

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

In re

**SW BOSTON HOTEL VENTURE, LLC, et
al.¹**

Debtors

Chapter 11

Case No. 10-14535-JNF

Jointly Administered

STATEMENT IN SUPPORT OF CONTINUED USE OF CASH COLLATERAL

SW Boston Hotel Venture, LLC, Auto Sales & Service, Inc., General Trading Company, Frank Sawyer Corporation and 100 Stuart Street, LLC (collectively the “Debtors”) hereby submit this statement in support of the continued use of cash collateral in the above jointly administered cases through August 31, 2010.

1. On May 3, 2010, the Debtors filed 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* [docket no. 9] (the “Cash Collateral Motion”).

2. On May 5, 2010, the Court entered the *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, And (4) Additional Relief* [docket no.48], (the “Cash Collateral Order”) approving the use of cash collateral through May 31, 2010 and scheduling a hearing on the continued use of cash collateral for June 1, 2010.

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) and 100 Stuart Street, LLC (Case No. 10-14534-JNF).

3. Pursuant to the Cash Collateral Order, attached collectively as Exhibit A are (a) a budget for the Debtors' consolidated operations for the period between June 1, 2010 and August 31, 2010 (the "Budget Period"), (b) budgets for the Debtors' respective individual operations for the Budget Period, and (c) budgets for the operations May 30, 2010 for each of the Debtors.

4. The Debtors request the continued use of cash collateral through August 31, 2010 upon the same terms and conditions provided for in the Cash Collateral Order substituting the budgets attached as Exhibit A for the budgets referenced in the Cash Collateral Order.

5. As grounds for the continued use of cash collateral, the Debtors rely on the Cash Collateral Motion.

WHEREFORE, the Debtors respectfully request that this Court enter an order substantially in the form attached hereto as Exhibit B: (a) continuing the Debtors' use of cash collateral in accordance with the Budgets and upon the same terms and conditions described in the Cash Collateral Order, and (b) granting such other and further relief as may be just.

Respectfully Submitted,

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

/s/ D. Ethan Jeffery
Harold B. Murphy (BBO #362610)
D. Ethan Jeffery (BBO #631941)
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Dated: May 21, 2010
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**IN RE: SW BOSTON HOTEL VENTURE, LLC, ET AL
BANKRUPTCY NO. 10-14535-JNF
JOINTLY ADMINISTERED**

**EXHIBIT A TO
STATEMENT IN SUPPORT OF CONTINUED USE OF CASH COLLATERAL**

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	Totals
Week Beginning	5/17/2010	5/24/2010	5/31/2010	6/7/2010	6/14/2010	6/21/2010	6/28/2010	7/5/2010	7/12/2010	7/19/2010	7/26/2010	8/2/2010	8/9/2010	8/16/2010	8/23/2010	
Week Ending	5/23/2010	5/30/2010	6/6/2010	6/13/2010	6/20/2010	6/27/2010	7/4/2010	7/11/2010	7/18/2010	7/25/2010	8/1/2010	8/8/2010	8/15/2010	8/22/2010	8/29/2010	
OPERATIONS																
Receipts																
Owner Distribution - Hotel	300	-	-	-	-	400	-	-	-	350	-	-	-	400	-	1,450
Parking Income	-	-	2	-	-	-	17	-	-	-	-	23	-	-	-	42
Other receipts	68	-	-	-	-	-	92	-	-	-	-	-	-	-	-	160
Reimbursement from Related Entities	50	30	72	20	25	20	62	20	20	20	62	26	20	20	20	487
	418	30	74	20	25	420	171	20	20	370	62	49	20	420	20	2,139
Disbursements																
Payroll, Payroll taxes, & Temps	53	30	52	27	27	27	49	27	27	27	49	27	27	27	27	503
Hotel Management Services	45	-	-	-	45	-	-	-	45	-	-	-	-	45	-	180
General Operating	7	7	7	7	7	7	7	7	7	7	7	7	7	5	5	101
Professional Fees	-	75	-	50	-	-	365	-	-	-	-	341	-	-	-	831
	105	112	59	84	79	34	421	34	79	34	56	375	34	77	32	1,615
Net Cash Inflow (Outflow) from Operations	313	(82)	15	(64)	(54)	386	(250)	(14)	(59)	336	6	(326)	(14)	343	(12)	524
SALE OF RESIDENCES																
Condo Sale Proceeds	1,265	1,015	-	733	-	441	1,750	-	2,711	-	610	-	-	625	3,837	12,987
	1,265	1,015	-	733	-	441	1,750	-	2,711	-	610	-	-	625	3,837	12,987
Disbursements																
Closing Costs on Condo Sales	101	81	-	59	-	35	140	-	217	-	49	-	-	50	307	1,039
Condo Fees & Utilities on unsold units	343	5	-	113	-	5	-	-	111	-	112	-	-	5	100	794
Real Estate Taxes on unsold units	-	-	-	45	-	-	-	-	-	-	40	-	-	-	-	85
Marketing & Selling Expenses	-	-	8	-	-	-	8	-	-	-	-	8	-	-	-	24
Remaining Build out (non Fidelity)	80	80	80	37	-	100	-	50	-	-	-	100	50	-	-	577
Payments to Prudential	541	929	-	366	-	401	1,460	-	2,383	-	409	-	-	570	3,430	10,489
	1,065	1,095	88	620	-	541	1,608	50	2,711	-	610	108	50	625	3,837	13,008
Net Cash Inflow (Outflow) from Sale of Residences	200	(80)	(88)	113	-	(100)	142	(50)	-	-	-	(108)	(50)	-	-	(21)
COMBINED																
Net Cash Inflow (Outflow) - Combined	513	(162)	(73)	49	(54)	286	(108)	(64)	(59)	336	6	(434)	(64)	343	(12)	503
Beginning Cash	1,558	2,071	1,909	1,836	1,885	1,831	2,117	2,009	1,945	1,886	2,222	2,228	1,794	1,730	2,073	1,558
Net Cash Inflow (Outflow)	513	(162)	(73)	49	(54)	286	(108)	(64)	(59)	336	6	(434)	(64)	343	(12)	503
Ending Cash (excluding Fidelity)	2,071	1,909	1,836	1,885	1,831	2,117	2,009	1,945	1,886	2,222	2,228	1,794	1,730	2,073	2,061	2,061
Beginning Cash at Fidelity National	3,376	2,776	2,776	2,476	2,476	2,176	2,176	2,076	2,076	2,076	2,076	1,776	1,776	1,776	1,776	3,376
Build out work on Theme Bar & Spa	(600)	-	(300)	-	(300)	-	(100)	-	-	-	-	(300)	-	-	-	(1,600)
Ending Cash at Fidelity National	2,776	2,776	2,476	2,476	2,176	2,176	2,076	2,076	2,076	2,076	1,776	1,776	1,776	1,776	1,776	1,776
Total Cash	4,847	4,685	4,312	4,361	4,007	4,293	4,085	4,021	3,962	4,298	4,004	3,570	3,506	3,849	3,837	3,837
Investments	7,787	7,787	7,787	7,787	7,787	7,787	7,787	7,787	7,787	7,787	7,787	7,787	7,787	7,787	7,787	7,787
Total Cash & Investments	12,634	12,472	12,099	12,148	11,794	12,080	11,872	11,808	11,749	12,085	11,791	11,357	11,293	11,636	11,624	11,624

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

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	Totals
Week Beginning	5/17/2010	5/24/2010	5/31/2010	6/7/2010	6/14/2010	6/21/2010	6/28/2010	7/5/2010	7/12/2010	7/19/2010	7/26/2010	8/2/2010	8/9/2010	8/16/2010	8/23/2010	
Week Ending	5/23/2010	5/30/2010	6/6/2010	6/13/2010	6/20/2010	6/27/2010	7/4/2010	7/11/2010	7/18/2010	7/25/2010	8/1/2010	8/8/2010	8/15/2010	8/22/2010	8/29/2010	
OPERATIONS																
Receipts																
Owner Distribution - Hotel	300	-	-	-	-	400	-	-	-	350	-	-	-	400	-	1,450
Parking Income	-	-	2	-	-	-	17	-	-	-	23	-	-	-	-	42
Other receipts	68	-	-	-	-	-	92	-	-	-	-	-	-	-	-	160
Reimbursement from Related Entities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	368	-	2	-	-	400	109	-	-	350	-	23	-	400	-	1,652
Disbursements																
Payroll, Payroll taxes, & Temps	3	6	6	3	3	3	3	3	3	3	3	3	3	3	3	51
Hotel Management Services	45	-	-	-	45	-	-	-	45	-	-	-	-	45	-	180
General Operating	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	75
Professional Fees	-	75	-	50	-	-	365	-	-	-	-	330	-	-	-	820
	53	86	11	58	53	8	373	8	53	8	8	338	8	53	8	1,126
Net Cash Inflow (Outflow) from Operations	315	(86)	(9)	(58)	(53)	392	(264)	(8)	(53)	342	(8)	(315)	(8)	347	(8)	526
SALE OF RESIDENCES																
Condo Sale Proceeds	1,265	1,015	-	733	-	441	1,750	-	2,711	-	610	-	-	625	3,837	12,987
	1,265	1,015	-	733	-	441	1,750	-	2,711	-	610	-	-	625	3,837	12,987
Disbursements																
Closing Costs on Condo Sales	101	81	-	59	-	35	140	-	217	-	49	-	-	50	307	1,039
Condo Fees & Utilities on unsold units	343	5	-	113	-	5	-	-	111	-	112	-	-	5	100	794
Real Estate Taxes on unsold units	-	-	8	45	-	-	-	-	-	-	40	-	-	-	-	85
Marketing & Selling Expenses	-	-	8	-	-	-	8	-	-	-	-	8	-	-	-	24
Remaining Build out (non Fidelity)	80	80	80	37	-	100	-	50	-	-	-	100	50	-	-	577
Payments to Prudential	541	929	-	366	-	401	1,460	-	2,383	-	409	-	-	570	3,430	10,489
	1,065	1,095	88	620	-	541	1,608	50	2,711	-	610	108	50	625	3,837	13,008
Net Cash Inflow (Outflow) from Sale of Residences	200	(80)	(88)	113	-	(100)	142	(50)	-	-	-	(108)	(50)	-	-	(21)
COMBINED																
Net Cash Inflow (Outflow) - Combined	515	(166)	(97)	55	(53)	292	(122)	(58)	(53)	342	(8)	(423)	(58)	347	(8)	505
Beginning Cash	1,535	2,050	1,884	1,787	1,842	1,789	2,081	1,959	1,901	1,848	2,190	2,182	1,759	1,701	2,048	1,535
Net Cash Inflow (Outflow)	515	(166)	(97)	55	(53)	292	(122)	(58)	(53)	342	(8)	(423)	(58)	347	(8)	505
Ending Cash (excluding Fidelity)	2,050	1,884	1,787	1,842	1,789	2,081	1,959	1,901	1,848	2,190	2,182	1,759	1,701	2,048	2,040	2,040
Beginning Cash at Fidelity National Build out work on Theme Bar & Spa	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ending Cash at Fidelity National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Cash	2,050	1,884	1,787	1,842	1,789	2,081	1,959	1,901	1,848	2,190	2,182	1,759	1,701	2,048	2,040	2,040
Investments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Cash & Investments	2,050	1,884	1,787	1,842	1,789	2,081	1,959	1,901	1,848	2,190	2,182	1,759	1,701	2,048	2,040	2,040

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

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	Totals
Week Beginning	5/17/2010	5/24/2010	5/31/2010	6/7/2010	6/14/2010	6/21/2010	6/28/2010	7/5/2010	7/12/2010	7/19/2010	7/26/2010	8/2/2010	8/9/2010	8/16/2010	8/23/2010	8/30/2010	9/6/2010	9/13/2010	9/20/2010	9/27/2010	
Week Ending	5/23/2010	5/30/2010	6/6/2010	6/13/2010	6/20/2010	6/27/2010	7/4/2010	7/11/2010	7/18/2010	7/25/2010	8/1/2010	8/8/2010	8/15/2010	8/22/2010	8/29/2010	9/5/2010	9/12/2010	9/19/2010	9/26/2010	10/3/2010	
OPERATIONS																					
Receipts																					
Owner Distribution - Hotel	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Parking Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reimbursement from Related Entities	50	30	72	20	25	20	62	20	20	20	62	20	20	20	20	57	40	20	20	57	481
	50	30	72	20	25	20	62	20	20	20	62	20	20	20	20	57	40	20	20	57	481
Disbursements																					
Payroll, Payroll taxes, & Temps	50	24	46	24	24	24	46	24	24	24	46	24	24	24	24	50	24	24	24	50	452
Hotel Management Services	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
General Operating	2	2	2	2	2	2	2	2	2	2	2	2	2	-	-	-	-	-	-	-	26
Professional Fees	-	-	-	-	-	-	-	-	-	-	-	5	-	-	-	-	-	-	-	-	5
	52	26	48	26	26	26	48	26	26	26	48	31	26	24	24	50	24	24	24	50	483
Net Cash Inflow (Outflow) from Operations	(2)	4	24	(6)	(1)	(6)	14	(6)	(6)	(6)	14	(11)	(6)	(4)	(4)	7	16	(4)	(4)	7	(2)
SALE OF RESIDENCES																					
Condo Sale Proceeds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disbursements																					
Closing Costs on Condo Sales	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Condo Fees & Utilities on unsold units	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Real Estate Taxes on unsold units	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Marketing & Selling Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Remaining Build out (non Fidelity)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Payments to Prudential	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Inflow (Outflow) from Sale of Residences	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Inflow (Outflow) - Combined	(2)	4	24	(6)	(1)	(6)	14	(6)	(6)	(6)	14	(11)	(6)	(4)	(4)	7	16	(4)	(4)	7	(2)
Beginning Cash	7	5	9	33	27	26	20	34	28	22	16	30	19	13	9	5	12	28	24	20	7
Net Cash Inflow (Outflow)	(2)	4	24	(6)	(1)	(6)	14	(6)	(6)	(6)	14	(11)	(6)	(4)	(4)	7	16	(4)	(4)	7	(2)
Ending Cash (excluding Fidelity)	5	9	33	27	26	20	34	28	22	16	30	19	13	9	5	12	28	24	20	27	5
Beginning Cash at Fidelity National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Build out work on Theme Bar & Spa	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ending Cash at Fidelity National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Cash	5	9	33	27	26	20	34	28	22	16	30	19	13	9	5	12	28	24	20	27	5
Investments	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277
Total Cash & Investments	1,282	1,286	1,310	1,304	1,303	1,297	1,311	1,305	1,299	1,293	1,307	1,296	1,290	1,286	1,282	1,289	1,305	1,301	1,297	1,304	1,282

W Boston Hotel & Parking Garage

Forecast

(#'s in thousands)

HOTEL FORECAST

	June	July	August
Receipts - Hotel	\$ 2,451	\$ 2,090	\$ 2,250
Rooms & food	1,352	1,270	1,305
Admin & General expenses	213	202	201
Marketing	171	159	166
Repairs & Maintenance	66	64	64
Energy	89	86	87
Starwood Mgmt Fee	107	90	97
Rent, Taxes, & License	69	69	69
Operating lease expense	34	34	34
Operating expenses	2,101	1,974	2,023
Net cash inflow (outflow) from operations	350	116	227
Working Capital Changes	100	75	50
Beginning cash in Hotel Operations	\$ 1,259	\$ 1,309	\$ 1,150
Distribution to Owners*	(400)	(350)	(400)
Working Capital Changes	100	75	50
Net cash inflow (outflow)	350	116	227
Ending cash in Hotel Operations	\$ 1,309	\$ 1,150	\$ 1,027

* Amounts distributed to owner - SW Boston Venture LLC

PARKING GARAGE FORECAST

	June	July	August
Receipts	\$ 72	\$ 54	\$ 58
Salaries & Wages	27	40	27
Payroll taxes & benefits	6	9	6
Common Area Maintenance	5	5	5
Ultimate Mgmt Fee	5	5	5
Other Expenses	6	5	5
Total Disbursements	49	64	48
Net cash inflow (outflow)	\$ 23	\$ (10)	\$ 10
Beginning cash in Garage Operations	\$ 80	\$ 86	\$ 53
Distribution to Owner*	\$ (17)	\$ (23)	\$ -
Net cash inflow (outflow)	23	(10)	10
Ending cash in Garage Operations	\$ 86	\$ 53	\$ 63

* 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 B TO

STATEMENT IN SUPPORT OF CONTINUED USE OF CASH COLLATERAL

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

In re

SW BOSTON HOTEL VENTURE, LLC, *et al.*¹

Debtors

Chapter 11

Case No. 10-14535-JNF

Jointly Administered

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 AND (4) ADDITIONAL RELIEF

This matter having come before the Court on 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 May 3, 2010 (the “Cash Collateral Motion”)[docket no. 9] filed by SW Boston Hotel Venture LLC, General Trading Company, Frank Sawyer Corporation, 100 Stuart Street LLC and Auto Sales & Service, Inc. (collectively the “Debtors”); and the Court having jurisdiction to consider the Cash Collateral Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and notice of the Cash Collateral Motion being good and sufficient notice under the circumstances; and it appearing from the record before the Court that sufficient cause exists for the entry of this order; the Court

FINDS AS FOLLOWS:

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) and 100 Stuart Street, LLC (Case No. 10-14534-JNF).

A. On April 28, 2010, the Debtors filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Massachusetts (the "Court").

B. Each of (i) 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 ("Prudential"), (ii) the City of Boston (the "City"), and (iii) the 100 Stuart Street Primary Condominium Association and the 110 Stuart Street Residential Condominium Association (together with Prudential and the City the "Lienholders") may have an interest in the Debtors' Cash Collateral.

C. 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).

D. The Debtors require the use of the Cash Collateral² through August 31, 2010 in order to preserve their operations and the value of their assets.

NOW THEREFORE, IT IS HEREBY ORDERED THAT:

1. The request for the use of Cash Collateral in the Cash Collateral Motion is allowed and the Debtors are authorized to use Cash Collateral in accordance with the Cash Collateral Motion solely for the purposes set forth in and in accordance with the budgets attached to this order as Exhibit A, including the use of the proceeds of the sales of condominium units to pay: (a) condominium fees and utilities, (b) closing costs associated with the sale of condominium units up to an amount equal to eight percent (8%) of the adjusted gross sale price of the condominium units, and (c) construction costs related to the completion of the Hotel and

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

the condominium units (collectively the "Project Costs"). The Debtor is authorized and is directed to pay to Prudential, on account, the balance remaining from the adjusted gross sale proceeds of the condominium units after the payment of the Project Costs. Any payments to Prudential shall be without prejudice to the rights of the Debtors and any committee or trustee appointed by the Office of the United States Trustee to, among other things, contest the application of such payments to Prudential's claim against the Debtors.

2. Absent further order of this Court, the Debtors shall not use the \$4,000,000 of Cash Collateral of the City of Boston held at the Boston Private Bank and Trust Company.

3. Notwithstanding anything in paragraph 1, the use of Cash Collateral is authorized for and in connection with the Hotel operations managed by Starwood Hotels & Resorts Worldwide, Inc. and its affiliates ("Starwood"), including W Hotel Management, Inc., in the ordinary course of business as provided for and contemplated in the management contract between SW Boston and Starwood executed on August 23, 2005, as amended (the "Management Contract"). Starwood shall comply in all respects with Article 2.2.3 of the Management Contract, and SW Boston may challenge any failure by Starwood to comply with Article 2.2.3. SW Boston shall provide to Prudential copies of all reports given to SW Boston by Starwood pursuant to Article 2.5.2 of the Management Contract.

4. For the purposes of Section 361, 363(e) and 507(b) of the Bankruptcy Code and as adequate protection for their respective interests in the Debtors' Cash Collateral, the Lienholders are hereby granted replacement liens (the "Replacement Liens") on the same types of post-petition property of the estate against which such party held liens as of the Petition Date. The Replacement Liens shall maintain the same priority, validity and enforceability as the liens held by the Lienholders on the Petition Date. The Replacement Liens shall be recognized only to

the extent of the post-petition diminution in value of the pre-petition collateral of the Lienholders resulting from the Debtors' use of Cash Collateral.

5. The Replacement Liens shall not attach to any avoidance powers held by any of the Debtors or any trustee for the Debtors, including those avoidance powers set forth in Sections 544, 545, 547, 548, 549, 550, 551 and 553 of the Bankruptcy Code, or to the proceeds of any claims under or actions commenced pursuant to such powers.

6. Nothing in this Order shall constitute a waiver by or a restriction of the Debtors' right to seek the further use of Cash Collateral.

7. 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.

8. A continued hearing on the Debtors' use of Cash Collateral shall be held on _____, 2010 at _____ a.m. (the "Hearing Date"). On or before _____, 2010, the Debtors shall file and serve detailed supplemental budgets for the use of Cash Collateral for the ninety days ending on November 30, 2010, for the Debtors, the Hotel and the Garage. On or before _____, 2010, the Debtors shall file and serve a written report showing the actual income and expenses through _____, 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 4:30 p.m. on _____, 2010.

BY THE COURT

Honorable Joan N. Feeney
United States Bankruptcy Judge

Dated: June ____, 2010
::ODMA\PCDOCS\DOCS\564196\1

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

EXHIBIT A TO

**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 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	Totals
	5/17/2010	5/24/2010	5/31/2010	6/7/2010	6/14/2010	6/21/2010	6/28/2010	7/5/2010	7/12/2010	7/19/2010	7/26/2010	8/2/2010	8/9/2010	8/16/2010	8/23/2010	
	Week Ending	5/30/2010	6/6/2010	6/13/2010	6/20/2010	6/27/2010	7/4/2010	7/11/2010	7/18/2010	7/25/2010	8/1/2010	8/8/2010	8/15/2010	8/22/2010	8/29/2010	
OPERATIONS																
Receipts																
Owner Distribution - Hotel	300	-	-	-	-	400	-	-	-	350	-	-	-	400	-	1,450
Parking Income	-	-	2	-	-	-	17	-	-	-	-	23	-	-	-	42
Other receipts	68	-	-	-	-	-	92	-	-	-	-	-	-	-	-	160
Reimbursement from Related Entities	50	30	72	20	25	20	62	20	20	20	62	26	20	20	20	487
	418	30	74	20	25	420	171	20	20	370	62	49	20	420	20	2,139
Disbursements																
Payroll, Payroll taxes, & Temps	53	30	52	27	27	27	49	27	27	27	49	27	27	27	27	503
Hotel Management Services	45	-	-	-	45	-	-	-	45	-	-	-	-	45	-	180
General Operating	7	7	7	7	7	7	7	7	7	7	7	7	7	7	5	101
Professional Fees	105	112	59	50	84	79	34	421	34	79	34	341	-	-	-	831
	313	(82)	15	(64)	(54)	(36)	(250)	(14)	(59)	(356)	6	(206)	(14)	(343)	(12)	1,615
Net Cash Inflow (Outflow) from Operations																524
SALE OF RESIDENCES																
Condo Sale Proceeds	1,265	1,015	-	733	-	441	1,750	-	2,711	-	610	-	-	625	3,837	12,987
	1,265	1,015	-	733	-	441	1,750	-	2,711	-	610	-	-	625	3,837	12,987
Disbursements																
Closing Costs on Condo Sales	101	81	-	59	-	35	140	-	217	-	49	-	-	50	307	1,039
Condo Fees & Utilities on unsold units	343	5	-	113	-	5	-	-	111	-	112	-	-	5	100	794
Real Estate Taxes on unsold units	-	-	-	45	-	-	-	-	-	-	40	-	-	-	-	85
Marketing & Selling Expenses	-	-	8	-	-	-	8	-	-	-	-	8	-	-	-	24
Remaining Build out (non Fidelity)	80	80	80	37	-	100	-	50	-	-	-	100	50	-	-	577
Payments to Prudential	541	929	-	366	-	401	1,460	-	2,383	-	409	-	-	570	3,430	10,489
	1,065	1,095	88	620	-	541	1,608	50	2,711	-	610	108	50	625	3,837	13,008
Net Cash Inflow (Outflow) from Sale of Residences																(21)
COMBINED																
Net Cash Inflow (Outflow) - Combined	513	(162)	(73)	49	(54)	286	(108)	(64)	(59)	336	6	(434)	(64)	343	(12)	503
Beginning Cash	1,558	2,071	1,909	1,836	1,885	1,831	2,117	2,009	1,945	1,886	2,222	2,228	1,794	1,730	2,073	1,558
Net Cash Inflow (Outflow)	513	(162)	(73)	49	(54)	286	(108)	(64)	(59)	336	6	(434)	(64)	343	(12)	503
Ending Cash (excluding Fidelity)	2,071	1,909	1,836	1,885	1,831	2,117	2,009	1,945	1,886	2,222	2,228	1,794	1,730	2,073	2,061	2,061
Beginning Cash at Fidelity National	3,376	2,776	2,776	2,476	2,476	2,176	2,176	2,076	2,076	2,076	2,076	1,776	1,776	1,776	1,776	3,376
Build out work on Theme Bar & Spa	(600)	-	(300)	-	(300)	(100)	-	-	-	-	(300)	-	-	-	-	(1,600)
Ending Cash at Fidelity National	2,776	2,776	2,476	2,476	2,176	2,176	2,076	2,076	2,076	2,076	1,776	1,776	1,776	1,776	1,776	1,776
Total Cash	4,847	4,685	4,312	4,361	4,007	4,293	4,085	4,021	3,962	4,298	4,004	3,570	3,506	3,849	3,837	3,837
Investments	7,787	7,787	7,787	7,787	7,787	7,787	7,787	7,787	7,787	7,787	7,787	7,787	7,787	7,787	7,787	7,787
Total Cash & Investments	12,634	12,472	12,099	12,148	11,794	12,080	11,872	11,808	11,749	12,085	11,791	11,357	11,293	11,636	11,624	11,624

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

Week Beginning	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	Totals
Week Ending	5/17/2010	5/24/2010	5/31/2010	6/7/2010	6/14/2010	6/21/2010	6/28/2010	7/5/2010	7/12/2010	7/19/2010	7/26/2010	8/2/2010	8/9/2010	8/16/2010	8/23/2010	8/29/2010
Receipts																
Owner Distribution - Hotel	300	-	-	-	400	-	-	-	-	350	-	-	-	400	-	1,450
Parking Income	-	-	2	-	-	-	17	-	-	-	-	23	-	-	-	42
Other receipts	68	-	-	-	-	-	92	-	-	-	-	-	-	-	-	160
Reimbursement from Related Entities	368	-	2	-	-	400	109	-	-	350	-	23	-	400	-	1,652
Disbursements																
Payroll, Payroll taxes, & Temps	3	6	6	3	3	3	3	3	3	3	3	3	3	3	3	51
Hotel Management Services	45	-	-	-	45	-	-	45	-	-	-	-	-	45	-	180
General Operating	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	75
Professional Fees	-	75	-	50	-	-	365	-	-	-	-	330	-	-	-	820
	53	86	11	58	53	8	373	8	53	8	8	338	8	53	8	1,126
Net Cash Inflow (Outflow) from Operations	315	(86)	(9)	(58)	(53)	(592)	(254)	(8)	(53)	(342)	(8)	(315)	(8)	(347)	(8)	(526)

Week Beginning	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	Totals
Week Ending	5/17/2010	5/24/2010	5/31/2010	6/7/2010	6/14/2010	6/21/2010	6/28/2010	7/5/2010	7/12/2010	7/19/2010	7/26/2010	8/2/2010	8/9/2010	8/16/2010	8/23/2010	8/29/2010
SALE OF RESIDENCES																
Condo Sale Proceeds	1,265	1,015	-	733	-	441	1,750	-	2,711	-	610	-	-	625	3,837	12,987
Disbursements																
Closing Costs on Condo Sales	101	81	-	59	-	35	140	-	217	-	49	-	-	50	307	1,039
Condo Fees & Utilities on unsold units	343	5	-	113	-	5	-	-	111	-	112	-	-	5	100	794
Real Estate Taxes on unsold units	-	-	-	45	-	-	-	-	-	-	40	-	-	-	-	85
Marketing & Selling Expenses	-	-	8	-	-	-	8	-	-	-	-	8	-	-	-	24
Remaining Build out (non Fidelity)	80	80	80	37	-	100	-	50	-	-	100	50	-	-	-	577
Payments to Prudential	541	929	-	366	-	401	1,450	-	2,383	-	409	-	-	570	3,430	10,489
	1,065	1,095	88	620	-	541	1,608	50	2,711	-	610	108	50	625	3,837	13,008
Net Cash Inflow (Outflow) from Sale of Residences	200	(80)	(88)	113	(100)	142	(50)	(50)	(108)	(50)	(50)	(50)	(50)	(50)	(50)	(21)

Week Beginning	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	Totals
Week Ending	5/17/2010	5/24/2010	5/31/2010	6/7/2010	6/14/2010	6/21/2010	6/28/2010	7/5/2010	7/12/2010	7/19/2010	7/26/2010	8/2/2010	8/9/2010	8/16/2010	8/23/2010	8/29/2010
COMBINED																
Net Cash Inflow (Outflow) - Combined	515	(166)	(97)	55	(53)	292	(122)	(58)	(53)	342	(8)	(423)	(58)	347	(8)	505
Beginning Cash	1,535	2,050	1,884	1,787	1,842	1,789	2,081	1,959	1,901	1,848	2,190	2,182	1,759	1,701	2,048	1,535
Net Cash Inflow (Outflow)	515	(166)	(97)	55	(53)	292	(122)	(58)	(53)	342	(8)	(423)	(58)	347	(8)	505
Ending Cash (excluding Fidelity)	2,050	1,884	1,787	1,842	1,789	2,081	1,959	1,901	1,848	2,190	2,182	1,759	1,701	2,048	2,040	2,040
Beginning Cash at Fidelity National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Build out work on Theme Bar & Spa	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ending Cash at Fidelity National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Cash Investments	2,050	1,884	1,787	1,842	1,789	2,081	1,959	1,901	1,848	2,190	2,182	1,759	1,701	2,048	2,040	2,040
Total Cash & Investments	2,050	1,884	1,787	1,842	1,789	2,081	1,959	1,901	1,848	2,190	2,182	1,759	1,701	2,048	2,040	2,040

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

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	Totals		
	5/17/2010	5/24/2010	5/31/2010	6/7/2010	6/14/2010	6/21/2010	6/28/2010	7/5/2010	7/12/2010	7/19/2010	7/26/2010	8/2/2010	8/9/2010	8/16/2010	8/23/2010	8/30/2010	9/6/2010	9/13/2010	9/20/2010	9/27/2010			
	Week beginning	Week beginning	Week ending	Week ending	Week ending	Week ending	Week ending	Week ending	Week ending	Week ending	Week ending	Week ending	Week ending	Week ending	Week ending	Week ending	Week ending	Week ending	Week ending	Week ending	Week ending		
OPERATIONS																							
Owner Distribution - Hotel	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Parking Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Reimbursement from Related Entities	50	30	72	20	25	20	62	20	20	20	62	20	20	20	20	57	40	20	20	20	481	481	
Disbursements																							
Payroll, Payroll taxes, & Temps	50	24	46	24	24	24	46	24	24	24	46	24	24	24	24	50	24	24	24	24	452	452	
Hotel Management Services	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
General Operating	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	-	-	-	-	-	26	26	
Professional Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Net Cash Inflow (Outflow) from Operations	52	26	48	26	26	26	48	26	26	26	48	31	26	24	24	50	24	24	24	24	483	483	
SALE OF RESIDENCES																							
Condo Sale Proceeds	(2)	4	24	(6)	(6)	(6)	14	(6)	(6)	(6)	14	(11)	(6)	(4)	(4)	7	16	(4)	(4)	(4)	(2)	(2)	
Disbursements:																							
Closing Costs on Condo Sales	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Compl. Fees & Utilities on unsold units	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Real Estate Taxes on unsold units	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Marketing & Selling Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Remaining Build out (non Fidelity)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Payments to Prudential	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Net Cash Inflow (Outflow) from Sale of Residences	(2)	4	24	(6)	(6)	(6)	14	(6)	(6)	(6)	14	(11)	(6)	(4)	(4)	7	16	(4)	(4)	(4)	(2)	(2)	
Net Cash Inflow (Outflow) - Combined																							
Beginning Cash	7	5	9	33	27	26	20	34	28	22	16	30	19	13	9	5	12	28	24	24	7	7	
Net Cash Inflow (Outflow)	(2)	4	24	(6)	(6)	(6)	14	(6)	(6)	(6)	14	(11)	(6)	(4)	(4)	7	16	(4)	(4)	(4)	(2)	(2)	
Ending Cash (excluding Fidelity)	5	9	33	27	25	20	34	28	22	16	30	19	13	9	5	12	28	24	20	20	5	5	
Beginning Cash at Fidelity/National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Build out work on Theme Bar & Spa	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Ending Cash at Fidelity/National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Cash	5	9	33	27	26	20	34	28	22	16	30	19	13	9	5	12	28	24	20	20	5	5	
Investments	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	1,277	
Total Cash & Investments	1,282	1,286	1,310	1,304	1,303	1,297	1,311	1,305	1,299	1,293	1,307	1,296	1,290	1,285	1,282	1,289	1,305	1,301	1,297	1,297	1,282	1,282	

W Boston Hotel & Parking Garage

Forecast

(#'s in thousands)

HOTEL FORECAST

	June	July	August
Receipts - Hotel	\$ 2,451	\$ 2,090	\$ 2,250
Rooms & food	1,352	1,270	1,305
Admin & General expenses	213	202	201
Marketing	171	159	166
Repairs & Maintenance	66	64	64
Energy	89	86	87
Starwood Mgmt Fee	107	90	97
Rent, Taxes, & License	69	69	69
Operating lease expense	34	34	34
Operating expenses	2,101	1,974	2,023
Net cash inflow (outflow) from operations	350	116	227
Working Capital Changes	100	75	50
Beginning cash in Hotel Operations	\$ 1,259	\$ 1,309	\$ 1,150
Distribution to Owners*	(400)	(350)	(400)
Working Capital Changes	100	75	50
Net cash inflow (outflow)	350	116	227
Ending cash in Hotel Operations	\$ 1,309	\$ 1,150	\$ 1,027

* Amounts distributed to owner - SW Boston Venture LLC

PARKING GARAGE FORECAST

	June	July	August
Receipts	\$ 72	\$ 54	\$ 58
Salaries & Wages	27	40	27
Payroll taxes & benefits	6	9	6
Common Area Maintenance	5	5	5
Ultimate Mgmt Fee	5	5	5
Other Expenses	6	5	5
Total Disbursements	49	64	48
Net cash inflow (outflow)	\$ 23	\$ (10)	\$ 10
Beginning cash in Garage Operations	\$ 80	\$ 86	\$ 53
Distribution to Owner*	\$ (17)	\$ (23)	\$ -
Net cash inflow (outflow)	23	(10)	10
Ending cash in Garage Operations	\$ 86	\$ 53	\$ 63

* Amounts distributed to owner - SW Boston Venture LLC