



ORDERED in the Southern District of Florida on January 24, 2017.

A handwritten signature in black ink, appearing to read "Erik P. Kimball".

Erik P. Kimball, Judge
United States Bankruptcy Court

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
WEST PALM BEACH DIVISION
www.flsb.uscourts.gov

In re:

PBA EXECUTIVE SUITES, LLC,

Case No: 16-26136-EPK
Chapter 11

Debtor /

AGREED ORDER GRANTING, IN PART, AND DENYING, IN PART, SECURED BUYER, SWIFT FINANCIAL CORPORATION D/B/A SWIFT CAPITAL'S EXPEDITED CORRECTED MOTION TO PROHIBIT USE OF CASH COLLATERAL

THIS MATTER was before this Court on January 4, 2017 at 2:00 p.m. for consideration of the *Secured Buyer, Swift Financial Corporation d/b/a Swift Capital's Corrected Motion to Prohibit Use of Cash Collateral* (the "Motion") [ECF # 26] as well as the Debtor's *Motion to Use Cash Collateral* [ECF #36]. The parties have informed the Court that they have reached an agreement on the use of cash collateral. Accordingly, it is

ORDERED as follows:

1. The Motion is **GRANTED** in part and **DENIED** in part.
2. The Debtor is authorized to use Cash Collateral, as defined in 11 U.S.C. §363(a) and in the Motion, and on the conditions set forth herein, in accordance with the Budget attached to this Order as Exhibit "A."
3. The Debtor is in arrears from December 19, 2016. The Debtor will cure any arrearages to Swift Financial Corporation d/b/a Swift Capital ("Swift" or "Secured Buyer"), and continue to make timely regular payments pursuant to the terms and amounts of the pre-existing Agreement (as defined in the Motion) with Swift. Regular payments must begin by January 30, 2017. Further, Debtor's cure of arrearage will be paid in a lump sum or in installments in addition to regular payments, with final payment of all outstanding arrearage to be paid on or before March 3, 2017.
4. The Debtor acknowledges that, for purposes of the relief sought, Secured Buyer has a valid first priority lien on all present and future accounts, chattel paper, deposit accounts, personal property, assets and fixtures, general intangibles, instruments, equipment and inventory (the "collateral") enforceable against the collateral wherever located, or located elsewhere, whether or not on the Debtor's executive suites located at 1375 Gateway Blvd, Boynton Beach, FL 33426 and 20283 State Road 7, Boca Raton, FL 33498, but subject to any recorded mortgage and assignment of rents provision recorded against real property located at 1535 South Memorial Dr., Tulsa, OK 74112.
5. **Notwithstanding anything herein to the contrary, any (subject only to the successful assertion by REPUBLIC WESTERN INVESTMENTS CO., LLC of a valid priority lien superior to Secured Buyer) secured claimant shall have 45 days from the date of this order to investigate and file with the Court an objection**

challenging the validity, extent, amount, perfection, priority, or enforceability of the Secured Buyer's prepetition liens and claims. In the event that REPUBLIC WESTERN INVESTMENTS CO., LLC raises such objection and is deemed by this Court to hold a valid first priority lien holder over the cash collateral, any monies paid by Debtor to Secured Buyer through the date of such determination, pursuant to paragraph 3 of this Order, are not subject to any recovery or refund by the Secured Buyer, and Secured Buyer will be treated as though it held a first priority lien up to such date that the Court makes its determination on any objection filed by REPUBLIC WESTERN INVESTMENTS CO., LLC.

6. In connection with the Debtor's proposed use of Cash Collateral hereunder and in order to provide the Secured Buyer with adequate protection for the aggregate diminution of the Cash Collateral resulting from the Debtor's use thereof, the Secured Buyer, shall have, *nunc pro tunc* as of the commencement of these Chapter 11 cases, a replacement lien pursuant to 11 U.S.C. §361(2) on and in all property of the Debtor acquired or generated after the Petition Date, but solely to the same extent and priority, and of the same kind and nature, as the property of the Debtor securing the prepetition obligations to the Secured Buyer.

7. The Secured Buyer shall not have or be granted a Replacement Lien on or against any claims or causes of action arising under Sections 542 through 550 of the Bankruptcy Code (the "**Avoidance Actions**") or on or against the proceeds of the Avoidance Actions.

8. In the event that diminution occurs in the value of Cash Collateral from and after the Petition Date as a result of the Debtor's use thereof in an amount in excess of the value of any replacement liens granted herein, then the Secured Buyer

shall be granted an administrative claim under section 507(b) of the Bankruptcy Code with priority over all other administrative expense claims to the extent of such diminution, subject only to a judicial determination of priority that may be raised by REPUBLIC WESTERN INVESTMENTS CO., LLC in connection with the leases for the premises located at 1375 Gateway Blvd, Boynton Beach, FL 33426 and 20283 State Road 7, Boca Raton, FL 33498 relating to "rent or additional rent" due under such leases or the mortgage on the real property located at 1535 South Memorial Dr., Tulsa, OK 74112. Notwithstanding anything herein to the contrary, the Secured Buyer's super-priority administrative expense claim shall not attach to or be paid from the proceeds of the Avoidance Actions.

9. The Replacement Liens granted to the Secured Buyer hereunder in connection with the use of the Cash Collateral shall be valid and perfected without the need for the execution or filing of any further documents or instruments.

10. The Debtor shall provide the Secured Buyer and Republic Western Investments with a full accounting of the rents received and expenses paid for the time period of July 1, 2015 through the petition date within 10 days of the date of this order.

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Submitted by:
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(Attorney McMahon is directed to serve a copy of this order to all interested parties).

Profit & Loss
 September through November 2016

	Dec 16	Jan 17	Feb 17
Ordinary Income/Expense			
Income			
Postage Income	0.00	0.00	0.00
Recurring Charges			
400050 · Telephone Fixed Charges	1,485.00	1,485.00	1,485.00
450003 · Furniture Rental	80.00	80.00	80.00
Total Recurring Charges	1,565.00	1,565.00	1,565.00
Recurring Fees			
450004 · Kitchen Fee	1,771.00	1,771.00	1,771.00
Total Recurring Fees	1,771.00	1,771.00	1,771.00
Recurring Income			
Leases	0.00	0.00	0.00
400010 · Service Fee Income	122,000.00	124,000.00	128,000.00
402010 · Virtual Plans	7,772.00	7,772.00	7,772.00
Total Recurring Income	129,772.00	131,772.00	135,772.00
Returning Charges			
400060 · Internet Access	220.00	220.00	220.00
Total Returning Charges	220.00	220.00	220.00
Room Income			
403001 · Day Office Income	120.00	120.00	120.00
450008 · Conference Room Income	4,347.50	4,347.50	4,347.50
Total Room Income	4,467.50	4,467.50	4,467.50
Snack Income	0.00	0.00	0.00
Telephone Income			
400020 · Call Revenue	436.38	436.38	436.38
Total Telephone Income	436.38	436.38	436.38
Virtual Plans	175.00	175.00	175.00
4010 · Fees			
410035 · Office Set Up Fees	2,313.00	2,313.00	2,313.00
410040 · Late Fee	444.50	444.50	444.50
450002 · Returned Check Fees	0.00	0.00	0.00
Total 4010 · Fees	2,757.50	2,757.50	2,757.50
4030 · Reimbursed Expenses			
450005 · Utility Income			
Cable	-92.22	-92.22	-92.22
450005 · Utility Income - Other	830.61	830.61	830.61
Total 450005 · Utility Income	738.39	738.39	738.39

Profit & Loss

September through November 2016

	Dec 16	Jan 17	Feb 17
Total 4030 · Reimbursed Expenses	738.39	738.39	738.39
4070 · Services			
400030 · Fax In/Out	220.90	220.90	220.90
400040 · Copier Income	153.20	153.20	153.20
405010 · Shipping	8.00	8.00	8.00
405011 · Postage Income	147.67	147.67	147.67
450006 · Admin	70.00	70.00	70.00
450007 · Snack Income	104.50	104.50	104.50
Total 4070 · Services	704.27	704.27	704.27
410025 · Miscellaneous Income	132.96	132.96	132.96
450009 · Insurance	700.00	700.00	700.00
Total Income	143,440.00	145,440.00	149,440.00
Cost of Goods Sold			
Postage.	100.00	100.00	100.00
Total COGS	100.00	100.00	100.00
Gross Profit	143,340.00	145,340.00	149,340.00
Expense			
Advertising and Promotion	12.36	12.36	12.36
Bank Charges			
Bank Service Charges	15.20	15.20	15.20
Merchant Service Fees	1,123.46	1,123.46	1,123.46
Bank Charges - Other	52.00	52.00	52.00
Total Bank Charges	1,190.66	1,190.66	1,190.66
Common Area Maintenance	6,700.00	0.00	0.00
Computer Expense			
Network	712.50	712.50	712.50
Software Subscription Expense	0.00	0.00	0.00
Total Computer Expense	712.50	712.50	712.50
Copier Expense	0.00	0.00	0.00
Courier/UPS/FedEx	0.00	0.00	0.00
Dues and Subscriptions	763.50	763.50	763.50
Elevator	0.00	0.00	0.00
Fire Extinguisher Maintenance	0.00	0.00	0.00
Fire System	0.00	0.00	0.00
Insurance Expenses			
Liability	4,600.00	4,600.00	4,600.00

September through November 2016

	Dec 16	Jan 17	Feb 17
Total Insurance Expenses	4,600.00	4,600.00	4,600.00
Interest Expense	2,000.00	2,000.00	2,000.00
Internet Service	1,126.86	1,126.86	1,126.86
Kitchen Expenses			
Coffee Supplies	724.34	724.34	724.34
Snack Expense	119.68	119.68	119.68
Kitchen Expenses - Other	63.80	63.80	63.80
Total Kitchen Expenses	907.82	907.82	907.82
Landscape Maintenance	440.00	440.00	440.00
Mortgage Expense	2,022.00	2,022.00	2,022.00
2nd Mortgage	7,900.00	7,900.00	7,900.00
Swift loans	18,984.00	18,984.00	18,984.00
Payroll	22.00	22.00	22.00
Pest Control	0.00	0.00	0.00
Postage Machine	38.51	38.51	38.51
Property Assoc	0.00	0.00	0.00
Real Estate Taxes Expense	13,560.21	13,560.21	13,560.21
Referral Fees	0.00	0.00	0.00
Rent	75,439.20	75,439.20	75,439.20
Security	0.00	0.00	0.00
Signage	95.40	95.40	95.40
Telephone			
AT&T	251.11	251.11	251.11
Equipment	805.00	805.00	805.00
Service	2,116.26	2,116.26	2,116.26
Telephone - Other	0.00	0.00	0.00
Total Telephone	3,172.37	3,172.37	3,172.37
Travel Expense			
Meals	0.00	0.00	0.00
Travel Expense - Other	0.00	0.00	0.00
Total Travel Expense	0.00	0.00	0.00
Utilities			
Electric	4,795.99	4,795.99	4,795.99
Trash	494.56	494.56	494.56
Water & Sewage	1,228.57	1,228.57	1,228.57
Utilities - Other	0.00	0.00	0.00
Total Utilities	6,519.12	6,519.12	6,519.12
405001 - Postage			
Shipping	69.56	69.56	69.56
Total 405001 - Postage	69.56	69.56	69.56

PBA Executive Suites
Profit & Loss
 September through November 2016

	Dec 16	Jan 17	Feb 17
6300 · Repairs & Maintenance			
Janitorial Supplies			
Cleaning Supplies	0.00	0.00	0.00
Total Janitorial Supplies	0.00	0.00	0.00
Make Ready	50.00	50.00	50.00
6750 · Janitorial Service			
Handyman	1,800.00	1,800.00	1,800.00
6750 · Janitorial Service - Other	4,300.00	4,300.00	4,300.00
Total 6750 · Janitorial Service	6,100.00	6,100.00	6,100.00
6300 · Repairs & Maintenance - Other	828.61	828.61	828.61
Total 6300 · Repairs & Maintenance	6,978.61	6,978.61	6,978.61
6550 · Office Supplies	399.27	399.27	399.27
66000 · Payroll Expenses	21,000.00	21,000.00	22,000.00
66900 · Reconciliation Discrepancies	0.00	0.00	0.00
Total Expense	174,653.95	167,953.95	168,953.95
Net Ordinary Income	-31,313.95	-22,613.95	-19,613.95
Other Income/Expense			
Other Expense			
2016 Real estate taxes			
Total Other Expense	0.00	0.00	0.00
Net Other Income	0.00	0.00	0.00
Net Income	-31,313.95	-22,613.95	-19,613.95
Funds loaned from other Companies by owner	31,500.00	22,700.00	19,700.00
Balance	186.05	86.05	86.05

PBA Executive Suites
Profit & Loss
September through November 2016

Ordinary Income/Expense	March 17	April 17	May 17
Income			
Postage Income	0.00	0.00	0.00
Recurring Charges			
400050 · Telephone Fixed Charges	1,485.00	1,485.00	1,485.00
450003 · Furniture Rental	80.00	80.00	80.00
Total Recurring Charges	1,565.00	1,565.00	1,565.00
Recurring Fees			
450004 · Kitchen Fee	1,771.00	1,771.00	1,771.00
Total Recurring Fees	1,771.00	1,771.00	1,771.00
Recurring Income			
Leases	0.00	0.00	0.00
400010 · Service Fee Income	132,000.00	133,000.00	135,000.00
402010 · Virtual Plans	7,772.00	7,772.00	7,772.00
Total Recurring Income	139,772.00	140,772.00	142,772.00
Returning Charges			
400060 · Internet Access	220.00	220.00	220.00
Total Returning Charges	220.00	220.00	220.00
Room Income			
403001 · Day Office Income	120.00	120.00	120.00
450008 · Conference Room Income	4,347.50	4,347.50	4,347.50
Total Room Income	4,467.50	4,467.50	4,467.50
Snack Income	0.00	0.00	0.00
Telephone Income			
400020 · Call Revenue	436.38	436.38	436.38
Total Telephone Income	436.38	436.38	436.38
Virtual Plans			
4010 · Fees	175.00	175.00	175.00
410035 · Office Set Up Fees	2,313.00	2,313.00	2,313.00
410040 · Late Fee	444.50	444.50	444.50
450002 · Returned Check Fees	0.00	0.00	0.00
Total 4010 · Fees	2,757.50	2,757.50	2,757.50
4030 · Reimbursed Expenses			
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Cable	-92.22	-92.22	-92.22
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450006 · Admin	70.00	70.00	70.00
450007 · Snack Income	104.50	104.50	104.50
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410025 · Miscellaneous Income	132.96	132.96	132.96
450009 · Insurance	700.00	700.00	700.00
Total Income	153,440.00	154,440.00	156,440.00
Cost of Goods Sold			
Postage.	100.00	100.00	100.00
Total COGS	100.00	100.00	100.00
Gross Profit	153,340.00	154,340.00	156,340.00
Expense			
Advertising and Promotion	12.36	12.36	12.36
Bank Charges			
Bank Service Charges	15.20	15.20	15.20
Merchant Service Fees	1,123.46	1,123.46	1,123.46
Bank Charges - Other	52.00	52.00	52.00
Total Bank Charges	1,190.66	1,190.66	1,190.66
Common Area Maintenance	702.00	0.00	0.00
Computer Expense			
Network	712.50	712.50	712.50
Software Subscription Expense	0.00	0.00	0.00
Total Computer Expense	712.50	712.50	712.50
Copier Expense	0.00	0.00	0.00
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Dues and Subscriptions	763.50	763.50	763.50
Elevator	0.00	0.00	0.00
Fire Extinguisher Maintenance	0.00	0.00	0.00
Fire System	0.00	0.00	0.00
Insurance Expenses			
Liability	4,600.00	4,600.00	4,600.00

September through November 2016

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Total Insurance Expenses	4,600.00	4,600.00	4,600.00
Interest Expense	2,000.00	2,000.00	2,000.00
Internet Service	1,126.86	1,126.86	1,126.86
Kitchen Expenses			
Coffee Supplies	724.34	724.34	724.34
Snack Expense	119.68	119.68	119.68
Kitchen Expenses - Other	63.80	63.80	63.80
Total Kitchen Expenses	907.82	907.82	907.82
Landscape Maintenance	440.00	440.00	440.00
Mortgage Expense	2,022.00	2,022.00	2,022.00
2nd Mortgage	7,900.00	7,900.00	7,900.00
Swift loans	18,984.00	18,984.00	18,984.00
Payroll	22.00	22.00	22.00
Pest Control	0.00	0.00	0.00
Postage Machine	38.51	38.51	38.51
Property Assoc	0.00	0.00	0.00
Real Estate Taxes Expense	13,560.21	13,560.21	13,560.21
Referral Fees	0.00	0.00	0.00
Rent	75,439.20	75,439.20	75,439.20
Security	0.00	0.00	0.00
Signage	95.40	95.40	95.40
Telephone			
AT&T	251.11	251.11	251.11
Equipment	805.00	805.00	805.00
Service	2,116.26	2,116.26	2,116.26
Telephone - Other	0.00	0.00	0.00
Total Telephone	3,172.37	3,172.37	3,172.37
Travel Expense			
Meals	0.00	0.00	0.00
Travel Expense - Other	0.00	0.00	0.00
Total Travel Expense	0.00	0.00	0.00
Utilities			
Electric	4,795.99	4,795.99	4,795.99
Trash	494.56	494.56	494.56
Water & Sewage	1,228.57	1,228.57	1,228.57
Utilities - Other	0.00	0.00	0.00
Total Utilities	6,519.12	6,519.12	6,519.12
405001 - Postage			
Shipping	69.56	69.56	69.56
Total 405001 - Postage	69.56	69.56	69.56

September through November 2016

	March 17	April 17	May 17
6300 · Repairs & Maintenance			
Janitorial Supplies			
Cleaning Supplies	0.00	0.00	0.00
Total Janitorial Supplies	0.00	0.00	0.00
Make Ready	50.00	50.00	50.00
6750 · Janitorial Service			
Handyman	1,800.00	1,800.00	1,800.00
6750 · Janitorial Service - Other	4,300.00	4,300.00	4,300.00
Total 6750 · Janitorial Service	6,100.00	6,100.00	6,100.00
6300 · Repairs & Maintenance - Other	828.61	828.61	828.61
Total 6300 · Repairs & Maintenance	6,978.61	6,978.61	6,978.61
6550 · Office Supplies	399.27	399.27	399.27
66000 · Payroll Expenses	22,000.00	23,000.00	23,000.00
66900 · Reconciliation Discrepancies	0.00	0.00	0.00
Total Expense	169,655.95	169,953.95	169,953.95
Net Ordinary Income	-16,315.95	-15,613.95	-13,613.95
Other Income/Expense			
Other Expense			
2016 Real estate taxes	160,000.00		
Total Other Expense	160,000.00	0.00	0.00
Net Other Income	-160,000.00	0.00	0.00
Net Income	-176,315.95	-15,613.95	-13,613.95
Funds loaned from other Companies by owner	177,000.00	15,700.00	13,700.00
Balance	684.05	86.05	86.05