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United States Bankruptcy Court

For the NORTHERN District of ALABAMA

I, Waverlyn E. Foust Clerk of Bankruptcy Court
in and for said District, do hereby certify that the attached copy of Order Approving Sale of
Substantially all of the Debtor's Assets other than in the Ordinary
Course of Business pursuant to 11 U.S.C. 363(b)(1) dated August 22, 1986

in the case of HEMECRAFTERS WAREHOUSE, INC.

debtor, No. 85-7985 has been compared with the original thereof and that it is a complete and
correct copy of such original as it appears of record and on file in my office.

In testimony whereof I have hereunto set my hand at Birmingham

in said District, this 5th day of September, 19 86

Waverlyn E. Foust

Clerk of Bankruptcy Court

J. Copeland
Deputy Clerk

[Seal of the U.S. Bankruptcy Court]

Date of issuance: September 5, 1986

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Jack A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION

IN RE:)
)
HOMECRAFTERS WAREHOUSE, INC.,) BK NO: 85-7985
) Chapter 11 Proceedings
Debtor.)
)

ORDER APPROVING SALE OF SUBSTANTIALLY ALL OF
THE DEBTOR'S ASSETS OTHER THAN IN THE ORDINARY
COURSE OF BUSINESS PURSUANT TO 11 U.S.C. 363(b)(1)

The Application of Homecrafters Warehouse, Inc., as amended on August 21, 1986, debtor and debtor-in-possession ("Debtor"), with the joinder and approval of the Official Committee of Unsecured Creditors ("Committee"), dated July 31, 1986, (the "Application") seeking approval of: (i) the Agreement of Sale and Tax Plan of Reorganization ("Agreement") entered into by and between the Debtor and Wickes-Homecrafters, Inc. ("WHI"); (ii) the actions of the Debtor, its officers and directors, in executing the Agreement; and (iii) the sale of substantially all the Debtor's assets other than in the ordinary course of business pursuant to 11 U.S.C. § 363(b)(1) to WHI, in accordance with the terms of the Agreement and based upon the Court's Findings of Fact and Conclusions of Law entered concurrently herewith, and good cause appearing,

IT IS HEREBY ORDERED THAT:

1. The Agreement for the sale of substantially all of the Debtor's assets other than in the ordinary course of business

A TRUE COPY
WAVELYN E. FOUST, CLERK
U. S. BANKRUPTCY COURT
NORTHERN DISTRICT OF ALABAMA
BY: *S. Hamalane*
DEPUTY CLERK

FILED 246
Clerk, U. S. Bankruptcy Court
Northern District of Alabama
By: *la*
Deputy Clerk

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(

to WHI pursuant to the Agreement of Sale and Tax Plan of Reorganization ("Agreement") described in the Court's Findings of Fact and Conclusions of Law is hereby approved in all respects; and pursuant to the terms of its Agreement the sale and transfer of substantially all of the Debtor's assets to WHI is and shall be free and clear of any and all claims, liens, interests, encumbrances, and liabilities, except as otherwise provided or assumed by WHI in the Agreement;

2. The Debtor is authorized and directed to:

(a) execute and deliver to WHI the Agreement; and

(b) execute and deliver to WHI all such documents, notices, schedules, assignments, bills of sale and other instruments as may be necessary or required under the Agreement to consummate the terms and conditions of this Order and the Agreement; and

(c) do and perform all other acts, and to make, execute and deliver all other and further instruments and documents that may be required or may be necessary for its performance under this Order and the Agreement.


3. The provisions of this order and the sale by the Debtor hereby approved shall not affect adversely in any way the rights of any reclaiming seller against the proceeds of the sale by the Debtor. To the extent that this Court hereafter determines that any such credit seller has a right of reclamation under 11 U.S.C. Section 546(c), such seller is

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hereby granted a lien on the proceeds of the sale hereby approved.

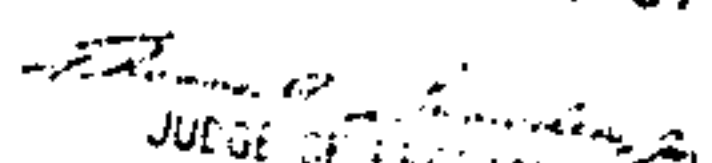
4. The provisions of this Order shall be binding upon and inure to the benefit of WHI, the Debtor and their respective successors and assigns.

This the 22 day of August, 1986.


STEPHEN B. COLEMAN
United States Bankruptcy Judge

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STATE OF ALABAMA
I CERTIFY THIS
INSTRUMENT RECEIVED
1986 SEP -8 AM 9:57

JUDGE OF PROBATE

RECORDING FEES	
Recording Fee	\$10 ⁰⁰
Index Fee	1 ⁰⁰
TOTAL	\$11 ⁰⁰