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

In re	§	**Chapter 11**
	§	
HAHN HOTELS OF	§	**Case No. 17-40947**
SULPHUR SPRINGS, LLC, *et al.*[1]	§	
	§	**Jointly Administered**
Debtors.	§	
	§	

DEBTORS' MOTION FOR FINAL ORDER AUTHORIZING CONTINUED USE OF CASH COLLATERAL FOR FOURTH AMENDED BUDGET PERIOD

NO HEARING WILL BE CONDUCTED ON THIS APPLICATION UNLESS A WRITTEN OBJECTION IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AND SERVED UPON THE PARTY FILING THIS PLEADING WITHIN FOURTEEN (14) DAYS FROM THE DATE OF SERVICE UNLESS THE COURT SHORTENS OR EXTENDS THE TIME FOR FILING SUCH OBJECTION. IF NO OBJECTION IS TIMELY SERVED AND FILED, THIS APPLICATION SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT. IF AN OBJECTION IS FILED AND SERVED IN A TIMELY MANNER, THE COURT WILL THEREAFTER SET A HEARING UNLESS IT DETERMINES THAT AN EVIDENTIARY HEARING IS NOT REQUIRED AND THAT THE COURT'S DECISION WOULD NOT BE SIGNIFICANTLY AIDED BY ORAL ARGUMENT. IF YOU FAIL TO APPEAR AT ANY SCHEDULED HEARING, YOUR OBJECTION MAY BE STRICKEN. THE COURT RESERVES THE RIGHT TO SET A HEARING ON ANY MATTER.

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 Texas limited liability company (collectively, the "**Debtors**"), file this *Motion for Final Order*

[1] 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.

Authorizing Continued Use of Cash Collateral for Fourth Amended Budget Period (the "**Motion**"). In support of the Motion, the Debtors respectfully represent as follows:

I. Jurisdiction and Venue

1. This Court has jurisdiction over this Motion under 28 U.S.C. § 1334(b). This Court can hear and determine this matter in accordance with 28 U.S.C. § 157 and the standing order of reference of bankruptcy cases and proceedings in this District. This matter is a core proceeding, and venue for this Motion is proper in this district under 28 U.S.C. §§ 1408 and 1409.

II. Factual and Procedural Background

2. On May 1, 2017 (the "**Petition Date**"), the Debtors filed voluntary petitions for relief in this Court under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**").

3. Each of the Debtors remains in possession of its property and is operating its business as debtor-in-possession, pursuant to §§ 1107 and 1108 of the Bankruptcy Code.

4. On June 6, 2017 the Court entered a final order authorizing the Debtors' use of cash collateral for the first budget period, which ends on July 8, 2017 (Docket No. 118).

5. On June 6, 2017 the Court entered a final order authorizing the Debtors to engage in certain intercompany transactions contemplated in the budget for the first budget period, which ends on July 8, 2017 (Docket No. 119).

6. On June 30, 2017 the Court entered a final order approving the Debtors' use of cash collateral for the Second Budget Period and approving certain intercompany transactions (Docket No. 144).

7. On August 30, 2017 the Court entered a final order approving the Debtors' use of cash collateral for the Third Budget Period and approving certain intercompany transactions (Docket No. 197).

8. On December 8, 2017 the Court entered a final order approving the Debtors' use of cash collateral for the Fourth Budget Period and approving certain intercompany transactions (Docket No. 286) (the "**Fourth Cash Collateral Order**").

9. A detailed description of the Debtors' business, capital structure, and the events leading to the Debtors' obtaining financing is fully set forth in the First Day Declaration and is incorporated herein by reference.

10. In order to finance their respective property purchases and related construction, the Debtors have entered into a series of promissory notes over the years. On occasion, the Debtors would refinance notes in order to extend the maturity of the obligations and/or secure additional funding or more favorable terms, as more fully described in the declaration of Dante Hahn submitted in support of various first-day motions (incorporated herein by reference).

11. The Prepetition Lenders' debt is secured by liens on substantially all of the assets of Hahn Investments, LLC and its co-debtor subsidiaries and affiliates, including rents from lodging properties, as well as approximately $67,000 in accounts receivable that existed as of the Petition Date (collectively, the "**Prepetition Collateral**"). The Debtors have an immediate need to use the cash (the "**Cash Collateral**") identified in the budget attached as **Exhibit A** to the proposed order (the "**Amended Budget**") to operate their businesses.

12. The names and addresses of each entity claiming an interest in the Debtors' cash collateral are listed on the attached **Exhibit 1**.

13. The names and addresses of any entity in control or having possession of the cash collateral are listed on the attached **Exhibit 2**.

14. The Debtors obtained these loans as a means of financing their operations. Each of the loans includes the grant of a security interest in the Debtors' properties.

III. Relief Requested and Bases for Relief

15. The Debtors seek authorization under §§ 105, 361, 363, and 507 of chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**") (i) to use cash collateral under Bankruptcy Code § 363; and (ii) to provide adequate protection to the Prepetition Lenders (as defined below) under §§ 361 and 363 of the Bankruptcy Code in accordance with the Budget.

16. The Debtors' use of Cash Collateral is of the utmost importance to the preservation and maintenance of the value of the Debtors. The Debtors need to use cash to operate their businesses in order to avoid immediate and irreparable harm to the Debtors and their estates. Cash Collateral provides the general funding for the Debtor's operations. The Debtors' businesses require access to the rental and ancillary income that the Debtors generate from the operation of the Copeland's restaurant and the Sleep Inn, Hawthorn Suites, and La Quinta hotels inasmuch as the Debtors have determined, in their business judgment that they will be unable to operate generally, even for a limited period, without use of such Cash Collateral.

17. Ultimately, the use of Cash Collateral will maintain the going-concern value of the Debtors' businesses and improve the ability of the Debtors to facilitate an effective and timely reorganization. The Debtors will be able to keep their properties insured, safe, and secure, as well as provide the cash needed to sustain ongoing generation of revenues. These are all expenses necessary to preserve the value of the Debtors' properties. Without such

minimal financial accommodations, the hope of an effective reorganization may be jeopardized.

A. Bankruptcy Code § 363 Allows a Debtor to Use Cash Collateral.

18. Section 363 of the Bankruptcy Code authorizes a debtor to use cash collateral if (i) those having an interest in such cash collateral consent, or (ii) the Court authorizes use of cash collateral. 11 U.S.C §363(c)(2). Even with consent, Rule 4001 functionally requires there be an order approving the parties' agreement to use of cash collateral; accordingly, the Debtors request authority to use Cash Collateral.

19. Use of cash collateral may be prohibited or conditioned, however, upon request by a party having an interest in such cash collateral as is necessary to adequately protect its interest. 11 U.S.C. §363(c)(3). The Court may authorize use of cash collateral upon a showing that those with an interest in the cash collateral are adequately protected. 11 U.S.C. §§363(c)(2)(B) and 363(e). Adequate protection requires consideration of the creditor's aggregate collateral position, not simply protection of its lien on cash or accounts.

B. Bankruptcy Code § 363(e) Requires Lenders to Be Adequately Protected.

20. Section 363(e) of the Bankruptcy Code provides that, "on request of an entity that has an interest in property used . . . or proposed to be used . . . by the [debtor-in-possession], the court . . . shall prohibit or condition such use . . . as is necessary to provide adequate protection of such interest." 11 U.S.C. § 363(e). Adequate protection is not expressly defined in the Bankruptcy Code, except by the implications of the examples of adequate protection listed in § 361. *In re Swedeland Dev. Group, Inc.*, 16 F.3d 552, 564 (3d Cir. 1994). Section 361 of the Bankruptcy Code contains a non-exhaustive list of acceptable forms of adequate

protection, including a cash payment or periodic cash payments, additional liens, replacement liens, and the "indubitable equivalent of such entity's interest in such property." 11 U.S.C. § 361.

21. The determination of adequate protection is fact-specific and made on a "case by case basis." *Swedeland*, 16 F.3d at 564; *see also In re Mathis*, 64 B.R. 279, 284 (N.D. Tex. 1986) (same). The focus of the adequate protection requirement is to preserve the secured creditor's position at the time of the bankruptcy filing and protect the secured creditor from diminution in the value of its collateral during the reorganization process. *Id.*; *In re Continental Airlines, Inc.*, 154 B.R. 176, 180-81 (Bankr. D. Del. 1993); *see also In re WorldCom, Inc.*, 304 B.R. 611, 618–19 (Bankr. S.D.N.Y. 2004) ("The legislative history for section 361 of the Bankruptcy Code, which sets forth how adequate protection may be provided under section 363, makes clear that the purpose is to insure that the secured creditor receives the value for which the creditor bargained for prior to the debtor's bankruptcy."). "However, neither the legislative history nor the Bankruptcy Code requires the Court to protect a creditor beyond what was bargained for by the parties." *WorldCom, Inc.*, 304 B.R. at 619; *see also Swedeland*, 16 F.3d at 564.

C. The Amended Fourth Cash Collateral Order Satisfies Bankruptcy Code Requirements.

22. The relevant provisions of the proposed order (the "**Amended Fourth Cash Collateral Order**") are as follows:

a) *Name of Each Entity with Interest in Cash Collateral*. The Debtors' prepetition lenders consist of the following: Austin Bank; First National Bank of Hughes

Springs; Texas Bank and Trust Company; Texas National Bank; Pilgrim Bank; and the Small Business Association[2] (the "**Prepetition Lenders**").

b) *Use of Cash Collateral and Amended Budget*. The Debtors intend to use the Cash Collateral (as defined below), in accordance with the Amended Budget. The Debtors may use the Cash Collateral in excess of the amount set forth in the Amended Budget for a particular line item so long as the percentage of deviation for all line-items during the budget period does not exceed 10% in the aggregate. The Amended Budget sets forth the particular expenses anticipated to be necessary to be paid from December 3, 2017 through March 3 2018 (the "**Fourth Budget Period**").

c) *Adequate Protection*. The Debtors recognize that the Prepetition Lenders are entitled, pursuant to §§ 361 and 363(e) of the Bankruptcy Code, to adequate protection of their interests in the Cash Collateral under the Prepetition Agreements to the extent there is a diminution in value of such collateral from the Debtors' use from and after the Petition Date. 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 Debtors grant the Prepetition Lenders replacement liens in property acquired by the Debtors after the Petition Date, which is of the same nature, kind and character as the Prepetition Collateral (defined below), and all proceeds and products thereof solely 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

[2] Wells Fargo is the Facilitator on the SBA loan.

thereof. If and to the extent the adequate protection of the interests of the Prepetition Lenders under the Amended Fourth Cash Collateral 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.

23. The Debtors believe that the asset value of each property securing the repayment obligations on debt owed to the Prepetition Lenders is greater than the amount of the debt. The Debtors submit that, under the circumstances, the equity cushion in the assets securing the repayment obligations on the Prepetition Lenders' debt adequately protects the Prepetition Lenders from any diminution of their interests in the Cash Collateral resulting from use. Payment of the expenses identified on the Amended Budget is necessary to avoid immediate and irreparable harm to the estate pending opportunity for a final hearing.

24. Following entry of the Fourth Cash Collateral Order, the Debtors reached agreements in principle with the Prepetition Lenders on terms of the Debtors' proposed joint Chapter 11 plan of reorganization. Additionally, the Debtors re-assessed the financial condition, cash position, and projections for certain debtor properties, resulting in the need to amend the Debtors' Budget approved in the Fourth Cash Collateral Order. Accordingly, the Debtors have filed this Motion seeking approval of the Amended Budget.

25. As is set forth herein, the Debtors respectfully submit that they have satisfied the requirements under § 363 for the use of cash collateral. The relief requested is also appropriate under Bankruptcy Code § 105(a). Section 105(a) vests in the Court the power to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code]." 11 U.S.C. § 105(a).

26. The request for relief is also made in accordance with Bankruptcy Local Rule 4001(c).

WHEREFORE, the Debtors respectfully request entry of the Amended Fourth Cash Collateral Order: (i) authorizing the Debtors to use Cash Collateral post-petition in a manner consistent with the Amended Budget; (ii) the terms and conditions of the Amended Fourth Cash Collateral Order shall be immediately effective and enforceable upon its entry; and (iii) granting such other and further relief as is just and proper.

Respectfully submitted: December 28, 2017 By: */s/ Eric Soderlund*

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Counsel for Debtors and Debtors in Possession

Certificate of Service

I certify that on December 28, 2017, I served or caused to be served the foregoing document (i) electronically on the Electronic Case Filing System for the United States Bankruptcy Court for the Eastern District of Texas and (ii) by first class mail on the non-debtor/debtor professional parties listed on the most recent Limited Master Service List filed in these chapter 11 cases [Docket No. 235].

/s/ Eric Soderlund
Eric Soderlund

Exhibit 1—Creditors Asserting Interest in Collateral

1. Austin Bank
911 N.W. Loop 281, 100
Longview, TX 75604
East Texas Regional Development Company, Inc.
c/o Kerry Bashaw
3800 Stone Road
Kilgore, TX 75662
kerry.bashaw@etcog.org

Counsel for Austin Bank:
McNally & Patrick, LLP
Michael McNally and Glen Patrick
100 E. Ferguson, Suite 400
Tyler, TX 75702
michaeljmcnally@suddenlinkmail.com
glenepatrick@suddenlinkmail.com

2. First National Bank of Hughes Springs
505 East First Street,
Hughes Springs, TX 75656

Counsel for First National Bank of Hughes Springs:
Searcy & Searcy
Josh Searcy
446 Forest Square
Longview, Texas 75605
joshsearcy@jrsearcylaw.com

3. Pilgrim Bank
1404 South Broadway
Sulphur Springs, TX 75482

Counsel for Pilgrim Bank:
c/o Scott A. Ritcheson
Ritcheson, Lauffer & Vincent, P.C.
821 ESE Loop 323, Suite 530
Tyler, Texas 75701
scottr@rllawfirm.net

4. Texas National Bank
612 E. Hawkins Parkway
Longview, TX 75608
Wells Fargo Bank, NA
NW 6441, PO Box 1450
Minneapolis, MN 55485

Counsel for Texas National Bank:
c/o Michael McNally and Glen Patrick
McNally & Patrick, LLP
100 E. Ferguson, Suite 400
Tyler, TX 75702
michaeljmcnally@suddenlinkmail.com
glenepatrick@suddenlinkmail.com

5. Texas Bank and Trust Company
300 East Whaley
Longview, TX 75601

Counsel for Texas Bank and Trust Company
c/o John F. Bufe
Potter Minton, a Professional Corp.
500 Plaza Tower
110 N. College
Tyler, TX 75702
johnbufe@potterminton.com

6. US Small Business Administration
409 3rd St, SW
Washington, DC 20416

East Texas Regional Development Company, Inc.
c/o Kerry Bashaw
3800 Stone Road
Kilgore, TX 75662
kerry.bashaw@etcog.org

The Debtors' inclusion of parties on this exhibit is solely for the purpose of notice and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the designated category or has a claim or legal relationship to the Debtors of the nature described herein.

Exhibit 2—Entities with Control Over Cash Collateral

Applicable Debtor	Bank Information	Account Type	Account Number
Hahn Investments, LLC	Guaranty Bank & Trust 200 W. Hawkins Parkway Longview, Texas 75605	Checking	XXXXX858
Copeland's of Longview, LLC	Guaranty Bank & Trust 200 W. Hawkins Parkway Longview, Texas 75605	Checking	XXXXX277
Hahn Hotels, LLC	Guaranty Bank & Trust 200 W. Hawkins Parkway Longview, Texas 75605	Checking	XXXXX239
Hahn Hotels of Sulphur Springs, LLC	Guaranty Bank & Trust 200 W. Hawkins Parkway Longview, Texas 75605	Checking	XXXXX251
SI of Longview, LLC	Guaranty Bank & Trust 200 W. Hawkins Parkway Longview, Texas 75605	Checking	XXXXX244

Hahn Debtors Consolidated
Weekly Cash Flow Forecast

Week Number:	1	2	3	4	5	6	7	8	9	10	11	12	13	
Week Ending:	12/9/2017	12/16/2017	12/23/2017	12/30/2017	1/6/2018	1/13/2018	1/20/2018	1/27/2018	2/3/2018	2/10/2018	2/17/2018	2/24/2018	3/3/2018	Total for Budgeted Period
Receipts														
Room Revenue	$ 53,249	$ 53,249	$ 53,249	$ 53,249	$ 65,650	$ 65,650	$ 65,650	$ 65,650	$ 59,880	$ 59,880	$ 44,800	$ 44,800	$ 45,094	$ 730,045
Rental Income	27,869	3,484	3,484	-	33,330	26,664	3,333	3,333	27,110	21,688	2,711	2,711	20,890	176,605
Food & Beverage	42,000	52,000	52,000	42,000	41,160	41,160	41,160	41,160	41,160	41,160	-	-	-	434,960
Sales Tax Receipts	8,940	9,765	9,765	8,940	9,790	9,790	9,790	9,790	9,504	9,504	3,835	3,835	4,300	107,548
Misc Income	5,675	6,975	6,975	5,675	5,566	5,566	5,566	5,566	5,566	5,566	101	101	89	58,986
Total Receipts	**137,733**	**125,473**	**125,473**	**109,863**	**155,495**	**148,829**	**125,498**	**125,498**	**143,219**	**137,797**	**51,446**	**51,446**	**70,373**	**1,508,144**
Disbursements														
Wages & Payroll Charges	44,229	33,373	49,537	33,373	49,537	32,138	44,229	32,138	44,229	32,138	-	23,950	-	418,870
Cost of Food & Beverage	14,700	18,200	18,200	14,700	14,406	14,406	14,406	14,406	14,406	14,406	-	-	-	152,236
Other Expenses	3,835	3,835	3,835	3,835	4,466	4,466	4,466	4,466	4,299	4,299	1,452	1,452	1,297	46,003
Complimentary Breakfast & Services	2,933	2,933	2,933	2,933	3,182	3,182	3,182	3,182	3,074	3,074	1,606	1,606	1,356	35,176
Travel Agent Commissions / Rebates	912	912	912	912	1,141	1,141	1,141	1,141	1,141	1,141	748	748	599	12,588
TV-Expense Cable	-	4,771	-	-	-	-	4,771	-	-	-	2,871	-	-	12,413
Telephone & Internet	-	6,696	-	-	-	-	5,707	1,050	-	-	3,520	-	-	16,973
Utilities - Electricity, Gas & Sewer	-	26,206	-	-	-	-	28,562	-	-	-	13,465	-	-	68,233
Service Contracts, Pool & Other Maintenance	3,033	11,533	3,033	3,033	5,055	2,659	8,151	5,799	4,303	1,880	5,171	1,314	3,491	58,453
Advertising	-	500	-	-	8,038	-	-	500	8,038	-	-	-	4,633	21,708
Other Admin, Sales & Marketing	1,530	20,124	1,530	2,623	1,710	2,596	18,659	2,596	1,710	2,596	6,171	1,085	237	63,167
Legal Services	5,600	-	-	89,668	-	-	-	68,870	-	-	50,000	36,738	1,400	252,276
Professional Fees	4,900	16,998	-	30,051	5,413	-	18,200	38,362	4,985	-	30,427	23,699	615	173,651
Royalties & Franchise Fees	2,730	22,930	8,480	3,380	2,730	2,675	2,675	26,314	2,675	2,675	-	24,345	-	101,610
Business Licenses & Permits, Insurance & Leases	-	12,582	-	-	-	-	11,576	-	-	-	4,622	-	-	28,780
Management Wages (D. Hahn & Corp.)	-	9,231	-	9,231	-	9,231	-	9,231	-	9,231	-	9,231	-	55,385
Property Taxes, Including Cash Reserve for Taxes and Cure Payments	10,000	-	-	-	-	-	114,686	30,847	-	-	-	-	-	155,533
Sales Tax Payments	-	38,960	-	-	-	-	40,675	-	-	-	16,484	-	-	96,119
Interest	-	-	-	-	-	-	-	-	41,081	-	-	-	41,081	82,162
Misc. Expenses	-	1,306	-	-	-	-	1,306	-	-	-	1,005	-	-	3,616
Total Operating Disbursements	**94,402**	**231,091**	**88,459**	**193,740**	**95,677**	**72,494**	**322,392**	**238,901**	**129,941**	**71,439**	**137,540**	**124,168**	**54,709**	**1,854,953**
Cash Available From Operations	**43,331**	**(105,618)**	**37,013**	**(83,877)**	**59,818**	**76,335**	**(196,893)**	**(113,402)**	**13,279**	**66,358**	**(86,094)**	**(72,722)**	**15,664**	**(346,809)**
Other Cash Flows														
Principal Payments on Debt	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Critical Vendor Payments	(5,247)	-	-	-	-	-	-	-	-	-	-	-	-	(5,247)
Post-Effective Creditor Repayments - Property Taxes	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Post-Effective Creditor Repayments - Other Unsecureds	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Post-Effective Creditor Repayments - Mechanics' Liens	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Equity Infusions (Draws)	-	-	-	-	-	-	-	-	50,000	-	-	-	-	50,000
Total Other Cash Flows	**(5,247)**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**50,000**	**-**	**-**	**-**	**-**	**44,753**
Net Change in Cash	**38,084**	**(105,618)**	**37,013**	**(83,877)**	**59,818**	**76,335**	**(196,893)**	**(113,402)**	**63,279**	**66,358**	**(86,094)**	**(72,722)**	**15,664**	**(302,056)**
Intercompany Transfers	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Capital Injection	**-**	**-**	**-**	**-**	**-**	**-**	**25,000**	**70,000**	**17,000**	**-**	**-**	**-**	**-**	**112,000**
Beginning Cash Balance	330,720	368,804	263,186	300,199	216,322	276,140	352,475	180,582	137,180	217,458	283,816	197,722	125,000	330,720
Ending Cash Balance	**368,804**	**263,186**	**300,199**	**216,322**	**276,140**	**352,475**	**180,582**	**137,180**	**217,458**	**283,816**	**197,722**	**125,000**	**140,664**	**140,664**

Copeland's of Longview, LLC
Weekly Cash Flow Forecast

Week Number:	1	2	3	4	5	6	7	8	9	10	11	12	13	
Week Ending:	12/9/2017	12/16/2017	12/23/2017	12/30/2017	1/6/2018	1/13/2018	1/20/2018	1/27/2018	2/3/2018	2/10/2018	2/17/2018	2/24/2018	3/3/2018	**Total for Budgeted Period**
Receipts														
Food & Beverage Revenue	$ 42,000	$ 52,000	$ 52,000	$ 42,000	$ 41,160	$ 41,160	$ 41,160	$ 41,160	$ 41,160	$ 41,160	$ -	$ -	$ -	$ 434,960
Sales Tax Receipts	3,467	4,293	4,293	3,467	3,398	3,398	3,398	3,398	3,398	3,398	-	-	-	35,910
Misc Income	5,460	6,760	6,760	5,460	5,351	5,351	5,351	5,351	5,351	5,351	-	-	-	56,545
Total Receipts	**50,927**	**63,053**	**63,053**	**50,927**	**49,909**	**49,909**	**49,909**	**49,909**	**49,909**	**49,909**	**-**	**-**	**-**	**527,415**
Disbursements														
Wages & Payroll Charges	44,229	-	49,537	-	49,537	-	44,229	-	44,229	-	-	-	-	231,760
Cost of Food & Beverage	14,700	18,200	18,200	14,700	14,406	14,406	14,406	14,406	14,406	14,406	-	-	-	152,236
Other Expenses - Food & Beverage	2,166	2,166	2,166	2,166	2,302	2,302	2,302	2,302	2,302	2,302	-	-	-	22,475
Telephone & Internet	-	1,050	-	-	-	-	-	1,050	-	-	-	-	-	2,100
Electricity, Gas, Water & Sewer	-	8,504	-	-	-	-	8,504	-	-	-	-	-	-	17,008
Service Contracts, Pool & Other Maintenance	363	3,503	363	363	454	454	454	3,593	454	454	-	-	-	10,452
Advertising	-	500	-	-	-	-	-	500	-	-	-	-	-	1,000
Other Sales & Marketing	382	5,382	382	382	478	478	5,478	478	478	478	-	-	-	14,397
Other Admin	616	4,239	616	616	770	770	4,393	770	770	770	-	-	-	14,331
Legal Services	5,600	-	-	-	-	-	-	37,970	-	-	-	-	-	43,570
Professional Fees - G&A	-	-	-	-	1,675	-	4,875	21,562	1,675	-	-	-	-	29,787
Royalties & Franchise Fees	2,730	2,730	3,380	3,380	2,730	2,675	2,675	2,675	2,675	2,675	-	-	-	28,327
Business Licenses & Permits, Insurance & Leases	-	5,253	-	-	-	-	5,253	-	-	-	-	-	-	10,506
Management Wages (D. Hahn & Corp.)	-	1,538	-	1,538	-	1,538	-	1,538	-	-	-	-	-	6,154
Taxes - Real Property & Business	-	-	-	-	-	-	-	30,847	-	-	-	-	-	30,847
Sales Tax Payments	-	15,322	-	-	-	-	16,817	-	-	-	-	-	-	32,139
Interest	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Operating Disbursements	**70,787**	**68,387**	**74,644**	**23,146**	**72,351**	**22,623**	**109,385**	**117,692**	**66,989**	**21,085**	**-**	**-**	**-**	**647,090**
Cash Available From Operations	**(19,859)**	**(5,334)**	**(11,591)**	**27,781**	**(22,442)**	**27,286**	**(59,476)**	**(67,783)**	**(17,080)**	**28,824**	**-**	**-**	**-**	**(119,675)**
Other Cash Flows														
Draw (Repayment) on Debts	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Critical Vendor Payments	(5,247)	-	-	-	-	-	-	-	-	-	-	-	-	(5,247)
Post-Effective Creditor Repayments - Taxes	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Post-Effective Creditor Repayments - Other Unsecureds	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Other Cash Flows	**(5,247)**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(5,247)**
Net Change in Cash	**(25,107)**	**(5,334)**	**(11,591)**	**27,781**	**(22,442)**	**27,286**	**(59,476)**	**(67,783)**	**(17,080)**	**28,824**	**-**	**-**	**-**	**(124,923)**
Intercompany Transfers	**40,000**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**10,000**	**-**	**-**	**-**	**50,000**
Capital Injection	**-**	**-**	**-**	**-**	**-**	**-**	**25,000**	**70,000**	**17,000**	**-**	**-**	**-**	**-**	**112,000**
Beginning Cash Balance	5,619	20,512	15,178	3,587	31,368	8,926	36,212	1,735	3,952	3,872	42,696	42,696	42,696	5,619
Ending Cash Balance	**20,512**	**15,178**	**3,587**	**31,368**	**8,926**	**36,212**	**1,735**	**3,952**	**3,872**	**42,696**	**42,696**	**42,696**	**42,696**	**42,696**

SI of Longview, LLC
Weekly Cash Flow Forecast

Week Number:	1	2	3	4	5	6	7	8	9	10	11	12	13	
Week Ending:	12/9/2017	12/16/2017	12/23/2017	12/30/2017	1/6/2018	1/13/2018	1/20/2018	1/27/2018	2/3/2018	2/10/2018	2/17/2018	2/24/2018	3/3/2018	Total for Budgeted Period
Receipts														
Room Revenue	$ 15,000	$ 15,000	$ 15,000	$ 15,000	$ 15,080	$ 15,080	$ 15,080	$ 15,080	$ 15,080	$ 15,080	$ -	$ -	$ -	$ 150,480
Sales Tax Receipts	2,259	2,259	2,259	2,259	2,271	2,271	2,271	2,271	2,271	2,271	-	-	-	22,662
Misc Income	115	115	115	115	115	115	115	115	115	115	-	-	-	1,145
Total Receipts	**17,373**	**17,373**	**17,373**	**17,373**	**17,466**	**17,466**	**17,466**	**17,466**	**17,466**	**17,466**	**-**	**-**	**-**	**174,287**
Disbursements														
Wages & Payroll Charges	-	8,188	-	8,188	-	8,188	-	8,188	-	8,188	-	-	-	40,940
Other Expenses - Rooms	436	436	436	436	545	545	545	545	545	545	-	-	-	5,014
Complimentary Breakfast & Services	1,174	1,174	1,174	1,174	1,468	1,468	1,468	1,468	1,468	1,468	-	-	-	13,507
Travel Agent Commissions / Rebates	314	314	314	314	392	392	392	392	392	392	-	-	-	3,608
TV-Expense Cable	-	1,900	-	-	-	-	1,900	-	-	-	-	-	-	3,800
Telephone & Internet	-	1,750	-	-	-	-	1,750	-	-	-	-	-	-	3,500
Utilities - Electricity, Gas & Sewer	-	4,128	-	-	-	-	4,128	-	-	-	-	-	-	8,257
Service Contracts, Pool & Other Maintenance	90	1,432	90	90	112	112	1,455	112	112	112	-	-	-	3,718
Advertising	-	-	-	-	3,405	-	-	-	3,405	-	-	-	-	6,810
Other Sales & Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Admin	133	2,681	133	229	166	263	2,617	263	166	263	-	-	-	6,912
Legal Services	-	-	-	18,914	-	-	-	10,300	-	-	-	-	-	29,214
Professional Fees - G&A	-	6,443	-	5,264	695	-	1,950	5,600	695	-	-	-	-	20,648
Royalties & Franchise Fees	-	-	5,100	-	-	-	-	5,100	-	-	-	-	-	10,200
Business Licenses & Permits, Insurance & Leases	-	1,365	-	-	-	-	1,365	-	-	-	-	-	-	2,730
Management Wages (D. Hahn & Corp.)	-	1,538	-	1,538	-	1,538	-	1,538	-	-	-	-	-	6,154
Taxes - Real Property & Business	-	-	-	-	-	-	17,841	-	-	-	-	-	-	17,841
Sales Tax Payments	-	9,036	-	-	-	-	9,036	-	-	-	-	-	-	18,071
Interest	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Misc. Expenses	-	301	-	-	-	-	301	-	-	-	-	-	-	603
Total Operating Disbursements	**2,147**	**40,687**	**7,247**	**36,148**	**6,784**	**12,506**	**44,749**	**33,506**	**6,784**	**10,968**	**-**	**-**	**-**	**201,526**
Cash Available From Operations	**15,227**	**(23,314)**	**10,127**	**(18,774)**	**10,682**	**4,959**	**(27,284)**	**(16,041)**	**10,682**	**6,498**	**-**	**-**	**-**	**(27,239)**
Other Cash Flows														
Post-Effective Creditor Repayments - Taxes	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Post-Effective Creditor Repayments - Other Unsecureds	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Post-Effective Creditor Repayments - Mechanics' Liens	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Other Cash Flows	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Net Change in Cash	**15,227**	**(23,314)**	**10,127**	**(18,774)**	**10,682**	**4,959**	**(27,284)**	**(16,041)**	**10,682**	**6,498**	**-**	**-**	**-**	**(27,239)**
Intercompany Transfers	**(13,333)**	**(7,667)**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**10,000**	**-**	**-**	**-**	**(11,000)**
Beginning Cash Balance	78,278	80,172	49,191	59,318	40,544	51,225	56,184	28,901	12,860	23,541	40,039	40,039	40,039	78,278
Ending Cash Balance	**80,172**	**49,191**	**59,318**	**40,544**	**51,225**	**56,184**	**28,901**	**12,860**	**23,541**	**40,039**	**40,039**	**40,039**	**40,039**	**40,039**

Hahn Hotels, LLC (Hawthorn)
Weekly Cash Flow Forecast

Week Number:	1	2	3	4	5	6	7	8	9	10	11	12	13	
Week Ending:	12/9/2017	12/16/2017	12/23/2017	12/30/2017	1/6/2018	1/13/2018	1/20/2018	1/27/2018	2/3/2018	2/10/2018	2/17/2018	2/24/2018	3/3/2018	Total for Budgeted Period
Receipts														
Room Revenue	$ 25,161	$ 25,161	$ 25,161	$ 25,161	$ 34,530	$ 34,530	$ 34,530	$ 34,530	$ 28,760	$ 28,760	$ 28,760	$ 28,760	$ 24,582	$ 378,383
Sales Tax Receipts	1,247	1,247	1,247	1,247	1,711	1,711	1,711	1,711	1,425	1,425	1,425	1,425	1,218	18,753
Misc Income	55	55	55	55	55	55	55	55	55	55	55	55	44	708
Total Receipts	**26,463**	**26,463**	**26,463**	**26,463**	**36,296**	**36,296**	**36,296**	**36,296**	**30,240**	**30,240**	**30,240**	**30,240**	**25,844**	**397,843**
Disbursements														
Wages & Payroll Charges	-	15,502	-	15,502	-	14,972	-	14,972	-	14,972	-	14,972	-	90,893
Other Expenses - Rooms	669	669	669	669	983	983	983	983	819	819	819	819	700	10,584
Complimentary Breakfast & Services	880	880	880	880	647	647	647	647	539	539	539	539	461	8,726
Travel Agent Commissions / Rebates	147	147	147	147	183	183	183	183	183	183	183	183	147	2,200
TV-Expense Cable	-	2,871	-	-	-	-	2,871	-	-	-	2,871	-	-	8,613
Telephone & Internet	-	1,900	-	-	-	-	2,236	-	-	-	1,862	-	-	5,998
Utilities - Electricity, Gas & Sewer	-	3,295	-	-	-	-	5,575	-	-	-	5,575	-	-	14,444
Service Contracts, Pool & Other Maintenance	306	2,786	306	306	123	123	2,872	123	123	123	2,573	123	98	9,982
Advertising	-	-	-	-	1,700	-	-	-	1,700	-	-	-	1,700	5,100
Other Sales & Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Admin	189	2,349	189	670	185	459	2,069	459	185	459	2,069	459	148	9,891
Legal Services	-	-	-	20,344	-	-	-	10,300	-	-	50,000	28,674	-	109,318
Professional Fees - G&A	-	5,655	-	4,611	427	-	4,875	5,600	-	-	30,427	18,308	-	69,903
Royalties & Franchise Fees	-	11,071	-	-	-	-	-	11,071	-	-	-	15,193	-	37,335
Business Licenses & Permits, Insurance & Leases	-	1,433	-	-	-	-	1,433	-	-	-	1,433	-	-	4,300
Management Wages (D. Hahn & Corp.)	-	1,538	-	1,538	-	1,538	-	1,538	-	4,615	-	4,615	-	15,385
Taxes - Real Property & Business	-	-	-	-	-	-	23,081	-	-	-	-	-	-	23,081
Sales Tax Payments	-	4,988	-	-	-	-	4,988	-	-	-	6,845	-	-	16,821
Interest	-	-	-	-	-	-	-	-	12,706	-	-	-	12,706	25,412
Misc. Expenses	-	194	-	-	-	-	194	-	-	-	194	-	-	581
Total Operating Disbursements	**2,190**	**55,277**	**2,190**	**44,666**	**4,249**	**18,906**	**52,008**	**45,877**	**16,256**	**21,711**	**105,391**	**83,885**	**15,960**	**468,567**
Cash Available From Operations	**24,273**	**(28,814)**	**24,273**	**(18,203)**	**32,047**	**17,390**	**(15,712)**	**(9,581)**	**13,985**	**8,530**	**(75,151)**	**(53,645)**	**9,884**	**(70,724)**
Other Cash Flows														
Draw (Repayment) on Debts	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Post-Effective Creditor Repayments - Property Taxes	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Post-Effective Creditor Repayments - Other Unsecureds	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Other Cash Flows	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Net Change in Cash	**24,273**	**(28,814)**	**24,273**	**(18,203)**	**32,047**	**17,390**	**(15,712)**	**(9,581)**	**13,985**	**8,530**	**(75,151)**	**(53,645)**	**9,884**	**(70,724)**
Intercompany Transfers	**(13,333)**	**(7,667)**	**-**	**-**	**-**	**-**	**-**	**(2,500)**	**-**	**10,000**	**-**	**-**	**-**	**(13,500)**
Beginning Cash Balance	110,605	121,545	85,064	109,337	91,134	123,181	140,571	124,859	112,778	126,763	145,292	70,142	16,497	110,605
Ending Cash Balance	**121,545**	**85,064**	**109,337**	**91,134**	**123,181**	**140,571**	**124,859**	**112,778**	**126,763**	**145,292**	**70,142**	**16,497**	**26,381**	**26,381**

Hahn Hotels of Sulphur Springs, LLC (La Quinta)
Weekly Cash Flow Forecast

Week Number:	1	2	3	4	5	6	7	8	9	10	11	12	13	
Week Ending:	12/9/2017	12/16/2017	12/23/2017	12/30/2017	1/6/2018	1/13/2018	1/20/2018	1/27/2018	2/3/2018	2/10/2018	2/17/2018	2/24/2018	3/3/2018	**Total for Budgeted Period**
Receipts														
Room Revenue	$ 13,088	$ 13,088	$ 13,088	$ 13,088	$ 16,040	$ 16,040	$ 16,040	$ 16,040	$ 16,040	$ 16,040	$ 16,040	$ 16,040	$ 20,512	$ 201,182
Sales Tax Receipts	1,966	1,966	1,966	1,966	2,410	2,410	2,410	2,410	2,410	2,410	2,410	2,410	3,082	30,224
Misc Income	45	45	45	45	45	45	45	45	45	45	45	45	45	588
Total Receipts	**15,099**	**15,099**	**15,099**	**15,099**	**18,495**	**18,495**	**18,495**	**18,495**	**18,495**	**18,495**	**18,495**	**18,495**	**23,639**	**231,994**
Disbursements														
Wages & Payroll Charges	-	8,978	-	8,978	-	8,978	-	8,978	-	8,978	-	8,978	-	53,865
Other Expenses - Rooms	384	384	384	384	411	411	411	411	411	411	411	411	421	5,245
Complimentary Breakfast & Services	879	879	879	879	1,067	1,067	1,067	1,067	1,067	1,067	1,067	1,067	895	12,943
Travel Agent Commissions / Rebates	452	452	452	452	565	565	565	565	565	565	565	565	452	6,781
Telephone, Cable & Internet	-	1,800	-	-	-	-	1,542	-	-	-	1,542	-	-	4,884
Utilities - Electricity, Gas & Sewer	-	4,407	-	-	-	-	4,763	-	-	-	4,100	-	-	13,270
Service Contracts, Pool & Other Maintenance	200	1,159	200	200	214	214	1,036	214	214	214	1,036	214	219	5,334
Advertising	-	-	-	-	2,933	-	-	-	2,933	-	-	-	2,933	8,798
Other Sales & Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Admin	97	4,561	97	613	111	627	4,101	627	111	627	4,101	627	89	16,388
Legal Services	-	-	-	5,533	-	-	-	-	-	-	-	-	-	5,533
Professional Fees - G&A	-	4,900	-	1,645	615	-	4,875	-	615	-	-	-	615	13,266
Royalties & Franchise Fees	-	9,129	-	-	-	-	-	7,468	-	-	-	9,152	-	25,748
Business Licenses & Permits, Insurance & Leases	-	17	-	-	-	-	1,143	-	-	-	1,143	-	-	2,302
Management Wages (D. Hahn & Corp.)	-	1,538	-	1,538	-	1,538	-	1,538	-	1,538	-	1,538	-	9,231
Cash Reserve for Taxes and Cure Payments	10,000	-	-	-	-	-	10,000	-	-	-	-	-	-	20,000
Sales Tax Payments	-	9,615	-	-	-	-	9,835	-	-	-	9,639	-	-	29,088
Interest	-	-	-	-	-	-	-	-	13,554	-	-	-	13,554	27,108
Misc. Expenses	-	811	-	-	-	-	811	-	-	-	811	-	-	2,433
Total Operating Disbursements	**12,011**	**48,630**	**2,011**	**20,222**	**5,915**	**13,399**	**40,148**	**20,867**	**19,469**	**13,399**	**24,415**	**22,551**	**19,177**	**262,216**
Cash Available From Operations	**3,088**	**(33,530)**	**13,088**	**(5,122)**	**12,579**	**5,095**	**(21,654)**	**(2,372)**	**(975)**	**5,095**	**(5,920)**	**(4,056)**	**4,462**	**(30,222)**
Other Cash Flows														
Draw (Repayment) on Debts	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Post-Effective Creditor Repayments - Taxes	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Post-Effective Creditor Repayments - Other Unsecureds	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Other Cash Flows	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Net Change in Cash	**3,088**	**(33,530)**	**13,088**	**(5,122)**	**12,579**	**5,095**	**(21,654)**	**(2,372)**	**(975)**	**5,095**	**(5,920)**	**(4,056)**	**4,462**	**(30,222)**
Intercompany Transfers	**-**	**23,000**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**10,000**	**-**	**-**	**-**	**33,000**
Beginning Cash Balance	12,048	15,136	4,606	17,694	12,572	25,151	30,246	8,592	6,220	5,245	20,341	14,421	10,364	12,048
Ending Cash Balance	**15,136**	**4,606**	**17,694**	**12,572**	**25,151**	**30,246**	**8,592**	**6,220**	**5,245**	**20,341**	**14,421**	**10,364**	**14,826**	**14,826**

Hahn Investments, LLC
Weekly Cash Flow Forecast

Week Number:	1	2	3	4	5	6	7	8	9	10	11	12	13	
Week Ending:	12/9/2017	12/16/2017	12/23/2017	12/30/2017	1/6/2018	1/13/2018	1/20/2018	1/27/2018	2/3/2018	2/10/2018	2/17/2018	2/24/2018	3/3/2018	**Total for Budgeted Period**
Receipts														
Rental Income	$ 27,869	$ 3,484	$ 3,484	$ -	$ 33,330	$ 26,664	$ 3,333	$ 3,333	$ 27,110	$ 21,688	$ 2,711	$ 2,711	$ 20,890	$ 176,605
Total Receipts	**27,869**	**3,484**	**3,484**	**-**	**33,330**	**26,664**	**3,333**	**3,333**	**27,110**	**21,688**	**2,711**	**2,711**	**20,890**	**176,605**
Disbursements														
Advertising & PR	-	800	-	-	-	-	-	-	-	-	-	-	-	800
Automobile & Related	112	112	112	112	-	-	-	-	-	-	-	-	-	448
Office Exp & Misc.	180	180	180	180	225	225	225	225	222	222	222	222	177	2,684
Building Repairs & Maint.	2,075	2,652	2,075	2,075	4,153	1,757	2,334	1,757	3,400	978	1,562	978	3,174	28,968
Health & Medical	-	706	-	706	-	-	-	-	-	-	-	-	-	1,412
Legal Fees	-	-	-	44,877	-	-	-	10,300	-	-	-	8,064	1,400	64,641
Insurance, Licenses and Permits	-	4,514	-	-	-	-	2,383	-	-	-	2,046	-	-	8,943
Management Wages (D. Hahn & Corp.)	-	3,077	-	3,077	-	3,077	-	3,077	-	3,077	-	3,077	-	18,462
Professional Fees	4,900.00	-	-	18,531	2,000	-	1,625	5,600	2,000	-	-	5,391	-	40,047
Business & Property Tax	-	-	-	-	-	-	63,763	-	-	-	-	-	-	63,763
Telephone	-	196	-	-	-	-	179	-	-	-	115	-	-	490
Utilities	-	5,872	-	-	-	-	5,592	-	-	-	3,790	-	-	15,254
Loan Interest	-	-	-	-	-	-	-	-	14,821	-	-	-	14,821	29,642
Total Operating Disbursements	**7,267**	**18,110**	**2,367**	**69,558**	**6,378**	**5,058**	**76,100**	**20,958**	**20,443**	**4,276**	**7,734**	**17,732**	**19,571**	**275,554**
Cash Available From Operations	**20,602**	**(14,626)**	**1,117**	**(69,558)**	**26,952**	**21,605**	**(72,768)**	**(17,625)**	**6,667**	**17,411**	**(5,024)**	**(15,021)**	**1,318**	**(98,948)**
Other Cash Flows														
Post-Effective Creditor Repayments - Property Taxes	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Post-Effective Creditor Repayments - Other Unsecureds	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Equity Infusions	-	-	-	-	-	-	-	-	50,000	-	-	-	-	50,000
Total Other Cash Flows	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**50,000**	**-**	**-**	**-**	**-**	**50,000**
Net Change in Cash	**20,602**	**(14,626)**	**1,117**	**(69,558)**	**26,952**	**21,605**	**(72,768)**	**(17,625)**	**56,667**	**17,411**	**(5,024)**	**(15,021)**	**1,318**	**(48,948)**
Intercompany Transfers	**(13,333)**	**(7,667)**	**-**	**-**	**-**	**-**	**-**	**2,500**	**-**	**(40,000)**	**-**	**-**	**-**	(58,500)
Beginning Cash Balance	124,170	131,439	109,147	110,263	40,705	67,657	89,263	16,495	1,370	58,036	35,448	30,424	15,404	124,170
Ending Cash Balance	**131,439**	**109,147**	**110,263**	**40,705**	**67,657**	**89,263**	**16,495**	**1,370**	**58,036**	**35,448**	**30,424**	**15,404**	**16,722**	**16,722**