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 Nathan and Miriam Barnert Memorial
 Hospital Association d/b/a Barnert Hospital
 David J. Adler (DA-0048)
 John G. Loughnane (JL-8040)

UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEW JERSEY

In re:	:	Chapter 11
	:	
NATHAN AND MIRIAM BARNERT	:	
MEMORIAL HOSPITAL ASSOCIATION,	:	Case No. 07-21631 (DHS)
d/b/a BARNERT HOSPITAL,	:	
	:	
Debtor.	:	
	:	
	:	

**APPLICATION OF DEBTOR TO RETAIN TEICH GROH AS CONFLICTS COUNSEL
 PURSUANT TO SECTION 327(e) OF THE BANKRUPTCY CODE**

**TO: HONORABLE JUDGE STECKROTH,
 UNITED STATES BANKRUPTCY JUDGE**

Nathan and Miriam Barnert Memorial Hospital Association d/b/a Barnert Hospital, the within debtor and debtor-in-possession (the “Debtor” or “Barnert Hospital”), by and through its proposed counsel, McCarter & English, LLP, hereby moves for an order authorizing the Debtor to retain Teich Groh (“TG”) as its conflicts counsel pursuant to 11 U.S.C. §327(e) (the “Application”). In support of the Application, the Debtor respectfully represents:

INTRODUCTION AND JURISDICTION

1. By this Application, the Debtor seeks entry of an order authorizing the retention of TG as its conflicts counsel.
2. The Court has jurisdiction over this Application pursuant to 28 U.S.C. § 1334 and 157(b). This is a “core” proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (O).
3. Venue is proper in this Court pursuant to 28 U.S.C. § 1409(a).
4. The statutory predicate for the relief requested herein is section 327(e) of title 11 of the United States Code (the “Bankruptcy Code”).

BACKGROUND

5. On August 15, 2007 (the “Petition Date”), the Debtor filed a voluntary petition for relief pursuant to Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”). Since the Petition Date, the Debtor has remained in possession of its assets and continued management of its business as a debtor-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.
6. A detailed description of the Debtor’s business and the facts precipitating the filing of the Debtor’s Chapter 11 proceeding is set forth in the Affidavit of Peter J. Betts submitted in support of the Debtor’s various First Day Motions. Those facts are incorporated herein by reference.

RETENTION OF TEICH GROH

7. This is large and complex case involving thousands of unsecured creditors. It is anticipated that this case will move forward quickly, have tight timeframes and present significant issues that will impact the rights of unsecured creditors. The Debtor has determined

that in certain circumstances, its primary counsel, McCarter & English, LLP (“M&E”), may have potential or actual conflicts of interest on matters that arise in this case. To ensure that it receives seamless legal representation to the extent any actual or potential legal conflicts arise, the Debtor has asked TG to represent it as conflicts counsel during the pendency of the Debtor’s chapter 11 case.

8. Upon information and belief, TG does not represent and does not hold any interest adverse to the Debtor’s estate or its creditors in matters upon which TG is to be engaged, except as set forth in the affidavit of Barry W. Frost, Esq., a member of TG (the “Frost Affidavit”), filed herewith. The Debtor has been advised the TG has no connections with the Debtor, its creditors, or other parties in interest in this case except as disclosed in the Frost Affidavit. TG submits, however, that it may have represented certain other of the Debtor’s creditors or other entities that consider themselves parties in interest in matters unrelated to this chapter 11 case.

9. TG intends to seek compensation based upon normal hourly billing rates in effect for the period in which services are rendered and will seek reimbursement of necessary and reasonable out of pocket expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the United States Trustee’s Guidelines for reviewing motions for compensation and reimbursement of expenses filed under 11 U.S.C. § 330, the Local Bankruptcy Rules and further orders of this Court.

10. TG will charge the Debtor at its regular hourly rates, which currently range from \$350 to \$435 per hour for attorneys, and \$125 per hour for paraprofessionals. These rates are subject to adjustment from time to time. It is TG’s policy to charge its clients for disbursements and expenses incurred in connection with its services, including, without limitation, telephone and facsimile usage, computerized research, messengers, couriers, postage, and fees related to

trials and hearings. TG will charge for these expenses in a manner and at rates consistent with those made generally to its other clients, applicable law, and the guidelines of this Court.

11. This Application does not raise any novel issues of law and, accordingly, the Committee respectfully requests that the Court waive any requirement pursuant to D.N.J. LBR 9013-2 that a memorandum of law accompany the Application.

12. No previous application for the relief requested herein has been made to this or any other Court.

NOTICE

13. The Debtor has provided notice of the Motion to (i) the United States Trustee, (ii) the Debtor's secured creditors; (iii) the Debtor's largest forty (40) unsecured creditors; and (iv) all parties having filed a notice of appearance and request for service of papers in accordance with D.N.J. LBR 2014-1(a). The Debtor submits that no other notice need be given.

WHEREFORE, the Debtor respectfully requests that an order be entered authorizing it to retain TG as its conflicts counsel in this proceeding and granting such other and further relief as may be just and proper.

Dated: August 31, 2007
Newark, New Jersey

Respectfully submitted,

Miriam Barnert Memorial Hospital
Association d/b/a Barnert Hospital

By: /s/ Peter J. Betts
Peter J. Betts
Interim CEO

detail in the Affidavit of Joseph Lubertazzi, Jr., Esq., dated August 16, 2007 (the “Lubertazzi Affidavit”), filed with this Court in connection with the Debtor’s application to retain M&E as its bankruptcy counsel, M&E has identified potential conflicts identified on Exhibit “A” to the Lubertazzi Affidavit (collectively, the “Conflicts”)

3. TG will review and analyze all matters pertaining to the Conflicts, conduct any necessary negotiations and file any necessary pleadings with the Court regarding the Conflicts. TG also will address any of the Debtor’s legal needs with respect to any other conflicts that may arise following notification by M&E.

4. To the best of my knowledge and information, formed after a reasonable inquiry, TG neither holds nor represents any interest adverse to the Debtor, its creditors or other parties in interest or their respective attorneys in this case. Based upon the information available to me, I believe that TG is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code.

5. I have reviewed lists of TG’s current and past clients and have compared them to the Debtor’s list of largest unsecured creditors, largest secured creditors, parties in possession of property of the Debtor, equity security holders and senior management. To the best of my knowledge and based upon TG’s due inquiry, TG has not represented any of the parties related to the Debtor, its creditors, and other parties in interest, except that TG may have represented other as yet unknown creditors of the Debtor in matters unrelated to this case.

6. TG does not, and will not, represent any of the members of the Debtor, its creditors, or any other party in interest in this proceeding other than the Debtor, in matters related to this case.

7. No agreement exists to share any compensation received by TG for its services with any other person or firm. No promises have been received by TG or by any member or associate thereof as to compensation in connection with this case other than in accordance with the provisions of the Bankruptcy Code.

8. TG is willing to be retained by the Debtor as its conflicts counsel and will bill at its normal hourly rates, which currently range from \$350 to \$435 per hour for attorneys, and \$125 per hour for paraprofessionals, plus reimbursement for out of pocket expenses. These rates are subject to adjustment from time to time. TG will make appropriate application to this Court for compensation and reimbursement of expenses as required by the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and further orders of this Court.

Dated: August 31, 2007
Newark, New Jersey

/s/ Barry W Frost
Barry W. Frost, Esq.

Sworn and subscribed to
before me this 31st day of
August, 2007.

Caren M. Costanza
Notary Public:
State of New Jersey
My Commission expires 11/4/2008

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-2(c)

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Memorial Hospital Association d/b/a Barnert

Hospital, Debtor-in-Possession

David J. Adler (DA-0048)

John G. Loughnane (JL-8040)

In the Matter of:

NATHAN AND MIRIAM BARNERT
MEMORIAL HOSPITAL ASSOCIATION d/b/a
BARNERT HOSPITAL

Debtor-in-Possession.

Case No.: 07-21631 (DHS)

**ORDER GRANTING APPLICATION TO RETAIN TEICH GROH AS CONFLICTS
COUNSEL TO THE DEBTOR PURSUANT TO SECTION 327(e) OF THE
BANKRUPTCY CODE**

The Relief set forth on the following pages two (2) to three (3) is hereby

ORDERED.

Page: 2

Debtor: NATHAN AND MIRIAM BARNERT MEMORIAL HOSPITAL
ASSOCIATION d/b/a BARNERT HOSPITAL

Case No. 07-21631 (DHS)

Caption of Order: ORDER GRANTING APPLICATION TO RETAIN TEICH GROH AS
CONFLICTS COUNSEL TO THE DEBTOR PURSUANT TO SECTION
327(e) OF THE BANKRUPTCY CODE

This Matter having been opened to the Court by Nathan and Miriam Barnert Memorial Hospital Association d/b/a Barnert Hospital, the within the debtor and debtor-in-possession (the “Debtor”), upon an Application for entry of an Order approving the Debtor’s retention of Teich Groh as its conflicts counsel pursuant to 11 U.S.C. § 327(e); and this Court having considered the Affidavit of Barry W. Frost, Esq. in support thereof; and the Court being satisfied that TG does not hold or represent any interest adverse to the Debtor, its estate or creditors, and is a disinterested person within the meaning of 11 U.S.C. §§ 327 and 101(14), and that said employment would be in the best interests of the estate; and notice of the proposed retention having been provided in accordance with the requirements of D.N.J. LBR 2014-1(a); and for good cause shown,

IT IS ORDERED as follows:

1. The retention of TG as conflicts counsel to the Debtor is hereby authorized and approved as of the date of entry of this Order.
 2. Any and all compensation to be paid to TG for services rendered on the Debtor’s behalf shall be fixed by application to this Court in accordance with 11 U.S.C. §§ 330 and 331 and such Rules of Local and Federal Bankruptcy Procedure as may be applicable, unless an alternate arrangement for interim compensation is authorized by the Court.
 3. A copy of this Order shall be served upon all parties-in-interest within seven (7) days hereof.
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