

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

)	
In re:)	
)	Chapter 11
BEMA RESTAURANT CORPORATION)	
)	Case No.
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 29, 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 July 5, 2017; the Debtor having attested that copies of the Motion and Notice of Hearing thereon were served on June 30, 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 Rewards Network, Brown, Intria Ventures 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 Rewards Network, Brown, Intria Ventures and the DOR adequate protection in the amount set forth on the Budget, attached hereto as


Exhibit A;

- 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.

4. The hearing to consider final approval of use of collateral and adequate protection therefor as proposed in the Motion is hereby scheduled for July 25, 2017 at 11:00 AM 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 PM.

BY THE COURT

Dated: July 5, 2017


Hon. ~~Joan N. Feeney~~ Melvin S. Hoffman
United States Bankruptcy Judge

