

Jeffrey G. Hamilton
State Bar No. 00793886
J. Scott Rose
State Bar No. 17252800
Heather M. Forrest
State Bar No. 24040918
JACKSON WALKER L.L.P.
901 Main Street, Suite 6000
Dallas, Texas 75202
ATTORNEYS FOR
PEOPLE'S CAPITAL AND LEASING CORP.

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

IN RE:	§	
	§	Jointly Administered Under
LEWIS EQUIPMENT COMPANY, INC.,	§	Case No. 09-45785-rfn
	<i>et. al,</i> §	Chapter 11
Debtors.	§	

**PEOPLE'S CAPITAL AND LEASING CORP.'S LIMITED OBJECTION TO THE
CHAPTER 11 TRUSTEE'S EMERGENCY MOTION TO APPROVE LIMITED
AUTHORIZATION FOR THE USE OF CASH COLLATERAL**

PEOPLE'S CAPITAL AND LEASING CORP. ("PCLC"), a secured creditor and party-in-interest in this case, files this Limited Objection ("Objection") to the Chapter 11 Trustee's Emergency Motion to Approve Limited Authorization for the Use of Cash Collateral ("Motion"), and respectfully represents as follows:

1. PCLC does not oppose the Trustee's use of Frost 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 PCLC holds a valid, perfected first priority security interest.

2. On October 26, 2009, PCLC filed its Motion for Relief from the Automatic Stay or, in the Alternative, for Adequate Protection ("Lift Stay Motion"), seeking adequate protection or relief from the stay with respect to certain cranes, in which PCLC holds a perfected, first priority security interest.

3. PCLC and the Debtor reached an agreement on the issues raised in the Lift Stay

Motion. On November 24, 2009 the Court signed the Automatic Stay and Adequate Protection Stipulation and Agreed Order Between Debtor and People's Capital and Leasing Corporation Pursuant to Bankruptcy Rule 4001(d) ("Stipulation Order").

4. Pursuant to the terms of the Stipulation Order, the Court found that PCLC holds a valid and perfected first lien security interest in the referenced collateral, including the Liebherr Collateral as defined in the Stipulation Order. PCLC also holds a valid and perfected first lien security interest in any proceeds of the Liebherr Collateral ("PCLC Proceeds"), which constitutes cash collateral within the meaning of 11 U.S.C. § 363(a). Additionally, the Debtors agreed to make adequate protection payments to PCLC on account of PCLC's first-priority lien in the Liebherr Collateral.

5. Frost Bank arguably has a junior lien in the Liebherr Collateral. For the avoidance of doubt, the PCLC Proceeds should be excluded from any relief that might be granted to Frost Bank and/or Debtor.

OBJECTION

6. PCLC objects to the Motion to the extent that it might seek to allow the Trustee use of the PCLC Proceeds or to disburse the same to Frost Bank.

CONCLUSION

PCLC respectfully request that upon hearing the Motion, the Court will deny the use of the PCLC Proceeds as well as denying any request to disburse them to Frost Bank, and grant PCLC such other relief as it may show itself justly entitled.

Respectfully submitted,

JACKSON WALKER L.L.P.

By: *s/ Jeffrey G. Hamilton*

Jeffrey G. Hamilton
State Bar No. 00793886
J. Scott Rose
State Bar No. 17252800
Heather M. Forrest
State Bar No. 24040918
901 Main Street, Suite 6000
Dallas, Texas 75202
(214) 953-6000 (Telephone)
(214) 953-5822 (Facsimile)

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AND LEASING CORP.

CERTIFICATE OF SERVICE

I hereby certify that on this 4th day of March, 2010, the foregoing Objection to the Chapter 11 Trustee's Emergency Motion to Approve Limited Authorization for the Use of Cash Collateral was served by e-mail on the parties who receive electronic notice in this case pursuant to the Court's ECF filing system.

/s/ Jeffrey G. Hamilton
Jeffrey G. Hamilton