

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

D.N.J. LBR 2016-1, FEE APPLICATION COVER SHEET

IN RE: Miller Health Care, LLC APPLICANT: Porzio, Bromberg & Newman, PC
CASE NO.: 11-28615 (RTL) CLIENT: Official Committee of Unsecured Creditors
CHAPTER: 11 CASE FILED: June 18, 2011

COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION UNDER PENALTY OF PERJURY, PURSUANT TO 28 U.S.C. SECTION 1746.

RETENTION ORDER(S) ATTACHED

/s/ Robert M. Schechter 9/13/11
Robert M. Schechter DATE

SECTION 1 - FEE SUMMARY

MONTHLY FEE STATEMENT NO. 1 (July 2011)
INTERIM FEE APPLICATION NO. _____ OR FINAL FEE APPLICATION _____

	FEES	EXPENSES
TOTAL PREVIOUS FEES REQUESTED	\$0.00	\$0.00
TOTAL FEE ALLOWED TO DATE	\$0.00	\$0.00
TOTAL RETAINER	\$0.00	\$0.00
TOTAL COURT HOLDBACK SINCE LAST INTERIM FEE ORDER	\$0.00	\$0.00
TOTAL RECEIVED BY APPLICANT	\$0.00	\$0.00

NAME OF PROFESSIONAL & TITLE	YEAR ADMITTED (OR YEARS OF PROF. SERVICE)	HOURS	RATE	FEE
Warren J. Martin Jr., Principal	1986	9.6	\$600	\$5,760.00
Frank A. Custode, Counsel	2000	0.5	\$440	\$220.00
Robert M. Schechter, Counsel	2005	48.0	\$440	\$21,120.00
Matthew B. Heimann, Associate	2008	0.1	\$330	\$33.00
Kelly D. Curtin, Associate	2009	32.2	\$285	\$9,177.00
Mathew D. Laskowski, Senior Paralegal	1998	6.6	\$190	\$1,254.00
Kathy Mulch, Document Clerk	2009	1.2	\$120	\$144.00
TOTALS:		98.2		\$37,708.00

FEE TOTALS – SECTION 2	\$37,708.00
DISBURSEMENT TOTALS – SECTION 3	\$0.00
TOTAL HOLDBACK (20%)	\$7,541.60
TOTAL FEES TO BE PAID	\$30,166.40

SECTION II -SUMMARY OF SERVICES RENDERED

SERVICES RENDERED	HOURS	FEE
a) Asset Analysis and Recovery	0.9	\$396.00
b) Asset Disposition		
c) Business Operations	2.0	\$880.00
d) Case Administration	47.3	\$19,162.00
e) Claims Administration and Objections	1.4	\$616.00
f) Employee Benefits/Pensions		
g) Fee/Employment Applications	23.0	\$7,089.00
h) Fee/Employment Objections	1.2	\$528.00
i) Financing		
j) Litigation (other than Avoidance Action Litigation)		
k) Avoidance Action Litigation	1.5	\$660.00
l) Meetings of Creditors	11.0	\$4,096.00
m) Plan and Disclosure Statement	0.3	\$132.00
n) Relief from Stay Proceedings		
o) Regulatory Compliance		
p) Travel	1.8	\$792.00
q) Accounting/Auditing		
r) Business Analysis	4.6	\$1,869.00
s) Corporate Finance and Valuation	3.2	\$1,488.00
t) Data Analysis		
u) Litigation Consulting		
v) Reconstruction Accounting		
w) Tax Issues		
x) Other (specify category)		
SERVICES TOTAL:	98.2	\$37,708.00

SECTION III - SUMMARY OF DISBURSEMENTS

DISBURSEMENTS	AMOUNT
a) Computer Assisted Legal Research	
b) Facsimile (with rates) No. of Pages Rate per Page (Max. \$1.00/pg.)	
c) Long Distance Telephone / Conference Calls	
d) In-House Reproduction No. of Pages Rate per Page <u>\$.20</u> (Max. \$.20/pg.)	
e) Outside Reproduction	
f) Outside Research (Explain)	
g) Filing/Court Fees	
h) Court Reporting / Deposition Services	
i) Travel	
j) Courier & Express Carriers (e.g. Federal Express)	
k) Postage	
l) Other (Explain)	
DISBURSEMENTS TOTAL:	0.00

SECTION IV - CASE HISTORY

(Note: Items 3-6 are not applicable to applications under 11 U.S.C. § 506)

- (1) DATE CASE FILED: **June 18, 2011**
- (2) CHAPTER UNDER WHICH CASE WAS COMMENCED: **Chapter 11**
- (3) DATE OF RETENTION: **July 18, 2011, effective as of July 6, 2011**
(ANNEX COPY OF ORDER(S))
IF LIMIT ON NUMBERS OF HOURS OR OTHER LIMITATIONS TO RETENTION, SET FORTH:
- (4) SUMMARIZE IN BRIEF THE BENEFITS TO THE ESTATE AND ATTACH SUPPLEMENTS AS NEEDED
- (5) ANTICIPATED DISTRIBUTION TO CREDITORS: **Not applicable at this time.**
(A) ADMINISTRATION EXPENSES:
(B) SECURED CREDITORS:
(C) PRIORITY CREDITORS:
(D) GENERAL UNSECURED CREDITORS:
- (6) FINAL DISPOSITION OF CASE AND PERCENTAGE OF DIVIDEND PAID TO CREDITOR (IF APPLICABLE): **Not applicable at this time.**



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September 7, 2011

Official Committee of Unsecured Creditors for Miller Health Care LLC

Invoice # 3108049

Re: *In re Miller Health Care LLC*
 Our Matter # 13548.57445
 Billing Attorney: Warren J. Martin

STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 07/31/11

DATE	TKPR	TASK	DESCRIPTION	HOURS	AMOUNT
07/06/11	WJM	CASEADM N.	Attend formational meeting at U.S. Trustee's office and work with committee on retention of FA and strategy, both legal and business, for case going forward; conferences with R. Schechter regarding same; confer with R. Schechter regarding retention papers, administrative fee order, etc.	5.0	3,000.00
07/06/11	RMS	FEEAPP.	Review Code and Rules relating to retention and prior committee retention applications for scope of conflict disclosure and consider proper disclosures for Porzio retention application in Miller case.	0.7	308.00
07/06/11	RMS	CASEADM N.	Review conflict report.	0.5	220.00
07/06/11	RMS	CASEADM N.	Communicate with K. Curtin regarding retention applications, discovery demands and administrative procedures order.	0.2	88.00
07/06/11	RMS	CASEADM N.	Communicate with Committee regarding financial advisor retention, attend fa pitches and communicate with T. Buck regarding initial steps.	0.8	352.00
07/06/11	KDC	FEEAPP.	Confer with R. Schechter regarding case; draft retention papers for EisnerAmper LLP, including the (i) Application, (ii) Certification in Support, (iii) Proposed Order and (iv) Certificate of Service and Compliance; draft retention papers for Porzio including the (i) Application, (ii) Certification in Support, (iii) Proposed Order and (iv) Certificate of Service and Compliance; review docket and compile list for service.	5.5	1,567.50
07/06/11	MDL	FEEAPP.	Multiple conferences with K. Curtin regarding the preparation of Porzio's retention papers.	0.3	57.00
07/06/11	MDL	CASEADM N.	Prepare the committee bylaws; turn over to R. Schechter for review.	0.8	152.00
07/06/11	MDL	CASEADM N.	Multiple conferences with R. Schechter regarding the tasks to be completed.	0.3	57.00

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DATE	TKPR	TASK	DESCRIPTION	HOURS	AMOUNT
07/07/11	WJM	CASEADM N.	Work on document demands, retention application, and discuss strategy with R. Schechter.	0.6	360.00
07/07/11	RMS	FEEAPP.	Draft communication to committee regarding EisnerAmper retention.	0.1	44.00
07/07/11	RMS	CASEADM N.	Review and revise 2004 subpoena.	0.5	220.00
07/07/11	RMS	CASEADM N.	Review due diligence list from T. Buck and communicate with T. Buck regarding retention and due diligence list issues.	0.2	88.00
07/07/11	RMS	CASEADM N.	Communicate with C. Colquitt regarding retention.	0.1	44.00
07/07/11	RMS	CASEADM N.	Draft communication to Committee regarding Porzio retention.	0.1	44.00
07/07/11	RMS	BUSANLYS	Review communication from W. Martin regarding meeting with landlord.	0.1	44.00
07/07/11	RMS	FEEAPP.	Draft communication to K. Curtin regarding service of retention papers.	0.1	44.00
07/07/11	RMS	BUSANLYS	Communicate with R. Jareck regarding meeting with landlord.	0.1	44.00
07/07/11	RMS	CASEADM N.	Review and revise letter to Debtor's counsel regarding document demand.	0.4	176.00
07/07/11	RMS	BUSOPS.	Communicate with C. Soranno regarding landlord related issues and meeting between creditors committee and landlord.	0.4	176.00
07/07/11	RMS	CASEADM N.	Review communication from DOJ regarding Committee.	0.1	44.00
07/07/11	RMS	CASEADM N.	Continue review of conflict check and draft list of parties and types of cases in which Porzio is involved that are not a conflict, but have some connection to either Miller Health Care and/or its creditors or parties in interest.	1.2	528.00
07/07/11	RMS	FEEAPP.	Review and revise Porzio retention application and certification in support of same.	1.4	616.00
07/07/11	RMS	CASEADM N.	Communicate with Committee regarding suggested meeting with landlord and date/time for same.	0.2	88.00
07/07/11	RMS	FEEAPP.	Draft communication to K. Curtin regarding supplementing certification supporting retention.	0.1	44.00
07/07/11	KDC	FEEAPP.	Review correspondence to/from the committee regarding retention; confer with R. Schechter regarding retention papers; review conflict check; draft supplemental disclosures regarding the conflict check for retention papers; review and revise Certification of R. Schechter in Support of Retention;	6.1	1,738.50
07/07/11	MDL	FEEAPP.	Assist with locating information needed for the Porzio retention papers; advise K. Curtin.	0.4	76.00
07/07/11	MDL	CASEADM N.	Compile preliminary service list.	0.2	38.00
07/07/11	MDL	FEEAPP.	Multiple conferences with K. Curtin regarding retention papers	0.2	38.00
07/07/11	MDL	CASEADM N.	Correspond with R. Schechter regarding the committee bylaws.	0.1	19.00
07/07/11	MDL	CASEADM N.	Update the creditor information website with new filings.	0.2	38.00
07/08/11	RMS	CASEADM N.	Communicate with Committee Chair regarding retention.	0.2	88.00

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DATE	TKPR	TASK	DESCRIPTION	HOURS	AMOUNT
07/08/11	RMS	FEEAPP.	Review local rules relating to service of employment applications.	0.1	44.00
07/08/11	RMS	BUSANLYS	Communicate with S. Kelly regarding meeting with committee and landlord.	0.1	44.00
07/08/11	RMS	FEEAPP.	Review and revise EisnerAmper certification, retention application, proposed order and certification of service and compliance.	1.2	528.00
07/08/11	RMS	FEEAPP.	Review and revise Porzio retention application, certification, proposed order and certification of service.	0.7	308.00
07/08/11	RMS	FEEAPP.	Coordinate filing and service of employment applications.	0.2	88.00
07/08/11	RMS	CASEADM N.	Review service rules relating to service of 2004 subpoena and communicate with J. Leon regarding acceptance of service of same.	0.2	88.00
07/08/11	RMS	CASEADM N.	Review communication from S. Zauber.	0.1	44.00
07/08/11	RMS	CASEADM N.	Communicate with T. Buck regarding document requests, review and revise subpoena in connection with same.	0.3	132.00
07/08/11	RMS	CASEADM N.	Draft communication to S. Zauber regarding production of documents.	0.1	44.00
07/08/11	RMS	CASEADM N.	Review communication from J. Leon.	0.1	44.00
07/08/11	RMS	CASEADM N.	Review and revise service letters in connection with serving retention applications and subpoenas.	0.3	132.00
07/08/11	RMS	CASEADM N.	Continue review of conflict issues and rules for compliance with disclosure requirements in connection with same.	0.8	352.00
07/08/11	KDC	FEEAPP.	Confer with R. Schechter regarding retention papers and service; review and revise the retention application and supporting papers for EisnerAmper and Porzio; attend to filing and serving papers.	3.6	1,026.00
07/08/11	MDL	FEEAPP.	Multiple conferences with K. Curtin regarding the e-filing and service of the retention papers for Porzio and the accountant.	0.2	38.00
07/08/11	MDL	CASEADM N.	Update the creditor website with new filings in the matter.	0.5	95.00
07/08/11	MDL	FEEAPP.	Multiple conferences with R. Schechter regarding the e-filing and service of the retention papers for Porzio and the accountant.	0.3	57.00
07/08/11	MDL	FEEAPP.	Finalize the retention papers and certificates of service for same; prepare for e-filing; e-file; assist with the service of same.	1.3	247.00
07/11/11	WJM	CORPRATE	Correspondence to and from R. Schechter and T. Buck regarding strategy required on Debtor's potential failure to cooperate on transparency of financial data - potential call with U. S. Trustee.	0.5	300.00
07/11/11	RMS	FEEAPP.	Communicate with L. Kabse regarding original signed retention applications.	0.1	44.00
07/11/11	RMS	CASEADM N.	Draft communication to Committee Members regarding status of discovery and landlord meeting.	0.1	44.00
07/11/11	RMS	CASEADM N.	Review communication from J. Leon regarding information request.	0.1	44.00
07/11/11	RMS	ASSTANAL	Review Lawrenceville commercial real estate listings and communicate with T. Buck regarding same.	0.2	88.00
07/11/11	RMS	CASEADM N.	Communicate with W. Martin regarding OSC and/or contact with Trustee regarding financial information.	0.1	44.00

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DATE	TKPR	TASK	DESCRIPTION	HOURS	AMOUNT
07/11/11	RMS	CASEADM N.	Draft communication to J. Leon regarding conference call with Committee's FA and Tom Miller.	0.1	44.00
07/11/11	RMS	CASEADM N.	Review communication from T. Buck regarding financial data.	0.1	44.00
07/11/11	RMS	CASEADM N.	Review Health Care Group 2004 Subpoena to Debtor.	0.1	44.00
07/11/11	RMS	CLAIMS.	Review factors for consideration of whether tax claims are properly catagorized as general or priority unsecured.	0.3	132.00
07/11/11	RMS	CASEADM N.	Review communications regarding subpoenas, communicate with J. Demmy regarding same, forward Committee's 2004 subpoena to J. Demmy, draft communication to W. Martin and K. Curtin regarding creditors 2004.	0.3	132.00
07/11/11	RMS	CASEADM N.	Call J. Leon regarding financial data.	0.1	44.00
07/11/11	KDC	CASEADM N.	Review correspondence relating to HCSG Documents Requests.	0.4	114.00
07/12/11	RMS	FEEOBJ.	Review application of Debtor to retain accountant on a flat fee basis, review and consider proposed form of order, review SOFAs and schedules for information pertaining to prior relationship with accountant and communicate with K. Curtin regarding inquiry with Debtor's counsel and possible objection to same.	0.6	264.00
07/12/11	RMS	CASEADM N.	Review communication from J. Demmy regarding subpoenas.	0.1	44.00
07/12/11	MDL	CASEADM N.	Update the creditor information website with recently filed documents from the docket.	0.2	38.00
07/13/11	WJM	CASEADM N.	Confer with R. Schechter in preparation for conference call with T. Buck; conference call with R. Schechter and T. Buck regarding status and strategy - business plan for case and overlay of legal plan.	0.7	420.00
07/13/11	RMS	CASEADM N.	Communicate with L. Kabse regarding scheduling of Committee call.	0.1	44.00
07/13/11	RMS	BUSANLYS	Communicate with J. Leon regarding transfers to accountant during 90 day period prior to the petition date.	0.1	44.00
07/13/11	RMS	CASEADM N.	Draft communication to K. Curtin regarding administrative fee order and research into transfers from debtor.	0.1	44.00
07/13/11	RMS	BUSANLYS	Attend conference call with W. Martin and T. Buck to discuss financial status and strategy.	0.6	264.00
07/13/11	RMS	FEEOBJ.	Communicate with J. Leon regarding conference call to discuss Debtor's accountant's retention.	0.1	44.00
07/13/11	RMS	CASEADM N.	Communicate with J. Demmy regarding discovery.	0.2	88.00
07/13/11	RMS	CASEADM N.	Communicate with J. Leon regarding accountant retention and landlord negotiation.	0.1	44.00
07/13/11	RMS	BUSANLYS	Communicate with T. Buck regarding financial strategy.	0.5	220.00
07/13/11	RMS	CASEADM N.	Research NJ nursing home CON/licensing related bankruptcy case mentioned by T. Buck and review article relating to same.	0.4	176.00
07/14/11	WJM	CASEADM N.	E-mails to and from R. Schechter and T. Buck regarding retention of accountant, initial financial analysis, etc.	0.6	360.00

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DATE	TKPR	TASK	DESCRIPTION	HOURS	AMOUNT
07/14/11	RMS	FEEOBJS.	Draft communication to J. Leon regarding adjournment of time to object to accountant's retention.	0.1	44.00
07/14/11	RMS	ASSTANAL	Review promissory note, guaranty and asset purchase agreement.	0.6	264.00
07/14/11	RMS	MTGCRDTR.	Review items to cover during committee call and communicate with K. Curtin regarding preparation for same.	0.5	220.00
07/14/11	RMS	CASEADMN.	Communicate with K. Curtin regarding payments to T. Miller and D. Miller.	0.2	88.00
07/14/11	RMS	FEEOBJS.	Communicate with W. Martin and J. Leon regarding prepetition transfers to accountant and consider potential conflict as well as possible resolutions to same.	0.3	132.00
07/14/11	RMS	CASEADMN.	Review online data regarding facility for date/year in which facility first became medicare/medicaid approved.	0.1	44.00
07/14/11	RMS	CASEADMN.	Review and revise Committee bylaws.	0.5	220.00
07/14/11	RMS	CASEADMN.	Draft communication to Committee regarding conference call and Debtor's accountant retention application. Review and revise same.	0.4	176.00
07/14/11	RMS	CASEADMN.	Review Stratford decision and draft communication explaining and critiquing reasoning for holding in same.	1.3	572.00
07/14/11	RMS	CASEADMN.	Contact J. Demmy regarding discovery.	0.1	44.00
07/14/11	RMS	MTGCRDTR.	Review communications from Committee Members regarding conference call.	0.1	44.00
07/14/11	RMS	MTGCRDTR.	Draft communication to T. Buck in preparation for Committee call.	0.2	88.00
07/14/11	RMS	CORPRATE	Review spreadsheet of payments to T. Miller from Dec-May and draft communication to T. Buck regarding same.	0.1	44.00
07/14/11	KDC	CASEADMN.	Confer with R. Schechter regarding case discussing certificate of need for nursing home facilities; review court filings to determine payment to debtor's principals; prepare for conference call to discuss current issues; begin to prepare administrative order establishing procedures for interim compensation and reimbursement of professionals.	3.0	855.00
07/14/11	MDL	CASEADMN.	Update the creditor informational website with recent filings.	0.3	57.00
07/15/11	RMS	MTGCRDTR.	Communicate with Committee Members regarding insider compensation.	0.1	44.00
07/15/11	RMS	CASEADMN.	Communicate with J. Leon regarding landlord meeting.	0.2	88.00
07/15/11	RMS	MTGCRDTR.	Prepare for Committee call and communicate with T. Buck regarding same.	1.3	572.00
07/15/11	RMS	CASEADMN.	Review article regarding CONs.	0.1	44.00
07/15/11	RMS	FEEOBJS.	Review communication from J. Leon and court regarding extension of time to object to accountant retention.	0.1	44.00
07/15/11	RMS	CASEADMN.	Draft communication to D. Marco regarding DHSS.	0.1	44.00
07/15/11	RMS	CLAIMS.	Review communication from T. Buck regarding Debtor/Landlord discussions and communicate with T. Buck regarding same.	0.4	176.00

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DATE	TKPR	TASK	DESCRIPTION	HOURS	AMOUNT
07/15/11	RMS	CLAIMS.	Communicate with K. Curtin regarding researching legal issues relating to agreement with landlord.	0.1	44.00
07/15/11	RMS	CLAIMS.	Communicate with T. Buck regarding landlord negotiations.	0.2	88.00
07/15/11	RMS	CASEADM N.	Communicate with J. Leon regarding lease agreement.	0.1	44.00
07/15/11	RMS	MTGCRDT R.	Attend Committee call.	0.5	220.00
07/15/11	KDC	MTGCRDT R.	Participate in conference call with the committee; prepare administrative fee motion and related papers; review petition.	3.4	969.00
07/15/11	MDL	CASEADM N.	Update the creditor informational website with recent filings.	0.2	38.00
07/18/11	RMS	CLAIMS.	Communicate with J. Leon regarding preliminary discussion with landlord.	0.1	44.00
07/18/11	RMS	CASEADM N.	Communicate with R. Jareck regarding status.	0.1	44.00
07/18/11	RMS	CLAIMS.	Communicate with T. Buck regarding status of landlord negotiations.	0.1	44.00
07/19/11	RMS	CASEADM N.	Communicate with J. Demmy regarding case status and committee goals.	0.3	132.00
07/19/11	RMS	CORPRATE	Review census data and communicate with T. Buck regarding debtor and committee projections.	0.2	88.00
07/19/11	RMS	CORPRATE	Review Promissory Note and Asset Transfer Agreement and formulate questions relating to transfers to former operator and value received with respect to same.	0.7	308.00
07/19/11	RMS	CASEADM N.	Communicate with J. Demmy regarding scheduling of status call.	0.1	44.00
07/19/11	RMS	AVOIDNCE	Review NJ Statutue, Bankruptcy Code provisions and case law relating to fraudulent conveyances and consider potential recovery of transfers pursuant to same.	1.3	572.00
07/19/11	RMS	CASEADM N.	Communicate with J. Leon and T. Buck regarding discovery.	0.1	44.00
07/19/11	RMS	CASEADM N.	Review docket for appearances and communicate with L. Kabse regarding service list for order.	0.1	44.00
07/19/11	RMS	CORPRATE	Review and analyze balance sheet, cash flow projections, tax reconcilliation, income statement, and payroll register	0.8	352.00
07/19/11	RMS	AVOIDNCE	Communicate with K. Curtin regarding discovery, fraudulent transfers and strategy.	0.2	88.00
07/19/11	RMS	FEEAPP.	Review retention orders, draft letter to parties serving same, communicate with W. Martin and T. Buck regarding entry of orders and communicate with L. Kabse regarding service of letter and orders.	0.2	88.00
07/20/11	RMS	CASEADM N.	Review and revise administrative fee motion, notice and proposed order.	0.3	132.00
07/20/11	RMS	CASEADM N.	Draft communication to D. Marco regarding DOHSS.	0.1	44.00
07/20/11	RMS	PLANDSCL	Review February 2010 to May 2011 financials forwarded by debtor's accountant.	0.3	132.00
07/21/11	WJM	CASEADM N.	Review strategy for meeting today and negotiations with landlord; subsequent telephone conference with R. Schechter regarding same.	0.5	300.00

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DATE	TKPR	TASK	DESCRIPTION	HOURS	AMOUNT
07/21/11	WJM	CASEADM N.	Confer with R. Schechter in preparation for committee conference call; review T. Buck analysis and R. Schechter memo to committee in preparation for call; confer with R. Schechter following call.	0.7	420.00
07/21/11	RMS	TT.	Travel to/from 341	1.0	440.00
07/21/11	RMS	TT.	Travel to/from meeting with Debtor, Debtor's counsel and FA	0.8	352.00
07/21/11	RMS	CASEADM N.	Communicate with D. Marco regarding DOHSS.	0.1	44.00
07/21/11	RMS	MTGCRDT R.	Review and revise committee update.	0.1	44.00
07/21/11	RMS	CORPRATE	Review and analyze financial data from T. Buck and proposed communication to committee regarding same.	0.4	176.00
07/21/11	RMS	CASEADM N.	Prepare for and attend 341 meeting and discussion with landlord, debtor and unsecured lender.	2.8	1,232.00
07/21/11	RMS	MTGCRDT R.	Draft update to the Committee.	0.5	220.00
07/21/11	RMS	CASEADM N.	Review documents relating to assets and liabilities and draft list of outstanding issue/questions to address with debtor.	0.8	352.00
07/21/11	RMS	CASEADM N.	Communicate with T. Buck regarding 341, meeting with debtor and communication with Committee.	0.2	88.00
07/21/11	RMS	MTGCRDT R.	Attend meeting with Debtor, Debtor's counsel and FA.	1.3	572.00
07/21/11	KDC	MTGCRDT R.	Review correspondence to the committee regarding 341 meeting, current financial analysis and debtor's retention of accountant; phone call from R. Schechter regarding fraudulent conveyance actions.	1.4	399.00
07/21/11	MDL	CASEADM N.	Update the creditor informational website with recent filings.	0.5	95.00
07/22/11	FAC	CORPRATE	Confer with R. Schechter regarding employment law issues affecting Debtor and impacting strategy.	0.5	220.00
07/22/11	RMS	CASEADM N.	Review communication from J. Leon regarding CN.	0.1	44.00
07/22/11	RMS	CASEADM N.	Communicate with J. Leon regarding accountant retention.	0.1	44.00
07/22/11	RMS	BUSANLYS	Review and analyze employment law issues stemming from restrictive covenants in lease and net effect of same, communicate with F. Custode regarding same, and review treatise addressing limitations on same.	1.4	616.00
07/22/11	RMS	CASEADM N.	Draft communication to C. Sorzano regarding creditors' committee/landlord meeting.	0.1	44.00
07/22/11	RMS	CASEADM N.	Review CN and licensing issues and communicate with trade association and licensing agency regarding same.	0.5	220.00
07/22/11	RMS	CLAIMS.	Review and consider research and tasks relating to rejection damage analysis, priority/nonpriority analysis and discovery. Communicate with K. Curtin regarding additional research.	0.2	88.00
07/22/11	RMS	CASEADM N.	Review communication from J. Leon regarding D. Miller job description.	0.1	44.00
07/22/11	RMS	CASEADM N.	Communicate with S. Kelly regarding scheduling of conference with landlord.	0.1	44.00
07/22/11	RMS	BUSOPS.	Continue discussion with regulatory agency regarding licensing.	0.3	132.00

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DATE	TKPR	TASK	DESCRIPTION	HOURS	AMOUNT
07/22/11	MDL	CASEADM N.	Update the creditor informational website with recent filings.	0.2	38.00
07/22/11	KAM	CASEADM N.	Create redweld, organize and index documents in new matter.	1.2	144.00
07/24/11	RMS	CASEADM N.	Draft communication to C. Soranno regarding Landlord/Committee meeting.	0.1	44.00
07/25/11	RMS	BUSOPS.	Review status of landlord related tasks including avoidance action research, strafford case, licensing issues and property rights.	0.1	44.00
07/25/11	RMS	CASEADM N.	Communicate with S. Kelly regarding Committee/Landlord meeting.	0.1	44.00
07/25/11	MDL	CASEADM N.	Update the creditor informational website with recent filings.	0.2	38.00
07/26/11	RMS	CASEADM N.	Review communication from N. Lochetta.	0.1	44.00
07/26/11	RMS	BUSANLYS	Review information/communications from Debtor's counsel regarding industry standards with respect to management and administrator fees and draws taken by T. Miller. Draft communication to T. Buck regarding same.	0.3	132.00
07/26/11	RMS	CASEADM N.	Communicate with K. Curtin regarding landlord related research.	0.1	44.00
07/26/11	RMS	CASEADM N.	Communicate with T. Buck regarding status.	0.2	88.00
07/26/11	KDC	BUSANLYS	Conduct research regarding whether a payment to a landlord pursuant to a lease can be fraudulent conveyance if the lease requires above-market rent.	1.0	285.00
07/27/11	RMS	CASEADM N.	Contact landlord's counsel regarding meeting with committee.	0.1	44.00
07/27/11	RMS	CASEADM N.	Review communication from K. Curtin regarding Strafford decision.	0.1	44.00
07/27/11	RMS	CASEADM N.	Communicate with R. Jareck, J. Demmy and counsel to Behrman Capital regarding case status and landlord issues.	0.4	176.00
07/27/11	RMS	BUSOPS.	Communicate with T. Buck regarding administrator compensation and prepetition draws.	0.2	88.00
07/27/11	KDC	CASEADM N.	Participate in interoffice conferences with R. Schechter regarding general strategy; draft 2004 subpoena to the landlord.	3.6	1,026.00
07/28/11	WJM	CASEADM N.	Confer with R. Schechter regarding status and strategy and potential sale of business, equity interest, new property issue.	1.0	600.00
07/28/11	RMS	CASEADM N.	Communicate with K. Curtin regarding subpoena and begin review of same.	0.3	132.00
07/28/11	RMS	CASEADM N.	Communicate with T. Buck regarding status and committee update.	0.1	44.00
07/28/11	RMS	BUSANLYS	Communicate with T. Buck regarding financial model and debtor principal compensation.	0.4	176.00
07/28/11	RMS	BUSOPS.	Continue review and consideration of typical management and administrator fees, regulatory issues relating to T. Miller being an "employee" and appropriate compensation for services provided.	0.2	88.00
07/28/11	RMS	CASEADM N.	Review and revise administrative fee motion and proposed order.	0.3	132.00

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DATE	TKPR	TASK	DESCRIPTION	HOURS	AMOUNT
07/28/11	RMS	CASEADM N.	Communicate with bankruptcy team regarding status, strategy, pending issues and next steps.	0.3	132.00
07/28/11	RMS	CASEADM N.	Draft communication to Debtor's counsel scheduling call to discuss landlord and compensation.	0.1	44.00
07/28/11	KDC	CASEADM N.	Review case law relating to healthcare facility issues; confer with R. Schechter regarding discovery; prepare Rule 2004 Subpoena to be served on landlord.	2.2	627.00
07/29/11	RMS	CASEADM N.	Review communication regarding subpoena rules.	0.1	44.00
07/29/11	RMS	CASEADM N.	Review communication from T. Buck regarding meeting with R. Singer.	0.1	44.00
07/29/11	RMS	FEEAPP.	Review communication from J. Sponder regarding accountant retention.	0.1	44.00
07/29/11	RMS	ASSTANAL	Draft communication to T. Buck regarding raw data showing prepetition draws.	0.1	44.00
07/29/11	RMS	CASEADM N.	Consider information required from landlord relating to property, interests and claims of debtor. Supplement, and review and revise, discovery requests in connection with same. Communicate with K. Curtin and T. Buck regarding same.	1.5	660.00
07/29/11	RMS	BUSOPS.	Communicate with J. Leon regarding landlord and Debtor's principal's compensation.	0.1	44.00
07/29/11	RMS	MTGCRDT R.	Review and revise communication to committee regarding status, factors impacting strategy and options going forward.	0.5	220.00
07/29/11	RMS	CASEADM N.	Review Debtor's motion, notice of motion and proposed order in connection with payment of administrative fees.	0.2	88.00
07/29/11	RMS	MTGCRDT R.	Draft communication to Committee regarding status, factors impacting strategy and progress, and options going forward.	1.1	484.00
07/29/11	RMS	CASEADM N.	Communicate with T. Buck regarding alternative real estate.	0.1	44.00
07/29/11	RMS	BUSOPS.	Review and consider issues relating to debtor's location, landlord negotiations, regulatory/licensing issues, debtor's principal's compensation and administrative fee order, to provide Committee with an update and options for moving forward.	0.7	308.00
07/29/11	RMS	FEEAPP.	Review communication from J. Leon regarding accountant retention and proposed order with respect to same.	0.1	44.00
07/29/11	MBH	CASEADM N.	Confer with R. Schechter regarding landlord/operational issues (.1)	0.1	33.00
07/29/11	KDC	CASEADM N.	Review correspondence to the committee regarding discovery and Miller's compensation; review rules regarding 30(b)(6) subpoenas; confer with R. Schechter regarding discovery strategy.	2.0	570.00
07/29/11	MDL	CASEADM N.	Update the creditor informational website with recent filings.	0.2	38.00
TOTAL FEES				98.2	\$37,708.00

TOTALS FOR THIS MATTER

Professional Services Fees

37,708.00

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Disbursements	0.00	
Total Current Fees & Disbursements		37,708.00
Previous Balance Due		<u>0.00</u>
TOTAL CURRENT BALANCE		<u>\$ 37,708.00</u>

FEE SUMMARY

<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>HOURS</u>	<u>RATE</u>	<u>VALUE</u>
Curtin, Kelly D	Associate 3	32.2	285.00	9,177.00
Custode, Frank A	Counsel	0.5	440.00	220.00
Heimann, Matthew B	Associate 2	0.1	330.00	33.00
Laskowski, Mathew D	Paralegal - 2 - Senior Level	6.6	190.00	1,254.00
Martin, Warren J	Principal	9.6	600.00	5,760.00
Mulch, Kathy A	Paralegal - 4	1.2	120.00	144.00
Schechter, Robert M	Counsel	48.0	440.00	21,120.00
	TOTAL FEES	98.2		\$37,708.00

<u>TASK</u>	<u>ACTIVITY</u>	<u>HOURS</u>	<u>AMOUNT</u>
ASSTANAL		0.90	396.00
AVOIDNCE		1.50	660.00
BUSANLYS		4.60	1,869.00
BUSOPS		2.00	880.00
CASEADMN		47.30	19,162.00
CLAIMS		1.40	616.00
CORPRATE		3.20	1,488.00
FEEAPP		23.00	7,089.00
FEEOBJS		1.20	528.00
MTGCRDTR		11.00	4,096.00
PLANDSCL		0.30	132.00
TT		1.80	792.00

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF NEW JERSEY


<p>John P. Leon JL4638 Subranni Zauber LLC 750 Route 73 South – Suite 307B Marlton, N.J 08053 (609) 347-7000; FAX (609) 345-4545 Attorneys for Debtor</p>	
<p>In Re: Miller Health Care, LLC Debtor</p>	<p>Chapter 11 Case No.: 11-28615 Judge: Raymond T. Lyons Hearing Date: August 22, 2011 at 10:00 AM</p>



**ADMINISTRATIVE ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 331
ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS**

The relief set forth on the following pages, numbered two (2) through five (5) is hereby **ORDERED**.

DATED: 8/26/2011


Honorable Judge Raymond T. Lyons
United States Bankruptcy Judge

This matter was brought before the Court by counsel for the debtors and debtors-in-possession (the “Debtors”),¹ on notice to (1) counsel to the Official Committee of Unsecured Creditors; (2) the Office of the United States Trustee, (3) the Internal Revenue Service, (4) the New Jersey Division of Taxation, (5) and (6) each party that has filed a Notice of Appearance in this case. The Debtor has shown good cause for entry of this Order.

IT IS HEREBY ORDERED AS FOLLOWS:

1. **Interim Compensation.** Except as may otherwise be provided in Court orders authorizing the retention of specific professionals, all Professionals in this case may seek interim compensation in accordance with the following procedure:

a. On or before the twenty-fifth (25th) day of each month following the month for which compensation is sought, each Professional seeking compensation shall file with the Court and serve a monthly fee and expense statement (the “Monthly Fee Statement”), by regular mail or by electronic mail (if acceptable to the particular Notice Party (defined below)) upon the following parties (collectively, the “Notice Parties”):

- (i) The officer designated by the Debtor to be responsible for such matters (i.e. Thomas Miller);
- (ii) The attorneys for the Debtor;
- (iii) The attorneys for the Committee appointed in this case;
- (iv) The Office of the United States Trustee - Region III;
- (v) counsel to all post-petition lenders or their agents;
- (vi) All parties that filed an entry of appearance and request for notices pursuant to federal bankruptcy rule 2002; and
- (vii) Any other party designated by the Court

b. Each Monthly Fee Statement shall comply with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the District of New Jersey (the “Local Rules”); provided, however, that the provisions of Local Rule 2016-1(b)(8) and (b)(9) shall not apply to the Monthly

¹ Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them in the Motion.

Fee Statements. All timekeepers must maintain contemporaneous time entries of services rendered in increments of tenths of an hour.

c. Each Notice Party shall have twenty one (21) days after service of a Monthly Fee Statement to review it and file an objection (the "Objection Deadline").

d. Upon the expiration of the Objection Deadline, each Professional may file and serve on the Notice Parties a certificate of no objection or a certificate of partial objection, whichever is applicable, after which Debtor is authorized to pay each Professional an amount (the "Actual Interim Payment") equal to the lesser of (i) eighty percent (80%) of the fees and 100 percent (100%) of the expenses requested in the Monthly Fee Statement or (ii) eighty percent (80%) of the fees and 100 percent (100%) of the expenses not subject to any objection (the "Actual Interim Payment").

e. If any party objects to a Monthly Fee Statement, it must file a written objection (the "Notice of Objection To Monthly Fee Statement") and serve it upon the Professional and the Notice Parties so that the Notice of Objection to the Monthly Fee Statement is received on or before the Objection Deadline.

f. The Notice of Objection to Monthly Fee Statement must set forth the nature of the objection and the amount of fees and/or expenses at issue.

g. If the Debtor receives an objection to a particular Monthly Fee Statement, the Debtor shall withhold payment of that portion of the Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth in Section (d), above.

h. If the parties to an objection are able to resolve their respective dispute(s) following service of a Notice of Objection to Monthly Fee Statement and if the party whose Monthly Fee Statement was objected to serves upon the Notice Parties a statement indicating that the objection is withdrawn and describing in detail the terms of the resolution, the Debtor shall promptly pay that portion of the Monthly Fee Statement which is no longer subject to an objection, in accordance with subsection (d), above.

i. If the parties are unable to resolve the objection within twenty one (21) days after service of the objection, then the affected Professional may either (a) file a response to the objection with the Court together with a request for payment of the difference, if any, between the Actual Interim Payment requested and the non-objected to portion of the Actual Interim Payment made to the affected Professional (the "Incremental Amount"); or (b) forego payment of the Incremental Amount until the next interim or final fee application or any other date and time so directed by the Court, at which time it will consider and rule on the objection, if so requested.

j. The service of an objection to a Monthly Fee Statement shall not prejudice the objecting party's right to object to any fee application made to the Court in accordance with the Bankruptcy Code on any ground whether raised in the objection or not. Furthermore, the decision by any party not to object to a Monthly Fee Statement shall not be a waiver of any kind or prejudice that party's right to object to any fee

application subsequently made to the Court in accordance with the Bankruptcy Code and applicable rules.

2. **Fee Applications.** Except as may otherwise be provided in Court orders authorizing the retention of specific professionals, all Professionals in this case may file and seek approval of interim fee applications in accordance with the following procedure:

a. Each Professional may file an interim fee application at four month intervals (“Interim Periods”). Any Professional seeking approval of an interim fee application shall file with the Court and serve on the Notice Parties an interim application for allowance of compensation and reimbursement of expense, pursuant to 11 U.S.C. § 331, of the amounts sought in the Monthly Fee Statements issued during such period (the “Interim Fee Application”).

b. The Interim Fee Application must include a summary of the Monthly Fee Statements that are the subject of the request and any other information requested by the Court, and shall comply with the mandates of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedures, the Local Rules and the applicable Third Circuit law.

c. An Interim Fee Application must be filed and served within forty-five (45) days of the conclusion of the Interim Period.

d. Any Professional who fails to file an Interim Fee Application when due will be ineligible to receive further interim payments of fees or expenses until the Interim Fee Application is submitted.

e. Notice of the Interim Fee Application shall be served on the Notice Parties ***and (b) all parties that file an entry of appearance and request for notices pursuant to Federal Rule of Bankruptcy Procedure 2002. The Notice Parties shall be entitled to receive both the Monthly Fee Statements and Interim Fee Applications as indicated above and the notice of hearing thereon (the “Hearing Notice”) and all other parties entitled to notice shall be entitled to receive only the Hearing Notice. Notice given in accordance with this paragraph is deemed sufficient and adequate and in full compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules of this Court.***

f. The pendency of a fee application or a Court order that payment of compensation or reimbursement of expenses was improper as to a particular Monthly Fee Statement shall not disqualify a Professional from further payment of compensation or reimbursement of expenses as set forth above, unless otherwise ordered by the Court. Additionally, the pendency of an objection to payment of compensation or reimbursement of expenses will not disqualify a Professional from future payment of compensation or reimbursement of expenses, unless the Court orders otherwise.

g. Neither the payment of, nor the failure to pay, in whole or in part, monthly compensation and reimbursement as provided herein shall have any effect on the Court's interim or final allowance of compensation and reimbursement of expenses to any Professional.

h. Counsel for any official committee may, in accordance with the foregoing procedures for monthly compensation and reimbursement to Professionals, collect and submit statements of expenses, with supporting vouchers, from members of the committee; provided, however, that such committee counsel ensures that these reimbursement requests comply with the applicable rules and the Compensation Procedures set forth herein.

3. **Administrative Procedures.** The parties-in-interest shall adhere to the following administrative procedures:

a. Any party may object to requests for payments made pursuant to an order granting this Motion on the grounds that: (i) the Debtors have not timely filed Monthly Operating Reports, (ii) the Debtors have not remained current with their administrative expenses (including payment of quarterly fees to the United State Trustee under 28 U.S.C. § 1930), or (iii) a manifest exigency exists, by seeking a further order of this Court.

b. The Debtors shall include all payments to Professionals on their Monthly Operating Reports, detailed so as to state the amount paid to the Professionals.

c. All fees and expenses paid to Professionals shall be subject to disbursement until final allowance by the Court.

4. **First Monthly Statements.** Notwithstanding anything herein to the contrary, any Professional appointed by this Court may file its first Monthly Fee Statement (covering the period from the Petition Date through July 31, 2011 at any time after entry of this Order.



UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
Caption in Compliance with D.N.J. LBR 9004-2(c) PORZIO, BROMBERG & NEWMAN, P.C. Warren J. Martin, Jr. (WM-0487) Robert M. Schechter (RS-4127) 100 Southgate Parkway Morristown, NJ 07962-1997 (973) 538-4006	
<i>Proposed Counsel for the Official Committee of Unsecured Creditors of Miller Health Care, LLC</i>	
In Re:	Case No. 11-28615 (RTL)
MILLER HEALTH CARE, LLC,	Judge: Judge Raymond T. Lyons Jr.
Debtor.	Chapter: 11

Recommended Local Form:	<input type="checkbox"/> Followed	<input checked="" type="checkbox"/> Modified
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ORDER PURSUANT TO 11 U.S.C. §§ 328 AND 1103 AND FED. R. BANKR. P. 2014 AUTHORIZING THE EMPLOYMENT AND RETENTION OF PORZIO, BROMBERG & NEWMAN, P.C. AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS

The relief set forth on the following page numbered two (2) is hereby **ORDERED**.

DATED: 7/18/2011

Honorable Judge Raymond T. Lyons
United States Bankruptcy Judge

Debtor: MILLER HEALTH CARE, LLC

Case Nos.: 11-28615 (RTL)

Caption of Order: ORDER PURSUANT TO 11 U.S.C. §§ 328 AND 1103 AND FED. R. BANKR. P.

2014 AUTHORIZING THE EMPLOYMENT AND RETENTION OF PORZIO, BROMBERG & NEWMAN, P.C. AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS

Upon consideration of the application (the "Application") for entry of an order pursuant to sections 328 and 1103 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") authorizing the retention and employment of Porzio, Bromberg & Newman, P.C. ("Porzio") as counsel to the Official Committee of Unsecured Creditors (the "Committee"), and upon consideration of the Certification of Robert M. Schechter in support of the Application; and the Court being satisfied that Porzio represents no interest adverse to the Debtor or its estate in the matter with respect to which Porzio is to be employed and is a "disinterested person" within the meaning of 11 U.S.C. § 101(14); and any and all objections to the Application having been withdrawn or overruled; and good and sufficient notice having been provided; and sufficient cause appearing therefor;

IT IS HEREBY ORDERED that:

1. Pursuant to sections 328 and 1103 of the Bankruptcy Code, the Committee is authorized to employ and to retain Porzio, effective *nunc pro tunc* as of July 6, 2011, to serve as the Committee's counsel in the above-captioned case, and Porzio's retention be and is hereby approved.
2. Porzio shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure, the rules of this Court, and such other procedures as may be fixed by order of this Court.
3. A copy of this Order shall be served on all parties in interest within seven (7) days hereof.