

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF NEW YORK

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In re	Proceedings Under Chapter 11
Tonawanda Auto Sales & Service, Inc.,	Tax I.D. No. 45-1759317
Debtor.	Case No.: 17-10860-MJK
	Assigned Judge: Michael J. Kaplan

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**INTERIM ORDER AUTHORIZING USE OF CASH COLLATERAL  
AND ESTABLISHING DATE FOR FINAL HEARING ON DEBTOR'S  
MOTION FOR LEAVE TO USE CASH COLLATERAL**

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This matter having come before this Court upon the motion of the Debtor-in-Possession, Tonawanda Auto Sales & Service, Inc. (the "Debtor"), seeking the entry of interim and final orders, pursuant to Bankruptcy Code Section 363 and Rule 4001(b) of the Federal Rules of Bankruptcy Procedure, authorizing the Debtor to use cash collateral in which the NYS Dept. of Taxation and Finance (hereinafter, "NYS"), Nextgear Capital, Inc. (hereinafter "Nextgear"), and KeyBank N.A f/k/a First Niagara Bank (hereinafter, "Key" and NYS, Nextgear, and Key(the "Secured Creditors") has or claims a lien or security interests and seeking a determination of this Court that because the Debtor's proposed use of that cash collateral will not make use of cash collateral or otherwise modify the rights of the Secured Creditors's current rights, its collateral are adequately protected (the "Cash Collateral Motion"),

AND, this matter having come before this Court for an interim hearing on May 31, 2017, on notice,

NOW, upon all pleadings and proceedings had in this matter to date, and good cause appearing therefor, it is hereby

ORDERED, that the Debtor is hereby authorized and permitted to use cash collateral until the time of a final hearing on the Debtor's Cash Collateral Motion; and it is

ORDERED, that as interim adequate protection to the Secured Creditors, the Secured Creditors are hereby granted "rollover" replacement liens in post-petition assets of the Debtor of the same relative priority and on the same types and kinds of collateral as they possessed pre-petition, as the same may ultimately be determined, to the extent of cash collateral actually used, effective as of the date of the filing of this case, without the necessity of any further public filing

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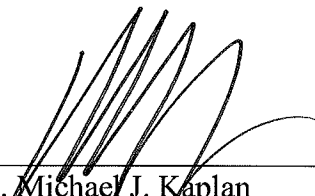
or other recordation to perfect such liens or security interests; and it is

ORDERED, that the Debtor shall submit to the Secured Creditors such financial, reporting or other information as the Secured Creditors may reasonably request; and it is

ORDERED, that nothing contained in this Order shall be deemed to constitute either a finding by this Court that those liens to be provided pursuant to this Order are themselves sufficient to adequately protect the Secured Creditors's secured claims, and the entry of this Order is without prejudice to the Secured Creditors's rights to oppose further use of cash collateral or, alternatively, asserting that they are entitled additional adequate protection of its secured claims, and the entry of this Order is without prejudice to the rights of the Debtor or any other party seeking to challenge the secured status of the claims of the Secured Creditor or to assert that the Secured Creditors's claims are less than fully secured, that the Secured Creditors should be entitled to lesser payments or protections as adequate protection of its claims; and it is

ORDERED, that a final hearing on the Debtor's Cash Collateral Motion will be held on June 14, 2017, at 10:00a.m., before the Hon. Michael J. Kaplan, in the courtroom usually occupied by him, at the United States Bankruptcy Court Olympic Towers, 300 Pearl Street, Third Floor, Buffalo, New York 14202-2501.

ENTER: MAY 31 2017

  
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Hon. Michael J. Kaplan  
U.S. Bankruptcy Judge

