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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
ST. FRANCIS' HOSPITAL,	:	Case No. 13-37725 (CGM)
POUGHKEEPSIE, NEW YORK, <i>et al.</i>,¹	:	
	:	(Jointly Administered)
Debtors.	:	
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**SCHEDULES OF ASSETS AND LIABILITIES FOR
SAINT FRANCIS HEALTH CARE FOUNDATION, INC.
(CASE NO. 13-37726 (CGM))**

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).

SCHEDULES OF ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS

GENERAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY AND DISCLAIMER REGARDING DEBTOR'S¹ STATEMENT OF FINANCIAL AFFAIRS WITH SCHEDULES²

1. The Schedules of Assets and Liabilities (the "Schedules") and the Statement of Financial Affairs (the "SOFA" and collectively, with the Schedules the "Schedules and SOFA") of Saint Francis Health Care Foundation, Inc. (the "Foundation" or the "Debtor") have been prepared pursuant to 11 U.S.C. § 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure by the Debtor's management with the assistance of their court-appointed advisors and are unaudited. The Debtor makes no representation that any of the financial information contained in the Schedules and SOFA has been prepared in accordance with Generally Accepted Accounting Principles ("GAAP").
2. Although management has made every reasonable effort to ensure that the Schedules and SOFA are accurate and complete based on the information that was available to it at the time of their preparation, subsequent information may result in material changes to these Schedules and SOFA, and inadvertent errors or omissions may exist. Moreover, because the Schedules and SOFA contain unaudited information that is subject to further review and potential adjustment, there can be no assurance that these Schedules and Statement are complete. The Debtor reserves all rights to amend and/or supplement its Schedules and SOFAs as is necessary and appropriate. Furthermore, nothing contained in the Schedules and SOFAs shall constitute a waiver of any rights or claims of the Debtor against any third party, or in or with respect to any aspect of this chapter 11 case.
3. The contents of the Schedules and SOFA neither constitutes a waiver of any rights or claims of the Debtor nor is an admission of the existence, amount or nature of potential claims against the Debtor. The Debtor reserves its rights to dispute or challenge the status and amount of any claimant listed on Schedules D, E, and F; as well as its validity, priority, perfection, or the extent of any lien securing any claim listed on Schedule D.

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 d/b/a Saint Francis' Hospital and Health Care Centers (8503), Saint Francis Home Care Services Corporation (3842), SFH Ventures, Inc., d/b/a The Hearing Works (0024) ("SFH Ventures"), Saint Francis Health Care Foundation, Inc. (5066) (the "Foundation"), and Saint Francis Hospital Preschool Program (1079)(collectively, the "Debtors").

² The Statement of Financial Affairs or Schedules of Assets and Liabilities begins immediately after these Global Notes

4. **Basis of Presentation:** The Schedules require the Debtor to report assets at current market values. In instances where the Debtor has market values, the Schedules and SOFA reflect those values. Otherwise, the Debtor has reported assets on a net book value or other available basis and noted such treatment. For these and other reasons, the Schedules and SOFA may not reconcile to the Debtor's books and records recorded on a GAAP basis. The Debtor makes no representation of the value ultimately realizable from or the collectability of any assets presented herein. SFHHC does not maintain full, separate, stand-alone accounting records for certain entities. The Schedules and SOFA do not purport to represent financial statements prepared in accordance with GAAP and do not necessarily reflect the amounts that would be set forth in financial statements prepared in accordance with GAAP.
5. **Confidentiality:** There may be instances within the Schedules and SOFA where either names, addresses or amounts have been redacted. Due to the nature of an agreement between the Debtor and a third party, concerns of confidentiality, or concerns for the privacy of an individual based on the Health Insurance Portability and Accountability Act of 1996 ("HIPAA") or otherwise, the Debtor may have deemed it appropriate and necessary to avoid listing such names, addresses, and amounts.
6. **Causes of Action:** The Debtor, despite its best efforts, may not have set forth all of its claims or causes of action against third parties as assets in its Schedules and SOFA. The Debtor reserves any and all of its rights with respect to any and all claims or causes of action it may have, and neither these General Notes, the Specific Notes, or the Schedules or SOFA shall be deemed a waiver of any such claim or cause of action.
7. **Claims Description:** Any failure to designate a claim on the Debtor's Schedules as "disputed", "contingent", or "unliquidated" does not constitute an admission by the Debtor that such amount is not "disputed", "contingent", or "unliquidated." The Debtor reserves the right to dispute, or to assert offsets or defenses to, any claim reflected on the Schedules as to amount, liability, or classification, or to otherwise subsequently designate any claim as "disputed", "contingent", or "unliquidated." Moreover, the Debtor reserves the right to challenge the amount, nature, and classification of any claim or item listed on its Schedules.
8. **Current Market Value of Assets:** It would be expensive and unduly burdensome to obtain current market valuations of the Debtor's property interests. Accordingly, unless otherwise indicated, net book values, rather than current market values, of the Debtor's interests in property are reflected in the Debtor's schedules and SOFA. Amounts ultimately realized from any asset, or the actual value of any such asset to the extent it must be determined in connection with this chapter 11 case, may vary from the values stated in the Schedules and SOFA and such variance may be material. The Debtor reserves the right to contend and/or prove that the value of any asset set forth in the Schedules may,

in fact, be different from the value ascribed to that asset in the Schedules and SOFA.

9. Specific Notes: These General Notes are in addition to the Specific Notes set forth in the Schedules and SOFA. Disclosure of information in one Schedule, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule or Statement. The fact that the Debtor has prepared a note with respect to a particular Schedule or Statement and not to others does not reflect, and should not be interpreted, as a decision by the Debtor to exclude the applicability of such note to any or all of the Debtor's remaining Schedules or SOFA, as appropriate.
10. Dates. Unless otherwise indicated, all amounts are listed as of December 17, 2013, the date the Debtor commenced its chapter 11 case (the "Commencement Date").
11. General Reservation of Rights: The Debtor specifically reserves the right to amend, modify, supply, correct, change, or alter any part of its Schedules and SOFA as and to the extent necessary as appropriate.

SCHEDULES

12. Schedule F: Creditors Holding Unsecured Non Priority Claims. The liabilities identified in Schedule F are derived from the Debtor's books and records, which may or may not, in fact, be completely accurate, but they do represent a reasonable attempt by the Debtor to set forth its unsecured obligations. The Debtor has made every effort to allocate liabilities between the pre-and post-petition periods based upon the information and research that was conducted in connection with the preparation of the Schedules and SOFA. As additional information becomes available and further research is conducted, the allocation of liabilities between pre-petition and post-petition periods may change. Accordingly, the amounts shown on Schedule F may change and the actual amount of claims against the Debtor may vary significantly from the represented liabilities. Parties in interest should not accept that the listed liabilities necessarily reflect the correct amount of any unsecured creditor's allowed claims or the correct amount of all unsecured claims. Similarly, parties in interest should not anticipate that recoveries in these cases will reflect the relationship of aggregate asset values and aggregate liabilities set forth in the Schedules. Parties in interest should consult their own professionals and advisors with respect to pursuing a claim. Although the Debtor and its professionals have generated financial information the Debtor believes to be reasonable, actual liabilities (and assets) may deviate significantly from the Schedules due to certain events that occur throughout this chapter 11 case. The claims listed in Schedule F arose or were incurred on various dates. In certain instances, the date on which a claim arose may be unknown or subject to dispute. Although reasonable efforts have

been made to determine the date upon which claims listed in Schedule F was incurred or arose, fixing that date for each claim in Schedule F would be unduly burdensome and cost prohibitive and, therefore, the Debtor has not listed a date for each claim listed on Schedule F.

The Debtor sought and received authorization of the Bankruptcy Court for the Southern District of New York to pay certain prepetition claims, including but not limited to, employee reimbursable expenses. Accordingly, the Debtor expects to pay during the pendency of these cases, certain prepetition claims included on Schedules F. The claim amounts for these items may, therefore, be eliminated or satisfied in whole or in part during this case.

13. Schedule G : Executory Contracts. Although reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, inadvertent errors, omissions, or over-inclusion may have occurred. The Debtor does not make, and specifically disclaims, any representation or warranty as to the completeness or accuracy of the information set forth herein. The Debtor hereby reserves all of its rights to dispute the validity, status, or enforceability of any contract or other agreement set forth in Schedule G that may have expired or may have been modified, amended, and supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters and other documents, instruments, and agreements which may not be listed therein. Moreover, the Debtor reserves its rights to dispute the characterization of any contract in Schedule G as executory. The listing of a purported executory contract or unexpired lease on Schedule G is not an admission by the Debtor that the contract in fact is executory or the lease is in fact (a) a "true" lease - and not a disguised financing transaction or (b) unexpired. In some cases, the same supplier or provider appears multiple times in Schedule G. This multiple listing is intended to reflect distinct agreements between the Debtor and such supplier or provider. The failure to list a supplier or provider in multiple entries, however, is not a waiver of the Debtor's right to claim that an executory contract or unexpired lease is, in fact, multiple agreements rather than one integrated agreement. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G. In addition, the Debtor may have entered into various other types of agreements in the ordinary course of its business, such as easements, right of way, subordination, nondisturbance and attornment agreements, supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents are also not set forth in Schedule G.

STATEMENT OF FINANCIAL AFFAIRS (“SOFA”)

SOFA 3(b) - PAYMENTS MADE WITHIN 90 DAYS TO ANY CREDITOR AND SOFA 3(c) - PAYMENTS MADE WITHIN ONE YEAR TO OR FOR THE BENEFIT OF CREDITORS WHO WERE INSIDERS

Due to concerns over the confidential nature of the data, **SOFA 3(b)** lists the total payroll funded for each payroll period and does not provide employee level detail. The Debtor has retained and can make employee level information available in appropriate circumstances and to appropriate parties subject to the assurance of confidentiality. Payroll and related payments to insiders are detailed on **SOFA 3(c)**.

SOFA 3(b) and **SOFA 3(c)** detail all transfers between Debtors – intercompany transfers – within the 90 day period or one year period, respectively. It is the position of the Debtor that not all such transfers are “payments to creditors”; rather, many are transfers resulting from operation of the Debtor's consolidated, centralized cash management system. However, the Debtor has included this detail in the interest of completeness and full disclosure.

SOFA 3(c) includes payments to individuals who currently are or were Insiders during the last year. **SOFA 3(c)** does not include payments within one year to individuals who were previously insiders but were not insiders at any time during the one year immediately prior to the petition date.

Please note that some Debtor's SOFA do not include **SOFA 3(b)** and / or **SOFA 3(c)**.

SOFA 9 - PAYMENTS RELATED TO DEBT COUNSELING OR BANKRUPTCY

The information responsive to **SOFA 9** is identical for each Debtor and, accordingly, is only completed for St. Francis' Hospital, Poughkeepsie, New York. St. Francis' Hospital, Poughkeepsie, New York made the payments detailed on **SOFA 9** on behalf of all Debtors as the services these professionals provided and continue to provide are for the benefit of all affiliated Debtors. The \$2.2 million shown on **SOFA 9** is the total amount of such payments made by the subject Debtors. All such payments were paid to the applicable professional as advance payment retainers.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re **Saint Francis Health Care Foundation, Inc.**

Debtor

Case No. **13-37726**Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

AMOUNTS SCHEDULED					
NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1			
B - Personal Property	Yes	10	\$7,227,298.14		
C - Property Claimed As Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	1		\$28,158,448.00	
E - Creditors Holding Unsecured Priority Claims	Yes	3			
F - Creditors Holding Unsecured Nonpriority Claims	Yes	1		\$499,739.00	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No				N/A
J - Current Expenditures of Individual Debtor(s)	No				N/A
Total Number of Sheets In ALL Schedules		19			
Total Assets			\$7,227,298.14		
Total Liabilities				\$28,658,187.00	

In re **Saint Francis Health Care Foundation, Inc.**
Debtor

Case No. **13-37726**
(If known)

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an 'H', 'W', 'J', or 'C' in the column labeled 'Husband, Wife, Joint or Community.' If the debtor holds no interest in real property, write 'None' under 'Description and Location of Property.'

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G- Executory Contracts and Unexpired Leases.

If any entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write 'None' in the column labeled 'Amount of Secured Claim.'

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
None				

Sheet no. 1 of 1 sheets attached to Schedule of
Real Property

(Use only on the last page of the completed Schedule A)

Total
(Report total also on Summary of Schedules)

In re **Saint Francis Health Care Foundation, Inc.**
Debtor

Case No. **13-37726**
(If known)

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None". If additional space is needed in any category attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community". If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY		NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
01 CASH ON HAND.	<input type="checkbox"/>		PETTY CASH		\$72.00

In re **Saint Francis Health Care Foundation, Inc.**
Debtor

Case No. **13-37726**
(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	NONE DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
02 CHECKING, SAVINGS OR OTHER FINANCIAL ACCOUNTS, CERTIFICATES OF DEPOSIT, OR SHARES IN BANKS, SAVINGS AND LOAN, THRIFT, BUILDING AND LOAN, AND HOMESTEAD ASSOCIATIONS, OR CREDIT UNIONS, BROKERAGE HOUSES, OR COOPERATIVES.	<input type="checkbox"/> STIFEL NICOLAUS ST FRANCIS HEALTHCARE FDNT, INC. SOLUTIONS MANAGED ACCOUNT – RESTRICTED CASH ACCOUNT NUMBER P451-3691-8927	\$9,495.20
	<input type="checkbox"/> MORGAN STANLEY SMITH BARNEY ST FRANCIS HEALTHCARE FOUNDATION - LYNCH RESTRICTED CASH ACCOUNT #355-108465-024	\$1,665.33
	<input type="checkbox"/> M&T BANK OPERATING ACCOUNT – CASH ACCOUNT ACCOUNT NUMBER 9856798807	\$506,396.00
	<input type="checkbox"/> STIFEL NICOLAUS ST FRANCIS HEALTHCARE FDNT, INC. SOLUTIONS MANAGED ACCOUNT – RESTRICTED CASH ACCOUNT NUMBER P451-1197-6699	\$38,943.65
	<input type="checkbox"/> STIFEL NICOLAUS ST FRANCIS HEALTHCARE FDNT, INC. CASH ACCOUNT NUMBER XCP4-3485-2282	\$0.00
	<input type="checkbox"/> MORGAN STANLEY SMITH BARNEY ST FRANCIS HEALTHCARE FOUNDATION – PANICHI FAMILY CCL ENDOWMENT RESTRICTED CASH ACCOUNT #355-108458-024	\$2,902.99
	<input type="checkbox"/> MORGAN STANLEY SMITH BARNEY ST FRANCIS HEALTH CARE FOUNDATION ZORZOLI MEMORIAL FUND (BOND) RESTRICTED CASH ACCOUNT #355-106619-024	\$4,037.41
	<input type="checkbox"/> MORGAN STANLEY SMITH BARNEY ST FRANCIS HEALTH CARE FOUNDATION ZORZOLI MEMORIAL FUND (STOCK) RESTRICTED CASH ACCOUNT #355-107890-024	\$4,111.64

In re **Saint Francis Health Care Foundation, Inc.**
Debtor

Case No. **13-37726**
(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	NONE DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
02 CHECKING, SAVINGS OR OTHER FINANCIAL ACCOUNTS, CERTIFICATES OF DEPOSIT, OR SHARES IN BANKS, SAVINGS AND LOAN, THRIFT, BUILDING AND LOAN, AND HOMESTEAD ASSOCIATIONS, OR CREDIT UNIONS, BROKERAGE HOUSES, OR COOPERATIVES.	<input type="checkbox"/> MORGAN STANLEY SMITH BARNEY ST FRANCIS HEALTH CARE FOUNDATION - DOBO RESTRICTED CASH ACCOUNT #355-107891-024	\$1,574.35
	<input type="checkbox"/> MORGAN STANLEY SMITH BARNEY ST FRANCIS HEALTHCARE FOUNDATION – WHALEN FUND RESTRICTED CASH ACCOUNT #355-107894-024	\$2,800.98
	<input type="checkbox"/> MORGAN STANLEY SMITH BARNEY ST FRANCIS HEALTHCARE FOUNDATION – CONKLIN FUND RESTRICTED CASH ACCOUNT #355-107895-024	\$46,653.17
	<input type="checkbox"/> MORGAN STANLEY SMITH BARNEY ST FRANCIS HEALTHCARE FOUNDATION ACTIVE ASSETS ACCOUNT ACCOUNT #355-106615-024	\$0.00
	<input type="checkbox"/> MORGAN STANLEY SMITH BARNEY ST FRANCIS HEALTHCARE FOUNDATION – NURSING & ALLIED HEALTH RESTRICTED CASH ACCOUNT #355-107693-024	\$1,349.46
03 SECURITY DEPOSITS WITH PUBLIC UTILITIES, TELEPHONE COMPANIES, LANDLORDS, AND OTHERS.	<input checked="" type="checkbox"/>	
04 HOUSEHOLD GOODS AND FURNISHINGS, INCLUDING AUDIO, VIDEO, AND COMPUTER EQUIPMENT.	<input checked="" type="checkbox"/>	

In re **Saint Francis Health Care Foundation, Inc.**
Debtor

Case No. **13-37726**
(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	<div>NONE</div> <div>DESCRIPTION AND LOCATION OF PROPERTY</div>	<div>HUSBAND, WIFE, JOINT OR COMMUNITY</div> <div>CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION</div>
05 BOOKS, PICTURES AND OTHER ART OBJECTS, ANTIQUES, STAMP, COIN, RECORD, TAPE, COMPACT DISC, AND OTHER COLLECTIONS OR COLLECTIBLES.	<input checked="" type="checkbox"/>	
06 WEARING APPAREL.	<input checked="" type="checkbox"/>	
07 FURS AND JEWELRY.	<input checked="" type="checkbox"/>	
08 FIREARMS AND SPORTS, PHOTOGRAPHIC, AND OTHER HOBBY EQUIPMENT.	<input checked="" type="checkbox"/>	
09 INTERESTS IN INSURANCE POLICIES. NAME INSURANCE COMPANY OF EACH POLICY AND ITEMIZE SURRENDER OR REFUND VALUE OF EACH.	<input type="checkbox"/> LAURA HOSKINS POLICY NUMBER 13114962	UNKNOWN
	<input type="checkbox"/> BARABAR PHILIP POLICY NUMBER C11994193	UNKNOWN
	<input type="checkbox"/> INGRID KULICK POLICY NUMBER 13011631	UNKNOWN
10 ANNUITIES. ITEMIZE AND NAME EACH INSURER.	<input checked="" type="checkbox"/>	

Case No. 13-37726
(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	
			CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	
11 INTERESTS IN AN EDUCATION IRA AS DEFINED IN 26 U.S.C. § 530(B)(1) OR UNDER A QUALIFIED STATE TUITION PLAN AS DEFINED IN 26 U.S.C. § 529(B)(1). GIVE PARTICULARS. (FILE SEPARATELY THE RECORD(S) OF ANY SUCH INTEREST(S). 11 U.S.C. § 521(C).)	<input checked="" type="checkbox"/>			
12 INTERESTS IN IRA, ERISA, KEOGH, OR OTHER PENSION OR PROFIT SHARING PLANS. ITEMIZE.	<input checked="" type="checkbox"/>			
13 STOCK AND INTERESTS IN INCORPORATED BUSINESSES. ITEMIZE.	<input checked="" type="checkbox"/>			
14 INTERESTS IN PARTNERSHIPS OR JOINT VENTURES. ITEMIZE.	<input checked="" type="checkbox"/>			

In re **Saint Francis Health Care Foundation, Inc.**
Debtor

Case No. **13-37726**
(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	NONE DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
15 GOVERNMENT AND CORPORATE BONDS AND OTHER NEGOTIABLE AND NON-NEGOTIABLE INSTRUMENTS.	<input type="checkbox"/> STIFEL NICOLAUS ST FRANCIS HEALTHCARE FDNT, INC. SOLUTIONS MANAGED ACCOUNT – RESTRICTED FUNDS ACCOUNT NUMBER P451-3691-8927	\$1,279,835.00
	<input type="checkbox"/> STIFEL NICOLAUS ST FRANCIS HEALTHCARE FDNT, INC. SOLUTIONS MANAGED ACCOUNT – RESTRICTED FUNDS ACCOUNT NUMBER P451-1197-6699	\$1,912,239.00
	<input type="checkbox"/> STIFEL NICOLAUS ST FRANCIS HEALTHCARE FDNT, INC. CASH ACCOUNT NUMBER XCP4-3485-2282	\$0.00
	<input type="checkbox"/> MORGAN STANLEY SMITH BARNEY ST FRANCIS HEALTH CARE FOUNDATION ZORZOLI MEMORIAL FUND (BOND) RESTRICTED FUNDS ACCOUNT #355-106619-024	\$444,435.98
	<input type="checkbox"/> MORGAN STANLEY SMITH BARNEY ST FRANCIS HEALTH CARE FOUNDATION ZORZOLI MEMORIAL FUND (STOCK) RESTRICTED FUNDS ACCOUNT #355-107890-024	\$190,145.44
	<input type="checkbox"/> MORGAN STANLEY SMITH BARNEY ST FRANCIS HEALTH CARE FOUNDATION - DOBO RESTRICTED FUNDS ACCOUNT #355-107891-024	\$55,224.95
	<input type="checkbox"/> MORGAN STANLEY SMITH BARNEY ST FRANCIS HEALTHCARE FOUNDATION – WHALEN FUND RESTRICTED FUNDS ACCOUNT #355-107894-024	\$121,669.93
	<input type="checkbox"/> MORGAN STANLEY SMITH BARNEY ST FRANCIS HEALTHCARE FOUNDATION – CONKLIN FUND RESTRICTED FUNDS ACCOUNT #355-107895-024	\$509,705.01
	<input type="checkbox"/> MORGAN STANLEY SMITH BARNEY ST FRANCIS HEALTHCARE FOUNDATION – PANICHI FAMILY CCL ENDOWMENT RESTRICTED FUNDS ACCOUNT #355-108458-024	\$144,889.22

In re **Saint Francis Health Care Foundation, Inc.**
Debtor

Case No. **13-37726**
(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	NONE DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
15 GOVERNMENT AND CORPORATE BONDS AND OTHER NEGOTIABLE AND NON-NEGOTIABLE INSTRUMENTS.	<input type="checkbox"/> MORGAN STANLEY SMITH BARNEY ST FRANCIS HEALTHCARE FOUNDATION - LYNCH RESTRICTED FUNDS ACCOUNT #355-108465-024	\$17,819.64
	<input type="checkbox"/> MORGAN STANLEY SMITH BARNEY ST FRANCIS HEALTHCARE FOUNDATION – NURSING & ALLIED HEALTH RESTRICTED CASH ACCOUNT #355-107693-024	\$41,315.79
16 ACCOUNTS RECEIVABLE.	<input checked="" type="checkbox"/>	
17 ALIMONY, MAINTENANCE, SUPPORT, AND PROPERTY SETTLEMENTS TO WHICH THE DEBTOR IS OR MAY BE ENTITLED. GIVE PARTICULARS.	<input checked="" type="checkbox"/>	
18 OTHER LIQUIDATED DEBTS OWING DEBTOR INCLUDE TAX REFUNDS. GIVE PARTICULARS.	<input type="checkbox"/> PLEDGE RECEIVABLES	\$676,453.00
	<input type="checkbox"/> UNITRUST RECEIVABLE	\$448,015.00
	<input type="checkbox"/> PREPAID EXPENSES	\$25,034.00
	<input type="checkbox"/> OTHER RECEIVABLE	\$1,204.00
19 EQUITABLE OR FUTURE INTERESTS, LIFE ESTATES, AND RIGHTS OR POWERS EXERCISABLE FOR THE BENEFIT OF THE DEBTOR OTHER THAN THOSE LISTED IN SCHEDULE OF REAL PROPERTY.	<input checked="" type="checkbox"/>	

In re **Saint Francis Health Care Foundation, Inc.**
Debtor

Case No. **13-37726**
(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
20 CONTINGENT AND NON-CONTINGENT INTERESTS IN ESTATE OF A DECEDENT, DEATH BENEFIT PLAN, LIFE INSURANCE POLICY, OR TRUST.	<input checked="" type="checkbox"/>		
21 OTHER CONTINGENT AND UNLIQUIDATED CLAIMS OF EVERY NATURE, INCLUDING TAX REFUNDS, COUNTERCLAIMS OF THE DEBTOR, AND RIGHTS TO SETOFF CLAIMS. GIVE ESTIMATED VALUE OF EACH.	<input checked="" type="checkbox"/>		
22 PATENTS, COPYRIGHTS, AND OTHER INTELLECTUAL PROPERTY. GIVE PARTICULARS.	<input checked="" type="checkbox"/>		
23 LICENSES, FRANCHISES, AND OTHER GENERAL INTANGIBLES. GIVE PARTICULARS.	<input checked="" type="checkbox"/>		
24 CUSTOMER LISTS OR OTHER COMPILATIONS CONTAINING PERSONALLY IDENTIFIABLE INFORMATION (AS DEFINED IN 11 U.S.C. § 101(41A)) PROVIDED TO THE DEBTOR BY INDIVIDUALS IN CONNECTION WITH OBTAINING A PRODUCT OR SERVICE FROM THE DEBTOR PRIMARILY FOR PERSONAL, FAMILY, OR HOUSEHOLD PURPOSES.	<input checked="" type="checkbox"/>		

In re **Saint Francis Health Care Foundation, Inc.**
Debtor

Case No. **13-37726**
(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	<div>NONE</div> <div>DESCRIPTION AND LOCATION OF PROPERTY</div>	<div>HUSBAND, WIFE, JOINT OR COMMUNITY</div> <div>CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION</div>
25 AUTOMOBILES, TRUCKS, TRAILERS, AND OTHER VEHICLES AND ACCESSORIES.	<input checked="" type="checkbox"/>	
26 BOATS, MOTORS, AND ACCESSORIES.	<input checked="" type="checkbox"/>	
27 AIRCRAFT AND ACCESSORIES.	<input checked="" type="checkbox"/>	
28 OFFICE EQUIPMENT, FURNISHINGS, AND SUPPLIES.	<input type="checkbox"/> BULIDINGS AND MAJOR MOVABLE EQUIPMENT	\$209,405.00
29 MACHINERY, FIXTURES, EQUIPMENT AND SUPPLIES USED IN BUSINESS.	<input checked="" type="checkbox"/>	
30 INVENTORY.	<input checked="" type="checkbox"/>	
31 ANIMALS.	<input checked="" type="checkbox"/>	
32 CROPS - GROWING OR HARVESTED. GIVE PARTICULARS.	<input checked="" type="checkbox"/>	
33 FARMING EQUIPMENT AND IMPLEMENTS.	<input checked="" type="checkbox"/>	
34 FARM SUPPLIES, CHEMICALS, AND FEED.	<input checked="" type="checkbox"/>	

In re **Saint Francis Health Care Foundation, Inc.**
Debtor

Case No. **13-37726**
(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	NONE DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
35 OTHER PERSONAL PROPERTY OF ANY KIND NOT ALREADY LISTED. ITEMIZE.	<input type="checkbox"/> GIFTS IN KIND	\$2,200.00
	<input type="checkbox"/> PROPERTY DONATED	\$527,705.00

Sheet no. 10 of 10 sheets attached to Schedule of
Personal Property

(Use only on the last page of the completed Schedule B)

<p>\$7,227,298.14 PLUS UNKNOWN</p> <p>(Report total also on Summary of Schedules)</p>

In re **Saint Francis Health Care Foundation, Inc.**
Debtor

Case No. **13-37726**
(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:
(Check one box)

- ☐ 11 U.S.C. 522(b)(2)
☐ 11 U.S.C. 522(b)(3)
☐ Check if debtor claims a homestead exemption that exceeds \$155,675.*

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTION
Not Applicable	Not Applicable		

In re **Saint Francis Health Care Foundation, Inc.**

Case No. **13-37726**

Debtor

(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests. List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", including the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband,

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER (See instructions Above)	CODEBTOR		CONTINGENT		UNSECURED PORTION, IF ANY
	X	HUSBAND, WIFE, JOINT OR COMMUNITY	X	UNLIQUIDATED	
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN		DISPUTED AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	
Vendor No: s6219					
MANUFACTURERS AND TRADERS TRUST CO, AS INDENTURE TRUSTEE C/O AARON G MCMANUES, BANKING ONE M & T PLAZA - 7TH FLOOR BUFFALO, NY 14203	X	MONEY LOANED SUBSTANTIALLY ALL ASSETS OF THE HOSPITAL AS MORE FULLY DESCRIBED IN THE BOND DOCUMENTS		\$28,158,448.00	
		Value: Unknown			

Sheet no. 1 of 1 sheets attached to Schedule of
Creditors Holding Secured Claims

Total Unsecured

Total Secured

\$28,158,448.00

(Use only on the last page of the completed Schedule D)

(Report total also on Summary of Schedules)

In re **Saint Francis Health Care Foundation, Inc.**

Case No. **13-37726**

Debtor

(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed.R.Bankr.P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditor, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J" or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. If applicable, also report this total on the Means Test form.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPE OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order of relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

In re **Saint Francis Health Care Foundation, Inc.**
Debtor

Case No. **13-37726**
(If known)

☐ **Certain Farmers and Fishermen**

Claims of certain farmers and fishermen, up to a maximum of \$6,150* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,775* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and Other Certain Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9)

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

1 continuation sheets attached

* Amounts are subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **Saint Francis Health Care Foundation, Inc.**
Debtor

Case No. **13-37726**
(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER (See instructions Above)	CODEBTOR			CONTINGENT			AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM			UNLIQUIDATED			
					DISPUTED			
					AMOUNT OF CLAIM			
ACCOUNT NO.								

In re **Saint Francis Health Care Foundation, Inc.**

Case No. **13-37726**

Debtor

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", including the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primary consumer debts filing a case under chapter 7, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER (See instructions Above)	CODEBTOR		CONTINGENT	
	HUSBAND, WIFE, JOINT OR COMMUNITY		UNLIQUIDATED	
	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE		DISPUTED	
Vendor No.				AMOUNT OF CLAIM
s3809				
ST FRANCIS HOSPITAL, POUGHKEEPSIE, NEW YORK 241 NORTH ROAD POUGHKEEPSIE, NY 12601		UNKNOWN INTERCOMPANY PAYABLE		\$499,739.00

In re **Saint Francis Health Care Foundation, Inc.**

Debtor

Case No. **13-37726**

(If known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any time share interests.

State nature of debtor's interest in contract, i.e. "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of the lease.

Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed.R. Bankr. P. 1007(m).

NOTE: A party listed on this schedule will not receive notice of the filing of this case unless the party is also scheduled in the appropriate schedule of creditors.

☐ Check this box if debtor has no executory contracts or unexpired leases.

	NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
577	SAGE SOFTWARE INC PO BOX 849887 DALLAS, TX 75284	INFORMATION SVCS SOFTWARE LICENSE & SVC AGREEMENT SCOPE OF SERVICES: SOFTWARE LICENSE (ID: 1004.289C)
662	THE FOUNDATION CENTER 79 FIFTH AVE, 2ND FLOOR NEW YORK, NY 10003	INFORMATION SVCS SOFTWARE LICENSE & SVC AGREEMENT SCOPE OF SERVICE: ONLINE SUBSCRIPTION SERVICE (ID: 1004.285C)

In re **Saint Francis Health Care Foundation, Inc.**
Debtor

Case No. **13-37726**
(If known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
ST FRANCIS HOSPITAL, POUGHKEEPSIE, NEW YORK 241 NORTH ROAD POUGHKEEPSIE, NY 12601	MANUFACTURERS AND TRADERS TRUST CO, AS INDENTURE TRUSTEE C/O AARON G MCMANUES, BANKING ONE M & T PLAZA - 7TH FLOOR BUFFALO, NY 14203

In re Saint Francis Health Care Foundation, Inc.,

Case No. 13-37726

Debtor

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION

I, Kristin Cash-Holland, the Chief Financial Officer of Saint Francis Health Care Foundation, Inc., named as the debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 20 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

(Total shown on summary page plus 1.)

Date January 31, 2014

Signature

Kristin Cash-Holland

Kristin Cash-Holland

(print name of individual signing on behalf of debtor)

Chief Financial Officer

(indicate position or relationship to debtor)

NIXON PEABODY LLP
Daniel W. Sklar
Lee Harrington
Christopher M. Desiderio
437 Madison Avenue
New York, NY 10022
Telephone: (212) 940-3000
Facsimile: (212) 940-3111

*Counsel to the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re:	: Chapter 11
	:
ST. FRANCIS' HOSPITAL,	: Case No. 13-37725 (CGM)
POUGHKEEPSIE, NEW YORK, <i>et al.</i>,¹	:
	: (Jointly Administered)
Debtors.	:
-----X	

**STATEMENT OF FINANCIAL AFFAIRS FOR
SAINT FRANCIS HEALTH CARE FOUNDATION, INC.
(CASE NO. 13-37726 (CGM))**

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).

SCHEDULES OF ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS

GENERAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY AND DISCLAIMER REGARDING DEBTOR'S¹ STATEMENT OF FINANCIAL AFFAIRS WITH SCHEDULES²

1. The Schedules of Assets and Liabilities (the "Schedules") and the Statement of Financial Affairs (the "SOFA" and collectively, with the Schedules the "Schedules and SOFA") of Saint Francis Health Care Foundation, Inc. (the "Foundation" or the "Debtor") have been prepared pursuant to 11 U.S.C. § 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure by the Debtor's management with the assistance of their court-appointed advisors and are unaudited. The Debtor makes no representation that any of the financial information contained in the Schedules and SOFA has been prepared in accordance with Generally Accepted Accounting Principles ("GAAP").
2. Although management has made every reasonable effort to ensure that the Schedules and SOFA are accurate and complete based on the information that was available to it at the time of their preparation, subsequent information may result in material changes to these Schedules and SOFA, and inadvertent errors or omissions may exist. Moreover, because the Schedules and SOFA contain unaudited information that is subject to further review and potential adjustment, there can be no assurance that these Schedules and Statement are complete. The Debtor reserves all rights to amend and/or supplement its Schedules and SOFAs as is necessary and appropriate. Furthermore, nothing contained in the Schedules and SOFAs shall constitute a waiver of any rights or claims of the Debtor against any third party, or in or with respect to any aspect of this chapter 11 case.
3. The contents of the Schedules and SOFA neither constitutes a waiver of any rights or claims of the Debtor nor is an admission of the existence, amount or nature of potential claims against the Debtor. The Debtor reserves its rights to dispute or challenge the status and amount of any claimant listed on Schedules D, E, and F; as well as its validity, priority, perfection, or the extent of any lien securing any claim listed on Schedule D.

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 d/b/a Saint Francis' Hospital and Health Care Centers (8503), Saint Francis Home Care Services Corporation (3842), SFH Ventures, Inc., d/b/a The Hearing Works (0024) ("SFH Ventures"), Saint Francis Health Care Foundation, Inc. (5066) (the "Foundation"), and Saint Francis Hospital Preschool Program (1079)(collectively, the "Debtors").

² The Statement of Financial Affairs or Schedules of Assets and Liabilities begins immediately after these Global Notes

4. **Basis of Presentation:** The Schedules require the Debtor to report assets at current market values. In instances where the Debtor has market values, the Schedules and SOFA reflect those values. Otherwise, the Debtor has reported assets on a net book value or other available basis and noted such treatment. For these and other reasons, the Schedules and SOFA may not reconcile to the Debtor's books and records recorded on a GAAP basis. The Debtor makes no representation of the value ultimately realizable from or the collectability of any assets presented herein. SFHHC does not maintain full, separate, stand-alone accounting records for certain entities. The Schedules and SOFA do not purport to represent financial statements prepared in accordance with GAAP and do not necessarily reflect the amounts that would be set forth in financial statements prepared in accordance with GAAP.
5. **Confidentiality:** There may be instances within the Schedules and SOFA where either names, addresses or amounts have been redacted. Due to the nature of an agreement between the Debtor and a third party, concerns of confidentiality, or concerns for the privacy of an individual based on the Health Insurance Portability and Accountability Act of 1996 ("HIPAA") or otherwise, the Debtor may have deemed it appropriate and necessary to avoid listing such names, addresses, and amounts.
6. **Causes of Action:** The Debtor, despite its best efforts, may not have set forth all of its claims or causes of action against third parties as assets in its Schedules and SOFA. The Debtor reserves any and all of its rights with respect to any and all claims or causes of action it may have, and neither these General Notes, the Specific Notes, or the Schedules or SOFA shall be deemed a waiver of any such claim or cause of action.
7. **Claims Description:** Any failure to designate a claim on the Debtor's Schedules as "disputed", "contingent", or "unliquidated" does not constitute an admission by the Debtor that such amount is not "disputed", "contingent", or "unliquidated." The Debtor reserves the right to dispute, or to assert offsets or defenses to, any claim reflected on the Schedules as to amount, liability, or classification, or to otherwise subsequently designate any claim as "disputed", "contingent", or "unliquidated." Moreover, the Debtor reserves the right to challenge the amount, nature, and classification of any claim or item listed on its Schedules.
8. **Current Market Value of Assets:** It would be expensive and unduly burdensome to obtain current market valuations of the Debtor's property interests. Accordingly, unless otherwise indicated, net book values, rather than current market values, of the Debtor's interests in property are reflected in the Debtor's schedules and SOFA. Amounts ultimately realized from any asset, or the actual value of any such asset to the extent it must be determined in connection with this chapter 11 case, may vary from the values stated in the Schedules and SOFA and such variance may be material. The Debtor reserves the right to contend and/or prove that the value of any asset set forth in the Schedules may,

in fact, be different from the value ascribed to that asset in the Schedules and SOFA.

9. Specific Notes: These General Notes are in addition to the Specific Notes set forth in the Schedules and SOFA. Disclosure of information in one Schedule, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule or Statement. The fact that the Debtor has prepared a note with respect to a particular Schedule or Statement and not to others does not reflect, and should not be interpreted, as a decision by the Debtor to exclude the applicability of such note to any or all of the Debtor's remaining Schedules or SOFA, as appropriate.
10. Dates. Unless otherwise indicated, all amounts are listed as of December 17, 2013, the date the Debtor commenced its chapter 11 case (the "Commencement Date").
11. General Reservation of Rights: The Debtor specifically reserves the right to amend, modify, supply, correct, change, or alter any part of its Schedules and SOFA as and to the extent necessary as appropriate.

SCHEDULES

12. Schedule F: Creditors Holding Unsecured Non Priority Claims. The liabilities identified in Schedule F are derived from the Debtor's books and records, which may or may not, in fact, be completely accurate, but they do represent a reasonable attempt by the Debtor to set forth its unsecured obligations. The Debtor has made every effort to allocate liabilities between the pre-and post-petition periods based upon the information and research that was conducted in connection with the preparation of the Schedules and SOFA. As additional information becomes available and further research is conducted, the allocation of liabilities between pre-petition and post-petition periods may change. Accordingly, the amounts shown on Schedule F may change and the actual amount of claims against the Debtor may vary significantly from the represented liabilities. Parties in interest should not accept that the listed liabilities necessarily reflect the correct amount of any unsecured creditor's allowed claims or the correct amount of all unsecured claims. Similarly, parties in interest should not anticipate that recoveries in these cases will reflect the relationship of aggregate asset values and aggregate liabilities set forth in the Schedules. Parties in interest should consult their own professionals and advisors with respect to pursuing a claim. Although the Debtor and its professionals have generated financial information the Debtor believes to be reasonable, actual liabilities (and assets) may deviate significantly from the Schedules due to certain events that occur throughout this chapter 11 case. The claims listed in Schedule F arose or were incurred on various dates. In certain instances, the date on which a claim arose may be unknown or subject to dispute. Although reasonable efforts have

been made to determine the date upon which claims listed in Schedule F was incurred or arose, fixing that date for each claim in Schedule F would be unduly burdensome and cost prohibitive and, therefore, the Debtor has not listed a date for each claim listed on Schedule F.

The Debtor sought and received authorization of the Bankruptcy Court for the Southern District of New York to pay certain prepetition claims, including but not limited to, employee reimbursable expenses. Accordingly, the Debtor expects to pay during the pendency of these cases, certain prepetition claims included on Schedules F. The claim amounts for these items may, therefore, be eliminated or satisfied in whole or in part during this case.

13. Schedule G : Executory Contracts. Although reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, inadvertent errors, omissions, or over-inclusion may have occurred. The Debtor does not make, and specifically disclaims, any representation or warranty as to the completeness or accuracy of the information set forth herein. The Debtor hereby reserves all of its rights to dispute the validity, status, or enforceability of any contract or other agreement set forth in Schedule G that may have expired or may have been modified, amended, and supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters and other documents, instruments, and agreements which may not be listed therein. Moreover, the Debtor reserves its rights to dispute the characterization of any contract in Schedule G as executory. The listing of a purported executory contract or unexpired lease on Schedule G is not an admission by the Debtor that the contract in fact is executory or the lease is in fact (a) a "true" lease - and not a disguised financing transaction or (b) unexpired. In some cases, the same supplier or provider appears multiple times in Schedule G. This multiple listing is intended to reflect distinct agreements between the Debtor and such supplier or provider. The failure to list a supplier or provider in multiple entries, however, is not a waiver of the Debtor's right to claim that an executory contract or unexpired lease is, in fact, multiple agreements rather than one integrated agreement. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G. In addition, the Debtor may have entered into various other types of agreements in the ordinary course of its business, such as easements, right of way, subordination, nondisturbance and attornment agreements, supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents are also not set forth in Schedule G.

STATEMENT OF FINANCIAL AFFAIRS (“SOFA”)

SOFA 3(b) - PAYMENTS MADE WITHIN 90 DAYS TO ANY CREDITOR AND SOFA 3(C) - PAYMENTS MADE WITHIN ONE YEAR TO OR FOR THE BENEFIT OF CREDITORS WHO WERE INSIDERS

Due to concerns over the confidential nature of the data, **SOFA 3(b)** lists the total payroll funded for each payroll period and does not provide employee level detail. The Debtor has retained and can make employee level information available in appropriate circumstances and to appropriate parties subject to the assurance of confidentiality. Payroll and related payments to insiders are detailed on **SOFA 3(c)**.

SOFA 3(b) and **SOFA 3(c)** detail all transfers between Debtors – intercompany transfers – within the 90 day period or one year period, respectively. It is the position of the Debtor that not all such transfers are “payments to creditors”; rather, many are transfers resulting from operation of the Debtor's consolidated, centralized cash management system. However, the Debtor has included this detail in the interest of completeness and full disclosure.

SOFA 3(c) includes payments to individuals who currently are or were Insiders during the last year. **SOFA 3(c)** does not include payments within one year to individuals who were previously insiders but were not insiders at any time during the one year immediately prior to the petition date.

Please note that some Debtor's SOFA do not include **SOFA 3(b)** and / or **SOFA 3(c)**.

SOFA 9 - PAYMENTS RELATED TO DEBT COUNSELING OR BANKRUPTCY

The information responsive to **SOFA 9** is identical for each Debtor and, accordingly, is only completed for St. Francis' Hospital, Poughkeepsie, New York. St. Francis' Hospital, Poughkeepsie, New York made the payments detailed on **SOFA 9** on behalf of all Debtors as the services these professionals provided and continue to provide are for the benefit of all affiliated Debtors. The \$2.2 million shown on **SOFA 9** is the total amount of such payments made by the subject Debtors. All such payments were paid to the applicable professional as advance payment retainers.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re Saint Francis Health Care Foundation, Inc.	Case No. 13-37726
Debtor	Chapter 11

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. If the answer to an applicable question is "None," mark the box labeled "None." If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within the six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor may also be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

1. Income from employment or operation of business

None

☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	FISCAL YEAR	SOURCE
\$1,132,774.00	1/1/11 - 12/31/11	Fund Raising Activities
\$943,642.00	1/1/12 - 12/31/12	Fund Raising Activities
\$968,503.00	1/1/13 - 11/30/13	Fund Raising Activities

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

2. Income other than from employment or operation of business

None

☐

State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	FISCAL YEAR	SOURCE
\$101,008.00	1/1/11 - 12/31/11	Non-operating gains/losses
\$477,381.00	1/1/12 - 12/31/12	Non-operating gains/losses
(\$37,466.00)	1/1/13 - 11/30/13	Non-operating gains/losses

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

3. Payment to creditors**Complete a. or b., as appropriate and c.**

- None ☒ a. Individual or Joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services and other debts to any creditor, made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

3. Payment to creditors (continued)

- None ☐ b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case if the aggregate value of all property that constitutes or is affected by such transfers is not less than \$6,225*. If the debtor is an individual, indicate with an asterisk(*) any payments what were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
THE GRANDVIEW 176 RINALDI BLVD POUGHKEEPSIE, NY 12601	10/30/2013	\$30,462.04	

*Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

3. Payment to creditors (continued)

- None ☒ c. All Debtors: List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

4. Suits and administrative proceedings, executions, garnishments and attachments

- None ☒ a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT
AND CASE NUMBER

NATURE
OF PROCEEDING

COURT OR AGENCY
AND LOCATION

STATUS
OR DISPOSITION

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

4. Suits and administrative proceedings, executions, garnishments and attachments (Continued)

- None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR
WHOSE BENEFIT PROPERTY WAS SEIZED

DATE
OF SEIZURE

DESCRIPTION AND VALUE OF PROPERTY

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

5. Repossessions, foreclosures and returns

None



List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

6. Assignments and receiverships

- None ☒ a. Describe any assignment of property for the benefit of creditors made within 120 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

6. Assignments and receiverships (Continued)

- None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>NAME AND ADDRESS OF CUSTODIAN</u>	<u>NAME AND LOCATION OF COURT, CASE TITLE AND NUMBER</u>	<u>DATE OF ORDER</u>	<u>DESCRIPTION AND VALUE OF PROPERTY</u>
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FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

7. Gifts

None ☐ List all gifts or charitable contributions made within one year immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Saint Francis Hospital 241 North Road Poughkeepsie, NY 12601		12/6/13	\$400,000.00
Saint Francis Hospital 241 North Road Poughkeepsie, NY 12601		12/13/13	\$396,321.16

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

8. Losses

None ☒ List all losses from fire, theft, other casualty or gambling within one year immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

9. Payments related to debt counseling or bankruptcy

None



List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within one year immediately preceding the commencement of this case.

NAME AND
ADDRESS OF PAYEE

DATE OF PAYMENT, NAME OF
PAYER IF OTHER THAN DEBTOR

AMOUNT OF
MONEY OR DESCRIPTION
AND VALUE OF PROPERTY

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

10. Other transfers

- None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within two years immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF TRANSFEREE,
RELATIONSHIP TO DEBTOR

DATE

DESCRIBE
PROPERTY TRANSFERRED
AND VALUE RECEIVED

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

10. Other transfers (continued)

- None ☒ b. List all other property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATES OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
<hr/>	<hr/>	<hr/>

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

11. Closed financial accounts

None

☐

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Morgan Stanley Smith Barney 2678 South Road Poughkeepsie, NY 12601	#-----024-1-0	12/4/2013 - \$216,096.32 was transferred to the Foundation's Operating Account at M&T Bank

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

12. Safe deposit boxes

None
☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed unless the spouses are separated and a joint petition is not filed.)

<u>NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY</u>	<u>NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY</u>	<u>DESCRIPTION OF CONTENTS</u>	<u>DATE OF TRANSFER OR SURRENDER, IF ANY</u>
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FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

13. Setoffs

None ☒ List all setoffs made by any creditor, including a bank, against a debt or debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
Manufacturers and Traders Trust Company, as Indenture Trustee One M&T Plaza - 7th Floor Buffalo, NY 14203	December 13, 2013	\$4,449,749

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

14. Property held for another person

None List all property owned by another person that the debtor holds or controls.



NAME AND ADDRESS OF OWNER

DESCRIPTION
AND VALUE OF PROPERTY

LOCATION OF PROPERTY

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

15. Prior address of debtor

None

☒ If the debtor has moved within three years immediately preceding the commencement of this case, list all premises which the debtor occupied during the period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separated address of either spouse.

ADDRESS

NAME USED

DATES OF OCCUPANCY

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

16. Spouses and Former Spouses

None
☒ If debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within eight years immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

17. Environmental Information

For the purpose of this question, the following definitions apply:

“Environmental Law” means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into air, land, soil, surface water, ground water, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

“Site” means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

“Hazardous Material” means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

- None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

<u>SITE NAME AND ADDRESS</u>	<u>NAME AND ADDRESS OF GOVERNMENTAL UNIT</u>	<u>DATE OF NOTICE</u>	<u>ENVIRONMENTAL LAW</u>
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FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

17. Environmental Information (continued)

- None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

<u>SITE NAME AND ADDRESS</u>	<u>NAME AND ADDRESS OF GOVERNMENTAL UNIT</u>	<u>DATE OF NOTICE</u>	<u>ENVIRONMENTAL LAW</u>
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FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

17. Environmental Information (continued)

- None ☒ c. List all judicial or administrative proceeding, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceedings, and the docket number.

NAME AND ADDRESS
OF GOVERNMENTAL UNIT

DOCKET NUMBER

STATUS OR DISPOSITION

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

18. Nature, location, and name of business

- None ☒ a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietorship, or was a self-employed in a trade, profession or other activity either full- or part-time within six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting share or equity securities within six years immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all business in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within six years immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting equity securities within six years immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

18. Nature, location, and name of business (continued)

None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. §101.

NAME

ADDRESS

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed in a trade, profession or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

- None ☐ a. List all bookkeepers and accountants who within the two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Teresa Laffin 241 North Road Poughkeepsie, NY 12601	2/6/2012 to current
Thomas Gibney 241 North Road Poughkeepsie, NY 12601	10/7/2013 to current
Kristin Cash-Holland 241 North Road Poughkeepsie, NY 12601	1/20/2010 to current
Rosanne Roux 241 North Road Poughkeepsie, NY 12601	9/25/2012
Wilfredo Delapena 241 North Road Poughkeepsie, NY 12601	9/25/2012

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

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19. Books, records and financial statements (continued)

- None ☐ b. List all firms or individuals who within two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
Grant Thornton LLP	666 Third Avenue, 13th Floor New York, NY 10017-4011	2009 - present

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

19. Books, records and financial statements (continued)

- None ☒ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

ADDRESS

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

19. Books, records and financial statements (continued)

- None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within the two years immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

Grant Thornton LLP
666 Third Avenue, 13th Floor
New York, NY 10017-4011

Electronic Municipal Market Access system ("EMMA")
Municipal Securities Rulemaking Board
1900 Duke Street, Suite 600
Alexandria, VA 22314

MidCap Financial LLC
7255 Woodmont Avenue
Bethesda, MD 20814

Manufacturers and Traders Trust Company
One M&T Plaza - 7th Floor
Buffalo, New York 14203-2399

Health Quest Systems, Inc.
1351 Route 55, Suite 200
Lagrangeville, NY 12540

Other interest DIP Lending parties

Other interested Asset Purchase/BID parties

* In the normal course of business, the Debtors provide copies of financial statements to third parties as requested. These parties may include trade vendors, financing companies or other potential creditors. The Debtors do not maintain a log of the parties that receive copies of the financial statements.

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

20. Inventories

- None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY
(Specify cost, market or other basis)

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

20. Inventories (continued)

None ☒ b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESS OF
CUSTODIAN OF INVENTORY RECORDS

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

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21. Current Partners, Officers, Directors and Shareholders

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

21. Current Partners, Officers, Directors and Shareholders (continued)

- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Steven Buso 241 North Road Poughkeepsie, New York 12601	Trustee	0.00%
Frank Castella 241 North Road Poughkeepsie, New York 12601	Trustee	0.00%
Mark Foster, M.D. 241 North Road Poughkeepsie, New York 12601	Ex Officio President, St. Francis Hospital Medical Staff	0.00%
Kenneth Herman 241 North Road Poughkeepsie, New York 12601	Trustee	0.00%
Elizabeth Hilton 241 North Road Poughkeepsie, New York 12601	Trustee	0.00%
Leon Isaac, M.D. 241 North Road Poughkeepsie, New York 12601	Trustee	0.00%
Lobsang Lhungay 241 North Road Poughkeepsie, New York 12601	Trustee	0.00%
Mike McCormack 241 North Road Poughkeepsie, New York 12601	Chair	0.00%
Vincent Miller 241 North Road Poughkeepsie, New York 12601	Vice Chair	0.00%
Arthur Nizza 241 North Road Poughkeepsie, New York 12601	Ex Officio President, St. Francis Hospital	0.00%
Charles North 241 North Road Poughkeepsie, New York 12601	Trustee	0.00%
Robert Ranieri 241 North Road Poughkeepsie, New York 12601	Trustee	0.00%
Jerome Simonetty 241 North Road Poughkeepsie, New York 12601	Trustee	0.00%
Susan Spinelli 241 North Road	Trustee	0.00%

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

21. Current Partners, Officers, Directors and Shareholders (continued)

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Poughkeepsie, New York 12601		
Richard Whalen 241 North Road Poughkeepsie, New York 12601	Trustee	0.00%
Tom Dennison 241 North Road Poughkeepsie, New York 12601	Trustee	0.00%
Samuel Simon, M.D. 241 North Road Poughkeepsie, New York 12601	Ex Officio Board Chair, St. Francis Hospital	0.00%

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

22. Former partners, officers, directors and shareholders

- None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

Case No. 13-37726

22. Former partners, officers, directors and shareholders (continued)

- None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
David Birsner Hickey-Finn & Company 15 Davis Avenue Poughkeepsie, NY 12601	Chair	June 2013
Dianne Davis 25 Kimlin Court Poughkeepsie, NY 12603	Trustee	May 2013
Joseph Lepore LCS Facility Management 36 Cottage Street Poughkeepsie, NY 12601	Trustee	February 2013
Angela LoBianco-Barone Hyde Park Brewing Company 4076 Albany Post Road Hyde Park, NY 12538	Trustee	November 2013
Robert Savage 105 Balsam Square Poughkeepsie, NY 12601	Ex Officio President and Chief Executive Officer St. Francis Hospital	April 2013

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

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23. Withdrawals from a partnership or distributions by a corporation

None
☒ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF RECIPIENT,
RELATIONSHIP TO DEBTOR

DATE AND
PURPOSE OF WITHDRAWAL

AMOUNT OF MONEY OR DESCRIPTION
AND VALUE OF PROPERTY

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

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24. Tax Consolidation Group

None



If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purpose of which the debtor has been a member at any time within six years immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

FORM 7 - STATEMENT OF FINANCIAL AFFAIRS

In re Saint Francis Health Care Foundation, Inc.

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25. Pension Funds

None ☒ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

Form 7

[If completed by an individual or individual and spouse]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct.

Date

Signature of Debtor

Date

Signature of Joint Debtor (if any)

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

1/31/2014
Date

Kristin Cash-Holland
Signature

Kristin Cash-Holland
Print Name

Chief Financial Officer
Title

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

_____ continuation sheets attached