

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
(Eastern Division)

	)	
<b>In re:</b>	)	
	)	<b>Chapter 11</b>
<b>THE 131 ARLINGTON STREET TRUST, a</b>	)	
<b>Massachusetts business trust,</b>	)	
	)	<b>Case No. 10-16177</b>
<b>Debtor.</b>	)	
	)	

**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**

This matter having come before the Court on 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 (the “Cash Collateral Motion”) filed by The 131 Arlington Street Trust (the “Debtor”); and the Court having jurisdiction to consider the Cash Collateral Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and notice of the Cash Collateral Motion 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, the Debtor 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 Debtor’s 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 Debtor requires the use of the Cash Collateral<sup>1</sup> in order to preserve its operations and the value of its assets.

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

1. The request for the use of Cash Collateral in the Cash Collateral Motion is allowed through June 29, 2010, and the Debtor is authorized to use Cash Collateral in accordance with the Cash Collateral Motion solely for the purposes set forth in and in accordance with the budgets attached to this order as Exhibit A.

2. 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 Debtor’s 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 Debtor’s use of Cash Collateral.

3. The Replacement Liens shall not attach to any avoidance powers held by the Debtor or any trustee for the Debtor, including those avoidance powers set forth in Sections 544,

---

<sup>1</sup> Capitalized terms not otherwise defined in this order shall have the meanings ascribed to them in the Cash Collateral Motion.

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.

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

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

6. A continued hearing on the Debtor's use of Cash Collateral shall be held on June 29, 2010 at 1:30<sup>P</sup> p.m. (the "Hearing Date"). Any objections to the continued use of Cash Collateral shall be filed on or before 4:30 p.m. on June 25, 2010.

BY THE COURT

  
Honorable Joan N. Feeney  
United States Bankruptcy Judge

Dated: June 10, 2010

566119

**EXHIBIT A**  
**TO**  
**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**

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			4					14
Reimbursement from Related Entities			3			4			4					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>						1		5	2	1				11
Beginning Cash			3			3		(5)	2	(1)				3
Net Cash Inflow (Outflow)	1	1	1	4	4	4	7	7	2	4	3	3	3	1
Ending Cash	1	2	3	7	11	15	22	29	31	35	38	41	44	3