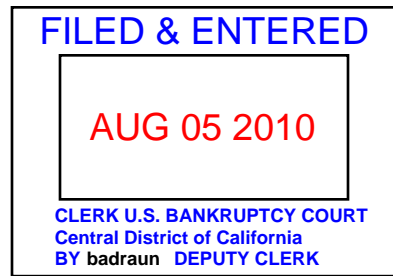


1 D. EDWARD HAYS, #162507
ehays@marshackhays.com
2 CHARLES LIU, #190513
cliu@marshackhays.com
3 **MARSHACK HAYS LLP**
5410 Trabuco Road, Suite 130
4 Irvine, California 92620-5749
Telephone: (949) 333-7777
5 Facsimile: (949) 333-7778



6 [Proposed] Attorneys for Debtor
and Debtor-In-Possession
7 RP SAM HOUSTONPLAZA, L.P

CHANGES MADE BY COURT

8 UNITED STATES BANKRUPTCY COURT
9 CENTRAL DISTRICT OF CALIFORNIA – RIVERSIDE DIVISION

11 In re
12 RP SAM HOUSTON PLAZA, L.P., a
13 partnership,
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15 Debtor and Debtor-in-Possession.
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Case No. 6:10-bk-33922-CB
Chapter 11
~~[Proposed]~~ ORDER ON DEBTOR’S
EMERGENCY MOTION FOR ORDER
AUTHORIZING USE OF CASH
COLLATERAL
Date: August 3, 2010
Time: 2:00 p.m.
Ctrm: 303
Final Hearing:
Date:
Time: .
Ctrm:

21 On August 3, 2010, at approximately 2:00 p.m., a hearing was held on the
22 Debtor’s Emergency Motion for Order Authorizing Use of Cash Collateral (the “Motion”),
23 filed by RP Sam Houston Plaza, L.P., a Texas limited partnership (the “Debtor”). Charles Liu
24 of Marshack Hays LLP appeared on behalf of the Debtor. Other appearances made were as
25 reflected on the record.

26 The Court having read and considered the Motion and the evidence filed in
27 support of the Motion, finding that, under the circumstances of this case, adequate notice of
28 the hearing on the Motion was provided, and good and sufficient case appearing,

1 IT IS HEREBY ORDERED that:

2 1. The Motion is granted as modified herein;

3 2. The Debtor, on an interim basis, and pending final hearing on notice to
4 creditors, is authorized to use cash collateral in the amounts set forth in the Budget attached to
5 this Order as Exhibit "1" (the "Budget");

6 3. The Debtor will be authorized to make the expenditures provided for in
7 the Budget for August, 2010, and are not to exceed 110% of the aggregate amounts set forth in
8 the Budget (i.e., a 10% variance);

9 4. As and for adequate protection of the Debtor's use of the cash collateral
10 of California Credit Union, a California state chartered credit union (the "Lender"), the Lender
11 will be granted replacement liens in the Debtor's post-petition assets and proceeds thereof, to
12 the same extent, validity, and priority as the liens held by the Lender in cash collateral as of the
13 Petition Date to the extent of the Lender's cash collateral actually used by the Debtor;

14 5. Further, Lender shall be granted replacement liens on unencumbered
15 assets of the Debtor, excluding all avoidance claims, with the same validity and priority as the
16 liens held by Lender as of the petition date, to the extent of the Lender's cash collateral
17 actually used by the Debtor;

18 6. The final hearing on the Motion will be held on August 24, 2010
19 at 2:00 p.m. in the above-entitled Court.

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1 7. All objections are reserved for the final hearing and any objection or
2 supplemental objection to the Motion shall be filed by August 17, 2010, and shall be served,
3 via facsimile transmission, or electronic mail, or overnight mail, so that the objection is
4 actually received by such date by 5:00 p.m. prevailing Pacific time, on the Debtor’s proposed
5 counsel, counsel for Lender, and the Office of the United States Trustee. Any reply to any
6 such response to the Motion shall be filed by August 20, 2010, and shall be served, via
7 facsimile transmission, or electronic mail, or overnight mail so that the reply is actually
8 received on such date by 5:00 P.M., prevailing Pacific time, on the responding party.

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DATED: August 5, 2010



United States Bankruptcy Judge

RP Sam Houston Plaza LP

Budget for Emergency Cash Collateral Use for Month of August 2010

Projected Income \$170,577.00

Cleaning and Janitorial

Cleaning - Contract \$11,257.00
Porter Services \$2,258.00
Cleaning Supplies \$1,572.00

Utilities

Electricity Expense \$50,451.00
Water & Sewer \$2,023.00

General Operating

Waste Removal/Trash \$813.00
Pest Control \$247.00
Security - Contract \$3,963.00
Security - Access Control \$135.00
Life Safety \$512.00
Gardening - Interior \$1,224.00

Repairs & Maintenance

HVAC - Contract \$924.00
Grounds/Landscaping \$2,185.00

Taxes & Insurance

Insurance - Property \$4,425.00
Advalorem Taxes \$22,691.00

Administrative Expenses

Telephone \$813.00
Bank Charges \$150.00
Postage & Delivery \$150.00

Other Expenses

Interst Expense to CCU \$34,335.00

Total Budget \$140,128.00

Projected Cash Flow \$30,449.00

In re: RP SAM HOUSTON PLAZA, L.P., a partnership, Debtor(s).	CHAPTER: 11 CASE NUMBER: 6:10-bk-33922-CB
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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:
5410 Trabuco Road, Suite 130, Irvine, CA 92620

A true and correct copy of the foregoing document described ORDER ON DEBTOR'S EMERGENCY MOTION FOR ORDER AUTHORIZING 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 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 _____, 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 _____, 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.

August 3, 2010 Layla Bergini /s/ Layla Bergini
Date Type Name Signature

In re: RP SAM HOUSTON PLAZA, L.P., a partnership, Debtor(s).	CHAPTER: 11 CASE NUMBER: 6:10-bk-33922-CB
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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 (*specify*) ORDER ON DEBTOR'S EMERGENCY MOTION FOR ORDER AUTHORIZING 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 August 3, 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.

- D Edward Hays ehays@marshackhays.com
- Elizabeth A Lossing elizabeth.lossing@usdoj.gov
- United States Trustee (RS) ustpreion16.rs.ecf@usdoj.gov
-

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:

**Counsel for Creditor, California
Credit Union**

Yale K. Kim , Esq.
Allen Matkins Leck Gamble Mallory &
Natsis LLP
515 S. Figueroa Street, 9th Floor
Los Angeles, CA 90071-3309

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

III. TO BE SERVED BY THE LODGING PARTY (CONT.) SERVED VIA U.S. MAIL

CREDITOR/TOP 20 UNSECURED

Acme Architectural
4464 West 12Th Street
Houston, TX 77055

CREDITOR/TO 20 UNSECURED

ADVANCEDTRONICS INC
1006 BLACK HAW ST
HOUSTON TX 77079

CREDITOR/TOP 20 UNSECURED

ALDINE I.S.D. TAX OFFICE
14909 ALDINE WESTFIELD RD
HOUSTONTX77032-3027

CREDITOR/TOP 20 UNSECURED

AlliedBarton Security Services
13430 Northwest Fwy, Suite 440
Houston, TX77040

CREDITOR/TOP 20 UNSECURED

ALPHA PETROLEUM SERVICES
16770 Imperial Valley, Suite 2
HoustonTX77060

CREDITOR/TOP 20 UNSECURED

AMTECH SERVICES
1289 N. Post Oak, Suite 100
Houston, TX77055

CREDITOR/TOP 20 UNSECURED

BOYAR & MILLER, PC
4265 SAN FELIPE, SUITE 1200
HOUSTONTX77027

CREDITOR/TOP 20 UNSECURED

DONNASUE SMITH ORTIZ
ATTORNEY AT LAW
8300 UTICA AVENUE,SUITE 105
RANCHO CUCAMONGA, CA91730-3880

CREDITOR/TOP 20 UNSECURED

EXECUTIVE SECURITY SYSTEMS INC
777 South Central Expressway, Suite 7A
RichardsonTX77069

CREDITOR/TOP 20 UNSECURED

HVAC CAPITAL CORPORATION
P.O.BOX 644006
CINCINNATI, OH 45264-4006

CREDITOR/TOP 20 UNSECURED

Introgen Therapeutics, Inc.
8066 El Rio
Houston, TX 77054

CREDITOR/TOP 20 UNSECURED

J HALL MECHANICAL INC
6202 PINOLE FOREST
HOUSTON, TX 77088

CREDITOR/TOP 20 UNSECURED

LEO VASQUEZ
TAX ASSESSOR-COLLECTOR
P. O. BOX 4622
HOUSTON, TX 77210-4622

CREDITOR/TOP 20 UNSECURED

METROCLEAN INC
9000 SW FRWY, Suite 412
HOUSTON, TX 77074

CREDITOR/TOP 20 UNSECURED

MRIO, INC
1455 WEST LOOP S, Suite 700
HOUSTON, TX 77027

CREDITOR/TOP 20 UNSECURED

PDG ARCHITECTS
3100 WESLAYAN, Suite 200
HOUSTONTX77027-5752

CREDITOR/TOP 20 UNSECURED

SAINT CLAIR AND SONS, INC
4910 WEEPING WILLOW
HOUSTONTX77092

CREDITOR/TOP 20 UNSECURED

Siemens Building Technologies, Inc.
Security System Division
7850 Collection Center Drive
Chicago, IL 60693

CREDITOR/TOP 20 UNSECURED

Silversand Services
P.O. Box 840757
Houston, TX77284-0757

CREDITOR/TOP 20 UNSECURED

Smith Commercial Contracting, Inc.
10400 Rogers Road
Houston, TX 77070