

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re	§	
XTREME POWER INC.,	§	CASE NO. 14-10096
XTREME POWER SYSTEMS, LLC, and	§	CASE NO. 14-10095
XTREME POWER GROVE, LLC	§	CASE NO. 14-10097
Jointly Administered Debtors.	§	CHAPTER 11
	§	(Jointly Administered Under
	§	CASE NO. 14-10096)

**NOTICE OF CORRECTION TO CURRENT APPROVED BUDGET, EXHIBIT A TO
[DOC #248] FINAL ORDER PURSUANT TO 11 U.S.C. §§ 105, 361, 362, 363, 364, AND
507 (A) AUTHORIZING POST-PETITION FINANCING, AND (B) GRANTING
ADEQUATE PROTECTION, AND (C) GRANTING RELATED RELIEF**

And

**[DOC # 259] FINAL ORDER (I) AUTHORIZING USE OF CASH COLLATERAL
PURSUANT TO SECTION 363 OF THE BANKRUPTCY CODE, AND (II) PROVIDING
ADEQUATE PROTECTION TO SECURED LENDER PURSUANT TO SECTIONS 361,
362, AND 363 OF THE BANKRUPTCY CODE**

To All Parties in Interest:

Please take notice that the current approved budget attached to the final orders referred to above contained an error regarding the amount of fees due in April, 2014, for K&L Gates as counsel for the DIP lender. As initially filed, the budget reflects payment due of \$18,750. The correct amount, as agreed to by Debtors and the DIP lender, is \$75,000.

A corrected copy of the current approved budget is attached to this notice as Exhibit A.

Dated: March 3, 2014.

Respectfully submitted,

***JORDAN, HYDEN, WOMBLE, CULBRETH &
HOLZER, P.C.***

/s/ Nathaniel Peter Holzer

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ATTORNEYS FOR DEBTORS AND DEBTORS-IN-POSSESSION

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was served electronically and/or by U.S. First Class Mail, postage prepaid to those shown on the attached limited service list on this 3rd day of March, 2014.

/s/ Nathaniel Peter Holzer
Nathaniel Peter Holzer



Revised DIP Budget

Period	ACTUAL Jan22- Feb23	FORECAST Feb24-28	FORECAST Jan/Feb	FORECAST Mar1-9	FORECAST Mar10-16	FORECAST Mar17-23	FORECAST Mar24-31	FORECAST Mar	FORECAST Apr1-4	DIP Total
Beg Cash	\$ 27.8	\$ 123.9	27.8	\$ 73.8	\$ 51.8	\$ 51.8	\$ 51.8	\$ 73.8	\$ 51.8	\$ 27.8
Cash Receipts										
Awarded Project Receipts			\$ -					\$ -		
DIP Funding	\$ 1,377.6	\$ 95.8	\$ 1,473.4	\$ 398.2	\$ 112.6	\$ 321.6	\$ 122.6	\$ 955.0	\$ 464.4	\$ 2,892.8
O&M/Other Receipts	\$ 66.0	\$ -	\$ 66.0	\$ 32.0				\$ 32.0		\$ 98.0
Total Receipts	\$ 1,443.6	\$ 95.8	\$ 1,539.4	\$ 430.2	\$ 112.6	\$ 321.6	\$ 122.6	\$ 987.0	\$ 464.4	\$ 2,990.8
Recurring Monthly Expenses										
Payroll	\$ 360.4		\$ 360.4	\$ 110.7		\$ 118.0		\$ 228.7	\$ 118.0	\$ 707.1
Payroll - accrual	\$ -	\$ -	\$ -	\$ -		\$ -	\$ -	\$ -	\$ 59.0	\$ 59.0
Interim employee incentive	\$ -		\$ -			\$ -		\$ -	\$ 118.0	\$ 118.0
Insurance	\$ 239.1	\$ 40.6	\$ 279.7	\$ 75.0		\$ 64.2		\$ 139.2		\$ 418.9
Horizon Finance Fees	\$ 75.0		\$ 75.0					\$ -		\$ 75.0
SVB Debt Service	\$ 179.7		\$ 179.7	\$ 80.0				\$ 80.0	\$ 67.9	\$ 327.6
Legal	\$ 359.0	\$ 44.0	\$ 403.0	\$ 84.3	\$ 84.3	\$ 84.3	\$ 84.3	\$ 337.0	\$ 147.5	\$ 887.5
Other estate professionals	\$ 42.5	\$ 32.5	\$ 75.0	\$ 21.3	\$ 21.3	\$ 21.3	\$ 31.3	\$ 95.0	\$ 10.0	\$ 180.0
Travel	\$ -	\$ 3.9	\$ 3.9	\$ 0.9	\$ 0.9	\$ 0.9	\$ 0.9	\$ 3.5	\$ 0.9	\$ 8.3
Rent	\$ 39.7		\$ 39.7	\$ 19.8				\$ 19.8	\$ 19.8	\$ 79.3
Utilities	\$ 6.0	\$ 12.9	\$ 18.9			\$ 8.2		\$ 8.2		\$ 27.1
Teleco	\$ 7.6	\$ 8.5	\$ 16.1			\$ 7.6		\$ 7.6		\$ 23.8
Taxes	\$ 23.1		\$ 23.1	\$ 53.9		\$ 9.5		\$ 63.4		\$ 86.5
Grove Operating exp	\$ -		\$ -					\$ -		\$ -
Consultants	\$ 2.4		\$ 2.4					\$ -		\$ 2.4
Equip Rentals	\$ -	\$ 2.3	\$ 2.3			\$ 1.5		\$ 1.5		\$ 3.8
Other Vendors/exp	\$ 13.0	\$ 1.3	\$ 14.3	\$ 6.3	\$ 6.3	\$ 6.3	\$ 6.3	\$ 25.0	\$ 1.6	\$ 40.9
Monthly Expenses	\$ 1,347.5	\$ 146.0	\$ 1,493.4	\$ 452.1	\$ 112.6	\$ 321.6	\$ 122.6	\$ 1,009.0	\$ 542.8	\$ 3,045.2
Ending Cash	\$ 123.9	\$ 73.8	\$ 73.8	\$ 51.8	\$ 51.8	\$ 51.8	\$ 51.8	\$ 51.8	\$ (26.6)	\$ (26.6)

March 3, 2014

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Exhibit A

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DIP Budget – Legal & Other Estate Profs

Legal and Other Estate Professional Fees

Period	Jan 21-26	Jan 27 - Feb 2	Feb 3 - 9	Feb 10 - 16	Feb 17 - 23	Feb 24 - 28	Jan/Feb	Mar 1-9	Mar 10-16	Mar 17-23	Mar 24-31	March	Apr 1-4
Jordan	\$ 90,000	\$ 60,000	\$ 35,000	\$ 35,000	\$ 35,000	\$ 35,000	\$ 290,000	\$ 62,500	\$ 62,500	\$ 62,500	\$ 62,500	\$ 250,000	\$ 62,500
Baker Botts	\$ 15,000	\$ 12,000	\$ 9,000	\$ 9,000	\$ 9,000	\$ 9,000	\$ 63,000	\$ 6,750	\$ 6,750	\$ 6,750	\$ 6,750	\$ 27,000	\$ 10,000
K&L Gates				\$ 50,000									\$ 75,000
Fish and Richardson								\$ 6,250	\$ 6,250	\$ 6,250	\$ 6,250	\$ 25,000	
Bracewell Guiliani								\$ 8,750	\$ 8,750	\$ 8,750	\$ 8,750	\$ 35,000	
Total Legal Fees	\$ 105,000	\$ 72,000	\$ 44,000	\$ 94,000	\$ 44,000	\$ 44,000	\$ 353,000	\$ 84,250	\$ 84,250	\$ 84,250	\$ 84,250	\$ 337,000	\$ 147,500
Other Estate Professionals													
Creditor Committee Fees					\$ 50,000	\$ 25,000	\$ 75,000	\$ 21,250	\$ 21,250	\$ 21,250	\$ 21,250	\$ 85,000	\$ 10,000
US Trustee Fees						\$ -	\$ -				\$ 10,000	\$ 10,000	
Total Other Estate Prof's	\$ -	\$ -	\$ -	\$ -	\$ 50,000	\$ 25,000	\$ 75,000	\$ 21,250	\$ 21,250	\$ 21,250	\$ 31,250	\$ 95,000	\$ 10,000

Exhibit A

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