

This order is SIGNED.

Dated: January 30, 2017



JOEL T. MARKER
U.S. Bankruptcy Judge



Prepared and Submitted by:

George Hofmann (10005)
Matthew M. Boley (8536)
Adam Reiser (13339)
Cohne Kinghorn, P.C.
111 East Broadway, 11th Floor
Salt Lake City, UT 84111
Telephone: (801) 363-4300

Attorneys for debtor-in-possession
Quinn's Junction Properties, LC

IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF UTAH, CENTRAL DIVISION

<p>In re:</p> <p>QUINN'S JUNCTION PROPERTIES, LC,</p> <p>Debtor.</p>	<p>Bankruptcy Case No. 16-24458</p> <p>Chapter 11</p>
--	---

ORDER ON DEBTOR'S MOTION FOR ORDER AUTHORIZING THE USE OF CASH COLLATERAL THROUGH APRIL 30, 2017

This matter is before the Court upon the *Motion For Order Authorizing Use of Cash Collateral Through April 30, 2017*, dated January 12, 2017 (the "**Third Cash Collateral Motion**"), filed by Quinn's Junction Properties, LC, debtor and debtor-in-possession ("**Debtor**") in the above-referenced bankruptcy case (the "**Case**").

The Court, having considered the Third Cash Collateral Motion, and such other and further matters as the Court deemed appropriate, and good cause appearing therefore, it hereby is

ORDERED as follows:

1. The Third Cash Collateral Motion is granted subject to the provisions of this Order.
2. Debtor and its property manager Park City Film Studios Development Company, LC ("**PCFS**") are granted permission to use cash collateral as provided in this Order. Debtor is expressly responsible for PCFS's compliance with the terms of this Order.
3. Debtor and PCFS shall be, and hereby are, authorized to use and spend cash collateral in accordance with the budget attached as Exhibit A (the "**Budget**") for the period February 1, 2017 through April 30, 2017 (the "**Cash Collateral Period**"), subject to a permitted variance in the amount of 10% per line item, and 5% in the aggregate. However, Debtor and PCFS shall not pay any administrative claims for professional fees or expenses of professionals, or repay any amounts borrowed from R3Media Corporation, from cash collateral unless specifically authorized to pay such claims or repay such borrowings pursuant to further order of this Court after notice of application for payment, hearing and an opportunity for parties in interest to object.
4. For the avoidance of doubt, nothing in this Order shall affect the Debtor or PCFS's use of cash which is not cash collateral. In addition, nothing in this Order shall restrict the use by the Debtor or PCFS of the proceeds of loans extended by R3Media Corporation.
5. Debtor and PCFS shall provide reasonable accountings of their expenditures of cash collateral under the Budget upon request.

6. Any cash collateral as limited in this Order, which is collected by Debtor or PCFS during the Cash Collateral Period which exceeds the amounts stated in the Budget (and exclusive of administrative claims) shall be held by the Debtor and PCFS and not spent pending consent of the lienholders in such cash collateral or further order of this Court, subject to the variances permitted in the paragraphs above.

7. The permission to spend cash collateral under the Budget granted by this Order shall terminate as of April 30, 2017 unless extended by Order of this Court.

8. This Order shall not be construed to prohibit or limit the Debtor from seeking, either by consent or by further order of the Court, additional relief or authorization to use cash collateral during the Cash Collateral Period.

-----END OF ORDER-----

DESIGNATION OF PARTIES TO BE SERVED

Service of the foregoing **ORDER ON DEBTOR’S MOTION FOR ORDER AUTHORIZING THE USE OF CASH COLLATERAL THROUGH APRIL 30, 2017** shall be served to the parties and in the manner designated below:

By Electronic Service: I certify that the parties of the record in this case as identified below, are registered CM/ECF users and will be served notice of entry of the foregoing Order through the CM/ECF system:

- Megan K Baker baker.megan@dorsey.com, long.candy@dorsey.com;posada.monica@dorsey.com
- Matthew M. Boley mboley@cohnekinghorn.com, jhasty@cohnekinghorn.com
- Brandon T. Crowther btc@prestonandscott.com
- George B. Hofmann ghofmann@cohnekinghorn.com, dhaney@cohnekinghorn.com;jthorsen@cohnekinghorn.com
- John T. Morgan jr john.t.morgan@usdoj.gov, James.Gee@usdoj.gov;Lindsey.Huston@usdoj.gov;Suzanne.Verhaal@usdoj.gov
- Adam H Reiser areiser@cohnekinghorn.com
- Jerome Romero jromero@joneswaldo.com
- Nathan Seim seim.nathan@dorsey.com, ventrello.ashley@dorsey.com
- Jeffrey Weston Shields jshields@joneswaldo.com, jgatherum@joneswaldo.com
- Paul R Smith psmith@joneswaldo.com, achavez@joneswaldo.com
- United States Trustee USTPRegion19.SK.ECF@usdoj.gov
- Steven T. Waterman waterman.steven@dorsey.com, bingham.karen@dorsey.com;ventrello.ashley@dorsey.com

By U.S. Mail: In addition to the parties of record receiving notice through the CM/ECF system, the following parties should be served notice pursuant to Fed. R. Civ. P. 5(b).

- None
- Manual Notice List:
Stanley J. Preston
Preston & Scott, LLC
111 E. Broadway, Suite 1200
Salt Lake City, UT 84111
- All parties on the Court’s official case matrix.

/s/ George Hofmann

EXHIBIT A

Quinn's Junction Properties, L.C.

Cash Collateral Budget

February 1, 2017 to April 30, 2017

<i>For the Month Ended</i>	2/28/2017	3/31/2017	4/30/2017	Total
Estimated Beginning Cash	\$ 1,323	\$ 1,511	\$ 1,866	\$ 1,323
Estimated Cash Deposits				
Cash Distributions from Park City Film Studios				-
Cash From Tenant Improvements				-
R3 Media Corporation loan ⁽¹⁾	76,000	2,000	6,000	84,000
Retainer applied toward professional fees	40,634			40,634
Total Estimated Cash Deposits	116,633.52	2,000.00	6,000.00	124,633.52
Estimated Cash Expenditures				
Property Taxes				-
Utilities			(3,855)	(3,855)
Other fees	(1,645)	(1,645)	(1,645)	(4,935)
Professional Fees - Debtor's Accountant ⁽²⁾	(29,800)			(29,800)
Professional Fees - Debtor's Counsel ⁽²⁾	(85,000)			(85,000)
Tenant Improvements				-
US Trustee Fees			(650)	(650)
Other Expenses				-
Total Estimated Cash Expenditures	(116,445)	(1,645)	(6,150)	(124,240)
Net Cash Flow	189	355	(150)	394
Ending Cash Balance	\$ 1,511	\$ 1,866	\$ 1,716	\$ 1,716

Footnotes

(1) R3 Media Corporation has been approved for loans totaling \$200,000, of which \$80,000 has been advanced.

(2) All accrued fees are expected to be paid in February 2017 at or around the amounts estimated.

Park City Film Studios
Cash Collateral Budget
February 1, 2017 to April 30, 2017

<i>For the Month Ended</i>	2/28/2017	3/31/2017	4/30/2017	Total
Estimated Beginning Cash Balance	\$ 18,427	\$ 3,095	\$ 3,762	\$ 18,427
Estimated Cash Deposits				
Rental Income*	14,000	5,000		19,000
R3 Media Corporation loan	30,000	55,000	60,000	145,000
A/R Collections				-
Other				-
Total Estimated Cash Deposits	44,000	60,000	60,000	164,000
Estimated Cash Expenditures				
Payroll & Liabilities	(20,800)	(20,800)	(20,800)	(62,400)
Contracted Services				-
Healthcare Premium	(365)	(365)	(365)	(1,095)
Insurance Expense			(5,790)	(5,790)
Computer and IT	(4,350)	(4,350)	(4,350)	(13,050)
Telephone Expense	(158)	(158)	(158)	(473)
Advertising and Promotion	(1,000)	(1,000)	(1,000)	(3,000)
Dues and Subscriptions	(86)	(86)	(86)	(257)
Professional Fees	(400)	(400)	(400)	(1,200)
Office and Other Supplies	(300)	(300)	(300)	(900)
Other expenses	(8,000)	(8,000)	(8,000)	(24,000)
Janitorial	(600)	(600)	(600)	(1,800)
Dumpsters	(268)	(268)	(268)	(805)
Sewer	(546)	(546)	(546)	(1,638)
Gas	(6,500)	(6,500)	(6,500)	(19,500)
Power	(8,500)	(8,500)	(8,500)	(25,500)
Fire Monitoring & Inspections			(504)	(504)
Snow removal	(6,200)	(6,200)	(2,100)	(14,500)
Donation	-	-	-	-
Meals and Entertainment	(170)	(170)	(170)	(510)
Travel Expense	(440)	(440)	(440)	(1,320)
Repairs and Maintenance	(650)	(650)	(650)	(1,950)
Landscaping	-	-	-	-
Total Estimated Cash Expenditures	(59,333)	(59,333)	(61,527)	(180,192)
Net Cash Flow	(15,333)	667	(1,527)	(16,192)
Distributions to Quinn's Junction	-	-	-	-
Ending Cash Balance	\$ 3,095	\$ 3,762	\$ 2,235	\$ 2,235

*Rental income is based on current probable revenues. Additional rental income is anticipated, but not yet probable, and may be received over the period shown.