UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF MASSACHUSETTS (EASTERN DIVISION)

A CONTRACTOR OF THE PROPERTY O	
)
In re:)
) Chapter 11
SUNSET PARTNERS, INC.)
) Case No. 17-12178-JN
Debtor.)
)

ORDER AUTHORIZING INTERIM USE OF CASH COLLATERAL AND FOR ADEQUATE PROTECTION THEREFOR

Upon consideration of the Debtor's Motion for Authority to Use Cash Collateral (the "Motion") dated June 7, 2017, wherein the Debtor seeks an order of this Court authorizing, on an interim and final basis, the Debtor to use the cash and other collateral claimed by the Debtor's Secured Creditors (as that term is defined in the Motion), and for approval of the adequate protection for such use on the terms proposed in the Motion; the Debtor having represented in the Motion that its ongoing operations would be severely disrupted unless the relief sought by the Motion were granted forthwith, and this Court, accordingly, having held an emergency hearing on June 9, 2017; the Debtor having attested that copies of the Motion and Notice of Hearing thereon were served on June 8, 2017 by ECF, email or fax transmission, as reflected in the Certificate of Service filed with the Motion and Notice upon: (a) the Office of the United States Trustee for this district; (b) the Debtor's 20 largest unsecured creditors as reflected in the list filed by the Debtor pursuant to Fed. R. Bankr. P. 1007(d); (c) the Internal Revenue Service; (d) the Massachusetts Department of Revenue; (e) the Massachusetts Department of Unemployment Assistance; (f) the Massachusetts Department of Labor; and (g) the Secured Creditors (collectively the "Notice Parties"); this Court having found such service and notice of

the Motion and the hearing thereon to be sufficient notice, pursuant to Sections 361 and 363 of the Bankruptcy Code, Fed. R. Bankr. P. 4001 and MLBR 4001-2(b), in the particular circumstances; it appearing to this Court that the Debtor is able to provide the Secured Parties with adequate protection of the type described in Section 361(2) of the Bankruptcy Code and is therefore entitled, under Section 363(c) of the Bankruptcy Code, to utilize in the ordinary course of its business the collateral in which the Secured Parties claim a security interest; and it appearing to this Court that the relief sought in the Motion is in the best interests of the Debtor and its creditors; it is hereby

ORDERED, ADJUDGED AND DECREED that:

- 1. The Motion is granted.
- 2. On an interim basis, the Debtor be, and hereby is, authorized to collect and use those prepetition assets in which the Secured Creditors claim security interests, including any proceeds of prepetition accounts receivable, inventory and cash on hand, for the purposes and on the terms proposed in the Motion in the operation of its business as debtor-in-possession, provided, however, that pursuant to Fed. R. Bankr. P. 4001(b)(2) and pending allowance of a final order allowing the relief requested in the Motion, the Debtor shall use and expend only that amount of American Express and DOR asserted cash collateral as is necessary to avoid immediate and irreparable harm to the Debtor's estate pending a final hearing of this Court on the Motion;
- 3. As adequate protection to the Secured Creditors for the Debtor's use of assets in which the Secured Creditors claim a security interest:
 - a. The Debtor shall pay American Express and the DOR adequate protection in the amount set forth on the Budget, attached hereto as Exhibit A;

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b. The Secured Creditors are hereby granted continuing replacement liens and security interests in the post-petition accounts receivable (if any) to the same validity and extent and priority that they would have had in the absence of the bankruptcy filing; and,

c. The Debtor shall remain within its Budget, attached hereto as Exhibit A, within an overall margin of 10 percent. No payments were ordered to be paid to U.S.
Foods, Inc. at this time, without prejudice to its request for adequate protection.

4. The hearing to consider final approval of use of collateral and adequate protection therefor as proposed in the Motion is hereby scheduled for <u>July 25, 2017 at 11:00 a.m.</u> before this Court. The Debtor shall provide notice of such hearing, by way of a copy of this Order, by first class mail upon each of the Notice Parties by the next business day following this Court's entry of this Order. Any objections must be filed by July 21, 2017 at 4:30 p.m.

BY THE COURT

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United States Bankruptcy Judge

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13 Week Budget																
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Cash Receipts	Weekty Sales	\$143,000.00	\$143,000.00	\$138,000.00	\$135,000.00	\$143,000.00	\$143,000.00	\$143,000.00	\$143,000.00	\$143,000.00	\$143,000.00	\$148,000.00	\$143,000.00	\$150,000.00	\$1,858,000.00	0
Operating Expenses	Ş					1										
								T	- Contraction						Well-things	-
	ces	\$48,000.00	\$48,000.00	\$44,000.00	\$42,500.00	\$48,000.00	\$48,000.00	\$48,000.00	\$48,000.00	\$48,000.00	\$48,000.00	\$49,000.00	\$48,000.00	\$49,500.00	\$617,000.00	0
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								\$-00 \$-00							2:00	
	Payroll Service	\$400.00	\$400.00	\$400.00	\$400.00	\$400.00	\$400.00	\$400.00	\$400.00	\$460.00	\$400.00	\$400.00	\$400.00	\$400.00	\$5 200 00	0 0
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	country orthograph	9200.00			\$200.00		\$200.00			\$200.00			\$200.00		\$1,000.00	0
	Telephone	\$175.00	\$175.00	\$175.00	\$175.00	C175.00	6475.00	6436.00	100 3643	00 0720	200	\$1,978.98			\$1,978,98	8
	Utilites	\$3,000.00	\$3,000.00	\$3,000.00	53 000 00	\$3,000,00	23 000 00	2000 00	20.000 00	00.00	00.6714	\$175.00	\$175.00	\$175.00	\$2,275,00	0
	Rubbish, Pest and Cesspo		\$750.00	8750.00	\$750.00	8750 00	2750 00	6750 00	6760.00	95,000,00	33,000.00	25.080.00	23,000,00	\$3,000.00	\$39,000,00	
	Equip Maintenance		\$200.00	\$200.00	\$200,00	\$200.00	\$200.00	\$200.00	\$200.00	200000	00.000	2730,00	\$750.00	2/30.00	59,750,00	0
	Supplies	\$150.00	\$150.00	\$150.00	\$150.00	\$150.00	\$150.00	\$ 150.00	\$150.00	C4ED 00	6160 00	9500.00	\$200.00	3200.00	\$2,600.00	51.
	Sunset payroll	\$45,000.00	\$45,000,00	\$42,000.00	\$42,000.00	\$45,000.00	\$45,000,00	\$45 000 06	245 000 00	244 000 00	C45 000 00	00.00.00	2130.00	2130,00	00.008,14	1
	Sunset payroli tax	\$4,000.00	\$4,000.00	\$3,700.00	\$3,700.00	\$4,000.00	\$4,000.00	\$4,000.00	\$1 038 00	53 03R DD	\$1 038 00	64 078 00	64 039 00	940,000,00	2001,000.10C	51,
	Sunset meals tax	\$10,000.00	\$10,000.00	\$8,000.00	\$7,500.00	\$10,000.00	\$10,000,00	\$10,000,00	\$10,000.00	\$10,000,00	\$10,000,00	\$10,000,00	210 000 00	51,035,00	\$33,526,00))
	Bema meals lax	\$1,625.00	\$1,625.00	\$1,625.00	\$1,625.00	\$1,625.00	\$1,625,00	\$1,625.00	\$1.625.00	\$1,625,00	\$1.625.00	\$15,500.00	23 835 00	61 2000.00	9127,000,00	راد
	Health Insurance	\$1,000,00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000,00	\$1,000.00	\$1,000,00	\$1,000,00	\$1 000 00	51 000 00	\$1,000,00	23 000 00	\$1,020,00	524,123,00 643,000,00	2 0
	Bema payroll	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000,00	\$4,000,00	\$4,000.00	24 000 00	\$4 000 00	00 000	000000	
	Вета рауля (ах	\$400.00	\$400.00	\$400.00	\$400.00	\$400.00	\$400.00	\$400.00	\$400.00	\$400.00	SANO OG	250000	2400 00	\$400.00	45.000.00	,
Chapter 11 Expenses	SBS										2000	200.00	2005	2000	W. CO. C. C.	
	Adequate Prot/DOR			\$10,000,00					\$10,000.00				\$10,000,00	-	\$30 000 00	-
	Adequate Provsysco				\$1,000.00					\$1,000.00				\$3,000.00	2	
	Adequate Proverown				\$1,000.00					\$1,000.00				\$1,000.00		L
-	Abequate PlousivicA				\$1,000.00	The state of the s				\$1,000,00				\$1,000.00	\$3,000.00	_
	Total Economic	6435 450.00	000000000000000000000000000000000000000	20 000 000	27,000	51,950,00								Sunset Partners, In-	Sunset Partners, Inc 13 Week Budget Final	=
	י סומו בארבווספים	70,001,0016	DU OCC' CCI E	00.000,0016	\$126,650.00	\$134,950.00	\$135,150.00	\$135,350.00	\$141,986,00	\$135,188.00	\$131,988.00	\$138,866,98	\$142,188.00	\$138,488.00	\$1,765,156.98	
Net Cash Flow	, , , , , , , , , , , , , , , , , , , ,	\$7,850.00	\$7,650.00	\$2,350.00	\$8,150.00	\$8,050.00	\$7,850.00	\$7,650.00	\$1,012.00	\$7,812.00	\$11,612.00	\$11,133.02	\$812,00	\$11,512.00	\$92,843.02	~
Beginning Cash		\$-00	\$7,850.00	\$15,500.00	\$17,850.00	\$26,000.00	\$34,050,00	\$41,900.00	\$49,550.00	\$50,562.00	\$58,374.00	\$69,386,00	\$80,519.02	\$81,331.02	50-2	
Ending Cash	***************************************	37 850 00	\$15,500.00	517 840 00	00 000 903	624 050 00	00 000 000	00 034 074								_
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