

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA**

**In Re:**

**BKY No.: 18-43603  
Chapter 11**

**Rivard Companies, Inc.,**

**Debtor.**

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**NOTICE OF HEARING AND MOTION FOR  
CONTINUED USE OF CASH COLLATERAL  
AND FOR ADEQUATE PROTECTION**

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**TO: THE DEBTOR, THE UNITED STATES TRUSTEE, AND OTHER PARTIES IN  
INTEREST AS SPECIFIED IN LOCAL RULE 9013.3.**

1. Rivard Companies, Inc. (hereinafter "Debtor"), the Debtor-In-Possession in the above-referenced proceeding, moves the Court for the following relief and gives notice of hearing.

2. The Court will hold a hearing on the Debtor's Motion at 1:30 p.m. on Tuesday, February 26, 2019, before the Honorable William J. Fisher, in Courtroom No. 2B, United States Courthouse, 316 North Robert Street, St. Paul, MN 55101, or as soon thereafter as counsel can be heard.

3. Any response to the Motion shall be filed and served not later Thursday, February 21, 2019, which is five (5) days prior to the hearing date. **THE COURT MAY ALSO GRANT THE DEBTOR'S MOTION, WITHOUT FURTHER HEARING, UNLESS AN APPROPRIATE OBJECTION IS INTERPOSED IN ACCORDANCE WITH THE RULES.**

4. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§157 and 1334, Bankruptcy Rule 5005 and Local Rule 1070-1. This is a core proceeding.

The case is now pending in this Court, having been filed on November 16, 2018.

5. This Motion arises under 11 U.S.C. §§363 and 361, together with Bankruptcy Rule 4001(c) and Local Rule 4001-2.

6. The Debtor previously filed an Expedited Motion for Use of Cash Collateral and Adequate Protection with the Court on November 16, 2018 (Doc. No. 6). The Court conducted a first interim hearing on the Motion and entered an Interim Order (Doc. No. 12), granting the Motion on an Interim basis on November 21, 2018. On December 6, 2018, the Court conducted a second interim hearing on the Motion and, on the same date, entered an Interim Order (Doc No. 27) granting the Motion on an interim basis. On December 19, 2018, the Court conducted a final hearing on the Motion and entered a Final Order (Doc. No. 41) granting the Motion. The Debtor's use of cash collateral will expire, pursuant to the terms of the Final Order, on February 28, 2019.

7. There is a Committee of Unsecured Creditors appointed in this case (Doc. No. 24).

8. The Debtor's cash needs and proposed use are reflected in **Exhibit A** attached to this Motion, which is the verified Rule 4001-2 Statement. In addition, the Debtors ask the Court to take judicial notice of the Schedules filed in this case, the monthly operating reports filed with the US Trustee's Office and the earlier verified 4001-2 Statement which was attached to the Debtor's first day Motion filed on November 16, 2018 (Doc. No. 6).

9. The Debtor will suffer irreversible and irreparable harm if it is not able to continue to use cash collateral.

10. Pursuant to applicable rules, the Debtor reserves the right to call Michael Rivard, the CEO of the Debtor or, Lisa Rivard, the President of the Debtor, in support of this Motion.

11. By making this Motion, the Debtor is not seeking to cross collateralize any pre-petition debt with post-petition collateral. The Debtor is not admitting the validity, perfection or amount of any pre-petition secured claim or waiving any right with respect thereto. The relief sought does not grant a lien on the Debtor's avoidance claims or bankruptcy causes of action as enumerated under the Bankruptcy Code. This Motion does not propose to secure pre-petition debt with post-petition loans or otherwise attempt to roll a pre-petition obligation into a post-petition obligation. This Motion does not deal with or carve out fees of any professionals. This Motion does not propose to prime any debt of the Debtor nor does this Motion provide automatic summary relief from the automatic stay to any creditor. The Debtor is simply proposing to use cash collateral to pay essential operating expenses and grant replacement liens in the Debtor's assets to:

- a. Itria Ventures, LLC;
- b. Village Bank;
- c. LG Funding;
- d. Samson Horus;
- e. Queen Funding; and
- f. Fox Capital Group.

which replacement liens shall have the same priority, dignity and effect as the pre-petition liens held by said creditors, all pending the hearing on the Debtor's Motion.

12. In December, 2018, the Debtor entered into an Adequate Protection Stipulation with Itria Ventures, LLC ("Itria"), which is recited in the Court Order (Doc No. 41). The Debtor intends to negotiate an additional cash collateral Stipulation with Itria. The Debtor has made an offer of adequate protection and will continue to negotiate with Itria pending the hearing on this Motion.

**WHEREFORE**, the Debtor, through its undersigned attorney, respectfully moves the Court for an Order as follows:

1. Granting the Debtor's Motion for continued use cash collateral;
2. Approving any Stipulations entered into between the Debtor and the parties referenced in this Motion;
3. Authorizing the Debtor to grant replacement liens to:
  - a. Itria Ventures, LLC;
  - b. Village Bank;
  - c. LG Funding;
  - d. Samson Horus;
  - e. Queen Funding; and
  - f. Fox Capital Group.

which replacement liens will have the same priority, dignity and effect as the pre-petition liens held by said creditors; and

4. For such other and further relief as the Court may deem just and equitable.

Date: February 11, 2019.

**STEVEN B. NOSEK, P.A.**

/e/ Steven B. Nosek

Steven B. Nosek, #79960

2855 Anthony Lane South, Suite 201

St. Anthony, MN 55418

(612) 335-9171

[snosek@noseklawfirm.com](mailto:snosek@noseklawfirm.com)

**ATTORNEY FOR DEBTOR**

VERIFICATION

I, Michael Rivard, CEO of the Debtor named in the foregoing pleading, declare under penalty of perjury that the foregoing pleading is true and correct according to the best of my knowledge, information and belief.

Dated: 2-11-19

A handwritten signature in black ink, appearing to read 'M. Rivard', is written over a horizontal line.

Michael Rivard, CEO

**EXHIBIT A**  
**RULE 4001-2 STATEMENT**

The Debtor has filed its schedules and asks the Court to take judicial notice thereof. In addition, the Debtor has filed monthly operating reports with the Court and with the US Trustee's Office and the Debtor requests that the Court take judicial notice thereof.

Attached to this Statement as **Exhibit 1** is a 2019 Projection of income and expenses.

The Exhibits attached represent the critical expenditures required to be made by the Debtor to remain operational and to avoid irreparable injury.

The undersigned verifies under penalty of perjury that the information contained in this pleading is true and correct according to the best of her knowledge, information, and belief.

Dated: February 11, 2019.

  
Michael Rivard, CEO

P/L-A100-199, C/F-A200-299 P/L DETAIL A300 / LOANS A400	FYE 2019 BUDGET	BUDGET	BUDGET	BUDGET	BUDGET	BUDGET	BUDGET	BUDGET	BUDGET	BUDGET	BUDGET	BUDGET	FINAL BUDGET
For Year 2019- ( 12/16/18 ) ***RIVARD COMPANIES**	JANUARY 19	FEBRUARY 19	MARCH 19	APRIL 19	MAY 19	JUNE 19	JULY 19	AUGUST 19	SEPTEMBER 19	OCTOBER 19	NOVEMBER 19	DECEMBER 19	FYE 2019
BALANCE SHEET	PERIOD 1	PERIOD 2	PERIOD 3	PERIOD 4	PERIOD 5	PERIOD 6	PERIOD 7	PERIOD 8	PERIOD 9	PERIOD 10	PERIOD 11	PERIOD 12	YEAR 1
ASSETS													
CASH	\$127,438	-\$110,804	-\$324,389	-\$573,443	-\$565,885	\$165,388	\$486,349	\$466,095	\$514,143	\$517,162	\$551,564	\$574,121	\$574,121
ACCOUNTS RECEIVABLE-TRAD	\$173,161	\$254,026	\$428,792	\$561,362	\$931,591	\$481,841	\$145,908	\$196,655	\$168,535	\$168,034	\$163,115	\$123,902	\$123,902
TRADE A/R RESERVE	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
INVENTORY	\$266,560	\$446,420	\$516,120	\$673,200	\$351,900	\$104,040	\$134,640	\$122,400	\$119,340	\$129,200	\$112,200	\$150,000	\$150,000
INVENTORY OBSOLESCEANCE R	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
PREPAID EXPENSE	\$47,833	\$49,833	\$52,083	\$54,333	\$56,333	\$58,333	\$60,333	\$62,333	\$64,333	\$66,583	\$68,583	\$70,583	\$70,583
OTHER ASSETS :	\$192,804	\$192,804	\$192,804	\$192,804	\$192,804	\$192,804	\$192,804	\$192,804	\$192,804	\$192,804	\$192,804	\$192,804	\$192,804
TOTAL CURRENT ASSETS	\$807,796	\$832,279	\$865,411	\$908,257	\$966,744	\$1,002,405	\$1,020,033	\$1,040,286	\$1,059,156	\$1,073,784	\$1,088,266	\$1,111,410	\$1,111,410
PP&E	\$3,423,433	\$3,426,433	\$3,429,433	\$3,432,433	\$3,435,433	\$3,438,433	\$3,441,433	\$3,444,433	\$3,447,433	\$3,450,433	\$3,453,433	\$3,456,432	\$3,456,432
ACCUMULATED DEPRECIATION	-\$1,670,341	-\$1,678,855	-\$1,687,369	-\$1,695,883	-\$1,704,491	-\$1,713,100	-\$1,721,615	-\$1,730,129	-\$1,738,643	-\$1,747,157	-\$1,755,765	-\$1,764,279	-\$1,764,279
PP&E (NET)	\$1,753,092	\$1,747,578	\$1,742,064	\$1,736,550	\$1,730,942	\$1,725,333	\$1,719,818	\$1,714,304	\$1,708,790	\$1,703,276	\$1,697,668	\$1,692,153	\$1,692,153
GOODWILL / OTHER ASSETS	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
OTHER NON-CURRENT ASSET	\$976,523	\$976,523	\$976,523	\$976,523	\$976,523	\$976,523	\$976,523	\$976,523	\$976,523	\$976,523	\$976,523	\$976,523	\$976,523
TOTAL ASSETS	\$3,537,411	\$3,556,380	\$3,583,997	\$3,621,329	\$3,674,208	\$3,704,261	\$3,716,375	\$3,731,114	\$3,744,469	\$3,753,583	\$3,762,457	\$3,780,086	\$3,780,086
LIABILITIES & EQUITY													
ACCOUNTS PAYABLE-TRADE	\$1,174,795	\$1,174,795	\$1,174,795	\$1,174,795	\$1,174,795	\$1,174,795	\$1,174,795	\$1,174,795	\$1,174,795	\$1,174,795	\$1,174,795	\$1,174,795	\$1,174,795
ACCURED EXPENSES	\$233,533	\$236,533	\$238,533	\$239,047	\$244,047	\$245,547	\$246,547	\$248,047	\$249,047	\$246,047	\$243,047	\$250,547	\$250,547
ACCURED INTEREST	\$213,154	\$247,670	\$282,161	\$316,627	\$351,068	\$385,484	\$419,875	\$454,241	\$488,582	\$522,898	\$557,189	\$591,455	\$591,455
ACCOUNTS PAYABLE-TRADE (2	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
N / PAY.- INVESTORS	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
N / PAY. BANKS	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
LESS:CURRENT PORT OF L/T	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
TOTAL CURRENT LIABILITIES	\$1,621,482	\$1,658,998	\$1,695,489	\$1,730,469	\$1,769,910	\$1,805,826	\$1,841,217	\$1,877,083	\$1,912,424	\$1,943,740	\$1,975,031	\$2,016,797	\$2,016,797
DEFERRED TAXES	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
N / PAY.- INVESTORS	\$2,820,150	\$2,820,150	\$2,820,150	\$2,820,150	\$2,820,150	\$2,820,150	\$2,820,150	\$2,820,150	\$2,820,150	\$2,820,150	\$2,820,150	\$2,820,150	\$2,820,150
N / PAY. BANKS	\$880,966	\$880,966	\$880,966	\$880,966	\$880,966	\$880,966	\$880,966	\$880,966	\$880,966	\$880,966	\$880,966	\$880,966	\$880,966
LESS:CURRENT PORT OF L/T	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
TOTAL LIABILITIES	\$5,322,598	\$5,360,114	\$5,396,605	\$5,431,585	\$5,471,026	\$5,506,942	\$5,542,333	\$5,578,199	\$5,613,540	\$5,644,856	\$5,676,147	\$5,717,913	\$5,717,913
STOCKHOLDER'S EQUITY													
COMMON STOCK	\$601,631	\$601,631	\$601,631	\$601,631	\$601,631	\$601,631	\$601,631	\$601,631	\$601,631	\$601,631	\$601,631	\$601,631	\$601,631
RETAINED EARNINGS	-\$2,386,818	-\$2,405,365	-\$2,414,239	-\$2,411,887	-\$2,398,449	-\$2,404,312	-\$2,427,589	-\$2,448,716	-\$2,470,702	-\$2,492,904	-\$2,515,321	-\$2,539,458	-\$2,539,458
TOTAL EQUITY	-\$1,785,187	-\$1,803,734	-\$1,812,608	-\$1,810,256	-\$1,796,818	-\$1,802,681	-\$1,825,958	-\$1,847,085	-\$1,869,071	-\$1,891,273	-\$1,913,690	-\$1,937,827	-\$1,937,827
TOTAL LIABILITIES & EQUITY	\$3,537,411	\$3,556,380	\$3,583,997	\$3,621,329	\$3,674,208	\$3,704,261	\$3,716,375	\$3,731,114	\$3,744,469	\$3,753,583	\$3,762,457	\$3,780,086	\$3,780,086
For Year 2015- ( 11/28/14 ) ***Advance Design**	0	0	0	0	0	0	0	0	0	0	0	0	0
BUDGET JANUARY 15	BUDGET FEBRUARY 15	BUDGET MARCH 15	BUDGET APRIL 15	BUDGET MAY 15	BUDGET JUNE 15	BUDGET JULY 15	BUDGET AUGUST 15	BUDGET SEPTEMBER 15	BUDGET OCTOBER 15	BUDGET NOVEMBER 15	BUDGET DECEMBER 15	BUDGET FYE 2015	
BALANCE SHEET RATIOS:	PERIOD 1	PERIOD 2	PERIOD 3	PERIOD 4	PERIOD 5	PERIOD 6	PERIOD 7	PERIOD 8	PERIOD 9	PERIOD 10	PERIOD 11	PERIOD 12	YEAR 1
CURRENT RATIO	0.5	0.5	0.5	0.5	0.5	0.6	0.6	0.6	0.6	0.6	0.6	0.6	0.6
ACID TEST	0.3	0.2	0.2	0.1	0.3	0.5	0.5	0.5	0.5	0.5	0.5	0.5	0.5
TOTAL DEBT/EQUITY	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
TOTAL DEBT/TOTAL ASSETS	1.5	1.5	1.5	1.5	1.5	1.5	1.5	1.5	1.5	1.5	1.5	1.5	1.5
TRADE AR(NET)/TRADE AP	0.1	0.2	0.4	0.5	0.8	0.4	0.1	0.2	0.1	0.1	0.1	0.1	0.1
CREDIT LINE/EQUITY	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
CREDIT LINE USAGE	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
INVENTORY TURNOVER	0.5	0.9	1.6	2.4	4.2	5.8	6.7	7.8	8.8	9.8	10.9	11.7	11.7
AVERAGE INVENTORY % OF SA	145.2%	74.3%	41.6%	28.4%	16.2%	11.7%	10.1%	8.7%	7.7%	6.9%	6.3%	5.8%	5.8%
AVERAGE COLLECTION PERIOD	26.3	27.6	25.8	24.7	25.7	25.5	26.1	27.2	25.6	26.2	26.1	25.1	25.8
ACCOUNTS RECEIVABLE TURN	1.1	2.2	3.5	4.7	5.9	7.1	8.3	9.4	10.6	11.8	13.0	14.1	14.1
AVERAGE DAILY SALES	\$6,579	\$9,211	\$16,612	\$22,697	\$36,184	\$18,914	\$5,592	\$7,237	\$6,579	\$6,414	\$6,250	\$4,934	\$12,260
FIXED ASSET TURNOVER	0.1	0.2	0.3	0.4	0.6	0.3	0.1	0.1	0.1	0.1	0.1	0.1	2.6
TOTAL ASSET TURNOVER	0.1	0.1	0.1	0.2	0.3	0.2	0.0	0.1	0.1	0.1	0.1	0.0	7.3
For Year 2019- ( 12/16/18 ) ***RIVARD COMPANIES**	BUDGET JANUARY 19	BUDGET FEBRUARY 19	BUDGET MARCH 19	BUDGET APRIL 19	BUDGET MAY 19	BUDGET JUNE 19	BUDGET JULY 19	BUDGET AUGUST 19	BUDGET SEPTEMBER 19	BUDGET OCTOBER 19	BUDGET NOVEMBER 19	BUDGET DECEMBER 19	BUDGET FYE 2019
INCOME STATEMENT	PERIOD 1	PERIOD 2	PERIOD 3	PERIOD 4	PERIOD 5	PERIOD 6	PERIOD 7	PERIOD 8	PERIOD 9	PERIOD 10	PERIOD 11	PERIOD 12	YEAR 1
GROSS SALES	\$200,000	\$280,000	\$505,000	\$690,000	\$1,100,000	\$575,000	\$170,000	\$220,000	\$200,000	\$195,000	\$190,000	\$150,000	\$4,475,000
LESS: DISCOUNTS & ALLOWAN	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
OTHER CREDIT MEMO'S	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
FREIGHT													\$0
NET SALES	\$200,000	\$280,000	\$505,000	\$690,000	\$1,100,000	\$575,000	\$170,000	\$220,000	\$200,000	\$195,000	\$190,000	\$150,000	\$4,475,000
COST OF SALES													
MATERIALS	\$92,000	\$128,800	\$232,300	\$317,400	\$506,000	\$264,500	\$78,200	\$101,200	\$92,000	\$89,700	\$87,400	\$69,000	\$2,058,500
DIRECT LABOR	\$20,000	\$28,000	\$50,500	\$69,000	\$110,000	\$57,500	\$17,000	\$22,000	\$20,000	\$19,500	\$19,000	\$15,000	\$447,500
MFG. OVERHEAD	\$24,000	\$33,600	\$60,600	\$82,800	\$132,000	\$69,000	\$20,400	\$26,400	\$24,000	\$23,400	\$22,800	\$18,000	\$537,000
MATERIALS RESERVE (& ADJ)	\$1	\$1	\$2	\$3	\$5	\$3	\$1	\$1	\$0	\$1	\$1	\$1	\$16
TOTAL COST OF SALES	\$136,001	\$190,401	\$343,402	\$469,203	\$748,005	\$391,003	\$115,601	\$149,601	\$136,000	\$132,601	\$129,201	\$102,001	\$3,043,016



BANK FINANCING/INVENTORY

BEGINNING-LIMIT MAXIMUM	\$0	\$86,727	\$177,452	\$205,158	\$267,597	\$139,880	\$41,356	\$53,519	\$48,654	\$47,438	\$51,357	\$44,600	\$59,625
LIMIT INCREASE/(DECREASE)	\$86,727	\$90,725	\$27,706	\$62,439	-\$127,717	-\$98,525	\$12,164	-\$4,865	-\$1,216	\$3,919	-\$6,757	\$15,026	\$0
ENDING-LIMIT MAXIMUM	\$86,727	\$177,452	\$205,158	\$267,597	\$139,880	\$41,356	\$53,519	\$48,654	\$47,438	\$51,357	\$44,600	\$59,625	\$59,625

## BANK FINANCING/ACC'T RECEIVABLE

BEGINNING-LIMIT MAXIMUM	\$138,529	\$138,529	\$203,221	\$343,034	\$449,090	\$745,273	\$385,473	\$116,726	\$157,324	\$134,828	\$134,427	\$130,492	\$130,492
LIMIT INCREASE/(DECREASE)	\$0	\$64,692	\$139,813	\$106,056	\$296,183	-\$359,800	-\$268,746	\$40,597	-\$22,496	-\$401	-\$3,936	-\$31,370	-\$31,370
ENDING-LIMIT MAXIMUM	\$138,529	\$203,221	\$343,034	\$449,090	\$745,273	\$385,473	\$116,726	\$157,324	\$134,828	\$134,427	\$130,492	\$99,121	\$99,121

## OTHER CREDIT LINE

[illegible]

\*TOTAL CREDIT LINE\*

[illegible]

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA**

**In Re:**  
**RIVARD COMPANIES, INC.,**  
**d/b/a Central Wood Products,**  
**d/b/a Rivard Contracting, and**  
**d/b/a Gronomics,**

**BKY No.: 18-43603**  
**Chapter 11 Case**

**Debtor.**

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**CERTIFICATE OF SERVICE**

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I hereby certify that on February 11, 2019, I caused a copy of **Notice of Hearing and Motion for Continued Use of Cash Collateral and for Adequate Protection; Verification; Rule 4001-2 Statement; and Proposed Order** to be filed electronically with the Clerk of Court through ECF, and that ECF will send an e-notice of the electronic filing to the following:

US Trustee: [ustregion12.mn.ecf@usdoj.gov](mailto:ustregion12.mn.ecf@usdoj.gov), [ecfbkup@comcast.net](mailto:ecfbkup@comcast.net)  
 Sarah J. Wencil: [Sarah.J.Wencil@usdoj.gov](mailto:Sarah.J.Wencil@usdoj.gov)  
 Thomas Flynn: [tflynn@larkinhoffman.com](mailto:tflynn@larkinhoffman.com), [bpeppersack@larkinhoffman.com](mailto:bpeppersack@larkinhoffman.com),  
[gpederson@larkinhoffman.com](mailto:gpederson@larkinhoffman.com), [abeeby@larkinhoffman.com](mailto:abeeby@larkinhoffman.com)  
 Monica L. Clark: [clark.monica@dorsey.com](mailto:clark.monica@dorsey.com); [hokiel.maryjo@dorsey.com](mailto:hokiel.maryjo@dorsey.com)  
 Natasha Wells: [wells.natasha@dorsey.com](mailto:wells.natasha@dorsey.com); [ridley.jean@dorsey.com](mailto:ridley.jean@dorsey.com)  
 Roylene A. Champeaux: [Roylene.Champeaux@usdoj.gov](mailto:Roylene.Champeaux@usdoj.gov), [usamn.ecfbankruptcy@usdoj.gov](mailto:usamn.ecfbankruptcy@usdoj.gov),  
[Muriel.hollands@usdoj.gov](mailto:Muriel.hollands@usdoj.gov), [darcie.boschee@usdoj.gov](mailto:darcie.boschee@usdoj.gov)  
 James G. Robin: [jrobin@wayzatalawgroup.com](mailto:jrobin@wayzatalawgroup.com), [jalderman@wayzatalawgroup.com](mailto:jalderman@wayzatalawgroup.com)  
 Peter J. Farrell: [peter.farrell@dlpiper.com](mailto:peter.farrell@dlpiper.com), [diane.piechocki@dlpiper.com](mailto:diane.piechocki@dlpiper.com), [joanne.stone@dlpiper.com](mailto:joanne.stone@dlpiper.com)  
 Thomas F. Miller: [thomas@millerlaw.com](mailto:thomas@millerlaw.com), [MillerTR79602@notify.bestcase.com](mailto:MillerTR79602@notify.bestcase.com)

I further certify that I caused a copy of the **Notice of Hearing and Motion for Continued Use of Cash Collateral and for Adequate Protection; Verification; Rule 4001-2 Statement; and Proposed Order** to be faxed and/or emailed or mailed to the following:

Rivard Companies, Inc. 19801 Highway 65 NE East Bethel, MN 55011 <a href="mailto:lisa@rivardcompanies.com">lisa@rivardcompanies.com</a>	Hamilton Associates, Inc. F.G Bud Hamilton 2640 Snowmass Circle Minnetonka MN 55305 <a href="mailto:Fhamilton@comcast.net">Fhamilton@comcast.net</a> <a href="mailto:buccek@aol.com">buccek@aol.com</a>	Cory Groholski Precision Landscape & Tree, Inc. 7993 -140 <sup>th</sup> Street N Hugo MN 55038 <b>Fax: 651-482-8191</b>
Mark Larson Fleetwoods 16430 Highway 65 NE Ham Lake MN 55304 <b>Fax: 651-636-9884</b>	Rick Middleton Precision Cedar Products, Corp #601 17665 66A Ave Surrey, BC V3S 2A7 <b>Fax: 1-604-576-0376</b>	MN Dept of Revenue 551 Bankruptcy Section PO Box 64447 St. Paul MN 55164 <a href="mailto:Mdor.bkysesc@state.mn.us">Mdor.bkysesc@state.mn.us</a>
US Attorney 300 South 4 <sup>th</sup> Street, Suite 600 Minneapolis, MN 55415 <b>Fax: 612-664-5788</b>	Internal Revenue Service Centralized Insolvency Office PO Box 7346 Philadelphia PA 19101-7346 <b>Fax: 1-855-235-6787</b>	Joan M. Quade Barna Guzy & Steffen Ltd. 200 Coon Rapids Blvd. Suite 400 Coon Rapids MN 55433-5894 <a href="mailto:jquade@bgs.com">jquade@bgs.com</a>

LG Funding Attn: Managing Officer 1218 Union Street, Suite 2 Brooklyn NY 11225 <b>Fax: 1-718-767-5397</b>	LG Funding Attn: Rivi Andrusier 1218 Union Street, Suite 2 Brooklyn NY 11225 <a href="mailto:Rivi@lgfunding.com">Rivi@lgfunding.com</a>	Gene W. Rosen, Esq. Gene Rosen's Law Firm 147-10 77 <sup>th</sup> Avenue Kew Gardens Hills NY 11367 <a href="mailto:Gene@GeneRosen.com">Gene@GeneRosen.com</a>
Samson Horus Attn: Managing Officer 90 John Street New York NY 10038 <b>Fax: 1-718-304-1163</b>	ABF Servicing Attn: Steven Berkovitch General Counsel 5 Hanover Sq., Suite 2102 New York NY 10004 <a href="mailto:Steven@BBlawpllc.com">Steven@BBlawpllc.com</a>	ABF Servicing Attn: James Lee 5 Hanover Sq., Suite 2102 New York NY 10004 <a href="mailto:James.Lee@abfservicing.com">James.Lee@abfservicing.com</a>
Samson Horus Attn: Joe McKevitt 90 John Street New York NY 10038 <a href="mailto:Joe@castcapitalfunding.com">Joe@castcapitalfunding.com</a>	Fox Capitol Group Attn: Managing Officer 17640 Bentley Drive Morgan Hill CA 95037 <b>Fax: 1-866-557-0455</b>	Fox Capitol Group Attn: Greg Fox 17640 Bentley Drive Morgan Hill CA 95037 <a href="mailto:greg@deltacapitalgroup.com">greg@deltacapitalgroup.com</a>
Fox Capitol Group Attn: Michael Richards 17640 Bentley Drive Morgan Hill CA 95037 <a href="mailto:Mike@deltacapitalgroup.com">Mike@deltacapitalgroup.com</a>	Queen Funding Attn: Managing Officer 101 Chase Avenue, Suite 208 Lakewood NJ 08701 <b>Fax: 1-646-760-9660</b>	Queen Funding Attn: Greg Fox 101 Chase Avenue, Suite 208 Lakewood NJ 08701 <a href="mailto:greg@deltacapitalgroup.com">greg@deltacapitalgroup.com</a>
Shamrock Development, Inc. 3200 Main Street NW Suite 300 Coon Rapids MN 55448	Kevin Kobbe The Marbury Bldg 6225 Smith Avenue Baltimore MD 21209 <a href="mailto:kevin.kobbe@dlapiper.com">kevin.kobbe@dlapiper.com</a>	William L. Thompson Varnum LLP 160 W Fort St., 5 <sup>th</sup> Floor Detroit MI 48226 <a href="mailto:wthompson@varnumlaw.com">wthompson@varnumlaw.com</a>

Dated this 11<sup>th</sup> day of February, 2019.

**STEVEN B. NOSEK, P.A.**

/e/ Steven B. Nosek

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**ATTORNEY FOR DEBTOR**

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MINNESOTA

In re:	)	
	)	BKY No.: 18-43603
RIVARD COMPANIES, INC.,	)	
d/b/a Central Wood Products,	)	Chapter 11
d/b/a Rivard Contracting, and	)	
d/b/a Gronomics,	)	
	)	
Debtor.	)	
_____	)	

**ORDER AUTHORIZING CONTINUED USE OF CASH COLLATERAL  
AND GRANTING ADEQUATE PROTECTION**

This matter is before the Court on the *Motion for Continued Use of Cash Collateral and for Adequate Protection* (the “**Motion**”) filed by Rivard Companies, Inc. (the “**Debtor**”). Upon consideration of the Motion and the record herein, the Court hereby finds and determines as follows:

BASED ON THE FOREGOING, IT IS HEREBY ORDERED, ADJUDGED AND DECREED AS FOLLOWS:

1. The Debtor’s Motion is GRANTED as set forth in this Order. Any objections to the Motion that have not been withdrawn, waive or settled are hereby overruled.
2. To the extent any of the findings of fact set forth in this Final Order constitute conclusions of law, or to the extent any of the conclusions of law set forth in this Final Order constitute findings of fact, they are hereby adopted as such.
3. The Debtor is authorized, for the period from the date of entry of this Order to use Cash Collateral as set forth in the Motion to fund the Debtor’s ordinary course business operations.

4. As adequate protection for any diminution in the value of Itria Ventures, LLC's ("Itria") interest in the Collateral and the Cash Collateral arising on account of the Debtor's use thereof from and after the Petition Date, Itria is hereby granted, pursuant to Sections 361 and 363 of the Bankruptcy Code, a valid, continuing, perfected, enforceable and non-avoidable security interest in, and lien upon, all of the Debtor's presently owned or hereafter acquired property and assets (including all replacements and proceeds thereof), other than the Debtor's bankruptcy claims and causes of action, to the same extent that such security interest and lien existed prior to the Petition Date.

(b) In addition to the adequate protection liens granted in favor of Itria, the Additional Parties (as hereinafter defined) are hereby granted, pursuant to Sections 361 and 363 of the Bankruptcy Code, valid, continuing, perfected, enforceable and non-avoidable security interests in, and liens upon, all of the Debtor's presently owned or hereafter acquired property and assets (including all replacements and proceeds thereof), other than the Debtor's bankruptcy claims and causes of action, to the same extent that such security interests and liens existed prior to the Petition Date. For purposes of this Final Order, the "**Additional Parties**" shall include the following:

- (i) Village Bank;
- (ii) LG Funding;
- (iii) Samson Horus;
- (iv) Queen Funding; and
- (v) Fox Capital Group.

5. Obligations of Debtor. During the term of this Final Order, in addition to such other obligations which the Debtor may have under applicable law, the Debtor shall:

(a) comply with its obligations as a debtor in possession under the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and the guidelines imposed by the Office of the United States Trustee;

(b) deposit and maintain all Cash Collateral in one or more debtor in possession bank accounts in the name of the Debtor, or such other account(s) as may be authorized by order of the Court;

(c) remain current on the filing of its monthly operating reports;

(d) remain current on the payment of all taxes (including but not limited to all employment taxes, sales taxes and real estate taxes) payable for the periods after the Petition Date; and

(e) maintain adequate property and liability insurance.

6. Binding Effect of Order. Unless otherwise provided herein, the terms and conditions of this Final Order, and the findings set forth in this Final Order, shall be binding upon the Debtor and its bankruptcy estate, and any successor-in-interest to the Debtor and/or its bankruptcy estate, including any Chapter 7 trustee or Chapter 11 trustee or that may be appointed at any time in the Debtor's bankruptcy case.

7. Effect of Dismissal or Conversion. In the event the Debtor's bankruptcy case is dismissed or converted to a case under Chapter 7 of the Bankruptcy Code, the security interests and liens granted under this Final Order shall remain in full force and effect.

8. Right to Seek Other Relief. The Debtor, Itria and the Additional Parties may at any time seek such other or further relief as they may reasonably require with respect to the Debtor's use of Cash Collateral, including but not limited to seeking modification of this Final Order or termination of the Debtor's right to use Cash Collateral. The Debtor, Itria and the

Additional Parties retain all rights available under the Bankruptcy Code and any other applicable law.

9. Effectiveness of Order. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of this Order.

10. Debtor Authorization to Effectuate Relief. To the extent not already provided for in this Final Order, the Debtor and its respective officers, employees and agents are hereby authorized and empowered to take such actions, and to execute and deliver such documents and instruments, as are necessary to effectuate the relief granted in this Order.

11. Retention of Jurisdiction. The Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Dated:

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William J. Fisher  
United States Bankruptcy Judge