



Honorable Gary Spraker
United States Bankruptcy Judge

Entered on Docket
July 31, 2017

Michael L. Gesas (Illinois Bar No. 6186924)
David A. Golin (Illinois Bar No. 6180517)
Kevin H. Morse (Illinois Bar No. 6297244)

Arnstein & Lehr LLP
161 North Clark Street, Suite 4200
Chicago, IL 60601
Tel: 312-876-7100
Fax: 312-876-0288
mlgesas@arnstein.com
dagolin@arnstein.com
khmorse@arnstein.com

Candice E. Renka (Nevada Bar No. 11447)

Marquis Aurbach Coffing
10001 Park Run Drive
Las Vegas, Nevada 89145
Tel: (702) 382-0711
Fax: (702) 382-5816
crenka@maclaw.com
*Attorneys for Debtor
and Debtor in Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:
REGIS GALERIE, INC., a Nevada
corporation,

Debtor.

BK-16-14899 - gs

Chapter 11

**FIFTH SUPPLEMENTAL ORDER
AUTHORIZING USE OF CASH
COLLATERAL**

Hearing Date: July 27, 2017
Hearing Time: 9:30 a.m.

Upon the continued hearing on the motion [Docket No. 24] (the "Motion") of Regis Galerie, Inc., a Nevada corporation, debtor and debtor in possession (the "Debtor"), pursuant to Sections 105(a), 361 and 363 of title 11 of the United States Code (the "Bankruptcy Code"), Rules 2002, 4001, and 9014 of the Federal Rules of Bankruptcy Procedure, and Local Rule

1 4001 of the Local Rules for the United States Bankruptcy Court for the District of Nevada, for
2 the immediate entry of an interim order and, after further notice and a hearing, the entry of a
3 final order authorizing the Debtor to (a) use the cash collateral (as defined in section 363(a) of
4 the Bankruptcy Code) in which Wells Fargo Bank, N.A. ("Wells Fargo") and/or American
5 Express Bank, FSB ("American Express") may hold an interest (the "Cash Collateral"); and (b)
6 provide and grant replacement and security interests and other adequate protection and relief to
7 Wells Fargo and/or American Express; the Court having entered an Interim Cash Collateral
8 Order on September 16, 2016 [Docket No. 43]; the Court having entered a Supplemental Order
9 Authorizing Use of Cash Collateral on October 6, 2016 [Docket No. 70]; the Court having
10 entered a Second Supplement Order Authorizing Use of Cash Collateral on December 5, 2016
11 [Docket No. 104]; the Court having entered a Third Supplemental Order Authorizing Use of
12 Cash Collateral on March 6, 2017 [Docket No. 146]; the Court having entered a Fourth
13 Supplemental Order Authorizing Use of Cash Collateral on May 22, 2017 [Docket No. 205];
14 and upon consideration of the Motion, the Declaration of Issac Dweck in Support of First Day
15 Motions, the entire record of this case, and any evidence presented or statements of counsel at
16 the continued hearing; and good and sufficient cause appearing therefore;

17 IT IS HEREBY FOUND AND DETERMINED THAT:

18 A. The Debtor filed for relief under Chapter 11 of the Bankruptcy Code on
19 September 5, 2016 and continues to manage its business and property as a debtor in possession
20 pursuant to sections 1107 and 1108 of the Bankruptcy Code. No official statutory creditors'
21 committee has been appointed in this case.

22 B. The Debtor's continued use of Cash Collateral is necessary to allow the Debtor
23 to continue to maintain its operations and reorganize the Debtor's assets and liabilities, thereby
24 maximizing creditor recoveries.

25 C. This Court concludes that entry of this Order is in the best interests of the
26 Debtor's estate and creditors.

27 D. The Court's consideration of the Motion is a core proceeding as defined in 28
28 U.S.C. §§ 157(b)(2)(A) and (M).

1 Based upon the foregoing findings and conclusions, **IT IS HEREBY ORDERED** that:

2 1. The Debtor is authorized to use Cash Collateral to and through October 1, 2017
3 in accordance with the Budget attached hereto as Exhibit A, with an allowed variance for each
4 line item of ten percent (10%), and in accordance with the Budgets approved by prior orders of
5 the Court.

6 2. All other provisions of the Supplemental Order Authorizing Use of Cash
7 Collateral, the Second Supplemental Order Authorizing Use of Cash Collateral, the Third
8 Supplemental Order Authorizing Use of Cash Collateral and the Fourth Supplemental Order
9 Authorizing Use of Cash Collateral shall remain in effect.

10 3. A continued hearing on the Motion will be held on **September 14, 2017 at 9:30**
11 **a.m.** before the Honorable Gary Spraker, United States Bankruptcy Judge, in Courtroom 3, 300
12 N. Las Vegas Blvd., 3rd Floor, Las Vegas, Nevada, 89101.

13 4. This Order shall be effective immediately upon entry by the Court.

14
15 **IT IS SO ORDERED.**

16
17 (The rest of this page is intentionally left blank)
18
19
20
21
22
23
24
25
26
27
28

1 Prepared and Submitted by:

2

3 ARNSTEIN & LEHR LLP

4 By: /s/ David A. Golin

5 Michael L. Gesas (Illinois Bar No. 6186924)

6 David A. Golin (Illinois Bar No. 6180517)

7 Kevin H. Morse (Illinois Bar No. 6297244)

8 **Arnstein & Lehr LLP**

9 161 North Clark Street, Suite 4200

10 Chicago, IL 60601

11 Tel: 312-876-7100

12 Fax: 312-876-0288

13 mlgesas@arnstein.com

14 dagolin@arnstein.com

15 khmorse@arnstein.com

16

17

###

18

19

114218228.1

20

21

22

23

24

25

26

27

28

LR 9021 CERTIFICATION

In accordance with LR 9021, counsel submitting this document certifies that the order accurately reflects the court’s ruling and that (check one):

The court has waived the requirement set forth in LR 9021(b)(1).

No party appeared at the hearing or filed an objection to the motion.

I have delivered a copy of this proposed order to all counsel who appeared at the hearing, and any unrepresented parties who appeared at the hearing, and each has approved or disapproved the order, or failed to respond, as indicated below:

Michael F. Lynch APPROVED
3613 S. Eastern Ave.
Las Vegas, NV 89169
Michael@LynchLawPractice.com
Counsel for Wells Fargo Bank, N.A.

Ivan M. Gold (California Bar No 121486) APPROVED
Three Embarcadero Center, 12th Floor
San Francisco, CA 94111-4074
igold@allenmatkins.com
Counsel for Landlord
Grand Canal Shops II, LLC

I certify that this is a case under Chapter 7 or 13, that I have served a copy of this order with the motion pursuant to LR 9014(g), and that no party has objected to the form or content of the order.

I declare under penalty of perjury that the foregoing is true and correct.

ARNSTEIN & LEHR LLP

By: /s/ David A. Golin
David A. Golin (Illinois Bar No. 6180517)

A

Regis Galerie Inc Budget

	Jul 31 - Aug 6	Aug 7 - Aug 13	Aug 14 - Aug 20	Aug 21 - Aug 27	Aug 28 - Sep 3	Sep 4 - Sep 10	Sep 11 - Sep 17	Sep 18 - Sep 24	Sep 25 - Oct 1	Jul 31 - Oct 1 17	TOTAL
Beginning Cash											
Projected Sales	120,000.00	130,000.00	90,000.00	125,000.00	160,000.00	130,000.00	120,000.00	105,000.00	125,000.00	1,105,000.00	8,500.00
Projected Consignment Sales				1,500.00			2,000.00			5,000.00	
Sales Tax	1,200.00	2,000.00	1,600.00	1,200.00	1,500.00	800.00	1,500.00	800.00	2,000.00	12,600.00	
Total Projected Sales	121,200.00	132,000.00	91,600.00	127,000.00	161,500.00	130,800.00	123,500.00	105,800.00	132,000.00	1,126,100.00	3,500.00
Money Held For Others "Consignment"				700.00			800.00			2,000.00	
Total Cash From Projected Sales	121,200.00	132,000.00	91,600.00	127,000.00	161,500.00	130,800.00	122,700.00	105,800.00	130,000.00	1,122,600.00	80,000.00
Operating Expense											
New Merchandise Purchase			10,000.00		20,000.00		30,000.00	297.00	20,000.00	594.00	
Alarm			297.00					800.00	700.00	7,000.00	
Appraisal	800.00	800.00	900.00	500.00	700.00	1,200.00	600.00	800.00		300.00	
Client Accommodations	100.00		50.00		100.00		50.00			105.00	
Bank Service Charges	55.00				50.00						
Credit Card Processing Fee	9,000.00	300.00	200.00	1,000.00	11,000.00	200.00	100.00	300.00	300.00	22,400.00	
Freight	8,500.00	8,000.00	6,000.00	8,000.00	9,500.00	11,000.00	10,500.00	8,000.00	8,000.00	77,500.00	
Insurance	1,180.00	1,180.00	5,405.00	1,850.00	6,000.00	5,405.00	1,180.00	2,800.00	6,000.00	7,010.00	
Insurance Health			5,405.00							22,810.00	
Insurance Worker Comp.			1,050.00		1,500.00	552.00	2,000.00			1,104.00	
Internet	500.00	1,000.00								6,050.00	
Legal Fees			30,000.00				35,000.00			65,000.00	
Licenses & Permits	600.00									600.00	
Payroll	35,200.00	35,200.00	35,200.00	35,200.00	35,200.00	35,200.00	35,200.00	35,200.00	35,200.00	316,800.00	
Payroll Commission	15,000.00	3,000.00	2,000.00	2,500.00	13,000.00	2,000.00	3,000.00	4,000.00	3,500.00	48,000.00	
Payroll Tax	5,020.00	3,820.00	3,720.00	3,770.00	4,820.00	3,720.00	3,820.00	3,920.00	3,870.00	36,480.00	
Phone	285.00	5.00	550.00		285.00	5.00	555.00			1,685.00	
Postage and Delivery		100.00				100.00				200.00	
Printing			500.00				500.00			1,000.00	
U.S Trustee Fees										0.00	
Maintenance	800.00				800.00					1,600.00	
Rent		57,000.00			50,000.00		57,000.00		50,000.00	214,000.00	
Repairs Merchandise								400.00		1,600.00	
Sales Tax	400.00				4,000.00				6,000.00	10,000.00	
State Tax										0.00	
Supplies	400.00	400.00	300.00	200.00	400.00	500.00	300.00	500.00	500.00	3,500.00	
Travel		400.00								400.00	
Wells Fargo		17,177.04				17,177.04				34,354.08	
Total Expense	76,660.00	134,339.04	90,767.00	59,020.00	151,355.00	77,459.04	179,805.00	62,217.00	128,470.00	960,092.08	
Net Cash Flow	44,540.00	-2,339.04	853.00	67,980.00	-10,145.00	53,340.96	-57,105.00	43,583.00	1,550.00	162,507.92	
Cash Balance	44,540.00	42,200.96	43,033.96	111,013.96	121,158.96	174,499.92	117,394.92	160,977.92	162,507.92	162,507.92	

* Does not reflect prior due items not yet paid