

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re:

INTEGRATED HEALTH SERVICES, INC., et al.,

Debtors.

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Chapter 11

Case No. 00-00389(MFW)

(Jointly Administered)

**APPLICATION OF THE MEMBERS OF THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR FINAL ALLOWANCE AND
REIMBURSEMENT OF EXPENSES**

TO: THE HONORABLE MARY F. WALRATH,
UNITED STATES Chief BANKRUPTCY JUDGE:

The Application (“Application”) of the members of the Official Committee of Unsecured Creditors (the “Committee” or “Applicants”) of the above captioned debtors (the "Debtors") for final allowance and reimbursement of expenses, by Otterbourg, Steindler, Houston & Rosen, P.C. (“OSHR”) and Khler, Harrison, Harvey, Branzburg & Ellers, LLP ("Khler, Harrison"), its co-counsel, respectfully represents and alleges:

1. On February 2, 2000 ("Petition Date"), the Debtors filed voluntary petitions for reorganization under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). Until the Effective Date of each of the Debtors' plans, the Debtors continued to operate their businesses and manage their properties as debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

2. On February 15, 2000, pursuant to 11 U.S.C. §§1102(a) and 1102(b) of the Bankruptcy Code, the United States Trustee for the District of Delaware appointed the following entities to the Committee: Citibank, N.A.; Oaktree Capital; U.S. Bank National Association, as Indenture Trustee; Sun Trust; Capital Research; Van Kampen Investment Advisory Corp.; Credit Suisse First Boston Corporation; PharMerica; and Gulf South Medical. Thereafter, the Committee selected OSHR and Klehr, Harrison, Harvey, Branzburg & Ellers as its co-counsel. An order approving OSHR's retention, effective February 18, 2000, was approved by this Court on April 18, 2000. On December 8, 2000, SunTrust Bank tendered its resignation from the Committee; the United States Trustee subsequently appointed Bank of America as the replacement Committee member. On July 27, 2001, Citibank, N.A. tendered its resignation from the Committee; the United States Trustee subsequently appointed General Electric Capital Corp. as the replacement member. Bank of America, N.A. has also tendered its resignation from the Committee; the United States Trustee subsequently appointed Deutsche Bank AG, New York as the replacement member. On May 31, 2002 Van Kampen Investment Advisory Corp., tendered its resignation from the Committee; to date, the United States Trustee has not appointed a replacement member

3. This Court has jurisdiction over this application pursuant to 28 U.S.C. §§ 157 and 1334. Venue of this proceeding is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

4. This final Application covers expenses incurred throughout the duration of these cases and is inclusive of any and all expenses for which Applicants sought reimbursement in previous applications filed with this Court.

5. Throughout the duration of these cases, the Committee was active in all respects of these cases as more fully set forth in the application of co-counsel to the Committee. In order to diligently monitor all activities relevant to these cases, Applicants attended meetings of the Committee and participated in telephonic conferences of the Committee. Some of the Applicants are located at a distance from the district where the meetings of the Committee were held and accordingly incurred costs in attending these meetings.

6. Applicants hereby request final reimbursement of all expenses incurred in their capacity as members of the Committee throughout the duration of these cases, aggregating \$34,347.75.

7. Annexed hereto as Exhibit "A" is a summary of expenses incurred by Applicants throughout the duration of these cases. Applicants have previously provided to this Court and other parties in interest Affidavits and supporting documentation for expense amounts previously requested. Applicants submit that all out-of-pocket expenses incurred in connection with attendance at Committee meetings in these cases were necessary and reasonable.

WHEREFORE, Applicants respectfully request the entry of an Order awarding a final allowance of and reimbursement for Applicants' actual and necessary expenses in the amount of \$, as detailed by the schedule annexed hereto as Exhibits "A".

Dated: Wilmington, Delaware
October 24, 2002

THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF INTEGRATED HEALTH
SERVICES, et al.

By: /s/ Denise S. Kraft
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-and-

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EXHIBIT "A"

SUMMARY OF TOTAL REIMBURSEMENT REQUESTS

<u>Company</u>	<u>Amount</u>
PharMerica	\$10,766.89
Sun Trust Bank	\$17,007.00
Capital Research	\$6,573.86
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Total	\$34,347.75