

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
(EASTERN DIVISION)

_____)	
In re:)	
)	Chapter 11
QUINCY MEDICAL CENTER, INC.,)	
QMC ED PHYSICIANS, INC.,)	Case No. 11-16394-MSH
QUINCY PHYSICIAN CORPORATION,)	
)	(Jointly Administered)
Debtors.)	
_____)	

**DEBTORS' APPLICATION FOR ORDER AUTHORIZING RETENTION
AND EMPLOYMENT OF BELLO, BLACK & WELSH, LLP AS SPECIAL COUNSEL
FOR LABOR AND EMPLOYMENT LAW MATTERS**

Quincy Medical Center, Inc. ("QMC"), QMC ED Physicians, Inc. ("QED") and Quincy Physician Corporation ("QPC" and, with QMC and QED, the "Debtors" or the "Company"), hereby move this Court for entry of an order pursuant to Section 327(a) Bankruptcy Code and Fed. R. Bankr. P. 2014(a) and 2016(b), authorizing QMC to retain and employ Bello, Black & Welsh, LLP (the "Firm") as special counsel for QMC for labor and employment law matters. This Application is based in part on the Declaration of Kenneth M. Bello, Esq. (the "Bello Declaration") attached as Exhibit A. In support of this Application, the Company states as follows:

Background

1. On July 1, 2011 (the "Petition Date"), each of QMC, QED and QPC filed a voluntary petition under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Massachusetts. Their Chapter 11 cases are being jointly administered for procedural purposes only.

2. Pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code, the Company continues to manage its businesses and financial affairs as debtors-in-possession. No creditors' committee has yet been appointed in these cases.

3. The Company is a non-profit corporation formed to provide quality medical care, including emergency care, to the Quincy, Massachusetts community and surrounding communities. QMC's signature asset is its 196-bed acute care hospital (the "Hospital") located in Quincy, Massachusetts. QMC operates the Hospital, and related medical and health care facilities. QED and QPC are captive entities as to QMC. Their sole purpose is to own certain third-party payer contracts and provider numbers under which QMC services are billed to third-party payers, and neither QED nor QPC own any assets other than these provider numbers and contracts, nor do they have any other business relationships. All of the revenues generated under the provider numbers and contracts are remitted to QMC. QMC, QED and QPC operate as a single business enterprise—Quincy Medical Center—and to that end have administered their business and financial affairs on a consolidated basis; the Company accounts for all operations and financial matters on a consolidated basis and maintains no separate accounting of QED or QPC revenues or expenses.

Relief Requested

4. The Company wishes to retain and employ the Firm as its counsel for all labor and employment law matters. By this Application, the Company respectfully requests that this Court enter an order authorizing the Company to employ and retain the Firm as its special counsel for labor and employment law matters under a general retainer pursuant to Section 327(a) of the Bankruptcy Code, effective as of the Petition Date.

5. The Company seeks to retain the Firm as its counsel because of the Firm's extensive expertise and experience in labor and employment law matters. The Firm served as the Company's prepetition labor and employment counsel during the period leading to the Company's Chapter 11 filing, and is familiar with the Company's business and operations. The Company desires that the Firm continue to serve as its labor and employment counsel during this Chapter 11 case. The

Company believes that the Firm's employment is in the best interest of the Company, its estates and creditors.

Scope of Employment

6. The Company wishes to retain the Firm under a general retainer because of the extensive legal services that may be required and the fact that the exact nature and extent of such services are not known at this time. The professional services that the Company expects that the Firm will be called upon to render include, without limitation: (i) representation involving day-to-day employment and labor law advice, (ii) representation in ongoing agency and litigation matters (including as to proceedings that may require attention even if stayed by operation of Section 362(a)); (iii) representation in connection with labor relations, including day-to-day matters with unions representing the Company's employees and negotiations involving the Company's collective bargaining agreements, and (iv) any other related employment or labor matters.

Compensation

7. Section 327(a) of the Bankruptcy Code authorizes the employment of a professional person by the debtor-in-possession, and Section 328(a) of the Bankruptcy Code provides for such employment to be on any reasonable terms and conditions of employment, including on an hourly basis. The Company expects that the Firm may render extensive legal services, the cost of which cannot be estimated. Subject to this Court's approval and in accordance with Sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the rules and other procedures that may be fixed by this Court, the Company requests that the Firm be compensated on an hourly basis at the Firm's billing rates in effect on the date the services are rendered, plus reimbursement of the actual and necessary expenses the Firm incurs, including but not limited to courier service, computer assisted research, docket and court filing fees, telecommunications, travel, court reporting charges, and any other incidental costs advanced by the Firm specifically for these

matters, at the rates commonly charged for such costs to other Firm clients. The Company further agrees that the Firm may in the future seek additional compensation in accordance with applicable legal standards, subject to approval by the Company and this Court.

8. The Firm has advised the Company that the current hourly rates of the Firm's attorneys are: \$325 to \$425 per hour for partners; \$265 to \$300 per hour for associates; \$125 per hour for law clerks, and \$85 to \$115 per hour for paralegals. The Company understands that the hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions, including the Firm's customary rate adjustments on January 1st of each year.

9. As of the Petition Date, the Firm holds a retainer in the amount of \$33,513 (the "Retainer"), funded by the Company out of its operating revenues. The Retainer will be held by the Firm to be applied to postpetition professional services and expenses pursuant to further orders of this Court.

10. During the year preceding the Petition Date, the Firm was paid less than \$2,500 on account of services provided by the Firm to the Company in contemplation of or in connection with these Chapter 11 cases; such services related to the Firm's retention application for the Chapter 11 case.

11. Other than as set forth herein, there is no proposed arrangement to compensate the Firm.

The Firm Does Not Hold or Represent Any Adverse Interest

12. The Firm has completed a conflicts check that compares a list of the Firm's current and former clients against the names of: (a) QMC, QED and QPC; (b) the Company's known creditors; and (c) other significant parties in interest in this case.

13. To the best of the Company's knowledge, based upon the Bello Declaration and except as set forth herein and therein, the Firm does not hold or represent any interest adverse to

the Company or its Chapter 11 estate, creditors, or any other party with an actual or potential conflict in this Chapter 11 case.

14. Except as set forth herein and in the Bello Declaration, to the best of the Company's knowledge, neither the Firm nor its partners or associates have any connections with the Company, its creditors, any other parties-in-interest, their respective attorneys and accountants, the United States Trustee for this district or any person employed in the Office of the United States Trustee for this district, except that: (a) the Firm may serve as a professional person in other matters, wholly unrelated to the Company or its case, in which attorneys, accountants and other professional persons retained by the Company, creditors or other parties-in-interest have also been engaged, and (b) certain creditors of the Company may also have been creditors of other companies represented by the Firm in matters wholly unrelated to the Company or its case.

Notice

15. No trustee, examiner, or official committee has been appointed in these Chapter 11 cases. The Company is providing notice of this Motion to: (a) the Office of the United States Trustee; (b) the Company's 20 largest unsecured creditors as reflected in the consolidated list filed by the Company pursuant to Fed. R. Bankr. P. 1007(d); (c) taxing authorities; (d) all known secured creditors; and (e) all entities that have requested notice in these cases. The Company submits that, given the nature of the relief requested herein, no other or further notice is necessary.

Conclusion

WHEREFORE, the Company respectfully requests that this Court (i) enter an order, in substantially the form attached, granting this Application effective as of the Petition Date, and (ii) grant such other and further relief as this Court may deem just and proper.

Dated: July ____, 2011

QUINCY MEDICAL CENTER, INC.
QMC ED PHYSICIANS, INC.
QUINCY PHYSICIAN CORPORATION
By their attorneys,

/s/ John T. Morrier
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EXHIBIT A
Bello Declaration

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
(EASTERN DIVISION)

In re:)	
)	
QUINCY MEDICAL CENTER, INC.,)	Chapter 11
QMC ED PHYSICIANS, INC.,)	Case No. 11-16394-MSH
QUINCY PHYSICIAN CORPORATION,)	
)	(Jointly Administered)
Debtors.)	

**DECLARATION OF KENNETH M. BELLO IN SUPPORT
OF THE DEBTORS' APPLICATION FOR ORDER
AUTHORIZING RETENTION AND EMPLOYMENT
OF BELLO, BLACK & WELSH, LLP AS SPECIAL COUNSEL FOR
LABOR AND EMPLOYMENT LAW MATTERS**

I, Kenneth M. Bello, Esquire, declare and state as follows:

1. I am a partner of Bello, Black & Welsh, LLP (the "Firm"), which maintains offices for the practice of law at 1 Exeter Plaza, 699 Boylston Street, 10th Floor, Boston, Massachusetts 02116. I am an attorney-at-law, duly admitted and in good standing to practice in the state courts of Massachusetts, the United States District Court for the District of Massachusetts, the First Circuit Court of Appeals and the United States Supreme Court.

2. I submit this declaration in connection with the application (the "Application") of Quincy Medical Center, Inc. ("QMC"), QMC ED Physicians, Inc. ("QED") and Quincy Physician Corporation ("QPC" and, with QMC and QED, the "Debtors" or the "Company"), to retain the Firm as special counsel to the Company for labor and employment matters and to provide the disclosures required under Section 327(a) of the Bankruptcy Code, Fed. R. Bankr. P. 2014(a) and 2016(b), and MBLR 2014-1. The facts set forth in this Declaration are personally known to me and, if called as a witness, I could and would testify competently thereto.

3. In preparing this Declaration, I submitted to be matched against the Firm's computer conflict database containing a list of the Firm's current and former clients the names of: (a) the Company; (b) the Company's known creditors; and (c) the other significant parties in interest in this case of whom I am aware.

4. The Firm maintains and systematically updates the above-described computer conflict database in the regular course of business of the Firm, and it is the regular practice of the Firm to make and maintain these records. The conflict check system and adverse party index maintained by the Firm is designed to include every matter on which the Firm is now or has been engaged, by which entity the Firm is now or has been engaged, and, in each instance, the identity of related parties and adverse parties. It is the policy of the Firm that no new matter may be accepted or opened within the Firm without completing and submitting to those charged with maintaining the conflict check system and adverse party index the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter and related and adverse parties. Accordingly, the database is regularly updated for every new matter undertaken by the Firm.

5. To the best of my knowledge, neither I nor any member or employee of the Firm have any connection with the Company, its creditors, other parties in interest, their respective attorneys, accountants and other professional persons, the United States Trustee for this district and any person employed in the office of such United States Trustee, except that: (a) the Firm may serve as a professional person in other matters, wholly unrelated to the Company or its case, in which attorneys, accountants and other professional persons retained by the Company, creditors or other parties in interest have also been engaged, and (b) certain creditors of the Company may also have been creditors of other companies represented by the Firm in matters wholly unrelated to the Company or this case.

6. The Firm may in the past have represented, may currently represent, and may in the future represent other entities not currently known to the Firm who may be creditors of the Company, in matters wholly unrelated to the Chapter 11 case of the Company. To the extent that the Firm discovers information concerning any such entities, the Firm will promptly disclose such information to this Court on notice to creditors and the United States Trustee for this district.

7. Insofar as I have been able to ascertain, and except as set forth in paragraph 5 above, the Firm and each member thereof does not represent any interest adverse to the Company in the matters upon which the Firm is to be engaged, and is a “disinterested person” as that term is defined in Section 101(14) of the Bankruptcy Code.

8. The Firm is not a creditor of the Company, and it is not an equity security holder or an insider of the Company. For so long as it represents the Company, the Firm will not represent any entity other than the Company in connection with this case.

9. The professional services that the Firm expects to render to the Company include, without limitation: (i) representation involving day-to-day employment and labor law advice, (ii) representation in ongoing agency and litigation matters (including as to proceedings that may require attention even if stayed by operation of Section 362(a)); (iii) representation in connection with labor relations, including day-to-day matters with unions representing the Company’s employees and negotiations involving the Company’s collective bargaining agreements, and (iv) any other related employment or labor matters.

10. The Firm intends to apply for compensation for professional services rendered in connection with this Chapter 11 case subject to the approval of this Court and in compliance with applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the rules and other procedures that may be fixed by this Court, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the Firm. The Firm has advised the

Company that the current hourly rates of Firm's attorneys are: \$325 to \$425 per hour for partners; \$265 to \$300 per hour for associates; \$125 per hour for law clerks, and \$85 to \$115 per hour for paralegals. The Company understands that the hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions, including the Firm's customary rate adjustments on January 1st of each year.

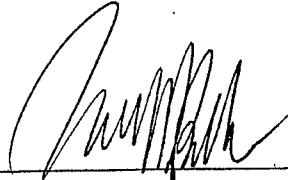
11. The hourly rates set forth above are the Firm's standard hourly rates. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the policy of the Firm to charge its clients for certain other expenses incurred in connection with the client's case. The expenses charged to clients may include, among other things, express mail charges, special or hand delivery charges, document processing, travel expenses, expenses for "working meals," computerized research, and transcription costs, as well as non-ordinary overhead expenses such as overtime for secretarial personnel and other staff. The Firm will charge the Company's estates for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients. The Company has further agreed that the Firm may in the future seek additional compensation in accordance with applicable legal standards, subject to approval by the Company and this Court.

12. Other than as set forth herein, there is no proposed arrangement to compensate the Firm. The Firm has not shared, nor agreed to share (a) any compensation it has received or may receive with any other party or person, other than with partners and associates of the Firm, or (b) any compensation another person or party has received or may receive.

13. As of the Petition Date, the Firm holds a retainer in the amount of \$33,513 (the "Retainer"), funded by the Company out of its operating revenues. The Retainer will be held by the Firm to be applied to postpetition professional services and expenses pursuant to further orders of this Court.

14. During the year preceding the Petition Date, the Firm was paid less than \$2,500 on account of services provided by the Firm to the Company in contemplation of or in connection with these Chapter 11 cases; such services related to the Firm's retention application for the Chapter 11 case.

I declare under penalty of perjury that the foregoing is true and correct. Dated this 23 day of June, 2011, at Boston, Massachusetts.



Kenneth M. Bello

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
(EASTERN DIVISION)

In re:)	
)	
QUINCY MEDICAL CENTER, INC.,)	Chapter 11
QMC ED PHYSICIANS, INC.,)	Case No. 11-16394-MSH
QUINCY PHYSICIAN CORPORATION,)	
)	(Jointly Administered)
Debtors.)	

**ORDER AUTHORIZING RETENTION AND EMPLOYMENT
OF BELLO, BLACK & WELSH, LLP AS SPECIAL COUNSEL
FOR LABOR AND EMPLOYMENT LAW MATTERS**

Upon consideration of the Debtors' Application for Order Authorizing Retention and Employment Bello, Black & Welsh, LLP as Special Counsel for Labor and Employment Law Matters (the "Application") filed by Quincy Medical Center, Inc. ("QMC"), QMC ED Physicians, Inc. ("QED") and Quincy Physician Corporation ("QPC" and, with QMC and QED, the "Debtors" or the "Company"); and after due deliberation and sufficient cause appearing ,

THE COURT FINDS AND CONCLUDES THAT:

- A. This Court has jurisdiction over this case under 28 U.S.C. § 1334(b).
- B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
- C. Due and adequate notice has been given to all parties entitled thereto, and no other or further notice is necessary or required.
- D. This Court has reviewed the Application and the Declaration of Kenneth M. Bello in Support of the Application and has considered the representations regarding the relief requested therein.
- E. The relief requested in the Application is necessary and in the best interests of the Debtors and the estate.

THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED

THAT:

1. The Application is granted.
2. Pursuant to Section 327(a) of the Bankruptcy Code, the Company is hereby authorized and empowered to employ the firm of Bello, Black & Welsh, LLP (the "Firm") as its special counsel for all labor and employment law matters, effective as of July 1, 2011.
3. The Firm 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 have been or may be fixed by order of this Court.
4. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: July ____, 2011

Honorable Melvin S. Hoffman
United States Bankruptcy Judge

