

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
(Eastern Division)

**In re:**

**SW BOSTON HOTEL VENTURE, LLC, et  
al.,<sup>1</sup>**

**Debtors.**

**Chapter 11**

**Case No. 10-14535-JNF**

**(Jointly Administered)**

**THIRD STATEMENT REGARDING CONTINUED USE OF CASH COLLATERAL**

SW Boston Hotel Venture, LLC (“SW Boston”), Auto Sales & Service, Inc. (“Auto Sales”), General Trading Company (“General Trading”), Frank Sawyer Corporation (“Sawyer Corporation”), 100 Stuart Street, LLC (“Stuart Street”), General Land Corporation (“General Land”), 131 Arlington Street Trust (“Arlington Street”) and 30-32 Oliver Street Corporation (“Oliver Street”) (collectively the “Debtors”) hereby submit this statement in support of the continued use of cash collateral in the above jointly administered cases through June 30, 2011.

1. Five (5) of the Debtors, SW Boston, Auto Sales, General Trading, Sawyer Corporation and Stuart Street filed voluntary Chapter 11 petitions on April 28, 2010.
2. Three (3) of the Debtors, General Land, Arlington Street and Oliver Street filed voluntary Chapter 11 petitions on June 4, 2010.
3. On August 24, 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 Replacement Liens, (3) Entry of Scheduling Order Regarding Continued Use of Cash Collateral*

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<sup>1</sup> The other Debtors in the 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 131 Arlington Street Trust (Case No. 10-16177-JNF).

*And (4) Additional Relief* [docket no. 259] (the “Cash Collateral Order”) approving the use of cash collateral in all eight (8) cases through November 26, 2010, and scheduling a hearing on the continued use of cash collateral for November 17, 2010 at 11:00 a.m.

4. The Debtors have been using cash collateral in accordance with the budgets attached to the Cash Collateral Order.

5. Attached as Exhibit A is a consolidated budget-to-actual statement for the Debtors operations (the “Operations”) for the period between April 28, 2010 and October 31, 2010. For this period, the Debtors forecast a negative net cash flow arising from the Operations of approximately \$117,000. In fact, the Debtors had a positive net cash flow from Operations of \$900,000 resulting in a positive variance of approximately \$1,017,000 and generating \$900,000 of cash collateral.

6. Attached as Exhibit B is a consolidated budget-to-actual statement for the Debtors for the period between August 8, 2010 and November 5, 2010.

7. Attached collectively as Exhibit C are budgets for each of the Debtors, as well as a consolidated budget for all of the Debtors (the “New Budgets”), for the period between December 1, 2010 and June 30, 2011.

8. The Debtors request the continued use of cash collateral through June 30, 2010 upon the same terms and conditions provided for in the Cash Collateral Order, substituting the New Budgets for the “Budgets” as defined in the Cash Collateral Order.

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**WHEREFORE**, the Debtors respectfully request that this Court enter an order substantially in the form attached hereto as Exhibit D: (a) continuing the Debtors' use of cash collateral upon the terms and conditions described in the Cash Collateral Order and this statement, substituting the New Budgets attached as Exhibit C for the "Budgets" as defined in the Cash Collateral Order, and (b) granting such other and further relief as may be just.

Respectfully Submitted,

SW BOSTON HOTEL VENTURE LLC, *et al.*,

By their counsel,

/s/ D. Ethan Jeffery

Harold B. Murphy (BBO #362610)

D. Ethan Jeffery (BBO #631941)

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Date: November 10, 2010

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

**EXHIBIT A TO  
THIRD STATEMENT REGARDING CONTINUED USE OF CASH COLLATERAL**

**CONSOLIDATED BUDGET - SW Boston Hotel Venture LLC & Affiliated Debtors**

Actual Results vs. Budget Results for Operations Section - April 28, 2010 to October 31, 2010

	Week Beginning	Week Ending	ACTUAL	BUDGET*	Delta
	4/28/2010	10/31/2010	4/28/2010	10/31/2010	
<b>OPERATIONS</b>					
<b>Receipts</b>					
Owner Distribution - Hotel			2,200	2,000	200
Parking Income			559	521	38
Other receipts			274	396	(122)
Escrow Receipts			1,538	2,591	(1,053)
Reimbursement from Related Entities			845	917	(72)
Total Receipts			5,416	6,425	(1,009)
<b>Disbursements</b>					
Payroll, Payroll taxes, & Temps			778	843	65
Hotel Management Services			215	216	1
General Operating			719	602	(117)
Utilities on Unsold Units			31	37	6
Remaining build-out			16	300	284
Remaining build-out (Spa & Theme Bar)			1,552	2,646	1,094
Real Estate Taxes on unsold units			71	85	14
Professional Fees			1,134	1,813	679
Total Disbursements			4,516	6,542	2,026
<b>Net Cash Inflow (Outflow) - Operations Total</b>			900	(117)	1,017

\* Budget numbers attached to Use of Cash Collateral motions.

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

**EXHIBIT B TO**

**THIRD STATEMENT REGARDING CONTINUED USE OF CASH COLLATERAL**

CONSOLIDATED BUDGET - SW Boston Hotel Venture LLC & Affiliated Debtors

Weekly Cash Operating Budget

Actual vs. Budget for the 13 week period

	Actual									Budget									Delta												
	SW Boston	General Trading		Frank Sawyer	100 Stuart	Auto Sales	General Land	Arlington	Oliver	TOTAL	SW Boston	General Trading		Frank Sawyer	100 Stuart	Auto Sales	General Land	Arlington		Oliver	TOTAL										
	8/9/2010	8/9/2010	8/9/2010	8/9/2010	8/9/2010	8/9/2010	8/9/2010	8/9/2010	8/9/2010	ACTUAL	8/9/2010	8/9/2010	8/9/2010	8/9/2010	8/9/2010	8/9/2010	8/9/2010	8/9/2010		8/9/2010	Forecast										
<b>OPERATIONS</b>																															
<b>Receipts</b>																															
Owner Distribution - Hotel	1,150	-	-	-	-	-	-	-	-	1,150	-	-	-	-	-	-	-	-	-	-	950	-	-	-	-	-	-	-	-	950	200
Parking Income/Rental Income	86	-	-	-	-	-	214	6	16	322	61	-	-	-	-	214	11	13	-	299	23	-	-	-	-	-	-	-	299	23	
Other receipts	168	8	-	-	-	-	-	-	-	176	227	-	-	-	-	-	-	-	-	227	(51)	-	-	-	-	-	-	-	227	(51)	
City of Boston Escrow Receipts/Draw Requests	413	-	-	-	-	-	-	-	-	413	1,341	-	-	-	-	-	-	-	-	1,341	(928)	-	-	-	-	-	-	-	1,341	(928)	
Reimbursement from Related Entities	-	416	-	-	-	-	-	-	-	416	-	461	1	1	1	-	-	-	-	464	(48)	-	-	-	-	-	-	-	464	(48)	
	1,817	424	-	-	-	-	214	6	16	2,477	2,579	461	1	1	1	214	11	13	3,281	(804)	-	-	-	-	-	-	-	3,281	(804)		
<b>Disbursements</b>																															
Payroll, Payroll taxes, & Temps	43	353	-	-	-	-	-	-	-	396	39	363	-	-	-	-	-	-	402	6	-	-	-	-	-	-	-	402	6		
Hotel Management Services	74	-	-	-	-	-	-	-	-	74	81	-	-	-	-	-	-	-	81	7	-	-	-	-	-	-	-	81	7		
General Operating	130	67	-	-	-	-	196	7	17	417	130	78	-	-	-	156	10	12	386	(31)	-	-	-	-	-	-	-	386	(31)		
Utilities on Unsold Units	26	-	-	-	-	-	-	-	-	26	22	-	-	-	-	-	-	-	22	(4)	-	-	-	-	-	-	-	22	(4)		
Remaining build-out	16	-	-	-	-	-	-	-	-	16	50	-	-	-	-	-	-	-	50	34	-	-	-	-	-	-	-	50	34		
Remaining build-out - Spa/Theme Bar	473	-	-	-	-	-	-	-	-	473	1,396	-	-	-	-	-	-	-	1,396	923	-	-	-	-	-	-	-	1,396	923		
Professional Fees	782	5	-	-	-	-	2	-	1	790	1,211	5	1	1	1	1	1	1	1,222	432	-	-	-	-	-	-	-	1,222	432		
	1,544	425	-	-	-	-	198	7	18	2,192	2,929	446	1	1	1	157	11	13	3,559	1,367	-	-	-	-	-	-	-	3,559	1,367		
<b>Net Cash Inflow (Outflow) from Operations</b>	273	(1)	-	-	-	-	16	(1)	(2)	285	(350)	15	-	-	-	57	-	-	(278)	563	-	-	-	-	-	-	-	(278)	563		
<b>SALE OF RESIDENCES</b>																															
Condo Sale Proceeds	6,903	-	-	-	-	-	-	-	-	6,903	6,974	-	-	-	-	-	-	-	6,974	(71)	-	-	-	-	-	-	-	6,974	(71)		
Condo Lease Income	31	-	-	-	-	-	-	-	-	31	104	-	-	-	-	-	-	-	104	(73)	-	-	-	-	-	-	-	104	(73)		
	6,934	-	-	-	-	-	-	-	-	6,934	7,078	-	-	-	-	-	-	-	7,078	(144)	-	-	-	-	-	-	-	7,078	(144)		
<b>Disbursements</b>																															
Closing Costs on Condo Sales/Sales Associates	737	-	-	-	-	-	-	-	-	737	543	-	-	-	-	-	-	-	543	(194)	-	-	-	-	-	-	-	543	(194)		
Condo Fees on unsold units	314	-	-	-	-	-	-	-	-	314	298	-	-	-	-	-	-	-	298	(16)	-	-	-	-	-	-	-	298	(16)		
Real Estate Taxes on unsold units	690	-	-	-	-	-	-	-	-	690	598	-	-	-	-	-	-	-	598	(92)	-	-	-	-	-	-	-	598	(92)		
Marketing & Selling Expenses	20	-	-	-	-	-	-	-	-	20	49	-	-	-	-	-	-	-	49	29	-	-	-	-	-	-	-	49	29		
Remaining build-out	199	-	-	-	-	-	-	-	-	199	141	-	-	-	-	-	-	-	141	(58)	-	-	-	-	-	-	-	141	(58)		
Payments to Prudential	5,397	-	-	-	-	-	-	-	-	5,397	5,921	-	-	-	-	-	-	-	5,921	524	-	-	-	-	-	-	-	5,921	524		
	7,357	-	-	-	-	-	-	-	-	7,357	7,550	-	-	-	-	-	-	-	7,550	193	-	-	-	-	-	-	-	7,550	193		
<b>Net Cash Inflow (Outflow) from Sale of Residences</b>	(424)	-	-	-	-	-	-	-	-	(424)	(472)	-	-	-	-	-	-	-	(472)	49	-	-	-	-	-	-	-	(472)	49		
<b>COMBINED</b>																															
<b>Net Cash Inflow (Outflow) - Combined</b>	(151)	(1)	-	-	-	-	16	(1)	(2)	(139)	(822)	15	-	-	-	57	-	-	(750)	612	-	-	-	-	-	-	-	(750)	612		

**IN RE: SW BOSTON HOTEL VENTURE, LLC, ET AL  
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**EXHIBIT C TO  
THIRD STATEMENT REGARDING CONTINUED USE OF CASH COLLATERAL**

CONSOLIDATED BUDGET - SW Boston Hotel Venture LLC & Affiliated Debtors

Weekly Cash Operating Budget

(\$'s in thousands)

	Actual	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	17 Week	March	April	May	June	8 Months
Week Beginning	10/25/2010	11/1/2010	11/8/2010	11/15/2010	11/22/2010	11/29/2010	12/6/2010	12/13/2010	12/20/2010	12/27/2010	1/3/2011	1/10/2011	1/17/2011	1/24/2011	1/31/2011	2/7/2011	2/14/2011	2/21/2011	Forecast	3/1/2011	4/1/2011	5/1/2011	6/1/2011	Forecast
Week Ending	10/31/2010	11/7/2010	11/14/2010	11/21/2010	11/28/2010	11/25/2010	11/21/2010	12/19/2010	12/26/2010	1/2/2011	1/9/2011	1/16/2011	1/23/2011	1/30/2011	2/6/2011	2/13/2011	2/20/2011	2/27/2011	Forecast	3/1/2011	4/1/2011	5/1/2011	6/1/2011	Forecast
<b>OPERATIONS</b>																								
<b>Receipts</b>																								
Owner Distribution - Hotel	-	-	-	300	-	-	-	200	-	-	-	-	-	-	-	-	250	-	750	100	550	500	550	2,450
Parking Income	19	25	20	44	14	24	13	35	12	16	18	12	25	12	26	12	23	12	343	78	104	94	94	713
Other receipts	-	-	-	55	100	-	-	-	-	-	-	-	-	-	-	-	-	-	155	-	-	-	-	155
Escrow Receipts	-	171	-	-	475	-	-	-	350	-	-	-	-	-	-	-	-	250	1,496	-	349	-	-	1,845
Reimbursement from Related Entities	26	40	40	32	47	40	37	25	30	41	27	30	35	50	27	25	35	37	598	134	130	130	150	1,142
	45	236	60	431	636	64	50	260	392	57	45	42	60	312	53	37	308	299	3,342	312	1,133	724	794	6,305
<b>Disbursements</b>																								
Payroll, Payroll taxes, & Temps	28	30	41	26	26	46	26	26	25	26	46	26	26	26	46	26	26	26	521	124	124	124	148	1,041
Hotel Management Services	3	-	-	22	5	-	-	22	5	-	22	-	-	5	-	22	-	5	108	27	25	25	25	210
General Operating	22	75	29	30	39	24	24	29	40	24	29	40	24	57	29	26	24	24	567	103	165	118	118	1,071
Utilities on Unsold Units	7	-	-	6	-	-	-	6	-	-	-	-	-	-	-	-	4	-	28	4	4	4	4	44
Remaining build-out	13	20	-	25	-	25	-	15	-	-	-	-	15	-	-	-	15	-	128	15	-	-	-	143
Remaining build-out (Spa & Theme Bar)	7	143	10	6	245	100	10	45	200	50	10	145	-	210	45	-	-	210	1,429	55	347	-	-	1,831
Professional Fees	146	145	25	128	-	230	-	110	328	-	155	75	-	37	185	75	-	-	1,493	225	257	225	225	2,425
	201	413	125	212	346	400	85	232	620	100	235	297	86	302	333	152	71	265	4,274	553	922	496	520	6,765
<b>Net Cash Inflow (Outflow) from Operations</b>	<b>(156)</b>	<b>(177)</b>	<b>(65)</b>	<b>219</b>	<b>290</b>	<b>(336)</b>	<b>(35)</b>	<b>28</b>	<b>(228)</b>	<b>(43)</b>	<b>(190)</b>	<b>(255)</b>	<b>(26)</b>	<b>10</b>	<b>(280)</b>	<b>(115)</b>	<b>237</b>	<b>34</b>	<b>(932)</b>	<b>(241)</b>	<b>211</b>	<b>228</b>	<b>274</b>	<b>(460)</b>
<b>SALE OF RESIDENCES</b>																								
Condo Sale Proceeds	860	3,467	610	40	-	385	-	618	-	1,962	-	-	-	2,250	-	1,100	-	1,400	11,832	3,000	3,500	3,500	3,750	25,582
Condo Lease Income	24	-	-	-	-	50	-	-	-	-	75	-	-	-	112	-	-	-	237	112	112	112	112	685
	884	3,467	610	40	-	435	-	618	-	1,962	75	-	-	2,250	112	1,100	-	1,400	12,069	3,112	3,612	3,612	3,862	26,267
<b>Disbursements</b>																								
Closing Costs on Condo Sales/Sales Associates	49	293	49	-	-	31	-	49	-	157	-	-	-	180	-	88	-	112	959	240	280	280	300	2,059
Condo Fees on unsold units	-	102	-	-	-	101	-	-	-	-	98	-	-	-	92	-	-	-	393	90	86	83	80	732
Real Estate taxes on unsold units	11	338	-	-	-	-	-	-	-	-	-	-	-	270	-	-	-	-	608	-	255	-	-	863
Marketing & Selling Expenses	-	11	-	10	-	18	-	-	-	-	14	-	-	-	15	-	-	-	68	10	15	15	15	123
Remaining build-out	49	11	10	3	-	-	-	-	-	-	-	-	-	-	-	-	-	-	26	-	-	-	-	26
Payments to Prudential	579	2,787	561	40	-	253	-	569	-	1,805	-	-	-	1,702	-	920	-	1,288	9,925	2,670	2,879	3,137	3,370	21,981
	688	3,544	620	53	-	403	-	618	-	1,962	112	-	-	2,152	107	1,008	-	1,400	11,979	3,010	3,515	3,515	3,765	25,784
<b>Net Cash Inflow (Outflow) from Sale of Residences</b>	<b>196</b>	<b>(77)</b>	<b>(10)</b>	<b>(13)</b>	<b>-</b>	<b>32</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(37)</b>	<b>-</b>	<b>-</b>	<b>98</b>	<b>5</b>	<b>92</b>	<b>-</b>	<b>-</b>	<b>90</b>	<b>102</b>	<b>97</b>	<b>97</b>	<b>97</b>	<b>483</b>	
<b>COMBINED</b>																								
<b>Net Cash Inflow (Outflow) - Combined</b>	<b>40</b>	<b>(254)</b>	<b>(75)</b>	<b>206</b>	<b>290</b>	<b>(304)</b>	<b>(35)</b>	<b>28</b>	<b>(228)</b>	<b>(43)</b>	<b>(227)</b>	<b>(255)</b>	<b>(26)</b>	<b>108</b>	<b>(275)</b>	<b>(23)</b>	<b>237</b>	<b>34</b>	<b>(842)</b>	<b>(139)</b>	<b>308</b>	<b>325</b>	<b>371</b>	<b>23</b>
Beginning Cash	2,182	2,222	1,967	1,892	2,098	2,388	2,084	2,049	2,077	1,849	1,806	1,579	1,324	1,298	1,406	1,131	1,108	1,345	2,222	1,379	1,240	1,548	1,873	2,222
Net Cash Inflow (Outflow)	40	(254)	(75)	206	290	(304)	(35)	28	(228)	(43)	(227)	(255)	(26)	108	(275)	(23)	237	34	(842)	(139)	308	325	371	23
Ending Cash (excluding Fidelity)	2,222	1,967	1,892	2,098	2,388	2,084	2,049	2,077	1,849	1,806	1,579	1,324	1,298	1,406	1,131	1,108	1,345	1,379	1,379	1,240	1,548	1,873	2,244	2,244
Beginning Cash at Fidelity National	1,845	1,845	1,674	1,674	1,674	1,199	1,199	1,199	1,199	849	849	849	849	849	599	599	599	599	1,845	349	349	-	-	1,845
Build-out work on Theme Bar & Spa	(173)	-	-	(475)	-	-	-	-	(350)	-	-	-	-	(250)	-	-	-	(250)	(1,496)	-	(349)	-	-	(1,845)
Ending Cash at Fidelity National	1,845	1,674	1,674	1,674	1,199	1,199	1,199	1,199	849	849	849	849	849	599	599	599	599	349	349	349	-	-	-	-
<b>Total Cash</b>	<b>4,067</b>	<b>3,641</b>	<b>3,566</b>	<b>3,772</b>	<b>3,587</b>	<b>3,283</b>	<b>3,248</b>	<b>3,276</b>	<b>2,698</b>	<b>2,655</b>	<b>2,428</b>	<b>2,173</b>	<b>2,147</b>	<b>2,005</b>	<b>1,730</b>	<b>1,707</b>	<b>1,944</b>	<b>1,728</b>	<b>1,728</b>	<b>1,589</b>	<b>1,548</b>	<b>1,873</b>	<b>2,244</b>	<b>2,244</b>
Investments	7,842	7,842	7,842	7,842	7,842	7,842	7,842	7,842	7,842	7,842	7,842	7,842	7,842	7,842	7,842	7,842	7,842	7,842	7,842	7,842	7,842	7,842	7,842	7,842
<b>Total Cash &amp; Investments</b>	<b>11,909</b>	<b>11,483</b>	<b>11,408</b>	<b>11,614</b>	<b>11,429</b>	<b>11,125</b>	<b>11,090</b>	<b>11,118</b>	<b>10,540</b>	<b>10,497</b>	<b>10,270</b>	<b>10,015</b>	<b>9,989</b>	<b>9,847</b>	<b>9,572</b>	<b>9,549</b>	<b>9,786</b>	<b>9,570</b>	<b>9,570</b>	<b>9,431</b>	<b>9,390</b>	<b>9,715</b>	<b>10,086</b>	<b>10,086</b>

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

	Actual	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	17 Week	
Week Beginning	10/25/2010	11/1/2010	11/8/2010	11/15/2010	11/22/2010	11/29/2010	12/6/2010	12/13/2010	12/20/2010	12/27/2010	1/3/2011	1/10/2011	1/17/2011	1/24/2011	1/31/2011	2/7/2011	2/14/2011	2/21/2011	Forecast	
Week Ending	10/31/2010	11/7/2010	11/14/2010	11/21/2010	11/28/2010	12/5/2010	12/12/2010	12/19/2010	12/26/2010	1/2/2011	1/9/2011	1/16/2011	1/23/2011	1/30/2011	2/6/2011	2/13/2011	2/20/2011	2/27/2011	Forecast	
<b>OPERATIONS</b>																				
<b>Receipts</b>																				
Owner Distribution - Hotel	-	-	-	300	-	-	-	200	-	-	-	-	-	-	-	-	250	-	750	
Parking Income	-	-	-	28	-	-	-	23	-	-	-	-	13	-	-	-	10	-	74	
Other receipts	-	-	-	55	100	-	-	-	-	-	-	-	-	-	-	-	-	-	155	
Escrow Receipts	-	171	-	-	475	-	-	-	350	-	-	-	-	250	-	-	-	250	1,496	
Reimbursement from Related Entities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	-	171	-	383	575	-	-	223	350	-	-	-	13	250	-	-	260	250	2,475	
<b>Disbursements</b>																				
Payroll, Payroll taxes, & Temps	4	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	51
Hotel Management Services	3	-	-	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	10	10	170	
Utilities on Unsold Units	-	7	-	-	6	-	-	6	-	-	-	-	5	-	-	-	4	-	28	
Remaining build-out	-	13	20	-	25	-	25	-	15	-	-	-	15	-	-	-	15	-	128	
Remaining build-out (Spa & Theme Bar)	2	143	10	6	245	100	10	45	200	50	10	145	-	210	45	-	-	210	1,429	
Professional Fees	138	145	25	128	-	230	-	110	328	-	155	75	-	25	185	75	-	-	1,481	
	157	321	68	169	294	343	48	190	567	63	178	255	33	253	243	110	32	228	3,395	
<b>Net Cash Inflow (Outflow) from Operations</b>	<b>(157)</b>	<b>(150)</b>	<b>(68)</b>	<b>214</b>	<b>281</b>	<b>(343)</b>	<b>(48)</b>	<b>33</b>	<b>(217)</b>	<b>(63)</b>	<b>(178)</b>	<b>(255)</b>	<b>(20)</b>	<b>(3)</b>	<b>(243)</b>	<b>(110)</b>	<b>228</b>	<b>22</b>	<b>(920)</b>	
<b>SALE OF RESIDENCES</b>																				
Condo Sale Proceeds	860	3,467	610	40	-	385	-	618	-	1,962	-	-	-	2,250	-	1,100	-	1,400	11,832	
Condo Lease Income	24	-	-	-	-	50	-	-	-	75	-	-	-	-	112	-	-	-	237	
	884	3,467	610	40	-	435	-	618	-	1,962	75	-	-	2,250	112	1,100	-	1,400	12,069	
<b>Disbursements</b>																				
Closing Costs on Condo Sales/Sales Associates	49	293	49	-	-	31	-	49	-	157	-	-	-	180	-	88	-	112	959	
Condo Fees on unsold units	-	102	-	-	-	101	-	-	-	98	-	-	-	-	92	-	-	-	393	
Real Estate taxes on unsold units	11	338	-	-	-	-	-	-	-	-	-	-	-	270	-	-	-	-	608	
Marketing & Selling Expenses	-	11	-	10	-	18	-	-	-	14	-	-	-	-	15	-	-	-	68	
Remaining build-out	49	13	10	3	-	-	-	-	-	-	-	-	-	-	-	-	-	-	26	
Payments to Prudential	579	2,787	561	40	-	253	-	569	-	1,805	-	-	-	1,702	-	920	-	1,288	9,925	
	688	3,544	620	53	-	403	-	618	-	1,962	112	-	-	2,152	107	1,008	-	1,400	11,979	
<b>Net Cash Inflow (Outflow) from Sale of Residences</b>	<b>196</b>	<b>(77)</b>	<b>(10)</b>	<b>(13)</b>	<b>-</b>	<b>32</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(37)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>98</b>	<b>5</b>	<b>92</b>	<b>-</b>	<b>-</b>	<b>90</b>	
<b>COMBINED</b>																				
<b>Net Cash Inflow (Outflow) - Combined</b>	<b>39</b>	<b>(227)</b>	<b>(78)</b>	<b>201</b>	<b>281</b>	<b>(311)</b>	<b>(48)</b>	<b>33</b>	<b>(217)</b>	<b>(63)</b>	<b>(215)</b>	<b>(255)</b>	<b>(20)</b>	<b>95</b>	<b>(238)</b>	<b>(18)</b>	<b>228</b>	<b>22</b>	<b>(830)</b>	
Beginning Cash	2,107	2,146	1,918	1,840	2,041	2,322	2,011	1,963	1,996	1,779	1,716	1,501	1,246	1,226	1,321	1,083	1,065	1,293	2,146	
Net Cash Inflow (Outflow)	39	(227)	(78)	201	281	(311)	(48)	33	(217)	(63)	(215)	(255)	(20)	95	(238)	(18)	228	22	(830)	
Ending Cash (excluding Fidelity)	2,146	1,918	1,840	2,041	2,322	2,011	1,963	1,996	1,779	1,716	1,501	1,246	1,226	1,321	1,083	1,065	1,293	1,315	1,315	
Beginning Cash at Fidelity National	1,845	1,845	1,674	1,674	1,674	1,199	1,199	1,199	1,199	849	849	849	849	849	599	599	599	599	1,845	
Build-out work on Theme Bar & Spa	(171)	(171)	-	-	(475)	-	-	(350)	-	-	-	-	(250)	-	-	-	-	(250)	(1,496)	
Ending Cash at Fidelity National	1,845	1,674	1,674	1,674	1,199	1,199	1,199	849	849	849	849	849	849	599	599	599	599	349	349	
<b>Total Cash</b>	<b>3,991</b>	<b>3,592</b>	<b>3,514</b>	<b>3,715</b>	<b>3,521</b>	<b>3,210</b>	<b>3,162</b>	<b>3,195</b>	<b>2,628</b>	<b>2,565</b>	<b>2,350</b>	<b>2,095</b>	<b>2,075</b>	<b>1,920</b>	<b>1,682</b>	<b>1,664</b>	<b>1,892</b>	<b>1,664</b>	<b>1,664</b>	
Investments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>Total Cash &amp; Investments</b>	<b>3,991</b>	<b>3,592</b>	<b>3,514</b>	<b>3,715</b>	<b>3,521</b>	<b>3,210</b>	<b>3,162</b>	<b>3,195</b>	<b>2,628</b>	<b>2,565</b>	<b>2,350</b>	<b>2,095</b>	<b>2,075</b>	<b>1,920</b>	<b>1,682</b>	<b>1,664</b>	<b>1,892</b>	<b>1,664</b>	<b>1,664</b>	

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

	Actual	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	17 Week
Week Beginning	10/25/2010	11/1/2010	11/8/2010	11/15/2010	11/22/2010	11/29/2010	12/6/2010	12/13/2010	12/20/2010	12/27/2010	1/3/2011	1/10/2011	1/17/2011	1/24/2011	1/31/2011	2/7/2011	2/14/2011	2/21/2011	
Week Ending	10/31/2010	11/7/2010	11/14/2010	11/21/2010	11/28/2010	12/5/2010	12/12/2010	12/19/2010	12/26/2010	1/2/2011	1/9/2011	1/16/2011	1/23/2011	1/30/2011	2/6/2011	2/13/2011	2/20/2011	2/27/2011	Forecast
<b>OPERATIONS</b>																			
<b>Receipts</b>																			
Owner Distribution - Hotel	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Parking Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Escrow Receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reimbursement from Related Entities	26	40	40	32	47	40	37	25	30	41	27	30	35	47	27	25	35	37	595
	26	40	40	32	47	40	37	25	30	41	27	30	35	47	27	25	35	37	595
<b>Disbursements</b>																			
Payroll, Payroll taxes, & Temps	24	27	38	23	23	43	23	23	23	23	43	23	23	23	43	23	23	23	470
Hotel Management Services	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
General Operating	-	14	2	7	16	2	2	2	16	2	2	2	16	2	2	2	2	2	93
Utilities on Unsold Units	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Remaining build-out	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Remaining build-out (Spa & Theme Bar)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Professional Fees	5	-	-	-	-	-	-	-	-	-	-	-	-	5	-	-	-	-	5
	29	41	40	30	39	45	25	25	39	25	45	25	39	30	45	25	25	25	568
<b>Net Cash Inflow (Outflow) from Operations</b>	<b>(3)</b>	<b>(1)</b>	<b>-</b>	<b>2</b>	<b>8</b>	<b>(5)</b>	<b>12</b>	<b>-</b>	<b>(9)</b>	<b>16</b>	<b>(18)</b>	<b>5</b>	<b>(4)</b>	<b>17</b>	<b>(18)</b>	<b>-</b>	<b>10</b>	<b>12</b>	<b>27</b>
<b>Net Cash Inflow (Outflow) - Combined</b>	<b>(3)</b>	<b>(1)</b>	<b>-</b>	<b>2</b>	<b>8</b>	<b>(5)</b>	<b>12</b>	<b>-</b>	<b>(9)</b>	<b>16</b>	<b>(18)</b>	<b>5</b>	<b>(4)</b>	<b>17</b>	<b>(18)</b>	<b>-</b>	<b>10</b>	<b>12</b>	<b>27</b>
Beginning Cash	4	1	-	-	2	10	5	17	17	8	24	6	11	7	24	6	6	16	1
Net Cash Inflow (Outflow)	(3)	(1)	-	2	8	(5)	12	-	(9)	16	(18)	5	(4)	17	(18)	-	10	12	27
<b>Ending Cash (excluding Fidelity)</b>	<b>1</b>	<b>-</b>	<b>-</b>	<b>2</b>	<b>10</b>	<b>5</b>	<b>17</b>	<b>17</b>	<b>8</b>	<b>24</b>	<b>6</b>	<b>11</b>	<b>7</b>	<b>24</b>	<b>6</b>	<b>6</b>	<b>16</b>	<b>28</b>	<b>28</b>
Beginning Cash at Fidelity National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Build-out work on Theme Bar & Spa	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ending Cash at Fidelity National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total Cash</b>	<b>1</b>	<b>-</b>	<b>-</b>	<b>2</b>	<b>10</b>	<b>5</b>	<b>17</b>	<b>17</b>	<b>8</b>	<b>24</b>	<b>6</b>	<b>11</b>	<b>7</b>	<b>24</b>	<b>6</b>	<b>6</b>	<b>16</b>	<b>28</b>	<b>28</b>
Investments	1,226	1,226	1,226	1,226	1,226	1,226	1,226	1,226	1,226	1,226	1,226	1,226	1,226	1,226	1,226	1,226	1,226	1,226	1,226
<b>Total Cash &amp; Investments</b>	<b>1,227</b>	<b>1,226</b>	<b>1,226</b>	<b>1,228</b>	<b>1,236</b>	<b>1,231</b>	<b>1,243</b>	<b>1,243</b>	<b>1,234</b>	<b>1,250</b>	<b>1,232</b>	<b>1,237</b>	<b>1,233</b>	<b>1,250</b>	<b>1,232</b>	<b>1,232</b>	<b>1,242</b>	<b>1,254</b>	<b>1,254</b>

Frank Sawyer Corporation  
Weekly Cash Operating Budget  
(\$'s in thousands)

	Actual	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	17 Week Forecast
Week Beginning	10/25/2010	11/1/2010	11/8/2010	11/15/2010	11/22/2010	11/29/2010	12/6/2010	12/13/2010	12/20/2010	12/27/2010	1/3/2011	1/10/2011	1/17/2011	1/24/2011	1/31/2011	2/7/2011	2/14/2011	2/21/2011	
Week Ending	10/31/2010	11/7/2010	11/14/2010	11/21/2010	11/28/2010	12/5/2010	12/12/2010	12/19/2010	12/26/2010	1/2/2011	1/9/2011	1/16/2011	1/23/2011	1/30/2011	2/6/2011	2/13/2011	2/20/2011	2/27/2011	
<b>OPERATIONS</b>																			
<b>Receipts</b>																			
Owner Distribution - Hotel	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Parking Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Escrow Receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reimbursement from Related Entities	-	-	-	-	-	-	-	-	-	-	-	-	-	1	-	-	-	-	1
														1	-	-	-	-	1
<b>Disbursements</b>																			
Payroll, Payroll taxes, & Temps	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Hotel Management Services	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
General Operating	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Utilities on Unsold Units	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Remaining build-out	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Remaining build-out (Spa & Theme Bar)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Professional Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	1	-	-	-	-	1
														1	-	-	-	-	1
<b>Net Cash Inflow (Outflow) from Operations</b>																			
<b>Net Cash Inflow (Outflow) - Combined</b>																			
Beginning Cash	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9
Net Cash Inflow (Outflow)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ending Cash (excluding Fidelity)	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9	9
Beginning Cash at Fidelity National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Build-out work on Theme Bar & Spa	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ending Cash at Fidelity National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total Cash</b>	<b>9</b>	<b>9</b>	<b>9</b>	<b>9</b>	<b>9</b>	<b>9</b>	<b>9</b>	<b>9</b>	<b>9</b>	<b>9</b>	<b>9</b>	<b>9</b>	<b>9</b>	<b>9</b>	<b>9</b>	<b>9</b>	<b>9</b>	<b>9</b>	<b>9</b>
Investments	6,414	6,414	6,414	6,414	6,414	6,414	6,414	6,414	6,414	6,414	6,414	6,414	6,414	6,414	6,414	6,414	6,414	6,414	6,414
<b>Total Cash &amp; Investments</b>	<b>6,423</b>	<b>6,423</b>	<b>6,423</b>	<b>6,423</b>	<b>6,423</b>	<b>6,423</b>	<b>6,423</b>	<b>6,423</b>	<b>6,423</b>	<b>6,423</b>	<b>6,423</b>	<b>6,423</b>	<b>6,423</b>	<b>6,423</b>	<b>6,423</b>	<b>6,423</b>	<b>6,423</b>	<b>6,423</b>	<b>6,423</b>

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

	Actual	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	17 Week
Week Beginning	10/25/2010	11/1/2010	11/8/2010	11/15/2010	11/22/2010	11/29/2010	12/6/2010	12/13/2010	12/20/2010	12/27/2010	1/3/2011	1/10/2011	1/17/2011	1/24/2011	1/31/2011	2/7/2011	2/14/2011	2/21/2011	
Week Ending	10/31/2010	11/7/2010	11/14/2010	11/21/2010	11/28/2010	12/5/2010	12/12/2010	12/19/2010	12/26/2010	1/2/2011	1/9/2011	1/16/2011	1/23/2011	1/30/2011	2/6/2011	2/13/2011	2/20/2011	2/27/2011	Forecast
<b>OPERATIONS</b>																			
<b>Receipts</b>																			
Owner Distribution - Hotel	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Parking Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Escrow Receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reimbursement from Related Entities	-	-	-	-	-	-	-	-	-	-	-	-	-	1	-	-	-	-	1
														1	-	-	-	-	1
<b>Disbursements</b>																			
Payroll, Payroll taxes, & Temps	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Hotel Management Services	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
General Operating	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Utilities on Unsold Units	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Remaining build-out	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Remaining build-out (Spa & Theme Bar)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Professional Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	1	-	-	-	-	1
														1	-	-	-	-	1
<b>Net Cash Inflow (Outflow) from Operations</b>																			
<b>Net Cash Inflow (Outflow) - Combined</b>																			
Beginning Cash	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Inflow (Outflow)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Ending Cash (excluding Fidelity)</b>																			
Beginning Cash at Fidelity National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Build-out work on Theme Bar & Spa	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Ending Cash at Fidelity National</b>																			
<b>Total Cash</b>																			
<b>Investments</b>																			
<b>Total Cash &amp; Investments</b>																			

Auto Sales and Services, Inc.  
Weekly Cash Operating Budget  
(\$'s in thousands)

	Actual	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	17 Week
Week Beginning	10/25/2010	11/1/2010	11/8/2010	11/15/2010	11/22/2010	11/29/2010	12/6/2010	12/13/2010	12/20/2010	12/27/2010	1/3/2011	1/10/2011	1/17/2011	1/24/2011	1/31/2011	2/7/2011	2/14/2011	2/21/2011	
Week Ending	10/31/2010	11/7/2010	11/14/2010	11/21/2010	11/28/2010	12/5/2010	12/12/2010	12/19/2010	12/26/2010	1/2/2011	1/9/2011	1/16/2011	1/23/2011	1/30/2011	2/6/2011	2/13/2011	2/20/2011	2/27/2011	Forecast
<b>OPERATIONS</b>																			
<b>Receipts</b>																			
Owner Distribution - Hotel	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Parking Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Escrow Receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reimbursement from Related Entities	-	-	-	-	-	-	-	-	-	-	-	-	-	1	-	-	-	-	1
														1					1
<b>Disbursements</b>																			
Payroll, Payroll taxes, & Temps	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Hotel Management Services	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
General Operating	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Utilities on Unsold Units	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Remaining build-out	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Remaining build-out (Spa & Theme Bar)	-	-	-	-	-	-	-	-	-	-	-	-	-	1	-	-	-	-	1
Professional Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	1	-	-	-	-	1
														1					1
<b>Net Cash Inflow (Outflow) from Operations</b>																			
<b>Net Cash Inflow (Outflow) - Combined</b>																			
Beginning Cash	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Inflow (Outflow)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Ending Cash (excluding Fidelity)</b>																			
Beginning Cash at Fidelity National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Build-out work on Theme Bar & Spa	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Ending Cash at Fidelity National</b>																			
<b>Total Cash</b>																			
<b>Investments</b>	202	202	202	202	202	202	202	202	202	202	202	202	202	202	202	202	202	202	202
<b>Total Cash &amp; Investments</b>	202	202	202	202	202	202	202	202	202	202	202	202	202	202	202	202	202	202	202

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

	Actual	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	17 Week Forecast
Week Beginning	10/25/2010	11/1/2010	11/8/2010	11/15/2010	11/22/2010	11/29/2010	12/6/2010	12/13/2010	12/20/2010	12/27/2010	1/3/2011	1/10/2011	1/17/2011	1/24/2011	1/31/2011	2/7/2011	2/14/2011	2/21/2011	
Week Ending	10/31/2010	11/7/2010	11/14/2010	11/21/2010	11/28/2010	12/5/2010	12/12/2010	12/19/2010	12/26/2010	1/2/2011	1/9/2011	1/16/2011	1/23/2011	1/30/2011	2/6/2011	2/13/2011	2/20/2011	2/27/2011	
<b>OPERATIONS</b>																			
<b>Receipts</b>																			
Owner Distribution - Hotel	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Parking Income	18	16	16	16	14	14	13	12	12	12	12	12	12	12	12	12	13	12	222
Other receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Escrow Receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reimbursement from Related Entities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	18	16	16	16	14	14	13	12	12	12	12	12	12	12	12	12	13	12	222
<b>Disbursements</b>																			
Payroll, Payroll taxes, & Temps	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Hotel Management Services	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
General Operating	11	40	12	12	12	12	12	12	12	12	12	12	12	12	40	12	12	12	260
Utilities on Unsold Units	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Remaining build-out	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Remaining build-out (Spa & Theme Bar)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Professional Fees	2	-	-	-	-	-	-	-	-	-	-	-	-	2	-	-	-	-	2
	13	40	12	12	12	12	12	12	12	12	12	12	12	14	40	12	12	12	262
<b>Net Cash Inflow (Outflow) from Operations</b>	<b>5</b>	<b>(24)</b>	<b>4</b>	<b>4</b>	<b>2</b>	<b>2</b>	<b>1</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(2)</b>	<b>(28)</b>	<b>-</b>	<b>1</b>	<b>-</b>	<b>(40)</b>
<b>Net Cash Inflow (Outflow) - Combined</b>	<b>5</b>	<b>(24)</b>	<b>4</b>	<b>4</b>	<b>2</b>	<b>2</b>	<b>1</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(2)</b>	<b>(28)</b>	<b>-</b>	<b>1</b>	<b>-</b>	<b>(40)</b>
Beginning Cash	49	54	30	34	38	40	42	43	43	43	43	43	43	43	41	13	13	14	54
Net Cash Inflow (Outflow)	5	(24)	4	4	2	2	1	-	-	-	-	-	-	(2)	(28)	-	1	-	(40)
<b>Ending Cash (excluding Fidelity)</b>	<b>54</b>	<b>30</b>	<b>34</b>	<b>38</b>	<b>40</b>	<b>42</b>	<b>43</b>	<b>43</b>	<b>43</b>	<b>43</b>	<b>43</b>	<b>43</b>	<b>43</b>	<b>41</b>	<b>13</b>	<b>13</b>	<b>14</b>	<b>14</b>	<b>14</b>
Beginning Cash at Fidelity National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Build-out work on Theme Bar & Spa	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Ending Cash at Fidelity National</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Cash</b>	<b>54</b>	<b>30</b>	<b>34</b>	<b>38</b>	<b>40</b>	<b>42</b>	<b>43</b>	<b>43</b>	<b>43</b>	<b>43</b>	<b>43</b>	<b>43</b>	<b>43</b>	<b>41</b>	<b>13</b>	<b>13</b>	<b>14</b>	<b>14</b>	<b>14</b>
<b>Investments</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Cash &amp; Investments</b>	<b>54</b>	<b>30</b>	<b>34</b>	<b>38</b>	<b>40</b>	<b>42</b>	<b>43</b>	<b>43</b>	<b>43</b>	<b>43</b>	<b>43</b>	<b>43</b>	<b>43</b>	<b>41</b>	<b>13</b>	<b>13</b>	<b>14</b>	<b>14</b>	<b>14</b>

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

	Actual	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	17 Week
Week Beginning	10/25/2010	11/1/2010	11/8/2010	11/15/2010	11/22/2010	11/29/2010	12/6/2010	12/13/2010	12/20/2010	12/27/2010	1/3/2011	1/10/2011	1/17/2011	1/24/2011	1/31/2011	2/7/2011	2/14/2011	2/21/2011	
Week Ending	10/31/2010	11/7/2010	11/14/2010	11/21/2010	11/28/2010	12/5/2010	12/12/2010	12/19/2010	12/26/2010	1/2/2011	1/9/2011	1/16/2011	1/23/2011	1/30/2011	2/6/2011	2/13/2011	2/20/2011	2/27/2011	Forecast
<b>OPERATIONS</b>																			
<b>Receipts</b>																			
Owner Distribution - Hotel	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Parking Income/Rental Income	-	4	4	-	-	4	-	-	-	4	-	-	-	-	8	-	-	-	24
Other receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Escrow Receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reimbursement from Related Entities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	-	4	4	-	-	4	-	-	-	4	-	-	-	-	8	-	-	-	24
<b>Disbursements</b>																			
Payroll, Payroll taxes, & Temps	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Hotel Management Services	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
General Operating	-	5	4	-	-	-	-	2	1	-	-	2	1	-	5	2	1	-	23
Utilities on Unsold Units	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Remaining build-out	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Remaining build-out (Spa & Theme Bar)	-	-	-	-	-	-	-	-	-	-	-	-	-	1	-	-	-	-	1
Professional Fees	-	5	4	-	-	-	-	2	1	-	-	2	1	1	5	2	1	-	24
<b>Net Cash Inflow (Outflow) from Operations</b>	-	(1)	-	-	-	4	-	(2)	(1)	4	-	(2)	(1)	(1)	3	(2)	(1)	-	-
<b>Net Cash Inflow (Outflow) - Combined</b>	-	(1)	-	-	-	4	-	(2)	(1)	4	-	(2)	(1)	(1)	3	(2)	(1)	-	-
Beginning Cash	1	1	-	-	-	-	4	4	2	1	5	5	3	2	1	4	2	1	1
Net Cash Inflow (Outflow)	-	(1)	-	-	-	4	-	(2)	(1)	4	-	(2)	(1)	(1)	3	(2)	(1)	-	-
<b>Ending Cash (excluding Fidelity)</b>	<b>1</b>	-	-	-	-	4	4	2	1	5	5	3	2	1	4	2	1	1	<b>1</b>
Beginning Cash at Fidelity National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Build-out work on Theme Bar & Spa	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Ending Cash at Fidelity National</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Cash</b>	<b>1</b>	-	-	-	-	4	4	2	1	5	5	3	2	1	4	2	1	1	<b>1</b>
<b>Investments</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Cash &amp; Investments</b>	<b>1</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4</b>	<b>4</b>	<b>2</b>	<b>1</b>	<b>5</b>	<b>5</b>	<b>3</b>	<b>2</b>	<b>1</b>	<b>4</b>	<b>2</b>	<b>1</b>	<b>1</b>	<b>1</b>

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

	Actual	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	17 Week
Week Beginning	10/25/2010	11/1/2010	11/8/2010	11/15/2010	11/22/2010	11/29/2010	12/6/2010	12/13/2010	12/20/2010	12/27/2010	1/3/2011	1/10/2011	1/17/2011	1/24/2011	1/31/2011	2/7/2011	2/14/2011	2/21/2011	
Week Ending	10/31/2010	11/7/2010	11/14/2010	11/21/2010	11/28/2010	12/5/2010	12/12/2010	12/19/2010	12/26/2010	1/2/2011	1/9/2011	1/16/2011	1/23/2011	1/30/2011	2/6/2011	2/13/2011	2/20/2011	2/27/2011	<b>Forecast</b>
<b>OPERATIONS</b>																			
<b>Receipts</b>																			
Owner Distribution - Hotel	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Parking Income/Rental Income	1	5	-	-	-	6	-	-	-	-	6	-	-	-	6	-	-	-	-
Other receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Escrow Receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reimbursement from Related Entities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>1</b>	<b>5</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>23</b>
<b>Disbursements</b>																			
Payroll, Payroll taxes, & Temps	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Hotel Management Services	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
General Operating	1	6	1	1	1	-	-	3	1	-	-	3	1	-	-	3	1	-	-
Utilities on Unsold Units	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Remaining build-out	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Remaining build-out (Spa & Theme Bar)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Professional Fees	1	-	-	-	-	-	-	-	-	-	-	-	-	1	-	-	-	-	-
	<b>2</b>	<b>6</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>-</b>	<b>-</b>	<b>3</b>	<b>1</b>	<b>-</b>	<b>-</b>	<b>3</b>	<b>1</b>	<b>1</b>	<b>-</b>	<b>3</b>	<b>1</b>	<b>-</b>	<b>22</b>
<b>Net Cash Inflow (Outflow) from Operations</b>	<b>(1)</b>	<b>(1)</b>	<b>(1)</b>	<b>(1)</b>	<b>(1)</b>	<b>6</b>	<b>-</b>	<b>(3)</b>	<b>(1)</b>	<b>-</b>	<b>6</b>	<b>(3)</b>	<b>(1)</b>	<b>(1)</b>	<b>6</b>	<b>(3)</b>	<b>(1)</b>	<b>-</b>	<b>1</b>
<b>Net Cash Inflow (Outflow) - Combined</b>	<b>(1)</b>	<b>(1)</b>	<b>(1)</b>	<b>(1)</b>	<b>(1)</b>	<b>6</b>	<b>-</b>	<b>(3)</b>	<b>(1)</b>	<b>-</b>	<b>6</b>	<b>(3)</b>	<b>(1)</b>	<b>(1)</b>	<b>6</b>	<b>(3)</b>	<b>(1)</b>	<b>-</b>	<b>1</b>
Beginning Cash	12	11	10	9	8	7	13	13	10	9	9	15	12	11	10	16	13	12	11
Net Cash Inflow (Outflow)	(1)	(1)	(1)	(1)	(1)	6	-	(3)	(1)	-	6	(3)	(1)	(1)	6	(3)	(1)	-	-
<b>Ending Cash (excluding Fidelity)</b>	<b>11</b>	<b>10</b>	<b>9</b>	<b>8</b>	<b>7</b>	<b>13</b>	<b>13</b>	<b>10</b>	<b>9</b>	<b>9</b>	<b>15</b>	<b>12</b>	<b>11</b>	<b>10</b>	<b>16</b>	<b>13</b>	<b>12</b>	<b>12</b>	<b>12</b>
Beginning Cash at Fidelity National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Build-out work on Theme Bar & Spa	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Ending Cash at Fidelity National</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Cash</b>	<b>11</b>	<b>10</b>	<b>9</b>	<b>8</b>	<b>7</b>	<b>13</b>	<b>13</b>	<b>10</b>	<b>9</b>	<b>9</b>	<b>15</b>	<b>12</b>	<b>11</b>	<b>10</b>	<b>16</b>	<b>13</b>	<b>12</b>	<b>12</b>	<b>12</b>
<b>Investments</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Cash &amp; Investments</b>	<b>11</b>	<b>10</b>	<b>9</b>	<b>8</b>	<b>7</b>	<b>13</b>	<b>13</b>	<b>10</b>	<b>9</b>	<b>9</b>	<b>15</b>	<b>12</b>	<b>11</b>	<b>10</b>	<b>16</b>	<b>13</b>	<b>12</b>	<b>12</b>	<b>12</b>

**W Boston Hotel & Parking Garage**

Forecast

(#'s in thousands)

**HOTEL FORECAST**

	Nov	Dec	Jan	Feb	March	April	May	June
Receipts - Hotel	\$ 2,295	\$ 1,843	\$ 1,447	\$ 1,487	\$ 1,949	\$ 2,574	\$ 2,633	\$ 2,400
Rooms & food	1,233	1,204	940	928	1,043	1,167	1,177	1,085
Admin & General expenses	209	206	176	179	207	232	234	244
Marketing	164	132	140	117	165	199	204	159
Repairs & Maintenance	63	71	52	41	70	54	66	63
Energy	103	112	89	78	57	85	81	84
Starwood Mgmt Fee	98	83	54	55	74	99	106	91
Rent, Taxes, & License	69	69	72	87	105	106	81	34
Operating lease expense	34	34	34	34	34	34	36	81
Operating expenses	1,973	1,911	1,557	1,520	1,755	1,976	1,985	1,842
Net cash inflow (outflow) from operations	322	(68)	(110)	(33)	194	598	648	559
Working Capital Changes	(75)	(75)	50	200	100	75	75	(125)
Beginning cash in Hotel Operations	\$ 1,638	\$ 1,584	\$ 1,241	\$ 1,182	\$ 1,024	\$ 1,219	\$ 1,242	\$ 1,439
Distribution to Owners*	(300)	(200)	-	(250)	(100)	(550)	(500)	(550)
Working Capital Changes	(75)	(75)	50	125	100	(25)	50	(200)
Net cash inflow (outflow)	322	(68)	(110)	(33)	194	598	648	559
Ending cash in Hotel Operations	\$ 1,584	\$ 1,241	\$ 1,182	\$ 1,024	\$ 1,219	\$ 1,242	\$ 1,439	\$ 1,248

\* Amounts distributed to owner - SW Boston Venture LLC

**PARKING GARAGE FORECAST**

	Nov	Dec	Jan	Feb	March	April	May	June
Receipts	\$ 70	\$ 65	\$ 65	\$ 74	\$ 84	\$ 74	\$ 80	\$ 88
Salaries & Wages	27	30	27	27	27	28	30	30
Payroll taxes & benefits	5	7	6	6	6	7	7	7
Common Area Maintenance	5	5	5	5	5	5	5	5
Ultimate Mgmt Fee	5	5	6	6	6	6	6	6
Other Expenses	6	5	6	6	6	6	6	6
Total Disbursements	48	52	50	50	50	52	54	54
Net cash inflow (outflow)	\$ 22	\$ 13	\$ 15	\$ 24	\$ 34	\$ 22	\$ 26	\$ 34
Beginning cash in Garage Operations	\$ 65	\$ 59	\$ 49	\$ 51	\$ 65	\$ 89	\$ 81	\$ 77
Distribution to Owner*	(28)	(23)	(13)	(10)	(10)	(30)	(30)	(35)
Net cash inflow (outflow)	22	13	15	24	34	22	26	34
Ending cash in Garage Operations	\$ 59	\$ 49	\$ 51	\$ 65	\$ 89	\$ 81	\$ 77	\$ 76

\* Amounts distributed to owner - SW Boston Venture LLC

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

**EXHIBIT D TO  
THIRD STATEMENT REGARDING CONTINUED USE OF CASH COLLATERAL**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
(Eastern Division)**

**In re**

**SW BOSTON HOTEL VENTURE, LLC, et  
al.<sup>1</sup>**

**Debtors**

**Chapter 11**

**Case No. 10-14535-JNF**

**Jointly Administered**

**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*

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<sup>1</sup> 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”)<sup>2</sup>; 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 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 August 24, 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 Replacement Liens, (3) Entry of Scheduling Order Regarding Continued Use of Cash Collateral*

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

*And (4) Additional Relief* [docket no. 259] (the “Cash Collateral Order”) approving the use of cash collateral in all eight (8) cases through November 26, 2010, and scheduling a hearing on the continued use of cash collateral for November 17, 2010 at 11:00 a.m.

C. On November 10, 2010, the Debtors filed the Cash Collateral Statement, seeking continued use of Cash Collateral through June 30, 2010.

D. Each of, among others, (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.

E. 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 June 30, 2011, 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.

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 June \_\_\_\_, 2011 at \_\_\_\_\_. On or before \_\_\_\_\_, 2011, 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 May 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 \_\_\_\_\_, 2011.

\_\_\_\_\_  
Honorable Joan N. Feeney  
United States Bankruptcy Judge

Dated: November \_\_\_\_, 2010

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