

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

**INTEGRATED HEALTH SERVICES,
INC., et al.,**

Debtors.

Chapter 11

Case Nos. 00-389 (MFW)

Hearing Date: N/A

Objection Deadline: 11/13/03 @ 4:00 p.m.

**FINAL FEE APPLICATION OF BIFFERATO, BIFFERATO & GENTILOTTI, AS
SPECIAL LITIGATION COUNSEL FOR THE DEBTORS AND DEBTORS IN
POSSESSION FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE FINAL PERIOD FROM
JANUARY 1, 2001 THROUGH MAY 12, 2003**

TO: The Notice Parties Listed on Exhibit 1 hereto

Name of Applicant:	Bifferato, Bifferato & Gentilotti ("BB&G")
Authorized to Provide Professional Services to:	Special Litigation Counsel to the Debtors and Debtors in Possession
Date of Retention:	May 25, 2001
Compensation Period:	January 1, 2001 through May 12, 2003
Amount of Compensation Sought:	\$14,974.00
Amount of Expense Reimbursement Sought:	\$8,856.20

This is an: ___ interim a: X final application.

The total time expended for the preparation of this fee application is estimated to be approximately 5 hours.

Summary of Previous Fee Applications:

			Requested		Paid	
Date Filed	Period Covered	100% Fees	80% Fees	100% Expenses	Fees	Expenses
4/23/02	1/1/01 – 1/31/02	\$5,450.00	\$4,360.00	\$1,078.17	\$5,222.54	\$1,078.17
9/12/02	2/1/02 – 8/31/02	\$2,710.00	\$2,168.00	\$7,462.49	\$2,168.00	\$7,462.49
6/26/03	9/1/02 – 5/12/03	\$6,814.00	\$5,451.20	\$315.54	None to date	None to date

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Pursuant to sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2016 of the Federal Rules of Civil Procedure (the "Bankruptcy Rules"), BB&G hereby applies to this Court for final approval of its reasonable compensation and reimbursement of expenses in the chapter 11 cases of the above-captioned debtors for professional legal services rendered as counsel for the debtors and debtors in possession (the "Debtors") in the amount of \$14,974.00 for compensation and \$8,856.20 in reimbursement for expenses for the period commencing January 1, 2001 through and including May 12, 2003 (the "Final Application Period"). In support of the Application, BB&G respectfully represents as follows:

1. On February 2, 2000 (the "Petition Date"), the Debtor and its direct and indirect subsidiaries filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. Under Bankruptcy Code sections 1107(a) and 1108, the Debtors continue to operate their businesses and manage the affairs of their estates as debtors in possession.

2. On February 15, 2000 and pursuant to Bankruptcy Code section 1102, the United States Trustee for the District of Delaware appointed the Committee of Unsecured Creditors (the "Committee").

3. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2). Venue of this case and Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 328 and 1103 of the Bankruptcy Code.

BIFFERATO, BIFFERATO & GENTILOTTI'S RETENTION

4. On May 25, 2001, an Application for Order Authorizing Retention of Bifferato, Bifferato & Gentilotti as Special Litigation Counsel was filed with the Court requesting retention of BB&G (the "Retention Application"). On June 12, 2001, the Court entered an Order (the "Retention Order") approving the Debtor's retention of BB&G as counsel. The Retention Order authorized BB&G to be compensated for its services on an hourly basis and to be reimbursed for any expenses related to its representation of the Debtors. BB&G is charging for its services in accordance with its ordinary and customary hourly rates in effect on the dates that services are rendered. These hourly rates are identical to those charged by BB&G for similar services in other bankruptcy and non-bankruptcy matters.

INTERIM COMPENSATION

5. BB&G has filed the following Interim Fee Applications for compensation and reimbursement of expenses, copies of which are attached hereto as Exhibits "A," "B," and "C," respectively;

- (i) January 1, 2001 through January 31, 2002 Interim Fee and Expense Invoice for BB&G, as Special Litigation Counsel to Debtors and Debtors-in-Possession filed April 23, 2002;
- (ii) February 1, 2001 through August 31, 2002 Interim Fee and Expense Invoice for BB&G, as Special Litigation Counsel for Debtors and Debtors-in-Possession filed September 12, 2002;
- (iii) September 1, 2002 through May 12, 2003 Interim Fee and Expense Invoice for BB&G, as Special Litigation Counsel for Debtors and Debtors-in-Possession filed June 26, 2003.

6. The rates of compensation for attorneys and paraprofessionals, and the expenses incurred by BB&G are customary and ordinary rates, fees and expenses charged by BB&G in both bankruptcy and non-bankruptcy matters. Given the nature and value of the services provided by BB&G to the Debtors and Debtors in Possession as described herein, the amounts sought under this Application are fair and reasonable under section 330 of the Bankruptcy Code. In setting its rates, BB&G assumes that its bills will be rendered and paid in full on a regular basis in accordance with its normal professional practices and that all expenses incurred will be properly reimbursed. The summary of expenses is attached as Exhibit "D" hereto.

7. BB&G's interim time entries are detailed in Exhibits "A," "B," and "C" hereto. Time entries have been broken down by matter, category and breakdowns of fees incurred with respect to each category have been provided. A summary of timekeepers is attached as Exhibit "D" hereto.

8. BB&G respectfully submits that the services described above and in Exhibits "D" and

“E” are actual and necessary services required for adequate representation of Debtors and Debtors-in-Possession, and that reimbursement has been requested only for actual and necessary expenses. BB&G charges \$0.15 per page for copies, and \$0.15 per page plus the actual cost of the telephone call for faxes.

9. The period for objecting to these fee and expense invoices has passed without any objections being filed, whereupon BB&G filed corresponding Certificates of No Objection with the Court.

RELIEF REQUESTED

10. BB&G submits this Application in accordance with the Order Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals entered by this Court on February 22, 2001 (the "Compensation Order"). All services for which compensation is requested by BB&G were performed for, or on behalf of, the Debtors.

11. This Application is the final fee application (the "Application") filed by BB&G in these cases. By this Application, in connection with the professional services described in the exhibits attached, BB&G seeks this Court's final approval for all interim applications filed in these cases and its corresponding compensation and expense reimbursement sought in these cases during the Final Application Period, in the amount of \$14,974.00 in compensation and \$8,856.20 as expense reimbursement, for a total of \$28,830.20.

12. As of October 24, 2003, BB&G has received \$15,931.20 from the Debtor for payment of the Interim Fee Applications for compensation and reimbursement of expenses (see attached Exhibits "A," "B," and "C") for services rendered in connection with these Chapter 11 cases. Accordingly, BB&G requests that the Debtor pay \$7,899.00 ("Final Fee Amount") representing the total payment due to BB&G after the amounts Debtor has already paid to

BB&G have been deducted from the requested \$14,974.00 in compensation and \$8,856.20 in expenses incurred for services provided in connection with these cases.

13. Given the nature and value of the services provided by BB&G to the Debtors as described herein, the amounts sought under this Application are fair and reasonable under section 330 of the Bankruptcy Code.

14. BB&G has received no payment and no promises for payment from any source other than the Debtors for services rendered in these Chapter 11 cases. There is no agreement between BB&G and any other party for the sharing of compensation to be received for the services rendered by BB&G in these Chapter 11 cases.

15. Ian Connor Bifferato has reviewed the requirements of Local Rule 2016-2, and certifies that this Application and the Exhibits attached hereto comply therewith.

16. BB&G has sent a copy of this Application to the Debtors and the Office of United States Trustee.

WHEREFORE, for the foregoing reasons, BB&G respectfully requests that this Court enter an Order, in the form annexed as Exhibit "F" hereto, directing the Debtors to pay BB&G, \$23,830.20 less amounts previously paid to BB&G pursuant to the Interim Fee Applications (\$15,931.20) totaling the sum of \$14,974.00, representing 100% of fees incurred during the Application Period, plus \$8,856.20, representing 100% of expenses incurred during the Application Period, all pursuant to the Administrative Order; and further request that this Court grant such other and further relief as it deems appropriate.

Dated: October 24, 2003
Wilmington, Delaware

Special Litigation Counsel To
Debtors And Debtors-In-Possession

By: _____


Ian Connor Bifferato (No. 3273)

Megan N. Harper (No. 4103)

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