

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
EASTERN DIVISION**

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IN RE

OL FRESH, LLC  
Debtor

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Chapter 11  
Case No.:17-10994 JNF

**MOTION FOR CONTINUED INTERIM AUTHORIZATION  
FOR USE OF CASH COLLATERAL TO NOVEMBER 17, 2017**

NOW COMES the Debtor, OL Fresh, LLC (hereinafter the “Debtor”) who pursuant to 11 U.S.C. §363 respectfully requests that this Honorable Court enter an Order to Continue Cash Collateral Order authorizing the Debtor to use the cash collateral of People’s United Bank as necessary for the continuation of its business operations through November 17, 2017 from the termination date of the existing Cash Collateral Order of July 19, 2017 or until further order of this Court; and to schedule a continued Cash Collateral Hearing through November 17, 2017 or such date as the Court deems suitable. In support of this Motion, the Debtor states the following:

1. The Debtor filed a voluntary petition for relief pursuant to Chapter 11 of the United States Bankruptcy Code on March 23, 2017.
2. People’s United Bank is owed as of the date of filing a total of \$251,000.00, a result of two loans made by the Debtor and guaranteed by the Debtor’s owner James Amatucci in initial amount of \$277,000.00 and \$33,000.00 (hereinafter the People’s United Bank Loans”).
3. The People’s United Bank Loans are subject to a Commercial Security Agreement between the Debtor and People’s United Bank, providing for an “all asset security agreement”. Appropriate UUC Financing Statement and UCC-1’s have been filed with the Massachusetts Secretary of the Commonwealth.

4. On July 12, 2017 the Court allowed the Debtor's Motion for use of cash collateral on an interim basis through September 19, 2017.
5. Currently, the Debtor is current with its agreed adequate protection payment to Peoples United Bank of \$1,355.00 per month.
6. While the Debtor and People's United Bank have tentatively agreed to the treatment of the People's United Bank Loan in the Debtor's Plan of Reorganization and agreed to file a Disclosure Statement and Plan of Reorganization within two weeks of the hearing; the Debtor has determined to change the business from a frozen yogurt shop to a restaurant serving a wide variety of fast food items, including frozen yogurt, to avoid the seasonal swings of business income due the existing business serving principally frozen desert items during winter months.
7. As the transition to its new concept necessitates a brief shutdown of operation, from September 1, 2017 to October 5, 2017, and restarting under the new format; the Debtor proposes to file its combined Disclosure Statement and Plan on November 12, 2017 in order to allow the result of operation for the new format to be included.
8. As of this date the franchise agreement between Orange Fresh and the Debtor has been terminated with a termination fee of \$200.00; which will save the Debtor an average \$15,000.00 per year.
9. Attached as Exhibit 1 is Debtor's projected to actual cash flow statements for the period July 11, 2017 through September 19, 2017; including details of conversion expenses to be incurred, which will not exceed \$18,000.00 in total.
10. Attached as Exhibit 2 is Debtor's projected cash flow statement from September 1, 2017 through November 30, 17, 2017.

11. Attached as Exhibit 3 is Debtor's previously filed Supplement to Motion for Interim Authorization for use of Cash Collateral submitted July 12, 2017; containing the Debtor Cash Collateral Projections and Comparison of Actual Cash Flow to Projections for the period April 1, 2017 through July 11, 2017.
12. A proposed Order is attached as Exhibit 4.

WHEREFORE the Debtor respectfully requests that this Honorable Court enter an Order authorizing the Debtor's use of cash collateral through November 17, 2017, under the same terms as the interim Cash Collateral Order; in the form of the attached Proposed Order

Respectfully submitted  
OL Fresh, LLC  
By its attorney

Dated: September 18, 2017

/s/ Timothy M. Mauser  
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**OL Fresh, LLC**  
**Updated Summary of Projected Post Petition Operations**  
**July 1, 2017 to September 30, 2017**  
**Prepared June 12, 2017**

	<u>July</u>	<u>Aug</u>	<u>September</u>	<u>Total</u>
<b>Beginning Cash</b>	\$41,566.00	\$46,555.00	55,234.00	
<b>Business Income</b>	\$36,000.00	\$42,000.00	35,000.00	\$113,000.00
<b>Busines Expenses</b>				
<b>Rent</b>	\$3,950.00	\$3,950.00	3,950.00	\$11,850.00
<b>Sales Taxes</b>	\$2,160.00	\$2,520.00	2,100.00	\$6,780.00
<b>Franchise Fees</b>	\$1,800.00	\$2,100.00	1,750.00	\$5,650.00
<b>Supplies</b>	\$9,900.00	\$11,550.00	9,625.00	\$31,075.00
<b>Wages</b>	\$8,500.00	\$8,500.00	8,000.00	\$25,000.00
<b>Advertising</b>	\$900.00	\$900.00	1,200.00	\$3,000.00
<b>Utilities-Water, Electricity</b>	\$1,250.00	\$1,250.00	1,000.00	\$3,500.00
<b>Repair &amp; Maintenance</b>	\$500.00	\$500.00	500.00	\$1,500.00
<b>Insurance</b>	\$600.00	\$600.00	600.00	\$1,800.00
<b>Other</b>	\$200.00	\$200.00	200.00	\$600.00
<b>Adequate Protection Payment</b>	<u>\$1,251.00</u>	<u>\$1,251.00</u>	<u>1,251.00</u>	<u>\$3,753.00</u>
<b>Total Disbursements</b>	<u>\$31,011.00</u>	<u>\$33,321.00</u>	<u>28,925.00</u>	<u>\$93,257.00</u>
<b>Net Cash Flow</b>	<u>\$4,989.00</u>	<u>\$8,679.00</u>	<u>\$6,075.00</u>	<u>\$19,743.00</u>
<b>Ending Cash</b>	<u>\$ 46,555.00</u>	<u>\$ 55,234.00</u>	<u>\$ 61,309.00</u>	

**OL Fresh, LLC**  
**Actual to Projected Cash Flow**  
**July 1 to July 31,2017**

	<u>Actual</u> <u>July</u>	<u>Projected</u> <u>July</u>	<u>Difference</u>
<b>Beginning Cash</b>	\$37,094.23	\$41,566.00	-\$4,471.77
<b>Business Income</b>	\$34,460.09	\$36,000.00	-\$1,539.91
<b>Busines Expenses</b>			
<b>Rent/RE tax</b>	\$8,242.81	\$3,950.00	\$4,292.81
<b>Sales Taxes</b>	\$2,067.61	\$2,160.00	-\$92.39
<b>Franchise Fees</b>	\$2,028.50	\$1,800.00	\$228.50
<b>Supplies</b>	\$7,269.12	\$9,900.00	-\$2,630.88
<b>Wages/taxes</b>	\$8,833.79	\$8,500.00	\$333.79
<b>Advertising</b>	\$616.87	\$900.00	-\$283.13
<b>Utilities-Water, Electricity</b>	\$125.83	\$1,250.00	-\$1,124.17
<b>Repair &amp; Maintenance</b>	\$23.34	\$500.00	-\$476.66
<b>Insurance</b>	\$581.11	\$600.00	-\$18.89
<b>Other</b>	\$1,096.48	\$200.00	\$896.48
<b>Adequate Protection Payment</b>	<u>\$1,255.00</u>	<u>\$1,251.00</u>	<u>\$4.00</u>
<b>Total Disbursements</b>	<u>\$32,140.46</u>	<u>\$31,011.00</u>	<u>\$1,129.46</u>
<b>Net Cash Flow</b>	<u>\$2,319.63</u>	<u>\$4,989.00</u>	<u>-\$2,669.37</u>
<b>Ending Cash</b>	<u>\$ 39,413.86</u>	<u>\$46,555.00</u>	<u>-\$7,141.14</u>

**OL Fresh, LLC**  
**Actual to Projected Cash Flow**  
**August 1 to August 31, 2017**

	<u>Actual August</u>	<u>Projected August</u>	<u>Difference</u>
<b>Beginning Cash</b>	\$38,727.16	\$46,555.00	-\$7,827.84
<b>Business Income</b>	\$36,218.88	\$42,000.00	-\$5,781.12
<b>Busines Expenses</b>			
<b>Rent</b>	\$3,716.20	\$3,950.00	-\$233.80
<b>Sales Taxes</b>	\$2,173.13	\$2,520.00	-\$346.87
<b>Franchise Fees</b>	\$1,784.94	\$2,100.00	-\$315.06
<b>Supplies</b>	\$5,784.49	\$11,550.00	-\$5,765.51
<b>Wages/taxes</b>	\$11,644.33	\$8,500.00	\$3,144.33
<b>Advertising</b>	\$744.66	\$900.00	-\$155.34
<b>Utilities-Water, Electricity</b>	\$1,845.14	\$1,250.00	\$595.14
<b>Repair &amp; Maintenance</b>	\$102.66	\$500.00	-\$397.34
<b>Insurance</b>	\$833.11	\$600.00	\$233.11
<b>Other</b>	\$6,168.07	\$200.00	\$5,968.07
<b>Adequate Protection Payment</b>	<u>\$1,355.01</u>	<u>\$1,251.00</u>	<u>\$104.01</u>
<b>Total Disbursements</b>	<u>\$36,151.74</u>	<u>\$33,321.00</u>	<u>\$2,830.74</u>
<b>Conversion Cost (1)</b>	\$3,863.19	\$0.00	\$3,863.19
<b>Total Disbursements</b>	\$40,014.93	\$33,321.00	\$6,693.93
<b>Net Cash Flow</b>	<u>\$67.14</u>	<u>\$8,679.00</u>	<u>-\$8,611.86</u>
<b>Ending Cash</b>	<u>\$ 38,794.30</u>	<u>\$ 55,234.00</u>	<u>-\$16,439.70</u>

(1)-Non projected store conversion cost.

OL FRESH  
DISBURSEMENTS AUGUST 2017  
ORDINARY EXPENSES / CONVERSION EXPENSES

DATE	ITEM	Ordinary Expenses		Conversion Cost
8/1/17	RENT	\$3,610	x	
8/2/17	ADQ. PROTECTI	\$1,355	x	
8/2/17	INVENTORY	\$80.06	x	
8/2/17	INVENTORY	\$77.30	x	
8/2/17	ELECTRIC BILL	\$1,704.31	x	
8/2/17	RTG	\$30	x	
8/2/17	INVENTORY	\$3,312.48	x	
8/3/17	MERCHANT CH/	\$35.01	x	
8/4/17	INVENTORY	\$347.63	x	
8/4/17	INVENTORY	\$174.88	x	
8/7/17	PAYROLL TRAN:	\$5,000	x	
8/7/17	INVENTORY	\$22.67	x	
8/7/17	ETHOS SUPPLIE	\$59.98		59.98
8/7/17	INVENTORY	\$40.17	x	
8/7/17	AMAZON	\$353.45		353.45
8/7/17	WAZE	\$100	x	
8/7/17	INVENTORY	\$42.74	x	
8/7/17	AMAZON	\$134.99		134.99
8/7/17	AMAZON	\$139.78		139.78
8/7/17	MERCHANT FEE	\$582.32	x	
8/8/17	ETHOS SUPPLIE	\$58.99		58.99
8/8/17	INVENTORY	\$78.17	x	
8/8/17	INVENTORY	\$49.93	x	
8/8/17	AMAZON	\$244.95		244.95
8/9/17	AMAZON	\$30.57		30.57
8/10/17	INVENTORY	\$13.36	x	
8/10/17	MERCH VERIFY	\$0.01	x	
8/11/17	COMCAST	\$125.83	x	
8/11/17	VALUTEC	\$10.63	x	
8/11/17	OL HOLDINGS	\$67.81	x	
8/14/17	INVENTORY	\$22.92	x	
8/14/17	INVENTORY	\$21.28	x	
8/14/17	INVENTORY	44.27	x	
8/14/17	AMAZON	\$206.06		206.06
8/14/17	AMAZON	\$25.67		25.67
8/14/17	AMAZON	\$24.90		24.9
8/14/17	INSURANCE	\$833.11	x	
8/15/17	PRINTING - ETH	\$204.19		204.19
8/16/17	ETHOS INVENTC	\$218.96		218.96

8/17/17 INVENTORY	\$112.24	x	
8/17/17 HOME DEPOT	\$62.51		62.51
8/17/17 QUICK BOOKS	\$22.31	x	
8/17/17 INVENTORY	\$129.18	x	
8/17/17 FREEZER LEASE	\$106.20	x	
8/17/17 OL HOLDINGS	\$1,784.94	x	
8/18/17 INVENTORY	\$44.42	x	
8/21/17 PAYROLL TRAN:	\$6,500	x	
8/21/17 AMAZON	\$74.47		74.47
8/21/17 AMAZON	\$29.99		29.99
8/21/17 INVENTORY	\$42.06	x	
8/21/17 PHONE SERVICE	\$15	x	
8/21/17 AMAZON	\$301.57		301.57
8/22/17 INVENTORY	\$143.24	x	
8/22/17 INVENTORY	\$77.45	x	
8/22/17 HOME DEPOT	\$22.81		22.81
8/22/17 AMAZON	\$65.96		65.96
8/22/17 INVENTORY	\$24.69	x	
8/23/17 INVENTORY	\$13.28	x	
8/23/17 SALES TAX	\$2,292.44	x	
8/23/17 PERSONAL PRO	\$1,572.51	x	
8/24/17 INVENTORY	\$143.98	x	
8/24/17 AMAZON	\$17.96		17.96
8/25/17 ETHOS SUPPLIE	\$46.75		46.75
8/25/17 AMAZON	\$15		15
8/28/17 INVENTORY	\$70.07	x	
8/28/17 INVENTORY	\$9.33	x	
8/28/17 INVENTORY	\$37.25	x	
8/28/17 AMAZON	\$22.33		22.33
8/28/17 LOWES	\$17.34		17.34
8/29/17 AMAZON	\$1,484.01		1484.01
8/29/17 INVENTORY	\$78.42	x	
8/29/17 INVENTORY	\$95.07	x	
8/31/17 FB ADS	\$334.66	x	
8/31/17 FB ADS	\$38	x	
8/31/17 INVENTORY	\$60.60	x	
8/31/17 COURT FEE	\$650	x	

3863.19

\$36,042.42 TOTAL EXPENSES

\$3,863.19 ETHOS EXPENSES

\$32,179.23 NORMAL, RECURRING OPERATING EXPENSES



**OL Fresh, LLC**  
**Actual to Adjusted Projected Cash Flow (1)**  
**September 1 to September 17**

	<u>Actual</u> <u>September</u>	<u>Projected</u> <u>September</u>	<u>Difference</u>
<b>Beginning Cash</b>	\$38,794.30	55,234.00	-\$16,439.70
<b>Business Income</b>	\$1,339.08	19,845.00	-\$18,505.92
<b>Busines Expenses</b>			
<b>Rent</b>	\$3,950.00	3,950.00	\$0.00
<b>Sales Taxes</b>	\$36.00	1,190.70	-\$1,154.70
<b>Franchise Fees</b>			\$0.00
<b>Supplies</b>			\$0.00
<b>Wages/taxes</b>	\$4,500.00	4,500.00	\$0.00
<b>Advertising</b>	\$100.00	1,200.00	-\$1,100.00
<b>Utilities-Water, Electricity</b>	\$125.83	1,000.00	-\$874.17
<b>Repair &amp; Maintenance</b>	\$102.66	500.00	-\$397.34
<b>Insurance</b>	\$581.11	600.00	-\$18.89
<b>Other</b>	\$1,676.61	200.00	\$1,476.61
<b>Adequate Protection Payment</b>	<u>\$1,355.01</u>	<u>1,251.00</u>	<u>\$104.01</u>
<b>Total Disbursements</b>	\$12,427.22		
<b>Conversion Cost (2)</b>	\$4,547.47		
<b>Total Disbursements</b>	<u>\$16,974.69</u>	<u>13,140.70</u>	<u>-\$1,964.48</u>
<b>Net Cash Flow</b>	<u>-\$15,635.61</u>	<u>\$6,704.30</u>	<u>-\$16,541.44</u>
<b>Ending Cash</b>	<u>\$ 23,158.69</u>	<u>\$ 61,938.30</u>	<u>-\$38,779.61</u>

(1) Store closed 9/1/2017 to permit conversion.

(2)-Non projected conversion cost

**OL FRESH  
DISBURSEMENTS SEPTEMBER 2017  
ORDINARY EXPENSES / CONVERSION EXPENSES**

	ITEM	AMOUNT	ordinary Exp	Conversion Exp
	RENT	\$3,950	x	
EXPENSES	LOWES	\$40.72		40.72
DATE	LOWES	\$63.71		63.71
	9/1/17 CITY FEE	\$36	x	
	9/1/17 ADQ. PROTECTI	\$1,355	x	
	9/1/17 PAYROLL TRAN:	\$4,500	x	
	9/1/17 POS DRAWERS	\$465.38		465.38
	9/5/17 AMAZON	\$13.02		13.02
	9/5/17 AMAZON	\$15.93		15.93
	9/5/17 AMAZON	\$423.17		423.17
	9/5/17 RTG	\$30		30
	9/5/17 AMAZON	\$1,276.60		1276.6
	9/5/17 HOME DEPOT	\$68.45		68.45
	9/5/17 HOME DEPOT	\$2.51		2.51
	9/6/17 WAZE ADS	\$100	x	
	9/6/17 AMAZON	\$559.12		559.12
	9/6/17 LOWES	\$50.80		50.8
	9/6/17 WORLDPAY	\$548.81	x	
	9/6/17 HOME DEPOT	\$1,142.19 Counter Top		1142.19
	9/6/17 HOME DEPOT	\$26.51		26.51
	9/6/17 HOME DEPOT	\$125.11 WALL COVERING		125.11
	9/7/17 TRANSAMERICA	\$720 Bank Life Ins.	x	
	9/7/17 TRANSAMERICA	\$6.95 PAYMENT FEE	x	
	9/7/17 COMCAST	\$125.83	x	
	9/8/17 HOME DEPOT	\$170.84 PAINT & SUPPLIES		170.84
	9/8/17 VALUTEC	\$10.63 GIFT CARD SERVICE		10.63
	9/11/17 NORTHSIDE CAI	\$400.85 TRASH REMOV	x	
	9/12/17 HOME DEPOT	\$38.23 PAINT & SUPPLIES		38.23
	9/12/17 THE HARTFORD	\$581.11 INSURANCE	x	
	9/13/17 HOME DEPOT	\$44.36 PAINT & SUPPLIES		44.36
	9/13/17 LOWES	\$9.84 PAINT & SUPPLIES		9.84
	9/14/17 UNREPORTED	<u>\$10.98</u>		<u>10.98</u>
<b>TOTAL EXPENSES PAID</b>		<b>\$16,912.65</b>	<b>CONVERSION EXPENSES PAID</b>	<b>\$4,588.10</b>



**OL FRESH  
REAMINING CONVERSION EXPENSES**

<b>EXPENSE</b>	<b>AMOUNT</b>
TABLES	\$725.00
CHAIRS	\$500.00
SIGN PERMIT	\$200.00
ELECTRICAL	\$2,000.00
SOUP WARMERS	\$500.00
ARCHITECTURAL DRAWINGS	\$2,500.00 *
PRINTING	\$200.00
PERMITS	\$300.00
CARPENTRY (LABOR & SUPPLIES)	\$1,000.00 *
UNIFORMS	\$100.00
SOCIAL MEDIA ADS	\$500.00
INITIAL INVENTORY	<u>\$1,000.00</u>
REMAINING CONVERSION COST	<u>\$9,525.00</u>

\* Optional costs may be deffered.

CONVERSION COST                    \$3,863.19 AUGUST  
    \$4,547.47 SEPTEMBER TO DATE  
    \$9,525.00 REMAINING CONVERSION COST

\$17,935.66 TOTAL

EXHIBIT 2

**OL Fresh, LLC**  
**Updated Summary of Projected Post Petition Operations**  
**September 1 to November 30, 2017**  
**Prepared September 18, 2017**

	<u>SEP</u>	<u>OCT (1)</u>	<u>NOVEMBER</u>	<u>Total</u>
<b>Beginning Cash</b>	\$38,794.30	\$13,633.69	19,338.68	
<b>Business Income (2)</b>	\$1,339.08	\$39,000.00	46,500.00	\$86,839.08
<b>Business Expenses</b>				
<b>Rent</b>	\$3,950.00	\$3,950.00	4,055.00	\$11,955.00
<b>Sales Taxes</b>	\$36.00	\$2,340.00	2,790.00	\$5,166.00
<b>Franchise Fees</b>				
<b>Supplies</b>		\$13,650.00	13,950.00	\$27,600.00
<b>Wages</b>	\$4,500.00	\$9,000.00	12,000.00	\$25,500.00
<b>Advertising</b>	\$100.00	\$500.00	500.00	\$1,100.00
<b>Utilities-Water, Electricity</b>	\$125.83	\$900.00	900.00	\$1,925.83
<b>Repair &amp; Maintenance</b>	\$102.66	\$500.00	500.00	\$1,102.66
<b>Insurance</b>	\$581.11	\$600.00	600.00	\$1,781.11
<b>Other</b>	\$1,676.61	\$500.00	200.00	\$2,376.61
<b>Adequate Protection Payment</b>	<u>\$1,355.01</u>	<u>\$1,355.01</u>	<u>1,355.01</u>	<u>\$4,065.03</u>
<b>Operating Disbursements</b>	<u>\$12,427.22</u>	<u>\$33,295.01</u>	<u>35,495.00</u>	<u>\$81,217.23</u>
<b>Conversion Cost</b>	<u>\$14,072.47</u>			<u>\$14,072.47</u>
<b>Total Disbursements</b>	<u>\$26,499.69</u>	<u>\$33,295.01</u>	<u>\$ 35,495.00</u>	<u>\$95,289.70</u>
<b>Ending Cash</b>	<u>\$13,633.69</u>	<u>\$19,338.68</u>	<u>30,343.68</u>	

(1) Reopening October 5, 2017, 26 days of operation.

(2) Budgeted income based on 150 guests per day average at \$10.00 per visit.

EXHIBIT 3

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
EASTERN DIVISION**

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IN RE

OL FRESH, LLC  
Debtor

Chapter 11  
Case No.:17-10994 JNF

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**SUPPLEMENT TO MOTION FOR INTERIM  
AUTORIZATION FOR USE OF CASH COLLATERAL**

Now comes OL Fresh LLC to supplement its Motion for Interim Authorization for Use of Cash Collateral pursuant to this Court's Orders of April 3, 2017 and May 16, 2017 requiring the Debtor to file a three month budget projection demonstrating how the cash collateral will be utilized and a comparison of the previously submitted budget to the Debtor's actual use of cash collateral .

1. Initial Projection for the period April 1, 2017 through June 30, 2017 prepared on March 28, 2017. See Exhibit 1.
2. Updated Projection for the period May 1, 2017 through July 31, 2017, prepared on May 15, 2017. See Exhibit 2.
3. Updated Projection for the period July 1, 2017 through September 30, 2017, prepared on July 12, 2017. See Exhibit 3.
4. Actual to Projection comparison for the period April 1, 2017 through April 30, 2017. See Exhibit 4.
5. Actual to Projection comparison for the period May 1, 2017 through May 30, 2017. See Exhibit 5.
6. Actual to Projection comparison for the period June 1, 2017 through June 30, 2017. See Exhibit 6.
7. Actual to Projection comparison for the period July 1, 2017 through July 11, 2017. See Exhibit 7.

Dated: July 12, 2017

Respectfully submitted  
OL Fresh, LLC  
By its attorney  
/s/ Timothy M. Mauser  
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**EXHIBIT 1**

**OL Fresh, LLC**  
**Summary of Projected Post Petition Operations**  
**April 1, 2017 through June 30, 2017**  
**Prepared March 28, 2017**

	<u>April</u>	<u>May</u>	<u>June</u>	<u>Total</u>
<b>Beginning Cash</b>	\$9,100.00	\$10,439.00	\$12,988.00	
<b>Business Income</b>	\$28,000.00	\$30,000.00	\$30,000.00	\$88,000.00
<b>Busines Expenses</b>				
<b>Rent</b>	\$3,950.00	\$3,950.00	\$3,950.00	\$11,850.00
<b>Sales Taxes</b>	\$1,960.00	\$2,100.00	\$2,100.00	\$6,160.00
<b>Franchise Fees</b>	\$1,400.00	\$1,500.00	\$1,500.00	\$4,400.00
<b>Supplies</b>	\$7,700.00	\$8,250.00	\$8,250.00	\$24,200.00
<b>Wages</b>	\$7,500.00	\$7,500.00	\$7,500.00	\$22,500.00
<b>Advertising</b>	\$900.00	\$900.00	\$900.00	\$2,700.00
<b>Utilities-Water, Electricity</b>	\$700.00	\$700.00	\$700.00	\$2,100.00
<b>Repair &amp; Maintenance</b>	\$500.00	\$500.00	\$500.00	\$1,500.00
<b>Insurance</b>	\$600.00	\$600.00	\$600.00	\$1,800.00
<b>Other</b>	\$200.00	\$200.00	\$200.00	\$600.00
<b>Adequate Protection Payment</b>	<u>\$1,251.00</u>	<u>\$1,251.00</u>	<u>\$1,251.00</u>	\$3,753.00
<b>Total Disbursements</b>	<u>\$26,661.00</u>	<u>\$27,451.00</u>	<u>\$27,451.00</u>	<u>\$81,563.00</u>
<b>Net Cash Flow</b>	<u>\$1,339.00</u>	<u>\$2,549.00</u>	<u>\$2,549.00</u>	<u>\$6,437.00</u>
<b>Ending Cash</b>	<u>\$ 10,439.00</u>	<u>\$ 12,988.00</u>	<u>\$ 15,537.00</u>	

**EXHIBIT 2**

**OL Fresh, LLC**  
**Updated Summary of Projected Post Petition Operations**  
**May 1, 2017 to July 31, 2017**  
**Prepared May 15, 2017**

	<u>May</u>	<u>June</u>	<u>July</u>	<u>Total</u>
<b>Beginning Cash</b>	\$29,046.11	\$33,410.11	\$39,589.11	
<b>Business Income</b>	\$33,000.00	\$36,000.00	\$36,000.00	\$105,000.00
<b>Business Expenses</b>				
<b>Rent</b>	\$3,950.00	\$3,950.00	\$3,950.00	\$11,850.00
<b>Sales Taxes</b>	\$2,310.00	\$2,520.00	\$2,520.00	\$7,350.00
<b>Franchise Fees</b>	\$1,650.00	\$1,800.00	\$1,800.00	\$5,250.00
<b>Supplies</b>	\$9,075.00	\$9,900.00	\$9,900.00	\$28,875.00
<b>Wages</b>	\$7,500.00	\$7,500.00	\$7,500.00	\$22,500.00
<b>Advertising</b>	\$900.00	\$900.00	\$900.00	\$2,700.00
<b>Utilities-Water, Electricity</b>	\$700.00	\$700.00	\$700.00	\$2,100.00
<b>Repair &amp; Maintenance</b>	\$500.00	\$500.00	\$500.00	\$1,500.00
<b>Insurance</b>	\$600.00	\$600.00	\$600.00	\$1,800.00
<b>Other</b>	\$200.00	\$200.00	\$200.00	\$600.00
<b>Adequate Protection Payment</b>	<u>\$1,251.00</u>	<u>\$1,251.00</u>	<u>\$1,251.00</u>	\$3,753.00
<b>Total Disbursements</b>	<u>\$28,636.00</u>	<u>\$29,821.00</u>	<u>\$29,821.00</u>	<u>\$88,278.00</u>
<b>Net Cash Flow</b>	<u>\$4,364.00</u>	<u>\$6,179.00</u>	<u>\$6,179.00</u>	<u>\$16,722.00</u>
<b>Ending Cash</b>	<u>\$ 33,410.11</u>	<u>\$ 39,589.11</u>	<u>\$ 45,768.11</u>	

**EXHIBIT 3**

**OL Fresh, LLC**  
**Updated Summary of Projected Post Petition Operations**  
**July 1, 2017 to September 30, 2017**  
**Prepared June 12, 2017**

	<u>July</u>	<u>Aug</u>	<u>September</u>	<u>Total</u>
<b>Beginning Cash</b>	\$41,566.00	\$46,555.00	55,234.00	
<b>Business Income</b>	\$36,000.00	\$42,000.00	35,000.00	\$113,000.00
<b>Business Expenses</b>				
<b>Rent</b>	\$3,950.00	\$3,950.00	3,950.00	\$11,850.00
<b>Sales Taxes</b>	\$2,160.00	\$2,520.00	2,100.00	\$6,780.00
<b>Franchise Fees</b>	\$1,800.00	\$2,100.00	1,750.00	\$5,650.00
<b>Supplies</b>	\$9,900.00	\$11,550.00	9,625.00	\$31,075.00
<b>Wages</b>	\$8,500.00	\$8,500.00	8,000.00	\$25,000.00
<b>Advertising</b>	\$900.00	\$900.00	1,200.00	\$3,000.00
<b>Utilities-Water, Electricity</b>	\$1,250.00	\$1,250.00	1,000.00	\$3,500.00
<b>Repair &amp; Maintenance</b>	\$500.00	\$500.00	500.00	\$1,500.00
<b>Insurance</b>	\$600.00	\$600.00	600.00	\$1,800.00
<b>Other</b>	\$200.00	\$200.00	200.00	\$600.00
<b>Adequate Protection Payment</b>	<u>\$1,251.00</u>	<u>\$1,251.00</u>	<u>1,251.00</u>	<u>\$3,753.00</u>
<b>Total Disbursements</b>	<u>\$31,011.00</u>	<u>\$33,321.00</u>	<u>28,925.00</u>	<u>\$93,257.00</u>
<b>Net Cash Flow</b>	<u>\$4,989.00</u>	<u>\$8,679.00</u>	<u>\$6,075.00</u>	<u>\$19,743.00</u>
<b>Ending Cash</b>	<u>\$ 46,555.00</u>	<u>\$ 55,234.00</u>	<u>\$ 61,309.00</u>	

**EXHIBIT 4**

**OL Fresh, LLC**  
**Comparison of Actual to Projected Cash Flow**  
**April 1, 2017 to April 30, 2017**

	<u>Actual</u> <u>April</u>	<u>Projected</u> <u>April</u>	<u>Difference</u>
<b>Beginning Cash</b>	\$21,325.33	\$9,100.00	\$10,439.00
<b>Business Income</b>	\$30,384.93	\$28,000.00	\$2,384.93
<b>Business Expenses</b>			
<b>Rent</b>	\$3,610.00	\$3,950.00	-\$340.00
<b>Sales Taxes</b>	\$1,394.75	\$1,960.00	-\$565.25
<b>Franchise Fees</b>	\$1,565.71	\$1,400.00	\$165.71
<b>Supplies</b>	\$4,507.32	\$7,700.00	-\$3,192.68
<b>Wages</b>	\$8,000.00	\$7,500.00	\$500.00
<b>Advertising</b>	\$937.90	\$900.00	\$37.90
<b>Utilities-Water, Electricity</b>	\$404.46	\$700.00	-\$295.54
<b>Repair &amp; Maintenance</b>	\$0.00	\$500.00	-\$500.00
<b>Insurance</b>	\$679.00	\$600.00	\$79.00
<b>Other</b>	\$309.67	\$200.00	\$109.67
<b>Adequate Protection Payment</b>	<u>\$1,255.00</u>	<u>\$1,251.00</u>	<u>\$4.00</u>
<b>Total Disbursements</b>	<u>\$22,663.81</u>	<u>\$26,661.00</u>	<u>-\$3,997.19</u>
<b>Net Cash Flow</b>	<u>\$7,721.12</u>	<u>\$1,339.00</u>	<u>\$6,382.12</u>
<b>Ending Cash</b>	<u>\$ 29,046.45</u>	<u>\$ 10,439.00</u>	<u>\$ 16,821.12</u>



**EXHIBIT 5**

**OL Fresh, LLC**  
**Comparison of Actual to Projected Cash Flow**  
**May 1 to May 31**

	<u>Actual May</u>	<u>Projected May</u>	<u>Difference</u>
<b>Beginning Cash</b>	\$29,046.45	\$9,100.00	\$10,439.00
<b>Business Income</b>	\$40,417.51	\$28,000.00	\$12,417.51
<b>Business Expenses</b>			
<b>Rent</b>	\$3,822.40	\$3,950.00	-\$127.60
<b>Sales Taxes</b>	\$2,645.37	\$1,960.00	\$685.37
<b>Franchise Fees</b>	\$1,763.76	\$1,400.00	\$363.76
<b>Supplies</b>	\$10,789.20	\$7,700.00	\$3,089.20
<b>Wages</b>	\$12,232.06	\$7,500.00	\$4,732.06
<b>Advertising</b>	\$1,472.04	\$900.00	\$572.04
<b>Utilities-Water, Electricity</b>	\$125.83	\$700.00	-\$574.17
<b>Repair &amp; Maintenance</b>	\$105.00	\$500.00	-\$395.00
<b>Insurance</b>	\$543.12	\$600.00	-\$56.88
<b>Other</b>	\$884.82	\$200.00	\$684.82
<b>Adequate Protection Payment</b>	<u>\$1,259.86</u>	<u>\$1,251.00</u>	<u>\$8.86</u>
<b>Total Disbursements</b>	<u>\$35,643.46</u>	<u>\$26,661.00</u>	<u>\$8,982.46</u>
<b>Net Cash Flow</b>	<u>\$4,774.05</u>	<u>\$1,339.00</u>	<u>\$3,435.05</u>
<b>Ending Cash</b>	<u>\$33,820.50</u>	<u>\$ 10,439.00</u>	<u>\$ 23,381.50</u>

**EXHIBIT 6**

**OL Fresh, LLC**  
**Comparison of Actual to Projected Cash Flow**  
**June 1 to June 30**

	<u>Actual</u> <u>June</u>	<u>Projected</u> <u>June</u>	<u>Difference</u>
<b>Beginning Cash</b>	\$33,820.50	\$9,100.00	\$10,439.00
<b>Business Income</b>	\$37,891.25	\$28,000.00	\$9,891.25
<b>Business Expenses</b>			
<b>Rent</b>	\$3,716.20	\$3,950.00	-\$233.80
<b>Sales Taxes</b>	\$2,210.50	\$1,960.00	\$250.50
<b>Franchise Fees</b>	\$1,684.11	\$1,400.00	\$284.11
<b>Supplies</b>	\$10,291.46	\$7,700.00	\$2,591.46
<b>Wages</b>	\$4,641.36	\$7,500.00	-\$2,858.64
<b>Advertising</b>	\$1,360.21	\$900.00	\$460.21
<b>Utilities-Water, Electricity</b>	\$2,818.15	\$700.00	\$2,118.15
<b>Repair &amp; Maintenance</b>	\$651.54	\$500.00	\$151.54
<b>Insurance</b>	\$581.11	\$600.00	-\$18.89
<b>Other</b>	\$935.93	\$200.00	\$735.93
<b>Adequate Protection Payment</b>	<u>\$1,255.00</u>	<u>\$1,251.00</u>	<u>\$4.00</u>
<b>Total Disbursements</b>	<u>\$30,145.57</u>	<u>\$26,661.00</u>	<u>\$3,484.57</u>
<b>Net Cash Flow</b>	<u>\$7,745.68</u>	<u>\$1,339.00</u>	<u>\$6,406.68</u>
<b>Ending Cash</b>	<u>\$41,566.18</u>	<u>\$ 10,439.00</u>	<u>\$ 31,127.18</u>

EXHIBIT 7

**OL Fresh, LLC**  
**Actual to Projected Cash Flow**  
**July 1 to July 11**

	<u>Actual</u> <u>July 1 to July 11</u>	<u>Projected</u> <u>July Apportioned</u>	<u>Difference</u>
<b>Beginning Cash</b>	\$41,566.18	\$41,566.00	
<b>Business Income</b>	\$5,540.05	\$12,774.19	-\$7,234.14
<b>Business Expenses</b>			
<b>Rent</b>	\$3,610.00	\$1,401.61	\$2,208.39
<b>Sales Taxes</b>	\$4,632.81	\$766.45	\$3,866.36
<b>Franchise Fees</b>	\$1,684.11	\$638.71	\$1,045.40
<b>Supplies</b>	\$1,100.31	\$3,512.90	-\$2,412.59
<b>Wages</b>	\$3,865.00	\$3,016.13	\$848.87
<b>Advertising</b>	\$414.29	\$319.35	\$94.94
<b>Utilities-Water, Electricity</b>	\$125.83	\$443.55	-\$317.72
<b>Repair &amp; Maintenance</b>	\$651.54	\$177.42	\$474.12
<b>Insurance</b>		\$212.90	-\$212.90
<b>Other</b>	\$700.86	\$70.97	\$629.89
<b>Adequate Protection Payment</b>	<u>\$1,255.00</u>	<u>\$443.90</u>	<u>\$811.10</u>
<b>Total Disbursements</b>	<u>\$18,039.75</u>	<u>\$11,003.90</u>	<u>\$7,035.85</u>
<b>Net Cash Flow</b>	<u>-\$12,499.70</u>	\$1,770.29	<u>-\$14,269.99</u>
<b>Ending Cash</b>	<u>\$29,066.48</u>	<u>\$43,336.29</u>	<u>-\$14,269.81</u>

EXHIBIT 4

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
EASTERN DIVISION**

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IN RE

OL FRESH, LLC  
Debtor

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Chapter 11  
Case No.:17-10994 JNF

**ORDER AUTHORIZING DEBTOR'S USE OF CASH COLLATERAL**

This matter having come before the Court on the Debtor's Motion for Interim Authorization for Use of Cash Collateral (the "Cash Collateral Motion") and notice of the Cash Collateral Motion being good and sufficient under the circumstances; and a hearing having been held on the Cash Collateral Motion on September 18, 2018 (the "Hearing"); and it appearing from the record before the Court that sufficient cause exists for the entry of this Order; and any objections to the Debtor's use of cash collateral having been resolved; the Court:

**FINDS AS FOLLOWS:**

- A. On March 27, 2017, the Debtor filed a voluntary petition under chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Massachusetts (the "Court").
- B. The Debtor continues to operate as a debtor in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.
- C. The Debtor requires the use of cash collateral in order to continue its operations during the course of these proceedings. The entry of the relief contained in this Order is in the best interests of the Debtor, its creditors and the bankruptcy estate.



D. Due and adequate notice of the Cash Collateral Motion and the Hearing have been given, and no further notice of the hearing is required before the entry of the relief provided in this Order.

**NOW THEREFORE IT IS HEREBY ORDERED THAT:**

1. The Debtor is authorized to utilize the cash collateral of Peoples United Bank on an interim basis until the continued hearing scheduled for \_\_\_\_\_ at 10:00 AM,
2. For the purposes of Section 361, 363(e) and 507(b) of the Bankruptcy Code and as adequate protection, People's United Bank is hereby granted a "replacement lien" pursuant to and in accordance with 11 U.S.C. §361(2), in and to all property of the kind presently securing the Debtor's obligations to the Bank, but only to the extent of the validity, perfection, priority, sufficiency and enforceability of the Bank's pre-petition security interests and not more than any post-petition diminution of the value of the Bank's interest in such property. Said lien will specifically not extend to any post-petition avoidance recoveries. The replacement lien shall maintain the same priority, validity and enforceability as the pre-petition interests in the property.
3. As additional protection of People's United Bank interest in its collateral, on or before the 10<sup>th</sup> day of each month, the Debtor shall pay People's United Bank, \$1,355.00, commencing August 10, 2017. However, People's United Bank shall not apply the payment to interest or principal pending the Order of this Court.

4. The Debtor will continue to insure all assets of the Debtor and to name the Bank as loss payee consistent with any pre-petition practice, and the Debtor will not diminish the position of the Bank and shall maintain all assets consistent with its pre-petition practice.
5. The Debtor will supply the Bank with all of the operating statements filed with the United States Trustee and such other financial information as reasonably requested by the Bank.
6. This Order and the Debtor's use of cash collateral as authorized in this Order shall become effective immediately upon entry of the Order by the Court.
7. A continued hearing on the use of cash collateral will be held on \_\_\_\_\_ at 10:00 AM at the United States Bankruptcy Court, J.W. McCormack Post Office and Courthouse, 5 Post Office Square, 12<sup>th</sup> Floor, Boston, Massachusetts, 02109.
8. The Debtor shall submit a three month budget projection demonstrating how the cash collateral will be utilized and a comparison of the previously submitted budget to the Debtor's actual use of cash collateral through \_\_\_\_\_, 2017, prior to the continued hearing.

Entered at Boston, Massachusetts this \_\_\_\_\_, day of September, 2017.

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Joan N. Feeney  
United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
EASTERN DIVISION**

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IN RE

OL FRESH, LLC  
Debtor

Chapter 11  
Case No.:17-10994 JNF

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**CERTIFICATE OF SERVICE**

I, Timothy M. Mauser, hereby certify that I have this day served upon the following parties a true and correct copy of Debtor's Motion for Continued Interim Authorization for Use of Cash Collateral via either ECF or United States Mail, postage prepaid:

**Via ECF**

John Fitzgerald, Esq., United States Trustee  
Paula Bachtell, Esq., United States Trustee  
Paul W. Carey, Esq., Counsel for People's United Bank

**Via United States Mail**

James Amatucci, Manager  
307 Main Street  
Woburn, MA 01801

Respectfully submitted  
OL Fresh, LLC  
By its attorney

Dated: September 18, 2017

/s/ Timothy M. Mauser  
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