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6 Attorneys for The Club At Shenandoah Springs Village, Inc., Debtor and Debtor in
7 Possession

8
9 **UNITED STATES BANKRUPTCY COURT**
10 **CENTRAL DISTRICT OF CALIFORNIA, RIVERSIDE DIVISION**

11 In re
12 **THE CLUB AT SHENANDOAH SPRINGS**
VILLAGE, INC., a California corporation,
13 Debtor.

Case No. 6:12-bk-36723-MH

Chapter 11

**STIPULATION FOR (1) FURTHER
CONTINUANCE OF FINAL HEARING RE
EMERGENCY MOTION FOR INTERIM
AND FINAL ORDERS AUTHORIZING
USE OF CASH COLLATERAL
PURSUANT TO SECTION 363(c) OF
THE BANKRUPTCY CODE AND RULE
4001(b) OF THE FEDERAL RULES OF
BANKRUPTCY PROCEDURE AND
BRIEFING SCHEDULE AND (2)
CONTINUED CONSENT OF DEBTOR'S
INTERIM USE OF CASH COLLATERAL**

Date: February 26, 2013
Time: 2:00 p.m.
Place: Courtroom "303"

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21 **WHEREAS**, on September 15, 2010 (the "Petition Date"), a voluntary
22 petition for relief under chapter 11 of title 11 of the United States Code was filed by The
23 Club At Shenandoah Springs Village, Inc., a California corporation (the "Debtor"), the
24 debtor and debtor in possession herein.

25 **WHEREAS**, the Debtor is authorized to operate its business and manage
26 its property as a debtor in possession pursuant to 11 U.S.C. §§ 1107(a) and 1108. At the
27 present time, no trustee, examiner, or creditors committee has been appointed.
28

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1 **WHEREAS**, on December 7, 2012, the Debtor caused to be filed its
2 "Emergency Motion for Interim and Final Orders Authorizing Use of Cash Collateral
3 Pursuant To Section 363(c) of the Bankruptcy Code and Rule 4001(b) of the Federal
4 Rules of Bankruptcy Procedure" (the "Cash Collateral Motion"), which was scheduled for
5 hearing on December 12, 2012.

6 **WHEREAS**, on December 11, 2012, General Electric Capital Corporation
7 ("General Electric") caused to be filed its "Objection to Debtor's Emergency Motion for
8 Interim and Final Orders Authorizing Use of Cash Collateral" (the "Objection").

9 **WHEREAS**, on December 12, 2012, the Debtor caused to be filed its
10 "Reply to Objection of General Electric Capital Corporation to Emergency Motion for
11 Interim and Final Orders Authorizing Use of Cash Collateral Pursuant to Section 363(c) of
12 the Bankruptcy Code and Rule 4001(b) of the Federal Rules of Bankruptcy Procedure
13 (the "Reply").

14 **WHEREAS**, on January 3, 2013, the Court entered its "Order, After
15 Hearing, Granting Emergency Motion for Interim and Final Orders Authorizing Use of
16 Cash Collateral Pursuant To Section 363(c) of the Bankruptcy Code and Rule 4001(b) of
17 the Federal Rules of Bankruptcy Procedure" (the "Cash Collateral Order") [Docket No.
18 45].

19 **WHEREAS**, pursuant to the Cash Collateral Order, among other things, (i)
20 the Debtor was authorized to use, on an interim basis, the cash collateral (the "Cash
21 Collateral") in which General Electric asserts an interest, (ii) subject to the terms and
22 conditions of the Cash Collateral Order, the Debtor was authorized to use Cash Collateral
23 during the period from December 3, 2012, through and including January 29, 2013 (the
24 "Term"), on an interim basis, in accordance with the budget (the "Budget") which was
25 attached as Exhibit "A" to the Cash Collateral Motion, for the purpose of funding the
26 necessary expenses of the Debtor's business in the ordinary course of its operations, (iii)
27 General Electric was granted and will continue to have, on an interim basis, a valid and
28 perfected replacement lien in the Debtor's assets and the proceeds thereof, both to the

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1 fullest extent necessary to recover all cash collateral actually expended by the Debtor,
2 with such replacement lien to have the same validity, priority, and scope of the lien of
3 General Electric pre-petition, (iv) a final hearing (the "Final Hearing") on the Cash
4 Collateral Motion was scheduled for January 29, 2013, at 2:00 p.m., (v) any supplemental
5 brief in support of the Cash Collateral Motion was to be filed by the Debtor no later than
6 January 15, 2013, such that it was received by the Court and counsel for General Electric
7 by the close of business on said date, and (vi) any supplemental opposition to the Cash
8 Collateral Motion was to be filed by General Electric by no later than January 22, 2013,
9 such that it was received by the Court and proposed counsel for the Debtor by the close
10 of business on said date.

11 **WHEREAS**, the Debtor, on the one hand, and General Electric, on the
12 other hand, commenced discussions regarding the Debtor's business operations,
13 prospects for reorganization, and the consensual use of Cash Collateral, and the parties
14 agreed that it was in the best interests of the Debtor, General Electric, and creditors that
15 the Final Hearing on the Cash Collateral Motion be continued to allow the Debtor time to
16 further its negotiations with General Electric.

17 **WHEREAS**, on January 10, 2013, the Debtor and General Electric caused
18 to be filed that certain "Stipulation for (1) Continuance of Final Hearing Re Emergency
19 Motion for Interim and Final Orders Authorizing Use of Cash Collateral Pursuant To
20 Section 363(c) of the Bankruptcy Code and Rule 4001(b) of the Federal Rules of
21 Bankruptcy Procedure and Briefing Schedule and (2) Continued Consent of Debtor's
22 Interim Use of Cash Collateral" (the "January Stipulation") [Docket No. 61].

23 **WHEREAS**, on January 14, 2013, the Court entered its "Order Approving
24 Stipulation for (1) Continuance of Final Hearing Re Emergency Motion for Interim and
25 Final Orders Authorizing Use of Cash Collateral Pursuant To Section 363(c) of the
26 Bankruptcy Code and Rule 4001(b) of the Federal Rules of Bankruptcy Procedure and
27 Briefing Schedule and (2) Continued Consent of Debtor's Interim Use of Cash Collateral"
28 (the "January 14 Order") [Docket No. 65].

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1 **WHEREAS**, under the January 14 Order, the Court (i) continued the Final
2 Hearing on the Cash Collateral Motion from January 29, 2013, to February 26, 2013, (ii)
3 continued the date by which the Debtor's supplemental brief in support of the Cash
4 Collateral Motion shall be filed from January 15, 2013, to February 12, 2013, and (iii)
5 continued the date by which General Electric's supplemental opposition to the Cash
6 Collateral Motion shall be filed from January 22, 2013, to February 19, 2013.

7 **WHEREAS**, the Debtor, on the one hand, and General Electric, on the
8 other hand, continue to discuss the Debtor's business operations, prospects for
9 reorganization, and the consensual use of Cash Collateral, and the parties have agreed
10 that it is in the best interests of the Debtor, General Electric, and creditors that the Final
11 Hearing on the Cash Collateral Motion be continued to allow the Debtor additional time to
12 conduct negotiations with General Electric.

13 **NOW THEREFORE**, the parties hereto, by and through their undersigned
14 counsel of record, agree as follows:

15 1. The Final Hearing on the Cash Collateral Motion shall be continued
16 from February 26, 2013, at 2:00 p.m., to March 26, 2013, at 2:00 p.m., or such other date
17 and time that is convenient to the Court's calendar on or before March 31, 2013.

18 2. Any supplemental brief in support of the Cash Collateral Motion shall
19 be filed by the Debtor no later than March 12, 2013, or fourteen (14) calendar days prior
20 to such other scheduled hearing date, such that it is received by the Court and counsel
21 for General Electric by the close of business on said date.

22 3. Any supplemental opposition to the Cash Collateral Motion shall be
23 filed by General Electric by no later than March 19, 2013, or seven (7) calendar days
24 prior to such other scheduled hearing date, such that it is received by the Court and
25 proposed counsel for the Debtor by the close of business on said date.

26 4. General Electric consents to the Debtor's continued use of Cash
27 Collateral for an additional period up through and including the continued Final Hearing
28 on the Cash Collateral Motion pursuant and subject to the terms and conditions set forth

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1 in the Cash Collateral Order and the amended budget (the "Amended Budget") for March
2 through April 2013, a true and correct copy of which is attached hereto as Exhibit "A" and
3 incorporated herein by reference, such that the effectiveness of the Cash Collateral Order
4 is extended to the continued Final Hearing on the Cash Collateral Motion.

5 5. Nothing herein or in the Cash Collateral Order shall impair, limit,
6 modify, or otherwise adversely affect General Electric's rights under the Bankruptcy
7 Code, or applicable federal or state law, except as expressly set forth herein or in the
8 Cash Collateral Order. The terms and conditions of the Cash Collateral Order shall
9 remain in full force and effect to the extent they are not otherwise modified herein.

10 DATED: February 11, 2013

SULMEYERKUPETZ
A Professional Corporation

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12
13
14 By: _____

Daniel A. Lev
Attorneys for The Club At Shenandoah Springs
Village, Inc., Debtor and Debtor in Possession

15
16 DATED: February 11, 2013

KATTEN MUCHIN ROSENMAN LLP

17
18
19 By: _____

Joshua D. Wayser
Jennifer K. Brooks
Attorneys for General Electric Capital
Corporation

SulmeyerKupetz, A Professional Corporation
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5 5. Nothing herein or in the Cash Collateral Order shall impair, limit,
6 modify, or otherwise adversely affect General Electric's rights under the Bankruptcy
7 Code, or applicable federal or state law, except as expressly set forth herein or in the
8 Cash Collateral Order. The terms and conditions of the Cash Collateral Order shall
9 remain in full force and effect to the extent they are not otherwise modified herein.

10 DATED: February 11, 2013 **SULMEYERKUPETZ**
A Professional Corporation

11
12
13
14 By: 
15 Daniel A. Lev
Attorneys for The Club At Shenandoah Springs
Village, Inc., Debtor and Debtor in Possession

16 DATED: February 11, 2013 **KATTEN MUCHIN ROSENMAN LLP**

17
18
19 By: _____
20 Joshua D. Wayser
21 Jennifer K. Brooks
22 Attorneys for General Electric Capital
23 Corporation
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EXHIBIT A

The Club at Shenandoah Springs
Cash P&L Budget
For the period March 1, 2013 through April 30, 2013

Account Description	Vendor	Inc/Exp Type	Budget Mar 2013	%	Budget Apr 2013	%	Budget Total	%
Ordinary Income/Expense								
<u>Income</u>								
402000 · Annual Pass Membership - GOLF		Membership	5,300.00	2%	5,300.00	2%	10,600.00	2%
404000 · Membership Monthly Dues		Membership	316,000.00	93%	316,000.00	93%	632,000.00	93%
Add: Past Due Membership Dues Collected in Current Period		Membership	18,000.00	5%	18,000.00	5%	36,000.00	5%
Less: Prior Period Prepayment of Current Membership Dues		Membership	(71,000.00)	-21%	(71,000.00)	-21%	(142,000.00)	-21%
Less: Current Membership Dues Projected Bad Debt		Membership	(15,000.00)	-4%	(15,000.00)	-4%	(30,000.00)	-4%
410000 · Green Fees Revenue-GOLF		Golf	19,500.00	6%	19,500.00	6%	39,000.00	6%
411000 · Golf Cart Fees-GOLF		Golf	900.00	0%	900.00	0%	1,800.00	0%
419500 · Miscellaneous Revenue		Late/Escrow Fees	5,000.00	1%	5,000.00	1%	10,000.00	1%
430000 · Soft Goods Sales-MDSE		Merchandise	1,500.00	0%	1,500.00	0%	3,000.00	0%
435000 · Hard Good Sales-MDSE		Merchandise	1,500.00	0%	1,500.00	0%	3,000.00	0%
440100 · Food Restaurant-F&B		Restaurant	17,144.00	5%	17,144.00	5%	34,288.00	5%
440400 · Food Banquet - F&B		Restaurant	4,800.00	1%	4,800.00	1%	9,600.00	1%
450100 · Liquor Restaurant - F&B		Restaurant	21,000.00	6%	21,000.00	6%	42,000.00	6%
450400 · Liquor Banquet - F&B		Restaurant	1,000.00	0%	1,000.00	0%	2,000.00	0%
460100 · Beer Restaurant - F&B		Restaurant	7,500.00	2%	7,500.00	2%	15,000.00	2%
460400 · Beer Banquet - F&B		Restaurant	563.00	0%	563.00	0%	1,126.00	0%
470100 · Wine Restaurant - F&B		Restaurant	2,550.00	1%	2,550.00	1%	5,100.00	1%
470400 · Wine Banquet - F&B		Restaurant	500.00	0%	500.00	0%	1,000.00	0%
480100 · Non-alcoholic Restaurant - F&B		Restaurant	1,118.00	0%	1,118.00	0%	2,236.00	0%
480400 · Non-alcoholic Banquet - F&B		Restaurant	225.00	0%	225.00	0%	450.00	0%
Total Cash Income			338,100.00	100%	338,100.00	100%	676,200.00	100%
<u>Cost of Goods Sold</u>								
530000 · Cost of Sales Merchandise	Pukka/Ash/Titelist	Merchandise	2,500.00	83%	2,500.00	83%	5,000.00	83%
540000 · Cost of Sales - FOOD - F&B	Sysco Food	Restaurant	9,035.00	41%	9,035.00	41%	18,070.00	41%
550000 · Cost of Sales - LIQUOR -F&B	SW Wine,Young's	Restaurant	2,000.00	9%	2,000.00	9%	4,000.00	9%
560000 · Cost of Sales - BEER - F&B	Heimark Distrib	Restaurant	2,500.00	31%	2,500.00	31%	5,000.00	31%
570000 · Cost of Sales - WINE - F&B	SW Wine,Young's	Restaurant	1,100.00	36%	1,100.00	36%	2,200.00	36%
580000 · Cost of Sales - Non-alcoholic	Sysco,Farmer Bros	Restaurant	500.00	45%	500.00	45%	1,000.00	45%
Total COGS			17,635.00	30%	17,635.00	30%	35,270.00	30%
Gross Profit (Cash)			320,465.00	95%	320,465.00	95%	640,930.00	95%
<u>Cash Expenses</u>								
Total Payroll Wages & Taxes	Paycom	Payroll	110,751.30	33%	110,751.30	33%	221,502.60	33%
631500 · Health Insurance	Aetna	Payroll	4,000.00	1%	4,000.00	1%	8,000.00	1%
700000 · Expendable Supplies	Various	Supplies	500.00	0%	500.00	0%	1,000.00	0%
705000 · Kitchen & Bar Utensils	Various	Supplies	100.00	0%	100.00	0%	200.00	0%
706000 · Menus/Napkins/Placemats	Sysco Food	Supplies	250.00	0%	250.00	0%	500.00	0%
720000 · Sand/Topdressing	W.Coast Sand & Grvl	Maintenance	800.00	0%	800.00	0%	1,600.00	0%
721500 · Fertilizer/Chemicals	HighTech Irrigation	Maintenance	6,000.00	2%	6,000.00	2%	12,000.00	2%
722000 · Fuel and Lubricants	Beck Oil	Maintenance	5,000.00	1%	5,000.00	1%	10,000.00	1%
722500 · Small Tools & Equip.	Various	Maintenance	250.00	0%	250.00	0%	500.00	0%
723000 · Tee & Green Equipment	Various	Equipment	250.00	0%	250.00	0%	500.00	0%
730000 · Building Structures	Various	Maintenance	500.00	0%	500.00	0%	1,000.00	0%
730500 · Restaurant Repairs	Various	Maintenance	150.00	0%	150.00	0%	300.00	0%
731000 · Irrigation System	Various	Maintenance	1,500.00	0%	1,500.00	0%	3,000.00	0%
731500 · Equipment Repair	Various	Maintenance	2,550.00	1%	2,550.00	1%	5,100.00	1%
733500 · Lakes/Buffers	Main Stream Aquatics	Maintenance	1,900.00	1%	1,900.00	1%	3,800.00	1%
760000 · Office Supplies	Various	Office	900.00	0%	900.00	0%	1,800.00	0%
760100 · Printing and Stationery	Various	Office	1,800.00	1%	1,800.00	1%	3,600.00	1%
760500 · Postage	Various	Office	450.00	0%	450.00	0%	900.00	0%
761000 · Contract Services	Various	Maint/Prof Fees	6,000.00	2%	6,000.00	2%	12,000.00	2%
761025 · Outside Services/Directors	Insiders Compensation	Administration	11,500.00	3%	11,500.00	3%	23,000.00	3%
762000 · Dues/Subscriptions	Various	Administration	350.00	0%	350.00	0%	700.00	0%
763000 · Travel & Mileage	Various	Administration	200.00	0%	200.00	0%	400.00	0%
763500 · Entertainment & Promotion	Various	Promotional	150.00	0%	150.00	0%	300.00	0%
764000 · Equipment Rental	Various	Equipment	865.29	0%	865.29	0%	1,730.58	0%
765500 · Uniforms	Prudential Overall	Supplies	500.00	0%	500.00	0%	1,000.00	0%
766000 · Laundry & Linen	Republic Master Chefs	Supplies	600.00	0%	600.00	0%	1,200.00	0%
768500 · Telephone	AT&T	Administration	1,800.00	1%	1,800.00	1%	3,600.00	1%
769000 · Professional/Legal Fees	Sulmeyer/Kupetz/WGP	Professional Fees	0.00	0%	0.00	0%	0.00	0%
769500 · Professional Fees - Financial	Venturi & Co.	Professional Fees	15,000.00	4%	15,000.00	4%	30,000.00	4%
770000 · Seminars & Training	Various	Training	250.00	0%	250.00	0%	500.00	0%
770500 · Cleaning Supplies	Fulton Dist/Prudential	Supplies	900.00	0%	900.00	0%	1,800.00	0%
771000 · Licenses & Permits	Various	Administration	300.00	0%	300.00	0%	600.00	0%
774000 · Refuse Disposal	Burrtec/SA Recycling	Maintenance	1,200.00	0%	1,200.00	0%	2,400.00	0%
774100 · Electricity	Imperial Irrigation Dist	Utilities	9,400.00	3%	9,400.00	3%	18,800.00	3%
774200 · Water & Sewer	Coachella Valley Water	Utilities	2,100.00	1%	2,100.00	1%	4,200.00	1%
774250 · Irrigation reimbursement	Coachella Valley Water	Utilities	10,000.00	3%	10,000.00	3%	20,000.00	3%
774400 · Natural Gas	The Gas Company	Utilities	3,500.00	1%	3,500.00	1%	7,000.00	1%
775000 · Pest Control	Dewey Pest Control	Maintenance	500.00	0%	500.00	0%	1,000.00	0%
775200 · Music & Entertainment	Various	Promotional	3,500.00	1%	3,500.00	1%	7,000.00	1%
781000 · Computer Supplies and Repair	Western Golf Prop	Supplies	900.00	0%	900.00	0%	1,800.00	0%
785000 · Bank Fees	WFB/FFB	Administration	270.00	0%	270.00	0%	540.00	0%
785050 · Payroll Processing Fees	Paycom	Administration	1,600.00	0%	1,600.00	0%	3,200.00	0%

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is 333 South Hope Street, Thirty-Fifth Floor, Los Angeles, California 90071-1406.

A true and correct copy of the foregoing document entitled (*specify*): STIPULATION FOR (1) FURTHER CONTINUANCE OF FINAL HEARING RE EMERGENCY MOTION FOR INTERIM AND FINAL ORDERS AUTHORIZING USE OF CASH COLLATERAL PURSUANT TO SECTION 363(c) OF THE BANKRUPTCY CODE AND RULE 4001(b) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE AND BRIEFING SCHEDULE AND (2) CONTINUED CONSENT OF DEBTOR'S INTERIM USE OF CASH COLLATERAL will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) February 12, 2013 I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- William A Bramley — Tri Palm Unified Owners Associations, Inc. william.bramley@bramleylaw.com
- Jennifer K Brooks — Courtesy NEF jennifer.brooks@kattenlaw.com,
ecf.lax.docket@kattenlaw.com
- Michael J Bujold — United States Trustee (RS) Michael.J.Bujold@usdoj.gov
- Mary D Lane — Courtesy NEF mal@msk.com, mec@msk.com
- Daniel A Lev— Debtor dlev@sulmeyerlaw.com,
asokolowski@sulmeyerlaw.com
- United States Trustee (RS) ustpregion16.rs.ecf@usdoj.gov
- Debora M Zumwalt — Courtesy NEF bankruptcy@epsten.com,
rlopez@epsten.com

Service information continued on attached page.

2. SERVED BY UNITED STATES MAIL:

On (*date*) February 12, 2013, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

The Honorable Mark M. Houle
U.S. Bankruptcy Court
3420 Twelfth Street, Suite 369
Riverside, CA 92501-3819

Service information continued on attached page.

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (date) _____, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

February 12, 2013

Date

Denise Givens

Printed Name

/s/Denise Givens

Signature