

Granted at hearing held on 1/23/2014.



**IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.**

**Dated: January 24, 2014.**

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**H. CHRISTOPHER MOTT  
UNITED STATES BANKRUPTCY JUDGE**

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

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

**[Modified]**  
**INTERIM ORDER GRANTING AND CONDITIONING  
DEBTORS' USE OF CASH COLLATERAL AND SETTING HEARING**

On January 22, 2014 the Debtors filed its chapter 11 cases along with a motion for use of cash collateral (the "Motion"). A hearing was held on January 23, 2014 to consider the Motion. The Court finds that the Debtors have obtained the consent of Silicon Valley Bank ("SVB") for their use of the bank's cash collateral, and SVB has agreed to the terms of this Interim Cash Collateral Order, as well as the terms of the Debtors' DIP Facility Interim Order providing, among other matters, the budget necessary to implement this Interim Order, and, accordingly, the Court:

1. Orders that the Debtor is permitted to use cash collateral pursuant to the budget

attached to the Motion for DIP financing, upon the following terms and conditions:

a. the Debtor shall, as funded from the DIP Financing Facility as set out in the Initial Order approving the DIP Financing Facility, pay to SVB the cure payment of principal and interest due December 31, 2013, and shall pay principal and interest payments thereafter as set forth in the budget through April 2014; and

b. Without further order of the Court, SVB shall be entitled to have the automatic stay lifted and annulled, and the automatic stay shall and hereby is lifted and annulled, to the extent that any demand is made by Duke Energy (or any successor thereto) on the current Letter of Credit secured by cash funds of the Debtors, to allow SVB to resort to the cash deposit which serves as collateral for any draws on the letter of credit to offset any draw against that letter of credit to the extent of payment by SVB on the Letter of Credit, without prejudice to any further request of SVB to further relief; and

c. SVB shall have a replacement lien on the accruing accounts and accounts receivables subject to the terms and provisions of the Interim Order approving the DIP Financing Facility; and it further

2. Orders that a final hearing is set on the Motion for February 21, 2014, at 1:30 P.M. in the courtroom of the undersigned judge, United States Bankruptcy Court, Western District of Texas, Austin Division, United States Courthouse, Austin, Texas.

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

*/s/ Shelby A. Jordan*

Shelby A. Jordan (Texas Bar No. 11016700)

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**PROPOSED ATTORNEYS FOR DEBTORS-IN-POSSESSION**

**LEVY, SMALL & LALLAS**

*/s/ Leo D. Plotkin*

Leo D. Plotkin (SBN 101893) (*Pro Hac Vice Application Pending*)

Levy, Small & Lallas

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**ATTORNEYS FOR SECURED CREDITOR**

**SILICON VALLEY BANK**

Week ending	Jan22-26	Jan27-Feb2	Feb3-9	Feb10-16	Feb17-23	Feb24-28	Mar	Mar30-Apr6	Apr7-Apr13	Apr13-15	Apr16-20	Apr21-30	Apr	May	Jun	Jul
<b>Beg Cash</b>	\$ 3.92	\$ (623.51)	\$ (736.21)	\$ (1,005.42)	\$ (1,162.73)	\$ (1,373.70)	\$ (1,475.13)	\$ (2,236.43)	\$ (2,519.88)	\$ (2,622.00)	\$ (2,764.86)	\$ (2,963.82)	\$ (2,236.43)	\$ (3,183.55)	\$ (3,529.65)	\$ (3,929.78)
<b>Contract Receipts</b>																
Awarded project Receipts	\$ -						\$ -						\$ -	\$ -	\$ -	\$ -
O&M Receipts						\$ 42.68	\$ -						\$ -	\$ 106.28	\$ -	\$ -
<b>Total Receipts</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 42.68	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 106.28	\$ -	\$ -
<b>Cash Available</b>	\$ 3.92	\$ (623.51)	\$ (736.21)	\$ (1,005.42)	\$ (1,162.73)	\$ (1,331.02)	\$ (1,475.13)	\$ (2,236.43)	\$ (2,519.88)	\$ (2,622.00)	\$ (2,764.86)	\$ (2,963.82)	\$ (2,236.43)	\$ (3,077.27)	\$ (3,529.65)	\$ (3,929.78)
<b>Recurring Monthly Expenses</b>																
Payroll	\$ 140.79		\$ 113.60		\$ 98.16		\$ 196.32	\$ 98.16			\$ 98.16		\$ 196.32	\$ 196.32	\$ 196.32	\$ 196.32
Payroll - accrual	\$ -			\$ -	\$ -	\$ 98.16	\$ (98.16)		\$ 117.79	\$ (117.79)	\$ 127.61		\$ 127.61			
Interim employee incentive							\$ 155.00									
Insurance	\$ 209.88				\$ 64.16		\$ 73.16				\$ 125.76		\$ 125.76	\$ 64.16	\$ 73.16	\$ 125.76
Horizon Finance Fees		\$ 37.50		\$ 37.50												
SVB Debt Service	\$ 89.83		\$ 89.83				\$ 89.83	\$ 73.33	\$ -				\$ 73.33	\$ -	\$ -	\$ -
Legal	\$ 105.00	\$ 72.00	\$ 44.00	\$ 94.00	\$ 44.00	\$ 44.00	\$ 277.00	\$ 91.25	\$ 91.25	\$ -	\$ 91.25	\$ 91.25	\$ 365.00	\$ 140.00	\$ 70.00	\$ -
Other estate professionals							\$ 10.00		\$ 10.00				\$ 10.00			
Travel	\$ 1.75	\$ 0.70	\$ 0.70	\$ 0.70	\$ 0.70	\$ 0.70	\$ 3.50	\$ 0.88	\$ 0.88		\$ 0.88	\$ 0.88	\$ 3.50	\$ 7.50	\$ 7.50	\$ 7.50
Rent	\$ 19.83		\$ 19.83				\$ 19.83	\$ 19.83					\$ 19.83	\$ 19.83	\$ 19.83	\$ 19.83
Utilities	\$ 9.60			\$ 9.60			\$ 9.60		\$ 10.80				\$ 10.80	\$ 9.60	\$ 9.60	\$ 10.80
Teleco	\$ 14.27			\$ 14.27			\$ 14.27		\$ 14.27				\$ 14.27	\$ 14.27	\$ 14.27	\$ 14.27
Taxes	\$ 22.48						\$ 9.45						\$ -	\$ -	\$ 9.45	\$ -
Grove Operating exp	\$ -						\$ -						\$ -	\$ -	\$ -	\$ -
Consultants	\$ -						\$ -						\$ -	\$ -	\$ -	\$ -
Equip Rentals	\$ 1.50				\$ 2.70		\$ 1.50				\$ 0.70		\$ 0.70	\$ 0.70	\$ -	\$ -
Other Vendors/exp	\$ 12.50	\$ 2.50	\$ 1.25	\$ 1.25	\$ 1.25	\$ 1.25	\$ 5.00				\$ 5.00		\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00
<b>Monthly Expenses</b>	\$ 627.43	\$ 112.70	\$ 269.21	\$ 157.32	\$ 210.97	\$ 144.11	\$ 761.30	\$ 283.45	\$ 102.13	\$ 142.86	\$ 198.96	\$ 219.73	\$ 947.12	\$ 452.38	\$ 400.13	\$ 374.48
<b>Cash Before AP Paydown</b>	\$ (623.51)	\$ (736.21)	\$ (1,005.42)	\$ (1,162.73)	\$ (1,373.70)	\$ (1,475.13)	\$ (2,236.43)	\$ (2,519.88)	\$ (2,622.00)	\$ (2,764.86)	\$ (2,963.82)	\$ (3,183.55)	\$ (3,183.55)	\$ (3,529.65)	\$ (3,929.78)	\$ (4,304.26)
<b>Critical Vendor Payments</b>																
Awarded Project Costs	\$ -						\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Past Due AP	\$ -						\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Ending Cash</b>	\$ (623.51)	\$ (736.21)	\$ (1,005.42)	\$ (1,162.73)	\$ (1,373.70)	\$ (1,475.13)	\$ (2,236.43)	\$ (2,519.88)	\$ (2,622.00)	\$ (2,764.86)	\$ (2,963.82)	\$ (3,183.55)	\$ (3,183.55)	\$ (3,529.65)	\$ (3,929.78)	\$ (4,304.26)

\$ -

(1) Gordian professional fees due and payable upon completion of transaction, per engagement letter, subject to court approval.

30 Day DIP Cash Needs		
Cash @ 1/20	\$	3.9
Receipts	\$	42.7
Payroll	\$	(450.7)
Insurance	\$	(274.0)
Legal	\$	(403.0)
Rent/Utilities/Telcom	\$	(87.4)
Horizon Fees	\$	(75.0)
Taxes	\$	(22.5)
Grove	\$	-
Other	\$	(209.1)
30 Day Cash needed	\$	<u>(1,475.1)</u>
30 Day Budget	\$	1,479.7
Cash needed thru 4/15	\$	(2,764.9)
Budget thru 4/15	\$	2,842.8