UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:	)	
	)	Chapter 11
	)	
LIONCREST TOWERS, LLC,	)	Case No. 10-36805
an Illinois limited liability company	)	
	)	Hon. Pamela S. Hollis
Debtor	)	
	)	

AGREED ORDER REGARDING LIMITED
USE OF CASH COLLATERAL THROUGH DECEMBER 31, 2011

WHEREAS, on November 24, 2010, the Court entered the Agreed Order Authorizing the Limited Use of Cash Collateral Through January 29, 2011 and Granting Adequate Protection (the "Cash Collateral Order") [Docket No. 89].[1]

WHEREAS, the Cash Collateral Order provides that the Debtor's right to use Cash Collateral shall terminate without further order of the Court upon, inter alia, earlier of (A) 5:00 p.m. (Chicago Time) on January 29, 2011 (the "Budget Period") and (B) the time when the consent of the Prepetition Secured Lender to the Debtor's use of Cash Collateral is otherwise terminated pursuant to the terms of the Final Cash Collateral Order.

WHEREAS, German American Capital Corporation ("GACC or the "Prepetition Secured Lender") has consented to the limited use of Cash Collateral during the period through and including December 31, 2011 on the terms set forth in this Agreed Order.

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1 Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Cash Collateral Order.

IT IS HEREBY ORDERED THAT:

1. Notwithstanding the termination of the Debtor's right to use Cash Collateral pursuant to the terms of the Cash Collateral Order, the Debtor is hereby authorized to use Cash Collateral of the Prepetition Secured Lender through and including December 31, 2011, subject to the terms and conditions of the Cash Collateral Order and the Budget attached hereto as Exhibit A, and solely to the extent necessary to avoid irreparable harm to property of the Debtor's estate.

2. Except as expressly modified by the terms of this Agreed Order, (a) nothing contained herein shall constitute an amendment, modification, wavier or supplement of or to the terms of the Cash Collateral Order, and each party's respective rights, remedies, powers, privileges and obligations under the Cash Collateral Order, hereby are expressly preserved and reaffirmed, and (b) this Agreed Order shall be without prejudice to, and specifically preserves and reaffirms, any and all of such rights, remedies, powers, privileges and obligations. Any waiver of any such rights, remedies, powers, privileges and obligations shall only be effective if set forth in a written instrument executed and delivered in accordance with the provisions of applicable agreement and/or bankruptcy court order.

3. For the avoidance of doubt, nothing contained in this Agreed Order shall be deemed a finding with respect to adequate protection (as that term is defined in section 361 of the Bankruptcy Code) of the interests of the Prepetition Secured Lender. In addition, the entry of this Agreed Order is without prejudice to, and does not constitute determination or waiver of, expressly or implicitly, or otherwise impair, any of the rights, claims or privileges of the Prepetition Secured Lender, including without limitation, any rights claims or privileges of the Prepetition Secured Lender (a) in the Motion of Wells Fargo Bank, N.A. for an Order (A)

Granting Relief from the Automatic Stay to Allow It to Foreclose on its Collateral and (B) Dismissing the Debtor's Chapter 11 Case [Docket No. 85] and (b) under the Cash Collateral Order.

4. This Agreed Order shall not be modified, altered, amended or vacated without the written consent of the Debtor and the Prepetition Secured Lender. Any such modification, alteration, amendment or vacation in whole or part shall be subject to the approval of this Court, provided, however, that the term of this Agreed Order may be extended through January 21, 2012 without further order of the Court upon the filing of an agreed budget for such extended period.

5. This Court retains jurisdiction to resolve any disputes arising under or related to this Agreed Order and to interpret, implement and enforce the provisions hereof.

Dated: OCT 25 2011, 2011

UNITED STATES BANKRUPTCY JUDGE

Consented to:

Lioncrest Towers, LLC

By: _____
One of Its Attorneys

ROBBINS, SALOMON & PATT LTD
Richard H. Fimoff, Esq.
Robbins, Salomon & Patt, Ltd.
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German American Capital Corporation.

By: _____
One of Its Attorneys

JONES DAY
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Date: 9/19/2011 2:00 PM

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Park Towers Apartments
Cash Flow Budget

		FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST
Week ending:		**1-Oct**	**8-Oct**	**15-Oct**	**22-Oct**	**29-Oct**	**5-Nov**	**12-Nov**	**19-Nov**	**26-Nov**	**3-Dec**	**10-Dec**	**17-Dec**	**24-Dec**	**31-Dec**
Receipts	**Rent**	20,000	160,000	50,000	30,000	10,000	90,000	120,000	20,000	20,000	65,000	140,000	50,000	25,000	20,000
Total Receipts		**20,000**	**160,000**	**50,000**	**30,000**	**10,000**	**90,000**	**120,000**	**20,000**	**20,000**	**65,000**	**140,000**	**50,000**	**25,000**	**20,000**
Payments															
OPERATING EXPENSES															
44499-000	**PAYROLL AND BENEFITS**														
44500-000	Management Salaries		2,000		2,000		2,000		2,000		2,000		2,000		2,000
44510-000	Payroll Allocations(Mgr)														
44520-000	Assistant Manager		1,280		1,280		1,280		1,280		1,280		1,280		1,280
44540-000	Office/Leasing Wages		2,100		2,100		2,100		2,100		2,100		2,100		2,100
44550-000	Outside Labor														
44555-000	Regional Maintenance Wages														
44556-000	Regional Maintenance Allocations														
44560-000	Maintenance Supervisor Wages														
44570-000	Maintenance/Grounds Wages		6,163		6,163		6,163		6,163		6,163		6,163		6,163
44590-000	Cleaning Wages		500		500		500		500		475		475		475
44610-000	Payroll Allocations(Painting)														
44613-000	Leasing Commission		1,000		1,000		1,000		1,000		1,000		1,000		1,000
44617-000	Renewal Bonus		2,000		1,000		1,000		1,000		1,000		1,000		1,000
44620-000	Employee Rent Discounts														
44630-000	Taxes and Benefits		2,256		2,106		2,106		2,106		2,103		2,103		2,103
44640-000	Health Insurance		2,300				2,550				2,550				
44640-000	Health Insurance (employee)		(294)		(294)		(294)		(294)		(324)		(324)		(324)
44650-000	Workers Compensation				521				521					521	
44698-000	**TOTAL PAYROLL AND BENEFITS**	**0**	**19,305**	**0**	**16,376**	**0**	**18,405**	**0**	**16,376**	**0**	**18,347**	**0**	**15,797**	**521**	**15,797**
54999-000	**GENERAL AND ADMINISTRATIVE**														
55100-000	Answering Service	115				115				115				115	
55120-000	Automobile Expense				50					50				50	
55140-000	Bank Service Charges				100					100				100	
55160-000	Cable/Internet														
55180-000	Computer License Fees				130					130				130	
55220-000	Copier Lease														
55240-000	Copies, Printing and Forms		300				300			300				300	
55260-000	Credit Report Processing				250					250				250	
55270-000	Furniture Rental - Residents														
55310-000	Gate Card Refund														
55320-000	Late Fees														
55340-000	Legal & Professional Fees	1,400			1,400				1,400				700		
55360-000	Licenses and Permits														
55380-000	Meals				250				250				250		
55400-000	Membership Dues														

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EXHIBIT A

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Park Towers Apartments
Cash Flow Budget

		FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST
Week ending:		**1-Oct**	**8-Oct**	**15-Oct**	**22-Oct**	**29-Oct**	**5-Nov**	**12-Nov**	**19-Nov**	**26-Nov**	**3-Dec**	**10-Dec**	**17-Dec**	**24-Dec**	**31-Dec**
55420-000	Mileage Reimbursement		30					30				30			
55440-000	Miscellaneous														
55480-000	Monitoring Fees														
55500-000	Office Supplies		250				250				250				250
55520-000	Payroll Processing		75		75		75		75		75		75		75
55540-000	Postage and Delivery	50					50				50				
55560-000	Professional Development	600													
55580-000	Recruiting														
55600-000	Telephone				250				250				250		
55610-000	Telephone - Mobile				265				265				265		
55620-000	Travel				1,400				1,400				1,400		
55640-000	Uniforms				200										
55690-000	Other														
55698-000	**TOTAL GENERAL AND ADMINISTRATIVE**	**2,165**	**655**	**0**	**4,370**	**115**	**675**	**30**	**3,640**	**945**	**375**	**30**	**2,940**	**945**	**325**
65999-000	**ADVERTISING AND PROMOTION**														
66010-000	Advertising - Apartment Finder														
66030-000	Advertising - Apartment Guide			930				930				930			
66050-000	Advertising - Apartments.com			525				525				525			
66070-000	Advertising - ForRent Magazine			1,242				1,242				690			
66090-000	Advertising - Move.com														
66150-000	Advertising - OnHoldUSA														
66210-000	Advertising - Rent.com		399				399				399				
66230-000	Advertising - Rental Guide														
66250-000	Advertising - Other														
66270-000	Brochures														
66290-000	Holiday Supplies								600						
66310-000	Promotional Items														
66330-000	Public Relations				50				50				50		
66350-000	Referral Fees - Other		500					500					500		
66370-000	Referral Fees - Realtor														
66390-000	Referral Fees - Resident		500					500					500		
66410-000	Renewal Incentive														
66430-000	Resident Functions		200		70		200			2,500					
66450-000	Website Hosting												100		
66598-000	**TOTAL ADVERTISING AND PROMOTION**	**0**	**1,599**	**2,697**	**120**	**0**	**599**	**3,697**	**650**	**2,500**	**399**	**2,145**	**1,150**	**0**	**0**
69999-000	**UTILITIES**														
70010-000	Alarm Line Service				300				300				300		
70030-000	Cable														
70050-000	Electricity - Common				2,500				2,900				2,900		
70070-000	Electricity - Vacant				400				400				500		
70090-000	Electricity - Other				200				200				250		
70110-000	Gas - Common				2,400				2,400				2,600		
70130-000	Gas - Vacant														
70150-000	Gas - Other														

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Park Towers Apartments
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		FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST
Week ending:		**1-Oct**	**8-Oct**	**15-Oct**	**22-Oct**	**29-Oct**	**5-Nov**	**12-Nov**	**19-Nov**	**26-Nov**	**3-Dec**	**10-Dec**	**17-Dec**	**24-Dec**	**31-Dec**
70170-000	Internet														
70190-000	Trash Equipment Rental														
70210-000	Trash Removal				1,900				1,900				1,900		
70250-000	Water / Sewer											19,500			
70398-000	**TOTAL UTILITIES**	**0**	**0**	**0**	**7,700**	**0**	**0**	**0**	**8,100**	**0**	**0**	**19,500**	**8,450**	**0**	**0**
79999-000	**BUILDING MAINTENANCE**														
80020-000	Alarm Systems											490			
80040-000	Appliances - Repairs														
80050-000	Appliances - Supplies														
80080-000	Cleaning				1,000										
80100-000	Electric - Repairs														
80110-000	Electric - Supplies	300					300					300			
80130-000	Elevator - Contract														
80140-000	Elevator - Repairs														
80190-000	Exterminating				220				220				220		
80210-000	Fireplaces														
80230-000	Glass / Screen Repairs														
80250-000	Hardware and Supplies				500				500				500		
80270-000	HVAC - Repairs														
80280-000	HVAC - Supplies				300				300				300		
80300-000	Inspections														
80320-000	Janitorial Supplies				300				300				300		
80330-000	Painting		1,800		1,800		1,800		1,800				1,800		
80340-000	Plumbing - Repairs														
80350-000	Plumbing - Supplies				300				300				300		
80380-000	Pressure Washing - Contract														
80400-000	Window Washing														
80498-000	**TOTAL BUILDING MAINTENANCE**	**300**	**1,800**	**0**	**4,420**	**0**	**2,100**	**0**	**3,420**	**0**	**0**	**790**	**3,420**	**0**	**0**
80499-000	**GROUNDS MAINTENANCE**														
80540-000	Equipment - Maintenance														
80560-000	Equipment - Operations														
80580-000	Gate Repair														
80600-000	Irrigation System														
80640-000	Landscape - Contract		2,100				2,100								
80660-000	Landscape - Supplies														
80680-000	Pool - Contract														
80700-000	Pool - Supplies														
80720-000	Snow Removal - Contract														4,000
80740-000	Snow Removal - Supplies				500					500				500	
80798-000	**TOTAL GROUNDS MAINTENANCE**	**0**	**2,100**	**0**	**500**	**0**	**2,100**	**0**	**0**	**500**	**0**	**0**	**0**	**500**	**4,000**
80999-000	**RENEWAL EXPENSE**														
81020-000	Carpet Cleaning and Repair	500					500					500			
81060-000	Painting		750		500		500		500		500		500		500

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		FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST
Week ending:		1-Oct	8-Oct	15-Oct	22-Oct	29-Oct	5-Nov	12-Nov	19-Nov	26-Nov	3-Dec	10-Dec	17-Dec	24-Dec	31-Dec
81998-000	**TOTAL RENEWAL EXPENSE**	**500**	**750**	**0**	**500**	**0**	**1,000**	**0**	**500**	**0**	**500**	**500**	**500**	**0**	**500**
81999-000	**TURNOVER EXPENSE**														
82020-000	Carpet Cleaning		450				500				500				500
82040-000	Carpet Repair		200				125								
82060-000	Cleaning - Contract				400				400				400		
82080-000	Cleaning - Materials														
82100-000	Inspections					300				250					250
82120-000	Paint - Supplies	600			600			600			600			600	
82140-000	Paint - Contract		1,200		1,200		1,000		1,000		1,000		1,000		1,000
82198-000	**TOTAL TURNOVER EXPENSE**	**600**	**1,850**	**0**	**2,200**	**300**	**1,625**	**600**	**1,400**	**250**	**2,100**	**0**	**1,400**	**600**	**1,750**
89999-000	**OTHER OPERATING EXPENSES**														
90025-000	Accounting Fees														
90050-000	Management Fees														
90200-000	Insurance - Auto														
90250-000	Insurance - Package				3,485					3,485				3,485	
90500-000	Real Estate Taxes						321,000								
90998-000	**TOTAL OTHER OPERATING EXPENSES**	**0**	**0**	**0**	**3,485**	**0**	**321,000**	**0**	**0**	**3,485**	**0**	**0**	**0**	**3,485**	**0**
99900-000	**TOTAL OTHER INCOME/EXPENSES**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
NECESSARY CAPITAL EXPENDITURES															
14999-000	**FIXED ASSETS**														
15020-000	Landscape Improvements		4,500					1,000							
15050-000	Equipment														
15070-000	Furniture				350										
15090-000	Golf Carts														
15110-000	Tools														
15120-000	Transportation Vehicle														
	TOTAL MISCELLANEOUS FIXED ASSETS	**0**	**4,500**	**0**	**350**	**0**	**0**	**1,000**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
15149-000	**BUILDING IMPROVEMENTS**														
15150-000	Back Flows														
15160-000	Balconies														
15170-000	Carpeting														
15190-000	Electric														
15195-000	Elevators														
15200-000	Fire Extinguishers														
15230-000	Gutter & Downspouts														
15250-000	Hot Water Heaters														
15270-000	Lighting														
15280-000	Other (Awnings)														
15290-000	Painting														
15300-000	Patio Doors														
15320-000	Plumbing	8,000	400									3,000			

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Park Towers Apartments
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		FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST	FORECAST
Week ending:		**1-Oct**	**8-Oct**	**15-Oct**	**22-Oct**	**29-Oct**	**5-Nov**	**12-Nov**	**19-Nov**	**26-Nov**	**3-Dec**	**10-Dec**	**17-Dec**	**24-Dec**	**31-Dec**
15330-000	Roofs														
15340-000	Screens														
15350-000	Stairs / Breezeways														
15360-000	Tile														
15378-000	**TOTAL BUILDING IMPROVEMENTS**	**8,000**	**400**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**3,000**	**0**	**0**	**0**
15379-000	**EXTERIOR IMPROVEMENTS**														
15410-000	Garage Doors														
15420-000	Garages														
15430-000	Gates														
15440-000	Irrigation														
15460-000	Painting														
15470-000	Parking Lots														
15480-000	Playground														
15490-000	Seal Coating														
15500-000	Sidewalks														
15510-000	Signage														
15530-000	Trash Areas														
15540-000	Wells														
15558-000	**TOTAL EXTERIOR IMPROVEMENTS**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
15559-000	**UNIT IMPROVEMENTS**														
15570-000	Blinds		500				500				500				500
15580-000	Cabinets														
15590-000	Carpet			2,000			2,000			2,000			2,000		
15600-000	Ceiling Fans		300			300			300			300			300
15610-000	Electric		300			300			300			300			300
15620-000	Fire / Flood														
15630-000	Hardware / Doors		1,600				1,600				1,600				1,600
15640-000	Hot Water Heaters														
15650-000	HVAC														
15660-000	Lighting		300				300				300				300
15665-000	Other Unit Improvements														
15670-000	Plumbing		350				350				350				350
15680-000	Tile		500				500				500				500
15690-000	Vinyl		500				500				500				500
15710-000	Walls		400				400				400				400
15728-000	**TOTAL UNIT IMPROVEMENTS**	**0**	**4,750**	**2,000**	**0**	**600**	**6,150**	**0**	**600**	**2,000**	**4,150**	**600**	**2,000**	**0**	**4,750**
15729-000	**APPLIANCES**														
15740-000	Dishwasher	235				235				235				235	
15750-000	Dryer														
15760-000	Exhaust Fan	100				100				100				100	
15770-000	Garbage Disposal														
15780-000	Microwave	235				235				235				235	
15790-000	Appliance Parts	100				100				100				100	

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Park Towers Apartments
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Week ending:		**1-Oct**	**8-Oct**	**15-Oct**	**22-Oct**	**29-Oct**	**5-Nov**	**12-Nov**	**19-Nov**	**26-Nov**	**3-Dec**	**10-Dec**	**17-Dec**	**24-Dec**	**31-Dec**
15800-000	Range	450				450				450				450	
15820-000	Refridgerator	600				600				600				600	
15830-000	Washer														
15848-000	**TOTAL APPLIANCES**	**1,720**	**0**	**0**	**0**	**1,720**	**0**	**0**	**0**	**1,720**	**0**	**0**	**0**	**1,720**	**0**
15849-000	**COMMON AREA**														
15860-000	Business Center														
15870-000	Clubhouse														
15880-000	Fitness Center														
15890-000	Pool														
15900-000	Pool Equipment														
15928-000	**COMMON AREA**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
15929-000	**MARKETING DEVELOPMENT**														
15940-000	Ads														
15950-000	Brochures														
15970-000	Stationary														
15978-000	**MARKETING DEVELOPMENT**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
VENDOR SECURITY DEPOSITS															
17000-000	Vendor Security Deposits														
	Reserve Real Estate Taxes		50,000				(321,000)	50,000					50,000		
Total Payments		**13,285**	**87,709**	**4,697**	**40,021**	**2,735**	**32,654**	**55,327**	**34,686**	**11,400**	**25,871**	**26,565**	**85,657**	**7,771**	**27,122**
Cashflow Surplus/Deficit (-)		**6,715**	**72,291**	**45,303**	**(10,021)**	**7,265**	**57,346**	**64,673**	**(14,686)**	**8,600**	**39,129**	**113,435**	**(35,657)**	**17,229**	**(7,122)**
Opening Cash Balance		**288,787**	**295,502**	**367,792**	**383,095**	**373,073**	**380,338**	**437,683**	**472,356**	**457,669**	**466,269**	**505,399**	**618,833**	**553,176**	**570,405**
Closing Cash Balance		**295,502**	**367,793**	**413,095**	**373,073**	**380,338**	**437,684**	**502,356**	**457,669**	**466,269**	**505,399**	**618,834**	**583,176**	**570,405**	**563,283**
	ADEQUATE PROTECTION PAYMENTS			**(30,000)**				**(30,000)**					**(30,000)**		
	TRUE UP PAYMENTS (Amt TBD)		**(1)**				**(1)**					**(1)**			
Closing Cash Incl. Adequate Protection Pmts		**295,502**	**367,792**	**383,095**	**373,073**	**380,338**	**437,683**	**472,356**	**457,669**	**466,269**	**505,399**	**618,833**	**553,176**	**570,405**	**563,283**
Reserve for Real Estate Taxes		**300,000**	**350,000**	**350,000**	**350,000**	**350,000**	**29,000**	**79,000**	**79,000**	**79,000**	**79,000**	**79,000**	**129,000**	**129,000**	**129,000**