

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 HENDEL & COLLINS, P.C. AS COUNSEL

To the HONORABLE HENRY J. BOROFF, Bankruptcy Judge:

Now comes your Applicant, HAMPDEN COUNTY PHYSICIAN ASSOCIATES, LLC ("Debtor" or "Applicant"), the Debtor in the above-captioned matter, and it does hereby move this Court for entry of an Order, pursuant to 11 U.S.C. § 327, authorizing the Debtor to employ the firm of HENDEL & COLLINS, P.C. as counsel to the Debtor. In support of this Application, the Debtor represents as follows:

1. On October 2, 2014, your Applicant 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. Pursuant to § 327 of the Bankruptcy Code, your Applicant seeks to employ the law firm of Hendel & Collins, P.C., of 101 State Street, Springfield, Massachusetts, as counsel to the Debtor in this Chapter 11 bankruptcy case.

5. The duties and responsibilities of Hendel & Collins, P.C. as counsel to the Debtor shall include, but not be limited to, the following:

(a) to provide legal advice with respect to the powers, rights, and duties of the Debtor in the continued management and operation of its business;

(b) to provide legal advice and consultation related to the legal and administrative requirements of operating this Chapter 11 bankruptcy case, including to assist your Applicant in complying with the procedural requirements of the Office of the United States Trustee;

(c) to take all necessary actions to protect and preserve the Debtor's Estate, including prosecuting actions on the Debtor's behalf, defending any action commenced against the Debtor, and representing the Debtor's interests in any negotiations or litigation in which the Debtor may be involved, including objections to the claims filed against the Debtor's Estate;

(d) to prepare on behalf of your Applicant any necessary

pleadings including Applications, Motions, Answers, Orders, Complaints, Reports, or other documents necessary or otherwise beneficial to the administration of the Debtor's Estate;

(e) to represent the Debtor's interests at the Meeting of Creditors, pursuant to § 341 of the Bankruptcy Code, and at any other hearing scheduled before this Court related to the Debtor;

(f) to assist and advise your Applicant in the formulation, negotiation, and implementation of a Chapter 11 Plan and all documents related thereto;

(g) to assist and advise the Debtor with respect to negotiation, documentation, implementation, consummation, and closing of corporate transactions, including sales of assets, in this Chapter 11 bankruptcy case;

(h) to assist and advise the Debtor with respect to the use of cash collateral and obtaining Debtor-in-Possession or exit financing and negotiating, drafting, and seeking approval of any documents related thereto;

(i) to review and analyze all claims filed against the Debtor's Bankruptcy Estate and to advise and represent the Debtor in connection with the possible prosecution of objections to claims;

(j) to assist and advise the Debtor concerning any executory contract and unexpired leases, including assumptions, assignments, rejections, and renegotiations;

(k) to coordinate with other professionals employed in the case to rehabilitate the Debtor's affairs; and

(l) to perform all other bankruptcy related legal services for the Debtor that may be or become necessary during the

administration of this case.

6. The Debtor seeks to employ Hendel & Collins, P.C. because of its considerable experience in bankruptcy matters and believes that Hendel & Collins, P.C. is well qualified to render the services described above and to represent the interests of the Debtor in this case.

7. Your Applicant believes that the employment of counsel is necessary to assist the Debtor in effectuating its lawful rights and remedies and to fully and properly discharge its fiduciary duties under the provisions of Bankruptcy Code.

8. The services to be rendered by Hendel & Collins, P.C. will relate to insolvency matters before the Bankruptcy Court and will not be duplicative of services rendered by other professionals employed in this case.

9. On or about August 1, 2014, the Debtor paid a retainer in the amount of \$20,000.00 to Hendel & Collins, P.C. On or about August 15, 2014, Hendel & Collins, P.C.'s retainer was increased to \$50,000.00. Prior to the filing of the Voluntary Petition, Hendel & Collins, P.C. issued a final pre-filing invoice that was paid by the Debtor. After applying all payments received from the Debtor, which total \$121,709.72, Hendel & Collins, P.C. holds a retainer in the amount of \$50,000.00. The Debtor does not owe Hendel & Collins, P.C. any amount for legal services rendered prior to the Petition Date.

10. Subject to approval of this Court, pursuant to 11 U.S.C. § 330, compensation will be payable to Hendel & Collins, P.C. on an hourly basis plus reimbursement of actual and necessary expenses incurred by the firm. The hourly rates to be charged by Hendel & Collins, P.C. in this matter are consistent

with the rates charged to other clients in non-bankruptcy matters.

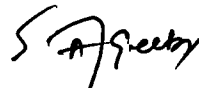
11. Hendel & Collins, P.C. will apply to the Bankruptcy Court for interim and final allowances of fees and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Massachusetts Local Bankruptcy Rules, Orders of the Bankruptcy Court, and the fee guidelines promulgated by the Office of the United States Trustee.

12. To the best of your Applicant's knowledge and belief and based on the appended Statement of Professional Person, Hendel & Collins, P.C. 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 it to employ the law firm of HENDEL & COLLINS, P.C. as Counsel to the Debtor in this case effective October 2, 2014.

HAMPDEN COUNTY PHYSICIAN
ASSOCIATES, LLC

Dated: October 2, 2014



SHAMIM NAJEEBI, M.D.
Chief Executive Officer

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MASSACHUSETTS

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

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) The Debtor consulted the firm of Hendel & Collins, P.C. ("H&C") in July 2014 regarding its financial problems which ultimately culminated in the filing of this Chapter 11 case;

(b) H&C acknowledges that from time to time Joseph B. Collins and Henry E. Geberth, Jr., attorneys employed by H&C, have served on committees engaged in fund raising for the functions of Sisters of Providence Health Systems, Inc., a creditor of the Debtor. Neither H&C, nor any of its attorneys, have ever represented Sisters of Providence Health Systems, Inc. for any legal purpose; and

(c) H&C acknowledges that an associate with the firm, Andrea M. O'Connor, is married to an associate of Morrison Mahoney LLP, Jeffrey K. O'Connor. Morrison Mahoney LLP will seek employment with the Debtor as Special Counsel.

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. Section 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 \$50,000.00, which sum, upon information and belief, was generated by the Debtor from 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 2, 2014

By:



JOSEPH B. COLLINS, ESQ.
(EBO No. 092660)
For HENDEL & COLLINS, P.C.
101 State Street
Springfield, MA 01103
Tel. (413) 734-6411
jcollins@hendelcollins.com

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MASSACHUSETTS


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

DECLARATION RE: ELECTRONIC FILING

I, JOSEPH B. COLLINS, **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: 

JOSEPH B. COLLINS, ESQ.
(BEO No. 092660)
For HENDEL & COLLINS, P.C.

101 State Street
Springfield, MA 01103
Tel. (413) 734-6411
jcollins@hendelcollins.com

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MASSACHUSETTS

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

**ORDER ON APPLICATION TO EMPLOY HENDEL & COLLINS, P.C. AS COUNSEL
TO THE DEBTOR**

Upon the Application to Employ Hendel & Collins, P.C. as 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 the law firm of HENDEL & COLLINS, P.C. as Counsel to the Debtor, pursuant to 11 U.S.C. § 327, after notice and hearing, for cause shown, 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 HENDEL & COLLINS, P.C. as Counsel to the Debtor in the above-captioned case 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-
)	
HAMPDEN COUNTY PHYSICIAN)	
ASSOCIATES, LLC)	
)	
Debtor)	
_____)	

CERTIFICATE OF SERVICE

I, JOSEPH B. COLLINS, 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/ Joseph B. Collins
JOSEPH B. COLLINS, ESQ.
(BBO No. 092660)
For HENDEL & COLLINS, P.C.
101 State Street
Springfield, MA 01103
Tel. (413) 734-6411
jcollins@hendelcollins.com

Exhibit "A"

Lisa A. Patenaude, CPA
HAMPDEN COUNTY PHYSICIAN ASSOCIATES, LLC
354 Birnie Avenue
Springfield, MA 01107

Richard T. King, Esq.
OFFICE OF THE U.S. TRUSTEE
446 Main Street, 14th Floor
Worcester, MA 01608

Edward J. Green, Esq.
FOLEY & LARDER, LLP
99 High Street, 20th Floor
Boston, MA 02110

Peter W. Shrair, Esq.
COOLEY SHRAIR, P.C.
1380 Main Street, Suite 500
Springfield, MA 01103

INTERNAL REVENUE SERVICE
Attn: Bankruptcy Unit
P.O. Box 7346
Philadelphia, PA 19101

INTERNAL REVENUE SERVICE
Attn: Bankruptcy Unit
P.O. Box 9112
Boston, MA 02203-9112

MASSACHUSETTS DEPARTMENT OF REVENUE
Attn: Bankruptcy Unit
P.O. Box 9564
Boston, MA 02114-9564

Alan H. Einhorn, Esq.
FOLEY & LARDER, LLP
111 Huntington Avenue, Suite 2600
Boston, MA 02199-7610

Mr. Daniel P. Moen
SISTERS OF PROVIDENCE HEALTH SYSTEM, INC.
271 Carew Street
Springfield, MA 01104

Exhibit "A"

Mr. Thomas Robert
SISTERS OF PROVIDENCE HEALTH SYSTEM, INC.
271 Carew Street
Springfield, MA 01104

Bradford R. Martin, Jr., Esq.
MORRISON MAHONEY, LLP
1500 Main Street, Suite 2400
Springfield, MA 01115

TD BANK, NATIONAL ASSOCIATION
2035 Limestone Road
Wilmington, DE 19808

CONNECTICUT PHYSICIANS SERVICES
207 Main Street
Hartford, CT 06106

CAREW CHESTNUT PARTNERS, LLC
P.O. Box 180
West Springfield, MA 01090

ALLSCRIPTS HEALTHCARE, LLC
24630 Network Place
Chicago, IL 60673-1246

MERCY INTERNAL MEDICINE SERVICES
Attn: Susan Higgins
1221 Main Street, #108
Holyoke, MA 01040

CONVERGENT
9501 Post Office Park
Wilbraham, MA 01095

SPYGLASS
2001 Crocker Road, Suite 200
Westlake, OH 44145

PSS WORLD MEDICAL, INC.
3 Walpole Park South Drive, Unit 11
Walpole, MA 02081

BCHP PARTNERS, LLC
P.O. Box 180
West Springfield, MA 01089

Exhibit "A"

ALK-ABELLO PHARMACEUTICALS, INC.
7806 Solutions Center
Chicago, IL 60677-7806

KLONDIKE INVESTMENT GROUP, LLC
c/o Colebrook Management
1441 Main Street
Springfield, MA 01103

SYSTEM COORDINATED SERVICES, INC.
c/o Sisters of Providence
1233 Main Street
Holyoke, MA 01040

LYON OFFICES, LLC
P.O. Box 180
West Springfield, MA 01090

PRIORITY HEALTHCARE DISTRIBUTION, INC.
d/b/a CuraScript Specialty
P.O. Box 533307
Charlotte, NC 28290-3307

HILLSIDE DEVELOPMENT CORP.
267 Hillside Road
Southwick, MA 01077-9685

80 CONGRESS STREET, LLC
P.O. Box 2342
South Burlington, VT 05407

VERIZON BUSINESS
P.O. Box 660794
Dallas, TX 75266-0794

BECKMAN COULTER, INC.
Dept. CH 10164
Palatine, IL 60055-0164

SAREMI, LLP
2073 Roosevelt Avenue
Springfield, MA 01104

MICHAEL B. GUARCO, SR.
7 Bayberry Drive
East Granby, CT 06026

Exhibit "A"

WB MASON
P.O. Box 981101
Boston, MA 02298-1101