

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
EASTERN DIVISION

)	
In re:)	
)	
SW BOSTON HOTEL VENTURE LLC,)	Chapter 11
<i>et al.</i>)	Case No. 10-14535-JNF
)	
Debtors.)	
)	<i>(Jointly Administered)</i>

**ORDER FOR AUTHORITY FOR
(A) MAINTENANCE OF CERTAIN OF THE DEBTORS'
EXISTING BANK ACCOUNTS AND BUSINESS FORMS AND (B) RELATED RELIEF**

This matter having come before the Court on the motion (the "Motion")¹ filed by the above-captioned debtors and debtors-in-possession (the "Debtors") for entry of an order (a) authorizing the maintenance and continued use of the Debtors' existing bank accounts and business forms and waiving certain United States Trustee operating guidelines relating to bank accounts, and (b) granting an extension of time to comply with Section 345 of the Bankruptcy Code; the Court having reviewed the Motion; and appropriate notice of the Motion having been provided in the particular circumstances; and this Court finding that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Motion is a core proceeding under 28 U.S.C. § 157(b)(2)(A); and venue of this proceeding and the Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and upon the record at the hearing on the Motion (the "Hearing"); and this Court having reviewed the Motion and having determined that the legal and factual basis set forth in the Motion and at the Hearing establish just cause for the relief granted in this Order and the Court having determined that the relief sought in the Motion

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion, which is filed at docket number 11.

is in the best interests of the Debtors and their estates; and after due deliberation and sufficient cause appearing therefore; it is hereby:

FOUND, that General Trading Company (“General Trading”) requires the use of its existing prepetition payroll account (the “Payroll Account”) in order to continue operations in the ordinary courts of business;

FOUND, it is in the best interests of the Debtors that Starwood Hotels and Resorts Worldwide, Inc. (“Starwood”) continue to use the prepetition bank accounts (the “Hotel Accounts”) that it maintains in the name of SW Boston;

FOUND, it is in the best interests of the Debtors that Ultimate Parking, LLC (“Ultimate”) continue to use the prepetition bank account (the “Garage Account” and with the Payroll Account and the Hotel Accounts, the “Bank Accounts”)² that it maintains in the name of SW Boston;

Accordingly, it is hereby:

ORDERED, that the Motion is granted as modified below; and it is further

ORDERED, that General Trading, as to the Payroll Account, will evidence a clear break in check sequence following the Petition Date; and it is further

ORDERED, that, unless otherwise notified by the Office of the United States Trustee, the Debtors shall, in addition to their other standard bookkeeping and accounting practices:

- provide the United States Trustee with copies of all signature cards for the Bank Accounts;
- provide the United States Trustee with copies of monthly bank statements along with their monthly operating reports;

² A complete listing of the Bank Accounts is attached hereto as Schedule A.

- account, in their monthly operating reports, for all transactions by the Debtors to, from and within the Bank Accounts and all subsequently opened accounts at an Authorized Depository;
- account, in their monthly operating reports, for all transfers by the Debtors to non-debtor entities, including affiliated entities, if any;
- account, in their monthly operating reports, for all inter-company transfers, including post-petition inter-company balances, if any;
- list, by account number in their monthly operating reports, all month end book balances for all accounts, with an attestation that each account has been reconciled;
- provide the United States Trustee, along with their monthly operating reports, the Debtors' most recent Federal tax return, whether consolidated, combined or individual;
- provide the United States Trustee, along with their monthly operating reports, the Debtors' most recent 941 quarterly payroll returns along with their monthly operating reports;

ORDERED, that Starwood and Ultimate shall each provide the Debtor with such information and documentation as is reasonably available and maintained in the ordinary course of business as will enable the Debtor to comply with its obligations under the immediately preceding paragraph; and it is further

ORDERED, that the Debtors are directed to maintain records of all transfers within the Bank Accounts so that all transfers and transactions shall be adequately and promptly

documented in, and readily ascertainable from, their books and records, to the same extent maintained by the Debtors prior to the Petition Date; and it is further

ORDERED, that General Trading is authorized to: (a) designate, maintain, and continue to use the Payroll Account, which is not subject to the control of Starwood or Ultimate, in the name and with the account number existing immediately prior to the Petition Date; provided, however, that General Trading may close the Payroll Account and open a new account as may be necessary, in the Debtors' business judgment, to facilitate the Debtors' jointly-administered Chapter 11 cases; (b) deposit funds in and withdraw funds from the Payroll Account by all usual means including, without limitation, checks, wire transfers, automated clearinghouse transfers, and other debits; and (c) treat the Payroll Account for all purposes as a debtor-in-possession account; and it is further

ORDERED, that Starwood and Ultimate each are authorized to: (a) designate, maintain, and continue to use the applicable Bank Accounts within their control, in the names and with the account numbers existing immediately prior to the Petition Date; provided, however, that the Starwood and Ultimate may each close certain such Bank Accounts and open new accounts as they each may deem necessary or appropriate in accordance with their respective contractual obligations to the Debtors; and (b) deposit funds in and withdraw funds from the Bank Accounts by all usual means including, without limitation, checks, wire transfers, automated clearinghouse transfers, and other debits; and it is further

ORDERED, that all banks with which the Debtors, Starwood, the Hotel Operator and Ultimate maintain the Bank Accounts as of the Petition Date are authorized and directed to maintain, service and administer such Bank Accounts; provided, however, that nothing contained in this Order shall authorize any bank to honor any check issued or dated prior to the Petition

Date from an account not controlled by Starwood or Ultimate, except as otherwise provided by order of this Court; and it is further

ORDERED, that subject to Section 553 of the Bankruptcy Code, all banks at which any of the Debtors' accounts are maintained are prohibited from offsetting, affecting or otherwise impeding any funds of the Debtors deposited at such bank on account of, or by reason of, any claim (as defined in Section 101(5) of the Bankruptcy Code) of any such bank against the Debtors that arose before the Petition Date, absent further order of this Court; and it is further

ORDERED, that the Debtors are authorized to maintain and continue to use any and all stationery, correspondence and business forms, including, but not limited to, purchase orders, letterhead, envelopes, promotional materials and other business forms, substantially in the forms existing immediately prior to the Petition Date; and it is further

ORDERED, that General Trading is authorized to print checks without reference to the Debtors' status as a debtors-in-possession until such time as adjustments can be made to that will allow each to designate all postpetition checks with the Debtors' debtor-in-possession status; and it is further

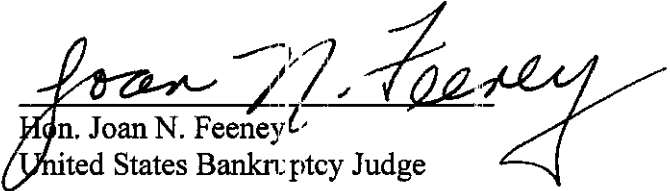
ORDERED, that General Trading will undertake to designate all postpetition checks with the Debtors' debtors-in-possession status as soon as practicable; and it is further

ORDERED, that, to the extent necessary, within fifteen (15) days of the Petition Date, the Debtors shall file a motion seeking authority to deviate from the requirements of Section 345 and in any event, on or before the expiration of the Transaction Account Guarantee Program, the Debtors shall, to the extent necessary, file such a motion; and it is further

ORDERED, that the Debtors, Starwood, the Hotel Operator, Ultimate and their officers, employees and agents, are authorized to take or refrain from taking such actions as are necessary and appropriate to implement and effectuate the relief granted in this Order; and it is further

ORDERED, that this Court shall retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Order.

Dated: May 11, 2010


Hon. Joan N. Feeney
United States Bankruptcy Judge

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**Schedule A
Bank Accounts**

Bank Account/ Account Holder	Banking Institution	Account Description
Payroll Account - 0077 General Trading	Sovereign Bank 125 Summer Street Boston, Massachusetts 02110	Payroll account
Hotel Account - 0494 Starwood	Bank of America, N.A. Dallas, Texas 75283	Checking account
Hotel Account - 2 EMT Starwood	Banc of America Securities LLC 901 Main St. Dallas, Texas 75202	Money market account
Hotel Account - 3666 Starwood	Bank of America, N.A. Dallas, Texas 75283	Checking account
Hotel Account - 0517 Starwood	Bank of America, N.A. Dallas, Texas 75283	Checking account
Hotel Account - 0504 Starwood	Bank of America, N.A. Dallas, Texas 75283	Checking account
Garage Account - 5421 Ultimate	Bank of America, N.A. P.O. Box 25118 Tampa, Florida	Checking account