

C-~~Bankruptcy~~
US

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APR 26 1999

KEVIN E. O'BRIEN 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))

**STIPULATED ORDER REGARDING
FIRST AND FINAL APPLICATIONS
OF PRICEWATERHOUSE-
COOPERS LLP FOR ALLOWANCE
OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES**

9/1/99

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

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

8 THIS MATTER is before the Court on the “First And Final Application Of
9 PricewaterhouseCoopers LLP (“PWC”) As Claims Agent For Debtors and Debtors In Possession For
10 Allowance Of Compensation And Reimbursement Of Expenses” dated March 19, 1999 (the “Claims
11 Agent Application”) and the “First And Final Application Of PricewaterhouseCoopers LLP As
12 Accountants to Provide Special Litigation Assistance For Debtors and Debtors-In-Possession For
13 Allowance Of Compensation And Reimbursement Of Expenses” dated March 19, 1999 (the
14 “Accountant Application,” and together with the Claims Agent Application, the “PWC Applications”).
15 RainTree Healthcare Corporation (f/k/a Unison HealthCare Corporation) and its affiliated reorganized co-
16 debtors captioned above (collectively, “RainTree”) reserved the right to object to the PWC Applications by
17 virtue of two Stipulated Orders of the Court extending the time within which RainTree could file and serve
18 any objection to the PWC Applications.

19
20 **THE COURT FINDS AND CONCLUDES** as follows:

21 A. This matter represents a core proceeding in which this Court may enter final and dispositive
22 orders in accordance with 28 U.S.C. §§ 1334 and 157(b).

23 B. The Claims Agent Application seeks allowance of compensation of \$255,669.00 and
24 reimbursement of \$10,559.44 in expenses that PWC incurred throughout its engagement as claims agent in
25 these Chapter 11 cases.
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1 C. The Accountant Application seeks allowance of compensation of \$266,183.50 and
2 reimbursement of \$1,480.59 in expenses that PWC incurred throughout its engagement as special litigation
3 accountant to RainTree in these Chapter 11 cases.

4 D. RainTree disputes that the full amount of compensation sought to be approved in the PWC
5 Applications is reasonable under Bankruptcy Code § 330.

6 E. PWC and RainTree wish to compromise and settle their disputes regarding the amount of
7 compensation to be allowed to PWC under the PWC Applications and, accordingly, have executed this
8 Stipulated Order below to indicate their respective assent to the relief granted below in full settlement and
9 satisfaction of the PWC Applications.
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12 F. Sufficient cause exists to grant the relief below.

13 **NOW, THEREFORE, IT IS ORDERED** that:

14 1. The PWC Applications are GRANTED to the extent consistent with the terms and
15 conditions contained in this Stipulated Order.

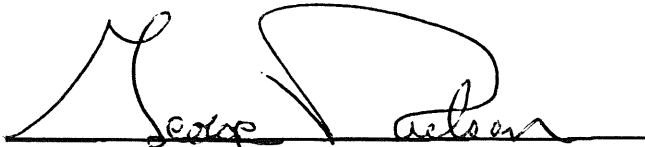
16 *total reqd = \$521,852.50*
17 2. Final compensation to PWC in the amount of \$465,000 (the "Approved Fees") is
18 approved in full satisfaction of the Claims Agent Application and the Accountant Application and all
19 services that PWC rendered in these Chapter 11 cases. *→ 10,559.44 + 1480.59* Additionally, \$12,040.03 in total expenses (the
20 "Approved Expenses") are approved and are to be reimbursed as provided in this Stipulated Order.
21

22 3. RainTree is authorized and directed to remit to PWC payment in the full amount of
23 the Approved Expenses as soon as practicable after entry of this Stipulated Order, and under no
24 circumstances after May 17, 1999. RainTree is authorized and directed to remit to PWC: (a) payment of at
25 least \$230,000 of the Approved Fees no later than June 15, 1999; (b) payment of at least \$115,000 of the
26 remaining Approved Fees no later than July 15, 1999; and, (c) payment of any remainder of the Approved
27 Fees no later than August 16, 1999.
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4. As no objection to the PWC Applications were filed with the Court, the status hearing currently scheduled for April 27, 1999 at 1:00 p.m. is vacated with respect to the PWC Applications.

DATED this 20th day of April, 1999.


CHIEF UNITED STATES BANKRUPTCY JUDGE

STIPULATED AND AGREED:

SQUIRE SANDERS & DEMPSEY, L.L.P.

PRICEWATERHOUSECOOPERS LLP

By: 

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