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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS**

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DISTRIBUTION CENTER

In Re:

ESSENTIAL.COM, INC.,

Debtor

Chapter 11
Case No. 01-15339

2001 JUL 30 2

CLERK OF COURT

OPPOSITION BY DEBTOR TO MOTION OF BURLINGTON WOODS OFFICE TRUST NO. 1 FOR ORDER DIRECTING ASSUMPTION OR REJECTION OF LEASE, PAYMENT OF RENTS AND CHARGES AND RELIEF FROM STAY

Essential.com, Inc., the debtor (the "Debtor") in the above captioned matter, by and through its counsel, respectfully files this Opposition to the Motion by Burlington Woods Office Trust No. 1 (the "BWOT"), for Order Directing Assumption or Rejection of Lease, Payment of Rents and Charges and Relief from the Automatic Stay (the "Stay Motion").

1. Admitted. The Debtor admits the allegations contained in paragraph 1 of the Motion.
2. The Debtor lacks sufficient information to admit or deny the allegations contained in paragraph 2 of the Motion because the petition is a document that speaks for itself.
3. No response is necessary to the allegations contained in paragraph 3 of the Motion because the Original Lease and Amended Lease are documents that speak for themselves.
4. No response is necessary to the allegations contained in paragraph 4 of the Motion because the Original Lease and Amended Lease are documents that speak for themselves and because the Debtor is without knowledge sufficient to form a belief about the allegations.

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5. No response is necessary to the allegations contained in paragraph 5 of the Motion because the Lease is a document that speaks for itself. The Debtor admits entering into the Lease.

6. No response is necessary to the allegations contained in paragraph 6 of the Motion because the Lease is a document that speaks for itself.

7. No response is necessary to the allegations contained in paragraph 7 of the Motion because the Lease is a document that speaks for itself.

8. No response is necessary to the allegations contained in paragraph 8 of the Motion because the Lease is a document that speaks for itself.

9. To the extent that paragraph 9 does not call for a legal conclusion, the Debtor asserts that no response is necessary to the allegations contained in paragraph 9 of the Motion because the Lease is a document that speaks for itself.

10. To the extent that paragraph 10 does not call for a legal conclusion, the Debtor asserts that no response is necessary to the allegations contained in paragraph 10 of the Motion because the Lease is a document that speaks for itself.

11. The Debtor admits to entering into the Sublease. The Debtor asserts that no response is necessary to the rest of the allegations contained in paragraph 11 of the Motion because the Sublease is a document that speaks for itself.

12. No response is necessary to the allegations contained in paragraph 12 of the Motion because the Consent is a document that speaks for itself.

13. No response is necessary to the allegations contained in paragraph 13 of the Motion because the Sublease is a document that speaks for itself.

14. No response is necessary to paragraph 14 of the Motion because it provides a legal conclusion to which no response is required. To the extent a response is necessary, the Debtor denies the allegations.

15. The Debtor admits funds were due as of the petition date as to prepetition payments. As to postpetition payments the Debtor asserts that BWOT has drawn down on the letter of credit to satisfy the Debtors current postpetition obligations.

16. The Debtor admits that BWOT has drawn down on the letter of credit to satisfy the Debtors current obligations under the lease. By way of further answer, the Debtor asserts that no response is necessary to the rest of the allegations in paragraph 16 because the letter of credit is a document that speaks for itself.

17. Denied. To the extent that paragraph 17 does not call for a legal conclusion, the Debtor has insufficient information with which to admit or deny the allegations contained in paragraph 17 of the Motion. By way of further answer, the Debtor states that the letter of credit is a document that speaks for itself.

18. To the extent that paragraph 18 does not call for a legal conclusion, the Debtor has insufficient information with which to admit or deny the allegations contained in paragraph 18 of the Motion.

19. No response is necessary to paragraph 19 of the Motion because it provides a legal conclusion to which no response is required. To the extent a response is necessary, the Debtor denies the allegations.

20. No response is necessary to paragraph 20 of the Motion because it provides a legal conclusion to which no response is required. To the extent a response is necessary, the Debtor denies the allegations.

21. To the extent that paragraph 21 does not call for a legal conclusion, the Debtor has insufficient information with which to admit or deny the allegations contained in paragraph 18 of the Motion. By way of further answer, the Debtor has maintained all insurance policies required under the Lease.

22. Paragraph 22 of the Motion provides a legal conclusion to which no response is required. To the extent a response is necessary, the Debtor denies the allegations.

23. To the extent that paragraph 23 does not call for a legal conclusion, the Debtor has insufficient information with which to admit or deny the allegations contained in paragraph 23 of the Motion. By way of further answering, the Debtor intends to hold a public auction for the Debtor's Lease because it believes that there is value to the estate within the Debtor's leasehold interest.

Affirmative Defenses:

1. BWOT has failed to state a claim upon which relief may be granted;
2. BWOT has already drawn down on the letter of credit to satisfy the Debtor's post-petition obligations under the lease;
3. Even after BWOT drew down on the letter of \$300,000 of the letter of credit remains in to provide adequate assurance of future payments pursuant to the lease;
4. Pending assumption or assignment the Debtor will make all post petition payments pursuant to the lease in the ordinary course of business.

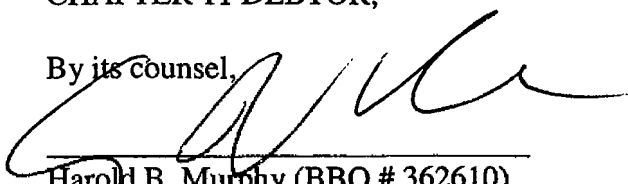
5. The Debtor has not yet determined whether it will assume and or assign the Lease pursuant to Section 365 (d) of the United States Bankruptcy Code;
6. The Debtor has not determined if any value may be obtained for the Estate from the assignment of the Lease to a third party

Wherefore, the Debtor prays that this Court deny the Motion for Order Directing Assumption or Rejection of Lease, Payment of Rents and Charges and Relief from the Automatic Stay in its entirety and grant such other relief as is just and property.

Respectfully submitted,

ESSENTIAL.COM, INC.
CHAPTER 11 DEBTOR,

By its counsel,



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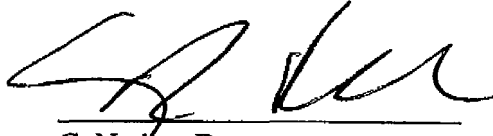
Dated: July, 30 2001

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MASSACHUSETTS
(EASTERN DIVISION)

In re:)	
)	
ESSENTIAL.COM, INC.)	Chapter 11
)	Case No. 01-15339 WCH
Debtor.)	

CERTIFICATE OF SERVICE

I, C. Nathan Dee, hereby certify that on July 30, 2001, I served a copy of the Opposition by Debtor to Motion of Burlington Woods Office Trust No. 1 for Order Directing Assumption or Rejection of Lease, Payment of Rents and Charges and Relief from Stay, by first-class mail, postage prepaid to the parties of interest whose names appear on the annexed Service List.



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