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UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

NIAGARA FRONTIER COUNTRY
CLUB, INC.

Chapter 11

BK No.: 1-18-11695-MJK

Debtor.¹

Hon. Michael J. Kaplan

TWELFTH INTERIM ORDER PURSUANT TO 11 U.S.C. §§ 105, 361, AND (A)
AUTHORIZING DEBTOR TO USE CASH COLLATERAL AND (B) GRANTING
ADEQUATE PROTECTION

Upon consideration of the motion for, *inter alia*, an interim order seeking authority to use cash collateral on an interim basis pending a final hearing, pursuant to Code sections 105, 361 and 363, and Rule 4001 (the "Motion")², of the Debtor in the above-captioned proceeding, by and through its proposed counsel, Baumeister Denz LLP; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334, and the Standing order of Reference so ordered by Hon. William M. Skretny, Chief Judge, United States District Court for the Western District of New York, on February 29, 2012; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. §§157(b)(2)(A) and (b)(2)(M); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due notice of the Motion having been provided; and it appearing that no other or further notice of Motion need be provided; and

¹ The last four digits of the Debtor's federal tax identification number is 0165. See U.S.C. §342(c).
² Capitalized terms utilized but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

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¹ The last four digits of the Debtor's federal tax identification number is 0165. See U.S.C. §342(c).

² Capitalized terms utilized but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

The Court, on August 30, 2018, having entered an Emergency Order authorizing use of cash collateral pending an Interim and Final hearing and scheduling Interim and Final hearings; and it appearing that due service of the Emergency Order was made; and

The Court, having since entered certain Interim Orders authorizing the uninterrupted use of cash collateral pending a Final Hearing which has been continued from time to time; and

On September 4, 2019, counsel for the Debtor and counsel for M&T Bank having requested the Court to grant a further Interim Order and to further continue the Final Hearing;

The Court having determined that further interim relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtor and its estate pending a continued Final Hearing, and otherwise is fair and reasonable and in the best interests of the Debtor, its estate, and its creditors, and is essential for the continued operation of the Debtor's business; and adequate protection being provided on account of the interests of certain holders of liens on the property of the Debtor's estate; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that, Motion is granted on a further interim basis, as set forth herein; and it is further

ORDERED; that, the Debtor is authorized to use Cash Collateral as set forth in the interim budget attached as Exhibit A, pending a final hearing on the Motion; and it is further

ORDERED that, M&T Bank is hereby granted roll-over or replacement liens granting security to the same extent, in the same priority, and with respect to the same assets, as served as collateral for its Prepetition M&T Indebtedness, to the extent of Cash Collateral actually

used during the pendency of this Chapter 11 case, without the need of any further public filing or other recordation to perfect such liens or security interests; and it is further

ORDERED that, Richard Elia is hereby granted roll-over or replacement liens granting security to the same extent, in the same priority, and with respect to the same assets, as served as collateral for the Debtor's prepetition indebtedness to him, to the extent of Cash Collateral actually used during the pendency of this Chapter 11 case, without the need of any further public filing or other recordation to perfect such liens or security interests; and it is further

ORDERED that, the financial institutions at which the Debtor maintains its accounts relating to the payment of the obligations described in the Motion are authorized, but not directed, to (i) receive, process, honor, and pay all checks presented for payment and to honor all fund transfer requests made by the Debtor related thereto, to the extent that sufficient funds are on deposit in those accounts and (ii) accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, or automated clearing house transfers should be honored or dishonored in accordance with this or any other order of this Court, whether such checks, drafts, wires, or transfers are dated prior to, on, or subsequent to the Petition Date, without any duty to inquire otherwise; and it is further

ORDERED, that the Final Hearing on the Motion is continued to October 16, 2019 at 11:00 AM in the Orleans Courtroom, 5th Floor, Robert H. Jackson U.S. Courthouse, 2 Niagara Square, Buffalo, New York 14202; and it is further

ORDERED, that the Debtor shall provide to M&T Bank and Richard Elia on September 9, 2019, September 16, 2019, September 23, 2019, September 30, 2019, October 7, 2019, and prior to the Final Hearing on the Debtor's Motion scheduled for October 16, 2019, an accounting as

to all Cash Collateral expended by the Debtor as of September 8, 2019, September 15, 2019, September 22, 2019, September 29, 2019 and October 6, 2019 and October 13, 2019, respectively; and it is further

ORDERED, that this Order shall be immediately effective and enable upon its entry and there shall be no stay of execution or effectiveness of this Order; and it is further

ORDERED that, to the extent applicable, the requirements set forth in Rule 6003(b) have been satisfied and the relief granted herein is necessary to avoid immediate and irreparable harm to the Debtor and its estate.

Dated: September 17, 2019
Buffalo, New York



HON. MICHAEL J. KAPLAN
United States Bankruptcy Judge

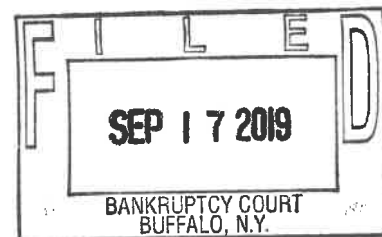


Exhibit A

	Week 52	Week 53	Week 54	Week 55
	Plan	Actual	Plan	Actual
Receivables				
Northwest Checking	\$ 129,081.46	\$ 108,415.25	\$ 121,882.71	\$ 42,905.83
Northwest Payroll	\$ 47,763.52	\$ 71,274.80	\$ 10,665.71	\$ -
M&T checking	\$ 10,665.71	\$ -	\$ -	\$ -
M&T Savings	\$ -	\$ -	\$ -	\$ -
Beginning Cash on Hand	\$ 123,744.44	\$ 190,355.76	\$ 123,188.92	\$ 101,177.66
Income	\$ 29,000.00	\$ 41,000.00	\$ 29,500.00	\$ 32,000.00
Week Ending Cash	\$ 152,744.44	\$ 234,443.71	\$ 151,835.68	\$ 133,177.66
Disbursements				
Wages	\$ 16,000.00	\$ 17,635.74	\$ 15,000.00	\$ 13,000.00
Payroll Taxes	\$ 6,800.00	\$ 8,693.86	\$ 6,400.00	\$ 5,200.00
Retirement Funds	\$ 348.76	\$ 1,395.04	\$ 348.76	\$ 348.76
Health Insurance	\$ 1,500.00	\$ 1,398.83	\$ 1,000.00	\$ 1,500.00
Supplies	\$ 4,750.00	\$ 5,292.05	\$ 4,500.00	\$ 4,000.00
Restaurant Food and Beverages	\$ -	\$ -	\$ -	\$ -
Leases	\$ 350.00	\$ -	\$ 500.00	\$ 350.00
Repairs and Maintenance	\$ -	\$ -	\$ -	\$ -
Gasoline and Oil	\$ -	\$ -	\$ 1,825.58	\$ -
Loan Payments	\$ -	\$ -	\$ -	\$ -
Escrow Payments	\$ -	\$ -	\$ -	\$ -
Utilities	\$ 34.04	\$ 7,632.24	\$ -	\$ -
Real estate Taxes	\$ -	\$ -	\$ -	\$ -
Past Due real estate tax	\$ -	\$ -	\$ 1,750.00	\$ -
Insurance	\$ 50.64	\$ 111.86	\$ 1,812.50	\$ -
Outside Services	\$ -	\$ -	\$ -	\$ -
Laundry	\$ 114.00	\$ 638.40	\$ -	\$ -
Telephone and Internet	\$ -	\$ 166.25	\$ -	\$ -
Payroll Service	\$ 160.00	\$ 159.12	\$ 160.00	\$ 160.00
Bank Fees and Charges	\$ -	\$ 18.80	\$ -	\$ -
Advertising internet marketing	\$ 9.99	\$ -	\$ 700.00	\$ -
Computer and Software	\$ -	\$ -	\$ -	\$ -
Equipment	\$ 2,180.00	\$ -	\$ -	\$ -
Postage	\$ -	\$ 60.00	\$ -	\$ 60.00
Printing	\$ -	\$ -	\$ -	\$ -
Dues	\$ -	\$ -	\$ -	\$ -
Miscellaneous	\$ 750.00	\$ -	\$ 100.00	\$ -
Refunds	\$ -	\$ -	\$ -	\$ -
Reciprocals	\$ -	\$ -	\$ -	\$ -
U S Trustee Fees	\$ -	\$ -	\$ 250.00	\$ -
payment to creditors	\$ 12,000.00	\$ 7,769.68	\$ -	\$ -
Sales Tax	\$ -	\$ -	\$ -	\$ -
Tournament Prizes	\$ 41,908.76	\$ 44,087.95	\$ 51,511.26	\$ -
Total Disbursements	\$ 110,835.68	\$ 190,355.76	\$ 123,188.92	\$ 108,558.90
Ending Cash	\$ 110,835.68	\$ 190,355.76	\$ 101,177.66	\$ 24,618.76

	Week 56		Week 57		Week 58		Week 59		Week 60	
	Plan	Actual	Plan	Actual	Plan	Actual	Plan	Actual	Plan	Actual
Receivables										
Northwest Checking										
Northwest Payroll										
M&T checking										
M&T Savings										
Beginning Cash on Hand	\$ 108,558.90		\$ 102,210.14		\$ 68,161.38		\$ 85,262.62		\$ 83,161.36	
Income	\$ 29,000.00		\$ 28,000.00		\$ 41,000.00		\$ 43,000.00		\$ 23,000.00	
Week Ending Cash	\$ 137,558.90	\$ -	\$ 130,210.14	\$ -	\$ 109,161.38	\$ -	\$ 128,262.62	\$ -	\$ 106,161.36	\$ -
Disbursements										
Wages	\$ 13,000.00		\$ 12,000.00		\$ 12,000.00		\$ 12,000.00		\$ 12,000.00	
Payroll Taxes	\$ 5,200.00		\$ 5,000.00		\$ 5,000.00		\$ 5,000.00		\$ 5,000.00	
Retirement Funds	\$ 348.76		\$ 348.76		\$ 348.76		\$ 348.76		\$ 348.76	
Health Insurance					\$ 1,040.00					
Supplies	\$ 1,500.00		\$ 1,500.00		\$ 1,000.00		\$ 1,000.00		\$ 750.00	
Restaurant Food and Beverages	\$ 4,000.00		\$ 3,500.00		\$ 2,750.00		\$ 2,500.00		\$ 2,000.00	
Leases	\$ -		\$ -		\$ -		\$ 4,000.00		\$ -	
Repairs and Maintenance	\$ 350.00		\$ 500.00		\$ 350.00		\$ 350.00		\$ 500.00	
Gasoline and Oil			\$ 2,000.00						\$ 1,600.00	
Loan Payments										
Escrow Payments	\$ 2,500.00									
Utilities										
Real estate Taxes			\$ 37,000.00							
Past Due real estate tax										
Insurance										
Outside Services	\$ 350.00									
Laundry										
Telephone and Internet					\$ 200.00					
Payroll Service	\$ 100.00		\$ 100.00		\$ 350.00		\$ 90.00		\$ 90.00	
Bank Fees and Charges					\$ 100.00					
Advertising internet marketing					\$ 700.00					
Computer and Software										
Equipment										
Postage					\$ 60.00					
Printing										
Dues										
Miscellaneous			\$ 100.00						\$ 100.00	
Refunds										
Reciprocal										
U S Trustee Fees										
Payment to creditors										
Sales Tax	\$ 8,000.00		\$ -				\$ 250.00		\$ 6,000.00	
Tournament Prizes	\$ 35,348.76	\$ -	\$ 62,048.76	\$ -	\$ 23,898.76	\$ -	\$ 45,101.26	\$ -	\$ 28,388.76	\$ -
Total Disbursements	\$ 102,210.14	\$ -	\$ 68,161.38	\$ -	\$ 85,262.62	\$ -	\$ 83,161.36	\$ -	\$ 77,772.60	\$ -
Ending Cash										