

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF KANSAS
KANSAS CITY DIVISION**

In re:)	
)	
CRESCENT OIL COMPANY, INC., et al.)	Case No. 09-20258
)	Chapter 11
Debtor.)	

**DEBTORS' RESPONSE TO MOTION TO LIMIT NOTICE ON EMERGENCY
MOTION OF METCALF 136, LLC FOR ORDER DECLARING LEASES OF NON-
RESIDENTIAL REAL PROPERTY TO BE TERMINATED, COMMANDING DEBTOR
TO SURRENDER POSSESSION OF SUCH REAL PROPERTY FORTHWITH AND
FOR RELIEF FROM THE AUTOMATIC STAY UNDER 11 U.S.C. § 362(D) AS
NECESSARY OR APPROPRIATE TO SUCH RELIEF
AND TO SHORTEN TIME FOR HEARING THEREON**

Debtors and Debtors-in-Possession Crescent Oil Company, Inc., *et al.*, by and through counsel, for their Response to Motion to Limit Notice on Emergency Motion of Metcalf 136, LLC (“Station”) for Order Declaring Leases of Non-Residential Real Property to be Terminated, Commanding Debtor to Surrender Possession of Such Real Property Forthwith and For Relief from the Automatic Stay Under 11 U.S.C. § 362(d) as Necessary or Appropriate to Such Relief and to Shorten Time for Hearing Thereon (the “Motion”)¹, states:

1. Crescent Oil Company, Inc. (“Crescent”) filed its voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code (the “Code”) on February 7, 2009 (the “Crescent Petition Date”). Certain of Crescent’s affiliated companies (the “Remaining Debtors”)² filed their own separate voluntary petitions for relief under Chapter 11 of the Code on February 8, 2009. Crescent along with the Remaining Debtors are collectively referred to herein as the “Debtors.”

¹ While the title is incorrect, Debtors believe that the Motion pertains to the Emergency Motion and Memorandum of Metcalf 136, LLC for Order Compelling Debtor to Perform Its Obligations Under Leases of Nonresidential Real Property, Pursuant to 11 U.S.C. § 365(d)(3) (the “Emergency Motion”).

² Crescent Fuels, Inc.; Crescent Stores Corporation; Crescent Realty, Inc.; and Crescent Business Development Corp.

2. Debtors continue to manage their property as debtors-in-possession pursuant to Code §§ 1107 and 1108.

3. On February 12, 2008, Metcalf filed the Motion seeking to limit notice of its Emergency Motion and to shorten the time for a hearing on the same.

4. With respect to the request to limit the notice of the Emergency Motion, Debtors have no objection to the same and refer Metcalf to the Standing Order No. 1 Establishing Limited Notice and Motion Procedures.

5. With respect to its second request, Metcalf asks the Court to take up and consider the Emergency Motion at the earliest time available on the Court's calendar. With respect to this second request, Debtors believe that this issue needs to be taken up and resolved prior to an auction of their assets, which pursuant to the Interim Financing Order, must take place by March 27, 2009. Accordingly, Debtors respectfully suggest the proposed scheduling:

- a. A preliminary nonevidentiary hearing be set for **March 10, 2009 at 9:30 a.m.;**
- b. A final evidentiary hearing be set for **March 13, 2009** at 9:30 a.m.; and
- c. An deadline be set for **March 6, 2009** for the Debtors and other parties in interest to object or otherwise respond to the Emergency Motion (the "Proposed Scheduling").

6. Debtors believe that the Proposed Scheduling is in the best interests the bankruptcy estates and creditors, in part, because it will (i) allow the Debtors, an other parties-in-interest, to fully respond to the Emergency Motion ; (ii) allow the Emergency Motion to be heard and resolved on an orderly basis; and (iii) resolve this issue prior to any auction of Debtors' assets, which will provide a degree of certainty to prospective bidders with respect to the same.

7. Metcalf will not be prejudiced by the Proposed Scheduling. The Proposed Scheduling represents a relatively short time frame in which to have this matter heard and resolved. Further, there are no exigent circumstances that would necessitate earlier dates. Contrary to Metcalf's mere speculation as to potential loss, casualty or destruction, the leased premises at issue are in good condition and there are no signs of destruction or dissipation.

WHEREFORE, Debtors respectfully requests the Court enter an Order:

- a. Setting a deadline of **March 6, 2009** for the Debtors and other parties in interest to object or otherwise respond to the Emergency Motion;
- b. Setting a Preliminary Nonevidentiary Hearing on the Emergency Motion for **March 10, 2009 at 9:30 a.m.**;
- c. Setting a Final Evidentiary Hearing on the Emergency Motion for **March 13 2009 at 9:30 a.m.**; and
- d. for such other and further relief as the Court deems just and equitable.

Respectfully submitted,
SPENCER FANE BRITT & BROWNE LLP

By: s/ Eric L. Johnson
Scott J. Goldstein Fed. KS # 70505
Lisa A. Epps KS # 37402
Eric L. Johnson KS # 20542
1000 Walnut, Suite 1400
Kansas City, MO 64106-2140
(816) 474-8100
(816) 474-3216 – Fax
and
Nicholas A. Franke
Laura U. Hughes
1 North Brentwood Boulevard, Suite 1000
St. Louis, MO 63105-3925
(314) 863-7733
(314) 862-4656 - Fax
ATTORNEYS FOR DEBTORS

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on February 18, 2009, the above Response was served electronically upon those parties receiving electronic notification through the Court's cm/ecf system.

s/ Eric L. Johnson
An Attorney for Debtors.