

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

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In Re:

SUFFOLK READY MIX, LLC,

Debtor.

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Chapter 11

Case No. 09-75473-reg

**ORDER TO SHOW CAUSE FOR AN ORDER:
(i) PURSUANT TO 11 U.S.C. § 363(c)(2)
AUTHORIZING CHAPTER 11 DEBTOR-IN-POSSESSION TO
USE CASH COLLATERAL, AND (ii) FIXING PRELIMINARY
AND FINAL HEARINGS AND NOTICE REQUIREMENTS**

Upon the ~~annexed~~ Application (the "Application") of SUFFOLK READY MIX, LLC, Debtor and Debtor-in-Possession in the captioned Chapter 11 case (hereinafter the "Debtor"), dated July 27, 2009, seeking entry of an order: (a) pursuant to Section 363(c) of Title 11, United States Code, 11 U.S.C. Sections 101 *et seq.* (the "Bankruptcy Code"), authorizing the Debtor, to the extent requested in the Application on an emergency basis to avoid immediate and irreparable harm to the Debtor's business pending a preliminary and final hearing, to use certain cash on hand and accounts receivable generated in the ordinary course of the Debtor's business or otherwise (the "Cash Collateral"), with respect to which Financial Federal Credit, Inc. ("FFCI") asserts a security interest; (b) scheduling interim and final hearings on the Application and fixing notice requirements with respect thereto, pursuant to Section 363(c) of the Bankruptcy Code and Bankruptcy Rule 4001(b); and (c) granting such other and further relief as may be just and proper; and upon the Affidavit of Michael G. Mc Auliffe, Esq., dated July 27, 2009, pursuant to EDNY LBR 9077-1; and upon due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, that FFCI, the Office of the United States Trustee, the Debtors twenty (20) largest unsecured creditors, and all other persons having an interest in these proceedings, show cause before the Honorable Alan S. Trust, United States Bankruptcy Judge, sitting for Judge Robert E. Grossman, at the United States Bankruptcy Court, 290 Federal Plaza, Central Islip, New York 11722, at a preliminary hearing (as such term is used in Bankruptcy Rule 4001[b]) on the 29th day of July, 2009 at 3:30 p.m. or as soon thereafter as counsel may be heard (the "Preliminary Hearing"), and at a final hearing (as such term is used in Bankruptcy Rule 4001(b)), to be scheduled, why an order substantially in the form annexed to the Application (the "Interim Order") should not be entered: (a) authorizing the Debtor to use, pursuant to Section 363(c)(2)(B) of the Bankruptcy Code, the Cash Collateral, constituting certain cash collateral as such term is defined in Section 363(a) of the Bankruptcy Code in which FFCI claims a security interest, such use conditioned to the extent and on the terms and provisions set forth in the Application and Interim Order; and (b) for such other and further relief as may be just and proper, and it is further

~~**ORDERED**, that pending a hearing and determination of the Debtor's request to use Cash Collateral at the Preliminary Hearing but in no event beyond August _____, 2009, the Debtor is hereby authorized to utilize Cash Collateral solely for the purposes and up to the specific amounts set forth in the Budget annexed to the Application for the week ending August _____, 2009, and it is further~~

~~**ORDERED**, that as adequate protection for the Debtor's use of cash collateral as authorized by this Order, the Order of this Court dated July ____, 2009 authorizing the payment of certain pre-petition wages (the "Wage Order"), and actually used by the Debtor from the~~

~~Filing Date through and including the date of entry of the Interim Order, FFCI is hereby granted a valid, fully enforceable and perfected post-petition lien and security interest in all of the Debtor's assets to the same extent and in the same priority as its pre-petition security interest, *nunc pro tunc* to the Filing Date, and it is further~~

~~———— **ORDERED**, that nothing in the preceding paragraph shall be deemed to be consent by SCNB to the Debtor's use of cash collateral for purposes or in amounts other than what is set forth in the budget annexed to the Application for the week ending August _____, 2009; and it is further~~

~~———— **ORDERED**, that as further adequate protection pending entry of the Interim Order, beginning July _____, 2009, the Debtor shall pay to FFCI the sum of \$ _____ per week; and it is further~~

~~**ORDERED**, that FFCI shall have the right, during ordinary business hours and upon twenty four (24) hours prior written notice to the Debtor, to inspect the Debtor's pre-petition and post-petition collateral securing its obligations to FFCI, and the Debtor shall cooperate with FFCI to provide full access to all such collateral and all related documents, books and records, as well as provide copies of purchase orders supporting inventory expenses; and it is further~~

~~**ORDERED**, that service of this Order to Show Cause and the Application upon the Office of the United States Trustee; the Debtor's Twenty Largest Unsecured Creditors; and Robert T. Bonsignore, Esq. Counsel for FFCI , 733 Third Ave, 24th Floor, New York, NY 10017, and *any party that has filed a notice of appearance and request for service of documents*, on or before July 27, 2009, by fax, e-mail or overnight mail, shall constitute good and~~

sufficient service and notice hereof. *Proof of such service shall be filed at or before 1:00 p.m. on July 29, 2009.*

Dated: Central Islip, New York
July 27, 2009

/s/ Alan S. Trust
UNITED STATES BANKRUPTCY JUDGE