FILED
June 23, 2011

Clerk, U.S. Bankruptcy Court

Below is an Order of the Court.

FRANK R. ALLEY
U.S. Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT

DISTRICT OF OREGON

In re)
) Case No. 11-62723-fra11
Olsen Agricultural Enterprises LLC,)
an Oregon limited liability company,) Chapter 11
)
Debtor.) FINAL ORDER AUTHORIZING
) DEBTOR TO USE CASH
) COLLATERAL AND GRANTING
) ADEQUATE PROTECTION TO
) PREPETITION SECURED PARTIES
)

On June 3, 2011, the Court entered herein as Document #23 its Interim Order

Authorizing Debtor to Use Cash Collateral and Scheduling a Final Hearing (the "Interim

Order"). At the hearing held on June 13, 2011, the Court continued the final hearing until July

13, 2011. At a hearing held on June 20, 2011, (i) Rabo Agrifinance, Inc. ("Rabo") withdrew its

opposition to the motion in connection with its agreement to provide a debtor in possession loan
facility to the Debtor, and (ii) the Court authorized, on a final basis, the Debtor's use of cash

collateral on the terms set forth in the Interim Order and cancelled the hearing scheduled for

July 13, 2011. Based on the entire record of this case, the Court makes the following findings of fact and conclusions of law:

- A. On June 1, 2011 (the "Petition Date"), the Debtor filed herein a voluntary petition under Chapter 11 of the Bankruptcy Code. The Debtor is continuing in the management and possession of its business and properties as debtor in possession under sections 1107 and 1108 of the Bankruptcy Code. On June 9, 2011, the Official Committee of Unsecured Creditors was appointed by the United States trustee. As of the date hereof, no trustee or examiner has been requested or appointed in this case.
- B. The Debtor is the surviving entity of a merger transaction that was consummated on June 1, 2011. In the merger transaction, Olsen Agricultural Company, Inc., an Oregon corporation, Jenks-Olsen Land Co., an Oregon general partnership, Olsen Vineyard Company, LLC, an Oregon limited liability company, and The Olsen Farms Family Limited Partnership were merged with and into the Debtor.
- C. The following creditors (each a "Secured Creditor" and collectively the "Secured Creditors") have or may claim to have an interest in the Debtor's existing cash collateral (as defined in section 363(a) of the Bankruptcy Code) and/or in the Debtor's accounts, payment intangibles, farm products or inventory that will be collected or sold by the Debtor postpetition in the ordinary course of business:
 - (1) Rabo;
 - (2) BFS International, LLC;
- (3) United States of America, acting by and through the Internal Revenue Service;

- (4) Ledeboer Seed, LLC; and
- (5) Callisons, Inc. d/b/a Callisons and Sons.
- D. The relief requested in the motion (i) is necessary to enable the Debtor to continue the operation of its business in an orderly manner, to make deposits with utility service providers, to pay payroll and other postpetition operating expenses, and to satisfy other working capital and operational needs, (ii) constitutes a critical element to achieving a successful reorganization of the Debtor, and (iii) best serves the interests of the estate.
- E. Absent authority to use cash collateral, the Debtor will have to curtail or terminate its business operations to the detriment of all parties interest. Among other things, the termination of business operations would result in the loss of a sizable investment made in the Debtor's growing crops.
- F. Rabo has consented to the use of its cash collateral under the terms of this Order in connection with the Final Order Authorizing Debtor to Obtain Postpetition Financing and Granting Adequate Protection to Prepetition Secured Parties entered herewith (the "Final DIP Financing Order"). The adequate protection offered to the other Secured Creditors in the motion is reasonable and appropriate in the circumstances.
- G. Sufficient and adequate notice of this Order have been given in accordance with Bankruptcy Rule 4001, and no other or further notice need be given for entry of this Order.

Based on the foregoing, it is hereby

ORDERED that:

1. The Debtor is authorized to use cash collateral on a final basis for the purposes of funding expenditures consistent with the budget attached hereto as <u>Exhibit A</u> (as updated and

revised from time to time in accordance with the terms of this Order, the "Approved Budget").

Page 3 of 7 - FINAL ORDER AUTHORIZING DEBTOR TO USE CASH COLLATERAL AND GRANTING ADEQUATE PROTECTION TO PREPETITION SECURED PARTIES

The Debtor may make expenditures in excess of the amounts set forth in the Approved Budget so long as the total variance does not exceed, on a cumulative basis, 15 percent of the total budgeted expenses through the end of the applicable period, and shall be permitted to carry forward from a prior four-week period to the next two succeeding four-week periods any unused portion of the actual amounts attributable to the prior four-week period.

2. As adequate protection for the Debtor's use of cash collateral, (a) the Secured Creditors are hereby granted replacement liens on the Debtor's postpetition personal property (each a "Replacement Lien" and collectively the "Replacement Liens"), in each case limited to the same kinds or categories of property that the Secured Creditor had a lien on or security interest in as of the Petition Date, with the Replacement Liens to have the same relative priorities vis-a-vis each other as the prepetition liens and security interests have to each other, and (b) to the extent a Replacement Lien proves to be inadequate to protect against any diminution in the value of a Secured Creditor's interest in the Debtor's prepetition property resulting from the Debtor's postpetition use of cash collateral, the affected Secured Creditor will be entitled to an allowed administrative expense claim under section 503(b) of the Bankruptcy Code that will have superpriority as provided in section 507(b) of the Bankruptcy Code and will be secured by an additional perfected lien on all property of the estate (real and personal, tangible and intangible), whenever acquired or arising, other than claims and causes of action of the estate arising under Chapter 5 of the Bankruptcy Code, subject only to (A) any and all validly perfected security interests and liens extant as of the Petition Date, (B) the Replacement Liens, and (C) the DIP Liens and Adequate Protection Liens, as such terms are defined in the Final DIP Financing Order.

- 3. The Replacement Liens shall be (i) in addition to all other security interests and liens securing the Secured Creditors' claims extant as of the Petition Date, and (ii) perfected and enforceable by operation of law upon the entry of this Order without regard to whether such security interests and liens are perfected under applicable nonbankruptcy law.
- 4. The Debtor shall, from time to time upon the written request of a Secured Creditor, furnish to such Secured Creditor all information concerning the Debtor's business operations and the Secured Creditor's collateral as may be reasonably requested.
- 5. On each Friday of every week, beginning June 24, 2011, the Debtor shall deliver to Rabo via email: (i) a variance report detailing (x) the cash expenditures for the prior week and a comparison to the Approved Budget for that week, (y) the cumulative cash expenditures for all of the prior weeks since the Petition Date and as compared to the Approved Budget for such weeks, and (z) a narrative explanation of the variances between the actual weekly expenditures and the budgeted weekly expenditures; and (ii) an updated weekly cash flow forecast for the then remaining period of the Approved Budget (the "Updated Budget"), consistent with the Approved Budget (collectively, the "Weekly Reports"). The Weekly Reports shall be in form and substance satisfactory to Rabo. Subject to the approval of Rabo, which shall not be unreasonably withheld or delayed and which shall not require any further Bankruptcy Court approval, the Updated Budget shall be deemed the Approved Budget. Compliance with the Approved Budget shall be measured on a weekly basis.
- 6. The Debtor is authorized to take all actions necessary to effectuate the relief granted by this Order. In furtherance hereof, among other things, the Debtor is hereby appointed as each Secured Creditor's attorney-in-fact, with full authority in the place and stead of each

Secured Creditor and in its name or otherwise, to (i) receive, indorse and collect all checks, instruments or other payment items made payable to one or more of the Secured Creditors, or jointly to the Debtor and one or more Secured Creditors, representing payment in respect of the Debtor's accounts, payment intangibles, farm products or inventory, and (ii) give full discharge for the same.

- 7. The provisions hereof and the effect of any actions taken hereunder shall survive issuance and entry of any order converting this case to one under Chapter 7 of the Bankruptcy Code or dismissing this Chapter 11 case. The priorities, liens and security interests granted herein shall continue in this or any superseding case under the Bankruptcy Code, and any such liens and security interests shall maintain their priority as provided herein until satisfied and discharged subject to the Bankruptcy Code.
- 8. Nothing herein shall (i) impair or limit any of the Secured Creditors' rights and remedies in this case or in any superseding case under the Bankruptcy Code, including the right to seek conversion or dismissal, or (ii) prejudice the right of a Secured Creditor to seek a modification of this Order for additional adequate protection.
- 9. Nothing herein shall constitute a determination of the rights or interests of the Secured Creditors other than as specifically set forth in this Order. Without limiting the generality of the foregoing sentence, nothing herein shall constitute a determination with respect to (i) the allowability or amount of any claim, (ii) the validity, enforceability or perfection or nonperfection of the Security Creditors' liens or security interest, or (iii) the extent or priority of any of the Security Creditors' liens or security interests. In the event that a Secured Creditor's prepetition lien or security interest is avoided or determined to be avoidable under any applicable

provision of the Bankruptcy Code, then any Replacement Liens and any superpriority treatment provided herein to such Secured Creditor shall also be avoided.

- 10. This Order shall be effective immediately upon its entry.
- 11. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

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Presented by:

/s/ David A. Foraker
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Attorneys for Debtor

cc: ECF Participants

Exhibit A – Approved Budget

	Week	,	ſ	,	•	٠	,	,									
		1 00	1				ı	1	2	9	10	11	12	13	14	22	- 1
Receipts:		SU-INI		T9-200-17	ZU-Jun-13	7 27-Jun-21	4-Jul-11	11-30-11	18-Jul-11	25-701-11	1-Aug-11	8-Aug-11	15-Aug-11	22-Aug-11	29-Aug-11	5-Sep-11	
200		114,000	200 48,000	48,000	48,000	40,000	40,000	40,000	40,000	40,000	000'89	000'89	68,000	000'89	000'89	68.000	
400				•		٠	,	,			. •	. •		00009	100,000	100.001	
200	Row Crops			•	•		•		,	1						Contant.	
600	Fruit (Blueberry)			,	,	•	,			•	11,000	11,000	11 000	11 000	900	0003	
700	Nut			,		•	,	٠	,			,		-	2006	2	
900	900 Wine & Grapes	16,	16,000 16,000		16,000	31,000		12,000	12,000	12,000	12.000	12 000	12.000	12 000	13.000	, ,	
	Rent			3,000				3,000				3,000	,	,	2001	***	
_	Total Receipts	130,000	000 64,000	67,000	64,000	71,000	26,000	55,000	52,000	52,000	91,000	94,000	91,000	151,000	185,000	186,000	186,000
;																	
Disbursements	ents																
	Brokerage Fees		720 720	027	327	027	027	720	720	720	1,020	1,020	1,020	1,020	1,020	1.020	
	Rent (Land Leases)		•	1	•	•	•	,	•			. •	. •	. '	,	ļ .	
	Chemicals & Fertilizer		20,000			•	,	٠	20,000	20,000	20,000	20,000	20,000	,			
	Fuel, Oil & Nat. Gas	, 6	6,400 6,400	5,400	6,400	18,000	18,000	18,000	18,000	20,500	20,500	20,500	20,500	20,500	20.500	20.500	^
	Misc Production costs	ĭ	1,030 1,030					1,030	1,030	1,030	11,030	1,030	1,030	1.030	1.030	1.030	•
	Property Taxes - Current			•	,	•	,	,			. '	. •	. ,	. '			
	Utilities	w,	3,000 3,000			3,000	3,000	3,000	3,000	3,000	4,000	4,000	4,000	4.000	4.000	3000	3,000
	Repairs & Maintenance		- 25,000	25,000				,									
	Misc. Maint. Supplies		330 330		330			330	330	330	330	330	330	330	330	330	
	Shipping & Handling	₩					1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1.000	1.000
	Wine Processing and Bottling	ed .		2,000		1,000	•	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	-
	Payroll	15,			1	85,250		123,250	,	131,000	,	110,000	,	110,000	,	75,000	
	Payroll tax ER portion	ı,					,	13,558		14,410		12,100	,	12,100		8,250	
	Sales & Marketing Expense		788 788		788			788	788	788	788	788	788	788	788	788	
	Admin Expenses		- 2,896	•	•	•	2,896	,		,	2,896					2.836	
	Instrance			1	16,6			,		9,910				9,910			
	Institution							,		9,910				9,910			
	Equipment Leases		2,730	2,000		7,200	2,730	2,000	2,000	7,200		2,730	,	2,000	7,200	2,730	
	Contingency	ī			10,259			8,834	3,093	10,994	3,578	9,175	2,933	8,884	2,293	6,327	
	Total Disbursements	32	32,756 100,898	192,986		134,081	32,018	185,510	64,962	230,883	75,142	192,673	61,602	186,562	48,162	132,871	39,552
ash Flow fo	Cash Flow from Operations	76	97,244 (36,898)	(125,986)	(151,437)	(63,081)	23,982	(130,510)	(12,962)	(178,883)	15,858	(98.6/3)	29.398	(35.567)	137.838	53.179	•
Accumulate	Accumulated Cash Flow	76	97,744 60,346						(200 647)	(02.002)	(00)	1000 2007	tera sent	1001	1000 0000	177	

	Week																
	peginning	1	2	3	4	S	9	7	00	6	10	#	12	13	14	35	16
		30-May-11	6-Jun-11	13-Jun-11	20-Jun-11	27-Jun-11	4-Jul-11	11-Jul-11	18-Jul-11	25-Jul-11	1-Aug-11	8-Aug-11	15-Aug-11	72,4194-11	29.Atte.11	5 Con 11	12 Can 11
Non Operating Items							ı						-	-	110000	170000	14-36-21
Receipts																	
DIP Financing		•	٠	675,000		,			2,325,000	,							
Equipment Sales				,			,										
Land Sales		•				٠		,									
Total Receipts			,	675,000	*			- 2	2,325,000		,	·		. ,			. .
Disbusement																	
Rabo Note	20.4	**	•														
Rabo Line of Credit	80.8			, ,									•			,	
DIP Loan Fees			٠	000.55					00000			,	,				
DIP Loan Expense		30,000	,	30,000	,				onder.				,	•		,	•
DIP Loan Interest Expense	2		,		,	٠		6.750	,	,		30,000					
JRS Secured Claim			٠		٠	,			125.000			oporas					30,000
tand Lease Cure Payments			•		,	٠	,	,	2000								
Utility Deposits		15,000			002.22												
Professional Fees					7											,	
Appraisals		•	,	,		,			20,000		15.000	,		,			
Hamstreet				,					160.000	,					200000	ı	
Greene & Markley		•					,		125,000						125,000		,
Tax Accountants				,		,	,	,							000,24		
Committee Counsel										,					25,000		,
UST Fees				,	,					4875				•		,	•
Total Disbursements		45,000		27,000	22,200	,		6,750	553,000	4,875	15,000	30,000		-	270,000		30,000
Total Non Operating Cash Flow		{45,000}	1	618,000	(22,200)		,	(6,750)	,772,000		(15,000)	(30,000)			(270,000)	,	(30,000)
Accumulated Cash Flow Lowest Accum Cash Value	(45,000) 30-May-11		(45,000)	573,000	550,800	250,800	250,800		2,316,050	2,311,175	2,296,175	2,266,175	2,266,175	2,266,175	1,996,175	1,996,175	1,966,175
Beginning Cash Balance		43,442	95,686	58.788	550.802	377 165			200 807	1 959 845	1 775 097	1 776 946	4 546 773	E	90, 60,		300
Cash Flow - Operations		97.244		(125,986)	(151 437)	(63.081)	23 982		(12 962)	(478 862)	15 050	1,170,000	7/2/9701	1,6/1/6/1	1,642,108	1,509,947	1,563,076
Cash Flow - Non Operating		(45,000)		618,000	(22,200)	(vanion)		(6.750)	1,772,000	(4.875)	15.000	(30,001)	355,23	(35,552)	137,838	53,129	146,448
Ending Cash Balance		95.686	58.788	550.802	377.165	314.085	339 055	1	OCO OAE	7 272 007	1 775 045	orr or .	OF THE .	200000	(2/0/00)		(30,000)

	470																
	beginning	17	18	19	20	77	22	23	24	22	56	27	78	Ŕ	30	31	
	'	19-Sep-11	26-Sep-11	3-04-11	10-0d-11	17-Oct-11	24-04-11	31-Oct-11	7-Nov-11	14-Nov-11	21-Nov-11	28-Nov-11	S-Dec-11	12-Dac-13	19-Dac-11	26-Dec-11 Total	
Receipts:																	
200 Seed		000'89	000'89	000'89	98,000	000'89	68.000	68.000	00089	000	000 89	68 000	20,000	000,02	00000	00000	1 763 000
400 Mint (net)		175,000	٠	. •	1 000 000	. '				1		200	nanda.	ana'ay	***	20000	7,702,000
					anadanat.		,			,			ı				1,535,000
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		6,000	2,000	2,000	2,000	1,000	1,000	1,000			1		,				77,000
700 Nut				•			,		,			,	,		20,000	20,000	40,000
		000'6	2,000	35,000	35,000	80,000	80,000	79,000	79,000	75,000	75,000	30.000	30.000	30,000	30,000	20,000	920.000
Rent				. •	3,000	. •	. •		3,000			-	e e	3,000	annine.	onn'ne	31,000
Total Receipts	•	258,000	75,000	105,000	1,108,000	149,000	149,000	148,000	150,000	143,000	143,000	000'86	50,000	87,000	104.000	104.000	4.467.000
Disbursements																	
Brokerage Fees		1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1.020	300	300	300	300	26.040
Rent (Land Leases)		•					,		450,000	. •	. '			:			410,000
Chemicals & Fertilizer		•		,				٠				. ,					450,000
Fuel, Oil & Nat. Gas		20.500	20.500	20.500	20,500	20,500	005.00	003.9	0.00	0033	2					. !	000'076
Mkc Production costs		1 030	1030	020	1 030	000,1	1,030	0000	0,300	one's	9,500	005'9	005	4,000	4,000	4,000	435,600
Department Total		Den't	7,030	OCO'T	T'020	1,030	nen'r	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	41,924
station ages canein		٠.							24,000								24,000
Commes		3,000	3,000	3,000	3,000	3,000	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	83,000
Repairs or Maintenance																	20,000
Misc. Maint, Supplies		330	330	330	330	330	330	330	330	330	330	330	330	330	330	330	10,230
Shipping & Handling		1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	31,000
Wine Processing and Bottling			٠	25,000	25,000	25,000	25,000	25,000	25,000			•	,			. •	261,200
Payroll		75,000	,	70,000		100,000		100,000		60,000		60,000	,	55,000	,	25,000	1,300,000
Payroll tax ER portion		8,250		2,700		11,000		11,000		6,600		6,600	,	6,050	,	6.050	143,000
Sales & Marketing Expense		788	788	788	788	788	788	788	788	788	788	788	788	788	788	788	24,442
Admin Expenses			,	2,896	,	,		٠	2,896	,	,		2,896		,		20.269
Insurance		9,910	,	•	,	,	9,910			٠	9,910		. '		ı	9.910	69.370
Equipment Leases		2,000	7,200	2,730		2,000	7,200		2,730			7,200	2,730			2.200	114.510
Contingency	•	6,391	1,743	6,800	2,633	8,533	3,414	7,408	25,840	3,938	1,104	4,298	258	3,500	797	4.355	177 979
Total Disbursements		134,220	36,612	142,793	55,302	179,202	71,692	155,577	542,633	82,707	23,182	290,267	17,927	73,498	965,6	91,464	3,632,564
Cash Flow from Operations		123,780	38,388	(37,793)	1,052,698	(30,202)	77,308	(17577)	(392,633)	60,293	119,818	7.733	32.073	13.502	94.604	12 536	834 436
Accumulated Cash Flow		(206,313)	(167,924)	(205,718)	846,980	816,779	894,087	886,510	493.876	554,170	673.988	127.139	713.793	797.747	821 900	854.436	200, 100

	Week																
	beginning	17	18	19	22	17	23	23	74	SZ.	56	22	88	ę,	Ş	7	
		19-Sep-11	26-Sep-11	3-Oct-11	10-04-11	17-0ct-11	24-Oct-11	31-0ct-11	7-Nov-11	14-Nov-11	21-Nov-11	28-Nov-11	S.Doc.11	12-Dac-11	19.Dac.11	26 Dec 11 Tees	75
Non Operating Items													1	17.100.77	1230661	11-0a0-07	121
Receipts																	
DIP Financing			,		•	,				,	,						000
Equipment Sales		•	•		,				,							•	syonomore
Land Sales		-			,		,	1,000,000	,	,							, 000
Total Receipts				,			,	1,000,000									4 000 000
Disbursements																	
Rabo Note	*5.9	,															
Rabo Line of Credit	290.8			,			,	84,281			,	84,281		,		84,281	252,842
DiP Loan Fees								175,45	,			94,927		,		94,927	284,780
Dip loss Expense				•											4		120,000
DIB on between Frances		4							,					,	,		900'09
100 Courses Claim	12%		•		30,000				30,000	,		•	,	30,000			156,750
IKS Secured Claim			,				,					,			,		125.000
Land Lease Cure Payments				,				,	,			1	300,000	,			300,000
Utility Deposits				,		•	,						,	,	٠	,	37.200
Professional Fees																	
Appraisals				,	1	•		٠	,				,				000 39
Hamstreet				100,000		,			100,000	,						140.000	20000
Greene & Markley				125,000	,	•		,	125.000	,	,					175,000	620,000
Tax Accountants		•	,	25,000	•			,								753,000	20000
Committee Counsel			,	•		,											oon'ne
UST Fees		,		,		٠	6,500			,	•						37.5 4.5
Total Dishursements		ı		250,000	30,000		6,500	179,207	255,000	,		179,207	300,000	30,000		444,207	2,707,947
Total Non Operating Cash Flow				(250,000)	(30,000)		(6,500)	820,793	(255,000)			(179,207)	(300,000)	(30,000)	,	(444,207)	1.292.053
Accumulated Cash Yolue Lowest Accum Cash Value	(45,000) 30-May-11	1,966,175	1,966,175	1,716,175	1,686,175	1,686,175	1,679,675	2,500,468	2,245,468	2,245,468	2,245,468	2,066,260	1,766,260	1,736,260	1,736,260	1,292,053	
Beginning Cash Balance		1,679,524	1,803,304	1,841,693	1,553,899	2,576,597	2,546,396	2,617,204	3,430,420	2,782,786	2,843,080	2,962,897	2,791.423	2.523.496	2.506.998	2,601,602	43.447
Cash Flow - Operations		123,780	38,388	(37,793)	1,052,698	(30,202)	77,308	(7,577)	(392,633)	50.293	119.818	7.733	32.073	13.502	909 VB	12 526	200,436
Cash Flow - Non Operating				(250,000)	(30,000)	,	(6,500)	820,793	(255,000)			(179,207)	(300,000)	(30,000)	,	(444,207)	1.292.05
Ending Cash Balance		1,803,304	1,841,693	1,553,899	2,576,597	2,546,396	2,617,204	3,430,420	2,782,786	2,843,080	2,962,897	2,791,423	2,523,496	2,506,998	2,601,602	2 169 931	2 169 931