

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

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

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

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 and this Court having at that time granted the Debtor interim use of cash collateral, pending the time of a final hearing,

AND, this matter having come before this Court for a final hearings on June 14 and July 12, 2017, on notice in accordance with this Court's May 31, 2017 order establishing dates for hearings,

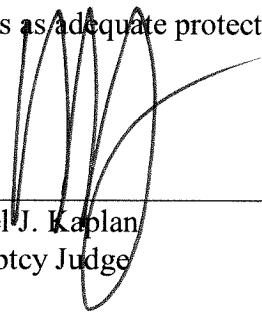
NOW, upon all pleadings and proceedings had in this matter to date, and good cause appearing therefor, it is hereby

ORDERED, that the Debtor is hereby authorized and permitted to use cash collateral until the Secured Creditors requests that this Court rule otherwise; and it is

ORDERED, that as 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 or other recordation to perfect such liens or security interests; 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 Creditors 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.

ENTER: JUL 12 2017



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

