

FILED & ENTERED
OCT 26 2010
CLERK U.S. BANKRUPTCY COURT
Central District of California
BY jones DEPUTY CLERK

1 **MICHAEL JAY BERGER (State Bar # 100291)**
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8 **Attorney for Debtor,**
9 **Choa Vision, LLC**

CHANGES MADE BY COURT

10 **UNITED STATES BANKRUPTCY COURT**
11 **CENTRAL DISTRICT OF CALIFORNIA**
12 **LOS ANGELES DIVISION**

13 **In re**) **CASE NO.: 2:10-bk-44798-RN**
14 **CHOA VISION, LLC, a California limited**) **Chapter 11**
15 **liability company,**) **ORDER AUTHORIZING DEBTOR'S**
16 **Debtor.**) **CONTINUED INTERIM USE OF CASH**
17) **COLLATERAL THROUGH JANUARY 5,**
18) **2011**
19) **Date: October 26, 2010**
20) **Time: 11:00 a.m.**
21) **Place: Courtroom 1645**
22)

23
24 On October 26, 2010, at 11:00 a.m., the Court held a continued hearing to consider the
25 Debtor's Motion (the "Motion") in Support of Continued Interim Use of Cash Collateral of Choa
26 Vision, LLC, a California limited liability company ("Debtor"), debtor and debtor-in-possession
27 herein.
28

1 The Court, having considered the Motion and the Declaration of Ron Lim filed
2 concurrently in support thereof, the pleadings and other documents on file in this Chapter 11
3 case, and having heard oral argument of counsel, and the Court having found that the notice of
4 the hearing on the Motion was sufficient, that 50 Morgan CT, LLC (the "Secured Creditor"), has
5 consented to use of cash collateral on the terms set forth herein, and for good and adequate
6 cause, hereby makes the following orders:
7

8 1. Debtor is authorized to use any and all "cash collateral," as that term is defined in
9 11 U.S.C. § 363(a), now on hand or hereafter collected, in accordance with the budget
10 ("Budget"), attached hereto as Exhibit "1", and incorporated herein by this reference, through
11 and until January 5, 2011, with the attribution of revenues and expenses to categories to be
12 consistent with the detail attached as Exhibit "1" to the Supplemental Declaration of Gene Choe
13 (the "Choe Declaration"), filed September 29, 2010.
14

15 2. Debtor is authorized to make expenditures in amounts not to exceed 110% of each
16 of the line item amounts contained in the Budget, except that the franchise fee may vary with the
17 Debtor's revenues. Any expenditures in excess of that amount will require the written approval
18 of Secured Creditor, or further order of the Court after appropriate notice. Budget savings may
19 be carried over within any line item and used by the Debtor in subsequent periods.
20

21 3. Secured Creditor reserves its rights as to any use of cash collateral after January 5,
22 2011. Nothing in this order shall be deemed to be an admission by Secured Creditor that it is
23 adequately protected, or to prevent Secured Creditor from exercising any other right or remedy
24 which may be available to it.
25
26
27
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1 4. The Debtor shall pay to the Secured Creditor the sum of \$85,000.00 for
2 November on or before November 6, 2010, and the sum of \$85,000.00 for December on or
3 before December 6, 2010.

4 5. All real property tax payments are to be made directly to the taxing authority or to
5 a segregated trust account to be held for the benefit of the tax authority until payment. The
6 Debtor shall provide evidence of payment to Secured Creditor by the end of each month.

7 6. The Debtor shall satisfactorily demonstrate that sales/use taxes are being paid, and
8 provide evidence of payment to Secured Creditor by the end of each month.

9 7. The Debtor shall provide to Secured Creditor any reasonable further assurances
10 reasonably requested by the Secured Creditor in connection with any insurance policies held by
11 the Debtor. Without limitation, not later than November 30, 2010, the Debtor shall cause
12 Secured Creditor to be listed as mortgagee and loss payee under all property insurance policies
13 consistent with the terms of the Mortgage dated February 28, 2007.

14 8. The Debtor shall provide to Secured Creditor, by email to its counsel, copies of
15 cash flow income and expense reports, in substantially the same format attached to the
16 Supplemental Declaration of Gene Choe (the "Choe Declaration"), filed September 29, 2010, (a)
17 for the month of October 2010, by November 5, 2010, (b) for November 1-15 by November 22,
18 2010, (c) for November 16-30 and the month of November 2010 by December 6, 2010, (c) for
19 December 1-15 by December 22, 2010, (b) for December 16-31 and the month of December
20 2010 by January 6, 2011. Reports for monthly periods shall show actual and budgeted amounts
21 (as projected in the Budget), together with the variance between such actual and budgeted
22 amounts. The Debtor shall promptly supply such additional detail and supporting documentation
23 for such reports as is reasonably requested by Secured Creditor.

1 9. Secured Creditor shall be granted replacement liens in the Debtor's post-petition
2 assets to the extent of all cash collateral used, to the same extent, validity and priority as Secured
3 Creditor's pre-petition liens; provided that such replacement liens shall not extend to avoidance
4 actions. The replacement liens shall be perfected automatically upon entry of the order.
5

6 10. Should Debtor fail to abide by the terms of this Order, the Debtor's right to use
7 cash collateral by consent shall terminate upon 5 business days notice by Secured Creditor's
8 counsel to Debtor's Counsel of such failure, unless the failure is cured within such 5 business
9 day period.
10

11 11. A hearing regarding continued use of cash collateral will be held on January 5,
12 2011 at 11:00 a.m.. in Courtroom 1645 of this Court, located at 255 E. Temple Street, Los
13 Angeles, California 90012.

14 12. The Debtor shall file and serve all notice parties any points and authorities in
15 support of the continued use of cash collateral by no later than _December 15, 2010.
16

17 13. Any opposition to the continued use of cash collateral shall be filed and served on
18 all notice parties by no later than December 27, 2010, to be delivered to Chambers by _4:00 p.m.
19 on that date.
20

21
22
23 IT IS HEREBY ORDERED.

24
25 ###

26 DATED: October 26, 2010



United States Bankruptcy Judge

EXHIBIT 1

10/26/2010

DIP CHOA VISION, LLC
 CROWNE PLAZA HARTFORD
 INCOME & EXPENSE PROJECTION
 NOV '10 THROUGH MAY '11

	Nov 2010 (Forecast)	Dec 2010 (Forecast)	Jan 2011 (Forecast)	Feb 2011 (Forecast)	Mar 2011 (Forecast)	Apr 2011 (Forecast)	May 2011 (Forecast)
Projected Beginning Cash Balance	552,959	528,753	486,398	451,091	416,446	385,354	383,998
REVENUE							
Room Revenues	412,343	367,253	382,013	402,585	396,668	453,983	542,696
Food Revenues	103,882	96,059	85,380	115,483	105,587	100,003	121,914
Beverage Revenues	14,352	13,727	16,632	19,173	15,837	18,360	20,443
Telecomm Revenues	770	765	405	467	402	581	1,111
Other Revenues	18,366	17,321	19,140	17,801	18,937	22,044	19,244
Total Revenues	549,713	495,125	503,570	555,510	537,431	594,971	705,408
Departmental Expenses							
Room Expenses	123,703	110,176	114,604	120,776	119,000	136,195	162,809
Food Expenses	72,717	67,241	59,766	80,838	73,911	70,002	85,340
Beverage Expenses	5,741	5,491	6,653	7,669	6,335	7,344	8,177
Telecomm Expenses	2,975	2,679	2,725	3,006	2,908	3,220	3,817
Other Expenses	550	495	504	556	537	595	705
Total Departmental Expenses	205,686	186,082	184,251	212,845	202,692	217,356	260,849
Undistributed Operating							
Admin & General Expenses	49,474	44,561	45,321	49,996	48,369	53,547	63,487
Sales & Marketing Expenses	32,983	29,708	30,214	33,331	32,246	35,698	42,325
Repairs & Maint. Expenses	21,989	19,805	20,143	22,220	21,497	23,799	28,216
Utilities Expenses	54,700	53,700	53,700	63,550	56,413	51,883	54,405
Franchise Fee Expenses	41,234	36,725	38,201	40,259	39,667	45,398	54,270
Total Undistributed Expenses	200,379	184,499	187,579	209,356	198,192	210,326	242,703
Gross Operating Profit	143,648	124,544	131,739	133,310	136,547	167,290	201,857
Property Management Fees	9,620	8,665	8,812	9,721	9,405	10,412	12,345
Fixed Charges							
Insurance	4,160	4,160	4,160	4,160	4,160	4,160	4,160
Property Taxes	64,074	64,074	64,074	64,074	64,074	64,074	64,074
Owners Expense	5,000	5,000	5,000	5,000	5,000	5,000	5,000
Debt Service	85,000	85,000	85,000	85,000	85,000	85,000	85,000
Total Fixed Charges	158,234	158,234	158,234	158,234	158,234	158,234	158,234
Total Expenses to be paid	573,919	537,480	538,877	590,156	568,523	596,327	674,130
Net Income	-24,206	-42,355	-35,307	-34,645	-31,092	-1,356	31,278
Projected Ending Cash Balance	528,753	486,398	451,091	416,446	385,354	383,998	415,276

NOTE: When using this form to indicate service of a proposed order, **DO NOT** list any person or entity in Category I. Proposed orders do not generate an NEF because only orders that have been entered are placed on the CM/ECF docket.

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:

9454 Wilshire Blvd., 6th Floor, Beverly Hills, California 90212

A true and correct copy of the foregoing document described “[**PROPOSED**] **ORDER AUTHORIZING DEBTOR’S CONTINUED INTERIM USE 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 indicated below:

I. **TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (“NEF”)** – Pursuant to controlling General Order(s) and Local Bankruptcy Rule(s) (“LBR”), the foregoing document will be served by the court via NEF and hyperlink to the document. On _____ I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email address(es) indicated below:

Service information continued on attached page

II. **SERVED BY U.S. MAIL OR OVERNIGHT MAIL**(indicate method for each person or entity served):

On October 26, 2010 I served the following person(s) and/or entity(ies) at the last known address(es) 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/or with an overnight mail service 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.

Service information continued on attached page

III. **SERVED BY PERSONAL DELIVERY, FACSIMILE TRANSMISSION OR EMAIL** (indicate method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on October 26, 2010 I served the following person(s) and/or entity(ies) by personal delivery, 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 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 of America that the foregoing is true and correct.

10/26/10
Date

Cristina Frankian
Type Name

/s/ Cristina Frankian
Signature

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California. January 2009 **F 9013-3.1**

Service List

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Section II – Served Via Overnight and/or US Mail

Office of the US Trustee
725 S. Figueroa Street, Suite 2600
Los Angeles, California 90017

Served Via US Mail

Hess Corporation
Attention: Legal
One Hess Plaza
Woodbridge, New Jersey 07095

Served Via US Mail

U.S. Foodservice Inc.
9399 W. Higgins Rd., Suite 600
Rosemont, Illinois 60018

Served Via US Mail

InterContinental Hotels Group
Attention: Legal Department
Three Ravinia Drive, Suite 100
Atlanta, GA 30346

Served Via US Mail

Section III – Served Via Personal Delivery, Facsimile and/or Email

Chambers of Judge Richard Neiter
United States Bankruptcy Court – Central District of CA
Edward R. Roybal Federal Building and Courthouse
255 E. Temple Street, Suite 1652
Los Angeles, California 90012

Personal Delivery

Philip A. Gasteier, Esq.
LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
10250 Constellation Blvd., Suite 1700
Los Angeles, California 90067

Personal Delivery

David W. Meadows
Law Offices of David W. Meadows
1801 Century Park East, Suite 1250
Los Angeles, CA 90067
Attorney for Connecticut Light & Power
Email: david@davidwmeadowslaw.com

City of Hartford
550 Main Street
Hartford, CT 06103
Facsimile: (860) 808-5383

Commonwealth Business Bank
5055 Wilshire Boulevard, #100

1 Los Angeles, CA 90036
Email: davidk@cwbbank.com

2
3 Greater Hartford C & V Bureau
31 Pratt Street, 4th Floor
Hartford, CT 06103
4 **Email:.mvp@hartfordcvb.org**

5 Metropolitan District
555 Main Street
6 PO Box 800
Hartford, CT 06142
7 **Email: jjohnson@mdc.com**

8 One Communications
PO Box 415721
9 Boston, MA 02241-5721
Email: mshaw@onecommunications.com

10 Packard Hospitality Group
11 8775 Aero Drive
Suite 335
12 San Diego, CA 92123
Email: steve@packard-1.com

13
14 Solomon Agency Corp.
29-50 Union St. 2nd floor
Suite 200
15 Flushing, NY 11354
Facsimile: (718) 461-8185

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In re: CHOA VISION, LLC

CHAPTER:11

Debtor(s).

CASE NUMBER: 2:10-bk-44798-RN

NOTE TO USERS OF THIS FORM:

- 1) Attach this form to the last page of a proposed Order or Judgment. Do not file as a separate document.
- 2) The title of the judgment or order and all service information must be filled in by the party lodging the order.
- 3) **Category I.** below: The United States trustee and case trustee (if any) will always be in this category.
- 4) **Category II.** below: List **ONLY** addresses for debtor (and attorney), movant (or attorney) and person/entity (or attorney) who filed an opposition to the requested relief. **DO NOT** list an address if person/entity is listed in category I.

NOTICE OF ENTERED ORDER AND SERVICE LIST

Notice is given by the court that a judgment or order entitled “[**PROPOSED**] **ORDER AUTHORIZING DEBTOR’S CONTINUED INTERIM USE OF CASH COLLATERAL**” was entered on the date indicated as “Entered” on the first page of this judgment or order and will be served in the manner indicated below:

I. SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (“NEF”) – Pursuant to controlling General Order(s) and Local Bankruptcy Rule(s), the foregoing document was served on the following person(s) by the court via NEF and hyperlink to the judgment or order. As of October 26, 2010, the following person(s) are currently on the Electronic Mail Notice List for this bankruptcy case or adversary proceeding to receive NEF transmission at the email address(es) indicated below.

Service information continued on attached page

II. SERVED BY THE COURT VIA U.S. MAIL: A copy of this notice and a true copy of this judgment or order was sent by United States Mail, first class, postage prepaid, to the following person(s) and/or entity(ies) at the address(es) indicated below:

Service information continued on attached page

III. TO BE SERVED BY THE LODGING PARTY: Within 72 hours after receipt of a copy of this judgment or order which bears an “Entered” stamp, the party lodging the judgment or order will serve a complete copy bearing an “Entered” stamp by U.S. Mail, overnight mail, facsimile transmission or email and file a proof of service of the entered order on the following person(s) and/or entity(ies) at the address(es), facsimile transmission number(s), and/or email address(es) indicated below:

Service information continued on attached page

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California. *January 2009* **F 9021-1.1**

Service List for Notice of Entry

Section I – Served By the Court Via Notice of Electronic Filing:

Office of the US Trustee
725 S. Figueroa Street, Suite 2600
Los Angeles, California 90017
ustpregion16.la.ecf@usdoj.gov
russell.clementson@usdoj.gov

Philip A Gasteier
pag@lnbrb.com

Michael J Heyman
michael.heyman@klgates.com

Joan E Pilver
joan.pilver@ct.gov

Leib M Lerner
leib.lerner@alston.com

Diane Ilacqua
diane.ilacqua@jpmorgan.com

David W. Meadows
david@davidwmeadowslaw.com

Section II – Served by the Court Via US Mail:

CHOA Vision, LLC
3699 Wilshire Blvd., Suite 720
Los Angeles, California 90017