

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF INDIANA  
HAMMOND DIVISION

IN RE:	)	
	)	Case No. 13-21804
T-L BRYWOOD LLC,	)	Chapter 11
a Delaware Limited Liability Company	)	Judge J. Philip Klingeberger
	)	
Debtor/Debtor-in-Possession.	)	
	)	

**ORDER AUTHORIZING CONTINUED INTERIM USE OF  
CASH COLLATERAL AND GRANTING RELATED RELIEF**

THIS MATTER COMING TO BE HEARD upon the Motion of T-L BRYWOOD LLC, a Delaware limited liability company, Debtor/Debtor-in-Possession herein, For Authority to Use Cash Collateral pursuant to Section 363 of the Bankruptcy Code (the "Motion"); proper notice as required by Rule 4001(b) of the Federal Rules of Bankruptcy Procedure having been provided; RCG-KC Brywood LLC, successor to The Private Bank and Trust Company ("Lender"), having made certain oral objections to the Debtor's continued use of cash collateral; the Lender having consented to the entry of this Order without prejudice to the Lender's right to prosecute its objections to the Debtor's continued use of cash collateral at future hearings; this Court having determined that the Debtor's continued use of cash collateral to cover the expenditures set forth on Exhibit A to this Order is necessary to avoid immediate and irreparable harm to the Debtor's estate pending a final hearing on the Motion; and this Court being fully advised in the premises;

NOW, THEREFORE, IT IS HEREBY ORDERED as follows:

A) The Debtor is authorized to use cash collateral during the period February 1, 2016, through March 31, 2016, to the extent set forth on Exhibit A attached to this Order;

B) In return for the Debtor's continued interim use of cash collateral, the Lender is granted the following adequate protection for its purported secured interests:

1. The Debtor will permit the Lender to inspect, upon reasonable notice, within reasonable hours, the Debtor's books and records;

2. The Debtor shall maintain and pay premiums for insurance to cover all of its assets from fire, theft and water damage;

3. The Debtor shall, upon reasonable request, make available to the Lender evidence of that which constitutes its collateral or proceeds;

4. The Debtor will reserve sufficient funds for the payment of current real estate taxes relating to the property commonly known as Brywood Centre ("Property");

5. The Debtor will properly maintain the Property in good repair and properly manage such Property; and

6. The Lender shall be granted valid, perfected, enforceable security interests in and to Debtor's post-petition assets, including all proceeds and products which are now or hereafter become property of this estate to the extent and priority of its alleged pre-petition liens, if valid, but only to the extent of any diminution in the value of such assets during the period from the commencement of the Debtor's Chapter 11 case through March 31, 2016;

C) The Debtor is authorized to make the expenditures set forth on Exhibit A to this Order plus no more than 5% of the total proposed expense payments unless otherwise agreed by the Lender or upon further Order of this Court;

D) Any expenses that are budgeted for payment in one month but are not paid in such month shall be carried over for payment in subsequent months; and

E) A further telephonic hearing on the continued use of cash collateral is set before this Court on March 23, 2016, at 11:00 a.m.

DATE: JAN 28 2016

 JS 104

JUDGE

**DEBTOR'S COUNSEL:**

David K. Welch, Esq. (Atty. No. 06183621)  
Arthur G. Simon, Esq. (Atty. No. 03124481)  
Jeffrey C. Dan, Esq. (Atty. No. 06242750)  
Brian P. Welch, Esq. (Atty. No. 6307292)  
Crane, Heyman, Simon, Welch & Clar  
135 South LaSalle Street, Suite 3705, Chicago, IL 60603  
TEL: (312) 641-6777 FAX: (312) 641-7114

W:\GRACE\Brywood\Cash Collateral. No.31.wpd

# Exhibit A

**T-L BRYWOOD LLC (BRYWOOD CENTRE)  
CASH BASIS BUDGET**

ACCT #	ACCOUNT	2016		Comments
		FEB	MAR	
<b>INCOME:</b>				
400000	Fixed Minimum Rent	95,957	95,957	
<b>OTHER INCOME:</b>				
441000	Common Area Maintenance	32,550	32,550	
441001	Common Area Settlement	-	-	
441200	CAM Admin	2,389	2,389	
471400	CAM Reserve	610	610	
461000	Real Estate Tax Income	8,738	8,738	
461100	RET Settlement	-	-	
471000	Insurance Income	579	579	
471100	Insurance Settlement	-	-	
	Misc Income (Water)	3,670	-	
<b>TOTAL OTHER INCOME:</b>		<b>48,537</b>	<b>44,867</b>	
5.00%	Collection/Vacancy Allowance	(7,225)	(7,041)	
<b>TOTAL INCOME</b>		<b>137,270</b>	<b>133,783</b>	
<b>OPERATING EXPENSES:</b>				
<b>LANDLORD EXPENSES:</b>				
501400	HVAC Repairs	-	-	
501600	Electrical Repairs	-	500	
501800	Plumbing Repairs	-	-	
502000	Other Repairs	500	500	
	Building / Store Fronts	-	-	
521000	Vacant Gas	1,216	835	
521200	Vacant Electric	1,785	1,100	
521400	Vacant Water	123	123	
539800	Promotion Fund - LL	-	-	
542400	Management Fees	5,491	5,351	
542600	Legal Fees	-	-	
542800	CAM Admin	2,389	2,389	
543000	Bank Fees	300	300	
560000	Landlord Miscellaneous	250	250	
580300	Fence Rental	-	-	
580000	Payroll Incidental Reimbursable	(1,840)	(1,840)	
580500	Field Maintenance - Cell Phone	150	150	
581000	Field Maintenance - Uniforms	110	110	
581500	Maintenance Shop	1,000	1,000	
581700	Delivery Charges	80	80	
582000	Common Area Miscellaneous	100	100	
582500	Common Area Travel	400	400	
992842	Marketing	510	510	
590169	Leasing	1,561	1,561	
590000	Bankruptcy Fees	-	-	
<b>Total Landlord Expenses</b>		<b>14,125</b>	<b>13,719</b>	
611000	Real Estate Tax Expense	-	-	
611200	Personal Property Taxes	-	-	
612000	Contestation Fees	-	-	
<b>RET EXPENSE</b>				
665000	<b>INSURANCE EXPENSE</b>	4,501	4,501	Installments 3-4
<b>COMMON AREA EXPENSES:</b>				
711000	Snow Labor	1,500	500	
711200	Snow Contract	15,000	7,500	
711400	Snow Material	2,500	-	
721000	Landscaping	-	-	
721200	Sweeping	2,400	2,400	
721300	Scavenger	350	350	
721400	Pest Control	-	-	
722000	Contracted Services	8,850	8,850	
731000	Electricity	4,238	4,238	

**T-L BRYWOOD LLC (BRYWOOD CENTRE)**  
**CASH BASIS BUDGET**

ACCT #	ACCOUNT	2016		Comments
		FEB	MAR	
731100	Natural Gas	244	213	
731200	Water	3,916	3,916	
731400	Fire Protection	500	500	
732000	Security Services	12,000	12,000	
732500	Security Truck	600	600	
741000	Parking Lot Lights	350	350	
741200	Building Lights	-	250	
741400	Electrical Repairs	-	250	
741500	Roof Repairs	500	1,000	
741600	Canopy Repairs	-	-	
741700	Fascia / Column Repairs	-	-	
741800	Stain/Paint	-	-	
742000	Parking Lot Repairs	-	-	
742200	Sign Repairs	-	500	
742400	Concrete Repairs	-	-	
742600	Sewer Line Repairs	22,000	-	emergency water main repairs
743000	Irrigation Repairs	-	-	
743200	Other Repairs	500	500	
751000	Equipment Expense	479	479	
751200	Supplies/Tools	500	500	
	<b>Total Common Area Expenses</b>	<b>76,427</b>	<b>44,896</b>	
	<b>TOTAL OPERATING EXPENSES</b>	<b>95,053</b>	<b>63,116</b>	
	<b>NET OPERATING INCOME</b>	<b>42,216</b>	<b>70,667</b>	
\$ 8,350,000	<b>DEBT SERVICE</b>			
5.00%	Mortgage Interest	-	-	
24200	Mortgage Principal	-	-	
	New First Mortgage Loan	-	-	
	<b>Total Debt Service</b>	<b>-</b>	<b>-</b>	
	<b>PARTNERSHIP EXPENSES:</b>			
900800	Ptnsp/Accounting Fees	-	-	
	<b>Total Partnership Expenses</b>	<b>-</b>	<b>-</b>	
	<b>TOTAL OTHER EXPENSES</b>	<b>-</b>	<b>-</b>	
	<b>CAPITAL FUNDING / EXPENSES:</b>			
	Leasing Commissions/Soft Costs	2,400	-	King of Cash renewal
	Tenant Improvements	-	-	
	Outlot Capital Costs	-	-	
	Deferred Maintenance - Rear Service Repair	-	-	
	Deferred Maintenance - Roof Repair	-	-	
	Planet Fitness Lease assumption claim	-	-	
	Class #2 Claims (RET)	-	-	
	Administrative Period Expenses	-	-	
	Class #5 General Unsecured Creditor Claims	-	-	
	Class #6 Claims Noteholder Pymts	-	-	
	Reserves	-	-	
	Funding By New Capital	-	-	
	<b>Total Capital Expenses</b>	<b>2,400</b>	<b>-</b>	
	<b>CASH FLOW AFTER CAPITAL EXP</b>	<b>39,816</b>	<b>70,667</b>	
	Beginning Cash	1,221,621	1,261,438	
	Net Cash Flow	39,816	70,667	
	Ending Cash	1,261,438	1,332,105	