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.



Dated: October 30 2017

Mary Akn Whilpple United States Bankruptcy Judge

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

In re: Case No.: 17-33184

PRO FLO INDUSTRIES, INC.

Debtor

Case 110.. 17-3310-

Judge: WHIPPLE

AMENDED ORDER GRANTING MOTION

OF PRO FLO INDUSTRIES, LLC FOR

AUTHORITY TO USE CASH

COLLATERAL IN THE ORDINARY
COURSE OF BUSINESS ON AN INTERIM

BASIS

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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 <u>The Huntington National Bank ("Huntington Bank"</u> 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. 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.
 - 3. No creditor committee has been appointed to and through the date of this Order.
- 4. 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.
 - 5. 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 a Promissory Note and a Uniform Commercial Code Filing on August 26, 2016.

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, ADJDUGED 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 <u>and including</u> 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; <u>and</u>-

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 creditor 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 November 20,

2017. IT IS FURTHER ORDERED that a continued hearing for use of cash collateral shall be

held on November 16, 2017 at 10:30 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/Patricia A. Kovacs
Patricia A. Kovacs, 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

ProFlo Industries LLC Budget Overview: 90-Day Budget - FY17 P&L October - December 2017

	,	an 2017	Feb 2017	Mar 2017	Apr 2017	May 2017	Jun 2017	Jul 2017	Aug 2017	Sep 2017	Oct 2017	Nov 2017	Dec 2017	Total
Income						,								
Discounts		0.00	21.60	16.11	305.18	28.31	15.05	0.00	1,665.28	0.00	0.00	0.00	0.00	2,052.53
Miscellaneous Income		0.00	0.00	0.00	84.54	0.00	0.00	-41.09	0.00	0.00	2,119.70	0.00	0.00	2,163.15
Sales		233,332.21	130,920.30	316,785.26	421,697.61	808,074.18	117,135.51	828,440.02	619,253.76	800,198.88	895,662.79	625,000.00	400,000.00	6,196,500.52
Shipping Income		1,172.76	5,800.41	4,213.53	12,022.88	14,031.87	2,938.11	3,431.08	961.07	1,712.53	7,504.57	5,000.00	5,000.00	63,788.81
Total Income Cost of Goods Sold	\$	234,504.97	136,742.31	\$ 321,014.90	\$ 434,111.21	\$ 822,134.36	\$ 120,088.67	\$ 831,830.01	\$ 621,880.11	\$ 801,911.41	\$ 905,287.06	\$ 630,000.00	\$ 405,000.00	\$ 6,264,505.01
	_													
Cost of Goods Sold		643.00	0.00	732.27	-3,700.00	241.31	3,553.50	3,599.80	-3,553.50	0.00	0.00	0.00	0.00	1,516.38
Cost of labor - COS		34,933.03	35,204.28	47,375.87	37,204.64	33,954.16	37,503.38	40,615.29	46,798.36	60,101.20	45,000.00	45,000.00	60,000.00	523,690.2
Freight & delivery - COS Other Costs - COS		8,491.63	53,434.69	14,508.88	17,926.96	21,556.72	10,452.71	6,487.96	22,513.37	6,641.32	26,000.00	48,000.00	32,000.00	268,014.2
Other Costs - COS Payroll Taxes - COGS		3.767 35	3.483.61	6 323 46	3.058.25	2 715 68	2 930 85	3,170,90	3.884.58	5.026.30	3.880.00	3,880.00	5.500.00	47 688 0
Purchases		256,909.47	273,751.97	120,413.23	225,887.77	429,290.19	179,078.89	177,719.19	167,451.03	118,969.33	325,000,00	395,000.00	395,000.00	3,084,471.0
Purchases Shipping and delivery expense		1,117,73	1,986,12	3.645.63	225,887.77	429,290.19	6,299,34	5.133.62	3,798.36	2.692.85	3,000,00	3,000.00	3,000.00	3,084,471.0
Subcontractors - COS		10,000,00	8.082.70	8 928 13	11 844 80	6,600.00	15 931 52	12 495 97	3,790.30 4.261.32	239.50	2,010.65	2,000.00	2,000.00	84,174.6
Supplies & Materials - COGS		0.00	0.00	0.00	0.00	0.00	16.20	0.00	0.00	0.00	26.50	0.00	0.00	42.7
Total Cost of Goods Sold	\$	315.858.77 5		\$ 201,997,47							\$ 404,917,15		\$ 497,500.00	
Gross Profit	- 4							\$ 582,607.28						\$ 2,234,111,3
Expenses		,	,		,			,	,	,		,		
Advertising	_	1.922.24	5.823.97	4.191.49	1.056.08	599.93	4.004.43	4.309.92	7.808.16	4.238.43	4,000,00	4,000.00	4.000.00	45.954.65
Automobile Expense		690.70	586.90	939.12	1,177.91	1,411.62	1,465.49	5,850.67	1,445.14	1,414.54	2,364.00	2,364.00	2,364.00	22,074.0
Bank Charges		903.84	709.34	984.31	818.05	1,218.99	906.70	778.11	1,436.44	394.25	270.56	800.00	800.00	10,020.5
Charitable Contributions		160.33	0.00	0.70	775.00	0.00	0.00	505.00	5.00	1.00	0.00	0.00	0.00	1,447.03
Dues & Subscriptions		776.54	228.76	627.97	662.19	998.56	932.57	812.75	1,304.28	514.35	147.80	700.00	700.00	8,405.77
Freight & Delivery		42.45	1,126.51	3,719.46	554.61	1,044.90	266.33	0.00	273.60	2,591.71	1,085.00	1,065.00	1,065.00	12,814.5
Hazmat		29.65	17.50	35.15	33.90	43.25	15.00	39.15	15.00	37.90	29.61	29.00	29.00	354.11
Insurance		5,372.94	6,626.28	6,410.37	7,197.18	6,718.67	5,874.41	7,495.54	7,132.27	1,540.01	6,797.11	6,500.00	35,000.00	102,664.78
Huntington Bank		56.90	60.75	135.58	21.96	308.65	301.74	412.10	0.00	150.75	165.00	165.00	165.00	1,943.43
Job Materials		0.00	425.90	443.44	474.93	328.52	230.36	260.44	602.16	385.84	400.00	400.00	400.00	4,351.51
Legal & Professional Fees		4,254.00	17,819.04	0.00	0.00	19,472.73	3,691.00	38,713.40	4,661.85	2,491.78	0.00	0.00	0.00	91,103.80
Meals and Entertainment		246.71	610.07	361.97	256.73	642.88	678.10	932.22	490.47	1,877.36	600.00	600.00	600.00	7,896.5
Medical		20.00	372.07	115.84	436.12	40.00	200.00	0.00	0.00	0.00	60.00	0.00	0.00	1,244.03
Office Expenses		1,510.73	840.38	686.84	1,129.05	1,100.95	1,690.96	737.22	1,358.39	690.34	500.00	500.00	500.00	11,244.88
Other General and Admin Expenses Payroll Expenses		511.30	30.00	512.47	30.00	2,085.54	30.00	-2,609.32	2,003.03	30.00	900.00	30.00	900.00	4,453.0
Payroll Expenses Tayes	_		134115		945.74		2 021 93	798.96	1 875 66		2 000 00	2 000 00		
Taxes Weges		1,123.91	1,341.15	2,348.59 17.686.63	11,495,38	1,530.42	2,021.93	798.96 11.049.75	1,875.86	3,130.19 35.135.68	2,000.00	24,000.00	2,000.00	21,116.55 248.629.53
941 / 940 & O3 SUTA		10,470.07	11,621.44	17,000.03	11,495.36	10,704.00	24,309.01	11,049.75	22,009.20	30,130.00	19,000.00	16,000.00	32 500 00	67 500 0
Total Payroll Expenses	\$	11,600.58	12,962.59	\$ 20,035.22	\$ 12,441.12	\$ 18,315.30	\$ 26,391.74	\$ 11,848.71	\$ 23,884.94	\$ 38,265.87	\$ 45,000.00	\$ 42,000.00	\$ 74,500.00	\$ 337,246.0
Postage		852.41	12.69	7.20	0.00	0.00	8.79	102.30	0.00	0.00	49.00	49.00	49.00	1,130,31
Promotional		0.00	0.00	-189.44	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	-189.44
Promotional Items		207.00	0.00	0.00	0.00	0.00	0.00	384.00	400.00	0.00	0.00	0.00	0.00	991.00
Reimbursements		200.00	200.00	200.00	200.00	301.35	324.93	260.99	275.00	508.26	400.00	400.00	400.00	3,670.5
Rent or Lease		296.59	324.06	329.57	476.49	422.38	326.49	1,038.19	331.11	240.49	300.00	300.00	300.00	4,685.3
Rent or Lease of Buildings		3,292.95	3,368.17	3,368.17	3,368.17	3,442.37	3,442.37	3,442.37	3,517.33	3,517.33	3,517.33	3,517.33	3,517.33	41,311.22
Repair & Maintenance		0.00	507.14	392.99	78.00	0.00	0.00	33.39	478.00	165.38	0.00	0.00	0.00	1,654.90
Service Charges/Tax		118.42	34.74	40.64	197.45	49.86	4.69	16.64	38.66	42.52	25.00	25.00	25.00	618.6
Software		39.00	0.00	76.00	0.00	1,374.83	0.00	0.00	0.00	0.00	137.56	12,000.00	0.00	13,627.3
Subcontractors		10,061.94	23,324.64	35,886.56	28,708.62	31,973.21	31,702.05	37,408.90	369,500.00	16,500.00	16,500.00	16,500.00	16,500.00	634,565.9
Supplies		1,695.34	439.84	626.12	889.99	985.62	598.46	1,758.66	3,382.60	1,045.81	1,000.00	1,000.00	1,000.00	14,422.4
Taxes & Licenses		3,360.02	110.00	0.00	0.00	0.00	3,360.02	0.00	0.00	0.00	0.00	0.00	0.00	6,830.0
Tools Travel		77.99 14.547.42	9.585.02	462.12 11.320.19	1,893.43	128.72 7.308.48	114.88 8.678.20	9.717.08	501.86 10.761.99	77.00 7.395.78	39.99 8.000.00	0.00	8.000.00	3,295.9
Travel Meets		1,199.82	1,319.67	1.863.45	141.89	7,300.40 832.40	293.23	1,477.07	746.41	7,393.78	1,000,00	1,200.00	1,200.00	11 326 1
Travel Meats		1,199.82	2 169 53	1,863.45	141.89 848.70	632.40	293.23	1,477.07	4.173.27	252.18 117.20	1,000.00	1,200.00	1,200.00	9,393.6
Uniforms		3,615.29	1,727,76	2.995.84	1,376.11	1.895.10	2.062.93	2.433.46	1,546.55	2.002.97	1,258.09	2.400.00	3.000.00	26,314.1
Warranty		0.00	1,464.96	0.00	33.69	61.23	96.57	394.84	433.00	3,417.02	400.00	400.00	400.00	7.101.3
Total Expenses	5	41,366,02			\$ 40,972,63		\$ 51,013,61	\$ 58,467.89	\$ 396,085,78		\$ 32,626,97	\$ 45,791,33	\$ 34,391,33	
Net Operating Income	-5	122,719.82	\$ 283,769,28	\$ 61,398,27	\$ 98,974,87	\$ 274,175,51	-\$ 186,691,33	\$ 524,139.39	-\$ 19,359,19	\$ 572,958.88	\$ 467,742.94	\$ 87,328,67	-\$ 126,891.33	\$ 1,347,287,5
Other Income														
Interest Earned	_	70.98	39.18	31.23	21.10	21.37	25.73	23.28	21.20	22.00	22.00	22.00	22.00	342.0
Total Other Income	\$	70.98	\$ 39.18	\$ 31.23	\$ 21.10	\$ 21.37	\$ 25.73	\$ 23.28	\$ 21.20	\$ 22.00	\$ 22.00	\$ 22.00	\$ 22.00	\$ 342.0
Other Expenses														
Miscellaneous		-0.01	49.00	942.35	0.00	2,952.85	571.77	3,748.13	2,419.86	0.00	0.00	0.00	0.00	10,683.9
Outside Services		1,054.78	1,552.28	941.04	908.87	2,059.84	790.89	2,200.72	829.89	621.89	400.00	100.00	100.00	11,560.2
Training		25.00	0.00	20.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	45.0
Vehicle Licensing Fees		19.50	19.00	29.50	33.00	31.00	6.50	0.00	75.50	6.50	6.50	6.50	6.50	240.0
Total Other Expenses	\$	1,099.27												
Net Other Income	-\$	1,028.29		-\$ 1,901.66	-\$ 920.77		-\$ 1,343.43	\$ 5,925.57	-\$ 3,304.05	-\$ 606.39		-\$ 84.50		-\$ 22,187.01
Net Income	.4	123.748.11	\$ 285 350 38	\$ 59,496.61	\$ 98,054,10	\$ 269 153 19	S 188 034 76	\$ 518 213 82	.5 22 663 24	\$ 572 352 49	\$ 487 358 44	\$ 87 244 17	S 126 975 83	\$ 1 325 100 50

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