

ENTERED

TAWANA C. MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET



The following constitutes the ruling of the court and has the force and effect therein described.

United States Bankruptcy Judge

Signed May 20, 2013

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re	§	
	§	Chapter 11
	§	
1701 COMMERCE, LLC,	§	Case No. 12-41748-DML-11
	§	
Debtor.	§	
	§	

**SEVENTH AMENDED AGREED ORDER CONTINUING
USE OF CASH COLLATERAL**

On May 24, 2012, the Court considered the *Debtor's Emergency Motion for Interim and Final Authority to Use Cash Collateral* [Dkt. No. 12] (the "**Motion**") filed on March 28, 2012, by 1701 Commerce, LLC, f/k/a Presidio Ft. Worth Hotel, LLC (the "**Debtor**"). The Court previously conducted an expedited, interim hearing on the Motion on March 29, 2012, at which the Debtor, Dougherty Funding, LLC ("**Senior Lender**"), and the Office of the United States Trustee appeared through counsel. Upon consideration of the Motion, arguments of counsel and agreement of the parties that the Debtor was not authorized to use cash collateral for payments to insiders, affiliates or otherwise related parties, the Court granted the Debtor interim use of cash

collateral pursuant to the *Interim order Authorizing Debtor's Use of Cash Collateral* [Dkt. No. 21] (the "**Interim Order**"). The Interim Order authorized the Debtor to use cash collateral, pursuant to agreed terms and conditions outlined therein, through April 11, 2012. Thereafter, the parties agreed to extend use of cash collateral through May 8, 2012, pursuant to, among other things, the terms and conditions outlined in the Interim Order and the *Amended Agreed Order Continuing Use of Cash Collateral* [Dkt. No. 47]. Thereafter, the parties agreed to extend use of cash collateral through August 31, 2012 pursuant to, among other things, the terms and conditions outlined in the Interim Order as well as the *Second Amended Agreed Order Continuing Use of Cash Collateral* [Dkt. No. 108]. Thereafter, the parties agreed to extend use of cash collateral through November 30, 2012 pursuant to, among other things, the terms and conditions outlined in the Interim Order as well as the *Third Amended Agreed Order Continuing Use of Cash Collateral* [Dkt. No. 216]. Thereafter, the parties agreed to extend use of cash collateral through February 28, 2013 pursuant to, among other things, the terms and conditions outlined in the Interim Order as well as the *Fourth Amended Agreed Order Continuing Use of Cash Collateral* [Dkt. No. 324]. Thereafter, the parties agreed to extend use of cash collateral through March 31, 2013 pursuant to, among other things, the terms and conditions outlined in the Interim Order as well as the *Fifth Amended Agreed Order Continuing Use of Cash Collateral* [Dkt. No. 452]. Thereafter, the parties agreed to extend use of cash collateral through April 30, 2013 pursuant to, among other things, the terms and conditions outlined in the Interim Order as well as the *Sixth Amended Agreed Order Continuing Use of Cash Collateral* [Dkt. No. 458]. The parties now agree to further extend use of cash collateral through May 31, 2013, pursuant to the terms and conditions outlined in the Interim Order, the continued prohibition against

payments to the Debtor's insiders, affiliates or other related parties, and the updated interim budget (the "**Updated Interim Budget**") attached hereto as **Exhibit A**. It is therefore:

ORDERED that the Interim Order is extended to May 31, 2013, unless terminated earlier by Order of this Court; and it is further

ORDERED that, subject to the variances provided by the Interim Order, the Debtor is authorized to use cash collateral for the period of May 1, 2013 through May 31, 2013 only in the amounts, and only for the purposes, specified in the Updated Interim Budget attached hereto as **Exhibit A**; and it is further

ORDERED that, during this interim period of May 1, 2013 through May 31, 2013, continued interim use of cash collateral is conditioned on Senior Lender's receipt of a monthly adequate protection payment from the Debtor in the amount of \$241,000.00 no later than May 5, 2013; and it is further

ORDERED that entry of this Order shall not modify or amend any other term, condition, provision, reservation of right, or other agreement outlined in the Interim Order; and it is further

ORDERED that the Debtor is not authorized, absent Senior Lender's consent, to make any payment or disbursement to any insider, affiliate or otherwise related party of the Debtor; and it is further

ORDERED that this Court shall have jurisdiction over any and all disputes arising under this Order.

END OF ORDER

AGREED TO AS TO FORM AND SUBSTANCE:

/s/ Paul L. Ratelle

Paul L. Ratelle (admitted *pro hac vice*)
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Counsel for Debtor 1701 Commerce, LLC

EXHIBIT A

Updated Interim Budget

Sheraton Fort Worth Hotel and Spa		Budget
Month Of		May-13
Net Beginning Balance		1,979,474.33
Prior days forecasted occupancy		7,684
Expected Cash Inflows	Due Date	1,237,661.88
Avg Cash per Occ. Room Prior year		161.07
Cash Outflows		
Bi-weekly payroll	bi-wkly	361,000.00
Mortgage	10th	241,000.00
Richfield	20th	150,000.00
AirBand	15th	2,704.20
American Ice Machines	19th	2,853.50
City of Fort Worth Property Taxes		
Dow Jones		249.60
Lodgenet Interactive Corporation	10th	8,000.00
TLC Capital	19th	
Knowland Group - Reader Board		825.00
AT&T 831-000-0857-848	6th	500.00
Everbank Commercial Finance, Inc	19th	1,663.83
Starwood Hotels & Resorts Worldwide, Inc.	29th	160,000.00
AT&T 1001-051-5335	24th	450.00
USA Today		550.00
City Of Fort Worth Water Department	14th	12,000.00
Atmos Energy	15th	5,500.00
Direct Energy	25th	30,000.00
Allied Waste Services #794	28th	2,500.00
At&T 02764992	23rd	847.00

Revinat, Inc		240.00
AT&T 831-000-0857-848	12th	685.80
At&T T1784	28th	500.00
AT&T 817335-333 192	26th	635.00
Directv	1st	420.00
Sprint		1,200.00
Otis Elevator Company	Quarterly	2,984.68
Expert Computers Solutions/Centrada	19th	2,000.00
Ford	19th	-
Z-Net	25th	1,179.93
Hotel Laundry	7th	25,000.00
Town Parke - Current	7th	28,000.00
Bank Charges		600.00
Commissions		30,000.00
COD Checks		60,000.00
Charge Backs		500.00
Other Payables		200,000.00
ADP Fees		3,000.00
TOT Taxes (As of Jan 2013 Tax Pd Mo. Instead of Quarterly)		85,000.00
Sales Tax Payable	19th	90,000.00
cc fees		30,000.00
2012 Franchise Tax		106,007.53
Rent on Back Parking Lot (May)		1,000.00
Attorney Fees		25,000.00
Total Cash Outflows		1,668,588.54
Ending Balance		1,548,547.67