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KENNETH D. BROWN CLERK
UNITED STATES
BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

In re:)
)
UNISON HEALTHCARE CORPORATION, and)
related proceedings,)
)
Federal I.D. No. 86-0684011)
)
Debtors.)

In Proceedings Under Chapter 11

Case No. B-98-06583-PHX-GBN

(Jointly Administered)

APPLICABLE DEBTOR(S) (Check))

- UNISON HEALTHCARE CORPORATION)
- (Case No. 98-06583-PHX-RGM))
- SUNQUEST SPC, INC.)
- (Case No. 98-06584-PHX-SSC))
- BRITWILL HEALTHCARE COMPANY)
- (Case No. 98-06585-PHX-SSC))
- BRITWILL FUNDING CORPORATION)
- (Case No. 98-06602-PHX-CGC))
- MEMPHIS CLINICAL LABORATORY, INC.)
- (Case No. 98-06588-PHX-CGC))
- AMERICAN PROFESSIONAL HOLDINGS, INC.)
- (Case No. 98-06587-PHX-GBN))
- AMPRO MEDICAL SERVICES, INC.)
- (Case No. 98-06609-PHX-GBN))
- GAMMA LABORATORIES, INC.)
- (Case No. 98-06611-PHX-SSC))
- SIGNATURE HEALTH CARE CORPORATION)
- (Case No. 98-06591-PHX-SSC))
- BROOKSHIRE HOUSE INC.)

**ORDER APPROVING AND
AUTHORIZING FIRST AND FINAL
APPLICATION FOR ALLOWANCE
OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES
FOR: (1) SQUIRE, SANDERS &
DEMPSEY LLP AS COUNSEL FOR
DEBTORS AND DEBTORS-IN-
POSSESSION; AND (2) GORDIAN
GROUP, LLP AS FINANCIAL
ADVISORS FOR DEBTORS AND
DEBTORS IN POSSESSION**

951/f

1	(Case No. 98-06608-PHX-RGM))
	CHRISTOPHER NURSING CENTER, INC.	<input checked="" type="checkbox"/>)
2	(Case No. 98-06596-PHX-JMM))
	AMBERWOOD COURT, INC.	<input checked="" type="checkbox"/>)
3	(Case No. 98-06597-PHX-RGM))
	THE ARBORS HEALTH CARE CORPORATION	<input checked="" type="checkbox"/>)
4	(Case No. 98-06598-PHX-CGC))
	LOS ARCOS, INC.	<input checked="" type="checkbox"/>)
5	(Case No. 98-06603-PHX-RGM))
	PUEBLO NORTE, INC.	<input checked="" type="checkbox"/>)
6	(Case No. 98-06604-PHX-RTB))
	RIO VERDE NURSING CENTER, Inc.	<input checked="" type="checkbox"/>)
7	(Case No. 98-06606-PHX-CGC))
	SIGNATURE MANAGEMENT GROUP, INC.	<input checked="" type="checkbox"/>)
8	(Case No. 98-06605-PHX-GBN))
	CORNERSTONE CARE CENTER, INC.	<input checked="" type="checkbox"/>)
9	(Case No. 98-06595-PHX-RTB))
	ARKANSAS, INC.	<input checked="" type="checkbox"/>)
10	(Case No. 98-06590-PHX-GBN))
	DOUGLAS MANOR, INC.	<input checked="" type="checkbox"/>)
11	(Case No. 98-06589-PHX-CGC))
	SAFFORD CARE, INC.	<input checked="" type="checkbox"/>)
12	(Case No. 98-06593-PHX-RTB))
	REHABWEST, INC.	<input checked="" type="checkbox"/>)
13	(Case No. 98-06594PHX-CGC))
	QUEST PHARMACIES, INC.	<input checked="" type="checkbox"/>)
14	(Case No. 98-06586-PHX-RGM))
	SUNBELT THERAPY MANAGEMENT SERVICES, INC.)
15	(ALABAMA)	<input checked="" type="checkbox"/>)
	(Case No. 98-06607-PHX-RTB))
16	DECATUR SPORTS FIT & WELLNESS CENTER,)
	INC.	<input checked="" type="checkbox"/>)
17	(Case No. 98-06601-PHX-SSC))
	THERAPY HEALTH SYSTEMS, INC.	<input checked="" type="checkbox"/>)
18	(Case No. 98-06600-PHX-GBN))
	HENDERSON & ASSOCIATES REHABILITATION,)
19	INC.	<input checked="" type="checkbox"/>)
	(Case No. 98-06599-PHX-SSC))
20	SUNBELT THERAPY MANAGEMENT SERVICES, INC.)
	(ARIZONA)	<input checked="" type="checkbox"/>)
21	(Case No. 98-06592-PHX-RGM))
	CEDAR CARE, INC.	<input checked="" type="checkbox"/>)
22	(Case No. 98-06612-PHX-GBN))
	SHERWOOD HEALTHCARE CORP.	<input checked="" type="checkbox"/>)
23	(Case No. 98-06610-PHX-SSC))
	BRITWILL INVESTMENTS-I, INC.	<input checked="" type="checkbox"/>)

1 (Case No. 98-0173-PHX-GBN))
BRITWILL INVESTMENTS-II, INC. ☒)
2 (Case No. 98-0174-PHX-GBN))
3 BRITWILL INDIANA PARTNERSHIP ☒)
(Case No. 98-0175-PHX-GBN))
4 _____)
5

6 This matter came before the Court pursuant to: (1) the "First And Final Application For
7 Allowance Of Compensation And Reimbursement Of Expenses Of Squire, Sanders & Dempsey LLP As
8 Counsel For Debtors And Debtors In Possession" filed by Squire, Sanders & Dempsey L.L.P. ("Squire
9 Sanders") on March 22, 1999 (the "Squire Sanders Application"); and (2) the "First And Final
10 Application For Allowance Of Compensation And Reimbursement Of Expenses Of Gordian Group, LP
11 As Financial Advisor To The Debtors" filed by Gordian Group, LP ("Gordian Group") on March 22,
12 1999 (the "Gordian Group Application"). The Squire Sanders Application and Gordian Group
13 Application were noticed out in accordance with this Court's "Order Confirming Debtors' First
14 Amended Joint Plan Of Reorganization Dated October 15, 1998 (As Modified)" dated January 29, 1999
15 (the "Confirmation Order"), and no objections or other responses to either the Squire Sanders
16 Application or Gordian Group Application were timely filed as required by the Confirmation Order. In
17 light of the foregoing, and good cause appearing therefor,

18
19
20 **IT IS HEREBY ORDERED** as follows:

21
22 1. The Squire Sanders Application shall be, and hereby is, allowed in the amount of
23 **\$1,430,128.89** comprised of **\$1,200,377.00** in fees and **\$229,752.00** in costs. The foregoing amount
24 represents a **\$95,000.00** voluntary reduction with respect to the fees requested in the Squire Sanders
25 Application.

26
27 2. The Gordian Group Application shall be, and hereby is, allowed in the amount of
28 **\$463,586.00** of which **\$460,000.00** are for fees and **\$3,586.00** are for expenses. The foregoing amount

1 represents a voluntary reduction by Gordian Group of \$60,000.00. The balance due with respect to the
2 Gordian Group Application after taking into account postpetition payments received pursuant to prior
3 Court Orders in the amount of \$195,000.00 is \$268,586.00.

4
5 3. The above-captioned Debtors shall be, and hereby are, authorized and directed to pay the
6 allowed fees of Squire Sanders and Gordian Group as set forth above forthwith, provided payment of no
7 other administrative expenses will be prejudiced thereby.

8 4. Squire Sanders shall be, and hereby is, authorized to apply the \$94,000.00 retainer it is
9 holding in this matter with respect to the outstanding fees approved herein.

10
11 5. Since no timely objections were filed with respect to the Squire Sanders Application and
12 Gordian Group Application, the status hearing currently scheduled for April 27, 1999 at 1:00 p.m. shall
13 be and hereby is vacated with respect to only the Squire Sanders Application and Gordian Group
14 Application.

15 DATED:

16 April 9, 1999

17
18 

19 HON. GEORGE B. NIELSEN, JR.
20 CHIEF JUDGE
21 UNITED STATES BANKRUPTCY COURT