

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:) Chapter 11
)
RIVER WEST PLAZA-CHICAGO, LLC,) Case No. 09-46258
d/b/a JOFFCO SQUARE,)
) Honorable Eugene R. Wedoff
Debtor.)

AGREED INTERIM ORDER AUTHORIZING DEBTOR TO USE PREPETITION COLLATERAL, INCLUDING CASH COLLATERAL, AND GRANTING ADEQUATE PROTECTION PURSUANT TO 11 U.S.C. §§ 361 AND 363

Upon the motion (the "Motion") of River West Plaza-Chicago, LLC, d/b/a Joffco Square, debtor and debtor-in-possession in the above-captioned case ("Joffco" or "Debtor"), pursuant to sections 361 and 363 of title 11 of the United States Code (the "Bankruptcy Code"), for the entry of an order authorizing the Debtor to use cash collateral of the Lender¹ and providing adequate protection to the Lender; a preliminary hearing having been held on December 9, 2009; the Court having determined that the relief requested in the Motion is in the best interests of the Debtor, its estate, its creditors and other parties-in-interest; it appearing that the Court has jurisdiction and that venue in this District is proper; it appearing that notice of the Motion was good and sufficient under the circumstances and that no other or further notice need be given; and upon the record herein, after due deliberation thereon, and good and sufficient cause appearing therefor, it is hereby

FOUND, DETERMINED, ORDERED AND ADJUDGED THAT:

1. *Use of Prepetition Collateral.* As set forth in this interim order (the "Interim Cash Collateral Order"), the Debtor is hereby authorized to use the Lender's cash collateral, including, but not limited to, the rental income of Joffco Square (the "Cash Collateral"), pursuant

¹ Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Motion.

to sections 361 and 363 of the Bankruptcy Code and any other collateral in which the Lender has an interest (together with the Cash Collateral, the "Prepetition Collateral") to pay operating and overhead expenses of Joffco Square, ^{except as otherwise stated on the record} as more specifically described in the budget attached hereto as **Exhibit A** (the "Operating Budget"). The Debtor's interim use of the Prepetition Collateral is authorized until December 16, 2009, and may not be extended other than on the express written consent of the Lender or order of the Court, other than as expressly provided below.

2. *Adequate Protection.* As adequate protection, the Debtor shall continue operating Joffco Square and use the Cash Collateral to pay operating and overhead expenses of Joffco Square, as more specifically described in the Operating Budget. In addition, the Debtor will continue to make interest payments (from rental income received) to the Lender pursuant to the Operating Budget on the full outstanding principal balance at the "applicable nondefault contract rate" within the meaning of section 362(d)(3)(B)(ii) of the Bankruptcy Code.

~~3. *Member Unsecured/Admin Loan.* The Debtor is authorized to enter into the Member Unsecured/Admin Loan in an amount not to exceed \$400,000, pursuant to the form of Member Unsecured/Admin Note attached as Exhibit B to the Motion.~~

4. *Effectiveness.* This Interim Cash Collateral Order shall constitute findings of fact and conclusions of law and shall take effect immediately upon execution hereof; provided, however, that the findings and conclusions shall be without prejudice to the right of the Lender to make legal arguments or contest factual matters with respect to any future proceedings.

5. *Continued Hearing.* The continued hearing on the Debtor's use of the Prepetition Collateral, including Cash Collateral, shall be held on December 16, 2009 at 10:00 a.m.

Dated: 9 DEC 2009


United States Bankruptcy Judge

EXHIBIT A

OPERATING BUDGET

Justice Squares
Operating
Budget Overview
December 6, 2009 through January 31, 2010

| | TOTAL Dec 6 '09 - Jan 31 '10 | Week of Dec 6 '09 | Week of Dec 13 '09 | Week of Dec 20 '09 | Dec 27 '09 - Jan 2, 2010 | Week of Jan 9, 2010 | Jan 16 - Jan 23, 2010 | Week of Jan 23, 2010 | Week of Jan 30, 2010 |
|---|---------------------------------|-------------------|--------------------|--------------------|--------------------------|---------------------|-----------------------|----------------------|----------------------|
| CASH RECEIPTS | | | | | | | | | |
| 42100 - Rent Income | 336,345.28 | 39,670.11 | 0.00 | 0.00 | 177,602.83 | 39,670.11 | 0.00 | 0.00 | 177,602.83 |
| 42000 - Parking Income | 8,570.00 | 4,285.00 | 0.00 | 0.00 | 0.00 | 0.00 | 4,285.00 | 0.00 | 0.00 |
| 42300 - Cell Income | 37,554.50 | 6,573.25 | 0.00 | 0.00 | 12,167.00 | 6,573.25 | 0.00 | 0.00 | 12,167.00 |
| 43300 - RE Tax Income | 3,690.00 | 1,845.00 | 0.00 | 0.00 | 0.00 | 1,845.00 | 0.00 | 0.00 | 0.00 |
| 43740 - Late Fees | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 43845 - Other - Incl Interest Income | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| xx- Unsecured/Unfin. Expenses Loan | 350,000.00 | 0.00 | 0.00 | 0.00 | 125,000.00 | 0.00 | 0.00 | 0.00 | 225,000.00 |
| TOTAL RECEIPTS | 734,097.31 | 53,394.86 | 0.00 | 0.00 | 264,659.83 | 49,073.26 | 4,285.00 | 0.00 | 364,659.83 |
| BUILDING EXPENSES | | | | | | | | | |
| 91740 - Security Protection | 35,000.00 | 4,500.00 | 4,500.00 | 4,500.00 | 4,500.00 | 4,500.00 | 4,500.00 | 4,500.00 | 4,500.00 |
| 91745 - Alarm Monitoring | 313.34 | 6.28 | 196.67 | 0.00 | 0.00 | 196.67 | 0.00 | 0.00 | 0.00 |
| 91750 - Telephone/Alarm | 628.10 | 278.08 | 0.00 | 0.00 | 278.08 | 0.00 | 0.00 | 0.00 | 278.08 |
| 92340 - Signs & Graphics | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 70940 - Electricity Expense | 26,080.00 | 4,104.00 | 0.00 | 0.00 | 10,450.00 | 0.00 | 0.00 | 0.00 | 10,450.00 |
| 70720 - Water and Sewer | 448.50 | 184.00 | 0.00 | 0.00 | 184.00 | 0.00 | 0.00 | 0.00 | 184.00 |
| 70140 - Gas Expense | 3,356.88 | 286.00 | 0.00 | 0.00 | 1,200.00 | 0.00 | 0.00 | 0.00 | 1,400.00 |
| 72040 - Rubbish Removal | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 72050 - Annual Driveway Fee | 428.00 | 0.00 | 0.00 | 0.00 | 0.00 | 428.00 | 0.00 | 0.00 | 0.00 |
| 74000 - On Site Property Mgr/Payroll & | 19,832.10 | 3,966.42 | 3,966.42 | 0.00 | 3,966.42 | 0.00 | 0.00 | 0.00 | 3,966.42 |
| 75000 - Pass Thru RE Taxes | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 76040 - RE Tax Review Fees | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 76080 - Business Prol Insurance Expense | 73,380.00 | 0.00 | 0.00 | 0.00 | 73,380.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 78000 - Elevator-Escalator Maint | 7,450.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |

Jeffco Square
Operating
Budget Overview
December 6, 2009 through January 31, 2010

| | Dec 6, '09 - Jan 31, '10 | Month of Dec 6, '09 | Month of Dec 13, '09 | Month of Dec 20, '09 | Month of Dec 27, '09 | Month of Jan 3, 2010 | Month of Jan 10, 2010 | Month of Jan 17, 2010 | Month of Jan 24, 2010 |
|---------------------------------------|--------------------------|---------------------|----------------------|----------------------|----------------------|----------------------|-----------------------|-----------------------|-----------------------|
| 78150 - Landscaping | 3,747.00 | 1,249.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 1,248.00 |
| 78200 - Handwear/Gloves/Tools | 5,317.00 | 4,082.00 | 0.00 | 275.00 | 500.00 | 0.00 | 0.00 | 0.00 | 500.00 |
| 78240 - HVAC | 1,089.00 | 500.00 | 0.00 | 0.00 | 289.00 | 0.00 | 0.00 | 0.00 | 300.00 |
| 78290 - Plumbing | 0.00 | 8.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 78300 - Electrical Repairs | 10,000.00 | 5,000.00 | 0.00 | 0.00 | 0.00 | 5,000.00 | 0.00 | 0.00 | 0.00 |
| 78390 - Roofing Repairs | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 78440 - Parking System Maintenance Ex | 9,800.00 | 0.00 | 3,200.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 2,600.00 |
| 78441 - Fire Protection | 2,400.00 | 1,200.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| XXXX - Temporary Heat | 2,100.00 | 0.00 | 2,100.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 78470 - Snow Removal | 80,200.00 | 5,600.00 | 5,600.00 | 6,000.00 | 5,000.00 | 3,000.00 | 3,000.00 | 6,000.00 | 3,000.00 |
| 78500 - Misc. Maintenance | 2,475.00 | 600.00 | 0.00 | 250.00 | 0.00 | 0.00 | 0.00 | 0.00 | 800.00 |
| 78640 - Other Contract Bents | 4,000.00 | 0.00 | 2,000.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 78680 - Contract Labor | 7,680.00 | 180.00 | 180.00 | 150.00 | 2,150.00 | 4,550.00 | 180.00 | 150.00 | 150.00 |
| 78685 - Non-Relinquishable Work & Vtc | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| TOTAL BUILDING EXPENSES | 275,190.64 | 31,624.42 | 25,688.00 | 13,175.00 | 185,846.47 | 23,289.00 | 27,875.00 | 13,175.00 | 34,848.47 |
| GENERAL & ADMINISTRATIVE | | | | | | | | | |
| 81000 - Leasing Commissions | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 81540 - Legal Fees Other/Litigating | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 81650 - Professional Fees | 350,000.00 | 0.00 | 0.00 | 0.00 | 125,000.00 | 0.00 | 0.00 | 0.00 | 225,000.00 |
| 81900 - Audit Fees | 3,275.00 | 0.00 | 3,275.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| XXXX - U.S. Trustee Fees | 4,875.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 4,875.00 |
| 72401 - Jeffco Mgmt Fee | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 81600 - Bank Fees | 108.00 | 38.00 | 0.00 | 0.00 | 36.00 | 0.00 | 0.00 | 0.00 | 36.00 |
| TOTAL GENERAL & ADMINISTRATIVE | 358,278.00 | 38.00 | 3,275.00 | 0.00 | 125,036.00 | 0.00 | 0.00 | 0.00 | 229,911.00 |

Joffco Square
Operating
Budget Overview
December 6, 2005 through January 31, 2010

| | TOTAL Dec 6 '09 - Jan 31 '10 | Week of Dec 6, '09 | Week of Dec 13, '09 | Week of Dec 20, '09 | Dec 27 '09 - Jan 3, 2010 | Week of Jan 10, 2010 | Jan 10-Jan 16, '10 | Week of Jan 17, Jan 23 | Week of Jan 24 - Jan 31 |
|--------------------------------------|---------------------------------|--------------------|---------------------|---------------------|--------------------------|----------------------|--------------------|------------------------|-------------------------|
| NON OPERATING COSTS | | | | | | | | | |
| 61595 - Legal Prof. AMBROGA | 32,700.00 | 5,200.00 | 0.00 | 7,800.00 | 8.00 | 0.00 | 0.00 | 20,000.00 | 0.00 |
| 64595 - Legal Prof. AMBROGA | 15,145.00 | 0.00 | 7,213.00 | 8.00 | 8,000.00 | 0.00 | 0.00 | 2,933.00 | 0.00 |
| 90995 - Arbitration Fees | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 93640 - Other Consulting Fees | 5,310.00 | 0.00 | 0.00 | 8.00 | 2,210.00 | 0.00 | 0.00 | 0.00 | 3,000.00 |
| 91600 - Administrative Expenses | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 92600 - Interest Expense - 3.25% | 144,004.00 | 0.00 | 0.00 | 0.00 | 70,902.00 | 0.00 | 0.00 | 0.00 | 70,902.00 |
| 96900 - Other Expense | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| TOTAL NON OPERATING COSTS | 194,969.00 | 5,200.00 | 7,213.00 | 7,808.00 | 76,113.00 | 0.00 | 0.00 | 22,933.00 | 73,902.00 |
| ADDITIONAL CONSTRUCTION COSTS | | | | | | | | | |
| Fire Pump Room | 3,500.00 | 0.00 | 3,500.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 5th Floor Parking Deck | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Parking Equipment Replacements | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| WARI - Construction Chim Siftnt | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Greenberg Farrow - Settlement | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Four Crad. - SBBY-LAMMERFORD Fees | 5,000.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 5,000.00 |
| MJ Fogarty - Silver Wall Firewall | 21,500.00 | 0.00 | 0.00 | 0.00 | 21,500.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| TOTAL ADDTL. CONSTR. COSTS | 20,000.00 | 0.00 | 3,500.00 | 0.00 | 21,500.00 | 0.00 | 0.00 | 0.00 | 5,000.00 |
| INTEREST-MEMBER LOANS | | | | | | | | | |
| 92700 - Int Exp. - M. Morris LOC | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 92800 - Int Exp. - A. Goff | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| TOTAL INTEREST-MEMBER LOANS | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |

Jeffco Square
 Operating
 Budget Overview
 December 6, 2009 through January 31, 2010

| | TOTAL | | | | | | | | | | | |
|-------------------------------|--------------------|--------------------|--------------------|---------------------|----------------------|----------------------|----------------------|----------------------|---------------------|----------------------|----------------------|----------------------|
| | Week of Dec 13, 09 | Week of Dec 20, 09 | Week of Dec 27, 09 | Week of Jan 3, 2010 | Week of Jan 10, 2010 | Week of Jan 17, 2010 | Week of Jan 24, 2010 | Week of Jan 31, 2010 | Week of Feb 7, 2010 | Week of Feb 14, 2010 | Week of Feb 21, 2010 | Week of Feb 28, 2010 |
| NET CASH - (IN /OUT) | -124,856.18 | 15,498.44 | -40,138.09 | -20,875.00 | -85,644.64 | 24,774.86 | -23,891.09 | -6,113.00 | 21,000.36 | | | |
| CASH ON HAND - Beg. of Period | 441,456.00 | 441,456.00 | 456,594.44 | 416,818.35 | 396,143.35 | 330,498.71 | 365,273.57 | 331,692.48 | 295,589.48 | | | |
| ADD (DEDUCT) WEEKLY ACTIVITY | -124,856.18 | 15,498.44 | -40,138.09 | -20,875.00 | -85,644.64 | 24,774.86 | -23,891.09 | -6,113.00 | 21,000.36 | | | |
| CASH ON HAND - END OF PERIOD | 316,599.84 | 456,954.44 | 416,818.35 | 396,143.35 | 330,498.71 | 365,273.57 | 331,692.48 | 295,589.48 | 274,589.84 | | | |

12/07/09 9:38:38