

UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re)	Chapter 11
)	
PRIMARY HEALTH SYSTEMS, INC.,)	Case No. 99-615 (MFW)
PHS CLEVELAND, INC.,)	
PHS PHYSICIAN MANAGEMENT OF OHIO, INC.,)	(Jointly Administered)
PHS MT. SINAI, INC.,)	
PRIMARY HEALTH SYSTEMS OF OHIO, L.P.,)	
PHS ST. ALEXIS, INC.,)	
PHS LAURELWOOD, INC.,)	
PHS ROXBOROUGH, INC., and)	
LOWER BUCKS, INC.,)	
)	
Debtors.)	
)	

**DECLARATION OF BRENT MARTIN RELATING TO THE STATUS OF
ADMINISTRATIVE EXPENSE CLAIMS AND THE DISPOSITION OF ASSETS**

Brent Martin declares as follows:

1. I am the Assistant Secretary and Chief Financial Officer of Primary Health Systems, Inc. and Secretary and Treasurer of each of the other above-captioned Debtors.
2. By order dated October 31, 2000, this Court directed the Debtors to prepare and submit a monthly status report advising the Court of the following items: (i) the amount of outstanding administrative claims incurred by the Debtors, (ii) the Debtors' efforts to market and sell remaining property of their estates, and (iii) the Debtors' obligations and operations in support of Deaconess Hospital.
3. With respect to the amount of outstanding administrative claims incurred by the Debtors, as set forth by my October 24, 2001 Declaration, the Debtors' books and records as at September 30, 2001 indicated that the total amount of unpaid administrative expense claims appearing on the books and records was approximately \$6,123,617 (the "September Estimate").

The September Estimate includes an accounting reserve of \$1,000,000 for certain unliquidated and/or disputed administrative claims as described in the Declarations filed with the Court on October 13, 2000 and May 24, 2001. The Debtors believe that the September Estimate may be revised and restated as set forth below to reflect the total amount of unpaid administrative expense claims appearing on the Debtors' books and records as at October 31, 2001.¹

4. During the month of October, 2001, according to the Debtors' books and records, the Debtors accrued accounts payable invoices and adjustments in the approximate aggregate net amount of \$103,615 (the "Additional Claims"). The Additional Claims, however, include (a) approximately \$3,824 on account of a reduction of credit balance entries on the Debtors' books and records, and (b) approximately \$57,542 on account of invoices for professional fees.

a) As set forth in the previous Declarations filed with the Court, the September Estimate includes the addition of all of the credit balances on the Debtors' books and records which were applied by the Debtors' accounting system as setoffs to the total amount of outstanding administrative expense claims. The Debtors believe that it is appropriate to subtract the \$3,824 reduction in credit balances from the Additional Claims in calculating any adjustments to the September Estimate, because the September Estimate already accounted for such credit balances.

b) Additionally, the Debtors believe that it is appropriate to subtract from the Additional Claims the \$57,542 of additional professional fees on the Debtors' books and records for October in calculating any adjustments to the September Estimate. Consistent

¹ As explained in the August 30 Declaration, the Debtors have determined to simplify their analysis and reporting of unpaid administrative claims by tracking the changes in payables and disbursements on a monthly basis.

with the declarations previously filed with the Court, the Debtors believe that such professional fees, to the extent they are allowed by the Court, are covered by a carve-out from the cash collateral of the Debtors' secured lenders (the "Lenders") or by retainers held by the professionals. To the extent that such professional fees are not covered, the Debtors anticipate paying such fees from the cash receipts generated under the Servicing Agreement contained within the Settlement Agreement described below.

5. Therefore, based upon the Debtors' books and records for October, 2001, the Debtors have increased the September Estimate by approximately \$42,249 representing the approximate aggregate amount of the Additional Claims as described above.

6. While the Debtors have increased the September Estimate on account of the Additional Claims as set forth above, the Debtors paid certain accounts payable during October, thus requiring a reduction in the September Estimate. In particular, during October, 2001, according to the Debtors' books and records, the Debtors paid disbursements and expenses in the approximate aggregate amount of \$44,370 in the ordinary course of business pursuant to a Servicing Agreement Budget provided to and approved by the Lenders, which amended the original servicing agreement budget (as described in the August 24 Declaration) attached to the comprehensive Agreement of Settlement and Compromise dated February 5, 2001 (the "Settlement Agreement"), which was approved by the Court on February 15, 2001. Accordingly, the Debtors have reduced the September Estimate by \$44,370.

7. As a result of the above-listed adjustments, the Debtors have decreased the September Estimate by the approximate net amount of \$2,121 and believe that the amount of unpaid and unfunded administrative expenses appearing on the Debtors' books and records as at October 31, 2001 (the last month for which the Debtors have closed their books) is

approximately \$6,121,496. I believe that this figure is consistent with the total amount of unpaid and unfunded administrative expense claims appearing on the Debtors' books and records as estimated in the monthly declarations previously filed with the Court.

8. As more thoroughly described in the August 24, 2001 Declaration, the Court has established April 2, 2001 as an administrative claims bar date for claims incurred during these chapter 11 cases prior to November 30, 2000, and the Debtors have completed a preliminary analysis of such claims, which indicates that the Debtors' liability to administrative claimants may be less than the amounts estimated based upon the Debtors' books and records. The Debtors are continuing to assist the Creditors' Committee in analyzing these administrative claims.

9. With respect to the efforts of the Debtors to liquidate their remaining assets, the Debtors entered into an agreement with the Lenders to extend the Servicing Agreement through December 31, 2001, in accordance with the terms of the Settlement Agreement, in order to allow for the Debtors to continue to liquidate their remaining assets and to assist and work with the Creditors' Committee in developing a chapter 11 plan.

10. With respect to the operations of the Debtors in support of Deaconess Hospital, as set forth in the January 24 Declaration, the Debtors' obligations in support of Deaconess Hospital ended as of December 31, 2000.

[Remainder of page left blank intentionally]

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 21st day of November, 2001.

A handwritten signature in cursive script, appearing to read "Brent Martin", written over a horizontal line.

Brent Martin

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
PRIMARY HEALTH SYSTEMS, INC.,)
PHS CLEVELAND, INC.,) Case No. 99-615 (MFW)
PHS PHYSICIAN MANAGEMENT OF)
OHIO, INC., PHS MT. SINAI, INC.,)
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OHIO, L.P., PHS ST. ALEXIS, INC.,) Jointly Administered
PHS LAURELWOOD, INC.,)
PHS ROXBOROUGH, INC., and)
LOWER BUCKS, INC.,)
)
Debtors.)

AFFIDAVIT OF SERVICE

STATE OF DELAWARE)
) SS
NEW CASTLE COUNTY)

Marseilles Saxman, employed by the law firm of Young Conaway Stargatt & Taylor, LLP, attorneys for Primary Health Systems, Inc., et al., in the within captioned matter, being duly sworn according to law, deposes and says that on November 26, 2001, a copy of the following document(s):

**Declaration of Brent Martin Relating to the Status of
Administrative Expense Claims and the Disposition of Assets**

was caused to be served upon the parties identified on the attached service list as indicated.

Marseilles Saxman
Marseilles Saxman

SWORN TO AND SUBSCRIBED before me this 26th day of November, 2001.

Bridget M. Vazquez
Notary Public
BRIDGET M. VAZQUEZ
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My Commission Expires April 17, 2002

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