



UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-2(c)
MCCARTER & ENGLISH, LLP
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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
Judge:
Hearing Date

**ORDER APPROVING THE DEBTOR'S RETENTION OF
MCCARTER & ENGLISH, LLP AS BANKRUPTCY COUNSEL**

The relief set forth on the following pages, numbered two (2) and three (3), is hereby ORDERED.

9-4-07

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Debtor:	NATHAN AND MIRIAM BARNERT MEMORIAL HOSPITAL ASSOCIATION d/b/a BARNERT HOSPITAL
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THIS MATTER having been opened to the Court by Nathan and Miriam Barnert Memorial Hospital Association d/b/a Barnert Hospital, the within debtor and debtor-in-possession herein (the "Debtor"), upon an Application for entry of an Order approving the Debtor's retention of McCarter & English, LLP ("M&E") as its bankruptcy counsel in this proceeding; and the Court having considered the Application and the Affidavit of David S. Adler, Esq. in support thereof; and the Court being satisfied that M&E does not hold or represent any interest adverse to the Debtor, its estate or creditors, and is a disinterested person within the meaning of Sections 327 and 101(14) of the Bankruptcy Code, and that said employment would be in the best interests of the estate; and notice of the proposed retention having been given in accordance with the requirements of D.N.J. LBR 20 14-1(a); and for good cause shown,

IT IS ORDERED as follows:

1. The retention of M&E as bankruptcy counsel for the Debtor is hereby authorized and approved effective as of the date of the commencement of this case.

~~2. The pre-petition retainer the Debtor paid to M&E in the amount of \$200,000 is reasonable and is hereby approved.~~

3. Any and all compensation to be paid to M&E for services rendered on the Debtor's behalf shall be fixed by application to this Court in accordance with Sections 330 and 331 of the Bankruptcy Code and such Rules of Local and Federal Bankruptcy Procedure as may

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then be applicable, unless an alternate arrangement for interim compensation is authorized by the Court.

4. A copy of this Order shall be served on all parties-in-interest within seven (7) days hereof.