

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
EASTERN DIVISION

In re:)	
Hiltz Waste Disposal, Inc.)	Chapter 11
Debtor)	Case No. 16 -13459-JNF
)	16
)	

ORDER ON
MOTION BY DEBTOR FOR AUTHORIZATION FOR USE OF CASH
COLLATERAL (ELEVENTH INTERIM)

The Motion for Use of Cash Collateral ("Motion") filed by Hiltz Waste Disposal, Inc., the debtor herein (the "Debtor"), having come before the Court for hearing on September 9, 2016 and further hearings having been held on October 5, 2016, November 10, 2016, November 29, 2016, January 5, 2017, January 31, 2017, February 28, 2017, March 29, 2017, May 2, 2017, June 7, 2017 and July 18, 2017; and the Court having previously entered interim orders authorizing use of cash collateral on certain conditions; and upon consideration of the supplement financial information submitted by the Debtor's attorney, after the hearing held on July 18, 2017, and it appearing that all parties in interest have received due notice and an opportunity to be heard,

Now, therefore, it is hereby ORDERED that:

1. The Motion for Use of Cash Collateral is hereby approved on an interim basis as provided herein.
2. The Debtor is authorized, in accordance with Section 363(e) of the Bankruptcy Code, to expend cash, deposits, and cash equivalents for its operations consistent with and up to the amounts set forth in the Debtor's most recent cash flow projection, and only through the date of a further hearing on the Motion and subject to further order of the

Court as provided herein. Until further Order of the Court, Debtor is directed to make adequate protection payments to First Ipswich Bank (the "Secured Creditor"), beginning December 1, 2016 in the amount of \$34,000 per month. The application and allocation of the adequate protection payments shall be subject to further order of the Court. All such payments shall be made without prejudice to further modification and to subsequent determination by the Court as to the manner in which such payments should be applied. This direction is not to be interpreted as modifying any rights of the Secured Creditor as the holder of a secured claim or any rights of the Creditors' Committee.

3. Unless and until otherwise ordered by the Court, the Debtor is authorized to pay monthly rent of \$10,000 to Kondelin Road, LLC ("LLC") for its use and occupancy of premises located at 24 and 25 Kondelin Road, Gloucester, Massachusetts. This payment shall be made without prejudice to any rights the Creditors' Committee or any trustee of the Debtor may have to avoid and recover the payments made to LLC under applicable law including, but not limited to, Chapter 5 of the Bankruptcy Code. Nothing in this order shall prohibit LLC from making payments to the Secured Creditor. This authorization is not to be interpreted as modifying any rights the Creditors' Committee or any trustee of the Debtor may have against LLC and Secured Creditor, which are expressly preserved.

4. For the purposes of Sections 361, 363(e) and 507(b) of the Bankruptcy Code and as adequate protection for the Debtor's use of cash collateral and to protect the Secured Creditor against any diminution in value of its pre-petition collateral, in addition to the payments required by Paragraph 3, the Secured Creditor is hereby granted, without the necessity of the execution or filing of any security agreement, financing statement or any other document or agreement, a valid, binding enforceable and perfected replacement and continuing

security interest in, and lien on, to the same extent, validity and priority as of the petition date, all of the Debtor's present and after-acquired pre-petition and post-petition assets. The Secured Creditor is hereby granted a superpriority claim under Section 507(b) of the Bankruptcy Code, as is applicable.

5. The Debtor shall provide the following weekly reports to the Secured Creditor and the Official Committee of Unsecured Creditors ("Committee") by 5:00 p.m. each Wednesday reflecting the relevant activity through the prior Friday, with a detailed comparison against the budget where applicable:

- a. Weekly cash flow reports, reflecting all income and expenditures;
- b. Weekly copies of the Debtor's debtor-in-possession bank account statements;
- c. Weekly balance sheet, reflecting changes in assets, liabilities and equity;
- d. Weekly income statement, broken out by commercial versus recycling business and broken out by commercial versus municipal business to the extent possible;
- e. Weekly accounts payable aging;
- f. Weekly accounts receivable aging;
- g. Weekly report reflecting any changes in the Debtor's equipment list previously provided to the Secured Creditor; and
- h. Weekly report reflecting any changes in the Debtor's rolling stock or containers list previously provided to the Secured Creditor.

6. All rights and defenses of all parties in interest are otherwise preserved.

Debtor shall serve monthly operating reports due to the United States trustee on counsel to the Secured Creditor and the Creditors' Committee within ten days after the close of each month.

7. This Order is without prejudice to requests by Debtor, Secured Creditor or Committee for additional orders concerning use of cash collateral.

8. This Court has not been asked to find and it does not find that any security interest asserted by the Secured Lender is valid or perfected.

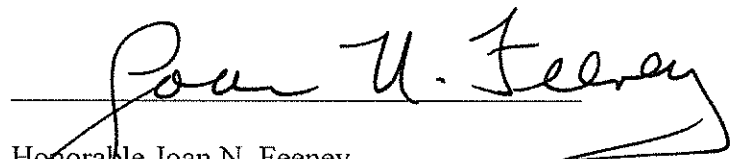
9. A final hearing on the Motion shall be held on August 16, 2017, at 9:45 (am/pm) or on such other date and time the Court determines. Debtor shall forthwith serve this Order as required by Federal Rules of Bankruptcy Procedure on all parties in interest. Any

objection to the Motion shall be filed by Aug. 14, 2017 at 4:30 PM. The

Debtor shall file and serve an actual income and expense financial statement, compared to its budget for the period of July 1, 2017 through Aug. 1, 2017 by

4:30 a.m./p.m. on Aug. 14, 2017

Dated: July 18, 2017


Honorable Joan N. Feeney,
United States Bankruptcy Court Judge