

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

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In re Chapter 11
Forest Park Medical Center at Frisco, LLC, Case No. 15-41684 (BTR)
Debtor.
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**ORDER AUTHORIZING THE EMPLOYMENT
AND RETENTION OF ARENT FOX LLP AS CO-COUNSEL FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS NUNC PRO TUNC TO OCTOBER 5, 2015**

Upon the application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of Forest Park Medical Center at Frisco, LLC ("FPMC") (the "Debtor") appointed pursuant to section 1102 of title 11 of the United States Code §§ 101 *et seq.* (the "Bankruptcy Code") in the above-captioned Chapter 11 case (the "Chapter 11 Case"), by and through its proposed counsel, for entry of an order authorizing the employment and retention of Arent Fox LLP ("Arent Fox") as co-counsel to the Committee, *nunc pro tunc* to October 5, 2015, pursuant to sections 328(a) 1103(a) of the Bankruptcy Code and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 2014 of the Local Rules of Bankruptcy Practice and Procedure of the United Bankruptcy Court for the Eastern District of Texas (the "Local Bankruptcy Rules"); and upon the Declaration of Robert M. Hirsh, Esq. (the "Hirsh Declaration") filed in support of the Application; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance

with 28 U.S.C. §§ 157 and 1334(b); and consideration of the Application and the relief requested therein being a core proceeding in accordance with 28 U.S.C. §§ 157(b)(2) on which the Court may enter a final order consistent with Article III of the United States Constitution; and venue being properly in this district under 28 U.S.C. §§ 1408 and 1409; and having found based on the representations made in the Application and the Hirsh Declaration that (i) Arent Fox does not hold or represent any interest adverse to the Committee with respect to the matters for which it is being retained; (ii) Arent Fox is a “disinterested person” as that phrase is defined in section 101(14) of the Bankruptcy Code (as modified by section 1103(b) of the Bankruptcy Code); (iii) neither Arent Fox nor its professionals have any connection with the Debtor, its estate, or creditors, except as disclosed in the Hirsh Declaration; and (iv) Arent Fox’s employment and retention is necessary and in the best interest of the Debtor’s estate, its creditors and other parties in interest; and good and adequate notice of the Application having been given under the circumstances and it appearing that no other or further notice need be provided; and it appearing that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; the Court having been advised the Sabra Texas Property LP has filed a limited Comment on the Application but does not oppose the Application; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED

1. The Application is approved and granted to the extent provided herein.
2. The capitalized terms not defined herein shall have the meanings ascribed to them in the Application.
3. Arent Fox’s employment and retention is necessary and in the best interest of the creditors of the Debtor and its estate, and Arent Fox is authorized to provide the Committee with the professional services as described in the Application.

4. Pursuant to sections 1103 of the Bankruptcy Code and, with respect to Arent Fox hourly rates, section 328(a) of the Bankruptcy Code, and Bankruptcy Rules 2014(a), 2016 and 5002 and Local Bankruptcy Rule 2014, the Committee is hereby authorized and empowered to employ and retain Arent Fox as its co-counsel, effective *nunc pro tunc* to October 5, 2015, on the terms and conditions set forth in the Application and the Hirsh Declaration.

5. Arent Fox's hourly rates for its paralegals and attorneys as set forth in the Application and Hirsh Declaration are reasonable, and the retention of Arent Fox as co-counsel to the Committee, in accordance with Arent Fox's normal hourly rates and disbursement policies as set forth in the Hirsh Declaration, is hereby approved.

6. Compensation and reimbursement for out-of-pocket expenses to be paid to Arent Fox shall be paid as an administrative expense of the Debtor's estate in such amounts as shall be allowed and determined upon appropriate applications to the Court pursuant to Sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and all applicable orders and procedures as may be fixed by the Court.

7. Prior to any increases in Arent Fox's rates, as set forth in the Application, Arent Fox shall file a supplemental declaration with the Court and provide ten (10) business days notice to the Debtor and the Office of the United States Trustee for the Eastern District of Texas, which supplemental declaration shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and state whether the Committee has consented to the rate increase.

8. To the extent that the Application or Hirsh Declaration is inconsistent with this Order, the terms of this Order shall govern.

9. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Signed on 11/20/2015

Brenda T. Rhoades SR
HONORABLE BRENDA T. RHOADES,
UNITED STATES BANKRUPTCY JUDGE

PREPARED BY:

ARENT FOX LLP

/s/ Robert M. Hirsh

Robert M. Hirsh, Esq.

(NY State Bar No. RH-5499)

George P. Angelich, Esq.

(NY State Bar No. GA-1108)

1675 Broadway

New York, New York 10019

Telephone: (212) 484-3900

Facsimile: (212) 484-3990

robert.hirsh@arentfox.com

george.angelich@arentfox.com

Proposed Co-Counsel for the Official Committee of Unsecured Creditors