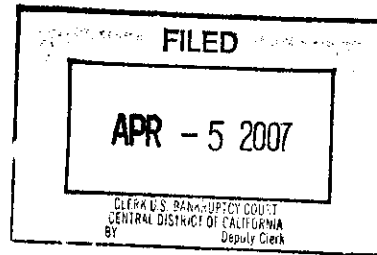
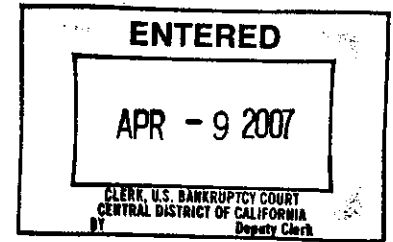


1 RON BENDER (SBN 143364)
2 MONICA Y. KIM (SBN 180139)
3 JACQUELINE L. RODRIGUEZ (SBN 198838)
4 LEVENE, NEALE, BENDER, RANKIN & BRILL L.L.P.
5 10250 Constellation Blvd., Suite 1700
6 Los Angeles, California 90067
7 Telephone: (310) 229-1234
8 Facsimile: (310) 229-1244

9 Proposed Attorneys for Chapter 11
10 Debtors and Debtors in Possession



11 UNITED STATES BANKRUPTCY COURT
12 CENTRAL DISTRICT OF CALIFORNIA
13 LOS ANGELES DIVISION

14 In re:
15 PLEASANT CARE CORPORATION, a
16 California corporation, *et al.*,

17 Debtors.

18 Case No. LA 07-12312-EC

19 Jointly Administered

20 Chapter 11

21 **SECOND INTERIM ORDER PURSUANT
22 TO 11 U.S.C. §§ 361, 362 AND 364
23 (i) AUTHORIZING DEBTORS TO INCUR
24 POST-PETITION SECURED
25 INDEBTEDNESS AND GRANTING
26 SECURITY INTERESTS AND PRIORITY
27 AND (ii) SCHEDULING FINAL HEARING**

28 Date: April 5, 2007
Time: 3:00p.m.
Place: Courtroom 1639
255 E. Temple St.
Los Angeles, CA

29 This matter came before the Court on the Debtors' Emergency Motion (the "Motion")
30 dated April __, 2007 seeking the entry of a Second Interim Order (the "Second Interim Order");
31 (a) authorizing, pursuant to 11 U.S.C. §§ 361, 362 and 364(c) and (d) on an emergency basis, the
32 Debtors' to incur post-petition secured indebtedness and granting security interests and priority,
33 and (b) requesting that a final hearing (the "Final Hearing") be scheduled, to consider entry of a
34 final order authorizing the Motion; the Preliminary Hearing having been held before the Court on

1 April ___, 2007; due and sufficient notice of the Motion under the circumstances having been
2 given; and the Court having found good and sufficient cause appearing therefore,

3 **THE DEBTORS AND LENDER STIPULATE THAT:**

4 A. The Debtors have an immediate need to incur the Supplemental Secured Financing
5 (as defined below) set forth in this Order in order to, *inter alia*, pay wages and generally conduct
6 their business affairs so as to avoid immediate and irreparable harm to their estates and the value
7 of their assets, and to afford the Debtors adequate time to negotiate and seek approval for
8 additional cash collateral use and post-petition financing.

10 B. Given the Debtors' current financial condition, financing arrangements and capital
11 structure, the Debtors cannot obtain sufficient unsecured credit allowable under 11 U.S.C.
12 § 503(b)(1) as an administrative expense to enable the Debtors to pay all of their necessary
13 operating expenses. Financing on a postpetition basis is not otherwise available without the
14 Debtors (i) granting, pursuant to 11 U.S.C. § 364(c)(1), claims having priority over any and all
15 administrative expenses of the kinds specified in 11 U.S.C. §§ 503(b) and 507(b), and
16 (ii) securing, pursuant to 11 U.S.C. §§ 364(c) and (d), such indebtedness and obligations with
17 security interests in and liens on all of the Debtors' personal property, real property and the Post-
18 Petition Collateral as described below.

20 C. From time to time prior to the Petition Date, Bridge Healthcare Finance, LLC and
21 Bridge Opportunity Finance, LLC (collectively, "Bridge" or "Lender") loaned money to or for the
22 benefit of the Debtors, pursuant to the terms and conditions of (a) that certain Loan and Security
23 Agreement dated November 5, 2005, among Bridge as lender and Pleasant Health Care
24 Corporation and PCC Health Services, Inc. as borrowers, as amended and supplemented from
25 time to time (the "Pleasant and PCC Loan Agreement"); and (b) that certain Loan and Security
26 Agreement dated November 5, 2005, among Bridge as lender and SNF Properties, Inc., Ember
27
28

1 Care Corporation and Atlas Care Enterprises, Incorporated as borrowers, as amended and
2 supplemented from time to time (the "SNF, Ember and Atlas Loan Agreement" and collectively
3 with the Pleasant and PCC Loan Agreement, the "Loan Agreements"); and as further
4 documented, recorded and evidenced by various other agreements, instruments, financing
5 statements, and documents entered into in connection with the Loan Agreements, all as may have
6 been amended, modified or restated from time to time (collectively, the "Prepetition Loan
7 Agreements").

9 **IT IS HEREBY ORDERED THAT:**

10 1. The Motion is granted on an interim basis, pursuant to the terms and conditions set
11 forth in this Second Interim Order.

12 2. Subject to the terms and conditions of this Second Interim Order, the Debtors are
13 hereby authorized to obtain the additional Secured Financing from Bridge in the aggregate
14 amount not to exceed \$3,300,000 (the "Supplemental Secured Financing") pursuant to the terms
15 and conditions of this Order and the Prepetition Loan Agreements, as modified hereby with the
16 interest rate to be the non-default rate. The Supplemental Secured Financing shall be used to pay
17 when due only the actual and necessary expenses set forth in the Supplemental Budget attached as
18 Exhibit A to the Second Interim Order Pursuant to 11 U.S.C. §§ 361, 363, and 364
19 (I) Authorizing Use of Cash Collateral, (II) Granting Adequate Protection, and (III) Scheduling a
20 Final Hearing, entered by the Court on April __, 2007 (the "Second Interim Cash Collateral
21 Order").¹ The Supplemental Secured Financing shall be used to pay the expenses set forth in the
22 Supplemental Budget only after the application of all available Cash Collateral.
23
24
25

26 _____
27 ¹ Capitalized terms not otherwise defined herein shall have the definitions set forth in the Second
28 Interim Cash Collateral Order.

1 3. As security for the Supplemental Secured Financing, the Lender shall have and is
2 hereby granted (effective upon the date of entry of this Order and without the necessity of the
3 recordation of mortgages, security agreements, pledge agreements, financing statements or
4 otherwise), valid and perfected security interests in, and liens on (collectively, the "Liens"), all
5 assets of the Debtors of any nature whatsoever and wherever located, tangible or intangible
6 (except for causes of action and any avoidance actions under 11 U.S.C. §§ 544, 545, 547, 548,
7 549, 550 or 553 and the proceeds thereof), whether now or hereafter acquired, including, without
8 limitation, accounts, inventory, instruments, investment property, documents, equipment, fixtures,
9 general intangibles, and any and all proceeds of the foregoing and in which any of the Debtors
10 have an interest and the stock of all of the Debtors' subsidiaries, investment property, leases and
11 all substitutions thereto, accessions, rents and proceeds and products of the foregoing, wherever
12 located, including insurance and other proceeds (the "Post-Petition Collateral"). Bridge shall
13 have the senior lien on all Postpetition Collateral pursuant to 11 U.S.C. §§ 364(e) and (d) to
14 secure the Supplemental Secured Financing, senior in priority to all Replacement Liens or any
15 other liens that may be granted with respect to the Postpetition Collateral, and subject only to
16 Replacement Management Carve Out.
17

18
19 4. In accordance with 11 U.S.C. § 364(c)(1), the Supplemental Secured Financing
20 shall constitute a claim (the "Superpriority Claims") with priority in payment over any and all
21 administrative expenses of the kinds specified or ordered pursuant to any provision of the
22 Bankruptcy Code, including, without limitation, Bankruptcy Code §§ 105, 326, 328, 330, 331,
23 503(b), 507(a) and 507(b), and shall at all times be senior to the rights of the Debtors, and any
24 successor trustee or any creditor in these Chapter 11 Cases, except for the priority administrative
25 expense claim granted under 11 U.S.C. 364(c)(1) to the COO, CCO and LTC Services under the
26 Second Interim Cash Collateral Order. No Chapter 11 cost or expense of administration under
27
28

1 Bankruptcy Code §§ 105, 503(b), 507(b) or otherwise, shall be senior to, or *pari passu* with, the
2 Superpriority Claims of the Lender arising out of the Supplemental Secured Financing, except for
3 the priority administrative expense claim granted under 11 U.S.C. 364(c)(1) to the COO, CCO
4 and LTC Services under the Second Interim Cash Collateral Order. Notwithstanding the
5 foregoing, the Superpriority Claims shall not have priority over any allowed administrative claims
6 in any Chapter 7 to which any or all of these cases may be converted.
7

8 5. The Supplemental Secured Financing shall be due and payable in full upon the
9 earlier of (a) the Expiration Date under the Interim Cash Collateral Order, (b) the occurrence of
10 any Event of Default of this Second Interim Order or under the Second Interim Cash Collateral
11 Order, or (c) the date scheduled for any subsequent hearing pursuant to paragraph 8 of this
12 Second Interim Order (the "Maturity Date"). In no event shall the Debtors be authorized to use
13 the Supplemental Secured Financing except strictly in compliance with the terms and conditions
14 of this Second Interim Order and the Second Interim Cash Collateral Order. After the
15 Supplemental Secured Financing becomes due and payable, the Lender may immediately apply
16 any Cash Proceeds against this outstanding indebtedness, but shall take no further action against
17 the Debtors or their assets as a result thereof except in accordance with a prior order of the
18 Bankruptcy Court after notice and a hearing.
19

20 6. Any default of the terms and conditions of this Second Interim Order or under the
21 Second Interim Cash Collateral Order shall constitute the only "Events of Default" hereunder.
22

23 7. As a precondition to the Lender's agreement to extend the Supplemental Secured
24 Financing, the Debtors shall obtain an Order of the Court, in form and substance satisfactory to
25 Lender, authorizing them to hire a Chief Operating Officer (the "COO") acceptable to the
26 Debtors, the Committee, the Lender, and Omnicare, Inc. who cannot be terminated by the
27 Debtors' current management or board of directors. The COO shall assume full operational
28


1 control over the Debtors' businesses and shall be irrevocably granted the full unfettered authority
2 necessary to ensure that the Debtors carry out their fiduciary duties to their estates, creditors, and
3 elderly residents. In addition, as a precondition to the Lender's agreement to extend the
4 Supplemental Secured Financing, the Debtors shall obtain an Order of the Court, in form and
5 substance satisfactory to Lender, authorizing them to hire a Chief Clinical Officer (the "CCO")
6 acceptable to the Debtors, the Committee, the Lender, and Omnicare, Inc. who cannot be
7 terminated by the Debtors' current management or board of directors. The CCO shall assist the
8 COO to ensure that the elderly residents of the Debtors' facilities are receiving the quality of care
9 and treatment necessary to protect their health, safety and well being and shall further assist the
10 COO in carrying out the Debtors' fiduciary duties to their estates, creditors, and elderly residents.
11
12 The Debtors, with consultation from the Committee, the Lender and Omnicare, have filed
13 motions with this Court seeking the immediate authority to hire Joe Tutera of LTC Services,
14 L.L.C. ("LTC Services") as the COO and Carol Van Horst as the CCO, pursuant to the terms of
15 that certain Retention Agreement dated April 1, 2007 (the "Retention Agreement").
16

17 8. A final hearing on the Debtors' authorization to incur the Supplemental Secured
18 Financing shall be heard before this Court on April 24, 2007 at 3:00p.m. at the United States
19 Bankruptcy Court located at 255 East Temple Street, Los Angeles, California. Any party-in-
20 interest objecting to the relief sought in the final order shall be made in writing and filed with the
21 Court (with a courtesy copy to chambers) and served (so as to be received) no later than
22 April 23, 2007 at 12:00p.m. pacific daylight time, on: (i) Levene, Neale, Bender, Rankin &
23 Brill, L.L.P. (ATTN: Ron Bender and Monica Y. Kim), bankruptcy counsel to the Debtors;
24 (ii) Vedder, Price, Kaufman & Kammholz, P.C., 222 North LaSalle Street, Suite 2600, Chicago,
25 Illinois 60601 (ATTN: Eric S. Prezant) and Frandzel Robins Bloom & Csato, L.C.,
26 6500 Wilshire Boulevard, Seventeenth Floor, Los Angeles, California 90048-4920 (ATTN:
27
28

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

Michael Gerard Fletcher and Marshall J. August), counsel to the Lender; (iii) the United States Trustee; and (iv) Theodore B. Stolman, Stutman Triester & Glatt, 1901 Avenue of the Stars, 12th Floor, Los Angeles California, counsel for Omnicare, Inc.

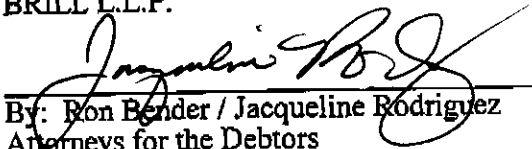
IT IS SO ORDERED THIS 5th DAY OF APRIL, 2007.



ELLEN CARROLL
UNITED STATES BANKRUPTCY JUDGE

1 Approved as to form and content by:

2 LEVENE, NEALE, BENDER, RANKIN &
3 BRILL L.L.P.

4 
By: Ron Bender / Jacqueline Rodriguez
5 Attorneys for the Debtors

6 And

7 FRANDZEL ROBINS BLOOM & CSATO,
8 L.C.

STUTMAN, TREISTER & GLATT P.C.

9 _____
10 By: Michael Gerard Fletcher

By: Theodore B. Stolman
Counsel for Omnicare, Inc.

11 VEDDER PRICE KAUFMAN &
12 KAMMHOLZ, P.C.

13 _____
14 By: Eric S. Prezant
Attorneys for the Lender

15 **CONSENT**


16 The Parties hereto consent and agree to the foregoing:

17 PLEASANT CARE CORPORATION,
18 PCC HEALTH CARE SERVICES,
19 EMBER CARE CORPORATION,
20 SNF PROPERTIES, INC.,
ARBOR CARE ENTERPRISES,
INCORPORATED
As Debtors

BRIDGE HEALTHCARE FINANCE, LLC,
and BRIDGE OPPORTUNITY FINANCE,
LLC as Lender

21 By: 
22 Joe Tutera
Chief Operating Officer

By: _____
Shawn Andrews
Managing Director

23 
24 Emmanuel I. Bernabe, Guarantor

25
26
27
28

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

Approved as to form and content by:

LEVENE, NEALE, BENDER, RANKIN &
BRILL L.L.P.

By: Ron Bender / Jacqueline Rodriguez
Attorneys for the Debtors

And

FRANZEL ROBINS BLOOM & CSATO,
L.C.

STUTMAN, TREISTER & GLATT P.C.

By: Michael Gerard Fletcher

By: Theodore B. Stolman
Counsel for Omnicare, Inc.

VEDDER PRICE KAUFMAN &
KAMMHOLZ, P.C.

By: Eric S. Prezant
Attorneys for the Lender

CONSENT

The Parties hereto consent and agree to the foregoing:

PLEASANT CARE CORPORATION,
PCC HEALTH CARE SERVICES,
EMBER CARE CORPORATION,
SNF PROPERTIES, INC.,
ARBOR CARE ENTERPRISES,
INCORPORATED
As Debtors

BRIDGE HEALTHCARE FINANCE, LLC,
and BRIDGE OPPORTUNITY FINANCE,
LLC as Lender

By: _____
Joe Tutera
Chief Operating Officer

By: _____
Shawn Andrews
Managing Director

Emmanuel I. Bernabe, Guarantor

1 Approved as to form and content by:

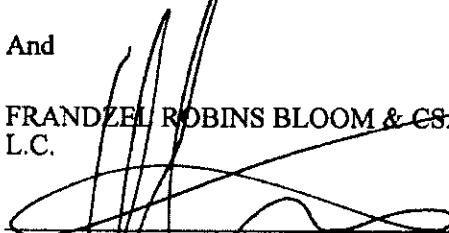
2 LEVENE, NEALE, BENDER, RANKIN &
3 BRILL L.L.P.

4 By: Ron Bender / Jacqueline Rodriguez
5 Attorneys for the Debtors

6 And

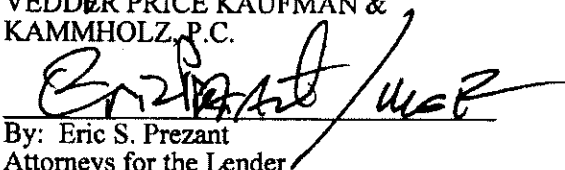
7 ~~FRANZEL ROBINS BLOOM & CSATO,~~
8 ~~L.C.~~

STUTMAN, TREISTER & GLATT P.C.

9 
10 By: Michael Gerard Fletcher

By: Theodore B. Stolman
Counsel for Omnicare, Inc.

11 VEDDER PRICE KAUFMAN &
12 KAMMHOLZ, P.C.

13 
14 By: Eric S. Prezant
15 Attorneys for the Lender

16 **CONSENT**

The Parties hereto consent and agree to the foregoing:

17 PLEASANT CARE CORPORATION,
18 PCC HEALTH CARE SERVICES,
19 EMBER CARE CORPORATION,
20 SNF PROPERTIES, INC.,
21 ARBOR CARE ENTERPRISES,
22 INCORPORATED
23 As Debtors

BRIDGE HEALTHCARE FINANCE, LLC,
and BRIDGE OPPORTUNITY FINANCE,
LLC as Lender

24 By: _____
25 Joe Tutera
26 Chief Operating Officer

27 
28 By: _____
Shawn Andrews Kim Gordon
Managing Director EVP/CCO

Emmanuel I. Bernabe, Guarantor

PROOF OF SERVICE
STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

I am an employee in the County of Los Angeles, State of California. I am over the age of 18 and am not a party to the within action; my business address is: 10250 Constellation Boulevard, Suite 1700, Los Angeles, California 90067.

On April 4, 2007, I served the foregoing document(s) described as:

SECOND INTERIM ORDER PURSUANT TO 11 U.S.C. §§ 361, 362 AND 364
(i) AUTHORIZING DEBTORS TO INCUR POST-PETITION SECURED
INDEBTEDNESS AND GRANTING SECURITY INTERESTS AND PRIORITY AND
(ii) SCHEDULING FINAL HEARING

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

See Attached Service List:

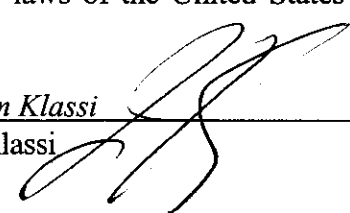
 X (By E-Mail) I caused said document to be electronically served at the party so stated on the attached service list. Executed on April 4, 2007 at Los Angeles, California.

 0 (By Federal Express/Overnight Mail) I caused such envelope to be delivered by Federal Express (or Express Mail), next business day delivery to the offices of the addressees so designated on the attached lists. Executed on April 4, 2007, at Los Angeles, California.

 — (By Facsimile) I caused said document to be sent via facsimile to the offices of the addressee so designated on the attached list. Executed on April 2, 2007, at Los Angeles, California.

 X (Federal) I declare under penalty of perjury pursuant to the laws of the United States of America that the foregoing is true and correct.

/s/ Jason Klassi
Jason Klassi



EMAIL SERVICE LIST

Re: In re Pleasant Care Corporation, In re Ember Care Corporation, In re PCC Health Services, Inc., In re SNF Properties Incorporated, In re Atlas Care Enterprises, Inc.

Date: April 2, 2007

Name	Email address
Counsel for Secured Creditor Bridge Opportunity, Michael Gerard Fletcher	mfletcher@frandzel.com
Office of the U.S. Trustee (Alvin Mar and Russel Clementson)	russell.clementson@usdoj.gov ; alvin.mar@usdoj.gov
Leslie Cohen	lcohen@linerlaw.com
	cliu@linerlaw.com
H. Alexander Fisch	afisch@stutman.com
Eric S. Prezant	eprezant@vedderprice.com
Theodore Stoman, Counsel for Omnicare	TStolman@Stutman.com
Richard Pachulski	rpachulski@pszyjw.com
Pachulski, Stang	smaizel@pszyjw.com
Michael Tuchin	mtuchin@ktbslaw.com
James Smith, counsel to Well Fargo	Smithvj@wellsfargo.com
Ivan L. Kallick, Consel for Covenant Care	ikallick@manatt.com
Christian L. Raisner, Counsel for SEIU	craisner@unioncounsel.net
Gillian Goldberg, Counsel to Service Employee International Union	dmartinez@holgar.com
Catherine Bauer, Counsel for U.S. America	catherine.bauer@usdoj.gov
Andrew Goodman, Counsel for Golden West Trading	goodman@andyglaw.com
Steven Oldham, Dept of Health Services	soldham@dhs.ca.gov
Charles Schoor, Counsel for Wells Fargo	cschoor@bluelaw.net
Andrew Troop	Andrew.troop@cwt.com
	dpalmer@cwt.com
	Christopher.Mirick@cwt.com
Joseph Tutera, The Tutera Group	Jct@tutera.com
Michael Flanagan	Mikef@tutera.com
Herb Saltzman, Citra	Hsaltzman@citracm.com
Michele Wong, Dept. of Justice	Michele.wong@doj.ca.gov
Steven A. Narsutis, Bridge Finance Group	snarsutis@bridgefinancegroup.com
	sandrews@BridgeHCF.com
	mtuchin@ktbslaw.com
	Qhc27@aol.com

In re Pleasant Care Corporation
In re Ember Care Corporation
In re PCC Health Services, Inc.
In re SNF Properties Incorporated
In re Atlas Care Enterprises, Inc.
Consolidated – Request for Special Notice

Alvin Mar/Russell Clementson
Office of the U.S. Trustee
725 S. Figueroa Street, Ste. 2600
Los Angeles, CA 90017

Counsel for Bridge Healthcare Finance, LLC
and Bridge Opportunity Finance, LLC
Michael Fletcher
Frاندzel Robins Bloom & Csato
6500 Wilshire Boulevard, 17th Floor
Los Angeles, CA 90048

Counsel for Omni
Theodore B. Stolman
Stutman Treister & Glatt
1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067

Counsel for Twin Med
Richard M. Pachulski
Pachulski, Stang, Ziehl, et al.
10100 Santa Monica Blvd., #1100
Los Angeles, CA 90067

Counsel for SEIU- United Healthcare Workers West
Christian L. Raisner, Linelle Mogado
Weinberger, Roger & Rosenfeld
1001 Marina Village Parkway, Suite 200
Alameda, CA 94501-1091

Herb Saltzman
Citra Capital Management
13428 Maxella Avenue, Ste 256
Marina Del Rey, CA 90292

Michele L. Wong
State of California, Dept of Justice
Office of the Attorney General
300 South Spring Street, Suite 1702
Los Angeles, CA 90013-1230

Counsel to Healthcare Services Group, Inc.
Gerald J. McConomy, Esq.
Knapp McConomy Merlie LLP
1216 Route 113, P.O. Box 487
Chester Springs, PA 19425

Debtors
Pleasant Care Corporation, et al.
2258 Foothill Boulevard, #6
La Canada, CA 91011

Steven Oldham
Office of Legal Services - MS 0010
State of California, Dept of Health Services
PO Box 997413
Sacramento, CA 95899-7413

Counsel for SEIU United Healthcare Workers West
Christian L. Raisner
Weinberg, Roger & Rosenfeld
1001 Marina Village Parkway, Suite 200
Alameda, CA 94501

Counsel for Covenant Care
Ivan L. Kallick
Ileana M. Hernandez
Manatt Phelps & Phillips
11355 W Olympic Blvd
Los Angeles, CA 90064

Counsel for Wells Fargo
Wells Fargo Bank
Valdo James Smith
333 S. Grand Ave. #1040
Los Angeles, CA 90071

Michael Flanagan
Law Offices
7611 State Line Road, Suite 303
Kansas City, MO 64114

Steven A. Narsutis
Bridge Finance Group
233 S. Wacker Drive
Suite 5350
Chicago, IL 60606

Counsel for Bridge Healthcare Finance, LL
and Bridge Opportunity Finance, LLC
Eric S. Prezant
Vedder Price Kaufman & Kammholz
222 North LaSalle Street, Suite 2600
Chicago, IL 60601

Counsel for Golden West Trading, Inc.
Andrew A. Goodman
Law Offices of Andrew Goodman, P.C.
200 N. Westlake Blvd., Suite 202
Westlake Village, CA 91362

Counsel for the United States of America
Cahterine Bauer
Assistant United States Attorney
Office US Attorney
300 N. Los Angeles Street, #7516
Los Angeles, CA 90012

Counsel for Service Employees Internatio
Union, Local 434B
Dana S. Martinez/Gillian B. Goldberg
Holguin & Garfield
800 West 6th Street, Suite 950
Los Angeles, CA 90017

Counsel for Wells Fargo
Charles D. Schoor
Blue & Schoor LLP
350 South Grand Ave., Suite 3500
Los Angeles, CA 90071

Joseph C. Tutera
The Tutera Group
7611 State Line Road, Suite 301
Kansas City, MO 64114

Christopher R. Mirick
Cadwalader, Wickersham & Taft LLP
One World Financial Center
New York, NY 10281

In re Pleasant Care Corporation
In re Ember Care Corporation
In re PCC Health Services, Inc.
In re SNF Properties Incorporated
In re Atlas Care Enterprises, Inc.
Consolidated Secured Creditor List

Bridge Opportunity Finance, LLC.
Bridge Healthcare
c/o Michael Fletcher/Frandzel et al
6500 Wilshire Boulevard, 17th Floor
Los Angeles, CA 90048

Finova Capital Corporation
4800 North Scottsdale Road
Scottsdale, AZ 85251

Finova Medical Receivables, Inc.
311 S. Wacker Dr., Ste. 4400
Chicago, IL 60606

Advantage Leasing Corporation
324 East Wisconsin Avenue, Ste. 250
Milwaukee, WI 53202

Wells Fargo Financial Leasing, Inc.
4695 Macarthur Court, Ste. 350
Newport Beach, CA 92660

US Bancorp
1310 Madrid Street, Ste. 101
Marshall, MN 56258

Bridge Healthcare Finance, LLC as Agent
233 S. Wacker, Ste. 5350
Chicago, IL 60606

Padco Lease Corp.
100 W. Monroe Street, Ste. 706
Chicago, IL 60603

Exchange Bank
PO Box 760
Santa Rosa, CA 95402

Counsel for Omnicare Inc.
Theodore Stolman
Stutman Treister & Glatt
1901 Ave Of The Stars 12FL
Los Angeles, CA 90067-6013

Finova Medical Receivables, Inc.
311 S. Wacker Dr., Ste. 6000
Chicago, IL 60606

HFG Healthco-4, LLC
c/o Lord Securities
Two Wall Street
New York, NY 10005

US Bank National Association
201 W. Wisconsin Ave.
Milwaukee, WI 53259

Premier Capital Group, Inc.
1308 8th Street, Ste. 5
West Des Moines, IA 50265

Ford Motor Credit Company
1655 Fairlane Circle #925
Allen Park, MI 48101-

Commercial Equipment Lease Corporation
PO Box 11826
899 Pearl Street, 2nd Floor
Eugene, OR 97440

TCCG, LLC
22800 Savi Ranch Parkway, Ste. 204
Yorba Linda, CA 92887

Evans National Leasing, Inc.
One Grimsby Drive
Hamburg, NY 14075

Counsel for Omnicare Inc.
Andrew M. Troop
Cadwalader, Wickersham & Taft LLP
One World Financial Center
New York, NY 10281

Healthcare Finance Group, Inc.
Two Wall Street
New York, NY 10005

Pleasant Care Funding Co., LLC
2258 Foothill Blvd., Ste. 6
La Canada, CA 91011

Trinity Capital Corporation
475 Sansome St., 19th Floor
San Francisco, CA 94111

Socal Laundry Equipment, Inc.
1729 Coolidge Ave., Ste. B
National City, CA 91950

Butler Capital Corporation
10944 Beaver Dam Road
Hunt Valley, MD 21030

FPC Funding II, LLC
8700 Waukegan Road, #100
Morton Grove, IL 60053

First Federal Leasing
PO Box 1145
Richmond, IN 47375-1145

Fortran Group International, Inc.
201 N. Franklin Street, Ste. 3405
Tampa, FL 33602

Omnicare, Inc.
1600 Rivercenter II
100 East Rivercenter Blvd.
Covington, KY 41011

Kindred Rehab Services, Inc.
dba Peoplefirst Rehabilitation
680 S. Fourth Ave.
Louisville, KY 40202

Credit Bureau of Santa Maria, Inc.
dba Credit Bureaus of San Luis Obispo and
Santa Barbara Counties
PO Box 480
Grover Beach, CA 93483

Ecolab Inc.
370 Wabasha Street
St. Paul, MN 55102

Omnicare, Inc.
1600 Rivercenter II
100 East Rivercenter Blvd.
Covington, KY 41011

Susquehanna Patriot Commercial Leasing
Company, Inc.
1566 Medical Drive, #201
Pottstown, PA 19464

Altec Capital Services, LLC
33 Inverness Center Parkway Ste. 200
Birmingham, AL 35242

Pentech Financial Services
222 SW Columbia Street, #1000
Portland, OR 97201

Santa Barbara Bank & Trust
PO Box 60607
Santa Barbara, CA 93160

IRS/OHIO
PO Box 145595
Cincinnati, OH 45250

In re Pleasant Care Corporation
In re Ember Care Corporation
In re PCC Health Services, Inc.
In re SNF Properties Incorporated
In re Atlas Care Enterprises, Inc.
Creditor's Committee

Alvin Mar/Russell Clementson
Office of the U.S. Trustee
725 S. Figueroa St. Suite 2600
Los Angeles, CA 90017

Debtors
Pleasant Care Corporation, et al.
2258 Foothill Boulevard
La Canada, CA 91011

TWIN MED
11333 Greenstone Avenue
Santa Fe Springs, CA 90670

Committee Counsel and Counsel for Twin Med
Richard M. Pachulski
Pachulski, Stang, Ziehl, et al.
10100 Santa Monica Blvd., #1100
Los Angeles, CA 90067

SEIU UNITED HEALTHCARE WORKERS-
WEST
P.O. Box 45218
San Francisco, CA 94145

Counsel for SEIU- United Healthcare Workers
West
Christian L. Raisner, Linelle Mogado
Weinberger, Roger & Rosenfeld
1001 Marina Village Parkway, Suite 200
Alameda, CA 94501-1091

COMPREHENSIVE THERAPY
1261 Oakhaven Lane,
Arcadia, CA 91006

DAIRY KING
815 Thompson Ave.
Glendale, CA 91201

HEALTHCARE SERVICES GROUP
3220 Tillman Drive, Suite, 300
Bensalem, PA 19020

RON BENDER (SBN 143364)
MONICA Y. KIM (SBN 180139)
JACQUELINE L. RODRIGUEZ (SBN 198838)
LEVENE, NEALE, BENDER, RANKIN & BRILL L.L.P.
10250 Constellation Blvd., Suite 1700
Los Angeles, California 90067
Telephone: (310) 229-1234
Facsimile: (310) 229-1244
Proposed Attorneys for Chapter 11
Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re:) Case No. LA 07-12312-EC
)
PLEASANT CARE CORPORATION, et al.) CHAPTER 11
) Debtors.)
) Jointly Administered with Case Nos.:
)
 Affects All Debtors) Case No. LA 07-12316-EC
 Affects Pleasant Care) Case No. LA 07-12319-EC
Corporation only) Case No. LA 07-12322-EC
 Affects SNF Properties) Case No. LA 07-12326-EC
Incorporated only)
 Affects PCC Health Services,)
Inc. only)
 Affects Atlas Care)
Enterprises, Inc. only)
 Affects Ember Care)
Corporation only)

NOTICE OF ENTRY JUDGMENT OR ORDER
AND CERTIFICATE OF MAILING

TO ALL PARTIES IN INTEREST ON THE FOLLOWING SERVICE LIST:

1. You are hereby notified that a judgment or order entitled (specify):

SECOND INTERIM ORDER PURSUANT TO 11 U.S.C. §§ 361, 362 AND 364
(i) AUTHORIZING DEBTORS TO INCUR POST-PETITION SECURED INDEBTEDNESS AND
GRANTING SECURITY INTERESTS AND PRIORITY AND (ii) SCHEDULING FINAL HEARING

was entered on (specify date):

4/9/07

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

4/9/07

See Attached Service List

Dated:

4/9/07

JON D. CERETTO
Clerk of the Bankruptcy Court

by: [Signature]
Deputy Clerk

In re Pleasant Care Corporation
In re Ember Care Corporation
In re PCC Health Services, Inc.
In re SNF Properties Incorporated
In re Atlas Care Enterprises, Inc.

Alvin Mar/Russell Clementson
Office of the U.S. Trustee
725 S. Figueroa St. Suite 2600
Los Angeles, CA 90017

Counsel for Bridge Healthcare Finance,
LLC and Bridge Opportunity Finance, LLC
Michael Fletcher
Frandzel Robins Bloom & Csato
6500 Wilshire Boulevard, 17th Floor
Los Angeles, CA 90048

Committee Counsel
Richard M. Pachulski
Pachulski, Stang, Ziehl, et al.
10100 Santa Monica Blvd., #1100
Los Angeles, CA 90067

Counsel for Omni
Theodore B. Stolman
Stutman Treister & Glatt
1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067

RON BENDER (SBN 143364)
MONICA Y. KIM (SBN 180139)
JACQUELINE L. RODRIGUEZ (SBN 198838)
LEVENE, NEALE, BENDER, RANKIN & BRILL
L.L.P.
10250 Constellation Blvd., Suite 1700
Los Angeles, California 90067