This document has been electronically entered in the records of the United States Bankruptcy Court for the Southern District of Ohio.

IT IS SO ORDERED.

**Dated: April 4, 2014** 



awrence S. Walter

United States Bankruptcy Judge

# UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF OHIO WESTERN DIVISION—DAYTON

In re: : CASE NO. 13-34099

:

Lofino Properties, LLC, : Chapter 11

(Substantively consolidated)<sup>1</sup>

Debtor. : Judge Lawrence S. Walter

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AGREED THIRD INTERIM ORDER APPROVING TRUSTEE'S MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS AUTHORIZING TRUSTEE TO USE FIRST FINANCIAL BANK, N.A.'S CASH COLLATERAL, GRANTING ADEQUATE PROTECTION, AND SCHEDULING FINAL HEARING

This matter is before the Court on the Trustee's Motion for Entry of Interim and Final Orders Authorizing Trustee to Use Cash Collateral, Granting Adequate Protection, and Scheduling Final Hearing (the "Motion") (L.Doc. 81); the Court, having reviewed the Motion

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<sup>&</sup>lt;sup>1</sup> In re Southland 75, LLC, case no. 13-34100, substantively consolidated on lead case no. 13-34099. Documents filed in the individual cases shall be cited by their respective docket numbers, L.Doc. \_\_ for documents previously filed in In re Lofino Properties, LLC, case no. 13-34099, and S.Doc. \_\_ for documents previously filed in In re Southland 75, LLC, case no. 13-34100.

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and the record before it, and after due deliberation and sufficient cause appearing therefore, hereby finds and concludes as follows:

- (a) On October 4, 2013 (the "Petition Date"), Lofino Properties, LLC ("Lofino's") and Southland 75, LLC ("Southland") (collectively, the "Debtors") each filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code. Lofino's continued to operate its businesses and manage its property located at 6000 6013 Wilmington Pike, Dayton, Ohio 45432 as a debtor-in-possession pursuant to 11 U.S.C. §§ 1107(a) and 1108 of the Bankruptcy Code until the acceptance on December 6, 2013, by Henry E. Menninger, Jr. of his appointment as trustee for Lofino's (the "Trustee"). Lofino's properties located at 8245 Springboro Pike, Miami Township, Ohio 45432 ("Cub Foods Γ") and 6134 6140 Wilmington Pike, Sugarcreek Township, Ohio 45459 ("Cub Foods II"), and Southland's properties located at 8209, 8265 8361 Springboro Pike, Miami Township, Ohio 45432 (the "Southland Real Property"), were in the custody, control, and management of the Receiver as of the Petition Date, and the Receiver was required to turn over the property in her control to the Trustee when appointed, although a transition period might be required.
- (b) This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(b) and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
- (c) Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
- (d) No examiner or statutory committee has been appointed in Debtors' consolidated Chapter 11 case. Notice (L.Doc. 82, S.Doc. 86) of the Motion has been provided to the following parties or, in lieu thereof, to their counsel, if known: (i) the

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Office of the United States Trustee; (ii) the creditors included in the list filed by the Debtor pursuant to Bankruptcy Rule 1007(d); (iii) the Secured Creditors and/or the Secured Creditors' counsel; and (iv) the Montgomery and Greene County Treasurers. Given the nature of the relief sought in the Motion, the Court concludes that the foregoing notice is sufficient and adequate under the circumstances, and complies with Bankruptcy Rule 4001 in all respects.

- (e) The Trustee has an immediate critical need to use Cash Collateral in order to, among other things, finance the ordinary cost of Debtors' operations and to satisfy working capital and operational needs. The Trustee's access to sufficient working capital and liquidity through the use of Cash Collateral is vital to the preservation and maintenance of the going concern value of the Debtors' consolidated estate and to the Debtors' successful reorganization. Consequently, without the continued use of Cash Collateral, to the extent authorized by this Order, the Debtors and the consolidated estate would suffer immediate and irreparable harm.
- (f) As of the Petition Date, Lofino's and First Financial Bank, N.A. ("First Financial") are parties to the loan agreement (the "Loan Agreement") which is attached to the proof of claim filed by First Financial in this case. First Financial has filed a proof of claim in this case asserting that the amount owing under the Loan Agreement (the "First Financial Loan") as of the Petition Date was \$5,854,987.09.
- (g) First Financial claims to be secured by a security interest in and liens on the Lofino's real estate, fixtures, and improvements located at 6000–6130 Wilmington Pike, Dayton, Ohio 45432 and known as Sugarcreek Plaza (the "First Financial Real Property"), and the rents generated by that real estate (the "First Financial Gross Rents,"

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and together with the First Financial Real Property, the "First Financial Prepetition Collateral").

- (h) By Orders entered on January 29, 2014 (L.Doc. 100, S.Doc. 92), the Court substantively consolidated the estates of Lofino Properties, LLC and Southland 75, LLC. Glicny Real Estate Holding, LLC ("Glicny") claims to be secured by security and interests in Cub Foods I, Cub Foods II, the Southland Real Property, and associated fixtures and improvements (the "Glicny Real Property"), and rents generated therefrom (the Glicny Gross Rents, and together with the Glicny Real Property, the "Glicny Prepetition Collateral") which is separate and apart from the First Financial Prepetition Collateral.
- (i) In the Motion, the Trustee requested authority to use Cash Collateral generated from the First Financial Real Property (the "First Financial Cash Collateral") for payment of ordinary and necessary expenses as set forth in the Budget pursuant to the terms of (i) an Agreed Interim Order Approving Trustee's Motion for Entry of Interim and Final Orders Authorizing Trustee to Use First Financial Bank, N.A.'s Cash Collateral, Granting Adequate Protection, and Scheduling Final Hearing (the "First Interim First Financial Order") which the Court entered on December 16, 2013 (L.Doc. 83), and (ii) an Agreed Final Order with First Financial to be provided.
- (j) The rents in the hands of the Debtors as of the Petition Date and postpetition rents generated from the operation of the Debtors' businesses are property of the consolidated estate pursuant to section 541(a)(6) of the Bankruptcy Code.

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- (k) The Trustee asserts that he has the right to use the First Financial Cash Collateral, including the First Financial Gross Rents, in the ordinary course of operating Debtors' businesses and in accordance with the Budget.
- (l) The Trustee asserts that it is critical to the continued success of this Chapter 11 case that the Trustee be able to use the First Financial Cash Collateral, including but not limited to the First Financial Gross Rents, on the terms as set forth in this Order. Any delay in paying the expenses authorized hereby will have a material adverse effect on the Debtors' businesses and ability to reorganize by potentially increasing vacancies, making it more difficult to fill vacancies, and increasing administrative claims against the consolidated estate. The Debtors will suffer immediate and irreparable harm in the absence of this Order approving the use of the First Financial Cash Collateral on the terms authorized hereby.
- (m) The Trustee has proposed to provide (i) monthly payments of principal and interest to First Financial; (ii) replacement liens in the same validity, extent, and priority as existed prepetition, but only to the extent that the First Financial Cash Collateral is actually used by the Trustee; (iii) continuance of the Net Rent cash reserve established under the First Interim First Financial Order; and (iv) periodic financial reporting.
  - (n) The First Interim First Financial Order expired on January 31, 2014.
- (o) On February 12, 1014 the Court entered the second agreed interim order for the use of First Financial's Cash Collateral (L.Doc. 105) ("Second Interim First Financial Order"). The Second Interim First Financial Order expired on February 28, 2014.

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- (p) The Court set a final hearing on the Motion on February 25, 2014 On February 13, 2014, First Financial filed a limited response to the Motion (L.Doc. 106). On February 25, 2014, the Court held a status conference and continued the final hearing. The terms of the Second Interim First Financial Order were continued until March 31, 2014 by agreement of the Trustee and First Financial.
- (q) The Trustee seeks authority to use the First Financial Cash Collateral pending the earlier of entry of a final order authorizing the use of the First Financial Cash Collateral or June 30, 2014, or until such later date as may be provided pursuant to Paragraph 4 below.
- (r) Good cause has been shown for immediate entry of this Order pursuant to Bankruptcy Rule 4001(b)(2). In particular, the authorization granted herein for the Trustee to use the First Financial Cash Collateral is necessary to avoid immediate and irreparable harm to the Debtors and the consolidated estate. Entry of this Order is in the best interests of the Debtors, the consolidated estate, and the creditors.

## IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT

- 1. <u>Approval of Motion</u>. The Motion is approved on the terms and conditions set forth in this Agreed Order. This Order shall become effective and binding upon all parties in interest immediately upon its entry.
- 2. <u>Authorization to Use Cash Collateral</u>. Subject to the terms and conditions set forth in this Order, and unless otherwise extended in writing approved by First Financial or Final Order, the Trustee is hereby authorized to use First Financial's Cash Collateral through June 30, 2014

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or until such extended date as may be provided in Paragraph 4 below ("Cash Collateral Period") to fund necessary operating requirements of the Debtors in connection with the maintenance and operation of the First Financial Real Property solely in accordance with the Budget attached hereto as Exhibit A.

- 3. <u>Budget</u>. Attached hereto as <u>Exhibit A</u> is a Budget for the Cash Collateral Period commencing on March 1, 2014 and ending on June 30, 2014. The Budget reflects on a line item basis the anticipated cumulative cash receipts and expenditures for Lofino's on a monthly basis relating to the First Financial Real Property and all necessary and required cumulative expenses which the Trustee expects to incur during each month of the Budget in connection with the First Financial Real Property. Except to the extent necessary to pay any cumulative amounts which have been carved out in paragraph 10 of this Order, *infra*, the Trustee's use of First Financial Cash Collateral for any particular line item shall not exceed, on a cumulative basis, 125% of the amount provided for that line item in the Budget, or as may be agreed to from time to time after the entry of this Third Interim Order by the Trustee and First Financial in writing.
- 4. Extension of Cash Collateral Period. The Trustee and First Financial may extend the Cash Collateral Period from time to time by filing with the Court prior to the expiration of the Cash Collateral Period a Notice of Extension of Cash Collateral Period ("Extension Notice")

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which shall provide notice of the extended termination date for the Cash Collateral Period and shall attach a Budget for the extended Cash Collateral Period. If no party in interest objects to the Extension Notice, the Cash Collateral Period shall be extended as provided in the Extension Notice without further action of the Court, subject to the terms of this Order. The Budget attached to the Extension Notice shall constitute the Budget as contemplated by this Order for the extended Cash Collateral Period.

5. Adequate Protection. With regard to the use of the First Financial Cash Collateral, including but not limited to the First Financial Gross Rents, as permitted hereby, First Financial is adequately protected pursuant to 11 U.S.C. § 361 during the Cash Collateral Period by and through the (i) maintenance and continuation of First Financial's liens upon the First Financial Gross Rents existing at the Petition Date or that are generated post-petition from the First Financial Real Property; (ii) payment of monthly principal and interest accruing on the First Financial loan as provided in the Loan Agreement; (iii) continuance of the First Financial Net Rent Account and the deposit therein of all net rents remaining after the payment of the expenses provided in the Budget (the "First Financial Net Rents"); (iv) replacement liens in same validity, extent, and priority as existed prepetition; and (v) periodic financial reporting, all as provided in this Order.

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- 6. Objections to First Financial Interests in First Financial Pre-Petition Collateral. The Trustee or an party in interest may object to or challenge, on or before May 16, 2014, the extent, legality, validity, priority, perfection, or enforceability of any of First Financial's mortgages, pre-petition liens, security interest, pledges, assignments, or encumbrances of any kind in the First Financial Pre-Petition Collateral. If no objection or challenge is timely filed, First Financial shall be deemed to have properly perfected first priority mortgages or liens in the First Financial Pre-Petition Collateral without further order of the Court. Nothing herein limits or prohibits the Trustee or any party in interest from objecting to the amount claimed in any proof of claim file by First Financial.
- Collateral. The Trustee shall segregate and account for all of the First Financial Cash Collateral that comes into his possession, custody or control, from and after the date of entry of this Order. The Trustee shall maintain his trustee depository accounts and cash management accounts with First Financial. The Trustee shall immediately deposit into those accounts at First Financial all of the First Financial Cash Collateral, and shall continue to deposit into those accounts all of the First Financial Cash Collateral as and when it is received by the Trustee. The Trustee shall establish at First Financial a separate account to hold Net Rents (the "First Financial Net Rent Account"), and shall deposit all First Financial

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Net Rents from the First Financial Real Property into the First Financial Net Rent Account. Notwithstanding the foregoing, the Trustee may deposit Cash Collateral generated from the Glicny Real Property into such accounts as the Trustee and Glicny may agree.

- 8. <u>Adequate Protection Payments</u>. As additional adequate protection, the Trustee shall make monthly payments of principal and interest on the First Financial Loan.
- 9. Post-Petition Replacement Lien. Pursuant to 11 U.S.C. § 361(2), effective as of the Petition Date, First Financial is hereby granted (a) a continuing, first-priority, senior, post-petition lien (deemed perfected upon entry of the First Interim First Financial Order) in the First Financial Real Property, the post-petition First Financial Cash Collateral and the proceeds thereof, with the same priority and extent as First Financial had in the First Financial Real Property and in the First Financial Cash Collateral pre-petition, which replacement lien shall secure an amount equal to the First Financial Cash Collateral used by the Trustee.
- 10. Priority in accordance with §507(b). First Financial's postpetition replacement liens shall have priority to the extent allowed by 11
  U.S.C. § 507(b) over all administrative expenses of the kind specified in
  11 U.S.C. § 503(b) or 507(a) subject, however, to a carve-out to the
  extent necessary for: (i) the payment of the Trustee's fees and expenses
  accrued prior to the entry of this Order in the cumulative amounts set
  forth in the Budgets attached to the First Interim First Financial Order, the

Second Interim First Financial Order, and this Order, and the Budgets agreed upon by the Trustee and First Financial, to the extent they are approved and allowed by the Court, (ii) the payment of the Trustee's professional fees and expenses, including those of counsel for the Trustee, Wood & Lamping LLP, incurred prior to the entry of this Order in the cumulative amounts set forth in the Budgets attached to the First Interim First Financial Order, the Second Interim First Financial Order, and this Order, and the Budgets agreed upon by the Trustee and First Financial, to the extent that they are approved and allowed by the Court, (iii) all fees due to the Office of the United States Trustee under 28 U.S.C. § 1930, and (iv) the payment of all fees and expenses incurred in connection with the First Financial Real Property of any property manager, sales agent, or leasing agent employed by the Trustee in the ordinary course of business or pursuant to order of the Court incurred prior to or subsequent to the entry of this Order in the cumulative amounts set forth in the Budgets attached to the First Interim First Financial Order, the Second Interim First Financial Order, and this Order, and the Budgets agreed upon by the Trustee and First Financial. No other costs or administrative expenses which have been or may be incurred in this Chapter 11 case and no other priority claims are nor will be prior to or on a parity with the claims of First Financial arising out of the post-petition lien in the First Financial Cash Collateral granted to First Financial under this Order.

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- 11. Payment of Professionals. All parties' rights and interests are fully reserved with respect to the payment of the Trustee's fees/costs and the fees/costs or any other court approved professionals from the First Financial Cash Collateral after notice and hearing related to any application for payment, including without limitation, the right of First Financial to object to the allowance of the proposed fees/costs.
- 12. <u>Insurance</u>. The Trustee shall at all times keep the First Financial Real Property and all of Debtor's assets that are subject to First Financial's mortgage or liens insured with an insurance company and on terms which are acceptable to First Financial and shall cause and continue to cause First Financial to be named as a loss payee and/or additional insured under the policies evidencing such insurance. At First Financial's request, the Trustee shall furnish to First Financial evidence of such insurance coverage.
- 13. <u>Financial Reports.</u> The Trustee shall provide First Financial with the following reports at the following times: (a) all financial reports filed with the Court or provided to the United States Trustee at the time so filed or provided, (b) monthly financial statements in form acceptable to First Financial, and (c) all reports provided to the Trustee by any property manager, sales agent or leasing agent engaged in connection with the First Financial Real Property. The Trustee shall simultaneously serve copies of the reports required by subparagraphs (a)

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- (b) and (c) of this paragraph ("Financial Reports") upon counsel for First Financial.
- 14. <u>Inspection of First Financial Real Property and the Business</u>. At reasonable times during normal business hours, First Financial and/or its designees shall have the right to enter the First Financial Real Property to inspect the First Financial Real Property and the operation of the Debtors' businesses and all business records related to the First Financial Real Property and the businesses.
- 15. No Delinquent Post-Petition Payables and Taxes. During the Chapter 11 proceedings, the Trustee shall timely pay all post-petition operating expenses and taxes in accordance with the Budget and shall not have any delinquent post-petition accounts payable, whether in the form of an administrative expense or otherwise, except the fees and expenses of the Trustee and the Trustee's professionals subject to approval by the Court.
- 16. <u>Termination Events</u>. Each of the following events shall constitute a "Termination Event" under the terms of this Order:
  - a) the date that the Court enters an Order that does not permit the Trustee to use the First Financial Cash Collateral;
  - b) the termination of the Cash Collateral Period by the terms of this Order;

- c) the occurrence of any breach, default, or noncompliance with the terms of this Order;
- d) the conversion of this case to one under Chapter 7; or
- e) the failure of the Trustee after the entry of this Order to timely file or serve the Financial Reports as required by paragraph 13 above.
- Trustee's use of the First Financial Cash Collateral Shall terminate (a) immediately upon a Termination Event under Paragraphs 16(a), (b) or (d) of this Order; and (b) in the event Trustee receives written notice from First Financial of a Termination Event, and such Termination Event is not cured within fifteen (15) days thereafter.
- 18. <u>Modification of Stay</u>. The Stay is hereby modified as to First Financial to the extent necessary to implement the terms of this Order.
- 19. <u>Prepetition Loan Documents</u>. Except to the extent inconsistent with the terms of this Order, the provisions of the prepetition loan documents between First Financial and Lofino's shall remain in full force and effect and First Financial shall be entitled to all rights and privileges thereunder.

#### IT IS SO ORDERED.

### APPROVED AND SUBMITTED BY:

/s/ Raymond J. Pikna, Jr.\_\_

Raymond J. Pikna, Jr. (OH 0013135) Wood & Lamping LLP 600 Vine Street, Suite 2500 Cincinnati, Ohio 45202 Tel. (513) 852-6033 Fax (513) 852-6087 E-mail rjpikna@woodlamping.com Proposed attorneys for Trustee

### /s/ Robert G. Sanker

Robert G. Sanker (0039040)
Jason V. Stitt (0078513)
KEATING MUETHING & KLEKAMP PLL
One East Fourth Street, Suite 1400
Cincinnati, OH 45202
P. 513.579.6587
F: 513.579.6457
rsanker@kmklaw.com
jstitt@kmklaw.com
Attorneys for Creditor, First Financial Bank, N.A.

Copies to: All Creditors and Parties In Interest

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**EXHIBIT A** 

**BUDGET** 

5338245.3

Lofino Properties LLC SC Plaza Operating Budget Jan 01, 2014 - Dec 31, 2014

1010003504   Rental Income - Quitot 610   Income   4,215   4,215   4,215   4,215   1,000   4,000		• • • • • • • • • • • • • • • • • • • •			•	•		
1910-003-50-6    Pental Incomor—Outlet 61:10   Incomor		Rental Revenue						
	4010-00-35-03							
Expense Reimbursemrit Revenue				11,000	11,000	11,000	11,000	44,000
Epprose Reimbursement Revenue   5,843   5,843   5,843   5,843   23,372	-020-00-00-00	zato onaliges - onadow opace	acome	66,158	66,158	66,158	66,158	264,632
				5,843	5,843	5,843	5,843	23,372
				-	-	-	-	
1700.0936-03   CAM RET Tax Rev - Shadow Space   Income   9,933   9,933   9,933   9,3								
1700.003504   CAM RET Ra Rev - Outlot 61 0   Income   1.052   1.052   1.052   1.052   4.208     1900.003503   CAM LIM S Serv Chulde 6130   Income   1.052   1.052   1.052   1.052   4.208     1900.003503   CAM LIM S Serv Chulde 6130   Income   1.052   1.052   1.052   1.052   4.208     1900.003503   CAM LIM S Serv Chulde 6130   Income   1.052   1.052   1.052   1.052   4.208     1900.003503   CAM LIM S Serv Chulde 6130   Income   1.052   1.052   1.052   1.052   4.208     1900.003503   Maintenance S Standow Space   Expenses   1.750   1.750   1.750   1.750   7.700     1900.003503   Maintenance S Standow Space   Expenses   100   100   100   100   400     1900.003503   Maintenance S Standow Space   Expenses   100   100   100   100   400     1900.003503   Parking Lot - Shadow Space   Expenses   200   200   200   200   200     1900.003503   Parking Lot - Shadow Space   Expenses   250   250   250   1.000     1900.003503   Parking Lot - Shadow Space   Expenses   250   250   250   1.000     1900.003503   Parking Lot - Shadow Space   Expenses   1.000   100   100   100   400     1900.003503   Parking Lot - Shadow Space   Expenses   250   250   250   1.000     1900.003503   Parking Lot - Shadow Space   Expenses   250   250   250   1.000     1900.003503   Parking Lot - Shadow Space   Expenses   1.000   1.000   100   400     1900.003503   Parking Lot - Shadow Space   Expenses   1.000   1.000   1.000   1.000     1900.003503   Parking Lot - Shadow Space   Expenses   1.000   1.000   1.000   1.000     1900.003503   Parking Lot - Shadow Space   Expenses   1.000   1.000   1.000   1.000     1900.003503   Parking Lot - Shadow Space   Expenses   1.000   1.000   1.000   1.000     1900.003503   Parking Lot - Shadow Space   Expenses   1.000   1.000   1.000   1.000   1.000     1900.003503   Parking Lot - Shadow Space   Expenses   1.000								
1709-093-505   CAM PIET Rax Figur - Outlot 6130   Income   1,052   1,052   1,052   1,052   4,208	4700-00-35-04	CAM RE Tax Rev - Outlot 6110		-,,,,,	-	-,	-,	
	4700-00-35-05	CAM RE Tax Rev - Outlot 6130	Income					
19,818		CAM Util & Serv Shadow Space						
Relimbursable Expenses   1,750   1,7	4900-00-35-05	CAM Util & Serv Outlot 6130	Income					
301001935-03   Maintenance - Shadow Space   Expenses   1,750   1,750   1,750   7,000   1,000   100   100   400		Baimhurachla Evnancea		19,010	19,010	19,010	19,010	19,212
2010-013-503   Materials & Supplies - Shadow   Expenses   100   100   100   100   400   2010-03-503   2010-03-50	5010-00-35-03		Evnenses	1 750	1 750	1 750	1 750	7 000
30104235-03   Misc Cleanup - Shadow Space   Expenses   100   100   100   100   400								
	5010-02-35-03	Misc Cleanup - Shadow Space						
	5010-04-35-03	Roof Repairs - Shadow Space	Expenses					
Parking Lof - Shadow Space   Expenses   250   250   250   250   1,000								
100-925-03   Lof - Patching Shadow Space   Expenses	5020-00-35-03	Light Bolos & Lomp, Chadour Co						
Lot - Sweeping Shadow Space   Expenses   765   765   765   765   3,060	5020-01-35-03	Light Foles & Lamp - Shadow Sp Lot - Patching Shadow Space		100	100	100	100	400
3030003503   Snow Removal Shadow Space   Expenses   3,000   3,000				765	765	765	765	3.060
3040035-03	5030-00-35-03	Snow Removal Shadow Space					-	
	5040-00-35-03	Trash Removal Shadow Space	Expenses			1,036	1,036	4,144
		Landscaping Shadow Space	Expenses				1,500	
Illufilities - Vater/Sewer Shadow Sp	5060-02-35-03	Security Monitoring Shadow		160		160		640
	5110-02-35-03	Utilities - Cae Shadow Sp					1,200	
Seasonal Decorations Shadow Space   Expenses		Litilities - Water/Sewer Shadow						
Insurance - Liability Shadow   Expenses   - 3,400   -	5400-01-35-03	Seasonal Decorations Shadow So	Expenses	2,300	2,100	2,100	2,200	
Real Estate Taxes Shadow Space   Expenses	5600-01-35-03				3,400			3,400
11,821   14,811   13,391   9,991   50,014	5700-00-35-03	Real Estate Taxes Shadow Space	Expenses		-,	-	-	-,
	5700-00-35-04	Real Estate Taxes Outlot 6110	Expenses					
130003503		Operating Expanses		11,821	14,811	13,391	9,991	50,014
	5130.00.35.03		Evnences	900	900	900	900	3 600
Non-Operating Expenses:   Expenses   1,000   1,000   1,000   1,950   1,950   7,880								
Non-Operating Expenses:   Sark Charges		Commissions	Expenses	1,000	1.000	1.000	1.000	4.000
17070-00-00-00   Bank Charges			,					
17070-00-00-00   Bank Charges								
150000000	7070 00 00 00		F		00	00	00	400
Tissle Expenses		Dank Unarges Trustee Compensation	Expenses					
150-01-35-03   Professional Fees Shadow Space   Expenses   200   200   200   200   200   200   150-01-0000   150-01-0000   150-01-0000   150-01-0000   150-01-0000   150-01-00000   150-01-00000   150								
15001-00-00   Legal Fees - Trustee Attorney   Expenses   15,000								
Tissed Attomey Expenses   Expenses   500   500   500   500   2,000   1500-35	7150-01-00-00	Legal Fees - Trustee Attorney	Expenses					
1500-00-000	7150-01-00-00	Trustee Attorney Expenses	Expenses	500	500	500	500	2,000
21-00-035-03   Depr   Bidg   Shadow Space   Expenses   13,095   13,095   13,095   13,095   12,095   12,100-100-100-100-100-100-100-100-100-100		Legal Fees Shadow Space						
221-01-00-00	7150-05-00-00							
Page								
Page								
Travel   February   Travel		Deprimp Bldg Shadow Space					0,100 2.471	
Interest Expenses Shadow Space   Expenses   23,600   23,600   23,600   23,600   34,400				2,7/1	2,7/1		2,771	
Nat   Incume   Expenses   S,500   S,	7310-03-00-00			23,600	23,600		23,600	
Management Fees Shadow Space   Expenses   5,500   5,500   5,500   22,000	7410-00-00-00					-	,	
Management Fees 6110   Expenses   1   120   12	7500-00-35-03	Management Fees Shadow Space	Expenses	5,500	5,500	5,500	5,500	22,000
Revenue	7500-00-35-04	Management Fees 6110	Expenses					
Revenue								1
Revenue	7830-00-00-00	Travel	Expenses					
- Expenses         (94,245)         (91,548)         (90,852)         (86,835)         (363,479)           Net Income         (8,269)         (5,572)         (4,876)         (859)         (19,575)           Cash Flow: Net Income         (8,269)         (5,572)         (4,876)         (859)         (19,575)           First Financial Principal         (16,500)         (16,500)         (16,500)         (17,300)         (66,800)           Depreciation         23,820         23,820         23,820         23,820         95,280				80,474	74,787	75,511	74,894	305,665
- Expenses         (94,245)         (91,548)         (90,852)         (86,835)         (363,479)           Net Income         (8,269)         (5,572)         (4,876)         (859)         (19,575)           Cash Flow: Net Income         (8,269)         (5,572)         (4,876)         (859)         (19,575)           First Financial Principal         (16,500)         (16,500)         (16,500)         (17,300)         (66,800)           Depreciation         23,820         23,820         23,820         23,820         95,280								
Net Income         (8,269)         (5,572)         (4,876)         (859)         (19,575)           Cash Flow: Net Income         (8,269)         (5,572)         (4,876)         (859)         (19,575)           First Financial Principal         (16,500)         (16,500)         (16,500)         (17,300)         (66,800)           Depreciation         23,820         23,820         23,820         23,820         23,820		Revenue						
Cash Flow: Net Income         (8,269)         (5,572)         (4,876)         (859)         (19,575)           First Financial Principal         (16,500)         (16,500)         (16,500)         (17,300)         (66,800)           Depreciation         23,820         23,820         23,820         23,820         23,820		- Expenses	_					
Cash Flow: Net Income         (8,269)         (5,572)         (4,876)         (859)         (19,575)           First Financial Principal         (16,500)         (16,500)         (16,500)         (17,300)         (66,800)           Depreciation         23,820         23,820         23,820         23,820         23,820				(0.0	/= ==a:	/4 OTO:	10.00	// ET-
First Financial Principal         (16,500)         (16,500)         (16,500)         (17,300)         (66,800)           Depreciation         23,820         23,820         23,820         23,820         23,820         95,280		Net Income		(8,269)	(5,572)	(4,876)	(859)	(19,575)
First Financial Principal         (16,500)         (16,500)         (16,500)         (17,300)         (66,800)           Depreciation         23,820         23,820         23,820         23,820         23,820         95,280	Cash Flour	Net Income		(8 260)	(5.572)	(4.876)	(859)	(19 575)
<u>Depreciation</u> 23,820 23,820 23,820 23,820 95,280	Casii i low.							
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Mar 2014 Apr 2014 May 2014 Jun 2014 YTD Total