



**SO ORDERED.**

**SIGNED this 31st day of January, 2019.**

*Dale L. Somers*

Dale L. Somers  
United States Chief Bankruptcy Judge

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF KANSAS  
KANSAS CITY DIVISION**

IN RE:

ACI CONCRETE PLACEMENT OF KANSAS, LLC, *et al.*<sup>1</sup> Case No. 17-21770  
Chapter 11  
Debtor Jointly Administered

**AGREED ORDER FOR CONDITIONAL USE OF CASH COLLATERAL  
THROUGH MARCH 15, 2019  
AND AGREED ORDER MEMORIALIZING RELIEF FROM STAY GRANTED  
EFFECTIVE OCTOBER 16, 2018**

This matter comes on for hearing on the Motion to Prohibit or Condition Use of Cash Collateral and Renewed Motion for Relief from Stay [Dkt #303]. The debtors, ACI Concrete Placement of Kansas, LLC, ACI Concrete Placement of Lincoln, LLC, ACI Concrete Placement of Oklahoma, LLC, OKK Equipment, LLC and KOK Holdings, LLC (the "Joint Debtors" and/or "Debtors") appear by and through their counsel of record, Neil Sader and Bradley D.

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<sup>1</sup> This case is being jointly administered with In Re: ACI Concrete Placement of Lincoln, LLC, Case No. 17-21771, whose last four digits of its federal taxpayer identification number is 0496; In Re: ACI Concrete Placement of Oklahoma, LLC, Case No. 17-21772, whose last four digits of its federal taxpayer identification number is 9662; In Re: OKK Equipment, LLC, Case No. 17-21773, whose last four digits of its federal taxpayer identification number is 7281; and In Re: KOK Holdings, LLC, Case No. 17-21774, whose last four digits of its federal taxpayer identification number is 7074. All Debtors are headquartered out of the same location at 20160 West 191<sup>st</sup> Street, Spring Hill, Kansas 66083.

McCormack of The Sader Law Firm. Equity Bank appears by and through its counsel of record, Andrew W. Muller of Stinson Leonard Street LLP and Edward J. Nazar of Hinkle Law Firm. The Official Unsecured Creditor Committee appears by and through its counsel, Larry Glenn Ball of Hall Estill Hardwick Gable Golder & Nelson PC and Ronald S. Weiss of Berman, DeLeve, Kuchan & Chapman, LLC. Jordan Sickman appears on behalf of the United States Trustee.

WHEREUPON THE COURT FINDS:

A. This Order incorporates by reference all elements of any prior Cash Collateral Order [Dkt #248; Dkt #291; Dkt #320; Dkt #341] not otherwise inconsistent herein. All other terms and conditions of the prior Cash Collateral Orders [Dkt #248; Dkt #291; Dkt #320; Dkt #341] (collectively, the “Prior Orders”) shall remain in effect, except as modified herein.

B. In addition, this Order incorporates the provisions of the Order Granting, In Part, Equity Bank's Motion to Prohibit or Condition Use of Cash Collateral Pursuant to 11 U.S.C. § 363(c); Request for Adequate Protection Pursuant to 11 U.S.C. § 363(a); and Renewed Motion for Relief from Stay under 11 U.S.C. § 362 [Dkt. #323] except as modified herein.

C. By their express terms, the prior orders discussed above granted Debtors use of cash collateral through January 31, 2019, and that Equity Bank would have relief from the automatic stay effective October 16, 2018.

D. Through prior agreement of the parties, the Prior Orders granted the Debtors use of cash collateral through January 31, 2019. Equity Bank has been granted relief from the automatic stay effective October 16, 2018 under Dkt #333 to proceed with all available legal remedies to enforce its security interest in the Debtors' assets. Equity Bank agrees in this Order to extend the use of Cash Collateral through March 15, 2019. The Debtors shall cooperate with

Equity Bank to allow it to market, sell and close a sale of virtually all of the Debtors' tangible assets by March 15, 2019.

E. Equity Bank shall be paid the net proceeds of sale at closing of the sale to the extent of their allowed or allowable secured claim, net of all principal payments to date.

F. The following elements shall constitute material provisions of this Order:

1) Time shall be of the essence of the terms of this Order.

2) Upon a Sale Agreement being entered into by the Debtors with any third party, all tangible assets, rolling stock and equipment not included in any such Sale Agreement shall be marshaled, stored, winterized and safeguarded at the Debtors' Spring Hill, Kansas location. During the windup of business activity, the Debtors' employees shall transport and deliver any equipment not being utilized to finish or complete pending jobs to the Spring Hill, Kansas location of the Debtors.

3) All business records of the Debtors, including, but not limited to the account ledgers, accounts receivable records, billing records, trial balances, balance sheets, and bank account records shall be "mirrored," copies or reproduced by Debtors' employees for the benefit of Equity Bank and shall be produced thirty (30) days prior to closing and updated no later than one day prior to closing.

4) The Debtors will continue to make \$50,000 monthly adequate protection payments for the months of December, 2018, January, 2019 - February, 2019 and March, 2019.

5) All other terms, conditions, and provisions of the prior cash collateral and the loan documents shall remain the same and are incorporated by reference unless expressly modified herein.

G. The breach of any of these terms, together with the prior conditions, representations and warranties as incorporated by reference herein from any prior Cash Collateral Order shall constitute sufficient cause for Equity Bank to enforce its rights under the Relief From Stay Order granted as of October 16, 2018 [Dkt #333]. No further or restated relief from stay orders shall be necessary to allow Equity Bank to sell or liquidate its items of equipment.

H. Debtors' operating budget through March 15, 2019 is attached hereto as **Exhibit**

A.

IT IS SO ORDERED.

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APPROVED BY:

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ACI Concrete Placement  
Wind Down Budget  
Period ending 2/15/19

Period Beginning Period Ending	Wind Down Budget														11/28/2018 3/15/2019
	12/29/2018 1/4/2019	1/5/2019 1/11/2019	1/12/2019 1/18/2019	1/19/2019 1/25/2019	1/26/2019 2/1/2019	2/2/2019 2/8/2019	2/9/2019 2/15/2019	2/16/2019 2/22/2019	2/23/2019 3/1/2019	3/2/2019 3/8/2019	3/9/2019 3/15/2019	3/16/2019 3/22/2019	3/23/2019 3/29/2019		
Beginning Cash Balance	\$ 167,426	\$ 156,800	\$ 146,097	\$ 116,112	\$ 46,840	\$ 56,200	\$ 51,593	\$ 61,203	\$ 46,544	\$ 34,400	\$ 29,793	\$ 6,257	\$ 9,412	\$ 167,426	
Cash receipts															
A/R collections	55,024	102,000	85,000	85,000	100,000	95,000	100,000	140,000	110,000	100,000	100,000	100,000	120,000	1,292,024	
Member contributions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other - equipment liquidation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other - transfers in transit	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total receipts	\$ 55,024	\$ 102,000	\$ 85,000	\$ 85,000	\$ 100,000	\$ 95,000	\$ 100,000	\$ 140,000	\$ 110,000	\$ 100,000	\$ 100,000	\$ 100,000	\$ 120,000	\$ 1,292,024	
Total payroll	26,737	35,374	50,904	35,000	29,000	30,000	30,000	39,000	35,000	35,000	27,000	20,000	7,500	399,515	
Union benefit contributions	-	-	-	72,092	-	-	-	72,509	-	-	-	-	70,000	214,561	
Fuel															
Pumping equipment	15,000	8,000	8,000	8,000	6,000	6,000	6,000	6,000	6,000	6,000	2,500	500	500	78,500	
SG&A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total fuel	15,000	8,000	8,000	8,000	6,000	6,000	6,000	6,000	6,000	6,000	2,500	500	500	78,500	
Equipment repairs & maint	2,168	4,000	2,500	4,000	3,500	3,500	3,500	3,500	3,500	3,500	3,000	1,500	500	38,668	
Facilities															
Rent	-	-	10,890	-	-	-	10,890	-	-	-	10,880	-	-	32,670	
Utilities	283	460	410	500	500	500	500	500	500	500	500	-	-	66,113	
Total facilities	283	460	11,200	500	500	500	11,390	500	500	500	11,380	-	-	37,783	
Insurance															
Health insurance	-	-	-	-	7,000	-	-	-	8,000	-	-	-	7,000	22,000	
P&C insurance	-	-	2,671	-	8,996	-	-	23,150	-	-	8,146	-	23,150	88,111	
Total insurance	-	-	2,671	-	15,996	-	-	23,150	8,000	-	8,146	-	20,150	88,111	
Professional fees															
Legal	-	-	-	-	12,500	-	-	-	12,500	-	12,500	-	12,500	50,000	
Contract CFO services	1,856	3,712	500	500	500	500	1,000	500	500	500	500	500	-	11,068	
Finance Advisory & Accounting	1,950	1,950	3,200	3,200	3,000	2,500	2,500	2,500	13,500	2,500	2,500	1,500	-	40,800	
Unsecured Creditor Committee counsel	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total professional fees	3,806	5,662	3,700	3,700	16,000	3,000	3,500	3,000	26,500	3,000	15,500	2,000	12,500	101,868	
Liquidation costs															
Transfer of trucks to KC	-	-	-	-	-	-	-	-	-	-	20,000	2,500	-	22,500	
Payroll incentives	-	-	-	-	-	-	-	-	-	-	-	40,345	-	40,345	
Total liquidation costs	-	-	-	-	-	-	-	-	-	-	20,000	42,845	-	62,845	
Communications															
IT expense	1,000	3,600	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	-	-	13,600	
Telephony	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total communications	1,000	3,600	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	-	-	13,600	
Other misc expenses	3,012	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	63,012	
US Bankruptcy Trustee fees															
	-	-	-	-	-	-	-	-	-	-	-	25,000	-	25,000	
Expenses before debt service	\$ 52,006	\$ 62,036	\$ 84,975	\$ 129,282	\$ 76,996	\$ 49,000	\$ 60,390	\$ 152,659	\$ 85,500	\$ 54,000	\$ 93,536	\$ 96,845	\$ 126,150	\$ 1,123,445	
Debt service															
Lease payments - LTR/M	-	49,614	-	-	-	-	49,614	-	-	-	49,614	-	-	148,842	
Lease payments - Haltons	13,644	-	-	-	13,644	-	-	-	13,644	-	-	-	-	40,932	
Note payment - U S Bank	-	993	-	-	-	993	-	-	-	993	-	-	-	2,979	
Adequate protection payment	-	-	25,000	25,000	-	-	25,000	-	25,000	-	25,000	-	-	125,000	
Enterprise Leasing	-	-	5,000	-	-	-	5,000	-	-	-	5,000	-	-	15,000	
Interest - equip loans	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Principal - equip loans	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total debt service	\$ 13,644	\$ 50,607	\$ 30,000	\$ 25,000	\$ 13,644	\$ 50,607	\$ 30,000	\$ -	\$ 38,644	\$ 50,607	\$ 30,000	\$ -	\$ -	\$ 312,759	
Total expenditures	\$ 65,650	\$ 112,703	\$ 114,975	\$ 154,282	\$ 90,640	\$ 99,607	\$ 90,390	\$ 152,659	\$ 124,144	\$ 104,607	\$ 123,536	\$ 96,845	\$ 126,150	\$ 1,456,188	
Ending Cash Balance	\$ 156,800	\$ 146,097	\$ 116,112	\$ 46,840	\$ 86,200	\$ 51,593	\$ 61,203	\$ 48,544	\$ 34,400	\$ 29,793	\$ 6,257	\$ 9,412	\$ 3,262	\$ 3,262	
Beginning A/R	748,325	767,072	738,822	805,142	795,142	771,642	753,142	750,892	706,892	680,892	650,892	610,892	510,892	748,325	
Collections(-)	(55,024)	(102,000)	(85,000)	(85,000)	(100,000)	(95,000)	(100,000)	(140,000)	(110,000)	(100,000)	(100,000)	(100,000)	(120,000)	(1,292,024)	
Revenue(+)	73,771	133,750	51,320	75,900	76,500	76,500	97,250	50,000	59,000	79,000	60,000	-	-	594,591	
Ending A/R	767,072	798,822	805,142	795,142	771,642	753,142	750,892	700,892	680,892	650,892	610,892	510,892	390,892	390,892	

