

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Eastern District of Pennsylvania (State)

Case number (if known): 16- Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name North Philadelphia Health System

2. All other names debtor used in the last 8 years Girard Medical Center, Goldman Clinic and St. Joseph's Hospital

3. Debtor's federal Employer Identification Number (EIN) 23-2610538

4. Debtor's address Principal place of business 801 W. Girard Avenue Philadelphia PA 19122 Mailing address, if different from principal place of business Philadelphia

5. Debtor's website (URL) http://nphs.com/

6. Type of debtor [X] Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) [] Partnership (excluding LLP) [] Other. Specify:

Debtor North Philadelphia Health System
Name

Case number (if known) 16-

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

6 2 2 2

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes. Debtor _____ Relationship _____

District _____ When _____
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

Debtor North Philadelphia Health System
Name

Case number (*if known*) 16-

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (*Check all that apply.*)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- No
- Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- 1-49
- 50-99
- 100-199
- 200-999
- 1,000-5,000
- 5,001-10,000
- 10,001-25,000
- 25,001-50,000
- 50,001-100,000
- More than 100,000

15. Estimated assets

- \$0-\$50,000
- \$50,001-\$100,000
- \$100,001-\$500,000
- \$500,001-\$1 million
- \$1,000,001-\$10 million
- \$10,000,001-\$50 million
- \$50,000,001-\$100 million
- \$100,000,001-\$500 million
- \$500,000,001-\$1 billion
- \$1,000,000,001-\$10 billion
- \$10,000,000,001-\$50 billion
- More than \$50 billion

Debtor North Philadelphia Health System
Name

Case number (if known) 16-

16. Estimated liabilities
- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor
- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
 - I have been authorized to file this petition on behalf of the debtor.
 - I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

Executed on 12/30/2016
MM / DD / YYYY
George Walmsley III
 Is/George Walmsley III
Signature of authorized representative of debtor
Title President & CEO

George Walmsley III
Printed name

18. Signature of attorney

M. J. Weis
Signature of attorney for debtor

Date 12/30/2016
MM / DD / YYYY

Martin J. Weis, Esq.
Printed name
Dilworth Paxson LLP
Firm name
1500 Market Street, Suite 3500E
Number Street
Philadelphia PA 19102
City State ZIP Code
(215)575-7000 mweis@dilworthlaw.com
Contact phone Email address
51379 PA
Bar number State

NORTH PHILADELPHIA HEALTH SYSTEM

RESOLUTION OF BOARD OF DIRECTORS

WHEREAS, the Board has reviewed the materials presented by the management staff and the advisors of the Corporation regarding the liabilities and liquidity situation of the Corporation, the strategic alternatives available to it, and the impact of the foregoing on the Corporation and its business;

WHEREAS, the Board has had the opportunity to consult with the management staff and the advisors of the Corporation and fully consider each of the strategic alternatives available to the Corporation;

WHEREAS, the Board has approved and consented to the actions set forth below;

NOW, THEREFORE, BE IT RESOLVED, that, in the judgment of the Board of the Corporation, it is desirable and in the best interests of the Corporation, its creditors and other parties in interest, that the Corporation file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (11 U.S.C. §§ 101 et seq., the “Bankruptcy Code”); and be it further

RESOLVED, that any of the Chairman of the Board, Chief Executive Officer, President, Treasurer, and such other officers as may be designated by the Chief Executive Officer (collectively, the “Authorized Officers”), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Corporation all petitions, schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence the case and obtain chapter 11 relief, including but not limited to motions to obtain the use of cash collateral, and provide adequate protection therefore, and to take any and all further acts and deeds that they deem necessary, proper and desirable in connection with the chapter 11 case, with a view to the successful prosecution of such case; and be it further

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Dilworth Paxson LLP as general bankruptcy counsel to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation’s rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Dilworth Paxson LLP; and be it further

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Buzby & Kutzler, Attorneys at Law as general corporate counsel to represent and assist the Corporation in carrying out its corporate business, and to take any and all actions to advance the Corporation’s rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate

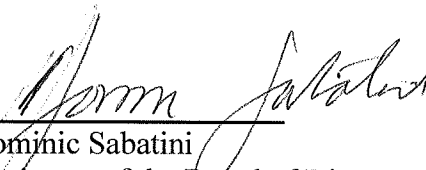
retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Buzby & Kutzler, Attorneys at Law; and be it further

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Corporation in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and be it further

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Corporation or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Corporation, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein; and be it further

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Corporation, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

IN WITNESS WHEREOF, and on behalf of the Board, the Chairman of the Board of North Philadelphia Health System, a Pennsylvania Nonprofit Corporation, has executed this Resolution as of the date and year written below

By: 

Dominic Sabatini
Chairman of the Board of Directors
North Philadelphia Health System

December 28, 2016

Fill in this information to identify the case and this filing:

Debtor Name North Philadelphia Health System
United States Bankruptcy Court for the: Eastern District of PA
(State)
Case number (if known): 16-

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration _____

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

Executed on 12/30/2016
MM / DD / YYYY


 /s/George Walmsley III
Signature of individual signing on behalf of debtor

George Walmsley III
Printed name
President & CEO
Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

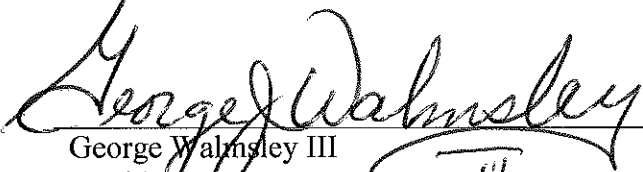
In re: : Chapter 11
: :
North Philadelphia Health Systems, : Case No. _____
: :
Debtor. :

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Bankruptcy Rules 1007(a)(3), the following is a list entities holding an interest in the above-captioned debtor.

Name and Last Known Address or Place of Business Holder	Nature of Interest Held	Amount of Interest Held
None.		

Dated: December 30, 2016


George Walmsley III
President & CEO

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

In re:	:	Chapter 11
	:	
North Philadelphia Health System,	:	Case No.
	:	
Debtor.	:	
	:	

**LIST PURSUANT TO LOCAL BANKRUPTCY RULE 1007(a)(1) OF CREDITORS
THAT THE DEBTOR BELIEVES CLAIM A
SECURITY INTEREST IN CASH COLLATERAL**

The above-captioned debtor (the “Debtor”) filed a petition for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532. The following is a list of the entities that the Debtor believes hold a security interest in cash collateral (the “Cash Collateral List”) based on the Debtor’s books and records as of approximately December 30, 2016.

The Cash Collateral List is prepared in accordance with Local Bankruptcy Rule 1007(a)(1) for filing in this chapter 11 case. The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtor.¹

¹ The Debtor will file its schedules of assets and liability (the “Schedules”) in accordance with 11 U.S.C. § 521, Fed. R. Bankr. P. 1007, and L.B.R. 1007-1(b). The information contained in the Schedules may differ from that set forth below.

(1) Name of Creditor	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of Claim (trade debt, bank loan, government contracts, etc.)
Gemino Healthcare Finance, LLC	<p>Gemino Healthcare Finance, LLC 1 International Plaza, Suite 220 Philadelphia, PA 19113 Attn: Tom Schneider Fax: (610) 870-5401</p> <p>Tracy L. Schovain, Esquire Duane Morris LLP 190 South LaSalle St. Chicago, IL 60603-3433 312-499-6747 fax: 312-277-9519 tlschovain@duanemorris.com</p>	<p>\$8.5 million revolving credit facility dated December 30, 2010. As of the Petition Date, the Debtor has drawn approximately \$1.9 million of the Facility, and expects that this amount could increase to as high as \$2.4 million. the Facility is secured by a first priority security interest in certain property of the Debtor, including all of the Debtor's accounts receivable.</p>
<p>The Bank of New York Mellon Trust Company, N.A. is acting as Mortgagee on behalf of FHA Mortgage and security interests and as Successor Trustee under the Trust Indenture dated December 1, 1997 between The Hospitals and Higher Education Facilities Authority of Philadelphia and North Philadelphia Health System</p>	<p>Jennifer J. Provenzano Vice President The Bank of New York Mellon Trust Company Government – DAG 500 Ross Street, 12th Fl, Pittsburgh PA 15262 (T) 412-236-3140 jennifer.j.provenzano@bnymellon.com</p> <p>Cary N Brownley Director Hunt Mortgage Group FHA Mortgage Servicer FHA/GNMA Transaction & Portfolio Management 8000 Towers Crescent Drive, Suite 550 Vienna, VA 22182 (T) 703.663.5882 cary.brownley@huntcompanies.com</p>	<p>Hospitals and Higher Education Facilities Authority of certain FHA-Insured Mortgage Hospital Revenue Bonds Series A of 1997 in the original principal amount of \$25 million issued under a trust indenture dated December 31, 1997. Security for the Bonds includes a Federal Housing Administration -insured mortgage and security interest in the Debtor's facilities and personal property and certain funds held under the Indenture</p>

<p>The Secretary of the United States Department of Housing and Urban Development, acting by and through the Federal Housing Commissioner (“HUD”), under a Regulatory Agreement, Section 242 Nonprofit Hospital, Project No. 034-57004</p>	<p>Mr. Gary W. Broadwater, CPA Healthcare Account Executive U.S. Department of Housing and Urban Development (“HUD”) Office of Hospital Facilities 451 Seventh St. SW Washington, DC 20410 202-402-5093 gary.w.broadwater@hud.gov</p> <p>And</p> <p>Keisha L. Brooks Deputy Assistant General Counsel Office of General Counsel – Multifamily Division U.S. Department of Housing and Urban Development 451 7th St. SW – Room 9230 Washington, DC 20410 202-402-5225 Keisha.l.brooks@hud.gov</p>	<p>The HUD Regulatory Agreement, Section 242 Nonprofit Hospital, Project No. 034-57004, is a recorded covenant against the real and personal property of the Debtor arising from the Secretary’s endorsement of the FHA mortgage insurance on December 30, 1997.</p>
--	---	--

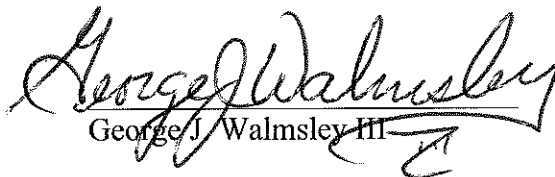
**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

In re: : Chapter 11
: :
North Philadelphia Health System, : Case No. 16-
: :
Debtor. :
:

DECLARATION UNDER PENALTY OF PERJURY

Pursuant to 28 U.S.C. § 1746, I, George J. Walmsley III, the duly qualified President and Chief Executive Officer of the Debtor, declare under penalty of perjury that I have reviewed the Cash Collateral List and that it is true and correct to the best of my information and belief.

Dated: December 30, 2016


George J. Walmsley III

Fill in this information to identify the case:

Debtor name North Philadelphia Health System

United States Bankruptcy Court for the: District of Eastern Pennsylvania
(State)

Case number (if known): 16-

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest on a Consolidated Basis

Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed ⁱ	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 Independence Blue Cross 1901 Market Street Philadelphia, PA 19103-1480						\$10,872,000.00
2 Medicare 7500 Security Blvd Baltimore, MD 21244-1850			D			\$2,715,363.00
3 Community Behavioral Health 801 Market Street, Suite 7000 Philadelphia, PA 19107						\$1,800,000.00
4 Pennsylvania Unemployment 651 Boas Street Harrisburg, PA 17121						\$2,090,841.00
5 Pennsylvania Department of Human Services Office of Medical Assistance Programs 625 Foster Street Harrisburg, PA 17120			D			\$980,932.00
6 Philadelphia Water Revenue 1401 John F. Kennedy Blvd Philadelphia, PA 19102			D			\$699,352.00

7	Cerner 51 Valley Stream Parkway Malvern, PA 19355-1406			D			\$693,570.00
8	PECO Peco Bankruptcy Group 2301 Market Street, S4-2 Philadelphia, PA 19103			D			\$623,593.00
9	Royal Bank America Leasing 550 Township Line Road, Suite 425 Blue Bell, PA 19422						\$472,595.00
10	AGFA Health 580 Gotham Parkway Carlstadt, NJ 07072			D			\$432,000.00
11	Access Systems Integration 1 Industrial Way W Eatontown, NJ 07724			D			\$321,113.00
12	Verizon 900 Race Street Philadelphia, PA 19107			D			\$270,109.00
13	Medhost 6550 Carothers Pkwy #160 Franklin, TN 37067			D			\$266,000.00
14	Iron Mountain 1135 Thomas Busch Memorial Hwy Pennsauken, NJ 08110						\$248,457.00
15	Bio-Medical Applications 10 Halstead Road Mendham, NJ 07945			D			\$240,475.00
16	1199C Training Fund 1319 Locust Street Philadelphia, PA 19107						\$252,000.00
17	Atlantic Diagnostics Laboratory 3520 Progress Drive Bensalem, PA 19020			D			\$229,171.00
18	Otis Elevator 30 Twosome Drive, Suite 4 Morrisville, NJ 08057			D			\$197,780.00
19	Cardinal Health 7000 Cardinal Place Dublin, OH 43017			D			\$152,503.00

20	Southwest Consultants 2805 Dallas Parkway, Suite 620 Plano, TX 75093						\$132,482.00
21	Wanda Hall c/o Robert A. Gelinas, Esq. 22 S 18 th Street Philadelphia, PA 19103						\$130,000.00
22	Canterbury Consultants 1919 Chestnut Street Apt 2215 Philadelphia, PA 19103			D			\$154,000.00
23	Wellsoft 27 World's Fair Drive Somerset, NJ 08873			D			\$128,772.00
24	Executive Health Resources 3797 Momentum Place Chicago, IL 60689			D			\$114,888.00
25	Keystone Quality Transport 1750 N. 49 th Street Philadelphia, PA 19131			D			\$105,680.00
26	The Hospitals and Higher Education Facilities Authority 1800 John F. Kennedy Blvd. Suite 1800 Philadelphia, PA 19103			D			\$104,871.00
27	Arthrex 829 Lincoln Avenue, Suite C-1 West Chester, PA 19380			D			\$104,352.00
28	Loeper Associates 604 North Third Street Harrisburg, PA 17101			D			\$102,500.00
29	Getinge Group 1265 Solutions Center Chicago, IL 60677			D			\$88,894.00
30	Beckman Coutler, Inc. 606 Elmwood Avenue Sharon Hill, PA 19079			D			\$87,425.05

ⁱ Debtor is continuing to review its records regarding the validity and amounts owed to each of these creditors.