

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

<b>IN RE:</b>	§	
<b>AMIDEE 2006 PREFERRED-CORPUS, LTD. D/B/A THE ATRIUM,</b>	§	<b>CASE NO. 10-20007</b>
	§	
<b>AMIDEE CAPITAL GROUP, INC.,</b>	§	<b>CASE NO. 10-20041</b>
	§	
<b>AMIDEE 2006 PREFERRED REAL ESTATE INCOME PROGRAM, LTD.,</b>	§	<b>CASE NO. 10-20042</b>
	§	
<b>AMIDEE OAK POINTE APARTMENTS, LLC,</b>	§	<b>CASE NO. 10-20043</b>
	§	
<b>AMIDEE 2004-I TAX DEED AND CERTIFICATE INVESTMENT PROGRAM, LTD.,</b>	§	<b>CASE NO. 10-20044</b>
	§	
<b>AMIDEE 2005-II TEXAS DEED INVESTMENT PROGRAM, LTD.,</b>	§	<b>CASE NO. 10-20045</b>
	§	
<b>AMIDEE 2006-III TAX DEED &amp; REAL ESTATE INVESTMENT PROGRAM, LTD.,</b>	§	<b>CASE NO. 10-20046</b>
	§	
<b>AMIDEE 2006 COMMERCIAL REAL ESTATE INCOME PROGRAM, LTD.,</b>	§	<b>CASE NO. 10-20047</b>
	§	
<b>AMIDEE 2007-I CRE INCOME FUND, LTD.,</b>	§	<b>CASE NO. 10-20048</b>
	§	
<b>AMIDEE 2008-I CRE INCOME FUND, LTD.,</b>	§	<b>CASE NO. 10-20049</b>
	§	
<b>AMIDEE 2009-I CRE INCOME FUND, LTD.,</b>	§	<b>CASE NO. 10-20050</b>
	§	
<b>Debtors.</b>	§	<b>CHAPTER 11</b>

**DEBTORS' EMERGENCY MOTION FOR INTERIM AND FINAL ORDERS (A)  
AUTHORIZING USE OF CASH COLLATERAL PURSUANT TO SECTION 363(C) OF  
THE BANKRUPTCY CODE AND (B) SCHEDULING A FINAL HEARING PURSUANT  
TO BANKRUPTCY RULE 4001 AS TO USE OF CASH COLLATERAL**

**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 14 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.**

**REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.**

**THE DEBTORS HAVE REQUESTED EXPEDITED CONSIDERATION OF THIS MOTION.**

TO THE HONORABLE RICHARD S. SCHMIDT, UNITED STATES BANKRUPTCY JUDGE:

COMES NOW, Amidee Capital Group, Inc. ("ACG" or the "Debtor") on behalf of itself and its affiliates, all debtors and debtors in possession in the above referenced bankruptcy proceedings, filing this Emergency Motion for Interim and Final Orders (A) Authorizing Use of Cash Collateral Pursuant to Section 363(c) of the Bankruptcy Code and (B) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001 as to Use of Cash Collateral (the "Motion") and in support hereof, respectfully states as follows:

**I.**  
**JURISDICTION**

1. This Court has jurisdiction to consider 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 before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicate for the relief sought herein is 11 U.S.C. §§ 361 and 363.

## **II.** **BACKGROUND**

### **A. General Background of the Debtors.**

3. On January 4, 2010 (the “Corpus Petition Date”), Amidee 2006 Preferred-Corpus, Ltd. (“Amidee Corpus”), a subsidiary of ACG, filed a voluntary petition for relief under chapter 11, title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas, Corpus Christi Division (the “Court”). On January 17, 2010 (the “Petition Date”), ACG and nine of its other subsidiaries also filed voluntary petitions for relief under chapter 11 in this Court.<sup>1</sup> The Debtors’ bankruptcy cases are collectively referred to as the “Reorganization Cases.”

4. Pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors remain in possession of their property and are managing their businesses as debtors in possession. No trustee or examiner has been appointed in the Reorganization Cases.

5. ACG is a Texas corporation formed in 2003 to acquire, renovate, operate and resell real property in Texas and throughout the United States. Initially, ACG focused its operations on the purchase of tax lien certificates on real property in Houston and the surrounding area. The “tax deed” properties acquired by ACG were purchased using funds raised pursuant to private placements of capital raised by ACG through the sale of limited partnership interests in Subsidiary Debtors—Amidee 2004 Tax, Amidee 2005 Tax and Amidee

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<sup>1</sup> The ACG subsidiaries who filed bankruptcy petitions on January 17, 2010, were: Amidee 2004-I Tax Deed and Certificate Investment Program, Ltd. (“Amidee 2004 Tax”); Amidee 2005-II Tax Deed Investment Program, Ltd. (“Amidee 2005 Tax”); Amidee 2006-III Tax Deed and Real Estate Investment Program, Ltd. (“Amidee 2006 Tax”); Amidee 2006 Preferred Real Estate Income Program, Ltd. (“Amidee 2006 Preferred”); Amidee 2006 Commercial Real Estate Income Program, Ltd. (“Amidee 2006 Commercial”); Amidee 2007-I CRE Income Fund, Ltd. (“Amidee 2007”); Amidee 2008-I CRE Income Fund, Ltd. (“Amidee 2008”); Amidee 2009-I CRE Income Fund, Ltd. (“Amidee 2009”); and Amidee Oak Pointe Apartments, LLC (“Amidee Oak Pointe”) (collectively with Amidee Corpus, the “Subsidiary Debtors” and with ACG, the “Debtors”).

2006 Tax. Much of the real property ultimately acquired by ACG using the capital raised for these tax deed programs was either raw land or single family homes.

6. In 2006, ACG expanded its investment activities beyond raw land and single family homes and began actively looking to acquire and operate apartment complexes and office buildings. To fund these new acquisitions, in 2006, ACG raised additional capital through the sale of limited partnership interests in two additional limited partnerships—Amidee 2006 Preferred and Amidee 2006 Commercial. In 2007, 2008 and 2009, ACG formed an additional limited partnership each year and raised capital through the sale of the limited partnership interests in those entities—Amidee 2007, Amidee 2008 and Amidee 2009.

7. In the six years from 2004 to 2009, ACG raised approximately \$24 million through the sale of limited partnership interests. Combined, approximately 350 different entities or individuals own limited partnership interests in one or more of the Subsidiary Debtors. While the number and identity of the limited partners vary for each of the Subsidiary Debtors, ACG is the sole general partner for each Subsidiary Debtor.<sup>2</sup>

8. In addition to the Subsidiary Debtors, ACG owns significant stakes in certain non-debtor entities. Specifically, ACG owns 100% of the outstanding shares of Amidee Hotels & Resorts, Inc., a Texas corporation, that owns and operates the Amidee Hotel Niagara in Niagara Falls, New York and the Parkway Plaza Hotel and Convention Center in Casper, Wyoming.<sup>3</sup> In addition, ACG is the managing member of the Atrium LLC, a New Mexico limited liability company that owns the Atrium office building in Albuquerque, New Mexico. While these non-

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<sup>2</sup> Amidee Oak Pointe is actually an LLC, and ACG is therefore its sole managing member, rather than general partner. Amidee Oak Pointe and Amidee Corpus are special purpose entities formed to own a single piece of real property, and therefore third party investors do not own limited partnership interests (or non-managing membership interests) in these entities. Instead, all of Amidee Corpus' limited partnership interests are owned by Amidee 2008 and all of the non-managing membership interests in Amidee Oak Pointe are owned by Amidee 2007.

<sup>3</sup> Amidee Hotel Niagara is owned by Amidee Hotel Niagara, LLC and Parkway Plaza is owned by Amidee Wyoming, LLC both of which are 100% owned by Amidee Hotels & Resorts, Inc.

debtor entities are ultimately controlled by ACG and share some of the liquidity issues that triggered the bankruptcy filing of the Debtors, ACG determined that chapter 11 filings for these entities, at this time, would not be beneficial for those entities, their creditors or the properties that they own. ACG, however, intends to continue to manage these entities and their properties during the course of these Reorganization Cases.

9. In addition to the funds raised from the sale of limited partnership interests, ACG has in the past obtained funds for the acquisition, renovation and operation of the various properties it and its subsidiaries own through secured loans from various lending institutions and individuals. As of the Petition Date, ACG or one of the Subsidiary Debtors was the primary borrower on approximately \$10.5 million in loans secured by various real property owned by the Debtors. In addition to these direct obligations of some of the Debtors, some of ACG's non-debtor subsidiaries are also borrowers on approximately an additional \$11.5 million in secured debt.<sup>4</sup>

10. ACG estimates that the portfolio consisting of the real property owned directly by one of the Debtors is worth approximately \$26.5 million. In addition, although the Atrium office building in Albuquerque, New Mexico is owned by the Atrium LLC, a non-debtor, the Debtors own 75% of the membership interests in the Atrium LLC. ACG, the managing member of Atrium LLC, believes that the Atrium building is worth more than \$2.8 million after payment of the outstanding secured debt against that property.<sup>5</sup>

11. All of the apartment complexes and office buildings owned by the Debtors are managed and operated directly by ACG personnel. ACG personnel are responsible for all

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<sup>4</sup> ACG is a guarantor of approximately \$9.6 million of this amount which was borrowed by Amidee Hotels & Resorts.

<sup>5</sup> Atrium LLC is the borrower and none of the Debtors has guaranteed this loan, thus it is not an obligation of the Debtors' bankruptcy estates.

aspects of the acquisition of properties as well as the marketing and eventual sale of those properties. Because ACG manages all aspects of the Subsidiary Debtors' operations, none of the Subsidiary Debtors has its own employees. Up until September 2009, ACG maintained a staff of approximately 30 employees and contract personnel to run the operations of ACG and all of its subsidiaries, including the Subsidiary Debtors. In an effort to reduce its overhead, in September 2009, ACG significantly reduced its staff by eliminating all personnel except those essential to keeping the properties operating. As of the Petition Date, ACG had 9 full time employees, and 6 contract workers.<sup>6</sup>

12. During the five years from 2004 to 2009, ACG successfully managed the real estate portfolio that it and its subsidiaries had acquired. In addition to servicing the secured debt incurred in the acquisition and renovation of numerous properties, ACG made in excess of \$7 million in interest payments and distributions to the numerous investors in the various real estate entities it manages. By mid-2009, however, a number of factors, including the overall downturn in the United States' economy and the real estate market in particular, contributed to making ACG's cash flow extremely tight. ACG and its subsidiaries began having difficulty paying ongoing operating expenses and servicing their secured debt while still making fixed distributions to limited partners in the Subsidiary Debtors. In September 2009, ACG informed the limited partners in the Subsidiary Debtors that it was suspending regular partner distributions until it could get its cash flow difficulties under control.

13. Unfortunately, the 4th quarter of 2009 did not bring improvement in the Debtors' cash flow situation. Although ACG actively marketed most of the Debtors' real estate portfolio, it was unable to locate buyers for the properties at acceptable prices. In December 2009, ACG

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<sup>6</sup> James T. Cook and Judith B. Cook, ACG's CEO and President, respectively, are not included in these employment numbers as they have voluntarily gone without salary since September 2009.

retained Douglas J. Brickley of LECG, LLC to advise it with regard to possible restructuring options for ACG and its subsidiaries and help the Debtors to manage their worsening liquidity crisis.

14. On January 4, 2010, ACG determined that filing a bankruptcy petition for Amidee Corpus was necessary in order to prevent foreclosure the next day on the Atrium office building in Corpus Christi, Texas. ACG has since reached agreement with a buyer for the property for an amount in excess of the secured lender's debt. Although the bankruptcy of Amidee Corpus and subsequent sale contract helped to avoid the immediate emergency that triggered the initial bankruptcy filing, ACG determined that no long-term solution to its liquidity crisis was likely without an opportunity to restructure the Debtors through a chapter 11 bankruptcy process. Thus, on January 16, 2010, ACG's board of directors authorized chapter 11 filings for the Debtors and appointed Douglas Brickley as the Chief Restructuring Officer for ACG and the Subsidiary Debtors. Pursuant to the board's resolution, Mr. Brickley has been given exclusive control of the Debtors' operations in bankruptcy and the restructuring effort. ACG believes that the bankruptcy filings and the experienced leadership of Mr. Brickley will provide the Debtors with the best chance of reorganizing their operations and paying the greatest possible return to the Debtors' creditors and equity security holders.

**B. Background of Loans to ACG and Subsidiary Debtors.**

***Amidee Capital Group, Inc.***

15. On August 22, 2007, ACG obtained a Revolving Credit Note (the "Sterling Note") payable to Sterling Bank ("Sterling") with a credit limit of up to \$1,635,000. The Sterling Note is secured by a Deed of Trust and Security Agreement (with Assignment of Rents and Leases and Financing Statement) ("Sterling Deed of Trust") (together with the Sterling Note,

the “Sterling Loan Documents”) dated same that grants James W. Goolsby (the “Trustee”), in trust for the benefit of Sterling a security interest in certain commercial acreage owned by ACG, namely the properties in Houston, Texas know as: (i) Martin Luther King Blvd. 12100; (ii) West Orem; and (iii) Blanco & Ley Road (together the “Commercial Acreage”); as well as a security interest in the personal property and fixtures located on the Commercial Acreage. Pursuant to the Sterling Loan Documents, it appears that Sterling has a lien on ACG’s Commercial Acreage including the cash generated by same. ACG does not know the exact amount currently due to Sterling under the Sterling the Note, but believes that the principal balance of the Sterling Note as of the Petition Date was approximately \$1,250,000. ACG also obtained a loan from Sterling to finance the purchase of certain rental houses located in Houston, Texas at Avenue G and 2425 Lucky Street (the “Rent Houses”). It appears that Sterling has a lien on the Rent Houses including any cash generated by same. ACG does not know the exact amount currently due to Sterling under the loan documents for the Rent Houses, but believes that the principal balance due as of the Petition Date was approximately \$85,000.

***Amidee 2006 Commercial Real Estate Income Program, Ltd.***

16. On August 31, 2007, Amidee 2006 Commercial purchased an apartment complex located at 2311 71<sup>st</sup> Street, Galveston, Texas 77551 (“Coastal Breeze”). In order to finance the purchase of Coastal Breeze, Amidee 2006 Commercial signed a Promissory Note (the “Sterling Coastal Breeze Note”) in the amount of \$1,274,250 payable to Sterling. The Sterling Coastal Breeze Note is secured by a Deed of Trust and Security Agreement (Assignment of Rents Leases and Financing Statement) (together with the Sterling Coastal Breeze Note, the “Sterling Coastal Breeze Loan Documents”). Amidee 2006 Commercial does not know the exact amount currently due to Sterling under the Sterling Coastal Breeze Note, but believes that the principal



balance of the Sterling Coastal Breeze Note as of the Petition Date was approximately \$1,100,000. Pursuant to the Sterling Coastal Breeze Loan Documents, it appears that Sterling has a lien on most, if not all, of Amidee 2006 Commercial's Coastal Breeze assets including the cash generated by Coastal Breeze through the collection of rent.

***Amidee 2007-I CRE Income Fund, Ltd.***

17. On February 14, 2008, Amidee 2007 purchased an apartment complex located at 8401 Park Place, Houston Texas 77017 ("Park Place"). In order to finance the purchase of Park Place, Amidee 2007 signed a Promissory Note (the "Sterling Park Place Note") in the amount of \$760,000 payable to Sterling. The Sterling Park Place Note is secured by a Deed of Trust and Security Agreement, Security Agreement and Assignment of Rents and Leases all executed on February 14, 2008 (together with the Sterling Park Place Note, the "Sterling Park Place Loan Documents"). Amidee 2007 does not know the exact amount currently due to Sterling under the Sterling Park Place Note, but believes that the principal balance of the Sterling Park Place Note as of the Petition Date was approximately \$700,000. Pursuant to the Sterling Park Place Loan Documents, it appears that Sterling has a lien on most, if not all, of Amidee 2007's Park Place assets including the cash generated by Park Place through the collection of rent.

***Amidee Oak Pointe Apartments, LLC***

18. On March 25, 2008, Amidee Oak Pointe purchased an apartment complex located at 1111 Burke, Pasadena, Texas 77056 ("Oak Pointe"). In order to finance the purchase of Oak Pointe, Amidee Oak Pointe signed a Promissory Note (the "Sterling Oak Pointe Note") in the amount of \$2,920,000 payable to Sterling. The Sterling Oak Pointe Note is secured by a Deed of Trust and Security Agreement (with Assignment of Rents and Leases and Financing Statement) executed March 25, 2008 (together with the Sterling Oak Pointe Note, the "Sterling Oak Pointe

Loan Documents”). Amidee Oak Pointe does not know the exact amount currently due to Sterling under the Sterling Oak Pointe Note, but believes that the principal balance of the Sterling Oak Pointe Note as of the Petition Date was approximately \$2,700,000. Pursuant to the Sterling Oak Pointe Loan Documents, it appears that Sterling has a lien on most, if not all, of Amidee Oak Pointe’s assets including the cash generated by Oak Pointe through the collection of rent.

***Amidee 2006 Preferred Real Estate Program, Ltd.***

19. On August 31, 2007, Amidee 2006 Preferred financed the purchase of an office building located at 14420 W. Sylvanfield Drive, Houston, Texas (the “Sylvanfield Office Building”) by obtaining a Deed of Trust Note (“NGLI Note”) in the amount of \$1,300,000 from National Guardian Life Insurance Company (“NGLI”) dated same. The Note is secured by a Deed of Trust And Security Agreement and Fixture Filing Statement (“NGLI Deed of Trust”) that grants Janis H. Loegering as trustee for the benefit of NGLI a security interest in the Sylvanfield Office Building and all personal property located thereon. On August 31, 2007, Amidee 2006 Preferred also executed an Assignment of Rents and Leases (together with the NGLI Note and NGLI Deed of Trust, the “NGLI Loan Documents”) granting NGLI a lien on all of the cash generated by the rents of the Sylvanfield Office Building. Amidee 2006 Preferred does not know the exact amount currently due to NGLI under the NGLI Note, but believes that the principal balance of the NGLI Note as of the Petition Date was approximately \$1,245,000. Pursuant to the NGLI Loan Documents, it appears that NGLI has a lien on most, if not all, of Amidee 2006 Preferred’s Sylvanfield Office Building assets including the cash generated by the Sylvanfield Office Building through the collection of rent.

*Amidee 2008-I CRE Income Fund, Ltd.*

20. On October 31, 2008, Amidee 2008 purchased an apartment complex located at 1225 10th St. N., Texas City, Texas 77590 (“Harbour Glen”). In order to finance the purchase of Harbour Glen, Amidee 2008 signed a Loan Agreement & Promissory Note (the “Harbour Glen Note”) in the amount of \$1,920,000 payable to Lone Star Bank (“Lone Star”). The Harbour Glen Note is secured by a Deed of Trust and Security Agreement (with Assignment of Rents and Leases) executed on October 31, 2008 (together with the Harbour Glen Note, the “Harbour Glen Loan Documents”). Amidee 2008 does not know the exact amount currently due to Lone Star under the Harbour Glen Note, but believes that the principal balance of the Harbour Glen Note as of the Petition Date was approximately \$1,850,000. Pursuant to the Harbour Glen Loan Documents, it appears that Lone Star has a lien on most, if not all, of Amidee 2008’s Harbour Glen assets including the cash generated by Harbour Glen through the collection of rent.

**III.**  
**RELIEF REQUESTED**

**A. Approval of Debtors’ Use of Cash Collateral.**

21. Some of the Debtors’ properties generate cash, cash equivalents, proceeds and rents some of which may constitute cash collateral within the meaning of Section 363 of the Bankruptcy Code (the “Cash Collateral”) such as: the Commercial Acreage, the Rent Houses, Coastal Breeze, Park Place, Oak Pointe, Sylvanfield Office Building, Harbour Glen (together, the “Cash Collateral Properties”).

22. The Debtors request entry of interim and final orders (a) authorizing the Debtors’ use of Cash Collateral and granting security interests pursuant to §§ 361, 362 and 364 of the Bankruptcy Code in order to adequately protect Sterling, Lone Star and NGLI (together, the “Lenders” or singular, “Lender”) for the use of their Cash Collateral; and (b) scheduling a final

hearing pursuant to Bankruptcy Rule 4001. A copy of the proposed Interim Order is submitted herewith (“Proposed Interim Order”). An interim budget containing the Debtors’ projection of their monthly operating expenditures for the Cash Collateral Properties for the interim period is attached hereto as **Exhibit A** (the “Interim Budget”).

23. The Debtors should be allowed to use the Cash Collateral, subject to providing adequate protection to the Lenders in the form of granting postpetition liens in their collateral and the postpetition receivables generated by their collateral postpetition.

24. The liens granted to the Lenders by this Court will be subject to the rights of court costs and U.S. Trustee’s fees.

25. Without the use of the Cash Collateral, the Debtors do not have sufficient available working capital with which to operate their respective properties. Accordingly, the Debtors have an immediate need to use Cash Collateral to manage and preserve the assets of their estates and to maximize the recovery to creditors.

26. The Debtors are requesting authority to use the full amount of the Cash Collateral for the purposes and amounts set forth in the Interim Budget. In order to provide adequate protection to the Lenders for the use of the Cash Collateral, the Debtors propose to grant the Lenders postpetition liens on the postpetition receivables, rents and proceeds generated by the operation of the Cash Collateral Properties (the “Lenders Postpetition Collateral”). These liens will provide adequate protection to the Lenders for the use of their Cash Collateral.

**B. Interim Use of Cash Collateral is Appropriate and Necessary.**

27. Bankruptcy Rules 4001(b) and 4001(c) provide that a final hearing on a motion to use Cash Collateral pursuant to § 363 of the Bankruptcy Code may not be commenced earlier than fourteen (14) days after the service of such motion. Upon request, however, the Court is

empowered to conduct a preliminary expedited hearing on the motion and authorize the use of Cash Collateral to the extent necessary to avoid immediate and irreparable harm to the Debtors' estates.

28. Pursuant to Bankruptcy Rules 4001(b) and 4001(c), the Debtors request that the Court conduct an expedited preliminary hearing on the Motion (the "Preliminary Hearing") and authorize the Debtors to use the Cash Collateral for the period after entry of the Interim Order until entry of the Final Order in accordance with the attached Interim Budget and in amounts not to exceed by more than 10% the aggregate total expenses provided in the Interim Budget on a cumulative basis or exceed by 20% the cumulative amount of any one line item contained in the Interim Budget without the prior consent of the Lender whose Cash Collateral is affected by the variance. The Lenders' interests will be adequately protected during this interim period by the provisions in the Proposed Interim Order.

29. The Debtors and their creditors will be immediately and irreparably harmed absent authorization from the Court to use the Cash Collateral pending a final hearing on the Motion (the "Final Hearing"). In these circumstances, the granting of the relief requested is warranted.

30. The Debtors propose that by no later than two business days following the Preliminary Hearing, they will serve, via United States Mail, postage pre-paid, a copy of the Interim Order and a notice of the Final Hearing on (i) the Office of the United States Trustee for the Southern District of Texas, (ii) the Lenders, through their counsel, if any, (iii) any statutory committees of unsecured creditors appointed in the Debtors' chapter 11 cases or, if no such committees have been appointed, the Debtors' twenty (20) largest unsecured creditors, and (iv) those parties that have filed a notice of appearance requesting notice.

31. Based on the foregoing, the Debtors submit that the relief requested is necessary and appropriate, is in the best interests of their estates and creditors, and should be granted in all respects.

**IV.**  
**NOTICE**

32. No trustee, examiner or creditors' committees have been appointed in the Debtors' chapter 11 cases. Notice of this Motion has been provided to (i) the Lenders; (ii) counsel for the Lenders, if any; (iii) the top twenty (20) largest unsecured creditors in the Reorganization Cases; (iv) the United States Trustee; and (v) all parties who have requested notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure.

33. The Debtors submit that no other or further notice need be provided.

34. No previous motion for the relief sought herein has been made before this Court.

WHEREFORE, the Debtors respectfully request entry of an interim order in a form substantially similar to the Proposed Interim Order and after final hearing, a final order granting the relief requested herein and such other or further relief as is just.

Respectfully submitted on 18th day of January, 2010.

**OKIN ADAMS & KILMER LLP**

By:           /s/ Sara Maya Patterson            
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**PROPOSED ATTORNEYS FOR THE  
DEBTORS**

**EXHIBIT A****FINDLAY APARTMENTS - 6-WEEK CASH FLOW PROJECTIONS****Cash Flow Summary - (\$)**

Findlay Apartments	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast
Week Ending Date	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Week Number	1	2	3	4	5	6
<b>Receipts</b>						
<b>Total Rents</b>	\$ -	\$ -	\$ 1,900	\$ 775	\$ 475	\$ -
<b>Laundry Revenue</b>	\$ -	\$ -	\$ 35	\$ -	\$ -	\$ -
<b>Other</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total Receipts</b>	\$ -	\$ -	\$ 1,935	\$ 775	\$ 475	\$ -
<b>Disbursements</b>						
<b>Onsite Payroll</b>	\$ -	\$ -	\$ (297)	\$ -	\$ (272)	\$ -
<b>Total Building Utilities and Maintenance</b>	\$ -	\$ -	\$ (537)	\$ (175)	\$ (362)	\$ -
<b>CapEx / Maintenance CapEx</b>	\$ -	\$ -	\$ (25)	\$ (25)	\$ (25)	\$ (25)
<b>Contribution to Corporate Overhead</b>	\$ -	\$ -	\$ (1,071)	\$ -	\$ -	\$ -
<b>Other</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total Disbursements</b>	\$ -	\$ -	\$ (1,930)	\$ (200)	\$ (659)	\$ (25)
<b>Operating Cash Flow</b>	\$ -	\$ -	\$ 5	\$ 575	\$ (184)	\$ (25)
<b>Restructuring Activity</b>						
Professional Fees	-	-	-	-	-	-
Trustee Fees	-	-	-	-	-	-
Other Costs	-	-	-	-	-	-
<b>Total Restructuring Costs</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Beginning Available Balance (Cash)</b>	\$ 300	\$ 300	\$ 300	\$ 305	\$ 880	\$ 695
<b>Net Cash Flow from Operations</b>	\$ -	\$ -	\$ 5	\$ 575	\$ (184)	\$ (25)
<b>Available Balance Subtotal pre Debt Service</b>	\$ 300	\$ 300	\$ 305	\$ 880	\$ 695	\$ 670
<b>Debt Service</b>						
<b>DIP Facility</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Draws/Paydowns on Revolver or other Borrowing</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Other (Bank Fees)</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total Principal &amp; Interest Payments</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Ending Available Balance (Cash)</b>	\$ 300	\$ 300	\$ 305	\$ 880	\$ 695	\$ 670

<b>COASTAL BREEZE APARTMENTS - 6-WEEK CASH FLOW PROJECTIONS</b>
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**Cash Flow Summary - (\$)**

Coastal Breeze Apartments

Week Ending Date

Week Number

**Receipts**

Total Rents

Laundry Revenue

Other

**Total Receipts****Disbursements**

Onsite Payroll

Total Building Utilities and Maintenance

CapEx / Maintenance CapEx

Contribution to Corporate Overhead

Other

**Total Disbursements****Operating Cash Flow****Restructuring Activity**

Professional Fees

Trustee Fees

Other Costs

**Total Restructuring Costs****Beginning Available Balance (Cash)****Net Cash Flow from Operations****Available Balance Subtotal pre Debt Service****Debt Service**

DIP Facility

Sterling Bank - Total

Draws/Paydowns on Revolver or other Borrowing

Other (Bank Fees)

**Total Principal & Interest Payments****Ending Available Balance (Cash)**

	Forecast 1/24/2010 1	Forecast 1/31/2010 2	Forecast 2/7/2010 3	Forecast 2/14/2010 4	Forecast 2/21/2010 5	Forecast 2/28/2010 6
<b>Total Receipts</b>	\$ -	\$ -	\$ 15,636	\$ 4,422	\$ 2,042	\$ -
Laundry Revenue	\$ -	\$ -	\$ 450	\$ -	\$ -	\$ -
Other	\$ -	\$ -	\$ -	\$ -	\$ 75	\$ 75
<b>Total Receipts</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 16,086</b>	<b>\$ 4,422</b>	<b>\$ 2,117</b>	<b>\$ 75</b>
<b>Disbursements</b>						
Onsite Payroll	\$ -	\$ -	\$ (484)	\$ -	\$ (484)	\$ -
Total Building Utilities and Maintenance	\$ -	\$ -	\$ (6,500)	\$ (2,600)	\$ (2,125)	\$ -
CapEx / Maintenance CapEx	\$ -	\$ -	\$ (438)	\$ (438)	\$ (438)	\$ (438)
Contribution to Corporate Overhead	\$ -	\$ -	\$ (7,635)	\$ -	\$ -	\$ -
Other	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total Disbursements</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (15,057)</b>	<b>\$ (3,038)</b>	<b>\$ (3,047)</b>	<b>\$ (438)</b>
<b>Operating Cash Flow</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 1,029</b>	<b>\$ 1,385</b>	<b>\$ (930)</b>	<b>\$ (363)</b>
<b>Restructuring Activity</b>						
Professional Fees	-	-	-	-	-	-
Trustee Fees	-	-	-	-	-	-
Other Costs	-	-	-	-	-	-
<b>Total Restructuring Costs</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Beginning Available Balance (Cash)</b>	<b>\$ 4,992</b>	<b>\$ 4,992</b>	<b>\$ 4,992</b>	<b>\$ 6,021</b>	<b>\$ 7,406</b>	<b>\$ 6,476</b>
<b>Net Cash Flow from Operations</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 1,029</b>	<b>\$ 1,385</b>	<b>\$ (930)</b>	<b>\$ (363)</b>
<b>Available Balance Subtotal pre Debt Service</b>	<b>\$ 4,992</b>	<b>\$ 4,992</b>	<b>\$ 6,021</b>	<b>\$ 7,406</b>	<b>\$ 6,476</b>	<b>\$ 6,113</b>
<b>Debt Service</b>						
DIP Facility	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Sterling Bank - Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Draws/Paydowns on Revolver or other Borrowing	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other (Bank Fees)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total Principal &amp; Interest Payments</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Ending Available Balance (Cash)</b>	<b>\$ 4,992</b>	<b>\$ 4,992</b>	<b>\$ 6,021</b>	<b>\$ 7,406</b>	<b>\$ 6,476</b>	<b>\$ 6,113</b>



<b>PARK PLACE APARTMENTS - 6-WEEK CASH FLOW PROJECTIONS</b>
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**Cash Flow Summary - (\$)**

Park Place Apartments	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast
Week Ending Date	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Week Number	1	2	3	4	5	6
<b>Receipts</b>						
<b>Total Rents</b>	\$ -	\$ -	\$ 8,855	\$ 5,685	\$ 4,750	\$ 3,200
<b>Laundry Revenue</b>	\$ -	\$ -	\$ 500	\$ -	\$ -	\$ -
<b>Other</b>	\$ -	\$ -	\$ -	\$ -	\$ 250	\$ 250
<b>Total Receipts</b>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 9,355</u>	<u>\$ 5,685</u>	<u>\$ 5,000</u>	<u>\$ 3,450</u>
<b>Disbursements</b>						
<b>Onsite Payroll</b>	\$ -	\$ -	\$ (1,089)	\$ -	\$ (1,089)	\$ -
<b>Total Building Utilities and Maintenance</b>	\$ -	\$ -	\$ (9,575)	\$ (4,350)	\$ (2,675)	\$ -
<b>Landscaping &amp; Plant Maintenance (US Lawn)</b>	\$ -	\$ -	\$ -	\$ -	\$ (150)	\$ -
<b>CapEx / Maintenance CapEx</b>	\$ -	\$ -	\$ (625)	\$ (625)	\$ (625)	\$ (625)
<b>Contribution to Corporate Overhead</b>	\$ -	\$ -	\$ (7,901)	\$ -	\$ -	\$ -
<b>Other</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total Disbursements</b>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (19,190)</u>	<u>\$ (4,975)</u>	<u>\$ (4,539)</u>	<u>\$ (625)</u>
<b>Operating Cash Flow</b>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (9,835)</u>	<u>\$ 710</u>	<u>\$ 461</u>	<u>\$ 2,825</u>
<b>Restructuring Activity</b>						
Professional Fees	-	-	-	-	-	-
Trustee Fees	-	-	-	-	-	-
Other Costs	-	-	-	-	-	-
<b>Total Restructuring Costs</b>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
<b>Beginning Available Balance (Cash)</b>	<u>\$ 4,175</u>	<u>\$ 4,175</u>	<u>\$ 4,175</u>	<u>\$ (5,660)</u>	<u>\$ (4,950)</u>	<u>\$ (4,489)</u>
<b>Net Cash Flow from Operations</b>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (9,835)</u>	<u>\$ 710</u>	<u>\$ 461</u>	<u>\$ 2,825</u>
<b>Available Balance Subtotal pre Debt Service</b>	<u>\$ 4,175</u>	<u>\$ 4,175</u>	<u>\$ (5,660)</u>	<u>\$ (4,950)</u>	<u>\$ (4,489)</u>	<u>\$ (1,664)</u>
<b>Debt Service</b>						
<b>DIP Facility</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Sterling Bank - Principal & Interest	-	-	-	-	-	-
Escrow for Taxes and Insurance	-	-	-	-	-	-
<b>Sterling Bank - Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Draws/Paydowns on Revolver or other Borrowing</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Other (Bank Fees)</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total Principal &amp; Interest Payments</b>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
<b>Ending Available Balance (Cash)</b>	<u>\$ 4,175</u>	<u>\$ 4,175</u>	<u>\$ (5,660)</u>	<u>\$ (4,950)</u>	<u>\$ (4,489)</u>	<u>\$ (1,664)</u>

<b>OAK POINTE APARTMENTS - 6-WEEK CASH FLOW PROJECTIONS</b>
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**Cash Flow Summary - (\$)**

Oak Pointe Apartments	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast
Week Ending Date	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Week Number	1	2	3	4	5	6
<b>Receipts</b>						
<b>Total Rents</b>	\$ -	\$ -	\$ 49,339	\$ 7,510	\$ 5,827	\$ -
<b>Laundry Revenue</b>	\$ -	\$ -	\$ 500	\$ -	\$ -	\$ -
<b>Other</b>	\$ -	\$ 625	\$ 625	\$ 625	\$ 625	\$ 625
<b>Total Receipts</b>	<u>\$ -</u>	<u>\$ 625</u>	<u>\$ 50,464</u>	<u>\$ 8,135</u>	<u>\$ 6,452</u>	<u>\$ 625</u>
<b>Disbursements</b>						
<b>Onsite Payroll</b>	\$ -	\$ -	\$ (5,915)	\$ -	\$ (5,065)	\$ -
<b>Total Building Utilities and Maintenance</b>	\$ -	\$ -	\$ (22,630)	\$ (1,344)	\$ (35)	\$ (6,500)
<b>Landscaping &amp; Plant Maintenance (Jesus Maldonado)</b>	\$ -	\$ -	\$ (750)	\$ -	\$ -	\$ (750)
<b>CapEx / Maintenance CapEx</b>	\$ -	\$ -	\$ (875)	\$ (875)	\$ (875)	\$ (875)
<b>Contribution to Corporate Overhead</b>	\$ -	\$ -	\$ (22,089)	\$ -	\$ -	\$ -
<b>Other</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total Disbursements</b>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (52,259)</u>	<u>\$ (2,219)</u>	<u>\$ (5,975)</u>	<u>\$ (8,125)</u>
<b>Operating Cash Flow</b>	<u>\$ -</u>	<u>\$ 625</u>	<u>\$ (1,795)</u>	<u>\$ 5,916</u>	<u>\$ 477</u>	<u>\$ (7,500)</u>
<b>Restructuring Activity</b>						
Professional Fees	-	-	-	-	-	-
Trustee Fees	-	-	-	-	-	-
Other Costs	-	-	-	-	-	-
<b>Total Restructuring Costs</b>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
<b>Beginning Available Balance (Cash)</b>	<u>\$ 5,016</u>	<u>\$ 5,016</u>	<u>\$ 5,641</u>	<u>\$ 3,846</u>	<u>\$ 9,761</u>	<u>\$ 10,238</u>
<b>Net Cash Flow from Operations</b>	<u>\$ -</u>	<u>\$ 625</u>	<u>\$ (1,795)</u>	<u>\$ 5,916</u>	<u>\$ 477</u>	<u>\$ (7,500)</u>
<b>Available Balance Subtotal pre Debt Service</b>	<u>\$ 5,016</u>	<u>\$ 5,641</u>	<u>\$ 3,846</u>	<u>\$ 9,761</u>	<u>\$ 10,238</u>	<u>\$ 2,738</u>
<b>Debt Service</b>						
<b>DIP Facility</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Sterling Bank - Principal & Interest	-	-	-	-	-	-
Escrow for Taxes and Insurance	-	-	-	-	-	-
<b>Sterling Bank - Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Draws/Paydowns on Revolver or other Borrowing</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Other (Bank Fees)</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total Principal &amp; Interest Payments</b>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
<b>Ending Available Balance (Cash)</b>	<u>\$ 5,016</u>	<u>\$ 5,641</u>	<u>\$ 3,846</u>	<u>\$ 9,761</u>	<u>\$ 10,238</u>	<u>\$ 2,738</u>

## HARBOUR GLEN APARTMENTS - 6-WEEK CASH FLOW PROJECTIONS

**Cash Flow Summary - (\$)**

Harbour Glen Apartments Week Ending Date Week Number	Forecast 1/24/2010 1	Forecast 1/31/2010 2	Forecast 2/7/2010 3	Forecast 2/14/2010 4	Forecast 2/21/2010 5	Forecast 2/28/2010 6
<b>Receipts</b>						
Total Rents	\$ -	\$ -	\$ 29,110	\$ 3,370	\$ 2,910	\$ -
Laundry Revenue	\$ -	\$ -	\$ 150	\$ -	\$ -	\$ -
Other	\$ -	\$ -	\$ -	\$ -	\$ 150	\$ 150
<b>Total Receipts</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 29,260</b>	<b>\$ 3,370</b>	<b>\$ 3,060</b>	<b>\$ 150</b>
<b>Disbursements</b>						
Onsite Payroll	\$ -	\$ -	\$ (2,565)	\$ -	\$ (2,565)	\$ -
Total Building Utilities and Maintenance	\$ -	\$ -	\$ (8,280)	\$ (350)	\$ -	\$ -
Landscaping & Plant Maintenance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
CapEx / Maintenance CapEx	\$ -	\$ -	\$ (500)	\$ (500)	\$ (500)	\$ (500)
Contribution to Corporate Overhead	\$ -	\$ -	\$ (12,054)	\$ -	\$ -	\$ -
Other	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total Disbursements</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (23,399)</b>	<b>\$ (850)</b>	<b>\$ (3,065)</b>	<b>\$ (500)</b>
<b>Operating Cash Flow</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 5,861</b>	<b>\$ 2,520</b>	<b>\$ (5)</b>	<b>\$ (350)</b>
<b>Restructuring Activity</b>						
Professional Fees	-	-	-	-	-	-
Trustee Fees	-	-	-	-	-	-
Other Costs	-	-	-	-	-	-
<b>Total Restructuring Costs</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Beginning Available Balance (Cash)</b>	<b>\$ 3,714</b>	<b>\$ 3,714</b>	<b>\$ 3,714</b>	<b>\$ 9,575</b>	<b>\$ 12,095</b>	<b>\$ 12,090</b>
<b>Net Cash Flow from Operations</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 5,861</b>	<b>\$ 2,520</b>	<b>\$ (5)</b>	<b>\$ (350)</b>
<b>Available Balance Subtotal pre Debt Service</b>	<b>\$ 3,714</b>	<b>\$ 3,714</b>	<b>\$ 9,575</b>	<b>\$ 12,095</b>	<b>\$ 12,090</b>	<b>\$ 11,740</b>
<b>Debt Service</b>						
DIP Facility	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Lone Star Bank - Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Draws/Paydowns on Revolver or other Borrowing	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other (Bank Fees)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total Principal &amp; Interest Payments</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Ending Available Balance (Cash)</b>	<b>\$ 3,714</b>	<b>\$ 3,714</b>	<b>\$ 9,575</b>	<b>\$ 12,095</b>	<b>\$ 12,090</b>	<b>\$ 11,740</b>

<b>SYLVANFIELD OFFICE BUILDING - 6-WEEK CASH FLOW PROJECTIONS</b>
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**Cash Flow Summary - (\$)**

Sylvanfield Office Building

Week Ending Date	Forecast 1/24/2010	Forecast 1/31/2010	Forecast 2/7/2010	Forecast 2/14/2010	Forecast 2/21/2010	Forecast 2/28/2010
Week Number	1	2	3	4	5	6
<b>Receipts</b>						
<b>Total Rents</b>	\$ -	\$ -	\$ 16,734	\$ -	\$ -	\$ -
<b>Reimbursable Expenses</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total Receipts</b>	\$ -	\$ -	\$ 16,734	\$ -	\$ -	\$ -
<b>Disbursements</b>						
Janitorial Service (Bonus Building Care)	-	-	(775)	-	-	-
Water & Sewer Service (NW Harris County Mud #21)	-	-	-	-	(100)	-
Electric Service (MidAmerica Energy)	-	-	(1,500)	-	(2,400)	-
Interior Plants Service (Green Day Designs)	-	-	(500)	-	-	-
Building Security System Monitoring (Broadview Security)	-	-	(550)	-	-	-
Pest Control (John Moore)	-	-	(165)	-	-	-
Property Owners' Association Dues (Parkwood of Northchase)	-	-	-	-	-	(2,200)
<b>Total Building Utilities and Maintenance</b>	\$ -	\$ -	\$ (3,490)	\$ -	\$ (2,500)	\$ (2,200)
<b>CapEx / Maintenance CapEx</b>	\$ -	\$ -	\$ (250)	\$ (250)	\$ (250)	\$ (250)
<b>Contribution to Corporate Overhead</b>	\$ -	\$ -	\$ (7,399)	\$ -	\$ -	\$ -
<b>Other</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total Disbursements</b>	\$ -	\$ -	\$ (11,139)	\$ (250)	\$ (2,750)	\$ (2,450)
<b>Operating Cash Flow</b>	\$ -	\$ -	\$ 5,594	\$ (250)	\$ (2,750)	\$ (2,450)
<b>Restructuring Activity</b>						
Professional Fees	-	-	-	-	-	-
Trustee Fees	-	-	-	-	-	-
Other Costs	-	-	-	-	-	-
<b>Total Restructuring Costs</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Beginning Available Balance (Cash)</b>	\$ -	\$ -	\$ -	\$ 5,594	\$ 5,344	\$ 2,594
<b>Net Cash Flow from Operations</b>	\$ -	\$ -	\$ 5,594	\$ (250)	\$ (2,750)	\$ (2,450)
<b>Available Balance Subtotal pre Debt Service</b>	\$ -	\$ -	\$ 5,594	\$ 5,344	\$ 2,594	\$ 145
<b>Debt Service</b>						
<b>DIP Facility</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
National Guardian Life - Principal & Interest	-	-	-	-	-	-
Escrow for Taxes and Insurance	-	-	-	-	-	-
<b>National Guardian Life - Total</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Draws/Paydowns on Revolver or other Borrowing</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Other (Bank Fees)</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total Principal &amp; Interest Payments</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Ending Available Balance (Cash)</b>	\$ -	\$ -	\$ 5,594	\$ 5,344	\$ 2,594	\$ 145

## AMIDEE CAPITAL GROUP, INC. - 6-WEEK CASH FLOW PROJECTIONS

### Cash Flow Summary - (\$)

Corporate (ACG)	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast
Week Ending Date	1/24/2010	1/31/2010	2/7/2010	2/14/2010	2/21/2010	2/28/2010
Week Number	1	2	3	4	5	6
<b>Receipts</b>						
ACG Properties	\$ -	\$ -	\$ 3,500	\$ 2,000	\$ -	\$ -
Contribution to Corporate Overhead	\$ -	\$ -	\$ 58,150	\$ -	\$ -	\$ -
<b>Total Receipts</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 61,650</b>	<b>\$ 2,000</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Disbursements</b>						
Payroll	\$ -	\$ -	\$ (5,250)	\$ -	\$ (5,250)	\$ -
Sylvanfield Rent	\$ -	\$ -	\$ (16,734)	\$ -	\$ -	\$ -
CapEx / Maintenance CapEx	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total Disbursements</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (21,984)</b>	<b>\$ -</b>	<b>\$ (5,250)</b>	<b>\$ -</b>
<b>Operating Cash Flow</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 39,666</b>	<b>\$ 2,000</b>	<b>\$ (5,250)</b>	<b>\$ -</b>
<b>Restructuring Activity</b>						
Professional Fees	-	-	-	-	(25,000)	-
Trustee Fees	-	-	-	-	-	-
Other Costs	-	-	-	-	-	-
<b>Total Restructuring Costs</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (25,000)</b>	<b>\$ -</b>
<b>Beginning Available Balance (Cash)</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 39,666</b>	<b>\$ 41,666</b>	<b>\$ 11,416</b>
<b>Net Cash Flow from Operations</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 39,666</b>	<b>\$ 2,000</b>	<b>\$ (30,250)</b>	<b>\$ -</b>
<b>Available Balance Subtotal pre Debt Service</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 39,666</b>	<b>\$ 41,666</b>	<b>\$ 11,416</b>	<b>\$ 11,416</b>
<b>Debt Service</b>						
DIP Facility	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Draws/Paydowns on Revolver or other Borrowing	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other (Bank Fees)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total Principal &amp; Interest Payments</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Ending Available Balance (Cash)</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 39,666</b>	<b>\$ 41,666</b>	<b>\$ 11,416</b>	<b>\$ 11,416</b>