



**ORDERED in the Southern District of Florida on March 02, 2010.**

**Raymond B. Ray, Judge  
United States Bankruptcy Court**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF FLORIDA  
FORT LAUDERDALE DIVISION  
www.flsb.uscourts.gov

In re:

Gulfstream Crane, LLC,

Debtor.

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Chapter 11

Case No. 09-37091-RBR

**AGREED ORDER GRANTING IN PART CATERPILLAR FINANCIAL SERVICES CORPORATION'S MOTION FOR RELIEF FROM THE AUTOMATIC STAY OR, IN THE ALTERNATIVE, ADEQUATE PROTECTION**

THIS CAUSE came before the Court on February 16, 2010, upon the scheduled hearing on Caterpillar Financial Services Corporation's Motion for Relief from the Automatic Stay, or in the Alternative, for Adequate Protection (the "Motion") [D.E. #83], in which Caterpillar Financial Services Corporation (the "Movant") sought to exercise its state law rights and remedies in its collateral as described more fully in the Motion as the FCC Collateral and the BofA Collateral.<sup>1</sup> This matter came on for hearing on February 16, 2010, at which time the parties announced an agreement as to surrender of the FCC Collateral, the terms of which are

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<sup>1</sup> Defined terms not otherwise defined herein shall have the meaning ascribed to such terms in the Motion.

reflected below, and requested a further hearing on the BofA Collateral. The Court, having reviewed the Motion, and having found that good and sufficient notice of the Motion was given to all parties in interest, and no objections having been filed or raised at the hearing, and being otherwise duly advised in the premises, it is

**ORDERED AND ADJUDGED** as follows:

1. The Motion is GRANTED in part, as set forth below.
2. The automatic stay provided by 11 U.S.C. § 362 is hereby modified as to the FCC Collateral and the Debtor shall surrender the FCC Collateral to Caterpillar on the following dates and at the following yard locations (unless otherwise agreed by the parties or ordered by the Court):

MAKE/MODEL	DESCRIPTION	S/N-VIN	LOCATION	AVAILABLE
Grove RT 760	Rough Terrain Crane	223226	TX	2/23/2010
Grove RT 760	Rough Terrain Crane	223501	FL	3/1/2010
Grove RT 760	Rough Terrain Crane	223560	TX	2/28/2010
Grove RT 760	Rough Terrain Crane	223601	TX	3/31/2010
Grove RT 760	Rough Terrain Crane	223612	TX	3/31/2010
Grove RT 760	Rough Terrain Crane	223639	FL	3/24/2010
Grove RT 760	Rough Terrain Crane	224077	GA	2/23/2010
Grove RT 760	Rough Terrain Crane	224079	GA	2/23/2010
Grove RT 760	Rough Terrain Crane	223110	TX	2/23/2010
Grove RT 760	Rough Terrain Crane	223583	GA	2/23/2010
2006 Manitowoc 12000	Crawler Crane	1200-1027	TX	2/23/2010

3. In consideration for the surrender of the FCC Collateral pursuant to the above schedule, Caterpillar waives any deficiency claim under the FCC Agreement and the FCC Loans, but does not waive any claims under the BofA Agreement or the BofA Notes, as such terms are defined in the Motion.

4. The FCC Collateral shall be surrendered to Caterpillar at the Debtor's yards noted above, or, at the request of Caterpillar, shall be transported to Caterpillar if Caterpillar pays in advance the costs of such transportation.

5. The Debtor will use its best efforts to locate and return to Caterpillar the missing parts related to the two Alimak lifts returned to Caterpillar pre-petition.

6. Caterpillar reserves the right to seek adequate protection for the Debtor's use of the FCC Collateral from the petition date through the date of surrender for each piece of collateral, and the Debtor reserves the right to object to any such request for adequate protection.

7. The Court defers ruling on the Motion as it relates to the BofA Collateral, and shall schedule a further hearing on the remaining relief requested in the Motion by separate Order.

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Submitted by:

John B. Hutton, Esq.  
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Copies furnished to:

John B. Hutton, Esq.  
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[John B. Hutton, Esq. is directed to mail a conformed copy of this Order on all interested parties referenced in the service list attached to the Motion and shall file a certificate of service with the Clerk of the Court.]

*MIA 181,030,324v3 2-23-10*