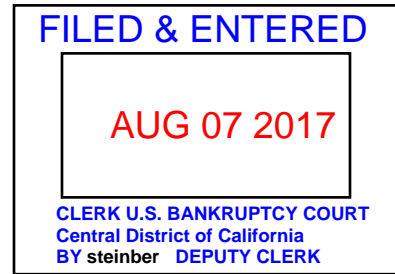


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7 [Proposed] Attorneys for  
Debtors and Debtors in Possession

9 **UNITED STATES BANKRUPTCY COURT**  
10 **CENTRAL DISTRICT OF CALIFORNIA**  
11 **SANTA ANA DIVISION**

12 In re  
13 HOAG URGENT CARE-TUSTIN, INC., et al.,  
14 Debtors and Debtors in Possession.

Lead Case No.: 8:17-bk-13077-TA  
Chapter 11

(Jointly Administered with Case Nos.  
8:17-bk-13078-TA; 8:17-bk-13079-TA;  
8:17-bk-13080-TA; 8:17-bk-13089-TA;  
8:17-bk-13090-TA)

15 Affects:

- 16 ■ All Debtors
- 17 □ Cypress Urgent Care, Inc., a California corporation, ONLY
  - 18 □ Hoag Urgent Care – Anaheim Hills, Inc., a California corporation, ONLY
  - 19 □ Hoag Urgent Care – Huntington Harbour, Inc., a California corporation, ONLY
  - 20 □ Hoag Urgent Care – Orange, Inc., a California corporation, ONLY
  - 21 □ Hoag Urgent Care – Tustin, Inc., a California corporation, ONLY
  - 22 □ Laguna-Dana Urgent Care, Inc., a California corporation, ONLY

**ORDER GRANTING THE DEBTORS’  
EMERGENCY MOTION FOR ORDER (1)  
AUTHORIZING THE INTERIM USE OF  
CASH COLLATERAL PURSUANT TO 11  
U.S.C. 363, (2) FINDING PREPETITION  
SECURED CREDITORS ADEQUATELY  
PROTECTED PURSUANT TO 11 U.S.C.  
361 AND 363, AND (3) GRANTING  
RELATED RELIEF**

Hearing:

Date: August 4, 2017  
Time: 10:00 a.m.  
Place: Courtroom 5B  
U.S. Bankruptcy Court  
411 West Fourth Street  
Santa Ana, CA 92701

BAKER & HOSTETLER LLP  
ATTORNEYS AT LAW  
LOS ANGELES

1 On August 4, 2017, the *Emergency Motion for Order (1) Authorizing the Interim Use of*  
2 *Cash Collateral Pursuant to 11 U.S.C. 363, (2) Finding Prepetition Secured Creditors*  
3 *Adequately Protected Pursuant to 11 U.S.C. 361 and 363, and (3) Granting Related Relief* (the  
4 “Motion”) [Docket Entry 13], filed by the debtors and debtors in possession (the “Debtors”) in  
5 the above-captioned jointly administered bankruptcy cases (the “Bankruptcy Cases”), came on for  
6 hearing before the above-referenced court, the Honorable Theodor C. Albert presiding.  
7 Appearances were made as stated on the record.

8 Having reviewed and considered the Motion and all pleadings and papers filed in support  
9 thereof and in opposition thereof (including the *Notice of Non-Consent to Use of Cash Collateral*  
10 *by the Debtor and Preliminary Opposition to Debtor’s Forthcoming Motion for Use of Cash*  
11 *Collateral* [Docket Entry 16] (the “Cash Collateral Opposition”) filed by Opus Bank (“Opus”),  
12 having heard and considered the arguments of counsel made at the hearing, having found that  
13 notice of the Motion was adequate and appropriate under the circumstances and that no further  
14 notice need be given, and finding good cause appearing therefor,

15 IT IS HEREBY ORDERED that:

- 16 1. The Motion is granted subject to the provisions of this order;
- 17 2. The Debtors are authorized, directly or through Radiant Physician Group (“RPG”),  
18 to use and expend on behalf of the Debtors and their estates the “cash collateral,”  
19 as that term is defined in section 363(a) of the Bankruptcy Code (the “Cash  
20 Collateral”), pursuant to the Budget (as defined in the Motion), through and  
21 including August 29, 2017 (the “Interim Period”);
- 22 3. During the Interim Period, the Debtors are authorized, directly or through RPG, to  
23 make monthly expenditures in an amount not to exceed 115% of the expenditures  
24 set forth in the Budget without the consent or approval of Opus or further Court  
25 order;
- 26 4. During the Interim Period, the Debtors are authorized, directly or through RPG, to  
27 make monthly expenditures in an amount in excess of 115% of the expenditures  
28 set forth in the Budget with the prior written approval of Opus, which approval

- 1 shall not be unreasonably withheld, or Court order;
- 2 5. During the Interim Period, any and all financial institutions holding funds of the
- 3 bankruptcy estates are hereby instructed to allow the Debtors to utilize such funds;
- 4 6. Without adjudging or otherwise determining the validity, extent, or enforceability
- 5 thereof, and notwithstanding the authorization hereby granted with respect to the
- 6 same, as adequate protection of the Debtors' use of the Cash Collateral of Opus
- 7 and to the extent that Opus's cash collateral is actually used, Opus is hereby
- 8 granted, pursuant to Sections 361 and 363(e) of the Bankruptcy Code, a
- 9 replacement lien (a "Replacement Lien") in the Hoag Collateral (as defined in the
- 10 Cash Collateral Opposition) and the Cypress-Laguna Collateral (as defined in the
- 11 Cash Collateral Opposition) (collectively, the "Collateral") and all prepetition and
- 12 postpetition assets, including Debtors' accounts, inventory and equipment, in
- 13 which and to the extent Debtors hold an interest, whether tangible or intangible,
- 14 whether by contract or operation of law, excluding avoidance causes of action, and
- 15 including all rents, issues, profits and proceed thereof of the Collateral, with such
- 16 Replacement Lien having the same extent and priority as any duly perfected and
- 17 unavavoidable liens in Cash Collateral held by Opus as of Petition Date. The
- 18 Replacement Lien shall continue through the duration of the Interim Period;
- 19 7. The hearing on the Motion is continued to August 29, 2017, at 2:00 p.m., in
- 20 Courtroom 5B of the above-referenced Court;
- 21 8. Until otherwise ordered by the Court, the Debtors are instructed to submit bi-
- 22 monthly operating reports on an individualized basis for each of the Debtors. The
- 23 bi-monthly operating reports shall include on an individualized basis for each of
- 24 the Debtors any disbursements made by RPG on account of such Debtors. The
- 25 first bi-monthly report for each month shall cover the 1st to 15th days of the
- 26 subject month and shall be filed on or before the 22nd day of the subject month.
- 27 The second bi-monthly report for each month shall cover the 16th through the last
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day of the subject month and shall be filed on or before the 7th day of the  
following month; and

9. To the extent applicable, the fourteen-day stay period under Bankruptcy Rule  
6004(h) is hereby waived.

IT IS SO ORDERED.

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BAKER & HOSTETLER LLP  
ATTORNEYS AT LAW  
LOS ANGELES

Date: August 7, 2017



Theodor C. Albert  
United States Bankruptcy Judge