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FILED

IN THE UNITED STATES BANKRUPTCY COURT

APR 22 1999

FOR THE DISTRICT OF ARIZONA

KEVIN E. O'BRIEN CLERK
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)

929

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.)
(Case No. 98-06608-PHX-RGM))
- CHRISTOPHER NURSING CENTER, INC.)
(Case No. 98-06596-PHX-JMM))
- AMBERWOOD COURT, INC.)
(Case No. 98-06597-PHX-RGM))
- THE ARBORS HEALTH CARE CORPORATION)
(Case No. 98-06598-PHX-CGC))
- LOS ARCOS, INC.)
(Case No. 98-06603-PHX-RGM))

**ORDER APPROVING AND
AUTHORIZING APPLICATION
PURSUANT TO ARTICLE 7.12 OF
CONFIRMED PLAN FOR
REIMBURSEMENT OF
ATTORNEYS' FEES AND
EXPENSES OF AD HOC
COMMITTEE OF NOTEHOLDERS**

Ab3p
W/344028v1

PUEBLO NORTE, INC.	<input checked="" type="checkbox"/>)
(Case No. 98-06604-PHX-RTB))
RIO VERDE NURSING CENTER, Inc.	<input checked="" type="checkbox"/>)
(Case No. 98-06606-PHX-CGC))
SIGNATURE MANAGEMENT GROUP, INC.	<input checked="" type="checkbox"/>)
(Case No. 98-06605-PHX-GBN))
CORNERSTONE CARE CENTER, INC.	<input checked="" type="checkbox"/>)
(Case No. 98-06595-PHX-RTB))
ARKANSAS, INC.	<input checked="" type="checkbox"/>)
(Case No. 98-06590-PHX-GBN))
DOUGLAS MANOR, INC.	<input checked="" type="checkbox"/>)
(Case No. 98-06589-PHX-CGC))
SAFFORD CARE, INC.	<input checked="" type="checkbox"/>)
(Case No. 98-06593-PHX-RTB))
REHABWEST, INC.	<input checked="" type="checkbox"/>)
(Case No. 98-06594-PHX-CGC))
QUEST PHARMACIES, INC.	<input checked="" type="checkbox"/>)
(Case No. 98-06586-PHX-RGM))
SUNBELT THERAPY MANAGEMENT SERVICES, INC.)
(ALABAMA)	<input checked="" type="checkbox"/>)
(Case No. 98-06607-PHX-RTB))
DECATUR SPORTS FIT & WELLNESS CENTER,)
INC.	<input checked="" type="checkbox"/>)
(Case No. 98-06601-PHX-SSC))
THERAPY HEALTH SYSTEMS, INC.	<input checked="" type="checkbox"/>)
(Case No. 98-06600-PHX-GBN))
HENDERSON & ASSOCIATES REHABILITATION,)
INC.	<input checked="" type="checkbox"/>)
(Case No. 98-06599-PHX-SSC))
SUNBELT THERAPY MANAGEMENT SERVICES, INC.)
(ARIZONA)	<input checked="" type="checkbox"/>)
(Case No. 98-06592-PHX-RGM))
CEDAR CARE, INC.	<input checked="" type="checkbox"/>)
(Case No. 98-06612-PHX-GBN))
SHERWOOD HEALTHCARE CORP.	<input checked="" type="checkbox"/>)
(Case No. 98-06610-PHX-SSC))
BRITWILL INVESTMENTS-I, INC.	<input checked="" type="checkbox"/>)
(Case No. 98-0173-PHX-GBN))
BRITWILL INVESTMENTS-II, INC.	<input checked="" type="checkbox"/>)
(Case No. 98-0174-PHX-GBN))
BRITWILL INDIANA PARTNERSHIP	<input checked="" type="checkbox"/>)
(Case No. 98-0175-PHX-GBN))

This matter came before the Court pursuant to: the "Application Pursuant to Article 7.12 of Confirmed Plan for Reimbursement of Attorney's Fees and Expenses of Ad Hoc Committee of Noteholders" (the "Ad Hoc Committee Application"). The Ad Hoc Committee Application was noticed out in accordance with this Court's "Order Confirming Debtors' First Amended Joint Plan Of Reorganization Dated October 15, 1998 (As Modified)" dated January 29, 1999 (the "Confirmation Order"), and no objections or other responses to the Ad Hoc Committee Application were timely filed as required by the Confirmation Order. In light of the foregoing, and good cause appearing therefor,


IT IS HEREBY ORDERED as follows:

1. The Ad Hoc Committee Application shall be, and hereby is, allowed in the amount of \$176,309.41 comprised of \$162,770.50 in fees and \$13,538.91 in costs.

2. In accordance with paragraph 4 of the Confirmation Order, the above-captioned Debtors shall be, and hereby are, authorized and directed to pay the fees and expenses of Wachtell, Lipton, Rosen & Katz set forth above forthwith. Such fees and expenses are reasonable.

3. Wachtell, Lipton, Rosen & Katz shall be, and hereby is, authorized to apply the \$35,915.90 retainer it is holding in this matter with respect to the outstanding fees and expenses approved herein.

Dated April 23, 1999


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