

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF INDIANA
HAMMOND DIVISION AT LAFAYETTE

In re:

MAXIMUS SUPPLY CHAIN
HOLDINGS, LLC, *et al.*,

Debtors.¹

Case No. 24-40167

Chapter 11

(Joint Administration Requested)

**DEBTORS' FIRST DAY MOTION FOR ENTRY OF INTERIM AND FINAL
ORDERS AUTHORIZING DEBTORS TO USE CASH COLLATERAL FOR
OPERATING EXPENSES AND GRANTING REPLACEMENT LIENS
TO SECURED CREDITORS**

Maximus Supply Chain Holdings, LLC; Maximus Transport Systems, LLC; Maximus Logistics Corporation; Maximus Industries Corporation; Maximus Logistics Solutions, LLC; Action SCS, LLC; GC3 Logistics, LLC; and GC3 Warehousing, LLC, as debtors and debtors-in-possession (each a “**Debtor**”; collectively, the “**Debtors**” or “**Maximus Group**”), by proposed counsel², pursuant to 11 U.S.C. § 363, and Federal Rule of Bankruptcy Procedure 4001(b) requests that the Court enter an Order authorizing the use of Cash Collateral as defined by 11 U.S.C. § 363(a) for operating expenses on an interim basis through a hearing on a final Order, and the granting of replacement liens, and in support of such request states as follows:

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number are: Maximus Supply Chain Holdings, LLC (6729); Maximus Transport Systems, LLC (9839); Maximus Logistics Corporation (0372); Maximus Industries Corporation (0902); Maximus Logistics Solutions, LLC (0372); Action SCS, LLC (1633); GC3 Logistics, Inc. (8844); and GC3 Warehousing, LLC (4132).

² An Application to Employ proposed counsel is being filed concurrently herewith.

Procedural Background, Jurisdiction, Venue, and Statutory Basis

1. On June 25, 2024 (the “**Petition Date**”), Debtors each filed a Voluntary Petition under Chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”).

2. This Court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157, 1334, and venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory and legal predicates for the relief sought herein are sections 105(a) and 363 of the Bankruptcy Code and Rule 4001(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

4. This matter is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2)(A) and (M) and is a matter of federal bankruptcy law.

Background of Debtor

5. Debtors continue to operate their business and manage their property as debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

6. No trustee or examiner has been appointed in this Chapter 11 case and no official unsecured creditors’ committee has been appointed herein.

7. Additional information about Debtors’ business, capital structure, and the circumstances leading to these chapter 11 cases is contained in the concurrently filed *Declaration of Sam Bazzi in Support of Debtor’s Chapter 11 Petitions and First*

Day Motions (the “**First Day Declaration**”)³, which is incorporated herein by reference.

8. As set forth in the First Day Declaration, Debtors are a series of affiliated entities that provide goods and services in three main categories: 1) high tech manufacturing and supply chain solutions, 2) logistics and trucking transportation services, and 3) warehousing.

9. MTS, Maximus Logistics, and MLS are wholly owned subsidiaries of MSCH.

10. Action SCS is a wholly owned subsidiary of MTS.

11. GC3 and MIC are wholly owned subsidiaries of Maximus Logistics.

12. GC3 Warehousing is a wholly owned subsidiary of MLS.

13. Sam Bazzi is the sole member of MSCH.

14. As part of Maximus Group, MTS provides transportation services with routes spread over the continental United States and having approximately 43 tractors and 170 trailers.

15. As part of Maximus Group, MIC provides welded products assemblies for the commercial vehicle industry, wheels and tires assemblies, manufactured parts for the heavy equipment industry as well as warehousing for the same.

16. As part of Maximus Group, MLS provides fulfillment services for customers including without limitation aluminum kitting, composite panels, cargo

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration.

track, wood and aluminum flooring, and various other special order and transportation parts as well as warehousing for the same.

17. Unfortunately, changing market conditions and the relationship with Maximus Group's primary lender resulted in two negative ramifications from Maximus Group's lending positions.

18. First, despite incurring the upfront cost of purchasing additional equipment, demand from Maximus Group's largest customers has not kept up with projected demand as contemplated at the time of entering into the MSAs. In particular, one of Maximus Group's largest customers slashed their projected purchases by as much as 50% in 2023. This has been a trend across the commercial vehicle industry.

19. Second, Maximus Group was hampered in its cash position by its primary lender who denied Maximus Group's ability to continue to receive advances on lines of credit and subsequently took unlawful actions against it.

20. Debtors have incurred short-term debt estimated to currently be \$10,217,941.46.

21. Debtors have also long-term debt is estimated to currently be \$25,186,734.16.

22. As set forth below, the Debtors have an estimated \$35,587,571.33 in secured and \$6,402,648.39 million in unsecured debt obligations.

23. Despite these challenges, Debtors would be able to pay their debts as they come due if allowed to proceed through Chapter 11 to reorganize.

24. Debtors commenced these Chapter 11 cases in an effort to continue their operations while meeting their post-petition obligations, spin-off one or more of the affiliate entities or their assets as part of the case, and restructure the remaining debt (if any) to pay creditors pursuant to a plan of reorganization.

25. In particular, Debtors and Wabash National Corporation are concurrently working on finalizing the terms of a transaction involving assets of MIC which is a subsidiary of Maximus Logistics and provides manufacturing services. Further, Debtors have been in extensive communications with interested parties in Debtors' transportation business through affiliate MTS.

Requested Relief

26. As of the Petition Date, Debtors believe the value of the personal property and all of their assets (the "Assets") that are owned by Debtors, which may be subject to the alleged interests of the parties identified below that have filed UCC Financing Statements, is approximately \$36,000,000.00.

27. Debtors base such estimation on schedules they have prepared but have not had formal appraisals completed. As such, Debtors' estimation of the value of the Assets is a good faith estimate which may or may not be the actual value of all of the Assets, and Debtors reserve the right to file their Schedules and Statements or Amended Schedules and Statements with differing amounts. Debtors further reserve the right to have formal appraisals conducted.

28. Debtors have performed a preliminary investigation and analysis of the related UCC filings and, based upon this preliminary investigation, believe that the

Assets of Debtors may serve as collateral to secure the payment of certain of the above- referenced obligations. Debtors do not concede, however, that any asserted interest is a valid, perfected, or enforceable pre-petition lien in and to any of the Assets nor do Debtors concede the priority of any one creditor's interest. Debtors expressly retain the right to contest the validity, perfection, and enforceability of all alleged interests.

29. In particular, Debtors expressly retain the right to contest the validity and enforceability of two revocable lines of credit issued by Centier Bank and its ability to secure or perfect its alleged security interest.

30. Based on Debtors preliminary investigation and analysis of UCC filings, Debtors believe that the following may assert an interest in Debtors' Cash Collateral by virtue of having a UCC Financing Statement on file:

Debtor Entity	Secured Party
Maximus Supply Chain Holdings, LLC	Centier Bank
Maximus Supply Chain Holdings, LLC	The Community Investment Fund of Indiana, Inc.
Maximus Supply Chain Holdings, LLC	Indiana Community Business Credit Corporation
Maximus Supply Chain Holdings, LLC	Lynx Capital Corporation
Maximus Supply Chain Holdings, LLC	Cambridge Ventures, L.P.
Maximus Supply Chain Holdings, LLC	M&T Equipment Finance Corporation
Maximus Supply Chain Holdings, LLC	Cambridge Ventures, L.P.
Maximus Supply Chain Holdings, LLC	OP 4 Loan Fund LLC
Maximus Transport Systems, LLC	Centier Bank
Maximus Transport Systems, LLC	The Community Investment Fund of Indiana, Inc.
Maximus Transport Systems, LLC	Indiana Community Business Credit Corporation
Maximus Transport Systems, LLC	Lynx Capital Corporation
Maximus Transport Systems, LLC	Cambridge Ventures, L.P.
Maximus Transport Systems, LLC	First Business Specialty Finance, LLC
Maximus Transport Systems, LLC	M&T Equipment Finance Corporation
Maximus Transport Systems, LLC	OP 4 Loan Fund LLC

Maximus Logistics Corporation	Lynx Capital Corporation
Maximus Logistics Corporation	First Business Specialty Finance, LLC
Maximus Logistics Corporation	International Financial Services Corporation
Maximus Logistics Corporation	M&T Equipment Finance Corporation
Maximus Logistics Corporation	Cambridge Ventures, L.P.
Maximus Logistics Corporation	OP 4 Loan Fund LLC
Maximus Logistics Solutions, LLC	Centier Bank
Maximus Logistics Solutions, LLC	The Community Investment Fund of Indiana, Inc.
Maximus Logistics Solutions, LLC	Indiana Community Business Credit Corporation
Maximus Logistics Solutions, LLC	Lynx Capital Corporation
Maximus Logistics Solutions, LLC	Advantage Platform Services Inc.
Maximus Logistics Solutions, LLC	International Financial Services Corporation
Maximus Logistics Solutions, LLC	International Financial Services Corporation
Maximus Logistics Solutions, LLC	Navitas Credit Corp.
Maximus Logistics Solutions, LLC	M&T Equipment Finance Corporation
Maximus Logistics Solutions, LLC	Western Equipment Finance
Maximus Logistics Solutions, LLC	Cambridge Ventures, L.P.
Maximus Logistics Solutions, LLC	OP 4 Loan Fund LLC
Maximus Logistics Solutions, LLC	Dominion Technologies Group, Inc.
Maximus Logistics Solutions, LLC	International Financial Services Corporation
Maximus Logistics Solutions, LLC	Mitsubishi HC Capital America, Inc.
Action SCS LLC	Centier Bank
Action SCS LLC	BFG Corporation
Action SCS LLC	The Community Investment Fund of Indiana, Inc.
Action SCS LLC	Indiana Community Business Credit Corporation
Action SCS LLC	Lynx Capital Corporation
Action SCS LLC	Cambridge Ventures, L.P.
Action SCS LLC	BFG Corporation
Action SCS LLC	Cambridge Ventures, L.P.
Action SCS LLC	OP 4 Loan Fund LLC
Action SCS LLC	BFG Corporation
GC3 Logistics, Inc.	Centier Bank
GC3 Logistics, Inc.	Tom McLeod Software Corporation
GC3 Logistics, Inc.	Bank of the West
GC3 Logistics, Inc.	International Financial Services Corporation

GC3 Logistics, Inc.	BFG Corporation
GC3 Logistics, Inc.	ENGs COMMERCIAL FINANCE CO.
GC3 Logistics, Inc.	BFG Corporation
GC3 Logistics, Inc.	Blue Bridge Financial, LLC
GC3 Logistics, Inc.	The Community Investment Fund of Indiana, Inc.
GC3 Logistics, Inc.	Indiana Community Business Credit Corporation
GC3 Logistics, Inc.	Lynx Capital Corporation
GC3 Logistics, Inc.	International Financial Services Corporation
GC3 Logistics, Inc.	BFG Corporation
GC3 Logistics, Inc.	Cambridge Ventures, L.P.
GC3 Logistics, Inc.	OP 4 Loan Fund LLC
GC3 Warehousing LLC	HYG Financial Services, Inc.
GC3 Warehousing LLC	Centier Bank
GC3 Warehousing LLC	U.S. Small Business Administration
GC3 Warehousing LLC	Bank of the West
GC3 Warehousing LLC	International Financial Services Corporation
GC3 Warehousing LLC	Crestmark Vendor Finance, a division of MetaBank, National Association fka Crestmark Vendor Finance, a division of MetaBank
GC3 Warehousing LLC	BFG Corporation
GC3 Warehousing LLC	ENGs COMMERCIAL FINANCE CO.
GC3 Warehousing LLC	BFG Corporation
GC3 Warehousing LLC	Blue Bridge Financial, LLC
GC3 Warehousing LLC	Unicarriers Capital A Program of De Lage Landen Financial Services
GC3 Warehousing LLC	The Community Investment Fund of Indiana, Inc.
GC3 Warehousing LLC	Indiana Community Business Credit Corporation
GC3 Warehousing LLC	Lynx Capital Corporation
GC3 Warehousing LLC	Unicarriers Capital A Program of De Lage Landen Financial Services
GC3 Warehousing LLC	International Financial Services Corporation
GC3 Warehousing LLC	BFG Corporation
GC3 Warehousing LLC	Cambridge Ventures, L.P.
GC3 Warehousing LLC	OP 4 Loan Fund LLC

(hereinafter, collectively, the “**Creditors**”).

31. In order to permit, among other things, the orderly and continued operation of Debtors' businesses, Debtors have an immediate need to use Cash Collateral in which the Creditors may assert an interest. The use of Cash Collateral is necessary to prevent immediate and irreparable harm to Debtors and their property that would otherwise result if Debtors are prevented from obtaining use of Cash Collateral for the continued operation of their businesses.

32. Debtors have no present alternative borrowing source from which to secure sufficient additional funding to operate their businesses without utilizing Cash Collateral.

33. Debtors are unable to operate their businesses without interim use of Cash Collateral.

34. Interim use of the Cash Collateral is necessary until Debtors can obtain debtor in possession financing.

35. Without interim relief, Debtors will not be able to operate their businesses for more than a few days until a final hearing on this Motion can be held. Accordingly, the Court, as a preliminary matter, should enter an interim order authorizing Debtors to use Cash Collateral.

36. Certain of Debtors' Petition Date cash and cash equivalents (cash and accounts receivable) may constitute "cash collateral" (as that term is defined in Section 363(a) of the Bankruptcy Code). On the Petition Date, Debtors had cash on hand or on deposit in the approximate amount of \$95,052.45, cash held by Centier Bank in the amount of \$150,415.01, and accounts receivable totaling \$2,249,617.03.

Basis for Requested Relief

37. Under Section 363(c)(2)(B) of the Bankruptcy Code and Rule 4001 of the Bankruptcy Rules, Debtors request that the Court enter an Order authorizing interim use of Cash Collateral for payment of their ordinary and necessary operating expenses through the date of a final hearing on this Motion. Debtors request such use based on the proposed budget which is attached hereto as **Exhibit A**.

38. Creditors may be entitled to adequate protection of their alleged interests in Debtors' Cash Collateral. If and to the extent such creditors have an interest in Debtors' Cash Collateral, Debtors, therefore, agree and request authority to provide adequate protection as follows:

a. Creditors have filed UCC financing statements in relation to the property that constitutes Cash Collateral in this case, and some or all of them may be properly perfected. It is also possible that Debtor has a basis to challenge the interests asserted by Creditors. As such, until such time as the parties agree or the Court determines the relative rights of Creditors, if any, in the Cash Collateral, Debtors will grant Creditors post-petition replacement liens in the cash of Debtors in the total aggregate amount of the value of the Cash Collateral that existed as of the Petition Date to the same extent and priority as their properly perfected prepetition security interests;

b. Debtors will use Cash Collateral only for the operation, maintenance, and upkeep of all of their Assets and for expenses incurred in the ordinary course of business;

c. Debtors will provide periodic financial reports upon request to each Creditor to provide ongoing information as to the status of Debtors' operations, sales, and the creation of postpetition Cash Collateral;

d. Debtors will pay all current taxes on an ongoing basis;

e. Debtors will maintain adequate insurance coverage on all of its assets and provide proof of same upon request by any Creditor.

39. In the event the Court does not authorize the use of the Cash Collateral, Debtors believe they will not be able to maintain current business operations.

40. Without use of Cash Collateral, Debtors will be seriously and irreparably harmed, resulting in significant losses to Debtors' estate and their creditors.

41. Furthermore, without the use of Cash Collateral, Debtors will be unable to pay employees for wages earned both prior to the Petition Date⁴ and thereafter.

The Requirements of Bankruptcy Rule 6003 are Satisfied

42. Rule 6003 of the Bankruptcy Rules empowers a court to grant relief within the first twenty-one (21) days after the Petition Date "to the extent that relief is necessary to avoid immediate and irreparable harm." Authorizing Debtors to use Cash Collateral is integral to Debtors' ability to maintain their operations and successfully reorganize. There is a real, immediate risk that, if Debtors are not authorized to use Cash Collateral, Debtors will be unable to operate, thereby

effectively terminating Debtors' business operations. The resulting impact on Debtors would cause the Debtors irreparable harm that would thwart Debtors' restructuring efforts.

43. Consequently, it is critical that the Debtors are able to use Cash Collateral in the ordinary course of their businesses.

44. Based on the forgoing, Debtors submit that they have satisfied the "immediate and irreparable harm" standard of Rule 6003 of the Bankruptcy Rules to support granting the relief requested in this Motion.

Debtors' Waiver of Bankruptcy Rules 6004(a) and 6004(h)

45. To implement the foregoing successfully, Debtors request that the Court enter an order providing that notice of the relief requested herein satisfies Rule 6004(a) of the Bankruptcy Rules and that Debtors have established cause to exclude such relief from the 14-day stay period under Rule 6004(h) of the Bankruptcy Rules.

Reservation of Rights

46. Nothing contained in this Motion or any actions taken by Debtors pursuant to relief granted in the Interim Order and Final Order is intended or should be construed as: (a) an admission as to the validity, priority, or amount of any particular claim against a Debtor entity; (b) a waiver of the Debtors' or any other party in interest's rights to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Motion; (e) a request

or authorization to assume any agreement, contract, or lease pursuant to Section 365 of the Bankruptcy Code; (f) a waiver or limitation of Debtor's or any other party in interest's rights under the Bankruptcy Code or any other applicable law; or (g) a concession by Debtors or any other party in interest that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to this Motion are valid, and Debtors and all other parties in interest expressly reserve their rights to contest the extent, validity, or perfection, or to seek avoidance of all such liens. If the Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended and should not be construed as an admission as to the validity, priority, or amount of any particular claim or a waiver of the Debtors' or any other party in interest's rights to subsequently dispute such claim.

WHEREFORE, Debtors respectfully request the Court enter an order (i) authorizing and allowing Debtors to use Cash Collateral on an interim basis pursuant to Section 363(c)(2)(B) of the Bankruptcy Code for their general ongoing business operations through the entry of a Final Order as set forth in the proposed Interim Order attached as **Exhibit B**; (ii) scheduling a final hearing on Debtors' use of Cash Collateral; and (iii) granting Debtors all other just and proper relief.

Respectfully submitted,

/s/ Sarah L. Fowler

Sarah L. Fowler, Attorney No. 30621-49

Jason R. Burke, Attorney No. 19727-49

BLACKWELL, BURKE & FOWLER, P.C.

101 W. Ohio Street, Suite 1700

Indianapolis, Indiana 46204

(317) 533-7869

sfowler@bbrlawpc.com

Proposed Counsel for Debtors and Debtors in Possession

Combined 13 Week DIP Budget	Forecast FY 2024 Week 1	Forecast FY 2024 Week 2	Forecast FY 2024 Week 3	Forecast FY 2024 Week 4	Forecast FY 2024 Week 5	Forecast FY 2024 Week 6	Forecast FY 2024 Week 7	Forecast FY 2024 Week 8	Forecast FY 2024 Week 9	Forecast FY 2024 Week 10	Forecast FY 2024 Week 11	Forecast FY 2024 Week 12	Forecast FY 2024 Week 13	Total Per Forecast
Week Ending	6/30/2024	7/7/2024	7/14/2024	7/21/2024	7/28/2024	8/4/2024	8/11/2024	8/18/2024	8/25/2024	9/1/2024	9/8/2024	9/15/2024	9/22/2024	
Cash Receipts	\$ 561,474.16	\$ 523,730.30	\$ 445,201.80	\$ 603,898.63	\$ 490,828.89	\$ 971,882.49	\$ 512,505.99	\$ 700,000.00	\$ 425,000.00	\$ 700,000.00	\$ 425,000.00	\$ 700,000.00	\$ 406,098.53	\$ 7,465,620.79
Total Sources of Cash	\$ 561,474.16	\$ 523,730.30	\$ 445,201.80	\$ 603,898.63	\$ 490,828.89	\$ 971,882.49	\$ 512,505.99	\$ 700,000.00	\$ 425,000.00	\$ 700,000.00	\$ 425,000.00	\$ 700,000.00	\$ 406,098.53	\$ 7,465,620.79
<u>Operating Disbursements</u>														
Payroll & Payroll Taxes	\$ -	\$ 329,268.00	\$ 160,126.00	\$ 160,126.00	\$ 148,758.00	\$ 148,758.00	\$ 148,758.00	\$ 148,758.00	\$ 148,758.00	\$ 148,758.00	\$ 148,758.00	\$ 148,758.00	\$ 148,758.00	\$ 1,988,342.00
Employee Benefits	\$ -	\$ 36,000.00	\$ 17,507.12	\$ 17,507.12	\$ 16,264.22	\$ 16,264.22	\$ 16,264.22	\$ 16,264.22	\$ 16,264.22	\$ 16,264.22	\$ 16,264.22	\$ 16,264.22	\$ 16,264.22	\$ 217,392.25
Total Employee Related	\$ -	\$ 365,268.00	\$ 177,633.12	\$ 177,633.12	\$ 165,022.22	\$ 165,022.22	\$ 165,022.22	\$ 165,022.22	\$ 165,022.22	\$ 165,022.22	\$ 165,022.22	\$ 165,022.22	\$ 165,022.22	\$ 2,205,734.25
Rent & CAM	\$ -	\$ 278,970.00	\$ -	\$ -	\$ -	\$ 278,970.00	\$ -	\$ -	\$ -	\$ -	\$ 278,970.00	\$ -	\$ -	\$ 836,910.00
Utilities/Telephone	\$ -	\$ 11,500.00	\$ 7,500.00	\$ 5,375.00	\$ 8,000.00	\$ 3,500.00	\$ 7,500.00	\$ 5,375.00	\$ 6,093.75	\$ 8,000.00	\$ 3,500.00	\$ 7,500.00	\$ 5,375.00	\$ 79,218.75
Total Occupancy Costs	\$ -	\$ 290,470.00	\$ 7,500.00	\$ 5,375.00	\$ 8,000.00	\$ 282,470.00	\$ 7,500.00	\$ 5,375.00	\$ 6,093.75	\$ 8,000.00	\$ 282,470.00	\$ 7,500.00	\$ 5,375.00	\$ 916,128.75
Sales Tax/Tax/Licenses	\$ -	\$ -	\$ -	\$ 30,333.00	\$ -	\$ -	\$ -	\$ -	\$ 30,333.00	\$ -	\$ -	\$ -	\$ 30,334.00	\$ 91,000.00
Merchandise & Catalog	\$ -	\$ 3,170.00	\$ 1,565.00	\$ 2,400.00	\$ -	\$ 4,435.00	\$ 1,565.00	\$ 2,400.00	\$ 2,100.00	\$ 2,850.00	\$ 1,585.00	\$ 1,565.00	\$ 2,400.00	\$ 26,035.00
Total Freight, Postage, & Handling	\$ -	\$ -	\$ -	\$ 2,050.00	\$ -	\$ -	\$ -	\$ -	\$ 2,575.00	\$ 650.00	\$ -	\$ -	\$ 2,050.00	\$ 7,325.00
Standard Material Costs	\$ -	\$ 214,333.75	\$ 214,333.75	\$ 318,295.75	\$ 179,679.75	\$ 179,679.75	\$ 179,679.75	\$ 179,679.75	\$ 179,679.75	\$ 16,625.50	\$ 16,625.50	\$ 16,625.50	\$ 16,625.50	\$ 1,711,864.00
Operating Supplies (incl. fuel)	\$ -	\$ 58,988.50	\$ 128,739.75	\$ 58,988.50	\$ 58,988.50	\$ 58,937.50	\$ 58,937.50	\$ 58,937.50	\$ 58,937.50	\$ 52,138.75	\$ 52,138.75	\$ 52,138.75	\$ 52,138.75	\$ 750,010.25
Computer Supplies	\$ -	\$ 13,000.00	\$ 6,500.00	\$ 6,500.00	\$ 6,500.00	\$ 6,500.00	\$ 6,500.00	\$ 6,500.00	\$ 6,500.00	\$ 6,500.00	\$ 6,500.00	\$ 6,500.00	\$ 6,500.00	\$ 84,500.00
Other Direct Costs	\$ -	\$ 17,132.75	\$ 8,381.00	\$ 8,381.00	\$ 8,381.00	\$ 8,367.00	\$ 8,367.00	\$ 8,367.00	\$ 8,367.00	\$ 3,343.00	\$ 3,343.00	\$ 3,343.00	\$ 3,343.00	\$ 89,115.75
Total Operating Disbursements	\$ -	\$ 962,363.00	\$ 544,652.62	\$ 609,956.37	\$ 426,571.47	\$ 705,411.47	\$ 427,571.47	\$ 426,281.47	\$ 459,608.22	\$ 255,129.47	\$ 527,684.47	\$ 252,694.47	\$ 283,788.47	\$ 5,881,713.00
<u>Non-Operating Disbursements</u>														
Debtor Professionals									\$ 200,000.00				\$ 150,000.00	\$ 350,000.00
Lender Professionals														
UST Fees														\$ -
Total Bankruptcy Administrative Costs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 200,000.00	\$ -	\$ -	\$ -	\$ 150,000.00	\$ 350,000.00
Total Non-Operating Disbursements	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 200,000.00	\$ -	\$ -	\$ -	\$ 150,000.00	\$ 350,000.00
Total Uses of Cash	\$ -	\$ 962,363.00	\$ 544,652.62	\$ 609,956.37	\$ 426,571.47	\$ 705,411.47	\$ 427,571.47	\$ 626,281.47	\$ 459,608.22	\$ 255,129.47	\$ 527,684.47	\$ 252,694.47	\$ 433,788.47	\$ 6,231,713.00
Net Cash In (Out)	\$ 561,474.16	\$ (438,632.70)	\$ (99,450.82)	\$ (6,057.74)	\$ 64,257.42	\$ 266,471.01	\$ 84,934.52	\$ 73,718.53	\$ (34,608.22)	\$ 444,870.53	\$ (102,684.47)	\$ 447,305.53	\$ (27,689.94)	\$ 1,233,907.79
Total Cash on Hand	\$ 561,474.16	\$ 122,841.46	\$ 23,390.64	\$ 17,332.89	\$ 81,590.31	\$ 348,061.32	\$ 432,995.84	\$ 506,714.37	\$ 472,106.15	\$ 916,976.67	\$ 814,292.20	\$ 1,261,597.73	\$ 1,233,907.79	

Exhibit B – Proposed Order

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF INDIANA
HAMMOND DIVISION AT LAFAYETTE

In re:

MAXIMUS SUPPLY CHAIN
HOLDINGS, LLC, *et al.*,

Debtors.⁴

Case No. 24-40167

Chapter 11

(Joint Administration Requested)

**INTERIM ORDER GRANTING DEBTORS' FIRST DAY MOTION FOR
ENTRY OF INTERIM AND FINAL ORDERS AUTHORIZING DEBTORS TO
USE CASH COLLATERAL FOR OPERATING EXPENSES AND GRANTING
REPLACEMENT LIENS TO SECURED CREDITORS AND NOTICE OF
FINAL HEARING**

This matter having come before the Court on *Debtors' First Day Motion for Entry of Interim and Final Orders Authorizing Debtors to Use Cash Collateral for Operating Expenses and Granting Replacement Liens to Secured Creditors* (the “**Cash Use Motion**”), filed by Maximus Supply Chain Holdings, LLC; Maximus Transport Systems, LLC; Maximus Logistics Corporation; Maximus Industries Corporation; Maximus Logistics Solutions, LLC; Action SCS, LLC; GC3 Logistics, LLC; and GC3 Warehousing, LLC, as debtors and debtors-in-possession (each a “**Debtor**”; collectively, the “**Debtors**” or “**Maximus Group**”), pursuant to 11 U.S.C. §§ 105(a), 363(b), 507(a)(4) and (a)(8), seeking an Order authorizing Debtors use of Cash

⁴ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number are: Maximus Supply Chain Holdings, LLC (6729); Maximus Transport Systems, LLC (9839); Maximus Logistics Corporation (0372); Maximus Industries Corporation (0902); Maximus Logistics Solutions, LLC (0372); Action SCS, LLC (1633); GC3 Logistics, Inc. (8844); and GC3 Warehousing, LLC (4132).

Collateral⁵ as defined by 11 U.S.C. § 363(a) for operating expenses on an interim basis through a hearing on a final Order, and the granting of replacement liens,; and

In support of said Cash Use Motion, Debtors have testified that without the relief requested therein, Debtors will not be able to operate their businesses for more than a few days until a final hearing on this Cash Use Motion can be held.

Debtors have proposed adequate protection for the use of Cash Collateral in the form of a replacement lien on all inventory and receivables, the maintenance of insurance coverage on its assets, payment of current taxes, and ongoing financial reporting to the Creditors upon request regarding the status of their operations and income. This interim adequate protection is to continue until further Order, including any Order approving any stipulation between any of the Debtors and any Creditor for other or additional adequate protection.

The Court held an interim hearing on the Cash Use Motion on July ___, 2024.

The Court now finds that good cause exists for granting the requested relief in the Cash Use Motion and that authorizing Debtors to use Cash Collateral on an interim basis on the terms set forth in the Cash Use Motion is in the best interest of Debtors, their estates, and their creditors.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED that Debtors are authorized to use Cash Collateral in accordance with the proposed budget

⁵ Capitalized terms use but not otherwise defined herein shall have the meaning ascribed to them in the Cash Use Motion.

attached to the Cash Use Motion as Exhibit A to facilitate ongoing operations for the preservation of value of Debtors' businesses.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that as adequate protection for the use of Cash Collateral, all Creditors with an interest in Cash collateral shall have a replacement lien on the Debtor's postpetition Cash Collateral assets in the same priority and to the same extent as existed as of the Petition Date, if any.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that a final hearing on the Cash Use Motion will be held on _____, 2024 at _____ a.m./p.m. in Room 2127, Federal Building, 1300 S. Harrison Street, Fort Wayne, Indiana.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Debtors shall serve a copy of this Order upon all creditors and parties in interest and make due proof thereof.

SO ORDERED.

Dated:

Judge, Northern District of
Indiana Bankruptcy Court