

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

In re:

Chapter 11 Bankruptcy

Intrepid U.S.A., Inc.,  
and Jointly Administered Cases,

Case No. 04-40416-NCD

Case No. 04-40462-NCD

Case No. 04-40418-NCD

Debtors

Case Nos. 04-41924 – 04-41988-NCD

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**DEBTORS' NOTICE OF HEARING AND MOTION TO:  
(1) EXTEND TIME TO ASSUME OR REJECT REAL PROPERTY LEASES,  
AND (2) REJECT CERTAIN LEASES**

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TO: Parties specified in Local Rule 9013-3.

1. Intrepid U.S.A., Inc. and its affiliated companies (collectively, the "Debtors") move the Court for the relief requested below and give notice of hearing.

2. The Court will hold a hearing on this motion at 10:30 a.m. on October 27, 2004, in Courtroom 7 West, U.S. Courthouse, 300 South Fourth Street, Minneapolis, Minnesota.

3. Any response to this motion must be filed and delivered not later than October 22, 2004, which is three days before the time set for the hearing (excluding Saturdays, Sundays and holidays), or filed and served by mail not later than October 18, 2004, which is seven days before the time set for the hearing (excluding Saturdays, Sundays and holidays). **UNLESS A RESPONSE OPPOSING THE MOTION IS TIMELY FILED, THE COURT MAY GRANT THE MOTION WITHOUT A 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 and April 12, 2004 (the

“Petition Dates”). All cases are now pending in this Court and all of the cases are being jointly administered.

5. This motion arises under 11 U.S.C. section 365(a) and (d)(3)-(4). This motion is filed under Fed. R. Bankr. P. 9014 and Local Rules 9013-1 through 3. Debtors seek an extension of time to assume or reject certain unexpired leases listed on Exhibit A. Debtors request an order of the court approving Debtors’ rejection of the executory contracts and leases listed on Exhibit B.

6. Most of the Debtors are operating home health care service companies that directly provide services to patients; some are parent companies of such entities.

***Motion to Extend Time to Assume or Reject***

7. Debtors’ offices are located in approximately thirty states, and prior to the commencement of these cases, Debtors entered into leases for such non-residential real properties as the lessee of such properties. Each lease for which an extension is being requested is listed on attached Exhibit A (the “Leases” or, individually a “Lease”), which provides the name and address of the lessor or counter-party for each Lease.

8. Each Lease is an unexpired lease for non-residential real property within the meaning of Bankruptcy Code section 365(d)(3). Under Bankruptcy Code section 365(d)(3), unless otherwise assumed or rejected, unexpired leases for non-residential real property are deemed rejected 60 days after the commencement of the case, absent an Order of the court extending the time for assumption or rejection.

9. On April 21, 2004 and June 9, 2004, this Court entered orders providing that the period under section 365(d)(3) in these cases will expire on October 29, 2004.

10. In the time since the filing of these cases, the Debtors have been working to consolidate, close, or move operations, and that process is ongoing. Not all decisions regarding locations to close or move have been finalized, and the Debtors are carefully monitoring continued operations to determine if further locations should be closed, moved or consolidated.

11. The Debtors have been working diligently to formulate a plan of reorganization, and currently anticipate that such a plan will result in a large payout to creditors. At this critical juncture, the Debtors' resources are focused on formulating the plan, finding suitable funding for such a plan, and addressing claims that must be resolved before a plan can be confirmed. To force the Debtors to expend time and money to assume or reject leases at this time could interfere with the progress being made towards a plan. Moreover, in connection with proposing a plan, the Debtors need the flexibility to decide whether to reject certain Leases that may become no longer necessary to effectuate the Debtors' operations, depending on the final configuration of the plan.

12. The Debtors anticipate that significant progress on the plan will be made within approximately four months from the current deadline and therefore respectfully request that the Court extend the time to assume or reject the Leases until Monday, February 28, 2005.

13. The Debtors cannot be certain that a reasoned decision to assume or reject the Leases can be made or that a plan can be confirmed by such date, and therefore further request that the Court order that a further extension of time may be sought if the Debtors file and serve a motion on or before February 28, 2005.

14. An extension is proper here because the Debtors require more time to make a reasoned decision concerning whether assuming or rejecting the Leases is in the best interests of the estates. These cases are large in terms of assets and liabilities and the issues presented are

complex. The process of facility closing and consolidation is not yet completed and Debtors may choose to close, move, or consolidate more locations. Moreover, the allocation resources necessary to develop a reorganization plan in these large and complex cases constitutes cause to extend the time to assume or reject the Leases.

15. The Debtors are current on all post-petition payments under the Leases. The Debtors will remain current on such payments during the extension period sought here.

16. Moreover, an extension is proper here because requiring the Debtors to make an early decision to assume or reject would most likely compel assumption of the Leases. Once assumed, the post-petition obligations under the Leases would, for the remainder of their terms, constitute administrative expenses. Assumption now would therefore jeopardize the administration of these cases and may jeopardize the development and confirmation of what could be a highly favorable plan for the creditors.

***Motion to Reject Leases***

17. In the time since the filing of the cases, Debtors have closed a number of offices and consolidated operations. The Debtors have determined that the leases listed on Exhibit B (the “Rejected Leases”), are not necessary for continued operations and are a burden on the estate. For each of these locations, the Debtors gave prior notice to the landlords that the lease would be rejected and have or will have vacated the premises on or before the dates set forth in Exhibit B. Therefore, the Debtors request an order approving the rejection of the Rejected Leases as of the date set forth with respect to each such Rejected Lease on Exhibit B.

18. It is possible that some of the Rejected Leases on Exhibit B have expired of their own terms. They are included from an abundance of caution.

19. On May 24, 2004, Debtors brought a motion to reject certain leases, including a lease with Aberfeldy Limited Partnership (“Aberfeldy”) for premises located at Suite 207, 1534 S-IH35, Austin, Texas (the “Aberfeldy Lease”). The monthly rental obligation was approximately \$4,500. Counsel for Aberfeldy contacted counsel for the Debtors on or about June 7, 2004, the day before the hearing, claiming that Aberfeldy had not received notice of the motion to reject. Aberfeldy’s counsel had filed a Notice of Appearance in these cases, but had not served the Notice of Appearance on Debtors’ counsel as required by Bankruptcy Rule 2002(i). Thus, Aberfeldy’s counsel was not on the service list maintained by Debtors’ counsel. The motion to reject was served on Aberfeldy by serving the address set forth in the lease for legal notices. Aberfeldy asserts that it provided Debtors with written notice of the change of address as required by the Aberfeldy Lease, but Debtors have no record of such notice and Aberfeldy has not provided them with a copy of the same. In any event, the Debtors vacated the premises covered by the Aberfeldy Lease on or before May 31, 2004 and by June 7, 2004 Aberfeldy was well aware of the request for an order rejecting the Aberfeldy Lease. Out of an abundance of caution, and in light of circumstances occurring after the entry of the Prior Rejection Order, the Debtors request an order reiterating that the Aberfeldy Lease was rejected, but changing the rejection date to June 7, 2004.

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

21. Pursuant to Local Rule 9013-2(c), Debtors give notice that they may, if necessary, call Dennis Simon, the Debtors’ Chief Executive Officer, or Gregory Von Arx, the Debtors’ Chief Financial Officer, both of whose business address is 6600 France Avenue South, Suite

510, Edina, Minnesota, to testify as to the necessity of extending the time to assume or reject the Leases.

WHEREFORE, Debtors respectfully request that the Court enter an order (a) extending the time to assume or reject the Leases until February 28, 2005; (b) providing that the Debtors may seek additional time to assume or reject the Leases by filing and serving a motion on or before February 28, 2005; (c) authorizing the Debtors to reject the leases listed on Exhibit B, as of the date set forth with respect to such Rejected Lease; and (d) providing such other relief as the Court deems just and equitable.

Dated: October 12, 2004

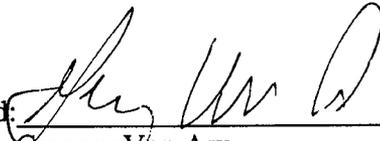
/e/ Heather B. Thayer  
Clinton E. Cutler (#158094)  
Faye Knowles (#56959)  
Heather B. Thayer (#222549)  
FREDRIKSON & BYRON, P.A.  
4000 Pillsbury Center  
200 South Sixth Street  
Minneapolis MN 55402-1425  
612-492-7000  
612-492-7077 fax

Attorneys for the Debtors

**VERIFICATION**

I, Gregory Von Arx, am the Chief Financial Officer of the each of the Debtors in the above-captioned cases. Based upon my personal information and belief, I declare under penalty of perjury that the facts set forth in the preceding Motion are true and correct, according to the best of my knowledge, information and belief.

Dated: October 12, 2004

Signed:   
\_\_\_\_\_  
Gregory Von Arx

#30241973

## Intrepid USA Healthcare Services

Office Location	Intrepid Party to Lease*	Intrepid Address 1	Intrepid Address 2	Intrepid Address 3	City	ST	ZIP	Landlord Name	Landlord Address 1	Landlord Address 2	City	ST	Zip	Additional Landlord Address
Abingdon, VA	F.C. of Virginia, Inc.	771 East Main Street	P.O. Box 2166	P.O. Box 2166	Abingdon	VA	24212	Ben M. Frizzell, Jr.	P.O. Box 3292	n/a	Bristol	TN	37625	n/a
Albany, GA	F.C. of Georgia, Inc.	2231-J Dawson Road	n/a	n/a	Albany	GA	31707	Fred W. Carter	Market Square	2231 J. Dawson Rd.	Albany	GA	31707	n/a
Albany, KY	F.C. of Kentucky, Inc.	801 Tennessee Road	n/a	n/a	Albany	KY	42602	River Front Building Center, Inc.	Attn: Eddie Dalton Route 5	Box 188	Albany	KY	42602	n/a
Amarillo, TX	Intrepid of Amarillo, Inc.	1619 S. Kentucky	n/a	Suite A-504	Amarillo	TX	79102	F&A Wellington Square, Ltd.	701 S. Taylor	Suite B-120	Amarillo	TX	79101	n/a
Ames, IA	Intrepid of Iowa, Inc. d/b/a New Horizons Nursing Services	1601 Golden Aspen Drive	n/a	Suite 108 A & B	Ames	IA	50010	Randall Corporation	Aspen Business Park	420 S. 17th Street	Ames	IA	50010	n/a
Anderson, IN	Intrepid of Indiana, Inc. d/b/a Western Medical Services	1316 Meridian Street	n/a	n/a	Anderson	IN	46016	Anderson Preservation, LLC	1013 Meridian Street	n/a	Anderson	IN	46016	n/a
Anniston, AL	F.C. of Alabama, Inc.	826 Leighton Avenue	n/a	n/a	Anniston	AL	36207	Freeman Properties, LLC	Attn: Lynn Allgood	822 Leighton Avenue	Anniston	AL	36207	n/a
Ardmore, OK	Intrepid of Oklahoma, Inc.	Mountain View Mail	1211 N Commerce	Suites 25-27	Ardmore	OK	73401	MVMA Associates	c/o EBL&S Property Mgmt.	230 S. Broad St.; Level M	Philadelphia	PA	19102	n/a
Augusta, AR	F.C. of Arkansas, Inc.	619 North 9th Street	P.O. Box 261	n/a	Augusta	AR	72006	Health Resources of Arkansas, Inc. (f/k/a N. Arkansas Human Services System)	n/a	P.O. Box 2578	Batesville	AR	72503	n/a
Austin - MN	Intrepid of Southern Minnesota, Inc.	329 North Main Street	n/a	Suite 102L	Austin	MN	55912	Austin Port Authority (a/k/a City of Austin, MN)	n/a	500 Fourth Avenue NE	Austin,	MN	55912-3773	n/a
Austin - MN STORAGE	Intrepid USA Healthcare Services	329 North Main Street	Lower Level	n/a	Austin	MN	55912	Austin Port Authority (City of Austin, MN)	500 Fourth Avenue NE	n/a	Austin,	MN	55912	n/a
Austin, TX (North)	Interlink Home Health Services of Austin, Texas, Inc.	2136 Rutland Drive	n/a	Suite B	Austin	TX	78758	Rutland-McNeil Investors, Ltd.	C/o Scott Young Properties	P.O. Box 1525	Austin	TX	78767	n/a
Austin, TX (North) STORAGE	Intrepid of Austin, Texas, Inc.	9205 Research Blvd.	Space No. C101-A	n/a	Austin	TX	78758	Public Storage	Public Storage, Inc.	9205 Research Blvd.	Austin	TX	78758	n/a
Beaumont, TX	Interlink Home Health Care, Inc.	87 Interstate 10 North	n/a	Suite 100	Beaumont	TX	77707	DBSI Regents LLC (f/k/a Park Regents, LLC)	Regents Park, 87 Interstate 10 N	Suite 100	Beaumont	TX	77707	1550 South Tech Lane. Meridian, ID 83642
Beaumont, STORAGE	Interlink Home Health Services	221 S. Memorial	n/a	(File Storage)	Nederland	TX	77627	Recall Storage (International Archives)	3780 Milam	n/a	Beaumont	TX	77701	n/a
Benton, KY	F.C. of Kentucky, Inc.	1765 Mayfield Highway	n/a	Suite A	Benton	KY	42025	Tom Dunn	P.O. Box 262	n/a	Benton	KY	42025	n/a

\* d/b/a Intrepid USA Healthcare Services unless otherwise noted.

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Bessemer, AL	F.C. of Alabama, Inc.	3603 Pine Lane SE	n/a	Suite A	Bessemer	AL	35022	Renee B. Cox (The Estate of) Don Wax	3603 Pine Lane	Suite B	Bessemer	AL	35022	n/a
Big Stone Gap, VA	F.C. of Virginia, Inc.	Cloverleaf Square	n/a	Suite A-1	Big Stone Gap	VA	24219		P.O. Box X	n/a	Big Stone Gap	VA	24219	n/a
Blacksburg, VA	F.C. of Virginia, Inc.	Colony Park	1997 South Main	Unit 601	Blacksburg	VA	24060	Lucas Realty	500 Colony Park	1999 South Main Street	Blacksburg	VA	24060	n/a
Bradenton, FL	F.C. of Florida, Inc.	Parkside Professional Center	2902 59th Street West	Suite Q	Bradenton	FL	34209	Parkside Partners	5515 21st Avenue	Suite D	Bradenton	FL	34209	n/a
Brady, TX (TX Shared) Billing Office	F.C. of Texas, Inc.	115 Main Street	n/a	n/a	Brady	TX		D&R Properties	117 E. Main	n/a	Brady	TX		n/a
Brazil, IN	Intrepid of Indiana, Inc.	1214 East National Avenue	n/a	Suite B130	Brazil	IN	47834	St. Vincent Clay Hospital	1206 E. National Avenue	n/a	Brazil	IN	47834	n/a
Brunswick, GA	F.C. of Georgia, Inc.	3528 Darien Highway 17N	n/a	2nd Floor	Brunswick	GA	31520	Jetstream Investments, LLC and W.H. (Bill) Brown Co.	Attn: Bill Brown, Co.	P.O. Box 1238	Brunswick	GA	31520	n/a
Burkesville, KY (Drop Site)	F.C. of Kentucky, Inc.	Smith-Stearns Building	North Side; Public Square	Room 200	Burkesville	KY	42717	Judd Rental Property	P.O. Box 415	Attn: Patsy Judd	Burkesville	KY	42717	n/a
Burnsville, MN	Intrepid of Rochester, Inc. dba New Horizons (now Intrepid of Golden Valley, Inc.)	900 W. 128th Street	n/a	n/a	Burnsville	MN	55337	York Management Company	Attn: Andrew or Diane Johnson	900 W. 128th Street; Suite 200	Burnsville	MN	55337	n/a
Cabot, AR	F.C. of Arkansas, Inc.	204 North 1st Street	n/a	Suite 1	Cabot	AR	72023	Main Street Joint Venture (c/o Fred J. Clark)	P.O. Box 282	n/a	Texarkana	TX	75504	n/a
Camilla, GA	F.C. of Georgia, Inc.	94 E. Oakland Avenue	n/a	n/a	Camilla	GA	31730	Pinson & Bankston	P.O. Box 385	n/a	Camilla	GA	30117	n/a
Campbellsville, KY	F.C. of Kentucky, Inc.	296 Campbellsville Bypass	n/a	Suite 1	Camp- bellsville	KY	42718	L&L Realty	c/o Leroy Batcher	4429 Scott Ridge Rd.	Raywick	KY	40060	n/a
Chesapeake, VA	F.C. of Virginia, Inc.	1025 Executive Boulevard	n/a	Suite 111	Ches-apeake	VA	23320	1025 Associates, LLC	7511 Courtland Place	n/a	Norfolk	VA	23505	n/a
Chester, VA	F.C. of Virginia, Inc.	1800 Coyote Drive	n/a	n/a	Chester	VA	23836	T.W. Taylor (formerly American Home Medical)	1800 Coyote Drive	n/a	Chester	VA	23836	n/a
Clarksville, TX	Intrepid of Northeast Texas, Inc.	1608 East Main	n/a	Suite A	Clarksville	TX	75426	Charles E. Dawson & Douglas R. Dawson	Rt. 4	Box 396	Clarksville	TX	75426	n/a

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Cocoa, FL	F.C. of Florida, Inc.	96 Willard Street	n/a	Suite 305	Cocoa	FL	32922	Joan McWilliams	517 B. Harbor City Blvd.	n/a	Melbourne	FL	32935	701 Tradewinds Drive, Indian Harbor Beach, Florida 32937
Columbia, KY	F.C. of Kentucky, Inc.	220 Office Park Drive	n/a	n/a	Columbia	KY	42728	Michael L. Stephens	808 Jamestown Street	n/a	Columbia	KY	42728	n/a
Conneaut, OH	Northcoast Health Care Group, Inc.	348G West Main Street	n/a	n/a	Conneaut	OH	44030	MCM Conneaut Plaza	13829 Euclid Ave.	n/a	Cleveland	OH	44112	n/a
Corporate - Antenna	Intrepid U.S.A., Inc.	6600 France Avenue South	n/a	(Rooftop Antenna)	Edina	MN	55435	Dahlia Properties Associates, L.P.	c/o Welsh Companies, LLC CM -9729	P.O. Box 70870	St. Paul	MN	55170	n/a
Corporate - OFFSITE STORAGE - St. Louis Park	Intrepid U.S.A., Inc.	3313 Republic Avenue	n/a	STORAGE:(2,500 ft2 of whse space at rear of building)	St. Louis Park	MN	not listed	Taylor Building Partnership, LLP	3313 Republic Avenue	n/a	St. Louis Park	MN	55426	n/a
Corporate - OFFSITE STORAGE Minikahda	Intrepid U.S.A., Inc.	150 Tyler Avenue No.	Space 1104	n/a	Hopkins	MN	55343	Minikahda Mini Storage	150 Tyler Avenue N.	n/a	Hopkins	MN	55343	n/a
Corporate - OFFSITE STORAGE Minikahda	Intrepid U.S.A., Inc.	150 Tyler Avenue No.	Space 1107	n/a	Hopkins	MN	55343	Minikahda Mini Storage	150 Tyler Avenue N.	n/a	Hopkins	MN	55343	n/a
Corporate - OFFSITE STORAGE Minikahda	Intrepid U.S.A., Inc.	150 Tyler Avenue No.	Space 1009	n/a	Hopkins	MN	55343	Minikahda Mini Storage	150 Tyler Avenue N.	n/a	Hopkins	MN	55343	n/a
Corporate - OFFSITE STORAGE Minikahda	Intrepid U.S.A., Inc.	150 Tyler Avenue No.	Spece 1121	n/a	Hopkins	MN	55343	Minikahda Mini Storage	150 Tyler Avenue N.	n/a	Hopkins	MN	55343	n/a
Corporate - OFFSITE STORAGE Minikahda	Intrepid U.S.A., Inc.	150 Tyler Avenue No.	Space 1202	n/a	Hopkins	MN	55343	Minikahda Mini Storage	150 Tyler Avenue N.	n/a	Hopkins	MN	55343	n/a
Corporate - OFFSITE STORAGE Minikahda	Intrepid U.S.A., Inc.	150 Tyler Avenue No.	Space 1203	n/a	Hopkins	MN	55343	Minikahda Mini Storage	150 Tyler Avenue N.	n/a	Hopkins	MN	55343	n/a
Corporate - OFFSITE STORAGE Minikahda	Intrepid U.S.A., Inc.	150 Tyler Avenue No.	Space 1204	n/a	Hopkins	MN	55343	Minikahda Mini Storage	150 Tyler Avenue N.	n/a	Hopkins	MN	55343	n/a
Corporate - OFFSITE STORAGE Minikahda	Intrepid U.S.A., Inc.	150 Tyler Avenue No.	Space 1205	n/a	Hopkins	MN	55343	Minikahda Mini Storage	150 Tyler Avenue N.	n/a	Hopkins	MN	55343	n/a
Corporate - OFFSITE STORAGE Minikahda	Intrepid U.S.A., Inc.	150 Tyler Avenue No.	Space 1206	n/a	Hopkins	MN	55343	Minikahda Mini Storage	150 Tyler Avenue N.	n/a	Hopkins	MN	55343	n/a
Corporate - OFFSITE STORAGE Minikahda	Intrepid U.S.A., Inc.	150 Tyler Avenue No.	Space 1207	n/a	Hopkins	MN	55343	Minikahda Mini Storage	150 Tyler Avenue N.	n/a	Hopkins	MN	55343	n/a

\* d/b/a Intrepid USA Healthcare Services unless otherwise noted.

Intrepid USA Healthcare Services

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<b>Corporate - OFFSITE STORAGE Minikahda</b>	Intrepid U.S.A., Inc.	150 Tyler Avenue No.	Space 1208	n/a	Hopkins	MN	55343	Minikahda Mini Storage	150 Tyler Avenue N.	n/a	Hopkins	MN	55343	n/a
<b>Corporate - OFFSITE STORAGE Minikahda</b>	Intrepid U.S.A., Inc.	150 Tyler Avenue No.	Space 1228	n/a	Hopkins	MN	55343	Minikahda Mini Storage	150 Tyler Avenue N.	n/a	Hopkins	MN	55343	n/a
<b>Corporate - OFFSITE STORAGE Minikahda</b>	Intrepid U.S.A., Inc.	150 Tyler Avenue No.	Space 1301	n/a	Hopkins	MN	55343	Minikahda Mini Storage	150 Tyler Avenue N.	n/a	Hopkins	MN	55343	n/a
<b>Corporate - OFFSITE STORAGE Minikahda</b>	Intrepid U.S.A., Inc.	150 Tyler Avenue No.	Space 1329	n/a	Hopkins	MN	55343	Minikahda Mini Storage	150 Tyler Avenue N.	n/a	Hopkins	MN	55343	n/a
<b>Corporate - OFFSITE STORAGE Minikahda</b>	Intrepid U.S.A., Inc.	150 Tyler Avenue No.	Space 1706	n/a	Hopkins	MN	55343	Minikahda Mini Storage	150 Tyler Avenue N.	n/a	Hopkins	MN	55343	n/a
<b>Corporate - OFFSITE STORAGE Minikahda</b>	Intrepid U.S.A., Inc.	150 Tyler Avenue No.	Space 1708	n/a	Hopkins	MN	55343	Minikahda Mini Storage	150 Tyler Avenue N.	n/a	Hopkins	MN	55343	n/a
<b>Corporate - OFFSITE STORAGE Minikahda</b>	Intrepid U.S.A., Inc.	150 Tyler Avenue No.	Space 1713	n/a	Hopkins	MN	55343	Minikahda Mini Storage	150 Tyler Avenue N.	n/a	Hopkins	MN	55343	n/a
<b>Corporate - PARKING #36</b>	Intrepid U.S.A., Inc.	6600 France Avenue South	n/a	Parking Space 36 (underneath building)	Edina	MN	55435	Dahlia Properties Associates, L.P.	c/o Welsh Companies, LLC CM -9729	P.O. Box 70870	St. Paul	MN	55170	n/a
<b>Corporate - PARKING #53</b>	Intrepid U.S.A.	6600 France Avenue South	n/a	Parking under 6800 Building	Edina	MN	55435	Southdale Office L.L.C.	c/o Welsh Companies, LLC CM -9729	P.O. Box 70870	St. Paul	MN	55170	n/a
<b>Corporate - STORAGE A</b>	Intrepid USA Healthcare Services	6600 France Avenue South	n/a	STORAGE: Storeroom A	Edina	MN	55435	Southdale Office L.L.C.	c/o Welsh Companies, LLC CM -9729	P.O. Box 70870	St. Paul	MN	55170	n/a
<b>Corporate - STORAGE D</b>	Intrepid U.S.A., Inc.	6600 France Avenue South	n/a	STORAGE: Storeroom number D	Edina	MN	55435	Southdale Office L.L.C.	c/o Welsh Companies, LLC CM -9729	P.O. Box 70870	St. Paul	MN	55170	n/a
<b>Corporate - STORAGE U SAVE</b>	Intrepid Companies, Inc.	3800 Louisiana Ave.	Unit 4434	n/a	St. Louis Park	MN	55426	U-Save Park Self Storage LP	3800 Louisiana Avenue	n/a	St. Louis Park	MN	55426	n/a
<b>Corporate -- MAIN OFFICES</b>	Intrepid Companies, Inc.	6600 France Avenue South	n/a	Suites 510, 515, 525, 560, 565, 585	Edina	MN	55435	Dahlia Properties Associates, L.P. (formerly Dahlia LLC, Dahlia Enterprises LLC, Southdale Office Joint Venture)	c/o DPM, Inc. One Penn Plaza	40th Floor	New York	NY	10119	n/a
<b>Covington, VA</b>	F.C. of Virginia, Inc.	362 W. Main Street	n/a	n/a	Covington	VA	24426	Mary P. Garten	201 Locust Street	n/a	Covington	VA	24426	n/a
<b>Cranston, RI</b>	Intrepid USA	1020 Park Avenue	n/a	Unit 21	Cranston	RI	02910	Cranwick Realty	c/o Bill Capuano	1020 Park Avenue	Cranston	RI	2910	n/a

\* d/b/a Intrepid USA Healthcare Services unless otherwise noted.

## Intrepid USA Healthcare Services

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Dallas, TX (Childrens)	F.C. of Texas, Inc.	9011 John Carpenter Freeway	n/a	Suite 101A	Dallas	TX	75247	Jim Lake Companies	Attn: Brokerage Property Manager	1350 Manufacturing St.; Suite 101	Dallas	TX	75207	n/a
Dallas, TX	F.C. of Texas, Inc.	9011 John Carpenter Freeway	n/a	Suite 101B	Dallas	TX	75247	Jim Lake Companies	Attn: Brokerage Property Manager	1350 Manufacturing St.; Suite 101	Dallas	TX	75207	n/a
Denver, CO	Intrepid America - Colorado, Inc.	3900 E. Mexico Ave.	n/a	Suite GL10	Denver	CO	80210	Woodmen Office Land Associates, LLC	1777 S. Harrison Street	Suite 101	Denver	CO	80210	717 17th Street, Suite 200, Denver, CO 80202
Des Moines, IA	Intrepid of Iowa, Inc.	Merle Hay Centre Bldg.	6200 Aurora Avenue	Suite 603E	Urbandale	IA	50322	Merle Hay Mall	30 North Michigan Avenue	Suite 1008	Chicago	IL	60602	n/a
El Paso, TX	Intrepid of El Paso, Inc.	6070 Gateway East	n/a	Suite 105	El Paso	TX	79905	6070 Gateway East, LP	Attn: Mr. David Gremar	8201 Lockheed Dr., Ste.109	El Paso	TX	79925	n/a
Elizabethtown, KY	F.C. of Kentucky, Inc.	800 Cardinal Drive	Suite 100	n/a	Eliza-bethtown	KY	42701	Timothy R. Davis	c/o Terri V. Davis	6109 St. John, P.O. Box 2525	Elizabethtown	KY	42702	n/a
Elyria, OH	Intrepid of Ohio, Inc.	347 Midway Blvd	n/a	Suite 210	Elyria	OH	44035	Mid-Way Plaza Company LP	c/o Homer E. Guren; Carlyle Mgmt.	28001 Chagrin Blvd. #302	Cleveland	OH	44122	n/a
Eunice, LA	Interlink Home Health Services of Louisiana, Inc.	143 N. 4th Street	n/a	n/a	Eunice	LA	70535	Wilford Arnaud	145 North 4th Street	n/a	Eunice	LA	70535	1956 Tiger Lane, Eunice, LA 70535.
Fairfax, VA (Falls Church)	Intrepid of Virginia, Inc.	3919 Old Lee Highway	n/a	Suite 83C	Fairfax	VA	22030	New Options Founders	Attn: Paul Sniffin	216 Schilling Circle; Suite 202	Hunt Valley	MD	21301	n/a
Glasgow, KY	F.C. of Kentucky, Inc.	214 Shane Drive	n/a	n/a	Glasgow	KY	42141	Larry & Vickie Jenkins	Decorators Supply	P.O. Box 1903	Glasgow	KY	42142	n/a
Golden Valley, MN	Intrepid of Golden Valley, Inc.	8421 Wayzata Boulevard	n/a	Suite 100	Golden Valley	MN	55426	8401 Westwood Office Associates, LP	NW 5153	P.O. Box 1450	Minneapolis	MN	55485	n/a
GV - ALS Menorah	Intrepid of Golden Valley, Inc.	4925 Minnetonka Blvd.	Apt. 213	n/a	St. Louis Park	MN	55416	Menorah Plaza	4925 Minnetonka Blvd.	n/a	St. Louis Park	MN	55416	n/a
GV - ALS Meridian Manor	Intrepid of Golden Valley, Inc.	163. W. Wayzata Blvd.	n/a	n/a	Wayzata	MN	55391	LaNel Housing Services, Inc.	163 W. Wayzata Blvd.	n/a	Wayzata	MN	55391	Lang Nelson Associates, Inc. 4601 Excelsior Blvd, St. Louis Park, MN 55416
GV - ALS The Pines	Intrepid of Golden Valley, Inc.	400 West 67th Street	n/a	n/a	Richfield	MN	55423	LaNel Housing Services, Inc.	400 West 67th Street	n/a	Richfield	MN	55423	Lang Nelson Associates, Inc. 4601 Excelsior Blvd, St. Louis Park, MN 55416

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## Intrepid USA Healthcare Services

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<b>GV - ALS Heathers</b>	The Intrepid of Golden Valley, Inc.	3000 Douglas Avenue	n/a	n/a	Crystal	MN	55422	Heathers Manor	3000 Douglas Avenue	n/a	Crystal	MN	55422	Lang Nelson Associates, Inc. 4601 Excelsior Blvd, St. Louis Park, MN 55416
<b>GV - ALS Rivers</b>	The Intrepid of Golden Valley, Inc.	11151 River Hills Drive	n/a	n/a	Burnsville	MN	55337	LaNel Housing Services, Inc.	11151 River Hills Drive	n/a	Burnsville	MN	55337	Lang Nelson Associates, Inc. 4601 Excelsior Blvd, St. Louis Park, MN 55416
<b>GV - ALS Waterford</b>	The Intrepid of Golden Valley, Inc.	6288 Louisiana Court N.	n/a	n/a	Brooklyn Park	MN	55428	LaNel Housing Services, Inc.	6288 Louisiana Court N.	n/a	Brooklyn Park	MN	55428	Lang Nelson Associates, Inc. 4601 Excelsior Blvd, St. Louis Park, MN 55416
<b>Harriman, TN</b>	F.C. of Tennessee, Inc.	314 Devonia Street	n/a	n/a	Harriman	TN	37748	Roane Medical Center	412 Devonia Street	n/a	Harriman	TN	37748	n/a
<b>Hazen, AR</b>	F.C. of Arkansas, Inc.	107 N. Hazen Avenue	P.O. Box 745	n/a	Hazen	AR	72064	City of Hazen	P.O. Box M.	n/a	Hazen	AR	75501	n/a
<b>Healdton, OK</b>	Intrepid of Oklahoma, Inc.	423 W. Texas	n/a	n/a	Healdton	OK	73438	AAJ Jennings, Inc.	P.O. Box 611	n/a	Healdton	OK	73438	n/a
<b>Henderson, KY</b>	F.C. of Kentucky, Inc.	129 Second Street	n/a	n/a	Henderson	KY	42420	HMS Management	52 Spring Garden Road	n/a	Henderson	KY	42420	n/a
<b>Hickory, NC</b>	Intrepid of North Carolina, Inc.	1067 13th Street SE	n/a	n/a	Hickory	NC	28602	Nelson Family Limited Partnership	c/o W. Andrew Wells, Jr.	P.O. Box 729	Hickory	NC	28603	n/a
<b>Homerville, GA</b>	F.C. of Georgia, Inc.	601 Courtland Avenue	n/a	n/a	Homerville	GA	31634	Glover Properties	Route 1	Box 1525	Wrightville	GA	31096	n/a
<b>Houston, TX</b>	Intrepid of Houston, Texas, Inc.	9545 Katy Freeway	n/a	Suite 120	Houston	TX	77024	Lacy Petroleum, Inc.	P.O. Box 4737	n/a	Houston	TX	72210	n/a
<b>Indianapolis, IN</b>	F.C. of Indiana, Inc.	8770 Guion Rd	n/a	Suite R	Indianapolis	IN	46268	Fortune Park Associates, Building 9 Limited Partnership	c/o Urbahns Companies	280 E. 96th Street, Suite 250	Indianapolis	IN	46240	n/a
<b>Indianapolis, IN STORAGE</b>	F.C. of Indiana, Inc.	4225 West 86th Street	n/a	n/a	Indianapolis	IN	46268	Shurgard Storage	4225 West 86th Street	n/a	Indianapolis	IN	46268	n/a
<b>Jackson, TN</b>	F.C. of Tennessee, Inc.	72 Stonebridge	n/a	Suite 1	Jackson	TN	38305	Mary Newman	173 Farmington	n/a	Jackson	TN	38305	n/a
<b>Jasper, AL</b>	F.C. of Alabama, Inc.	52 North Walston Bridge Road	n/a	Suite 100	Jasper	AL	35501	Albert Day Legg, III	P.O. Box 1614	n/a	Jasper	AL	35501	n/a
<b>Kilmarnock, VA</b>	F.C. of Virginia, Inc.	90 North Main Street	P.O. Box 639	n/a	Kilmarnock	VA	22482	Donahue Properties (Stuart F. Klee)	98 North Main Street	n/a	Kilmarnock	VA	22482	n/a
<b>Kingsland, GA</b>	F.C. of Georgia, Inc.	100 Mariners Drive	n/a	Suite D	Kingsland	GA	31548	Mariner Place Partners	100 Mariners Drive	Suite A	Kingsland	GA	31548	P.O. Box 5245 St. Marys, GA 31558

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Kingston, OK	Intrepid of Oklahoma, Inc.	411 Highway 70 North	n/a	n/a	Kingston	OK	73439	Wayne Scribner and Yvonne Scribner	P.O. Box 979	n/a	Kingston	OK	73439	n/a
Lebanon, KY	F.C. Kentucky, Inc.	259 West Walnut Street	n/a	n/a	Lebanon	KY	40033	William E. Loper	647 Maple Street	n/a	Lebanon	KY	40033	n/a
Lebanon, MO	F.C. of Missouri, Inc.	807 S Jefferson Street	n/a	n/a	Lebanon	MO	65536	Elbert Montgomery	P.O. Box 592	n/a	Lebanon	MO	65536	n/a
Leitchfield, KY	F.C. of Kentucky, Inc.	1599 Elizabethtown Rd	n/a	n/a	Leitchfield	KY	42754	James & Sharon Clemens; Jimmy Stinson	1599 Elizabethtown Road	n/a	Leitchfield	KY	42754	n/a
Lemoyne, PA (formerly Harrisburg; Msh)	F.C. of West Virginia, Inc.	Three Lemoyne Drive	n/a	Suite 101	Lemoyne	PA	17043	RSR Realtors	Three Lemoyne Drive	Suite 100	Lemoyne	PA	17043	n/a
Lexington, TN	F.C. of Tennessee, Inc.	911 East Church Street	n/a	Suite B	Lexington	TN	38351	Corporate Images, Inc.	911 E. Church Street	Suite J	Lexington	TN	38351	n/a
Liberty, KY	F.C. of Kentucky, Inc.	190 Hustonville St.	n/a	n/a	Liberty	KY	42539	Farmers Deposit Bank, Inc.	P.O. Box 760	n/a	Liberty	KY	42539	n/a
Lincoln, NE	Intrepid of Nebraska, inc.	7501 O Street	n/a	Suite 106	Lincoln	NE	68510	Hampton Enterprises, Inc.	1660 South 70th Street	Suite 203	Lincoln	NE	68506	n/a
Little Rock, AR	F.C. of Arkansas, Inc.	300 S. Rodney Parham	n/a	Suite 14	Little Rock	AR	72205	Selmar, Inc. Trustee-Parham Place Joint Venture	LRA Management	6705 W. 12th St., Suite 2	Little Rock	AR	72204	n/a
Marksville, LA (Mortgage Interest)	Intrepid of Louisiana, Inc.	343 Tunica Drive West	n/a	n/a	Marksville	LA	71351	Gagnard Properties, Inc.	873 S. Washington Street	n/a	Marksville	LA	71351	n/a
Marshall, TX	Interlink Home Health Services of Northeast Texas, Inc.	2904 Victory Drive	n/a	n/a	Marshall	TX	75670	Thomas R. Wynn and Amanda J. Wynn	436 Harrington Raod	n/a	Marshall	TX	75670	n/a
Mayfield, KY	F.C. of Kentucky, Inc.	120 West Walnut Street	n/a	n/a	Mayfield	KY	42066	Kenneth A. Roth	1608 Hermitage Place	n/a	Murray	KY	42071	n/a
McAlester, OK	Intrepid of Oklahoma, Inc.	1101B Wade Watts Avenue	n/a	n/a	McAlester	OK	74501	A.K.K. Management Services, Inc.	1101 Wade Watts Avenue	n/a	McAlester	OK	74501	n/a
McCrary, AR	F.C. of Arkansas, Inc.	109 9th Street, Bldg. 1	P.O. Box 365	n/a	McCrary	AR	72101	R.B. Wilson & Fred E. Wilson	P.O. Box 837	803 N. Seaman Street	McCrary	AR	72101	n/a
McMinnville, TN	F.C. of Tennessee, Inc.	1037 Smithville Hwy	n/a	n/a	McMinnville	TN	37110	Investment Partners	P.O. Box 669	114 S. Court Square	McMinnville	TN	37111	n/a
Mechanicsville, VA	F.C. of Virginia, Inc.	7443 Lee Davis Road	Clocktower Building	Suite 300	Mecha-nicsville	VA	23111	Brandy Hill Associates, LLC	c/o Perrine & Wheeler Real Estate Company	P.O. Box 3578	Norfolk	VA	23514	n/a
Melbourne, FL	F.C. of Florida, Inc.	725 S. Apollo Blvd.	n/a	n/a	Melbourne	FL	32901	Brevco Properties, Inc.	Attn: Dick Marshall	10 S. Harbor City Boulevard	Melbourne	FL	32901	n/a

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Memphis, TN (Spicer)	F.C. of Tennessee, Inc.	Perimeter Point	2165 Spicer Cove	Suite 14	Memphis	TN	38134	Knickerbocker Properties, Inc. XII	c/o Weston Management Co.	P.O. Box 17847	Memphis	TN	38182	1715 Aaron Bremer Drive, Ste. 500, Memphis, TN 38120
Memphis, TN (Poplar)	F.C. of Tennessee, Inc.	2430 Poplar Avenue	n/a	Floor 1	Memphis	TN	38112	Family Services of the Mid-South	Attn: Brian J. O'Malley	2430 Poplar Avenue	Memphis	TN	38112	n/a
Midland, TX	Interlink HHS of West Texas, Inc.	1030 Andrews Highway	n/a	Suite 120	Midland	TX	79701	United Plaza - Midland LLC d/b/a United Office Plaza	1031 Andrews Hwy.	Suite 105	Midland	TX	79701	n/a
Monterey, TN	F.C. of Tennessee, Inc.	400 W. Crawford Ave.	n/a	Suite A	Monterey	TN	38574	Mayor and Aldermen of Monterey, Tennessee	302 E. Commercial Street	n/a	Monterey	TN	38574	Town of Monterey, P.O. Box 97, Monterey, TN 38574. Mayor & Aldermen of Monterey, TN, City Hall, Monterey, TN 38574; copy to: Dale Bohannon, 115 South Dixie Avenue, Cookeville, TN 38501
Montgomery, AL	F.C. of Alabama, Inc.	1291 Newell Parkway	n/a	n/a	Mont-gomery	AL	36110	Price Ceiling, LLC	1225 Emory Fulmar Boulevard	n/a	Montgomery	AL	36110	n/a
Monticello, KY	F.C. of Kentucky, Inc.	P.O. Box 65	Tradeway Shopping Center	n/a	Monticello	KY	42633	Tradeway, Inc.	P.O. Box 430	n/a	Somerset	KY	42502	n/a
Morganfield, KY	F.C. of Kentucky, Inc.	124 N. Court	Office A	n/a	Morganfield	KY	42437	Ronald Greenwell	535 Ed Ricketts Road	n/a	Morganfield	KY	42437	n/a
Mountain Grove, MO	F.C. of Missouri, Inc.	205 W. 3rd Street	n/a	Suite 1	Mountain Grove	MO	65711	FYBAR Service Corporation	P.O. Box 807	n/a	Mountain Grove	MO	65711	n/a
Mt. Vernon, MO	F.C. of Missouri, Inc.	316 West Mt. Vernon Blvd	n/a	n/a	Mt Vernon	MO	65712	Les Featherston and Lynda D. Featherston	11853 Lawrence	No. 1105	Mt. Vernon	MO	65712	n/a
Murfreesboro, TN	F.C. of Tennessee, Inc.	510 N Maney	n/a	n/a	Murfree- sboro	TN	37130	Dr. & Mrs. E.C. Tolbert	421 E. Bell Street	n/a	Murfreesboro	TN	37130	n/a
Murray, KY	F.C. of Kentucky, Inc.	1616 Hwy 121 North	P.O. Box 925	n/a	Murray	KY	42071	Bell & Cohoon	Joe Pat Cohoon	1811 Graham Road	Murray	KY	42071	n/a
N.Charleston, SC	F.C. of South Carolina, Inc.	2170 Ashley Phosphate Rd	n/a	Suite 501	North Charleston	SC	29406	First Citizen Bank & Trust of S. Carolina c/o Colliers Keenan	151 Meeting Street	P.O. Box 610	Charleston	SC	29402	n/a

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Nashville, TN	F.C. of Tennessee, Inc.	1420 Donelson Pike	n/a	Suite B19	Nashville	TN	37217	Duke Realty Limited Partnership	Attn: Property Management	782 Melrose Avenue	Nashville	TN	37217	n/a
Nassau Bay, TX	Intrepid of Houston, Texas, Inc.	1322 Space Park Drive	n/a	Suite A198	Nassau Bay	TX	77058	1322 Space Park, LP	P.O. Box 4737	n/a	Houston	TX	77210	n/a
Natrona Heights, PA	F.C. of West Virginia, Inc.	1 Acee Drive	n/a	Suite B	Natrona Heights	PA	15065	Dominick Falo & Norma Jean Falo	30 Frankford Lane	n/a	New Kensington	PA	15068	n/a
Oklahoma City, OK STORAGE	Intrepid USA	5 Northeast 12th Street	n/a	n/a	Oklahoma City	OK	73104	Business Records Storage	5 NE 12th Street	n/a	Oklahoma City	OK	73104	n/a
Omaha, NE	Intrepid of Nebraska, Inc. d/b/a Western Medical Services	909 North 96th Street	n/a	Suite 102	Omaha	NE	68114	Lincoln Trust Co, Custodian FBO David W. Barnes	12346 Rose Lane	n/a	Omaha	NE	68154	n/a
Onley, VA	F.C. of Virginia, Inc.	25367 Lankford Highway	P.O. Box 770	n/a	Onley	VA	23418	Shore, Inc. Attn: Len Stauffer	P.O. Box 265	n/a	Franktown	VA	23354	n/a
Orlando, FL	F.C. of Florida, Inc.	933 Lee Road	n/a	Suite 404	Orlando	FL	32810	Robert N. Johnson Jr. d/b/a SRG/933 Building	c/o Southeastern Realty	933 Lee Rd., Suite 400	Orlando	FL	32810	n/a
Paris, TX	Intrepid of Northeast Texas, Inc.	2610 Lamar Avenue	Suite A	n/a	Paris	TX	75486	SLO, Inc.	20960 FM 79	n/a	Sumner	TX	75486	n/a
Plantation, FL	F.C. of Florida, Inc.	100 S. Pine Island Road	n/a	Suite 201	Plantation	FL	33324	South Pine Island, Inc.	Attn: Dennis Udwin, President	2328 10th Avenue North; Suite 401	Lake Worth	FL	33461	n/a
Pulaski, VA	F.C. of Virginia, Inc.	101 1st St NW	n/a	n/a	Pulaski	VA	24301	"PMA, LLC" (Pulaski Medical Arts, LLC)	101 1st Street NW	n/a	Pulaski	VA	24301	Pulaski Medical Arts, LLC 4415 Pheasant Ridge Rd., Building 1, Suite #102 Roanoke, VA 24014
Queens Village, NY	JJED Care, Inc. and Joseph Tonelli	212-45 Jamaica Avenue	n/a	n/a	Queens Village	NY	11428	212-47 Jamaica Avenue Realty Corporation	212-47 Jamaica Avenue	n/a	Queens Village	NY	11429	n/a
Raleigh, NC - STORAGE	HealthMate	2300 Westinghouse Blvd	Suite 102	n/a	Raleigh	NC	27604	Raleigh Bonded Data Storage	P.O. Box 950	n/a	Morrisville	NC	27560	1505 Capital Blvd., Raleigh, NC 27603 (Sharon Pope 919-833-0216)
Raleigh, NC	Intrepid of North Carolina, Inc.	2300 Westinghouse Blvd	n/a	Suite 102 & 103	Raleigh	NC	27604	Parker Raleigh Development XXIV, LP	P.O. Box 58036	n/a	Raleigh	NC	27658	n/a
Richlands, VA	F.C. of Virginia, Inc.	1600 Front Street	n/a	Suite 406	Richlands	VA	24641	Receiver for Vero Investments, L.C.	c/o Chaffin Law Firm, P.C.	P.O. Box 1370	Lebanon	VA	24266	n/a
Rochester, MN	Intrepid of Rochester, Inc.	2900 43rd St NW	n/a	n/a	Rochester	MN	55901	Leslie E. Nelson	P.O. Box G	n/a	Clear Lake	IA	50428	n/a

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Rochester, NY	Intrepid of New York, Inc. d/b/a Western Medical Services	Rochester Club Centre	120 East Avenue	n/a	Rochester	NY	14604	120 East Avenue Corporation	c/o Realty Performance Group	2450 West Ridge Road, Suite 303	Rochester	NY	14626	n/a
Roseville Home Care (MN)	Intrepid of the Twin Cities, Inc.	2770 Cleveland Avenue	n/a	n/a	Roseville	MN	55113	Minnesota Industrial Properties, LP	c/o Ryan Properties	50 S. 10th Street, Suite 300	Minneapolis	MN	55403	n/a
Roseville, MN (Supplemental)	Intrepid U.S.A., Inc.	2780 N. Snelling Ave	n/a	Suite 102	Roseville	MN	55113	Roseville, LLC	4900 Highway 169 North	Suite 100	New Hope	MN	55428	n/a
San Angelo, TX	Sharon Hicks d/b/a West Texas Health Care	3122 Lake Drive	n/a	n/a	San Angelo	TX	76903	W. Hampton Beesley and Louis E. Rork	610 S. Bryant Boulevard,	Suite C	San Angelo	TX	76903	n/a
San Antonio, TX	Interlink Home Health Services of San Antonio, Inc.	8632 Fredericksburg	n/a	Suite 209	San Antonio	TX	78240	Galaxy Office Complex	8632 Fredericksburg	Suite 130	San Antonio	TX	78240	n/a
San Antonio, TX STORAGE	Interlink Home Health Service	8447 Wurzbach Road	n/a	Unit 0200	San Antonio	TX	78240	Alamo Wurzbach Mini Storage	8447 Wurzbach Road	n/a	San Antonio	TX	78240	n/a
Seaford, NY	Intrepid of New York, Inc.	3939 Merrick Road	FL 2	n/a	Seaford	NY	11783	John Stefanou	20-06 125th Street	n/a	College Point	NY	11356	n/a
Seattle, WA (Tukwila)	Intrepid of Washington, Inc.	1101 Andover Park West	n/a	Suite 104	Tukwila	WA	98188	G-Force Associates, LLC	415 Baker Boulevard	Suite 200	Tukwila	WA	98188	n/a
Shaker Heights, OH (Cleveland)	Northcoast Health Care Group, Inc.	3645 Warrensville Center Road	Park East Office Park	Suite 124	Shaker Heights	OH	44122	Park East Office Park, LLC	3733 Park East Drive	Suite 210	Beachwood	OH	44122	n/a
Somerset, KY	F.C. of Kentucky, Inc.	110 Hardin Lane	P.O. Box 1149	Suite 4	Somerset	KY	42503	Resource Affiliates, Partnership	c/o Lewis Gregory	P.O. Box 905 285 Old Hwy 90	Monticello	KY	42633	n/a
Somerset, KY STORAGE	F.C. of Kentucky, Inc.	280 Bogle Street	Acct # U-196-2 units	n/a	Somerset	KY	42501	Tradepark Storage LLC.	P.O. Box 430	n/a	Somerset	KY	42501	280 Bogle Street, Somerset, KY 42501
Southaven, MS	F.C. of Missouri, Inc.	8705 B Northwest Drive	n/a	Suite 11	Southaven	MS	38671	Dr. Stephen Joe	8747 North west Drive	Suite 1 & 3	Southaven	MS	38671	n/a
Spokane, WA	Intrepid of Washington, Inc.	1718 W. Broadway	n/a	Suite 100	Spokane	WA	99201	Valley Empire Collection (successor to B&D Prop.Mgmt.)	Attn: Troy Peterson	11707 E. Montgomery Drive	Spokane	WA	99206	n/a
Springfield, MO	F.C. of Missouri, Inc.	777 E. Battlefield	n/a	Suite 101-B	Springfield	MO	65807	777 E. Battlefield, LLC	c/o Rankin & Company	3022 S. National	Springfield	MO	65804	n/a
St. Louis, MO	Intrepid of Minnesota, Inc. d/b/a New Horizons	500 Northwest Plaza	n/a	Suite 517	St. Ann	MO	63074	Northwest Plaza, LLC	1161 Wilshire Boulevard	12th Floor	Los Angeles	CA	90025	n/a

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Sweetwater, TN	F.C. of Tennessee, Inc.	689 Highway 68	n/a	n/a	Sweetwater	TN	37874	Sheb and Tammy Phillips	c/o Phillips Contractors & Mgmt., LLC	651 Oakland Rd.	Sweetwater	TN	37874	448 Lees Chapel Rd., Sweetwater, TN 37874.
Terre Haute, IN	F.C. of Indiana, Inc.	1072 Windsor Dr	n/a	n/a	Terre Haute	IN	47802	Bloomington Investment Group	P.O. Box 7058	n/a	Terre Haute	IN	47802	n/a
Tucson, AZ	F.C. of Arizona, Inc.	1580 North Kolb Road	n/a	Suite 110	Tucson	AZ	85715	Arizona Equities Investor Group, Ltd. LLP (c/o Anthem Equity Group, Inc.)	1600 N. Kolb Road	Suite 118	Tucson	AZ	85715	n/a
Tullahoma, TN	F.C. of Tennessee, Inc.	205 Wilson Avenue	n/a	n/a	Tullahoma	TN	37388	R E Alexander Realty (Company)	P.O. Box 1325	n/a	Tullahoma	TN	37388	n/a
Valdosta, GA	F.C. of Georgia, Inc.	101 F Northside Dr	n/a	Suite 1	Valdosta	GA	31602	James B. Sineath	2140 Andover Drive	n/a	Valdosta	GA	31602	n/a
Walterboro, SC	F.C. of South Carolina, Inc.	415-E Robertson Blvd	n/a	n/a	Walterboro	SC	29488	Healthcare Associates of Walterboro, LLC	c/o Dr. Sam Hazel	415-A Robertson Blvd.	Walterboro	SC	29488	n/a
Warren, OH	NorthCoast Health Care d/b/a Intrepid USA Healthcare Services	4013 East Market Street	n/a	n/a	Warren	OH	44484	North Mar Center V	c/o Stephen R. Lippy Co.	3915 East Market Street	Warren	OH	44484	n/a
Weirton, WV	F.C. of West Virginia, Inc.	3205 Pennsylvania Avenue	n/a	n/a	Weirton	WV	26062	Daniel Spanovich	210 Three Spring Drive	n/a	Weirton	WV	26062	n/a
West Palm Beach, FL	F.C. of Florida, Inc.	5049 Okeechobee Blvd	n/a	Suite 10	West Palm Beach	FL	33417	Cohen Market Venture, LLC	Attn: Brian S. Cohen	P.O. Box 22344	W. Palm Beach	FL	33422	n/a
Wexford, PA	F.C. of West Virginia, Inc.	11279 Perry Highway	n/a	Suite 120	Wexford	PA	15090	Gigliotti Properties, Inc.	11279 Perry Hwy	n/a	Wexford	PA	15090	n/a
Whitley City, KY	F.C. of Kentucky, Inc.	South Fork Plaza Shopping Center	P.O. Box 58	n/a	Whitley City	KY	42653	McCreary Professional Company	P.O. Box 189	19 Medical Loop, Suite 3	Whitley City	KY	42653-0189	McCreary Professional Building, Whitley City, KY 42653
Wichita Falls, TX	F.C. of Texas, Inc.	Chelsea Plaza	909 8th Street	Suite 202	Wichita Falls	TX	76301	T.C. White & Co. d/b/a White Realty Management Company	900 Hamilton Building	900 Eighth Street, Suite 900	Wichita Falls	TX	76301	n/a
Williamsburg, VA	F.C. of Virginia, Inc.	212 Packets Court	Suites A & B	214 C & D	Williamsburg	VA	23185	The Revocable Living Trust of Roy and Carol Hirose	P.O. Box 120064	n/a	Newport News	VA	23612	n/a

\* d/b/a Intrepid USA Healthcare Services unless otherwise noted.

Intrepid USA Healthcare Services

Date of Rejection	Office Location	Intrepid Party to Lease*	Intrepid Address 1	Intrepid Address 2	Intrepid Address 3	City	ST	ZIP	Landlord Name	Landlord Address 1	Landlord Address 2	City	ST	Zip	Additional Landlord Address
31-Aug-04	<b>Bartlesville</b>	Intrepid of Oklahoma, Inc.	4100 SE Adams	n/a	n/a	Bartlesville	OK	74006	Adams Investment Corp. d/b/a ADA Mgmt. Co.	Attn: Jim Orndorff P.O. Drawer A	n/a	Bartlesville	OK	74005	ADA Mgmt. Co., Attn: Jim Orndorff 3330 NW 56th, Ste. 104 Oklahoma City, OK 73112
31-Jul-04	<b>Louisville</b>	F.C. of Kentucky, Inc.	9505 Williamsburg Plaza	n/a	n/a	Louisville	KY	40222	JKMS, LLC	9505 Williamsburg Plaza	n/a	Louisville	KY	40222	n/a
31-Aug-04	<b>Okmulgee</b>	Intrepid of Oklahoma, Inc.	1018 South Wood Drive	n/a	n/a	Okmulgee	OK	74447	Paul E. Ausbrooks Jr. and Janis Ausbrooks	407 East 6th	n/a	Okmulgee	OK	74447	n/a
31-Aug-04	<b>Talequah</b>	Intrepid of Oklahoma, Inc.	1559 Echota	n/a	n/a	Talequah	OK	74464	Steve and Lisa Cobb	26191 Hwy. 62 East	n/a	Talequah	OK	74464	n/a
28-Oct-04 (Suites 200-203)	<b>Tulsa</b>	Intrepid of Oklahoma, Inc.	5416 Yale Avenue	Suite 110; Suites 200-203	n/a	Tulsa	OK	74135	Twenty First Properties, Inc.	2121 S. Columbia Avenue	Suite 650	Tulsa	OK	74414	n/a

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

In re:

Chapter 11 Bankruptcy

Intrepid U.S.A., Inc.,  
and Jointly Administered Cases,

Case No. 04-40416-NCD

Case No. 04-40462-NCD

Case No. 04-40418-NCD

Debtors

Case Nos. 04-41924 – 04-41988-NCD

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**MEMORANDUM OF LAW IN SUPPORT OF DEBTORS' MOTION TO:  
(1) EXTEND TIME TO ASSUME OR REJECT REAL PROPERTY LEASES, AND  
(2) REJECT CERTAIN EXECUTORY CONTRACTS AND LEASES**

---

Debtors have filed a motion to obtain an order of the Court to extend the time in which they must assume or reject unexpired leases for non-residential real property and to reject certain leases. Since cause exists for such an extension and for the rejection of the selected contracts, the Debtors urge the Court to grant the motion.

**FACTS**

The facts set forth in this memorandum are drawn from the Debtors' verified motion. Prior to the commencement of these cases, the Debtors entered into certain leases for non-residential real property as lessees. The leases for which Debtors request an extension of time to assume or reject (the "Leases") are specifically identified in Exhibit A to the Debtors' accompanying motion. The Debtors conduct much of their business operations from the leased premises, making the Leases important to the Debtors' operations.

Under Bankruptcy Code section 365(d)(4), unless the Court grants the Debtors an extension, they have only 60 days after filing to determine whether to assume or reject the non-residential real property leases. By orders of this Court, this period has been extended to October 29, 2004.

Given the complexity and size of the Debtors' reorganization, in terms of both assets and liabilities, they have not yet determined which course of action would be most beneficial to the estates and the estates' creditors. At this point in the cases, the Debtors' resources are largely focused on formulating and arranging a plan of reorganization. The Debtors are still in the process of closing and consolidating offices, and it is not yet clear which offices will be ultimately kept and which may be closed. Finally, the Debtors are current in their post-petition payment obligations under the Leases. In addition, the Debtors have determined that the Rejected Leases are a burden on the estate and request the Court's permission to reject such contracts.

### **ARGUMENT**

#### ***Extension of Time to Assume or Reject Leases***

The Bankruptcy Code provides that a debtor-in-possession may either assume or reject executory contracts and unexpired leases, subject only to court approval. See 11 U.S.C. § 365(a). However, section 365(d)(4) provides, in part, as follows:

[I]f the trustee does not assume or reject an unexpired lease of nonresidential real property under which the debtor is the lessee within 60 days after the date of the order for relief, or within such additional time as the court, for cause, within such 60 day period fixes, then such lease is deemed rejected.

See 11 U.S.C. § 365(d)(4).

Here, cause exists for an extension of time to assume or reject the unexpired leases. Given the size and complexity of the cases, the Debtors have not yet determined whether assumption or rejection would better serve the bankruptcy estates and the estates' creditors. The Debtors are focused on formulating a plan of reorganization which should result in a substantial payout to creditors. *See In re Burger Boys, Inc.*, 94 F.3d 755, 761 (2d Cir. 1996) (insufficient

time to develop a plan may justify an extension of time). It is possible that, as part of a plan, the Debtors may seek to sell certain assets of their business, and a buyer's decision will vitally affect whether assuming or rejecting the Leases is in the best interests of the estates. Alternately, as part of a reorganization, Debtors are closing certain facilities, but the Debtors are not in the final stages of making such determinations. Thus, until the Debtors make a more definitive determination concerning the shape their reorganization will take, a prudent decision to assume or reject the Leases cannot be made.

A hasty and imprudent decision could be detrimental to the estates. On the one hand, forcing a hasty decision to reject the Leases would be harmful to the Debtors' estates, as doing so would hamstring the Debtors, limiting their options in crafting a successful plan of reorganization. On the other hand, if forced to assume or reject at this point, the Debtors probably would be compelled to assume. The remaining terms of the Leases would then become an expense of administration in the cases. *In re Monica Scott, Inc.*, 123 B.R. 990, 993 (Bankr. D. Minn. 1991) (assumption of lease transforms an unsecured, pre-petition claim to an administrative claim). Thus, a hasty and unwise decision to assume may not only be detrimental to the Debtors' chance of a successful reorganization, but also result in a windfall to the lessors at the expense of other unsecured creditors, threatening the administration of these cases. If Debtors are unable to reorganize, or pay the costs of such leases into the future, the position of the unsecured creditors, who do not have administrative expense claims in the case, is jeopardized. The risk of creating a costly administrative expense claim constitutes cause for extension of the time to assume or reject the Leases.

Finally, extending the time to assume or reject the Leases will not harm the lessors. The Debtors are, and will remain, current in their post-petition payments, and thus the lessors cannot claim they are losing rent payments on the properties.

### ***Rejection of Certain Leases***

As to certain executory contracts and leases (the “Rejected Leases”), the Debtors have made the decision to reject. Bankruptcy Code section 365(a) permits a debtor-in-possession to assume or reject any executory contract, subject to court approval. *See* 11 U.S.C. § 365(a). Courts routinely approve a debtor-in-possession’s decision to assume or reject if it represents a reasonable exercise of business judgment. *See, e.g., In re Audra-Johnson Corp.*, 140 B.R. 752, 755 (Bankr. D. Minn. 1992). Here, the Debtor has been closing and consolidating operations. The Rejected Leases are no longer necessary to Debtors’ day-to-day operations, and rejecting such agreements will reduce Debtor’s operating costs during the case. Such rejections, as an exercise of business judgment, are in the best interests of the estate and should be approved. Debtors respectfully request that the Court enter an order approving Debtors’ rejection of the listed Rejected Leases.

A lease or contract is deemed rejected as of the date that the debtor-in-possession has given notice by unequivocal act that the lease or contract has been rejected. *In re Re-Trac Corp.*, 59 B.R. 251, 255 (Bankr. D. Minn. 1986); *In re Audra-John Corp.*, 140 B.R. 752, 755 n.7 (Bankr. D. Minn. 1992); *In re 1 Potato 2, Inc.*, 58 B.R. 752, 754-55 (Bankr. D. Minn. 1986). *But see In re 1 Potato 2, Inc.*, 182 B.R. 540, 542-3 (Bankr. D. Minn. 1995). In this case, Debtors gave early notice to the parties to certain executory contracts that their contracts were being rejected. The Debtors did not make any use of the benefits of such contracts after such notice

was given. Therefore, those contracts should be deemed rejected as of the date set forth in Exhibit B to the Motion with respect each Rejected Lease.

### CONCLUSION

For the foregoing reasons, cause exists for an extension of time to assume or reject the Leases and Service Agreements. The Debtors respectfully request that the Court extend the time to assume or reject the non-residential real property leases identified in Exhibit A of the Debtors' motion. In addition, Debtors request authority from the Court to seek further extensions of time to assume or reject the leases by motion filed and served within such extended period. In addition, the Debtors seek authority to reject the leases and executory contracts identified in Exhibit B of the Debtors' motion.

Dated: October 12, 2004

/e/ Heather B. Thayer  
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Heather B. Thayer (#222549)  
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UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

In re:

Intrepid U.S.A., Inc.,  
and Jointly Administered Cases,

Debtor

Chapter 11 Bankruptcy

Case No. 04-40416-NCD

Case No. 04-40462-NCD

Case No. 04-40418-NCD

Case Nos. 04-41924 - 04-41988

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**CERTIFICATE OF SERVICE**

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Heather B. Thayer, under penalty of perjury, states that on October 12, 2004 she caused to be served the following:

1. Debtors' Notice of Hearing and Motion to: (1) Extend Time to Assume or Reject Real Property Leases, and (2) Reject Certain Leases;
2. Memorandum of Law in Support of Debtors' Motion to: (1) Extend Time to Assume or Reject Real Property Leases, and (2) Reject Certain Executory Contracts and Leases;
3. Order Granting Debtors' Motion to Extend Time to Assume or Reject Real Property Leases and to Reject Certain Leases; and
4. Certificate of Service

by sending true and correct copies via United States Mail to all parties on the attached service list.

Dated: October 12, 2004

/e/Heather B. Thayer

Heather B. Thayer

#3028105\1

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Mid-Way Plaza Company LP  
c/o Homer E. Guren; Carlyle Mgmt.  
28001 Chagrin Blvd. #302  
Cleveland, OH 44122

Wilford Arnaud  
145 North 4th Street  
Eunice, LA 70535

New Options Founders  
Attn: Paul Sniffin  
216 Schilling Circle; Suite 202  
Hunt Valley, MD 21301

Larry & Vickie Jenkins  
Decorators Supply  
P.O. Box 1903  
Glasgow, KY 42142

8401 Westwood Office Associates, LP  
NW 5153  
P O Box 1450  
Minneapolis, MN 55485

Menorah Plaza  
4925 Minnetonka Blvd  
St Louis Park, MN 55416

LaNel Housing Services, Inc.  
163 W. Wayzata Blvd.  
Wayzata, MN 55391

LaNel Housing Services, Inc.  
400 West 67th Street  
Richfield, MN 55423

Heathers Manor  
3000 Douglas Avenue  
Crystal, MN 55422

LaNel Housing Services, Inc.  
11151 River Hills Drive  
Burnsville, MN 55337

LaNel Housing Services, Inc  
6288 Louisiana Court N  
Brooklyn Park, MN 55428

Roane Medical Center  
412 Devonia Street  
Harriman, IN 37748

City of Hazen  
P O Box M  
Hazen, AR 75501

AAJ Jennings, Inc  
P O Box 611  
Healdton, OK 73438

HMS Management  
52 Spring Garden Road  
Henderson, KY 42420

Nelson Family Limited Partnership  
c/o W. Andrew Wells, Jr  
P O Box 729  
Hickory, NC 28603

Glover Properties  
Route 1, Box 1525  
Wrightville, GA 31096

Lacy Petroleum, Inc.  
P.O. Box 4737  
Houston, TX 72210

Fortune Park Associates,  
Building 9 Limited Partnership  
c/o Urbahns Companies  
280 E 96th Street, Suite 250  
Indianapolis, IN 46240

Albert Day Legg, III  
P.O. Box 1614  
Jasper, AL 35501

Wayne Scribner and  
Yvonne Scribner  
P.O. Box 979  
Kingston, OK 73439

James & Sharon Clemens;  
Jimmy Stinson  
1599 Elizabethtown Road  
Leitchfield, KY 42754

Farmers Deposit Bank, Inc.  
P.O. Box 760  
Liberty, KY 42539

Gagnard Properties, Inc.  
873 S. Washington Street  
Marksville, LA 71351

A K K. Management Services, Inc.  
1101 Wade Watts Avenue  
McAlester, OK 74501

Brandy Hill Associates, LLC  
c/o Perrine & Wheeler Real Estate  
Company  
P.O. Box 3578  
Norfolk, VA 23514

Family Services of the Mid-South  
Attn: Brian J O'Malley  
2430 Poplar Avenue  
Memphis, TN 38112

Price Ceiling, LLC  
1225 Emory Fulmar Boulevard  
Montgomery, AL 36110

Shurgard Storage  
4225 West 86th Street  
Indianapolis, IN 46268

Donahue Properties  
98 North Main Street  
Kilmarnock, VA 22482

William E. Loper  
647 Maple Street  
Lebanon, KY 40033

RSR Realtors  
Three Lemoyne Drive  
Suite 100  
Lemoyne, PA 17043

Hampton Enterprises, Inc.  
1660 South 70th Street  
Suite 203  
Lincoln, NE 68506

Thomas R. Wynn and Amanda J. Wynn  
436 Harrington Road  
Marshall, TX 75670

R B Wilson & Fred E. Wilson  
P.O. Box 837  
803 N. Seaman Street  
McCrory, AR 72101

Brevco Properties, Inc  
Attn: Dick Marshall  
10 S. Harbor City Boulevard  
Melbourne, FL 32901

United Plaza - Midland LLC  
d/b/a United Office Plaza  
1031 Andrews Hwy.  
Suite 105  
Midland, TX 79701

Tradeway, Inc.  
P.O. Box 430  
Somerset, KY 42502

Mary Newman  
173 Farmington  
Jackson, TN 38305

Mariner Place Partners  
100 Mariners Drive, Suite A  
Kingsland, GA 31548

Elbert Montgomery  
P.O. Box 592  
Lebanon, MO 65536

Corporate Images, Inc.  
911 E. Church Street  
Suite J  
Lexington, TN 38351

Selma, Inc. Trustee-  
Parham Place Joint Venture  
LRA Management  
6705 W. 12th St., Suite 2  
Little Rock, AR 72204

Kenneth A. Roth  
1608 Hermitage Place  
Murray, KY 42071

Investment Partners  
P.O. Box 669  
114 S. Court Square  
McMinnville, TN 37111

Knickerbocker Properties, Inc. XII  
c/o Weston Management Co.  
P.O. Box 17847  
Memphis, TN 38182

Mayor and Aldermen of Monterey,  
Tennessee  
302 E Commercial Street  
Monterey, TN 38574

Ronald Greenwell  
535 Ed Ricketts Road  
Morganfield, KY 42437

FYBAR Service Corporation  
P.O. Box 807  
Mountain Grove, MO 65711

Les Featherston and  
Lynda D. Featherston  
11853 Lawrence, No. 1105  
Mt Vernon, MO 65712

Dr & Mrs E.C. Tolbert  
421 E Bell Street  
Murfreesboro, TN 37130

Bell & Cohoon  
Joe Pat Cohoon  
1811 Graham Road  
Murray, KY 42071

First Citizen Bank & Trust of S. Carolina  
c/o Colliers Keenan  
151 Meeting Street  
P.O. Box 610  
Charleston, SC 29402

Duke Realty Limited Partnership  
Attn: Property Management  
782 Melrose Avenue  
Nashville, TN 37217

1322 Space Park, LP  
P O Box 4737  
Houston, TX 77210

Dominick Falo &  
Norma Jean Falo  
30 Frankford Lane  
New Kensington, PA 15068

Business Records Storage  
5 NE 12th Street  
Oklahoma City, OK 73104

Lincoln Trust Co, Custodian  
FBO David W Barnes  
12346 Rose Lane  
Omaha, NE 68154

Shore, Inc.  
Attn: Len Stauffer  
P.O. Box 265  
Franktown, VA 23354

Robert N Johnson Jr.  
d/b/a SRG/933 Building  
c/o Southeastern Realty  
933 Lee Rd, Suite 400  
Orlando, FL 32810

SLO, Inc  
20960 FM 79  
Sumner, TX 75486

South Pine Island, Inc  
Attn: Dennis Udwin, President  
2328 10th Avenue North; Suite 401  
Lake Worth, FL 33461

Pulaski Medical Arts, LLC  
101 1st Street NW  
Pulaski, VA 24301

212-47 Jamaica Avenue Realty Corp.  
212-47 Jamaica Avenue  
Queens Village, NY 11429

Raleigh Bonded Data Storage  
P.O. Box 950  
Morrisville, NC 27560

Parker Raleigh Development XXIV, LP  
P O. Box 58036  
Raleigh, NC 27658

Receiver for Vero Investments, L.C  
c/o Chaffin Law Firm, P.C  
P O Box 1370  
Lebanon, VA 24266

Leslie E. Nelson  
P.O. Box G  
Clear Lake, IA 50428

120 East Avenue Corporation  
c/o Realty Performance Group  
2450 West Ridge Road, Suite 303  
Rochester, NY 14626

Minnesota Industrial Properties, LP  
c/o Ryan Properties  
50 S 10th Street, Suite 300  
Minneapolis, MN 55403

Roseville, LLC  
4900 Highway 169 North, Suite 100  
New Hope, MN 55428

W Hampton Beesley and  
Louis E Rork  
610 S Bryant Boulevard, Suite C  
San Angelo, TX 76903

Galaxy Office Complex  
8632 Fredericksburg, Suite 130  
San Antonio, TX 78240

Alamo Wurzbach Mini Storage  
8447 Wurzbach Road  
San Antonio, TX 78240

John Stefanou  
20-06 125th Street  
College Point, NY 11356

G-Force Associates, LLC  
415 Baker Boulevard, Suite 200  
Tukwila, WA 98188

Park East Office Park, LLC  
3733 Park East Drive, Suite 210  
Beachwood, OH 44122

Resource Affiliates, Partnership  
c/o Lewis Gregory  
P.O. Box 905 285 Old Hwy 90  
Monticello, KY 42633

Tradepark Storage LLC  
P.O. Box 430  
Somerset, KY 42501

777 E. Battlefield, LLC  
c/o Rankin & Company  
3022 S. National  
Springfield, MO 65804

Bloomington Investment Group  
P.O. Box 7058  
Terre Haute, IN 47802

James B. Sineath  
2140 Andover Drive  
Valdosta, GA 31602

North Mar Center V  
c/o Stephen R. Lippy Co.  
3915 East Market Street  
Warren, OH 44484

Gigliotti Properties, Inc.  
11279 Perry Hwy  
Wexford, PA 15090

The Revocable Living Trust of Roy and  
Carol Hirose  
P.O. Box 120064  
Newport News, VA 23612

Woodmen Office Land Assoc. LLC  
717 17<sup>th</sup> Street, Suite 200  
Denver, CO 80202

Heathers Manor  
c/o Lang Nelson Associates, Inc.  
4601 Excelsior Blvd.  
St. Louis Park, MN 55416

Mayor/Aldermen of Monterey, TN  
P.O. Box 97  
Monterey, TN 38574

Dr. Stephen Joe  
8747 North west Drive, Suite 1 & 3  
Southaven, MS 38671

Northwest Plaza, LLC  
1161 Wilshire Boulevard  
12th Floor  
Los Angeles, CA 90025

Arizona Equities Investor Group, Ltd. LLP  
c/o Anthem Equity Group, Inc.  
1600 N. Kolb Road  
Suite 118  
Tucson, AZ 85715

General Storage  
1804 Park Avenue  
Valdosta, GA 31602

Daniel Spanovich  
210 Three Spring Drive  
Weirton, WV 26062

McCreary Professional Company  
P.O. Box 189  
19 Medical Loop, Suite 3  
Whitley City, KY 42653-0189

DBSI Regents LLC  
1550 South Tech Lane  
Meridian, ID 83642

Wilford Arnaud  
1956 Tiger Lane  
Eunice, LA 70535

Mariner Place Partners  
P.O. Box 5245  
St. Marys, GA 31558

Mayor/Alderman of Monterey, TN  
copy to: Dale Bohannon  
115 South Dixie Avenue  
Cookeville, TN 38501

Valley Empire Collection  
Attn: Troy Peterson  
11707 E. Montgomery Drive  
Spokane, WA 99206

Sheb and Tammy Phillips  
c/o Phillips Contractors & Mgmt, LLC  
651 Oakland Rd.  
Sweetwater, TN 37874

R E Alexander Realty  
P.O. Box 1325  
Tullahoma, IN 37388

Healthcare Associates of Walterboro, LLC  
c/o Dr. Sam Hazel  
415-A Robertson Blvd.  
Walterboro, SC 29488

Cohen Market Venture, LLC  
Attn: Brian S. Cohen  
P.O. Box 22344  
W. Palm Beach, FL 33422

I.C. White & Co.  
d/b/a White Realty Management Company  
900 Hamilton Building  
900 Eighth Street, Suite 900  
Wichita Falls, TX 76301

Joan McWilliams  
701 Tradewinds Drive  
Indian Harbor Beach, FL 32937

LaNel Housing Services, Inc.  
c/o Lang Nelson Associates, Inc.  
4601 Excelsior Blvd.  
St. Louis Park, MN 55416

Knickerbocker Properties, Inc. XII  
1715 Aaron Bremer Drive, Ste. 500  
Memphis, TN 38120

Pulaski Medical Arts, LLC  
4415 Pheasant Ridge Rd., Bldg. 1  
Suite 102  
Roanoke, VA 24014

Raleigh Bonded Data Storage  
1505 Capital Blvd.  
Raleigh, NC 27603

Tradepark Storage LLC  
280 Bogle Street  
Somerset, KY 42501

Sheb and Tammy Phillips  
448 Lees Chapel Road  
Sweetwater, TN 27874

McCreary Professional Company  
McCreary Professional Bldg.  
19 Medical Loop, Suite 3  
Whitley City, KY 42653

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

In re:

Chapter 11 Bankruptcy

Intrepid U.S.A., Inc.,  
and Jointly Administered Cases,

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

Debtors

Case Nos. 04-41924 – 04-41988-NCD

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**ORDER GRANTING DEBTORS' MOTION TO EXTEND TIME TO  
ASSUME OR REJECT REAL PROPERTY LEASES  
AND TO REJECT CERTAIN LEASES**

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The Debtors' Motion to Extend Time to Assume or Reject Real Property Leases and to Reject Leases came on for hearing before the undersigned on October 27, 2004. Appearances, if any, are noted on the record.

Based upon the arguments of counsel, all of the files, records and proceedings herein, the Court 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. Cause existing under Bankruptcy Code Section 365(d)(4), the deadline for Debtors to assume or reject the unexpired, non-residential real property leases listed in Exhibit A to Debtors' motion is extended to February 28, 2005.

2. The Debtors may seek such other or further extensions of time provided the Court orders such relief on or before February 28, 2005.

3. Debtors' motion for approval of the rejection of the executory contracts and leases set forth in Exhibit B to Debtors' motion is hereby approved.

4. Such contracts are deemed rejected as of the date set forth opposite each such contract on Exhibit B to the Debtors' motion.

5. The lease with Aberfeldy Limited Partnership for premises located at Suite 207, 1534 S-IH35, Austin, Texas is rejected as of June 7, 2004.

Dated: October \_\_, 2004

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Nancy C. Dreher  
United States Bankruptcy Judge

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