

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

)	
In re:)	
)	Case No. 04-027848-MBM
ACR MANAGEMENT, L.L.C., <u>et al.</u> , ¹)	
)	Chapter 11
)	
Debtors.)	(Jointly Administered)
)	
ACR MANAGEMENT, L.L.C., <u>et al.</u> ,)	Related Document No.: 465
)	Document No. _____
)	
Movants,)	Hearing Date & Time:
)	
v.)	Response Deadline:
)	
LESSORS OF UNEXPIRED LEASES OF)	
NON-RESIDENTIAL REAL ESTATE)	
LISTED ON <u>ATTACHED EXHIBIT 2</u> ,)	
)	
)	
Respondents.)	
)	

**MOTION OF THE DEBTORS-IN-POSSESSION TO
EXTEND TIME TO ASSUME OR REJECT UNEXPIRED LEASES OF NON-
RESIDENTIAL REAL PROPERTY AND FOR ENTRY OF A BRIDGE ORDER**

The above-captioned Debtors in Possession (collectively, the “Debtors”), by and through their undersigned attorneys, hereby submit this motion (the “Motion”) for an Order pursuant to §365(d)(4) of title 11 of the United States Code (the “Bankruptcy Code”) extending the time to

¹ The Debtors are the following entities: ACR Management, L.L.C., Anthony Crane Rental Holdings, L.P., ACR/Dunn Acquisition, Inc., Anthony Crane Capital Corporation, Anthony Crane Holdings Capital Corporation, Anthony Crane International, L.P., Anthony Crane Sales & Leasing, L.P., Anthony International Equipment Services Corporation, Anthony Sales & Leasing Corporation, Carlisle Equipment Group, L.P., Carlisle GP, L.L.C., Husky Crane, Inc., Anthony Crane Rental, L.P., d/b/a Maxim Crane Works, Maxim Crane Works, LLC, Sacramento Valley Crane Service, Inc., The Crane & Rigging Company, LLC, Thompson & Rich Crane Service, Inc.

assume or reject unexpired leases of non-residential real property and for the entry of a Bridge Order, and in support thereof states as follows:

Background

1. On June 14, 2004 (the “Petition Date”), the Debtors filed petitions for relief under chapter 11 of the Bankruptcy Code in this Court. On June 16, 2004, this Court entered an Order authorizing, for administrative purposes only, the joint administration of the chapter 11 cases commenced by the Debtors (the “Chapter 11 Cases”) (filed on 06/16/2004, CM/ECF # 59). On June 16, 2004, this Court entered an Order designating the Chapter 11 Cases as a complex case pursuant to Local Rule 1002–3 (filed on 06/16/2004, CM/ECF # 91).

2. The Debtors continue to operate their respective businesses and manage their respective properties as debtors-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

3. On August 24, 2004, this Court entered an Order (CM/ECF#465) extending to January 31, 2005, the time within which the Debtors must assume or reject unexpired leases of non-residential real property (“Assumption/Rejection Deadline”) (a true and correct copy of this Order is attached hereto as Exhibit 1). This Order specifically permits the Debtors, for cause shown, to seek a further extension of this Assumption/Rejection Deadline, provided that such motion be filed on or before January 31, 2005.

4. On December 29, 2004, the Debtors filed a Motion to Assume/Reject certain unexpired leases of non-residential real property (CM/ECF#1080) (the “Assumption Motion”). The Court subsequently set the Assumption Motion to be heard on February 1, 2005.

5. Because the Assumption/Rejection Deadline expires on January 31, 2005, before the date on which the Assumption Motion is scheduled to be heard, the Debtors, by this Motion, seek an extension of the Assumption/Rejection Deadline.

Jurisdiction

6. Pursuant to 28 U.S.C. § 1134, the Court has jurisdiction over this Motion, which is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicate for the relief requested herein is § 365(d)(4) of the Bankruptcy Code.

Relief Requested

7. The Debtors request that the time in which they must assume or reject leases of non-residential real property be extended to, and including, the date on which this Court enters an Order disposing of the Assumption Motion. A list identifying the leases of non-residential real property that the Debtors seek to assume pursuant to the Assumption Motion, is attached hereto as Exhibit 2. These leases collectively shall be referred to as the “Unexpired Leases.”

8. Section 365(d)(4) of the Bankruptcy Code provides, in relevant part:

[I]f the trustee does not assume or reject an unexpired lease of nonresidential real property under which the debtor is the lessee within 60 days after the date of the order for relief, or within such additional time as the court, for cause, within such 60-day period fixes, then such lease is deemed rejected, and the trustee shall immediately surrender such nonresidential real property to the lessor.

11 U.S.C. § 365(d)(4) (emphasis added).

9. Thus, unexpired leases of nonresidential real property that are not assumed by a debtor within the first 60 days of the commencement of the case, or within such further period as the court may authorize for cause are to be deemed rejected, absent an extension by the court.

10. This Court has already extended the § 365(d)(4) deadline to January 31, 2005. The Debtors wish to assume the Unexpired Leases, but the Assumption Motion will not be heard until February 1, 2005. If this Court does not now extend the Assumption/Rejection Deadline, the Debtors, by default, will be deemed to reject the Unexpired Leases.

11. The Debtors submit that entry of a Bridge Order to prevent the expiration of the Debtors' existing period to assume or reject the Unexpired Leases pending the disposition of the Assumption Motion is in the best interests of the estates and should be granted as it will facilitate judicial economy in avoiding the need for an emergency hearing.

12. Accordingly, the Debtors believe that cause exists under § 365(d)(4) to extend the time within which the Debtors may assume or reject the Unexpired Leases to, and including, the date on which this Court enters an Order disposing of the Assumption Motion, and for the entry of a Bridge Order.

Notice

13. Notice of this Motion has been given to (a) the Office of the United States Trustee, (b) counsel to the Agent for the DIP Lenders; (c) counsel to the Agent for the Prepetition Senior Lenders; (d) counsel to the Term B Lenders; (e) counsel to the Term C Lender; (f) counsel to the Committee; (g) those lessors listed on Exhibit 2 (attached hereto); (h) those lessors to whom the Debtors previously mailed Notices of Rejection; and (i) those persons who have requested notice pursuant to Fed. R. Bankr. P. 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need to be given.

WHEREFORE, the Debtors respectfully request (i) the entry of an Order extending the time in which the Debtors must assume or reject the Unexpired Leases to the date on which this Court enters an Order disposing of the Assumption Motion, (ii) for the entry of the Bridge Order, and (iii) for such other and further relief as this Court deems necessary and just.

Pittsburgh, Pennsylvania
Dated: January 21, 2005

KIRKLAND & ELLIS LLP
David L. Eaton
Anup Sathy
Roger J. Higgins
200 East Randolph Drive
Chicago, IL 60601
Telephone: (312) 861-2000
Facsimile: (312) 861-2200

Co-Counsel for the Debtors and Debtors-in-Possession

-and-

Campbell & Levine, LLC

/s/ Salene R. Mazur
Douglas A. Campbell (PA I.D. #23143)
David B. Salzman (PA I.D. #39360)
Salene R. Mazur (PA I.D. #86422)
1700 Grant Building
Pittsburgh, PA 15219
Telephone: (412) 261-0310
Facsimile: (412) 261-5066

Co-Counsel for the Debtors and Debtors-in-Possession