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ATTORNEYS FOR SIERRA EQUIPMENT, INC.

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

IN RE:	§	CASE NO. 09-45785-RFN-11
	§	
LEWIS EQUIPMENT COMPANY, INC., et al,	§	CHAPTER 11
	§	
Debtors.	§	(Jointly Administered)

**OBJECTION TO THE TRUSTEE’S EMERGENCY MOTION TO
APPROVE LIMITED AUTHORIZATION FOR THE USE OF CASH COLLATERAL**

TO THE HONORABLE RUSSELL F. NELMS,
UNITED STATES BANKRUPTCY JUDGE:

Sierra Equipment, Inc. (“Sierra”) files this Objection (the “Objection”) to the *Trustee’s Emergency Motion to Approve Limited Authorization for the Use of Cash Collateral* (the “Motion”). In support of the Objection, Sierra would respectfully show as follows:

1. On June 10, 2008, Sierra as Lessor and LWL Management, Inc.¹ (“LWL”) as Lessee entered into that certain Equipment Lease Agreement whereby Sierra agreed to lease certain equipment (the “Equipment”) to LWL for an initial term of thirty six (36) months.
2. On September 18, 2009, LWL and certain other related affiliates (collectively, the “Debtors”) each filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States

¹ LWL Management, Inc. subsequently converted to LWL Management, LLC pursuant to a Certificate of Conversion filed with the Texas Secretary of State on June 4, 2009.

Code (the “Bankruptcy Code”), commencing these bankruptcy cases (collectively, the “Bankruptcy Cases”), which are being jointly administered in the above-styled proceeding.

3. During a hearing on February 19, 2010, the Court ordered the United States Trustee to appoint a Chapter 11 Trustee of the Debtors and terminated the Debtors’ ability to use cash collateral. Scott Seidel was subsequently appointed as the Chapter 11 Trustee (the “Trustee”).

4. On February 26, 2010, Sierra filed a motion seeking relief from the automatic stay so that it may recover its Equipment due the Debtors’ post-petition non payment of the monthly rental amounts owed to Sierra pursuant to the Equipment Lease Agreement. Sierra’s motion for relief from the stay is set for hearing on March 11, 2010.

5. On March 2, 2010, the Trustee filed the Motion in which he seeks to use the Debtor’s cash and make a \$3 million payment to The Frost National Bank (“Frost”) on account Frost’s alleged interests in the Debtors’ assets.

6. Sierra has reason to believe that the Debtors may have sold certain of its Equipment without Sierra’s consent or knowledge. The Debtors are still in possession of Sierra’s Equipment, and Sierra thus does not know what Equipment may have been sold. Sierra will not know what Equipment was sold until it obtains relief from the automatic stay and possession of the Equipment. However, to the extent that the Debtors sold certain of Sierra’s Equipment and that the cash within the Debtors’ bank accounts constitute the proceeds of the sale of Sierra’s Equipment, such proceeds belong to Sierra, and Sierra accordingly objects to the Motion and reserves all rights with respect to that issue.

BASED UPON THE FOREGOING, Sierra respectfully requests that the Court enter an order: (i) denying the Motion to the extent that the Trustee seeks to use or otherwise dispose of

funds within the Debtors' bank accounts that constitute the proceeds of the sale of Sierra's Equipment; and (ii) granting such other relief as Sierra may show itself to be justly entitled.

DATED: March 4, 2010.

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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing was sent either electronically by the clerk of court on March 4, 2010 or via first class United States mail, postage prepaid to the Trustee and to all parties appearing on the attached service list.

/s/ Melissa S. Hayward

Melissa S. Hayward

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