



SO ORDERED.

SIGNED this 20 day of March, 2013.

John T. Laney, III
Chief United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF GEORGIA
VALDOSTA DIVISION**

In re:)	Chapter 11
)	
)	Case No. 12-70859
STAFFORD RHODES, LLC)	
BEAUFORT CROSSING, LLC)	Jointly Administered
STAFFORD VISTA, LLC)	
AND STAFFORD WESLEY, LLC,)	
)	
Debtors.)	

SECOND CONSENT ORDER AUTHORIZING DEBTORS TO CONTINUE TO USE CASH COLLATERAL UNDER THE SAME TERMS AND CONDITIONS AS THE COURT'S SEPTEMBER 10, 2012 CASH COLLATERAL ORDER [DOCKET NO. 105]

This matter came before the Court on Debtors' Motion Requesting Entry of Interim and Final Orders Authorizing Debtors' Use of Cash Collateral and Granting Adequate Protection Pursuant to Sections 361 and 363 of the Bankruptcy Code and Fed. R. Bankr. P. 4001 [Docket

No. 6] (the "Cash Collateral Motion") and *Debtors' Motion for an Order to Update and Extend the Cash Collateral Budgets* [Docket No. 178] (the "Motion")¹ filed by Stafford Rhodes, LLC, Beaufort Crossing, LLC, Stafford Vista, LLC, and Stafford Wesley, LLC (collectively, the "Debtors"); and having considered the Cash Collateral Motion, the Motion, the Interim and Final Cash Collateral Orders, the budgets (the "Budgets") attached to the Final Cash Collateral Order, the budgets (the "First Updated Budgets") attached to this Court's Order dated November 28, 2012, approving the Motion [Docket No. 187] (the "Supplemental Cash Collateral Order"), the budgets (the "Second Updated Budgets") attached to the Consent Order dated February 19, 2013 [Docket No. 237], and the budgets (the "Third Updated Budgets") attached to this Order as Exhibit "A", the entire record in the Bankruptcy Cases, the consent of the parties having an interest in the Cash Collateral (the Secured Party and Ameris) as indicated below, the lack of opposition from the United States Trustee to the form of this Order as indicated below, and sufficient cause appearing therefore,

IT IS HEREBY ORDERED that:

1. The Final Cash Collateral Order shall continue in full force and effect except as modified by this Order.
2. For purposes of this Order, the use of the term Budgets in the Final Cash Collateral Order is modified to include the Budgets, the First Updated Budgets, the Second Updated Budgets, and the Third Updated Budgets.
3. To extent that there is a conflict between any line item in the Budgets, the First Updated Budgets, or the Second Updated Budgets, and any line item in the Third Updated Budgets, the Third Updated Budgets shall control.

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

4. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

*****END OF DOCUMENT*****

Prepared and presented by:

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-and-

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Consented to by:

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No opposition by:

**DONALD F. WALTON
UNITED STATES TRUSTEE, REGION 21**

/s/ Amber Bagley (with Express Consent)

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EXHIBIT A

CASH COLLATERAL BUDGETS

Wk # for Updated Weekly Report	21	22	23	24
Mth	Apr	Apr	Apr	Apr
Wk of Mth	1	2	3	4
Wk Beg (Sunday to Saturday)	3/31/13	4/7/13	4/14/13	4/21/13
Wk Ending	4/6/13	4/13/13	4/20/13	4/27/13

Beaufort Crossing						
1	Net Revenues		7,819	15,637	7,819	0
2	Total Disbursements		(11,000)	(18,431)	(1,625)	(75)
3	Net Receipts (Disbursements)		(3,181)	(2,794)	6,194	(75)
4	Ending cash Balance (Est. Cash Bal at 3/30/2013) —>	9,839	6,657	3,863	10,056	9,981
5	Beg Cash at Petition	8,279				
6	Overall Cumulative Cash Inc (dec)	1,702				
7	Cash Balance at End of Budget Period	9,981				

Stafford Rhodes						
9	Net Revenues		33,854	67,707	33,854	0
10	Total Disbursements		(29,700)	(156,528)	(6,495)	(1,860)
11	Net Receipts (Disbursements)		4,154	(88,821)	27,359	(1,860)
12	Ending cash Balance (Est. Cash Bal at 3/30/2013) —>	202,739	206,893	118,071	145,430	143,570
13	Beg Cash at Petition	81,157				
14	Overall Cumulative Cash Inc (dec)	62,413				
15	Cash Balance at End of Budget Period	143,570				

Stafford Vista						
18	Net Revenues		13,343	26,686	13,343	0
19	Total Disbursements		(8,000)	(128,443)	(1,625)	(960)
20	Net Receipts (Disbursements)		5,343	(101,758)	11,718	(960)
21	Ending cash Balance (Est. Cash Bal at 3/30/2013) —>	436,140	441,483	339,725	351,443	350,483
22	Beg Cash at Petition	304,577				
23	Overall Cumulative Cash Inc (dec)	45,906				
24	Cash Balance at End of Budget Period	350,483				

Stafford Wesley						
27	Net Revenues		5,880	11,760	5,880	0
28	Total Disbursements		(4,500)	(11,520)	(975)	(300)
29	Net Receipts (Disbursements)		1,380	240	4,905	(300)
30	Ending cash Balance (Est. Cash Bal at 3/30/2013) —>	91,770	93,150	93,390	98,295	97,995
31	Beg Cash at Petition	94,980				
32	Overall Cumulative Cash Inc (dec)	3,015				
33	Cash Balance at End of Budget Period	97,995				

Stafford Rhodes, LLC

Wk # for Weekly Report of Final Updated Budget	21	22	23	24
Mth	Apr	Apr	Apr	Apr
Wk of Mth	1	2	3	4
Wk Beg (Sunday to Saturday)	3/31/13	4/7/13	4/14/13	4/21/13
Wk Ending	4/6/13	4/13/13	4/20/13	4/27/13

Gross Receipts	34,722	69,443	34,722	0
Less Collection Adjustment as % of Gross Receipts	(888)	(1,736)	(868)	0
Net Receipts	33,854	67,707	33,854	0

1/2 Months Utility Deposit	7,000	0	0	0
Utilities	0	0	1,000	0
Repairs	2,500	0	620	0
Cleaning	5,000	0	0	800
Maintenance	0	0	0	1,060
Office Operating Cost	0	0	0	0
Security	0	0	0	0
Property Tax Reserve Account	0	6,961	0	0
Insurance	0	5,000	0	0
Management Fee (5%) and Accounting Fee	0	6,500	0	0
Landlord Administrative Expenses	2,400	0	0	0
Adequate Protection Payments	0	85,767	0	0
Commissions (Projected)	12,800	0	0	0
Tenant Improvements (Projected)	0	0	0	0
Professional Fees and Expenses for Debtor Professionals	0	52,300	0	0
U.S.Trustee Fees	0	0	4,875	0

Total Disbursements	29,700	156,528	6,495	1,860
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Net Receipts (Disbursements)	4,154	(88,821)	27,359	(1,860)
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Beginning Cash	202,739	206,893	118,071	145,430
Ending cash	206,893	118,071	145,430	143,570

Cash Summary	
Cash on Petition Date	81,157
Cummulative Cash Increase (Dec) Overall	62,413
Projected Ending Cash	143,570

Beaufort Crossing, LLC

Wk # for Weekly Report of Final Updated Budget	21	22	23	24
Mth	Apr	Apr	Apr	Apr
Wk of Mth	1	2	3	4
Wk Beg (Sunday to Saturday)	3/31/13	4/7/13	4/14/13	4/21/13
Wk Ending	4/6/13	4/13/13	4/20/13	4/27/13

Gross Receipts	8,019	16,038	8,019	0
Less Collection Adjustment as % of Gross Receipts	(200)	(401)	(200)	0
Net Receipts	7,819	15,637	7,819	0

1/2 Months Utility Deposit				
Utilities	2,000	0	0	0
Repairs	0	0	300	0
Cleaning	1,000	0	0	0
Maintenance	5,000	0	0	0
Office Operating Cost	0	0	0	75
Security	0	0	0	0
Property Tax Reserve Account	0	2,100	0	0
Insurance	0	1,946	0	0
Management Fee (5%) and Accounting Fee	0	1,414	0	0
Landlord Administrative Expenses	3,000	0	350	0
Adequate Protection Payments	0	12,971	0	0
Commissions (Projected)	0	0	0	0
Tenant Improvements (Projected)	0	0	0	0
Professional Fees and Expenses for Debtor Professionals	0	0	0	0
U.S.Trustee Fees	0	0	975	0
Total Disbursements	11,000	18,431	1,625	75
Net Receipts (Disbursements)	(3,181)	(2,794)	6,194	(75)
Beginning Cash	9,839	6,657	3,863	10,056
Ending cash	6,657	3,863	10,056	9,981

Cash Summary	
Cash on Petition Date	8,279
Cummulative Cash Increase (Dec) Overall	1,702
Projected Ending Cash	9,981

Stafford Wesley, LLC

Wk # for Weekly Report of Final Updated Budget	21	22	23	24
Mth	Apr	Apr	Apr	Apr
Wk of Mth	1	2	3	4
Wk Beg (Sunday to Saturday)	3/31/13	4/7/13	4/14/13	4/21/13
Wk Ending	4/6/13	4/13/13	4/20/13	4/27/13

Gross Receipts	6,031	12,062	6,031	0
Less Collection Adjustment as % of Gross Receipts	(151)	(302)	(151)	0
Net Receipts	5,880	11,760	5,880	0

1/2 Months Utility Deposit				
Utilities	1,500	0	0	0
Repairs	0	1,000	0	0
Cleaning	0	500	0	0
Maintenance	2,000	0	0	0
Office Operating Cost	0	0	0	300
Security	0	0	0	0
Property Tax Reserve Account	0	1,883	0	0
Insurance	0	533	0	0
Management Fee (5%) and Accounting Fee	0	1,133	0	0
Landlord Administrative Expenses	1,000	0	0	0
Adequate Protection Payments	0	6,471	0	0
Commissions (Projected)	0	0	0	0
Tenant Improvements (Projected)	0	0	0	0
Professional Fees and Expenses for Debtor Professionals	0	0	0	0
U.S.Trustee Fees	0	0	975	0
Total Disbursements	4,500	11,520	975	300
Net Receipts (Disbursements)	1,380	240	4,905	(300)
Beginning Cash	91,770	93,150	93,390	98,295
Ending cash	93,150	93,390	98,295	97,995

Cash Summary	
Cash on Petition Date	94,980
Cummulative Cash Increase (Dec) Overall	3,015
Projected Ending Cash	97,995

Stafford Vista, LLC

Wk # for Weekly Report of Final Updated Budget	21	22	23	24
Mth	Apr	Apr	Apr	Apr
Wk of Mth	1	2	3	4
Wk Beg (Sunday to Saturday)	3/31/13	4/7/13	4/14/13	4/21/13
Wk Ending	4/6/13	4/13/13	4/20/13	4/27/13

Gross Receipts	13,685	27,370	13,685	0
Less Collection Adjustment as % of Gross Receipts	(342)	(684)	(342)	0
Net Receipts	13,343	26,686	13,343	0

1/2 Months Utility Deposit				
Utilities	3,500	0	0	0
Repairs	0	1,500		0
Cleaning	0	500	0	0
Maintenance	2,500	0	0	300
Office Operating Cost	0	0	0	660
Security	0	0	0	0
Property Tax Reserve Account	0	5,354	0	0
Insurance	0	463	0	0
Management Fee (5%) and Accounting Fee	0	2,446	0	0
Landlord Administrative Expenses	2,000	0		0
Adequate Protection Payments	0	18,180	0	0
Commissions (Projected)	0	0	0	0
Tenant Improvements (Projected)	0	0	0	0
Professional Fees and Expenses for Debtor Professionals	0	100,000	0	0
U.S. Trustee Fees	0	0	1,625	0
Total Disbursements	8,000	128,443	1,625	960
Net Receipts (Disbursements)	5,343	(101,758)	11,718	(960)
Beginning Cash	436,140	441,483	339,725	351,443
Ending cash	441,483	339,725	351,443	350,483

Cash Summary	
Cash on Petition Date	304,577
Cummulative Cash Increase (Dec) Overall	45,906
Projected Ending Cash	350,483