

Leslie M. Luttrell
State Bar No. 12708650
Richard E. Hettinger
State Bar No. 09555100
Davidson & Troilo
A Professional Corporation
7550 West IH-10, Suite 800
San Antonio, Texas 78229
Tel. 210.349.6484
Fax 210.349.0041
lluttrell@davidsontroilo.com

ATTORNEYS FOR KEY EQUIPMENT FINANCE INC.

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re: § Chapter 11
§
Lewis Equipment Company, Inc., et al §
§
§ JOINTLY ADMINISTERED
§ UNDER
Debtors § CASE NO. 09-45785-RFN-11

**KEY EQUIPMENT FINANCE INC.'S LIMITED OBJECTION TO THE CHAPTER 11
TRUSTEES' EMERGENCY MOTION TO APPROVE LIMITED AUTHORIZATION OF THE USE
OF CASH COLLATERAL**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

NOW COMES Key Equipment Finance Inc. ("KEF"), a secured creditor and party in interest in the above styled and numbered bankruptcy proceeding and, files this its Limited Objection (the "Objection") to the Chapter 11 Trustee's Emergency Motion to Approve Limited Authorization for the Use of Cash Collateral (the "Motion") and respectfully show the Court as follows:

1. KEF does not oppose the Trustee's use of Frost National Bank's cash collateral, as described in the Motion except to the extent that the Trustee's use of cash collateral includes cash collateral in which KEF holds a valid, perfected first priority security interest.
2. On December 17, 2009, this Court entered Docket No. 304, the Stipulation and Agreed Order on Adequate Protection between the Debtors and Key Equipment Finance Inc. (the

“KEF Stipulation”). Frost National Bank consented to the terms of the KEF Stipulation. Pursuant to the terms of the KEF Stipulation, the Court found that KEF holds a valid and perfected first lien security interest in the KEF Collateral, as therein defined, and that KEF also holds a valid and perfected first lien security interest in any proceeds of the KEF Collateral which constitutes cash collateral within the meaning of 11 U.S.C. § 363(a) (the “KEF Proceeds”). Additionally, the Debtors agreed to make interim adequate protection payments to KEF on account of KEF’s first priority lien in the KEF Collateral and KEF Proceeds.

3. The lien of Frost National Bank is junior to the lien of KEF in the KEF Collateral and the KEF Proceeds as provided in the Inter-Creditor Agreement executed between KEF and Frost National Bank and ratified by Frost National Bank in the KEF Stipulation. KEF would show the Court that the KEF Cash Collateral should be excluded from any relief that might be granted to Frost National Bank under th Motion or, alternatively, the priority of the KEF liens in the KEF Collateral and KEF Proceeds should be ratified.

OBJECTION

4. KEF objects to the Motion to the extent that it seeks to alter the prior determination of priority between KEF and Frost National Bank as to the KEF Collateral and the KEF Proceeds.

5. KEF further objects to the Motion to the extend it would allow the Trustee to use the KEF Proceeds or to disburse the KEF Proceeds to Frost National Bank.

WHEREFORE, PREMISES CONSIDERED, Key Equipment Finance Inc. respectfully requests that upon hearing on the Motion, the Court deny the use of the KEF Proceeds and deny any request to disburse the KEF Proceeds to Frost National Bank, and grant Key Equipment Finance Inc. such other and further relief as is just.

Dated: March 4, 2010.

Respectfully submitted,

Davidson & Troilo

A Professional Corporation
7550 West IH-10, Suite 800
San Antonio, Texas 78229
Tel. 210.349.6484
Fax 210.349.0041

By: /s/ *Leslie M. Luttrell* _____

Leslie M. Luttrell
Texas State Bar No. 12708650
Richard E. Hettinger
Texas State Bar No. 09555100

ATTORNEY FOR KEY EQUIPMENT FINANCE INC.

CERTIFICATE OF SERVICE

I, Leslie M. Luttrell, do hereby certify that on the 4th day of March, 2010, I caused a copy of the foregoing instrument to be served to the Debtors, Debtors' Counsel, the U.S. Trustee and to all parties who receive electronic notice in this case via the Courts Electronic Case Filing System.

Debtors

Lewis Equipment Company, Inc.
LWL Management, LLC,
Hardrock Machine Shop, LLC,
Great White Transportation, LLC
Lewis Crane & Hoist, Inc.,
Rock Island Rigging, Inc., and
Hardrock Road Properties, LLC
1829 W. Shady Grove Road
Grand Prairie, Texas 75050

Attorney for Debtors

Davor Rukavina
Kathleen M. Patrick
Munsch, Hardt, Kopf & Harr
500 N. Akard Street, Suite 3800
Dallas, Texas 75201-6659
drukavina@munsch.com
kpatrick@munsch.com

U.S. Trustee

William R. Neary
United States Trustee
1100 Commerce Str., Room 976
Dallas, Texas 75242

Elizabeth Ann Ziegler
U.S. Trustee Office
1100 Commerce Street, Room 976
Dallas, Texas 75242
elizabeth.ziegler@usdoj.gov

QUENTIN SZYMANSKY
NATIONAL CITY
116 ALLEGHENY CENTER, LOC #46-04-161
PITTSBURGH, PA 15212
QUENTIN.SZYMANSKY@NATIONALCITY.COM

PEOPLE'S CAPITAL & LEASING CORP.

Case No. 09-45785-rfn-11

C/O JEFFREY HAMILTON
JACKSON WALKER LLP
901 MAIN STREET, STE. 600
DALLAS, TEXAS 75202
JHAMILTON@JW.COM

ROBERT J. RATNER
GENERAL COUNSEL AND VP
AFCO CREDIT CORPORATION
110 WILLIAMS STREET, 29TH FLOOR
NEW YORK, NY 10038-3901

RONALD R. FUQUA
REGIONS
111 W. MOCKINGBIRD, LN.
12TH FLOOR
DALLAS, TX 75247
RON.FUQUA@REGIONS.COM

GARY L. YOUNG, VP CREDIT
FCC EQUIPMENT FINANCING
12740 GRAN BAY PARKWAY WEST, #2100
JACKSON, FL 32258

GAYLE GARCIA COLLECTIONS SUPERVISOR
CENTER CAPITAL
3 FARM GLEN BOULEVARD
FARMINGTON, CT 06032

AMERICAN BANK OF TEXAS
ATTN: CUSTOMER SERVICE
418 NORTH HIGHWAY 281
MARBLE FALLS, TX 78654

LAWRENCE CHEK
HUNTON & Williams, LLP
1445 ROSS AVE., STE 3700
DALLAS, TEXAS 75202
LCHEK@HUNTON.COM

JAKE'S CRANE RIGGING
6109 DEAN MARTIN DRIVE
LAS VEGAS, NV 89118

KEELY BRADSHAW
ZIONS CREDIT CORP.
ONE SOUTH MAIN STREET, 5TH FLOOR
SALT LAKE CITY, UT 84133
KELLY.BRADSHAW@ZIONBANK.COM

MICHAEL J. QUILLING
QUILLING SELANDER CUMMISKEY LOWNDS
2001 BRYAN STREET, SUITE 1800
DALLAS, TX 75201
MQUILLING@QSCLPC.COM

SIERRA EQUIPMENT
8505 NW 29TH STREET
MIAMI, FL 33112

RENEE HITTNER
FIFTH THIRD BANK EQUIPMENT FINANCE
MD10904A
38 FOUNTAIN SQUARE PLAZA
CINCINNATI, OH 45202
RENEE.HITTNER @53.COM

ROGER EVERY, PORTFOLIO MANAGER
S/L FINANCIAL SERVICE CORP.
251 RIVERSIDE AVENUE
WESTPORT, CT 06888
ROGEREVERY@SLFINANCIAL.COM

JOHN HANSEN
MESA LOGISTICS, LLC
6007 GLENDORA AVE.
DALLAS, TX 75230-5025

SOUTHERN COMMUNITY BANK
1601 BRYAN STREET
DALLAS, TEXAS 75201

ELIZABETH K. HAMELINE
GE CAPITAL
ELIZABETHHAMELINE@GE.COM

/s/ Leslie M. Luttrell

Leslie M. Luttrell