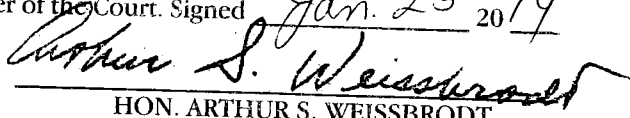


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The following constitutes the
Order of the Court. Signed Jan. 23 2014

HON. ARTHUR S. WEISSBRODT
United States Bankruptcy Judge

6 Attorneys for Secured Creditor
7 WELLS FARGO BANK, N.A.

8
9 UNITED STATES BANKRUPTCY COURT
10 NORTHERN DISTRICT OF CALIFORNIA
11 SAN JOSE DIVISION

JMBM
Jeffer Mangels
Butler & Mitchell LLP

12
13 In re
14 MI PUEBLO SAN JOSE, INC.,
a California corporation,
15 Debtor and Debtor-in-Possession.

Case No. 13-53893-ASW
Chapter 11

**ELEVENTH FURTHER INTERIM
ORDER GRANTING DEBTOR'S
INTERIM MOTION TO APPROVE USE
OF CASH COLLATERAL AND REQUEST
FOR SETTING OF INTERIM AND FINAL
HEARINGS THEREON (11 U.S.C. § 363(b))**

Date: January 23, 2014
Time: 2:00 p.m.
Place: Courtroom 3020
280 South First Street
San Jose, California

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23 The *Interim Motion by Debtor to Approve Use of Cash Collateral and Request for*
24 *Setting of Interim and Final Hearings Thereon (11 U.S.C. § 363(b))* (the “**Motion**”) of MI PUEBLO
25 SAN JOSE, INC., the debtor and debtor-in-possession (the “**Debtor**”) in the above-captioned
26 Chapter 11 case (the “**Case**”), filed therein on July 22, 2013 [Docket No. 11], seeking interim and
27 final approval for its proposed use of cash collateral of the estate and to grant a replacement lien as
28 adequate protection to secured creditor WELLS FARGO BANK, N.A. (the “**Bank**”), was set for further

1 hearing on January 23, 2014. The Debtor and the Bank having advised the Court that they have
2 agreed on the form of this Order for a four-week extension of the current cash collateral budget and,
3 accordingly, do not require that hearing, and good cause appearing therefor,

4 IT IS ORDERED THAT:

5 1. The terms of the *Ninth Further Interim Order Granting Debtor's Interim*
6 *Motion to Approve Use of Cash Collateral and Request for Setting of Interim and Final Hearings*
7 *Thereon (11 U.S.C. § 363(b))* entered in the Case on December 12, 2013 [Docket No. 465] (the
8 "**Current Cash Collateral Order**"; and all capitalized terms used but not defined in this Order
9 have the meanings given those terms in the Current Cash Collateral Order), which were previously
10 extended by the *Tenth Further Interim Order Granting Debtor's Interim Motion to Approve Use of*
11 *Cash Collateral and Request for Setting of Interim and Final Hearings Thereon (11 U.S.C. §*
12 *363(b))* entered in the Case on January 8, 2014 [Docket Nos. 497 and 498], are hereby further
13 extended through and including February 23, 2014, utilizing the budget attached hereto as **Exhibit 1**
14 for the Debtor's four fiscal weeks ending February 2, 9, 16, and 23, 2014 (the "**Next Interim**
15 **Budget**"; and the Debtor's four fiscal week period covered by the Next Interim Budget, the "**Next**
16 **Interim Period**").

17 2. All as contemplated by the Current Cash Collateral Order, (i) this Order is a
18 Further Interim Cash Collateral Order; (ii) the Next Interim Budget is an Applicable Interim
19 Budget; and (iii) the Next Interim Period is an Applicable Interim Period.

20 3. As contemplated by Section 3(c)(2) of the Current Cash Collateral Order, on
21 January 27, 2014, the Debtor shall pay to the Bank a further Adequate Protection Payment in the
22 amount equal to the sum of (i) the monthly payment of principal and interest at the non-default rate
23 that will be due and owing by the Debtor to the Bank pursuant to the Term Note on that payment
24 date; (ii) the monthly payment of interest at the non-default rate that will be due and owing by the
25 Debtor to the Bank pursuant to the Revolving Reducing Note on that payment date; and (iii) the
26 monthly payment required to be paid by the Debtor to the Bank pursuant to the Swap Documents on
27 that payment date.

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4. The Current Cash Collateral Order is amended as follows:

(a) In Section 3(a)(1) thereof, in the parenthetical immediately following the reference to the Perishable Agricultural Commodities Act of 1930 and its codification in the United States Code, the text “; and that act, the “PACA”” is inserted immediately before the closing parenthesis of that parenthetical;

(b) In the caption of Section 6, the text “; Covenants” is inserted immediately before the terminating period;

(c) In Section 6(a) thereof—

(1) The word “and” at the end of subsection (3) thereof is deleted;

(2) The period at the end of subsection (4) is deleted and the text “; and” is inserted in place thereof; and

(3) The following three new subsections, designated Sections 6(a)(5), 6(a)(6), and 6(a)(7), respectively, are inserted immediately following subsection (4) thereof:

(5) The Debtor’s accounts payable aging report as of the end of that weekly fiscal period (including, for the avoidance of doubt, detail by vendor); provided, however, that this report is only required beginning on Wednesday, January 29, 2014;

(6) A report (which, for the avoidance of doubt, may be part of the accounts payable aging report to be provided pursuant to Section 6(a)(5) above), as of the end of that weekly fiscal period, of the aggregate of the amounts owed, whether or not then payable, to all vendors that have sold any agricultural commodities that are covered by the PACA to the Debtor on or after the Petition Date for all goods, whether or not covered the PACA, sold to the Debtor on or after the Petition Date (all vendors that have sold any agricultural commodities that are covered by the PACA to the Debtor on or after the Petition Date, “**PACA-Related Vendors**”; and the aggregate of those amounts owed to PACA-Related Vendors as of any reference date, the “**Aggregate PACA-Related Payables**” as of

1 that date) (for the avoidance of doubt, (i) PACA-Related Vendors include all those
2 vendors whether or not, as of any reference date, any of them is then owed any
3 amount on account of any agricultural commodities sold to the Debtor on or after the
4 Petition Date that are covered by the PACA; and (ii) the Aggregate PACA-Related
5 Payables include amounts owed for goods sold that are not covered by the PACA);
6 provided, however, that this report is only required beginning on Wednesday,
7 January 29, 2014; and

8 (7) A report of the Aggregate PACA-Related
9 Payables as of the end of the weekly fiscal period that ended on January 19, 2014
10 (the sum of that aggregate amount and \$75,000, the “**Maximum Permitted**
11 **Aggregate PACA-Related Payables Amount**”); provided, however, that this report
12 is only required once, on Wednesday, January 29, 2014.

13 (d) The following new subsection, designated Section 6(g), is inserted
14 immediately following subsection (f) thereof:

15 (g) If, at the end of any weekly fiscal period during each
16 Applicable Interim Period commencing with the weekly fiscal period ending on
17 January 26, 2014, the Aggregate PACA-Related Payables as of the end of that
18 weekly fiscal period is greater than the Maximum Permitted Aggregate PACA-
19 Related Payables Amount, the Debtor shall, by the close of business on the first
20 Friday following the end of that weekly fiscal period, make payments to PACA-
21 Related Vendors on account of the amounts owed to those vendors that comprised
22 those Aggregate PACA-Related Payables of not less than the amount by which those
23 Aggregate PACA-Related Payables was greater than the Maximum Permitted
24 Aggregate PACA-Related Payables Amount.

25 5. A further interim hearing on the Motion will be held on February 21, 2014, at
26 3:15 p.m., in the Court.
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28 [Approvals on Following Page]

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Approved as to Form:

BINDER & MALTER LLP

By: /s/ Robert G. Harris
 ROBERT G. HARRIS

Attorneys for Debtor and Debtor-in-Possession
MI PUEBLO SAN JOSE, INC.

STUTMAN, TREISTER & GLATT, PC

By: /s/ Eric D. Goldberg
 ERIC D. GOLDBERG

Attorneys for OFFICIAL COMMITTEE OF
UNSECURED CREDITORS

* * * * END OF ORDER * * * *

Jeffrey Mangelis
Butler & Mitchell LLP
JMBM

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EXHIBIT 1

NEXT INTERIM BUDGET

(Fiscal Weeks Ending February 2, 9, 16, and 23, 2014)

[See Following Page]

JMBM | Jeffer Mangels
Butler & Mitchell LLP

EXHIBIT 1

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Mi Pueblo

Cash Collateral Budget

Week Ending	FORECAST	FORECAST	FORECAST	FORECAST
	PD 2	PD 2	PD 2	PD 2
	Wk 1	Wk 2	Wk 3	Wk 4
	02-02-14	02-09-14	02-16-14	02-23-14
<u>Cash Disbursements</u>				
Merchandise Purchases	\$ 4,188,419	\$ 4,019,303	\$ 3,939,043	\$ 3,895,992
Payroll - Salaries & Taxes	325,000	2,786,683	-	2,786,683
Benefits (Health & Other	275,000	115,000	115,000	115,000
Vendor Deposits	-	-	-	-
Delivery Charges	30,000	30,000	30,000	30,000
Supplies	120,992	117,256	115,688	114,004
Advertising	45,154	43,760	43,175	42,546
Workers Comp Pmt (self insured)	-	100,000	-	300,000
Insurance	79,453	46,712	-	-
Repairs & Maintenance	96,498	39,842	39,147	186,401
Rent	1,044,002	-	-	128,862
Utilities	132,769	132,769	132,769	132,769
Property & Other Taxes	57,157	-	-	-
Sales & Use Tax	533,761	-	-	457,211
Professional Services	33,166	20,000	20,000	20,000
Other Expenses	121,141	129,542	127,542	125,395
Overhead G & A	-	-	-	-
Professional Restructuring Fees	-	-	-	-
Claims Noticing Agent Fees	-	-	-	5,000
US Trustee Payments	-	-	-	-
Other Equipment Leases	1,453	34,212	-	6,219
Wells Fargo Equipment Leases	19,000	-	-	-
Wells Fargo Payments - Term Debt	192,308	-	-	-
Wells Fargo - Interest on all Loans	53,525	-	-	-
Pmts under Cash Collateral Motion	7,348,797	7,615,079	4,562,364	8,346,083
<u>Payments under other Motions</u>				
Utilities Deposits (PG&E?)	-	-	-	-
PACA	-	-	-	-
503 (b) 9	-	-	-	-
Pre-petition Credit Card Fees	-	-	-	-
Pre-petition Payroll & Expenses	-	-	-	-
Scholarship Fund	-	-	-	-
Payments under other Motions	-	-	-	-
Total Disbursements	\$ 7,348,797	\$ 7,615,079	\$ 4,562,364	\$ 8,346,083
Cash Receipts for the Week	\$ 6,589,536	\$ 6,384,781	\$ 6,298,535	\$ 6,213,169
Cash Collateral Beginning Cash Balance	\$ 2,093,551	\$ 1,334,290	\$ 103,992	\$ 1,840,164
Cash Collateral Ending Cash Balance	\$ 1,334,290	\$ 103,992	\$ 1,840,164	\$ -
Founder Contribution/DIP Beg. Cash Balance	\$ 1,877,500	\$ 1,877,500	\$ 6,140,808	\$ 6,140,808
Cash In		\$ 6,000,000	\$ -	\$ -
Disbursements	\$ -	\$ 1,736,692	\$ -	\$ -
Founder Contribution/DIP End. Cash Balance	\$ 1,877,500	\$ 6,140,808	\$ 6,140,808	\$ 5,848,058
Total Ending Cash Balance	\$ 3,211,790	\$ 6,244,800	\$ 7,980,972	\$ 5,848,058
Estimated Inventory Level	\$ 9,683,829	\$ 9,708,554	\$ 9,707,234	\$ 9,741,081

Note: Founder Contribution/DIP Balances, Cash In, and Disbursements amounts are not governed by the Cash Collateral Order, they are for cash flow informational purposes only. The Cash In amount from a DIP loan is subject to that loan being approved by the Court.