

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF TEXAS  
SHERMAN DIVISION**

<p><b>In re</b></p> <p><b>HAHN HOTELS OF SULPHUR SPRINGS, LLC, et al.<sup>1</sup></b></p> <p style="text-align: center;"><b>Debtors.</b></p>	§ § § § § § § § §	<p><b>Chapter 11</b></p> <p><b>Case No. 17-40947</b></p> <p><b>Jointly Administered</b></p>
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**FINAL ORDER ON DEBTORS’ MOTION FOR AN ORDER AUTHORIZING (1) USE OF CASH COLLATERAL FOR SECOND BUDGET PERIOD AND (2) CERTAIN INTERCOMPANY TRANSACTIONS UNDER BANKRUPTCY CODE § 364**

On the Debtors’ *Motion for Final Order Authorizing (1) Continued Use of Cash Collateral for Second Budget Period and (2) Certain Intercompany Transactions under § 364 of the Bankruptcy Code* (the “**Motion**”) filed by chapter 11 debtors Hahn Hotels of Sulphur Springs, LLC, Hahn Investments, LLC, Hahn Hotels, LLC, Sleep Inn Property, LLC, SI of Longview, LLC, and Copeland’s of Longview, LLC (each a “**Debtor**” and, collectively, the “**Debtors**”), requesting an order authorizing the Debtors to use Cash Collateral,<sup>2</sup> and on the *Declaration of Dante E. Hahn in Support of the Motion*, dated May 1, 2017; the Court finds the following:

- (a) On May 1, 2017, the Debtors filed their voluntary petitions for relief under Chapter 11 of the Bankruptcy Code (the “**Petition Date**”).<sup>3</sup> The Debtors continue to operate their businesses and manage their properties as debtors in possession

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<sup>1</sup> The Debtors in these chapter 11 cases, including the last four digits of their respective EIN number, are as follows: Hahn Hotels of Sulphur Springs, LLC (2980), Hahn Investments, LLC (0448); Hahn Hotels, LLC (5692), Sleep Inn Property, LLC (6525), SI of Longview, LLC (2196), and Copeland’s of Longview, LLC (6181). The shared mailing address for all Debtors is: 525 Gilmer St., PO Box 113, Sulphur Springs, Texas 75482.

<sup>2</sup> Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

<sup>3</sup> On the Petition Date, the Debtors filed a motion for joint administration of their cases, which the Court orally granted at the hearing on first-day motions.

under §§ 1107(a) and 1108 of the Bankruptcy Code. No creditors' committee has been appointed in this case.

- (b) The Court has jurisdiction over this matter under 28 U.S.C. § 1334;
- (c) The Court can hear and determine the Motion in accordance with 28 U.S.C. § 157 and the District Court's standing order of reference;
- (d) This is a core proceeding under 28 U.S.C. § 157(b);
- (e) Venue is proper under 28 U.S.C. §§ 1408 & 1409;
- (f) The statutory predicates for the relief sought herein are Bankruptcy Code §§ 105, 361, 363, 364, 507, and 552 and Bankruptcy Rules 4001(b) and (c).
- (g) The relief granted in this Order is in the best interest of the Debtors' estates, their creditors, and other parties in interest;
- (h) The Prepetition Lenders assert various liens and security interests on substantially all of the Debtors' assets, including but not limited to the Debtors' real-property assets and rents from all properties owned or operated by the Debtors. The Court finds, for the limited purposes of this Order, that the Prepetition Lenders each have a perfected security interest and lien in the rents from the lodging (or other) property(ies) described in their respective loan documents. The rights of any Debtor or party in interest in the Debtors' cases regarding the existence, validity, or perfection of any lien or security interest claimed by a Prepetition Lender, including the right to seek avoidance of such liens or security interests or to contest the extent of the same is not affected by this Order;
- (i) The intercompany transactions described in the Motion and contemplated to be undertaken in accordance with the Budget are ordinary-course-of-business transactions authorized under § 364(a) of the Bankruptcy Code;
- (j) To the extent that such intercompany transactions are not ordinary-course-of-business transactions, they are authorized under § 364(b) of the Bankruptcy Code;
- (k) The Debtors have provided notice of the Motion to the Prepetition Lenders through counsel for each of the Prepetition Lenders; and
- (l) The Cash Collateral provides the general working capital for the Debtors' operations. Without access to the Cash Collateral, the Debtors could not operate their businesses. The Debtors require immediate relief to avoid irreparable harm that could occur should the Debtors not be allowed continued use of Cash Collateral to the extent provided herein.

Having reviewed the Motion and heard the statements in support of the relief requested therein at a hearing, if any, before the Court, and after due deliberation and sufficient cause appearing therefor, IT IS HEREBY ORDERED THAT:

- (1) Each Debtor is authorized to use Cash Collateral in accordance with such Debtor's Budget attached as **Exhibit A** (the "**Budget**") for the time period set forth therein running from July 9, 2017 through September 2, 2017 (the "**Second Budget Period**") on the terms and conditions set forth in this Order. Nothing herein shall prevent the Debtors from seeking authority to access other sources of Cash Collateral by separate motion if deemed necessary by the Debtors, nor shall anything herein prevent any party from objecting to such access;
- (2) The Debtors are authorized to engage in intercompany transactions in accordance with the terms and conditions contained in this Order through the Second Budget Period;
- (3) Any net intercompany receivable resulting from the intercompany transactions will be entitled to administrative priority in accordance with the applicable provisions of the Bankruptcy Code;
- (4) Nothing in this Order authorizes, or is deemed to be the consent of any Prepetition Lender to, the use by one Debtor of the assets or property of another Debtor (including any Cash Collateral of another Debtor) to pay any expense, cost, charge or liability of another Debtor, except as specifically provided in this Order or further order of this Court. Further, nothing in this Order waives, impairs, prejudices, or determines any issue of fact or law related to or arising from any

subsequent request by any Debtor for authorization to engage in any other intercompany transaction;

- (5) The Court has approved the portion of the Budget providing for compensation during the Second Budget Period (based on an annualized salary of \$240,000) to be paid to Dante Hahn twice monthly, each payment in an amount totaling \$9,231. Each such payment shall be apportioned among the Debtors as follows: Hahn Investments, LLC \$3,077; Hahn Hotels of Sulphur Springs, LLC \$1,538; Hahn Hotels, LLC \$1,538; Sleep Inn Property, LLC \$1,538; and Copeland's of Longview, LLC \$1,538. The authorization to pay compensation to Mr. Hahn under this Order is without prejudice to, and does not impair, waive, or preclude any of the following: (1) Debtors' right to seek approval of higher or different compensation in a subsequent motion, (2) the right of any creditor or other party in interest to object to or contest the propriety of any subsequent request for approval of compensation for Mr. Hahn or any other insider, and/or (3) the rights or claims of any creditor or other party in interest to seek enforcement of, assert, or rely on any agreement, assignment, or other right of subordination (including, without limitation, any rights under 11 U.S.C. § 510(a)) regarding any subsequent request for authorization for approval of compensation for Mr. Hahn or any other insider;
- (6) All bank accounts, cash accounts and other deposit accounts of each Debtor, all account collections of each Debtor, and all receipts and other income of each Debtor (including all amounts described in § 552(b)(2) of the Bankruptcy Code) shall be deposited into a separate cash collateral account for each Debtor and

maintained as the Debtor's debtor-in-possession account. No property of one Debtor may be commingled with the property of another Debtor or person, with the exception of the intercompany transactions specifically authorized by this Order. With respect to such intercompany transactions, the following terms and conditions will apply to any such use of Cash Collateral:

- a) Intercompany transactions may be made in the form of unsecured extensions of credit by one Debtor to another Debtor to the extent permitted under §364(a) of the Code (each, an "**Intercompany Post-Petition Receivable**");
  - b) Intercompany Post-Petition Receivables payable to each Debtor that provides the extension(s) of unsecured credit are permitted in the aggregate amount provided for in the Budget;
  - c) Each Prepetition Lender whose Cash Collateral is used for such extensions of unsecured credit by a Debtor shall have a replacement security interest in the Intercompany Post-Petition Receivable(s) with the same priority and perfected status as the lender's pre-petition security interest;
  - d) Nothing in this Order prohibits Debtors and any Pre-Petition Lender agreeing to an expanded use of such lender's Cash Collateral for the above purposes, and nothing in the Order prejudices, impairs, or waives the right of any Prepetition Lender to object to intercompany transactions beyond the period reflected in this Order;
- (7) Debtors shall not, without prior authorization of this Court, use any Cash Collateral to pay, discharge, provide security for or reduce any pre-petition debt or obligation owed by a Debtor to any creditor or other person, except for payments made to critical vendors, employees, taxing authorities, and others as permitted by separate order of the Court and in accordance with the Budget;
- (8) Nothing in this Order shall be deemed to be the exercise of control by a Prepetition Lender over any Debtor's use of Cash Collateral for the payment of such Debtor's budgeted or payroll and sales tax obligations. Moreover, each

Debtor is specifically ordered by the Court to pay all of the Debtor's payroll and tax obligations and liabilities accruing after the Petition Date as authorized in the Debtor's Budget;

- (9) The Debtors may use the Cash Collateral in excess of the amount set forth in the Budget for a particular line item so long as the percentage of deviation for all line-items during the Second Budget Period does not exceed 10% in the aggregate; *provided, however*, that with respect to the Court's authorization of payments to Dante Hahn and/or any insider of any Debtor, the above percentage deviation shall not apply to any such payment(s);
- (10) Nothing set forth in this Order is deemed to authorize the payment of, or to be the consent of any Prepetition Lender to the use of its Cash Collateral for the payment of, any of the Debtors' professional fees or expenses, except for payments made to ordinary-course professionals as permitted by separate order of the Court and in accordance with the Budget;
- (11) To the extent that § 552 of the Bankruptcy Code does not apply to extend post-petition the Prepetition Lenders' prepetition security interests with respect to a portion of the Cash Collateral, the Prepetition Lenders are hereby granted replacement liens in property acquired by the Debtors after the Petition Date, which is of the same nature, kind and character as the Prepetition Lenders' prepetition collateral, and all proceeds and products thereof to secure any diminution in the interests of the Prepetition Lenders resulting from the use of the Cash Collateral; *provided, however*, the replacement liens will not encumber any claims or causes of action arising under chapter 5 of the Bankruptcy Code and all

proceeds and products thereof. If and to the extent the adequate protection of the interests of the Prepetition Lenders under this Order proves insufficient, the Prepetition Lenders will have, among other remedies, if any, determined by the Court, an allowed claim under § 507(b) of the Bankruptcy Code in the amount of any insufficiency;

- (12) The replacement liens granted under this Order to each Prepetition Lender are valid, enforceable, and fully perfected, and no filing or recording or other act in accordance with any applicable local, state or federal law, rule or regulation is necessary to create or perfect the replacement liens;
- (13) Debtors shall provide the following additional assurances and perform the following measures to adequately protect the respective interests of the Prepetition Lenders in their collateral:
  - (a) Debtors shall maintain and provide directly to the Prepetition Lenders and to their attorneys, proof of current and effective insurance on all improvements to the real property, furniture, fixtures and equipment securing the Prepetition Lenders' respective claims, which coverages shall name the Prepetition Lenders (as applicable) as the "mortgagees" and/or "additional insureds." Debtors shall provide to the Prepetition Lenders continued proof of insurance from another carrier upon change or cancellation of any policy;
  - (b) Debtors shall deliver to each Prepetition Lender copies of all monthly bank statements from all debtor-in-possession accounts. Such copies shall be provided to the Prepetition Lenders on or before the 20th day of each calendar month and shall include all such information for the immediately preceding calendar month;
  - (c) Debtors shall reasonably care for and maintain the real and personal property securing the claims of each Prepetition Lender in a manner consistent with competent business practices in Debtors' industry;
  - (d) Debtors shall promptly deliver to the Prepetition Lenders and their respective counsel, copies of any and all notices of default, demands for payment of any post-petition obligation, notices of any past due obligation, and notices of any proposed termination sent or given by any

licensor or franchisor under the terms of any of the applicable hotel franchise or license agreements; and

- (e) Debtors shall timely and accurately complete and file all required Monthly Operating Reports for each month. The Monthly Operating Reports shall include, without limitation, an accounting for all cash receipts and cash operating expenses (reported by use within the same categories set out in the Budget) for the previous calendar month, the balances in the respective debtor-in-possession operating accounts, and include all other requirements of this Court and the U.S. Trustee's office;
- (14) The Prepetition Lenders shall have access during regular business hours to the real property securing their respective claims after reasonable notice to each applicable Debtor and Debtors' counsel, in order to inspect and/or appraise any and all collateral;
- (15) The occurrence of any of the following shall be an "**Event of Default**" under the terms of this Order:
- (a) Debtor's default, violation, failure to comply with or breach of any of the terms or provisions of this Order;
  - (b) The dismissal of this case or the conversion of this case to Chapter 7;
  - (c) The appointment of a Chapter 11 Trustee in this case;
  - (d) The occurrence of any event of default or stay terminating event under the terms of any order of this Court modifying the automatic stay;
- (16) Upon a Prepetition Lender's delivery of written notice to Debtors and Debtors' counsel of the occurrence of any Event of Default (the "**Default Notice**") Debtors shall have seven days to cure any such alleged default, and if such default is not cured, Debtors' authority to use the Cash Collateral of the Prepetition Lender giving such notice pursuant to the terms of this Order shall terminate without further action by the Prepetition Lender or any further notice, hearing, or order of the Court, and Debtors shall thereafter immediately refrain from any further use of Cash Collateral; *provided, however*, that if the Debtors file a motion with this Court to contest the occurrence of any Event of Default within seven days of receiving the Default Notice, the Debtors may continue to use Cash Collateral



until the Court enters an order on such motion. In the event the authorization of a Debtor to use a Prepetition Lender's Cash Collateral under this Order is terminated, the Prepetition Lender shall be entitled to file with the Clerk of the United States Bankruptcy Court a certificate of such default, the failure of Debtors to cure same and the termination of such authority;

- (17) Nothing in this Order or in the Budget is intended to impair, prejudice, waive, or adversely determine any rights of the Prepetition Lenders (including but not limited to First National Bank of Hughes Springs, Texas National Bank, Texas Bank and Trust, Austin Bank, Pilgrim Bank, and East Texas Regional Development Corporation) (a) with respect to the allocation of liability between the various Debtors in the above-styled-and-numbered proceeding(s) for Debtors' attorney's fees and expenses, Debtors' administrative expenses, or Debtors' other professional fees, (b) with respect to the ownership or right to any portion of any income, rents, or other proceeds derived in any way from any properties owned or operated by any of the Debtors herein, (c) with respect to any intercompany transaction, whether pre-petition or post-petition, or (d) with respect to any such Prepetition Lender's request for further or additional adequate protection, including any relief requested under 11 U.S.C. §§361 or 362 (it being understood and agreed between the parties that any finding regarding adequate protection for purposes of the Motion and the use of cash collateral is not a finding or determination regarding adequate protection in any other context);
- (18) The Debtors shall continue to pay postpetition franchise fees and related fees in the ordinary course of business and in accordance with their respective franchise agreements during the pendency of these chapter 11 cases unless and until, with respect to that agreement, such an agreement is rejected pursuant to § 365 of the Bankruptcy Code;

- (19) This Order, and all acts taken in furtherance or reliance thereon, shall be effective notwithstanding any objection until further order of this Court;
- (20) The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order;
- (21) This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order;
- (22) Nothing in this Order or the Motion shall be deemed to constitute the postpetition assumption or adoption of any agreement pursuant to § 365 of the Bankruptcy Code;
- (23) Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry;
- (24) This Order may not be amended, modified, altered, or waived without order of this court or the prior written consent of the Prepetition Lenders. Authority for the use of Cash Collateral may be extended by mutual written agreement of Debtors and Prepetition Lenders, which agreement need not be approved by this Court. No such consent shall be implied from any action, inaction, or acquiescence by the Prepetition Lenders.

Signed on 6/30/2017

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HONORABLE BRENDA T. RHOADES,  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT A**

**BUDGET**

Hahn Hotels of Sulphur Springs, LLC Consolidated  
Weekly Cash Flow Forecast

Week Number:	1	2	3	4	5	6	7	8	9	10	11	12	13	Total for Budgeted Period
Week Ending:	6/10/2017	6/17/2017	6/24/2017	7/1/2017	7/8/2017	7/15/2017	7/22/2017	7/29/2017	8/5/2017	8/12/2017	8/19/2017	8/26/2017	9/2/2017	
<b>Receipts <sup>[1]</sup></b>														
Room Revenue	\$ 63,532	\$ 63,532	\$ 63,532	\$ 59,453	\$ 59,453	\$ 59,453	\$ 59,453	\$ 59,453	\$ 57,111	\$ 57,111	\$ 57,111	\$ 57,111	\$ 54,249	\$ 770,556
Rental Income	29,200	3,650	3,650	39,242	31,393	3,924	3,924	-	39,242	31,393	3,924	3,924	39,242	232,708
Food & Beverage	54,000	54,000	62,000	49,000	49,000	54,000	54,000	54,000	49,000	49,000	49,000	49,000	49,000	675,000
Sales Tax Receipts	14,478	14,478	14,478	14,595	13,408	13,408	13,865	13,865	13,513	13,057	13,057	13,057	12,627	177,886
Misc Income	259	259	259	251	251	251	251	251	259	259	259	259	251	3,320
<b>Total Receipts</b>	<b>161,470</b>	<b>135,920</b>	<b>143,920</b>	<b>162,540</b>	<b>153,505</b>	<b>131,036</b>	<b>131,492</b>	<b>127,568</b>	<b>159,126</b>	<b>150,821</b>	<b>123,352</b>	<b>123,352</b>	<b>155,367</b>	<b>1,859,469</b>
<b>Disbursements <sup>[1]</sup></b>														
Wages & Payroll Charges <sup>[2]</sup>	-	72,080	-	72,080	-	72,960	-	70,613	-	72,080	-	69,146	-	428,957
Cost of Food & Beverage	16,200	16,200	18,600	14,700	14,700	16,200	16,200	16,200	14,700	14,700	14,700	14,700	14,700	202,500
Other Expenses	4,637	4,637	4,637	3,710	3,710	3,710	3,710	3,710	4,637	4,637	4,637	4,637	3,710	54,719
Complimentary Breakfast & Services	3,447	3,447	3,447	2,757	2,757	2,757	2,757	2,757	3,447	3,447	3,447	3,447	2,757	40,670
Travel Agent Commissions / Rebates	1,141	1,141	1,141	912	912	912	912	912	1,141	1,141	1,141	1,141	912	13,458
TV-Expense Cable <sup>[3]</sup>	-	3,350	-	-	-	3,350	-	-	-	-	-	3,350	-	10,050
Telephone & Internet <sup>[3]</sup>	-	5,888	-	-	-	5,888	-	-	-	-	5,888	-	-	17,664
Utilities - Electricity, Gas & Sewer <sup>[3]</sup>	-	26,411	-	-	-	26,411	-	-	-	-	26,411	-	-	79,232
Service Contracts, Pool & Other Maintenance	3,899	12,399	3,899	5,515	3,119	11,619	3,119	3,119	6,295	3,899	12,399	3,899	5,515	78,694
Advertising	-	-	-	8,038	-	-	-	-	8,038	-	-	-	8,038	24,113
Other Admin, Sales & Marketing	2,409	20,923	2,409	3,320	1,927	20,442	1,927	3,320	2,409	3,802	19,530	3,802	1,927	88,148
Legal Services <sup>[4]</sup>	-	-	-	1,400	-	50,000	-	-	1,400	-	50,000	-	1,400	104,200
Professional Fees <sup>[4]</sup>	-	-	-	5,413	-	109,000	-	-	5,413	-	40,000	-	5,413	165,238
Royalties & Franchise Fees <sup>[7]</sup>	3,375	26,694	8,773	3,875	3,063	28,609	8,773	3,375	3,375	3,063	26,282	8,460	3,063	130,777
Business Licenses & Permits, Insurance & Leases	-	14,210	-	1,256	-	9,967	-	-	996	-	11,026	-	1,126	38,581
Management Wages (D. Hahn) <sup>[8]</sup>	-	7,692	-	7,692	-	9,231	-	9,231	-	9,231	-	9,231	-	52,308
Sales Tax Payments	-	61,253	-	-	-	63,496	-	-	-	-	75,184	-	-	199,933
Misc. Expenses	-	1,306	-	-	-	1,306	-	-	-	-	1,306	-	-	3,918
<b>Total Operating Disbursements</b>	<b>35,107</b>	<b>277,630</b>	<b>42,905</b>	<b>130,669</b>	<b>30,188</b>	<b>435,858</b>	<b>37,398</b>	<b>113,238</b>	<b>51,849</b>	<b>115,998</b>	<b>295,299</b>	<b>118,462</b>	<b>48,561</b>	<b>1,733,161</b>
<b>Other Cash Flows</b>														
Draw (Repayment) on Debts	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Critical Vendor Payments <sup>[6]</sup>	(6,225)	-	(6,225)	-	(6,225)	-	(6,225)	-	(6,225)	-	(6,225)	-	(6,225)	(43,575)
MUD Completion Costs <sup>[5]</sup>	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total Other Cash Flows</b>	<b>(6,225)</b>	<b>-</b>	<b>(6,225)</b>	<b>-</b>	<b>(6,225)</b>	<b>-</b>	<b>(6,225)</b>	<b>-</b>	<b>(6,225)</b>	<b>-</b>	<b>(6,225)</b>	<b>-</b>	<b>(6,225)</b>	<b>(43,575)</b>
<b>Net Change in Cash</b>	<b>120,138</b>	<b>(141,710)</b>	<b>94,790</b>	<b>31,871</b>	<b>117,092</b>	<b>(304,822)</b>	<b>87,869</b>	<b>14,331</b>	<b>101,051</b>	<b>34,823</b>	<b>(178,172)</b>	<b>4,890</b>	<b>100,582</b>	<b>82,733</b>
<b>Intercompany Transfers</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Beginning Cash Balance	328,185	448,323	306,613	401,403	433,275	550,366	245,545	333,414	347,745	448,796	483,619	305,447	310,336	328,185
<b>Ending Cash Balance</b>	<b>448,323</b>	<b>306,613</b>	<b>401,403</b>	<b>433,275</b>	<b>550,366</b>	<b>245,545</b>	<b>333,414</b>	<b>347,745</b>	<b>448,796</b>	<b>483,619</b>	<b>305,447</b>	<b>310,336</b>	<b>410,918</b>	<b>410,918</b>
Beginning Pre-Petition Loan Balance	23,733,338	23,733,338	23,733,338	23,733,338	23,733,338	23,733,338	23,733,338	23,733,338	23,733,338	23,733,338	23,733,338	23,733,338	23,733,338	23,733,338
Draws (Payments)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ending Pre-Petition Loan Balance	\$ 23,733,338	\$ 23,733,338	\$ 23,733,338	\$ 23,733,338	\$ 23,733,338	\$ 23,733,338	\$ 23,733,338	\$ 23,733,338	\$ 23,733,338	\$ 23,733,338	\$ 23,733,338	\$ 23,733,338	\$ 23,733,338	\$ 23,733,338

Notes:

- [1] The line items in this budget are primarily based upon averages derived from the Company's 2016 and 2017 preliminary financial statements, with the amounts and/or timing of certain items adjusted based upon information from Management or the Company's accountants.
- [2] Employees are paid every other Friday, except for restaurant staff, which is paid on the following Monday every other week. Management has requested that all payroll be shown in the same week.
- [3] Utility adequate assurance deposit payments were paid in the week ending 5/27/2017.
- [4] Legal and professional fees include ordinary course professionals and bankruptcy case professionals, see Legal and Professional Fees Detail Schedule.
- [5] Costs to restart and complete the MUD project are excluded from this budget, but will require the following estimated payments: Lawsuit settlement - \$338,000; Replacement Contractor payables - \$500,000; Completion of construction - \$300,000
- [6] Please see the filed Critical Vendor First Day Motion.
- [7] Royalty and Franchise Fee payments are directly related to revenues, and fee levels will fluctuate significantly with changes in revenue levels. Payments for hotels are one month in arrears. Amounts attributable to pre-petition periods have been excluded.
- [8] This budget reflects wages at a \$240,000 annual rate starting with the second pay period in July, as will be requested in the related motion

**Copeland's of Longview, LLC**  
**Weekly Cash Flow Forecast**

<i>Week Number:</i>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>	<b>7</b>	<b>8</b>	<b>9</b>	<b>10</b>	<b>11</b>	<b>12</b>	<b>13</b>	<b>Total for Budgeted Period</b>
<i>Week Ending:</i>	<b>6/10/2017</b>	<b>6/17/2017</b>	<b>6/24/2017</b>	<b>7/1/2017</b>	<b>7/8/2017</b>	<b>7/15/2017</b>	<b>7/22/2017</b>	<b>7/29/2017</b>	<b>8/5/2017</b>	<b>8/12/2017</b>	<b>8/19/2017</b>	<b>8/26/2017</b>	<b>9/2/2017</b>	
<b>Receipts</b> <sup>[1]</sup>														
Food & Beverage Revenue	\$ 54,000	\$ 54,000	\$ 62,000	\$ 49,000	\$ 49,000	\$ 54,000	\$ 54,000	\$ 54,000	\$ 49,000	\$ 49,000	\$ 49,000	\$ 49,000	\$ 49,000	\$ 675,000
Sales Tax Receipts	4,930	4,930	4,930	5,660	4,473	4,473	4,930	4,930	4,930	4,473	4,473	4,473	4,473	62,079
Misc Income	44	44	44	36	36	36	36	36	44	44	44	44	36	524
<b>Total Receipts</b>	<b>58,974</b>	<b>58,974</b>	<b>66,974</b>	<b>54,696</b>	<b>53,509</b>	<b>58,509</b>	<b>58,965</b>	<b>58,965</b>	<b>53,974</b>	<b>53,518</b>	<b>53,518</b>	<b>53,518</b>	<b>53,509</b>	<b>737,603</b>
<b>Disbursements</b> <sup>[1]</sup>														
Wages & Payroll Charges <sup>[2]</sup>	-	43,491	-	43,491	-	44,371	-	42,025	-	43,491	-	40,558	-	257,428
Cost of Food & Beverage	16,200	16,200	18,600	14,700	14,700	16,200	16,200	16,200	14,700	14,700	14,700	14,700	14,700	202,500
Other Expenses - Food & Beverage	2,708	2,708	2,708	2,166	2,166	2,166	2,166	2,166	2,708	2,708	2,708	2,708	2,166	31,953
Telephone & Internet <sup>[3]</sup>	-	1,050	-	-	-	1,050	-	-	-	-	1,050	-	-	3,151
Electricity, Gas, Water & Sewer <sup>[3]</sup>	-	8,504	-	-	-	8,504	-	-	-	-	8,504	-	-	25,512
Service Contracts, Pool & Other Maintenance	454	3,593	454	363	363	3,503	363	363	454	454	3,593	454	363	14,771
Other Sales & Marketing	478	478	478	382	382	382	382	382	478	478	478	478	382	5,640
Other Admin	1,156	10,895	1,156	1,121	925	10,664	925	1,121	1,156	1,352	10,698	1,352	925	43,444
Professional Fees - G&A <sup>[4]</sup>	-	-	-	1,675	-	-	-	-	1,675	-	-	-	1,675	5,025
Royalties & Franchise Fees <sup>[6]</sup>	3,375	3,375	3,375	3,875	3,063	3,063	3,375	3,375	3,375	3,063	3,063	3,063	3,063	42,500
Business Licenses & Permits, Insurance & Leases	-	5,674	-	-	-	5,674	-	-	-	-	5,674	-	-	17,023
Management Wages (D. Hahn) <sup>[7]</sup>	-	1,282	-	1,282	-	1,538	-	1,538	-	1,538	-	1,538	-	8,718
Sales Tax Payments	-	25,413	-	-	-	25,313	-	-	-	-	30,514	-	-	81,239
<b>Total Operating Disbursements</b>	<b>24,370</b>	<b>122,664</b>	<b>26,770</b>	<b>69,056</b>	<b>21,599</b>	<b>122,428</b>	<b>23,411</b>	<b>67,171</b>	<b>24,545</b>	<b>67,784</b>	<b>80,983</b>	<b>64,851</b>	<b>23,274</b>	<b>738,905</b>
<b>Other Cash Flows</b>														
Draw (Repayment) on Debts	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Critical Vendor Payments <sup>[5]</sup>	(6,225)	-	(6,225)	-	(6,225)	-	(6,225)	-	(6,225)	-	(6,225)	-	(6,225)	(43,575)
<b>Total Other Cash Flows</b>	<b>(6,225)</b>	<b>-</b>	<b>(6,225)</b>	<b>-</b>	<b>(6,225)</b>	<b>-</b>	<b>(6,225)</b>	<b>-</b>	<b>(6,225)</b>	<b>-</b>	<b>(6,225)</b>	<b>-</b>	<b>(6,225)</b>	<b>(43,575)</b>
<b>Net Change in Cash</b>	<b>28,379</b>	<b>(63,689)</b>	<b>33,979</b>	<b>(14,360)</b>	<b>25,685</b>	<b>(63,920)</b>	<b>29,329</b>	<b>(8,205)</b>	<b>23,204</b>	<b>(14,266)</b>	<b>(33,690)</b>	<b>(11,333)</b>	<b>24,010</b>	<b>(44,877)</b>
<b>Intercompany Transfers</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>18,000</b>	<b>-</b>	<b>-</b>	<b>18,000</b>
Beginning Cash Balance	60,446	88,825	25,136	59,115	44,754	70,440	6,520	35,849	27,644	50,848	36,582	20,892	9,559	60,446
<b>Ending Cash Balance</b>	<b>88,825</b>	<b>25,136</b>	<b>59,115</b>	<b>44,754</b>	<b>70,440</b>	<b>6,520</b>	<b>35,849</b>	<b>27,644</b>	<b>50,848</b>	<b>36,582</b>	<b>20,892</b>	<b>9,559</b>	<b>33,569</b>	<b>33,569</b>
Beginning Pre-Petition Loan Balance	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Draws (Payments)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ending Pre-Petition Loan Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

**Notes:**

[1] The line items in this budget are primarily based upon averages derived from the Company's 2016 and 2017 preliminary financial statements, with the amounts and/or timing of certain items adjusted based upon information from Management or the Company's accountants.

[2] Employees are paid every other Friday, except for restaurant staff, which is paid on the following Monday every other week. Management has requested that all payroll be shown in the same week.

[3] Utility adequate assurance deposit payments were paid in the week ending 5/27/2017.

[4] Legal and professional fees include ordinary course professionals and bankruptcy case professionals, see Legal and Professional Fees Detail Schedule.

[5] Please see the filed Critical Vendor First Day Motion.

[6] Royalty and Franchise Fee payments are directly related to revenues, and fee levels will fluctuate significantly with changes in revenue levels.

[7] This budget reflects wages at a \$40,000 annual rate from this entity starting with the second pay period in July, as will be requested in the related motion.

SI of Longview, LLC  
Weekly Cash Flow Forecast

Week Number:	1	2	3	4	5	6	7	8	9	10	11	12	13	Total for Budgeted Period
Week Ending:	6/10/2017	6/17/2017	6/24/2017	7/1/2017	7/8/2017	7/15/2017	7/22/2017	7/29/2017	8/5/2017	8/12/2017	8/19/2017	8/26/2017	9/2/2017	
<b>Receipts</b> <sup>[1]</sup>														
Room Revenue	\$ 13,000	\$ 13,000	\$ 13,000	\$ 13,000	\$ 13,000	\$ 13,000	\$ 13,000	\$ 13,000	\$ 13,000	\$ 13,000	\$ 13,000	\$ 13,000	\$ 13,000	\$ 169,000
Sales Tax Receipts	1,958	1,958	1,958	1,958	1,958	1,958	1,958	1,958	1,958	1,958	1,958	1,958	1,958	25,451
Misc Income	115	115	115	115	115	115	115	115	115	115	115	115	115	1,489
<b>Total Receipts</b>	<b>15,072</b>	<b>15,072</b>	<b>15,072</b>	<b>15,072</b>	<b>15,072</b>	<b>15,072</b>	<b>15,072</b>	<b>15,072</b>	<b>15,072</b>	<b>15,072</b>	<b>15,072</b>	<b>15,072</b>	<b>15,072</b>	<b>195,939</b>
<b>Disbursements</b> <sup>[1]</sup>														
Wages & Payroll Charges <sup>[2]</sup>	-	7,377	-	7,377	-	7,377	-	7,377	-	7,377	-	7,377	-	44,259
Other Expenses - Rooms	545	545	545	436	436	436	436	436	545	545	545	545	436	6,431
Complimentary Breakfast & Services	1,468	1,468	1,468	1,174	1,174	1,174	1,174	1,174	1,468	1,468	1,468	1,468	1,174	17,324
Travel Agent Commissions / Rebates	392	392	392	314	314	314	314	314	392	392	392	392	314	4,628
TV-Expense Cable <sup>[3]</sup>	-	1,900	-	-	-	1,900	-	-	-	-	1,900	-	-	5,700
Telephone & Internet <sup>[3]</sup>	-	1,750	-	-	-	1,750	-	-	-	-	1,750	-	-	5,250
Utilities - Electricity, Gas & Sewer <sup>[3]</sup>	-	4,128	-	-	-	4,128	-	-	-	-	4,128	-	-	12,385
Service Contracts, Pool & Other Maintenance	112	1,455	112	90	90	1,432	90	90	112	1,455	1,455	112	90	5,352
Advertising	-	-	-	3,405	-	-	-	-	3,405	-	-	-	3,405	10,215
Other Sales & Marketing	19	40	19	36	15	36	15	36	19	40	19	40	15	349
Other Admin	166	2,214	166	229	133	2,181	133	229	166	263	2,117	263	133	8,391
Professional Fees - G&A <sup>[4]</sup>	-	-	-	695	-	4,000	-	-	695	-	-	-	695	6,086
Royalties & Franchise Fees <sup>[5]</sup>	-	-	5,398	-	-	-	5,398	-	-	-	-	5,398	-	16,193
Business Licenses & Permits, Insurance & Leases	-	2,409	-	-	-	292	-	-	-	-	1,350	-	-	4,051
Management Wages (D. Hahn) <sup>[6]</sup>	-	1,282	-	1,282	-	1,538	-	1,538	-	1,538	-	1,538	-	8,718
Sales Tax Payments	-	7,831	-	-	-	7,831	-	-	-	-	9,789	-	-	25,451
Misc. Expenses	-	301	-	-	-	301	-	-	-	-	301	-	-	904
<b>Total Operating Disbursements</b>	<b>2,702</b>	<b>33,092</b>	<b>8,100</b>	<b>15,038</b>	<b>2,162</b>	<b>34,691</b>	<b>7,559</b>	<b>11,194</b>	<b>6,803</b>	<b>11,735</b>	<b>25,215</b>	<b>17,132</b>	<b>6,262</b>	<b>181,686</b>
<b>Other Cash Flows</b>														
Draw (Repayment) on Debts	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total Other Cash Flows</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Change in Cash</b>	<b>12,370</b>	<b>(18,020)</b>	<b>6,973</b>	<b>34</b>	<b>12,910</b>	<b>(19,619)</b>	<b>7,513</b>	<b>3,878</b>	<b>8,270</b>	<b>3,337</b>	<b>(10,143)</b>	<b>(2,060)</b>	<b>8,810</b>	<b>14,253</b>
<b>Intercompany Transfers</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(11,333)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(19,333)</b>	<b>-</b>	<b>-</b>	<b>(30,667)</b>
Beginning Cash Balance	29,154	41,524	23,504	30,477	30,510	43,421	12,469	19,982	23,860	32,129	35,467	5,991	3,931	29,154
<b>Ending Cash Balance</b>	<b>41,524</b>	<b>23,504</b>	<b>30,477</b>	<b>30,510</b>	<b>43,421</b>	<b>12,469</b>	<b>19,982</b>	<b>23,860</b>	<b>32,129</b>	<b>35,467</b>	<b>5,991</b>	<b>3,931</b>	<b>12,741</b>	<b>12,741</b>
Beginning Pre-Petition Loan Balance	4,507,017	4,507,017	4,507,017	4,507,017	4,507,017	4,507,017	4,507,017	4,507,017	4,507,017	4,507,017	4,507,017	4,507,017	4,507,017	4,507,017
Draws (Payments)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Ending Pre-Petition Loan Balance</b>	<b>\$ 4,507,017</b>	<b>\$ 4,507,017</b>	<b>\$ 4,507,017</b>	<b>\$ 4,507,017</b>	<b>\$ 4,507,017</b>	<b>\$ 4,507,017</b>	<b>\$ 4,507,017</b>	<b>\$ 4,507,017</b>	<b>\$ 4,507,017</b>	<b>\$ 4,507,017</b>	<b>\$ 4,507,017</b>	<b>\$ 4,507,017</b>	<b>\$ 4,507,017</b>	<b>\$ 4,507,017</b>

**Notes:**

[1] The line items in this budget are primarily based upon averages derived from the Company's 2016 and 2017 preliminary financial statements, with the amounts and/or timing of certain items adjusted based upon information from Management or the Company's accountants.

[2] Employees are paid every other Friday.

[3] Utility adequate assurance deposit payments were paid in the week ending 5/27/2017.

[4] Legal and professional fees include ordinary course professionals and bankruptcy case professionals, see Legal and Professional Fees Detail Schedule.

[5] Royalty and Franchise Fee payments are directly related to revenues, and fee levels will fluctuate significantly with changes in revenue levels. Payments for hotels are one month in arrears. Amounts attributable to pre-petition periods have been excluded.

[6] This budget reflects wages at a \$40,000 annual rate from this entity starting with the second pay period in July, as will be requested in the related motion.

**Hahn Hotels, LLC (Hawthorn)**  
**Weekly Cash Flow Forecast**

<i>Week Number:</i>	1	2	3	4	5	6	7	8	9	10	11	12	13	<b>Total for Budgeted Period</b>
<i>Week Ending:</i>	6/10/2017	6/17/2017	6/24/2017	7/1/2017	7/8/2017	7/15/2017	7/22/2017	7/29/2017	8/5/2017	8/12/2017	8/19/2017	8/26/2017	9/2/2017	
<b>Receipts</b> <sup>[1]</sup>														
Room Revenue	\$ 25,161	\$ 25,161	\$ 25,161	\$ 25,161	\$ 25,161	\$ 25,161	\$ 25,161	\$ 25,161	\$ 25,161	\$ 25,161	\$ 25,161	\$ 25,161	\$ 25,161	\$ 327,089
Sales Tax Receipts	3,779	3,779	3,779	3,779	3,779	3,779	3,779	3,779	3,779	3,779	3,779	3,779	3,779	49,123
Misc Income	55	55	55	55	55	55	55	55	55	55	55	55	55	719
<b>Total Receipts</b>	<b>28,995</b>	<b>28,995</b>	<b>28,995</b>	<b>28,995</b>	<b>28,995</b>	<b>28,995</b>	<b>28,995</b>	<b>28,995</b>	<b>28,995</b>	<b>28,995</b>	<b>28,995</b>	<b>28,995</b>	<b>28,995</b>	<b>376,931</b>
<b>Disbursements</b> <sup>[1]</sup>														
Wages & Payroll Charges <sup>[2]</sup>	-	12,993	-	12,993	-	12,993	-	12,993	-	12,993	-	12,993	-	77,959
Other Expenses - Rooms	836	836	836	669	669	669	669	669	836	836	836	836	669	9,861
Complimentary Breakfast & Services	1,100	1,100	1,100	880	880	880	880	880	1,100	1,100	1,100	1,100	880	12,980
Travel Agent Commissions / Rebates	183	183	183	147	147	147	147	147	183	183	183	183	147	2,163
TV-Expense Cable <sup>[3]</sup>	-	1,450	-	-	-	1,450	-	-	-	-	1,450	-	-	4,350
Telephone & Internet <sup>[3]</sup>	-	1,900	-	-	-	1,900	-	-	-	-	1,900	-	-	5,700
Utilities - Electricity, Gas & Sewer <sup>[3]</sup>	-	3,295	-	-	-	3,295	-	-	-	-	3,295	-	-	9,884
Service Contracts, Pool & Other Maintenance	382	2,862	382	306	306	2,786	306	306	382	382	2,862	382	306	11,948
Advertising	-	-	-	1,700	-	-	-	-	1,700	-	-	-	1,700	5,100
Other Sales & Marketing	79	137	79	121	64	121	64	121	79	137	79	137	64	1,281
Other Admin	237	2,396	237	670	189	2,349	189	670	237	718	1,915	718	189	10,715
Professional Fees - G&A <sup>[4]</sup>	-	-	-	427	-	4,000	-	-	427	-	-	-	427	5,282
Royalties & Franchise Fees <sup>[5]</sup>	-	11,071	-	-	-	11,071	-	-	-	-	11,071	-	-	33,212
Business Licenses & Permits, Insurance & Leases	-	1,433	-	-	-	1,433	-	-	-	-	1,433	-	-	4,300
Management Wages (D. Hahn) <sup>[6]</sup>	-	1,282	-	1,282	-	1,538	-	1,538	-	1,538	-	1,538	-	8,718
Sales Tax Payments	-	15,115	-	-	-	15,115	-	-	-	-	18,893	-	-	49,123
Misc. Expenses	-	194	-	-	-	194	-	-	-	-	194	-	-	581
<b>Total Operating Disbursements</b>	<b>2,817</b>	<b>56,247</b>	<b>2,817</b>	<b>19,195</b>	<b>2,254</b>	<b>59,940</b>	<b>2,254</b>	<b>17,324</b>	<b>4,944</b>	<b>17,887</b>	<b>45,212</b>	<b>17,887</b>	<b>4,381</b>	<b>253,157</b>
<b>Other Cash Flows</b>														
Draw (Repayment) on Debts	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total Other Cash Flows</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Change in Cash</b>	<b>26,178</b>	<b>(27,252)</b>	<b>26,178</b>	<b>9,800</b>	<b>26,741</b>	<b>(30,945)</b>	<b>26,741</b>	<b>11,671</b>	<b>24,050</b>	<b>11,108</b>	<b>(16,217)</b>	<b>11,108</b>	<b>24,614</b>	<b>123,775</b>
<b>Intercompany Transfers</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(11,333)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(19,333)</b>	<b>-</b>	<b>-</b>	<b>(30,667)</b>
Beginning Cash Balance	98,691	124,868	97,617	123,794	133,594	160,335	118,057	144,798	156,469	180,520	191,627	156,077	167,185	98,691
<b>Ending Cash Balance</b>	<b>124,868</b>	<b>97,617</b>	<b>123,794</b>	<b>133,594</b>	<b>160,335</b>	<b>118,057</b>	<b>144,798</b>	<b>156,469</b>	<b>180,520</b>	<b>191,627</b>	<b>156,077</b>	<b>167,185</b>	<b>191,799</b>	<b>191,799</b>
Beginning Pre-Petition Loan Balance	4,434,185	4,434,185	4,434,185	4,434,185	4,434,185	4,434,185	4,434,185	4,434,185	4,434,185	4,434,185	4,434,185	4,434,185	4,434,185	4,434,185
Draws (Payments)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Ending Pre-Petition Loan Balance</b>	<b>\$ 4,434,185</b>	<b>\$ 4,434,185</b>	<b>\$ 4,434,185</b>	<b>\$ 4,434,185</b>	<b>\$ 4,434,185</b>	<b>\$ 4,434,185</b>	<b>\$ 4,434,185</b>	<b>\$ 4,434,185</b>	<b>\$ 4,434,185</b>	<b>\$ 4,434,185</b>	<b>\$ 4,434,185</b>	<b>\$ 4,434,185</b>	<b>\$ 4,434,185</b>	<b>\$ 4,434,185</b>

**Notes:**

[1] The line items in this budget are primarily based upon averages derived from the Company's 2016 and 2017 preliminary financial statements, with the amounts and/or timing of certain items adjusted based upon information from Management or the Company's accountants.

[2] Employees are paid every other Friday.

[3] Utility adequate assurance deposit payments were paid in the week ending 5/27/2017.

[4] Legal and professional fees include ordinary course professionals and bankruptcy case professionals, see Legal and Professional Fees Detail Schedule.

[5] Royalty and Franchise Fee payments are directly related to revenues, and fee levels will fluctuate significantly with changes in revenue levels. Payments for hotels are one month in arrears. Amounts attributable to pre-petition periods have been excluded.

[6] This budget reflects wages at a \$40,000 annual rate from this entity starting with the second pay period in July, as will be requested in the related motion.

**Hahn Hotels of Sulphur Springs, LLC (La Quinta) (Entity, Not Consolidated)**  
**Weekly Cash Flow Forecast**

	Week Number:													Total for
	1	2	3	4	5	6	7	8	9	10	11	12	13	Budgeted
	Week Ending:													Period
	6/10/2017	6/17/2017	6/24/2017	7/1/2017	7/8/2017	7/15/2017	7/22/2017	7/29/2017	8/5/2017	8/12/2017	8/19/2017	8/26/2017	9/2/2017	
<b>Receipts</b> <sup>[1]</sup>														
Room Revenue	\$ 25,372	\$ 25,372	\$ 25,372	\$ 21,292	\$ 21,292	\$ 21,292	\$ 21,292	\$ 21,292	\$ 18,951	\$ 18,951	\$ 18,951	\$ 18,951	\$ 16,088	\$ 274,466
Sales Tax Receipts	3,812	3,812	3,812	3,199	3,199	3,199	3,199	3,199	2,847	2,847	2,847	2,847	2,417	41,234
Misc Income	45	45	45	45	45	45	45	45	45	45	45	45	45	588
<b>Total Receipts</b>	<b>29,229</b>	<b>29,229</b>	<b>29,229</b>	<b>24,536</b>	<b>24,536</b>	<b>24,536</b>	<b>24,536</b>	<b>24,536</b>	<b>21,843</b>	<b>21,843</b>	<b>21,843</b>	<b>21,843</b>	<b>18,550</b>	<b>316,288</b>
<b>Disbursements</b> <sup>[1]</sup>														
Wages & Payroll Charges <sup>[2]</sup>	-	7,513	-	7,513	-	7,513	-	7,513	-	7,513	-	7,513	-	45,076
Other Expenses - Rooms	480	480	480	384	384	384	384	384	480	480	480	480	384	5,663
Complimentary Breakfast & Services	879	879	879	703	703	703	703	703	879	879	879	879	703	10,366
Travel Agent Commissions / Rebates	565	565	565	452	452	452	452	452	565	565	565	565	452	6,668
Telephone, Cable & Internet <sup>[3]</sup>	-	992	-	-	-	992	-	-	-	-	992	-	-	2,976
Utilities - Electricity, Gas & Sewer <sup>[3]</sup>	-	4,407	-	-	-	4,407	-	-	-	-	4,407	-	-	13,221
Service Contracts, Pool & Other Maintenance	250	1,209	250	200	200	1,159	200	200	250	250	1,209	250	200	5,826
Advertising	-	-	-	2,933	-	-	-	-	2,933	-	-	-	2,933	8,798
Other Sales & Marketing	13	38	13	35	11	35	11	35	13	38	13	38	11	304
Other Admin	121	4,586	121	613	97	4,561	97	613	121	637	4,070	637	97	16,372
Professional Fees - G&A <sup>[4]</sup>	-	-	-	615	-	4,000	-	-	615	-	-	-	615	5,845
Royalties & Franchise Fees <sup>[5]</sup>	-	12,248	-	-	-	14,476	-	-	-	-	12,148	-	-	38,872
Business Licenses & Permits, Insurance & Leases	-	17	-	1,256	-	17	-	-	996	-	17	-	1,126	3,428
Management Wages (D. Hahn) <sup>[6]</sup>	-	1,282	-	1,282	-	1,538	-	1,538	-	1,538	-	1,538	-	8,718
Sales Tax Payments	-	12,895	-	-	-	15,238	-	-	-	-	15,988	-	-	44,120
Misc. Expenses	-	811	-	-	-	811	-	-	-	-	811	-	-	2,433
<b>Total Operating Disbursements</b>	<b>2,308</b>	<b>47,921</b>	<b>2,308</b>	<b>15,986</b>	<b>1,846</b>	<b>56,287</b>	<b>1,846</b>	<b>11,438</b>	<b>6,851</b>	<b>11,899</b>	<b>41,578</b>	<b>11,899</b>	<b>6,520</b>	<b>218,686</b>
<b>Other Cash Flows</b>														
Draw (Repayment) on Debts	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total Other Cash Flows</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Change in Cash</b>	<b>26,921</b>	<b>(18,692)</b>	<b>26,921</b>	<b>8,550</b>	<b>22,690</b>	<b>(31,751)</b>	<b>22,690</b>	<b>13,098</b>	<b>14,992</b>	<b>9,944</b>	<b>(19,735)</b>	<b>9,944</b>	<b>12,030</b>	<b>97,601</b>
<b>Intercompany Transfers</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(11,333)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(19,333)</b>	<b>-</b>	<b>-</b>	<b>(30,667)</b>
Beginning Cash Balance	71,178	98,099	79,407	106,328	114,878	137,568	94,484	117,174	130,272	145,264	155,207	116,138	126,082	71,178
<b>Ending Cash Balance</b>	<b>98,099</b>	<b>79,407</b>	<b>106,328</b>	<b>114,878</b>	<b>137,568</b>	<b>94,484</b>	<b>117,174</b>	<b>130,272</b>	<b>145,264</b>	<b>155,207</b>	<b>116,138</b>	<b>126,082</b>	<b>138,112</b>	<b>138,112</b>
Beginning Pre-Petition Loan Balance	3,200,000	3,200,000	3,200,000	3,200,000	3,200,000	3,200,000	3,200,000	3,200,000	3,200,000	3,200,000	3,200,000	3,200,000	3,200,000	3,200,000
Draws (Payments)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ending Pre-Petition Loan Balance	\$ 3,200,000	\$ 3,200,000	\$ 3,200,000	\$ 3,200,000	\$ 3,200,000	\$ 3,200,000	\$ 3,200,000	\$ 3,200,000	\$ 3,200,000	\$ 3,200,000	\$ 3,200,000	\$ 3,200,000	\$ 3,200,000	\$ 3,200,000

**Notes:**

[1] The line items in this budget are primarily based upon averages derived from the Company's 2016 and 2017 preliminary financial statements, with the amounts and/or timing of certain items adjusted based upon information from Management or the Company's accountants.

[2] Employees are paid every other Friday.

[3] Utility adequate assurance deposit payments were paid in the week ending 5/27/2017.

[4] Legal and professional fees include ordinary course professionals and bankruptcy case professionals, see Legal and Professional Fees Detail Schedule.

[5] Royalty and Franchise Fee payments are directly related to revenues, and fee levels will fluctuate significantly with changes in revenue levels. Payments for hotels are one month in arrears. Amounts attributable to pre-petition periods have been excluded.

[6] This budget reflects wages at a \$40,000 annual rate from this entity starting with the second pay period in July, as will be requested in the related motion.



Hahn Investments, LLC  
Weekly Cash Flow Forecast

Week Number:	1	2	3	4	5	6	7	8	9	10	11	12	13	Total for Budgeted Period
Week Ending:	6/10/2017	6/17/2017	6/24/2017	7/1/2017	7/8/2017	7/15/2017	7/22/2017	7/29/2017	8/5/2017	8/12/2017	8/19/2017	8/26/2017	9/2/2017	
<b>Receipts <sup>[1]</sup></b>														
Rental Income	\$ 29,200	\$ 3,650	\$ 3,650	\$ 39,242	\$ 31,393	\$ 3,924	\$ 3,924	\$ -	\$ 39,242	\$ 31,393	\$ 3,924	\$ 3,924	\$ 39,242	\$ 232,708
<b>Total Receipts</b>	<b>29,200</b>	<b>3,650</b>	<b>3,650</b>	<b>39,242</b>	<b>31,393</b>	<b>3,924</b>	<b>3,924</b>	<b>-</b>	<b>39,242</b>	<b>31,393</b>	<b>3,924</b>	<b>3,924</b>	<b>39,242</b>	<b>232,708</b>
<b>Disbursements <sup>[1]</sup></b>														
Automobile & Related	140	140	140	112	112	112	112	112	140	140	140	140	112	1,652
Office Exp & Misc.	69	69	69	55	55	55	55	55	69	69	69	69	55	811
Building Repairs & Maint.	2,701	3,279	2,701	4,557	2,161	2,739	2,161	2,161	5,097	2,701	3,279	2,701	4,557	40,796
Health & Medical <sup>[2]</sup>	-	706	-	706	-	706	-	706	-	706	-	706	-	4,236
Legal Fees <sup>[4]</sup>	-	-	-	1,400	-	50,000	-	-	1,400	-	50,000	-	1,400	104,200
Insurance, Licenses and Permits	-	4,677	-	-	-	2,551	-	-	-	-	2,551	-	-	9,779
Management Wages (D. Hahn) <sup>[6]</sup>	-	2,564	-	2,564	-	3,077	-	3,077	-	3,077	-	3,077	-	17,436
Professional Fees <sup>[4]</sup>	-	-	-	2,000	-	97,000	-	-	2,000	-	40,000	-	2,000	143,000
Telephone <sup>[3]</sup>	-	196	-	-	-	196	-	-	-	-	196	-	-	587
Utilities <sup>[3]</sup>	-	6,077	-	-	-	6,077	-	-	-	-	6,077	-	-	18,230
<b>Total Operating Disbursements</b>	<b>2,910</b>	<b>17,707</b>	<b>2,910</b>	<b>11,394</b>	<b>2,328</b>	<b>162,512</b>	<b>2,328</b>	<b>6,111</b>	<b>8,706</b>	<b>6,693</b>	<b>102,311</b>	<b>6,693</b>	<b>8,124</b>	<b>340,727</b>
<b>Other Cash Flows</b>														
Draw (Repayment) on Debts	-	-	-	-	-	-	-	-	-	-	-	-	-	-
MUD Completion Costs <sup>[5]</sup>	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total Other Cash Flows</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Change in Cash</b>	<b>26,290</b>	<b>(14,057)</b>	<b>740</b>	<b>27,847</b>	<b>29,065</b>	<b>(158,588)</b>	<b>1,596</b>	<b>(6,111)</b>	<b>30,535</b>	<b>24,700</b>	<b>(98,387)</b>	<b>(2,769)</b>	<b>31,117</b>	<b>(108,020)</b>
<b>Intercompany Transfers</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>34,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>40,000</b>	<b>-</b>	<b>-</b>	<b>74,000</b>
Beginning Cash Balance	68,717	95,007	80,950	81,690	109,537	138,602	14,015	15,611	9,500	40,035	64,736	6,349	3,580	68,717
<b>Ending Cash Balance</b>	<b>95,007</b>	<b>80,950</b>	<b>81,690</b>	<b>109,537</b>	<b>138,602</b>	<b>14,015</b>	<b>15,611</b>	<b>9,500</b>	<b>40,035</b>	<b>64,736</b>	<b>6,349</b>	<b>3,580</b>	<b>34,697</b>	<b>34,697</b>
Beginning Pre-Petition Loan Balance	11,592,136	11,592,136	11,592,136	11,592,136	11,592,136	11,592,136	11,592,136	11,592,136	11,592,136	11,592,136	11,592,136	11,592,136	11,592,136	11,592,136
Draws (Payments)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ending Pre-Petition Loan Balance	11,592,136	11,592,136	11,592,136	11,592,136	11,592,136	11,592,136	11,592,136	11,592,136	11,592,136	11,592,136	11,592,136	11,592,136	11,592,136	11,592,136

**Notes:**

[1] The line items in this budget are primarily based upon averages derived from the Company's 2016 and 2017 preliminary financial statements, with the amounts and/or timing of certain items adjusted based upon information from Management or the Company's accountants.

[2] Expenses incurred on same timing as employee payroll, every other Friday.

[3] Utility adequate assurance deposit payments were paid in the week ending 5/27/2017.

[4] Legal and professional fees include ordinary course professionals and bankruptcy case professionals, see Legal and Professional Fees Detail Schedule.

[5] Costs to restart and complete the MUD project are excluded from this budget, but will require the following estimated payments: Lawsuit settlement - \$338,000; Replacement Contractor payables - \$500,000; Completion of construction - \$300,000

[6] This budget reflects wages at an \$80,000 annual rate from this entity starting with the second pay period in July, as will be requested in the related motion.

**Hahn Hotels of Sulphur Springs, LLC Consolidated  
Weekly Cash Flow Forecast  
Legal and Professional Fees Detail**

	Week Number:													Total for Budgeted Period
	1	2	3	4	5	6	7	8	9	10	11	12	13	
	Week Ending:													
	6/10/2017	6/17/2017	6/24/2017	7/1/2017	7/8/2017	7/15/2017	7/22/2017	7/29/2017	8/5/2017	8/12/2017	8/19/2017	8/26/2017	9/2/2017	
<b>Ordinary Course Professionals</b>														
Hotel Counts - Hotel Bookkeeping <sup>[1]</sup>	\$ -	\$ -	\$ -	\$ 1,650	\$ -	\$ -	\$ -	\$ -	\$ 1,650	\$ -	\$ -	\$ -	\$ 1,650	\$ 4,950
Carmela Davis, CPA - Copeland's and Hahn														
Investments Bookkeeping <sup>[1]</sup>	-	-	-	3,763	-	-	-	-	3,763	-	-	-	3,763	11,289
CBRE, Inc. - Real Estate Valuation						39,000								39,000
Curtis Blakely & Co. - Tax Accounting for All Entities <sup>[1]</sup>	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total Ordinary Course Professionals</b>	-	-	-	5,413	-	39,000	-	-	5,413	-	-	-	5,413	55,239
<b>Bankruptcy Professionals</b>														
Bridgepoint Consulting <sup>[2]</sup>	-	-	-	-	-	70,000	-	-	-	-	40,000	-	-	110,000
<b>Total Bankruptcy Professionals</b>	-	-	-	-	-	70,000	-	-	-	-	40,000	-	-	110,000
<b>Total Professional Fees</b>	-	-	-	5,413	-	109,000	-	-	5,413	-	40,000	-	5,413	165,238
<b>Ordinary Course Legal Services</b>														
Law Office of Matthew C. Harris - MUD Legal Issues <sup>[1]</sup>	-	-	-	1,400	-	-	-	-	1,400	-	-	-	1,400	4,200
<b>Total Ordinary Course Legal Services</b>	-	-	-	1,400	-	-	-	-	1,400	-	-	-	1,400	4,200
<b>Bankruptcy Legal Services</b>														
Law Offices of Judith W. Ross <sup>[2]</sup>	-	-	-	-	-	50,000	-	-	-	-	50,000	-	-	100,000
<b>Total Bankruptcy Legal Services</b>	-	-	-	-	-	50,000	-	-	-	-	50,000	-	-	100,000
<b>Total Legal Services</b>	-	-	-	1,400	-	50,000	-	-	1,400	-	50,000	-	1,400	104,200
<b>Total Professional Fees and Legal Services</b>	\$ -	\$ -	\$ -	\$ 6,813	\$ -	\$ 159,000	\$ -	\$ -	\$ 6,813	\$ -	\$ 90,000	\$ -	\$ 6,813	\$ 269,438

Notes:  
 [1] Ordinary Course Professional Fees and Legal Services are assumed to be paid in the first week of each month for the prior month's services.  
 [2] Bankruptcy Professional Fees and Legal Services are estimated, and will be subject to an interim fee procedures motion/order to be filed.

**Hahn Hotels of Sulphur Springs, LLC Consolidated  
Weekly Cash Flow Forecast  
Intercompany Transfers Detail**

<i>Week Number:</i>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>	<b>7</b>	<b>8</b>	<b>9</b>	<b>10</b>	<b>11</b>	<b>12</b>	<b>13</b>	<b>Total for Budgeted Period</b>
<i>Week Ending:</i>	<b>6/10/2017</b>	<b>6/17/2017</b>	<b>6/24/2017</b>	<b>7/1/2017</b>	<b>7/8/2017</b>	<b>7/15/2017</b>	<b>7/22/2017</b>	<b>7/29/2017</b>	<b>8/5/2017</b>	<b>8/12/2017</b>	<b>8/19/2017</b>	<b>8/26/2017</b>	<b>9/2/2017</b>	
<b>Intercompany Transfers</b>														
Copeland's of Longview, LLC	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 18,000	\$ -	\$ -	\$ 18,000
SI of Longview, LLC	-	-	-	-	-	(11,333)	-	-	-	-	(19,333)	-	-	(30,667)
Hahn Hotels, LLC (Hawthorn)	-	-	-	-	-	(11,333)	-	-	-	-	(19,333)	-	-	(30,667)
Hahn Hotels of Sulphur Springs, LLC (La Quinta) (Entity, Not Consolidated)	-	-	-	-	-	(11,333)	-	-	-	-	(19,333)	-	-	(30,667)
Hahn Investments, LLC	-	-	-	-	-	34,000	-	-	-	-	40,000	-	-	74,000
<b>Net Intercompany Transfers</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Ending Cash Balance (After Intercompany Transfers)</b>														
Copeland's of Longview, LLC	88,825	25,136	59,115	44,754	70,440	6,520	35,849	27,644	50,848	36,582	20,892	9,559	33,569	
SI of Longview, LLC	41,524	23,504	30,477	30,510	43,421	12,469	19,982	23,860	32,129	35,467	5,991	3,931	12,741	
Hahn Hotels, LLC (Hawthorn)	124,868	97,617	123,794	133,594	160,335	118,057	144,798	156,469	180,520	191,627	156,077	167,185	191,799	
Hahn Hotels of Sulphur Springs, LLC (La Quinta) (Entity, Not Consolidated)	98,099	79,407	106,328	114,878	137,568	94,484	117,174	130,272	145,264	155,207	116,138	126,082	138,112	
Hahn Investments, LLC	95,007	80,950	81,690	109,537	138,602	14,015	15,611	9,500	40,035	64,736	6,349	3,580	34,697	
<b>Consolidated Ending Cash Balance</b>	<b>\$ 448,323</b>	<b>\$ 306,613</b>	<b>\$ 401,403</b>	<b>\$ 433,275</b>	<b>\$ 550,366</b>	<b>\$ 245,545</b>	<b>\$ 333,414</b>	<b>\$ 347,745</b>	<b>\$ 448,796</b>	<b>\$ 483,619</b>	<b>\$ 305,447</b>	<b>\$ 310,336</b>	<b>\$ 410,918</b>	