

Exhibit A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	
CHARLESTON ASSOCIATES, LLC,)	Chapter 11
)	Case No. 10-_____ (___)
Debtor.)	
)	
)	
)	

**INTERIM ORDER AUTHORIZING THE USE OF CASH
COLLATERAL AND SCHEDULING A FINAL HEARING**

This matter came before the Court on the Debtor’s Motion Pursuant to Sections 105(a), 361, and 363 of the Bankruptcy Code for Entry of an Interim Order Authorizing the Use of Cash Collateral and Scheduling a Final Hearing (the “Motion”), and having sought the following relief:

1. This Court’s authorization, pursuant to sections 361 and 363 of the Bankruptcy Code, to use Cash Collateral (which Cash Collateral shall be used in accordance with the budget, attached hereto as Exhibit 1), and to provide that the Beneficiary (as defined below) is adequately protected; and

2. This Court’s approval pursuant to Bankruptcy Code sections 361 and 363 of the form and manner of adequate protection being provided to the Beneficiary; and

3. This Court’s scheduling of an interim hearing (the “Interim Hearing”) pursuant to Bankruptcy Rule 4001(c)(2) to consider entry of an interim order in the form hereof (this “Interim Order”) which, among other things, authorizes the use of Cash Collateral, as provided in this Interim Order;

4. This Court’s scheduling, pursuant to Bankruptcy Rule 4001(c)(2), of a hearing (the “Final Hearing”) to consider entry of a final order (the “Final Order”) which, among other things,

grants, on a final basis, authorization for the Debtors to use the Cash Collateral as provided in the Final Order;

5. This Court's finding, pursuant to Bankruptcy Rules 2002 and 4001(c)(1), and the Local Rules of this Court that notice of the Interim Hearing is sufficient, having been given to (i) the United States Trustee, (ii) counsel to the Beneficiary, (iii) and the 20 largest unsecured creditors of the Debtor; and such notice being sufficient and adequate, and no other or further notice being required; and

6. The Interim Hearing having been held on June ___, 2010, and based upon all of the pleadings filed with this Court, the evidence presented at the Interim Hearing and the entire record herein; and this Court having heard and resolved or overruled all objections to the interim relief requested in the Motion; and this Court having noted the appearances of all parties in interest; and it appearing that the relief requested in the Motion, as modified herein on an interim basis, is in the best interests of the Debtor, its estate, and its creditors; and after due deliberation and consideration, and sufficient cause appearing therefore:

IT IS HEREBY FOUND (FINDINGS OF FACT AND CONCLUSIONS OF LAW):

- A. Disposition. The Motion is granted on an interim basis in accordance with this Interim Order. Any objections to the Motion with respect to the entry of the Interim Order that have not been withdrawn, waived or settled, and all reservations of rights included therein, are hereby denied and overruled.
- B. Petition Date. On June 16, 2010 (the "Petition Date"), the Debtor commenced its chapter 11 case by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor is operated its businesses and managing its affairs as a debtor in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. No

trustee, examiner or committee has been appointed in the chapter 11 case.

- C. Jurisdiction; Venue. This Court has jurisdiction over the chapter 11 case, the parties, and the Debtor's property pursuant to 28 U.S.C. §§ 157(b)(2)(D) and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(D). Venue for the Chapter 11 Cases and the Motion is proper under 28 U.S.C. §§ 1408 and 1409.
- D. Prepetition Financing. The property upon which the Shopping Center conducts its operations is subject to a Deed of Trust and Absolute Assignment of Rents and Leases and Security Agreement (and Fixture Filing) dated as of December 23, 2004 ("Deed of Trust"). The Deed of Trust secures a Promissory Note Secured by Deed of Trust ("Promissory Note"), dated as of December 23, 2004, in the original principal amount of \$58 million. The Promissory Note and Deed of Trust are "securitized" and the "technical" beneficiary of the Deed of Trust is Mortgage Electronic Registration Systems, Inc., a Delaware corporation ("MERS" or "Beneficiary"). The trustor of the Deed of Trust is Boca Fashion Village, LLC, the predecessor by merger of the Debtor.
- E. Cash Collateral. For purposes of this Interim Order, the term "Cash Collateral" shall mean and include all "cash collateral," as defined in Bankruptcy Code section 363, in which the Beneficiary may have an interest.
- F. Use of Cash Collateral. The Debtor has an immediate and critical need to use the Cash Collateral to operate its business and effectuate a reorganization of its business, which will be used in accordance with the terms of this Interim Order and subject to the attached Budget. Without the use of Cash Collateral, the Debtor will not be able to continue to operate its business. The adequate protection provided herein is

consistent with and authorized by the Bankruptcy Code.

- G. Good Cause. Good cause has been shown for entry of this Interim Order. The Debtor has an immediate and critical need to use Cash Collateral in order to continue to operate its business in the ordinary course in accordance with the Budget. The Debtor's use of Cash Collateral has been deemed sufficient to meet the Debtor's immediate postpetition liquidity needs, subject to the terms of this Interim Order and the Budget. The Debtor's estate will be immediately and irreparably harmed if this Interim Order is not entered. Good, adequate and sufficient cause has, therefore, been shown for the immediate grant of the relief sought in the Motion, as modified herein.
- H. Immediate Entry of Interim Order. The Debtor has requested immediate entry of this Interim Order pursuant to Bankruptcy Rule 4001(b)(2) and (c)(2). The Motion and this Interim Order comply with Local Bankruptcy Rule 4001-2. The permission granted herein to use Cash Collateral is necessary to avoid immediate and irreparable harm to the Debtor. This Court concludes that entry of this Interim Order is in the best interest of the Debtor's estate and creditors as its implementation will, among other things, allow for access to the cash necessary for the continued flow of supplies and services to the Debtor necessary to sustain the operation of the Debtor's existing business and further enhance the Debtor's prospects for a successful restructuring. Based upon the foregoing findings, acknowledgements, and conclusions, and upon the record made before this Court at the Interim Hearing, and good and sufficient cause appearing therefor:

IT IS HEREBY ORDERED:

1. The Motion is granted on an interim basis, subject to the terms set forth herein. Any objections to the Motion that have not previously been withdrawn or resolved are hereby overruled on their merits. This Interim Order shall be valid, binding on all parties in interest, and fully effective immediately upon entry notwithstanding the possible application of Bankruptcy Rules 6004(h), 7062 and 9014.
2. Subject to the terms of this Interim Order, upon entry of this Interim Order, the Debtor is authorized to use Cash Collateral in which the Beneficiary may have an interest, in accordance with the terms, conditions, and limitations set forth in this Interim Order and the Budget, without further approval by this Court. Any dispute in connection with the use Cash Collateral shall be heard by this Court.
3. The use of Cash Collateral shall terminate without prior notice or order of the Court on August 1, 2010.
4. The Beneficiary is adequately protected because the Debtor will be using incoming rents as Cash Collateral to pay ordinary business expenses in order to maintain the operations and value of the Shopping Center.
5. This Interim Order shall not be construed in any way as a waiver or relinquishment of any rights that the Beneficiary may have to bring or be heard on any matter before this Court.
6. The Final Hearing to consider the entry of the Final Order approving the relief sought in the Motion shall be held on _____, 2010 at ____:____ before

The Honorable _____, at the United States Bankruptcy Court for the District of Delaware.

7. The Debtor shall promptly mail copies of this Interim Order, proposed Final Order and notice of the Final Hearing to the Notice parties, any known party effected by the terms of the Final Order, and any other party requesting notice after the entry of this Interim Order. Any objection to the relief sought at the Final Hearing shall be made in writing setting forth with particularity the grounds thereof, and filed with this Court and served so as to be actually received no later than five business (5) days prior to the Final Hearing by the following: Butler Rubin Saltarelli & Boyd, 70 West Madison, Suite 1800, Chicago, Illinois 60602, Attn: Neal L. Wolf, Esq., counsel to the Debtor.
8. This Interim Order shall take effect and be fully enforceable *nunc pro tunc* to the Petition Date immediately upon entry hereof, notwithstanding the possible application of Fed. R. Bankr. P. 6004(g), 7062, 9014, or otherwise, and the Clerk of the Court is hereby directed to enter this Interim Order on this Court's docket in the chapter 11 case.
9. This Court shall retain jurisdiction over all matters pertaining to the implementation, interpretation and enforcement of this Interim Order.

Dated: _____

UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

**Charleston Associates, LLC / Boca Fashion Village
Budget**

Available Cash Balance 6/14	194,667
Less: Reserve Funds for Utilities	(20,000)
Less: Reserve Funds for Unforeseen Property Related Expenses	(100,000)
Estimated Cash Receipts for remainder of June	44,437
Actual Available Cash Balance	119,104

Expenses for June

Vendor	Description of Service	Amount
ACS Pools	fountain maintenance	1,000
Carbajal & McNutt	legal services	10,250
City of Las Vegas - Sewer	utility - sewer	88
Desert Fire Protection	fire monitor service	450
Design Works Custom Painting	misc painting	1,425
EDS Electronics	fire alarm lines	750
EDS Electronics	fire alarm lines	1,550
Global Security Concepts	courtesy patrol	21,372
Home Depot Credit Services	misc supplies	150
Las Vegas Executive Parking	valet parking	11,500
Las Vegas Valley Water Dist	utility - water	12,000
Lionel Sawyer & Collins	legal services	7,768
Malco	parking lot sweeping / power washing	2,050
Republic Services	waste removal	2,528
South Central Sound	retail sound	851
Southwest Awning	daily portering	3,600
Southwest Awning	service awning	945
Stanley Convergent Security	alarm lines	126
Stripe-A-Lot	painting & striping parking lot	15,000
Sunshine Valley Landscape	ground maintenance	4,975
Sunshine Valley Landscape	landscaping	5,826
Sunshine Valley Landscape	sprinkler service	278
XO Communications	phone lines	903
Young Electric Sign	pylon sign maintenance	318
Young Electric Sign	parking lot lighting maintenance	2,306
Citywide Construction	LL work for R&D Hipsters	12,000
Nevada Energy	utilities - power	2,000
Total Cash Disbursements		122,009

Available Cash Balance 6/30	(2,905)
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**Charleston Associates, LLC / Boca Fashion Village
Budget**

Cash Balance - July 1, 2010	(2,905)
Less: Reserve Funds for Professionals in BK case	(100,000)
Estimated Cash Receipts for July	400,000
Adjusted Cash Balance 7/01	297,095

Expenses for June

Vendor	Description of Service	Amount
ACS Pools	fountain maintenance	1,000
Carbajal & McNutt	legal services	5,000
City of Las Vegas - Sewer	utility - sewer	200
Desert Fire Protection	fire monitor service	450
EDS Electronics	fire alarm lines	750
Global Security Concepts	courtesy patrol	22,000
Home Depot Credit Services	misc supplies	150
Las Vegas Executive Parking	valet parking	11,500
Las Vegas Valley Water Dist	utility - water	12,000
Lionel Sawyer & Collins	legal services	2,500
Malco	parking lot sweeping / power washing	2,050
Republic Services	waste removal	8,720
South Central Sound	retail sound	851
Southwest Awning	daily portering	2,500
Stanley Convergent Security	alarm lines	126
Sunshine Valley Landscape	ground maintenance	4,975
Sunshine Valley Landscape	landscaping	2,500
Sunshine Valley Landscape	sprinkler service	250
XO Communications	phone lines	905
Young Electric Sign	pylon sign maintenance	318
Young Electric Sign	parking lot lighting maintenance	2,306
Nevada Energy	utilities - power	5,100
Total Cash Disbursements		86,151

Available Cash Balance 7/31	210,944
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