 6,755.00 |
| E. Paley | 350.00 | 1.30 | 455.00 |
| V. Polsinelli | 350.00 | 4.80 | 1,680.00 |
| D. Sklar | 350.00 | 34.20 | 11,970.00 |
| **Partners Totals** | | **157.20** | **55,020.00** |
| **Counsel** | | | |
| A. Pelletier | 350.00 | 8.70 | 3,045.00 |
| **Associates** | | | |
| C. Desiderio | 350.00 | 130.40 | 45,640.00 |
| D. Miller | 315.00 | 3.80 | 1,197.00 |
| M. McGuire | 255.00 | 4.40 | 1,122.00 |
| M. Nighan | 260.00 | 5.70 | 1,482.00 |
| **Counsel & Associates Totals** | | **144.30** | **49,441.00** |
| **Paralegals** | | | |
| L. Roethel | 175.00 | 7.50 | 1,312.50 |
| G. Steiner | 285.00 | 10.50 | 2,992.50 |
| **Paralegals Totals** | | **18.00** | **4,305.00** |
| **Legal Assistant** | | | |
| J. LaMonday | 165.00 | 1.40 | 231.00 |
| **Total All Timekeepers:** | | **329.60** | **$112,042.00** |

| | | |
|---|---|---|
| **TOTAL MINUS DISCOUNT:** | | **$108,927.00** |

2. The time records of Nixon Peabody, annexed hereto as Exhibit 1, provide a daily breakdown of the time spent by each Nixon Peabody timekeeper.

3. The blended hourly rate for all services during the Statement Period is $330.48.[2]

**B. Itemization of Services Rendered and Disbursements Incurred by Category**

4. The hours spent in these cases during the Statement Period for which Nixon Peabody seeks compensation itemized by billing category are as follows:

**TIMEKEEPER SUMMARY**

**B110- Case Administration**

| Timekeeper | Rate | Hours | Fees |
|---|---|---|---|
| **Partners** | | | |
| D. Drebsky | 350.00 | 1.50 | 525.00 |
| L. Harrington | 350.00 | 4.10 | 1,435.00 |
| D. Sklar | 350.00 | 0.80 | 280.00 |
| **Partners Totals** | | **5.40** | **2,240.00** |
| **Counsel** | | | |
| A. Pelletier | 350.00 | 0.20 | 70.00 |
| **Associate** | | | |
| C. Desiderio | 350.00 | 11.70 | 4,095.00 |
| **Counsel & Associates Totals** | | **11.90** | **4,165.00** |
| **Paralegals** | | | |
| G. Steiner | 285.00 | 10.20 | 2,907.00 |
| **Legal Assistant** | | | |
| J. LaMonday | 165.00 | 1.40 | 231.00 |
| **Total All Timekeepers:** | | **29.90** | **$9,543.00** |

[2] The blended hourly billing rate of $330.48 is derived by dividing the total fees of $108,927.00 by the total hours of 329.60.

**B120- Asset Analysis & Recovery**

| Timekeeper | Rate | Hours | Fees |
|---|---|---|---|
| **Partner** | | | |
| D. Sklar | 350.00 | 0.20 | 70.00 |
| **Associate** | | | |
| C. Desiderio | 350.00 | 2.60 | 1,575.00 |
| **Total All Timekeepers:** | | **2.80** | **$980.00** |

**B130- Asset Disposition**

| Timekeeper | Rate | Hours | Fees |
|---|---|---|---|
| **Partners** | | | |
| L. Cohen | 350.00 | 8.70 | 3,045.00 |
| L. Harrington | 350.00 | 2.80 | 980.00 |
| P. Millock | 350.00 | 14.60 | 5,110.00 |
| D. Sklar | 350.00 | 3.30 | 1,155.00 |
| **Partners Total** | | **29.40** | **10,290.00** |
| **Counsel** | | | |
| A. Pelletier | 350.00 | 7.60 | 2,660.00 |
| **Associates** | | | |
| C. Desiderio | 350.00 | 14.70 | 5,145.00 |
| D. Miller | 315.00 | 0.20 | 63.00 |
| **Counsel & Associates Total** | | **22.50** | **7,868.00** |
| **Paralegal** | | | |
| L. Roethel | 175.00 | 7.50 | 1,312.50 |
| **Total All Timekeepers:** | | **59.40** | **$19,470.50** |

**B140- Relief from Stay/Adequate Protection Proceedings**

| Timekeeper | Rate | Hours | Fees |
|---|---|---|---|
| **Partner** | | | |
| L. Harrington | 350.00 | 0.30 | 105.00 |
| **Associate** | | | |
| C. Desiderio | 350.00 | 3.20 | 1,120.00 |

| | | |
|---|---|---|
| **Total All Timekeepers:** | **3.50** | **$1,225.00** |

**B150- Meetings of and Communications with Creditors**

| Timekeeper | Rate | Hours | Fees |
|---|---|---|---|
| **Partners** | | | |
| L. Harrington | 350.00 | 5.90 | 2,065.00 |
| D. Sklar | 350.00 | 2.60 | 910.00 |
| **Partners Totals** | | **8.50** | **2,975.00** |
| **Associates** | | | |
| C. Desiderio | 350.00 | 10.90 | 3,815.00 |
| M. Nighan | 260.00 | 5.70 | 1,482.00 |
| **Associates Totals** | | **16.60** | **5,297.00** |
| **Total All Timekeepers:** | | **25.10** | **$8,272.00** |

**B160- Fee/Employment Applications**

| Timekeeper | Rate | Hours | Fees |
|---|---|---|---|
| **Partners** | | | |
| L. Harrington | 350.00 | 0.20 | 70.00 |
| D. Sklar | 350.00 | 0.20 | 70.00 |
| **Partners Totals** | | **0.40** | **140.00** |
| **Associate** | | | |
| C. Desiderio | 350.00 | 6.40 | 2,240.00 |
| **Total All Timekeepers:** | | **6.80** | **$2,380.00** |

**B170- Fee/Employment Objections**

| Timekeeper | Rate | Hours | Fees |
|---|---|---|---|
| **Associate** | | | |
| C. Desiderio | 350.00 | 0.80 | 280.00 |

| | | |
|---|---|---|
| **Total All Timekeepers:** | **0.80** | **$280.00** |

**B185- Assumption/Rejection of Leases and Contracts**

| Timekeeper | Rate | Hours | Fees |
|---|---|---|---|
| **Partners** | | | |
| L. Harrington | 350.00 | 1.80 | 630.00 |
| D. Sklar | 350.00 | 5.60 | 1,960.00 |
| **Partners Totals** | | **7.40** | **2,590.00** |
| **Associates** | | | |
| C. Desiderio | 350.00 | 13.50 | 4,725.00 |
| M. McGuire | 255.00 | 0.80 | 204.00 |
| **Associates Totals** | | **14.30** | **4,929.00** |
| **Total All Timekeepers:** | | **21.70** | **$7,519.00** |

**B190- Other Contested Matters (excluding assumption/rejection motions)**

| Timekeeper | Rate | Hours | Fees |
|---|---|---|---|
| **Partner** | | | |
| D. Sklar | 350.00 | 0.70 | 245.00 |
| **Associate** | | | |
| C. Desiderio | 350.00 | 3.00 | 1,050.00 |
| **Total All Timekeepers:** | | **3.70** | **$1,295.00** |

**B195- Non-Working Travel**

| Timekeeper | Rate | Hours | Fees |
|---|---|---|---|
| **Partners** | | | |
| L. Harrington | 350.00 | 6.50 | 9,275.00 |
| D. Sklar | 350.00 | 3.00 | 27,300.00 |
| **Partners Totals** | | **9.50** | **3,325.00** |

| | | | |
|---|---|---|---|
| **Associate** | | | |
| C. Desiderio | 350.00 | 8.30 | 2,905.00 |
| **Total All Timekeepers:** | | **17.80** | **$6,230.00** |
| **LESS 50% DISCOUNT:** | | | **-$3,115.00** |
| **TOTAL FOR TASK** | | | **$3,115.00** |

**B210- Business Operations**

| Timekeeper | Rate | Hours | Fees |
|---|---|---|---|
| **Partners** | | | |
| L. Cohen | 350.00 | 9.70 | 3,395.00 |
| J. Higgins | 350.00 | 2.00 | 700.00 |
| P. Millock | 350.00 | 2.00 | 700.00 |
| D. Sklar | 350.00 | 2.10 | 735.00 |
| **Partners Totals** | | **16.80** | **5,530.00** |
| **Associate** | | | |
| C. Desiderio | 350.00 | 4.10 | 1,435.00 |
| **Total All Timekeepers:** | | **19.90** | **$6,965.00** |

**B220- Employee Benefits/Pensions**

| Timekeeper | Rate | Hours | Fees |
|---|---|---|---|
| **Partners** | | | |
| L. Cohen | 350.00 | 0.30 | 105.00 |
| J. Higgins | 350.00 | 5.00 | 1,750.00 |
| E. Paley | 350.00 | 0.80 | 280.00 |
| V. Polsinelli | 350.00 | 4.80 | 1,680.00 |
| D. Sklar | 350.00 | 0.60 | 210.00 |
| **Partners Totals** | | **11.50** | **4,025.00** |
| **Associate** | | | |
| C. Desiderio | 350.00 | 1.10 | 385.00 |
| **Total All Timekeepers:** | | **12.60** | **$4,410.00** |

**B230- Financing/Cash Collections**

| Timekeeper | Rate | Hours | Fees |
|---|---|---|---|
| **Partners** | | | |
| L. Harrington | 350.00 | 17.10 | 5,985.00 |
| D. Sklar | 350.00 | 0.50 | 175.00 |
| **Partners Totals** | | **17.60** | **6,160.00** |
| **Associate** | | | |
| C. Desiderio | 350.00 | 1.70 | 595.00 |
| **Total All Timekeepers:** | | **19.30** | **$6,755.00** |

**B240- Tax Issues**

| Timekeeper | Rate | Hours | Fees |
|---|---|---|---|
| **Partners** | | | |
| E. Paley | 350.00 | 0.50 | 175.00 |
| D. Sklar | 350.00 | 0.40 | 140.00 |
| **Partners Totals** | | **0.90** | **315.00** |
| **Total All Timekeepers:** | | **0.90** | **315.00** |

**B250- Real Estate**

| Timekeeper | Rate | Hours | Fees |
|---|---|---|---|
| **Associate** | | | |
| D. Miller | 315.00 | 3.60 | 1,134.00 |
| **Total All Timekeepers:** | | **3.60** | **1,134.00** |

**B260- Board of Directors Matters**

| Timekeeper | Rate | Hours | Fees |
|---|---|---|---|
| **Partners** | | | |
| P. Millock | 350.00 | 0.10 | 35.00 |
| D. Sklar | 350.00 | 1.70 | 595.00 |

| | | | |
|---|---|---|---|
| **Partners Totals** | | **1.80** | **630.00** |
| **Associate** | | | |
| C. Desiderio | 350.00 | 1.30 | 455.00 |
| **Total All Timekeepers:** | | **3.10** | **$1,085.00** |

**B310- Claims and Administration and Objections**

| Timekeeper | Rate | Hours | Fees |
|---|---|---|---|
| **Partners** | | | |
| L. Harrington | 350.00 | 9.50 | 3,325.00 |
| D. Sklar | 350.00 | 3.50 | 1,225.00 |
| **Partners Totals** | | **13.00** | **4,550.00** |
| **Associates** | | | |
| C. Desiderio | 350.00 | 7.70 | 2,695.00 |
| M. McGuire | 255.00 | 3.60 | 918.00 |
| **Associates Totals** | | **11.30** | **3,613.00** |
| **Paralegal** | | | |
| G. Steiner | 285.00 | 0.3 | 85.50 |
| **Total All Timekeepers:** | | **24.60** | **$8,248.50** |

**B320- Plan and Disclosure Statement (including Business Plan)**

| Timekeeper | Rate | Hours | Fees |
|---|---|---|---|
| **Partners** | | | |
| L. Harrington | 350.00 | 22.20 | 7,770.00 |
| D. Sklar | 350.00 | 9.00 | 3,150.00 |
| **Partners Totals** | | **31.20** | **10,920.00** |
| **Associate** | | | |
| C. Desiderio | 350.00 | 39.40 | 13,790.00 |
| **Total All Timekeepers:** | | **70.60** | **$24,710.00** |

**B410- General Bankruptcy Advice/Opinions**

| Timekeeper | Rate | Hours | Fees |
|---|---|---|---|
| **Counsel** | | | |
| A. Pelletier | 350.00 | 0.90 | 315.00 |
| **Total All Timekeepers:** | | **0.90** | **$315.00** |

**B420- Restructurings**

| Timekeeper | Rate | Hours | Fees |
|---|---|---|---|
| **Partner** | | | |
| P. Millock | 350.00 | 2.60 | 910.00 |
| **Total All Timekeepers:** | | **2.60** | **$910.00** |

**C. Reimbursement of Expenses Sought for the Statement Period**

5. The disbursements of Nixon Peabody for the Statement Period are as follows:

**For Charges and Disbursements:**

| Description | Amount |
|---|---|
| Copier | 149.72 |
| Copy Service | 1,310.31 |
| Express Delivery Service | 77.21 |
| Extranet Services | 200.00 |
| Filing/Recording Fees | 293.00 |
| Lodging | 155.85 |
| Meals | 74.47 |
| Other Professional Services | 271.00 |
| Outside Service | 54.44 |
| Publications | 115.75 |
| Travel | 451.18 |
| TOTAL CHARGES AND DISBURSEMENTS: | $ 3,152.93 |

**D. Total Amount Sought for Statement Period**

6. The total amounts sought at this time for fees for professional services rendered and reimbursement of disbursements incurred for the Statement Period are as follows:

| | |
|---|---|
| Total Fees | $108,927.00 |
| Total Disbursements | $3,152.93 |
| **TOTAL** | **$112,079.93** |

**E. Amount Payable After Holdback**

7. Pursuant to the Interim Compensation Order, the amount payable to Nixon Peabody for this Statement Period with respect to the amounts sought herein, after adjusting for the twenty percent (20%) holdback, is $90,294.53.[3]

8. Nixon Peabody respectfully requests that such amount be paid pursuant to the Court's Interim Compensation Order.

Dated: April 18, 2013
New York, New York

/s/ Christopher M. Desiderio
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[3] The amount payable of $90,294.53 is calculated by multiplying $108,927.00 (the amount requested for services) by eighty percent (80%) and then adding $3,152.93 (the amount requested for disbursements) (i.e., ($108,927.00 × 0.8) + $3,152.93 = $90,294.53).

**EXHIBIT A**