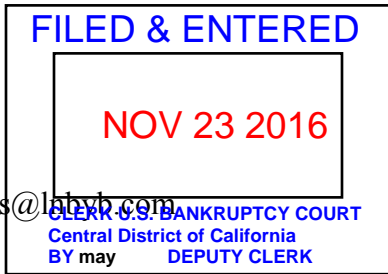


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 and Debtors in Possession



8 **UNITED STATES BANKRUPTCY COURT**  
**CENTRAL DISTRICT OF CALIFORNIA**  
 9 **LOS ANGELES DIVISION**

10 In re: )  
 11 Associated Third Party Administrators, )  
 12 Debtor and Debtor in Possession. )

) Lead Case No.:  
 2:16-bk-23679-SK  
 )  
 ) Jointly administered with:  
 Case No. 2:16-bk-23682-SK  
 ) Chapter 11 Cases

14 In re: )  
 15 Allied Fund Administrators, LLC, )  
 16 Debtor and Debtor in Possession. )

) **FINAL ORDER GRANTING MOTION**  
 ) **FOR ENTRY OF AN ORDER**  
 ) **AUTHORIZING THE USE OF CASH**  
 ) **COLLATERAL OF DEBTOR**  
 ) **ASSOCIATED THIRD PARTY**  
 ) **ADMINISTRATORS**

- 18  Affects Both Debtors )  
 19  Affects Associated Third Party )  
 Administrators Only )  
 20  Affects Allied Fund Administrators, LLC )  
 21 Only )

) Final Hearing:  
 ) DATE: November 16, 2016  
 ) TIME: 9:00 a.m.  
 ) PLACE: Courtroom 1575  
 255 E. Temple St.  
 Los Angeles, CA 90012

1 On November 16, 2016, at 9:00 a.m., the Honorable Sandra R. Klein, United States  
2 Bankruptcy Judge for the Central District of California (the “Court”) held a final hearing (the  
3 “Hearing”) in Courtroom 1575 of the United States Bankruptcy Courthouse located at 255 East  
4 Temple Street, Los Angeles, California, on the *Emergency Motion For Entry Of An Order*  
5 *Authorizing The Use Of Cash Collateral Of Debtor Associated Third Party Administrators* (the  
6 “Motion”) [Doc. No. 11], filed by Associated Third Party Administrators (“ATPA”), one of the  
7 chapter 11 debtors and debtors in possession (the “Debtor”) in the above-captioned Chapter 11  
8 bankruptcy cases (the “Chapter 11 Cases”). Appearances were made as set forth on the record at  
9 the Hearing.

10 The Court, having considered the Motion, the Memorandum,<sup>1</sup> the *Omnibus Declaration*  
11 *of Henry D. Ritter in Support of Emergency First Day Motions* (the “Ritter Declaration”) [Doc.  
12 No. 14], the Budget attached to the *Supplemental Declaration of Henry D. Ritter in Support of*  
13 *Emergency Motion for Entry of An Order Authorizing the Use of Cash Collateral of Debtor*  
14 *Associated Third Party Administrators* [Doc. No. 47] (the “Supplemental Ritter Declaration”) [Doc.  
15 and the Supplemental Ritter Declaration, all pleadings, and exhibits filed in support of the  
16 Motion, the notice of the Motion, the entire record and dockets in these jointly administered  
17 Chapter 11 Cases, including the pleadings filed in connection with the Motion by the Pension  
18 Benefit Guaranty Corporation [Docs. No. 41, 98], Western States Office and Professional  
19 Employees Pension Fund and Board of Trustees of the Western States Office and Professional  
20 Employees Pension Fund [Doc. No. 34], and CAMOFI MASTER LDC and CAMHZN  
21 MASTER LDC [Doc. No. 110], and the Court finding that the Debtor provided requisite notice  
22 of the motion and the Hearing, that such notice was good and proper, and for good cause  
23 appearing, therefor,

24 **HEREBY ORDERS AS FOLLOWS:**

25 (1) The Motion is GRANTED in part;

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<sup>1</sup> Capitalized terms used and not defined herein have the meaning set for the in the Motion and  
28 Memorandum.


1 (2) ATPA is authorized to use cash collateral on a final basis through November 16,  
2 2016 (the date of the final hearing on the Motion) to pay all of the expenses set forth in the initial  
3 Budget, in accordance with the Interim Order, subject to a permitted variance of up to 15% on a  
4 cumulative basis, and to deviate by category (provided the Debtor does not pay expenses outside  
5 any of the categories) without the need for further Court order;

6 (3) ATPA is authorized to use cash collateral from November 17, 2016 through  
7 November 28, 2016, only to pay ATPA payroll obligations, including payroll taxes and  
8 employee benefits; any additional use of cash collateral will only be made with approval of the  
9 Secured Parties and subject to further order of the Court.

10 (4) To the extent there is diminution in the value of the Secured Creditors' collateral  
11 resulting from ATPA's use of the Secured Parties' cash collateral, the Secured Parties shall be  
12 granted on a final basis: (i) adequate protection as provided for in the *Order Granting Motion for*  
13 *Entry of An Order Authorizing the Use of Cash Collateral of Debtor Associated Third Party*  
14 *Administrators* [Doc. No. 53], and (ii) all adequate protection provided to secured creditors under  
15 the Bankruptcy Code including replacement liens on all assets of ATPA, including ATPA's post-  
16 petition cash and litigation claims, with such replacement liens to have the same extent, validity,  
17 scope, and priority as the prepetition liens held by the Secured Parties; provided however, the  
18 Secured Parties shall not have adequate protection liens or claims on or in the ATPA's leasehold  
19 interest for the Alameda, California lease with lessor PTF for Operating Engineers, LLC.

20 **IT IS SO ORDERED.**

21  
22  
23  
24 Date: November 23, 2016

  
Sandra R. Klein  
United States Bankruptcy Judge