

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In Re:

Case No. 17-32654

Chapter 11

CareFocus Corporation,
Debtor.

ORDER APPROVING THE USE OF CASH COLLATERAL

This case is before the court on the Debtor's motion for an order authorizing the Debtor to use cash collateral and provide adequate protection.

The Debtor and the United States of America, the Internal Revenue Service ("IRS") have entered into a Stipulation Regarding the Debtor's Use of Cash Collateral (the "Stipulation").

Pursuant to the Stipulation and the file,

IT IS ORDERED:

1. The Debtor is authorized to use cash, including cash collateral, subject to the liens of the IRS, consistent with the terms of the Stipulation.
2. For purposes of adequate protection, the Debtor agrees to pay to the IRS a minimum of \$1,046.15 on or before the last day of each month in which this Stipulation is in effect, beginning September 2017, which payment will be set off against the secured portion of the Debtor's obligation to the IRS.
3. In addition, the Debtor is authorized to grant the IRS a replacement lien in Debtor's post-petition assets, including without limitation cash and cash equivalents, equipment, contract rights, general intangibles and all other post-petition property of the Debtor, together with the proceeds and products thereof except that this replacement lien shall

exclude any causes of action arising out of this bankruptcy filing, including all Chapter 5 actions. Said replacement lien shall be of the same priority, dignity and effect as the IRS' pre-petition liens. This lien and security agreement shall be in addition to the liens that the IRS had in the assets and property of the Debtor as of the petition date, which liens extend to and encumber the proceeds and products of the property of the Debtor in existence at the time the bankruptcy petition was filed. Assets excluded from the replacement liens are the Debtor's bankruptcy causes of action. The replacement liens granted by the Debtor to the IRS will be deemed properly perfected without further act or deed on the part of the Debtor or the IRS.

4. Any breach of the Stipulation by any party will entitle any party to seek an order from this Court enforcing the terms of the Stipulation, including but not limited to immediately terminating the Debtor's right to use cash collateral as set forth in the Stipulation.

Dated: *September 20, 2017*

/s/ William J. Fisher

William J. Fisher
United States Bankruptcy Judge