

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

In re: §
LEWIS EQUIPMENT COMPANY, INC., § CASE NO. 09-45785-rfn-11
ET. AL., § (Jointly Administered)
Debtors. §

**EMERGENCY MOTION TO TERMINATE USAGE OF
CASH COLLATERAL BY THE FROST NATIONAL BANK**

TO THE HONORABLE RUSSELL F. NELMS, U.S. BANKRUPTCY JUDGE:

The Frost National Bank (“Frost”) files its Emergency Motion to Terminate Usage of Cash Collateral (the “Motion”) as follows:

**I.
BACKGROUND**

1. 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 (the “Debtors”), the debtors-in-possession in the above styled and numbered bankruptcy cases (the “Bankruptcy Cases”), filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code on September 18, 2009 (the “Petition Date”). At all relevant times, the Debtors have been owned and controlled by their president and sole shareholder, Kyle Lewis.

2. The Debtors have several secured lenders with liens encumbering all of the Debtors’ assets. Frost is the Debtors’ largest secured lender with a claim on the Petition Date of no less than \$27,656,254.11. Pursuant to the Final Order Authorizing Debtors’ Use of Cash Collateral (Docket No. 327), the Debtors have certain ability to use Frost’s cash collateral subject

to specific conditions. The Debtors' ability to use cash collateral is specifically subject to revocation by Frost and the Court pursuant to paragraph 5 of such Order.

II.
POST-PETITION EVENTS

3. The Debtors' post-petition operations have fallen far short of their projections. Pursuant to the Debtors' Operating Reports and the Examiner's Report, the Debtors are using far more of Frost's cash collateral than they are providing in the form of adequate protection.

4. The Debtors' operations continue to deteriorate. Fleet utilization is half of what it was when the case was filed. The Debtors are losing approximately \$1.5 million per month and management has been unable or unwilling to make necessary cost-saving moves.

III.
RELIEF REQUESTED

5. Frost is not adequately protected pursuant to 11 U.S.C. § 363(c)(2) and no longer consents to the usage of its cash collateral. Accordingly, Frost requests the Court to terminate the Debtor's usage of Frost's cash collateral on an emergency basis.

WHEREFORE, premises considered, The Frost National Bank requests that the Court terminate the Debtors' usage of cash collateral pursuant to the Final Order Authorizing Debtors' Use of Cash Collateral (Docket No. 327) and that the Court award The Frost National Bank such other and further relief, general or special, at law or in equity, to which it may show itself justly entitled.

Respectfully submitted,

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By: /s/ Michael J. Quilling
Michael J. Quilling
State Bar No. 16432300

**ATTORNEYS FOR THE FROST NATIONAL
BANK**

CERTIFICATE OF SERVICE

The undersigned certifies that he served all parties requesting notice in this case with a copy of the foregoing Motion via this Court's ECF electronic filing system on the date of filing of the Motion. To the extent that a party-in-interest requesting notice did not receive notice via this Court's ECF system, service of the Motion will be accomplished through United States Mail, First Class, e-mail, and/or facsimile no later than the next business day following the date of service hereof.

/s/ Michael J. Quilling