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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

PASCACK VALLEY HOSPITAL
ASSOCIATION, INC.,

Debtor.

Honorable Rosemary Gambardella

Chapter 11

Case No. 07-23686 (RG)

Hearing: February 5, 2008 at 11:00 a.m.

**NOTICE OF MOTION FOR THE ENTRY OF AN ORDER PURSUANT
TO 11 U.S.C. § 1121(d) EXTENDING THE DEBTOR'S EXCLUSIVE
PERIODS WITHIN WHICH TO FILE AND SOLICIT ACCEPTANCES
OF A PLAN**

TO: ALL INTERESTED PARTIES

PLEASE TAKE NOTICE that on February 5, 2008 at 11:00 a.m., or as soon thereafter as counsel may be heard, Pascack Valley Hospital Association, Inc., as debtor and debtor-in-possession, shall move before the Honorable Rosemary Gambardella at the United States Bankruptcy Court, Martin Luther King Federal Building, 50 Walnut Street, 3rd Floor, Newark, New Jersey, seeking the entry of an order pursuant to 11 U.S.C. § 1121(d) extending the Debtor's exclusive periods within which to file and solicit acceptances of a Chapter 11 plan through June 30, 2008 and August 31, 2008 respectively.

PLEASE TAKE FURTHER NOTICE that the undersigned shall rely upon the Application and form of Order submitted herewith. No brief is necessary as the factual

and legal basis for the relief requested is adequately set forth in the Application and the motion presents no novel issues of law.

PLEASE TAKE FURTHER NOTICE that oral argument is requested in the event that any timely filed objection is filed.

Dated: January 11, 2008
Newark, New Jersey

Respectfully submitted,

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Debtor-in-Possession

By: /s/ Valerie A. Hamilton
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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

PASCACK VALLEY HOSPITAL
ASSOCIATION, INC.,

Debtor.

Honorable Rosemary Gambardella

Chapter 11

Case No. 07-23686 (RG)

Hearing: February 5, 2008 at 11:00 a.m.

**DEBTOR'S APPLICATION IN SUPPORT OF ITS MOTION FOR THE ENTRY
OF AN ORDER PURSUANT TO 11 U.S.C. § 1121(d) EXTENDING THE
DEBTOR'S EXCLUSIVE PERIODS WITHIN WHICH TO FILE AND SOLICIT
ACCEPTANCES OF A PLAN**

TO: THE HONORABLE ROSEMARY GAMBARDELLA
UNITED STATES BANKRUPTCY JUDGE

PASCACK VALLEY HOSPITAL ASSOCIATION, INC., the debtor and debtor-in-possession in the above-captioned case (the "Debtor"), by and through its counsel, Sills Cummis & Gross, hereby submits this Application in support of its motion (the "Motion") for the entry of an order substantially in the form submitted herewith, pursuant to 11 U.S.C. § 1121(d), extending the Debtor's exclusive periods within which to file a Chapter 11 plan and to solicit acceptances thereof (the "Exclusive Periods") through and including June 30, 2008 and August 31, 2008, respectively. In support of this Application, the Debtor respectfully states and represents as follows:

Background

1. On September 24, 2007 (the "Petition Date"), the Debtor filed with this Court a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

2. The Debtor continues to operate its business and manage its properties as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. The Office of the United States Trustee has appointed an official committee of unsecured creditors (the "Committee") in this case.

Jurisdiction

4. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of the Debtor's chapter 11 case and this Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

Background and Relevant Facts

5. On September 24, 2007 (the "Petition Date"), the Debtor filed a voluntary petition for relief pursuant to Chapter 11 of the Bankruptcy Code.

6. Since the Petition Date, the Debtor has remained in possession of its assets and has continued the management of its business as a debtor-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

7. The Debtor operated a licensed 275-bed acute care hospital located in Bergen County, New Jersey that, until November 21, 2007, provided in-patient, out-patient, and related health care services to the general public. A detailed description of the Debtor's business and the facts precipitating the filing of the Debtor's Chapter 11 proceeding is set forth in the Affidavit of Leonard Weil submitted in support of the

Debtor's various "first day" motions (the "First Day Affidavit"). Those facts are incorporated herein by reference.

8. As set forth in more detail in the Weil Affidavit, the Debtor determined that it could not continue in operation because of its exceptionally poor financial performance and prospects. As of November 21, 2007, the Debtor permanently ceased all operations as an acute care hospital, pursuant to a closure plan and application for a certificate of need submitted to the New Jersey Department of Health and Senior Services ("DHSS").

9. The Debtor received a Certificate of Need to cease operations as an acute care hospital on or about December 28, 2007.

Relief Requested

10. Section 1121(b) of the Bankruptcy Code provides for an initial period of one hundred and twenty (120) days after the date of the order for relief during which a debtor has the exclusive right to file a plan of reorganization. Section 1121(c) of the Bankruptcy Code provides that if the debtor files a plan within such 120 day exclusive period, it has the balance of 180 days after the date of the order for relief to solicit and obtain acceptances of such plan.

11. The time within which the Debtor has the exclusive right to file a Chapter 11 plan is currently scheduled to expire on January 22, 2008, and the Debtor's exclusive right to solicit acceptances of such plan is currently scheduled to expire on March 22, 2008.

12. By this Motion, the Debtor seeks extension of the exclusivity periods for filing a Chapter 11 plan and soliciting acceptances thereof through and including June 30,

2008 and August 31, 2008, respectively, pursuant to 11 U.S.C. § 1121(d). This is the Debtor's first request for extension of the Exclusivity Periods.

Cause Exists to Extend the Exclusive Periods

13. Pursuant to Section 1121(d) of the Bankruptcy Code, the Court may extend or reduce a debtor's exclusive periods:

Subject to paragraph (2), on request of a party in interest made within the respective periods specified in subsections (b) and (c) of this section and after notice and a hearing, the court may for cause reduce or increase the 120-day period or the 180-day period referred to in this section.

11 U.S.C. § 1121(d).

14. Section 1121(d)(2) restricts the bankruptcy court's authority to extend the exclusive period within which the debtor may file a plan to 18 months after the date of the order for relief, and the exclusive period within which a debtor may solicit acceptances thereof to 20 months after the date of the order for relief. 11 U.S.C. § 1121(d)(2).

15. Whether "cause" exists to extend a debtor's exclusive periods to file and solicit acceptances of a plan is a decision committed to the sound discretion of the bankruptcy court based upon the facts and circumstances of each particular case. See In re Texaco, Inc., 76 B.R. 322, 325 (Bankr. S.D.N.Y. 1987). The legislature intended to give the bankruptcy court maximum flexibility to make such a determination. In re Amko Plastics, Inc., 197 B.R. 74, 77 (Bankr. S.D. Ohio 1996); see H.R. Rep. No. 95-595, at 232 (1978), reprinted in 1978 U.S.C.C.A.N. 5963, 6191.

16. In determining whether cause exists to extend a debtor's exclusive periods, courts examine several factors, including the following:

- (i) The size and complexity of the case;

- (ii) The existence of good faith progress towards reorganization;
- (iii) Whether the debtor is seeking to extend exclusivity to pressure creditors to accede to the debtor's reorganization demands;
- (iv) The existence of an unresolved contingency and the need to resolve claims that may have a substantial effect on a plan; and
- (v) Whether the debtor is paying its bills as they come due.

In re Crescent Mfg., 122 B.R. 979, 982 (Bankr. N.D. Ohio 1990) (citing In re Texaco, 76 B.R. at 327); In re McLean Indus., Inc., 87 B.R. 830, 834 (Bankr. S.D.N.Y. 1987). When evaluating these factors, the goal is to determine whether a debtor has had a reasonable opportunity to negotiate an acceptable plan with various interested parties and to prepare adequate financial and non-financial information concerning the ramifications of any proposed plan for disclosure to creditors. See, e.g., McLean, 87 B.R. at 833-34; Texaco, 76 B.R. at 326.

17. The most common justification for extending a debtor's exclusive periods under section 1121(d) of the Bankruptcy Code is the size and complexity of the case. See, e.g., In re Texaco Inc., 76 B.R. 322, 326 (Bankr. S.D.N.Y. 1987); see also H.R. Rep. No. 595, 95th Cong., 1st Sess. 231, 232, 406 (1978), reprinted in 1978 U.S.C.C.A.N. 5787, 6191, 6362 ("[I]f an unusually large company were to seek reorganization under Chapter 11, the Court would probably need to extend the time in order to allow the debtor to reach an agreement."). These and other authorities show that, in large, complex chapter 11 cases, courts consistently extend a debtor's exclusive periods to afford the debtor time to address business operations before formulating a Chapter 11 plan.

18. The size and complexity of this case weighs heavily in favor of the extension of exclusivity. The Debtor listed more than \$98 million in assets and more than \$115 million in liabilities on its Schedules.

19. As noted above, on November 21, 2007, the Debtor permanently ceased operations as an acute care hospital in accordance with a closure plan and application for a Certificate of Need submitted to the DHSS.

20. The Debtor has responded to a host of unique and complex issues relating to the cessation of operations as an acute care hospital during these early stages of its Chapter 11 case. Significantly, the Debtor's business operations were terminated in an orderly fashion, in accordance with the closure plan, and the Debtor received a Certificate of Need to cease operations as an acute care hospital on or about December 28, 2007.

21. Since the filing of its Chapter 11 Petition, the Debtor has made good faith progress towards the formulation of a plan.

22. The Debtor's Chapter 11 case has been pending for approximately 100 days. During that time, the Debtor has devoted much of its time and attention to the cessation of operations as an acute care hospital and to establishing procedures for the sale of substantially all of its assets, which sale is a principal component of the Debtor's contemplated liquidating Chapter 11 Plan.

23. In connection with the sale of its assets, the Debtor retained Cushman & Wakefield to assist it in the marketing and sale of its real property. In consultation with Cushman & Wakefield and the Bank of New York, as Master Trustee, the Debtor developed and obtained this Court's approval of procedures for an auction sale of its real property and related assets. Pursuant to these procedures, the deadline for submission of bids is January 28, 2008 and an auction is scheduled for February 4, 2008. The results of the auction will guide the Debtor in the formulation of a Chapter 11 plan.

24. In addition, outside of the auction process, the Debtor successfully closed upon the sale of its mobile intensive care unit to Hackensack University Medical Center.

25. The Debtor has filed motions to reject many of the executory contracts to which it was a party and has facilitated the surrender of the leased equipment to the respective lessors.

26. Notably, each of these milestones has been accomplished by the Debtor at a time when staffing levels have decreased precipitously with the closure of the hospital.

27. Courts have denied a debtor's request for extension of exclusivity where the Court finds that a debtor is using exclusivity to pressure its creditors to accede to the debtor's reorganization demands. Here, the Debtor is not using exclusivity to manipulate its creditors or to exert undue pressure upon them. Rather, the Debtor makes this request in order to afford it sufficient time to negotiate a plan of reorganization and to prepare adequate information for soliciting its acceptance by creditors.

28. During the first 100 days that this case has been pending, the Debtor has moved this case at an accelerated pace, and it will continue to do so.

29. Throughout these proceedings, the Debtor generally has been paying its debts as they come due.

30. This is the Debtor's first request for extension of exclusivity, and the extension being requested by the Debtor is much shorter than the maximum extensions authorized by the Bankruptcy Code. Under Section 1121(d)(2), this Court has the authority to extend the Debtor's exclusive period for filing a plan through March 24, 2009 and for soliciting acceptances thereof through May 24, 2009. Through the Motion,

the Debtor seeks a comparatively short extension of the Exclusivity Periods through June 30, 2008 and August 31, 2008, respectively.

31. The Debtor submits that its progress to date and the current posture of this case justifies the requested extension of the Exclusive Periods.

Waiver of Memorandum of Law

32. The Debtor respectfully submits that no memorandum of law is necessary in connection with this Motion, as the factual and legal bases for the relief requested are adequately set forth in the Application and the Motion presents no novel issues of law. Accordingly, the Debtor respectfully requests that the Court waive the requirement contained in D.N.J. LBR 9013-2 that a separate memorandum of law be submitted.

Notice

33. No trustee or examiner has been appointed in this chapter 11 case. Notice of this Motion has been given to (a) the Office of the United States Trustee for Region 3, Newark, New Jersey; (b) counsel for Bank of New York, as Master Trustee; (c) counsel for the Creditors' Committee; (d) counsel for Health Professionals and Allied Employees, ATL/AFL-CIO Local 5029; (e) counsel for Pension Benefit Guaranty Corporation; and (f) all parties requesting notice pursuant to Fed. R. Bankr. P. 2002. The Debtor submits that such notice is adequate and that no further or other notice need be given.

34. No previous request for the relief sought herein has been made to this Court or any other court.

WHEREFORE, the Debtor respectfully requests that this Court enter an Order extending the Debtor's exclusive periods to file and solicit acceptances of a Chapter 11 plan through and including June 30, 2008 and August 31, 2008, respectively, and granting the Debtor such other and further relief as the Court deems just.

Dated: Newark, New Jersey
January 11, 2008

Respectfully submitted,

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One Riverfront Plaza
Newark, New Jersey 07102
(973) 643-7000
Attorneys for the Debtor and Debtor-in-Possession

By: /s/ Valerie A. Hamilton

Jack M. Zackin
Valerie A. Hamilton

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
Caption in Compliance with D.N.J. LBR 9004-2(c)	
SILLS CUMMIS & GROSS, P.C. Jack M. Zackin (JZ-2540) Valerie A. Hamilton (VH-5697) One Riverfront Plaza Newark, New Jersey 07102 (973) 643-7000 Attorneys for Debtor and Debtor-in-Possession	
In re:	Judge: Rosemary Gambardella
PASCACK VALLEY HOSPITAL ASSOCIATION, INC.,	Case No. 07-23686 (RG)
Debtor.	Chapter 11

ORDER PURSUANT TO 11 U.S.C. § 1121(d) EXTENDING THE DEBTOR'S EXCLUSIVE PERIODS WITHIN WHICH TO FILE AND SOLICIT ACCEPTANCES OF A PLAN

The relief set forth on the following page numbered two (2) is hereby **ORDERED**.

Debtor: Pascack Valley Hospital Association, Inc.
Case No.: 07-23686 (RG)
Caption of Order: Order Pursuant to 11 U.S.C. § 1121(d) Extending the Debtor's Exclusive Periods Within Which to File and Solicit Acceptances of a Plan

This matter having been opened to this Court by Pascack Valley Hospital Association, Inc., debtor and debtor-in-possession (the "Debtor"), for an order extending the Debtor's exclusive periods to file and solicit acceptances of a Chapter 11 plan pursuant to 11 U.S.C. § 1121(d) (the "Motion"); and the Court having jurisdiction to consider the relief requested herein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District of New Jersey; and the consideration of the relief requested herein being a core proceeding in accordance with 28 U.S.C. § 157(b); and the Court having considered the papers filed in support of the Motion and all responses or objections, if any, to the Motion; and after due deliberation and sufficient cause appearing, it is hereby:

ORDERED that the Motion is granted in all respects; and it is further

ORDERED that the exclusive periods within which the Debtor may file and solicit acceptances of a Chapter 11 plan are hereby extended through and including June 30, 2008 and August 31, 2008, respectively.

ORDERED that the entry of this Order is without prejudice to the Debtor's right to seek further extensions of exclusivity in accordance with 11 U.S.C. § 1121(d).

SILLS CUMMIS & GROSS P.C.
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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

PASCACK VALLEY HOSPITAL
ASSOCIATION, INC.

Debtor.

Case No. 07-23686

Hon. Rosemary Gambardella

Chapter 11

Hearing: February 5, 2008 at 11:00 a.m.

**CERTIFICATE OF SERVICE OF MOTION FOR THE ENTRY OF
AN ORDER PURSUANT TO 11 U.S.C. § 1121(d) EXTENDING THE
DEBTOR'S EXCLUSIVE PERIODS WITHIN WHICH TO FILE AND
SOLICIT ACCEPTANCES OF A PLAN**

VALERIE A. HAMILTON, of full age, certifies as follows:

1. I am Of Counsel to the firm of Sills Cummis & Gross P.C. ("Sills Cummis"), attorneys for Debtor and Debtor-in-Possession.

2. On January 11, 2008, the following documents were filed electronically with the United States Bankruptcy Court for the District of New Jersey:

(a) Notice of Motion for Entry of an Order Pursuant to 11 U.S.C. § 1121(d) Extending the Debtor's Exclusive Periods Within Which to File and Solicit Acceptances of a Plan;

(b) Application in Support of the Motion; and

(c) Proposed Order Granting the Motion.

3. In addition to the parties which were served electronically with a Notice of Electronic Filing by the Court, the parties on the annexed service list marked Exhibit "A" were served with the foregoing pleadings on January 11, 2008 in the manner indicated thereon.

I certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

/s/ Valerie A. Hamilton
Valerie A. Hamilton

Dated: January 11, 2008

EXHIBIT A
SERVICE LIST

Pascack Valley Hospital Association, Inc. *Via E-mail*
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Debtor

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Via ECF

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Via ECF

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Creditor Requesting Notice

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Via ECF

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*Counsel for The Valley Hospital and
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Notice*

Via ECF

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*Counsel for New York SMSA Limited Partnership
d/b/a Verizon Wireless
Requesting Notice*

Via ECF

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Creditor Requesting Notice

Via Regular Mail

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Requesting Notice*

Via ECF

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Valley Hospital Requesting Notice*

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Via ECF

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Via ECF

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Via ECF

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Creditor Requesting Notice

Via Regular Mail

Siemens Medical Solutions Diagnostic
Formerly Dade Behring Inc.
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Creditor Requesting Notice

Via Regular Mail

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For Notice Purposes Only

Via Regular Mail