

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: November 15 2018

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

In re:) Case No.: 17-33184
PROFLO INDUSTRIES, INC) Judge: WHIPPLE
Debtor.)
) **EIGHTH 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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)

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. ProFlo consists of one shareholder: Terry N. Bosserman who owns 100% of the shares.
6. Huntington Bank has an interest in the cash collateral of the business by virtue of 2 Promissory Notes, related security agreements, and Uniform Commercial Code Filings on August 26,

2016 and September 1, 2016.

7. The Debtor has a need to use cash collateral for its ordinary and necessary operating expenses including taxes, income 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 is hereby authorized to use cash collateral for its ordinary and necessary operating expenses including taxes, income 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 FURTHER ORDERED that the Debtor shall be required to make adequate protection payments for the use of cash collateral (i) in the amount of \$3,757.27 monthly payment on the line of credit to Huntington Bank in accordance with the attached amortization schedule, and (ii) in the amount of the continued lease related payments to Bosserman Automotive Engineering, LLC ("Automotive") which, in turn, are used by Automotive to pay the loan and mortgage with Huntington Bank dated December 15, 2014 and related to that certain real property located at 2679 S. US 23, Alvada, OH, 44802; 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 15, 2019; and

IT IS FURTHER ORDERED that a continued hearing for use of cash collateral shall be held on January 10, 2019, at 10:00 o'clock a.m; and

IT IS FURTHER ORDERED that through this order, all prior cash collateral orders issued in this matter are amended, nunc pro tunc, to reflect the language found at paragraph 6 herein.

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/ Marjan Neceski

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

/s/ Amy Good

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

/s/ Vaughn A. Hoblet

Vaughn A. Hoblet, Esq., for the creditor SkyMark

/s/ Michael Bragg

Michael Bragg, Esq., for the creditor First Federal Bank of Midwest

ProFlo Industries LLC
Cash Flow Budget
December 2018 - March, 2019

	Dec-18	Jan-19	Feb-19	Total
Income				
Discounts				
Miscellaneous Income	100.00	100.00	100.00	300.00
Refunds-Allowances	-	-	-	-
Sales	485,000.00	545,000.00	545,000.00	1,575,000.00
Shipping Income	6,000.00	6,000.00	6,000.00	18,000.00
Total Income	\$ 491,100.00	\$ 551,100.00	\$ 551,100.00	\$ 1,593,300.00
Cost of Goods Sold				
Outside Services	500.00	500.00	500.00	1,500.00
Payroll - COGS				
Payroll Taxes - COGS	5,200.00	4,500.00	4,500.00	14,200.00
Shop Labor - COGS	52,000.00	45,000.00	45,000.00	142,000.00
Total Payroll - COGS	\$ 57,200.00	\$ 49,500.00	\$ 49,500.00	\$ 156,200.00
Purchases - COGS				
New Refuelers	-	-	-	-
Purchases - Parts	170,000.00	175,000.00	175,000.00	520,000.00
Used Refuelers - COGS	-	-	-	-
Total Purchases - COGS	\$ 170,000.00	\$ 175,000.00	\$ 175,000.00	\$ 520,000.00
Shipping and Delivery - COGS	1,200.00	12,000.00	12,000.00	25,200.00
Shop Supplies - COGS	1,500.00	1,500.00	1,500.00	4,500.00
Subcontractors - COGS	100,000.00	100,000.00	125,000.00	325,000.00
Tools	150.00	150.00	150.00	450.00
Vehicle Licensing Fees - COGS	50.00	50.00	50.00	150.00
Total Cost of Goods Sold	\$ 330,600.00	\$ 338,700.00	\$ 363,700.00	\$ 1,033,000.00
Gross Profit	\$ 160,500.00	\$ 212,400.00	\$ 187,400.00	\$ 560,300.00
Expenses				
Accounting Services	-	-	-	-
Advertising	7,500.00	7,500.00	7,500.00	22,500.00
Automobile Expense	2,000.00	2,000.00	2,000.00	6,000.00
Bank & Credit Card Fees	1,800.00	1,800.00	1,800.00	5,400.00
Bank LOC Payment	3,757.27	3,757.27	3,757.27	11,271.81
Charitable Contributions	-	-	-	-
Commissions & Sales Expense	10,500.00	7,500.00	7,500.00	25,500.00
Depreciation	581.25	581.25	581.25	1,743.75
Dues & Subscriptions	350.00	350.00	350.00	1,050.00
Insurance	24,000.00	-	-	24,000.00
Automobile Insurance	1,100.00	500.00	500.00	2,100.00
Health & Disability Insurance	7,000.00	7,000.00	7,000.00	21,000.00
Total Insurance	\$ 32,100.00	\$ 7,500.00	\$ 7,500.00	\$ 47,100.00
Interest Expense	250.00	250.00	250.00	750.00
Legal & Professional Fees	15,000.00	25,000.00	15,000.00	55,000.00

Meals and Entertainment	1,100.00	1,100.00	2,500.00	4,700.00
Medical	50.00	50.00	50.00	150.00
Office Freight & Postage	15.00	15.00	15.00	45.00
Office Supplies & Expenses	1,800.00	1,800.00	1,800.00	5,400.00
Other General and Admin Expenses	5,000.00	20,000.00	5,000.00	30,000.00
Payroll Expenses				
Taxes	4,500.00	3,600.00	3,600.00	11,700.00
Wages	45,000.00	36,000.00	36,000.00	117,000.00
Total Payroll Expenses	\$ 49,500.00	\$ 39,600.00	\$ 39,600.00	\$ 128,700.00
Promotional Items	-	-	-	-
Reimbursements	-	-	-	-
Rent or Lease - Other	600.00	600.00	600.00	1,800.00
Rent or Lease of Buildings	3,800.00	3,800.00	3,800.00	11,400.00
Repair & Maintenance	2,000.00	2,000.00	2,000.00	6,000.00
Software	600.00	600.00	600.00	1,800.00
Subcontractors - Non-COGS	5,000.00	5,000.00	5,000.00	15,000.00
Tax _ Estimated Payments	-	75,000.00	-	75,000.00
Travel	12,000.00	10,000.00	10,000.00	32,000.00
Travel Meals	1,200.00	1,200.00	1,200.00	3,600.00
Uniforms	100.00	100.00	100.00	300.00
Utilities	-	-	-	-
Electric & Propane	2,500.00	3,200.00	3,500.00	9,200.00
Sewer & Waste Disposal	350.00	100.00	100.00	550.00
Telephone & Internet	1,300.00	1,300.00	1,300.00	3,900.00
Total Utilities	\$ 4,150.00	\$ 4,600.00	\$ 4,900.00	\$ 13,650.00
Warranty	5,000.00	5,000.00	5,000.00	15,000.00
Total Expenses	\$ 136,753.52	\$ 221,703.52	\$ 123,403.52	\$ 481,860.56
Net Operating Income	\$ 23,746.48	-\$ 9,303.52	\$ 63,996.48	\$ 78,439.44
Other Income				
Gain (Loss) on Sale of Assets	-	-	-	-
Interest Earned	30.00	30.00	30.00	90.00
Total Other Income	\$ 30.00	\$ 30.00	\$ 30.00	\$ 90.00
Other Expenses				
Miscellaneous	650.00	650.00	650.00	1,950.00
Reconciliation Discrepancies	-	-	-	-
Training	-	-	-	-
Total Other Expenses	\$ 650.00	\$ 650.00	\$ 650.00	\$ 1,950.00
Net Other Income	-\$ 620.00	-\$ 620.00	-\$ 620.00	-\$ 1,860.00
Net Income	\$ 23,126.48	-\$ 9,923.52	\$ 63,376.48	\$ 76,579.44