

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MASSACHUSETTS

\_\_\_\_\_) )  
In re ) Chapter 11, No. 14-  
) )  
HAMPDEN COUNTY PHYSICIAN )  
ASSOCIATES, LLC )  
) )  
Debtor )  
\_\_\_\_\_)

**DEBTOR'S APPLICATION TO EMPLOY MORRISON MAHONEY LLP**  
**AS SPECIAL COUNSEL**

To the HONORABLE HENRY J. BOROFF, Bankruptcy Judge:

Now comes your Applicant, HAMPDEN COUNTY PHYSICIAN ASSOCIATES, LLC ("Debtor"), the Debtor in the above-captioned matter, and it does hereby move this Court, pursuant to 11 U.S.C. § 327, for the entry of an Order authorizing the employment of the firm of MORRISON MAHONEY LLP as special counsel to assist the Debtor with certain corporate and litigation matters. In support of this Application, the Debtor represents as follows:

1. On October 2, 2014, the Debtor filed a Voluntary Petition under the provisions of Chapter 11 of the United States Bankruptcy Code ("Bankruptcy Code") with the United States Bankruptcy Court for the District of Massachusetts ("Bankruptcy Court").

2. Pursuant to the provisions of §§ 1107 and 1108 of the Bankruptcy Code, the Debtor has continued to operate its business and manage its business affairs as a Debtor-in-Possession. No Trustee or Examiner has been requested or appointed.

3. The Debtor is a multi-specialist physician group engaged in the practice of medicine in Western Massachusetts.

Its approximately sixty-eight (68) healthcare providers serve about 55,000 patients. The business enterprise employs a total of approximately 300 individuals and operates fourteen (14) offices primarily located throughout Hampden County, Massachusetts. In addition, the Debtor and its staff serve patients at local hospitals, skilled-nursing facilities, and long-term care facilities. The Debtor operates its own laboratory, sleep disorder center, and urgent care center.

4. The Debtor desires to employ the services of the law firm of Morrison Mahoney LLP, of 1500 Main Street, Springfield, Massachusetts, to serve as corporate and litigation counsel to the Debtor.

5. The duties and responsibilities of Morrison Mahoney LLP as special counsel to the Debtor shall include, but not be limited to, the following:

(a) to negotiate and implement a sale of the Debtor's assets;

(b) to assist with various aspects of the Debtor's business operations including compliance with federal and state laws and regulation related to the operation of a medical practice;

(c) to negotiate and implement financing options for the Debtor;

(d) to represent the Debtor in connection with any pending federal or state civil action in which the Debtor is named as a defendant; and

(e) to perform any and all other general, corporate, or litigation legal services that may be required from time to time in the ordinary course of the Debtor's business during the administration of the Estate.

6. The Debtor seeks to employ Morrison Mahoney LLP because of its considerable experience in corporate, business, and litigation matters and believes that Morrison Mahoney LLP is well qualified to represent the interests of the Debtor in this case. Morrison Mahoney LLP has served as corporate, business, and litigation counsel to the Debtor for several years prior to the filing of the Debtor's Chapter 11 bankruptcy case.

7. The employment of Morrison Mahoney LLP is for the limited purposes stated herein and is authorized by § 327 of the Bankruptcy Code. There will not be any overlap with regard to services performed by the Debtor's general bankruptcy counsel, the law firm of Hendel & Collins, P.C., and the services to be performed by Morrison Mahoney LLP as special counsel.

8. Morrison Mahoney LLP is holding a retainer in the amount of \$20,000.00 and the Debtor does not owe Morrison Mahoney LLP any amount for legal services rendered prior to the Petition Date.

9. Subject to approval of this Court under 11 U.S.C. § 330, compensation will be payable to Morrison Mahoney LLP on an hourly basis plus reimbursement of actual and necessary expenses incurred by the firm. The hourly rates to be charged by Morrison Mahoney LLP in this matter are consistent with the rates charged to other clients in non-bankruptcy matters.

10. Morrison Mahoney LLP will apply to the Bankruptcy Court for interim and final allowances of fees and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules of the Bankruptcy Court, Orders of this Court, and the fee guidelines promulgated by the Office of the United States Trustee.

11. To the best of the Debtor's knowledge and belief, and

based on the appended Statement of Professional Person, Morrison Mahoney LLP does not hold or represent any interest adverse to the Estate, members of the firm are disinterested persons within the meaning of §§ 327(a) and 101 of the Bankruptcy Code, and its employment would be in the best interest of this Estate.

WHEREFORE, your Applicant prays for the allowance of this Application and for an Order, pursuant to § 327(d) of the Bankruptcy Code, authorizing the Debtor to employ the law firm of MORRISON MAHONEY LLP as Special Counsel to the Estate effective October 2, 2014.

HAMPDEN COUNTY PHYSICIAN  
ASSOCIATES, LLC

Dated: October 2, 2014

By: /s/ Andrea M. O'Connor  
JOSEPH B. COLLINS, ESQ.  
(BBO No. 092660)  
HENRY E. GEBERTH, JR., ESQ.  
(BBO No. 187940)  
ANDREA M. O'CONNOR, ESQ.  
(BBO No. 679540)  
For HENDEL & COLLINS, P.C.  
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hgeberth@hendelcollins.com  
aoconnor@hendelcollins.com

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MASSACHUSETTS

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HAMPDEN COUNTY PHYSICIAN	)	
ASSOCIATES, LLC	)	
	)	
Debtor	)	

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**SIGNED STATEMENT OF PROFESSIONAL PERSON**

1. I hereby represent that neither I, nor any member of my firm, holds or represents any interest adverse to the estate of the above-named Debtor (11 U.S.C. Section 327).

2. My and my firm's connections with the Debtor, creditors, or other parties in interest, their respective attorneys and accountants (Federal Rule of Bankruptcy Procedure 2014(a)) are as follows:

(a) Morrison Mahoney LLP ("MM") has served as corporate counsel to the Debtor for over ten (10) years;

(b) MM has represented the Debtor in multiple litigation matters over the period of over twenty (20) years;

(c) MM has represented individual employees of the Debtor in various litigation matters over the period of over twenty (20) years; and

(d) MM also acknowledges that an associate with the firm, Jeffrey K. O'Connor, is married to an associate of Hendel & Collins, P.C., Andrea M. O'Connor. Hendel & Collins, P.C. will seek employment with the Debtor as bankruptcy counsel.

(e) MM has represented the Yukon Group, LLC in a real estate leasing matter on unrelated real property. A principal of Yukon Group, Inc. is also a principal of the Klondike Investment Group, Inc. who is a landlord of the Debtor.

3. I hereby represent that I am and each member of my firm

is a "disinterested person" (11 U.S.C. Section 327) as that term is defined in 11 U.S.C. § 101(14).

4. I hereby represent that neither I nor any member of my firm is disqualified by reason of being a relative of a Judge of the United States Bankruptcy Court for the District of Massachusetts, nor am I or any member of my firm disqualified by reason of being a relative of the United States Trustee for the Districts of Maine, Massachusetts, New Hampshire and Rhode Island (Federal Rule of Bankruptcy Procedure 5002).

5. I hereby represent that I have agreed not to share with any person the compensation to be paid for the services rendered in this case.

6. I have received a retainer in this case of \$20,000.00, which sum, upon information and belief, was generated by the Debtor in the ordinary course of its business.

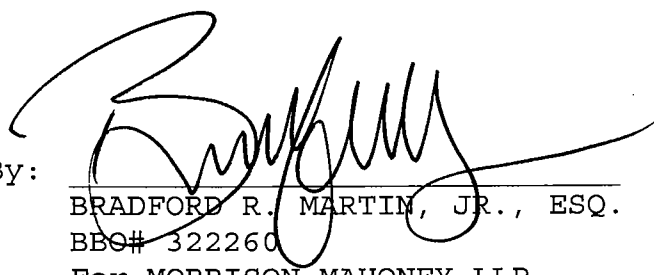
7. I shall amend this statement immediately upon my learning that (a) any of the within representations are incorrect or (b) there is any change of circumstance relating thereto.

8. I have reviewed the provisions of Massachusetts Local Bankruptcy Rule 2016-1.

I DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT.

Dated: October 1, 2014

By:



BRADFORD R. MARTIN, JR., ESQ.  
BBO# 322260  
For MORRISON MAHONEY LLP  
1500 Main Street  
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Tel. (413) 737-4373  
bmartin@morrisonmahoney.com

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MASSACHUSETTS

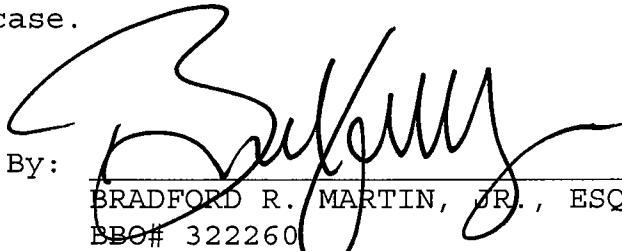
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) )  
HAMPDEN COUNTY PHYSICIAN ) )  
ASSOCIATES, LLC ) )  
) )  
Debtor ) )  
\_\_\_\_\_)

DECLARATION RE: ELECTRONIC FILING

I, BRADFORD R. MARTIN, JR., **hereby declare under penalty of perjury** that all of the information contained in my Signed Statement of Professional Person (singly or jointly the "Document"), filed electronically, are true and correct. I understand that this *DECLARATION* is to be filed with the Clerk of Court electronically concurrently with the electronic filing of the Document. I understand that the failure to file this *DECLARATION* may cause the Document to be struck and any request contained or relying thereon to be denied, without further notice.

I further understand that pursuant to the Massachusetts Electronic Filing Local Rule (MEFLR)-7(a) all paper documents containing original signatures executed under the penalties of perjury and filed electronically with the Court are the property of the bankruptcy estate and shall be maintained by the authorized CM/ECF Registered User for a period of five (5) years after the closing of this case.

Dated: October 2, 2014

By:   
\_\_\_\_\_  
BRADFORD R. MARTIN, JR., ESQ.  
BBO# 322260  
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Tel. (413) 737-7343  
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UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MASSACHUSETTS

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In re ) Chapter 11, No. 14-  
) )  
HAMPDEN COUNTY PHYSICIAN )  
ASSOCIATES, LLC )  
) )  
Debtor )  
\_\_\_\_\_)

**ORDER ON APPLICATION TO EMPLOY MORRISON MAHONEY LLP  
AS SPECIAL COUNSEL TO THE DEBTOR**

Upon the Application to Employ Morrison Mahoney LLP as Special Counsel to the Debtor ("Application") filed by HAMPDEN COUNTY PHYSICIAN ASSOCIATES, LLC ("Debtor"), the Debtor in this case, seeking the entry of an Order authorizing the employment of MORRISON MAHONEY LLP as Special Counsel to the Debtor, pursuant to 11 U.S.C. § 327, for cause shown, proper notice having been given and no objections having been filed, it is hereby

ORDERED that the Application is GRANTED; and it is further

ORDERED that the Debtor is authorized to employ the law firm of MORRISON MAHONEY LLP as Special Counsel to the Debtor in the above-captioned case for corporate, business, and litigation matters effective as of October 2, 2014, with all fees and expenses subject to further Order of this Court.

Dated:

\_\_\_\_\_  
HONORABLE HENRY J. BOROFF  
U.S. Bankruptcy Judge



UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MASSACHUSETTS

\_\_\_\_\_) )  
In re ) Chapter 11, No. 14-30\_\_\_\_-HJB  
) )  
HAMPDEN COUNTY PHYSICIAN ) )  
ASSOCIATES, LLC ) )  
) )  
Debtor ) )  
\_\_\_\_\_)

**CERTIFICATE OF SERVICE**

I, ANDREA M. O'CONNOR, of the law firm of HENDEL & COLLINS, P.C., 101 State Street, Springfield, Massachusetts do hereby certify that I caused a copy of the attached Motion to be served by first class mail, postage prepaid, to any of the parties listed on the attached Exhibit "A" not noted as having received service through the Court's CM/ECF system on the 2nd day of October, 2014.

Dated: October 2, 2014

/s/ Andrea M. O'Connor  
ANDREA M. O'CONNOR, ESQ.  
(BBO No. 679540)  
For HENDEL & COLLINS, P.C.  
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Exhibit "A"

Lisa A. Patenaude, CPA  
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Peter W. Shrair, Esq.  
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Mr. Daniel P. Moen  
SISTERS OF PROVIDENCE HEALTH SYSTEM, INC.  
271 Carew Street  
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Exhibit "A"

Mr. Thomas Robert  
SISTERS OF PROVIDENCE HEALTH SYSTEM, INC.  
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Exhibit "A"

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SYSTEM COORDINATED SERVICES, INC.  
c/o Sisters of Providence  
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Exhibit "A"

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