

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS

_____)
In re)
_____)
SW BOSTON HOTEL VENTURE, LLC,)
et al.,)
_____)
Debtors.)
_____)

Chapter 11
Case No. 10-14535-JNF

(Jointly Administered)

**MOTION TO APPROVE JULY 28, 2011 STIPULATION EXTENDING
DEADLINE TO CONTEST THE PERFECTION OF
LIENS AND SECURITY INTERESTS GRANTED THE
PRUDENTIAL LIFE INSURANCE COMPANY OF AMERICA
[EXPEDITED DETERMINATION REQUESTED]**

SW Boston Hotel Venture, LLC, Auto Sales & Services, Inc., General Trading Company, Frank Sawyer Corporation, 100 Stuart Street, LLC, 30-32 Oliver Street Corporation, General Land Corporation and 131 Arlington Street Trust (collectively, the “Debtors”) hereby move for entry of an order approving the *July 28, 2011 Stipulation Extending Deadline to Contest the Perfection of Liens and Security Interests Granted the Prudential Life Insurance Company of America* (the “Stipulation”).

The Debtors, The 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 the Official Committee of Unsecured Creditors (the “Committee” and together with the Debtors and Prudential the “Parties”) have agreed, subject to approval of the Court, to extend to August 31, 2011 the deadline for the Debtors and the Committee to object to Prudential’s liens against the Debtors’ respective property (the “Lien Challenge Deadline”).

In support of this Motion, the Debtors state as follows:

07/29/2011 Motion allowed.

John M. Feeney

BACKGROUND

1. On April 28, 2010, each of SW Boston Hotel Venture, LLC, Auto Sales & Services, Inc., General Trading Company, Frank Sawyer Corporation and 100 Stuart Street, LLC (the “Initial Debtors”) filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”).

2. On June 4, 2010, each of 30-32 Oliver Street Corporation, General Land Corporation, and 131 Arlington Street Trust (the “Subsequent Debtors”) filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

3. On May 13, 2010, the Office of the United States Trustee formed the Committee pursuant to 11 U.S.C. § 1102.

4. On June 4, 2010, the Court entered an *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 Order and (4) Additional Relief* in the Initial Debtors’ jointly administered cases (the “Initial Debtors’ Cash Collateral Order”).

5. On June 29, 2010, the Court entered an *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 Order and (4) Additional Relief* in each of the Subsequent Debtors’ cases (the “Subsequent Debtors’ Cash Collateral Orders”) and together with the Initial Debtors’ Cash Collateral Order, the “Cash Collateral Orders”).

RELIEF REQUESTED

6. Pursuant to the Cash Collateral Orders, the Debtors and the Committee had until September 2, 2010 to contest the perfection of the liens and security interests granted Prudential under the Prudential Loan Agreement.¹

7. The Parties thereafter requested and received Court approval of various extensions of the Lien Challenge Deadline. The Lien Challenge Deadline is currently July 29, 2011.

8. Prudential's asserted liens (collectively the "Prudential Liens") relate to a multitude of different types of property including real property, securities, bank accounts, intangibles, fixtures and equipment, inventory, licenses, permits and contract rights.

9. Although the Parties have made substantial progress toward narrowing the issues relating to the Prudential Liens, there are a few issues respecting Prudential's Liens that the Parties continue to dispute. In the event that the Debtors successfully reorganize, these issues may become moot. Providing the Parties with additional time is in the best interest of the Debtors' bankruptcy estates as, absent agreement among the Parties, the Debtors and/or the Committee would be required to file an adversary proceeding to challenge certain of the Prudential Liens. An adversary proceeding respecting the Prudential Liens would only divert the Debtors' time and resources away from reorganizing their affairs. Providing additional time will also permit the Parties to continue to discuss and possibly resolve the outstanding issues.

10. As is set forth in the Stipulation, a copy of which has been filed contemporaneously with this motion, the Parties have agreed, subject to the Court's approval, to extend the Lien Challenge Deadline through and including August 31, 2011.

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Cash Collateral Orders.

11. Because the Lien Challenge Deadline is set to expire on June 29, 2011 and the relief sought in the Motion is non-adversarial in nature, the Debtors request expedited determination consistent with MLBR 9013-1.

NOTICE

12. The Debtors will serve this motion on (i) the Office of the United States Trustee, (ii) Counsel for the Prudential Insurance Company of America, (iii) Counsel for the City of Boston, (iv) Counsel for the Official Committee of Unsecured Creditors, and (v) all parties that have entered an appearance and request for pleadings in these proceedings. Because the relief requested in this Motion is non-adversarial in nature and the affected parties have all consented to such relief, the Debtors request that such notice be deemed sufficient and appropriate notice.

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WHEREFORE, the Debtors respectfully request that this Court enter an order (i) granting this Motion; (ii) approving the Stipulation; (iii) approving the manner of providing notice; and (iv) granting to the Debtors such other and further relief as the Court deems just and proper.

SW BOSTON HOTEL VENTURE, LLC,
AUTO SALES & SERVICES, INC.,
GENERAL TRADING COMPANY,
FRANK SAWYER CORPORATION,
100 STUART STREET, LLC, 30-32 OLIVER
STREET CORPORATION, GENERAL
LAND CORPORATION and 131
ARLINGTON STREET TRUST

By their attorneys,

/s/ D. Ethan Jeffery

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Dated: July 28, 2011

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