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COUNSEL FOR DEBTOR

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

IN RE:	§	CHAPTER 11 PROCEEDING
	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR,	§	Hearing: September 15, 2004 @1:15 p.m.

AGENDA FOR HEARINGS ON SEPTEMBER 15, 2004 @1:15 p.m.

TO THE HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE:

FFP Operating Partners, LP the above captioned debtor and debtor in possession, hereby submits its Agenda for Hearings on September 15, 2004 @1:15 p.m. as follows:

1. **Matter:** **Motion to Lift Stay filed by Iracema Ruiz a/n/f for Cynthia L. Ruiz, Minor**

Docket Item No.: **460**
Response deadline: April 19, 2004
Status of the matter: Preliminary hearing. Request Pass, to be rescheduled by Movant. Draft order attached.
Related Documents:

1. Response to the Motion to Lift Stay filed by *Debtor* [Docket Item #486].

2. Notice of Hearing *filed by Debtor* [Docket Item #487].

3. Affidavit of John Rayder in Support of Response to Motion for Relief from Automatic Stay filed by Iracema Ruiz filed by *Debtor* [Docket Item #513].

4. Response by Committee to the Motion of Iracema Ruiz for Relief from the Automatic Stay filed by *Official Committee of Unsecured Creditors* [Docket Item #514].

5. Notice of Hearing *filed by the Debtor* [Docket Item #562].

6. Notice of Hearing *filed by the Debtor* [Docket Item #631].

7. Notice of Hearing *filed by the Debtor* [Docket Item #680].

8. Corrected Notice of Hearing *filed by the Debtor* [Docket Item #775].

9. Notice of Hearing *filed by the Debtor* [Docket Item #918].

2. **Matter:** **Second Motion to Borrow Funds From Subsidiary FFP Fuels, LP**

Docket Item No.: **811**
Response deadline: August 16, 2004
Status of the matter: Going forward. See draft Order attached.

Related Documents:

1. Notice of Hearing [Docket Item #813].

2. GMAC Commercial Mortgage Corporation's Objection to Debtor's Second Motion to Borrow Funds From Subsidiary FFP Fuels, LP. [Docket item #828].

3. Objection to Second Motion to Borrow Funds from Subsidiary FFP Fuels, LP *filed by Creditor Long Lane Master Trust IV* [Docket Item #863].

4. Witness and Exhibit List filed by *Debtor* [Docket Item #859].

5. Order Granting Second Motion to Borrow Funds from Subsidiary FFP Fuels, LP [Docket Item #878].

6. Notice of Hearing filed by *Debtor* [Docket Item 889].

7. Witness and Exhibit List filed by *Debtor* [Docket Item #959].

3. **Matter:** **Motion to Compel Debtor to remove Certain Property on Lands Subject to Terminated or Rejected Real Estate Leases**

Docket Item No.: **814**
Response deadline: August 12, 2004
Status of the matter: Parties request pass, pending the filing of settlement papers.

Related Documents:

1. Notice of Hearing [Docket Item #815].

2. Response of Debtor to Motion to Compel [Docket Item #864].

4. **Matter:** **Motion to reject Lease at (Store No. 802, 1101 Sycamore, Huntsville, Texas) and to Sell Property Free and Clear of Liens Pursuant to 11 U.S.C. §363(f)**

Docket Item No.: **860**
Response deadline: September 6, 2004
Status of the matter: Unopposed - Debtor will submit order. See draft order attached.

Related Documents:

1. Notice of Hearing filed by *Debtor* [Docket Item #861].

5. **Matter:** **Motion to Sell Common Stock**

Docket Item No.: **872**
Response deadline: September 10, 2004
Status of the matter: Unopposed. Debtor to submit agreed order with approval of Official Committee of Unsecured Creditors.

Related Documents:

1. Notice of Hearing filed by *Debtor* [Docket Item #874].

6. **Matter:** **Motion for Order: (1) Authorizing Debtor to Sell a 1999 Fleetwood Double Wide Mobile Home, and (2) Approving Such Sale Free and Clear of Liens Pursuant to 11 U.S.C. §363(f)**

Docket Item No.: **873**
Response deadline: September 10, 2004
Status of the matter: Unopposed. Debtor to submit agreed order with approval of Official Committee of Unsecured Creditors.

Related Documents:

1. Notice of Hearing filed by *Debtor* [Docket Item #875].

7. **Matter:** **Second Motion to Reject Leases with Neutze Properties, Ltd. Pursuant to 365(a)**

Docket Item No.: **890**
Response deadline: September 13, 2004
Status of the matter: No known opposition. Draft order attached.

Related Documents:

1. Notice of Hearing filed by *Debtor* [Docket Item #891].

8. **Matter:** **Motion to Reject Leases with FFP Properties, L.P. Pursuant to 365(a) and for Authority to Sell Inventory**

Docket Item No.: **900**
Response deadline: September 13, 2004
Status of the matter: Going forward. Unopposed subject to the form of an order.

Related Documents:

1. Notice of Hearing filed by *Debtor* [Docket Item #901].

2. Response and Limited Objection by FFP Properties, L.P., to Motion to Reject Leases Pursuant to 365(a) [Docket Item #958].

3. First Amended Response and Limited Objection by FFP Properties, L.P. to Motion to Reject Leases Pursuant to §365(a) *filed by FFP Properties, L.P.* [Docket Item #960].

9. **Matter:** **Motion for Setting and Request for Expedited Hearing Re: Amended Expedited Motion to Sell Inventory at Rejected Locations in Dublin and Driscoll, Texas (Docket Item #923)**

Docket Item No.: **924**
Response deadline:
Status of the matter: No known opposition. Draft order attached.

Related Documents:

1. Amended Expedited Motion to Sell Inventory at Rejected Locations in Dublin and Driscoll, Texas [Docket Item #923].

2. Notice of Hearing filed by *Debtor* [Docket Item #945].

10. **Matter:** **Motion for Setting and Request for Expedited Hearing re: Motion to Sell Inventory and Equipment at Certain Neutze Locations**

Docket Item No.: **935**
Response deadline:
Status of the matter: No known opposition. Draft order to be submitted.

Related Documents:

1. Motion to Sell Inventory and Equipment at Certain Neutze Locations [Docket Item #934].

2. Notice of hearing filed by *Debtor* [Docket Item #955].

11. **Matter:** **Motion for Setting and Request for Expedited Hearing re: Second Motion to Sell Inventory and Equipment at Certain Neutze Locations**

Docket Item No.: **954**

Response deadline:
Status of the matter: No known opposition.

Related Documents:

1. Second Motion to Sell Inventory and Equipment at Certain Neutze Locations [Docket Item #953].

2. Notice of hearing filed by *Debtor* [Docket Item #956].

COLVIN & PETROCCHI, L.L.P.

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COUNSEL FOR FFP OPERATING PARTNERS, LP

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 13th day of September, 2004 he caused a true and correct copy of the foregoing document to be served upon the persons listed on the attached mailing matrix.

/s/Mark Petrocchi
Mark Petrocchi

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

IN RE:	§	
	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR.	§	HEARING:
	§	September 15, 2004 @1:15 p.m.

ORDER ON MOTION FOR RELIEF FROM AUTOMATIC STAY FILED BY IRACEMA RUIZ A/N/F FOR CYNTHIA L. RUIZ, MINOR

Came on for consideration the Motion for Relief From Automatic Stay filed by Iracema Ruiz a/n/a for Cynthia L. Ruiz, Minor ("Movant") [Docket Item #460], and the court having reviewed the response filed by the Debtor and the Official Committee of Unsecured Creditors, is of the opinion that the relief requested should be granted, it is therefore,

ORDERED, that the Section 362 automatic stay shall be and is hereby extended until further order of this court. The matter may be set by the movant for an additional preliminary or final hearing.

SIGNED this _____ day of _____, 2004.

_____
HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE

Agreed:

/s/Mark J. Petrocchi

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

IN RE:	§	CHAPTER 11 PROCEEDING
	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR.	§	

ORDER GRANTING SECOND MOTION TO BORROW FUNDS FROM SUBSIDIARY FFP FUELS, LP

Came on for hearing on September 15, 2004, the Second Motion to Borrow Funds from Subsidiary FFP Fuels, LP, (Docket Item #811), (the "Motion"), filed by FFP Operating Partners, LP, and the court having considered the Motion, the court was of the opinion that the relief requested as modified herein should be granted consistent with the following paragraphs. The Court makes the following findings:

ORDERED that the Debtor is authorized to borrow funds from its subsidiary FFP Fuels, LP consistent with the terms, conditions, and restrictions set forth herein (the "Credit Facility"). The available line of credit under the Credit Facility shall not exceed $600,000. The Credit Facility shall be evidenced by a promissory note (the "Promissory Note"). The terms of the Promissory Note shall be consistent with the terms, conditions, and restrictions set forth in this order. The Promissory Note shall accrue interest at a rate equal to 1.5% over the *Wall Street Journal* published prime rate of interest effective on the date that the Promissory Note is executed. The interest rate shall be revised on the first day of each calendar quarter, or the next business day thereafter, if the first day of the calendar quarter is a holiday or weekend.

IT IS FURTHER ORDERED that accrued interest shall be paid monthly on the first day of each month. The Debtor shall repay the obligation as soon as practicable, but not later than 30 days after the Debtor borrows funds under the Credit Facility. On the thirtieth (30th) day after

each borrowing event under the Credit Facility, all principal then outstanding and any accrued, but unpaid interest, shall become due and owing.

IT IS FURTHER ORDERED that any obligations of the Debtor arising under the Promissory Note shall not be secured by any property of the estate of the Debtor or otherwise.

IT IS FURTHER ORDERED that the Debtor shall only be entitled to borrow funds under the Credit Facility in order to purchase inventory. It is therefore

ORDERED that the Debtor is authorized to borrow funds under the Credit Facility on the second business day after service by email of a notice of intent to borrow under the Credit Facility (the "Notice of Intent") provided to the Official Committee of Unsecured Creditors, GMAC Commercial Mortgage Corporation, Servicer for FMAC Loan Receivables Trust 1998-C and FMAC Loan Receivables Trust 2000-A, Long Lane Master Trust IV, MTGLQ Investors, L.P., and Banco Popular (collectively the "Notice Parties"). The Notice of Intent shall be a verified statement, which shall include the following: (a) the Debtor's cash balance as of the day prior to delivery of the Notice of Intent, (b) an estimate of the Debtor's cash balance at the time of borrowing, (c) a statement that there is not sufficient cash available for the purchase of inventory; (d) the total amount to be borrowed, and (e) a description of the use of the funds to be borrowed. The Credit Facility shall remain open through October 31, 2004. Immediately upon the execution of this order, the Debtor is authorized to borrow pursuant to the Credit Facility; provided that the Debtor complies with the procedures relating to the provisions of the Notice of Intent.

IT IS FURTHER ORDERED that the Debtor or any other party in interest may request an order from the Court authorizing the use of funds available under the Credit Facility for purposes other than those stated herein. Nothing in this order shall prohibit any party in interest

from seeking a termination of the Credit Facility or from opposing any future requests to borrow under the Credit Facility or pursuant to any other borrowing mechanism.

IT IS FURTHER ORDERED that upon the repayment of any funds borrowed under the Credit Facility, the Debtor shall promptly provide the Notice Parties with evidence of the date such funds were repaid and the amount that was repaid.

IT IS FURTHER ORDERED that in the event of a default and the repayment of the obligation under the terms of the Credit Facility, then the Debtor's exclusivity period shall end; provided that the Debtor shall be provided ten (10) days to cure the default. If the Debtor cures such default, the Debtor's exclusive period shall not be terminated pursuant to this Order.

IT IS FURTHER ORDERED that nothing in this order shall expand the authority of the Debtor to use cash collateral. The Debtor shall not use any of the proceeds of any borrowing to perform capital improvements without further order of this court.

Signed this ____ day of _____, 2004.

_____
HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

IN RE:	§	CHAPTER 11 PROCEEDING
	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR	§	
	§	

ORDER GRANTING MOTION TO REJECT LEASE AT STORE NO. 802, 1101 SYCAMORE, HUNTSVILLE, TEXAS, AND TO SELL PROPERTY FREE AND CLEAR OF LIENS PURSUANT TO 11 U.S.C. §363(f)

CAME ON FOR CONSIDERATION the Motion to Reject Lease at (Store No. 802, 1101 Sycamore, Huntsville, Texas) and to Sell Property Free and Clear of Liens Pursuant to 11 U.S.C. §363(f) ("Motion") [Docket Item #860]. The court finds that it has jurisdiction over this matter pursuant to 28 U.S.C. § 157 and § 1334. The court finds that this is a core proceeding pursuant to 28 U.S.C. §157. The court finds that this matter is governed primarily by 11 U.S.C. § 365(a). After reviewing the Motion and the representations made by counsel in open court, together with the proffer of evidence, the court is of the opinion that the relief requested should be granted.

IT IS THEREFORE ORDERED that the Debtor be and is hereby authorized to reject the lease of the non-residential real property referred to as Store No. 802, 1101 Sycamore, Huntsville, Texas and to sell Property Free and Clear of Liens pursuant to 11 U.S.C. §363(f), by and between Tanzo Corporation. Such rejection shall be effective as of August 31, 2004.

IT IS THEREFORE ORDERED that pursuant to §363 of the United States Bankruptcy Code, the Debtor be and is hereby authorized to sell the equipment without representations or warranty of any kind, as follows:

FFP #: 802

FFP OWNED

EQUIPMENT LIST

#	Equipment Description	Model #	Serial #
4	Gilbarco Dispensers – Dual hoses/Dual Products		
1	Gilbarco Console		
1	8,000 gallon UST		
2	4,000 gallon UST's		
	Cathodic Protection System		
1	Canopy		

(the "Property").

It is further

ORDERED that the Debtor may sell the Property to Tanzo Corporation for $30,000 cash, and the Tanzo Corporation may purchase petroleum inventory at cost.

IT IS FURTHER ORDERED, that pursuant to §363(f) of the Bankruptcy Code, the equipment sold shall be conveyed to the purchaser free and clear of all liens, claims, encumbrances, and interests (collectively "Interest"), with any such Interest attaching to the sale Proceeds; provided however, any 2004 ad valorem taxes not paid shall not be avoided and shall be subject to the liens of ad valorem taxing authorities.

IT IS FURTHER ORDERED that any asset not belonging to the Debtor, including any assets owned by any third party, shall not be conveyed or assigned by this order.

IT IS FURTHER ORDERED that the Debtor be and is hereby authorized and directed to pay any and all ad valorem taxes due at the time of the sale in the amount of $775.47.

IT IS FURTHER ORDERED that notwithstanding anything to the contrary in any purchase agreement or this 363 Order, nothing in any such agreement or this 363 Order (i) releases or nullifies any liability to the Texas Commission on Environmental Quality (TCEQ) [formally known as the TNRCC] under statutes or regulations to which any purchaser(s) or

assignee would be subject as the owner or operator of the underground storage tanks ("Tanks") after the date of entry of this Order, just as if this sale had taken place outside bankruptcy, (ii) modifies the obligations that any entity which is the owner or operator of the Tanks after the date of entry of this Order has to comply with applicable regulations and statutes concerning the Tanks, or (iii) impairs or restricts the TCEQ's ability to pursue all of its rights and remedies in state court against any entity which is the owner or operator of the Tanks after the date of entry of this Order.

SIGNED this _____ day of _____, 2004.

_____
HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

IN RE:	§	CHAPTER 11 PROCEEDING
	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR,	§	

ORDER GRANTING SECOND MOTION TO REJECT LEASES WITH NEUTZE PROPERTIES, LTD. PURSUANT TO §365(a)

CAME ON FOR HEARING the Second Motion to Reject Leases with Neutze Properties, Ltd. Pursuant to § 365(a), (the "Motion") (Docket Item #890). The court finds that it has jurisdiction over this matter pursuant to 28 U.S.C. § 157 and § 1334. The court finds that this is a core proceeding pursuant to 28 U.S.C. §157. The court finds that this matter is governed primarily by 11 U.S.C. § 365(a). No objections have been filed to said Motion. After reviewing the Motion, and finding no opposition, the court is of the opinion that the relief requested should be granted.

It is therefore ORDERED that the Extension and Assumption Agreement between the Debtor and Neutze dated December 17, 1997, and the prior and subsequent agreements and modifications (the "Lease Agreements") are each subject to a divisible agreement embodied in a single document with respect to each separate property, and as such, the lease of each separate property may be separately assumed or rejected. The assumption or rejection of the lease of any property described in the Lease Agreements may occur without an assumption or rejection of the remainder of the leases contained in the Lease Agreements.

It is further ORDERED, that the Debtor be and is hereby authorized to reject its lease with Neutze Properties, Ltd. as follows:

#3119 (5119)	31700 IH 10 West Boerne, TX	GMAC
#3121 (5121)	942 N. Main Boerne, TX	GMAC
#5101	1890 Del Rio Blvd. Eagle Pass, TX	GMAC
#5122	821 Bibb Eagle Pass, TX	Unencumbered

(Collectively the leases related to the above referenced properties shall be referred to as the "Rejected Properties")

IT IS FURTHER ORDERED Neutze is authorized to take possession of any of the Rejected Properties effective after September 30, 2004, or on such other date as agreed to by the Debtor and Neutze. The automatic stay pursuant to Sec. 362 of the Bankruptcy Code is hereby modified to the extent applicable to any of the Rejected Properties to allow Neutze to take possession of any of the Rejected Properties, and for the purpose of allowing any of the Landlords to terminate or to confirm the termination of the respective leases by sending notice to any lender as required by any of the leases, applicable law or any other document. The entry of this Order is without prejudice to the rights of any of the landlords to continue to lease any of the Rejected Properties to a third party, including a sub-tenant, if applicable.

IT IS FURTHER ORDERED that nothing contained in this Order shall prejudice or impair any alleged rejection claim by any of the Landlords against the Debtor arising from the rejection of the leases on any of the Rejected Properties.

IT IS FURTHER ORDERED that the entry of this Order is without prejudice to the rights of Neutze or the Debtor with respect to any underground storage tanks which the Debtor allegedly owned, operated or controlled, whether currently or in the past, on any of the Rejected Properties.

It is further ORDERED that the entry of this order and the rejection of the Rejected Leases shall not affect or impair the ability of the Debtor to assume the remaining leases contained and/or described in the Lease Agreements.

SIGNED this _____ day of _____, 2004.

_____
HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

IN RE:	§	CHAPTER 11 PROCEEDING
	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR,	§	

ORDER AUTHORIZING DEBTOR TO SELL INVENTORY LOCATED AT REJECTED LOCATIONS IN DUBLIN AND DRISCOLL, TEXAS

CAME ON FOR HEARING on September 15, 2004, the Amended Expedited Motion to Sell Inventory at Rejected Locations in Dublin and Driscoll, Texas; ("Motion") (Docket Item #923), and the court having received and considered the announcements made in open court, was of the opinion that the relief requested should be granted. It is therefore hereby

ORDERED, that pursuant to §363 of the United States Bankruptcy Code, the Debtor be and is hereby authorized to sell the merchandise and fuel inventories at Dublin and Driscoll, Texas at cost. The Property sold shall be transferred free clear of all liens, claims, encumbrances, and interests (collectively "Interests"), with such Interests attaching to the proceeds of the sale; provided however, any 2004 ad valorem taxes not paid shall not be avoided and shall be subject to the liens of ad valorem taxing authorities; it is further

ORDERED that the Debtor is hereby authorized to pay taxes in connection with the Driscoll location in the amount of $5,887.00, together with any charges accruing in the month of September, and to pay any ad valorem taxes in connection with the Dublin location in the amount of $1,728.46, together with any charges accruing in the month of September; it is further

ORDERED that the Debtor is authorized to remit the balance of the proceeds net of ad valorem taxes from the Driscoll location to Banco Popular and remit the balance of the proceeds net of ad valorem taxes from Dublin to Long Lane Master Trust IV; it is further

ORDERED that the Debtor is hereby authorized to abandon its interest in the equipment and other real and personal property items at the Driscoll location, subject to the lien of Banco Popular; it is further

ORDERED that the Debtor is hereby authorized to abandon its interest in the equipment and other real and personal property items at the Dublin location, subject to the lien of LLMT; it is further

ORDERED that any asset not belonging to the Debtor, including any assets owned by any third party, shall not be conveyed or assigned by this order.

SIGNED this _____ day of _____, 2004.

_____
HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE

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