

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re	)	Chapter 11
	)	
INTEGRATED HEALTH SERVICES, INC., <u>et al.</u> ,	)	Case No. 00-389 (MFW)
	)	
Debtors.	)	Jointly Administered

**AMENDED AND RESTATED  
TENTH APPLICATION OF ARENT FOX KINTNER PLOTKIN & KAHN, PLLC AS  
COUNSEL TO  
THE DEBTORS AND DEBTORS IN POSSESSION  
FOR INTERIM ALLOWANCE OF COMPENSATION  
AND REIMBURSEMENT OF EXPENSES FOR THE  
PERIOD MAY 1, 2003 THROUGH MAY 12, 2003  
AND FOR FINAL ALLOWANCE OF COMPENSATION AND REIMBURSEMENT**

**SUMMARY SHEET -- PART 1**

Name of Applicant:	ARENTE FOX KINTNER PLOTKIN & KAHN, PLLC
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	October 17, 2002 ( <u>nunc pro tunc</u> to August 14, 2002)
Period for which Interim Compensation and Reimbursement is sought:	May 1, 2003 through May 12, 2003
Amount of interim compensation sought as actual, reasonable and necessary:	\$57,719.00
Amount of interim reimbursement sought as actual, reasonable and necessary:	\$ 2,384.43
Period for which Final Compensation and Reimbursement is sought:	August 14, 2002 through May 12, 2003
Amount of final compensation sought as actual, reasonable and necessary:	\$1,300,895.90
Amount of final reimbursement sought as Actual, reasonable and necessary:	\$ 52,951.37
This is an <u>  X  </u> interim	<u>  x  </u> final application

The time expended for the preparation of this application through July 7, 2003, is approximately 2 hours, for which no compensation is requested. If this is not the first application filed, disclose the following for each prior application:

DATE FILED	PERIOD COVERED	REQUESTED FEES/EXPENSES	APPROVED FEES/EXPENSES
11/8/02	8/14/02 - 8/31/02	\$94,202.50-Fees \$ 145.00-Expenses	\$94,347.50
11/8/02	9/1/02 - 9/30/02	\$150,100.50-Fees \$ 3,351.68-Expenses	\$153,452.18
11/21/02	10/1/02 - 10/31/02	\$177,040.00-Fees \$ 3,888.76-Expenses	\$180,928.76
12/18/02	11/1/02 - 11/30/02	\$116,698.50-Fees \$ 7,172.92-Expenses	\$123,871.42
1/17/03	12/1/02 - 12/31/02	\$99,077.00-Fees \$ 7,274.90-Expenses	\$106,351.90
2/26/03	1/1/03 - 1/31/03	\$137,132.00-Fees \$ 5,738.19-Expenses	\$109,705.60 - Fees \$5,738.19 - Expenses Balance -\$27,426.40
3/14/03	2/1/03 - 2/28/03	\$141,589.90-Fees \$ 7,950.66-Expenses	\$113,271.92 - Fees \$7,950.66 - Expenses Balance-\$28,317.98
4/24/03	3/1/03 - 3/31/03	\$109,214.50-Fees \$ 4,355.19-Expenses	\$87,371.60 - Fees \$4,355.19-Expenses Balance \$21,862.90
5/22/03	4/01/03 - 4/31/03	\$218,122.00-Fees \$10,689.64-Expenses	Pending

**SUMMARY SHEET - PART II**  
**In re Integrated Health Services, Inc., et al.**

Summary of Time Recorded In Connection  
 With The Rendition Of Services To The Debtors For The  
Period From May 1, 2003 through May 12, 2003

<u>PARTNERS</u>	<u>YEAR OF ADMISSION</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
Michael S. Blass	1980	10.70	\$425.00	\$4,547.50
Andrew S. Bogen	1985	23.20	\$360.00	\$8,352.00
Joshua Dicker	1987	11.00	\$340.00	\$3,740.00
Larri Short	1992	.10	\$350.00	\$35.00
William Goodrich	1976	.20	\$425.00	\$85.00

ASSOCIATES

Melissa J. Llanera	1997	21.90	\$255.00	\$5,584.50
Joann Marchica	1999	31.00	\$205.00	6,355.00
Jill A. Steinberg	1992	40.80	\$325.00	\$13,260.00
Matthew I. Kupferberg	1994	7.70	\$305.00	\$2,348.50
Mark Langdon	1994	15.10	\$325.00	\$4,907.50
Tony Pavel	2001	4.90	\$195.00	\$955.50
Rachael Hold Weiss	2002	.80	\$185.00	\$148.00

PARALEGALS

Frank Shaw		23.20	\$105.00	\$2,436.00
Eileen Henry		2.30	\$135.00	\$310.50
Andrea Hicks		22.40	\$140.00	\$3,136.00
Stacy Harbison		.90	\$145.00	\$130.50
Paralegal Temp.		4.00	\$100.00	\$400.00
Daniel Barry		7.90	\$125.00	\$987.50

<b>TOTAL</b>				
<b>ATTORNEY/PARALEGAL</b>	<b>228.10</b>	<b>TOTAL</b>	<b>\$57,719.00</b>	

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re ) Chapter 11  
)  
INTEGRATED HEALTH SERVICES, INC., et al., ) Case No. 00 - 389 (MFW)  
)  
Debtors. ) Jointly Administered

**AMENDED AND RESTATED  
TENTH INTERIM APPLICATION OF ARENT FOX KINTNER PLOTKIN & KAHN,  
PLLC  
AS COUNSEL TO  
THE DEBTORS AND DEBTORS IN POSSESSION  
FOR INTERIM ALLOWANCE OF COMPENSATION  
AND REIMBURSEMENT OF EXPENSES FOR THE  
PERIOD MAY 1, 2003 THROUGH MAY 12, 2003  
AND FOR FINAL ALLOWANCE OF COMPENSATION AND REIMBURSEMENT**

Arent Fox Kintner Plotkin & Kahn, PLLC (“Arent Fox”) respectfully  
represents as follows:

1. Arent Fox is special corporate and regulatory counsel for Integrated Health Services, Inc., and certain of its direct and indirect subsidiaries, as debtors and debtors in possession herein (collectively, the “Debtors”) in these chapter 11 cases.
2. On February 2, 2000 (the “Filing Date”), each of the Debtors filed a voluntary petition for reorganization under chapter 11 of title 11 the United States Bankruptcy Code (the “Bankruptcy Code”).
3. By its Order Pursuant to Section 327(e) of the Bankruptcy Code Authorizing Retention and Employment of Arent Fox as Special Corporate and Regulatory Counsel for the Debtors and Debtors In Possession (the “Arent Fox Retention Order”) dated October 17, 2002, the Court authorized the Debtors to retain Arent Fox as special corporate and

regulatory counsel to the Debtors in these chapter 11 cases, effective nunc pro tunc to August 14, 2002. Arent Fox has served the Debtors in that capacity since the Filing Date.

4. By its Administrative Order Establishing Procedures for Interim Compensation And Reimbursement Of Expenses Of Professionals, dated February 2, 2000, as amended by an Order Establishing Revised Procedures, dated February 22, 2001 (the "Interim Compensation Order"), the Court established a procedure for interim compensation and reimbursement of expenses for all professionals in these cases. In particular, the Court authorized the submission on notice of monthly interim fee applications by professionals employed under section 327, 328(a) or 1103 of the Bankruptcy Code (which includes professionals employed by the Debtors) and a procedure by which, in the absence of any objection to the interim fee application, the Debtors could pay 80% of the fees requested and 100% of the disbursements requested. The Court further provided for the filing by such professionals of quarterly fee requests for interim Court approval and allowance of the fees and reimbursement of expenses sought in the monthly interim fee applications filed during the applicable quarterly period. Pursuant to the Interim Compensation Order, Arent Fox submitted a monthly interim fee application (the "Tenth Interim Fee Application") for the period of May 1, 2003 through May 31, 2003, which was filed with the Court on June 16, 2003. Arent Fox has been advised that, pursuant to the Plan of Reorganization that was confirmed by the Court on May 12, 2003, fee applications are to be submitted to the Court for services rendered through May 12, 2003, and fees for services thereafter are to be billed directly to the Debtors. Accordingly, Arent Fox is submitting this amendment and restatement of its Tenth Interim Fee Application (the "Amended and Restated Tenth Fee Application"). This is Arent Fox's tenth interim fee application.

5. Arent Fox submits this Amended and Restated Tenth Fee Application (i) for interim allowance of reasonable compensation for actual and necessary professional services

performed by Arent Fox for the period from May 1, 2003 through May 12, 2003; (ii) for interim reimbursement of the actual and necessary expenses incurred by Arent Fox in connection with its representation of the Debtors during the period of May 1, 2003 through May 12, 2003; (iii) for final allowance of reasonable compensation for actual and necessary professional services performed by Arent Fox for the period of August 14, 2002 through May 12, 2003; and (iv) for final reimbursement of the actual and necessary expenses incurred by Arent Fox in connection with its representation of the Debtors during the period of August 14, 2002 through May 12, 2003. This application is made pursuant to the provisions of sections 327, 330 and 330 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, the Arent Fox Retention Order and the Interim Compensation Order.

6. Professional services and expenses for which compensation and reimbursement are sought were rendered and expended on behalf of the Debtors pursuant to chapter 11 of the Bankruptcy Code. Arent Fox believes it is appropriate that it be compensated for the time spent and reimbursed for the expenses incurred in connection with these matters.
7. For the interim period covered by this Amended and Restated Tenth Fee Application, Arent Fox has provided a total of 228.10 hours of attorney and paraprofessional time in connection with these chapter 11 cases, and incurred fees for such services totaling \$57,719.00. For the same period, Arent Fox has incurred actual and necessary expenses in connection therewith totaling \$2,384.43. With respect to these amounts, as of the date of this application, Arent Fox has received no payments.
8. Arent Fox maintains daily records of the time spent in the rendering of professional services during the interim period covered by the Amended and Restated Tenth Fee Application. Arent Fox will not burden the Court and interested parties with a detailed or lengthy recitation of each and every item of service performed on behalf of the Debtors. Accordingly, a summary description of the principal matters with respect to which

services were performed by Arent Fox for the period covered by the Amended and Restated Tenth Fee Application is attached hereto as Exhibit "A". The full scope of and breadth of all of Arent Fox's services are reflected in the detailed time records attached hereto as Exhibit "B".

9. The forepart of Exhibit "B" identifies each matter for which services were rendered by Arent Fox during the period covered by the Amended and Restated Tenth Fee Application, and the total fees charged by Arent Fox for each such matter during such period. The remainder of Exhibit "B" consists of logs which show on a daily basis the professionals recording time for these matters, how much time was recorded by each professional and descriptions of the services provided.
10. Exhibit "C" attached hereto contains a breakdown of disbursements by Arent Fox for the period covered by the Amended and Restated Tenth Fee Application.<sup>1</sup>

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1

Arent Fox's disbursement sum is broken down into categories of charges, including, among other things, telephone/telecopier toll and related charges, mail and express mail charges, special or hand delivery charges, photocopying charges, transportation, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. Costs incurred for overtime and computer research are not included in Arent Fox's normal hourly billing rates and, therefore, are itemized and included in Arent Fox's disbursements.

Pursuant to Order #32 of the United States District Court for the District of Delaware, Arent Fox represents that it charges for expenses in the following manner:

- a. Duplicating: Charged at \$.10 per page.
- b. Telecommunications: Long distance calls are billed at actual cost. Outgoing facsimile transmittals are billed at the cost of the call. There is no charge for outgoing domestic facsimile transmittals or incoming facsimile transmittals.
- c. Computer Research: Arent Fox's practice is to bill clients for LEXIS and Westlaw research at actual cost, which does not include amortization for maintenance and equipment.
- d. Overtime Expenses: Arent Fox's practice is to allow any attorney and legal assistant working later than 8:00 p.m. to charge a working meal to the appropriate client.
- e. Local Car Service: Arent Fox's practice is to allow attorneys, legal assistants and secretaries to charge car service to the appropriate client after 8:00 p.m.
- f. Delivery Services: Arent Fox's practice is to charge postal, overnight delivery and courier services at actual cost.

11. Arent Fox has endeavored to represent the Debtors in the most expeditious and economical manner possible. Tasks have been assigned to attorneys and paralegals at Arent Fox so that work has been performed by those most familiar with the particular matter or task and by the lowest hourly rate professional appropriate for a particular matter. Moreover, Arent Fox has sought to coordinate with other professionals involved in these cases, including Jenkins & Gilchrist, Parker Chapin LLP, who are also retained as attorneys for the Debtors, so as to minimize any duplication of effort and to minimize attorneys' fees and expenses to the Debtors. We believe we have been successful in this regard.
12. As stated in the Affidavit of Michael S. Blass, annexed hereto as Exhibit "D", no agreement or understanding exists between Arent Fox and any other person for the sharing of compensation received or to be received for services rendered in or in connection with these cases.
13. The undersigned has reviewed the requirements of Local Rule 2016-2 of the United States District Court for the District of Delaware ("Del. Bankr. LR2016-2") and certifies to the best of his information, knowledge and belief that this application complies with Del. Bankr. LR2016-2.

WHEREFORE, Arent Fox respectfully requests that this Court allow Arent Fox (i) interim compensation in the sum of \$57,719.00 for actual and necessary professional services rendered on behalf of the debtors during the period May 1, 2003 through May 12, 2003; and (ii) interim reimbursement in the amount of \$2,384.43 for actual and necessary expenses incurred during that period; and (iii) final compensation in the sum of \$1,300,895.00 for actual and necessary professional services rendered on behalf of the debtors during the period August 14,



2002 through May 31, 2003; and (iv) final reimbursement in the amount of \$52,951.37 for actual and necessary expenses incurred during that period.

Dated: New York, New York

July 7, 2003

ARENT FOX KINTNER PLOTKIN &  
KAHN, PLLC

A handwritten signature in black ink, appearing to read "Michael S. Blass", is written over a horizontal line.

Michael S. Blass  
1675 Broadway, 25th Floor  
New York, New York 10019

Special Corporate and Healthcare Counsel  
For Debtors And Debtors in Possession

**EXHIBIT A**

**SUMMARY OF PRINCIPAL MATTERS**

**A. Sale to Abe Briarwood (#00064)**

(Fees: \$22,635.50, Total Attorney/Paraprofessional Hours: 109.20)

This matter includes time devoted to the regulatory issues involved in the sale of the stock of IHS Long Term Care, Inc. to ABE Briarwood Corp. This matter included time spent on determining the regulatory requirements involved in such sale in the approximately 33 states in which IHS does business, the identification and contacting of the appropriate officials of each of those states for the purpose of verifying their policies and requirements for the change of ownership of the debtor's healthcare business within their respective jurisdictions, the preparation of the applications and notices involved in such transaction, working with local counsel, reviewing corporate documents, and coordinating with IHS's corporate counsel as well as Briarwood's counsel.

**B. Pharmacy Contracts (#00048)**

(Fees: \$9,806.50, Total Attorney/Paraprofessional Hours: 31.10)

Representation with respect to the termination of the Preferred Provider Agreement with PharMerica, Inc., and all related pharmacy contracts, and the drafting, negotiation and execution of the replacement pharmacy contract with PharMerica, Inc. for the majority of the skilled nursing facilities owned, managed and operated by IHS; negotiation and preparation of new pharmacy contracts with various new institutional pharmacy providers for various skilled nursing facilities; research and advice regarding medication waste and destruction issues; "split billing", "remote pharmacy" and other regulatory issues, resolution of disputes regarding pharmaceutical services provided to skilled nursing facilities and specialty hospitals; and advice and preparation of documentation with respect to the exercise of rights under various pharmacy contracts.

**EXHIBIT B**

# ARENT FOX KINTNER PLOTKIN & KAHN, PLLC

1050 Connecticut Ave., N.W.

Washington, D.C. 20036-5339

Telephone: (202) 857-6000 Telecopy: (202) 857-6395

Taxpayer Identification Number: 53-0214923

Integrated Health Services, Inc.  
910 Ridgebrook Road  
Sparks, MD 21152  
Attn: Ronald Lord, Esq.

Invoice Number 912189  
Invoice Date 06/15/03  
Client Number 025498

## EXHIBIT B

Our Reference	Total
General	703.42
Cherry Creek	4,386.00
Clara Burke Nursing Home	2.60
Disaster Relief Foundation	9.30
Hazelbaker Leases	1,296.00
HCRT Leases	1,357.90
Health Facility Licensure	65.00
Omega Restructuring	47.19
Ormond Beach	21.35
Reorganization	2,231.90
Restructuring of Willowbrook & Silverbrook Fac.	349.85
Semelsberger	478.20
Symphony Health Care Issues	478.00
Litchfield	76.10
Pharmacy Contracts	9,872.58
Symphony Health Services - Tradenames Issues	1,666.75
Premiere	252.00
Consolidation of Subsidiaries	442.00
Leases	2,662.98

Nurse Advocates	583.43
Ballard OTA	2,726.63
Nursefinders	561.00
Symphony Reorganization	1,519.60
Symphony Preemption Analysis	3,537.50
Sale to Abe Briarwood Corp.	22,904.95
IHS Magnolia Manor Refinancing	1,871.20
Totals	----- 60,103.43

(00000) MATTER NUMBER  
RE: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

Date	Timekeeper		Hours	Value
05/05/03	AS BOGEN	Teleconference with Melissa Warlow re: Moultrie Rest.	.3	108.00
05/06/03	AS BOGEN	Teleconference with Melissa Warlow re: Moultrie Rest-Awhile.	.3	108.00
05/08/03	WW GOODRICH	Telephone Lisa Llanera regarding termination "for cause" versus bilateral no-cost termination.	.2	85.00
05/09/03	TP PAVEL	Revise/update state automated dispensing memorandum.	1.3	253.50
05/12/03	AS BOGEN	Teleconference with Melissa Warlow re: Magnolia merger.	.3	108.00

CURRENT FEES

662.50

FOR CHARGES:

05/12/03	POSTAGE	.37
05/06/03	PHONE CHARGES	3.40
05/12/03	DUPLICATING SUMMARY	4.80
05/12/03	OVERNIGHT DELIVERY	32.35

CURRENT CHARGES

40.92

SUBTOTAL FOR THIS MATTER

\$703.42

(00003) MATTER NUMBER

RE: Cherry Creek

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

Date	Timekeeper		Hours	Value
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05/01/03	MS BLASS	Teleconferences with S. Woodson (0.8), J. Carlson (0.7) and attorney for Nexion (0.6) re: OTA issues and filing of court motion; conference with J. Dicker re: Medicare issues (0.6).	2.7	1,147.50
05/01/03	MJ LLANERA	Meet with M. Blass re: OTA (.10); revise OTA (1.3); e-mail to J. Carlson (.10); e-mail to J. Carlson re: OTA (.10).	1.6	408.00
05/01/03	JD DICKER	Confer with M. Blass re: Medicare provider agreement scenario for facility; teleconference with J. Carlson and M. Blass re: global settlement and Medicare.	.7	238.00
05/05/03	MS BLASS	Teleconference with S. Woodson re: OTA and Medicare issues.	.6	255.00
05/06/03	MS BLASS	Teleconference with S. Woodson re: OTA.	.6	255.00
05/07/03	MS BLASS	Prepare revised OTA; teleconference with J. Carlson re: Medicare issues.	3.2	1,360.00
05/12/03	MS BLASS	Teleconference with M. Box (0.5), S. Woodson (0.4) and attorney for Nexion (0.8) re: OTA issues.	1.7	722.50
			-----	
		CURRENT FEES		4,386.00
		SUBTOTAL FOR THIS MATTER		\$4,386.00

025498 Integrated Health Services, Inc.  
15 JUNE 2003

Invoice Number 912189  
Page 5

(00004) MATTER NUMBER

RE: Clara Burke Nursing Home

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

FOR CHARGES:

05/09/03	POSTAGE	2.40
02/11/03	PHONE CHARGES	.20

CURRENT CHARGES	-----	2.60
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SUBTOTAL FOR THIS MATTER		\$2.60
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(00007) MATTER NUMBER

RE: Disaster Relief Foundation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

FOR CHARGES:

05/09/03	PHONE CHARGES	.30
05/09/03	TELECOPIER	9.00

CURRENT CHARGES	-----	9.30
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SUBTOTAL FOR THIS MATTER		\$9.30
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(00011) MATTER NUMBER  
RE: Hazelbaker Leases

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
05/06/03	AS BOGEN	Review attorney fee claims letters.	.4	144.00
05/12/03	AS BOGEN	Prepare memo re: legal fee dispute.	3.2	1,152.00
			-----	
		CURRENT FEES		1,296.00
		SUBTOTAL FOR THIS MATTER		\$1,296.00

(00012) MATTER NUMBER

RE: HCRT Leases

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
05/02/03	JD DICKER	Review e-mail correspondence from R. Hill and counter e-mail regarding OTA issues.	.3	102.00
05/05/03	JD DICKER	Teleconference with S. Woodson on Ruxton due diligence (.40) and additional teleconferences thereon (.20); review e-mails from J. Carlson on Medicare stip (.30).	.9	306.00
05/07/03	JD DICKER	Conference with J. Steinberg re: state notice by No. Va. (.20); teleconference with J. Carlson re: CMS Settlement Agreement (.30); teleconference with S. Woodson re: transaction (.30).	.8	272.00
05/07/03	JA STEINBERG	Teleconference with J. Dicker and S. Woodson re: transaction.	.2	65.00
05/08/03	JD DICKER	Teleconference with B. Hill re: timing, issues, negotiations, etc. (.50); teleconference with B. Johnsen re: transition issues (.40); teleconference with S. Woodson re: status, negotiations, etc. (.40); review e-mail correspondence from M. Box (.10).	1.4	476.00
05/09/03	JD DICKER	E-mail correspondence from S. Woodson re: status of SUP proceedings (.10).	.1	34.00
05/12/03	JD DICKER	E-mail correspondence with S. Woodson re: issues and status regarding No. Va. transaction.	.3	102.00

CURRENT FEES

-----  
1,357.00

FOR CHARGES:

05/08/03 PHONE CHARGES

.90

CURRENT CHARGES

-----  
.90

SUBTOTAL FOR THIS MATTER

-----  
\$1,357.90

(00013) MATTER NUMBER  
RE: Health Facility Licensure

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
05/12/03	JA STEINBERG	Teleconference with M. Warlow re: IHS of Orange Park fine.	.2	65.00

CURRENT FEES

-----  
65.00

SUBTOTAL FOR THIS MATTER

\$65.00

025498 Integrated Health Services, Inc.  
15 JUNE 2003

Invoice Number 912189  
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(00024) MATTER NUMBER  
RE: Omega Restructuring

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

FOR CHARGES:

05/06/03 OVERNIGHT DELIVERY

47.19

CURRENT CHARGES

-----  
47.19

SUBTOTAL FOR THIS MATTER

\$47.19

025498 Integrated Health Services, Inc.  
15 JUNE 2003

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Page 11

(00025) MATTER NUMBER  
RE: Ormond Beach

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

FOR CHARGES:

05/06/03 OVERNIGHT DELIVERY

21.35

CURRENT CHARGES

-----  
21.35

SUBTOTAL FOR THIS MATTER

\$21.35

(00029) MATTER NUMBER  
RE: Reorganization

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

Date	Timekeeper		Hours	Value
05/01/03	AH HICKS	Organize and file new documents	1.0	140.00
05/05/03	AH HICKS	Discuss project with J. Marchica; hand off part of project with instructions to D. Barry	.4	56.00
05/06/03	JA STEINBERG	Teleconference with J. Dicker re: lease termination issues (.3); review and respond re: email from M. Kim re: Tara transaction (.2)	.5	162.50
05/07/03	JA STEINBERG	Review Tara OTA (.3); research Medicaid issues (.2); teleconference with M. Kim re: same (.3); review e-mail from S. Woodson re: Moore (.1); contact with H. Giles re: same (.1).	1.0	325.00
05/08/03	AH HICKS	Work on Oklahoma and Texas application preparation	3.1	434.00
05/12/03	JA STEINBERG	Prepare fee application.	.7	227.50
05/12/03	JA STEINBERG	Teleconference with N. Giles re: status of transaction (.2); teleconference with S. Woodson re: same (.3).	.5	162.50

CURRENT FEES

1,507.50

FOR CHARGES:

05/12/03	PHONE CHARGES	30.10
05/08/03	DUPLICATING SUMMARY	188.00
05/09/03	TELECOPIER	76.50
05/08/03	OVERNIGHT DELIVERY	374.70
04/01/03	MEALS - CAFE METRO	11.96
04/03/03	MEALS - CHINA FUN RESTAURANT	13.10
04/10/03	MEALS - STAGE DELI AND REST. 04-10-2003	30.04

CURRENT CHARGES

724.40

SUBTOTAL FOR THIS MATTER

\$2,231.90

(00031) MATTER NUMBER

RE: Restructuring of Willowbrook & Silverbrook Facilities

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

Date	Timekeeper		Hours	Value
05/01/03	JD DICKER	Review signed documents and send breaking escrow e-mail to both sides.	.3	102.00
05/06/03	JD DICKER	E-mail correspondence with J. Stephan.	.1	34.00
05/07/03	JD DICKER	Teleconference with J. Stephan and e-mail to C. Henry re: closing and distribution of closing escrow documents.	.6	204.00

CURRENT FEES

340.00

FOR CHARGES:

05/07/03 OVERNIGHT DELIVERY

9.85

CURRENT CHARGES

9.85

SUBTOTAL FOR THIS MATTER

\$349.85



(00034) MATTER NUMBER  
RE: Semelsberger

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

Date	Timekeeper		Hours	Value
05/01/03	MS BLASS	Review HCIC's counter offer.	.3	127.50
05/05/03	MS BLASS	Review revised settlement proposal.	.4	170.00
05/12/03	MS BLASS	Teleconference with M. Box re: HCIC financial data.	.4	170.00

CURRENT FEES

467.50

FOR CHARGES:

05/12/03	PHONE CHARGES	1.10
05/06/03	DUPLICATING SUMMARY	9.60

CURRENT CHARGES

10.70

SUBTOTAL FOR THIS MATTER

\$478.20

(00038) MATTER NUMBER

RE: Symphony Health Care Issues

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
05/07/03	LA SHORT	Discussed pharmacy kickback issue with M. Langdon.	.1	35.00
05/09/03	JA STEINBERG	Review and respond e-mails from C. Davis.	.2	65.00
05/12/03	MI KUPFERBERG	Phone conference with Christy Davis, Jerry Yarnish and Jill Steinberg regarding Souza agreement.	.6	183.00
05/12/03	JA STEINBERG	Teleconference with C. Davis and J. Yamish and M. Kupferberg re: therapy director agreement.	.6	195.00
			-----	
		CURRENT FEES		478.00
		SUBTOTAL FOR THIS MATTER		\$478.00

(00043) MATTER NUMBER  
RE: Litchfield

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

Date	Timekeeper		Hours	Value
05/02/03	JA STEINBERG	Review document received from S. Adams re: lawsuit (.1); forward to Toni-Jean Lisa (.1).	.2	65.00

CURRENT FEES

65.00

FOR CHARGES:

05/06/03	PHONE CHARGES	1.10
05/09/03	DUPLICATING SUMMARY	1.00
05/09/03	TELECOPIER	9.00

CURRENT CHARGES

11.10

SUBTOTAL FOR THIS MATTER

\$76.10

(00048) MATTER NUMBER  
 RE: Pharmacy Contracts

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

Date	Timekeeper		Hours	Value
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05/01/03	JA STEINBERG	Research Medicare issues; prepare memo; re: same review updated memo.	1.5	487.50
05/01/03	ML LANGDON	Voicemail from A. Bogen; conference with A. Bogen.	.2	65.00
05/01/03	AS BOGEN	Teleconferences with Fred Wendt re: Omnicare contracts termination (.30); prepare final Neighborcare Pharmacy contracts (.80); review and revise split billing memo (1.00)	2.1	756.00
05/02/03	JA STEINBERG	Prepare memo re: split-billing issues.	.8	260.00
05/02/03	SR HARBISON	Calls to Ohio and Florida Medicaid programs regarding split-billing.	.3	43.50
05/02/03	AS BOGEN	Neighborcare Contracts distribution follow-up (.40); letter to Omnicare re: N. Carolina leases (.70).	1.1	396.00
05/05/03	SR HARBISON	Call with Ohio Medicaid Program.	.1	14.50
05/05/03	JA STEINBERG	Prepare memo re: pharmacy split billing issues.	.3	97.50
05/05/03	SR HARBISON	Updates to split billing memo regarding Ohio comments.	.2	29.00
05/05/03	AS BOGEN	Follow-up with Carolyn Becker re: THC of Nevada Contracts.	.2	72.00
05/06/03	AS BOGEN	Teleconference with Fred Wendt re: Driftwood and other pharmacy contracts (.50); review split billing memo (.30); e-mails re: rejection of Driftwood Pharmacy Contract (.50).	1.3	468.00
05/06/03	TP PAVEL	Follow up on state board responses to automated dispensing inquiries.	.4	78.00
05/06/03	ML LANGDON	Voicemail from A. Bogen regarding "split-billing" issue; e-mailed A. Bogen.	.2	65.00
05/07/03	AS BOGEN	Teleconference with Fred Wendt, Scott Hillegas, Carolyn Becker re: various contracts.	.9	324.00
05/07/03	TP PAVEL	Meeting with M.Langdon re contract issues.	.4	78.00
05/07/03	JA STEINBERG	Teleconference with M. Langdon and A. Bogen re: split billing issues (.4); prepare pharmacy memo (.2); review e-mail from M. Langdon (.2).	.8	260.00
05/07/03	ML LANGDON	Conference with A. Bogen, J. Steinberg regarding split-billing issue; reviewed PPS regulations; reviewed PDMA; e-mails with S. Harbison.	4.3	1,397.50

05/07/03	SR	HARBISON	Update to M. Langdon regarding split billing proposal.	.1	14.50
05/08/03	SR	HARBISON	Call to Florida Medicaid program.	.1	14.50
05/08/03	AS	BOGEN	Follow-up re: THC of Nevada contracts (.40); split billing memo review (.30).	.7	252.00
05/08/03	JA	STEINBERG	Conference with M. Langdon re: split billing issues.	.3	97.50
05/09/03	ML	LANGDON	Reviewed PhRMA Code; reviewed OIG guidance; drafted memorandum regarding pharmaceutical/nursing home marketing practices.	4.0	1,300.00
05/09/03	ML	LANGDON	Revised split-billing memorandum.	2.3	747.50
05/09/03	AS	BOGEN	Review split billing memo (.40); teleconferences with Fred Wendt re: Auburn Manor, Magnolia Place at Greenville, etc. (1.00); teleconference with Scott Hillegas re: pharmacy contract with THC (.20); review Auburn Manor Pharmacy Contract (.70).	2.3	828.00
05/09/03	TP	PAVEL	Research - medication release laws/regulations (nursing homes) for FL and NM.	2.8	546.00
05/12/03	JA	STEINBERG	Conference with A. Bogen re: memorandum.	.3	97.50
05/12/03	AS	BOGEN	Teleconference with Terri Lyon re: THC of Nevada pharmacy contracts (.50); revise contracts (.30).	.8	288.00
05/12/03	ML	LANGDON	Drafted analysis memorandum regarding relationships between pharmaceutical companies and nursing homes.	2.2	715.00
05/12/03	SR	HARBISON	Call from Florida regarding split billing.	.1	14.50

CURRENT FEES

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9,806.50

FOR CHARGES:

05/12/03	PHONE CHARGES	5.10
05/05/03	DUPLICATING SUMMARY	2.40
05/06/03	TELECOPIER	33.00
05/12/03	OVERNIGHT DELIVERY	25.58

CURRENT CHARGES

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66.08

SUBTOTAL FOR THIS MATTER

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\$9,872.58

(00051) MATTER NUMBER

RE: Symphony Health Services - Tradenames Issues

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

Date	Timekeeper		Hours	Value
05/01/03	AS BOGEN	Teleconference with Melissa Warlow re: Polaris trademark.	.4	144.00
05/05/03	AS BOGEN	Teleconferences with Melissa Warlow re: Polaris (.10); review Polaris/Novacare documents (.40).	.5	180.00
05/06/03	AS BOGEN	Forward and revise assignment of trademarks.	.5	180.00
05/09/03	ET HENRY	VTA and WORKING WITH VTA THE PROFESSIONAL CHOICE THE ONLY CHOICE/review letter and materials from A. Denmark; preparation of PTO applications; email to A. Bogen	.8	108.00
05/09/03	ET HENRY	PTO registrations for SYMPHONY MOBILEX, SYMPHONY RESPIRATORY SERVICES, REHABWORKS INC. and REHABWORKS WORKING TOGETHER TO ACHIEVE FULL POTENTIAL/ preparation of and filing of assignments and request for recordation; email to A. Bogen	1.0	135.00
05/09/03	ET HENRY	SYMPHONY HEALTH SERVICES/ filing of Sec. 8 and 15 declarations with PTO; email to A. Bogen	.5	67.50
05/12/03	AS BOGEN	Review various applications and assignments.	1.0	360.00
CURRENT FEES			1,174.50	

FOR CHARGES:

05/09/03	DUPLICATING SUMMARY	16.00
05/01/03	OVERNIGHT DELIVERY	16.25
05/09/03	FILING FEES - COMM. OF PATENTS & TRADEMARKS ASSIGNMENT OF SYMPHONY RESPIRATORY SERVICES	40.00
05/09/03	FILING FEES - COMM. OF PATENTS & TRADEMARKS ASSIGNMENT OF REHAB WORKS WORKING TOGETHER	40.00
05/09/03	FILING FEES - COMM. OF PATENTS & TRADEMARKS ASSIGNMENT OF REHABWORKS, INC	40.00
05/09/03	FILING FEES - COMM. OF PATENTS & TRADEMARKS ASSIGNMENT OF SYMPHONY MOBILEX	40.00
05/09/03	SECTIONS 8 & 15 FEE - COMM. OF PATENTS & TRADEMARKS SYMPHONY HEALTH SERVICES SEC. 8 & 15 DECLARATIONS	300.00

025498 Integrated Health Services, Inc.  
15 JUNE 2003

Invoice Number 912189  
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CURRENT CHARGES

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492.25

SUBTOTAL FOR THIS MATTER

\$1,666.75

(00052) MATTER NUMBER  
RE: Premiere

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

Date	Timekeeper		Hours	Value
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05/05/03	AS BOGEN	Teleconference with Tony Powers of Rogers and Herdin re: Swain/Herzog.	.7	252.00
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		CURRENT FEES		252.00
		SUBTOTAL FOR THIS MATTER		\$252.00



(00055) MATTER NUMBER  
RE: Consolidation of Subsidiaries

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

Date	Timekeeper		Hours	Value
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05/05/03	MJ LLANERA	E-mail from M. Warlow re: Frank One dissolution (.10); e-mail to J. Becker re: dissolution certificate (.10); call from M. Warlow (.1); call to M. Warlow re: Frank Two (.10).	.4	102.00

CURRENT FEES

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102.00

FOR CHARGES:

05/05/03	FILE CERTIFICATE OF CANCELLATION - NATIONWIDE INFOR.SERVICES, INC	340.00
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CURRENT CHARGES

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340.00

SUBTOTAL FOR THIS MATTER

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\$442.00

(00057) MATTER NUMBER  
RE: Leases

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

Date	Timekeeper		Hours	Value
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05/01/03	AS BOGEN	Follow-up with Richard Myers and Lissa Llanera re: Southwest Senior Lease, Bill of Sale and payment.	.2	72.00
05/01/03	MJ LLANERA	E-mail from A. Bogen re: Bill of Sale (.10); call from A. Bogen re: Bill of Sale (.10); call to R. Meyers re: Bill of Sale (.10); review Bill of Sale and contract re: wire transfer (.30).	.5	127.50
05/01/03	FS SHAW	Review, compile and collate documents for external distribution.	4.3	451.50
05/01/03	FS SHAW	Speak with attorney regarding new project.	.2	21.00
05/02/03	FS SHAW	Prepare documents for external distribution.	.8	84.00
05/05/03	MJ LLANERA	Call to R. Myers re: SW Senior Bill of Sale (.10); e-mail good standing certificate to R. Myers (.10); call to L. Mudnt re: memo of lease (.10); call from L. Mundt re: memo of lease (.1); review memo of lease (.10); e-mail to L. Mundt re: memo of lease (.10).	.6	153.00
05/05/03	FS SHAW	Prepare documents for external distribution.	3.4	357.00
05/05/03	AS BOGEN	Follow-up with Southwest Senior Closing with Lissa Llanera.	.3	108.00
05/06/03	AS BOGEN	Review Bill of Sale for Southwest Senior transaction.	.3	108.00
05/06/03	MJ LLANERA	Meet with A. Bogen re: revised bill of sale (.10); e-mail to R. Myers re: bill of sale (.10); call to J. Stephan re: check (.10);	.3	76.50
05/07/03	MJ LLANERA	Call from J. Stephan re: check (.10); e-mail to R. Myers re: wire transfer (.10); e-mails from L. Mundt re: memo of lease (.10); review revised memo of lease (.10); call from S. Kovitz re: Espanola consent; call to S. Kovitz re: Espanola Consent; meet with A. Bogen re: Espanola Consent (.10); meet with A. Bogen re: memo of lease (.20); e-mail to L. Mundt re: memo of lease (.10); e-mail to R. Myers re: bill of sale (.10).	.9	229.50
05/08/03	AS BOGEN	Slidell Dialysis Lease review.	.3	108.00
05/08/03	MJ LLANERA	Meet with A. Bogen re: Slidell Dialysis Clinic.	.1	25.50

05/12/03	MJ	LLANERA	SW Senior: e-mail to R. Myers re: wire instructions (.10); call to J. Stephan re: wire (.10); e-mail to R. Myers re: bill of sale (.10); e-mails from R. Myers re; bill of sale (.20); call with M. Box re: memo of lease (.10); receive bill of sale (.1).	.7	178.50
05/12/03	AS	BOGEN	Review Slidell Dialysis Lease with Lissa Llanera.	.3	108.00
05/12/03	MJ	LLANERA	Slidell Dialysis - Review lease (.40); meet with A. Bogen re: lease (.20);	.6	153.00

CURRENT FEES

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2,361.00

FOR CHARGES:

05/06/03	PHONE CHARGES	.60
05/12/03	DUPLICATING SUMMARY	27.80
05/02/03	TELECOPIER	85.50
05/01/03	OVERNIGHT DELIVERY	188.08

CURRENT CHARGES

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301.98

SUBTOTAL FOR THIS MATTER

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\$2,662.98

(00058) MATTER NUMBER  
RE: Nurse Advocates

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

Date	Timekeeper		Hours	Value
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05/02/03	AS BOGEN	Teleconference with Nia Schulte re: settlement with Pinky Maglasang.	.4	144.00
05/05/03	MJ LLANERA	E-mail re: status of settlement agreement (.10): meet with A. Bogen re: settlement agreement negotiations (.1).	.2	51.00
05/06/03	MJ LLANERA	Meet with A. Bogen re: settlement agreement.	.1	25.50
05/06/03	AS BOGEN	Teleconference with Nia Schult re: Pinky Maglasang setttlement.	.2	72.00
05/07/03	AS BOGEN	Follow-up with Lissa Llanera re: Pink Maglasang documents for settlement.	.2	72.00
05/07/03	MJ LLANERA	Review Pinky Settlement Agreement (.40): draft letter to L. Shutz re: settlement agreement (.30): meet with A. Bogen re: status (.10).	.8	204.00

CURRENT FEES

568.50

FOR CHARGES:

05/07/03	PHONE CHARGES	.20
05/07/03	DUPLICATING SUMMARY	1.80
05/07/03	OVERNIGHT DELIVERY	12.93

CURRENT CHARGES

14.93

SUBTOTAL FOR THIS MATTER

\$583.43

(00059) MATTER NUMBER  
 RE: Ballard OTA

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

Date	Timekeeper		Hours	Value
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05/01/03	AS BOGEN	Follow-up with Lissa Llanera, Steve LaForte re: status.	.3	108.00
05/01/03	MJ LLANERA	E-mail from S. Woodson re: execution of novation agreement (.10); e-mail from A. Bogen re: status of novation negotiations (.10).	.2	51.00
05/02/03	AS BOGEN	Teleconference with Steve LaForte re: VA Contract status.	.4	144.00
05/05/03	AS BOGEN	Follow-up with Lissa Llanera re: VA Contract.	.2	72.00
05/05/03	MJ LLANERA	Meet with A. Bogen re: status (.10); e-mail to S. LaForte re: revised novation (.10).	.2	51.00
05/06/03	AS BOGEN	Review Novation Agreement revisions and discuss with Lissa Llanera.	.5	180.00
05/06/03	MJ LLANERA	Review e-mails from S. LaForte (.20); revise novation agreement and compare (.50); call from S. LaForte re: novation agreement (.10); meet with A. Bogen re: changes to novation (.10); call to S. LaForte re: same (.1).	1.0	255.00
05/07/03	AS BOGEN	Teleconferences with Steve LaForte, Sharon Woodson re: VA Contract.	.8	288.00
05/07/03	MJ LLANERA	E-mail from S. LaForte (.10); meet with A. Bogen re: Novation Agreement and termination of VA Contract (.10); call from S. LaForte re: Novation Agreement (.10); review revised Novation and Side Letter (.40); meet with A. Bogen re: Novation changes (.20); call to S. Woodson (.10); call to S. LaForte (.10).	1.1	280.50
05/08/03	MJ LLANERA	Meet with A. Bogen re: VA Contract termination for cause (.20); call to S. LaForte (.10); meeting with A. Bogen re: negative impact of termination for cause (.10); calls to B. Goodrich re: same (.40); call to S. Woodson re: same (.20); call to A. Bogen re: same (.10); e-mails to S. Woodson re: Biltateral Modification (.30); research Form 48CFR 53 301-30 contract modification (.20); e-mail from S. Woodson re: termination for cause and call with R. Sanchez (.10).	1.7	433.50

05/08/03	AS	BOGEN	Emails with Sharon Woodson re: termination of VA Contract for cause (.20); follow-up with Lissa Llanera and Bill Goodrich re: same (.40); teleconference with Steve LaForte (.30).	.9	324.00
05/09/03	AS	BOGEN	Teleconference with Steve LaForte, Sharon Woodson re: VA contract.	.6	216.00
05/09/03	MJ	LLANERA	Meet with A. Bogen re: Novation (.10); call to S. Woodson re: novation (.10); conference call with A. Bogen and S. LaForte re: termination and novation (.10); e-mail from A. Bogen re: termination (.10); review side letter and novation agreement (.30); e-mail to M. Box for execution (.10).	.8	204.00
05/12/03	AS	BOGEN	Teleconference with Sharon Woodson re: VA Contract.	.3	108.00

CURRENT FEES

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2,715.00

FOR CHARGES:

05/02/03	POSTAGE	.83
05/09/03	PHONE CHARGES	2.00
05/12/03	DUPLICATING SUMMARY	8.80

CURRENT CHARGES

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11.63

SUBTOTAL FOR THIS MATTER

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\$2,726.63

(00061) MATTER NUMBER  
RE: Nursefinders

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

Date	Timekeeper		Hours	Value
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05/05/03	MJ LLANERA	Review Nurse Resources Agreement.	.3	76.50
05/06/03	MJ LLANERA	Review Nursefinders of Florida placement agreement.	.2	51.00
05/09/03	MJ LLANERA	E-mail from K. McGavock re: Florida Nurse Finders (.10); e-mail to K. McGavock re: business points of placement agreement (.60); e-mail from K. McGavock re: conference call (.10).	.8	204.00
05/12/03	MJ LLANERA	Conference call with S. Hillegass and K. McGavock re: placement agreement for Florida Nurse Finders (.60); meet with A. Bogen re: placement agreement (.10); prepare for conference call (.20).	.9	229.50
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		CURRENT FEES		561.00
		SUBTOTAL FOR THIS MATTER		\$561.00

(00062) MATTER NUMBER  
RE: Symphony Reorganization

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

Date	Timekeeper		Hours	Value
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05/08/03	JA STEINBERG	Prepare e-mail to and review response from S. Mandell re: Symphony transfer.	.2	65.00
05/08/03	ML LANGDON	Conference with J. Steinberg; conference with T. Pavel; reviewed, edited letter.	1.9	617.50
05/08/03	JM MARCHICA	Conference with Melissa Llanera regarding reorganization of Symphony and required regulatory filings in connection with such reorg. Reviewing applications and information regarding same.	.7	143.50
05/09/03	JA STEINBERG	Teleconference with T. Guild re: transaction.	.3	97.50
05/12/03	JM MARCHICA	Additional work on preparing regulatory filings for stock transfer for all Symphony business lines involved in transaction.	2.9	594.50
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		CURRENT FEES		1,518.00
		FOR CHARGES:		
		05/12/03 PHONE CHARGES	1.60	
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		CURRENT CHARGES		1.60
		SUBTOTAL FOR THIS MATTER		\$1,519.60



(00063) MATTER NUMBER

RE: Symphony Preemption Analysis

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

Date	Timekeeper		Hours	Value
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05/01/03	JA STEINBERG	Conference with M. Kupferberg re: project.	.3	97.50
05/02/03	JA STEINBERG	Teleconference with H. McGinnity re: HIPAA issues (.2); prpeare FL preemption analysis (1.6).	1.8	585.00
05/05/03	JA STEINBERG	Prepare MD and FL preemption analysis (1.8); teleconference with H. McGinnity re: same (.2).	2.0	650.00
05/07/03	MI KUPFERBERG	TN HIPAA Preemption analysis	3.5	1,067.50
05/07/03	JA STEINBERG	Review document received form H. McGinnity.	.1	32.50
05/08/03	MI KUPFERBERG	TN HIPAA preemption analysis.	3.6	1,098.00

CURRENT FEES

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3,530.50

FOR CHARGES:

05/12/03 DUPLICATING SUMMARY

7.00

CURRENT CHARGES

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7.00

SUBTOTAL FOR THIS MATTER

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\$3,537.50

(00064) MATTER NUMBER

RE: Sale to Abe Briarwood Corp

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

Date	Timekeeper		Hours	Value
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05/01/03	MS BLASS	Conference with J. Steinberg re: status of filings.	.4	170.00
05/01/03	LA LEGAL ASSISTANT	Prepare ALF licensure information request.	4.0	400.00
05/01/03	JA STEINBERG	Teleconferences with S. Kayser and K. Cheney re: transaction.	.7	227.50
05/01/03	JM MARCHICA	Additional work on preparing regulatory filings for stock transfer for all business lines involved in transaction.	1.3	266.50
05/02/03	JM MARCHICA	Conference with group regarding regulatory filings.	.8	164.00
05/05/03	JA STEINBERG	Teleconference with J. Levy and K. Cheney re: Briarwood info (.3); teleconference with G. Frogge re: structure of the transaction (.3); prepare e-mails to G. Frogge (.2); prepare e-mail to B. Johnsen, M. Fulchino, M. Warlow and A. Diaz re: transaction (.3); teleconferences with M. Warlow and M. Fulchino re: same (.3); conference with J. Marchica re: application issues (.2); notice letters (.2).	1.8	585.00
05/05/03	DB BARRY	Conference with Andrea Hicks regarding IHS reorganization and Texas applications.	.4	50.00
05/06/03	DB BARRY	Review Texas Applications for outstanding information and report findings to Jo-Ann Marchica.	.6	75.00
05/06/03	DB BARRY	Teleconference with Jo-Ann Marchica and Andrea Hicks regarding Texas Applications, review materials obtained from Andrea Hicks and review Hospice Applications.	.8	100.00
05/06/03	MS BLASS	Conference with J. Steinberg re: preparation of regulatory notices.	.4	170.00
05/06/03	AH HICKS	Preparation of applications (TX and OK)	1.5	210.00
05/06/03	FS SHAW	Research addresses and telephone numbers of gov't agencies prepare schedules.	1.3	136.50
05/06/03	MJ LLANERA	Meet with J. Marchica re: Medicaid applications.	.4	102.00

05/06/03	JM	MARCHICA	Reviewing information received from IHS, Briarwood and facilities and completing Illinois and Kansas applications for the transfer of stock ownership to Briarwood.	3.6	738.00
05/06/03	JM	MARCHICA	Calculating application fees for regulatory filings for transfer of stock ownership to Briarwood.	1.3	266.50
05/06/03	FS	SHAW	Obtain state information for distribution of application.	.4	42.00
05/06/03	JM	MARCHICA	Conference with Jill Steinberg and Andrea Hicks regarding strategy for expediting regulatory filings.	.6	123.00
05/06/03	JM	MARCHICA	Conference with Melissa Llanera regarding DME and Mobilex regulatory filings in connection with transfer of stock ownership to Briarwood.	.6	123.00
05/06/03	JA	STEINBERG	Prepare fee schedule (.7); prepare notice letters (3.4); teleconference with M. Warlow and M. Fulchino re: transaction (.3); teleconferences with OK local counsel (.4); review letter from OK local counsel (.2); contact with NJ local counsel (.3); conference with J. Marchica and A. Hicks re: applications (.4); contact with TX local counsel (.2).	5.6	1,820.00
05/07/03	FS	SHAW	Research addresses for several government agencies.	1.3	136.50
05/07/03	JA	STEINBERG	Teleconference with G. Frogge and OK regulators re: regulatory issues (.7); teleconference with G. Frogge and M. Warlow re: same (.9); review e-mail from M. Warlow re: same (.1); prepare notice letters (.6); teleconference with S. Rayser and K. Cheney re: NJ attestation (.3); prepare local counsel re: transaction (.2); teleconference with TX local counsel re: transaction (.2); teleconference with I. Punchate (.3); prepare with A. Hicks re: OK and TX applications and prepare same (.12); review e-mail from NH (.1); conference with J. Marchica re: same (.2).	6.2	2,015.00
05/07/03	JM	MARCHICA	Reviewing and incorporating comments from local counsel regarding IL publication.	.4	82.00
05/07/03	FS	SHAW	Print and compile schedules for several states edit and prepare schedules for distribution.	3.0	315.00
05/07/03	JM	MARCHICA	Telephone to Melissa Warlow regarding IL documents needed for CON application.	.2	41.00

05/07/03	JM	MARCHICA	Reviewing information and completing Illinois CON applications for transfer of stock ownership to Briarwood.	3.2	656.00
05/07/03	JM	MARCHICA	Conference call with Jill Steinberg, OK local counsel, and OK state regulators regarding CON and licensure reviewability of transfer of stock ownership transaction.	.6	123.00
05/07/03	AH	HICKS	Discussion with J. Steinberg re applications; continue preparation of applications;	2.8	392.00
05/07/03	JM	MARCHICA	Drafting e-mail to IL local counsel regarding publication requirements.	.2	41.00
05/07/03	JM	MARCHICA	Reviewing IL regulations and drafting publications regarding transfer of stock ownership to Briarwood for Exceptional and Brentwood facilities.	1.1	225.50
05/08/03	JM	MARCHICA	Editing and revising IL legal notices.	.3	61.50
05/08/03	JA	STEINBERG	Prepare notice letters (.3); teleconference with C. Sheets re :transaction (.2); review publication notice (.2); conference to R. Weiss re: NM regulatory requirements (.1) re: transaction (.2); review e-mail from M. Warlow re: OK request (.2); review e-mail from R. Cheney re: attestation (.2); conferences with J. Marchica re: transaction (.3).	2.0	650.00
05/08/03	JM	MARCHICA	Completing Kansas applications reporting the addition of management company.	.9	184.50
05/08/03	MJ	LLANERA	Meet with J. Marchica re: Medicaid applications (.40); review CHOW requirement (.30).	.7	178.50
05/08/03	DB	BARRY	Assist Andrea Hicks with Texas Hospice and Skilled Nursing Facility Applications per Jo-Ann Marchica's request.	1.3	162.50
05/08/03	RH	HOLD-WEISS	Research PA law for laws regarding closure of nursing facilities.	.8	148.00
05/08/03	JM	MARCHICA	Reviewing files for information on Trans Health Management, Inc. in order to complete regulatory filings for addition of management company.	1.6	328.00
05/08/03	JM	MARCHICA	Conference with legal assistant regarding Texas regulatory filings.	.8	164.00
05/08/03	FS	SHAW	Perform research and speak with newspaper representative regarding placement of an ad in the Legal Notices Section.	1.0	105.00
05/09/03	JM	MARCHICA	Conference call with Jill Steinberg and Melissa Warlow regarding transaction and regulatory issues.	.4	82.00

05/09/03	AH	HICKS	Review applications with J. Marchica (1.4); continue preparation of applications (Texas) (2.5)	3.9	546.00
05/09/03	JA	STEINBERG	Prepare application (2.0); teleconferences with M. Warlow re: transaction (.5); teleconference with M. Warlow and A. Diaz re: transaction (1.1); teleconference with C. Sheets re: transaction (.3); teleconferences with D. Cole re: transaction (.4); teleconference with W. Brock re: transaction (.2); prepare e-mail to and review response from K. Cheney re: outstanding issues (.2); prepare regulatory charts (.5).	5.2	1,690.00
05/09/03	JM	MARCHICA	Meetings with Jill Steinberg, Rachel Hold Weiss and Andrea Hicks regarding regulatory filings.	1.3	266.50
05/09/03	JM	MARCHICA	Conference call with corporate counsel regarding transaction timeframes.	.4	82.00
05/09/03	JM	MARCHICA	Reviewing information and completing Texas change of ownership applications. Meeting with legal assistant regarding same.	2.8	574.00
05/09/03	FS	SHAW	Research government agencies via Internet compile telephone numbers and addresses.	2.5	262.50
05/09/03	MJ	LLANERA	Meeting with J. Marchica, J. Steinberg, A. Hicks re: medicaid applications for DME and Mobilex.	.5	127.50
05/09/03	JM	MARCHICA	Conference call with Melissa Warlow and Jill Steinberg regarding licensure update.	.3	61.50
05/09/03	FS	SHAW	Prepare schedules for notification letters.	1.5	157.50
05/09/03	JM	MARCHICA	Meeting with Jill Steinberg and Andrea Hicks regarding status of regulatory filings.	1.0	205.00
05/10/03	AH	HICKS	Review all Texas and Oklahoma applications for missing information; prepare memo of same; prepare exhibits to applications; work with D. Barry on applications	5.4	756.00
05/10/03	DB	BARRY	Assist Andrea Hicks with Texas Applications.	4.8	600.00
05/11/03	JA	STEINBERG	Prepare regulatory chart.	1.5	487.50
05/11/03	MJ	LLANERA	Work on applications for NM, LA, CA, AZ for DME to Briarwood.	1.5	382.50
05/12/03	JM	MARCHICA	Reviewing Texas applications and information needed from various parties in order to complete regulatory filings. (1.5) Meetings with legal assistants regarding same. (0.8)	2.3	471.50
05/12/03	FS	SHAW	Prepare notification charts.	1.0	105.00

05/12/03	FS	SHAW	Review changes made to checklist.	.5	52.50
05/12/03	JM	MARCHICA	Conference with legal assistant regarding requests for information and revisions to Texas filings.	.6	123.00
05/12/03	FS	SHAW	Make phone calls to TX facilities regarding obtaining information for licensure applications.	2.0	210.00
05/12/03	JA	STEINBERG	Teleconference with Briarwood team (1.2); teleconference with M. Warlow re: licensure issues (.4); prepare regulatory chart (2.8); prepare OK specialty hospital letter (.3); review e-mail from K. Cheney re: transaction (.1); review missing information request (.2).	5.0	1,625.00
05/12/03	AH	HICKS	Discussion with J. Marchica regarding missing application information; prepare exhibit to ALF application; make copies of exhibits with cover pages for SNF and ALF applications; add exhibits and information to applications;	4.3	602.00
05/12/03	MJ	LLANERA	Prepare Medicaid applications for DME - Symphony Ancillary and meet with J. Marchica re: applications.	4.8	1,224.00
05/12/03	JM	MARCHICA	Conference with Melissa Llanera regarding Medicaid applications for transfer of DME subsidiaries.	.8	164.00

CURRENT FEES

-----  
22,635.50

FOR CHARGES:

05/12/03	PHONE CHARGES	5.70
05/12/03	DUPLICATING SUMMARY	252.40
05/12/03	TELECOPIER	1.50
05/07/03	OVERNIGHT DELIVERY	9.85

CURRENT CHARGES

-----  
269.45

SUBTOTAL FOR THIS MATTER

-----  
\$22,904.95

(00065) MATTER NUMBER

RE: IHS Magnolia Manor Refinancing

FOR PROFESSIONAL SERVICES RENDERED THROUGH: 12 MAY 2003

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
05/06/03	JD DICKER	Additional review and analysis of Taylor leases and HUD provisions, and finalize memo to R. Mendoza and revisions/comments to proposed provisions (3.0); e-mail to M. Box (.10).	3.1	1,054.00
05/08/03	JD DICKER	Review of fax from T. Taylor and review of HUD regulatory agreement and distribution to client.	.8	272.00
05/09/03	JD DICKER	Teleconference with M. Box regarding Taylor leases (.40); review of file and teleconference with R. Mendoza to discuss deal and terms (.70); HUD research (.50).	1.6	544.00

CURRENT FEES

-----  
1,870.00

FOR CHARGES:

05/09/03 PHONE CHARGES

1.20

CURRENT CHARGES

-----  
1.20

SUBTOTAL FOR THIS MATTER

-----  
\$1,871.20

025498 Integrated Health Services, Inc.  
15 JUNE 2003

Invoice Number 912189  
Page 37

CURRENT CHARGES FOR ALL MATTERS	2,384.43
CURRENT FEES FOR ALL MATTERS	57,719.00
TOTAL AMOUNT OF THIS INVOICE	\$60,103.43 =====



ARENT FOX KINTNER PLOTKIN & KAHN, PLLC

1050 Connecticut Ave., N.W.

Washington, D.C 20036-5339

Telephone: (202) 857-6000 Telecopy: (202) 857-6395

Taxpayer Identification Number: 53-0214923

Integrated Health Services, Inc.  
910 Ridgebrook Road  
Sparks, MD 21152  
Attn: Ronald Lord, Esq.

Invoice Number 912189  
Invoice Date 06/15/03  
Client Number 025498

-----  
-- REMITTANCE COPY --  
PLEASE SEND WITH CHECK

TOTAL AMOUNT OF THIS INVOICE

\$60,103.43

WIRING INSTRUCTIONS (if applicable):

Bank: First Union National Bank  
Address: Roanoke, VA  
ABA#: 051400549  
SWIFT CODE: PNBPU33 (for international use)  
Account #: 2065204060070  
Beneficiary Name: Arent Fox Kintner Plotkin & Kahn  
Beneficiary Address: 1050 Connecticut Ave., NW  
Washington, DC 20036

Please reference the following:

Client # 025498  
Client Name Integrated Health Services, Inc.  
Invoice Number 912189

All invoices are due upon receipt.

Balance due reflects payments received through invoice date.

Any time, disbursements, and charges relating to this matter not shown above will appear on next month's bill.

EXHIBIT C

SUMMARY OF EXPENSE CATEGORIES

PHOTOCOPIES	519.60
TELEPHONE CHARGES	268.00
POSTAGE	3.60
OVERNIGHT DELIVERY	738.13
ATTORNEY MEALS	55.10
APPLICATION FEES	\$800.00
	-----
<b>TOTAL:</b>	<b>\$2,384.43</b>

**EXHIBIT D**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re ) Chapter 11  
)  
INTEGRATED HEALTH SERVICES, INC., et al., ) Case No. 00-389 (MFW)  
)  
Debtors. ) Jointly Administered

AFFIDAVIT OF MICHAEL S. BLASS  
PURSUANT TO  
11 U.S.C. §504 AND RULE 2016  
OF THE FEDERAL RULES  
OF BANKRUPTCY PROCEDURE

STATE OF NEW YORK )  
ss:  
COUNTY OF NEW YORK )

Michael S. Blass, being duly sworn, deposes and states:

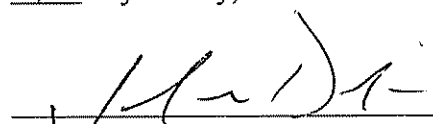
1. I am a member of the firm of Arent Fox, attorneys for the above-captioned debtors.

2. In accordance with Rule 2016 of the Federal Rules of Bankruptcy Procedure and section 504 of title 11 of the United States Code, no agreement or understanding exists between Arent Fox and any other person for a division of compensation or reimbursement received or to be received herein or in connection with the within chapter 11 cases.

3. This affidavit certifies that I have reviewed the requirements of Del. Bankr. LR2016-2 and that the Tenth Interim Application of Arent Fox As Special Corporate and Regulatory Counsel to the Debtors and Debtors in Possession for Interim Allowance of Compensation and Reimbursement of Expenses for the Period May 1, 2003 through May 12, 2003 and for Final Allowance of Compensation and Reimbursement, complies with Del. Bankr. LR2016-2 of the United States District Court for the District of Delaware.

  
\_\_\_\_\_  
Michael S. Blass

Sworn to before me this  
7<sup>th</sup> day of July, 2003

  
\_\_\_\_\_  
Notary Public

JOSHUA DICKER  
Notary Public, State of New York  
No. 02DI5017194  
Qualified in New York County  
Commission Expires Aug. 30, 2005


IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re ) Chapter 11  
)  
INTEGRATED HEALTH SERVICES, INC., et al., ) Case No. 00 -389 (MFW)  
)  
Debtors. ) Jointly Administered

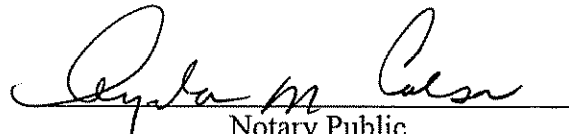
**AFFIDAVIT OF SERVICE**

STATE OF DELAWARE )  
) SS  
NEW CASTLE COUNTY )

Thomas Hartzell, being duly sworn according to law, deposes and says that he is employed by the law firm of Young Conaway Stargatt & Taylor, LLP, attorneys for the Debtors in the within captioned matter, and that on the 8<sup>th</sup> day of July 2003, he caused a copy of the attached pleading to be served, as indicated, on the parties on the attached service list.

  
\_\_\_\_\_  
Thomas Hartzell

SWORN TO AND SUBSCRIBED before me this 8<sup>th</sup> day of July 2003.

  
\_\_\_\_\_  
Notary Public  
ANGELA M. COLSON  
NOTARY PUBLIC  
STATE OF DELAWARE  
My Commission Expires Aug. 31, 2003

**CORE GROUP SERVICE LIST**  
**Integrated Health Services, Inc.**  
**7/8/2003**

Donald A. Beskrone, Esq.  
Staff Attorney  
Office of the United States Trustee  
844 N. King Street, Room 2311  
Wilmington, DE 19801  
(U.S. Trustee)  
**Hand Delivery**

Charlene Davis, Esq.  
Elio Battista, Esq.  
Neil B. Glassman, Esq.  
The Bayard Firm  
222 Delaware Avenue, Suite 900  
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(Counsel for LTC Healthcare Properties, Inc., et al)  
(;Premiere Committee of Unsecured Creditors)  
**Hand Delivery**

Stuart Hirshfield, Esq.  
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(Co-counsel for Replacement DIP Lender)  
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**First Class Mail**

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Co-counsel for the DIP Lender  
**Hand Delivery**

Dale Dube, Esq.  
Michael D. DeBaecke, Esq.  
Bonnie Glantz Fatell, Esq.  
Jason W. Staib, Esq.  
Blank Rome Comisky & McCauley, LLP  
Chase Manhattan Centre, Suite 800  
Wilmington, DE 19801  
(Co-counsel for Replacement DIP Lender;)  
(Blount Memorial Hospital; Sungard Data Systems)  
**Hand Delivery**

Integrated Health Services, Inc.  
Attn: Mr. Bill Johnsen  
The Highlands, 910 Ridgebrook Road  
Sparks, MD 21152  
(Debtor)  
**First Class Mail**

Richard Mason, Esq.  
Wachtell, Lipton, Rosen & Katz  
51 West 52 Street  
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(Counsel for Certain Noteholders)  
**First Class Mail**

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Michael J. Cramos, Esq.  
Kaye Scholer LLP  
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*First Class Mail*

Lee Stremba, Esq.  
Charles P. Greenman, Esq.  
Jenkins & Gilchrist Parker Chapin LLP  
405 Lexington Avenue, 7th Floor  
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Joanne B. Wills, Esq.  
Steven K. Kortanek, Esq.  
Stephanie Fox, Esq.  
Klehr Harrison Harvey Branzburg & Ellers LLP  
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(Co-counsel for the Unsecured Creditors' Committee)  
*Hand Delivery*

William M. Silverman, Esq.  
Jenette Barrow-Bosshart, Esq.  
Otterbourg Steindler Houston & Rosen, P.C.  
230 Park Avenue  
New York, NY 10169  
(Co-counsel for the Unsecured Creditors' Committee)  
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Gene B. Tarr, Esq.  
Blanco Tackaberry Combs & Matamoros, P.A.  
110 South Stratford Road  
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Winston-Salem, NC 271143  
Co-counsel for the Unsecured Creditors' Committee  
of the Premiere Associates' Debtors  
*First Class Mail*