

The court incorporates by reference in this paragraph and adopts as the findings and orders of this court the document set forth below. This document has been entered electronically in the record of the United States Bankruptcy Court for the Northern District of Ohio.



A handwritten signature in blue ink, appearing to read "Mary Ann Whipple".

Mary Ann Whipple
United States Bankruptcy Judge

Dated: December 21 2017

IN THE UNITED STATES BANKRUPTCY COURT, NORTHERN DISTRICT OF OHIO,
WESTERN DIVISION

In re:) Case No.: 17-33184
PROFLO INDUSTRIES, INC)
Debtor.) Judge: WHIPPLE
)
) **THIRD ORDER GRANTING MOTION OF PRO**
) **FLO INDUSTRIES, LLC FOR AUTHORITY TO**
) **USE CASH COLLATERAL IN THE ORDINARY**
) **COURSE OF BUSINESS ON AN INTERIM**
) **BASIS**
)
) Scott A Ciolek (0082779)
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) *Proposed Attorney for Debtor*

This cause came to be heard upon the motion of the Debtor-in-Possession, (the "Debtor" or "Debtor In Possession") for authority to use cash collateral in the ordinary course of business

consisting of funds on deposit, accounts receivable and fees generated from the business which is subject to interests of the secured creditor The Huntington National Bank ("Huntington Bank" or the "Secured Party").

The court finds the following facts:

1. On October 8, 2017 (the "Petition Date"), the Debtor commenced this case by filing a voluntary petition under Chapter 11 of the Bankruptcy Code.
2. The Court has jurisdiction over this case pursuant to 28 U.S.C. §§ 157(b)(1) and 1334.
3. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), (M) and (O). Venue of this case is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.
4. No creditor committee has been appointed to and through the date of this Order.
5. ProFlo Industries, LLC ("ProFlo"), is an Ohio Limited Liability Company engaged in the airline refueling business. The principal customers of the business are multi-national companies providing goods, services and advice in the global aviation industry.
6. ProFlo consists of one shareholder: Terry N. Bosserman who owns 100% of the shares.
7. Huntington Bank has an interest in the cash collateral of the business by virtue of a Promissory Note and a Uniform Commercial Code Filing on August 26, 2016.

8. The Debtor has a need to use cash collateral for its ordinary and necessary operating expenses including taxes, cost of goods sold, pre-petition and post-petition payroll, utilities, operational costs, inventory purchases, payments under lease agreements to be assumed, marketing and other day-to-day fluctuating expenses and upon court approval, necessary professional fees (payable pursuant to statute) and fees payable to the Office of the United States Trustee.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED THAT as of October 8, 2017, the Debtor ProFlo Industries, LLC is hereby authorized, on an interim basis to use cash collateral consisting of and including bank balance, accounts receivable of the estate and gross sales of goods and services, which the Secured Party claims to have a valid and perfected security interest; and.

IT IS FURTHER ORDERED that the Debtor shall be required to make adequate protection payments for the use of cash collateral in the amount of the regular monthly payment on the line of credit to Huntington Bank; and.

IT IS FURTHER ORDERED that the Debtor is prohibited from drawing from any line of credit with Huntington Bank, and that said line of credit account can remain frozen by Huntington National Bank, at Huntington Bank's discretion; and

IT IS FURTHER ORDERED that the amounts and use of cash collateral authorized by this Order shall not exceed the amounts or differ from the uses as set forth in the budget attached as Exhibit "A" hereto, and for the time period reflected in this Order; and

IT IS FURTHER ORDERED that the security interest of the Secured Party named herein in bank balance, accounts receivable and fees of the Debtor's estate be and the same is hereby extended to all post-petition receivables and gross retail sales created by the Debtor in the operation of the Debtor's business with the same force and effect as said security interest attached to the debtor's prepetition accounts receivables, and

IT IS FURTHER ORDERED that the Debtor prepare and serve upon counsel for the Secured Party not less frequently than once per month an operating report in similar form to that required by the Office of the United States Trustee's guidelines setting forth the total receipts and disbursements; and

IT IS FURTHER ORDERED that this order shall continue in force until January 22, 2018 and

IT IS FURTHER ORDERED that a continued hearing for use of cash collateral shall be held on January 18, 2018 at 10:00 AM; and

IT IS FURTHER ORDERED that entry of this Order does not in any way preclude or prohibit Huntington Bank, or any other interested party including any committee of unsecured creditors that may be appointed,

from raising future objections to this, or any future interim cash collateral orders requested by Debtor, including during any continued hearing for use of cash collateral.

IT IS SO ORDERED.

Approved as to form and content:

/s/Scott A. Ciolek

Scott A. Ciolek, Attorney for Debtor

/s/Amy Good

Amy Good, Esq., for the Office of the United States Trustee

/s/Vaughn Hoblet

Vaughn Hoblet, Esq., for the creditor SkyMark

/s/Marjan Neceski

Marjan Neceski, Esq, for the creditor The Huntington National Bank

