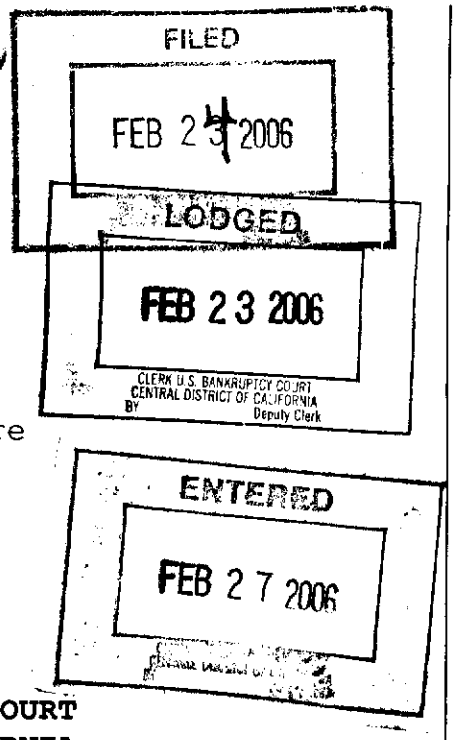
ORIGINAL



BRADLEY A. LANG
ALVAREZ & MARSAL LLC
633 West Fifth Street, Suite 2560
Los Angeles, CA 90071
Telephone: (213) 330-2390
Facsimile: (213) 330-2133

Restructuring Advisor for
WATTSHealth Foundation Inc. dba UHP Healthcare
Debtor and Debtor In Possession

Debtor's Mailing Address:
3405 W. Imperial Highway, Suite 304
Inglewood, California 90303

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION

In re	Case No. LA 05-22627-TD
	Chapter 11
WATTSHealth Foundation, Inc. dba UHP Healthcare, a California not-for-profit corporation,	**[~~PROPOSED~~] ORDER GRANTING SECOND INTERIM APPLICATION OF ALVAREZ & MARSAL LLC FOR ALLOWANCE AND PAYMENT OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**
Debtor.	**HEARING**
	Date: February 16, 2006 Time: 11:00 a.m.
Tax I.D. No. 95-2623688	Place: Roybal Federal Bldg. Courtroom 1345 255 E. Temple Street Los Angeles, CA 90012

The Court, having considered the "Second Interim Application Of Alvarez & Marsal LLC For Allowance And Payment Of Compensation And Reimbursement Of Expenses" (the "Application") and the declarations of Bradley A. Lang and Alan D. Bloom submitted in support thereof and all papers relating to the Application, and no objection having been filed to the Application, hereby finds that notice of the Motion was good and sufficient under the particular circumstances, and that no other or further notice need be given; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED that:

1. The Application is granted.

2. Alvarez & Marsal LLC ("A&M") is hereby allowed, on an interim basis, $867,630.00 as reasonable compensation for actual, necessary services rendered as restructuring advisor for WATTSHealth Foundation, Inc. dba UHP Healthcare (the "Debtor") during the period from September 1, 2005 through and including December 31, 2005 (the "Second Interim Period").

3. A&M is hereby allowed, on an interim basis, $32,893.00 as reimbursement for actual, necessary expenses incurred as restructuring advisor for the Debtor during the Second Interim Period.

4. The Debtor is hereby authorized and directed to pay forthwith to A&M $675,558.00, which is the unpaid balance of A&M's interim fees and expenses for the Second Interim Period allowed pursuant to this Order.

5. Neither the payment of, nor the failure to pay, in whole or in part, nor the failure of any party to object to, the

interim compensation and reimbursement sought in the Application shall bind a party in interest or this Court with respect to the final allowance of such compensation and reimbursement.

6. This Court shall retain jurisdiction over any matter or dispute arising from or relating to the implementation of this Order.

DATED: February 24, 2006

HONORABLE THOMAS B. DONOVAN
UNITED STATES BANKRUPTCY JUDGE

Presented by:

GARY E. KLAUSNER,
MICHAEL H. GOLDSTEIN and
NATHAN A. SCHULTZ, Members of
STUTMAN, TREISTER & GLATT
PROFESSIONAL CORPORATION
Reorganization Counsel for
Debtor and Debtor in Possession

DECLARATION OF SERVICE

I am over the age of 18 years and not a party to the within action. I am employed in an office that employs a member of the bar of this court, at whose direction the within service was made. My business address is Stutman, Treister & Glatt , Professional Corporation, 1901 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067-6013.

On February 23, 2006, I served the following pleading:

[PROPOSED] ORDER GRANTING SECOND INTERIM APPLICATION OF ALVAREZ AND MARSAL LLC FOR ALLOWANCE AND PAYMENT OF COMPENSATION AND REIMBURSEMENT OF EXPENSES

on the interested parties in this action by placing true copies thereof, enclosed in sealed envelopes, with first class postage thereon fully prepaid, in the United States mail at Los Angeles, California addressed as follows:

PLEASE SEE ATTACHED SERVICE LIST

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 23, 2006, at Los Angeles, California.

Cheryl R. Woods, Declarant

SERVICE LIST

Financial Advisor for Committee:
Matthew Pakkala
FTI Consulting, Inc.
633 West Fifth Street
16th Floor
Los Angeles, CA 90071

Special Counsel HealthCare Counsel for Debtors:
Peter Rich, Esq.
McDermott, Will & Emery
2049 Century Park East
34th Floor
Los Angeles, CA 90067-3208

United States Trustee:
Bruce Schildkraut, Esq.
Office of the U.S. Trustee
Ernst & Young Plaza
725 South Figueroa Street
Suite 2600
Los Angeles, CA 90017

Counsel for the Creditors Committee:
Steven J. Schwartz
Danning, Gill, Diamond & Kollitz
2029 Century Park East
Third Floor
Los Angeles, CA 90067-2904

Counsel for Debtors:
Nathan A. Schultz, Esq.
Stutman, Treister & Glatt, P.C.
1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067

Special Litigation And Employment Counsel For Debtors
Joel G. Samuels, Esq.
Sidley Austin Brown & Wood
555 West Fifth Street
40th Floor
Los Angeles, CA 90013

NOTE TO USERS OF THIS FORM:
Physically attach this form as the last page of the proposed Order or Judgment.
*Do **not** file this form as a separate document.*

In re (SHORT TITLE) **WATTSHEALTH FOUNDATION, INC. DBA UHP HEALTHCARE, A CALIFORNIA, NOT-FOR-PROFIT CORPORATION,** Debtor.	CHAPTER 11 CASE NUMBER: LA 05-22627-TD **ADV. NO.**

NOTICE OF ENTRY OF JUDGMENT OR ORDER AND CERTIFICATE OF MAILING

TO ALL PARTIES IN INTEREST LISTED BELOW:

Debtor:
Alan D. Bloom, Esq.
WATTSHealth Foundation, Inc.
3405 W. Imperial Highway, Suite 304
Inglewood, California 90303

Debtor's Counsel:
Gary E. Klausner, Esq.
Nathan A. Schultz, Esq.
Stutman, Treister & Glatt
1901 Avenue of the Stars, Suite 1200
Los Angeles, CA 90067

U.S. Trustee
Bruce Schildkraut, Esq.
Office of the U.S. Trustee
725 South Figueroa Street, 26th Floor
Los Angeles, CA 90017

Counsel for the Creditors Committee
Steven Schwartz, Esq.
Danning Gill Diamond & Kollitz
2029 Century Park East, Suite 300
Los Angeles, CA 90067

1. You are hereby notified, pursuant to Local Bankruptcy Rule 9021-1(1)(a)(v), that a judgment or order entitled (specify):

[PROPOSED] ORDER GRANTING SECOND INTERIM APPLICATION OF ALVAREZ & MARSAL LLC FOR ALLOWANCE AND PAYMENT OF COMPENSATION AND REIMBURSEMENT OF EXPENSES

was entered on (*specify date*): FEB 27 2006

2. I hereby certify that I mailed a copy of this notice and a true copy of the order or judgment to the persons and entities on the attached service list on (*specify date*):

Dated: FEB 27 2006

JON D. CERETTO
Clerk of the Bankruptcy Court

FEB 27 200

By: _____
Deputy Clerk

Rev. 6/95 This form is optional. It has been approved for use by the United States Bankruptcy Court for the Central District of California.