



IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: January 25, 2017.

**H. CHRISTOPHER MOTT
UNITED STATES BANKRUPTCY JUDGE**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
EL PASO DIVISION**

IN RE:)
)
GM OILFIELD & TRUCKING) Case No. 16-31581-HCM
SERVICES, LLC d/b/a GM TRUCKING,) Chapter 11
)
Debtor.)

AGREED FINAL ORDER ON MOTION FOR ENTRY OF INTERIM AND FINAL ORDER (A) AUTHORIZING THE USE OF CASH COLLATERAL, (B) GRANTING ADEQUATE PROTECTION TO SECURED CREDITORS AND (C) SCHEDULING A FINAL HEARING PURSUANT TO 11 U.S.C. SECTION 363 AND RULE 4001 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE

On November 10, 2016, the Court conducted a final hearing on the *Motion for Entry of Interim and Final Orders (A) Authorizing the Use of Cash Collateral, (B) Providing Adequate Protection to Secured Creditors and (C) Scheduling a Final Hearing Pursuant to 11 U.S.C. Section 363 and Rule 4001 of the Federal Rules of Bankruptcy Procedure* (the “*Motion*”), filed by GM OILFIELD & TRUCKING SERVICES, LLC d/b/a GM TRUCKING (“GM”), the “Debtor” and/or “Debtor-in-Possession” in this Chapter 11 proceeding. GM appeared through its attorneys of record Miranda & Maldonado, P.C.,

P.C. and Andrew B. Krafzur, Esq. of Ray, McChristian & Jeans, P.C. Kevin Epstein, Esq., of the Office of the United States Trustee also appeared.

The Parties announced agreement as to all matter contained in the *Motion* and asked the Court to enter this *Agreed Final Order* evidencing the terms of their agreement. This Court approves such agreement and is of the opinion that the relief requested in the *Motion* should be granted on a final basis as follows.

IT IS THEREFORE ORDERED, ADJUDGED and DECREED that GM may use the revenues generated by its business operations and reflected by its Accounts Receivable (the "*Cash Collateral*") subject to the security interests and/or tax liens of –

1. Commercial State Bank (“CSB”) on Cash Collateral and Personal Property pursuant to a prepetition Equipment Loan;
2. United States of America, Internal Revenue Service (“IRS”) pursuant to a prepetition Federal Tax Lien; and,
3. Ally Bank pursuant to two (2) prepetition notes dated June 15, 2015;

(collectively referred to as the “Secured Creditors”) until a Chapter 11 Plan of Reorganization is confirmed or otherwise ordered by this Court. In consideration for the use of the *Cash Collateral*, GM will provide adequate protection to the Secured Creditors as set forth below:

Minimum Monthly Adequate Protection Payments

GM will make monthly payments to the Secured Creditors as follows:

Creditor	Balance of Prepetition Secured Claim	Amount of Monthly Adequate Protection Payment
Commercial State Bank	\$830,817.62	\$6,250.00

Internal Revenue Service	\$883,504.56	\$4,500.00
Ally Bank	\$104,606.88	\$500.00

(the “*Adequate Protection Payments*”). The *Adequate Protection Payments* shall begin immediately upon the entry of this *Agreed Final Order*, or by the contractual due date, whichever is later, and continuing each month thereafter. Such payments are reflected in **Exhibit “A”** as attached to this *Agreed Final Order*.

Insurance

GM shall provide and maintain adequate insurance coverage on any personal property to which the Secured Creditors’ liens may attach.

Replacement Liens

GM will provide the Secured Creditors replacement liens equivalent to the Secured Creditors’ prepetition Liens. These replacement liens will have the same priority as the prepetition liens. However, such shall not have the effect of constituting a final order or finding as to the validity or perfection of the prepetition liens of the Secured Creditors.

Additional Obligations

Payment of Postpetition Taxes & Filing of Tax Returns

GM will remain current with all tax obligations, including but not limited to tax deposits to employee withholding for income, Social Security taxes and hospital insurance (Medicare) and employer’s contribution for Social Security taxes and deposits.

GM will file any outstanding prepetition tax return(s) and all future tax returns as they become due.

Monthly Operating Reports

GM will timely file its *Monthly Operating Reports* (“MOR’s”) as they become due.

Prohibition of Sale of Collateral

GM shall not sell any property subject to a Secured Creditor’s lien(s) without first obtaining approval from the Bankruptcy Court.

Default

In the event of a default on any of the above conditions, the Secured Creditors shall notify GM, through its Counsel, of GM’s default. GM shall have ten (10) days from the date of receipt of the notification in which to cure its default. If GM does not make the due *Adequate Protection Payment(s)*, exceeds the (10) day cure period or exercises such options on more than two (2) separate occasions, GM will be deemed to have breached the terms of this *Agreed Final Order*, the continued use of cash collateral shall be denied and the affected Secured Creditor may proceed with the appropriate remedy.

Attorney’s Fees

GM may continue to make monthly payments to its Counsel of record through the pendency of this proceeding in the amount of \$5,000.00 with such amounts to be deposited into Counsel’s IOLTA Trust Account and held until future Fee Application to this Court.

Payment of Accounts Receivable to GM

Any third-party holding accounts payable due to GM for any receivable purchased by Commercial State Bank under the prepetition *Factoring Agreement*, is ordered to remit payment directly to Commercial State Bank, regardless of any notice of assignment of such payable from the relevant Secured Creditor. Additionally, GM will immediately turnover any funds received from the prepetition *Factoring Agreement*.

IT IS FURTHER ORDERED, ADJUDGED and DECREED that this *Final Order* will be effective until confirmation of the Chapter 11 Plan of Reorganization or until further *Order* of this Court.

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AGREED AS TO FORM:

/s/ Randall L. Rouse, Esq.
Randall L. Rouse, Esq.
LYNCH, CHAPPELL & ALSUP
The Summit, Suite 700
300 North Marienfeld
Midland, TX 79701-4345
(432) 683-3351 (Telephone)
(432) 683-2587 (Facsimile)
rrouse@lcalawfirm.com

Counsel for Commercial State Bank

/s/ Steven Bass, Esq.
Steven Bass, Esq.
U.S. ATTORNEY'S OFFICE
601 NW Loop 410, Suite 600
San Antonio, Texas 78216.
(210) 384-7100 (Telephone)
(210) 384-7105 (Facsimile)
Steven.Bass@usdoj.gov

Counsel for the United States of
America, Internal Revenue Service

/s/ Carlos A. Miranda III, Esq.
Carlos A. Miranda III, Esq.
Gabe Perez, Esq.
MIRANDA & MALDONADO, P.C.
5915 Silver Springs, Bldg. 7
El Paso, Texas 79912
(915) 587-5000 (Office)
(915) 587-5001 (Facsimile)
cmiranda@mirandafirm.com
gperez@mirandafirm.com

Bankruptcy Counsel for the Debtor

/s/ Andrew B. Krafur, Esq.
Andrew B. Krafur, Esq.
RAY, MCCHRISTIAN & JEANS, P.C.
5822 Cromo Drive
El Paso, Texas 79912
(915) 832-7296 (Office)
(915) 241-0885 (Mobile)
akrafur@rmjfirm.com

Bankruptcy Counsel for the Debtor

BUDGET

Ordinary Income/Expense

Income

Roustabout Income	
Backhoe Revenue	0
Forklift Revenue	0
Man Lift Revenue	0
Pipe Trailer Revenue	0
Roustabout Revenue	82270
Steamer Revenue	0
Tiller Revenue	0
Trash Trailer Revenue	0
Utility Trailer Revenue	0
Welder Revenue	0
Roustabout Income - Other	0
Total Roustabout Income	82270
Trucking Income	
Brine Water Revenue	6506.7
Chart Recorder Revenue	
Disposal Fee Revenue	13826.84
Fresh Water Revenue	5178.65
Hazmat Truck Revenue	49500
Kill Truck Revenue	34640
Vacuum Truck Revenue	196350
Washout Revenue	
Trucking Income - Other	
Total Trucking Income	306002.2
Total Income	388272.2
Cost of Goods Sold	
Backhoe Services	0
Brine Water	4880.03
Disposal Fee	10139.68
Equipment Rental	0
Fresh Water Services	3585.22
Fuel	27179
GPS	1600
Operations Repair/Maintenance	
Equipment Repairs	1875.13
Fleet Vehicle Maintenance	170.56
Shop/Maintenance Supplies	2500
Towing and Other	150
Truck Repairs	5000
Operations Repair/Maintenance - Other	137.64
Total Operations Repair/Maintenance	
Tires	2000
Training	0
Uniform and Clothing Expense	750
Wash Out	0
Welding Services	0
Workers Comp Insurance	5339

Total COGS	65306.26
Gross Profit	322965.9
Expense	
Advertising	750
Automobile Expense	0
Background Checks	900
Building Security	250
Computer and Internet Expenses	1000
Construction Cost	
Donations and Charities	
Drug Testing	1000
Factoring Fees	14502.51
Insurance Expense	
General Liability	22866.32
Health Insurance	
Life Insurance and Supplemental	
Insurance Expense - Other	
Total Insurance Expense	
Janitorial	
Services	
Supplies	293.03
Janitorial - Other	
Total Janitorial	
License and registration fees	1000
Meals & Entertainment-Cust/Vend	500
Meals and Entertainment	
Office Expenses	
Office Equipment	1050
Office Supplies	250
Office Expenses - Other	
Total Office Expenses	
Owner Operators	
Payroll Expenses	
Administration	13056
Dispatch	7525.2
Kill Truck Driver	10478.6
Management	9350
Pusher	12100
Roustabouts	45057.98
Shop	9020
Vacuum Truck Driver	64812
Payroll Expenses - Other	
Total Payroll Expenses	
Penalties	
Postage	
Professional Fees	
Accounting	

	Legal	5000
	Other	2500
	Professional Fees - Other	
	Total Professional Fees	
	Rent Expense	18000
	Safety Equipment	2500
	Safety Services	4500
	Service Charges	
	Bank Service Charges	
	Factoring Fees	
	Service Charges - Other	
	Total Service Charges	
	Small Tools and Equipment	0
	Software and Maintenance	1823.21
	Telephone Expense	1350
	Travel Expense	0
	Uncategorized Expenses	0
	Utilities	2486.81
	Total Expense	253921.7
	Owner Draw	6500
Net Ordinary Income		62544.27
	10% put in reserved of amount factored	30600.22
	Cash on hand	31944.05
	Commercial state Bank	6250
	IRS	4500
	Ally Bank	500
	Total Payments	11250
	Balance cash on hand after payments	20694.05