

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
(Eastern Division)

In re	Chapter 11
SW BOSTON HOTEL VENTURE, LLC, et al.¹	Case No. 10-14535-JNF
Debtors	Jointly Administered

AGREED TO ORDER REGARDING MOTIONS FOR AUTHORIZATION OF (1) THE INTERIM AND PERMANENT USE OF CASH COLLATERAL, (2) THE GRANTING OF REPLACEMENT LIENS, (3) ENTRY OF SCHEDULING ORDER REGARDING CONTINUED USE OF CASH COLLATERAL AND (4) ADDITIONAL RELIEF

This matter having come before the Court on the (a) *Motion For Authorization of (1) The Interim And Permanent Use of Cash Collateral, (2) The Granting of Replacement Liens, (3) Entry of Scheduling Order Regarding Continued Use of Cash Collateral And (4) Additional Relief* dated May 3, 2010 [docket no. 9] filed by SW Boston Hotel Venture LLC (“SW Boston”), General Trading Company (“General Trading”), Frank Sawyer Corporation (“Sawyer Corporation”), 100 Stuart Street LLC (“Stuart Street”) and Auto Sales & Service, Inc. (“Auto Sales”); (b) *Motion For Authorization of (1) The Interim And Permanent Use of Cash Collateral, (2) The Granting of Replacement Liens, (3) Entry of Scheduling Order Regarding Continued Use of Cash Collateral And (4) Additional Relief* dated June 9, 2010 [docket no. 5 in case no. 10-16173-JNF] filed by 30-32 Oliver Street Corporation (“Oliver Street”); (c) *Motion For Authorization of (1) The Interim And Permanent Use of Cash Collateral, (2) The Granting of*

¹ The other debtors in these jointly administered cases are Auto Sales & Service, Inc. (Case No. 10-14528-JNF), General Trading Company (Case No. 10-14532-JNF), Frank Sawyer Corporation (Case No. 10-14533-JNF), 100 Stuart Street, LLC (Case No. 10-14534-JNF) 30-32 Oliver Street Corporation (Case No. 10-16173-JNF), General Land Corporation (Case No. 10-16174-JNF) and The 131 Arlington Street Trust (Case No. 10-16177-JNF), and all of the foregoing and SW Boston Hotel Venture, LLC are collectively referred to in this order as the “Debtors.”

Replacement Liens, (3) Entry of Scheduling Order Regarding Continued Use of Cash Collateral And (4) Additional Relief dated June 9, 2010 [docket no. 6 in case no. 10-16174-JNF] filed by General Land Corporation (“General Land”); (d) the *Motion For Authorization of (1) The Interim And Permanent Use of Cash Collateral, (2) The Granting of Replacement Liens, (3) Entry of Scheduling Order Regarding Continued Use of Cash Collateral And (4) Additional Relief* dated June 9, 2010 [docket no. 5 in case no. 10-16177-JNF] filed by The 131 Arlington Street Trust (“Arlington Street”) (collectively the “Cash Collateral Motions”)²; and (e) *Second Statement regarding Continued Use of Cash Collateral* [docket no. 219] filed by the Debtors (the “Cash Collateral Statement”); and the Court having jurisdiction to consider the Cash Collateral Motions and the Cash Collateral Statement and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and notice of the Cash Collateral Motions and the Cash Collateral Statement being good and sufficient notice under the circumstances; and a hearing having been held on August 18, 2010 to consider the relief requested in the Cash Collateral Motions and the Cash Collateral Statement; and that the interested parties agree to the terms of this further interim order; and it appearing from the record before the Court that sufficient cause exists for the entry of this order; the Court

FINDS AS FOLLOWS:

A. Five (5) of the Debtors, SW Boston, Auto Sales, General Trading, Sawyer Corporation and Stuart Street filed voluntary Chapter 11 petitions with this Court on April 28, 2010.

B. On June 4, 2010, the Court entered the *Agreed Order Regarding Motion For Authorization of (1) The Interim And Permanent Use of Cash Collateral, (2) The Granting of*

² Capitalized terms not otherwise defined in this order shall have the meanings ascribed to them in the Cash Collateral Motions.

Replacement Liens, (3) Entry of Scheduling Order Regarding Continued Use of Cash Collateral And (4) Additional Relief [docket no. 114] (the “June 4 Cash Collateral Order”) approving the use of cash collateral in the original five (5) cases through August 31, 2010, and scheduling a hearing on the continued use of cash collateral for August 18, 2010 at 11:00 a.m.

C. Three (3) of the Debtors, General Land, Arlington Street and Oliver Street, filed voluntary Chapter 11 petitions on June 4, 2010.

D. On June 29, 2010, the Court entered the *Agreed Order Regarding Motion For Authorization of The Interim And Permanent Use of Cash Collateral, (2) The Granting of Replacement Liens, (3) Entry of Scheduling Order Regarding Continued Use of Cash Collateral And (4) Additional Relief (30-32 Oliver Street Corporation, General Land Corporation, 131 Arlington Street Trust)* [docket no. 165] (the “June 29 Cash Collateral Order,” and together with the June 4 Cash Collateral Order, the “Cash Collateral Orders”) approving the use of cash collateral in the three (3) subsequent cases through August 31, 2010, and scheduling a hearing on the continued use of cash collateral for August 18, 2010 at 11:00 a.m.

E. On August 13, 2010, the Debtors filed the Cash Collateral Statement, seeking continued use of Cash Collateral through January 30, 2010.

F. Each of (i) The Prudential Insurance Company of America, on behalf of and solely for the benefit of, and with its liability limited to the assets of, its insurance company separate account, PRISA, (ii) the City of Boston, and (iii) the 100 Stuart Street Primary Condominium Association and the 110 Stuart Street Residential Condominium Association may have an interest in the Debtors’ Cash Collateral.

G. This Court has not been asked to find, and it does not find, that any asserted lien is valid or perfected. Nothing in this order constitutes a limitation on the applicability of Massachusetts Local Bankruptcy Rule 4001-2(c).

NOW THEREFORE, IT IS HEREBY ORDERED THAT:

1. The request for the continued use of Cash Collateral in the Cash Collateral Motions and the Cash Collateral Statement are allowed.

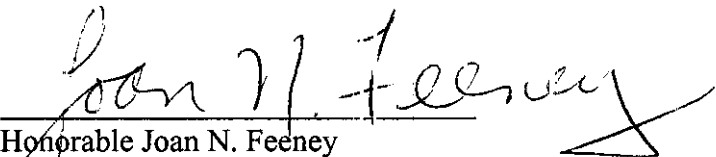
2. The Debtors are authorized to use Cash Collateral upon the same terms and conditions provided for in the Cash Collateral Orders through November 26, 2010, except that the budgets attached collectively as Exhibit A to this Order shall be substituted for the "Budgets" as defined in the Cash Collateral Orders, and quarterly real estate taxes shall be paid in accordance with the Budgets.

3. Nothing in this Order shall constitute a waiver by or a restriction of the Debtors' right to seek the further use of Cash Collateral or a waiver by or a restriction of the right of any party in interest to object thereto.

4. This Order and the Debtors' use of Cash Collateral as authorized in this Order shall become effective immediately upon entry of this order by the Court.

5. A continued hearing on the Debtors' use of Cash Collateral shall be held on November 17, 2010 at 11:00 a.m. On or before November 10, 2010 at 4:30 p.m., the Debtors shall file and serve (a) detailed supplemental budgets for the continued Use of Cash Collateral for the Debtors, the Hotel and the Garage and (b) a written report showing the actual income and expenses through October 31, 2010 compared to budgeted income and expenses for the same period. Any objections to the continued use of Cash Collateral shall be filed on or before 12:00 p.m. on November 15, 2010.

Dated: August 24, 2010


Honorable Joan N. Feeney
United States Bankruptcy Judge

Agreed to:

SW BOSTON HOTEL VENTURE, LLC,
AUTO SALES & SERVICE, INC.,
GENERAL TRADING COMPANY, FRANK
SAWYER CORPORATION, and 100
STUART STREET, LLC,
By their counsel,

THE PRUDENTIAL INSURANCE
COMPANY OF AMERICA, on behalf of its
insurance company account PRISA,
By its counsel

/s/ D. Ethan Jeffery
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THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS,
By its counsel,

/s/ Michael Fencer

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THE CITY OF BOSTON,
By its counsel

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**IN RE: SW BOSTON HOTEL VENTURE, LLC, ET AL
BANKRUPTCY NO. 10-14535-JNF
JOINTLY ADMINISTERED**

EXHIBIT A TO

AGREED TO ORDER REGARDING MOTIONS FOR AUTHORIZATION OF (1) THE INTERIM AND PERMANENT USE OF CASH COLLATERAL, (2) THE GRANTING OF REPLACEMENT LIENS, (3) ENTRY OF SCHEDULING ORDER REGARDING CONTINUED USE OF CASH COLLATERAL AND (4) ADDITIONAL RELIEF

CONSOLIDATED BUDGET - SW Boston Hotel Venture LLC & Affiliated Debtors
 Weekly Cash Operating Budget
 (\$'s in thousands)

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	16 Week Forecast
	8/9/2010	8/16/2010	8/23/2010	8/30/2010	9/6/2010	9/13/2010	9/20/2010	9/27/2010	10/4/2010	10/11/2010	10/18/2010	10/25/2010	11/1/2010	11/8/2010	11/15/2010	11/22/2010	
	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	
	8/15/2010	8/22/2010	8/29/2010	9/5/2010	9/12/2010	9/19/2010	9/26/2010	10/3/2010	10/10/2010	10/17/2010	10/24/2010	10/31/2010	11/7/2010	11/14/2010	11/21/2010	11/28/2010	
Receipts																	
Owner Distribution - Hotel	-	350	-	-	-	300	-	-	-	300	-	-	-	-	250	-	1,200
Parking Income	17	35	17	21	17	35	18	21	17	45	18	17	21	17	39	17	372
Other receipts	98	54	-	75	-	-	-	-	-	-	-	-	-	-	-	-	227
Escrow Receipts	241	-	-	-	400	-	-	-	350	-	-	-	350	-	-	-	1,341
Reimbursement from Related Entities	25	45	25	52	25	25	40	62	25	25	25	62	28	25	30	62	581
	381	484	42	148	442	360	58	83	392	370	43	79	399	42	319	79	3,721
Disbursements																	
Payroll, Payroll taxes, & Temps	26	30	26	42	30	26	42	26	30	26	42	26	30	26	42	26	496
Hotel Management Services	22	-	5	-	22	-	5	-	22	-	5	5	-	22	-	5	108
General Operating	24	47	26	24	24	29	41	25	25	25	44	27	25	25	44	27	482
Utilities on Unsold Units	6	-	-	6	-	-	-	5	-	-	-	5	-	-	-	4	26
Remaining build-out	-	-	-	25	-	-	-	-	25	-	-	-	-	-	-	-	50
Remaining build-out (Spa & Theme Bar)	241	-	55	200	200	-	-	-	350	-	-	-	350	-	-	-	1,396
Professional Fees	148	25	88	-	310	85	-	-	275	-	-	25	266	-	-	-	1,222
	467	102	200	297	586	140	88	56	727	51	86	88	671	73	86	62	3,780
	(86)	382	(158)	(149)	(144)	220	(30)	27	(335)	319	(43)	(9)	(272)	(31)	233	17	(59)
Net Cash Inflow (Outflow) from Operations																	
Condo Sale Proceeds	708	1,863	1,671	-	733	-	-	1,000	-	1,000	-	-	-	2,250	-	-	9,224
Condo Lease Income	708	1,863	1,671	-	733	-	-	1,037	-	1,000	-	-	67	2,250	-	-	9,328
Disbursements																	
Closing Costs on Condo Sales	42	149	134	-	59	-	-	80	-	80	-	-	-	180	-	-	723
Condo Fees on unsold units	-	-	-	104	-	-	-	100	-	-	-	-	94	-	-	-	298
Real Estate taxes on unsold units	-	328	-	-	-	-	-	-	-	-	-	-	270	-	-	-	598
Marketing & Selling Expenses	-	16	-	-	-	-	-	18	-	-	-	-	15	-	-	-	49
Remaining build-out	20	20	20	81	-	-	-	-	-	-	-	-	-	-	-	-	141
Payments to Prudential	651	1,366	1,537	-	570	-	-	857	-	920	-	-	-	1,773	-	-	7,694
	713	1,899	1,691	185	629	-	-	1,055	-	1,000	-	-	379	1,953	-	-	9,503
	(5)	(36)	(20)	(185)	104	-	-	(18)	-	-	-	-	(312)	297	-	-	(175)
Net Cash Inflow (Outflow) from Sale of Residences																	
COMBINED																	
Net Cash Inflow (Outflow) - Combined	(91)	346	(178)	(334)	(40)	220	(30)	9	(335)	319	(43)	(9)	(584)	266	233	17	(234)
Beginning Cash	2,173	2,082	2,428	2,250	1,916	1,876	2,096	2,066	2,075	1,740	2,059	2,016	2,007	1,423	1,689	1,972	2,173
Net Cash Inflow (Outflow)	(91)	346	(178)	(334)	(40)	220	(30)	9	(335)	319	(43)	(9)	(584)	266	233	17	(234)
Ending Cash (excluding Fidelity)	2,082	2,428	2,250	1,916	1,876	2,096	2,066	2,075	1,740	2,059	2,016	2,007	1,423	1,689	1,972	1,939	1,939
Beginning Cash at Fidelity National	2,079	1,838	1,838	1,838	1,838	1,438	1,438	1,438	1,438	1,088	1,088	1,088	1,088	738	738	738	2,079
Build-out work on Theme Bar & Spa	(241)	-	-	-	(400)	-	-	-	(350)	-	-	-	(350)	-	-	-	(1,341)
Ending Cash at Fidelity National	1,838	1,838	1,838	1,838	1,438	1,438	1,438	1,438	1,088	1,088	1,088	1,088	738	738	738	738	738
Total Cash	3,920	4,266	4,088	3,754	3,314	3,534	3,504	3,513	2,828	3,147	3,104	3,095	2,161	2,427	2,660	2,677	2,677
Investments	7,292	7,292	7,292	7,292	7,292	7,292	7,292	7,292	7,292	7,292	7,292	7,292	7,292	7,292	7,292	7,292	7,292
Total Cash & Investments	11,212	11,558	11,380	11,046	10,606	10,826	10,796	10,805	10,120	10,439	10,396	10,387	9,453	9,719	9,952	9,969	9,969

SW Boston Hotel Venture LLC
Weekly Cash Operating Budget
(\$'s in thousands)

Week Ending	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	16 Week Forecast
Week Ending	8/9/2010	8/16/2010	8/23/2010	8/30/2010	9/6/2010	9/13/2010	9/20/2010	9/27/2010	10/4/2010	10/11/2010	10/18/2010	10/25/2010	11/1/2010	11/8/2010	11/15/2010	11/22/2010	11/29/2010
OPERATIONS																	
Receipts																	
Owner Distribution - Hotel	-	350	-	-	-	300	-	-	-	300	-	-	-	-	-	-	1,200
Parking Income	-	17	-	-	-	17	-	-	-	27	-	-	-	-	-	22	83
Other receipts	98	54	-	75	-	-	-	-	-	-	-	-	-	-	-	-	227
Escrow Receipts	241	-	-	400	-	-	-	-	350	-	-	-	350	-	-	-	1,341
Reimbursement from Related Entities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	339	421	-	75	400	317	-	-	350	327	-	-	350	-	-	272	2,851
Disbursements																	
Payroll, Payroll taxes, & Temps	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	48
Hotel Management Services	22	-	5	-	22	-	5	-	22	-	5	-	22	-	5	-	108
General Operating	10	10	10	10	10	10	10	10	10	10	10	10	10	10	10	10	160
Utilities on Unsold Units	6	-	-	6	-	-	5	-	-	-	-	5	-	-	-	-	26
Remaining build-out	-	-	-	25	-	-	-	-	25	-	-	-	-	-	-	-	50
Remaining build-out (Spa & Theme Bar)	241	-	55	200	200	-	-	-	350	-	-	-	350	-	-	-	1,396
Professional Fees	148	25	88	-	310	85	-	-	275	-	-	25	255	-	-	-	1,211
	430	38	161	244	545	98	18	18	685	13	13	48	618	35	13	22	2,999
	(91)	383	(161)	(169)	(145)	219	(18)	(18)	(335)	314	(13)	(48)	(268)	(35)	259	(22)	(148)
Net Cash Inflow (Outflow) from Operations																	
Condo Sale Proceeds	708	1,863	1,671	-	733	-	-	1,000	-	1,000	-	-	-	2,250	-	-	9,224
Condo Lease Income	708	1,863	1,671	-	733	-	-	1,037	-	1,000	-	-	67	2,250	-	-	104
	42	149	134	-	59	-	80	-	-	80	-	-	-	180	-	-	723
Closing Costs on Condo Sales	-	-	-	104	-	-	-	100	-	-	-	-	94	-	-	-	298
Condo Fees on unsold units	-	328	-	-	-	-	-	-	-	-	-	-	270	-	-	-	598
Real Estate taxes on unsold units	-	16	-	-	-	-	18	-	-	-	-	-	15	-	-	-	49
Marketing & Selling Expenses	20	20	20	81	-	-	-	-	-	-	-	-	-	-	-	-	141
Remaining build-out	651	1,386	1,537	-	570	-	857	-	-	920	-	-	-	1,773	-	-	7,694
Payments to Prudential	713	1,899	1,691	185	629	-	-	1,055	-	1,000	-	-	379	1,953	-	-	9,503
	(5)	(36)	(20)	(185)	104	-	(18)	(18)	-	-	-	-	(312)	297	-	-	(175)
Net Cash Inflow (Outflow) from Sale of Residences																	
COMBINED																	
Net Cash Inflow (Outflow) - Combined																	
Beginning Cash	2,142	2,046	2,393	2,212	1,858	1,817	2,036	2,018	1,982	1,647	1,961	1,948	1,900	1,320	1,562	1,841	2,142
Net Cash Inflow (Outflow)	(96)	347	(191)	(354)	(41)	219	(19)	(36)	(335)	314	(13)	(48)	(590)	262	259	(22)	(323)
Ending Cash (including Escrow)	2,046	2,393	2,212	1,858	1,817	2,036	2,018	1,982	1,647	1,961	1,948	1,900	1,320	1,562	1,841	1,819	1,819
Beginning Cash at Fidelity National	2,079	1,838	1,838	1,838	1,838	1,438	1,438	1,438	1,438	1,088	1,088	1,088	1,088	738	738	738	2,079
Build-out work on Theme Bar & Spa	(241)	-	-	(400)	-	-	-	-	(350)	-	-	-	(350)	-	-	-	(1,341)
Ending Cash at Fidelity National	1,838	1,838	1,838	1,838	1,438	1,438	1,438	1,438	1,088	1,088	1,088	1,088	738	738	738	738	738
Total Cash Investments	3,884	4,231	4,050	3,696	3,255	3,474	3,456	3,420	2,795	3,049	3,086	2,988	2,058	2,320	2,579	2,557	2,557
Total Cash & Investments	3,884	4,231	4,050	3,696	3,255	3,474	3,456	3,420	2,795	3,049	3,086	2,988	2,058	2,320	2,579	2,557	2,557

General Trading Company
Weekly Cash Operating Budget
(# \$ in thousands)

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	16 Week Forecast
	8/9/2010	8/16/2010	8/23/2010	8/30/2010	9/6/2010	9/13/2010	9/20/2010	9/27/2010	10/4/2010	10/11/2010	10/18/2010	10/25/2010	11/1/2010	11/8/2010	11/15/2010	11/22/2010	
	Week Beginning	8/22/2010	8/29/2010	9/5/2010	9/12/2010	9/19/2010	9/26/2010	10/3/2010	10/10/2010	10/17/2010	10/24/2010	10/31/2010	11/7/2010	11/14/2010	11/21/2010	11/28/2010	
	Week Ending	8/15/2010	8/22/2010	8/29/2010	9/5/2010	9/12/2010	9/19/2010	9/26/2010	10/3/2010	10/10/2010	10/17/2010	10/24/2010	10/31/2010	11/7/2010	11/14/2010	11/21/2010	
OPERATIONS																	
Receipts																	
Owner Distribution - Hotel	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Parking Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Escrow Receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reimbursement from Related Entities	25	45	25	52	25	25	40	62	25	25	25	62	25	25	30	62	578
	25	45	25	52	25	25	40	62	25	25	25	62	25	25	30	62	578
Disbursements																	
Payroll, Payroll taxes, & Temps	23	27	23	39	27	23	39	23	27	23	39	23	27	23	39	23	448
Hotel Management Services	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
General Operating	2	19	2	2	2	2	17	3	3	3	3	3	3	3	3	3	101
Utilities on Unsold Units	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Remaining build-out	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Remaining build-out (Spa & Theme Bar)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Professional Fees	25	46	25	41	25	25	56	26	30	26	56	26	35	26	56	26	554
	(1)	(1)	-	11	(4)	-	(16)	36	(5)	(1)	(31)	36	(10)	(1)	(26)	36	24
Net Cash Inflow (Outflow) from Operations																	
Condo Lease Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Real Estate taxes on unsold units	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Inflow (Outflow) - Combined																	
Beginning Cash	12	12	11	11	11	18	18	2	38	33	32	1	37	27	26	-	12
Net Cash Inflow (Outflow)	(1)	(1)	-	11	(4)	-	(16)	36	(5)	(1)	(31)	36	(10)	(1)	(26)	36	24
Ending Cash (including Fidelity)	12	11	11	22	18	18	2	38	33	32	1	37	27	26	-	36	36
Beginning Cash at Fidelity National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Build-out work on Theme Bar & Spa	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ending Cash at Fidelity National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Cash	12	11	11	22	18	18	2	38	33	32	1	37	27	26	-	36	36
Investments	1,186	1,186	1,186	1,186	1,186	1,186	1,186	1,186	1,186	1,186	1,186	1,186	1,186	1,186	1,186	1,186	1,186
Total Cash & Investments	1,198	1,197	1,197	1,208	1,204	1,204	1,188	1,224	1,219	1,218	1,187	1,223	1,213	1,212	1,186	1,222	1,222

100 Stuart Street LLC
Weekly Cash Operating Budget
(#s in thousands)

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	16 Week Forecast
	8/19/2010	8/16/2010	8/23/2010	8/30/2010	9/6/2010	9/13/2010	9/20/2010	9/27/2010	10/4/2010	10/11/2010	10/18/2010	10/25/2010	11/1/2010	11/8/2010	11/15/2010	11/22/2010	
	Week Beginning	8/22/2010	8/29/2010	9/5/2010	9/12/2010	9/19/2010	9/26/2010	10/3/2010	10/10/2010	10/17/2010	10/24/2010	10/31/2010	11/7/2010	11/14/2010	11/21/2010	11/28/2010	
	8/15/2010	8/22/2010	8/29/2010	9/5/2010	9/12/2010	9/19/2010	9/26/2010	10/3/2010	10/10/2010	10/17/2010	10/24/2010	10/31/2010	11/7/2010	11/14/2010	11/21/2010	11/28/2010	

OPERATIONS

Receipts
 Owner Distribution - Hotel
 Parking Income
 Other receipts
 Escrow Receipts
 Reimbursement from Related Entities

Disbursements
 Payroll, Payroll Taxes, & Temps
 Hotel Management Services
 General Operating
 Utilities on Unsold Units
 Remaining build-out
 Remaining build-out (Spa & Theme Bar)
 Professional Fees

Net Cash Inflow (Outflow) from Operations
 Condo Lease Income
 Real Estate taxes on unsold units

Net Cash Inflow (Outflow) - Combined
 Beginning Cash
 Net Cash Inflow (Outflow)
 Ending Cash (excluding Fidelity)

Beginning Cash at Fidelity National
 Build-out work on Theme Bar & Spa
 Ending Cash at Fidelity National
 Total Cash
 Investments
 Total Cash & Investments

General Land
Weekly Cash Operating Budget
(#'s in thousands)

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	16 Week Forecast
	8/9/2010	8/16/2010	8/23/2010	8/30/2010	9/6/2010	9/13/2010	9/20/2010	9/27/2010	10/4/2010	10/11/2010	10/18/2010	10/25/2010	11/1/2010	11/8/2010	11/15/2010	11/22/2010	
	Week Beginning	Week Ending	Week Beginning	Week Ending	Week Beginning	Week Ending	Week Beginning	Week Ending	Week Beginning	Week Ending	Week Beginning	Week Ending	Week Beginning	Week Ending	Week Beginning	Week Ending	
OPERATIONS																	
Receipts																	
Owner Distribution - Hotel	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Parking Income	16	17	16	17	16	17	16	17	16	17	17	16	16	16	16	16	262
Other receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Escrow Receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reimbursement from Related Entities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disbursements	16	17	16	17	16	17	17	17	16	16	17	16	16	16	16	16	262
Payroll, Payroll taxes, & Temps	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Hotel Management Services	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
General Operating	12	12	12	12	12	12	12	12	12	12	12	12	12	12	12	12	192
Utilities on Unsold Units	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Remaining build-out	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Remaining build-out (Spa & Theme Bar)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Professional Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Inflow (Outflow) from Operations	12	12	12	12	12	12	12	12	12	12	12	12	12	12	12	12	193
Condo Lease Income	4	5	4	5	4	5	5	4	4	4	5	5	4	4	4	4	69
Real Estate taxes on unsold units	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Inflow (Outflow) - Combined	4	5	4	5	4	5	5	4	4	4	5	5	4	4	4	4	69
Beginning Cash	1	5	10	14	19	23	28	33	37	41	46	51	55	58	62	66	1
Net Cash Inflow (Outflow)	4	5	4	5	4	5	5	4	4	5	5	4	4	4	4	4	69
Ending Cash (excluding Fidelity)	5	10	14	19	23	28	33	37	41	46	51	55	58	62	66	70	70
Beginning Cash at Fidelity National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Build-out work on Theme Bar & Spa	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ending Cash at Fidelity National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Cash	5	10	14	19	23	28	33	37	41	46	51	55	58	62	66	70	70
Investments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Cash & Investments	5	10	14	19	23	28	33	37	41	46	51	55	58	62	66	70	70

131 Arlington Street
Weekly Cash Operating Budget
(\$'s in thousands)

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	16 Week Forecast
	8/9/2010	8/16/2010	8/23/2010	8/30/2010	9/6/2010	9/13/2010	9/20/2010	9/27/2010	10/4/2010	10/11/2010	10/18/2010	10/25/2010	11/1/2010	11/8/2010	11/15/2010	11/22/2010	11/28/2010
	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning	Week Beginning
OPERATIONS																	
Receipts																	
Owner Distribution - Hotel	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Parking Income/Rental Income	-	-	-	3	-	-	-	4	-	-	-	-	4	-	-	-	11
Other receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Escrow Receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reimbursement from Related Entities	-	-	-	3	-	-	-	4	-	-	-	-	4	-	-	-	11
Disbursements																	
Payroll, Payroll taxes, & Temps	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Hotel Management Services	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
General Operating	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Utilities on Unsold Units	-	3	1	-	-	2	1	-	-	-	2	1	-	-	2	1	13
Remaining build-out	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Remaining build-out (Spa & Theme Bar)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Professional Fees	-	3	1	-	-	2	1	-	-	-	2	1	1	-	2	1	14
Net Cash Inflow (Outflow) from Operations	-	(3)	(1)	3	-	(2)	(1)	4	-	-	(2)	(1)	3	-	(2)	(1)	(3)
Condo Lease Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Real Estate taxes on unsold units	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Inflow (Outflow) - Combined	-	(3)	(1)	3	-	(2)	(1)	4	-	-	(2)	(1)	3	-	(2)	(1)	(3)
Beginning Cash	1	1	(2)	(3)	-	-	(2)	(3)	1	1	1	(1)	(1)	(2)	1	1	(1)
Net Cash Inflow (Outflow)	-	(3)	(1)	3	-	(2)	(1)	4	-	-	(2)	(1)	3	-	(2)	(1)	(3)
Ending Cash (excluding Fidelity)	1	(2)	(3)	-	(2)	(2)	(3)	1	1	1	(1)	(1)	(2)	1	(1)	(2)	(2)
Beginning Cash at Fidelity National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Build-out work on Theme Bar & Spa	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ending Cash at Fidelity National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Cash	1	(2)	(3)	-	(2)	(2)	(3)	1	1	1	(1)	(1)	(2)	1	(1)	(2)	(2)
Investments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Cash & Investments	1	(2)	(3)	-	(2)	(2)	(3)	1	1	1	(1)	(1)	(2)	1	(1)	(2)	(2)

Oliver Street
Weekly Cash Operating Budget
(#'s in thousands)

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	16 Week Forecast	
	8/9/2010	8/16/2010	8/23/2010	8/30/2010	9/6/2010	9/13/2010	9/20/2010	9/27/2010	10/4/2010	10/11/2010	10/18/2010	10/25/2010	11/1/2010	11/8/2010	11/15/2010	11/22/2010	11/28/2010	
	Week Beginning	Week Ending	Week Beginning	Week Ending	Week Beginning	Week Ending	Week Beginning	Week Ending	Week Beginning	Week Ending	Week Beginning	Week Ending	Week Beginning	Week Ending	Week Beginning	Week Ending	Week Beginning	Week Ending
Receipts																		
Owner Distribution - Hotel	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1
Parking Income/Rental Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Escrow Receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reimbursement from Related Entities	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1
Disbursements																		
Payroll, Payroll taxes, & Temps	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Hotel Management Services	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
General Operating	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Utilities on Unsold Units	3	1	-	-	-	3	1	-	-	-	3	1	-	-	-	3	1	16
Remaining build-out	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Remaining build-out (Spa & Theme Bar)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Professional Fees	-	3	1	-	-	3	1	-	-	-	3	1	-	-	-	3	1	17
Net Cash Inflow (Outflow) from Operations	1	(2)	-	1	1	(2)	-	1	1	1	(2)	-	-	1	(2)	1	-	(1)
Condo Lease Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Real Estate taxes on unsold units	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Inflow (Outflow) - Combined	1	(2)	-	1	1	(2)	-	1	1	1	(2)	-	-	1	(2)	1	-	(1)
Beginning Cash	8	9	7	7	8	9	7	7	8	9	10	8	8	8	9	7	7	8
Net Cash Inflow (Outflow)	1	(2)	-	1	1	(2)	-	1	1	1	(2)	-	-	1	(2)	1	-	(1)
Ending Cash (excluding Fidelity)	9	7	7	8	9	7	7	8	9	10	8	8	8	9	7	8	7	7
Beginning Cash at Fidelity National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Build-out work on Theme Bar & Spa	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ending Cash at Fidelity National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Cash	9	7	7	8	9	7	7	8	9	10	8	8	8	9	7	8	7	7
Investments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Cash & Investments	9	7	7	8	9	7	7	8	9	10	8	8	8	9	7	8	7	7

W Boston Hotel & Parking Garage Forecast
 (#'s in thousands)

	HOTEL FORECAST										
	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual
	April	May	June	July	August	Sep	Oct	Nov	Nov	Nov	Nov
Receipts - Hotel	\$ 2,533	\$ 2,300	\$ 2,074	\$ 2,334	\$ 2,782	\$ 3,071	\$ 2,245				
Rooms & food	1,212	1,071	1,193	1,340	1,385	1,465	1,299				
Admin & General expenses	226	249	204	207	222	231	201				
Marketing	203	164	157	171	187	203	159				
Repairs & Maintenance	64	64	67	65	75	74	66				
Energy	81	84	88	88	88	95	92				
Starwood Mgmt Fee	118	117	90	100	120	132	98				
Rent, Taxes, & License	81	34	69	69	69	69	69				
Operating lease expense	36	81	36	36	36	36	36				
Operating expenses	2,021	1,864	1,904	2,076	2,182	2,305	2,020				
Net cash inflow (outflow) from operations	512	436	170	258	600	766	225				
Working Capital Changes	(316)	121	(338)	150	50	(75)	(125)				
Beginning cash in Hotel Operations	\$ 1,278	\$ 1,174	\$ 1,081	\$ 813	\$ 871	\$ 1,221	\$ 1,612				
Distribution to Owners*	(300)	(650)	(100)	(350)	(300)	(300)	(250)				
Working Capital Changes	(316)	121	(338)	150	50	(75)	(125)				
Net cash inflow (outflow)	512	436	170	258	600	766	225				
Ending cash in Hotel Operations	\$ 1,278	\$ 1,174	\$ 1,081	\$ 813	\$ 871	\$ 1,221	\$ 1,612	\$ 1,462			

* Amounts distributed to owner - SW Boston Venture LLC

PARKING GARAGE FORECAST

	PARKING GARAGE FORECAST										
	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual
	April	May	June	July	August	Sep	Oct	Nov	Nov	Nov	Nov
Receipts	\$ 70	\$ 78	\$ 65	\$ 65	\$ 65	\$ 70	\$ 75	\$ 70			
Salaries & Wages	26	25	27	27	27	27	27	27			
Payroll taxes & benefits	6	5	9	6	6	6	6	6			
Common Area Maintenance	5	10	5	5	10	5	5	5			
Ultimate Mgmt Fee	5	5	5	5	5	5	5	5			
Other Expenses	4	6	6	5	5	5	5	5			
Total Disbursements	46	51	51	48	53	48	48	48			
Net cash inflow (outflow)	\$ 24	\$ 27	\$ 14	\$ 17	\$ 17	\$ 17	\$ 27	\$ 22			
Beginning cash in Garage Operations	\$ 65	\$ 62	\$ 62	\$ 62	\$ 53	\$ 55	\$ 57	\$ 69			
Distribution to Owner*	(27)	(27)	(23)	(15)	(15)	(15)	(15)	(12)			
Net cash inflow (outflow)	24	27	14	17	17	17	27	22			
Ending cash in Garage Operations	\$ 65	\$ 62	\$ 62	\$ 53	\$ 55	\$ 57	\$ 69	\$ 79			

* Amounts distributed to owner - SW Boston Venture LLC