

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Chapter 11 Bankruptcy

Intrepid U.S.A., Inc.
Intrepid of Golden Valley, Inc.
F.C. Acquisition Corporation,

Case No. 04-40416-NCD
Case No. 04-40462-NCD
Case No. 04-40418-NCD
(Jointly Administered)

Debtors.

**NOTICE OF HEARING AND MOTION FOR ORDER GRANTING
EXPEDITED RELIEF AND AUTHORIZING
(i) MAINTENANCE OF EXISTING BANK ACCOUNTS AND CHECK STOCK
AND (ii) CONTINUED USE OF CASH MANAGEMENT SYSTEM**

TO: The Office of the United States Trustee and Other Parties in Interest as Specified in Local Rule 9013.

1. Intrepid USA, Inc., Intrepid of Golden Valley, Inc. and F.C. Acquisition Corporation (the "*Debtors*"), move this Court for the relief requested below and gives notice of hearing.

2. The Court will hold a hearing on this motion at 2:00 p.m. on February 17, 2004, in Courtroom No. 7 West of the United States Courthouse at 300 South Fourth Street, Minneapolis, Minnesota.

3. Debtors are requesting that the Motion be heard on an expedited basis. Because of the expedited nature of the hearing, movants do not object to any responses being delivered not later than the time set for hearing.

4. This court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334, Fed. R. Bankr. P. 5005 and Local Rule 1070-1. This proceeding is a core proceeding. The petitions commencing these Chapter 11 cases were filed on January 29, 2004 (the "Petition Date"). The cases are now pending in this Court.

5. This motion arises under 11 U.S.C. §§ 105(a), 363, 1107 and 1108. This motion is filed under Fed. R. Bankr. P. 9014 and Local Rules 9013-1 through 9013-3. The Debtors request an order authorizing them to maintain their existing bank accounts and check stock as of the Petition Date, and authorizing use of the existing cash management system of the Debtors.

BACKGROUND

6. On January 29, 2004, each of the Debtors filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

7. The Debtors have continued in possession of their respective assets and the management of their businesses as debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

8. Debtor Intrepid U.S.A. provides corporate oversight and administrative services to approximately 80 direct and indirect subsidiaries commonly owned and controlled by the three Debtors. Debtor Intrepid of Golden Valley and most of the subsidiaries operate as home health care providers and nurse and medical staffing providers, providing health care to primarily elderly, housebound, disabled, and other disadvantaged individuals, providing the in-home nurses, therapists and administrators these patients require. Each of the Debtors named above rely on episodic treatment payments from Medicare (“*CMS*”) for the bulk of their revenues. The Debtors’ overall operations are conducted through numerous subsidiaries in 195 offices in 32 different states, and annual revenues are in excess of \$200 million for all of the companies. Although only these three Debtors presently have sought Chapter 11 protection, all of the subsidiaries conduct substantially the same business operations, dealing with the similarly situated type of patient, with the same or very similar vendors, suppliers, and general creditors.

9. Because of its functions, Intrepid U.S.A. has no third party source of revenue. It derives revenue to pay its expenses by charging 10% of each subsidiaries' or affiliates' revenue to such entity as its allocation of Intrepid U.S.A.'s costs. In addition, Intrepid U.S.A. is ultimately entitled to all cash generated in excess of that needed to fund the expenses of the subsidiaries as the ultimate owner of the businesses. Debtors' and the affiliates' business operations overall have positive EBITDA earnings, averaging approximately \$600,000 per month.

10. Intrepid of Golden Valley is engaged in providing home health care services as described above. It generates annual revenue from third parties of approximately \$23 million per year. While its employment levels fluctuate, currently it employs 865 people to provide services to patients.

11. Debtor F.C. Acquisition Corp., together with affiliate TJBG, LLC and its subsidiaries, was formed for purposes of the acquisition of certain assets of Medshares, as described in the Affidavit of Todd J. Garamella in support of first day motions. (Case No. 04-40416, Docket No. ____). It has no employees and its obligations consist of amounts assumed from Medshares and owed to CMS and the Internal Revenue Services, totaling approximately \$17,363,000 as of January 31, 2004.

PREPETITION BANK ACCOUNTS

12. The United States Trustee has established certain operating guidelines for debtors in possession who operate their businesses in chapter 11. One such provision requires the debtor in possession to open new bank accounts and to close all existing accounts. This requirement, designed to provide a clear line of demarcation between pre and post-petition claims and

payments, helps to protect against the inadvertent payment of pre-petition claims by preventing banks from honoring checks drawn before the petition date.

13. Before the Filing Date, the Debtors, in the ordinary course of business, maintained approximately 29 active operating bank accounts, as listed on Exhibit A attached hereto (collectively, the “Bank Accounts”). In addition, it has a number of accounts that are closed or dormant and in the process of being closed as listed on Exhibit A. Intrepid U.S.A. controls one common account maintained at Landmark Bank in Ramsey, Minnesota, (the “Landmark Account). All of Debtors’ receipts and the receipts of subsidiaries are ultimately deposited into this account and checks are written on the account to pay all Debtor and subsidiary obligations, including payroll. All payment obligations, including payroll, are paid typically by checks or by wire transfer drawn on this Bank Account. The Debtors maintain entries on their books and records to track receipts and payments attributable to each of the Debtors and the subsidiaries, as described in more detail below. These book and bank balances are monitored on a daily basis and reconciled monthly.

14. The Debtors request that the United States Trustee temporarily waive the requirement that the Bank Accounts be closed and new post-petition bank accounts be opened. If enforced in this case, this requirement will cause enormous disruption to the Debtors’ businesses and would impair the Debtors’ efforts to reorganize. Because the subsidiaries are not in bankruptcy and do not have the benefit of the automatic stay, it is imperative to their successful operation that suppliers, employees, and critical vendors receive timely and uninterrupted payments.

15. Maintenance of the Bank Accounts would greatly facilitate the Debtors’ transition to post-petition operations. To avoid delays in payment of debts incurred post-petition and to

ensure as smooth a transition into chapter 11 as possible, the Debtors should be permitted to continue to maintain the existing Bank Accounts and, if necessary, to open new accounts. Otherwise, the transfer of the Bank Accounts will be tremendously disruptive and time consuming.

16. Moreover, Debtors have moved the Court for an order authorizing interim and final borrowing from Fleet Capital Corporation. If approved and Debtors close on the loans, Debtors have agreed to move their Bank accounts to Fleet. Debtors anticipate interim approval and final approval by March 1, 2004. Forcing Debtors to convert their accounts or banking relationship prior to the would be disruptive, time-consuming and perhaps impossible to accomplish.

17. Because of the emergency filings made by the Debtors and the subsequent transfer of representation to Debtors' current attorneys, Debtors were unaware of the requirement to stop payment on pre-petition payments except for those payments specifically authorized by the court. Debtors have now taken steps to stop payment on all pre-petition debt paid by checks which have not cleared Debtors' bank account. Additionally, Debtors are reviewing their books and records to identify payments made without authorization. Debtors intend, if appropriate, to bring actions against those parties receiving payments inadvertently under Section 549 of the Code or may seek additional relief from the court. Because the vast majority of Debtors' expenses constitute employee payroll and related expenses which the Court has now approved for payment, Debtors believe these inadvertent payments are minimal.

18. The United States Trustee's concerns of creating a clear line of demarcation between pre and post-petition obligations can be allayed here without the necessity of closing the Bank Accounts. Subject to a prohibition against honoring pre-petition checks without specific

authorization of this Court, the Debtors request that the Bank Accounts be deemed Debtor in possession accounts and that the Debtors be authorized to maintain and continue the use of these accounts in the same manner and with the same account numbers, styles and forms as those employed pre-petition.

19. If the relief requested herein is granted, and except as disclosed above, the Debtors will not pay, and each of the banks where the Bank Accounts are maintained will be directed not to pay, any checks drawn on the Bank Accounts pre-petition other than as specifically authorized by this Court.

CASH MANAGEMENT SYSTEM

20. The Debtors seek authority to maintain the centralized integrated cash management system that they have used for several years. The flow of funds through that system is described below.

21. The Debtors have a centralized billing and cash receipts function in Minneapolis for all subsidiaries and services. Written policies are in place regarding approval for ordering and payment. Accounts payable obligations are typically processed daily. Checks and a few check-by-phone are used to pay 500 to 1,000 obligations on a weekly basis. Payroll is processed in house. In exchange for this cash handling management function, Intrepid USA receives revenue from each subsidiary based on a percentage of subsidiary revenues, which is also calculated through the multi-company software.

22. The Debtors are able to separately account for all receipts and expenses for each of the Debtors and the subsidiary companies. Accounting for the Debtors and the subsidiaries is done with multi-company software. The procedures before and after bankruptcy are described below:

Before Bankruptcy: An invoice received for goods or services to a subsidiary was entered by debiting the expense account for the subsidiary and crediting accounts payable for “corporate” (Intrepid USA). When the invoice was paid, the software debited accounts payable corporate and credited corporate cash. As a result, the subsidiary was debited for the expense and owed payment to corporate. In this way, the expenses for each subsidiary were maintained separately on corporate’s books.

After Bankruptcy: Because “corporate” is now a debtor in possession, the cash management system is being modified. Going forward, when an invoice is received for a subsidiary expense, the system will credit that subsidiary’s accounts payable, and when the expenses paid, the system will debit that subsidiary’s accounts payable. The result will be that each entity’s liabilities will be tracked through that entity’s books, rather than through corporate’s books.

23. Attached as Exhibit B is a flow chart showing the active accounts which receive receipts and are swept to the Landmark Account. Accounts that are “shaded” on the Exhibit are those into which receipts flow. These accounts are swept daily to the Landmark Account. Pursuant to the Order of Judge Kyle, Debtors and their affiliates’ funds received in the Fleet Bank accounts are not required to be deposited in a lockbox; but if they are, the funds are required to be made available to Debtors. Details of amounts in the lockbox are delivered to the Debtors daily so that accounts receivable records can be updated, and these lockboxes are swept to the Landmark Account.

24. The Debtors seek authority to continue utilizing the current centralized cash management system. Given the size of the Debtors’ operations, and the need to preserve and enhance the Debtors’ going concern values, it is unlikely that a successful reorganization of the

Debtors' businesses can be accomplished if there is a disruption to cash management procedures. It is therefore essential that the Debtors be permitted to continue to consolidate the management of their cash with their non-Debtor subsidiaries as needed and that they be allowed to use such amounts as are necessary to continue the operation of their businesses.

25. The cash management system described above constitutes the Debtors' ordinary, usual and essential business practices. The cash management system is similar to those commonly employed by corporate enterprises comparable to the Debtors in size and complexity. The widespread use of such systems is attributable to the numerous benefits they provide, including the ability to (a) tightly control corporate funds; (b) ensure cash availability and (c) reduce administrative expenses by facilitating the movement of funds and the development of timely and accurate account balance and presentment information. These controls are particularly important here, given the significant amount of cash that flows through the Debtors' consolidated cash management system on an annual basis.

26. The Debtors request expedited relief on this motion. Previously and concurrently herewith the Debtors have scheduled and served a number of "first day" motions designed to facilitate an orderly transition to chapter 11. The granting of this motion on an expedited basis will minimize the disruptions to the Debtors' accounting system and enable the Debtors to continue to make and generate timely accounting information.

27. Pursuant to Local Rule 9013-2(a), this motion is verified and is accompanied by a memorandum, proposed order and proof of service.

28. Pursuant to Local Rule 9013-2(c), the Debtors give notice that they may, if necessary, call Gregory VonArx, CFO of the Debtors, whose business address is 6600 France

Ave. S., Suite 510, Edina, Minnesota, to testify regarding the factual matters raised in this motion.

WHEREFORE, the Debtors request entry of an order authorizing the maintenance of its existing Bank Accounts, and the continued use of their existing cash management system, and for such other and further relief as the Court deems proper.

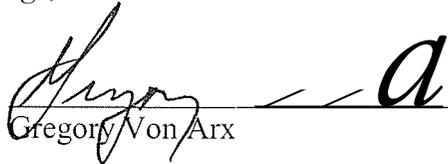
Dated: February 10, 2004

/e/ Clinton E. Cutler
James L. Baillie (#3980)
Clinton E. Cutler (#158094)
Faye Knowles (#56959)
FREDRIKSON & BYRON, P.A.
4000 Pillsbury Center
200 South Sixth Street
Minneapolis MN 55402-1425
612-492-7070 / 612-492-7077 fax
Proposed Attorneys for the Debtors

VERIFICATION

I, Gregory VonArx, the Chief Financial Officer of the Debtors, declare under penalty of perjury that the facts contained in the foregoing Notice of Hearing and Motion for Authority to Maintain Existing Accounts and Check Stock and to Continue Use of Cash Management System, are true and correct to the best of my knowledge, information and belief.

Dated: February 11, 2004



Gregory VonArx

Bank One, NA
Managed Assets Dept. TX1-2454
1717 Main Street, 4th Floor
Dallas, TX 75201

Account Not Active

		Company	Account
Interlink Home Health Services of Louisiana Inc	1576101503	189	10110
Interlink Home Health Services of Louisiana Inc	1588370872	189	10110
Interlink Home Health Services Inc of Austin	1596059400	172	10110
Intrepid USA Healthcare Services	1595198662	172	10110
Interlink Home Health Svcs of West Texas	1576099715	176	10110
Compassionate Care Inc	1588370963	176	10110
Interlink Home Health Services of San Antonio Inc	1576100737	178	10110
Professional Nursing Consultants Inc	1588370997	178	10110
Interlink Home Health Svcs Amarillo Inc	1598096459	170	10110
Interlink Home Health Svc of El Paso	1596059822	175	10110
Contemporary Care Home Health Services	1595199090	175	10110
Intrepid USA Healthcare Services	1588370732	169	10110
Interlink Home Health Care Inc	1588370948	169	10110
Interlink Home Health Services of	1588370971	169	10110
Interlink Home Health Services Inc	1561884113	179	10110
Interlink Home Health Services Inc	1588370989	179	10110
Interlink Home Health Services of Southern Colorado Inc.	1576101453	186	10110
Interlink Home Health Services of Southern Colorado Inc.	1588371003	186	10110
Interlink Home Health Services of Northeast Texas Inc	1576101255	181	10110
Lifecare Home Health of Northeast Texas Inc	1588370864	181	10110
Lifecare Home Health of South Texas Inc.	1576101271	174	10110
Interlink Home Health Services of South Texas Inc	1588371029	174	10110
Interlink Home Health Services of the Metroplex Inc.	1561883883	171	10110
Nurses Group Home Health Inc	1588370955	171	10110
Interlink Home Health Services of Southeast Louisiana Inc	1576101156	188	10110
Progresive Home Care East Bank Inc	1588371011	188	10110
First NBC/Compassion Care Home Health Inc	120016435	188	10110
Interlink Home Health Services of Southeast Texas Inc	1576101321	173	10110
Interlink Home Health Services of Southeast Texas Inc	1588371037	173	10110
Intrepid USA Healthcare Services	639279033	169	10110

First Tennessee Bank
165 Madison Avenue
Memphis, TN 38103

		Company	Account
Master Funding Account	100381581	289	10210
Tax/Escrow Account	100381582	289	10300
Operating (AP) Account	100381583	289	10110
Payroll Account	100381584	289	10120
Benefit Funding Account	101137422	289	10230
Employee Benefit Plan Account	101137429	289	10230

Bank of America
P.O. Box 25118
Tampa, FL 33622-5118

Company Account

Operating Account	0030 6458 1805	072	10100
Payroll	0034 4641 2165	072	10120

Bank of America
P.O. Box 798
Wichita, KS 67201

Company Account

Payroll-TX	0021 4088 6606	Closed	
General-TX	0021 4088 6614	Closed	
Petty Cash	0021 4088 6001	Closed	

Fleet Bank
P.O. Box 2984 Hartford, CT
CTEH4151 ML

Company Account

Intrepid USA, Inc.	942-773-3466	072	10200
Intrepid/DVIBC	942-773-3431	072	10200
Intrepid/DVIBC	942-838-1976	099	10200
Intrepid/DVIBC	942-838-1917	099	10200
Intrepid/DVIBC/Becklund	942-913-2103	083	10200
Becklund	942-913-2090	083	10200
FCA Aquisition	942-929-2908	289	10200
FCA Fleet	942-929-2916	289	10200

Landmark Bank
Attn: Ilijana Larres
14150 St. Francis Blvd. NW
Ramsey, MN 55303

Company Account

Commercial Checking-Lockbox	01-013-7	099	10210
Commercial Checking	00-653-3	099	10110
Commercial Checking	01-015-3	099	10120
Commercial Checking	01-194-9	099	10230
Commercial Checking	01-390-1	099	10100
Commercial Checking	01-513-0	099	10121
Commercial Checking	01-015-3	099	10122

Lorain National Bank
457 Broadway
Lorain, OH 44052

Company Account

Intrepid	19106963	Closed	
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Attn: Keith Kornas
Key Bank
P.O. Box 22114
Albany, NY 12201-2114

Company Account

Morrison Homecare/Checking	358541002848	Closed
Northcoast Health Care Group/Checking	862109	Closed

National City Bank
PO Box 5756
Cleveland, OH 44101-0756

Company Account

Intrepid	657059496	Closed
Intrepid	657059488	Closed

U.S. Bank
P.O. Box 64799
St. Paul, MN 55164

Company Account

Health Insurance	1 801 2123 0122	Closed
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Wells Fargo
P.O. Box B514
Minneapolis, MN 55479

Company Account

Operating/Payroll	635-5080262	Closed
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Community Bank and Trust
P.O. Box 26016
Beaumont, TX 77720-6016

Closed 11-03

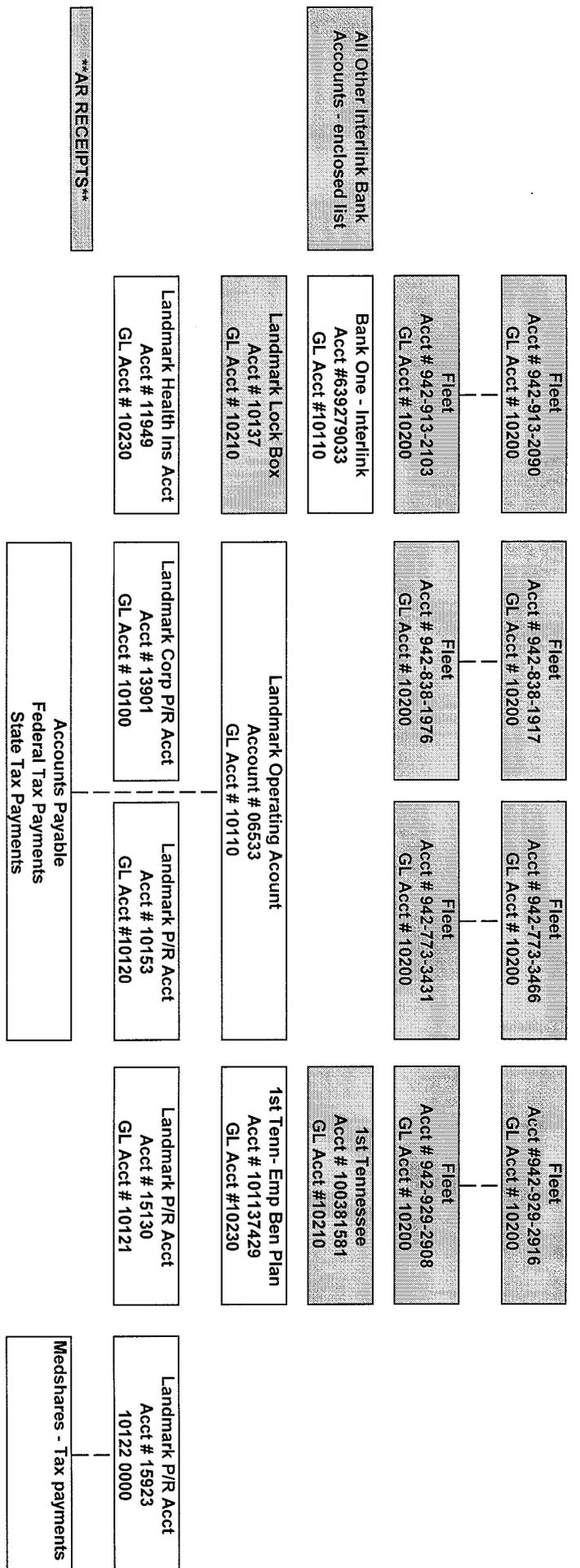
Company Account

Interlink Home Health Services of Southeast Texas Inc	183601	173	10110
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Compass Bank
P.O. Box 1056625118
Birmingham, AL 35296

Company Account

Interlink Home Health Care Inc.	75044798	169	10110
Interlink Health Care Operating Account	72021749	189	10110



****AR RECEIPTS****

LITTLE OR NO ACTIVITY IN THE FOLLOWING ACCTS:

- 1st Tennessee- #100381582
- 2nd Tennessee- #100381583
- 3rd Tennessee- #100381584
- 4th Tennessee- #101137422
- ALL Accts-Bank of America
- Lorain National Bank
- Key Bank Accounts
- US Bank Account
- Wells Fargo
- Community Bank & Trust
- Compass Bank

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Chapter 11 Bankruptcy

Intrepid U.S.A., Inc.
Intrepid of Golden Valley, Inc.
F.C. Acquisition Corporation,

Case No. 04-40416-NCD
Case No. 04-40462-NCD
Case No. 04-40418-NCD
(Jointly Administered)

Debtors.

**MEMORANDUM IN SUPPORT OF MOTION FOR ORDER GRANTING
EXPEDITED RELIEF AND AUTHORIZING
(i) MAINTENANCE OF EXISTING BANK ACCOUNTS AND CHECK STOCK
AND (ii) CONTINUED USE OF CASH MANAGEMENT SYSTEM**

Intrepid U.S.A., Inc., Intrepid of Golden Valley, Inc., and F.C. Acquisition Corporation (the “Debtors”), as debtors in possession, move the Court for entry of an order authorizing the Debtors to maintain their existing bank accounts and existing cash management system. The motion should be granted for the reasons set forth below. The facts in support of this motion are set forth in the verified motion.

LEGAL ANALYSIS

I. DEBTOR’S REQUEST FOR EXPEDITED RELIEF SHOULD BE GRANTED.

Pursuant to Bankruptcy Rule 9006(c) and Local Rule 9006-1(d), the Debtors request an order for expedited relief on this motion. Cause exists to reduce notice of the hearing on this motion. The relief sought herein is designed to ease Debtors’ transition to chapter 11, and minimize disruptions to Debtors’ business operations. Given the Debtors’ critical need to continue their operations uninterrupted, the Court should reduce notice of the hearing on this matter.

II. THE DEBTORS SHOULD BE AUTHORIZED TO MAINTAIN THEIR EXISTING BANK ACCOUNTS.

Bankruptcy courts have the authority to waive the strict enforcement of bank account closing requirements imposed pursuant to guidelines adopted by the Office of the U.S. Trustee. Such relief is routinely granted in cases involving the filing of a debtor and several of its subsidiary or affiliated entities. See, e.g., In re Zenith Electronics Corp., Case No. 99-2711 (order dated August 23, 1999) (Bankr. D. Del. 1999). If granted the relief requested, the Debtors will not pay, and their banks will be directed not to pay, any pre-petition checks except as allowed by order of the Court. The Debtors can identify those checks which should not be paid and will supply such a list to their banks. In this way, the U.S. Trustee's concerns regarding a clear demarcation between pre- and post- petition payments can be enforced.

III. DEBTORS SHOULD BE AUTHORIZED TO MAINTAIN THEIR EXISTING CASH MANAGEMENT SYSTEM.

The Debtors seek an order authorizing the continued use of their existing cash management system. The cash management system is described in the motion. The multi-company cash management system is similar to those commonly employed by corporate enterprises comparable to the Debtors in size and complexity. The requirement of closing such a system down and replacing it with a different system would be substantially disruptive to the Debtors' operations. The widespread use of such systems is attributable to numerous benefits they provide, including the ability to tightly control corporate funds, ensure cash availability, and reduce administrative expenses by facilitating the movement of funds and the development of timely and accurate account balance and presentment information.

Bankruptcy courts have routinely granted chapter 11 debtors authority to continue utilizing existing cash management systems and treat requests for such authority as a relatively simple matter. See, e.g., In re Baldwin United Corp., 79 B.R. 321, 327 (Bankr. S.D. Ohio 1987).

This is particularly true where, as here, a chapter 11 case involves affiliated debtors with complex financial affairs.

In In re Charter Co., 778 F.2d 617 (11th Cir. 1985), the bankruptcy court entered an order authorizing the debtor and 43 of its subsidiaries “to continue to consolidate the management of their cash as has been usual and customary in the past, and to transfer monies from affiliated entity to entity, including operating entities that are not Debtor.” Id. at 620. The 11th Circuit Court of Appeals then affirmed a subsequent district court decision denying a creditor’s motion for leave to appeal the bankruptcy court’s management order, holding that authorizing the debtors to utilize their pre-petition “routine cash management system” was entirely consistent with applicable provisions of the Bankruptcy Code. Id. at 621. The reasons for authorizing use of such a system is to “allow efficient utilization of cash resources and recognize the impracticalities of maintaining separate cash accounts for the many different purposes that require cash.” In re Columbia Gas Systems, Inc., 136 B.R. 930, 934 (Bankr. D. Del. 1993), affirmed in part and reversed in part, 997 F.2d 1039 (3rd Cir. 1993), cert. denied subnom. Official Committee of Unsecured Creditors vs. Columbia Gas Transmission Corp., 114 S. Ct. 1050 (1994).

As explained in the motion, the Debtors utilize a system of notations in their records indicating the sources and uses of the cash by entity. Such notations allow Debtors to identify with precision the source of cash in the Landmark account and the entity on whose behalf payment is made. At any given point, Debtors and their affiliates can track and account for all such intercompany transactions. The Debtors will continue to maintain such a system post-petition so that the movement of cash within the cash management system can be tracked and reconstructed at any time, if necessary.

CONCLUSION

For all the foregoing reasons, the Debtors respectfully requests entry of the proposed order submitted herewith.

Dated: February 10, 2004

/e/ Clinton E. Cutler

James L. Baillie (#3980)
Faye Knowles (#56959)
Clinton E. Cutler (#158094)
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Attorneys for Debtors

#2925097\1

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Intrepid U.S.A., Inc.
Intrepid of Golden Valley, Inc.
F.C. Acquisition Corporation
Debtor

Chapter 11 Bankruptcy

Case No. 04-40416-NCD
Case No. 04-40462-NCD
Case No. 04-40418-NCD

CERTIFICATE OF SERVICE

Clinton E. Cutler, under penalty of perjury, states that on February 10, 2004, he caused to be served the following:

1. Notice of Intent to Seek Expedited Hearing;
2. Notice Of Hearing And Motion For Expedited Hearing And For Interim And Final Orders Authorizing Debtors To Obtain Credit Secured by Senior Lien and to Make Payments to Maintain Insurance; supporting Memorandum; two proposed Orders;
3. Notice of Hearing and Motion For Order Granting Expedited Relief and Authorizing (i) Maintenance of Existing Bank Accounts and Check Stock and (ii) Continued use of Cash Management System, supporting Memorandum, proposed Order; and
4. Unsworn Declaration Of Service and Service List.

by sending a true and correct copies thereof by either facsimile or overnight mail as noted to all parties on the attached list.

Dated: February 2, 2004

/s/ Clinton E. Cutler
Clinton E. Cutler

#2923831\1

SERVICE LIST: INTREPID U.S.A., INC. ET AL.

(2)Intrepid U.S.A., Inc.
Intrepid of Golden Valley, Inc.
F.C. Acquisition Corporation
6600 France Avenue South
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Edina MN 55425

(2)Michael P. Massad, Esq.
Steven Holmes, Esq.
Hunton & Williams
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1601 Bryan Street
Dallas, TX 75201

(1)Robert B. Raschke, Esq.
Michael Fadlovich, Esq.
U.S. Trustee's Office
1015 US Courthouse
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Minneapolis, MN 55415

(1)Roylene Champeaux, Esq.
U.S. Attorney
600 U.S. Courthouse
300 South Fourth Street
Minneapolis MN 55415

(2)MN Department of Revenue
Collection Enforcement
551 Bankruptcy Section
P.O. Box 64447
St. Paul, MN 55164

(2)Internal Revenue Service
Special Procedures Branch
Stop 5700
316 North Robert Street
St. Paul, MN 55101

(2)IRS District Counsel
650 Galtier Plaza
175 East Fifth Street
St. Paul, MN 55101

(2)SEC
Bankruptcy Section
175 W Jackson Blvd.
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Chicago, IL 60604

(1)DVI Financial Services, Inc.
c/o Clark T. Whitmore, Esq.
Amy Swedberg, Esq.
Maslon Edelman, et al.
3300 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402

(1)DVI Business Credit Corp.
Richard M. Beck, Esq.
Klehr, Harrison, Harvey, et al.
260 South Broad Street
Philadelphia, PA 19102-3163

(1)Intrepid Board of Directors
Joseph W. Anthony, Esq.
Anthony Ostlund & Baer, P.A.
3600 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402

(1)Intrepid Board of Directors
Michael L. Meyer, Esq.
Ravich Meyer Kirkman, et al.
4545 IDS Center
80 South Eighth Street
Minneapolis MN 55402

(1)Todd J. Garamella
c/o John McDonald, Esq.
Robins, Kaplan, et al.
2800 LaSalle Plaza
800 LaSalle Avenue
Minneapolis, MN 55402-2015

(3)ACS-Consultec, Inc.
P.O. Box 14422
Des Moines, IA 50306-3422

(3)Allina Health Systems
5640 Smetana Drive
Hopkins, MN 55343

(1)Businessware Solutions
500 West 79th
Suite 3
Chanhassen, MN 55317

(3)CNA
23520 Network Place
Chicago, IL 60673-1235

(1)Genesis Home Care, Inc.
3445 Washington Drive
Suite 104
St. Paul, MN 55122

(3)Gulf South Medical Supply
P.O. Box 841968
Dallas, TX 75284-1968

(3)Healthcare Industry Fund
2911 Turtle Creek Blvd.
Dallas, TX 75219

(1)IOS Capital 361550
1738 Bass Road
Macon GA 31210

(1)Ikon Office Solutions
1738 Bass Road
Macon, GA 31210

(1)IRS/Special Proc. Branch
c/o Barbara Zoccola
200 Jefferson Avenue
Suite 811
Memphis, TN 38103

(1) served via facsimile

(2) served via U.S. Mail

(3) served via overnight mail

#2923831\1

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Chapter 11 Bankruptcy

Intrepid U.S.A., Inc.
Intrepid of Golden Valley, Inc.
F.C. Acquisition Corporation,

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(Jointly Administered)

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**ORDER GRANTING EXPEDITED RELIEF AND AUTHORIZING
(i) MAINTENANCE OF EXISTING BANK ACCOUNTS AND CHECK STOCK
AND (ii) CONTINUED USE OF CASH MANAGEMENT SYSTEM**

The motion of Debtors in these administratively consolidated cases for an order authorizing the maintenance of existing bank accounts, and continued use of existing cash management systems came before the undersigned on February 17, 2004. Clinton E. Cutler of Fredrikson & Byron, P.A. appeared on behalf of the Debtors; other appearances are noted on the record.

Based on the arguments of counsel, all the files, records and proceedings herein, the Court's being advised in the premises, and the Court's findings of fact and conclusions of law, if any, having been stated orally and recorded in open court following the close of evidence.

IT IS HEREBY ORDERED:

1. Debtors' motion for expedited hearing on this motion is granted.
2. Debtors are authorized but not directed, in the reasonable exercise of their business judgment, to (i) designate, maintain, and continue to use, with the same account numbers, all of the active bank accounts in existence on the petition date, including, without limitation, those active accounts identified on Exhibit A to the motion (collectively the "Bank Accounts").

3. Debtors are authorized to use, in their present form, checks and other documents related to the Bank Accounts; provided, however, that Debtors shall order replacement supplies of check stock and related materials as needed in accordance with the requirements of the Office of the U.S. Trustee.

4. The Debtors are authorized to treat the Bank Accounts for all purposes as accounts of the Debtors as debtors in possession.

5. Each and every bank at which any Bank Account is maintained is hereby authorized and directed to continue to service and administer such Bank Account as an account of the relevant Debtor as debtor in possession without interruption and in the usual and ordinary course, and to receive, process, honor and pay any and all checks and drafts drawn on the Bank Account after the petition date by the holders or makers thereof; provided, however, that any check drawn or issued by the Debtors before the petition date may be honored by any bank only if specifically authorized by order of this court. It is further ordered that the Debtors shall provide a list of any such checks to the Bank.

6. Except for those checks that may be honored and paid to comply with any orders of this court authorizing payments of pre-petition claims, no checks or drafts issued on the Bank Accounts before the petition date but presented for payment after the petition date shall be honored or paid.

7. Debtors are authorized to continue utilizing their centralized multi-company cash management system to manage their cash in a manner consistent with the Debtors' pre-petition practice, modified as Debtors deem necessary to best identify and track Debtor receipts and disbursements.

Dated: February __, 2004

Nancy C. Dreher
United States Bankruptcy Judge