

**UNITED STATES BANKRUPTCY COURT FOR THE  
EASTERN DISTRICT OF PENNSYLVANIA**

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<b>IN RE:</b>	:
	: <b>CHAPTER 11</b>
<b>GELT PROPERTIES, LLC, et al.,</b>	:
	: <b>BANKRUPTCY NO. 11-15826</b>
<b>DEBTORS.</b>	: <b>(Jointly Administered)</b>
	:

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**TWELFTH INTERIM ORDER AUTHORIZING USE OF  
CASH COLLATERAL AND RELATED RELIEF AS TO VIST BANK**

AND NOW, this 26<sup>th</sup> day of June, 2013, this matter coming to be heard on the request of Gelt Properties, LLC, et al., Debtors-in-Possession (the "Debtors"), for interim use of cash collateral, and the Court having considered the representations of counsel to the Debtors, counsel for Vist Bank (the "Lender") and the Office of the United States Trustee, and Debtors having acknowledged and agreed that as of petition date Debtors are indebted to the Lender in as yet to be determined amounts, it is hereby:

**ORDERED** that the Debtors' Use of Cash Collateral in accordance with this Order is hereby approved, subject to the terms of this Order and the Budgets attached hereto as Exhibit "A" for Gelt Financial Corporation and Exhibit "B" for Gelt Properties, LLC through July 31, 2013 and in the amounts as authorized herein; and it is further

**ORDERED**, that as adequate protection for the use of cash collateral on an interim basis through July 31, 2013, the Lender is hereby granted valid, binding, enforceable and perfected replacement security interests in and replacement liens on (collectively, the "Replacement Liens") all now owned or hereafter acquired property and assets of the Debtors that are proceeds, products, rents and profits thereof, in which the Lender was perfected pre-petition. Said Replacement Liens shall be deemed to be filed and perfected to the extent of the Lender's pre-petition lien, without the need for filing by virtue of this Order; and it is further

**ORDERED**, that all replacement liens granted herein will attach in the same order of priority as existed pre-petition; and it is further

**ORDERED**, that the Debtors shall provide written proof of insurance and maintain insurance on all assets; and it is further

**ORDERED**, that in the event Debtors default or violate this Order, Debtors' right to use Cash Collateral shall automatically cease until further Order of this Court; and it is further

**ORDERED**, that the Debtors' use of cash collateral is approved in accordance with the Budgets. All proceeds shall remain with the Debtors for use in operations subject to the liens of the Lender and the Budgets; and it is further

**ORDERED**, that the Debtors shall pay the Lender \$6,732.00 in July, 2013; and it is further

**ORDERED**, that upon three (3) business days notice, Debtors shall permit the Lender and its agents as well as Counsel to the Committee reasonable and free access to Debtors' records and place of business during normal business hours to review the Debtors' files relating to Lender's collateral, to review and inspect financial records and audit cash receipts and disbursements relating to Lender's collateral. The Lender may request and Debtors shall provide periodic telephonic updates concerning the business operations and affairs of the Debtors (including without limitation proposals/bids made and contracts entered into); and it is further

**ORDERED**, that by the 15<sup>th</sup> day of each month the Debtors shall provide the Lender, with a copy to the Committee and U.S. Trustee, a report concerning receipts and disbursements relating to the Lender's loans or collateral; and it is further

**ORDERED**, that nothing contained herein shall be deemed or construed to (a) limit the Lender to the relief granted herein; (b) bar the Lender from seeking other and further relief

(including relief from this Order) for cause shown on appropriate notice to the Debtors and other parties-in-interest entitled to notice of the same; or (c) require the Lender to make any further loan or advance to the Debtors; and it is further

**ORDERED**, that nothing herein shall be deemed an admission by a secured party or a determination by the Court that (i) any particular asset is or was cash collateral, or is or was property of the estate at the time of the bankruptcy filing, and (ii) that the amount of debt and/or interest rate set forth on any exhibit to the Motion is accurate.

**ORDERED**, that a further interim hearing on the use of cash collateral shall be held on July 24, 2013 at 11:00 a.m. and the Debtors and all parties reserve all rights as to each other on any request by the Debtors to continue to use the Lender's cash collateral, budget items and adequate protection payments; and it is further

**ORDERED** that written notice of the above stated hearing shall be given by the Debtors to the Lender, all secured creditors, the U.S. Trustee and any other parties filing request for notices pursuant to Rule 2002 via email or US first class mail on or before June 28, 2013.

BY THE COURT:

  
UNITED STATES BANKRUPTCY JUDGE

**Gelt-Financial-Cash-Flow Projections 60 Days July 1, 2013 Notes**

	July-13	August-13	Total
<b>through August 31, 2013</b>			
Revenues			
Interest Income	\$ 65,000	\$ 66,900	\$ 130,000
Principal Collected from Borrowers	\$ 3,500	\$ 3,500	\$ 7,000
<b>Total Cash In from Portfolio</b>	<b>\$ 68,500</b>	<b>\$ 68,500</b>	<b>\$ 137,000</b>
<b>Adequate Protection payments to lenders</b>			
National Penn Bank	2,420	2,501	4,921
Interstate Net Bank (New Century Bank)	267	276	542
<del>Interstate</del> <b>GELT FINANCE</b>	6,433	6,648	13,081
Bucks County Bank	4,631	4,785	9,416
Republic First Bank	1,465	1,465	2,930
Beneficial Savings Bank	5,500	5,500	11,000
Fox Chase	3,252	3,360	6,612
Madison Bank - Vist	6,049	6,250	12,299
<b>Sub Total</b>	<b>\$ 30,016</b>	<b>\$ 30,785</b>	<b>\$ 60,801</b>
Less Refund from Gelt properties	(4,899)	(5,062)	(9,960)
<b>Total Interest Expense</b>	<b>\$ 25,118</b>	<b>\$ 25,723</b>	<b>\$ 50,841</b>
<b>Cash Flow from Lending Portfolio</b>	<b>\$ 39,882</b>	<b>\$ 39,277</b>	<b>\$ 79,159</b>
<b>Operational Costs</b>			
Salaries and Benefits	\$ 31,957	\$ 47,936	\$ 79,894
Occupancy	\$ 4,299	\$ 4,299	\$ 8,598
General and administrative (including Insurance and US Trustee)	\$ 8,500	\$ 8,500	\$ 17,000
<b>Cash Flow from Operations</b>	<b>\$ 44,756</b>	<b>\$ 60,735</b>	<b>\$ 105,492</b>
	<b>(4,874)</b>	<b>(84,458)</b>	<b>(26,332)</b>
<b>Principal Payments:</b>			
Expected Pay-offs	\$ -	\$ -	\$ -
Regular Principal	\$ 3,500	\$ 3,500	\$ 7,000
Paid Out to Lenders	\$ (1,750)	\$ (1,750)	\$ (3,500)
<b>Net</b>	<b>\$ 1,750</b>	<b>\$ 1,750</b>	<b>\$ 3,500</b>
<b>Cash Flows after Principal Payments</b>	<b>\$ (3,124)</b>	<b>\$ (19,708)</b>	<b>\$ (22,832)</b>
<b>Direct Costs to acquire, maintain and preserve collateral</b>			
Foreclosure costs	\$ 5,000	\$ 30,000	\$ 35,000
Taxes for Properties in Process of Foreclosure	\$ -	\$ 31,000	\$ 31,000
Other Direct Costs - Real Estate Holdings (Include Taxes)	\$ 15,000	\$ 16,000	\$ 30,000
Personnel Cost in connection with collateral - legal & Collection	\$ 8,979	\$ 8,979	\$ 17,958
<b>Net cash flow - after costs to acquire, maintain collateral</b>	<b>\$ 28,979</b>	<b>\$ 84,979</b>	<b>\$ 113,958</b>
<b>Projected Cash - Beginning of Month</b>	<b>\$ (32,103)</b>	<b>\$ (104,687)</b>	<b>\$ (136,790)</b>
<b>Projected Cash - End of Month</b>	<b>\$ 220,527</b>	<b>\$ 188,424</b>	<b>\$ 220,527</b>
<b>Notes</b>			
1.No Foreclosures are expected in July. In August 4 properties scheduled for foreclosure			

Gelt Properties Cash-Flow Projections		July 1	
2013 to August 31, 2013		July-13	August-13 Total
<u>Revenues</u>			
Rental Income		38,000	76,000
Management Fees		7,000	14,000
<b>Total Revenues</b>		<b>45,000</b>	<b>90,000</b>
<u>Adequate protection payment to lenders:</u>			
Beneficial		5,811	11,622
Fox Chase		1,287	2,616
Vist		424	862
East Coast		486	988
Dov Junik		780	1,587
Repayment to Gelt Financial		4,572	9,634
<b>Adequate protection payment to lenders:</b>		<b>13,360</b>	<b>27,308</b>
<b>Income Less Payments to Secure Lenders</b>		<b>31,640</b>	<b>62,692</b>
<u>Direct Costs to maintain and preserve collateral</u>			
Utilities		2,295	6,145
Repairs		8,729	17,459
Insurance		4,615	9,231
Taxes		3,500	7,000
Other Administrative Costs (Including US Trustee Fees)		2,640	4,630
Administrative Personnel Compensation		7,863	19,622
<b>Total Direct Cost to Maintain and preserve Collateral</b>		<b>29,642</b>	<b>64,086</b>
<b>Net Cash Flow Projected</b>		<b>1,998</b>	<b>(1,394)</b>
Balance Beginning of Month		5,678	5,678
<b>Balance End of Month</b>		<b>7,676</b>	<b>4,284</b>

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