 1 2 3 4 	Tara J. Schleicher, OSB #954021 Margot D. Seitz, OSB #075982 Farleigh Wada Witt 121 SW Morrison Street, Suite 600 Portland, Oregon 97204-3136 Telephone: (503) 228-6044 TSchleicher@fwwlaw.com					
5	MSeitz@fwwlaw.com					
6	Attorneys for Debtor Ameriflex Engin	neering, LLC				
7						
8	IN THE UNITED STA	TES BANKRUPTCY COURT				
9	FOR THE DIS	TRICT OF OREGON				
10	In re	Case No. 17-60837-tmr11				
11	Ameriflex Engineering, LLC	MOTION TO APPROVE DEBTOR'S SECOND SUPPLEMENTAL ORDER				
12	Debtor.	AUTHORIZING DEBTOR'S FINAL USE OF CASH COLLATERAL AND GRANTING				
13		ADEQUATE PROTECTION				
14		Expedited Consideration Requested				
14 15		Expedited Consideration Requested				
15	Ameriflex Engineering, LLC	Expedited Consideration Requested C ("Debtor" or "Ameriflex"), moves the Court				
15 16						
15 16 17	pursuant to 11 U.S.C. § 363(c), Fed. R. Ban	C ("Debtor" or "Ameriflex"), moves the Court				
15 16 17 18	pursuant to 11 U.S.C. § 363(c), Fed. R. Band the entry of a second supplemental order	C ("Debtor" or "Ameriflex"), moves the Court kr. P. ("FRBP") 4001(d), and L.B.R. 4001-1(D) for				
15 16 17 18	pursuant to 11 U.S.C. § 363(c), Fed. R. Band the entry of a second supplemental order granting adequate protection. This motion is	C ("Debtor" or "Ameriflex"), moves the Court kr. P. ("FRBP") 4001(d), and L.B.R. 4001-1(D) for authorizing the Debtor to use cash collateral and				
15 16 17 18 19 20	pursuant to 11 U.S.C. § 363(c), Fed. R. Band the entry of a second supplemental order granting adequate protection. This motion is	C ("Debtor" or "Ameriflex"), moves the Court kr. P. ("FRBP") 4001(d), and L.B.R. 4001-1(D) for authorizing the Debtor to use cash collateral and as supported by the files and records herein and the best not request any of the provisions set forth in LBF				
15 16 17 18 19 20	pursuant to 11 U.S.C. § 363(c), Fed. R. Band the entry of a second supplemental order granting adequate protection. This motion is points and authorities below. This motion do 541.5 (Guidelines Regarding Motions for Use	C ("Debtor" or "Ameriflex"), moves the Court kr. P. ("FRBP") 4001(d), and L.B.R. 4001-1(D) for authorizing the Debtor to use cash collateral and as supported by the files and records herein and the best not request any of the provisions set forth in LBF				
115 116 117 118 119 220 221	pursuant to 11 U.S.C. § 363(c), Fed. R. Band the entry of a second supplemental order granting adequate protection. This motion is points and authorities below. This motion do 541.5 (Guidelines Regarding Motions for Use On May 1, 2017, the Court e	C ("Debtor" or "Ameriflex"), moves the Court kr. P. ("FRBP") 4001(d), and L.B.R. 4001-1(D) for authorizing the Debtor to use cash collateral and is supported by the files and records herein and the pes not request any of the provisions set forth in LBF e of Cash Collateral or to Obtain Credit).				
14 15 16 17 18 19 20 21 22 23	pursuant to 11 U.S.C. § 363(c), Fed. R. Band the entry of a second supplemental order granting adequate protection. This motion is points and authorities below. This motion do 541.5 (Guidelines Regarding Motions for Use On May 1, 2017, the Court et Cash Collateral and Granting Adequate Prote	C ("Debtor" or "Ameriflex"), moves the Court kr. P. ("FRBP") 4001(d), and L.B.R. 4001-1(D) for authorizing the Debtor to use cash collateral and is supported by the files and records herein and the best not request any of the provisions set forth in LBF e of Cash Collateral or to Obtain Credit).				
15 16 17 18 19 20 21 22 23	pursuant to 11 U.S.C. § 363(c), Fed. R. Band the entry of a second supplemental order granting adequate protection. This motion is points and authorities below. This motion do 541.5 (Guidelines Regarding Motions for Use On May 1, 2017, the Court expectation of Cash Collateral and Granting Adequate Protection order authorized the Debtor use cash collateral and Cash Collateral and Granting Adequate Protection or Cash Collateral Adequate Protection or Cash Collateral Adequate Protection or Cash Collateral Adequate Protection or Cash Co	C ("Debtor" or "Ameriflex"), moves the Court kr. P. ("FRBP") 4001(d), and L.B.R. 4001-1(D) for authorizing the Debtor to use cash collateral and is supported by the files and records herein and the best not request any of the provisions set forth in LBF e of Cash Collateral or to Obtain Credit). Intered an Order Authorizing Debtor's Final Use of ection (Docket No. 101) ("Final Order"). The Final				

Page 1 of 3 – MOTION TO APPROVE DEBTOR'S SECOND SUPPLEMENTAL ORDER AUTHORIZING DEBTOR'S FINAL USE OF CASH COLLATERAL AND GRANTING ADEQUATE PROTECTION P:\DOCS\AMRFLX\35368\PLDG\3RT1981.DOC

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- 2 for March 2018 through June 2018 (the "Extended Budget") and (2) a proposed Second
- 3 Supplemental Order Authorizing Debtor's Final Use of Cash Collateral and Granting Adequate
- 4 Protection (the "Second Supplemental Order"). A copy of the proposed Second Supplemental
- 5 Order is attached hereto as Exhibit 1. (The Extended Budget is Exhibit A to the proposed
- 6 Second Supplemental Order).
- On January 31, 2018, Debtor circulated the proposed Second Supplemental Order
- 8 and Extended Budget to the U.S. Trustee, the affected Secured Creditors (PDPM and Camco,
- 9 LLC ("Camco")), and the active/largest unsecured creditors in this case (SR, LLC and Michael
- 10 Zoller ("Zoller")). Rebecca Kamitsuka on behalf of the United States Trustee's Office takes no
- position on the Second Supplemental Order. PDPM and Camco approved the Extended Budget
- and proposed Second Supplemental Order. Counsel for Zoller objects to the proposed Second
- 13 Supplemental Order and Budget because it increases the guaranteed monthly payments made to
- 14 the members of the Debtor, as discussed below. Counsel for SR, LLC has not expressed a
- 15 specific position at this time.
- Pursuant to 11 USC 363(c)(1) and unless otherwise ordered by the court, a debtor
- 17 in possession under Chapter 11 "may enter into transactions, including the sale or lease of
- property of the estate in the ordinary course of business without notice or a hearing, and may use
- 19 property of the estate in the ordinary course of business without notice or a hearing". Such a
- 20 debtor is not required to obtain court approval or provide notice for use of cash collateral if "each
- 21 entity that has an interest in such collateral consents." 11 USC 363(c)(2). Here, Ameriflex
- 22 intends to continue using cash collateral in the ordinary course of its business. Such use is
- 23 necessary for its ongoing operations.
- Debtor will suffer irreparable harm if it is not able to continue its post-petition use
- 25 of cash collateral as set out in the proposed Supplemental Order. The only significant change to
- 26 the Extended Budget is an increase in the monthly guaranteed payments made to the debtor's

Page 2 of 3 – MOTION TO APPROVE DEBTOR'S SECOND SUPPLEMENTAL ORDER AUTHORIZING DEBTOR'S FINAL USE OF CASH COLLATERAL AND GRANTING ADEQUATE PROTECTION P:\DOCS\AMRFLX\35368\PLDG\3RT1981.DOC

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1	members. Phil and Brian Cam run Ameriflex - Phil is the President and CEO of Ameriflex;
2	Brian is the Production/Manufacturing Manager. Phil and Brian Cam are not treated as
3	employees and do not take a salary. In lieu of a salary, Ameriflex provides monthly distributions
4	of \$3,000 to Phil and Brian's entities (each holding a fifty percent ownership interest in
5	Ameriflex).
6	The compensation provided (\$3,000 monthly/\$36,000 annually) is substantially
7	under market for individuals holding similar positions. The increased payments under the
8	Extended Budget are still substantially under market and do not reflect the work performed
9	(\$6,000 monthly/\$72,000 annually). Initially, this compensation issue was intended to be
10	address in a proposed plan of reorganization to be filed in 2017. Given the needed extensions,
11	this guaranteed payment increase has been included in the Extended Budget. Notably,
12	compensation of key individuals who are responsible for operations is within the ordinary course
13	of business. Although court approval is not necessary, this motion is being filed due to Zoller's
14	opposition to the increase.
15	The Debtor is notifying creditors (i.e., parties requesting special notice and the 20
16	largest unsecured creditors) of this Motion by not only providing standard service, but also providing
17	expedited notice by email and/or fax as set out on the Certificate of Service filed herewith.
18	WHEREFORE, the Debtor respectfully requests entry of a Second Supplemental
19	Order authorizing the Debtor to use cash collateral in accordance with the Extended Budget
20	attached to the Second Supplemental Order.
21	Dated: February 6, 2018.
22	FARLEIGH WADA WITT
23	By:/s/ Margot D. Seitz
24	Tara J. Schleicher, OSB #954021 tschleicher@fwwlaw.com
25	Margot D. Seitz, OSB #075982 mseitz@fwwlaw.com
26	Attorneys for Debtor

Page 3 of 3 – MOTION TO APPROVE DEBTOR'S SECOND SUPPLEMENTAL ORDER AUTHORIZING DEBTOR'S FINAL USE OF CASH COLLATERAL AND GRANTING ADEQUATE PROTECTION P:\DOCS\AMRFLX\35368\PLDG\3RT1981.DOC

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10	IN THE UNITED STA	TES BANKRUPTCY COURT
11	FOR THE DIS	TRICT OF OREGON
12	In re	Case No. 17-60837-tmr11
13	Ameriflex Engineering, LLC,	SECOND SUPPLEMENTAL ORDER AUTHORIZING DEBTOR'S FINAL USE OF
14	Debtor.	CASH COLLATERAL AND GRANTING ADEQUATE PROTECTION
15		TIED QUITE THO I DO THO
16	This matter came before	the Court upon Debtor's Motion for Second
17	Supplemental Order Authorizing Debtor's F	Final Use of Cash Collateral and Granting Adequate
18	Protection ("Second Supplemental Motion"	2). On May 1, 2017, the Court entered an Order
19	Authorizing Debtor's Final Use of Cash Co	ollateral and Granting Adequate Protection (Docket
20	No. 101) ("Final Order") pursuant to the I	Debtor's budget attached thereto as Exhibit A. On
21	November 2, 2017, the Court entered a Sup	oplemental Order Authorizing debtor's Final Use of
22	Cash Collateral and Granting Adequate Pro	otection (Docket No. 220). In anticipation of that
23	budget expiring, the Debtor's Second Supple	emental Motion presented an extended budget March
24	2018 through June 2018 ("Budget"), with all	l other terms of the Final Order remaining the same.
25	The Court having considered the Second S	Supplemental Motion, files and records herein, and
26	being fully advised of the premises; now, the	refore,

Page 1 of 5 - SECOND SUPPLEMENTAL ORDER AUTHORIZING DEBTOR'S FINAL USE OF CASH COLLATERAL AND GRANTING ADEQUATE PROTECTION P:\DOCS\AMRFLX\35368\PLDG\3RT2036.DOC

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771		C* 1	C 11
Th	e Court	tinde	as follows:
111	c Court	HIIIUS	as follows.

1

- A. On March 22, 2017 (the "Petition Date"), Debtor filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code (the "Code"). No trustee has
- 4 been requested or appointed. Debtor is currently operating its business and managing its
- 5 property as a debtor-in-possession under Sections 1107 and 1108 of the Code.
- B. The Court has jurisdiction over this case under 28 U.S.C. §§ 157 and
- 7 1334. Venue of this case is properly in this District under 28 U.S.C. §§ 1408 and 1409. This
- 8 matter is a core proceeding under 28 U.S.C. §157(b), 11 U.S.C. §§ 105(a) and 363 of the Code,
- 9 F.R.B.P. 4001, and L.B.R. 4001-1.D.
- 10 C. Debtor alleges that Debtor and Pacific Diamond & Precious Metals, Inc.
- 11 ("Pacific Diamond") entered into a certain Promissory Note Line of Credit and Security
- 12 Agreement (respectively, "Line of Credit" and "Security Agreement"). The Debtor and Pacific
- 13 Diamond assert that by virtue of the Security Agreement and UCC-1 Financing Statement filed
- on December 20, 2013, Pacific Diamond holds a security interest and lien in Debtor's assets
- 15 including, but not limited to, the Debtor's accounts receivable, cash, goods, inventory,
- 16 equipment, fixtures, general intangibles, instruments, chattel paper, and certain intellectual
- property (the "Assets"), and all products, proceeds, rents and profits of the Assets (collectively,
- 18 the "Cash Collateral"). The Debtor and Pacific Diamond assert that the Cash Collateral meets
- 19 the definition of "cash collateral" set out in 11 U.S.C. § 363(a).
- 20 D. On or about March 30, 2017, the Court entered an Order Authorizing
- 21 Debtor's Interim Use of Cash Collateral and Granting Adequate Protection ("Interim Order").
- 22 The Interim Order approved the Debtor's use of Cash Collateral through April 26, 2017
- 23 consistent with an approved budget ("Interim Budget"). On April 26, 2017, by minute order
- 24 ("Minute Order"), the court extended the Interim Order through the end of April 2017 pursuant
- 25 to the budget prepared and circulated by Debtor for that period. On or about May 1, 2017, the
- 26 Court entered the Final Order authorizing the Debtor's use of cash collateral and granting

Page 2 of 5 - SECOND SUPPLEMENTAL ORDER AUTHORIZING DEBTOR'S FINAL USE OF CASH COLLATERAL AND GRANTING ADEQUATE PROTECTION P:\DOCS\AMRFLX\35368\PLDG\3RT2036.DOC

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- adequate protection pursuant to a budget running from April 26, 2017 through October 31, 2017.
- 2 On November 2, 2017, the Court entered a Supplemental Order authorizing the Debtor's use of
- 3 cash collateral and granting adequate protection pursuant to a budget from November 2017
- 4 through February 2018.
- 5 E. Debtor asserts that it must use Pacific Diamond's Cash Collateral to assure
- 6 the continued operation of its business throughout the pendency of this case. Without the use of
- 7 Cash Collateral, Debtor asserts that it will be unable to meet its current working capital needs;
- 8 retain the employees necessary to conduct its business; purchase sufficient materials, parts,
- 9 goods and services needed for operations; meet customer obligations; and attract business.
- F. Debtor has prepared an extended long term budget (the "Budget"), a copy
- of which is attached hereto as Exhibit A, which sets forth its estimated cash needs for the period
- 12 from March 1, 2018 to June 30, 2018 (the "Budget Period").
- G. Debtor asserts that entry of this supplemental order ("Order") will
- minimize disruption of Debtor's business operations and preserve the value of the business as the
- 15 Debtor seeks confirmation of its Chapter 11 Plan. Debtor asserts that it will face irreparable and
- 16 immediate harm if it is not permitted to use Cash Collateral on a final basis, consistent with the
- 17 Budget, to meet its necessary and ordinary course post-petition operating expenses.
- 18 H. This Order does not contain any of the "discouraged provisions" listed in
- 19 L.B.F. #541.5.
- I. To the extent any provision of the Bankruptcy Code, Federal Rules of
- 21 Bankruptcy Procedure, Local Bankruptcy Rules, or applicable law requires a finding of "cause"
- 22 for entry of any provision of this Order, such cause exists.
- NOW, THEREFORE, it is ORDERED as follows:
- A. Authorization for Final Use of Cash Collateral.
- 25 1. Debtor is authorized to use Cash Collateral for the purposes specified in
- 26 the Budget in accordance with the provisions of this Order.

Page 3 of 5 - SECOND SUPPLEMENTAL ORDER AUTHORIZING DEBTOR'S FINAL USE OF CASH COLLATERAL AND GRANTING ADEQUATE PROTECTION P:\DOCS\AMRFLX\35368\PLDG\3RT2036.DOC

FARLEIGH WADA WITT

Attorneys at Law 121 SW Morrison Street, Suite 600 Portland, Oregon 97204-3136 Telephone: (503) 228-6044 Facsimile: (503) 228-1741 Debtor's authority to use the Cash Collateral is limited to the cumulative

2 amounts set forth in the Budget; provided, however, that Debtor's total monthly expenditures

3 may exceed the aggregate monthly budget by up to 10%. Notwithstanding the foregoing, the

4 Debtor may not exceed the budgeted amounts for the following items, without further order from

the Court: (i) rent, (ii) equipment lease payments to insiders, (iii) corporate officer guaranteed

6 payments.

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B. Adequate Protection – 11 U.S.C. §§ 361(2), 363(c)(1) - (2).

1. Pacific Diamond is hereby granted a replacement security interest and lien upon all property acquired by the Debtor after the Petition Date of the same type, kind, character and description as the property in which Pacific Diamond held a lien or security interest on the Petition Date, with the same validity and priority and to the same extent that Pacific Diamond had valid, enforceable liens and security interests prior to the Petition Date (the "Replacement Liens"). The Replacement Liens shall secure Pacific Diamond to the extent necessary to adequately protect Pacific Diamond from any diminution in value of its interests in property of the Debtor's estate as a result of the use of the Cash Collateral authorized by this Order. Nothing in this Order shall be construed to enhance or improve the position of Pacific Diamond or its interest in property of the Debtor as of the Petition Date.

2. This Order shall be deemed to constitute a security agreement under the applicable provisions of the Uniform Commercial Code ("UCC") in effect in states where the Debtor (a) is domiciled, (b) operates its business, and (c) maintains its principal place of business. The liens and security interests granted by this Order are perfected by operation of law upon entry of this Order by the Court and by the pre-petition recording of a UCC-1 Financing Statement by Pacific Diamond. Pacific Diamond shall not be required to file any additional financing statements or take any other action to perfect the Replacement Liens beyond what it already filed pre-petition.

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Page 4 of 5 - SECOND SUPPLEMENTAL ORDER AUTHORIZING DEBTOR'S FINAL USE OF CASH COLLATERAL AND GRANTING ADEQUATE PROTECTION
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1	3. Nothing contained in this Order shall constitute a determination as to the
2	amount, validity or priority of any obligation, security interest or lien. The rights of all parties in
3	interest (including the Debtor) to claim that a lien or security interest in Debtor's property is
4	unperfected, unenforceable, invalid or voidable, is reserved. Furthermore, nothing in this Order
5	shall be construed to convert any pre-petition obligations into post-petition obligations or require
6	payment of any obligations on confirmation of a plan of reorganization.
7	C. <u>Effectiveness.</u>
8	4. Unless earlier terminated or extended by further Court order, the Debtor's
9	authorization to use Cash Collateral pursuant to this Order shall expire on the close of business
10	on June 30, 2018 or upon dismissal or conversion of this case; provided, however, that all rights
11	and interests created or preserved hereunder shall survive such termination.
12	###
13	I certify that I have complied with the requirements of L.B.R. 9021-1(a).
14	PRESENTED BY:
15	FARLEIGH WADA WITT
16	
17	By:/s/ Margot D. Seitz Tara J. Schleicher, OSB #954021
18	Margot D. Seitz, OSB #075982 (503) 228-6044
19	tschleicher@fwwlaw.com mseitz@fwwlaw.com
20	Of Attorneys for Debtor
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Ameriflex Engineering LLC Extended Budget (Cash Collateral and DIP Credit) March through June 2018

	March through		M 40	L 40	TOTAL
Total Income	Mar 18 505,251.41	Apr 18 578,159.52	May 18 655,532.68	Jun 18 735,429.51	TOTAL 2,474,373.12
Cost of Goods Sold	505,251.41	576,159.52	055,552.06	735,429.51	2,474,373.12
Total 5000 · COGS - Boats	190,516.17	161,767.57	161,767.57	169,080.24	683,131.55
Total 5016 · COGS - Deliveries	7,590.48	5,148.73	5,148.70	6,729.65	24,617.55
5019 · COGS - Freight	4,695.17	6,256.18	3,583.43	3,895.75	18,430.53
5030 · COGS - Mercury Motors	37,196.25	34,479.46	44,023.16	42,551.02	158,249.89
5031 · COGS Motors - Yamaha	99,511.23	146,644.64	181,596.01	184,483.26	612,235.15
5033 · COGS Motors - Honda	0.00	2,051.67	0.00	6,387.27	8,438.94
Total 5050 · COGS - Boat Parts Sales	3,862.63	3,755.45	3,326.90	8,262.28	19,207.26
5060 · COGS - Shop					
6320 · Shop Expenses	3,039.16	3,651.88	3,786.94	1,802.54	12,280.51
6321 ⋅ Shop Supplies 6322 ⋅ Shop Supplies - Paint	3,091.01	2,647.71	5,515.00	3,848.04	15,101.76
6323 · Shop Supplies - Paint Supplies	11,169.35	10,572.81	12,446.75	9,728.34	43,917.25
6321 · Shop Supplies - Other	6,375.51	7,248.50	9,321.10	16,100.08	39,045.19
Total 6321 · Shop Supplies	20,635.86	20,469.01	27,282.86	29,676.47	98,064.19
6061 - Leased Shop Equip	3,830.00	3,830.00	3,830.00	3,830.00	15,320.00 Note 1
Total 5060 · COGS - Shop	27,505.02	27,979.05	34,899.79	35,378.15	125,762.02
5070 · COGS - Warranty Repairs	0.00	0.00	0.00	0.00	0.00
6235 · Graphics/Decals	3,603.62	1,090.90	1,113.89	2,372.29	8,180.69
Total COGS	374,480.57	389,173.65	435,459.45	459,139.91	1,658,253.59
Gross Profit	130,770.84	188,985.87	220,073.22	276,289.60	816,119.53
Expense					
6105 · Advertising Expense	755.00	755.00	755.00	755.00	3,020.00
6107 · Apparel	0.00	0.00	0.00	431.88	431.88
6115 · Truck Expense	0.50.00				
Total 6115 · Truck Expense	850.00	850.00	850.00 225.00	850.00	3,400.00
6125 · Bank Service Charges 6130 · Computer Expenses	225.00 300.00	225.00 300.00	300.00	225.00 300.00	900.00 1,200.00
6140 · Dues/Publications/Licenses	290.00	290.00	290.00	290.00	1,160.00
6190 · Insurance Expense	2,022.00	2,022.00	2,022.00	2,022.00	8,088.00
6193 · Workers Comp - Admin	28.00	28.00	42.00	28.00	126.00
6194 · Workers Comp - Production	2,800.00	2,800.00	4,200.00	2,800.00	12,600.00
6220 ⋅ Maintenance & Repairs	1,600.00	1,600.00	1,600.00	1,600.00	6,400.00
6236 ⋅ Meals & Entertainment	184.00	184.00	184.00	184.00	736.00
6241 · Office Supplies	975.00	975.00	975.00	975.00	3,900.00
6242 · Health Insurance	6,112.00	6,112.00	9,168.00	6,112.00	27,504.00
6249 · Corp Officer Guaranteed Payment	12,000.00	12,000.00	12,000.00	12,000.00	48,000.00 Note 2
Total 6250 · Payroll Expenses	89,600.00	89,600.00	134,400.00	89,600.00	403,200.00 Note3
6251 - Payroll Tax - Admin	1,900.00 7,800.00	1,900.00 7,800.00	2,850.00 11,700.00	1,900.00 7,800.00	8,550.00 35,100.00
6251A · Payroll Tax - Production 6252 · Employee Benefits	0.00	0.00	0.00	0.00	0.00
6260 · Telephone / Internet Expense	880.00	880.00	880.00	880.00	3,520.00
6265 · Postage	100.00	100.00	100.00	100.00	400.00
6270 · Professional Fees - Non-Bankruptcy	1,500.00	1,500.00	1,500.00	1,500.00	6,000.00
6291 · 1385 Rent	12,758.77	12,758.77	12,758.77	12,758.77	51,035.08
6325 ⋅ Small Tools	100.00	100.00	100.00	100.00	400.00
Total 6330 ⋅ Tax Expense	845.60	845.60	845.60	845.60	3,382.40
6333 ⋅ Washington Excise Tax	0.00	0.00	3,362.20	0.00	3,362.20
Total 6350 ⋅ Boat Show Expense	0.00	0.00	0.00	0.00	0.00
6370 · Utilities	10,145.11	9,609.28	5,754.40	7,991.01	33,499.80
6371 ⋅ Bad Debt 6996 ⋅ Charitable Contributions	0.00	0.00	0.00	0.00	0.00
6997 · Outside Services	0.00 0.00	0.00 0.00	0.00	0.00	0.00 0.00
6998 · Outside Engineering	2,100.00	2,100.00	2,100.00	2,100.00	8,400.00
Total Expense	164,791.56	164,255.73	217,883.05	163,069.34	709,999.68
Net Ordinary Income	-34,020.72	24,730.14	2,190.17	113,220.26	106,119.85
Other Income/Expense	,	,	,	-,	,
Other Income					
7060 · Other Income	0.00	0.00	0.00	0.00	0.00
Total Other Income	0.00	0.00	0.00	0.00	0.00
Other Expense					
6200 · Interest Expense	3,475.00	3,475.00	3,475.00	3,475.00	13,900.00
7010 · WF Free Flooring Charges	4,000.00	4,000.00	4,000.00	4,000.00	16,000.00
7011 · NorthPoint Free Flooring Charge	850.00	850.00	850.00	850.00	3,400.00
7012 · Prof Fees/Costs - Bankruptcy	0.00	0.00	0.00	55,000.00	55,000.00 Note 4
7013 · US Trustee - fees	6,500.00	0.00	0.00	6,500.00	13,000.00

Ameriflex Engineering LLC Extended Budget (Cash Collateral and DIP Credit)

March through June 2018

	Mar 18	_	Apr 18	May 18	Jun 18	TOTAL
Total Other Expense	14,825.00		8,325.00	8,325.00	69,825.00	101,300.00
Net Other Income	-14,825.00		-8,325.00	-8,325.00	-69,825.00	-101,300.00
Net Income	-48,845.72		16,405.14	-6,134.83	43,395.26	4,819.85
Projected Cash Flow for the Period						
Beginning Cash Balance	\$ 200,000.00	\$	200,628.87	\$ 159,218.49	\$ 137,530.98	
Collections- Accounts Receivable	\$ 454,726.00	\$	520,344.00	\$ 589,980.00	\$ 661,887.00	
Cash Out Expenses	\$ 554,097.13	\$	561,754.38	\$ 661,667.50	\$ 692,034.25	
Sub-Total	\$ 100,628.87	\$	159,218.49	\$ 87,530.98	\$ 107,383.73	
Draws on Post-Petition DIP Credit Line	\$ 100,000.00	\$	-	\$ 50,000.00	\$ -	
Payments on Post-Petition DIP Credit Line	\$ -	\$	-	\$ -	\$ -	
Ending Cash	\$ 200,628.87	\$	159,218.49	\$ 137,530.98	\$ 107,383.73	
Beginning Balance Post-Petition LOC	\$ -	\$	100,000.00	\$ 100,000.00	\$ 150,000.00	
Ending Balance Post-Petition LOC	\$ 100,000.00	\$	100,000.00	\$ 150,000.00	\$ 150,000.00	

Note 1 - General Ledger Accounts 6061 - "COGS Leased Shop Equip"; 6249 - "Corp Officer Guaranteed Payment" and 1385 "Rent" may not exceed the monthly budgeted amounts.

Note 2- Member's Guaranteed Payments- The Debtor is an LLC. The guaranteed payments to its members represent compensation paid to the two managers for their services. The Debtor also makes guaranteed payments to its members to pay pass-through taxes. Due to lower sales in 2017 and increased non-recourring expenses incurred due to the bankruptcy, the debtor's CPA firm anticipates that the debtor will have no taxible income in 2017.

Beginning in March 2018 each member's guaranteed payment was increased from \$3,000 a month to \$6,000 a month to bring their monthly compensation closer to market compensation for comparable positions in manufacturing companies.

Note 3 - There are three payrolls in May

Note 4 - General Ledger Account 7013 "Professional Fees/Costs Bankruptcy" are being accrued but cannot be paid without Court approval The Debtor will be seeking approval for payment of a portion of the accrued fees in June 2018.

1	CERTIFICATE OF SERVICE
2	I hereby certify that on February 6, 2018, the foregoing DEBTOR'S MOTION
3	TO APPROVE SECOND SUPPLEMENTAL ORDER AUTHORIZING FINAL USE OF
4	CASH COLLATERAL AND GRANTING ADEQUATE PROTECTION and PROPOSED
5	ORDER was served on the parties indicated as "ECF" on the attached List of Interested Parties
6	by electronic means through the Court's CM/ECF.
7	In addition, I certify that on February 6, 2018, the parties indicated as "Non-ECF"
8	on the attached List of Interested Parties were served by email and/or fax and first class mail in a
9	sealed, first-class postage prepaid envelope, addressed to each party's last known address and
10	deposited in the US mail at Portland, Oregon on the date set forth above.
11	Dated: February 6, 2018.
12	FARLEIGH WADA WITT
13	
14	By:/s/ Margot D. Seitz Margot D. Seitz
15	mseitz@fwwlaw.com Tara J. Schleicher, OSB #954021
16	tschleicher@fwwlaw.com Of Attorneys for Debtor
17	
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Page 1 – CERTIFICATE OF SERVICE

1	<u>LIST OF INTERESTED PARTIES</u>						
2	In re Ameriflex Engineering, LLC US Bankruptcy Court Case No. 17-60837-tmr11						
3	ECF PARTICIPANTS						
4	• MICHELE SARO ASS	AVAG orafilings@amlagalgro	nun com				
5	MICHELE SABO ASSAYAG orefilings@amlegalgroup.comKEITH Y BOYD ecf@boydlegal.net, arnold@boydlegal.net						
6	 BRADLEY S COPELAND bcopeland@agsprp.com, bdavis@agsprp.com CONDE T COX conde@lawofficeofcondecox.com, trish@lawofficeofcondecox.com THOMAS A HUNTSBERGER tom@tahpc.com, laurie@tahpc.com 						
7							
8	LOREN S SCOTT ecTIMOTHY A SOLOMO	<u>f@scott-law-group.com</u> DN tsolomon@llg-llc.com, jus	tin-leonard-leonard-law-group-				
9	llc-5265@ecf.pacerpro.cUS Trustee, Eugene U	com JSTPRegion18.EG.ECF@usdoj.	gov				
10	02 114300, 248000	,	B~ ·				
11		NON-ECF PARTICIPANTS					
12	SECURED CREDITORS						
13	Bank of the Cascades Attn: Andrew Gerlicher, President	CamCo LLC Attn: Phillip Cam, Registered Agent					
14	PO Box 970 Bend, OR 97709-0970	3770 Devils Garden Road Medford, OR 97504					
15	agerlicher@botc.com	pacificdiamond@aol.com					
16							
17	TOP 20 UNSECURED CREDITOR	RS					
18	Northwest Applied Marine	Ken-Mac Metals (ABN of Thyssenkrupp Materials NA,	Consolidated Electrical Distributors CT Corporation Systems,				
19	347 W 2 nd Ave. Ste. A Coleville, WA 99114 bob@nwappliedmarine.com	Inc.), Registered Agent 50 West Broad Street, Ste 1330	Registered Agent 388 State Street, Ste. 420				
20	воренжарыестате.сот	Columbus, OH 43215 248-233-5699 Fax	Salem, OR 97301 541-665-2339 Fax				
21	Ryerson Metals c/o Ryerson Holding Corporation	B&H Upholstery Supply	Timber Products Company (ABN of Timber Products Co. Limited				
22	The Corporation Trust Company Corporation Trust Center	Attn: Margaret Howard, Registered Agent	Partnership) Erik Vos, Registered Agent				
23	1209 Orange Street Wilmington, DE 19801	775 Wilson Street Eugene, OR 97402 541-484-5203 Fax	PO Box 269 Springfield, OR 97477				
24	763-783-3472 Fax	011 10T 02001 UX	evos@timberproducts.com				
25							
26							

Attorneys at Law
121 SW Morrison Street, Suite 600
Portland, Oregon 97204-3136
Telephone: (503) 228-6044
Facsimile: (503) 228-1741

Page 2 – CERTIFICATE OF SERVICE

1			Industrial Source		
2	BRP US Inc. c/o Joel Tremblay, Legal Dept.	Pacific Metal Company Attn: Lou Rice	(ABN of Eugene Welders Supply Co.) Attn: Robert G. Laing,		
3	726 St-Joseph St. Valcourt, QC	10700 SW Manhasset Dr. Tualatin, OR 97062	Registered Agent 1574 W 6 th Avenue		
4	CANADA J0E2L0 1.450.532.5130 Fax	Irice@pacificmetal.com	Eugene, OR 97402 541-242-6167 Fax		
		AM Equipment			
5	SASCO Fastners (ABN of SASCO Fasteners)	(ABN of Albany Magneto Equipment, Inc.)	Fisheries Supplies Inc.		
6	Attn: James L. Grantland Jr., Registered Agent	SG Corporate Services, LLC, Registered Agent	Carl F. Sutter, Registered Agent 1900 N Northlake Way, Ste. 10		
7	1818 E McAndrews Rd Medford, OR 97504	250 Church St., Ste. 200 Salem, OR 97301	Seattle, WA 98103 206-634-4600 Fax		
8	541-779-3304 Fax	541-327-3480 Fax			
9	Automotive Paint Specialties (ABN of Wesco Group, Inc.)	Rogue Systems, Inc. Attn: William E. McDonald,	Springfield Marine		
10	Attn: Billy Taylor, Registered Agent 95 West Elm	Registered Agent 147 West Hills Dr	Carnahan, Caroline, Registered Agent 1093 N Cynthia Dr., Ste 1		
11	Hermiston, OR 97838 541-389-6069 Fax	Grants Pass, OR 97526 541-226-6800 Phone	Nixa, MO 65714 417-725-2864 Fax		
12					
13	Foster Denman	US Distributing	T-H Marine		
	PO Box 1667 Medford, OR 97501	7750 NE 17 th Ave. Portland, OR 97211	200 Finney Drive Huntsville, AL 35824		
14	jshean@fosterdenman.com	503-281-2127 Fax	256-772-7135 Fax		
15	ADDITIONAL DADTIES SEDVEI	.			
16	ADDITIONAL PARTIES SERVED				
17	R. Kim Short, President R K Short & Associates, Inc.	Oregon Dept of Revenue ODR Bkcy	Internal Revenue Service		
18	975 Oak Street, Suite 700 Eugene, OR 97401	955 Center NE #353 Salem OR 97301-2555	PO Box 7346 Philadelphia PA 19101-7346		
19	rkshort@rkshort.com	By First Class Mail	By First Class Mail		
20					
21					
22					
23					
24					
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26					