UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF ILLINOIS EASTERN DIVISION

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

AGREED ORDER REGARDING LIMITED USE OF CASH COLLATERAL THROUGH JULY 21, 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].

WHEREAS, the Cash Collateral Order provides that the Debtor's right to use Cash Collateral shall terminate without further order of the Court upon, <u>inter alia</u>, earlier of (A) 5:00 p.m. (Chicago Time) on January 29, 2011 (the "<u>Budget Period</u>") 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 July 21, 2011 on the terms set forth in this Agreed Order.

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

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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 July 23, 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.

- This Agreed Order shall not be modified, altered, amended or vacated 4. 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.
- This Court retains jurisdiction to resolve any disputes arising under or 5. related to this Agreed Order and to interpret, implement and enforce the provisions hereof.

Consented to:

Lioncrest Towers, LLC

ROBBINS, SALOMON & PATT LTD

Richard H. Fimoff, Esq.

Robbins, Salomon & Patt, Ltd.

25 E. Washington Street

Chicago, Illinois 60601

Telephone: (312) 782-9000

Facsimile: (312) 782-6690

German American Capital Corporation.

One of Its Attorneys

JONES DAY

Brad B. Erens, Esq.

Robert E. Krebs, Esq.

77 W. Wacker Drive

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AMENDED EXHIBIT A

UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF ILLINOIS EASTERN DIVISION

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

AGREED ORDER REGARDING LIMITED USE OF CASH COLLATERAL THROUGH JUNE 25, 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].

WHEREAS, the Cash Collateral Order provides that the Debtor's right to use Cash Collateral shall terminate without further order of the Court upon, <u>inter alia</u>, earlier of (A) 5:00 p.m. (Chicago Time) on January 29, 2011 (the "<u>Budget Period</u>") 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 June 25, 2011 on the terms set forth in this Agreed Order.

Blumberg No. 5119
EXHIBIT

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

Case 10-36805 Doc 185 Filed 06/23/11 Entered 07/12/11 13:37:54 Desc Main Case 10-36805 Doc 182 Dilement 4/15 ac need 06/15/11 10:39:25 Desc Main Document Page 2 of 9

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 June 25, 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 July 23, 2011 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:		201	. 1
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JUN 1 4 2011

UNITED STATES BANKRUPTCY JUDGE

Consented to:

Lioncrest Towers, LLC

By: There of

ROBBINS, SALOMON & PATT LTD Richard H. Fimoff, Esq.

Robbins, Salomon & Patt, Ltd. 25 E. Washington Street

Chicago, Illinois 60601

Telephone: (312) 782-9000 Facsimile: (312) 782-6690

German American Capital Corporation.

One of Its Attorneys

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Email: rkrebs@jonesday.com

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Appliance Parts	Microwave	Garbage Disposal	Exhaust Fan	Dryer	Dishwasher	APPLIANCES	TOTAL UNIT IMPROVEMENTS	SIPA	Vinyl	Tile	Plumbing	Other Unit Improvements	Lighting	HVAC	Hot Water Heaters	Hardware / Doors	Fire / Flood	Electric	Ceiling Fans	Carpet	Cabinets	Blinds	UNIT IMPROVEMENTS	IOTAL EXTENSION SPIT ROYCETICING	TOTAL EYTEBIOD IMBROVEMENTS	I rash Areas	Signage	Sidewalks	Seal Coating	Playground	Parking Lots	Painting	Irrigation	Gates	Garages	Garage Doors	EXTERIOR IMPROVEMENTS	TOTAL BUILDING IMPROVEMENTS	TILE	Stairs / Breezeways	Screens	Roofs	ling:	v Budget
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Closing Cash Inccl. Adequate Protection Pmts	TRUE UP PAYMENTS (Amt TBD)	ADEQUATE PROTECTION PAYMENTS	Closing Cash Balance	Opening Cash Balance	Casillow Sulpius) beliefe()	Surplus (Deficit (-)	nents			Reserve Real Estate Taxes				Vendor Security Deposits	VENDOR SECURITY DEPOSITS		MARKETING DEVELOPMENT	Stationary	Brochures	Ads	MARKETING DEVELOPMENT	COMMON AREA	Pool Equipment	Pool	Fitness Center	Clubhouse	Business Center	COMMON AREA	TOTAL APPLIANCES	Washer	Refridgerator	Range	ng:	
74 456			74,456	 184,012	(109,555)	/100 EEE)	159,555			50,000	- Constitution of the Cons						0					0					*****		0				2-Jul	FORECAST
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