

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

**THIRTY-SEVENTH INTERIM & FINAL APPLICATION OF LATHAM & WATKINS
LLP 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 OF EXPENSES
FOR THE PERIOD FEBRUARY 1, 2000 THROUGH MAY 12, 2003**

SUMMARY SHEET – PART I

Name of Applicant:	LATHAM & WATKINS LLP
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	November 23, 1998
Period for which Interim Compensation and reimbursement is sought:	May 1, 2003 – May 12, 2003
Amount of Interim compensation sought as actual, reasonable and necessary:	\$9,212.00
Amount of Interim reimbursement sought as actual, reasonable and necessary:	\$640.50
Period for which Final Compensation and reimbursement is sought:	February 1, 2000 – May 12, 2003
Amount of Final compensation sought as actual, reasonable and necessary:	\$1,865,965.69
Amount of Final reimbursement sought as actual, reasonable and necessary:	\$128,193.54
This is an <u>X</u> interim	<u>X</u> final application

The time expended for the preparation of this application through May 12, 2003, is approximately 1 hours. If this is not the first application filed, disclose the following for each prior application:

Fee Application	Period Covered	Requested Fees/Costs	Approved Fees/Costs
1	02/01/00 – 03/31/00	\$107,364.19/\$14,317.89	\$107,364.19/\$14,317.89
2	04/01/00 – 04/30/00	21,323.00/6,875.34	21,323.00/6,875.34
3	05/01/00 – 05/31/00	110,465.00/9,412.42	110,465.00/9,412.42
4	06/01/00 – 06/30/00	43,276.50/10,260.62	43,276.50/10,260.62
5	07/01/00 – 07/31/00	76,666.00/5,877.91	76,666.00/5,877.91
6	08/01/00 – 08/31/00	98,376.50/12,057.54	98,376.50/12,057.54
7	09/01/00 – 09/30/00	65,360.50/9,638.00	65,360.50/9,638.00
8	10/01/00 – 10/31/00	25,521.50/4,371.43	25,521.50/4,371.43
9	11/01/00 – 11/30/00	30,784.50/4,857.37	30,784.50/4,857.37
10	12/01/00 – 12/31/00	9,776.50/2,938.78	9,776.50/2,938.78
11	01/01/01 – 01/31/01	68,642.00/2,572.68	68,642.00/2,572.68
12	02/01/01 – 02/28/01	27,735.00/495.38	27,735.00/495.38
13	03/01/01 – 05/31/01	244,694.00/8,008.86	244,694.00/8,008.86
14	06/01/01 – 06/30/01	98,889.50/2,874.02	98,889.50/2,874.02
15	07/01/01 – 07/31/01	96,071.00/9,320.34	96,071.00/9,320.34
16	08/01/01 – 08/31/01	68,973.75/3,517.33	68,973.75/3,517.33
17	09/01/01 – 09/30/01	62,364.50/2,093.26	62,364.50/2,093.26
18	10/01/01 – 10/31/01	71,458.00/2,328.23	71,458.00/2,328.23
19	11/01/01 – 11/30/01	64,030.50/1,748.25	64,030.50/1,748.25
20	12/01/01 – 12/31/01	60,823.50/2,529.68	60,823.50/2,529.68
21	01/01/02 – 01/31/02	81,303.50/670.92	81,303.50/670.92
22	02/01/02 – 02/28/02	36,848.25/2,510.77	36,848.25/2,510.77
23	03/01/02 – 03/31/02	77,008.00/1,582.92	77,008.00/1,582.92
24	04/01/02 – 04/30/02	17,956.00/384.85	17,956.00/384.85
25	05/01/02 – 05/31/02	21,439.50/884.82	21,439.50/884.82
26	06/01/02 – 06/30/02	13,863.50/1,119.37	13,863.50/1,119.37
27	07/01/02 – 07/31/02	14,625.50/476.84	14,625.50/476.84
28	08/01/02 – 08/31/02	7,052.00/1,338.73	7,052.00/1,338.73
29	09/01/02 – 09/30/02	6,330.50/124.91	6,330.50/124.91
30	10/01/02 – 10/31/02	30,761.00/376.77	30,761.00/376.77
31	11/01/02 – 11/30/02	20,376.00/548.32	20,376.00/548.32
32	12/01/02 – 12/31/02	17,945.00/852.57	17,945.00/852.57
33	01/01/03 – 01/31/03	8,290.50/130.60	8,290.50/130.60
34	02/01/03 – 02/28/03	4,887.00/11.98	3,909.60 ¹ /11.98
35	03/01/03 – 03/31/03	15,334.00/132.47	12,267.20 ² /132.47
36	04/01/03 – 04/30/03	30,137.50/310.87	24,110.00 ³ /310.87

1 The remaining 20% is subject to Court approval.

2 The remaining 20% is subject to Court approval.

3 The remaining 20% is subject to Court approval.

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>
GOLDMAN, R.	1980	13.7	\$520	\$7,124.00
<u>ASSOCIATES</u>	<u>YEAR OF ADMISSION</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
MACLAREN, J.	2000	1.3	\$360	\$468.00
OLIVER, A.	2000	4.5	\$360	\$1,620.00
Total Attorney Time		19.5		\$9,212.00
<u>TOTALS</u>		<u>19.5</u>		<u>\$9,212.00</u>

EXPENSE REIMBURSEMENTS REQUESTED: \$640.50

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

**THIRTY-SEVENTH INTERIM & FINAL APPLICATION OF LATHAM & WATKINS
LLP 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 OF EXPENSES
FOR THE PERIOD FEBRUARY 1, 2000 THROUGH MAY 12, 2003**

Latham & Watkins LLP (“Latham”) respectfully represents as follows:

1. Latham is 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 Administrative Order Establishing Procedures for Interim Compensation And Reimbursement Of Expenses Of Professionals (the “Interim Compensation Order”) dated February 2, 2000, 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 negative 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 100% of the fees requested

and 100% of the disbursements requested. Pursuant to the Interim Compensation Order, Latham submits this fee application (the "Thirty-Seventh Interim Fee Application") for the period May 1, 2003 through May 12, 2003. This is Latham's Thirty-Seventh interim fee application.

4. Latham submits this Thirty-Seventh Interim Fee Application (i) for allowance of reasonable interim compensation for actual and necessary professional services performed by Latham for the period from May 1, 2003 through May 12, 2003, (ii) for interim reimbursement of actual and necessary expenses incurred by Latham in connection with its representation of the Debtors during that same period; (iii) final compensation in the sum of \$1,865,965.69 for actual and necessary professional services rendered on behalf of the Debtors during the period February 1, 2000 through May 12, 2003; and (iv) final reimbursement in the amount of \$128,193.54 for actual and necessary expenses incurred during that period. This application is made pursuant to the provisions of sections 327, 330 and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure and the Interim Compensation Order.

5. 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. Latham believes it is appropriate that it be compensated for the time spent and reimbursed for the expenses incurred in connection with these matters.

6. For the period covered by this Thirty-Seventh Interim Fee Application, Latham has provided a total of 19.50 hours of attorney and paraprofessional time in connection with these chapter 11 cases and incurred fees for such services totaling \$9,212.00. For the same period, Latham has incurred actual and necessary expenses in connection therewith totaling \$640.50. With respect to these amounts, as of the date of this application, Latham has received no payments.

7. Latham maintains daily records of the time spent in the rendering of professional services during the period covered by the Thirty-Seventh Interim Fee Application. Latham 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 primary services performed by Latham for the period covered by the Thirty-Seventh Interim Fee Application is attached hereto as Exhibit "A". The full scope of and breadth of Latham services are reflected in the detailed time record attached hereto as Exhibit "B".

8. Exhibit "B" contains 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. These time entries are separated into matters as follows:

<u>MATTER</u>	<u>AREA OF WORK PERFORMED</u>
027566-0000	Fraud & Abuse
027566-0006	DOJ Negotiations

9. Exhibit "B" also contains a breakdown of disbursements by Latham for the period covered by the Thirty-Seventh Interim Fee Application.¹

Latham has endeavored to represent the Debtors in the most expeditious and economical manner possible. Tasks have been assigned to attorneys and paralegals at Latham so that work has been performed by those most familiar with the particular matter or task and by the lowest

¹ Latham'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 Latham's normal hourly billing rates and, therefore, are itemized and included in Latham's disbursements. Pursuant to Order #32 of the United States District Court for the District of Delaware, Latham represents that it charges for expenses in the following manner:

- (1) Duplicating: Charged at \$ 17 per page
- (2) Telecommunications: Long distance calls are billed at actual cost. Outgoing facsimile transmittals are billed at \$1.25 per page. We do not charge for the telephone time or domestic long distance costs in addition to the per-page charge
- (3) Computer Research: Latham's practice is to bill clients for LEXIS and Westlaw research at actual cost, which does not include amortization for maintenance and equipment
- (4) Local Car Service: Latham's practice is to allow attorneys, legal assistants and secretaries to charge car service to the appropriate client after 8:00 p.m.
- (5) Delivery Services: Latham's practice is to charge postal, overnight delivery and courier services at actual cost

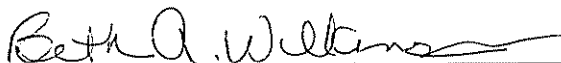
hourly rate professional appropriate for a particular matter. Moreover, Latham has sought to coordinate with other professionals involved in these cases, including Kaye, Scholer, Fierman, Hays & Handler, LLP, and Young Conaway Stargatt & Taylor, LLP, who are retained as attorneys for the Debtors, so 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.

10. The undersigned has reviewed the requirements of Del. Bankr. LR 2016-2 of the United States District Court for the District of Delaware ("Del. Bankr. LR 2016-2") and certifies to the best of her information, knowledge and belief that this application complies with Del. Bankr. LR 2016-2.

WHEREFORE, Latham & Watkins, LLP respectfully requests that this Court allow Latham (i) interim compensation in the sum of \$9,212.00 for actual and necessary professional services rendered on behalf of the Debtors during the period May 1, 2003 through May 12, 2003; (ii) interim reimbursement in the amount of \$640.50 for actual and necessary expenses incurred during that period; (iii) final compensation in the sum of \$1,865,965.69 for actual and necessary professional services rendered on behalf of the Debtors during the period February 1, 2000 through May 12, 2003; and (iv) final reimbursement in the amount of \$128,193.54 for actual and necessary expenses incurred during that period.

Dated: Washington, DC
July 16th, 2003

LATHAM & WATKINS, LLP



Beth A. Wilkinson
555 Eleventh Street, N.W.
Suite 1000
Washington, DC 20004
(202) 637-2298

CERTIFICATE OF SERVICE

I hereby certify that a true and exact copy of the foregoing *Thirty-Seventh Interim & Final Application Of Latham & Watkins LLP 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 Of Expenses For The Period February 1, 2000 Through May 12, 2003* was sent by U.S. mail, first class, postage prepaid, this 16th day of July, 2003 to:

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

Kaye, Scholer, Fierman, Hays & Handler, LLP
425 Park Avenue
New York, NY 10022-3598
Attn: Michael J. Crames, Esq.

Jenkins & Gilchrist Parker Chapin, LLP
The Chrysler Building
405 Lexington Avenue
New York, NY 10174
Attn: Charles Greenman, Esq.

Young, Conaway, Stargatt & Taylor, LLP
Rodney Square North
Eleventh Floor
P.O. Box 391
Wilmington, DE 19899-0391
Attn: James L. Patton, Jr., Esq.

Gene B. Tarr, Esq.
Blanco Tackaberry Combs & Matamoros, P.A.
P.O. Box 25008
Winston-Salem, NC 27114-5008

Otterbourg, Steindler, Houston & Rosen, P.C.
230 Park Avenue
New York, NY 10169
Attn: Jenette A. Barrow-Bosshart, Esq.

Klehr, Harrison, Harvey, Branzburg & Ellers
919 Market Street, Suite 1000
Wilmington, DE 19801
Attn: Joanne B. Wills, Esq.

Paul, Hastings, Janofsky & Walker
600 Peachtree Street, N.E.
Suite 2400
Atlanta, GA 30308
Attn: Jesse H. Austin, III, Esq.

Richards, Layton & Finger
One Rodney Square
P.O. Box 551
Wilmington, DE 19801
Attn: Mark D. Collins, Esq.

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Attn: Stephen Karotkin, Esq.

Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019
Attn: Chaim J. Fortgang, Esq.

Charlene Davis, Esq.
Elio Battista, Esq.
Neil B. Glassman, Esq.
The Bayard Firm
222 Delaware Avenue, Suite 900
P.O. Box 25130
Wilmington, DE 19899

Dale Dube, Esq.
Michael D. DeBaecke, Esq.
Blank Rome Comisky & McCauley, LLP
Chase Manhattan Centre, Suite 800
Wilmington, DE 19801

Stuart Hirshfield, Esq.
Dewey Ballantine LLP
1300 Avenue of the Americas
New York, NY 10019

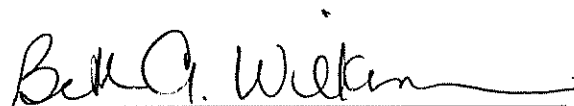

Beth A. Wilkinson
Beth A. Wilkinson

EXHIBIT A

Counsel has met with various Department of Justice attorneys to discuss possible claims, to negotiate the resolution of certain investigations and to answer questions regarding quality of care issues. In addition, counsel has drafted written correspondence, interviewed Integrated Health Services, Inc. personnel and communicated with the client regarding the government investigations and the possible global settlement.

EXHIBIT B

555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004-1304
Tel: (202) 637-2200 Fax: (202) 637-2201
www.lw.com

LATHAM & WATKINS LLP

INVOICE

May 12, 2003

INTEGRATED HEALTH SERVICES
910 RIDGEBROOK ROAD
SPARKS, MARYLAND 21152
ATTN: RON LORD

Tax identification No: 95-2018373

Please remit payment to:
Latham & Watkins LLP
P.O. Box 7247-8202
Philadelphia, PA 19170

For questions call:
Jennifer Ward at (202) 637-2163

Please identify your check with the following number:
Invoice No. W 30307482
File No. 027566-0000

RE: FRAUD & ABUSE

For professional services rendered through May 1 through May 12, 2003

For FRAUD & ABUSE, File No. 027566-0000

.00

Other Services:

DOCKET

165.90

Total Current Charges

165.90

TOTAL AMOUNT DUE

\$ 165.90

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # W 30307482

<u>ATTORNEY</u>	<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
			.00
TOTAL SERVICES			

<u>.00</u>	<u>.00</u>
------------	------------

Other Charges:

DOCKET	<u>165.90</u>
	<u>165.90</u>

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
 FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # W 30307482

LATHAM & WATKINS LLP

INVOICE

May 12, 2003

INTEGRATED HEALTH SERVICES
910 RIDGEBROOK ROAD
SPARKS, MARYLAND 21152
ATTN: RON LORD

Tax Identification No: 95-2018373

Please remit payment to:
Latham & Watkins LLP
P.O. Box 7247-8202
Philadelphia, PA 19170

For questions call:
Jennifer Ward at (202) 637-2163

Please identify your check with the following number:
Invoice No W 30307482
File No 027566-0000

REMITTANCE COPY

FRAUD & ABUSE

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Invoice Amount</u>
<u>Current Billing:</u> May 11, 2003	30307482	\$ 165.90
Balance Due		<u>\$ 165.90</u>

AMOUNT REMITTED: \$ _____

Method of Payment:

CHECK WIRE TRANSFER

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT. PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # W 30307482

555 Eleventh Street, N W , Suite 1000
Washington, D C 20004-1304
Tel: (202) 637-2200 Fax: (202) 637-2201
www.lw.com

LATHAM & WATKINS LLP

INVOICE

May 12, 2003

INTEGRATED HEALTH SERVICES
910 RIDGEBROOK ROAD
SPARKS, MARYLAND 21152
ATTN: RON LORD

Tax Identification No: 95-2018373

Please remit payment to:
Latham & Watkins LLP
P.O. Box 7247-8202
Philadelphia, PA 19170

For questions call:
Jennifer Ward at (202) 637-2163

Please identify your check with the following number:
Invoice No W 30307485
File No 027566-0006

RE: DOJ NEGOTIATIONS

For professional services rendered through May 1 through May 12, 2003

For DOJ NEGOTIATIONS, File No. 027566-0006

9,212.00

Other Services:

TELEPHONE, MEALS - LOCAL, GROUND
TRANSPORTATION - LOCAL,
PHOTOCOPYING, DOCUMENT SUPPORT

474.60

Total Current Charges

9,686.60

TOTAL AMOUNT DUE

\$9,686.60

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # W 30307485

<u>ATTORNEY</u>	<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
R S GOLDMAN	04/30/03	CONVERSATION WITH GRIESS REGARDING BRIARWOOD ISSUES (.5)	.50
JM MACLAREN	05/01/03	REVISE AND SEND LETTER TO RELATOR REGARDING EXTENSION (.2)	.20
R S GOLDMAN	05/02/03	CONVERSATION WITH LEVY(.3);	.50
R S GOLDMAN	05/05/03	CONVERSATION WITH LORD (.2)	
		CONVERSATION WITH LORD(.5);	1.80
		CONVERSATION WITH LEVY(.5);	
		CONVERSATION WITH GRIESS AND ALFONSO(.5); CONVERSATION WITH LUNDELIUS (.3)	
JM MACLAREN	05/05/03	TELEPHONE CALL WITH R. LORD REGARDING LOCAL COUNSEL AND CASE STATUS (.3)	.30
R S GOLDMAN	05/06/03	CONVERSATION WITH LORD (.5);	3.50
		CONFERENCE CALL WITH LUNDELIUS AND LORD(2); CONVERSATION WITH MERSKY(.5);	
		EDIT AGREEMENT (.5)	
AJ OLIVER	05/06/03	TELECONFERENCE WITH R. GOLDMAN, R. WARD AND DOJ REGARDING SETTLEMENT AND EXHIBITS (1.3); REVISE SAME (2.3)	3.60
R S GOLDMAN	05/07/03	MEET WITH HHS-IG(2); CONVERSATION WITH PENN(.8); CONVERSATION WITH LORD(.7)	3.50
JM MACLAREN	05/07/03	DRAFT LETTER TO J. SIMMONS REGARDING PROPER PARTY ISSUE (.4); DISCUSS LETTER AND CASE STATUS WITH C. JONES (.4)	.80
AJ OLIVER	05/07/03	EDIT SETTLEMENT EXHIBITS (.8);	.90
		TELECONFERENCE WITH MELISSA REGARDING CORRECTIONS TO EXHIBIT A (.1)	
R S GOLDMAN	05/08/03	CONVERSATION WITH LORD (.5);	2.00
		CONFERENCE CALL WITH PENN, LESPERANCE AND LUNDELIUS (1);	
		CONVERSATION WITH GRIESS AND JOHNSEN (.5)	
R S GOLDMAN	05/09/03	CONVERSATION WITH LORD (.2);	.50
		CONVERSATION WITH ALTER (.2);	
		CONVERSATION WITH LEVY (.1)	
R S GOLDMAN	05/12/03	CONFERENCE CALL REGARDING BRIARWOOD ISSUES	1.40
			19.50

TOTAL SERVICES

GOLDMAN	13.70 HOURS X	\$520.00	= \$	\$7124.00
MACLAREN	1.30 HOURS X	\$360.00	= \$	\$468.00
OLIVER	4.50 HOURS X	\$360.00	= \$	\$1620.00
	<u>19.50</u>			<u>9,212.00</u>

Other Charges:

PHOTOCOPYING	3.74
TELEPHONE	213.25
DOCUMENT SUPPORT	22.00
DOCKET	<u>168.40</u>
MEALS - LOCAL	45.21
GROUND TRANSPORTATION - LOCAL	<u>22.00</u>

474.60

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT. PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # W 30307485

LATHAM & WATKINS LLP

INVOICE
May 12, 2003

INTEGRATED HEALTH SERVICES
910 RIDGEBROOK ROAD
SPARKS, MARYLAND 21152
ATTN: RON LORD

Tax identification No: 95-2018373

Please remit payment to:
Latham & Watkins LLP
P.O. Box 7247-8202
Philadelphia, PA 19170

For questions call:
Jennifer Ward at (202) 637-2163

Please identify your check with the following number:
Invoice No. W 30307485
File No. 027566-0006

REMITTANCE COPY

DOJ NEGOTIATIONS

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Invoice Amount</u>
<u>Current Billing:</u> May 12, 2003	30307485	\$9,686.60
Balance Due		<u>\$9,686.60</u>

AMOUNT REMITTED: \$ _____

Method of Payment:

CHECK WIRE TRANSFER

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT. PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # W 30307485