IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF TEXAS DALLAS DIVISION

IN RE:	:
CENTENNIAL BEVERAGE GROUP, LLC,	: : CASE NO. 12-37901
DEBTOR.	· : CHAPTER 11

<u>THIRTEENTH STIPULATION EXTENDING TERM OF AGREED FINAL ORDER</u> (I) AUTHORIZING THE DEBTOR'S USE OF CASH COLLATERAL AND (II) GRANTING ADEQUATE PROTECTION

WHEREAS, on December 17, 2012 (the "<u>Petition Date</u>"), Centennial Beverage Group, LLC (the "<u>Debtor</u>") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, thereby commencing the above-styled and numbered bankruptcy case (this "<u>Case</u>"); and

WHEREAS, on February 11, 2013, this Court entered the Agreed Final Order (1) Authorizing the Debtor's Use of Cash Collateral and (11) Granting Adequate Protection [Docket No. 191] (the "<u>Final Cash Collateral Order</u>")¹ which, *inter alia*, authorized the Debtor's use of

Cash Collateral pursuant to and in accordance with the terms and conditions set forth in the Final

Cash Collateral Order and the Budget; and

WHEREAS, following two Court-approved extensions of the term of the Final Cash Collateral Order, on April 29, 2013 the Court entered the Order Amending Final Cash Collateral

¹ Capitalized terms not otherwise defined herein have the meaning ascribed to such terms in the Final Cash Collateral Order.

Order (the "<u>April 29 Amendment</u>") whereby the Debtor and Lender agreed to extend the term of the Final Cash Collateral Order; and

WHEREAS, the Final Cash Collateral Order, as extended by the April 29 Amendment, was extended to December 31, 2013 under the terms of the *Twelfth Stipulation Extending Terms* of Agreed Final Order (I) Authorizing the Debtor's Use of Cash Collateral and (II) Granting Adequate Protection; and

WHEREAS, the Debtor and Lender have agreed to further extend the term of the Final Cash Collateral Order as set forth herein;

NOW, THEREFORE, DEBTOR AND LENDER HEREBY STIPULATE AND AGREE THAT:

1. Pursuant to paragraph 29 of the Final Cash Collateral Order, the Termination Date is hereby extended to the earliest to occur of: (a) 11:59 p.m. Central time on January 31, 2014 (which shall become the Maturity Date for purposes of the Final Cash Collateral Order), or (b) any Termination Event occurring after the filing of this stipulation.

2. The Debtor's use of Cash Collateral under the Final Cash Collateral Order, as hereby extended, shall be in accordance with the line item budget attached hereto as **Exhibit A** (which shall become the Budget under the Final Cash Collateral Order).

3. Except as otherwise expressly provided herein, all terms, conditions and provisions of the Final Cash Collateral Order are unchanged and remain in full force and effect.

[Signature Page Follows]

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STIPULATED AND AGREED:

By <u>/s/ Ian T. Peck</u>

Robert D. Albergotti Ian T. Peck Jarom J. Yates **HAYNES AND BOONE, LLP** 2323 Victory Avenue, Suite 700 Dallas, Texas 75219 (f): 214.651.5940

ATTORNEYS FOR THE DEBTOR-IN-POSSESSION By <u>/s/ Matthew T. Ferris</u>

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ATTORNEYS FOR COMPASS BANK

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THIRTEENTH STIPULATION EXTENDING TERM OF AGREED FINAL ORDER (I) AUTHORIZING THE DEBTOR'S USE OF CASH COLLATERAL AND (II) GRANTING ADEQUATE PROTECTION Page3

EXHIBIT "A"

Centennial Beverage Group

Cash Flow Summary

cash now Samilary	Actual 12/1/2013	Actual 12/8/2013	Actual 12/15/2013	Actual 12/22/2013	Actual 12/29/2013	Budget 1/5/2014	Budget 1/12/2014	Budget 1/19/2014	Budget 1/26/2014	Budget 2/2/2014
Cash Receipts Vantiv Refund & Other Specs, net										
Cheers, net										
Misc Other			62		108					
Reimbursement from JWV	-	-		3,450	1,600	6,997	1,600	1,600	1,600	1,600
Subtotal: Total Receipts	-	-	62	3,450	1,708	6,997	1,600	1,600	1,600	1,600
Disbursements										
Payroll	3,638	3,200	3,200	3,200	3,888	3,200	3,200	3,200	3,800	3,200
Store Rent										
Corporate Office Rent	4,000		-			4,000				
Utilities			0							
Allied (Com'l, Auto, Marine, Umbrella)		6,792	207.48				6,792			
AFCO (D&O)			9,419							
Self Insured Medical										
Professional Fees										
Other Operating		92.29	-	255.91		611	730	4,000		
Revolver Paydowns										
Subtotal: Disbursements	7,638	10,084	12,826	3,456	3,888	7,811	10,722	7,200	3,800	3,200
Net Cash Flow	(7,638)	(10,084)	(12,765)	(6)	(2,179)	(814)	(9,122)	(5,600)	(2,200)	(1,600)
Beginning Cash Adjustment to Reconcilie to Actual	1,703,565	1,695,928	1,685,843	1,673,078	1,673,073	1,670,894	1,670,080	1,660,958	1,655,358	1,653,158
Net Cash Flow	(7,638)	(10,084)	(12,765)	(6)	(2,179)	(814)	(9,122)	(5,600)	(2,200)	(1,600)
Ending Cash	1,695,928	1,685,843	1,673,078	1,673,073	1,670,894	1,670,080	1,660,958	1,655,358	1,653,158	1,651,558
Line of Credit Paydowns [2]	294,410	294,410 -	294,410	294,410	294,410 -	294,410 -	294,410 -	294,410 -	294,410 -	294,410 -
Ending Balance	294,410	294,410	294,410	294,410	294,410	294,410	294,410	294,410	294,410	294,410