

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

)	
In re:)	
)	Chapter 11
FYNDERS, INC.;)	
KEEPERS, INC.)	Case No. 17-40400-CJP
)	17-40401-CJP
Debtor.)	
)	Jointly Administered

**THIRD ORDER AUTHORIZING CONTINUED 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 March 7, 2017, wherein Debtor Fynders, Inc.¹ 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, including Rockland Trust Company, the SBA, the IRS, the Massachusetts DOR and the Massachusetts DUA (the "Secured Creditors") as collateral for the Debtor's obligations to the Secured Creditors, and for approval of the adequate protection for such use on the terms proposed in the Motion; the Court having granted the continued use of cash collateral by Orders dated April 11, 2017 and June 7, 2017; the Debtor having submitted, on August 15, 2017, a Notice of Revised Budget and Reconciliation and on August 22, 2017 a Supplement to that Notice that included a proposed form of Further Order; counsel for the Debtor having certified that he served such Notice and such Supplement on all parties on the service list; 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

¹ Debtor Keepers, Inc. is not operating.

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 as follows:
2. The Debtor be, and hereby is, authorized to continue to collect and use those prepetition assets in which the Secured Creditors claim security interests, including any cash receipts, 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.
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) Fynders shall grant the Secured Creditors a continuing replacement lien and security interest in all assets of the Debtor in which the Secured Creditors possessed a security interest as of the Petition Date, to the same validity and extent and priority that they would have had in the absence of the bankruptcy filing to secure any diminution in value of its collateral as a result of the use of cash collateral; and (b) Fynders shall make all adequate protection payments set forth in the budget attached hereto as Exhibit A (the "Budget").
4. Fynders is authorized to use cash collateral through **October 27, 2017** in accordance with the Budget, and remain within an overall margin of 10 percent of the Budget.

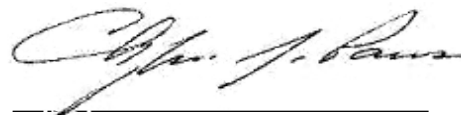
5. With respect to the payments budgeted for the Madoff & Khoury LLP retainer, the Debtor shall not make such payments when otherwise due if, after payment of all other budgeted expenses, net cash falls below \$2,000.00.

6. The hearing to consider further use of collateral and adequate protection therefor as proposed in the Motion is hereby scheduled for **October 26, 2017 at 11:00 a.m.** Any objections to further use of cash collateral shall be filed by **4:30 p.m. on October 24, 2017.** By **October 19, 2017 at 4:30 p.m.,** the Debtor shall file with the Court a Notice of Revised Budget and Form of Further Order, including a form of revised 13-week budget and proposed order as exhibits to the Notice and serve a copy on the (a) the Office of the United States Trustee; (b) the Debtor's 20 largest unsecured creditors as reflected in the list filed by Fynders 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) Rockland Trust; (g) the SBA; and (h) any other party that has filed a notice of appearance in this matter (collectively, the Notice Parties").

7. Counsel for Fynders shall serve a copy of this Order on the Notice Parties and all creditors by ECF or first class mail on or before **August 29, 2017 at 4:30 p.m.** and shall file a certificate of service regarding the same by August 29, 2017 as well.

8. If the Order is served and the Notice of Revised Budget and Form of Further Order is filed in accordance with paragraphs 6 and 7 herein, continued use of cash collateral may be authorized without the necessity of a further hearing.

Dated: August 25, 2017



Christopher J. Panos
United States Bankruptcy Judge

	1	2	3	4	5	6	7	8	9	10	11	12	13	Total
Week ending	8/4/2017	8/11/2017	8/18/2017	8/25/2017	9/1/2017	9/8/2017	9/15/2017	9/22/2017	9/29/2017	10/6/2017	10/13/2017	10/20/2017	10/27/2017	
13 Week Budget														
Cash Receipts	\$ 36,000.00	\$ 31,500.00	\$ 39,250.00	\$ 36,500.00	\$ 36,000.00	\$ 37,500.00	\$ 37,500.00	\$ 35,000.00	\$ 37,000.00	\$ 37,500.00	\$ 38,000.00	\$ 38,000.00	\$ 36,000.00	\$ 477,750.00
Strategic Funding				\$ 14,500.00										\$ 14,500.00
Operating Expenses														
Food Cost of Goods Sold	\$ 14,040.00	\$ 12,285.00	\$ 15,307.50	\$ 14,235.00	\$ 14,400.00	\$ 15,000.00	\$ 15,000.00	\$ 14,000.00	\$ 14,800.00	\$ 15,000.00	\$ 15,200.00	\$ 15,200.00	\$ 15,200.00	\$ 189,667.50
Insurance : Worker's Comp				\$ 275.00					\$ 275.00				\$ 275.00	\$ 825.00
Insurance : Business Owners		\$ 603.00	\$ 2,321.00					\$ 2,321.00					\$ 2,321.00	\$ 6,963.00
Rent	\$ 1,800.00		\$ 1,800.00					\$ 1,800.00		\$ 1,800.00		\$ 1,800.00	\$ 1,800.00	\$ 10,800.00
Office Supplies				\$ 100.00					\$ 100.00				\$ 100.00	\$ 300.00
Cable		\$ 350.00												\$ 350.00
Telephone	\$ 72.00		\$ 213.00	\$ 609.00	\$ 72.00			\$ 213.00	\$ 609.00	\$ 72.00	\$ 492.00	\$ 218.00	\$ 409.00	\$ 389.00
Utilities		\$ 2,900.00		\$ 462.00				\$ 462.00		\$ 462.00	\$ 492.00		\$ 409.00	\$ 2,885.00
Rubbish, Pest and Grasspool				\$ 700.00					\$ 700.00		\$ 2,800.00		\$ 700.00	\$ 1,386.00
Equipment Service / Maintenance			\$ 500.00							\$ 700.00			\$ 700.00	\$ 2,100.00
Credit Card Fees	\$ 2,700.00				\$ 2,700.00					\$ 2,700.00		\$ 500.00		\$ 1,500.00
Bank Fees	\$ 35.00	\$ 35.00	\$ 35.00	\$ 35.00	\$ 35.00	\$ 35.00	\$ 35.00	\$ 35.00	\$ 35.00	\$ 35.00	\$ 35.00	\$ 35.00	\$ 35.00	\$ 455.00
Petrol	\$ 6,350.00	\$ 6,350.00	\$ 6,350.00	\$ 6,350.00	\$ 6,350.00	\$ 6,350.00	\$ 6,350.00	\$ 6,350.00	\$ 6,350.00	\$ 6,350.00	\$ 6,350.00	\$ 6,350.00	\$ 6,350.00	\$ 82,550.00
Federal Tax	\$ 4,200.00	\$ 4,200.00	\$ 4,200.00	\$ 4,200.00	\$ 4,200.00	\$ 4,200.00	\$ 4,200.00	\$ 4,200.00	\$ 4,200.00	\$ 4,200.00	\$ 4,200.00	\$ 4,200.00	\$ 4,200.00	\$ 54,600.00
Miscellaneous Tax	\$ 2,520.00	\$ 2,205.00	\$ 2,747.50	\$ 2,555.00	\$ 2,520.00	\$ 2,625.00	\$ 2,625.00	\$ 2,450.00	\$ 2,590.00	\$ 2,825.00	\$ 2,880.00	\$ 2,650.00	\$ 2,650.00	\$ 35,442.50
Health Insurance			\$ 1,540.00								\$ 1,540.00			\$ 1,540.00
Land Trust Mortgage		\$ 6,584.00												\$ 6,584.00
Insurance/Keeper's			\$ 1,784.00		\$ 1,000.00		\$ 8,594.00							\$ 13,188.00
Limites														\$ 1,784.00
Total Operating Costs	\$ 31,717.00	\$ 35,532.00	\$ 35,114.00	\$ 31,985.00	\$ 31,277.00	\$ 37,207.00	\$ 33,712.00	\$ 31,399.00	\$ 30,359.00	\$ 33,365.00	\$ 39,447.00	\$ 33,282.00	\$ 30,829.00	\$ 429,215.00
Capital 11 Expenses														
Depreciation Prod.(IRS and DOR)	\$ 3,700.00	\$ 3,500.00			\$ 3,700.00					\$ 3,700.00	\$ 3,500.00			\$ 11,100.00
DOS \$500 per month		\$ 3,500.00					\$ 3,500.00				\$ 3,500.00			\$ 10,500.00
DOS \$500 per month			\$ 1,800.00				\$ 1,800.00				\$ 1,800.00		\$ 1,800.00	\$ 5,400.00
DOS \$500 per month				\$ 500.00				\$ 500.00						