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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: October 25, 2004 @ 9:00 a.m.

AGENDA FOR HEARINGS ON OCTOBER 24, 2004 @ 9:00 A.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 October 25, 2004 at 9:00 a.m. as follows:

1. Matter: Application to Pay Severance to Long Term Employees

Docket Item No.: 925
Response deadline: September 20, 2004
Status of the matter: Debtor will withdraw.

Related Documents:

1. Notice of Hearing filed by *Debtor* [Docket Item #927].
2. The Official Committee of Unsecured Creditors' Objection to Application to Pay Severance to Long Term Employees [Docket Item #986].

3. Joinder in Support of the Committee's Objection to Debtor's Application to Pay Severance to Long Term Employees [Docket Item #988].
4. Notice of Hearing [Docket Item #1002].

2. **Matter: Motion to Extend Time to File Proofs of Claim Based on Rejection of Leases**

Docket Item No.: 936

Response deadline:

Status of the matter: Unopposed. New deadline requested by supplement filed 10/21/04. Proposed order attached to that document.

Related Documents:

1. Notice of Hearing *filed by Associated Investment Group et al* [Docket Item #944].
2. Witness and Exhibit List *filed by Debtor* [Docket Item #1048].
3. Witness and Exhibit List *filed by Associated Investment Group* [Docket Item #1053]
4. Supplement to Motion to Extend Time to File Proofs of Claim Based on Rejections of Leases *filed by Associated Investment Group et al* [Docket Item #1054].

3. **Matter: Motion to Extend Time to Assume or Reject Leases**

Docket Item No.: 991

Response deadline: October 18, 2004

Status of the Matter: Opposed. Going Forward. See draft order attached.

Related Documents:

1. Notice of hearing *filed by Debtor* [Docket Item #992].
2. Landlord's Response to Motion to Extend Time to Assume or Reject Leases [Docket Item #1022].
3. Witness and Exhibit List *filed by Debtor* [Docket Item #1048].

4. Witness and Exhibit List *filed by Associated Investment Group* [Docket Item #1053].

4. **Matter: Motion to Reject Additional Leases with Various Landlords and to Sell Inventory Pursuant to 11 U.S.C. §363**

Docket Item No.: 996

Response deadline: October 18, 2004

Status of the Matter: Opposed. Going Forward. See draft Order attached.

Related Documents:

1. Notice of hearing *filed by Debtor* [Docket Item #997].
2. Motion for Setting and Request for Expedited Hearing [Docket Item #1025].
3. Response and Limited Objection by FFP Properties, L.P. to Motion to Reject Additional Leases with Various Landlords and to Sell Inventory Pursuant to 11 U.S.C. 363 [Docket Item #1028].
4. Supplement to Motion to Reject Leases (#996) and Notice of Withdrawal of Request as it Relates to Seagoville (Property #223), Rio Grande City (Property #313) and Sweetwater (Property #663) [Docket Item #1031].
5. Notice of Hearing [Docket Item #1032].
6. Sierra Pacific Land Company's Response to Debtor's Motion to Reject Additional Leases with Various Landlords and to Sell Inventory Pursuant to 11 U.S.C. 363 [Docket Item #1033].
7. Silver Star Properties, Ltd.'s Response to Debtor's Motion to Reject Additional Leases with Various Landlords and to Sell Inventory Pursuant to 11 U.S.C. 363 [Docket Item #1034].
8. Greg and Brenda Hendricks' Response to Debtor's Motion to Reject Additional Leases with Various Landlords and to sell Inventory Pursuant to 11 U.S.C. 363 [Docket Item #1035].

9. Anadarko Development Company's Response to Debtor's Motion to Reject Additional Leases with Various Landlords and to Sell Inventory Pursuant to 11 U.S.C. 363 [Docket Item #1036].
10. Hitchings Mays Investments, L.L.P.'s Response to Debtor's Motion to Reject Additional Leases with Various Landlords and to sell Inventory Pursuant to 11 U.S.C. 363 [Docket Item #1037].
11. Landlord's Response to Motion to Reject Additional Leases with Various Landlords and to Sell Inventory Pursuant to 11 U.S.C. 363 [Docket Item #1043].
12. Witness and Exhibit List *filed by Debtor* [Docket Item #1048].
13. Supplement to Motion to Reject leases (Docket Item #996) and Notice of Withdrawal of Request as it Relates to Devine, Texas #603 and Granger, Texas #3587 [Docket Item #1049].
14. Motion for Extension of time to respond *filed by Creditor Emily J. McCullough dba Janie's Country Store* [Docket Item #1052].
15. Witness and Exhibit List *filed by Associated Investment Group* [Docket Item #1053].

5. **Matter: Motion to Sell Inventory and Equipment at Certain FFP Properties Locations**

Docket Item No: 1017

Response deadline:

Status of the Matter: Going forward. See draft Order attached.

Related Documents:

1. Notice of hearing filed by *Debtor* [Docket Item #1024].
2. Response and Limited objection to Debtor's Motion to Sell Inventory and Equipment at Certain FFP Properties Locations *filed by FFP Properties, L.P.* [Docket Item #1029].
3. Witness and Exhibit List *filed by Debtor* [Docket Item #1048].

4. Witness and Exhibit List *filed by Associated Investment Group* [Docket Item #1053].
5. Response to be filed by GMAC [Docket Item # ____].

6. **Matter: Motion to Reject Lease Located at Store #3361, 1516 E. Main Street, Nacogdoches, Nacogdoches County, Texas 75961**

Docket Item No: 1019

Response deadline:

Status of the Matter: Going forward. See draft Order attached.

Related Documents:

1. Notice of hearing filed by *Debtor* [Docket Item #1023].
2. Response and Limited Objection by FFP Properties, L.P. to Motion to Reject Leases Located at Store #3361, 1516 East Main Street, Nacogdoches, Nacogdoches County, Texas 75961 [Docket Item #1027].
3. Witness and Exhibit List *filed by Debtor* [Docket Item #1048].
4. Witness and Exhibit List *filed by Associated Investment Group* [Docket Item #1053].

7. **Matter: Expedited Joint Motion to Further Extend Exclusivity**

Docket Item No. 1038

Response Deadline:

Status of the Matter: Going forward. See draft order attached.

Related Documents:

1. Expedited Joint Motion for a Bridge Order to Extend Exclusivity Pending Consideration of Expedited Joint Motion to Extend Exclusivity [Docket Item #1039].
2. Motion for Setting and Request for Expedited Hearing [Docket Item #1040].
3. Certificate of Conference [Docket Item #1042].

4. Notice of Hearing [Docket Item #1044].
5. Bridge Order Pursuant to Section 1121(d) of the Bankruptcy Code Extending the Exclusive Period During which the Debtor May file a Plan of Reorganization extend through and including the conclusion of the hearing set for October 25, 2004. [Docket Item #1046].
6. Witness and Exhibit List *filed by Debtor* [Docket Item #1048].
7. Witness and Exhibit List *filed by Associated Investment Group* [Docket Item #1053].

COLVIN & PETROCCHI, L.L.P.

By: /s/Mark Petrocchi

Mark J. Petrocchi

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**COUNSEL FOR FFP OPERATING
PARTNERS, LP**

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 21 day of October, 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:	§	CASE NO. 03-90171-BJH-11
	§	
FFP OPERATING PARTNERS, LP	§	CHAPTER 11
	§	
DEBTOR.	§:	
	§	

**ORDER WITHDRAWING APPLICATION TO PAY SEVERANCE
TO LONG TERM EMPLOYEES**

CAME OF FOR CONSIDERATION that application styled Application to Pay Severance to Long Term Employees (Docket Item #925) (the "Application") filed by FFP Operating Partners, LP and the court having received the representation that the Debtor seeks to withdraw the Application. It is therefore,

ORDERED, that the Debtor is authorized to withdraw the Application and the Application shall be considered withdrawn without prejudice effective as of the time of the entry of this order.

SIGNED this _____ day of _____, 2004.

HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE

Prepared By:
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ATTORNEYS FOR THE 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 §

**ORDER GRANTING MOTION TO EXTEND
TIME TO ASSUME OR REJECT LEASES (DOCKET ITEM #991)**

CAME ON FOR CONSIDERATION, the Motion to Extend Time to Assume or Reject Leases (Docket Item #991) filed by Debtor, the Landlords' Response to Motion to Extend Time to Assume or Reject Leases (Docket Item #1022), filed by Associated Investment Group, et al, and the Court having considered the Motion, the evidence and the argument of counsel, was of the opinion that the relief requested by the Debtor should be granted. It is therefore

ORDERED that the Debtor be and is hereby authorized to assume or reject non-residential real property leases on or before February 25, 2005.

IT IS FURTHER ORDERED that the Debtor shall pay those taxes which become due on a post-petition basis in a manner consistent with the court's memorandum opinion and order. (Docket Item #676). It is further

ORDERED that the Debtor shall indemnify landlords, if applicable, pursuant to contractual terms of the leases in a manner consistent with the court's memorandum opinion and order (Docket Item #677). It is further

ORDERED that the extension granted herein is without prejudice to the Debtor or any party in interest seeking a future extension or reduction of that time to assume or reject leases.

Signed the ____ day of _____, 2004.

HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE

PREPARED BY:

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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 LEASES
WITH VARIOUS LANDLORDS AND
TO SELL INVENTORY PURSUANT TO §363**

CAME ON FOR CONSIDERATION the Motion to Reject Leases with Various Landlords and to Sell Inventory Pursuant to § 363, (the "Motion") (Docket Item #996). 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. § 363. After reviewing the Motion, the objections and other filings of parties, the Motion to Expedite, the Supplemental Motion and the representations made by counsel in open court, 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 following leases as of October 31, 2004:

LOC #/ DBA/ ADDRESS	LAND & BLDG OWNER	LAND OWNER	BUILDING OWNER	TENANT & FUEL OPERATOR	LENDER
263 Janie's Country Store 1456 Hwy. 69 Kountze, TX 77625- 9614 Hardin County	Craig T. Scott, Vice President FFP Properties, L.P. 4204 N. E. 28th Street Fort Worth, TX 76117 817.838.4707 817.838.4776 (fax)			Emily J. McCollough dba Janie's Country Store 2089 Dowlen Road #7 Beaumont, TX 77706	Unencumbered

LOC #/ DBA/ ADDRESS	LAND & BLDG OWNER	LAND OWNER	BUILDING OWNER	TENANT & FUEL OPERATOR	LENDER
321 Kwik Pantry #321 2607 Frederick Avenue St. Joseph, MO 64506 Buchanan County	Craig T. Scott, Vice President FFP Properties, L.P. 4204 N. E. 28th Street Fort Worth, TX 76117 817.838.4707 817.838.4776 (fax)				Unencumbered
383 Kwik Pantry #383 1833 Buffalo Trail Morristown, TN 37814 Hamblen County	Edith L. Roberts P. O. Box 344 Morristown, TN 37814 423.312.7815				Unencumbered
516 Edd's Grocery Hwy 29 (Express Street) Bradley, AR 71826 LaFayette County				Leowen Wilson Edd's Grocery P.O. Box 775 Bradley, AR 71826	Unencumbered
533 Lucas Food 175 Southview Drive Corner FM 1378 & 3286 Lucas, TX 75002 Collin County				Abbas Esfandiari & Mohammad H. Dezfoolian Lucas Food 175 Southview Drive Lucas, TX 75002	Unencumbered
537 Lester's Quick Stop 523 West 2 nd Corsicana, TX 75110 Navarro County				Jim Roby Lester's Quick Stop 523 West 2nd Corsicana, TX 75110	Unencumbered
554 (Vacant) 423 South Shelby Street Carthage, TX 75633 Panola County		J. D. St. Clair, President Nu-Way Energy Corporation 2810 Glenda Avenue Fort Worth, TX 76117 817.838.4733 817.838.1821 (fax)	Craig T. Scott, Vice President FFP Properties, L.P. 4204 N. E. 28th Street Fort Worth, TX 76117 817.838.4707 817.838.4776 (fax)		Unencumbered
558 Honey's Place Rt.2, Box 8 or 2207 Johnson Dr. Rusk, TX 75785 Cherokee County		J. D. St. Clair, President Nu-Way Energy Corporation 2810 Glenda Avenue Fort Worth, TX 76117 817.838.4733 817.838.1821 (fax)	Craig T. Scott, Vice President FFP Properties, L.P. 4204 N. E. 28th Street Fort Worth, TX 76117 817.838.4707 817.838.4776 (fax)	Tammy McCown Honey's Place Rt. 2, Box 8 2207 Johnson Dr. Rusk, TX 75785	Unencumbered
573 Kevin Convenience Store 4101 N.E. 28th Street Haltom City, TX 76117	John H. Harvison, President Hi Lo Corporation 2810 Glenda Avenue Fort Worth, TX 76117 817.838.4740			Thuy & Michael Nguyen Kevin Convenience Store 4101 N.E. 28th Haltom City, TX 76117	Unencumbered

LOC #/ DBA/ ADDRESS	LAND & BLDG OWNER	LAND OWNER	BUILDING OWNER	TENANT & FUEL OPERATOR	LENDER
Tarrant County	817.838.1821 (fax)				
638 Valley Quick Stop Rt. 1, Box 3001 13 1/2 mi.N.FM 1015 Mercedes, TX 78570 Hidalgo County	Martin Cantu, Jose Adrian Cantu & Belinda Cantu Villareal % Martin Cantu Valley Quick Stop Rt. 1, Box 3001 Mercedes, TX 78570			Martin Cantu Valley Quick Stop Rt 1 Box 3001 Mercedes, TX 78570	Unencumbered
642 (Vacant) 321 South Bridge Street Hidalgo, TX 78557 Hidalgo County		John H. Harvison, President Economy Oil Company 2810 Glenda Avenue Fort Worth, TX 76117 817.838.4740 817.838.1821 (fax)	Craig T. Scott, Vice President FFP Properties, L.P. 4204 N. E. 28th Street Fort Worth, TX 76117 817.838.4707 817.838.4776 (fax)		Unencumbered
647 Leo Self Serve 4844 West Highway 83 Roma, TX 78584 Starr County				Leonel & Emma Ramos Leo's Self Serve 4844 W. Highway 83 Roma, TX 78584	Unencumbered
657 G & G Grocery 1300 Hwy 123 San Marcos, TX 78666 Hays County	Fernando Gonzalez, Anselmo Gonzalez, Jr., Arturo Gonzalez, David P. Gonzalez & Mary Gonzalez 1300 Hwy. 123 San Marcos, TX 78666			David R. Gonzalez G & G Grocery 1300 Hwy 123 San Marcos, TX 78666	Unencumbered
660 Lexington Food Mart 8889 N. Hwy. 77 Lexington, TX 78947 Lee County	Elizabeth White, President H.M.W., Inc. 2805 W. Fresco Drive Austin, TX 78731 512.453.7737			Jaffar Ali Peermohammad, President Alyko Partner, Inc. Lexington Food Mart 8889 N. Hwy. 77 Lexington, TX 78947	Unencumbered
665 FFP Operating Partners #665 (Co. Operated) 4700 West Wall Avenue Midland, TX 79703 Midland County		John H. Harvison, President Hi-Lo Corporation 2810 Glenda Avenue Fort Worth, TX 76117 817.838.4740 817.838.1821 (fax)	Craig T. Scott, Vice President FFP Properties, L.P. 4204 N. E. 28th Street Fort Worth, TX 76117 817.838.4707 817.838.4776 (fax)		Unencumbered
690 BG's Grill 3348 State Hwy. 11 Sherman, TX 75090-5280 Grayson County				George V. & Barbara J. Lindley BG's Grill 896 E. Cedar Rd. Sherman, TX 75090	Unencumbered

LOC #/ DBA/ ADDRESS	LAND & BLDG OWNER	LAND OWNER	BUILDING OWNER	TENANT & FUEL OPERATOR	LENDER
738 Quick Stop 5700 Ranch Road Rt. 5, Box 2338 Georgetown, TX 78626 Williamson County	Craig T. Scott, Vice President FFP Properties, L.P. 4204 N. E. 28th Street Fort Worth, TX 76117 817.838.4707 817.838.4776 (fax)			Abdul N. Ali, President Quality Enterprises, Inc. Quick Stop 5700 Ranch Rd. Rt. 5, Box 2338 Georgetown, TX 78626	Unencumbered
818 Super Fresh Foods 596 Comino Del Larosa San Elizario, TX 79849 El Paso County	Samir S. Elbo & Shadia Albuzz 1708 Dean Jones El Paso, TX 79936			Samir S. Elbo Super Fresh Foods 1708 Dean Jones El Paso, TX 79936	Unencumbered
828 Family Mart 3801 S. E. 15th Street Del City, OK 73115 Oklahoma County	Jong S. Lee and Hyang Soo Lee 1609 N. E. 11th Moore, OK 73160			Waun Hong, President Family Mart, Inc. Family Mart 3801 S. E. 15th Street Del City, OK 73115	Unencumbered
833 Convenient Food Mart #4 1411 South LaSalle Navasota, TX 77868 Grimes County				Adnan Sattar, President Sattar, Inc. Convenient Food Mart #4 1411 S Lasalle Navasota, TX 77868	Unencumbered
3132 Kwick Food Mart/Shamrock 1506 North Quincy Plainview, TX 79072 Hale County	Sherry Martinez, President Sierra Pacific Land Co. P. O. Box 1255 Amarillo, TX 79105- 1255 806.379.9000 806.378.9000 (fax)			Muhammad Adnan Imtiaz Kwick Food Mart/Shamrock 1506 North Quincy Plainview, TX 79072	GMAC
3211 A & M 4 2042 N. Bolton Avenue Alexandria, LA 71303-4403 Rapides Parish	Craig T. Scott, Vice President FFP Properties, L.P. 4204 N. E. 28th Street Fort Worth, TX 76117 817.838.4707 817.838.4776 (fax)			Mahmoud Ghannam, President A & M of Cenla, Inc. A & M 4 2042 N. Bolton Avenue Alexandria, LA 71303-4403	Unencumbered
3212 B & M No. 6 456 N.W. Main St. Bunkie, LA 71322 Avoyelles Parish	Mark D. Bordelon P. O. Box 59 Moreauville, LA 71355 318.346.7271			Mohammed Waheed, President Saiqa B & M, Inc. B & M No. 6 456 N. W. Main St. Bunkie, LA 71322	Unencumbered
3218 Willie G's		J. D. St. Clair, President	Craig T. Scott, Vice President	Abdul Aziz Qasimali	Unencumbered

LOC #/ DBA/ ADDRESS	LAND & BLDG OWNER	LAND OWNER	BUILDING OWNER	TENANT & FUEL OPERATOR	LENDER
718 E. Main Allen, TX 75002 Collin County		Nu-Way Energy Corporation 2810 Glenda Avenue Fort Worth, TX 76117 817.838.4733 817.838.1821 (fax)	FFP Properties, L.P. 4204 N. E. 28th Street Fort Worth, TX 76117 817.838.4707 817.838.4776 (fax)	Willie G's 718 East Main Allen, TX 75002	
3225 New Way 1700 Monroe Commerce, TX 75428 Hunt County		J. D. St. Clair, President Nu-Way Energy Corporation 2810 Glenda Avenue Fort Worth, TX 76117 817.838.4733 817.838.1821 (fax)	Craig T. Scott, Vice President FFP Properties, L.P. 4204 N. E. 28th Street Fort Worth, TX 76117 817.838.4707 817.838.4776 (fax)	Bharat Suvagia, President RIYU, Inc. New Way 1700 Monroe Commerce, TX 75428	Unencumbered
3244 New Way Grocery 10129 Hwy. 64 East Tyler, TX 75707 Smith County		J. D. St. Clair, President Nu-Way Energy Corporation 2810 Glenda Avenue Fort Worth, TX 76117 817.838.4733 817.838.1821 (fax)	Craig T. Scott, Vice President FFP Properties, L.P. 4204 N. E. 28th Street Fort Worth, TX 76117 817.838.4707 817.838.4776 (fax)	Aijaz Asghar dba New Way Grocery 10129 Hwy. 64 East Tyler, TX 75707	GMAC
3269 Econo Mart 662 North Commercial Street Aransas Pass, TX 78336 Aransas County		John H. Harvison, President Economy Oil Company 2810 Glenda Avenue Fort Worth, TX 76117 817.838.4740 817.838.1821 (fax)	Craig T. Scott, Vice President FFP Properties, L.P. 4204 N. E. 28th Street Fort Worth, TX 76117 817.838.4707 817.838.4776 (fax)	Anis Charania, President CNN Enterprise, Inc. Econo Mart 662 N. Commercial Street Aransas Pass, TX 78336	Unencumbered
3292 Los Amigos Food Mart 10 East Coma Hidalgo, TX 78557 Hidalgo County		John H. Harvison, President Economy Oil Company 2810 Glenda Avenue Fort Worth, TX 76117 817.838.4740 817.838.1821 (fax)	Craig T. Scott, Vice President FFP Properties, L.P. 4204 N. E. 28th Street Fort Worth, TX 76117 817.838.4707 817.838.4776 (fax)	Faris J. Bajwa, President Cyrus H, Inc. Los Amigos Food Mart 10 East Coma Hidalgo, TX 78557	Unencumbered
3294 Amigo's Super Stop 217 East 9th Street Mission, TX 78572 Hidalgo County		John H. Harvison, President Economy Oil Company 2810 Glenda Avenue Fort Worth, TX 76117 817.838.4740 817.838.1821 (fax)	Craig T. Scott, Vice President FFP Properties, L.P. 4204 N. E. 28th Street Fort Worth, TX 76117 817.838.4707 817.838.4776 (fax)	Roger Joseph Amigo's Super Stop P. O. Box 2568 Mission, TX 78573	Unencumbered
5110 Taylor Food Mart 1402 South Florida Borger, TX 79007 Hutchinson County	Sherry Martinez, President Sierra Pacific Land Company P. O. Box 1255 Amarillo, TX 79105-1255				Unencumbered

LOC #/ DBA/ ADDRESS	LAND & BLDG OWNER	LAND OWNER	BUILDING OWNER	TENANT & FUEL OPERATOR	LENDER
	806.378.9000 806.378.9000 (fax)				
5111 Taylor Food Mart 17 Collard Spearman, TX 79081 Hansford County	R. Kenton Dorris, President Silver Star Properties, Ltd. 3904 Van Tassel Amarillo, TX 79121 806.679.0118 806.378.9000				GMAC
5120 Taylor Food Mart 501 North Maddox Dumas, TX 79029 Moore County	Roslyn T. Oboler, Trustee for the Roslyn T. Oboler Revocable Trust dated 12/22/83. 800 N.E. 195th Street, Apt. 101 Miami, FL 33179 305.652.1313				GMAC
5125 Taylor Food Mart 120 Rowe Street McLean, TX 79057 Gray County	Greg & Brenda Hendricks 3124 Nebraska Amarillo, TX 79106 806.379.9000 806.378.9000 (fax)				GMAC
5127 Kwik Pantry #5127 201 West Commercial Miami, TX 79059 Roberts County	Craig T. Scott, Vice President FFP Properties, L.P. 4204 N. E. 28th Street Fort Worth, TX 76117 817.838.4707 817.838.4776 (fax)				GMAC
5143 Taylor Food Mart 311 Avenue F Childress, TX 79201 Childress County	Richard D. Mays Hitchings Mays Investments, L.L.P. Rt. 3, 403 Meadowbrook Road Roswell, NM 88203- 9217 505.623.7777				GMAC
5145 Taylor Food Mart 600 Main Street Stinnett, TX 79083 Hutchinson County	Larry Jack Taylor, President Anadarko Development Co. P. O. Box 9000 Amarillo, TX 79105- 9000 806.379.9000 806.378.9000 (fax)				GMAC
5170 Kwik Pantry #5170 420 South Broadway Premont, TX 78375 Jim Wells County	Hopper, Ethel Gwendolyn % Patrick Moore P. O. Box 731 Falfurrias, TX 78355 512.235.5146				GMAC

The rejection shall be effective October 31, 2004, upon the entry of this order without further notice by the Debtor.

IT IS FURTHER ORDERED that any and all landlords (the "Landlords") of any of the leased properties described above (the "Rejected Properties"), are authorized to take possession of any of the Rejected Properties at any time after October 31, 2004 (the "Rejection Date"). The automatic stay pursuant to §362 of the Bankruptcy Code is hereby modified as of the Rejection Date to the extent applicable to any of the Rejected Properties to allow the respective Landlords 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 the rights of the Landlords to assert unsecured claim arising from the rejection of the leases on any of the Rejected Properties.

IT IS FURTHER ORDERED that the Debtor may sell the inventory to any landlord, tenant or third party at any location.

IT IS FURTHER ORDERED that pursuant to §363(f) of the bankruptcy code, the inventory sold shall be conveyed to the purchaser free and clear of all liens, claims, encumbrances, and interest (collectively "Interest"), with any such interest attaching to the sale proceeds. Provided however, any 2004 ad valorem taxes not paid by the Debtor shall not be avoided and the property sold may be subject to the liens of the ad valorem taxing authorities, if any.

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 connection with any property sold, as ad valorem taxes relate to that specific property.

IT IS FURTHER ORDERED that the rejection of leases is without prejudice to the rights of any landlord to continue to lease the subject properties to the landlord or any third party, including any subtenant.

IT IS FURTHER ORDERED that the entry of this Order is without prejudice to the rights of any Landlord or the Debtor with respect to any underground storage tanks (USTs) 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 relief requested as to locations identified as #223, #313, #603, #663 and #3587 is hereby denied without prejudice.

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.

IT IS FURTHER ORDERED that the Debtor be and is hereby authorized and directed to pay the proceeds of any assets sold to GMAC Mortgage Corporation or Long Lane Master Trust IV if such lender has a recognized lien against the property. Payment to the lenders shall be net of ad valorem taxes. In the event the Debtor is unable to sell the inventory as authorized by this Order, the Debtor shall move the inventory to another location that is pledged to the same lender, cause petroleum inventory to be repurchased by a jobber regularly used by the Debtor, or store the inventory until the inventory can be moved.

IT IS FURTHER ORDERED that the proceeds derived from the sale of any unencumbered property, net of ad valorem taxes, shall be held in a restricted account. The Debtor may not use the funds in the ordinary course of business or for capital improvements unless it obtains the prior written consent of the Official Unsecured Creditors Committee, or upon order of this court after consideration of a further request for the Debtor to use such funds made by motion to this court.

IT IS FURTHER ORDERED that nothing in this Order authorizing the Debtor to reject leases with respect to the Rejected Properties, neither (i) absolves Debtor or landlord(s) of any liability to the Missouri Department of Natural Resources ("MDNR") under statutes and regulations to which Debtor and landlord(s) are subject to as the owner or operator of underground storage tanks, nor (ii) impairs or restricts the MDNR's ability to pursue all of its rights and remedies in state court against Debtor or landlord(s) as the owner or operator of underground storage tanks.

IT IS FURTHER ORDERED that the restrictive provisions of bankruptcy rule 6004(g) are hereby waived by the court.

SIGNED this _____ day of _____, 2004.

HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE

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ASSOCIATED INVESTMENT GROUP,

ASSOCIATED PROPERTIES, HI-LO CORPORATION,

ST. CLAIR, HARVISON & DELP, THRIFT REALTY, LLC AND

THRIFT WAY, INC.

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 CERTAIN INVENTORY AND EQUIPMENT
AT CERTAIN FFP PROPERTIES LOCATIONS**

Came on for consideration the Motion to Sell Inventory and Equipment at Certain FFP Properties Locations (“Motion”), and no objections having been received, and by the announcements made in open court, the proffer of evidence and the argument of counsel, 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 inventory at the following locations:

<u>Location</u>	<u>Address</u>	<u>Consideration</u>
#355	510 W. Sam Rayborn Dr. Bonham, TX	\$10,000.00
367	3102 S. Presa San Antonio, TX	\$10,000.00
368	2927 Pleasanton Rd. San Antonio, TX	\$50,000.00 ¹
373	1795 Nacogdoches San Antonio, TX	***
374	2529 Nacogdoches San Antonio, TX	***

¹ The equipment and inventory at locations # 368, 373 and 374 are to be sold for the aggregate sum of \$50,000.00.

3354	2290 Calder Ave. Beaumont, TX	\$10,000.00
3375	2303 NE Loop 410 San Antonio, TX	\$20,000.00
3376	1719 Austin Hwy. San Antonio, TX	\$10,000.00

IT IS FURTHER ORDERED that the sale of the inventory at those locations is authorized at the Debtor's laid in costs with respect to gasoline inventory and the seller's retail cost of the inside inventory less a 36% discount plus the proceeds of any sales not yet remitted to the Debtor. The Debtor and the purchaser may exclude from the sale any inventory not in saleable condition. Laid in costs shall mean the cost to the Debtor, including specifically identifiable transportation expenses.

IT IS FURTHER ORDERED, that pursuant to §363(f) of the Bankruptcy Code, the inventory 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.

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 is authorized and directed to pay all 2003 ad valorem taxes and 2004 ad valorem taxes pro rated as of the date of sale.

IT IS FURTHER ORDERED that the Debtor be and is hereby authorized and directed to pay the Proceeds of any sale to any recognized lienholder in conjunction with that sale within two business days of the receipt of funds from the purchaser. The

proceeds of sale, if any, shall be paid to GMAC Mortgage Corporation as servicer. In the event the Debtor is unable to sell the inventory as authorized by this order, the Debtor shall move the inventory to another location that is pledged to the same lender, or store the inventory until the inventory can be moved. However, notwithstanding the other provisions in this order, nothing in this order shall be construed to waive the right of FFP Properties, the Debtor or any other party to seek a determination as to the appropriateness of any allocation of the proceeds by GMAC Mortgage Corporation.

IT IS FURTHER ORDERED that nothing in this order shall be construed to waive the right of FFP Properties, L.P. to assert an administrative claim, including a claim for the payment of taxes.

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.

IT IS FURTHER ORDERED that the restrictive provisions of Bankruptcy Rule 6004(g) are hereby waived by the court.

SIGNED this _____ day of _____, 2004.

BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE

Prepared by:

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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
PURSUANT TO §365(a) (STORE NO. 3361, 1516 E. MAIN ST. NACOGDOCHES,
NACOGDOCHES COUNTY, TEXAS)

CAME ON FOR CONSIDERATION the Motion to Reject Lease Pursuant to § 365(a), (the "Motion"). 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), and the court having reviewed and considered the announcements made in open court, the proffer of evidence, was of the opinion that the relief requested should be granted. It is therefore

ORDERED the Debtor be and is hereby granted authority under 11 U.S.C. §365(a) to reject the lease at store no. 3361, 1516 E. Main Street, Nacogdoches, Nacogdoches County, TX 75961 (the "Property"), and that such lease rejection shall be effective as of October 31, 2004. The rejection of all leases related to the property is effective as of that date upon the entry of this order, without the need for any further notice or action by the Debtor.

IT IS FURTHER ORDERED that the landlord of the Property (the "Landlord") is authorized to take possession of the Property at any time after October 31, 2004 or by agreement of the parties.

The automatic stay pursuant to §362 of the Bankruptcy Code is hereby modified to the extent

applicable to any of the Property to allow the respective Landlord to take possession of any of the Property, and for the purpose of allowing any of the Landlord to terminate or to confirm the termination of the respective lease by sending notice to any lender as required by 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 the Property 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 the Landlords against the Debtor arising from the rejection of the lease, including any claim for the payment of taxes.

IT IS FURTHER ORDERED that the entry of this Order is without prejudice to the rights any of the Landlords may have pursuant to applicable law with respect to any underground storage tanks (USTs) which the Debtor allegedly owned, operated or controlled, whether currently or in the past, on the Property.

SIGNED this ____ day of October, 2004.

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:

FFP OPERATING PARTNERS, LP

DEBTOR.

§
§
§
§
§

CASE NO. 03-90171-BJH-11

CHAPTER 11

ORDER ON MOTION TO EXTEND EXCLUSIVITY

Came on for hearing the Expedited Joint Motion to Further Extend Exclusivity [Docket Item #1038] (the "Motion"). The court having considered the Motion, evidence and argument was of the opinion that the relief requested should be granted as provided herein. It is therefore

ORDERED that the Debtor's Motion to Extend Exclusivity be and is hereby granted subject to the revisions in this order, and as such, the period for filing a plan pursuant to Section 1121(b) is hereby extended until January 17, 2005. The period for confirming the plan of reorganization pursuant to Section 1121(c) is hereby extended until March 29, 2005. The extensions are granted without prejudice to the rights of the Debtor and parties in interest to seek further extensions or reductions. It is further

ORDERED that notwithstanding the prior paragraph, the extension of time to file a plan pursuant to §1121(b) may be terminated by the Official Committee of Unsecured Creditors, Long Lane Master Trust IV, MTGLQ Investors, L.P., or GMAC Commercial Mortgage Corporation by written notice to the Debtor and its counsel. Such termination shall be effective on the sixth business day following the delivery of such notice by email, electronic facsimile or hand delivery. Delivery

of such notice received after 5:00 p.m. on Saturday, Sunday or on a legal holiday as defined in Rule 9006, shall be treated as received on the next day. It is further

ORDERED that the right of the Official Committee of Unsecured Creditors or any other party to object to further extensions of the periods of exclusivity shall not be construed to be waived by the relief granted in this order, and any party may seek to extend or reduce the exclusive time for the Debtor to file a plan of reorganization.

Signed this ____ day of _____, 2004.

THE HONORABLE BARBARA J. HOUSER
UNITED STATES BANKRUPTCY JUDGE

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