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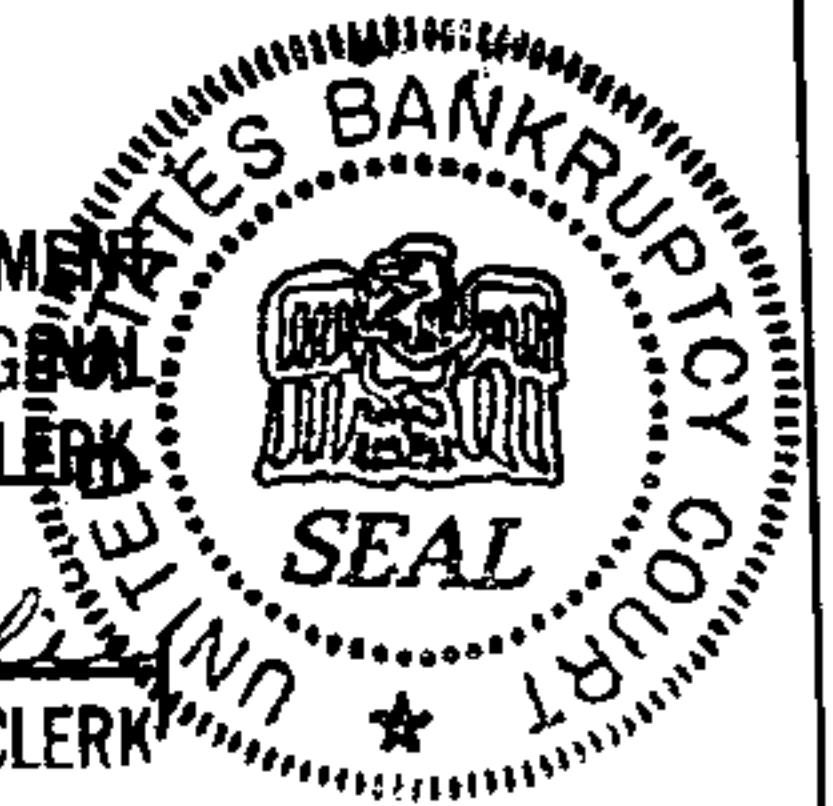
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9 Attorneys for Debtor BCE West, L.P., et al.

I HEREBY CERTIFY THAT THE ANNEXED INSTRUMENT  
IS A TRUE AND CORRECT COPY OF THE ORIGINAL  
ON FILE IN THE OFFICE OF THE BANKRUPTCY CLERK

DATED: 3-31-99 L. Bailey  
AUTHORIZED DEPUTY CLERK



Inst # 2000-12050

11 UNITED STATES BANKRUPTCY COURT  
12 DISTRICT OF ARIZONA

13 In Re: ) Chapter 11  
14 BCE WEST, L.P., et al., ) Cases Nos. 98-12547  
15 Debtors. ) through 98-12570-ECF-CGC  
 ) Jointly Administered

16 EID # [REDACTED] ) ORDER ON SECOND MOTION FOR AUTHORITY  
17 ) TO SELL REAL PROPERTY OUTSIDE THE  
18 ) ORDINARY COUSE OF BUSINESS FREE AND  
 ) CLEAR OF LIENS [DE # 455]

19 On January 26, 1998, the Court held a hearing to consider the Second Motion for  
20 Authority to Sell Real Property Outside the Ordinary Course of Business Free and Clear of Liens (the  
21 "Motion") [DE 455] filed by the Debtors (as defined in the Motion). At the hearing on the Motion the  
22 Court conducted an auction with respect to certain properties for which there was competitive bidding  
23 and heard proffered testimony and statements of counsel for the Debtors concerning the fairness of  
24 consideration received and the best interests of the estates as to those properties with respect to which  
25 no competitive bids were received at the hearing. Based on the bids received and the evidence adduced,  
26 the Court finds that it has jurisdiction to consider this matter; that granting the relief requested by the  
27  
28

04/12/2000-12050  
09:35 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
005 WMS 18.50

Cahaba Title

1 Motion is appropriate, that the Debtors have exercised appropriate business judgment in pricing and  
2 marketing the properties, and that the prices received for the Debtors' property interests are fair,  
3 reasonable and in the best interest of the Debtors, their estates, creditors, and equity interest holders.  
4 Additionally, during the course of the auction proceedings, certain terms and conditions for bidding were  
5 read into the record and incorporated as part of the sales transactions and agreed to by each party  
6 submitting bids. This order incorporates those terms and conditions as part of the Court's findings as to  
7 the reasonableness of the sales. In consideration of the foregoing, and due and proper notice of the  
8 Motion having been given, and no objections having been filed to the Motion, it is accordingly  
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10  
11 ORDERED that the Debtor BC Real Estate Investments, Inc. is authorized to sell  
12 Boston Market store number 366 and any remaining fixtures and equipment in such store,  
13 located in Wayne, Pennsylvania, to Lam & Ta as the successful bidder for a total cash price of  
14 \$1,010,000. It is further  
15

16 ORDERED that should Lam & Ta fail to comply with the terms and conditions  
17 of the sale, Lotus Inn, Inc. is approved as the back up bidder for a purchase price of \$ 1,000,000.  
18 It is further  
19

20 ORDERED that the sale to Lam & Ta ( and to Lotus Inn, Inc., if applicable) will  
21 be free and clear of all liens with any valid prepetition liens attaching to the sale proceeds. It  
22 is further  
23

24 ORDERED that the Debtor Boston Chicken, Inc. is authorized to sell Boston  
25 Market store number 545 and any remaining fixtures and equipment in such store location,  
26 located in Anderson, South Carolina, to Ben H. Williams, Jr. for a total price of \$868,100. It is  
27 further  
28

1 ORDERED that the sale to Ben H. Williams, Jr. will be free and clear of all liens  
2 with any valid prepetition liens attaching to the sale proceeds. It is further

3 ORDERED that the Debtor BC Real Estate Investments, Inc. is authorized to sell  
4  
5 Boston Market store number 697 and any remaining fixtures and equipment in such store  
6 location, located in Wyomissing, Pennsylvania, to Rafor Coffey for a total price of \$ 560,000.

7 It is further

8 ORDERED that the sale to Rafor Coffey will be free and clear of all liens with  
9  
10 any valid prepetition liens attaching to the sale proceeds. It is further

11 ORDERED that the Debtor Boston Chicken, Inc. is authorized to sell Boston  
12  
13 Market store number 1367 and any remaining fixtures and equipment in such store location,  
14 located in Johnstown, Pennsylvania, to 5 Development Corporation for a total price of  
15 \$530,000. It is further

16 ORDERED that the sale to 5 Development Corporation will be free and clear of  
17  
18 all liens with any valid prepetition liens attaching to the sale proceeds. It is further

19 ORDERED that the Debtor Boston Chicken, Inc. is authorized to sell Boston  
20  
21 Market store number 2373 and any remaining fixtures and equipment in such store location  
22 located in Hoover, Alabama, to Schlotzsky's Real Estate Inc. for a total price of \$825,000. It  
23 is further

24 ORDERED that the sale to Schlotzsky's Real Estate Inc. will be free and clear of  
25  
26 all liens with any valid prepetition liens attaching to the sale proceeds. It is further

27 ORDERED that nothing contained in this Order shall (a) constitute a  
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1 determination by the Court of the validity, priority, perfection, or amount of the respective  
2 prepetition liens and security interest asserted by any entity in respect of any of the sales, (b)  
3 grant standing to any third party, including the Committee, to (i) avoid or otherwise challenge  
4 the validity, priority, perfection, or amount of such prepetition liens and security interests and  
5 (ii) seek the disgorgement and recovery of the proceeds of any of the sales from any entity  
6 whose prepetition liens and security interests asserted in respect of such property are avoided  
7 pursuant to order of the Court or (c) prejudice or impair the right of the Committee to seek  
8 authority from the Court to (i) avoid or otherwise challenge the validity, priority, perfection, or  
9 amount of such prepetition liens and security interests and (ii) seek the disgorgement and  
10 recovery of the proceeds of any of the sales from any entity whose prepetition liens and security  
11 interests asserted in respect of such property are avoided pursuant to order of the Court. It is  
12 further  
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15

16 ORDERED that all liens and security interests in the property being sold or  
17 otherwise disposed of hereunder shall attach the proceeds of sale, and, immediately upon receipt  
18 thereof, the Debtors shall pay such proceeds to General Electric Capital Corporation ("GECC"),  
19 as administrative agent for the Debtors' debtor-in-possession lenders, for application to the  
20 outstanding loans to the Debtors pursuant to that certain Debtor in Possession Credit Agreement  
21 between, among other parties, the Debtors and GECC as provided therein.  
22  
23

24 Dated: January 29, 1999.

25  
26 /s/ Charles G. Case, II  
27 Charles G. Case, II  
28 United States Bankruptcy Judge.



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6

7 Dated: January 29, 1999.

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9 Charles G. Case, II  
10 United States Bankruptcy Judge.  
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