

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
EASTERN DIVISION

\_\_\_\_\_  
In re: \_\_\_\_\_ )  
\_\_\_\_\_ )  
SW BOSTON HOTEL VENTURE LLC, )  
et al., \_\_\_\_\_ )  
\_\_\_\_\_ )  
Debtors. \_\_\_\_\_ )  
\_\_\_\_\_ )

Chapter 11  
Case No. 10-14535-JNF

(Jointly Administered)

CERTIFICATE OF SERVICE

I, Natalie B. Sawyer, hereby certify that on July 6, 2010, I caused a copy of the following documents to be served by this Court's CM/ECF System, electronic mail and/or facsimile on the persons and entities listed on the attached service list:

- (i) *Agreed Order Regarding Motion for Authorization of (1) the Interim and Permanent Use of Cash Collateral, (2) the Granting of Replacement Liens, (3) Entry of Scheduling Order Regarding Continued Use of Cash Collateral and (4) Additional Relief RE: 30-32 Oliver Street Corporation, General Land Corporation, 131 Arlington Street Trust; and*
- (ii) *Notice of Continued Nonevidentiary Hearing on Agreed Order Regarding Motion for Authorization of (1) the Interim and Permanent Use of Cash Collateral, (2) the Granting of Replacement Liens, (3) Entry of Scheduling Order Regarding Continued Use of Cash Collateral and (4) Additional Relief RE: 30-32 Oliver Street Corporation, General Land Corporation, 131 Arlington Street Trust.*

/s/ Natalie B. Sawyer  
Natalie B. Sawyer (BBO #660072)  
HANIFY & KING, Professional Corporation  
One Beacon Street, 21st Floor  
Boston, MA 02108  
Tel: (617) 423-0400  
Fax: (617) 556-8985  
Email: nbs@hanify.com

Dated: July 6, 2010

**SW Boston Hotel Venture LLC, et al.**  
**Service List**  
569037

**VIA ECF**

John Fitzgerald, Esq.  
Office of the United States Trustee  
10 Causeway Street  
Boston, MA 02222  
Email: [USTPRegion01.BO.ECF@USDOJ.GOV](mailto:USTPRegion01.BO.ECF@USDOJ.GOV)

John J. Monaghan, Esq.  
Lynne B. Xerras, Esq.  
Holland & Knight LLP  
10 St. James Avenue  
Boston, MA 02116  
Email: [bos-bankruptcy@hklaw.com](mailto:bos-bankruptcy@hklaw.com)  
*(Counsel to Starwood Hotels & Resorts Worldwide, Inc. and certain of its affiliates, including, but not limited to, W Hotel Management, Inc.)*

Gina L. Martin, Esq.  
Goodwin Procter LLP  
53 State Street  
Exchange Place  
Boston, MA 02109  
Email: [gmartin@goodwinprocter.com](mailto:gmartin@goodwinprocter.com)  
*(Counsel to Prudential Insurance Company of America)*

Kate Buyuk, Esq.  
Lyne, Woodworth, & Evarts LLP  
12 Post Office Square  
Boston, MA 02109  
Email: [kbuyuk@lweilaw.com](mailto:kbuyuk@lweilaw.com)  
*(Counsel to City Of Boston)*

Deborah S. Griffin, Esq.  
Holland & Knight LLP  
10 St. James Avenue  
Boston, MA 02116  
Email: [deborah.griffin@hklaw.com](mailto:deborah.griffin@hklaw.com)  
*(Counsel to Bovis Lend Lease LMB, Inc.)*

**VIA ELECTRONIC MAIL**

Emanuel C. Grillo, Esq.  
(Counsel to Prudential Insurance Company of America)  
Email: [egrillo@goodwinprocter.com](mailto:egrillo@goodwinprocter.com)

Kevin J. Lyons  
(Counsel to Sovereign Bank)  
Email: [klyons@riemerlaw.com](mailto:klyons@riemerlaw.com)

Edwards Angell Palmer & Dodge  
Email: [rlee@eapdlaw.com](mailto:rlee@eapdlaw.com)

Gilmartin Magence & Ross  
Email: [craig@gmr-law.com](mailto:craig@gmr-law.com)

Otis & Ahearn  
Email: [kahearn@otisahearn.com](mailto:kahearn@otisahearn.com)

Capital Hotel Management  
Email: [ccrandell@capitalhotelmgt.com](mailto:ccrandell@capitalhotelmgt.com)

TRO Jung Brannen  
Email: [ss@trojb.com](mailto:ss@trojb.com)

Aqua Vision Tech  
Email: [aquavisiontech@yahoo.com](mailto:aquavisiontech@yahoo.com)

Duff & Phelps LLC  
Attention: Christopher C. Matteson, Esq.  
Email: [chris.matteson@duffandphelps.com](mailto:chris.matteson@duffandphelps.com)

Kevin Bright  
Email: [kbright@brightsan.com](mailto:kbright@brightsan.com)

Robert and Karla Carmel  
Email: [robert\\_carmel@hotmail.com](mailto:robert_carmel@hotmail.com)

Doug & Lilly Noble  
Email: [dnoble@ccmanagementllc.com](mailto:dnoble@ccmanagementllc.com)

George LeMaitre  
Email: [george.lemaitre@gmail.com](mailto:george.lemaitre@gmail.com)

Lara Rosenburgh  
Email: [lrosenburgh@otisahearn.com](mailto:lrosenburgh@otisahearn.com)

Dr. Gupta  
Email: [anurag82@gmail.com](mailto:anurag82@gmail.com)

Lisa Dixon  
Email: [lisa\\_dixon@vrtx.com](mailto:lisa_dixon@vrtx.com)

Jonathan Sonis  
Email: [ssonis@partners.org](mailto:ssonis@partners.org)

Neil Shah  
Email: [nshah2010@gmail.com](mailto:nshah2010@gmail.com)

Robertta Ritter  
Email: [ritter@ritterdevelopment.com](mailto:ritter@ritterdevelopment.com)

Rosemary Dodek  
Email: [rdodek@goodwinprocter.com](mailto:rdodek@goodwinprocter.com)

Ed Rainen  
Email: [erainen@rainenlaw.com](mailto:erainen@rainenlaw.com)

Sarah Ricciardelli  
Email: [sricciardelli@law.com](mailto:sricciardelli@law.com)

Bruce Miller  
Email: [bmiller@pierceatwood.com](mailto:bmiller@pierceatwood.com)

Anthony Troiano  
Email: [atroiano@troianolawfirm.com](mailto:atroiano@troianolawfirm.com)

David Banash  
Email: [d.banash1@verizon.com](mailto:d.banash1@verizon.com)

Nadine Calla  
Email: [nadine@callalaw.com](mailto:nadine@callalaw.com)

**VIA FACSIMILE**

Jones Lang LaSalle  
Attention: Stephanie Lynch  
Fax: (202) 719-5001

GS Associates, Inc.  
Fax: (978) 465-4004

E.A. Spry & Co.  
Fax: (781) 933-3902

MS Signs Inc.  
Fax: (973) 807-1642

Prudential Real Estate Investors  
Attention: Meghan Murray  
Fax: (973) 683-1794

NStar  
Fax: (781) 441-3690

Meichi Peng Design Studio  
Fax: (617) 521-8661

DiPesa & Company, CPAs  
Attention: Carolyn Dipesa  
Fax: (617) 786-9919

Inspection & Valuation International  
Attention: Mike Meyer  
Fax: (914) 694-4007

Kortenhaus Communications  
Attention: Lyn Kortenhaus  
Fax: (617) 536-8883

Falvey Finishing  
Fax: (617) 288-9364

---

In Re: SW Boston Hotel Venture LLC and General Land Corporation  
Debtor, Chapter: 11  
Case No: 10-14535  
Judge Joan N. Feeney

---

NOTICE OF CONTINUED NONEVIDENTIARY HEARING

PLEASE TAKE NOTICE that a hearing will be held on **8/18/10 at 11:00 AM** before the Honorable Judge Joan N. Feeney , 12th Floor, Courtroom 1, J.W. McCormack Post Office & Court House, 5 Post Office Square, Boston, MA 02109-3945 to consider the following:

[165] Agreed Order Dated 6/29/2010 Regarding Motion for Authorization of the Interim and Permanent Use of Cash Collateral, (2) The Granting of Replacement Liens, (3) Entry of Scheduling Order regarding Continued Use of Cash Collateral and (4) Additional Relief RE: 30-32 Oliver Street Corporation, General Land Corporation, 131 Arlington Street Trust.

**OBJECTION/RESPONSE DEADLINE: AUGUST 13, 2010 4:30PM**  
(If left blank, response deadline shall be governed by the Local Rules.)

THE MOVING PARTY IS RESPONSIBLE FOR:

1. Serving a copy of this notice upon all parties entitled to notice forthwith; and
2. Filing a certificate of service with respect to this notice (7) days after the date of issuance set forth below. If the hearing date is less than (7) days from the date of issuance, the certificate of service must be filed no later than the time of the hearing. **If the movant fails to timely file a certificate of service, the court may deny the motion without a hearing.**

NOTICE TO ALL PARTIES SERVED:

1. **Your rights may be affected.** You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. If you do not have an attorney, you may wish to consult one.
2. Any request for a continuance **MUST** be made by **WRITTEN MOTION**. (See MLBR 5071-1)
3. The above hearing shall be nonevidentiary. If, in the course of the nonevidentiary hearing, the court determines the existence of a disputed and material issue of fact, the court will schedule a further evidentiary hearing. If this is a hearing under section 362, it will be a consolidated preliminary and final nonevidentiary hearing unless at the conclusion thereof the court sets down an evidentiary hearing.
4. Deadlines to file an objection or response shall be governed by the Local Rules, unless otherwise ordered by the Court. If no objection is timely filed, the Court, in its discretion, may cancel the hearing and rule on the motion without a hearing or further notice. [See MLBR 9013-1(f)].

Date:6/29/10

By the Court,

Charlotte DiBenedetto  
Deputy Clerk  
617-748-5322

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
(Eastern Division)

<b>In re</b>	<b>Chapter 11</b>
<b>SW BOSTON HOTEL VENTURE, LLC, et al.<sup>1</sup></b>	<b>Case No. 10-14535-JNF</b>
<b>Debtors</b>	<b>Jointly Administered</b>

**AGREED ORDER REGARDING MOTION FOR AUTHORIZATION OF THE INTERIM AND PERMANENT USE OF CASH COLLATERAL, (2) THE GRANTING OF REPLACEMENT LIENS, (3) ENTRY OF SCHEDULING ORDER REGARDING CONTINUED USE OF CASH COLLATERAL AND (4) ADDITIONAL RELIEF (30-32 Oliver Street Corporation, General Land Corporation, 131 Arlington Street Trust)**

This matter having come before the Court on (a) the *Motion For Authorization of (1) The Interim And Permanent Use of Cash Collateral, (2) The Granting of Replacement Liens (3) Entry of Scheduling Order Regarding Continued Use of Cash Collateral And (4) Additional Relief* dated June 9, 2010 and filed by 30-32 Oliver Street Corporation ("Oliver") as docket number 5 in case number 10-16173-JNF, (b) the *Motion For Authorization of (1) The Interim And Permanent Use of Cash Collateral, (2) The Granting of Replacement Liens, (3) Entry of Scheduling Order Regarding Continued Use of Cash Collateral And (4) Additional Relief* dated June 9, 2010 and filed by General Land Corporation ("General Land") as docket number 6 in case number 10-16174-JNF, and (c) the *Motion For Authorization of (1) The Interim And Permanent Use of Cash Collateral, (2) The Granting of Replacement Liens, (3) Entry of*

<sup>1</sup> The other debtors in these jointly administered cases are Auto Sales & Service, Inc. (Case No. 10-14528-JNF), General Trading Company (Case No. 10-14532-JNF), Frank Sawyer Corporation (Case No. 10-14533-JNF), 100 Stuart Street, LLC (Case No. 10-14534-JNF) 30-32 Oliver Street Corporation (Case No. 10-16173-JNF), General Land Corporation (Case No. 10-16174-JNF) and The 131 Arlington Street Trust (Case No. 10-16177-JNF).

*Scheduling Order Regarding Continued Use of Cash Collateral And (4) Additional Relief* dated June 9, 2010 and filed by The 131 Arlington Street Trust (“Arlington”, and together with Oliver and General Land the “Debtors”) as docket number 5 in case number 10-16177-JNF (collectively referred to as the “Cash Collateral Motions”); and the Court having jurisdiction to consider the Cash Collateral Motions and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and notice of the Cash Collateral Motions being good and sufficient notice under the circumstances; and it appearing from the record before the Court that sufficient cause exists for the entry of this order; the Court

**FINDS AS FOLLOWS:**

A. On June 4, 2010, each of the Debtors filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Massachusetts (the “Court”).

B. Each of (i) Prudential Insurance Company of America, on behalf of and solely for the benefit of, and with its liability limited to the assets of, its insurance company separate account, PRISA (“Prudential”), and (ii) the City of Boston (the “City” and together with Prudential the “Lienholders”) may have an interest in the Debtors’ Cash Collateral.

C. This Court has not been asked to find, and it does not find, that any asserted lien is valid or perfected. Nothing in this order constitutes a limitation on the applicability of Massachusetts Local Bankruptcy Rule 4001-2(c).

D. The Debtors require the use of the Cash Collateral<sup>2</sup> in order to preserve their operations and the value of their assets.

---

<sup>2</sup> Capitalized terms not otherwise defined in this order shall have the meanings ascribed to them in the Cash Collateral Motion.

E. This Order governs the use of Cash Collateral with respect to Arlington, Oliver and General Land and does not modify, supplement or otherwise alter the *Agreed Order Regarding Motion for Authorization of (1) the Interim and Permanent Use of Cash Collateral, (2) the Granting of Replacement Liens, (3) Entry of Scheduling Order Regarding Continued Use of Cash Collateral and (4) Additional Relief* [Docket No. 114] that was entered in connection with the following affiliated Debtors: SW Boston Hotel Venture LLC, General Trading Company, Frank Sawyer Corporation, 100 Stuart Street LLC and Auto Sales & Service, Inc.

**NOW THEREFORE, IT IS HEREBY ORDERED THAT:**

1. The request for the use of Cash Collateral in the Cash Collateral Motions is allowed and the Debtors are authorized to use Cash Collateral in accordance with the Cash Collateral Motions solely for the purposes set forth in and in accordance with the respective budgets attached to this order as Exhibit A. The Debtor and any committee (the "Committee") or trustee appointed by the Office of the United States Trustee in the Debtors' cases shall have until September 2, 2010, to contest the perfection of the liens and security interests granted to Prudential under the Prudential Loan Agreement, with all other rights, remedies, claims, defenses, and objections to Prudential's asserted claims, liens and security interests being expressly reserved by the Debtors, the Committee, and the Debtors' estates.

2. The Debtors shall provide to Prudential, the City and the Committee (if any): (a) on a monthly basis, a report comparing the Debtors' actual performance to the projected performance in the Budgets, (b) such other reports and agreements as may be reasonably requested, and (c) access, on reasonable prior notice, to the Debtors' real property. The monthly reports shall be provided to such parties within 13 days after the end of each month.

3. For the purposes of Section 361, 363(e) and 507(b) of the Bankruptcy Code and as adequate protection for their respective interests in the Debtors' Cash Collateral, the Lienholders are hereby granted replacement liens (the "Replacement Liens") on the same types of post-petition property of the estate against which such party held liens as of the Petition Date. The Replacement Liens shall maintain the same priority, validity and enforceability as the liens held by the Lienholders on the Petition Date. The Replacement Liens shall be recognized only to the extent of the post-petition diminution in value of the pre-petition collateral of the Lienholders resulting from the respective Debtor's use of Cash Collateral.

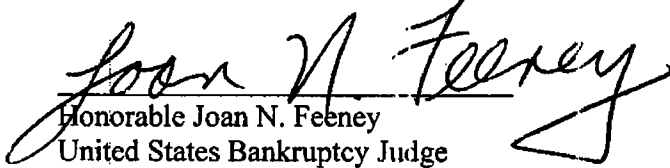
4. The Replacement Liens shall not attach to any avoidance powers held by the Debtors or any trustee for the Debtors, including those avoidance powers set forth in Sections 544, 545, 547, 548, 549, 550, 551 and 553 of the Bankruptcy Code, or to the proceeds of any claims under or actions commenced pursuant to such powers.

5. Nothing in this Order shall constitute a waiver by or a restriction of the Debtors' right to seek the further use of Cash Collateral.

6. This Order and the Debtors' use of Cash Collateral as authorized in this Order shall become effective immediately upon entry of this order by the Court.

7. A continued hearing on the Debtors' use of Cash Collateral shall be held on August 18, 2010, at 11:00 a.m. (the "Hearing Date"). On or before August 13, 2010, the Debtors shall file and serve detailed supplemental budgets for the continued Use of Cash Collateral. On or before August 13, 2010, the Debtors shall file and serve a written report showing the actual income and expenses through July 31, 2010, compared to budgeted income and expenses for the same period. Any objections to the continued use of Cash Collateral shall be filed on or before 4:30 p.m. on August 13, 2010.

BY THE COURT

  
 Honorable Joan N. Feeney  
 United States Bankruptcy Judge

Dated: June 29, 2010

Agreed to:

<p>SW BOSTON HOTEL VENTURE, LLC,                  AUTO SALES &amp; SERVICE, INC.,                  GENERAL TRADING COMPANY, FRANK                  SAWYER CORPORATION, and 100                  STUART STREET, LLC,                  By their counsel,</p> <p><u>/s/ D. Ethan Jeffery</u>                  Harold B. Murphy (BBO #362610)                  D. Ethan Jeffery (BBO #631941)                  HANIFY &amp; KING, P.C.                  One Beacon Street                  Boston, MA 02108-3107                  Tel: (617) 423-0400                  Fax: (617) 556-8985                  dej@hanify.com</p>	<p>THE PRUDENTIAL INSURANCE                  COMPANY OF AMERICA, on behalf of its                  insurance company account PRISA,                  By its counsel</p> <p><u>/s/ Gina L. Martin</u>                  Emanuel C. Grillo                  Gina L. Martin                  GOODWIN PROCTOR, LLP                  Exchange Place                  Boston, MA 02109                  Tel: (617) 570-1000                  Fax: (617) 523-1231                  egrillo@goodwinproctor.com</p>
	<p>THE CITY OF BOSTON,                  By its counsel</p> <p><u>/s/ Kate Buyuk</u>                  Kate Buyuk, Esq.                  LYNE, WOODWORTH, &amp; EVARTS LLP                  12 Post Office Square                  Boston, MA 02109                  Tel: (617)                  Email: kbuyuk@lwelaw.com</p>

568007

**IN RE: SW BOSTON HOTEL VENTURE, LLC, ET AL  
BANKRUPTCY NO. 10-14535-JNF  
JOINTLY ADMINISTERED**

**EXHIBIT A TO**

**AGREED ORDER REGARDING MOTION FOR AUTHORIZATION  
OF THE INTERIM AND PERMANENT USE OF CASH  
COLLATERAL, (2) THE GRANTING OF REPLACEMENT LIENS,  
(3) ENTRY OF SCHEDULING ORDER REGARDING CONTINUED  
USE OF CASH COLLATERAL AND (4) ADDITIONAL RELIEF  
(30-32 Oliver Street Corporation, General Land Corporation, 131 Arlington Street Trust)**



30-32 Oliver Street Trust  
Weekly Cash Operating Budget  
(#'s in thousands)

Week Beginning	1	2	3	4	5	6	7	8	9	10	11	12	13	Total
Week Ending	6/13/2010	6/20/2010	6/27/2010	7/4/2010	7/11/2010	7/18/2010	7/25/2010	8/1/2010	8/8/2010	8/15/2010	8/22/2010	8/29/2010	9/5/2010	
<b>Cash Receipts</b>														
Rental Income	1	1	1	1	1	1	1	1	1	1	1	1	1	21
Reimbursement from Related Entities	1	1	1	1	1	1	1	1	1	1	1	1	1	21
<b>Cash Disbursements</b>														
Payroll (paid via General Trading)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
General Operating	-	-	2	1	1	-	-	-	-	-	-	-	-	7
Real Estate Taxes	-	-	-	-	-	-	5	-	-	-	-	-	-	5
Professional Fees	-	-	-	-	-	-	-	-	2	-	-	-	-	2
	-	-	-	2	1	1	-	5	2	-	-	-	-	14
<b>Net Cash Inflow (Outflow)</b>	1	1	-	3	-	-	-	(5)	3	1	1	-	2	7
Beginning Cash	1	2	3	3	6	6	6	6	1	4	5	6	6	1
Net Cash Inflow (Outflow)	1	1	-	3	-	-	-	(5)	3	1	1	-	2	7
Ending Cash	2	3	3	6	6	6	6	1	4	5	6	6	8	8

131 Arlington Street Trust  
 Weekly Cash Operating Budget  
 (#'s in thousands)

	1	2	3	4	5	6	7	8	9	10	11	12	13	Total
Week Beginning	6/4/2010	6/14/2010	6/21/2010	6/28/2010	7/5/2010	7/12/2010	7/19/2010	7/26/2010	8/2/2010	8/9/2010	8/16/2010	8/23/2010	8/30/2010	
Week Ending	6/13/2010	6/20/2010	6/27/2010	7/4/2010	7/11/2010	7/18/2010	7/25/2010	8/1/2010	8/8/2010	8/15/2010	8/22/2010	8/29/2010	9/5/2010	
<b>Cash Receipts</b>														
Rental Income			3			4			4				3	14
Reimbursement from Related Entities			3			4			4				3	14
<b>Cash Disbursements</b>														
Payroll (paid via General Trading)														
General Operating						1				1				4
Real Estate Taxes								5						5
Professional Fees									2					2
<b>Net Cash Inflow (Outflow)</b>														
			3			3		(5)	2	(1)			1	3
Beginning Cash	1	1	1	4	4	4	7	7	2	4	4	3	3	1
Net Cash Inflow (Outflow)			3			3		(5)	2	(1)			1	3
Ending Cash	1	1	4	4	4	7	7	2	4	3	3	3	4	4