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5 Attorneys for Debtor and Debtor In Possession,
6 Rio Rancho Super Mall, LLC

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

10 In Re:) Case No.: 6:11-bk-16835-CB
11)
12 RIO RANCHO SUPER MALL, LLC.,) Chapter 11
13) Assigned to Hon. Catherine E. Bauer
14 Debtor.) **ORDER APPROVING SIXTH**
15) **STIPULATION BETWEEN DEBTOR**
16) **AND WILSHIRE STATE BANK RE USE**
17) **OF CASH COLLATERAL AND FOR**
18) **ADEQUATE PROTECTION THROUGH**
19) **NOVEMBER 15, 2011**
20)

21 The Court having read and reviewed the Sixth Stipulation Between the Debtor and
22 Wilshire State Bank Re Use of Cash Collateral and Adequate Protection Through November 15,
23 2011 (“Stipulation”) and having considered the Stipulation and GOOD CAUSE APPEARING
24 THEREFOR, IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

- 25 1. The Court finds that that the relief requested in the Stipulation is necessary, essential
and appropriate for the continued operation of Debtor’s business and the management

1 and preservation of Debtor's assets and properties and is in the best interests of
2 Debtor, its estate and creditors and accordingly the Stipulation is approved.

- 3 2. The Debtor is authorized use cash collateral through November 15, 2011 pursuant to
4 this Order for the payment of those reasonable, ordinary and necessary business
5 expenses set forth in the Debtor's Budget attached as **Exhibit "A"** hereto and
6 incorporated herein.
- 7 3. The Debtor shall continue to make its financial books and records and business
8 premises available for inspection by its secured creditors upon reasonable advance
9 request.
- 10 4. The Debtor shall maintain all necessary property insurance for its business and
11 business premises, including without limitation, fire, comprehensive, public liability,
12 and workmen's compensation insurance. Debtor shall provide its secured creditors
13 and/or the Office of the U.S. Trustee with proof of such insurance coverage upon
14 reasonable advance.
- 15 5. Counsel for the Debtor is hereby directed to serve a copy of this Order upon the
16 Official Unsecured Creditors Committee and its counsel, if any; all secured creditors
17 of the Debtor and the Office of the U.S. Trustee and all parties requesting special
18 notice forthwith.

19
20 **IT IS SO ORDERED.**

21
22 ###

23
24 DATED: October 7, 2011



25
United States Bankruptcy Judge

Exhibit “A”

CASH FLOW PROJECTIONS for March 2011 to December 2011

	Projected Monthly Income & Expenses for MARCH 2011	Projected Monthly Income & Expenses for APRIL 2011	Projected Monthly Income & Expenses for MAY 2011	Projected Monthly Income & Expenses for JUNE 2011	Projected Monthly Income & Expenses for JULY 2011	Projected Monthly Income & Expenses for AUGUST 2011	Projected Monthly Income & Expenses for SEPTEMBER 2011	Projected Monthly Income & Expenses for OCTOBER 2011	Projected Monthly Income & Expenses for NOVEMBER 2011	Projected Monthly Income & Expenses for DECEMBER 2011
GROSS INCOME										
Rents Collected Total	\$98,000.00	\$98,000.00	\$98,000.00	\$100,000.00	\$100,000.00	\$102,000.00	\$102,000.00	\$104,000.00	\$104,000.00	\$104,000.00
Total	\$98,000.00	\$98,000.00	\$98,000.00	\$100,000.00	\$100,000.00	\$102,000.00	\$102,000.00	\$104,000.00	\$104,000.00	\$104,000.00
EXPENSES										
Secured Loans										
Wash State Bank	\$35,000.00	\$35,000.00	\$35,000.00	\$35,000.00	\$35,000.00	\$35,000.00	\$35,000.00	\$35,000.00	\$35,000.00	\$35,000.00
Pacific City Bank	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
BFC Company	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Total	\$35,000.00	\$35,000.00	\$35,000.00	\$35,000.00	\$35,000.00	\$35,000.00	\$35,000.00	\$35,000.00	\$35,000.00	\$35,000.00
Unsecured Loans										
Unsec. Loan Payments	\$0.00	\$0.00	\$0.00	\$1,002.54	\$1,002.54	\$1,002.54	\$1,002.54	\$1,002.54	\$1,002.54	\$1,002.54
Total	\$0.00	\$0.00	\$0.00	\$1,002.54	\$1,002.54	\$1,002.54	\$1,002.54	\$1,002.54	\$1,002.54	\$1,002.54
Other Expenses										
Administrative Office										
Legal Fees	\$7,500.00	\$7,500.00	\$7,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00
CPA Fees	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00
US Trustee Fees Quarterly	\$0.00	\$975.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$4,975.00	\$0.00	\$0.00
Total	\$8,500.00	\$9,475.00	\$8,000.00	\$7,000.00	\$7,000.00	\$7,000.00	\$7,000.00	\$11,975.00	\$7,000.00	\$7,000.00
Professional Services										
Security Alarm	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00
Security Guards	\$11,000.00	\$11,000.00	\$11,000.00	\$11,000.00	\$11,000.00	\$11,000.00	\$11,000.00	\$11,000.00	\$11,000.00	\$11,000.00
Repairs & Maintenance	\$500.00	\$500.00	\$500.00	\$500.00	\$500.00	\$500.00	\$500.00	\$500.00	\$500.00	\$500.00
Ins. Services	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Total	\$12,050.00	\$12,050.00	\$12,050.00	\$12,050.00	\$12,050.00	\$12,050.00	\$12,050.00	\$12,050.00	\$12,050.00	\$12,050.00
Taxes										
Employment Tax	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00
E.D.D.	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00	\$600.00
Property	\$8,200.00	\$8,200.00	\$8,200.00	\$8,200.00	\$8,200.00	\$8,200.00	\$8,200.00	\$8,200.00	\$8,200.00	\$8,200.00
Total	\$9,800.00	\$9,800.00	\$9,800.00	\$9,800.00	\$9,800.00	\$9,800.00	\$9,800.00	\$9,800.00	\$9,800.00	\$9,800.00
Insurance										
Property Insurance	\$7,025.00	\$3,437.66	\$3,437.66	\$3,437.66	\$3,437.66	\$3,437.66	\$3,437.66	\$3,437.66	\$3,437.66	\$3,437.66
Widder's Compensation	\$1,063.33	\$1,063.33	\$1,063.33	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Total	\$8,088.33	\$4,500.99	\$4,500.99	\$3,437.66	\$3,437.66	\$3,437.66	\$3,437.66	\$3,437.66	\$3,437.66	\$3,437.66
Wages										
Employees (2) general	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00
Manager	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00
Auto Lease Honda (reimburse D Park)	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Total	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00
Utilities										
Electricity	\$7,000.00	\$7,600.00	\$8,000.00	\$12,000.00	\$18,000.00	\$18,000.00	\$18,000.00	\$14,000.00	\$8,000.00	\$7,500.00
Water	\$520.00	\$420.00	\$420.00	\$360.00	\$350.00	\$350.00	\$350.00	\$350.00	\$350.00	\$350.00
Gas	\$400.00	\$450.00	\$450.00	\$450.00	\$450.00	\$450.00	\$450.00	\$450.00	\$450.00	\$450.00
Telephone	\$300.00	\$300.00	\$300.00	\$300.00	\$300.00	\$300.00	\$300.00	\$300.00	\$300.00	\$300.00
Waste Management	\$596.88	\$596.88	\$596.88	\$596.88	\$596.88	\$596.88	\$596.88	\$596.88	\$596.88	\$596.88
Total	\$8,216.88	\$8,406.88	\$8,406.88	\$13,003.88	\$19,505.88	\$19,505.88	\$19,505.88	\$15,905.88	\$9,205.88	\$9,405.88
Maintenance										
Property Management	\$4,269.00	\$4,269.00	\$4,269.00	\$4,269.00	\$4,269.00	\$4,269.00	\$4,269.00	\$4,269.00	\$4,269.00	\$4,269.00
Maintenance Supplies	\$300.00	\$300.00	\$300.00	\$300.00	\$300.00	\$300.00	\$300.00	\$300.00	\$300.00	\$300.00
Total	\$4,569.00	\$4,569.00	\$4,569.00	\$4,569.00	\$4,569.00	\$4,569.00	\$4,569.00	\$4,569.00	\$4,569.00	\$4,569.00
Misc.										
Marketing & Advertising	\$500.00	\$500.00	\$500.00	\$500.00	\$500.00	\$500.00	\$500.00	\$500.00	\$500.00	\$500.00
Office	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00
Return Check - Dailed	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Banking Fees	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00
Misc.	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00
Total	\$800.00	\$800.00	\$800.00	\$800.00	\$800.00	\$800.00	\$800.00	\$800.00	\$800.00	\$800.00
TOTAL EXPENSES	\$101,333.21	\$98,400.87	\$97,425.87	\$100,365.08	\$108,315.08	\$106,365.08	\$106,365.08	\$107,240.08	\$96,365.08	\$92,427.42
NET INCOME	(\$3,333.21)	(\$400.87)	\$374.13	(\$385.08)	(\$8,315.08)	(\$4,365.08)	(\$4,365.08)	(\$3,240.08)	\$7,634.92	\$11,572.58

In re: RIO RANCHO SUPER MALL, LLC.	Debtor(s).	CHAPTER: 11 CASE NUMBER: 6:11-bk-16835-CB
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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: 2600 W Olive Avenue, 5th Floor, Burbank, CA 91505

A true and correct copy of the foregoing document described as **[PROPOSED] ORDER APPROVING SIXTH STIPULATION BETWEEN DEBTOR AND WILSHIRE STATE BANK RE USE OF CASH COLLATERAL AND FOR ADEQUATE PROTECTION THROUGH NOVEMBER 15, 2011** 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 6, 2011**, 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.

U.S. BANKRUPTCY JUDGE
HONORABLE CATHERINE E. BAUER
BANKRUPTCY JUDGE
3420 Twelfth Street, Ctrm 303
Riverside, CA 92501-3819

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.

October 6, 2011
Date

Melissa Wilner
Type Name

/s/ Melissa Wilner
Signature

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

In re: RIO RANCHO SUPER MALL, LLC.	Debtor(s).	CHAPTER: 11 CASE NUMBER: 6:11-bk-16835-CB
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NOTICE OF ENTERED ORDER AND SERVICE LIST

Notice is given by the court that a judgment or order entitled (*specify*) **[PROPOSED] ORDER APPROVING SIXTH STIPULATION BETWEEN DEBTOR AND WILSHIRE STATE BANK RE USE OF CASH COLLATERAL AND FOR ADEQUATE PROTECTION THROUGH NOVEMBER 15, 2011** 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 6, 2011** 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.

- **John H Choi** johnchoi@kpcylaw.com
- **Christine M Fitzgerald** cfitzgerald@scckg.com, nnarag@scckg.com;cbenson@scckg.com
- **Barry R Gore** bgore@scckg.com, nnarag@scckg.com;cbeson@scckg.com
- **Everett L Green** everett.l.green@usdoj.gov
- **Thomas E Kent** tkent@leekent.com
- **Steve J Kim** stevejwkim@gmail.com
- **William W Kim** william@parkandlim.com
- **John Park** jparkatty@sbcglobal.net
- **Martha E Romero** Romero@mromerolawfirm.com
- **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:

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:

See attached page.

Service information continued on attached page

In re: RIO RANCHO SUPER MALL, LLC. Debtor(s).	CHAPTER 11 CASE NUMBER 6:11-bk-16835-CB
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Via U.S. Mail

<p><u>UNITED STATES TRUSTEE</u> Everett L Green, Esq. Office of U.S. Trustee 3685 Main Street, Suite 300 Riverside, CA 92501</p>	<p><u>Attorney for Butterfield Valley Partners</u> c/o Ryan Stearns, Esq. Stearns Kim & Stearns 3424 Carson Street, Suite 670 Torrance, CA 90503</p>
<p><u>Attorney for Wilshire State Bank</u> John H. Choi, Esq. Kim, Park, Choi & Yi 3435 Wilshire Blvd. Suite 1720 Los Angeles, CA 90010-2003</p>	<p><u>REQUEST FOR SPECIAL NOTICE</u> <u>Attorney for Butterfield Valley Partners</u> c/o Christine M. Fitzgerald, Esq. Smith Campbell Clifford Kearney Gore 3424 Carson St., Ste. 350 Torrance, CA 90503</p>
<p><u>Attorney for Pacific City Bank</u> Troy Ahn, Esq. 3600 Wilshire Blvd. #432 Los Angeles, CA 90010</p>	<p><u>Attorney for Butterfield Valley Partners</u> c/o Barry Gore, Esq. Smith Campbell Clifford Kearney Gore 3424 Carson St., Ste. 350 Torrance, CA 90503</p>
<p><u>Attorney for Saehan Bank</u> c/o William W. Kim, Esq. c/o Heesok Park, Esq. Park & Lim 3435 Wilshire Blvd. #2920 Los Angeles, CA 90010</p>	<p><u>Attorney for BFG Company</u> Norman Levine, Esq. Greenberg Glusker Fields Claman & Machtinger 1900 Avenue of the Stars, 21st Floor Los Angeles, California 90067</p>
<p><u>UNSECURED CREDITORS</u> <u>Attorney for Lamar Advertising</u> Badger Law Office 5005 La Mark Drive #101 Riverside, CA 92507</p>	<p><u>Attorney for Riverside County Treasurer-Tax</u> c/o Martha Romero Romero Law Firm BMR Professional Bldg 6516 Bright Ave. Whittier, CA 90601`</p>
<p>Wilshire State Bank c/o Ryan Park 3200 Wilshire Boulevard, 8th Floor Los Angeles, CA90010</p>	