

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
VICTORIA DIVISION**

In re: APACHE ENERGY SERVICES, LLC Debtor	§ § § § §	Chapter 11 Case No. 15-60069 (DRJ)
<hr/>		
In re: HII TECHNOLOGIES, INC. Debtor	§ § § § §	Chapter 11 Case No. 15-60070 (DRJ)
<hr/>		
In re: AQUA HANDLING OF TEXAS, LLC Debtor	§ § § § §	Chapter 11 Case No. 15-60071 (DRJ)
<hr/>		
In re: HAMILTON INVESTMENT GROUP Debtor	§ § § § §	Chapter 11 Case No. 15-60072 (DRJ)
<hr/>		
In re: SAGE POWER SOLUTIONS, INC. f/k/a KMHVC, INC. Debtor	§ § § § §	Chapter 11 Case No. 15-60073 (DRJ) (Joint Administration Requested)

DEBTORS' EMERGENCY MOTION FOR ORDER (I) AUTHORIZING CONTINUED USE OF EXISTING BUSINESS FORMS AND RECORDS; (II) AUTHORIZING MAINTENANCE OF EXISTING CORPORATE BANK ACCOUNTS AND CASH MANAGEMENT SYSTEM; AND (III) WAIVING THE REQUIREMENTS OF 11 U.S.C. § 345(b)

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE

NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

EMERGENCY RELIEF HAS BEEN REQUESTED. IF THE COURT CONSIDERS THE MOTION ON AN EMERGENCY BASIS, THEN YOU WILL HAVE LESS THAN 21 DAYS TO ANSWER. IF YOU OBJECT TO THE REQUESTED RELIEF OR IF YOU BELIEVE THAT THE EMERGENCY CONSIDERATION IS NOT WARRANTED; YOU SHOULD FILE AN IMMEDIATE RESPONSE.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

THE DEBTORS HAVE REQUESTED THAT THIS MOTION BE CONSIDERED AT THE DEBTORS' FIRST DAY HEARINGS.

**The Honorable David R. Jones,
United States Bankruptcy Judge:**

HII Technologies, Inc. ("HII") and its above-captioned affiliated debtors (collectively, the "Debtors"), hereby file this Emergency Motion for an Order (i) Authorizing Continued Use of Existing Business Forms and Records; (ii) Authorizing Maintenance of Existing Corporate Bank Accounts and Cash Management System; and (iii) Waiving the Requirements of 11 U.S.C. § 345(b) (the "Motion") and in support thereof, respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

FACTUAL BACKGROUND

2. HII is a Houston, Texas based oilfield services company with operations in Texas, Oklahoma, Ohio, and West Virginia focused on commercializing technologies and providing services in frac water management, safety services and portable power used by exploration and production ("E&P") companies in the United States. It is traded on the OTCQB under the Stock

Symbol HIIT. It was formed as a “roll up” of smaller oilfield service companies under a single umbrella. In December 2014, the Debtors employed 103 persons and extensively used independent contractor crews in connection with field service work.

3. The “crown jewel” of the HII group is the use of patented “HydroFLOW” non-chemical bacterial elimination technology; a part of its frac water management services. This provides a chemical-free bacteria neutralization system for stored water to be used in fracing and on-the-fly treatment during water transfer to frac jobs which has a bacterial kill rate of 99%. Measuring bacterial kill can be accomplished by an onsite bacteria testing unit which verifies efficacy of the HydroFLOW technology. This technology compliments traditional oilfield water management services referred to as flow back and water transfer.

4. HII operates through wholly-owned subsidiaries. The table below provides an overview of the current subsidiaries and their oilfield service activities:

<u>Name</u>	<u>Doing Business As (dba):</u>	<u>Business</u>
Apache Energy Services, LLC	AES Water Solutions	Frac Water Management Solutions
	AES Safety Services	Oilfield Safety Services
Aqua Handling of Texas, LLC	AquaTex	Frac Water Management Solutions
Hamilton Investment Group	Hamilton Water Transfer	Frac Water Management Solutions
Sage Power Solutions, Inc.	Sage Power, South Texas Power, or STP	Oilfield Power Management Solutions

5. **AES**. In 2012, HII sold its former operations leaving a public “shell”. HII began to acquire oilfield service assets. On September 27, 2012, HII acquired all of the outstanding membership interests of Apache Energy Services LLC (dba AES Water Solutions), a Nevada limited liability company (“AES”). AES is a water transfer services company serving oilfield customers. AES grew into a “total frac water management services company” doing business as AES Water Solutions and providing equipment, logistics and services associated with the millions of gallons of water typically used during hydraulic fracturing and completions of

horizontally drilled oil and gas wells. On November 12, 2013, HII acquired Aqua Handling of Texas, LLC. (dba AquaTex) a frac water transfer company. On August 12, 2014, HII acquired Hamilton Investment Group, Inc. (“Hamilton Water Transfer” or “Hamilton”) another frac water transfer company.

6. **AES Safety Services**. In January 2013, HII launched AES Safety Services, a division that offers contract safety engineers and professionals, safety training and onsite safety inspection services for E&P companies that prefer outsourcing many of their safety programs, or are required to by state regulation. AES Safety Services is HII’s oilfield safety consultancy providing experienced trained safety personnel such as contract safety engineers during oilfield operation from site preparation “rigging up” to drilling and completion for E&P customers. AES Safety Services provides flexibility as outsourced safety consultants, training and inspection to its customers to move quickly in key locations. Operations were halted before the Chapter 11.

7. **Sage Power**. In December 2012, HII launched a mobile oilfield power solutions and services business, which is being conducted through the wholly-owned subsidiary, Sage Power Solutions, Inc. f/k/a KMHVC, Inc. dba South Texas Power, or STP. HII’s oilfield mobile power subsidiary, Sage Power Solutions, does business as South Texas Power (STP) and operates a fleet of mobile generators, light towers and related equipment for in-field power rental where remote locations provide little or no existing electrical infrastructure.

8. HII’s executive offices are located at 8588 Katy Freeway, Suite 430, Houston, Texas, 77024. Apache Energy Services, its largest subsidiary, is based at 793 Charco Street, Goliad, Texas and maintains its assets there. Sage Power Systems f/k/a KMHVC, Inc. – South Texas Power (STP) operates from 1551 Damron Street, Tuleta, Texas. Hamilton formerly operated in Oklahoma and AquaTex formerly operated in Texas.

9. The Debtors' immediate objectives in commencing these chapter 11 cases are to minimize any loss in the value of their assets, preserve on-going business operations, and maximize creditor recoveries. To accomplish these ends, the Debtors intend to sell at auction substantially all of their assets. The auction should create a mechanism by which the free market values the assets and gives the greatest recovery for the estates.

10. On September 16, 2015 (the "Petition Date") the Debtors filed a petition under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of Texas, Victoria Division (the "Court"). The Debtors have continued in possession and management of its property and are operating their businesses as Debtors-in-possession.

11. The Debtor has directed a number of the operators of oil and gas wells to direct payment to the Debtor's account at Heartland. Any change in this procedure will delay the collection of accounts receivable.

12. Before commencing this case, in the ordinary course of its business, the Debtors used a cash management system (the "Cash Management System") to efficiently collect, transfer, and disburse funds generated by operations. The Cash Management System consists of the following accounts¹ at the following banks:

Bank	Entity	Acct #	Signatories
Heartland	HIG	4286	Matthew Flemming, LorettaCross
Heartland	HIIT Operating	3973	Matthew Flemming, LorettaCross
Heartland	AES Water	4211	Matthew Flemming, LorettaCross
Heartland	AES Safety	4229	Matthew Flemming, LorettaCross
Heartland	STP	4278	Matthew Flemming, LorettaCross
Heartland	AquaTex	4260	Matthew Flemming, LorettaCross
Chase	AES Water Solutions	9250	Matthew Flemming, LorettaCross

¹ Account numbers partially redacted as required by Fed. R. Bankr. P. 9037.

Bank	Entity	Acct #	Signatories
Chase	AES Safety Services	6880	Matthew Flemming, LorettaCross
Chase	Aqua Handling of Texas	2289	Mark Milliner, Matthew Flemming
Chase	HII Technologies, Inc.	2981	
Chase	South Texas Power	3619	Matthew Flemming, LorettaCross
Chase	Hamilton	1494	Mark Milliner, Matthew Flemming [CLOSED]
Wells Fargo	HII Technologies	2869	Matthew Flemming [CLOSED]
F&M	Hamilton	0911	Mark Hamilton, Sharon Hamilton, Sharon Roberson
F&M	Hamilton	1937	Mark Hamilton, Sharon Hamilton, Sharon Roberson

The accounts are collectively referred to herein as the “Accounts.”

RELIEF REQUESTED AND BASIS

13. The Debtors request, pursuant to Sections 105(a), 345(b), 363(c), and 364(a) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004, the entry of an order (i) authorizing the Debtors to continue using its existing business forms and records; (ii) authorizing the Debtors to maintain its bank accounts and Cash Management System; and (iii) waiving the requirements of 11 U.S.C. § 345(b).

A. The U.S. Trustee Guidelines and Section 345(b) of the Bankruptcy Code.

14. The Office of the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) has established its Guidelines for Chapter 11 Debtor-in-Possession (the “Guidelines”) in order to supervise the administration of chapter 11 cases. The Guidelines require chapter 11 debtors-in-possession to, among other things, close all existing bank accounts and open new debtor-in-possession (“DIP”) bank accounts, establish one DIP account for all estate monies required for the payment of taxes (including payroll taxes), maintain a separate DIP account for cash collateral, and obtain checks for all DIP accounts that bear the designation,

“debtor-in-possession,” the bankruptcy case number, and the type of account. The Guidelines also require debtors to close their books and records as of the petition date and to open new books and records. The Guidelines are designed to provide, among other things, a clear demarcation between pre-petition and post-petition transactions and operations, which would, in theory, prevent the inadvertent post-petition payment of a pre-petition claim.

15. As set forth below, the Debtors seek a waiver of certain requirements of the Guidelines. The Debtors’ operations would be harmed by the disruption, confusion, delay, and cost that would most certainly result from rigid compliance with the Guidelines.

16. Section 345(b) of the Bankruptcy Code provides as follows:

Except with respect to a deposit or investment that is insured or guaranteed by the United States or by a department, agency, or instrumentality of the United States or backed by the full faith and credit of the United States, the trustee shall require from an entity with which such money is deposited or invested—

(1) a bond—

(A) in favor of the United States;

(B) secured by the undertaking of a corporate surety approved by the United States trustee for the district in which the case is pending; and

(C) conditioned on—

(i) a proper accounting for all money so deposited or invested and for any return on such money;

(ii) prompt repayment of such money and return; and

(iii) faithful performance of duties as a depository; or

(2) the deposit of securities of the kind specified in section 9303 of title 31; unless the court for cause orders otherwise.

11 U.S.C. § 345(b).

17. On a going forward basis, the Debtors intend to use primarily the Chase Account for disbursed funds, but will continue to use the Heartland accounts to receive payments and to hold funds not required to be disbursed. Although the Debtors believe their Accounts with Chase and Heartland Bank satisfy Section 345(b) of the Bankruptcy Code, out of an abundance

of caution, the Debtors also request a waiver, to the extent necessary, of the requirements of Section 345(b).

B. Existing Business Forms and Records.

18. The Debtors seek a waiver of the Guidelines' requirement that it open a new set of books and records as of the Petition Date. Opening a new set of books and records would create unnecessary administrative burdens and hardship and would cause unnecessary expense, utilization of resources, and delay. The Debtors, in the ordinary course of their businesses, use many invoices, stationery, and other business forms. By virtue of the nature and scope of the business in which the Debtors are engaged and the numerous other parties with whom they deal, the Debtors need to use their existing business forms without alteration or change. Printing new business forms would take an undue amount of time and expense. The Debtors also have purchased a stamp that reads "Debtor in Possession" and propose to stamp all checks with an indication that the Debtors are debtors-in-possession.

19. Accordingly, the Debtors respectfully request that they be authorized to continue to use existing business forms and maintain existing business records.

C. Continued Use of Bank Accounts and Cash Management System.

20. The Debtors respectfully request authority to maintain the Accounts and the Cash Management System in accordance with their usual and customary practices to ensure a smooth transition into chapter 11 with minimal disruption to operations. The Debtors also request authority to close any of the Accounts if, in the exercise of its business judgment, the Debtors determine that such action is in the best interest of the estates.

21. In order to conduct its post-petition business, the Debtors need to be able to issue checks to vendors, service providers, employees, and others. To open new accounts and obtain

checks for those accounts will cause delay and disruption to the Debtors' businesses and a delay in receipt of funds needed for the Debtors' operations. The Debtors will add the designation "Debtor in Possession" or "DIP" to any checks in its possession and instruct Chase and Heartland Bank to add the designation to current and future Accounts.

22. The Debtors' Cash Management System constitutes an ordinary course, essential business practice providing significant benefits to the Debtors including, among other things, the ability to (a) control funds, (b) ensure the availability of funds when necessary, and (c) reduce costs and administrative expenses by facilitating the movement of funds and the development of more timely and accurate account balance information. Any disruption of the Cash Management System could have a severe and adverse impact upon the Debtors' efforts to collect receivables and market the assets during this chapter 11 case.

23. The relief requested in this motion is vital to ensuring the Debtors' seamless transition into bankruptcy. Authorizing the Debtors to maintain their Cash Management System, as modified, will avoid many of the possible disruptions and distractions that could divert the Debtors' attention from more pressing matters during the initial days of these chapter 11 cases.

24. No checks issued prior to the Petition Date will be honored, except as otherwise provided by separate order of this Court. The Debtors reserve their rights pursuant to Section 549 of the Bankruptcy Code with respect to any check issued prepetition that is inadvertently honored post-petition. The Debtors will continue to maintain records respecting all transfers between and among the Accounts so that all transactions can be ascertained after they have occurred.

D. Payment of Banking Fees.

25. Additionally, Accounts charge monthly fees to the Debtors for maintaining the Bank Accounts, which may vary monthly based on actual usage. The fees are assessed according to the kind of transaction. The Debtors were current on payment of these monthly fees as of the Petition Date. The Debtors request authority to continue paying the monthly fees in the ordinary course of business, including any portion of the fee attributable to pre-petition services.

E. Waiver of Requirements of 11 U.S.C. § 345(b).

26. Pursuant to Section 105(a) of the Bankruptcy Code, the Debtors seek a waiver of the requirements of Section 345(b) of the Bankruptcy Code. As discussed above, the Accounts are maintained with a financial institution that is financially stable and most are on the list of approved financial institutions maintained through the Office of the U.S. Trustee. Out of an abundance of caution, however, the Debtors request a waiver of the requirement to comply with Section 345(b) investment guidelines, if necessary, as the deposit of funds with Chase and Heartland should pose no substantial risk to the Debtors' estates or creditors.

27. Section 345(a) of the Bankruptcy Code authorizes deposits or investments of money of estates, such as the Debtors' cash, in a manner that "will yield the maximum reasonable net return on such money, taking into account the safety of such deposit or investment." 11 U.S.C. § 345(a).

28. Due to the significant amounts of money that may be in the Accounts from time to time, it would take a large amount of time for the Debtors to locate and determine, where necessary, appropriate alternative accounts that satisfy Section 345(b). Requiring the Debtors to change its deposits and other procedures could result in harm to the Debtor, its estate and creditors because such change would disrupt the Cash Management System. Conversely, the

Debtors' estates and creditors will not be harmed by the Debtors' maintenance of the status quo because of the relatively safe and prudent practices already utilized by the Debtors.

29. For each of the foregoing reasons, a waiver of the requirement to comply with the investment guidelines set forth in Section 345(b) of the Bankruptcy Code should not pose any risk to the Debtors' estates or creditors.

APPLICABLE AUTHORITY

30. Section 105 of the Bankruptcy Code provides in pertinent part that “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a). Courts have long recognized that the power granted by Section 105(a) was expressly meant to be exercised to effectuate the rehabilitation of the debtor. *See, e.g., In re Ionosphere Clubs, Inc.*, 98 B.R. 174, 177 (Bankr. S.D.N.Y. 1989) (citing H.R. REP. NO. 595, 95TH CONG., 1ST SESS. 16 (1977)). The relief requested in this Motion is critical to the Debtors' successful reorganization or liquidation, and is justified under Section 105(a).

31. Extensive authority supports the relief the Debtors seek in the Motion. In other chapter 11 cases, courts have recognized that strict enforcement of the U.S. Trustee requirements does not always serve the purposes of a chapter 11 bankruptcy. Accordingly, courts have often waived such requirements and replaced them with alternative procedures. *See, e.g., In re Sterling Chemicals Holdings, Inc.*, Case No. 01-37805 (Bankr. S.D. Tex. July 18, 2001); *In re TransCom USA Mgmt. Co.*, Case No. 01-35158 (Bankr. S.D. Tex. May 10, 2001); *In re Stage Stores, Inc.*, Case No. 00-35078 (Bankr. S.D. Tex. June 20, 2000).

32. Additionally, Section 363(c)(1) of the Bankruptcy Code authorizes a debtor-in-possession to “use property of the estate in the ordinary course of business without notice or a

hearing.” 11 U.S.C. § 363(c)(1). The purpose of Section 363(c)(1) is to provide a debtor-in-possession with the flexibility to engage in the ordinary course transactions required to operate its business without unneeded oversight by its creditors or the Court. *Med. Malpractice Ins. Ass’n v. Hirsch (In re Lavigne)*, 114 F.3d 379, 384 (2d Cir. 1997); *In re Git-NGo, Inc.*, 322 B.R. 164, 171 (Bankr. N.D. Okla. 2004); *In re Enron Corp.*, No. 01-16034 (ALG), 2003 WL 1562202, at *15 (Bankr. S.D.N.Y. Mar. 21, 2003); *In re Atlanta Retail, Inc.*, 287 B.R. 849, 856 (Bankr. N.D. Ga. 2002); *Chaney v. Official Comm. of Unsecured Creditors of Crystal Apparel, Inc. (In re Crystal Apparel, Inc.)*, 207 B.R. 406, 409 (S.D.N.Y. 1997). Included within the purview of Section 363(c) is a debtor’s ability to continue the “routine transactions” necessitated by a debtor’s cash management system. *Amdura Nat’l Distrib. Co. v. Amdura Corp. (In re Amdura Corp.)*, 75 F.3d 1447, 1453 (10th Cir. 1996).

33. Accordingly, the Debtors seek authority under section 363(c)(1) of the Bankruptcy Code to continue the collection, concentration, and disbursement, of cash pursuant to its Cash Management System as described above.

NOTICE

34. Notice of this Motion will be provided by overnight delivery and/or e-mail or facsimile to: (a) the Office of the United States Trustee for the Southern District of Texas; (b) all known or alleged secured creditors; (c) the 20 largest consolidated unsecured creditors of the Debtors; (d) the DIP Lender(s); (e) all known shareholders holding over 5% of a class of equity interests in any of the Debtors; (f) the Securities and Exchange Commission; and (g) the Internal Revenue Service. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE, premises considered, the Debtors respectfully request that the Court (i) grant the Motion, (ii) authorize the Debtors to continue using existing business forms and records, (iii) authorize the Debtors to maintain existing corporate bank accounts and the cash management system, (iv) waive the requirements of 11 U.S.C. § 345(b), and (v) grant such other and further relief as is just and proper.

Dated: September 18, 2015.

McKool Smith, P.C.

By: /s/ Hugh M. Ray, III
Hugh M. Ray, III
State Bar No. 24004246
Christopher D. Johnson
State Bar No. 24012913
Benjamin W. Hugon
State Bar No. 24078702
600 Travis, Suite 7000
Houston, Texas 77002
Tel: 713-485-7300
Fax: 713-485-7344

***Proposed Counsel for the Debtors and
Debtors-in-Possession***

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
VICTORIA DIVISION**

In re: APACHE ENERGY SERVICES, LLC Debtor	§ § § § §	Chapter 11 Case No. 15-60069 (DRJ)
<hr/>		
In re: HII TECHNOLOGIES, INC. Debtor	§ § § § §	Chapter 11 Case No. 15-60070 (DRJ)
<hr/>		
In re: AQUA HANDLING OF TEXAS, LLC Debtor	§ § § § §	Chapter 11 Case No. 15-60071 (DRJ)
<hr/>		
In re: HAMILTON INVESTMENT GROUP Debtor	§ § § § §	Chapter 11 Case No. 15-60072 (DRJ)
<hr/>		
In re: SAGE POWER SOLUTIONS, INC. f/k/a KMHVC, INC. Debtor	§ § § § §	Chapter 11 Case No. 15-60073 (DRJ) (Joint Administration Requested)

ORDER (I) AUTHORIZING CONTINUED USE OF EXISTING BUSINESS FORMS AND RECORDS; (II) AUTHORIZING MAINTENANCE OF EXISTING CORPORATE BANK ACCOUNTS AND CASH MANAGEMENT SYSTEM; AND (III) WAIVING THE REQUIREMENTS OF 11 U.S.C. § 345(b)

Upon consideration of the Emergency Motion for an Order (i) Authorizing Continued Use of Existing Business Forms and Records; (ii) Authorizing Maintenance of Existing Corporate Bank Accounts and Cash Management System; and (iii) Waiving the Requirements of 11 U.S.C. § 345(b) (the “Motion”),¹ filed by HII Technologies, Inc. (“HII”) and its above-captioned affiliated debtors (collectively, the “Debtors”), the Court finds that: (i) it has

¹ Capitalized terms not otherwise defined herein shall have the meaning assigned to them in the Motion.

jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. § 1334(b); (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (iii) the relief requested in the Motion is in the best interests of the Debtors and their estates, creditors, and other parties in interest; (iv) proper and adequate notice of the Motion and hearing on the Motion has been given and that no other or further notice is necessary under the circumstances; (v) the relief granted in this Order is necessary to avoid immediate and irreparable harm to the estates; and (vi) good and sufficient cause exists for the granting of the relief requested in the Motion after having given due deliberation upon the Motion and all of the proceedings had before the Court in connection with the Motion. Therefore, it is hereby

ORDERED that the Motion and all relief requested therein is GRANTED as provided herein; and, it is further

ORDERED that the Debtors are authorized to continue to use their existing business forms and to maintain its existing business records; and, it is further

ORDERED that the Debtors are authorized to continue using the Cash Management System to consolidate the management of its cash in the normal course of business, as, when, and in the amounts necessary to maintain business operations; and the Debtors shall maintain records of all such transfers of cash in a manner so that all transactions made pursuant to the authorization granted in this Order can be readily ascertained; and, it is further

ORDERED that the Debtors are authorized to maintain Accounts and to deposit and receive funds in the Heartland and Chase Accounts. The Debtors may further proceed with its Cash Management System as more fully described in the Motion; and, it is further

ORDERED that Debtors are hereby authorized to execute any additional documents as may be required to carry out the intent and purpose of this Order; and, it is further

ORDERED that the Debtors are authorized to maintain such other depository and disbursement accounts as may be required or permitted by the Cash Management System or in connection with other orders of this Court; and, it is further

ORDERED that the Debtors may modify the Cash Management System, as may be required by Orders of this Court, the Debtors' lenders, including any post-petition lender, or as the Debtors decide in their business judgment, in the ordinary course of business, without the need for further order of this Court; and, it is further

ORDERED that no financial institution at which the Debtors may have an account or do business may set off any alleged pre-petition claims against any post-petition deposits made by the Debtors in any Accounts maintained by the Debtors on a post-petition basis, except as authorized by the Bankruptcy Code and this Court; and, it is further

ORDERED that the Debtors are authorized to continue paying monthly fees with respect to the Accounts in the ordinary course of business, including any portion of such fees attributable to pre-petition services; and, it is further

ORDERED that the requirements provided in 11 U.S.C. § 345(b) are hereby WAIVED as to the Chase Account and the other Accounts; and, it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

SIGNED: _____, 2015.

UNITED STATES BANKRUPTCY JUDGE